

# Notice to Shareholders

Notice is hereby given that the fifty-seventh annual general meeting of shareholders of Trencor Limited ('Trencor' or 'the company') will be held at 1313 Main Tower, Standard Bank Centre, Heerengracht, Cape Town on Monday, 10 June 2013 at 15:00.

The board of directors of the company has determined that the record date for the purpose of determining which shareholders of the company are entitled to receive notice of the annual general meeting is Friday, 26 April 2013 and the record date for purposes of determining which shareholders of the company are entitled to participate in and vote at the annual general meeting is Friday, 31 May 2013. Accordingly, only shareholders who are registered in the register of members of the company on Friday, 24 May 2013 will be entitled to participate in and vote at the annual general meeting.

## Electronic participation in the annual general meeting

The company intends to make provision for shareholders of the company, or their proxies, to participate in the annual general meeting by way of electronic communication. In this regard, the company intends making video-conferencing facilities available at the following two locations:

- 1313 Main Tower, Standard Bank Centre, Heerengracht, Cape Town (which is the location for the annual general meeting); and
- Investec Bank Limited, 3rd floor M4, 100 Grayston Drive, Sandown, Sandton.

Should you wish to participate in the annual general meeting by way of electronic communication as aforesaid, you, or your proxy, will be required to attend at either of the above-mentioned locations arranged by the company at the time and on the date of the annual general meeting. The above-mentioned two locations will be linked to each other by means of a real-time video feed on the date of, and from the time of commencement of, the annual general meeting. The real-time video feed will enable all persons to participate electronically in the annual general meeting in this manner and to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the annual general meeting.

The cost of the video conferencing facilities described will be for the account of the company.

## Explanatory note:

### *Memorandum of Incorporation*

Until the Companies Act, No. 71 of 2008, as amended ('Companies Act') came into effect on 1 May 2011, the Memorandum of Incorporation ('MOI') of the company comprised its memorandum of association and its articles of association. On the date that the Companies Act came into effect, the memorandum of association and articles of association of the company automatically converted into the company's MOI. Accordingly, for consistency of reference in this notice of annual general meeting, the term 'MOI' is used throughout to refer to the company's Memorandum of Incorporation (which previously comprised the company's memorandum of association and its articles of association, as aforesaid).

All references to the company's MOI in this notice of annual general meeting (including all of the relevant ordinary and special resolutions contained herein) refer to provisions of that portion of the company's MOI that was previously called the company's articles of association.

The purpose of the annual general meeting is for the following business to be transacted and for the following ordinary and special resolutions to be proposed:

1. To present and consider the audited annual financial statements, the directors' report and the audit committee report of the company and the Trencor group for the year ended 31 December 2012.

In terms of the Companies Act, the audited financial statements will be presented to the shareholders together with the directors' report and audit committee report. The audited annual financial statements, the directors' report and the audit committee report of the company and its subsidiaries, are set out on pages 22 to 74 of the document of which this notice of annual general meeting forms part (the integrated annual report).

2. To consider, and if deemed fit, to re-elect, on an individual basis, the following directors who retire in terms of the MOI but, being eligible, offer themselves for re-election: Messrs N I Jowell, E Oblowitz and R J A Sparks. Brief résumés of the directors of the company are presented on page 77 of the integrated annual report.

Accordingly, shareholders are requested to consider and, if deemed fit, to re-elect the directors named above by way of passing the separate ordinary resolutions set out below:

### Ordinary resolution number 1.1

Appointment of Mr N I Jowell as director

"Resolved that Mr N I Jowell be and is hereby elected as a director of the company."

### Ordinary resolution number 1.2

Appointment of Mr E Oblowitz as director

"Resolved that Mr E Oblowitz be and is hereby elected as a director of the company."

### Ordinary resolution number 1.3

Appointment of Mr R J A Sparks as director

"Resolved that Mr R J A Sparks be and is hereby elected as a director of the company."

## Explanatory note:

Note that the board has recommended the re-election of Messrs N I Jowell, E Oblowitz and R J A Sparks as directors of the company. The election of each director who retires by rotation is required at the company's annual general meeting. The election will be conducted by a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, as required under section 68(2) of the Companies Act.

The minimum percentage of voting rights that are required for these resolutions to be adopted is 50% plus one of the voting rights to be cast on the resolution.

3. To place the 8 884 209 unissued authorised ordinary shares of the company, reserved for The Trencor Share Option Plan ('the Plan'), under the control of the directors and to specifically authorise the directors to issue such shares, if required, in accordance with the Plan until the next annual general meeting, subject to the provisions of the Companies Act, the MOI and the Listings Requirements of the JSE Limited ('JSE').

#### Ordinary resolution number 2:

"Resolved that, subject to the provisions of section 41 of the Companies Act and the JSE Listings Requirements, the directors be authorised to allot and issue from the authorised but unissued ordinary share capital of the company, up to 8 884 209 shares in the authorised share capital of the company from time to time, in terms of the rules of the Trencor Share Option Plan ('the Plan') for the benefit of participants in the Plan, such authority to endure until the forthcoming annual general meeting of the company (whereupon this authority shall lapse, unless it is renewed at the aforementioned annual general meeting, provided that it shall not extend beyond 15 (fifteen) months after the date of this meeting)."

#### Explanatory note:

The Plan has been in place since it was initially approved by shareholders in 2002. This resolution confirms the authority of the directors to issue shares in terms of the Plan, but subject to the terms of the Plan.

The directors have decided to seek a renewal of the annual authority to issue shares in terms of the Plan as a matter of good corporate governance.

The minimum percentage of voting rights that is required for this resolution to be adopted is 50% plus one of the voting rights to be cast on the resolution.

4. To table the remuneration policy of the company (as set out on pages 14 and 15 of the integrated annual report) for consideration and submit same for a non-binding advisory vote by the shareholders.

#### Advisory vote:

"Resolved that the remuneration policy of the company, as set out on pages 14 and 15 of the integrated annual report of which this notice of annual general meeting forms part, be and is hereby endorsed through a non-binding advisory vote as recommended in terms of the King Code on Governance for South Africa 2009."

#### Explanatory note:

In terms of principle 2.27 of the King Code on Governance for South Africa 2009, the company's remuneration policy should be tabled to the shareholders of the company for a non-binding advisory vote at the annual general meeting. Accordingly, the shareholders are requested to endorse the company's remuneration policy by way of a non-binding advisory vote in the same manner as an ordinary resolution.

As this is not a matter that is required to be resolved or approved by shareholders, no minimum voting threshold is required. Nevertheless, for record purposes, the minimum percentage of voting rights that is required in favour of the remuneration policy is 50% plus one of the voting rights to be cast.

5. To reappoint KPMG Inc as independent auditor of the company for the ensuing year.

#### Ordinary resolution number 3:

"Resolved that KPMG Inc is hereby reappointed as the auditor of the company for the ensuing year."

#### Explanatory note:

In compliance with section 90(1) of the Companies Act, a public company must each year at its annual general meeting appoint an auditor.

Note that the audit committee has recommended the reappointment of KPMG Inc as auditors of the company. Section 94(9) of the Companies Act entitles a company to appoint an auditor at its annual general meeting, other than one nominated by the audit committee, but if such an auditor is appointed, the appointment is valid only if the audit committee is satisfied that the proposed auditor is independent of the company.

The minimum percentage of voting rights that is required for this resolution to be adopted is 50% plus one of the voting rights to be cast on the resolution.

6. To appoint an audit committee to conduct the duties and responsibilities as outlined in section 94(7) of the Companies Act.

#### Ordinary resolution number 4.1:

Appointment of Mr E Oblowitz as a member and chairman of the audit committee

"Resolved that Mr E Oblowitz be and is hereby elected as a member of the audit committee of the company, subject to his re-election as a director of the company in terms of ordinary resolution 1.2."

#### Ordinary resolution number 4.2:

Appointment of Mr R J A Sparks as a member of the audit committee

"Resolved that Mr R J A Sparks be and is hereby elected as a member of the audit committee of the company, subject to his re-election as a director of the company in terms of ordinary resolution 1.3."

#### Ordinary resolution number 4.3:

Appointment of Mr H Wessels as a member of the audit committee

"Resolved that Mr H Wessels be and is hereby elected as a member of the audit committee of the company."

**Explanatory note:**

In terms of the Companies Act, the audit committee is not a committee of the board but a committee elected by the shareholders at each annual general meeting.

Section 94(2) of the Companies Act requires a public company, at each annual general meeting, to elect an audit committee.

Section 94(4)(a) of the Companies Act requires, among other things, that each member of the audit committee must be a director of the company. Brief résumés of the directors are presented on page 76 of the integrated annual report.

The minimum percentage of voting rights that is required for these resolutions to be adopted is 50% plus one of the voting rights to be cast on the resolution.

7. To provide financial assistance to related or inter-related companies and others.

**Special resolution number 1:**

“Resolved that in terms of and subject to the provisions of section 45 of the Companies Act, the shareholders of the company hereby approve, as a general approval, the provision by the company (subject to the requirements of the company’s memorandum of incorporation, the Companies Act and the Listings Requirements of the JSE Limited from time to time), at any time and from time to time, during the period of two years commencing on the date of passing of this special resolution, of any direct or indirect financial assistance contemplated in the Companies Act to any one or more related or inter-related companies or corporations of the company on such terms and conditions as the board of directors of the company, or any one or more persons authorised by the board of directors of the company from time to time for such purpose, deems fit.”

**Explanatory note:**

The reason for special resolution number 1 is to obtain approval from the shareholders so as to enable the company to provide financial assistance, when the need arises, in accordance with the provisions of section 45 of the Companies Act. The effect of special resolution number 1 is that the company will have the necessary authority to provide such financial assistance to any one or more related or inter-related companies or corporations of the company as contemplated in special resolution number 1 as and when required to do so. The board of the company undertakes that, in so far as the Companies Act requires, it will not adopt a resolution to authorise such financial assistance, unless the directors are satisfied that (i) immediately after providing such financial assistance, the company will satisfy the solvency and liquidity test as referred to in section 45(3)(b)(i) of the Companies Act, and that (ii) the terms under which such financial assistance is to be given are fair and reasonable to the company as referred to in section 45(3)(b)(ii) of the Companies Act. The minimum percentage of voting rights that is required for this resolution to be adopted is at least 75% of the voting rights to be cast on the resolution.

8. To resolve as a special resolution that the non-executive directors’ annual remuneration, in their capacity only as directors of the company, from 1 July 2013 until the next annual general meeting of the company be approved.

**Special resolution number 2:**

“Resolved that the non-executive directors’ annual remuneration, in their capacities only as directors of the company, from 1 July 2013 until the next annual general meeting of the company be paid in accordance with the following:

For services as:

Basic remuneration as director	R191 600
Chairman of the audit/risk committee	R127 700
Member of the audit committee/risk committee	R 69 700
Member of the governance committee	R 19 000
Member of the remuneration committee	R 19 000
Member of the nomination committee	R 19 000
In the case of Mr J E Hoelter	US\$44 200”

**Explanatory note:**

In terms of sections 66(8) and (9) of the Companies Act, remuneration may only be paid to directors for their service as directors in accordance with a special resolution approved by the shareholders within the previous two years.

It is noted that the remuneration payable to directors in their capacities as such and for their services as directors, as set out in the above special resolution, reflects an increase of 8,0% compared to the remuneration in respect of the 12 months ended 30 June 2013.

It is noted that the remuneration referred to in this resolution is only in respect of remuneration payable to directors of the company in their capacities as such and does not include salaries and other benefits payable to directors in other capacities.

The minimum percentage of voting rights that is required for this resolution to be adopted is at least 75% of the voting rights to be cast on the resolution.

9. To consider and, if deemed fit, to pass, with or without modification, the following special resolution:

**Special resolution number 3:**

“Resolved that the company hereby approves, as a general approval contemplated in section 48 of the Companies Act, No 71 of 2008, as amended (‘the Companies Act’), the acquisition by the company or any of its subsidiaries from time to time of the issued shares of the company, upon such terms and conditions and in such amounts as the directors of the company may from time to time determine, but subject to the memorandum of incorporation of the company, the provisions of the Companies Act and the JSE Listings Requirements as presently constituted and which may be amended from time to time, and provided that:

1. any such acquisition of shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counterparty;

2. at any point in time, the company may only appoint one agent to effect any repurchase(s) on its behalf;
3. this general authority shall only be valid until the company's next annual general meeting, provided that it shall not extend beyond fifteen months from the date of passing of this special resolution;
4. the board of directors pass a resolution authorising the repurchase, confirming that the company passes the solvency and liquidity test and that from the time that the test is done there are no material changes to the financial position of the Trencor group;
5. a paid press announcement containing full details of the acquisitions will be published as soon as the company and/or its subsidiaries has/have acquired shares constituting, on a cumulative basis, 3% of the number of shares of that class in issue at the time of granting of this general authority, and for each 3% in aggregate of the initial number of that class acquired thereafter;
6. acquisitions by the company and its subsidiaries of shares in the share capital of the company may not, in the aggregate, exceed in any one financial year 20% (or 10% where such acquisitions relate to the acquisition by a subsidiary) of the company's issued share capital of any class;
7. in determining the price at which the company's shares are acquired by the company or its subsidiaries in terms of this general authority, the maximum price at which such shares may be acquired may not be greater than 10% above the weighted average of the market price at which such shares are traded on the JSE, as determined over the five business days immediately preceding the date of the acquisition of such shares by the company or its subsidiaries;
8. the company or its subsidiaries are not acquiring shares during a prohibited period as defined in the Listings Requirements of the JSE unless they have in place a repurchase programme where the dates and quantities of shares to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period; and
9. any acquisitions are subject to Exchange Control approval at that point in time."

#### Explanatory note:

The reason for this special resolution is to grant the company a general authority in terms of the Companies Act for the acquisition by the company or any of its subsidiaries of shares issued by the company, which authority shall be valid until the earlier of the next annual general meeting of the company or the variation or revocation of such general authority by special resolution by any subsequent general meeting of the company, provided that the general authority shall not extend beyond fifteen months from the date of

this annual general meeting. The effect of the passing of this special resolution will be to authorise the company or any of its subsidiaries to acquire shares issued by the company. If relevant in the circumstances, compliance with section 48(8)(b) of the Companies Act will be required if the company is to acquire more than 5% of its shares.

The directors are of the opinion that it would be in the best interests of the company to extend the current authority for the repurchase of shares by the company or its subsidiaries, allowing the company or any of its subsidiaries to be in a position to repurchase or purchase, as the case may be, the shares issued by the company through the order book of the JSE, should the market conditions and price, as well as the financial position of the company, justify such action, as determined by the directors.

Repurchases or purchases, as the case may be, will only be made after careful consideration, where the directors consider that such repurchase or purchase, as the case may be, will be in the best interests of the company and its shareholders.

The minimum percentage of voting rights that is required for this resolution to be adopted is at least 75% of the voting rights to be cast on the resolution.

#### STATEMENT BY THE BOARD OF DIRECTORS OF THE COMPANY REGARDING SPECIAL RESOLUTION NUMBER 3

Pursuant to and in terms of the JSE Listings Requirements, the board of directors of the company hereby states that:

- (a) the intention of the directors of the company is to utilise the general authority to acquire shares in the company if at some future date the cash resources of the company are in excess of its requirements or there are other good grounds for doing so. In this regard the directors will take account of, inter alia, an appropriate capitalisation structure for the company, the long-term cash needs of the company, and the interests of the company;
- (b) in determining the method by which the company intends to repurchase its shares, the maximum number of shares to be acquired and the date on which such acquisition will take place, the directors of the company will only make the acquisition if at the time of the acquisition they are of the opinion that:
  - the company and the group will be able to pay their debts as they become due in the ordinary course of business for the next twelve months after the date of the general repurchase;
  - the assets of the company and the group, fairly valued in accordance with International Financial Reporting Standards and recognised and measured in accordance with the accounting policies used in the latest audited financial statements will be in excess of the liabilities of the company and the group for the next twelve months after the date of the general repurchase;
  - the issued share capital and reserves of the company and the group will be adequate for



ordinary business purposes of the company or any acquiring subsidiary for the next twelve months after the date of the general repurchase;

- the working capital available to the company and the group will be sufficient for ordinary business purposes for the next twelve months after the date of the general repurchase; and
- a working capital statement will be obtained from the company's sponsors as and when any acquisition of its shares is contemplated.

10. To consider and, if deemed fit, to pass, with or without modification, the following special resolution:

#### Special resolution number 4

"Resolved as a special resolution to replace in its entirety the company's existing memorandum of incorporation with a new memorandum of incorporation (a draft of which has been tabled at the annual general meeting and initialled by the chairperson of the annual general meeting for identification purposes, as posted on the company's website at [www.trencor.net](http://www.trencor.net) (the 'new MOI'))."

Attached as Annexure A to this notice of annual general meeting is a summary of the salient features (which in the company's view might be thought to be material) of the proposed new MOI of the company to enable shareholders to make a considered assessment in deciding how to vote on this special resolution.

Shareholders are alerted to their rights in terms of section 164, read with section 37(8), of the Companies Act in terms of which, if any of the amendments proposed in the new MOI will materially and adversely alter the preferences, rights, limitations or other terms of the company's shares, then at any time before this special resolution is to be voted on, a dissenting shareholder may give the company a written notice objecting to this special resolution and such dissenting shareholder will have the rights more fully set out in section 164 of the Companies Act. A copy of the relevant portions of section 164 of the Companies Act is attached as Annexure B to this notice.

The company has not, in preparing the summary of the salient features of the proposed new MOI, considered which, if any, of the changes to be made by the proposed new MOI to the existing MOI might be considered by shareholders to be adverse as contemplated in section 164 of the Companies Act. Shareholders should conduct their own detailed analysis and comparison of the company's existing MOI and the proposed new MOI. Reference to section 164 of the Companies Act does not constitute a concession or admission by the company that shareholders are entitled to invoke the provisions of section 164 as a consequence of this special resolution number 4 being proposed or passed.

The full text of the proposed new MOI, as referred to in special resolution number 4, and a copy of the existing MOI are available on the company website at

[www.trencor.net](http://www.trencor.net). Alternatively, shareholders can request a copy of such proposed new MOI to be posted to them or emailed to them by contacting the company by telephone on 021 421 7310, or by email at [info@trencor.net](mailto:info@trencor.net), or by post at 1313 Main Tower, Standard Bank Centre, Heerengracht 8001.

#### Explanatory note:

The reason for special resolution number 4 is to bring the company's incorporation documents into harmony with the provisions of the Companies Act and to deal with the effects of the Companies Act. The company has also used this opportunity to do a thorough review of the contents of the existing MOI and to update, amend or omit parts thereof as necessary. The passing of this special resolution will have the effect of replacing the company's existing MOI with the proposed new MOI referred to in special resolution number 4.

The minimum percentage of voting rights that is required for this resolution to be adopted is at least 75% of the voting rights to be cast on the resolution.

11. To transact such other business as may be transacted at an annual general meeting.

#### OTHER DISCLOSURES IN TERMS OF SECTION 11.26 OF THE JSE LISTINGS REQUIREMENTS

The integrated annual report to which this notice of this annual general meeting is attached provides details of:

- the remuneration policy of the company on page 14;
- the directors, senior management and secretary of the company on page 2 and 92 respectively;
- the major shareholders of the company on page 75;
- the directors' interests in shares in the company on page 12; and
- the share capital of the company in note 17 on page 48, and an analysis of the shareholders (including beneficial shareholders who hold 5% or more of the issued share capital of the company and of which the company is aware, but who are not registered shareholders) on page 75.

There have been no material changes to the company and the group's financial or trading position (other than as disclosed in the accompanying integrated annual report) nor are there any legal or arbitration proceedings, including proceedings that are pending or threatened, that may have or have had, a material effect on the financial position of the group between 30 April 2012 and the date of publication hereof.

The directors, whose names are given on page 2 of the annual report, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the annual report and this notice contains all information required by law and the JSE Listings Requirements.

## GENERAL INSTRUCTIONS AND INFORMATION

All shareholders are encouraged to attend, speak and vote at the annual general meeting. On a show of hands, every shareholder of the company present in person or represented shall have one vote only. On a poll, every shareholder present in person, by proxy or represented shall have one vote for every share held.

If you hold certificated shares (i.e. have not dematerialised your shares in the company) or are registered as an own name dematerialised shareholder (i.e. have specifically instructed your Central Security Depository Participant ('CSDP') to hold your shares in your own name on the company's sub-register), then:

- you may attend and vote at the annual general meeting; alternatively
- you may appoint a proxy (who need not also be a shareholder of the company) to represent you at the annual general meeting by completing the attached form of proxy and, for administrative reasons, returning it to the office of the company's transfer secretaries not less than 24 hours before the time appointed for the holding of the meeting (excluding Saturdays, Sundays and public holidays). Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy as stipulated in section 58(3)(b) of the Companies Act. Please also note that the attached form of proxy may be delivered to the company at any time before the annual general meeting and must be so delivered before your proxy may exercise any of your rights as a shareholder at the annual general meeting.

Please note that if you are the owner of dematerialised shares (i.e. have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE's electronic settlement system, Strate Limited ('Strate'), held through a CSDP or broker and are not registered as an 'own name' dematerialised shareholder you are not a registered shareholder of the company, but appear on the sub-register of the company held by your CSDP. Accordingly, in these circumstances subject to the mandate between yourself and your CSDP or broker, as the case may be:

- if you wish to attend the annual general meeting you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from them; alternatively

- if you are unable to attend the annual general meeting but wish to be represented at the meeting, you must contact your CSDP or broker, as the case may be, and furnish them with your voting instructions in respect of the annual general meeting and/or request them to appoint a proxy. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be, within the time period required by them.

CSDPs, brokers or their nominees, as the case may be, recorded in the company's sub-register as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of Strate should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares in the company, vote by either appointing a duly authorised representative to attend and vote at the annual general meeting or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the company's transfer secretaries not less than 24 hours before the time appointed for the holding of the meeting (excluding Saturdays, Sundays and public holidays).

Shareholders of the company that are companies, that wish to participate in the annual general meeting, may authorise any person to act as its representative at the annual general meeting.

Section 63(1) of the Companies Act requires that a person wishing to participate in the annual general meeting (including any representative or proxy) must provide satisfactory identification (such as identity documents, driver's licences or passports) before they may attend or participate at such meeting.

By order of the board



**Trencor Services (Pty) Ltd**

Secretaries

Per: G W Norval

Cape Town

26 April 2013