



Motus

Shareholders report
and notice of 2023
annual general meeting

—
for the year ended 30 June 2023

Reporting suite

The 2023 Motus integrated report

Online as PDF

Provides a holistic assessment of the Group's ability to create and preserve value for its stakeholders and guard against value destruction. It assesses management strategies, the risks we face, and the financial, operational and sustainability performance against our material priorities.

Preparation and frameworks

Prepared according to:

- The Listings Requirements of the JSE Limited (JSE Listings Requirements).
- The South African Companies Act 71 of 2008, as amended (Companies Act).

Frameworks applied and/or considered:

- King Report on Corporate Governance for South Africa™ (2016)* (King IV).
- The IFRS Foundation's International <IR> Framework (2021).
- Task Force on Climate-related Financial Disclosures (TCFD).
- United Nations (UN) Sustainable Development Goals (SDGs).

Assurance

Certain financial information contained within the extracts of summarised financial information has been extracted from the audited consolidated and separate financial statements which were audited by the external auditors, although the extract itself is not audited. In addition, assurance is provided through an independent accountant's report on the pro forma information, labelled as such in this integrated report within the divisional performance reviews section.

The 2023 Motus environmental, social and governance report and annexures

Online as PDF

Provides an in-depth assessment of the Group's environmental, social and governance (ESG) performance for the year, including the letter from the Chairman of the Social, Ethics and Sustainability (SES) Committee.

Preparation and frameworks

Frameworks applied and/or considered:

- King IV.
- Global Reporting Initiatives (GRI) Standards.
- JSE Sustainability Disclosure Guidance.
- TCFD.
- UN SDGs.

Assurance

Independent limited assurance is provided on selected non-financial information contained within the ESG report.

Audited consolidated and separate annual financial statements

Online as PDF

The audited consolidated and separate annual financial statements for the year ended 30 June 2023, including the report of the Audit and Risk Committee (ARC).

Preparation and frameworks

Prepared in accordance with:

- The International Financial Reporting Standards (IFRS) and its interpretations adopted by the International Accounting Standards Board (IASB).
- The South African Institute of Chartered Accountants (SAICA) Financial Reporting Guides issued by the Accounting Practices Committee.
- Financial Reporting Pronouncements issued by the Financial Reporting Standards Council (FRSC).
- Companies Act.
- JSE Listings Requirements.

Assurance

Assurance is provided on the fair presentation of the consolidated and separate annual financial statements in accordance with IFRS and the requirements of the Companies Act.

Shareholders report and notice of 2023 annual general meeting

Online as PDF

This report

Includes an invitation to shareholders to attend Motus' 2023 annual general meeting (AGM), and provides shareholders who want to attend the AGM with the information they need, such as the notice of AGM, extracts of the summarised financial information and an analysis of shareholding.

Key company information

Motus Holdings Limited

Incorporated in the Republic of South Africa

Registration number: 2017/451730/06

ISIN: ZAE000261913

JSE Main Board: Specialty retailers

Listing date: 22 November 2018

Share code: MTH

(Motus or the Group)

Navigating our reports

The following icons refer readers to information elsewhere in this report or additional reports online.

- Information in this report.
- Information online (corporate website).
- Information in our suite of reports.

This report is an interactive PDF. It is best viewed in Adobe Acrobat for desktop, mobile or tablet.

Icons to navigate in this report are located at the top right hand side of each page and within the report.

- Home to contents
- Print
- Previous page
- Next page



Detailed online information

Stakeholders can access the Group's interim and annual financial results announcements and presentations at

<https://www.motus.co.za/investors/> or scan the QR code alongside to be taken there directly.

* King IV Report on Corporate Governance for South Africa, also known as King IV. Copyright and trademarks are owned by the Institute of Directors in Southern Africa NPC and all of its rights are reserved.

Feedback

We value feedback from our stakeholders and use it to ensure that we are reporting appropriately on the issues that are most relevant to them. Please take the time to give us your feedback on this report.

Email: MotusIR@motus.co.za.

Note that signatures are not included for security purposes.

Contents

2	Message from the Chairman of the board to shareholders
3	Notice of annual general meeting
3	Notice of annual general meeting of shareholders
4	Resolutions
9	Annual general meeting - explanatory notes
14	Guidance to participate through teleconference in the annual general meeting
15	Form of proxy
17	Notes to the form of proxy
20	Motus board of directors
22	Extracts of summarised financial information
22	Group profit or loss
23	Summarised reconciliation of earnings to headline earnings
23	Financial position
25	Cash flow movements
26	Shareholder analysis
28	Corporate information

Message from the Chairman of the board to shareholders



JJ Njeke
Chairman

On behalf of the board of directors of Motus Holdings Limited, you are invited to attend the 2023 annual general meeting (AGM) of shareholders of the company to be held at 08:30 (CAT) on Wednesday, 8 November 2023, at Motus Mercedes Benz Sandton dealership, 90 Rivonia Road, Sandton, Gauteng and participation by way of a teleconference call (electronic participation).

Shareholders wishing to participate in the AGM will need to register by the latest at 08:30 (CAT) on Tuesday, 7 November 2023. A teleconference call meeting guide for participants or shareholders who wish to exercise this option is included in the notice of AGM.

The AGM provides the board with the opportunity to present the Group's performance for the year ended 30 June 2023 to the company's shareholders. The Chairs of the various board subcommittees, certain senior members of management, the Sponsor and the Group's external auditors will be present to engage with shareholders should the need arise.

The notice of the meeting and explanatory notes, which accompany this message, set out the proposed resolutions and effects thereof. In accordance with section 31(1) of the Companies Act, you are notified that the 2023 Motus Holdings integrated report, ESG report, audited consolidated and separate annual financial statements, and separate shareholders report and notice of 2023 AGM are available on the Motus website at <https://www.motus.co.za/investors/integrated-reports/> as of 29 September 2023. Should you wish to receive a printed copy of our 2023 integrated report, ESG report, the audited consolidated and separate annual financial statements or the separate shareholders report and notice of 2023 AGM, you may request these from the Motus Company Secretary at nsimelane@motus.co.za.

The company has retained the services of The Meetings Specialists Proprietary Limited (TMS) to host the AGM, to facilitate participation and voting by shareholders.

We request that shareholders send their proxies and/or their letters of representation to TMS at proxy@tmsmeetings.co.za by no later than 08:30 (CAT) on Tuesday, 7 November 2023, to allow time for the tallying of votes and completion of the administrative processes relating to the meeting. Forms of proxy or letters of representation submitted on the day of the AGM must be emailed simultaneously to TMS at proxy@tmsmeetings.co.za and the Motus Company Secretary at nsimelane@motus.co.za prior to the commencement of the AGM, before any proxy seeks to exercise any right granted to it.

Further details for the form of proxy submission are contained on [page 15](#) and in the notes to the form of proxy on [page 17](#). I look forward to your attendance and participation in the meeting.

Yours sincerely,

JJ Njeke
Chairman

27 September 2023

Notice of annual general meeting



Notice of annual general meeting of shareholders

Motus Holdings Limited

(Incorporated in the Republic of South Africa)

Registration number: 2017/451730/06

ISIN: ZAE000261913

JSE share code: MTH

(Motus, or the company or the Group)

Board of directors (board): MJN Njeke (Chairman), A Tugendhaft (Deputy Chairman), OS Arbee (CEO), OJ Janse van Rensburg (CFO), KA Cassel, S Mayet, MG Mokoka, JN Potgieter, F Roji and R van Wyk.

Notice is hereby given to the shareholders of Motus that the 5th AGM will be held on Wednesday, 8 November 2023 at 08:30 (CAT) at the Motus Mercedes Benz Sandton dealership, 90 Rivonia Road, Sandton, Gauteng and through teleconference call participation or at any other adjourned or postponed time determined in accordance with the provisions of section 64(4) and section 64(10) (as read with section 64(11)(a)(i)) of the Companies Act.

This document is important and requires your immediate attention.

Your attention is drawn to the notes at the end of this notice, on page 9, which contain important information regarding shareholders' participation at the AGM. Should you be in any doubt as to what action to take in respect of the proposed resolutions and other matters contemplated in this notice of the AGM or the explanatory notes hereto, it is recommended that you consult appropriate professional advisors. For purposes of this notice of the AGM and the explanatory notes hereto, the term "shareholder" shall have the meaning ascribed thereto in section 57(1) of the Companies Act.

In terms of section 59(1) of the Companies Act, the board has set the record dates to determine which shareholders are entitled to:

- receive this notice of the AGM as being Friday, 22 September 2023; and
- participate in and vote at the AGM as being Friday, 3 November 2023.

The last day to trade in the company's shares to participate in and vote at the AGM is Tuesday, 31 October 2023.

The meeting is convened to consider and, if deemed appropriate, pass and approve, with or without modification, the ordinary and special resolutions set out below in the manner required by the South African Companies Act 71 of 2008, as amended (Companies Act) and the Listings Requirements of the JSE Limited (JSE Listings Requirements).

Please see the explanatory notes commencing on page 9 or the explanations which accompany the ordinary and special resolutions below.

Electronic participation in the annual general meeting

Shareholders and/or their proxies, as the case may be, may participate in the AGM by way of a teleconference call and, if they wish to do so:

- must contact the Company Secretary at nsimelane@motus.co.za or +27 10 493 4443 during business hours (08:00 (CAT) to 17:00 (CAT) on week days) by no later than 16:00 (CAT) on Tuesday, 7 November 2023 in order to obtain a pin number and dial-in details for such conference call;
- will be required to provide reasonably satisfactory identification; and
- will be billed separately by their own telephone service providers for their telephone call to participate in the meeting.

Please note that shareholders or their proxies participating via teleconference will not be able to cast their votes during the AGM and are encouraged to submit their votes via proxy to TMS on proxy@tmsmeetings.co.za as indicated above. However, shareholders attending in person will be able to cast their votes during the meeting.

Notice of annual general meeting (continued)

→ Resolutions

Part A – presentation of reports

These items, presented under Part A, do not require resolutions. They are presented here to afford shareholders the opportunity to ask questions and make comments about their contents, if any.

1. Presentation of the audited consolidated and separate annual financial statements

To present the audited annual financial statements of the company and its subsidiaries (Group) as approved by the board of the company in terms of section 30(3) of the Companies Act, incorporating, inter alia, the reports of the external auditors, Audit and Risk Committee (ARC) and the directors for the financial year ended 30 June 2023.

2. Presentation of the social, ethics and sustainability report

To present the report of the SES Committee for the financial year ended 30 June 2023, as required in terms of Regulation 43(5)(c) of the Companies Regulations, 2011 (Companies Regulations).

Part B – ordinary resolutions

3. Election of retiring non-executive directors

Ordinary resolution 1

To consider and, if deemed appropriate, to elect, by way of separate, divisible resolutions:

- 1.1 Ms. MG Mokoka, who is retiring by rotation in accordance with clause 23.4.1.1 of the company's Memorandum of Incorporation (MOI), as an independent non-executive director of the company as contemplated in section 68(2) (a) of the Companies Act and being eligible and available, offers herself for election.
- 1.2 Mr. JN Potgieter, who is retiring by rotation in accordance with clause 23.4.1.1 of the company's MOI, as an independent non-executive director of the company as contemplated in section 68(2)(a) of the Companies Act, and being eligible and available, offers himself for election.
- 1.3 Mr. R van Wyk, who is retiring by rotation in accordance with clause 23.4.1.1 of the company's MOI, as an independent non-executive director of the company as contemplated in section 68(2)(a) of the Companies Act, and being eligible and available, offers himself for election.

4. Election of the members of the Audit and Risk Committee

Ordinary resolution 2

To consider and, if deemed appropriate, re-elect/elect by way of separate, divisible resolutions the following independent non-executive directors as members of the ARC for the ensuing year in accordance with section 94(2) of the Companies Act:

- 2.1 Mr. S Mayet, be and is hereby elected as a member of the company's ARC.
- 2.2 Ms. MG Mokoka be and is hereby elected as a member of the company's ARC (subject to being elected in accordance with resolution 1.1 above).
- 2.3 Mr. JN Potgieter be and is hereby elected as a member of the company's ARC (subject to being elected in accordance with resolution 1.2 above).
- 2.4 Ms. F Roji be and is hereby elected as a member of the company's ARC.

5. Appointment of external auditor

Ordinary resolution 3

To appoint PricewaterhouseCoopers Inc. (PwC), on the recommendation of the ARC, as the Group's independent external auditors, with Mr. Thomas Howatt (IRBA number: 721751) as designated audit partner, for the company for the ensuing year.

6. Authority to issue ordinary shares


Ordinary resolution 4

To approve that the authorised but unissued ordinary shares be and are hereby placed under the control of the directors by way of a general authority, that shall remain valid until the next AGM and the directors are authorised to allot and issue those shares at their discretion, which authority shall include the authority to issue any option/convertible securities that are convertible into ordinary shares, provided that the aggregate number of ordinary shares to be allotted and issued in terms of this resolution, shall be limited to 5% (five percent) of the issued share capital at 30 June 2023.

Part C – non-binding advisory votes

7. Confirmation of the Group's remuneration policy

Ordinary resolution 5

To endorse, by way of a non-binding advisory vote, the Group's remuneration policy (excluding the remuneration of the non-executive directors for their services as directors and members of committees), as set out in the explanatory notes on  page 9.

8. Confirmation of the Group's remuneration implementation report

Ordinary resolution 6

To endorse, by way of a non-binding advisory vote, the Group's remuneration implementation report, as set out on  pages 174 to 187 of the integrated report.

9. Delegation of authority


Ordinary resolution 7

To authorise any 1 (one) director of the company and/or the Company Secretary to do all such things and sign all such documents (including any amendments thereto) as are deemed necessary or advisable to implement the ordinary and special resolutions which have been (or will be) duly passed as set out in the notice convening the AGM.

Part D – special resolutions

10. Non-executive directors' remuneration

Special resolution 1

To approve the proposed fees and remuneration payable to non-executive directors and/or pay any fees related thereto and on any other basis as may be recommended by the Remuneration Committee and approved by the board of directors for the period set out in the table in the  explanatory notes.

11. Authority to provide financial assistance in terms of section 44

Special resolution 2

To approve, subject to compliance with the provisions of the MOI and Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company), the provision by the company, at any time and from time to time during the period of 2 (two) years commencing from the date of approval of this special resolution, of such direct or indirect financial assistance as contemplated in section 44 of the Companies Act, by way of a loan, guarantee of a loan or otherwise to any legal entity for the purpose of, or in connection with, the subscription of any option, or securities, issued or to be issued by the company or related or inter-related company or for the purchase of any securities of the company or a related or inter-related company, subject to the Companies Act.

12. Authority to provide financial assistance in terms of section 45

Special resolution 3

To approve, subject to compliance with the provisions of the MOI and Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company), the provision by the company, at any time and from time to time during the period of 2 (two) years commencing from the date of approval of this special resolution, of such direct or indirect financial assistance as contemplated in section 45 of the Companies Act, by way of a loan, guarantee of a loan or other obligation or securing of a debt or other obligation or otherwise as the board may authorise to any 1 (one) or more related or inter-related company(ies) or corporation(s) (as such relations and inter-relationships are outlined in section 2 of the Companies Act), on such other terms and conditions as the board may deem fit, subject to the Companies Act.

Notice of annual general meeting (continued)

13. General authority to repurchase company's securities

Special resolution 4

To authorise the directors to approve and implement the acquisition by the company (or by a subsidiary of the company in terms of section 48(2)(b) of the Companies Act) from time to time, be and is hereby authorised to acquire ordinary shares in the company, by way of a general authority, which shall only be valid until the company's next AGM or 15 (fifteen) months from the date of the passing of this special resolution, whichever period is the shorter, and subject to section 48 of the Companies Act, the MOI, the JSE Listings Requirements, when applicable, and the following limitations, namely:

- the repurchase of ordinary shares must be implemented through the order book operated by the JSE trading system, without prior understanding or arrangement between the company and the counterparty (reported trades are prohibited);
- the company being authorised thereto by its MOI;
- in determining the price at which the company's ordinary shares are acquired in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten percent) of the weighted average of the market value at which such ordinary shares are traded on the JSE, as determined over the 5 (five) business days immediately preceding the date on which the transaction is effected (the JSE should be consulted for a ruling if the company's securities have not traded in such 5 (five) business day period);
- an announcement being published in accordance with the JSE Listings Requirements as soon as the company has repurchased ordinary shares constituting, on a cumulative basis, 3% (three percent) of the number of ordinary shares in issue at the date of the passing of this resolution (initial number), and for each 3% (three percent) in aggregate of the initial number of ordinary shares repurchased thereafter, containing such details of such repurchases as are required under the JSE Listings Requirements as well as any confirmations and disclosures required of the company and its directors;
- the company may only effect the repurchase if a resolution has been passed by the board confirming that it has authorised the repurchase and that the company and its subsidiary/ies have passed the solvency and liquidity test as defined in the Companies Act and that since the test was done, there have been no material changes to the financial position of the Group;
- any such general repurchases are subject to exchange control regulations and approval at that point in time;
- the acquisition of ordinary shares, in aggregate, in any one financial year may not exceed 20% (twenty percent) of the company's issued ordinary share capital;
- the number of shares purchased and held by a subsidiary or subsidiaries of the company shall not exceed 10% (ten percent) in aggregate of the number of issued shares in the company at the relevant times;
- any such general repurchase will be subject to the applicable provisions of the Companies Act (including sections 114 and 115 to the extent that section 48(8) is applicable in relation to that particular repurchase);
- the company or its subsidiaries may not repurchase securities during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless:
 - the company had a repurchase programme in place, and the programme has been submitted to the JSE prior to the prohibited period commencing;
 - only one independent third-party has been instructed to execute the repurchase programme prior to the prohibited period commencing;
 - the repurchase programme includes the name and date of appointment of the independent third-party instructed to execute the repurchase programme, the commencement and termination date of the repurchase programme and the fixed number of securities to be traded during the period; and
- the company only appointing 1 (one) agent at any point in time to effect any repurchases on its behalf.

Adequacy of working capital

The directors of the company confirm that no repurchase will be implemented in terms of this authority unless, after each such repurchase:

- the company and the Group will be able to pay its debts as they become due in the ordinary course of business for a period of 12 (twelve) months after the repurchase;
- the consolidated assets of the company and the Group, fairly valued in accordance with the accounting policies used in the latest audited annual Group financial statements, will exceed its consolidated liabilities for a period of 12 (twelve) months after the repurchase;
- the issued share capital and reserves of the company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the repurchase; and
- the working capital of the company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the repurchase, and the directors have passed a resolution authorising the repurchase, resolving that the company and its subsidiary/ies, as the case may be, have satisfied the solvency and liquidity test as defined in the Companies Act and since the solvency and liquidity test had been applied, there have been no material changes to the financial position of the Group.

Other disclosure in terms of section 11.26 of the JSE Listings Requirements

The JSE Listings Requirements require the following disclosures with respect to general repurchases, some of which appear in this report:

- Major shareholders –  page 26.
- Share capital of the company –  page 26.


Statement of intent

The directors undertake that, to the extent it is still required by the JSE Listings Requirements and the Companies Act, they will not implement any repurchase as contemplated in this special resolution while this general authority is valid unless:

- the board has resolved to authorise such repurchase subject to the limitations set out in this special resolution, have applied the solvency and liquidity test set out in section 4 of the Companies Act and have reasonably concluded that the Group will satisfy the solvency and liquidity test immediately after completing such repurchase, and are satisfied that since the test was carried out there have been no material changes to the financial position of the Group; and
- the Group will comply with the provisions of section 46 of the Companies Act and the JSE Listings Requirements in relation to such repurchase.

The board has considered the impact of a repurchase of up to 10% (ten percent) of the company's securities under a general authority in terms of the JSE Listings Requirements. Should the opportunity arise and should the directors deem it in all respects to be advantageous to the company to repurchase such securities, it is deemed appropriate that the company or a subsidiary be authorised to repurchase the company's securities.

Directors' responsibility statement

The directors, whose names are given on  pages 20 and 21 of which this notice forms part, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that to the best of their knowledge and belief, there are no facts in relation to this special resolution 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 aforementioned resolution contains all information required by law and the JSE Listings Requirements.

No material changes to report

Other than what is reported in the integrated report, there are no material changes in the financial position of the Group since the financial year end of 30 June 2023 and the date of this notice.

14. Any other business to be transacted at the AGM

In terms of section 61(8)(d) of the Companies Act, an AGM must provide for the transacting of business in relation to any matters raised by shareholders, with or without advance notice to the company.

15. Electronic participation

Shareholders and/or their proxies, as the case may be, may participate in the AGM by way of a teleconference call and, if they wish to do so, must contact the Company Secretary at nsimelane@motus.co.za or +27 10 493 4443 during business hours (08:00 (CAT) to 17:00 (CAT) on week days) by no later than 16:00 (CAT) on Tuesday, 7 November 2023 in order to obtain a pin number and dial-in details for such conference call.

In terms of section 61(10) of the Companies Act, the company has retained the services of TMS to host the AGM to facilitate electronic participation and voting by shareholders.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, should contact their CSDP or broker in the manner and time stipulated in their agreement with their CSDP or broker:

- to furnish them with voting instructions; and
- in the event that they wish to participate in the meeting, to obtain the necessary authority to do so.

Certificated shareholders and "own name" dematerialised shareholders who intend participating through a teleconference and who wish to vote are required to contact TMS at proxy@tmsmeetings.co.za to submit their votes via proxy as soon as possible, but no later than 08:30 (CAT) on Tuesday, 7 November 2023. Dematerialised shareholders without "own name" registration who wish to attend the meeting through a teleconference should instruct their CSDP or broker to issue them with the necessary letter of representation to attend the meeting as stipulated in the agreement with their CSDP or broker.

Please note that shareholders or their proxies will not be entitled to exercise voting rights at the meeting by way of teleconference call. Neither the company nor TMS can be held liable in the case of loss of network connectivity or network failure due to insufficient airtime/internet connectivity/power outages, which would prevent you from participating in the meeting.

Notice of annual general meeting (continued)

Voting and proxies

A shareholder entitled to attend and vote at the AGM may appoint one or more persons as its proxy (who need not be a shareholder of the company) to attend, speak and vote (or abstain from voting) in its stead. Note that equity securities held by a share trust or scheme and unlisted securities will not have their votes taken into account at the AGM for the purposes of resolutions proposed in terms of the JSE Listings Requirements. Shares held as treasury shares in terms of the Companies Act and JSE Listings Requirements may not vote on any resolutions.

Please note that, in accordance with section 63(1) of the Companies Act, the person presiding at the meeting must be reasonably satisfied that the right of that person to participate and vote, either as a shareholder or as a proxy for a shareholder, has been reasonably verified. Accordingly, meeting participants (including shareholders and proxies) must provide satisfactory identification. Without limiting the generality hereof, the company will accept a valid South African identity document, a valid driver's licence, or a valid passport as satisfactory identification.

On a show of hands, every shareholder of the company present in person or represented by proxy shall have one vote only. On a poll, every shareholder of the company shall have one vote for every share held in the company by such shareholder.

A form of proxy is attached for the convenience of certificated shareholders, and "own name" dematerialised shareholders who are unable to attend the AGM but who wish to be represented thereat. In order to be valid, duly completed forms of proxy must be submitted electronically to TMS at proxy@tmsmeetings.co.za by no later than 08:30 (CAT) on Tuesday, 7 November 2023, subject to the proxy instructions meeting all other criteria. Alternatively, a duly completed form of proxy may be handed to the Chairman of the AGM prior to the commencement of the AGM. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote at the AGM should the shareholder decide to do so.

Dematerialised shareholders, other than with "own name" registration, who have not been contacted by their CSDP or broker with regard to how they wish to cast their votes should contact their CSDP or broker and instruct their CSDP or broker as to how they wish to cast their votes at the AGM in order for their CSDP or broker to vote in accordance with such instructions. If such dematerialised shareholders wish to attend the AGM in person, they must request their CSDP or broker to issue the necessary letter of representation to them. This must be done in terms of the custody agreement entered into between such dematerialised shareholders and their CSDP or broker.

By order of the board

NE Simelane

Company Secretary

27 September 2023

Annual general meeting – explanatory notes

Part A

Presentation of the audited consolidated and separate annual financial statements

Section 61(8) of the Companies Act requires directors to present the audited consolidated and separate annual financial statements for the year ended 30 June 2023 to shareholders, together with the reports of the directors, external auditor, and the ARC at the AGM. These are contained within the audited consolidated and separate annual financial statements.

Shareholders are advised that, in terms of section 62(3)(d) of the Companies Act, a copy of the audited consolidated and separate annual financial statements for the preceding financial year may be obtained by submitting a written request to the Company Secretary, and electronic copies are available on the company's website at

 <https://www.motus.co.za/investors/integrated-reports/>

Presentation of the Social, Ethics and Sustainability report

Regulation 43(5)(c) of the Companies Regulations requires the SES Committee, through 1 (one) of its members, to report to the shareholders on matters within its mandate at the AGM. The SES Committee's report will be presented during the AGM.

Part B

Ordinary resolution 1 – Election of retiring non-executive directors

In terms of the company's MOI, one-third of the directors are required to retire at each AGM and may, if eligible, offer themselves for election in terms of clause 23.3.2.

- 1.1 Ms. MG Mokoka retires by rotation in terms of paragraph 23.4.1.1 of the MOI;
- 1.2 Mr. JN Potgieter retires by rotation in terms of paragraph 23.4.1.1 of the MOI; and
- 1.3 Mr. R van Wyk retires by rotation in terms of paragraph 23.4.1.1 of the MOI.

Ms. M Mokoka and Messrs J Potgieter and R van Wyk retire in accordance with clause 23.4.1.1 of the MOI and now offer themselves for election by shareholders, having been evaluated and had their eligibility and suitability for election confirmed by the Nomination Committee (NomCo). The MOI requires directors who were appointed by the board before the AGM to retire and offer themselves for election by shareholders.

Brief curriculum vitae in respect of the retiring directors who have offered themselves for election are set out on  page 20.

To be approved, each of the resolutions set out under ordinary resolution 1 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolutions by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

If each of the individual resolutions set out under ordinary resolution 1.1, 1.2 and 1.3 are approved, the effect would be to elect the retiring directors who had been appointed by the board between the AGMs and have offered themselves for election as independent non-executive directors to the board of the company until such time as they resign, retire, and do not offer themselves for re-election or are otherwise removed from office.

Ordinary resolution 2 – Election of the members of the Audit and Risk Committee

Section 94(2) of the Companies Act requires the company to elect an Audit Committee comprising at least 3 (three) non-executive directors of the board at each AGM. Principle 14 (56) of King IV requires that all members of the ARC should be independent non-executive members of the board. The board has constituted ARC as one committee. In order to comply with this provision of the Companies Act, the board, following a recommendation of the NomCo, hereby nominates the following independent non-executive directors to be re-elected/elected as members of the ARC:

- 2.1 Mr. S Mayet as a member of the ARC.
- 2.2 Ms. MG Mokoka as a member of the ARC (subject to being appointed in accordance with resolution 1.1 above).
- 2.3 Mr. JN Potgieter as a member of the ARC (subject to being appointed in accordance with resolution 1.2 above).
- 2.4 Ms. F Roji as a member of the ARC.

A brief curriculum vitae in respect of each of the above independent non-executive directors who offer themselves for re-election/election as members of the ARC is set out on  page 20.

Notice of annual general meeting (continued)

To be approved, each of the resolutions for the election of members of the ARC in ordinary resolution 2 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolutions by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

If ordinary resolution 2 is approved, the effect would be to elect the abovementioned directors to the ARC until the next AGM of the company.

Ordinary resolution 3 – Appointment of external auditor

In terms of section 90(1) of the Companies Act, the company is required to appoint an auditor each year at its AGM by way of an ordinary resolution of the shareholders entitled to exercise voting rights on that resolution. In terms of section 94(7)(a) (read with section 90(2)) of the Companies Act, the Audit Committee of the company must nominate a registered auditor for appointment as auditor of the company who is, in the opinion of the Audit Committee, independent of the company.

The ARC has nominated PwC as the independent external auditor of the company. The ARC, following receipt of the information set out in paragraph 22.15(h) of the JSE Listings Requirements, is satisfied that PwC and Mr. Thomas Howatt, who is responsible for performing the functions of the company's external auditor on behalf of PwC, can be regarded as independent and are thereby able to conduct their external audit functions without any conflict or influence.

PwC has confirmed its willingness to be engaged as external auditor of the company, and ordinary resolution 3 proposes the appointment of that firm as the company's auditor with immediate effect until the next AGM. As contemplated in section 90(3) of the Companies Act, the name of the designated auditor, Mr. Thomas Howatt, forms part of the resolution.

To be approved, ordinary resolution 3 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

If ordinary resolution 3 is approved, the effect would be that PwC would be the independent external auditor of the company, with Mr. Thomas Howatt as a designated auditor until the next AGM.

Ordinary resolution 4 – Authority to issue ordinary shares


In terms of the company's MOI, the requirements of the Companies Act and the JSE Listings Requirements, the board has the authority to issue shares of the company that have been authorised by or in terms of the company's MOI. Notwithstanding the above, the board wishes to exercise its authority as set out in this resolution, i.e. the authorised but unissued ordinary shares are to be placed under the control of the directors by way of a general authority that shall remain valid until the next AGM. The directors' authority granted under this resolution shall include the right to allot and issue such shares.

To be approved, ordinary resolution 4 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

If ordinary resolution 4 is approved, the effect would be that the aggregate number of ordinary shares the directors will be able to allot and issue in terms of this resolution shall be limited to 5% (five percent) of the issued share capital until the next AGM.

Part C

Ordinary resolution 5 – Confirmation of the Group’s remuneration policy

Principle 14 of King IV requires companies to ensure that they remunerate fairly, responsibly and transparently to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term and requires companies to table their remuneration policy to shareholders every year for a non-binding advisory vote at the AGM. This vote enables shareholders of the company to express their views on the remuneration policies adopted and on their implementation. The Group’s remuneration report is contained on  pages 162 to 189 of the integrated report.

Ordinary resolution 5 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing arrangements. However, the board will, as required in terms of King IV and the JSE Listings Requirements, disclose in the background statement of the remuneration report succeeding the voting: with whom the company engaged, and the manner and form of engagement to ascertain the reasons for dissenting votes; and the nature of steps taken to address legitimate and reasonable objections and concerns, in the event that either the remuneration policy or implementation report, or both, were voted against by 25% (twenty-five percent), or more, of the voting rights exercised.

To be approved, ordinary resolution 5 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

Ordinary resolution 6 – Confirmation of the Group’s remuneration implementation report

Principle 14 of King IV further requires that the implementation of a company’s remuneration policy be tabled for a non-binding advisory vote by shareholders at each AGM. This resolution is of advisory nature only to enable shareholders to express their views on the implementation of the company’s remuneration policy.

To be approved, ordinary resolution 6 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

Ordinary resolution 7 – Delegation of authority

The reason for ordinary resolution 7 is to authorise any 1 (one) director or the Company Secretary of the company to do all such things and sign all documents and take all such action as he/she may consider necessary to implement the resolutions set out in the notice convening the AGM.

To be approved, ordinary resolution 7 requires the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution.

Notice of annual general meeting (continued)

Part D

Special resolution 1 – Non-executive directors' remuneration

Shareholders are requested to consider and if deemed appropriate, approve the proposed annual market related fees and remuneration payable to non-executive directors for their services as directors as set out in the table hereunder. Full particulars of all fees and remuneration paid to non-executive directors for the past financial year are contained on [page 175](#) of the integrated report. In terms of sections 65(11), 66(8) and (9) of the Companies Act, remuneration may only be paid to directors for their services as directors in accordance with a special resolution approved by the shareholders within the previous 2 (two) years.

To be approved, special resolution 1 requires the support of at least 75% (seventy-five percent) of the voting rights exercised on the resolution.

	Proposed fee from 1 July 2023 to 30 June 2024	Proposed fee from 1 July 2024 to 30 June 2025
Chairman*	R1 172 805	R1 243 173
Deputy Chairman*	R586 408	R621 592
Board member	R335 395	R355 519
Assets and Liabilities Committee Chairman*	R213 776	R226 603
Assets and Liabilities Committee member	R142 321	R150 860
Audit and Risk Committee Chairman*	R442 910	R469 485
Audit and Risk Committee member	R221 455	R234 742
Remuneration Committee Chairman*	R160 039	R169 641
Remuneration Committee member	R106 302	R112 680
Nomination Committee Chairman*	R120 024	R127 225
Nomination Committee member	R79 723	R84 506
Social, Ethics and Sustainability Committee Chairman*	R214 364	R227 226
Social, Ethics and Sustainability Committee member	R142 321	R150 860

* Fee paid in addition to a member's fee.

The NomCo only has three scheduled meetings, and as and when it is necessary. The proposed increase in fees for the 2024 financial year is 6% (six percent), and the 2025 financial year is 6% (six percent) for the board and all its sub-committees.

Executive directors receive no directors' or committee fees for their services as directors in addition to their normal remuneration as employees.

Remuneration and fees are stated excluding value-added tax.

If special resolution 1 is approved, the effect would be to authorise the company to pay the remuneration contemplated in the above table to the non-executive directors of the company for their services as directors.

Special resolution 2 – Authority to provide financial assistance in terms of section 44

From time to time, the company would like to be able to borrow from its subsidiaries, and to on-lend or provide loans to its subsidiaries as envisaged in special resolution 2 in accordance with the provisions of section 44 of the Companies Act. It is not possible to detail in advance all instances where such financial assistance could be required, and approval is accordingly sought as contemplated in section 44 of the Companies Act generally for the provision of financial assistance to certain subsidiaries for the purpose of, or in connection with, the subscription of any option, or any securities issued or to be issued by the company or related or inter-related company. If approved, this general authority will expire at the end of 2 (two) years from the date on which it is approved. In addition, it would be impractical and difficult to obtain shareholder approval every time the company wishes to provide financial assistance as contemplated above. Accordingly, the company requires flexibility and the authority to act promptly as the need arises, and the authority of this special resolution is sought in advance to avert the need for shareholder approval in each instance. The financial assistance contemplated under this resolution shall not be extended to natural persons.

To be approved, special resolution 2 requires the support of at least 75% (seventy-five percent) of the voting rights exercised on the resolution.

If special resolution 2 is approved, the effect would be to authorise the company to grant the aforementioned financial assistance to the relevant companies, subject to compliance with the MOI and the Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act).

Special resolution 3 – Authority to provide financial assistance in terms of section 45

From time to time, the company would like to be able to borrow from its subsidiaries, and to on-lend or provide loans to its subsidiaries as envisaged in special resolution 3 in accordance with the provisions of section 45 of the Companies Act. It is not possible to detail in advance all instances where such financial assistance could be required, and approval is accordingly sought as contemplated in section 45 of the Companies Act generally for the provision of financial assistance to certain subsidiaries. If approved, this general authority will expire at the end of 2 (two) years from the date on which special resolution 3 is approved. In addition, it would be impractical and difficult to obtain shareholder approval every time the company wishes to provide financial assistance as contemplated above. Accordingly, the company requires flexibility and the authority to act promptly as the need arises, and the authority of this special resolution is sought in advance to obviate the need for shareholder approval in each instance. The financial assistance contemplated under this resolution shall not be extended to natural persons.

To be approved, special resolution 3 requires the support of at least 75% (seventy-five percent) of the voting rights exercised on the resolution.

If special resolution 3 is approved, the effect would be to authorise the company to grant the aforementioned financial assistance to the relevant companies, subject to compliance with the MOI and the Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act).

Special resolution 4 – General authority to repurchase company's securities

The board believes that it may be prudent to obtain a general authority to repurchase the company's shares to enable it to act promptly should the opportunity arise. Shareholders' approval, by way of a special resolution, is sought for a repurchase of the company's shares, subject to the provisions of the JSE Listings Requirements and the Companies Act as set out in the proposed resolution. This special resolution is subject to the statement of intent as set out above.

To be approved, special resolution 4 requires the support of at least 75% (seventy-five percent) of the voting rights exercised on the resolution.

If special resolution 4 is approved, the effect would be to authorise the company and/or its subsidiary company/ies by way of a general authority to acquire the company's issued shares on such terms, conditions and in such amounts as determined from time to time by the directors of the company subject to the provisions of the JSE Listings Requirements and the Companies Act as set out in special resolution 4.

Quorum

The meeting of shareholders contemplated herein may begin, and a matter may begin to be debated at that meeting only if the following quorum requirements are met as required by the Companies Act and the MOI:

1. subject to 2 and 3 below –
 - 1.1 a meeting of shareholders may not begin until sufficient persons are present at the meeting to exercise, in aggregate, at least 25% (twenty-five percent) of all of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the meeting; and
 - 1.2 a matter to be decided at the meeting may not begin to be considered unless sufficient persons are present at the meeting to exercise, in aggregate, at least 25% (twenty-five percent) of all of the voting rights that are entitled to be exercised on that matter at the time the matter is called on the agenda;
2. once a quorum has been established at a meeting of shareholders, all the shareholders necessary to maintain such quorum must be present at that meeting to consider and vote on any matter;
3. despite the percentage figures set out in 1, as the company has more than 2 (two) shareholders, a meeting may not begin, or a matter begin to be debated unless –
 - 3.1 at least 3 (three) shareholders are "present at the meeting" (as defined in the Companies Act); and
 - 3.2 the requirements of 1 are satisfied.

Notice of annual general meeting (continued)

Guidance to participate through teleconference in the annual general meeting

Shareholders and/or their proxies, as the case may be, may participate in the AGM by way of a teleconference call and, if they wish to do so:

- must contact the Company Secretary at nsimelane@motus.co.za or +27 10 493 4443 during business hours (08:00 (CAT) to 17:00 (CAT) on week days) by no later than 16:00 (CAT) on Tuesday, 7 November 2023 in order to obtain a pin number and dial-in details for such conference call;
- will be required to provide reasonably satisfactory identification; and
- will be billed separately by their own telephone service providers for their telephone call to participate in the meeting.

Certificated shareholders and "own name" dematerialised shareholders who wish to participate in the AGM via teleconference (Participants) and who wish to vote thereat must submit their form of proxy, as the case may be, to TMS at proxy@tmsmeetings.co.za as soon as possible but by no later than 08:30 (CAT) on Tuesday, 7 November 2023.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, should contact their Central Securities Depository Participant (CSDP) or broker in the manner and time stipulated in their agreement with their CSDP or broker:

- to furnish them with their voting instructions; and
- in the event that they wish to participate in the meeting, to obtain the necessary authority to do so.

The cost of dialling in using a telecommunication line to participate in the AGM is for the expense of the Participant and will be billed separately by the Participant's own telephone service provider.

The Participant acknowledges that the telecommunication lines are provided by a third party and indemnifies Motus, the JSE Limited (JSE), TMS and/or its third-party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against Motus, the JSE, TMS and/or its third-party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines or any defect in it or from the total or partial failure of the telecommunication lines and connections linking the telecommunication lines to the AGM.

The company collects and uses personal information mainly to identify shareholders who must participate and vote during the AGM and to comply with the legal obligations of the Companies Act (No 71 of 2008) as amended and the Protection of Personal Information Act. The company will take reasonably practicable steps to ensure that the personal information is used for the purpose for which it is collected and in compliance with the Protection of Personal Information Act.

By dialling into the AGM, the Participant agrees and consents to the processing of his/her personal information for the purpose of participation in the AGM.

Form of proxy

Motus Holdings Limited
(Incorporated in the Republic of South Africa)
Registration number: 2017/451730/06
ISIN: ZAE000261913
JSE share code: MTH
(Motus, or the company or the Group)

Form of proxy for the 5th annual general meeting (AGM) to be held on Wednesday, 8 November 2023 at 08:30 (CAT) in respect of the AGM of shareholders to be held at the Motus Mercedes Benz Sandton dealership, 90 Rivonia Road, Sandton, Gauteng and through teleconference participation or at any other adjourned or postponed time determined in accordance with the provisions of section 64(4) or section 64(10) (as read with section 64(11)(a)(i)) of the Companies Act as amended from time to time.

To be completed by certificated ordinary shareholders and dematerialised shareholders with "own name" registrations only.

A shareholder is entitled to attend and vote at the AGM and/or is also entitled, at any time, to appoint one or more proxies (who need not be shareholders of the company) to attend, speak and/or for vote in their stead.

Dematerialised ordinary shareholders who do not have "own name" registration and who wish to attend or send a proxy to represent them at the AGM must inform their central securities depository participant (CSDP) or broker of their intention to attend or be represented at the AGM and request their CSDP or broker to issue them with the relevant letter of representation to attend or be represented at the AGM and vote. If they do not wish to attend or be represented at the AGM, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. In the absence of such instructions, the CSDP or broker or proxy holder will be entitled to vote in accordance with the instructions contained in the custody agreement mandate between them and their CSDP or broker or as they deem fit. These shareholders must not use this form of proxy.

I/We (please print name in full):

of address

Telephone number

Cellphone number

Being an ordinary shareholder(s) of the company holding

ordinary shares in the company do hereby appoint

1

or failing him/her

2

or failing him/her

Number of votes (one per share)
For Against Abstain

		For	Against	Abstain
1. Ordinary resolution 1 – Election of retiring non-executive directors				
Ordinary resolution 1.1: To elect Ms. MG Mokoka, who is retiring by rotation in accordance with clause 23.4.1.1 of the company's Memorandum of Incorporation (MOI), as an independent non-executive director of the company as contemplated in section 68(2)(a) of the Companies Act.				
Ordinary resolution 1.2: To elect Mr. JN Potgieter, who is retiring by rotation in accordance with clause 23.4.1.1 of the company's MOI, as an independent non-executive director of the company as contemplated in section 68(2)(a) of the Companies Act.				
Ordinary resolution 1.3: To elect Mr. R van Wyk, who is retiring by rotation in accordance with clause 23.4.1.1 of the company's MOI, as an independent non-executive director of the company as contemplated in section 68(2)(a) of the Companies Act.				
2. Ordinary resolution 2 – Election of the members of the Audit and Risk Committee				
To re-elect/elect by way of separate divisible resolutions the following independent non-executive directors as the Audit and Risk committee members.				
Ordinary resolution 2.1 – Mr. S Mayet				
Ordinary resolution 2.2 – Ms. MG Mokoka (subject to being appointed in accordance with resolution 1.1 above)				
Ordinary resolution 2.3 – Mr JN Potgieter (subject to being appointed in accordance with resolution 1.2 above)				
Ordinary resolution 2.4 – Ms. F Roji				
3. Ordinary resolution 3 – Appointment of external auditors:				
To appoint PricewaterhouseCoopers Inc. (PwC), as the Group's independent external auditors, with Mr. Thomas Howatt (IRBA number: 721751) as designated audit partner.				
4. Ordinary resolution 4 – Authority to issue ordinary shares:				
To approve that the authorised but unissued ordinary shares be and are hereby placed under the control of the directors by way of a general authority that shall remain valid until the next AGM and the directors authorised, to allot and issue those shares at their discretion.				
5. Ordinary resolution 5 – Confirmation of the Group's remuneration policy:				
To endorse, by way of a non-binding advisory vote, the Group's remuneration policy (excluding the remuneration of the non-executive directors for their services as directors and members of committees).				

Form of proxy (continued)

			Number of votes (one per share)		
			For	Against	Abstain
6. Ordinary resolution 6 – Confirmation of the Group’s remuneration implementation report:	To endorse, by way of a non-binding advisory vote, the company and Group’s remuneration implementation report as set out in the integrated report.				
7. Ordinary resolution 7 – Delegation of authority:	To authorise any 1 (one) director of the company and/or the Company Secretary to do all such things and sign all such documents (including any amendments thereto) as are deemed necessary or advisable to implement the ordinary and special resolutions.				
8. Special resolution 1 – Non-executive directors’ remuneration:	To approve the proposed fees and remuneration payable to non-executive directors and/or pay any fees related thereto and on any other basis as may be recommended by the Remuneration committee and approved by the board of directors for the period from the period set out in the table below:				
		Fees from 1 July 2023 to 30 June 2024	Fees from 1 July 2024 to 30 June 2025		
8.1 Chairman*		R1 172 805	R1 243 173		
8.2 Deputy Chairman*		R586 408	R621 592		
8.3 Board member		R335 395	R355 519		
8.4 Assets and Liabilities Committee Chairman*		R213 776	R226 603		
8.5 Assets and Liabilities Committee member		R142 321	R150 860		
8.6 Audit and Risk Committee Chairman*		R442 910	R469 485		
8.7 Audit and Risk Committee member		R221 455	R234 742		
8.8 Remuneration Committee Chairman*		R160 039	R169 641		
8.9 Remuneration Committee member		R106 302	R112 680		
8.10 Nomination Committee Chairman*		R120 024	R127 225		
8.11 Nomination Committee member		R79 723	R84 506		
8.12 Social, Ethics and Sustainability Committee Chairman*		R214 364	R227 226		
8.13 Social, Ethics and Sustainability Committee member		R142 321	R150 860		
* Fee paid in addition to a member’s fee.					
9. Special resolution 2 – Authority to provide financial assistance in terms of section 44:	To approve, subject to compliance with the provisions of the MOI and Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company), the provision by the company, at any time and from time to time during the period of 2 (two) years commencing from the date of approval of this special resolution, of such direct or indirect financial assistance as contemplated in section 44 of the Companies Act.				
10. Special resolution 3 – Authority to provide financial assistance in terms of section 45:	To approve, subject to compliance with the provisions of the MOI and Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company), the provision by the company, at any time and from time to time during the period of 2 (two) years commencing from the date of approval of this special resolution, of such direct or indirect financial assistance as contemplated in section 45 of the Companies Act.				
11. Special resolution 4 – General authority to repurchase company’s securities:	To approve the general authority to repurchase the company’s securities subject to the JSE Listings Requirements and Companies Act as set out in the resolution.				

* Insert an X in the appropriate block. If no indications are given, the proxy will vote as he/she deems fit.

Please read the notes on the reverse side hereof.

Signed at _____ on _____ 2023

Signature _____

Assisted by (where applicable) _____

Please provide contact details _____ Tel: () _____ Email: _____

Notes to the form of proxy

Notes and summary of salient rights in terms of section 58 of the Companies Act:

1. A shareholder entitled to attend and vote at the AGM may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the Chairman of the AGM". A proxy need not be a shareholder of the company. The person whose name stands first on this form of proxy and who is present at the AGM will be entitled to act as a proxy to the exclusion of those whose names follow. Should this space be left blank, the proxy will be exercised by the Chairman of the AGM.
2. All resolutions put to the vote shall be decided by way of a poll. A shareholder is entitled, on a poll, to 1 (one) vote per share held. A shareholder's instructions on the proxy must be indicated by inserting the relevant number of votes exercisable by the shareholder in the appropriate box(es). An "X" in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above will result in the proxy not being authorised to vote or to abstain from voting, except in the case where the Chairman of the AGM is the proxy.
3. If a shareholder does not indicate on this form that his proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution/s or any amendment/s which may properly be put before the AGM be proposed, the proxy shall be entitled to vote as he thinks fit.
4. The Chairman of the AGM may reject or accept any form of proxy which is completed and/or received, other than in compliance with these notes.
5. The appointment of a proxy or proxies is suspended at any time to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.
6. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company or unless the Chairman of the AGM waives this requirement.
7. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the transfer secretaries of the company.
8. Where there are joint holders of shares, any one of such shareholders may sign the form of proxy provided that if more than one of such holders is present or represented at the AGM, the holder whose name stands first in the register of the company in respect of such shares, or his proxy, as the case may be, shall alone be entitled to vote in respect thereof.
9. Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy unless it has previously been registered with the company or the transfer secretaries.
10. A proxy may delegate his/her authority to act on behalf of a shareholder to another person subject to any restriction therefore set out in this instrument of proxy.
11. The proxy appointment must be in writing, dated and signed by the shareholder, and remains valid only until the end of the meeting at which it was intended to be used unless the proxy appointment is revoked, in which case the proxy appointment will be cancelled with effect from such revocation.
12. A vote given in accordance with the terms of this form of proxy shall be valid notwithstanding the death or mental disorder of the principal or revocation of the proxy of the authority under which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company before the commencement of the AGM (or any adjournment thereof), unless notice as to any of the aforementioned matters shall or have been received by the transfer secretaries not less than 48 (forty-eight) hours before the commencement of the AGM.
13. Any alteration or correction made to this form of proxy, other than the deletion of alternatives, must be signed and not merely initialled by the signatory/ies.
14. Forms of proxy must be emailed to: The Meeting Specialist Proprietary Limited (TMS) at proxy@tmsmeetings.co.za, to be received by them for administrative purposes by no later than 08:30 (CAT) on Tuesday, 7 November 2023. Should this form of proxy not be returned to TMS, it may be delivered to the Chairman of the AGM before that meeting is due to commence by email to the Motus Company Secretary at nsimelane@motus.co.za.

Notes to the form of proxy (continued)








15. Summary of the rights of a shareholder to be represented by proxy, as set out in section 58 of the Companies Act:
- A proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the relevant shareholders' meeting.
 - A proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.
 - The appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a shareholder.
 - The appointment of a proxy is revocable by the shareholder in question cancelling it in writing or making a later inconsistent appointment of a proxy and delivering a copy of the revocation instrument to the proxy and the company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of:
 - a. the date stated in the revocation instrument, if any; and
 - b. the date on which the revocation instrument is delivered to the company as required in the first sentence of this paragraph.
 - If the instrument appointing the proxy or proxies has been delivered to the company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the company's MOI to be delivered by the company to the shareholder, must be delivered by the company to:
 - a. the shareholder; or
 - b. the proxy or proxies, if the shareholder has (i) directed the company to do so in writing; and (ii) paid any reasonable fee charged by the company for doing so.
 - The completion of a form of proxy does not preclude any shareholder from attending the AGM.



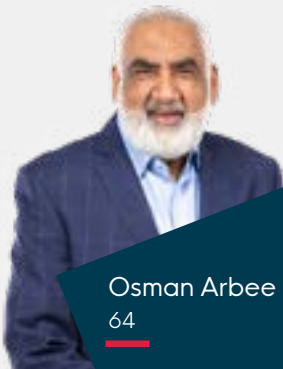
Motus board of directors

Motus is led by a diverse board of directors with extensive industry knowledge, experience and expertise.

Non-executive directors*

 <p>Johnson (JJ) Njeke 65</p> <p>Chairman and independent non-executive director BCompt (Hons), CA(SA), H Dip Tax Law Appointed: 22 November 2018.</p> <p>JJ is the Executive Chairman of Silver Unicorn Coal and Minerals. He serves as Chairman of the Hollard Foundation Trust and as a non-executive director of Clicks Group Limited, Datatec Limited and Delta Property Fund. He previously served as a non-executive director of MTN Group Limited and Sasol Limited and as Chairman of Momentum Metropolitan Holdings Limited.</p> <p>Committees: NOM REM</p>	 <p>Ashley (Oshy) Tugendhaft 75</p> <p>Deputy Chairman and non-executive director BA, LLB Appointed: 1 August 2018.</p> <p>Oshy is a senior partner at the law firm Tugendhaft Wapnick Banchetti & Partners (TWB). He previously served as a non-executive director and deputy Chairman of Imperial Holdings Limited (Imperial), as well Chairman of Alviva Holdings Limited.</p> <p>Committees: NOM REM SES</p>	 <p>Saleh Mayet 67</p> <p>Independent non-executive director BCom, BCompt (Hons), CA(SA) Appointed: 22 November 2018.</p> <p>Saleh is a seasoned finance professional with over 30 years of experience in the Anglo American Group in South Africa. He has held several listed and unlisted board positions and brings extensive experience across the full spectrum of corporate activities. He currently also serves as a non-executive director of Astral Foods Limited.</p> <p>Committees: ALCO ARC</p>	<p>Board committee key</p> <ul style="list-style-type: none"> Assets and Liabilities Committee Audit and Risk Committee Nomination Committee Remuneration Committee Social, Ethics and Sustainability Committee Chairman <p>* At publication.</p>
 <p>Mathukana Mokoka 49</p> <p>Independent non-executive director BCom (Accounting), CA(SA) Appointed: 29 August 2023.</p> <p>Mathukana is a Chartered Accountant (SA) with professional experience in financial services, audit and risk management, mergers and acquisitions, corporate restructuring and capital raising. Her previous work experience included: Woolworths as a financial analyst, Cadiz Financial Services as a Corporate Financier, and Standard Bank in the DealMaker, Leveraged and Acquisition Finance division. She currently serves on the boards of City Lodge Hotel Group Limited, Sanlam Limited and Stadio Holdings Limited.</p> <p>Committees: ARC SES</p>	 <p>Jan Potgieter 54</p> <p>Independent non-executive director CA(SA), Management Development Programme, Strategic Planning and Management in Retailing, Advanced Management Programme Appointed: 22 August 2023.</p> <p>Jan is a Chartered Accountant (SA) with professional experience in financial management, retail business operations and strategy. His previous work experience included: South African Breweries in various financial management roles, MassDiscounters (which is part of the Massmart Group) as Financial Director and Chief Executive Officer (CEO), and Italtile Limited as CEO. He currently serves on the boards of Fortress Real Estate Investment Limited, Italtile Limited and The Foschini Group Limited.</p> <p>Committees: ALCO ARC</p>	 <p>Fundiswa (Fundi) Roji 47</p> <p>Independent non-executive director BCom (Hons), CA(SA), Postgraduate diploma Financial Planning Appointed: 1 September 2021.</p> <p>Fundi is a Chartered Accountant (SA) with professional experience in finance, audit, private equity, investment management, investor relations, and mergers and acquisitions. She currently serves as an executive director of Dlonlobala Capital Proprietary Limited. Over the last 20 years, she has served on various boards of directors across industries. She currently also serves as a non-executive director of Life Green Group Proprietary Limited and GIC Re SA Limited.</p> <p>Committees: ARC SES</p>	 <p>René van Wyk 66</p> <p>Independent non-executive director CA(SA), Advanced Management Programme Appointed: 29 August 2023.</p> <p>René is a Chartered Accountant (SA) with professional experience in banking, audit and risk management. His previous work experience included: Nedbank Group in various risk management roles, Imperial Bank as CEO, the South African Reserve Bank as Head of Banking Supervision and as Registrar of Banks. He currently serves as a non-executive director at ABSA Group Limited.</p> <p>Committees: ALCO NOM REM</p>

Executive directors*



Osman Arbee
64

Chief Executive Officer (CEO)

BAcc, CA(SA), H Dip Tax

Appointed: 12 October 2017.

Osman was previously with Imperial, having joined in September 2004. He was appointed to the Imperial board in July 2007. During his tenure at Imperial, Osman held the following positions: CEO and CFO of Imperial, CEO of the then Car Rental and Tourism division, and the Chairman of the Aftermarket Parts and the Automotive Retail divisions. He resigned from the Imperial board during November 2018 at the time of the listing of the Group on the JSE.

Osman is a director of various Motus subsidiaries, including those based in the United Kingdom and Australia.

Prior to joining the Group, Osman was a senior partner at Deloitte & Touche, where he spent 23 years in various roles, which included being a member of the board and Executive Committee.



Ockert Janse van Rensburg
50

Chief Financial Officer (CFO)

BCompt (Hons), CA(SA), H Dip Co Law (Wits), GCP (Wharton & IESE)

Appointed: 12 October 2017.

Ockert joined Imperial in January 2015 when he was appointed CFO of Motus Corporation (previously a subsidiary of Imperial). Ockert acted as CEO during the unbundling and listing of Motus for six months ending 31 December 2018 while performing his function as CFO. In the 2022/2023 year, Ockert successfully completed the Global CEO Program (GCP) jointly facilitated by Wharton (USA) and IESE (Spain) business schools.

Prior to joining Motus, Ockert was CFO of Foodcorp Holdings Limited, a multi-national food manufacturer, and previous to that, a partner at PwC.

Ockert is a member of various Motus subsidiary boards, including those based in the United Kingdom and Australia, and a trustee of the Group medical aid and retirement funds.



Kerry Cassel
50

CEO – Mobility Solutions & Head: Innovation and Technology

BCom (Hons), CA(SA)

Appointed: 1 July 2019.

Kerry joined Motus in 2002 and, prior to joining Motus, was an audit manager at Deloitte & Touche.

Prior to being appointed to the board, Kerry held multiple senior positions within the Group.

In addition to being an executive director, Kerry serves on the boards of various South African subsidiaries of the Group.

* At publication.

Extracts of summarised financial information

Group profit or loss

for the year ended 30 June 2023	2023 Rm	2022 Rm	% change
Revenue	106 321	91 978	16
Earnings before interest, taxation, depreciation and amortisation	8 083	6 785	19
Operating profit before capital items and net foreign exchange gains	5 723	5 029	14
Profit/(losses) on disposal of property, plant and equipment, net of impairments	17	(91)	(>100)
Other capital costs	(51)	(104)	(51)
Net foreign exchange gains	20	135	(85)
Net finance costs	(1 352)	(496)	>100
Profit before tax	4 357	4 473	(3)
Income tax expense	(947)	(1 135)	(17)
Profit for the year	3 410	3 338	2
Attributable to non-controlling interests	(56)	(48)	17
Attributable to shareholders of Motus Holdings	3 354	3 290	2
Operating profit (%)	5,4	5,5	
Effective tax rate (%)	21,9	25,6	

Revenue increased by 16% with a positive contribution from all segments. The Aftermarket Parts segment increased by 52%, Retail and Rental segment increased by 14%, Mobility Solutions segment increased by 9%, and Import and Distribution segment increased by 3%.

Overall vehicle volumes were lower, but offset by price increases. Vehicle prices increased above inflation due to the initial supply constraints of products, but also the market conditions affected by the weakening currency mainly in South Africa.

Operating profit before capital items and net foreign exchange gains improved by 14% with the following business segments improving operating profit contribution for the year: Aftermarket Parts (62%), Retail and Rental (16%), and Mobility Solutions (14%). This was offset by the reduced contribution from the Import and Distribution segment (6%).

The increased operating profit is mainly as a result of the continued recovery of the automotive and vehicle rental sectors, the increased contribution from the FAI and MPD acquisitions, supported by higher profitability from VAPS in Mobility Solutions and increased contributions from international businesses.

The increased operating profit was mainly offset by margin pressure experienced by the Import and Distribution segment.

Net foreign exchange gains of R20 million were recognised. The gains are mainly due to the translation differences arising from foreign currency denominated balances such as trade receivables, trade payables, CFC accounts and interest-bearing debt, and changes in the fair value of derivative instruments that are not formally designated in a hedge relationship.

Net finance costs increased to R1 352 million mainly due to higher average working capital and vehicles for hire levels, the financing of acquisitions, increased IFRS 16 – Leases finance costs and increased interest rates across all the geographies we operate in.

Effective tax rate is 21,9%. The effective tax rate was lower than the prior year mainly due to the change in the South African tax rate reducing to 27% and a reduction in permanent differences. In addition, the tax rate adjustments also reduced, which had a negative impact in the prior year on the deferred tax assets in South Africa and the related effective tax rate.

Summarised reconciliation of earnings to headline earnings

for the year ended 30 June 2023	2023 Rm	2022 Rm	% change
Earnings	3 354	3 290	2
Impairment of goodwill and other assets	125	305	(59)
Profit on sale of businesses and other	(8)	(43)	(81)
Profit on disposal of assets	(53)	(47)	13
Adjustments included in results of associates and joint ventures	(1)	(1)	-
Tax and non-controlling interests	(1)	-	>100
Headline earnings	3 416	3 504	(3)
Weighted average number of ordinary shares (millions)	167	173	(3)
Earnings and headline earnings per share			
Basic earnings per share (cents)	2 008	1 902	6
Diluted basic earnings per share (cents)	1 928	1 808	7
Headline earnings per share (cents)	2 046	2 025	1
Diluted headline earnings per share (cents)	1 963	1 925	2

The Group repurchased 1 083 145 shares during the year at an average price of R93,25 per share, which resulted in lower weighted average number of shares, of which 418 795 shares were acquired as treasury shares for the share incentive schemes.

Financial position

as at 30 June 2023	2023 Rm	2022 Rm	% change
Goodwill and intangible assets	6 572	1 959	>100
Investments in associates and joint ventures	277	269	3
Property, plant and equipment	8 309	7 331	13
Right-of-use assets	3 410	2 046	67
Investments and other financial assets	258	320	(19)
Vehicles for hire	3 920	3 677	7
Net working capital ¹	14 362	7 166	100
Tax assets	1 618	1 392	16
Assets classified as held-for-sale	376	657	(43)
Contract liabilities (service and maintenance contracts)	(3 086)	(3 021)	2
Lease liabilities	(3 768)	(2 347)	61
Core interest-bearing debt	(12 042)	(4 169)	>100
Floorplans from financial institutions	(1 670)	(867)	93
Other liabilities	(774)	(368)	>100
Total equity	17 762	14 045	26
Total assets	66 655	42 940	55
Total liabilities	(48 893)	(28 895)	69

¹ Net working capital includes floorplans from suppliers amounting to R10 968 million (2022: R4 988 million).

Factors impacting the financial position at June 2023 compared to June 2022

Goodwill and intangible assets

Goodwill increased mainly due to the MPD, MB retail dealerships and Aftermarket Parts South African business acquisitions and currency adjustments, partly offset by impairments in line with the Group policy. The Group examines each business which carries goodwill and routinely impairs all individual amounts lower than R15 million.

Intangible assets increased mainly due to the MPD and MB retail dealerships acquisitions in which customer lists and OEM agreements were recognised as intangible assets. This was further increased by currency adjustments and computer software additions, partly offset by amortisation and impairments.

Extracts of summarised financial information

(continued)

Financial position (continued)

Property, plant and equipment

Increased mainly due to acquisitions in the United Kingdom and South Africa, additions and currency adjustments, offset by depreciation, disposals and impairments.

Right-of-use assets

Increased mainly due to the acquisition of MPD and MB retail dealerships, new leases entered into or renewals and currency adjustments. Offset by depreciation and derecognition of leases.

Vehicles for hire

Increased mainly due to increased demand from vehicle rental customers following up-fleets as a result of increased travel, coupled with the increased cost of vehicles as a result of price increases.

Net working capital increased by R7,2 billion (100%)

- Inventory increased as a result of improved supply of certain models and derivatives (with production backlogs from OEMs being received in late December 2022 to June 2023), change in mix of vehicles (more weighted towards new vehicles), price increases and acquisitions;
- Trade and other receivables increased mainly due to improved sales and trading activity across segments, price increases and acquisitions; offset by:
- Floorplan payables increased due to increased inventory being placed on floorplans. Inventory shortages in the prior year further impacted the current year increase;
- Trade and other payables increased mainly due to increased trading activity across segments and acquisitions;
- The net current derivative asset decreased from June 2022 mainly as a result of the rolling of favourable forward exchange contracts over the year, the utilisation of contracts over the year and the deliberate strategy to stretch FX cover.

Tax assets

Increased mainly due to deferred tax assets recognised and increased tax payments.

Assets classified as held-for-sale

Assets held-for-sale relate to the non-strategic properties identified for sale, mainly retail properties in South Africa, Australia and the United Kingdom. The decrease mainly related to the sale of properties in South Africa and instances where the intention to sell certain properties has changed and the property has been reclassified to property, plant and equipment. The decrease was offset by currency adjustments and new properties classified as held-for-sale.

Contract liabilities

Contract liabilities consists mainly of service and maintenance contracts. The increase was due to higher prepaid contract sales, as well as new business written, offset by revenue recognised over the year.

The fund continues to be impacted by the mix of new vehicles sold which is weighted towards lower value vehicles and smaller contracts.

Lease liabilities

Increased mainly due to the acquisition of MPD and MB retail dealerships, new leases entered into or renewals, finance costs and currency adjustments. Offset by lease payments and derecognition of leases.

Core debt (excluding floorplan and IFRS 16 debt)

Core debt increased by R7,9 billion primarily due to higher working capital levels, higher vehicles for hire levels, the partial debt funding of the acquisitions and capital expenditure on fixed assets. The increase was partly offset by improved profitability for the year.

Floorplans from financial institutions

Floorplan debt increased mainly due to up-fleets with vehicle rental companies in Mobility Solutions, additional facilities drawn down in the United Kingdom to fund vehicle inventory as a result of increased manufacturer production volumes and improved availability of certain models and derivatives in both South Africa and Australia where floorplans were utilised.

Other liabilities

Increased mainly due to deferred tax liabilities raised on the intangible assets recognised on the MPD, MB retail dealerships and other recent acquisitions, as well as an increase in tax payable.

Equity

Equity was enhanced mainly by profit for the year of R3,4 billion, favourable currency translation reserve adjustments as a result of the weakening of the Rand amounting to R1,4 billion, favourable hedging reserve adjustments amounting to R194 million, and the movement in the shared-based reserve due to charges net of tax amounting to R101 million. Offset mainly by dividend payments to shareholders (final dividend in September 2022 and interim dividend in March 2023) amounting to R1,3 billion and share repurchases amounting to R101 million.

Cash flow movements

for the year ended 30 June 2023	2023 Rm	2022 Rm
Cash generated by operations before changes in net working capital	7 837	6 909
Movements in net working capital	(5 777)	(620)
Cash generated by operations before interest, taxation paid and capital expenditure on vehicles for hire	2 060	6 289
Finance costs paid	(1 320)	(574)
Finance income received	44	13
Dividend income received	377	297
Taxation paid	(1 071)	(1 190)
Free cash flow generated from operations	90	4 835
Replacement capital expenditure – vehicles for hire	(1 277)	(2 102)
Cash flows from operations	(1 187)	2 733
Cash outflow on the acquisition and disposal of businesses	(4 641)	(633)
Capital expenditure (excluding vehicles for hire)	(572)	(764)
Net movement in investments and investments in associates and joint ventures	35	(27)
Advances of other financial assets	(1)	(39)
Cash flows from operating and investing activities	(6 366)	1 270
Repurchase of own shares	(101)	(1 351)
Acquisition of non-controlling interests	–	(40)
Dividends paid	(1 291)	(964)
Other	(1)	(15)
Increase in debt	(7 759)	(1 100)

The free cash flow was primarily generated by healthy operating profits, and were utilised mainly through the increased investment in net working capital, finance costs and taxation paid.

Net working capital is an outflow of R5,8 billion in the statement of cash flows, while net working capital increased by R7,2 billion in the statement of financial position, due to non-cash movements relating primarily to recent acquisitions, foreign exchange adjustments and translations.

The increased cash investment in working capital is as a result of improved trading activity and receipt of production backlog from OEMs, which increased inventory and increased receivables, offset by higher payables and floorplans.

Cash outflow on vehicles for hire of R1,3 billion due to vehicle rental activity.

The acquisitions in our Aftermarket Parts segment and Retail and Rental segment contributed to the net cash outflow on acquisition of businesses of R4,6 billion.

Cash outflow on capital expenditure, net replacement and expansion, amounted to R572 million.

As a result of the above, R6,4 billion cash was utilised in operating and investing activities.

A final dividend of 435 cents per ordinary share was declared and paid on 26 September 2022, amounting to R754 million, and an interim dividend of 300 cents per ordinary share was declared and paid on 20 March 2023, amounting to R520 million. In addition, dividends were paid to NCI (ARCO) amounting to R52 million, offset by dividends received from Ukhamba Holdings Proprietary Limited amounting to R35 million.

Advances of debt amounted to R7,8 billion in the statement of cash flows, while debt increased by R10,1 billion in the statement of financial position, due to non-cash movements relating primarily to the leases included in the MPD and MB retail dealerships acquisitions, new leases entered into, foreign exchange adjustments and translations.

Shareholder analysis

Shareholder information as at 30 June 2023

Top 10 shareholders ¹	Share class	Number of shares '000	% of issued listed share capital
Ordinary listed shares			
Public Investment Corporation (South Africa)	Ordinary	24 897	13,96
Coronation Fund Managers (South Africa)	Ordinary	21 552	12,09
Ukhamba Holdings Proprietary Limited (South Africa) ²	Ordinary	19 213	10,78
M&G Investment Management (United Kingdom)	Ordinary	11 824	6,63
Lynch Family Holding (South Africa)	Ordinary	8 247	4,63
Wooddale Investments (De Canha Family Holding) (South Africa)	Ordinary	7 479	4,19
Visio Capital Management (South Africa)	Ordinary	6 504	3,65
M&G Investment Management (South Africa)	Ordinary	6 256	3,51
Vanguard Group (United States of America)	Ordinary	5 714	3,20
LSV Asset Management (United States of America)	Ordinary	4 034	2,26
Deferred ordinary unlisted shares			
Ukhamba Holdings Proprietary Limited (South Africa) ²	Deferred	3 542	–

¹ Excluding treasury shares held by Motus Group Limited.

² In total, Ukhamba Holdings Proprietary Limited owns 12,86% of the voting shares in the Group.

Stock exchange performance	2023	2022
Number of shares in issue (million)	178	178
Number of shares traded (million)	97	127
Value of shares traded (Rand million)	10 635	13 195
Market price (Rand per share)		
– Closing price	100,18	107,00
– High	135,09	118,66
– Low	88,60	83,46
Earnings yield (%) ¹	20,4	18,9
Price-earnings ratio (%) ¹	4,9	5,3

¹ Calculated using headline earnings per share.

Distribution of shareholders (listed ordinary shares)	Number of shareholders	Number of shares '000	% of ordinary shares listed
Public shareholders	6 125	98 864	55,44
Non-public shareholders			
– Shareholder holding more than 10%	3	65 662	36,83
– Shareholder entitled to appoint a director	–	–	–
– Directors and prescribed officers	6	8 892	4,99
– Treasury shares	1	4 883	2,74
Total	6 135	178 301	100,00

Spread of listed holdings	Number of shareholders		Number of shares '000	
		%		%
1 – 1 000	4 786	78,01	832	0,47
1 001 – 10 000	786	12,81	2 804	1,57
10 001 – 100 000	389	6,34	13 320	7,47
Over 100 000	174	2,84	161 345	90,49
Total	6 135	100,00	178 301	100,00

Shareholder type	Number of shareholders	% of voting rights
Financial institutions, pensions and provident funds	118 380	66,90
Unit trusts	13 117	7,41
Individuals	4 634	2,62
Directors and prescribed officers	8 892	5,02
Corporate holdings	28 395	16,05
Listed ordinary shares (net of treasury shares)	173 418	98,00
Unlisted deferred ordinary shares	3 542	2,00
Total voting shares in issue net of treasury shares	176 960	100,00
Treasury shares	4 883	
Total shares in issue	181 843	

Directors' interests in shares	2023		2022	
	Direct	Indirect	Direct	Indirect
Executive directors				
OS Arbee	132 645	131 393	7 000	131 393
OJ Janse van Rensburg	255 453	–	140 911	–
KA Cassel	98 557	–	16 597	–
Non-executive directors				
GW Dempster ¹			99	–
A Tugendhaft	25 000	–	15 000	–
Prescribed officers				
R Gottschick ²	1 800	–		
NW Lynch	–	8 247 167	–	8 158 865
C Venter ³			9 440	–
Total	513 455	8 378 560	189 047	8 290 258

¹ GW Dempster resigned on 7 June 2023.

² R Gottschick appointed as a prescribed officer on 25 May 2023.

³ C Venter resigned during the year.

The above changes in the directors' interest in the stated share capital of the company and participation in the company's share incentive schemes, were announced in various SENS announcements during the financial year.

Corporate information

Motus Holdings Limited

Incorporated in the Republic of South Africa
Registration number: 2017/451730/06
ISIN: ZAE000261913
Share code: MTH
("Motus" or "the company" or "the Group")

Directors

MJN Njeke (Chairman)*
A Tugendhaft (Deputy Chairman)**
OS Arbee (CEO)#
OJ Janse van Rensburg (CFO)#
KA Cassel#
S Mayet*
MG Mokoka*
JN Potgieter*
F Roji*
R van Wyk*

* Independent non-executive

** Non-executive

Executive

Company Secretary

NE Simelane
nsimelane@motus.co.za

Group Investor Relations Manager

J Oosthuizen
motusIR@motus.co.za

Business address and registered office

1 Van Buuren Road
Corner Geldenhuis and Van Dort Streets
Bedfordview, 2008
(PO Box 1719, Edenvale, 1610)

Share transfer secretaries

Computershare Investor Services Proprietary Limited
1st Floor Rosebank Towers
15 Biermann Avenue, Rosebank, Johannesburg, 2196

Auditor

Deloitte & Touche
5 Magwa Crescent
Waterfall City
Waterfall, 2090

Sponsor

Merchantec Capital
13th Floor, Illovo Point
68 Melville Road
Illovo, Sandton
(PO Box 41480, Craighall, 2024)

This report is available on the Motus website at:

 www.motus.co.za





Motus 

Business address

1 Van Buuren Road
Corner Geldenhuis and Van Dort Streets
Bedfordview
2008
South Africa

www.motus.co.za