iHealthcare
Group Holdings Ltd

Notice of AGM

27 August 2026

iHEALTHCARE GROUP HOLDINGS LIMITED
Incorporated in the Republic of South Africa
Registration Number: 2019/155531/06
CTSE Share Code: 4AIHGH
ISIN: ZAE400000077

(“**iHGH**” or “**the Company**”)

NOTICE OF THE ANNUAL GENERAL MEETING

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1. NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the shareholders of iHealthcare Group Holdings Limited, will be held and conducted entirely by electronic communication, on **Thursday, 27 August 2026** at **18:00** (hereinafter referred to as the “**Annual General Meeting**” or the “**AGM**”).

2. PURPOSE OF THE ANNUAL GENERAL MEETING

2.1. The purpose of the Annual General Meeting is:

(i) to transact the formal business as set out in this notice of AGM, as is required in terms of the Companies Act, No 71 of 2008, as amended (“**Companies Act**”), the Cape Town Stock Exchange (“**CTSE**”) Listing Requirements (“**CTSE Listing Requirements**”) and the provisions of the memorandum of incorporation (“the **MOI**”) of the Company;

(ii) to present the consolidated audited annual financial statements of the Company for the financial year ended 28 February 2026, incorporating the directors’ report, the audit and risk committee report and the auditor’s report;

(iii) to consider and, if deemed fit, approve, with or without modification, the ordinary and special resolutions set out in the agenda below; and

(iv) to consider any matters raised by the shareholders of the Company, with or without advance notice to the Company.

3. IDENTIFICATION, PROXIES AND VOTING

3.1. In terms of section 62(3)(e) of the Companies Act:

3.1.1. A shareholder who is entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) to attend, participate in and vote at the AGM in the place of the appointing shareholder, by completing the form of proxy attached hereto as per the instructions provided therein. A proxy need not also be a shareholder of the Company.

3.1.2. AGM participants (including proxies) are required to provide reasonably satisfactory proof of their identification before being entitled to attend or participate in the AGM. All shareholders recorded in the securities register of the Company on **Friday, 21 August 2026,** being the voting record date (“**Voting Record Date**”), will be required to provide proof of identification satisfactory to the chairperson of the AGM.

3.1.3. Examples of satisfactory proof of identification will include a valid South African green barcoded identity document, identity card, driver’s license, or passport. If shareholders and/or proxies are in any doubt as to whether a document will be regarded as satisfactory proof of identification, such shareholders and/or proxies should contact the Company for guidance.

4. AGENDA OF THE ANNUAL GENERAL MEETING

4.1. PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS

The audited consolidated annual financial statements of the Company (as approved by the Board of directors of the Company ("**iHGH Board**" or "**Board**"), incorporating the external auditor, audit and risk committee and directors' reports for the year ended 28 February 2026 ("**Annual Financial Statements**"), are presented to shareholders.

A copy of the complete Annual Financial Statements can be obtained on the website of the iHGH at www.ihgh.co.za under the Investor Relations link.

4.2. SHAREHOLDER RESOLUTIONS

ORDINARY RESOLUTIONS
To consider and if deemed fit, approve, with or without modification, the following ordinary resolutions set out below:

4.2.1. ORDINARY RESOLUTION NUMBER 1 – Appointment of Moore Infinity as auditor

*"***RESOLVED THAT***, Moore Infinity (noting that Mr Ettiene Rossouw will be the individual registered auditor of that firm who will undertake the audit), be and hereby appointed as the auditors of the Company for the ensuing year on the recommendation of the audit and risk committee of the Company, under section 90 of the Companies Act."*

Reason for Ordinary Resolution Number 1:

The reason for ordinary resolution number 1 is that the Company, being a public company, must have its financial results audited and such auditor must be appointed or re-appointed each year at the AGM of the Company as required by Section 90(3) of the Companies Act.

For ordinary resolution number 1 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

4.2.2. Re-election of Directors who retire by rotation

ORDINARY RESOLUTION NUMBER 2 – Re-election of Mr Abrie Coetzee

*"***RESOLVED THAT***, Mr Abrie Coetzee, being an independent non-executive director of the Company, who retires by rotation in accordance with the provisions of the Company's MOI, being eligible and making himself available for re-election, be and is hereby re-elected as a non-executive director of the Company."*

Reason for Ordinary Resolution Number 2:

In accordance with the Company's MOI, each non-executive director of the Company shall serve for a term not exceeding 3 years and will be eligible for re-election at the end of each term. In line with the practice adopted for the 2020 financial year ("FY"), to ensure Board succession, at each annual general meeting, at least one-third of the non-executive directors will retire by rotation and may offer themselves for re-election by shareholders.

Mr Abrie Coetzee and Dr Pieter Odendaal are retiring as non-executive directors in accordance with the Company's MOI and in line with the rotation arrangements and are eligible for re-election. Dr Pieter Odendaal will not be availing himself for re-election at the AGM.

A brief profile/summary curriculum vitae of Mr Abrie Coetzee is included on page 10 of the Annual Report.

For ordinary resolution number 2 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

4.2.3. Election of Independent Non-Executive Director

ORDINARY RESOLUTION NUMBER 3 – Election of Ms Thobile Mabuza

*"***RESOLVED THAT***,* Ms Thobile Mabuza*, be and is hereby elected as an independent non-executive director of the Company."*

Reason for Ordinary Resolution Number 3:

In accordance with the Companies Act and the Company's MOI, require that any director appointed by the Board of the Company be elected by shareholders. The election of Ms Thobile Mabuza will serve to fill the vacancy on the Board due to the retirement of Dr Pieter Odendaal at the AGM.

A brief profile/abbreviated curriculum vitae of Ms Thobile Mabuza is included on page 17 of this notice of AGM.

For ordinary resolution number 3 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

4.2.4. Re-election of Audit Committee Members

ORDINARY RESOLUTION NUMBER 4: Re-election of Mr Abrie Coetzee as a member of the audit and risk committee

"**RESOLVED THAT**, *subject to the successful passing of ordinary resolution number 2, in terms of section 94(2) of the Companies Act, Mr Abrie Coetzee, an independent non-executive director, be and is hereby elected a member of the Company's audit and risk committee, with effect from the conclusion of this AGM."*

ORDINARY RESOLUTION NUMBER 5: Re-election of Mr Kabelo Moja as a member of the audit and risk committee

"**RESOLVED THAT**, *in terms of section 94(2) of the Companies Act, Mr Kabelo Moja, an independent non-executive director, be and is hereby elected a member of the Company's audit and risk committee, with effect from the conclusion of this AGM."*

ORDINARY RESOLUTION NUMBER 6: Re-election of Dr Boitumelo Khantsi as a member of the audit and risk committee

"**RESOLVED THAT**, *in terms of section 94(2) of the Companies Act, Dr Boitumelo Khantsi, an independent non-executive director, be and is hereby elected a member of the Company's audit and risk committee, with effect from the conclusion of this AGM."*

Reason for Ordinary Resolution Numbers 4, 5 and 6 (inclusive):

The iHGH Board is satisfied that the Company's audit and risk committee members are suitably qualified and experienced independent non-executive directors. Collectively, the proposed members have sufficient qualifications and experience to fulfil their duties, as contemplated in regulation 42 of the regulations issued in terms of the Companies Act ("**Companies Regulations**"). They have a comprehensive understanding of financial reporting, internal financial controls, risk management and governance processes within the Company, as well as International Financial Reporting Standards, South African Statements of Generally Accepted Accounting Practice and other regulations and guidelines applicable to the Company and its subsidiaries ("the **Group**"). They keep up to date with developments affecting their required skills-set.

The iHGH Board therefore unanimously recommend Mr Abrie Coetzee, Mr Kabelo Moja and Dr Boitumelo Khantsi for re-election to the audit and risk Committee. Brief profiles/summary curriculum vitaes of the candidates are included on pages 10 and 11 of the Annual Report.

The reason for ordinary resolution numbers 4, 5 and 6 (inclusive) is that the Company, being a public company, must appoint an audit committee and the Companies Act requires that the members of such audit committee be appointed, or re-appointed, as the case may be, at each annual general meeting of a company.

For ordinary resolution numbers 4, 5 and 6 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

4.2.5. Election of Social and Ethics Committee Members

ORDINARY RESOLUTION NUMBER 7*: Re*-election of Dr Tebogo Maleka as a member of the social and ethics committee

"RESOLVED THAT, *in terms of section 72 of the Companies Act, Dr Tebogo Maleka, an independent non-executive director, be and is hereby re-elected a member of the company's social and ethics committee, with effect from the conclusion of this AGM."*

ORDINARY RESOLUTION NUMBER 8*:* Election of Dr Boitumelo Khantsi as a member of the social and ethics committee

"RESOLVED THAT, *in terms of section 72 of the Companies Act, Dr Boitumelo Khantsi , an independent non-executive director, be and is hereby elected a member of the company's social and ethics committee, with effect from the conclusion of this AGM."*

ORDINARY RESOLUTION NUMBER 9*: Re-election of Mr Dawie Prinsloo as a member of the social and ethics committee*

"RESOLVED THAT, *in terms of section 72 of the Companies Act, Mr Dawie Prinsloo, an executive director, be and is hereby re-elected a member of the company's social and ethics committee, with effect from the conclusion of this AGM."*

Reason for ordinary resolution numbers 7,8 and 9

The reason for ordinary resolution numbers 7,8 and 9 is that the Company, being a public listed company, must elect a social and ethics committee as prescribed by section 72(9A) of the Companies Act, which requires that the members of such social and ethics committee be elected, or re-elected, as the case may be, at each AGM of the Company.

Brief profiles/summary curriculum vitaes of the candidates are included on pages 10, 11 and 12 of the Annual Report.

For ordinary resolution numbers 7,8 and 9 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

4.2.6. ORDINARY RESOLUTION NUMBER 10 – General authority to issue ordinary shares for cash

*"***RESOLVED THAT***, the directors of the Company be and are hereby authorised, by way of a general authority, to allot and issue any of the Company's unissued shares for cash as they in their discretion may deem fit, without restriction, subject to the provisions of the Company's MOI, the Companies Act and the CTSE Listing Requirements, provided that:*

- *The approval shall be valid until the date of the next AGM of the Company, provided it shall not extend beyond fifteen months from the date of this resolution;*
- *The general issues of shares for cash under this authority may not exceed, in the aggregate, 29.99% of the Company's issued share capital, being 734 428 shares of that class as at the date of this notice of AGM;*
- *Any such issue will only be made to public shareholders as defined in the CTSE Listing Requirements and not to related parties of the iHGH;*
- *in determining the price at which the securities will be issued under this general authority, any such issue will be at the consolidated net asset value per share of iHGH (per the latest published interim or annual financial information), provided that the maximum discount permitted on any such issue will be 10% to the net asset value per share; and*
- *any such issue will only be comprised of securities of a class already in issue or, if this is not the case, will be limited to such securities or rights that are convertible into a class already in issue.*

For listed entities wishing to issue shares for cash (other than issues by way of rights offers and/or in consideration for acquisitions and/or to duly approved share incentive schemes), it is necessary for the Board to obtain the prior authority of the shareholders in accordance with the CTSE Listing Requirements and the MOI of the Company."

Reason for Ordinary Resolution Number 10:

The reason for ordinary resolution number 10 is accordingly to obtain a general authority from shareholders to issue shares for cash in compliance with the CTSE Listing Requirements and the MOI of the Company.

For ordinary resolution number 10 to be adopted, the support of at least 65% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

4.2.7. ORDINARY RESOLUTION NUMBER 11 – Waiver of the requirement for the interim financial information of the Company to be reviewed by the Company's reporting accountants

"**RESOLVED THAT***, in accordance with paragraph 12.17.3 of the CTSE Listing Requirements, as a general mandate, shareholders hereby specifically waive the requirement for the interim financial information of the Company for the six months ended 31 August 2026 to be reviewed by the Company's reporting accountants, it being recorded that the approval by the Board of Directors in respect of the aforementioned interim financial information shall be sufficient.*"

Reason for Ordinary Resolution Number 11:

In terms of the CTSE Listing Requirements, issuers listed on CTSE are required to have their interim financial information reviewed by their reporting accountants, unless shareholders specifically waive this requirement through passing an ordinary resolution at the AGM.

For ordinary resolution number 11 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

4.2.8. Approval of Remuneration Policy and Remuneration Report

ORDINARY RESOLUTION NUMBER 12 – Approval of the Remuneration Policy of the Company

*"***RESOLVED THAT***, the Company's remuneration policy, as set out on pages 19 to 25 of this notice of AGM, be and is hereby approved."*

Reason for Ordinary Resolution Number 12:

Section 30A of the Companies Act, effective from 22 May 2026, requires all public companies to prepare a remuneration policy and to present such policy for approval by shareholders at the annual general meeting of the company by an ordinary resolution. The remuneration policy will remain in force for a period of three years from approval and must be approved every three years thereafter. The remuneration policy may be amended prior to the end of the three-year period provided that any material amendment can only be implemented after it is approved by the shareholders of the company by an ordinary resolution at a shareholders' meeting called for this purpose or at an annual general meeting.

ORDINARY RESOLUTION NUMBER 13 – Approval of the Remuneration Report of the Company

*"***RESOLVED THAT***, the Company's remuneration report, consisting of the company's remuneration background statement as set out on page 19 of this notice of AGM, the company's remuneration policy, as set out on pages 19 to 25 of this notice of AGM, the company's implementation report in respect of its remuneration policy as set out on pages 25 to 28 of this notice of AGM, be and is hereby approved."*

Reason for Ordinary Resolution Number 13:

Section 30B of the Companies Act, effective from 22 May 2026, requires all public companies to requires all public companies to prepare a remuneration report in respect of the previous financial year of the company for presentation and approval at the annual general meeting.

For ordinary resolution numbers 12 and 13 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

SPECIAL RESOLUTIONS

To consider and if deemed fit, approve with or without modification, the following special resolutions:

4.2.9. SPECIAL RESOLUTION NUMBER 1 – Financial assistance to related and inter-related parties

"**RESOLVED THAT**, *in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval, that the iHGH Board may, subject to compliance with the requirements of the Company's MOI, the Companies Act and the CTSE Listing Requirements, authorise the Company to provide direct or indirect financial assistance, as contemplated in section 45(1) of the Companies Act, that the iHGH Board may deem fit to any company or corporation that is or becomes related or inter-related (as defined in the Companies Act) to the Company, on the terms and conditions and for amounts that the iHGH Board may determine, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company*."

Reason for and effect of Special Resolution Number 1:

The reason for and effect of special resolution number 1 is to provide a general authority to the board of directors of the company to grant direct or indirect financial assistance to any company forming part of the group, including in the form of loans or the guaranteeing of their debts. Please note that, in accordance with section 45(2A) of the Companies Act, the provisions of section 45 do not apply to the giving of financial assistance by the Company to or for the benefit of subsidiaries of the Company.

For special resolution number 1 to be adopted, the support of at least 65% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

4.2.10. SPECIAL RESOLUTION NUMBER 2 – Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company

"**RESOLVED THAT**, *in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, that the Board of directors of the Company may, subject to compliance with the requirements of the Company's MOI, the Companies Act and the CTSE Listing Requirements, authorise the Company to provide direct or indirect financial assistance, as contemplated in sections 44(1) and 44(2) of the Companies Act, that the Board of directors of the Company may deem fit to any company or corporation that is related or inter-related to the company (as defined in the Companies Act) and/or to any financier who provides funding by subscribing for preference shares or other securities in the Company, on the terms and conditions and for amounts that the Board of directors of the Company may determine for the purpose of, or in connection with the subscription of any option, or any shares or other securities, issued or to be issued by the Company or a related or inter-related company or corporation, or for the purchase of any shares or securities of the Company or a related or inter-related company or corporation, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company."*

***Reason for and effect of Special Resolution Number 2*:**

The reason for and effect of special resolution number 2 is to grant the directors of the Company authority, until the next annual general meeting of the Company, to provide financial assistance to any company or corporation which is related or inter-related to the Company and/or any financier for the purpose of or in connection with, the subscription or purchase of options, shares or other securities in the Company or any related or inter-related company or corporation. This means that the Company is authorised, *inter alia*, to grant loans to its subsidiaries and to guarantee and furnish security for the debt of its subsidiaries where any such financial assistance is directly or indirectly related to a party subscribing for options, shares or securities in the Company or its subsidiaries.

A typical example of where the Company may rely on this authority is where a subsidiary raised funds by way of issuing preference shares and the third-party funder requires the Company to furnish security, by way of a guarantee or otherwise, for the obligations of its subsidiary to the third-party funder arising from the issue of the preference shares. The Company has no immediate plans to use this authority and is simply obtaining same in the interests of prudence and good corporate governance should the unforeseen need arise to use the authority.

In terms of and pursuant to the provisions of sections 44 and 45 of the Companies Act, the directors of the Company confirm that the iHGH Board will satisfy itself, after considering all reasonably foreseeable financial circumstances of the Company, that immediately after providing any financial assistance as contemplated in special resolution numbers 1 and 2 above:

- the assets of the Company (fairly valued) will equal or exceed the liabilities of the Company (fairly valued) (taking into consideration the reasonably foreseeable contingent assets and liabilities of the Company);
- the Company will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months;
- the terms under which any financial assistance is proposed to be provided, will be fair and reasonable to the Company; and
- all relevant conditions and restrictions (if any) relating to the granting of financial assistance by the Company as contained in the Company's MOI have been met.

For special resolution number 2 to be adopted, the support of at least 65% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

4.2.11. SPECIAL RESOLUTION 3 – Approval of Non-Executive Director's Remuneration

"**RESOLVED THAT***, the fees payable by the Company to non-executive directors for their services as* non-executive *directors (in terms of section 66 of the Companies Act) be and are hereby approved from the date of passing of this resolution or until the fees are reviewed by a further resolution whichever is the earliest, as follows:*

	Proposed Fees for Non-Executive Directors
Description	**FOR FY2027**
Attendance of Board and Committee meetings	R 4 530.92 per meeting (being a 4.5% increase)

Reason for and effect of Special Resolution 3:

The reason for this special resolution 3 is to obtain shareholder approval by way of special resolution in accordance with section 66(9) of the Companies Act for the payment by the Company of remuneration to the non-executive directors of the Company for their services as non-executive directors for the ensuing financial year as required in terms of section 66(9) of the Companies Act. The fees above are stated on a net of VAT basis, and in the event that a non-executive director is obliged to register for, and charge VAT on director fees, the VAT on these fees will additionally be payable by the Company.

4.2.12. SPECIAL RESOLUTION NUMBER 4 - Share repurchases by iHGH and its Subsidiaries

*"***RESOLVED THAT***, the Company or any of its subsidiaries, be and are hereby authorised, by way of a general authority, to repurchase any of the shares issued by the Company, upon such terms and conditions and in such amounts as the Board of directors may from time to time determine, but subject to the provisions of sections 46 and 48 of the Companies Act, the MOI of the Company, the CTSE Listing Requirements and the requirements of any other stock exchange on which the shares of the Company may be quoted or listed, including, inter alia, that:*

- *the general repurchase of the shares may only be implemented through the order book operated by the CTSE trading system and done without any prior understanding or arrangement between the Company and the counterparty;*
- *this general authority shall only be valid until the next annual general meeting of the Company, provided that it shall not extend beyond 15 (fifteen) months from the date of passing this resolution;*
- *a resolution has been passed by the Board of directors approving the purchase, that the Company and its subsidiaries have satisfied the solvency and liquidity test as defined in section 4 of the Companies Act, and since the solvency and liquidity test was applied there have been no material changes to the financial position of the Company and its subsidiaries (hereinafter referred to as "the Group");*

- *the general authority to repurchase is limited to a maximum of 5% in the aggregate in any one financial year of the Company's issued share capital at the time the authority is granted;*
- *such acquisition may not be made at a price greater (premium) than 10% above the weighted moving average of the market value for the ordinary shares traded on the CTSE for 30 trading days immediately before the transaction is effected ('the base') or, to the extent that no such shares have traded in such 30-day period, the base may be determined in terms of a ruling of the CTSE;*
- *the company may at any time appoint an agent to effect the repurchase on behalf of the company;*
- *the general repurchase is authorised by the Company's MOI; and*
- *the Company may not effect a repurchase during any prohibited period as defined in terms of the CTSE Listing Requirements unless there is a repurchase programme in place, which programme has been submitted to CTSE in writing and executed by an independent third party."*

***Reason for and effect of Special Resolution Number 4*:**

The reason for and effect of special resolution number 4 is to grant the directors a general authority in terms of its MOI and the CTSE Listing Requirements for the acquisition by the Company or by a subsidiary of the Company of shares issued by the Company on the basis reflected in special resolution number 4.

In terms of section 48(2)(b)(i) of the Companies Act, subsidiaries may not hold more than 10%, in aggregate, of the number of the issued shares of a company. For the avoidance of doubt, a pro rata repurchase by the Company from all its shareholders will not require shareholder approval, save to the extent as may be required by the Companies Act.

For special resolution number 4 to be adopted, the support of at least 65% of the total number of votes exercisable by shareholders, present in person or by proxy is required.

5. REPORT FROM THE GROUP SOCIAL AND ETHICS COMMITTEE

In terms of Regulation 43(5)(c) of the Companies Regulations, issued in terms of the Act, shareholders are referred to page 13 of the Annual Report for the Group's Social and Ethics Committee Report.

6. OTHER BUSINESS

To transact such other business as may be transacted at an annual general meeting and/or any matters raised by shareholders with or without advance notice to the Company.

7. ADDITIONAL INFORMATION

7.1. Record Dates

7.1.1. *Notice Record Date*

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities' register of the Company in order to receive notice of the Annual General Meeting is **Friday, 24 July 2026.**

7.1.2. *Voting Record Date*

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities' register of the Company in order to be able to attend, participate and vote at the Annual General Meeting is **Friday, 21 August 2026.**

7.2. Information Relating to the Special Resolutions

The directors of the Company or its subsidiaries will only utilise the general authority to purchase shares of the Company as set out in special resolution number 4 to the extent that the directors, after considering the maximum number of shares to be purchased, are of the opinion that the position of the Group would not be compromised as to the following:

- the Group's ability in the ordinary course of business to pay its debts for a period of 12 (twelve) months after the date of this Annual General Meeting and for a period of 12 (twelve) months after the purchase;

- the consolidated assets of the Group will, at the time of the AGM and at the time of making such determination, be in excess of the consolidated liabilities of the Group. The assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited annual group financial statements of the Group;
- the ordinary capital and reserves of the Group after the purchase will remain adequate for the purpose of the business of the Group for a period of 12 (twelve) months after the Annual General Meeting and after the date of the share purchase; and
- the working capital available to the Group after the purchase will be sufficient for the Group's requirements for a period of 12 (twelve) months after the date of the notice of the Annual General Meeting.

7.3. Quorum Requirements:

7.3.1. The AGM cannot begin until sufficient persons (being not less than three in number who are entitled) are present at the AGM to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised in respect of at least one matter to be decided at the AGM.

7.3.2. The chairperson of the AGM cannot put a resolution or matter to the vote of shareholders unless sufficient persons (being not less than three in number who are entitled) are present at the AGM to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised in respect of at least one matter to be decided at the AGM.

7.4. Voting and Proxies

7.4.1. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy (who need not be a shareholder of the Company) to attend, vote and speak in his/her stead.

7.4.2. A form of proxy is attached for the convenience of any shareholder holding shares who cannot attend the AGM but who wishes to be represented thereat.

7.4.3. It is recommended for the proxy forms to be completed and forwarded to reach the Transfer Secretary at least 24 hours prior to the AGM, being no later than **18:00** on **Wednesday, 26 August 2026,** for administrative purposes.

7.4.4. ***Electronic Voting Online***

7.4.4.1. Shareholders who are recorded in the securities register of iHGH will be entitled to electronically cast their votes on the CTSE Registry Voting Portal, from the date of the Notice of AGM until the AGM, being **Thursday, 27 August 2026**. Voting will close once the last resolution to be voted on has been proposed at the AGM. Votes cast by shareholders who have submitted their votes prior to Voting Record Date and who subsequently disposed of their securities held in iHGH, will be disregarded, or amended to their new voting rights as on Voting Record Date.

7.4.4.2. All shareholders will be able to register to attend the AGM and/or vote by accessing the CTSE Registry Voting Portal via the following link: https://ctseregistry.co.za and following the steps in paragraph 7.4.4.4 below.

7.4.4.3. Shareholders who cast their votes on the CTSE Registry Voting Portal and who do not attend the electronic AGM, would be regarded as voting by proxy, and as a result authorise the chairperson of the AGM to attend, speak and vote for each respective shareholder at the AGM for purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote in accordance with each respective shareholder's votes as exercised on the CTSE Registry Voting Portal in respect of the iHGH shares registered in each shareholder's name.

7.4.4.4. *Steps to Register to Attend the Electronic Annual General Meeting and Voting Online:*

- Access the CTSE Registry Voting Portal via the following link: https://ctseregistry.co.za.
- Capture the shareholder's Email or Cell Phone number and request your OTP;
- An OTP will be sent to the cell phone number you have entered on the previous screen which

- must be captured and submitted on the next screen;
- You will be requested to submit or update your details;
- Once completed, click on the elections tab on the left side of your screen
- A screen containing the AGM resolutions on which you need to vote will open;
- You will be able to vote "*in Favour*", "*Against*" or "*Abstain*" for each resolution;
- Make your choice and click "*Submit Resolutions*";
- A link to attend the AGM will be sent to you via email.

7.4.4.5. In the event shareholders would like to change or cancel their votes cast via the CTSE Registry Voting Portal, shareholders must do so at any time prior to the AGM resolutions being voted on at the AGM by updating their vote following the same process as set out in 7.4.4.4 above. Should you require any assistance with voting online or changing or cancellation of votes, please contact the CTSE Registry, being the Transfer Secretary on 011 100 8352 or by email at admin@ctseregistry.co.za. The Transfer Secretary must be informed prior to the commencement of the AGM, if a shareholder intends to change or cancel his/her votes at the AGM. For the avoidance of doubt, votes which are changed or cancelled by shareholders at the AGM will prevail and all previous votes submitted on the CTSE Registry Voting Portal will be deemed null and void.

7.4.4.6. Shareholders who experience any difficulty with registration for the electronic AGM or Online Voting must please contact CTSE Registry, being the Transfer Secretary, on 011 100 8352 or by email at admin@ctseregistry.co.za for assistance to ensure that they are able to vote and access the meeting.

7.5. Electronic attendance and participation

7.5.1. iHGH will conduct the AGM by way of electronic participation only, as permitted by CTSE and the provisions of the Companies Act, and the Company's MOI.

7.5.2. CTSE Registry will assist shareholders with all the requirements for electronic participation and is obliged to validate the information of each Shareholder's entitlement to participate in and/or vote at the AGM before providing it with the necessary means to access the AGM electronically and/or the electronic voting platform.

7.5.3. Aside from the costs incurred by iHGH as a result of the hosting by CTSE Registry of the AGM by way of a remote interactive electronic platform, which shareholders can choose to access, shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Any such charges will not be for the account of CTSE, iHGH and/or CTSE Registry. None of the CTSE, iHGH and/or CTSE Registry can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such shareholder from participating in and/or voting at the AGM.

7.5.4. Notwithstanding the availability of the electronic voting platform, shareholders may still submit forms of proxy to CTSE Registry by no later than **18:00** on **Wednesday, 26 August 2026** or the time and date stipulated by CTSE Registry for administrative purposes.

By order of the Board

FluidRock Co Sec (Pty) Ltd
Per: Caroline King
Company Secretary
29 July 2026

iHEALTHCARE GROUP HOLDINGS LIMITED
Incorporated in the Republic of South Africa
Registration Number: 2019/155531/06
CTSE Share Code: 4AIHGH
ISIN: ZAE400000077

(“**iHGH**” or “**the Company**”)

FORM OF PROXY

FOR USE BY SHAREHOLDERS WHO CANNOT ATTEND THE ANNUAL GENERAL MEETING OF THE COMPANY BUT WISHES TO BE REPRESENTED THEREAT

Where appropriate and applicable, the terms defined in the notice of Annual General Meeting to which this form of proxy is attached bear the same meanings in this form of proxy.

For use by shareholders of the Company, registered as such at the close of business on **Friday, 21 August 2026**, being the voting record date (“**Voting Record Date**”), at the annual general meeting of the Company to be held entirely by electronic communication on **Thursday, 27 August 2026**, at **18:00** (hereinafter referred to as “**Annual General Meeting**” or “**AGM**”) or any postponement of this meeting.

I/We (FULL NAME IN BLOCK LETTERS) ______________________________

of (ADDRESS) ______________________________

being the holder/s of ________________________ issued shares in the Company hereby appoint:

1. ____or failing him/her,

2. ____or failing him/her,

3. the chairperson of the annual general meeting,

   as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting and/or at any postponement or adjournment thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the Annual General Meeting, and to vote on the resolutions in respect of the ordinary shares registered in my/our name(s), in the following manner:

	NUMBER OF SHARES		
AGENDA	***IN FAVOUR OF**	***AGAINST**	***ABSTAIN**
ORDINARY RESOLUTION NUMBER 1: Appointment of Moore Infinity as auditor			
ORDINARY RESOLUTION NUMBER 2: Re-election of Mr Abrie Coetzee as non-executive director of the Company who retires by rotation.			
ORDINARY RESOLUTION NUMBER 3: Election of Ms Thobile Mabuza as independent non-executive director of the Company.			

	NUMBER OF SHARES		
AGENDA	***IN FAVOUR OF**	***AGAINST**	***ABSTAIN**
ORDINARY RESOLUTION NUMBER 4: Re-election of Mr Abrie Coetzee as member of the Audit and Risk Committee.			
ORDINARY RESOLUTION NUMBER 5: Re-election of Mr Kabelo Moja as member of the Audit and Risk Committee.			
ORDINARY RESOLUTION NUMBER 6: Re-election of Dr Boitumelo Khantsi as member of the Audit and Risk Committee.			
ORDINARY RESOLUTION NUMBER 7: Re-election of Dr Tebogo Maleka as member of the Social and Ethics Committee.			
ORDINARY RESOLUTION NUMBER 8: Election of Dr Boitumelo Khantsi as member of the Social and Ethics Committee.			
ORDINARY RESOLUTION NUMBER 9: Re-election of Dawie Prinsloo as member of the Social and Ethics Committee.			
ORDINARY RESOLUTION NUMBER 10: General Authority to Issue Ordinary Shares for Cash			
ORDINARY RESOLUTION NUMBER 11: Waiver of the requirement for the interim financial information of the Company to be reviewed by the Company's external auditor			
ORDINARY RESOLUTION NUMBER 12: Approval of Remuneration Policy of the Company			
ORDINARY RESOLUTION NUMBER 13: Approval of Remuneration Report of the Company			
SPECIAL RESOLUTION NUMBER 1: Financial Assistance to Related and Inter-Related Parties			
SPECIAL RESOLUTION NUMBER 2: Financial Assistance for the Subscription and/or Purchase of Shares in the Company or a Related or Inter-Related Company			
SPECIAL RESOLUTION NUMBER 3: Approval of Remuneration of Non-Executive Directors			
SPECIAL RESOLUTION NUMBER 4: Share Repurchase by iHGH and its Subsidiaries			
**** One vote per share held by shareholders recorded in the register on the Voting Record Date.*** **** Mark "in Favour of", "against" or "abstain" as required. If no options are marked, the proxy will be entitled to vote as he/she thinks fit.***			

Unless otherwise instructed, my/our proxy may vote or abstain from voting as he/she thinks fit.

Signed this ______________ day of ______________ 2026

Signature of shareholder(s) ______________

Assisted by me (where applicable) ______________

Please indicate how you wish your votes to be cast in the appropriate box provided.

A shareholder entitled to attend and vote at the electronic annual general meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. A proxy need not be a member of the Company. Forms of proxy must be deposited at:

COMPANY SECRETARY	TRANSFER SECRETARY
For the attention of: Caroline King caroline@fluidrockgovernance.com FluidRock Co Sec (Pty) Ltd	5th Floor, 68 Albert Road Woodstock, Cape Town, 7925 South Africa (Postnet Suite 5, Private Bag X4, Woodstock, 7915) **For the attention of: CTSE Registry** admin@ctseregistry.co.za

So as to be received by the Company, by no later than 18:00 on Wednesday, 26 August 2026.

NOTES TO THE FORM OF PROXY:

1. This form of proxy is only to be completed by those shareholders who cannot attend the Annual General Meeting of the Company and wished to appoint another person to represent them at the Annual General Meeting.
2. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space, with or without deleting "*the chairperson of the annual general meeting*". The person whose name is first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. A shareholder's instructions to the proxy must be indicated by means of a tick or cross in the appropriate box. However, if you wish to cast your votes for a lesser number of shares than you own in the company, insert the number of shares in respect of which you desire to vote. If -

   i) a shareholder fails to comply with the above; or

   ii) gives contrary instructions on any matter, or any additional resolution(s) which are properly put before the meeting; or

   iii) the resolution listed in the form of proxy is modified or amended, the shareholder will be deemed to authorise the chairperson of the Annual General Meeting, if the chairperson is the authorised proxy, to vote in favour of the resolutions at the Annual General Meeting, or any other proxy to vote or abstain from voting at the Annual General Meeting as he/she deems fit, in respect of all the shareholder's exercisable votes.

   If, however, the shareholder has provided further written instructions that accompany this form of proxy and indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in i) to iii), the proxy will comply with those instructions.
4. The forms of proxy should be lodged at.

COMPANY SECRETARY	TRANSFER SECRETARY
For the attention of: Caroline King **caroline@fluidrockgovernance.com** FluidRock Co Sec (Pty) Ltd	5th Floor, 68 Albert Road Woodstock, Cape Town, 7925 South Africa (Postnet Suite 5, Private Bag X4, Woodstock, 7915) **For the attention of: CTSE Registry** **admin@ctseregistry.co.za**

So as to be received by the Company, by no later than 18:00 on Wednesday, 26 August 2026.

5. The completion and lodgement of this form of proxy will not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person to the exclusion of any proxy appointed, should such shareholder wish to do so. In addition, a shareholder may revoke the proxy appointment by

   i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and

   ii) delivering a copy of the revocation instrument to the proxy and to 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 at the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered in the required manner.
6. The chairperson of the Annual General Meeting may reject or accept any form of proxy that is completed and/or received, other than in compliance with these notes provided that, in respect of acceptances, he is satisfied on the manner in which the shareholder(s) concerned wish(es) to vote.
7. Any alteration to this form of proxy, other than a deletion of alternatives, must be initialled by the signatory(ies).
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached herewith (save to the extent that the chairperson waives compliance with this requirement).
9. A minor must be assisted by a parent or guardian unless the relevant documents establishing his/her legal capacity are produced.
10. Where there are joint holders of shares:

    10.1. Any one holder may sign the form of proxy;

    10.2. The vote of the senior (for that purpose, seniority will be determined by the order in which the names of shareholders appear in the register of members) shareholder who tenders a vote (in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of shares.
11. If duly authorised, companies and other corporate bodies that are shareholders of the Company with shares registered in their own name may, instead of completing this form of proxy, appoint a representative to represent them and exercise all their rights at the meeting by giving written notice of the appointment of that representative. This notice will not be effective at the Annual General Meeting unless it is accompanied by a

duly certified copy of the resolution or other authority in terms of which that representative is appointed and is received prior to the Annual General Meeting.

12. This form of proxy may be used at any adjournment of the Annual General Meeting, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
13. These notes summarise the relevant provisions of section 58 of the Companies Act 2008 ("**the Companies Act**"), as required.

iHealthcare
Group Holdings Ltd

Profile

Thobile Mabuza

Profile

Thobile Mabuza
CA(SA)

Thobile Prudence Mabuza CA(SA) is a Chartered Accountant with over 13 years of leadership experience in the financial services and insurance industries. She currently serves as Executive: Cell Captive at Guardrisk Insurance Company, where she is responsible for the strategic direction, growth, operational performance, and financial sustainability of the Cell Captive business. Throughout her career, she has successfully led business transformation initiatives, developed innovative risk financing solutions, strengthened governance frameworks, and built high-performing, client-centric teams.

Prior to her current role, Thobile held several senior leadership positions within Guardrisk, including Executive: Corporate Risk Solutions, Portfolio Head, Executive: Operations, and Client Review Manager. Before joining Guardrisk, she held finance leadership roles at Alexander Forbes Life and began her career at PwC, where she qualified as a Chartered Accountant (SA). Her experience spans strategic leadership, financial management, corporate governance, alternative risk transfer, business development, and operational excellence, with a proven track record of delivering sustainable growth and building strong stakeholder relationships across the insurance sector.

Remuneration Policy and Remuneration Report

Report of the Remuneration and Nominations Committee

Background

Our remuneration philosophy supports the Group's strategy and the achievement of its business objectives. It is underpinned by our commitment to funding growth and aligning remuneration outcomes with shareholder value creation, while fostering an ownership mentality and entrepreneurial spirit across the Group.

We are committed to maintaining a fair and equitable remuneration framework across all business operations. Our approach seeks to ensure that employees are remunerated fairly and responsibly, with consistent principles applied across all levels of the organisation to promote equity, transparency and accountability.

Remuneration Policy

Introduction and Scope

1.1. The Remuneration Policy has been prepared having regard to the Cape Town Stock Exchange Listings Requirements and the King V Report on Corporate Governance for South Africa 2025 (King V™) and the Companies Act of South Africa, No. 71 of 2008 as amended.

1.2. The Remuneration Policy addresses remuneration on a Group-wide (iHealthcare Group Holdings Limited and its Subsidiaries) basis and is one of the key components of the human resources strategy and supports iHealthcare Group Holdings Limited's ("IHGH") overall business strategy.

Objectives

2.1. The Remuneration Policy is aimed at ensuring that the Group:

2.1.1. appropriately compensate employees for the services they provide.

2.1.2. provides a flexible and competitive remuneration structure which:

(a) is referenced to appropriate benchmarks.
(b) reflects market practice.
(c) matches individual contribution to Group performance, within the framework of market forces, while protecting shareholders' interest and the Group's financial health.
(d) is tailored to promote the achievement of strategic objectives within the Group's risk appetite; and
(e) attracts, motivates, rewards, and retains appropriately skilled, qualified, and experienced directors, executives, and employees.
(f) motivates employees to perform in the best interests of the Group and its stakeholders.
(g) determines remuneration in a way that ensures a level of equity and consistency across the Group.
(h) promotes an ethical culture and responsible corporate citizenship by ensuring fair and responsible remuneration practices; and
(i) complies with all relevant legal requirements.

Shareholder Approval

3.1. This policy will be tabled for approval by ordinary resolution at the annual general meeting.

Governance and Decision-Making

4.1. The Remuneration and Nominations Committee is responsible for overseeing the policy, recommending remuneration outcomes to the board (and approving remuneration decisions within its delegated authority), monitoring implementation, engaging with shareholders, and ensuring that remuneration practices support the Group's long-term interests. The Committee may obtain independent external advice where appropriate and will disclose any material advisers used during the reporting period.

Executive Conditions of Employment and Remuneration

Conditions of Employment

Terms of Service

5.1. IHGH and its subsidiaries complies with relevant legislation when determining minimum terms and conditions for the appointment of executive. Unless stated otherwise in the contract of employment, there are no fixed terms of employment

5.2. Employment ceases on the resignation or dismissal of the executive upon notice of two months unless otherwise stated in the contract of employment (other than during the first six months of employment), and the notice period may be waived at the discretion of IHGH.

5.3. Employment contracts do not commit IHGH to pay on termination arising from the executive's failure.

5.4. IHGH's Board of Directors reviews, at least annually, the terms and conditions of executive service agreements, taking into account

Report of the Remuneration and Nominations Committee

information from comparable companies, where relevant.

5.5. All recently contracted employment agreements with sales staff include a restraint of trade clause to protect IHGH and its subsidiaries proprietary interests and to ensure that the business is not prejudiced in any way or form. The restraint of trade undertaking is applicable for a period of 12 months from the date that the employment terminates unless otherwise stated in the contract of employment.

Remuneration

5.6. Remuneration of the Group's employees shall consist of a Total Guaranteed Pay (TGP) and Variable Commission, Short-Term Incentive (STI), as well as the possibility of participation in a variable long-term incentive (LTI) program. These components create a well-balanced remuneration structure reflecting individual performance and responsibility.

5.7. With regards to executives, IHGH's objectives are to:

(a) apply key short- and long-term performance indicators including financial and non- financial measures of performance.

(b) demonstrate a clear relationship between individual performance and remuneration.

(c) apply an appropriate balance between fixed and variable remuneration, reflecting the short- and long-term performance objectives appropriate to the Group's circumstances and goals.

(d) link rewards to the creation of value to shareholders; and

(e) ensure their total remuneration is competitive by market standards.

Package Design and Pay Mix

5.7.1. IHGH's policy relating to executives is to achieve a fixed versus variable pay ratio of 50% (fixed), 25% (STI) and 25% (LTI) over time. The pay mix is in line with IHGH's risk appetite and motivates executive directors to deliver on IHGH's short- and long-term strategic objectives. Due to the Group's start-up phase and legacy issues in previously established remuneration packages this is a target to be achieved over time. The percentage of fixed salary should be sufficient to ensure that executives are not overly reliant on variable pay

Components of Remuneration

5.7.2. IHGH aims to reward executives with a level and mix of remuneration commensurate with their position and accountability. Remuneration comprises:

(a) Fixed pay: (basic salary and allowances), also known as Total Guaranteed Pay (TGP).

(b) Variable pay: Short Term Incentive (STI) - Cash bonus paid Annually; and

(c) Variable pay: Long Term Incentive (LTI) - Phantom Shares paid out as a cash bonus once fully vested.

Report of the Remuneration and Nominations Committee

5.8. The table below summarises at a high level the components of the remuneration, followed by a detailed explanation.

Element	Component	Details	Link to strategy	Form of pay
TGP	Basic Salary	▪ Benchmarked against the market. ▪ Considers performance, seniority and increase levels across the Group.	Appropriate salary levels to attract and retain the appropriate calibre of individual.	Cash
	Allowances	Includes: ▪ Medical aid allowances, ▪ Retirement contribution allowances ▪ Cell Phone allowances ▪ Travel allowances	Offering appropriate benefits are essential in attracting and retaining key individuals.	Cash
Variable pay	Commission	Commission achievements relating to: ▪ Meeting of pre-determined growth in income and other financial performance indicators. ▪ Assessed personal effort and contribution. ▪ Only applicable to Sales and Marketing employees	Revenue Growth Objectives	Cash
	STI	▪ To reward Executives and Back Office employees for the achievement of annual financial, operational, and strategic objectives that support the Group's goals. ▪ Target and maximum bonus opportunities are the same. ▪ The committee has discretion in making appropriate adjustments to an annual bonus.	The financial and/or non-financial objectives are as determined from time to time and based on the needs of the business.	Cash
	LTI	▪ Consists of the Phantom Share Scheme that was implemented in March 2021. ▪ Available to all Group Employees at the discretion of the Board of Directors ▪ Participation in LTI is discretionary and not guaranteed.	LTI Allocations are directly linked to long-term Group's performance and strategic objectives	Cash

Total Guaranteed Pay

5.9. The executives' TGP will be competitive and based on the executive's responsibilities and role and will be reflective of the Group and individual's historic performance. From time to time, IHGH will conduct benchmarking exercises against suitable comparator groups and benchmarking results will be taken into consideration when determining the increases in executive pay. In so doing, comparisons will be made between the average increase levels for executives to those of middle management and general staff. IHGH remains committed to addressing its internal wage gap by keeping average executive increase levels relatively modest.

5.10. Due to the scarcity of resources, the Board of Directors has a sound working knowledge of the pay scales that are available within the market. Consequently, the Board of Directors attempts to ensure that the TGP is aligned with the market for executives in key roles. This assists in ensuring that dissatisfaction with TGP is not the reason for a performing executive to leave the Group.

Non-Executive Directors' Terms of Service and Remuneration

Terms of Service

6.1. While shareholders appoint non-executive directors at AGMs, interim Board appointments may be made between AGMs, in terms of the MOI, by the Board. Such interim appointees may not serve beyond the next AGM, though they may make themselves available for election by shareholders.

Report of the Remuneration and Nominations Committee

6.2. Non-executive directors serve for a period of no more than three consecutive AGMs after the AGM in which they are re-elected by shareholders. They are required to retire at the close of the third AGM, although they may offer themselves for re-election for a further three years at that meeting.

Basis of Remuneration

6.3. Each non-executive Board member receives a meeting attendance fee approved by shareholders at the annual AGM for the coming year. Attendance at the following meetings will attract a fee payable to the non-executive Board member:

(a) Board of Directors meeting.

(b) Audit and Risk Committee meeting.

(c) Social and Ethics Committee meeting

(d) Remuneration and Nominations Committee meeting.

6.4. Individual Board members may take on specific ad hoc tasks outside the normal duties assigned by the Board. In such cases, the Board determines a fixed fee for the work.

6.5. Expenses, such as travel and accommodation in relation to normal Board activities as well as any relevant training, are not reimbursed.

6.6. Non-executive directors’ fees are calculated exclusive of value added tax.

6.7. There are no short- or long-term incentive schemes for non-executive directors. Exceptions apply only where non-executive directors previously held executive office and qualify for unvested benefits resulting from their employment with IHGH.

6.8. There are no post-retirement benefits for non-executive directors.

6.9. Non-executive directors’ fees are reviewed annually and determined by the Board. The fees are benchmarked against fees paid to non-executive directors of companies operating in the same industry as IHGH. Where considered necessary, the Board may seek external advice on the subject. Shareholders will be requested to consider a special resolution approving the non-executive directors’ fee structure and fee amounts at the AGM.

Employee Remuneration

7.1. Remuneration will be based on individual and Group’s performance as well as market trends.

7.2. Typically, remuneration may comprise elements of fixed remuneration and performance-based/commission at-risk variable remuneration.

7.3. An annual performance review process assesses the degree to which each qualifying employee satisfies the requirements of his/her role and the degree to which established performance objectives have been achieved.

Setting Remuneration and Review Procedures

IHGH’s remuneration determination and review procedures are as follows:

8.1. IHGH reviews remuneration packages annually when approving budgets for the next financial year.

8.2. The Board is responsible for making decisions in respect of the remuneration of directors and, in particular, the Group CEO. In determining the level and composition of the remuneration of the Group CEO and executives, the Board is able to obtain independent advice on the appropriateness of remuneration packages by considering remuneration trends in other companies comparable in terms of size and market sector; and

8.3. The annual review of remuneration packages for middle management and general employees takes into account performance evaluation results. Based on these results, the executive team is able to recommend changes to the TGP that may include annual increases and changes in the composition of remuneration.

8.4. The Board takes into account various factors when reviewing overall TGP increases, including consideration of CPI, profitability ratios, and individual performance against KPIs.

Report of the Remuneration and Nominations Committee

Allowances/Benefits

8.5. It is envisaged that all employees will receive a limited range of prescribed and elective fringe benefits such as healthcare, disability, life insurance, and retirement benefits in the future and once IHGH has sufficient employees to partake in such arrangements.

8.6. A minimum total of 10% of pensionable remuneration is to be invested in the Provident/Pension Fund for all employees. 5% is to be contributed by IHGH group and 5% is to be funded from the fixed salary component of the package for each employee. This will also include at risk cover.

8.7. All employees are required/encouraged to belong to an approved medical aid scheme and is funded from the fixed salary component of the package for each employee unless stated otherwise in the employee's employment contract.

8.8. Certain employees who, due to the nature of their job, are required to travel are afforded travel allowances as part of their fixed salary component.

8.9. Certain employees who, due to the nature of their job, are afforded Mobile Phone allowances as part of their fixed salary component.

Variable Pay

Short Term Incentives

8.10. The short-term incentive programme consists of a cash bonus that is linked to the achievement of predefined operational targets for each employee.

Participation

8.11. The STI is extended to all employees although the participation terms are varied based on the level.

Operation

8.12. All employees in the organisation have some form of STI/Commission as part of their overall remuneration package.

8.13. Sales and marketing employees are given targets to achieve, and their overall remuneration is therefore affected by their ability to achieve and surpass the targets set.

8.14. Employees in the administrative side of the business have an STI that is partly based on the performance of the company in which they work and partly on their individual performance. At an executive level, the STI is calculated as a percentage of TGP which, in the case of the CEO and CFO, is set at 20% of TGP. Targets are set by the Board of Directors for the CEO. Remining employee's STI's are set at 10% of TGP. Employee's targets are based on achieving the targets set by the CEO.

Performance Conditions

8.15. Employees in the administrative side of the business have an STI that is partly based on the performance of the company in which they work and partly on their individual performance (As a basis, targets will be 75% financial performance and 25% nonfinancial performance). However, poor performance in non-financial performance measures will override the good performance in terms of financial criteria, i.e., unethical, or non-compliant behavior cannot be compensated for by good financial performance.

8.16. On achieving the target, the employees will receive the targeted STI in line with the table below.

Weighted Targeted STI achieved	Proportion of STI paid to employee
100%	100%
95% to 99%	90%
90% to 94%	80%
85% to 89%	50%
Below 85%	0%

Report of the Remuneration and Nominations Committee

8.17. Sales and marketing employees are given targets to achieve. Typically, KPIs and assessment criteria include:

(a) meeting of pre-determined growth in income and other financial performance indicators.
(b) assessed personal effort and contribution.

The performance conditions are considered appropriate in the context of IHGH's business model for growing the business profitability and generating these profits in the form of cash. The rationale for non-financial performance bonuses is to reward executives and employees for strategic and sustainability orientated achievements. However, poor performance in non-financial performance measures could override the good performance in terms of financial criteria, i.e., unethical, or non-compliant behavior cannot be compensated for by good financial performance.

Long Term Incentives

8.18. A summary of the main Phantom Share Scheme features is provided below:

Purpose

8.19. The purpose of this Phantom Share Scheme is to guide and govern the long-term incentive scheme rules and application. The main driver for the development of the scheme is employee retention.

Participation

8.20. To be eligible and to be considered to form part of the scheme employees must be employed by IHGH or one of its subsidiaries on the date of award. Nominations for awards are made on a selective basis during the performance assessment and calibration process. No individual is entitled to an award: they are discretionary and assessed on an annual basis. Therefore, an award in one year will not guarantee an award in a subsequent year (nor the level of any future award).

Operation

8.21. The scheme is a notional scheme in that Phantom shareholders under the scheme shall not be entitled to acquire actual shares in the stated capital of IHGH but shall acquire a notional share based upon the value of a notional share in the stated capital of IHGH from time to time.

Performance Conditions

8.22. A threshold of 85% of budget is set before funding of the pool commences. The following sliding mechanism is applied in the funding of the pool.

Table 1: Group Performance LTI funding

LTI Sliding Mechanism	% of NPBT achieved	% of yearly allocated LTI Shares available
	85%	80%
	95%	90%
Budget	100%	100%
	105%	105%
	110%	110%
	115%	115%
	120%	120%
	125%	125%
Above 125%		At the discretion of the Remco and Board

An average performance rating of 85% or more over the 2-year performance period needs to be maintained by the LTI participant If an employee has an average performance score < 85% over the performance period, no LTI payment will be payable to that participant in that specific year.

Report of the Remuneration and Nominations Committee

Valuation

8.23. The value of each phantom share is derived from EBITDA Multiple benchmarked to observable market data and is reviewed annually by the Board for any indication of significant market changes. Refer to Phantom for complete calculation

Disclosure Of Information

9.1. Unless an applicable law, regulation or Cape Town Stock Exchange Listings Requirements require otherwise, all information about an individual staff member's remuneration will be confidential.

9.2. Disclosure of or discussions about remuneration with staff members, other than between the direct manager and staff member, are forbidden and, where this policy is breached, management may take corrective action.

Policy Maintenance

10.1. The Policy and any amendments from time to time must be approved by the Board.

Review And Approval

11.1. The Policy will be reviewed every 3 years.

Implementation Report

The implementation report has been prepared for the financial year ending 28 February 2026 and sets out how the Group's remuneration policy was applied during the year and comprises of:

- Remuneration and benefits received for each director and prescribed officer of the Group
- Highest 5% and Lowest 5% paid employees of the Group with accompanying Ratio
- Average Total Remuneration of all Group employees
- Median Total Remuneration of all employees
- Diversity profile

Remuneration and benefits received by each director and prescribed officer of the Group

The remuneration of the executive and non-executive Board members and details of the modification of the incentive scheme are set out in note 22 of the financial statements

	2026	2025
Executive director: DS Prinsloo		
• Basic salary	1,709,540	1,628,133
• Bonuses (STI)	341,908	299,576
• Allowances and contributions	266,041	228,293
Short-term employee benefits	2,317,489	2,156,002
Share-based payment (LTI)	231,038	86,031
Total Remuneration	**2,548,527**	**2,242,033**
Prescribed Officer: JH Visser		
• Basic salary	1,497,145	1,425,852
• Bonuses (STI)	299,429	265,433
• Allowances and contributions	200,218	168,549
Short-term employee benefits	1,996,792	1,859,834
Share-based payment (LTI)	227,627	86,031
Total Remuneration	**2,224,419**	**1,945,865**

The executive director and prescribed officer are subject to permanent employment contracts. The employment contracts regulate duties, remuneration, allowances, restraints and notice periods of these executives.

Report of the Remuneration and Nominations Committee

	2026	2025
Non-executive directors		
AP Coetzee	46,868	41,293
Dr B Khantsi	29,938	28,905
Dr TB Maleka	16,930	12,388
KJM Moja	38,403	37,164
Dr PJL Odendaal	25,602	24,776
Total Non-Executive Director Fees	**157,741**	**144,526**

Each Non-Executive Director receives a meeting attendance fee approved by shareholders at the AGM for the coming year. Attendance at the following meetings will attract a fee:

- Board Of Directors Meeting
- Audit and Risk Committee Meeting
- Social and Ethics Committee Meeting
- Remunerations and Nominations Committee Meeting

No director waived any emoluments in respect of the Group during the current or prior reporting periods.

Highest 5% and Lowest 5% total remuneration paid to employees of the Group with accompanying ratio

Total remuneration for the highest 5% employees versus lowest 5% employees paid in the Group considers only those employees that were employed for the full 12 months of the financial years in question to avoid outliers distorting ratios.

	2026	2025
Highest 5% Paid	2,548,527	2,328,062
Lowest 5% Paid	236,835	230,699
Ratio	**11:1**	**10:1**

Average Total Remuneration of all Group employees

The Average Remuneration for the Group relates to only employees who were employed in the Group considers only those employees that were employed for the full 12 months of the financial years in question to avoid outliers distorting the averages.

	2026	2025
Average Remuneration	944,296	930,142

Median Total Remuneration of all employees

The Median Remuneration for the Group considers only those employees that were employed for the full 12 months of the financial years in question to avoid outliers distorting the median.

	2026	2025
Median Group Remuneration	739,031	813,334

Diversity profile

Diversity and equal opportunity

The Group's vision of diversity is translated into strategies and specific targets and plans which are monitored and governed by the Board. These plans and targets are reflected in the leadership and other relevant employees’ performance goals.

Diversity profile at Board level by race and gender

Board diversity is disclosed under 'Membership Matrix' on page 10 of the Annual report.

Report of the Remuneration and Nominations Committee

Diversity profile at employee level by race and gender

2026 Race	Female Head count	Female % representation per race	Male Head count	Male % representation per race
African	4	40.00	3	37.50
Coloured	1	10.00	-	0.00
White	5	50.00	5	62.50
	10	**100.00**	**8**	**100.00**
2025				
African	2	22.22	1	20.00
Coloured	1	11.11	-	0.00
White	6	66.67	4	80.00
	9	**100.00**	**5**	**100.00**

Governance

The iHealthcare Holdings Remuneration and Nominations Committee (the 'Committee') was established in 2023 as a Committee of the Board.

The Committee is tasked with ensuring that the Group's remuneration is fair, in line with good corporate governance and best market practice. The Committee ensures that the Remuneration Policy supports the Group's strategy in relation to fair and responsible remuneration and provides oversight of all matters relating to remuneration (including the accurate, complete and transparent disclosure of executive director, prescribed officer and non-executive director remuneration). The Committee approved a Remuneration Strategy and Policy, which was then confirmed by the Board during the reporting period.

The Committee operates independently of management and is free of any organisational impairment. The Committee is governed by formal Terms of Reference ('TOR') and its duties as delegated by the Board. The terms of reference are subject to the provisions of the Companies Act No. 71 of 2008 as amended ('Companies Act'), the organisation's Memorandum of Incorporation ('MOI'), the Board Charter and any other applicable law or regulation.

Duties Assigned by the Board

In addition to the recommendations of King IV™, the Board assigned additional functions for the Committee to perform. Duties were mandated by the Board-approved TOR and included the following key actions:

- Remuneration governance with a particular focus on ensuring that the Group remunerates fairly, responsibly and transparently to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term; and
- Non-executive and executive director nomination, including Board and Committee composition, training and induction, formal succession planning and performance evaluations.

The Committee evaluates the matters within its mandate and recommends matters to the Board for consideration and approval.

Committee Activities and Decisions taken during the Reporting Period

The Committee has met periodically to consider and to act upon its duties and functions and the Board confirms that the Committee has, during the reporting period, performed the duties mandated to it by the Board.

During the reporting period, the Committee has fulfilled the following duties:

- approved the Remuneration Policy of the Group;
- reviewed the Board structure, size and composition;
- reviewed the aggregated outcomes of the Group's performance management process and considered the results of the evaluation of the performance of the Chief Executive Officer ('CEO') and the Chief Financial Officer ('CFO') for the purposes of determining and reviewing their remuneration.
- reviewed current and updated incentive schemes to ensure continued contribution to stakeholder value;
- reviewed the independence of the independent non-executive directors;
- established arrangements for period, staggered rotation of directors and considered performance of non-executive directors for re-election at the Annual General Meeting of the Company;
- considered and recommended the fees of non-executive directors to the Board;
- monitored the performance of the Board against its targets for race and gender representation in its membership and subsequently adopted a Diversity Policy; and
- adopted a Succession Planning Framework.

Report of the Remuneration and Nominations Committee

The Committee exercised comprehensive oversight of the review and amendment of the Group's Phantom share scheme during the reporting period. This included a detailed assessment of the scheme's alignment with shareholder value creation, market practice and the Group's strategic objectives. The Committee engaged independent external advisors to provide technical, legal and valuation input, including benchmarking against comparable listed and unlisted entities and consideration of applicable accounting and regulatory requirements. Following this process, the Committee approved targeted amendments to the scheme rules to enhance clarity, ensure continued alignment with total shareholder return principles, and support retention and incentivisation of key employees. The revised rules were formally adopted and implemented effective 1 March 2025, with appropriate governance, documentation and communication to participants to ensure transparency and consistency in application.

On 22 May 2026, amendments to the Companies Act were promulgated with immediate effect, introducing enhanced remuneration disclosure requirements and mandatory audit considerations relating to remuneration reporting. These amendments include revisions to section 30 of the Companies Act, together with the insertion of sections 30A and 30B, which establish a formal statutory framework governing remuneration policies and remuneration reporting. The above requirements have been included in this report for shareholder approval.

Plan and Terms of Reference

The Committee has fulfilled its mandate as prescribed by the Board in terms of the remuneration policy, and there was no instance of material non-compliance to disclose.

The Committee's TOR and annual work plan are reviewed on an annual basis.

Composition of the Committee and Meeting Attendance

The composition of the Committee at the date of the publication of the annual report was as follows:

Member	Defined role	Date appointed
AP Coetzee (Chairperson Remuneration part)	Independent non-executive	23 Jun 2022
KJM Moja (Chairperson Nominations part)	Independent non-executive	23 Jun 2022
Dr PJL Odendaal	Non-executive	23 Jun 2022

A brief biography of each of the directors is disclosed on pages 10 to 12 of the annual report.

Meeting attendance

Members	Meeting date		
	08 April 2025	05 Nov 2025	18 Mar 2026
AP Coetzee	√	√	√
KJM Moja	√	√	√
Dr PJL Odendaal	√	√	√

Conclusion and Approval

The Committee believes that iHealthcare Holdings addresses the key remuneration and nomination-related matters as required by the Companies Act and King IV™ (where applicable).

We wish to thank the members of the Committee and management for their contributions during the reporting period to ensure that the Committee could fulfil its mandate assigned to it by the Board.

AP Coetzee
Chairperson of the Remuneration part of the Committee

KJM Moja
Chairperson of the Nominations part of the Committee

14 July 2026