



NOTICE OF ANNUAL GENERAL MEETING

FOR THE YEAR ENDED 31 DECEMBER 2025

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS



Resilient REIT Limited

(Incorporated in the Republic of South Africa)
(Registration number: 2002/016851/06)
JSE share code: RES | ISIN: ZAE000209557
Bond company code: BIRPIF
LEI: 378900F37FF47D486C58
(Approved as a REIT by the JSE)
("Resilient" or "the Company")

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take arising from the following resolutions, please consult your stockbroker, banker, attorney, accountant or other professional adviser immediately.

Notice is given of the annual general meeting ("AGM") of shareholders of Resilient to be held at the Company's registered office, 4th Floor, Rivonia Village, Rivonia Boulevard, Rivonia, 2191, on Thursday, 25 June 2026 at 13h00 for the purpose of presenting the audited Company and Group financial statements for the year ended 31 December 2025 together with the reports of the directors, the Audit and Risk Committee, the Social and Ethics Committee and the auditor as well as transacting the following business:

1. ORDINARY RESOLUTION NUMBER 1 APPROVING THE APPOINTMENT OF THE FOLLOWING DIRECTORS IN TERMS OF CLAUSE 24.3 OF THE COMPANY'S MEMORANDUM OF INCORPORATION:

1.1. Terence Nombembe (64)

Independent non-executive director
BCom, BCompt (Hons), CA(SA)
Date of appointment: April 2026

Terence was the Auditor-General of South Africa from 2006 to 2013, whereafter he assumed the role of chief executive officer of the South African Institute of Chartered Accountants from 2014 to 2019. Terence was previously a non-executive director of the South African Reserve Bank for nine years and stepped down from that position in 2023. Terence has received honorary awards, which include the Jorg Kandutsch Excellence Award from the International Organisation of Supreme Audit Institutions (2010), Doctor of Accounting Science by Walter Sisulu University (2014), Doctor of Commerce by the University of Pretoria (2025), UNISA's Chancellor's Calabash Award – Outstanding Alumnus (2014) and an honorary membership of the Golden Key International Honour Society (2015). He is an independent non-executive director of Sibanye Stillwater Limited, where he chairs the audit committee, and Nedbank Group Limited, where he serves as a member of the audit committee as well as the risk and capital committee. Terence is also the chairperson of the Council of the University of the Witwatersrand, a role he occupies *pro bono*.

1.2. Mary Bomela (53)

Independent non-executive director
BCom, BCom (Hons), CA(SA), MBA
Date of appointment: April 2026

Mary has held executive positions in the finance, resources, media and utilities sectors. She was the chief executive officer of Mineworkers Investment Company (RF) Proprietary Limited from 2012 to 2025. She serves as a non-executive director of Kumba Iron Ore Limited, where she is the lead independent director and chair of the strategy committee, and Nedbank Group Limited, where she serves as a member of the social and ethics committee as well as the audit committee. She also served as a non-executive director of Metrofile Holdings Limited until its delisting in January 2026. Previous non-executive directorships include FirstRand Group Limited, Primedia Proprietary Limited and Ascendis Health Proprietary Limited.

2. ORDINARY RESOLUTION NUMBER 2 RE-ELECTING THE FOLLOWING DIRECTORS WHO RETIRE IN TERMS OF CLAUSE 24.12 OF THE COMPANY'S MEMORANDUM OF INCORPORATION AND WHO OFFER THEMSELVES FOR RE-ELECTION:

2.1. Monica Muller (42)

Chief Financial Officer
BCom (Hons), CA(SA)
Date of appointment: March 2020

Monica completed her articles at Deloitte in 2009, whereafter she qualified as a chartered accountant. She was appointed as a manager of Deloitte in the audit division in 2010 and was promoted to senior manager in 2012. She joined Resilient as Financial Manager in October 2013 and was appointed as Company Secretary in August 2014. She was appointed Chief Financial Officer with effect from 1 March 2020.

2.2. Thanduxolo (Thando) Selby Sishuba (54)

Independent non-executive director
AMDP, Harvard Alumni, Masters of Science, Bachelor of Science Honours
Date of appointment: August 2021

Thando is the chief executive officer of Sanlam Properties. He previously served as the managing director of Ubonono Properties from September 2006 to May 2008 and again from September 2015 to October 2019. Thando was also previously the head of Imperial Properties and Shanduka Properties Proprietary Limited. Thando is currently a director and member of the audit and risk committee of Newpark REIT Limited and is a director of the South African Council of Shopping Centres. He has previously served on the boards of Texton Property Fund Limited, Pivotal Property Fund Limited, Catalyst Fund Managers South Africa Proprietary Limited, Kia Motors Proprietary Limited, Pangbourne Properties Limited, Capital Property Fund Limited and the South African Property Owners Association. Thando is a shareholder of Catalyst Fund Managers South Africa Proprietary Limited.

**3. ORDINARY RESOLUTION NUMBER 3
RE-ELECTING BARRY DANIEL VAN WYK WHO HAS SERVED ON
THE BOARD FOR MORE THAN NINE YEARS AND WHO RETIRES IN
TERMS OF CLAUSE 24.12.2.3 OF THE COMPANY'S MEMORANDUM OF
INCORPORATION AND OFFERS HIMSELF FOR RE-ELECTION:**

Barry Daniel van Wyk (60)

Independent non-executive director

BCom, BAcc, CA(SA)

Date of appointment: November 2002

Barry heads up Renlia Developments Proprietary Limited, a property investment and development company primarily focused on office, industrial and residential opportunities. He is a director of Newpark REIT Limited and was previously an executive director of Group Five Limited and managing director of Group Five Developments.

**4. ORDINARY RESOLUTION NUMBER 4
ELECTING OR RE-ELECTING THE FOLLOWING MEMBERS OF THE AUDIT
AND RISK COMMITTEE WHO OFFER THEMSELVES FOR ELECTION OR
RE-ELECTION IN TERMS OF SECTION 94(2) OF THE COMPANIES ACT:**

4.1. Terence Nombembe (subject to the approval of ordinary resolution 1.1)

4.2. Mary Bomela (subject to the approval of ordinary resolution 1.2)

4.3. Stuart Ian Bird

4.4. Desmond (Des) Kevin Gordon

The *curricula vitae* of Terence Nombembe and Mary Bomela are included on page 184.

The *curricula vitae* of Stuart Bird and Des Gordon are as follows:

Stuart Bird (66)

Independent non-executive director

BCom, CA(SA)

Date of appointment: February 2019

Stuart held various auditing and accounting-focused positions in his early career and was appointed as the financial director of Hub Trading Company, previously a division of Mr Price Group Limited, in 1993, whereafter he was promoted to managing director in 1999. In 2001, he joined Mr Price Apparel (a division of Mr Price Group Limited) as the deputy managing director and took over as managing director in 2002. He was appointed as deputy chief executive officer of Mr Price Group Limited in 2010 and was promoted to chief executive officer in 2011, in which position he remained until his retirement in 2019.

Des Gordon (65)

Independent non-executive director

BCom, BAcc, CA(SA)

Date of appointment: August 2018

Des currently consults in a business development role and acts for companies in developed economies with African growth ambitions. He served as group financial manager of Group Five Limited between January 1991 and August 1996. Des spent the greater part of his career at Enviroserv Waste Management, first as chief financial officer for four years and then as chief executive officer for 16 years. In 2008, the company was bought out by Absa Private Equity and delisted from the JSE.

**5. ORDINARY RESOLUTION NUMBER 5
ELECTING THE FOLLOWING MEMBERS OF THE SOCIAL AND ETHICS
COMMITTEE WHO OFFER THEMSELVES FOR ELECTION IN TERMS OF
SECTION 72(9A) OF THE COMPANIES ACT:**

5.1. Des Gordon

5.2. Johann Kriek

5.3. Thando Sishuba (subject to the approval of ordinary resolution 2.2)

5.4. Barry van Wyk (subject to the approval of ordinary resolution 3)

The Nomination Committee has considered the past performance and contribution of each of the directors standing for election or re-election, as the case may be, and recommends that they be elected or re-elected.

**6. ORDINARY RESOLUTION NUMBER 6
APPOINTING PRICEWATERHOUSECOOPERS INC. ("PWC") AS AUDITOR
OF THE GROUP WITH MR PAUL LIEDEMAN BEING THE DESIGNATED
AUDIT PARTNER**

The Audit and Risk Committee has confirmed the independence of both PwC and Mr Liedeman and nominated PwC as the independent auditor of the Group pursuant to section 90(2)(c) of the Companies Act.

In accordance with paragraph 5.7(h)(iii) of the JSE Listings Requirements and paragraph 7.3(e)(iii) of the Debt and Specialist Securities Listings Requirements, the Audit and Risk Committee has assessed and confirmed the suitability of PwC and Mr Liedeman for appointment.

As special business to consider and, if deemed fit, pass with or without modification, which modification is capable of being substantive in nature, the following resolutions:

7. ORDINARY RESOLUTION NUMBER 7 GENERAL AUTHORITY TO ISSUE SHARES FOR CASH

“RESOLVED THAT the directors of the Company be and are hereby authorised by way of a general authority to issue shares in the capital of the Company for cash, as and when they in their discretion deem fit, subject to the Companies Act, the Memorandum of Incorporation of the Company, the JSE Listings Requirements, when applicable, and the following limitations, namely that:

- the shares which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- any such issue will be made to “public shareholders” and not “related parties”, all as defined in the JSE Listings Requirements, provided that if the Company undertakes an equity raise via a bookbuild process, shares may be allotted and issued to “related parties” on the basis that such “related parties” may only be able to participate in the equity raise at the maximum bid price at which they are prepared to take up shares or at the book close price in accordance with the provisions contained in paragraph 7.38(b) of the JSE Listings Requirements;
- the total aggregate number of shares which may be issued for cash in terms of this authority may not exceed 18 260 237 shares, being 5% (five percent) of the Company’s issued shares as at the date of notice of this AGM. Accordingly, any shares issued under this authority prior to this authority lapsing shall be deducted from the 18 260 237 shares the Company is authorised to issue in terms of this authority for the purpose of determining the remaining number of shares that may be issued in terms of this authority;
- in the event of a sub-division or consolidation of shares prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;
- this authority shall be valid until the Company’s next AGM, provided that it shall not extend beyond 15 (fifteen) months from the date that this authority is given;
- in determining the price at which an issue of shares may be made in terms of this authority, the maximum discount permitted will be 5% (five percent) of the weighted average traded price on the JSE of those shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed to by the directors of the Company; and
- an announcement giving full details, including the number of shares issued, the average discount to the weighted average traded price of the shares over the 30 (thirty) days prior to the date the issue is agreed in writing and an explanation, including supporting information (if any), of the intended use of the funds, will be published at the time of any issue representing, on a cumulative basis within 1 (one) financial year, 5% (five percent) of the number of shares in issue prior to the issue.”

8. ORDINARY RESOLUTION NUMBER 8 APPROVAL OF THE REPURCHASE OF SHARES

“RESOLVED THAT, subject to the Companies Act, the Memorandum of Incorporation of the Company, the JSE Listings Requirements and the restrictions set out below, the repurchase of shares of the Company, either by the Company or by any subsidiary of the Company, is hereby authorised, on the basis that:

- this authority will only be valid until the Company’s next AGM or for 15 (fifteen) months from the date of this resolution, whichever period is shorter;
- the number of shares which may be acquired pursuant to this authority may not in the aggregate exceed 20% (twenty percent) in any financial year, excluding treasury shares. Within this authority, the board of directors of a subsidiary of the Company may resolve to acquire Company shares, provided that not more than 10% (ten percent), in aggregate, of the shares in issue are then held by subsidiaries of the Company;
- the repurchase of shares must be effected through the order book operated by the JSE trading system and done without any prior arrangement between the Company and the counterparty;
- the repurchase of shares may not be made at a price greater than 10% (ten percent) above the weighted average of the market value for the shares for the five business days immediately preceding the date on which the transaction is effected;
- at any point in time, the Company may only appoint one agent to effect repurchases on its behalf;
- the Company or its subsidiaries may not repurchase shares during a prohibited period as defined in the JSE Listings Requirements unless there is a repurchase programme in place and the dates and quantities of shares to be repurchased during the prohibited period have been submitted to the JSE in writing prior to the commencement of the prohibited period; and
- a resolution by the board of directors is passed that the board of directors of the Company authorises the repurchase, that the Company and the relevant subsidiaries have passed the solvency and liquidity test as set out in section 4 of the Companies Act and that, since the test was performed, there have been no material changes to the financial position of the Group.”

In accordance with the JSE Listings Requirements, the directors record that although there is no immediate intention to effect a repurchase of shares of the Company, the directors would utilise the general authority to repurchase shares when suitable opportunities present themselves, which opportunities may require expeditious and immediate action.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS continued

The directors, after considering the effect of maximum repurchase, are of the opinion that for a period of 12 months after the date of the notice of AGM:

- the Company and the Group will be able, in the ordinary course of business, to pay their debts;
- the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group;
- the stated capital and reserves of the Company and the Group will be adequate for ordinary business purposes; and
- the working capital of the Company and the Group will be adequate for ordinary business purposes.

After the Company or its subsidiaries have cumulatively repurchased 3% (three percent) of the initial number of shares (the number of shares in issue at the time that the general authority from shareholders is granted) and for each 3% (three percent) in aggregate of the initial number of that class acquired hereafter, an announcement will be made in terms of the JSE Listings Requirements.

The following additional information, which appears elsewhere in the Integrated Report for the year ended 31 December 2025 ("Integrated Report"), is provided in terms of paragraph 7.91(d) of the JSE Listings Requirements for purposes of ordinary resolution number 8:

Major shareholders – page 180.

Stated capital of the Company – page 148.

Material changes

Other than the facts and developments reported on in the Integrated Report, there have been no material changes in the affairs or financial position of the Company and its subsidiaries between the date of signature of the audit report for the year ended 31 December 2025 and the date of this notice of AGM.

Directors' responsibility statement

The directors, whose names appear on pages 68 to 70 of the Integrated Report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this ordinary resolution number 8 and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the ordinary resolution contains all information required in terms of the JSE Listings Requirements.

9. NON-BINDING ADVISORY VOTE 1

ENDORSEMENT OF THE REMUNERATION POLICY OF THE COMPANY

"RESOLVED THAT, in accordance with the principles of the King IV Report on Corporate Governance for South Africa, 2016™ ("King IV"), and through a non-binding advisory vote, the Company's Remuneration Policy be and is hereby endorsed."

Reason for and effect of the non-binding advisory vote on the Remuneration Policy

In terms of principle 14 of King IV (which remains applicable to the Company in respect of the financial year ended 31 December 2025) and paragraph 5.7(k) of the JSE Listings Requirements, the Company's Remuneration Policy should be tabled at the AGM for a non-binding advisory vote. Accordingly, shareholders are requested to endorse the Company's Remuneration Policy by way of a non-binding advisory vote. The essence of this vote is to enable shareholders to express their views on the Remuneration Policy.

The Remuneration Policy is disclosed in detail in the Remuneration Report included on pages 75 to 80 of the Integrated Report.

10. NON-BINDING ADVISORY VOTE 2

ENDORSEMENT OF THE REMUNERATION IMPLEMENTATION REPORT OF THE COMPANY

"RESOLVED THAT, in accordance with the principles of King IV, and through a non-binding advisory vote, the Company's Remuneration Implementation Report be and is hereby endorsed."

Reason for and effect of the non-binding advisory vote on the Remuneration Implementation Report

In terms of principle 14 of King IV (which remains applicable to the Company in respect of the financial year ended 31 December 2025) and paragraph 5.7(k) of the JSE Listings Requirements, the Company's Remuneration Implementation Report should be tabled at the AGM for a non-binding advisory vote. Accordingly, shareholders are requested to endorse the Company's Remuneration Implementation Report by way of a non-binding advisory vote. The essence of this vote is to enable shareholders to express their views on the Remuneration Implementation Report.

The Remuneration Implementation Report is disclosed in detail in the Remuneration Report included on pages 81 to 84 of the Integrated Report.

In the event that either the Remuneration Policy or the Remuneration Implementation Report or both are voted against by 25% or more of the voting rights exercised by shareholders, the Board is committed to actively engaging with shareholders in this regard in order to address all legitimate and reasonable objections and concerns.

11. SPECIAL RESOLUTION NUMBER 1 APPROVAL OF DIRECTORS' REMUNERATION FOR THEIR SERVICES AS DIRECTORS

1.1 "RESOLVED THAT, in accordance with section 66(9) of the Companies Act, fees to be paid by the Company to the non-executive directors for their services as directors be and are hereby approved, as follows:

For the period up to 31 March 2027	Chair R	Member R
Board	1 062 200	530 800
Audit and Risk Committee	328 700	219 200
Investment Committee	317 300	211 600
Remuneration Committee	310 400	205 700
Nomination Committee	156 150	113 400
Social and Ethics Committee	216 200	141 900

The above remuneration is exclusive of VAT."

1.2 "RESOLVED THAT, in accordance with section 66(9) of the Companies Act and in the event that the Company is required to form a special committee, fees to be paid by the Company to the non-executive directors constituting such committee be and are hereby approved, as follows:

For the period up to 31 March 2027	Per meeting R
Special Committee member (including Chairperson)	6 260

The above remuneration is exclusive of VAT."

Reason for and effect of special resolution number 1

To obtain shareholder approval by way of a special resolution in accordance with section 66(9) of the Companies Act for the payment by the Company of remuneration to each of the non-executive directors of the Company for services as non-executive directors for the period up to 31 March 2027 in the amounts set out under special resolution number 1.

12. SPECIAL RESOLUTION NUMBER 2 APPROVAL TO ISSUE SHARES IN TERMS OF SECTION 41(1) OF THE COMPANIES ACT

"RESOLVED THAT, in accordance with section 41(1) of the Companies Act, the directors of the Company be and are hereby authorised to issue shares in the capital of the Company to a director, future director, prescribed officer or future prescribed officer of the Company, or to a person related or inter-related to the Company, or to a person related or inter-related to a director or prescribed officer of the Company, or to any nominee of such person, pursuant to any equity raise by way of a bookbuild, private placement or offer, on the same terms as those upon which shares are issued to other investors in terms of such equity raise."

Reason for and effect of special resolution number 2

The reason for and effect of special resolution number 2 is to authorise the issue of shares in terms of an equity raise, including in terms of the general authority to issue shares for cash contemplated in ordinary resolution number 7 or a vendor consideration placement in terms of the JSE Listings Requirements and to the extent that such shares are issued to persons as contemplated in section 41(1) of the Companies Act.

13. ORDINARY RESOLUTION NUMBER 9 AUTHORITY FOR DIRECTORS OR THE COMPANY SECRETARY TO IMPLEMENT RESOLUTIONS

"RESOLVED THAT any director of the Company or the Company Secretary be and is hereby authorised to do all such things and sign all such documents as may be required to give effect to ordinary resolutions numbers 1 to 8 and special resolutions numbers 1 and 2."

Unless otherwise stated, in order for ordinary resolutions 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 and in order for special resolutions to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass such resolutions.

Important dates to note

Record date for receipt of notice purposes	Friday, 24 April 2026
Last day to trade in order to be eligible to vote	Monday, 15 June 2026
Record date for voting purposes ("voting record date")	Friday, 19 June 2026

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS continued

Statement in terms of section 62(3)(e) of the Companies Act

Shareholders holding certificated shares and shareholders holding shares in dematerialised form in "own name":

- may attend and vote at the AGM; alternatively;
- may appoint an individual as a proxy (who need not also be a shareholder of the Company) to attend, participate in and speak and vote in your place at the AGM by completing the attached form of proxy.

Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the AGM should the shareholder subsequently decide to do so.

For administrative purposes, forms of proxy should be submitted to the registered office of Resilient or to the office of the transfer secretaries by 13h00 on Tuesday, 23 June 2026. Alternatively, the form of proxy may be handed to the Chairperson of the AGM or the transfer secretaries at the AGM at any time prior to the commencement of the AGM or prior to voting on any resolution proposed at the AGM.

Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy. Please also note that the attached form of proxy must be delivered to the registered office of Resilient or to the office of the transfer secretaries or handed to the Chairperson of the AGM or the transfer secretaries, before your proxy may exercise any of your rights as a shareholder of the Company at the AGM.

Please note that any shareholder of the Company that is a company may authorise any person to act as its representative at the AGM.

Please also note that section 63(1) of the Companies Act requires that persons wishing to participate in the AGM (including the aforementioned representative) must provide satisfactory identification before they may so participate.

Notice to owners of dematerialised shares

Please note that if you are the owner of dematerialised shares held through a Central Securities Depository Participant ("CSDP") or broker (or their nominee) and are not registered as an "own name" dematerialised shareholder, then you are not a registered shareholder of the Company, but your CSDP or broker (or their nominee) would be.

Accordingly, in these circumstances, subject to the mandate between yourself and your CSDP or broker, as the case may be:

- Should you wish to attend the AGM, you must contact your CSDP or broker, and obtain the relevant letter of representation from it; alternatively
- If you are unable to attend the AGM but wish to be represented at the AGM, you must contact your CSDP or broker and furnish them with your voting instructions in respect of the AGM and/or request them to appoint a proxy. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, within the time period required by your CSDP or broker.

CSDPs, brokers or their nominees, as the case may be, recorded in the Company's sub-register as holders of dematerialised shares should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares, vote by either appointing a duly authorised representative to attend and vote at the AGM or by completing the attached form of proxy in accordance with the instructions thereon. For administrative purposes, forms of proxy should be submitted to the registered office of the Company or to the office of the transfer secretaries by 13h00 on Tuesday, 23 June 2026. Alternatively, the form of proxy may be handed to the Chairperson of the AGM or the transfer secretaries at the AGM at any time prior to the commencement of the AGM or prior to voting on a resolution.

QUORUM

The quorum requirements for a shareholders' meeting to begin or for a matter to be considered are as set out in sections 64(1) and 64(3) of the Companies Act and accordingly:

- at least three shareholders entitled to attend and vote and who are present in person or able to participate in the meeting by electronic communication, or represented by a proxy who is present in person or able to participate in the meeting by electronic communication, must be present;
- a shareholders' meeting may not begin until sufficient persons are present at the meeting to exercise, in aggregate, at least 25% (twenty-five percent) of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the meeting; and
- a matter to be decided at a shareholders' 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 in respect of that matter at the time the matter is called on the agenda.

The date on which shareholders must be recorded as such in the register maintained by the transfer secretaries, JSE Investor Services Proprietary Limited (5th Floor, One Exchange Square, Gwen Lane, Sandown, 2196) for the purposes of being entitled to attend, participate in and vote at the AGM is Friday, 19 June 2026.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS continued

VOTING AT THE AGM

In order to more effectively record the votes and give effect to the intentions of shareholders, voting on all resolutions will be conducted by way of a poll.

ELECTRONIC PARTICIPATION

Shareholders or their proxies may participate in the AGM by way of a telephone conference call. Shareholders or their proxies who wish to participate in the AGM via the teleconference facility will be required to advise the Company thereof by no later than 13h00 on Tuesday, 23 June 2026 by submitting, by email, to the Company Secretary at cosec@resilient.co.za, relevant contact details including an email address, cellular number and landline, as well as full details of the shareholder's title to the shares issued by the Company and proof of identity, in the form of copies of identity documents and share certificates (in the case of certificated shareholders), and (in the case of dematerialised shareholders) written confirmation from the shareholder's CSDP confirming the shareholder's title to the dematerialised shares. Upon receipt of the required information, the shareholder concerned will be provided with a secure code and instructions to access the electronic communication during the AGM.

Shareholders who wish to participate in the AGM by way of a telephone conference call must note that they will not be able to vote during the AGM. Such shareholders, should they wish to have their vote counted at the AGM, must, to the extent applicable, (i) complete the form of proxy; or (ii) contact their CSDP or broker, in both instances, as set out above.

Shareholders who intend to participate via electronic means are requested to submit their completed forms of proxy by 13h00 on Tuesday, 23 June 2026. Should any forms of proxy be submitted thereafter, the transfer secretaries shall reasonably endeavour to validate such requests prior to the commencement of the AGM.

Shareholders will be liable for their own network and data charges. Resilient will not be held accountable in the case of the loss of network connectivity or network failure due to insufficient airtime/internet connectivity/power outages/electronic participation channel malfunction which could prevent a shareholder from participating in the electronic AGM.

Shareholders are encouraged to submit any questions concerning the resolutions proposed as set out in this notice of AGM in advance of the AGM by emailing their questions to the Company Secretary at cosec@resilient.co.za, by no later than 13h00 on Tuesday, 23 June 2026. These questions will be addressed via the electronic participation channel at the AGM. The submission of questions in advance will, however, not preclude a shareholder from asking a question at the electronic AGM.

Resilient does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of a dematerialised shareholder to notify such shareholder of the AGM of shareholders or any business to be conducted thereat.

By order of the Board

Johannesburg
30 April 2026

Address of registered office

4th Floor, Rivonia Village, Rivonia Boulevard, Rivonia, 2191

Address of transfer secretaries

JSE Investor Services Proprietary Limited

5th Floor, One Exchange Square, Gwen Lane, Sandown, 2196 (PO Box 4844, Johannesburg, 2000)

FORM OF PROXY



Resilient REIT Limited

(Incorporated in the Republic of South Africa)
 (Registration number: 2002/016851/06)
 JSE share code: RES | ISIN: ZAE000209557
 Bond company code: BIRPIF
 LEI: 378900F37FF47D486C58
 (Approved as a REIT by the JSE)
 ("Resilient" or "the Company")

For use by the holders of the Company's certificated shares ("certificated shareholders") and/or dematerialised shares held through a Central Securities Depository Participant ("CSDP") or brokers who have selected "own name" registration ("own name dematerialised shareholders"), at the annual general meeting ("AGM") of shareholders of the Company to be held at the Company's registered office, 4th Floor, Rivonia Village, Rivonia Boulevard, Rivonia, 2191 on Thursday, 25 June 2026 at 13h00, or at any adjournment thereof if required. Additional forms of proxy are available from the Company's registered office.

Not for use by dematerialised shareholders who have not selected "own name" registration. Such shareholders must contact their CSDP or broker timeously if they wish to attend and vote at the AGM and request that they be issued with the necessary letter of representation to do so, or provide the CSDP or broker timeously with their voting instructions should they not wish to attend the AGM in order for the CSDP or broker to vote in accordance with their instructions at the AGM.

I/We (name/s in block letters)

of

being the holders of _____ shares in the capital of the Company do hereby appoint:

1 _____ or failing him/her,

2 _____ or failing him/her

3 the Chairperson of the AGM,
 as my/our proxy to act for me/us on my/our behalf at the AGM or any adjournment thereof, which will be held for the purposes of considering and, if deemed fit, passing, with or without modification, the non-binding votes, ordinary and special resolutions to be proposed thereat as detailed in the notice of AGM, and to vote for and/or against such resolutions and/or to abstain from voting for and/or against the resolutions in respect of the shares registered in my/our name in accordance with the following instructions:

	For	Against	Abstain
Ordinary resolution number 1.1 (appointment of Terence Nombembe as a director)			
Ordinary resolution number 1.2 (appointment of Mary Bomela as a director)			
Ordinary resolution number 2.1 (re-election of Monica Muller as a director)			
Ordinary resolution number 2.2 (re-election of Thando Sishuba as a director)			
Ordinary resolution 3 (re-election of Barry van Wyk as a director)			
Ordinary resolution number 4.1 (election of Terence Nombembe as a member of the Audit and Risk Committee)			
Ordinary resolution number 4.2 (election of Mary Bomela as a member of the Audit and Risk Committee)			
Ordinary resolution number 4.3 (re-election of Stuart Bird as a member of the Audit and Risk Committee)			
Ordinary resolution number 4.4 (re-election of Des Gordon as a member of the Audit and Risk Committee)			
Ordinary resolution number 5.1 (election of Des Gordon as a member of the Social and Ethics Committee)			
Ordinary resolution number 5.2 (election of Johann Kriek as a member of the Social and Ethics Committee)			
Ordinary resolution number 5.3 (election of Thando Sishuba as a member of the Social and Ethics Committee)			
Ordinary resolution number 5.4 (election of Barry van Wyk as a member of the Social and Ethics Committee)			
Ordinary resolution number 6 (appointment of the auditor)			
Ordinary resolution number 7 (general authority to issue shares for cash)			
Ordinary resolution number 8 (approval of the repurchase of shares)			
Non-binding advisory vote 1 (endorsement of the Remuneration Policy)			
Non-binding advisory vote 2 (endorsement of the Remuneration Implementation Report)			
Special resolution number 1.1 (authorising non-executive directors' fees)			
Special resolution number 1.2 (authorising non-executive directors' fees for Special Committee meetings)			
Special resolution number 2 (approval to issue shares in terms of section 41(1) of the Companies Act)			
Ordinary resolution number 9 (authority for directors or the Company Secretary to implement resolutions)			

Signed at _____ on _____ 2026

Signature _____

Assisted by (where applicable) _____

Indicate instructions to the proxy in the spaces provided above. Unless otherwise instructed, my proxy may vote as he/she thinks fit.

Please read the notes on the reverse side hereof.

NOTES TO THE FORM OF PROXY

1. Only shareholders who are registered in the register of the Company under their “own name” on the record date for voting purposes, being Friday, 19 June 2026, may complete a form of proxy or attend the AGM. This includes certificated shareholders or “own name” dematerialised shareholders. A proxy need not be a shareholder of the Company.
2. Certificated shareholders wishing to attend the AGM have to ensure beforehand with the transfer secretaries, JSE Investor Services Proprietary Limited, that their shares are registered in their “own name”.
3. Beneficial shareholders whose shares are not registered in their “own name”, but in the name of another, for example, a nominee, may not complete a form of proxy, unless a form of proxy is issued to them by a registered shareholder and they should contact the registered shareholder for assistance in issuing instructions on voting their shares, or obtaining a proxy to attend, speak and vote at the AGM.
4. Dematerialised shareholders who have not elected “own name” registration in the register of the Company through a CSDP and who wish to attend the AGM must instruct the CSDP or broker to provide them with the necessary letter of representation to attend.
5. Dematerialised shareholders who have not elected “own name” registration in the register of the Company through a CSDP and who are unable to attend, but wish to vote at the AGM, must timeously provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between that shareholder and the CSDP or broker.
6. A shareholder may insert the name of a proxy or the names of two or more alternative proxies of the shareholder’s choice in the space, with or without deleting “the Chairperson of the AGM”. The person whose name stands first on the 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.
7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed, should such shareholder wish to do so. In addition to the foregoing, a shareholder may revoke the proxy appointment by:
 - 7.1. cancelling it in writing, or making a later inconsistent appointment of a proxy; and
 - 7.2. delivering a copy of the revocation instrument to the proxy and to the Company.
8. 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 the date:
 - 8.1. stated in the revocation instrument, if any; or
 - 8.2. upon which the revocation instrument is delivered to the proxy and the Company as required in section 58(4)(c)(ii) of the Companies Act.
9. Should the instrument appointing a proxy or proxies have been delivered to the transfer secretaries, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Memorandum of Incorporation of the Company to be delivered by the Company to the shareholder must be delivered to:
 - 9.1. the shareholder; or
 - 9.2. the proxy or proxies if the shareholder has in writing directed the Company to do so and has paid any reasonable fee charged by the Company for doing so.
10. A proxy is entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction, except to the extent that the Memorandum of Incorporation or the instrument appointing the proxy provides otherwise.
11. If the Company issues an invitation to shareholders to appoint one or more persons named by the Company as a proxy, or supplies a form of instrument appointing a proxy:
 - 11.1. such invitation must be sent to every shareholder who is entitled to receive notice of the meeting at which the proxy is intended to be exercised;
 - 11.2. the Company must not require that the proxy appointment be made irrevocable; and
 - 11.3. the proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Companies Act.
12. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies. A deletion of any printed matter and the completion of any blank space/s need not be signed or initialled.
13. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the transfer secretaries or waived by the Chairperson of the AGM.
14. A minor must be assisted by his/her parent/guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
15. A company holding shares in the Company that wishes to attend and participate at the AGM should ensure that a resolution authorising a representative to act is passed by its directors. Resolutions authorising representatives in terms of section 57(5) of the Companies Act must be lodged with the transfer secretaries prior to the AGM.
16. Where there are joint holders of shares, any one of such persons may vote at any meeting in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders wishes to be present or represented at the AGM, that one of the said persons whose name appears first in the register or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.

NOTES TO THE FORM OF PROXY continued

17. The Chairperson of the AGM may reject or accept any proxy which is completed and/or received other than in accordance with the instructions, provided that he shall not accept a proxy unless he is satisfied as to the manner in which a shareholder wishes to vote.
18. A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person.
19. A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of shares to be voted on behalf of that shareholder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the Chairperson of the AGM, if the Chairperson is the authorised proxy, to vote in favour of the resolutions at the AGM or other proxy to vote or to abstain from voting at the AGM as he/she deems fit, in respect of the shares concerned. A shareholder or the proxy is not obliged to use all of the votes exercisable by the shareholder or the proxy, but the total of votes cast in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.
20. Forms of proxy are requested to be delivered to the transfer secretaries, JSE Investor Services Proprietary Limited at 5th Floor, One Exchange Square, Gwen Lane, Sandown, 2196, or posted to PO Box 4844, Johannesburg, 2000, or emailed to meetfax@jseinvestorservices.co.za, so as to arrive no later than 13h00 on Tuesday, 23 June 2026. Forms of proxy not lodged with the transfer secretaries in time may be handed to the Chairperson of the AGM immediately before the commencement of the AGM or prior to voting on a resolution. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend, speak and vote in person at the AGM should the shareholder decide to do so.
21. This form of proxy may be used at any adjournment or postponement of the AGM, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
22. The foregoing notes include a summary of the relevant provisions of section 58 of the Companies Act, as required in terms of that section.

Forms of proxy must be lodged at, posted or emailed to the transfer secretaries, JSE Investor Services Proprietary Limited:

Hand deliveries to

JSE Investor Services Proprietary Limited
5th Floor, One Exchange Square,
Gwen Lane, Sandown, 2196

Postal deliveries to

JSE Investor Services Proprietary Limited
PO Box 4844
Johannesburg, 2000

Email

meetfax@jseinvestorservices.co.za

CORPORATE INFORMATION

COMPANY DETAILS

Resilient REIT Limited

Incorporated in the Republic of South Africa
Registration number: 2002/016851/06
JSE share code: RES
ISIN: ZAE000209557
Bond company code: BIRPIF
LEI: 378900F37FF47D486C58
(Approved as a REIT by the JSE)
("Resilient" or "the Company" or "the Group")

DIRECTORS

Alan Olivier (*Chairperson*)
Stuart Bird
Des de Beer**
Mary Bomela
Des Gordon
Johann Kriek*
Sarita Martin
Monica Muller*
Terence Nombembe
Protas Phil
Thando Sishuba
Barry Stuhler**
Barry van Wyk

* *Executive director*

** *Non-independent non-executive director*

COMPANY SECRETARY

Joel Naidoo CA(SA)

MCP Managerial Services Proprietary Limited
Email: cosec@resilient.co.za

REGISTERED ADDRESS

4th Floor, Rivonia Village, Rivonia Boulevard
Rivonia, 2191
PO Box 2555, Rivonia, 2128
Tel: +27 (0) 11 612 6800
Email: info@resilient.co.za

TRANSFER SECRETARIES

JSE Investor Services Proprietary Limited

5th Floor, One Exchange Square
Gwen Lane
Sandown, 2196

SPONSOR

Java Capital Trustees and Sponsors

Proprietary Limited

6th Floor, 1 Park Lane, Wierda Valley
Sandton, 2196

DEBT SPONSOR

Nedbank Limited

(acting through its Corporate and Investment
Banking division)
3rd Floor, Corporate Place
135 Rivonia Road, Sandton, 2196

www.resilient.co.za

SHAREHOLDERS' DIARY

Financial year-end	Wednesday	31 December 2025
Publication of audited results: SENS Press	Thursday	12 March 2026
	Friday	13 March 2026
Last day to trade shares inclusive of dividend (<i>cum dividend</i>)	Tuesday	7 April 2026
Shares trade ex dividend from	Wednesday	8 April 2026
Last day to update share register for dividend (record date)	Friday	10 April 2026
Dividend payment	Monday	13 April 2026
Integrated Report and notice of annual general meeting posted on	Thursday	30 April 2026
Annual general meeting (13h00)	Thursday	25 June 2026



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