
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 5 of this Circular apply, *mutatis mutandis*, to this cover page.

ACTION REQUIRED BY SHAREHOLDERS:

This entire Circular is important and should be read with particular attention to the section entitled “**Action required by Shareholders**”, which commences on page 2.

If you are in any doubt as to what action to take, you should consult your broker, CSDP, banker, accountant, attorney or other professional advisor immediately.

If you have disposed of all your Shares, please forward this Circular and the attached Form of Written Consent (**yellow**) to the purchaser to whom, or the broker, CSDP or other agent through whom, the disposal was effected.

DISCLAIMER

The Company does not accept any responsibility and will not be held liable for any failure on the part of a CSDP or broker of a Dematerialised Shareholder to notify such Shareholder of the information set out in this Circular.

momentum
▲ METROPOLITAN
MOMENTUM METROPOLITAN
HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)
(Registration number: 2000/031756/06)
Share code: MTM (JSE & A2X) & MMT (NSX)
ISIN: ZAE000269890
(the “Company”)

CIRCULAR TO SHAREHOLDERS

Relating to:

- approval of the proposed Change of Name of the Company from “Momentum Metropolitan Holdings Limited” to **Momentum Group Limited**; and
- amendments to the Company’s memorandum of incorporation;

and incorporating:

- The proposed Shareholder Resolutions (**Annexure A**); and
 - Form of Written Consent (**yellow**) (**Annexure B**); and
 - Form of surrender (for use by Holders of Certificated Shares only) (**Annexure C**).
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BANK OF AMERICA 

JSESponsor

 **SIMONIS
STORM**
Namibian Sponsor

Date of issue: 24 May 2024

Copies of this Circular are available in English only and may, from **Friday, 24 May 2024 to Monday, 1 July 2024** (both days inclusive), be obtained during normal business hours from the registered address of the Company and the offices of our JSE sponsor Merrill Lynch South Africa (Pty) Ltd at their respective addresses set out in the “*Corporate Information*” section of this Circular. A copy of this Circular will also be available on the Company’s website (www.momentummetropolitan.co.za) from Friday, 24 May 2024.

CORPORATE INFORMATION

Directors

Paul Cambo Baloyi - *Chairperson*[#]
Jeanette Christina Marais (Cilliers) - *Group CEO*
Risto Sakari Ketola – *Group FD*
Dumo Mhlotyana Mbethe - *Executive Director*
Peter Cooper[#]
Linda de Beer[#]
Nigel John Dunkley[#]
Thanaseelan Gobalsamy[#]
Stephen Craig Jurisich[#]
Ann Frances Leautier[#]
Paballo Joel Makosholo*
Phillip Matlakala[#]
Hilgard Pieter Meyer*
David James Park[#]
Tyrone Devrajh Soondarjee[#]

**Non-executive*

[#]*Independent*

Group Company Secretary

Gcobisa Tyusha
268 West Avenue
Centurion
0157

Registered Office

268 West Avenue
Centurion
0157

Place of incorporation: South Africa

Date of incorporation: 21 December 2000

Auditor

Ernst & Young Incorporated
102 Rivonia Road
Sandton
(Private Bag X14, Sandton, 2146)

Transfer secretaries

South Africa:

JSE Investor Services (Pty) Ltd
One Exchange Square
2 Gwen Lane
Sandown, 2196
(PO Box 4844, Johannesburg, 2000)

Namibia:

Transfer Secretaries (Pty) Ltd
4 Robert Mugabe Avenue
Windhoek, Namibia
(PO Box 2401, Windhoek, Namibia)

Sponsors

South Africa:

Merrill Lynch South Africa (Pty) Ltd t/a BofA Securities
(Registration number 1995/001805/07)
The Place, 1 Sandton Drive
Sandhurst, 2196
Johannesburg, South Africa
(PO Box 651987, Benmore, 2010, South Africa)

and

Namibia:

Simonis Storm Securities (Pty) Ltd
4 Koch Street
Klein Windhoek
Namibia

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ACTION REQUIRED BY SHAREHOLDERS

The definitions and interpretations commencing on page 5 of this Circular apply, *mutatis mutandis*, to this section headed "Action required by Shareholders".

1. CERTIFICATED SHAREHOLDERS AND DEMATERIALISED OWN-NAME REGISTERED SHAREHOLDERS

- 1.1 Certificated Shareholders and Dematerialised own-name registered Shareholders may indicate, by the insertion of the relevant number of votes exercisable by that Shareholder in the appropriate box provided on the Form of Written Consent (**yellow**) attached as **Annexure B** to this Circular, how they wish to cast their votes in relation to the proposed Shareholder Resolutions.
- 1.2 Please consider the proposed Shareholder Resolutions and vote on them within 20 business days, being the notice period from Friday, 24 May 2024 and by no later than 12:00 (**12 noon**) on Monday, 1 July 2024. Please return a copy of the completed and signed Form of Written Consent (**yellow**) to JSE Investor Services Pty Ltd (the Transfer Secretaries of the Company) for the latter to receive your Form of Written Consent by no later than 12:00 (**12 noon**) on Monday, 1 July 2024, at any one of the following addresses:

By hand:
JSE Investor Services (Pty) Ltd
One Exchange Square
2 Gwen Lane
Sandown
2196

By email:
meetfax@jseinvestorservices.co.za

2. DEMATERIALISED SHAREHOLDERS WITHOUT OWN-NAME REGISTRATION

Dematerialised Shareholders without own-name registration must **not** return the Form of Written Consent (**yellow**) attached as **Annexure B** to this Circular to the Transfer Secretaries, but should advise their CSDP or broker as to what action they wish to take in terms of the agreement entered into between them and their CSDP or broker and furnish their CSDP or broker with their instruction for voting in respect of the proposed Shareholder Resolutions.

3. IF YOU HAVE DISPOSED OF YOUR SHARES

If you have disposed of your Shares, please forward this Circular to the purchaser of such Shares or to the broker or agent through whom the disposal was effected.

4. SUBMISSION OF FORM OF WRITTEN CONSENT

The Company will deliver this Circular to Shareholders describing the voting process in terms of section 60(4) of the Companies Act. As such, no meeting will be held in this regard. The deadline-date for submitting the signed Form of Written Consent to JSE Investor Services (Pty) Ltd or for advising your CSDP or broker of your instruction for voting in respect of the proposed Shareholder Resolutions remains 12:00 (**12 noon**) on Monday, 1 July 2024. An announcement publishing the voting results in respect of the Change of Name will be released on SENS as per the timetable on page 4 of this Circular.

ACTION REQUIRED BY SHAREHOLDERS

5. SURRENDER OF SHARES

If you hold Certificated Shares, you must complete the attached form of surrender and submit it to the JSE Investor Services (Pty) Ltd together with your Documents of Title in order to receive replacement share certificates. Replacement share certificates will be issued on or about Monday, 22 July 2024 in respect of forms of surrender received together with Documents of Title by 12h00 (**12 noon**) on Friday, 15 July 2024 and thereafter within 5 Business Days of receipt of such forms of surrender received together with Documents of Title. If you hold Dematerialised Shares, you do not need to take any further action because your CSDP or broker will arrange for your account to be updated with the replacement ordinary shares.

Note:

If you are in any doubt as to the action you should take, please consult your CSDP, broker, banker, legal advisor, accountant or other professional advisor immediately. The Company 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 action required by Shareholders.

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 5 of this Circular apply, *mutatis mutandis*, to this section headed “*Salient dates and times*”.

2024

Record date to determine which Shareholders are eligible to receive this Circular	Friday, 17 May
Circular distributed to Shareholders	Friday, 24 May
Announcement on SENS regarding the posting of the Circular	Friday, 24 May
Deemed date of receipt of Circular	Friday, 31 May
Voting period opens	Friday, 31 May
Voting period closes	Monday, 1 July
Deadline for the exercise of voting rights by Shareholders in respect of the Shareholder Resolutions by 12:00 (12 noon) on	Monday, 1 July
Results of the voting to be released on SENS and the Company’s website	Monday, 1 July or the Business Day on which the proposed Shareholder Resolutions are adopted (if earlier)
Change of Name special resolution lodged with CIPC for registration	Monday, 1 July
Expected date of CIPC registration of Change of Name special resolution	Monday, 8 July
Expected release on SENS of the finalisation announcement in respect of the Change of Name, by 11:00	Tuesday, 9 July
Expected last day to trade prior to the Change of Name	Tuesday, 16 July
Expected termination date for trading under the name of “Momentum Metropolitan Holdings Limited” and commencement of trading under the new name “Momentum Group Limited”, under share JSE and A2X code “MTM” or NSX code “MMT”, abbreviated name “MOMENTUM” and ISIN ZAE000269890 from the commencement of trade	Wednesday, 17 July
Expected record date for the Change of Name	Friday, 19 July
Expected date that the accounts of Dematerialised Shareholders with their CSDPs or brokers will be updated with the new name	Monday, 22 July
Expected date that new share certificates will be issued to Certificated Shareholders, posted by registered post, at their risk	Monday, 22 July

Notes:

1. The above dates and times are subject to change as they are subject to the filing of the relevant Special Resolution with the CIPC. Shareholders will be notified of any material changes, which will be released on SENS.
2. All times quoted in this Circular are local times in South Africa.
3. Shareholders may not dematerialise or rematerialise their Shares after the last day to trade in Momentum Metropolitan Holdings Limited.
4. Shareholders may not transfer shares between share registers between Wednesday, 17 July 2024 and Friday, 19 July 2024 (both days inclusive).
5. Shareholders are reminded that shares in companies listed on the JSE can no longer be bought or sold on the JSE unless they have been dematerialised onto the Strate system. It is therefore suggested that Certificated Shareholders should consider dematerialising their Shares and replacing them with electronic records of ownership. In this regard, Shareholders may contact either their own broker or a preferred CSDP, details of which are available from Strate at queries@strate.co.za or telephone +27 11 759 5300.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless otherwise stated or the context otherwise indicates, a word or an expression which denotes any gender includes the other genders, a natural person includes a juristic person and *vice versa*, the singular includes the plural and *vice versa* and the following words and expressions bear the meanings assigned to them below:

"Board" or "Directors"	The board of directors of the Company, whose names are set out in the " <i>Corporate Information</i> " section of this Circular.
"Broker"	Any person registered as a "broking member (equities)" in accordance with the provisions of the Financial Markets Act.
"Business Day"	Any day other than a Saturday, Sunday or public holiday in South Africa.
"Certificated Shareholders"	Shareholders who own Certificated Shares.
"Certificated Shares"	Shares which have not been Dematerialised, title to which is represented by a share certificate or other Document of Title.
"Change of Name"	The proposed Change of Name of the Company to "Momentum Group Limited" as further set out in paragraph 2.
"CIPC"	The Companies and Intellectual Property Commission, established in terms of section 185 of the Companies Act.
"Circular"	This Circular to Shareholders, dated Friday, 24 May 2024, together with any annexures hereto, including the Form of Written Consent (yellow) and Form of Surrender, proposing the Change of Name.
"Companies Act"	The Companies Act, No. 71 of 2008, as amended from time to time.
"Company"	Momentum Metropolitan Holdings Limited (registration number 2000/031756/06), a public company incorporated under the laws of South Africa which is listed on the JSE main board.
"Group Company Secretary"	The Group Company Secretary of the Company, as reflected in the "Corporate Information" section of this Circular.
"CSDP"	A Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act, with whom a Shareholder holds a Dematerialised share account.
"Dematerialise" or "Dematerialised" or "Dematerialisation"	The process by which Certificated Shares are converted into an electronic format as Dematerialised Shares and recorded in the Company's uncertificated securities register administered by a CSDP.
"Dematerialised Shares"	Shares which have been incorporated into the Strate system and which are no longer evidenced by certificates or other physical Documents of Title.
"Dematerialised Shareholders"	Shareholders who hold Dematerialised Shares.
"Documents of Title"	Share certificates, certified transfer deeds, balance receipts or any other Documents of Title to Certificated Shares acceptable to the Company.
"Financial Markets Act"	The Financial Markets Act, No. 19 of 2012, as amended or replaced from time to time.
"Form of Surrender"	The written surrender form attached to this Circular as Annexure C.
"Form of Written Consent"	The written consent form attached to this Circular as Annexure B.
"JSE"	The exchange licensed under the Financial Markets Act, operated by the JSE Limited (registration number 2005/022939/06), a public company incorporated under the laws of South Africa and licensed as an exchange under the Financial Markets Act.
"JSE Listings Requirements"	The Listings Requirements of the JSE, as amended from time to time.
"Major Subsidiary"	A Subsidiary that represents 25% or more of the total assets or revenue of the consolidated group based on the latest published interim or year-end financial results.

“Merrill Lynch” or “JSE Sponsor”	Merrill Lynch South Africa (Pty) Ltd (registration number 1995/001805/07), a private company incorporated under the laws of South Africa, particulars of which appear in the “ <i>Corporate Information</i> ” section of this Circular.
“MOI”	The memorandum of incorporation of the Company.
“NSX”	Namibian Stock Exchange.
“Own-name registration”	Dematerialised Shareholders who have registered their shares in their own-name with a CSDP in terms of the Financial Markets Act.
“Register”	The register of Certificated Shareholders maintained by the Transfer Secretaries on behalf of the Company and the sub-register of Dematerialised Shareholders maintained by the relevant CSDPs in terms of the Companies Act.
“SENS”	The Stock Exchange News Service of the JSE.
“Shareholders”	Registered holders of Shares.
“Shareholder Resolutions”	The shareholder resolutions set out in Annexure A to this Circular.
“Shares”	Ordinary par value shares in the Company.
“Simonis” or “NSX Sponsor”	Simonis Storm Securities (Proprietary) Limited (Member of the Namibian Stock Exchange) (Registration number 96/421) a private company incorporated under the laws of the Republic of Namibia, the particulars of which appear in the “ <i>Corporate Information</i> ” section of this Circular.
“Strate”	Strate Proprietary Limited (registration number 1998/022242/07), a private company incorporated under the laws of South Africa, a central securities depository licensed in terms of the Financial Markets Act and responsible for the electronic clearing and settlement system provided to the JSE.
“Subsidiary”	A “Subsidiary” as defined in the Companies Act, but also includes an entity incorporated outside South Africa which would, if incorporated in South Africa, be a “subsidiary” as defined in the Companies Act.
“Transfer Secretaries” or “JSE Investor Services”	JSE Investor Services (Pty) Ltd (registration number 2000/007239/07), a private company incorporated under the laws of South Africa, the particulars of which appear in the “ <i>Corporate Information</i> ” section of this Circular.

momentum
▲ METROPOLITAN

**MOMENTUM METROPOLITAN
HOLDINGS LIMITED**

(Incorporated in the Republic of South Africa)
(Registration number: 2000/031756/06)
Share code: MTM (JSE & A2X) & MMT (NSX)
ISIN: ZAE000269890
(the “Company”)

CIRCULAR TO SHAREHOLDERS

1. PURPOSE OF AND REASON FOR THE CIRCULAR

- 1.1 Whilst continuing to hold its two brand names (i.e. Momentum and Metropolitan), the Momentum Metropolitan Group has deemed it necessary to simplify its holding company name.
- 1.2 Accordingly, shareholders are advised that the Board proposes the following Change of Name, subject to shareholder approval:

	Current Name	Proposed Name Change
Full name:	Momentum Metropolitan Holdings Limited	Momentum Group Limited
Short name:	MomMet	Momentum
JSE Share Code	MTM	MTM
NSX share code	MMT	MMT
ISIN	ZAE000269890	ZAE000269890

The Company will remain listed in the “Life Assurance” sector of the Main Board of the JSE with a secondary listing on the A2X and NSX. The Company will retain its historical financial and trading reference data.

The purpose of this Circular is to furnish Shareholders with all the relevant information relating to the Change of Name in accordance with the Companies Act and the JSE Listings Requirements so as to enable Shareholders to make an informed decision in respect of the Shareholder Resolutions and for them to consider and, if deemed fit, approve, with or without amendment, the Shareholder Resolutions to effect the Change of Name.

2. CHANGE OF NAME

- 2.1 The name “Momentum Group Limited” has been reserved with the CIPC under tracking number **60001578955** and has been reviewed by the JSE, subject to the requisite shareholder approval being obtained.
- 2.2 In terms of section 16.30 of the JSE Listings Requirements, in the event that the Change of Name is duly approved and implemented, the former name of the Company, being “Momentum Metropolitan Holdings Limited”, will be reflected in brackets under the new name of the Company on any Company announcements and any replacement share certificates issued, if applicable, in respect of the Company’s shares for a period of one year.
- 2.3 Should the Change of Name be approved and implemented:
 - 2.3.1 the accounts of Dematerialised Shareholders at their CSDPs or brokers will be updated to reflect the new name of the Company; and
 - 2.3.2 new share certificates will be posted, by registered post, to Certificated Shareholders at their risk.

3. AMENDMENTS TO THE MOI

The Change of Name will require amendments to the MOI. These amendments marked-up for ease of reference on the copy of the MOI which will lie for inspection at the Company’s registered office and is outlined in special resolution number 1.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names are given in the “*Corporate Information*” section of this Circular, collectively and individually, accept full responsibility for the accuracy of the information given in this Circular relating to the Company 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 this Circular contains all information required by law and the JSE Listings Requirements.

5. CONSENTS

The JSE Sponsor and NSX Sponsor have provided their written consents to act in the capacity stated in this Circular, and to their names being included in this Circular and have not withdrawn their consent prior to the issue of this Circular.

6. OPINION AND RECOMMENDATION

The Board is of the opinion that the Change of Name is in the best interests of the Shareholders and should be supported and unanimously recommends that the Shareholders vote in favour of the Shareholder Resolutions. Each of the Directors who holds Shares and is permitted to vote intends to vote his/her Shares in favour of the Shareholder Resolutions as set out in **Annexure A**.

7. APPROVAL OF THE SHAREHOLDER RESOLUTIONS IN TERMS OF SECTION 60 OF THE COMPANIES ACT

7.1 Section 65(2) of the Companies Act provides that the board of directors of a company may propose any resolution to be considered by shareholders, and may determine whether that resolution will be considered at a meeting or by vote or written consent in terms of section 60 of the Companies Act. The Board has resolved that the Shareholder Resolutions be considered by Shareholders by written consent in terms of section 60 of the Companies Act.

7.2 In this regard:

7.2.1 section 60(1) of the Companies Act provides that a resolution that could be voted on at a shareholders meeting may instead be submitted for consideration to the shareholders entitled to exercise voting rights in relation to the resolution, and be voted on in writing by shareholders entitled to exercise voting rights in relation to the resolution, within 20 Business Days after the resolution was submitted to them; and

7.2.2 section 60(2) of the Companies Act further provides that such a resolution will have been adopted if it is supported by persons entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or special resolution, as the case may be, at a properly constituted shareholders meeting, and if adopted, has the same effect as if it had been approved by voting at a meeting.

Shareholders are referred to the “*Action Required by Shareholders*” section of this Circular which contains information as to the action they need to take regarding the Shareholder Resolutions.

8. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection by Shareholders during normal business hours at the Company's registered office and at the offices of the Company's sponsor, Merrill Lynch, the details of which appear in the “*Corporate Information*” section of this Circular, from the date of issue of this Circular, until Monday, 1 July 2024 (both days inclusive):

- 8.1 the MOI of the Company;
- 8.2 the written consents referred to in paragraph 5; and
- 8.3 a copy of this Circular, including all annexures hereto.

SIGNED AT CENTURION ON FRIDAY, 24 MAY 2024 ON BEHALF OF ALL THE DIRECTORS



J C Marais (Cilliers)
Group Chief Executive Officer



**MOMENTUM METROPOLITAN
HOLDINGS LIMITED**

(Incorporated in the Republic of South Africa)
(Registration number: 2000/031756/06)
Share code: MTM (JSE & A2X) & MMT (NSX)
ISIN: ZAE000269890
(the "Company")

**SHAREHOLDER RESOLUTIONS TO BE ADOPTED IN TERMS OF SECTION 60 OF
THE COMPANIES ACT**

Notes:

- *The definitions and interpretations commencing on page 5 of the Circular to which this Annexure A is attached ("Circular") apply, mutatis mutandis, to the resolutions set out below.*
- *Section 60(1) of the Companies Act provides that a resolution that could be voted on at a shareholders meeting may instead be submitted for consideration to the shareholders and be voted on in writing by shareholders entitled to exercise voting rights in relation to the resolution, within 20 Business Days after the resolution was submitted to them.*
- *The Shareholder Resolutions shall be adopted as soon as the voting rights exercised thereon equal the percentage of voting rights required to pass such resolutions (as detailed in each resolution below), despite the abovementioned 20 Business Day period not having lapsed.*

1. SPECIAL RESOLUTION NUMBER 1 – CHANGE OF NAME

RESOLVED AS A SPECIAL RESOLUTION, that, subject to Special Resolution Number 2 being passed and becoming effective, the Company's name be and is hereby changed as follows:

	Current Name	Proposed Name Change
Full name:	Momentum Metropolitan Holdings Limited	Momentum Group Limited
Short name:	MomMet	Momentum
JSE Share Code	MTM	MTM
NSX share code	MMT	MMT
ISIN	ZAE000269890	ZAE000269890

2. SPECIAL RESOLUTION NUMBER 2 – AMENDMENT TO THE COMPANY'S MEMORANDUM OF INCORPORATION

RESOLVED AS A SPECIAL RESOLUTION, that, subject to Special Resolution Number 1 being passed and becoming effective:

- 2.1 the cover page of the Company's memorandum of incorporation ("MOI") be and is hereby amended by the deletion of the words "Metropolitan Holdings" appearing thereon and the substitution therefor of the word "Group";
- 2.2 the definition of "Company" in clause 1.2.3 of the Company's MOI be and is hereby amended by the deletion of the words "Metropolitan Holdings" and the substitution therefor of the word "Group"; and
- 2.3 the definition of "Company" in clause 1.1.6 of the Company's MOI (Schedule C) be and is hereby amended by the deletion of the words "Metropolitan Holdings" and the substitution therefor of the word "Group".

The reason for and the effect of Special Resolutions Numbers 1 and 2 is to change the name of the Company in the manner contemplated in those resolution and to effect the consequential amendments to the Company's MOI to give effect thereto. For each of Special Resolution Number 1 and 2 to be approved, it must be supported by at least 75% of the voting rights exercised on such resolution by Shareholders.

3. **ORDINARY RESOLUTION NUMBER 1 – AUTHORITY**

RESOLVED AS AN ORDINARY RESOLUTION that any one of the Directors or the Group Company Secretary of the Company, be and is hereby authorised, on behalf of the Company, to do or cause to be done all such things and to sign all such documents, file all such documents with any applicable regulatory body (including the JSE and the CIPC) and procure the doing of all such things necessary or desirable to give effect to Special Resolution Number 1, and the Board be authorised to delegate its powers (to the extent required) to give effect to all of the above resolutions, and any acts duly done in this regard are hereby confirmed and ratified to the fullest extent permitted by law.

Reason and effect of Ordinary Resolution Number 1

The reason for this resolution is to authorise any director of the Company or the Group Company Secretary of the Company to take all actions necessary or desirable and sign all documents required to give effect to Special Resolution Number 1 adopted above.

The effect of this resolution is to authorise any Director or the Group Company Secretary of the Company to take all actions necessary or desirable and sign all documents required to give effect to Special Resolution Number 1 adopted above.

Voting requirements

The percentage of voting rights required for the adoption of this resolution is more than 50% of the voting rights exercised on this resolution.



**MOMENTUM METROPOLITAN
HOLDINGS LIMITED**

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(Registration number: 2000/031756/06)
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ISIN: ZAE000269890
(the "Company")

FORM OF WRITTEN CONSENT IN TERMS OF SECTION 60 OF THE COMPANIES ACT

The definitions and interpretations commencing on page 5 of the Circular to which this Annexure B is attached ("Circular") apply, mutatis mutandis, to the Form of Written Consent contained herein.

FOR USE BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED OWN-NAME SHAREHOLDERS ONLY

Certificated Shareholders and Dematerialised Own-name Shareholders may complete this form with their instructions for voting in respect of the proposed Shareholder Resolutions and furnish it to their CSDP or broker. In the event that this form is not completed and furnished by the cut-off time, to the relevant CSDP or broker, as the case may be, by Certificated Shareholders and Dematerialised Own-name Shareholders, their votes will not be taken into consideration in respect of the proposed Shareholder Resolutions.

Note:

Shareholders who hold Dematerialised Shares, but not in their own name, must NOT lodge this Form of Written Consent, but instead must furnish their respective CSDP or broker with their instructions for voting in respect of the proposed Shareholder Resolutions. Unless such Shareholders advise their respective CSDP or broker, as the case may be, by the cut-off time stipulated in terms of their agreement with their CSDP or broker, that they wish to give or withhold consent or abstain in respect of the proposed Shareholder Resolutions, the CSDP or broker will assume that such Shareholders do not wish to vote on the proposed Shareholder Resolutions.

I/We (print complete names) _____

of (address) _____

being the holder(s) of Shares, hereby vote as follows:

	For*	Against*	Abstain*
Special Resolution Number 1: Change of Name			
Special Resolution Number 2: Amendment to the Company's Memorandum of Incorporation			
Ordinary Resolution Number 1: Authority			

*One vote per Share held by Shareholders. Shareholders must insert the relevant number of votes they wish to vote in the appropriate box provided, or "X" should they wish to vote all Shares held by them.

Signed at: _____ on _____ 2024

Signature _____

Capacity of signatory (where applicable): _____

Note: Authority of signatory to be attached _____

Email address: _____

Telephone number: _____

Cellphone number: _____

Assisted by me (where applicable) _____

Full name: _____

Capacity: _____

Signature: _____

Notes:

1. A person signing this Form of Written Consent in a representative capacity must attach the documentary evidence establishing such authority to this Form of Written Consent, unless previously recorded by the Transfer Secretaries of the Company.
2. Where this Form of Written Consent is signed under power of attorney, such power of attorney must accompany this Form of Written Consent, unless it has been registered by the Transfer Secretaries of the Company.
3. For this Form of Written Consent to be binding, it must be completed and signed in accordance with the instructions therein, and must be received by the Company's Transfer Secretaries by no later than 12:00 (**12 noon**) on Monday, 1 July 2024:

By hand:
JSE Investor Services (Pty) Ltd
One Exchange Square
2 Gwen Lane
Sandown
2196

By email:
meetfax@jseinvestorservices.co.za

4. A Certificated or Own-name Dematerialised Shareholder's instructions on the Form of Written Consent must be indicated by the insertion of the relevant number of votes exercised by that Shareholder in the appropriate box provided. A Shareholder is not obliged to use all the votes exercisable by them, but the total number of votes cast and in respect of which abstention is recorded may not exceed the total number of votes exercisable by such Shareholder.
5. Where Shares are held jointly, all joint Shareholders are required to sign this Form of Written Consent.
6. A Shareholder who is a minor must be assisted by his/her parent/guardian, unless the relevant documents establishing his/her legal capacity are produced or had previously been recorded by the Transfer Secretaries of the Company.
7. Any alteration or correction made to this Form of Written Consent must be initialed by the signatory/ies.

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 **METROPOLITAN**
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 (Registration number: 2000/031756/06)
 Share code: MTM (JSE & A2X) & MMT (NSX)
 ISIN: ZAE000269890
 (the "Company")

FORM OF SURRENDER

For completion only by Holders of Certificated Shares

Please read the instructions overleaf. Non-compliance with these instructions may result in the rejection of this form. If you are in any doubt as to how to complete this form, please consult your CSDP, broker, banker, accountant, legal advisor or other professional advisor immediately.

Note:

A separate form is required for each Holder of Certificated Shares

To: By hand:

JSE Investor Services (Pty) Ltd
 One Exchange Square
 2 Gwen Lane
 Sandown
 2196

By email:

meetfax@jseinvestorservices.co.za

I/We hereby surrender and enclose the Momentum Metropolitan Holdings Limited ordinary share certificate(s) listed below:

Registered Shareholder	Certificate number(s)	Number of Momentum Metropolitan Shares covered by each certificate
Total		

I/We irrevocably and in *rem suam* authorise you to produce the signature of such documents that may be necessary to complete the replacement of the Momentum Metropolitan Holdings Limited Shares with shares in the new name of Momentum Group Limited.

I/We hereby instruct you to forward the replacement share certificate(s) to me/us by registered post, at my/our own risk, to the address overleaf and confirm that, where no address is specified, the share certificate(s) will be forwarded to my/our address recorded in the share Register of Momentum Metropolitan Holdings Limited.

My/Our signature(s) on this Form of Surrender constitutes my/our execution of this instruction.

Signature of Shareholder			
Assisted by (if applicable)			
Name	Capacity	Signature	
The Shareholder must complete the following information in BLOCK letters			Date
			2024
Surname or Name of corporate body			
Full names			
Title (Mr, Mrs, Miss, Ms, etc)			
Postal address (preferably PO Box address)			
			Postal code
Telephone number including area code (office hours)			
Cellphone number			
Email address			

Instructions

1. A receipt will not be issued for this Form of Surrender, or the documents lodged with it. Lodging agents who require special transaction receipts are requested to prepare such receipts and submit them for stamping with the other documents lodged.
2. A Shareholder married in community of property or a minor must ensure this Form of Surrender is also signed by his/her spouse or parent or guardian, as the case may be.
3. Where Momentum Metropolitan Holdings Limited Shares are jointly held, this form must be signed by the joint holders.
4. If this form is signed under power of attorney, such power of attorney must be produced, unless it has already been registered with the Transfer Secretaries of the Company.
5. If this form is signed on behalf of a company, close corporation, pension or provident fund, it must be accompanied by a certified copy of the resolution authorising the signature, unless such resolution has already been registered with the Transfer Secretaries of the Company.