**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

The definitions and interpretations section of this Circular commencing on page 6 have, where appropriate, been used on this cover page.

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

**ACTION REQUIRED**

If you have disposed of all your Shares on or before the Circular Record Date, then this Circular, together with the attached form of proxy, should be handed to the purchaser of such Shares or to the broker, CSDP, banker or other agent through whom the disposal was effected.

Beneficial holders of Shares who wish to attend the General Meeting must request their CSDP or broker to provide them with the necessary letter of representation to attend the General Meeting or must instruct their CSDP or broker to vote on their behalf in terms of their respective agreements with their CSDP or broker.

Shareholders are referred to page 3 of this Circular, which sets out the detailed action required of them in respect of this Circular.

**The Company does not accept responsibility and will not be held liable, for any action of, or omission by any CSDP or broker of any holder of Dematerialised Shares to notify such Shareholder of the General Meeting or any business to be concluded thereat.**

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**Sea Harvest Group Limited**
(Incorporated in the Republic of South Africa)
(Registration number: 2008/001066/06)
JSE share code: SHG ISIN number:
ZAE000240198
(**"Sea Harvest"** or **"the Company"**)

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# CIRCULAR TO SHAREHOLDERS

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regarding:

- **the amendment to the Company's Memorandum of Incorporation;**

and enclosing:

- **a notice of General Meeting of Shareholders; and**
- **a form of proxy to vote at the General Meeting of Shareholders to be held at 12:30 on Monday, 5 August 2024.**

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**Investment Bank and Sponsor**

Standard Bank

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**Date of issue: Thursday, 4 July 2024**

*This Circular is available in English only. Copies of this Circular may be obtained from the registered office of the Company or Standard Bank at the addresses set out in the "Corporate Information" section of this Circular during normal office hours from Thursday, 4 July 2024 to Monday, 5 August 2024 and on the Company's website at www.seaharvestgroup.co.za.*

## CORPORATE INFORMATION

| | |
|---|---|
| **Registered Office**<br>**Sea Harvest Group Limited**<br>(Registration number 2008/001066/06)<br>The Boulevard Office Park<br>1st Floor, Block C<br>Searle Street Cape<br>Town, 7925<br>(PO Box 761, Cape Town, 8000)<br><br>**Investment Bank and Sponsor**<br>The Standard Bank of South Africa Limited<br>(Registration number 1962/000738/06)<br>30 Baker Street<br>Rosebank, 2196<br>(PO Box 61344, Marshalltown, 2000)<br><br>**Transfer secretaries**<br>Computershare Investor Services Proprietary Limited<br>Rosebank Towers<br>15 Biermann Avenue<br>Rosebank<br>Johannesburg, 2196<br>(Private Bag X9000, Saxonwold, 2132)<br><br>**Place and date of registration**<br>South Africa<br>18 January 2008 | **Company Secretary**<br>Simone Shayanne Gounden<br>Sea Harvest Group Limited<br>The Boulevard Office Park 1st Floor, Block C<br>Searle Street Cape Town, 7925<br>(PO Box 761, Cape Town, 8000) |

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## ACTION REQUIRED BY SHAREHOLDERS

The definitions and interpretations commencing on page 6 of this Circular have, where appropriate, been used in this section.

### GENERAL MEETING

The General Meeting of Shareholders is to be held, entirely via webcast, at 12:30 on Monday, 5 August 2024.

The record date to determine who will be eligible to attend, participate in and vote at the General Meeting, is Friday, 26 July 2024. A notice convening the General Meeting is attached to and forms part of this Circular.

The General Meeting will be conducted entirely by electronic communication. Shareholders are encouraged to submit their votes by proxy before the General Meeting at their earliest convenience.

The intent is to have a minimum number of attendees physically necessary to quorate i.e. three Shareholders, in order to comply with the relevant legal requirements, which will be facilitated by the Company.

Shareholders or their duly appointed proxy(ies) who wish to attend and participate at the General Meeting via electronic communication are required to register online using the online registration portal at www.meetnow.global/za by no later than 12:30 on Friday, 2 August 2024 advising that they wish to participate via electronic communication at the General Meeting ("**Electronic Notice**").

## IMPORTANT DATES AND TIMES

The definitions and interpretations commencing on page [5] of this Circular apply to these important dates and times:

| | **2024** |
|---|---|
| Record date to determine which Sea Harvest Shareholders are entitled to receive this Circular | Friday, 28 June |
| Circular distributed to Shareholders on | Thursday, 4 July |
| Announcement of distribution of Circular and notice of General Meeting released on SENS on | Thursday, 4 July |
| Last day to trade to be recorded in the Company's register in order to be eligible to vote at the General Meeting | Tuesday, 23 July |
| Record date in order to be eligible to attend, participate in and vote at the General Meeting | Friday, 26 July |
| Last day to lodge forms of proxy in respect of the General Meeting by 12:30 on | Friday, 2 August |
| General Meeting to be held at 12:30 on | Monday, 5 August |
| Results of General Meeting released on SENS on or about | Monday, 5 August |

**Notes:**

1. All references to dates and times are to local dates and times in South Africa. These dates and times are subject to amendment. Any such amendment will be released on SENS and published in the press.
2. Shareholders are referred to page 3 of this Circular for information on the action required to be taken by them.
3. Shares may not be rematerialised or dematerialised from Wednesday, 24 July 2024 to Friday, 26 July 2024 (both days inclusive).

**Sea Harvest Group Limited**
(Incorporated in the Republic of South Africa)
(Registration number: 2008/001066/06)
JSE share code: SHG ISIN number:
ZAE000240198
(**"Sea Harvest"** or "**the Company"**)

---

**Board of Directors**

F Robertson* *(Chairman)*
BM Rapiya**
WA Hanekom***
MI Khan*
T Moodley*
KA Lagler***
CK Zama***
F Ratheb (*Chief Executive Officer*)
M Brey *(Chief Financial Officer)*

** Non-executive Director*
*** Lead Independent Non-executive Director*
**** Independent Non-executive Director*

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## CIRCULAR TO SHAREHOLDERS

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### 1 INTRODUCTION AND RATIONALE

The purpose of this Circular is to consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions of shareholders set out in the Notice of General Meeting in the manner required by the Companies Act and the Company's MOI, as read with the JSE Listings Requirements.

The proposed amendment to the MOI arises from the recent conclusion (as disclosed to shareholders via SENS on 14 May 2024) of the acquisition from Terrasan by:

- Sea Harvest Pelagic Fishing Proprietary Limited of 100% of all the issued ordinary shares in and loan claims against West Point Fishing Corporation Proprietary Limited, and 100% of all the issued ordinary shares in and loan claims against Saldanha Sales and Marketing Corporation Proprietary Limited; and

- Sea Harvest Aquaculture Proprietary Limited of 63.07% of the all the issued ordinary shares in and loan claims against Aqunion Proprietary Limited (together the "Transaction").

Through the Transaction, Terrasan acquired 16.7% of Sea Harvest, and as a result, has requested representation on the Board. Terrasan has nominated Professor Elias Links, a seasoned professional with a distinguished career spanning over 50 years in academia, public service and the corporate sector to serve on the Board.

Professor Links holds a B.Com degree from the University of the Western Cape (UWC); a Masters degree from Stellenbosch University and a MA and PhD in Economics from the State University of New York. Professor Links has served as the Head of the Department of Economics at UWC and as a Permanent Representative to the World Bank and International Monetary Fund in Washington. He also represented the Department of Finance and the Reserve Bank of South Africa in Zurich. Upon his return to South Africa, he was appointed Chief Director for International Development Finance and subsequently served as Ambassador and Chief Negotiator for the SA-EU Trade Agreement with the European Union. In the

corporate sector, Professor Links held an executive position at Santam and was later appointed Professor in International Finance at the University of Stellenbosch Business School. Professor Links is the current Chairman of the Audit and Risk Committee and a Director of Terrasan Group Limited.

The Sea Harvest MOI currently only allows directors up to the age of 75 to be appointed to the Board. Furthermore, as Professor Elias Links is over the age of 75, an alteration to the Sea Harvest MOI is required to allow directors over the age of 75 to serve on the Board.

## 2. DEFINITIONS AND INTERPRETATIONS

In this Circular, unless the contrary appears from the context, words and phrases used will have the defined meanings given thereto and:

| | |
|---|---|
| **"Board"** | the board of directors of the Company; |
| **"Business Day"** | any day, other than a Saturday, Sunday, or public holiday in South Africa; |
| **"Circular"** | this bound document, dated Thursday, 4 July 2024, incorporating a notice of General Meeting and, where applicable, a Form of Proxy; |
| **"Certificated Shareholder"** | a holder of Certificated Shares; |
| **"Certificated Shares"** | shares which are not dematerialised, title to which is represented by physical Documents of Title; |
| **"Companies Act"** | the Companies Act, No. 71 of 2008, as amended from time to time; |
| **"CSDP"** | Central Securities Depository Participant as defined in section 1 of the Financial Markets Act, appointed by a Shareholder to hold and administer Dematerialised Shares or an interest in Dematerialised Shares on behalf of a Shareholder; |
| **"Dematerialised Shareholder"** | a holder of Dematerialised Shares; |
| **"Dematerialised Shares"** | Shares which have been incorporated into the Strate system, title to which is not represented by physical Documents of Title; |
| **"Dematerialised Shareholders"** | Shareholders who hold Dematerialised Shares; |
| **"Documents of Title"** | share certificates, certified transfer deeds, balance receipts and any other documents of title to shares; |
| **"Financial Markets Act"** | the Financial Markets Act No. 19 of 2012, as amended from time to time; |
| **"Form of Proxy"** | form used by Certificated Shareholders or Dematerialised Shareholders who are registered with own-name registration to vote by proxy; |
| **"General Meeting"** | the General Meeting of Shareholders to be held at 12:30 on 5 August 2024, in order for Shareholders to consider and vote on the ordinary and special resolutions set out in this Circular, which meeting is convened in terms of the notice of General Meeting attached to this Circular, inclusive of any meeting which may be held as a result of any postponement, adjournment or reconvening thereof. The General Meeting is to be conducted entirely by electronic communication as contemplated in section 63(2)(a) of the Companies Act and the MOI; |
| **"Group"** | the Company and its subsidiaries; |
| **"JSE"** | the Johannesburg Stock Exchange, being the exchange operated by the JSE Limited (Registration number 2005/022939/06), a public company incorporated and registered in accordance with the laws of South Africa, and licensed to operate as an exchange under the Financial Markets Act; |
| **"JSE Listings Requirements"** | the Listings Requirements of the JSE; |
| **"MOI"** | the Company's Memorandum of Incorporation; |

| | |
|---|---|
| **"Sea Harvest" or the "Company"** | Sea Harvest Group Limited, registration number 2008/024147/07, a public company duly registered and incorporated in accordance with the laws of South Africa and listed on the JSE; |
| **"SENS"** | the Stock Exchange News Service operated by the JSE; |
| **"Shareholder"** | a holder of Shares from time to time; |
| **"Shares"** | ordinary shares in the issued share capital of the Company; |
| **"Strate"** | Strate Proprietary Limited (Registration number 1998/022242/07), a private company incorporated and registered in accordance with the laws of South Africa, a registered central securities depositary responsible for the electronic settlement used by the JSE; |
| **"Terrasan"** | Terrasan Beleggings Proprietary Limited, registration number 1983/009645/07, a public company duly registered and incorporated in accordance with the laws of South Africa and listed on the JSE; and |
| **"Transfer Secretaries"** | Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07), full details of which are set out in the "Corporate Information" section of this Circular. |

## 3. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Company, whose names are stated on page 5 of this Circular, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the Circular contains all information as required by law and the JSE Listings Requirements.

## 4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection by Shareholders at the registered office of Sea Harvest or on the Company's website from Thursday, 4 July 2024 up to and including the date of the General Meeting, during normal business hours:

4.1 this notice of General Meeting;

4.2 historical Annual Financial Statements of the Company for the years ended 31 December 2023, 2022, and 2021; and

4.3 the MOI of the Company and its wholly owned subsidiaries.

Signed on Thursday, 4 July 2024 in Cape Town by Simone Shayanne Gounden on behalf of all of the directors in terms of powers of attorney granted by them.

By order of the Board

**SEA HARVEST GROUP LIMITED**
Per: Simone Shayanne Gounden
Company Secretary
4 July 2024

**Sea Harvest Group Limited**
(Incorporated in the Republic of South Africa)
(Registration number: 2008/001066/06)
JSE share code: SHG
ISIN number: ZAE000240198
(**"Sea Harvest"** or **"the Company"**)

## NOTICE OF GENERAL MEETING

**All terms defined in the Circular to which this Notice of General Meeting is attached shall bear the same meanings herein.**

We have pleasure in enclosing the notice of General Meeting ("**GM**") and Form of Proxy for the GM of the shareholders of Sea Harvest to be conducted entirely by electronic communication on Monday, 5 August 2024 at 12:30. Further details on how to participate in the GM by electronic communication are provided in paragraph 2 on page 8 of this notice. Shareholders are strongly encouraged to submit their votes by proxy before the GM at their earliest convenience.

Notice is hereby given that the GM of the shareholders of Sea Harvest will be conducted entirely by electronic communication on Monday, 5 August 2024 at 12:30.

In accordance with sections 59(1(a) and (b) of the Companies Act, the Board of Directors of the Company ("**Board**") has set the following record dates for determining the entitlements of shareholders:

| | |
|---|---|
| Record date to determine the shareholders entitled to receive the notice of General Meeting | Friday, 28 June 2024 |
| Last date to trade to be eligible to participate in and vote at the General Meeting | Tuesday, 23 July 2024 |
| Record date to be eligible to participate in and vote at the General Meeting | Friday, 26 July 2024 |

This Notice of GM is available in English on the Company's website at https://seaharvestgroup.co.za/investors/governance/, at the registered office of the Company at The Boulevard Office Park, 1st Floor, Block C, Searle Street, Woodstock, Cape Town, or by emailing the Company Secretary at simoneg@seaharvest.co.za, from date of issue hereof until the date of the GM.

### 1. IDENTIFICATION

In terms of section 63(1) of the Companies Act, before any person may attend or participate in the GM, that person must present reasonably satisfactory identification (such as identity documents, driver's licences or passports) and the person presiding at the GM must be reasonably satisfied that the right of the person to participate in and vote at the GM, either as a shareholder, or as a proxy for a shareholder, has been reasonably verified before they may attend or participate in the GM. A shareholder or its representative or proxy, as the case may be, will be required to provide the Company's Transfer Secretaries, Computershare Investor Services Proprietary Limited ("**Computershare**") at proxy@computershare.co.za, with reasonably satisfactory identification as a part of the validation process to participate in the virtual GM.

### 2. ELECTRONIC PARTICIPATION

Shareholders or their duly appointed proxy/ies who wish to participate in the GM via electronic communication ("**Participant/s**") are requested to either:

- register online using the online registration portal at www.meetnow.global/za; or

- apply to Computershare by delivering the duly completed electronic participation form (included with this notice) to First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posting it to Private Bag X9000, Saxonwold, 2132 (at the risk of the Participant), or sending it by email to proxy@computershare.co.za so as to be received by Computershare by no later than 12:30 on Friday, 2 August 2024. The electronic participation form can be found as an insert in this Notice of GM.

Computershare will first validate such request and confirm the identity of the Participant in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided to the Participant by email.

## 3. PROPOSED RESOLUTIONS

The purpose of the GM is for the shareholders to consider and, if deemed fit, to pass the resolutions proposed herein. The ordinary and special resolutions set out below may be proposed, considered and, if deemed fit, passed, with or without amendment, at the GM or at any postponement or adjournment of the GM.

### SPECIAL RESOLUTION 1:
### AMENDMENT OF THE MEMORANDUM OF INCORPORATION OF THE COMPANY

*Explanatory note*
*In terms of s16(1)(c) read with section 16(5)(b)(ii) of the Companies Act and clause 39.1 of the Company's MOI, the MOI may be amended by way of a special resolution of the ordinary shareholders. The reason for and effect of this special resolution is to remove the age of retirement for directors in the Company's MOI, such that a Director over the age of 75 may be appointed to, and continue to serve on, the Board.*

**"RESOLVED THAT** in accordance with section 16(1)(c) read with section 16(5)(b)(ii) of the Companies Act and clause 39.1 of the Company's MOI, the existing MOI be and is hereby amended by the deleting clause 26.3.3 in its entirety. (Clause 26.3.3 read as follows: "A Director shall cease to hold office as such if he reaches the age of 75 (seventy-five) years, in which event such Director shall vacate his office at the start of the annual general meeting of the Company in the calendar year in which such Director turns 75 (seventy-five) years of age. Such Director shall be eligible for re-election however, the Director shall cease to hold office annually thereafter, and shall vacate his office at the start of the annual general meeting of the Company in each subsequent calendar year. The Director shall be eligible for re-election in each subsequent calendar year."). The amendment shall take effect from the later of the date on, and time at, which the Companies and Intellectual Property Commission accepts the filing of the notice of amendment and the date, if any, set out in the said notice of amendment."

**Percentage voting rights**
The minimum percentage of voting rights required for this resolution to be adopted is 75% (seventy five percent) plus 1 (one) vote to be cast on the resolution.

### ORDINARY RESOLUTION 1
### ELECTION OF ELIAS LINKS AS A NON-EXECUTIVE DIRECTOR

*Explanatory note*
*The effect of passing this resolution will be to appoint Professor Elias Links as a non-executive director to the Board with effect from the date of the GM subject to the passing of Special Resolution 1.*

"**RESOLVED THAT** Professor Elias Links be and is hereby elected as a non-executive director of the Company with effect from the passing of this resolution and subject to the passing of Special Resolution 1 of this notice of GM."

**Percentage voting rights**
The minimum percentage of voting rights required for this resolution to be adopted is 50% (fifty percent) plus 1 (one) vote to be cast on each resolution.

### ORDINARY RESOLUTION 2:
### AUTHORISATION OF DIRECTORS AND COMPANY SECRETARY

*Explanatory note*
*The purpose of this resolution is to authorise the directors and Company Secretary to do all such things, sign all such documents, and take all such actions as may be necessary for or incidental to the implementation of the ordinary and special resolutions contained in this GM notice.*

"**RESOLVED THAT** any director of the Company or the Company Secretary be and is hereby authorised to sign all such documentation and to do all such things as may be necessary for or incidental to the implementation of ordinary and special resolutions passed by the Shareholders at the GM."

**Percentage voting rights**
The minimum percentage of voting rights required for this resolution to be adopted is 50% (fifty percent) plus 1 (one) vote to be cast on the resolution.

## 4. GENERAL INSTRUCTIONS AND INFORMATION

Shareholders who are entitled to attend, participate in, and vote at the GM may appoint one or more proxies to attend, participate and vote in their stead. A proxy does not have to be a shareholder of the Company. The Form of Proxy for use by ordinary shareholders that hold certificated shares or dematerialised shares registered in their "own name" at the GM is enclosed with this notice.

Shareholders are strongly encouraged to submit their votes by proxy before the GM at their earliest convenience.

**A shareholder who wishes to appoint a proxy to represent him/her at the GM is required to:**

- complete the attached Form of Proxy; and
- lodge the completed Form of Proxy with the Company's Transfer Secretaries in South Africa, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or post it to Computershare Investor Services Proprietary Limited, Private Bag X9000, Saxonwold, 2132, or email it to proxy@computershare.co.za not later than 24 (twenty-four) hours before the time appointed for the holding of the GM (excluding Saturdays, Sundays and public holidays).

Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached Form of Proxy as stipulated in section 58(3)(b) of the Companies Act. Unless revoked before then, a signed Form of Proxy shall remain valid at any adjournment or postponement of the GM and the proxy so appointed shall be entitled to vote, as indicated on the Form of Proxy, on any resolution (including any resolution which is amended or modified) at such GM, or any adjournment or postponement thereof. Please note that if you are the owner of dematerialised shares (i.e. have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE's electronic settlement system, Strate Limited ("**Strate**")), held through a Central Securities Depository Participant ("**CSDP**") or broker and are not registered as an "own name" Dematerialised shareholder, you are not a registered shareholder of the Company, but appear on the sub-register of the Company held by your CSDP. Accordingly, in these circumstances subject to the mandate between yourself and your CSDP or broker, as the case may be:

- if you wish to virtually attend the GM you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from them; alternatively,
- if you are unable to attend the GM but wish to be represented at the GM, you must contact your CSDP or broker, as the case may be, and furnish them with your voting instructions in respect of the GM and/or request them to appoint a proxy. You must not complete the attached Form of Proxy.

The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be, within the time period required by them. CSDPs, brokers or their nominees, as the case may be, recorded in the Company's sub-register as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of Strate may, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares in the Company, vote by either appointing a duly authorised representative to virtually attend and vote at the GM or by completing the attached Form of Proxy in accordance with the instructions thereon and, for administrative reasons, returning it to the Company's Transfer Secretaries, Computershare, in South Africa, at its physical office at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, by post to Private Bag X9000, Saxonwold, 2132 or by email to proxy@computershare.co.za by no later than 12:30 on Friday, 2 August 2024 (being not less than 24 (twenty-four) hours before the time appointed for the holding of the GM (excluding Saturdays, Sundays and public holidays) provided that, should the relevant CSDP, broker or its nominee, as the case may be, not return such Form of Proxy to the Company's Transfer Secretaries within the time stipulated above, it shall nevertheless be entitled to email the Form of Proxy to the Company via Computershare at proxy@computershare.co.za any time before or during the GM, provided that this must take place before the appointed proxy exercises any of the shareholder rights of the relevant CSDP, broker or its nominee, as the case may be, at the GM (or any postponement or adjournment of the GM).

Note that voting will be performed by way of a poll so that each shareholder virtually present or represented by way of proxy will be entitled to vote the number of shares held or represented by them. Shareholders which are companies and wish to participate in the GM may authorise any person to act as their representative at the GM.

The cost of the Participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone or internet service provider. The cut-off time, for administrative purposes, to submit an application to Computershare as described above or register on www.meetnow.global/za in order to participate in the virtual GM will be 12:30 on Friday, 2 August 2024. The Participant's unique access credentials will be forwarded to the email address/mobile number provided by them.

By order of the Board
**Sea Harvest Group Limited**

Per: Simone Shayanne Gounden
*Group Company Secretary*
4 July 2024

**Sea Harvest Group Limited**
(Incorporated in the Republic of South Africa)
(Registration number: 2008/001066/06)
JSE share code: SHG ISIN number:
ZAE000240198 (**"Sea Harvest"** or **"the Company"**)

## FORM OF PROXY

For use at the General Meeting of shareholders of the Company (the "shareholders") to be conducted entirely by electronic communication, at 12:30 on Monday, 5 August 2024 and at any adjournment or postponement thereof (the "General Meeting").

Not to be used by beneficial owners of shares who have dematerialised their shares ("dematerialised shares") through a Central Securities Depository Participant ("CSDP") or broker, as the case may be, unless they are recorded on the sub-register as "own-name" dematerialised shareholders ("own-name dematerialised shareholders").

Generally, a shareholder will not be an own-name dematerialised shareholder unless the shareholder has specifically requested the CSDP to record the shareholder as the holder of the shares in the shareholder's own name in the Company's sub-register.

Each shareholder entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies (none of whom need be a shareholder) to attend, speak and vote in place of that shareholder at the General Meeting and any adjournment or postponement thereof.

Please note the following:

- The appointment of a proxy will be suspended at any time and to the extent that a shareholder chooses to act directly and in person in the exercise of his/her rights as a shareholder at the General Meeting.
- The appointment of the proxy is revocable.
- 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.
- Unless revoked before then, a signed proxy form shall remain valid at any adjournment or postponement of the General Meeting and the proxy so appointed shall be entitled to vote, as indicated on the proxy form, on any resolution (including any resolution which is amended or modified) at such General Meeting or any adjournment or postponement thereof.

Please note that any shareholder of the Company may authorise any person to act as its representative at the General Meeting.

Section 63(1) of the Companies Act, No. 71 of 2008, as amended ("Companies Act") requires that persons wishing to participate in the General Meeting (including the aforementioned representative) provide satisfactory identification before they may so participate.

Voting will be performed by way of a poll so that each shareholder present or represented by way of proxy will be entitled to a number of votes equal to the number of shares held or represented by them. Shareholders are strongly encouraged to submit their votes by proxy before the General Meeting at their earliest convenience.

My/our proxy may delegate to another person his/her authority to act on my/our behalf at the General Meeting, provided that my/our proxy:

- may only delegate his/her authority to act on my/our behalf at the General Meeting to a director of the Company;
- provides written notification to the transfer secretaries of the Company in South Africa, namely Computershare Investor Services Proprietary Limited, of the delegation by my/our proxy of his/her authority to act on my/our behalf at the General Meeting by no later than 24 (twenty-four) hours before the time appointed for the holding of the GM (excluding Saturdays, Sundays and public holidays); and
- provides his/her delegate a copy of his/her authority to delegate his/her authority to act on my/our behalf at the General Meeting.

Refer to notes on page 14.

To be returned to the transfer secretaries of Sea Harvest Group Limited, namely Computershare Investor Services Proprietary Limited, Rosebank Towers,15 Biermann Avenue, Rosebank, 2196 or emailed to: proxy@computershare.co.za as soon as possible to be received, for administrative reasons, by not later than 24 hours before the General Meeting (excluding Saturdays, Sundays and public holidays).

I/we (full names)_____

Of (address) _____

Telephone:_____Cell:_____ Email:_____

being a shareholder(s) of the Company holding _____ shares in the Company hereby appoint (refer note 1):

_____or failing him/her,

_____or failing him/her,

the Chairperson of the General Meeting as my/our proxy to act for me/us on my/our behalf at the aforementioned General Meeting of shareholders, which will be held for the purpose of considering and, if deemed fit, passing the resolutions to be proposed thereat, with or without modification or amendment, and at any adjournment or postponement thereof and to vote for or against such resolutions or to abstain from voting and to vote for or against any motions to postpone or adjourn the General Meeting or to abstain from voting, in respect of the shares in the issued capital of the Company registered in my/our name/s, in accordance with the following instructions:

Insert an “X” in the relevant spaces according to how you wish your votes to be cast. If you wish to cast less than all the votes in respect of the shares held by you, insert the number of shares in respect of which you desire to vote, unless otherwise instructed.

My/our proxy can vote as he/she deems fit

| | Resolution | For | Against | Abstain |
|---|---|---|---|---|
| 1. | Special resolution 1: Amendment of the Memorandum of Incorporation of the Company | | | |
| 2. | Ordinary resolution 1: Election of Elias Links as a non-executive director | | | |
| 3. | Ordinary resolution 2: Authorisation of directors and Company Secretary | | | |

Signed at _____on this _____day of_____2024

Signature_____ Assisted by signature*_____

Name of signatory_____ Name of assistant_____

Capacity_____

(Authority of signatory to be attached if applicable)

** Where applicable.*

**SUMMARY OF SHAREHOLDERS' RIGHTS IN RESPECT OF PROXY APPOINTMENTS AS CONTAINED IN SECTION 58 OF THE COMPANIES ACT**

Please note that, in terms of section 58 of the Companies Act:

- This proxy form must be dated and signed by the shareholder appointing the proxy.
- You may appoint an individual as a proxy, including an individual who is not a shareholder, to participate in and speak and vote at the General Meeting on your behalf, and may appoint more than one proxy to exercise voting rights attached to shares held by you.
- Your proxy may delegate his/her authority to act on your behalf to another person, subject to any restriction set out in this proxy form.
- This completed proxy form must be lodged with the transfer secretaries of the Company in South Africa, namely Computershare Investor by the time specified in this proxy form before your proxy exercises any of your rights as a shareholder at the General Meeting.
- The appointment of your proxy or proxies will be suspended at any time and to the extent that you choose to act directly and in person in the exercise of any of your rights as a shareholder at the General Meeting.
- The appointment of your proxy is revocable unless you expressly state otherwise in this proxy form.
- As the appointment of your proxy is revocable, you 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. Please note the revocation of a proxy appointment constitutes a complete and final cancellation of your proxy's authority to act on your behalf as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered to the Company and the proxy as aforesaid.
- Your proxy is entitled to exercise, or abstain from exercising, any voting right of yours at the General Meeting, but only as directed by you on this proxy form. You are strongly encouraged to submit your vote by proxy before the General Meeting at your earliest convenience.
- The appointment of your proxy remains valid only until the end of the General Meeting or any adjournment or postponement thereof or for a period of one year, whichever is shortest, unless it is revoked by you before then.
- The proxy form shall be valid and shall apply to any adjournment or postponement of the General Meeting to which it relates and shall apply to any resolution proposed at the General Meeting to which it relates, and to such resolution as modified or amendment including any such modified or amended resolution to be voted on or at any adjourned or postponed meeting of the General Meeting to which the proxy relates, unless before the adjourned or postponed meeting the appointment of the proxy is revoked.

Notes relating to form of proxy

1. A certificated or own-name dematerialised shareholder or nominee of a CSDP or broker registered as a shareholder in the Company's sub-register may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting "the Chairperson of the General Meeting", but any such deletion must be initialled by the shareholder. The person whose name stands first on the proxy form and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow thereafter. If no proxy is inserted in the spaces provided, then the Chairperson shall be deemed to be appointed as the proxy.
2. A shareholder's instructions to the proxy must be indicated in the appropriate space provided. If there is no clear indication as to the voting instructions to the proxy, the proxy will be deemed to be authorised to vote or to abstain from voting at the General Meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or his/ her proxy is not obliged to use all the votes exercisable by the shareholder, but the total of the votes cast or abstained may not exceed the total of the votes exercisable by the shareholder.
3. Proxy forms should be lodged with the Company's transfer secretaries in South Africa, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posted to Computershare Investor Services Proprietary Limited, Private Bag X9000, Saxonwold, 2132, or emailed to proxy@computershare.co.za. Forms of proxy should, for administrative reasons, be received by or lodged with the Company's transfer secretaries by no later than 24 hours (excluding Saturdays, Sundays, and public holidays) before the General Meeting (i.e., by 12:30 on 2 August 2024).
4. The completion and lodging of this proxy form will not preclude the relevant shareholder from attending the General Meeting (or any adjournment or postponement thereof) and speaking and voting in person thereat to the exclusion of any proxy appointed in terms of this proxy form.
5. Where there are joint holders of shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of shareholders, will be accepted.

6. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form, unless previously recorded by the Company's transfer secretaries or waived by the Chairperson of the General Meeting if he/she is reasonably satisfied that the right of the representative to participate and vote has been reasonably verified. CSDPs or brokers registered as shareholders in the Company's sub-register voting on instructions from owners of shares registered in the Company's sub-register, are requested to identify the owner in the sub-register on whose behalf they are voting and return a copy of the instruction from such owner to the Company's transfer secretaries, together with this form of proxy.

7. A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company's transfer secretaries.

8. Certificated shareholders which are a company or body corporate may, by resolution of their directors or other properly authorised body, in terms of section 57 of the Companies Act, authorise any person to act as their representative.

9. The Chairperson of the General Meeting may, in his/her discretion, accept or reject any form of proxy which is completed other than in accordance with these notes.

10. If required, additional forms of proxy are available from the Company's transfer secretaries or the registered office of the Company.

11. If you are the owner of dematerialised shares held through a CSDP or broker (or its nominee) and are not an own-name dematerialised shareholder, then you are not a shareholder of the Company, but appear as the holder of a beneficial interest on the relevant sub-register of the Company held by your CSDP. Accordingly, in these circumstances, do NOT complete this proxy form subject to the mandate between yourself and your CSDP or broker:

- If you wish to attend the General Meeting, you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from them.
- Alternatively, if you are unable to attend the General Meeting but wish to be represented at the meeting, you must contact your CSDP or broker, as the case may be, and furnish them with your voting instructions in respect of the General Meeting and/or request them to appoint a proxy. You must not complete the attached form of proxy. Your instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be.

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

**PARTICIPATION IN THE GENERAL MEETING VIA ELECTRONIC COMMUNICATION**

Capitalised terms used in this form shall bear the meanings ascribed thereto in the notice of General Meeting to which this participation form is attached.

1. Shareholders or their duly appointed proxies who wish to participate in the GM via electronic communication ("**Participants**") are requested to either:

- register online using the online registration portal at www.meetnow.global/za; or
- apply to Computershare, by delivering the duly completed Electronic Participation Form to First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196; or posting it to Private Bag X9000, Saxonwold, 2132 (at the risk of the Participant); or sending it by email to proxy@computershare.co.za, so as to be received by Computershare by no later than 12:30 on Friday, 2 August 2024. Computershare will first validate such requests and confirm the identity of the Participant in terms of section 63(1) of the Companies Act. If the request is validated, further details will be provided on using the electronic communication facility to participate electronically in the GM.

2. The Company will by no later than 17:00 on Friday, 2 August 2024, notify Participants who have delivered valid notices in the form of this Electronic Participation Form, by email of the relevant details through which Participants can participate electronically.

Full name of Participant_____

ID number of Participant_____

Email address of Participant_____

Cell number of Participant_____

Telephone number of Participant (code)_____(number)_____

Name of CSDP or broker (if shares are held in dematerialised format)_____

Share certificate account number or broker account number_____

Signature_____ Date_____

**TERMS AND CONDITIONS FOR PARTICIPATION IN THE GENERAL MEETING VIA ELECTRONIC COMMUNICATION**

- The cost of electronic participation in the General Meeting is for the expense of the Participant and will be billed separately by the Participant's own service provider.
- The Participant acknowledges that the electronic communication services are provided by third parties and indemnifies the Company against any loss, injury, damage, penalty, or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against the Company, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the Participant via the electronic services to the General Meeting.
- The Company cannot guarantee there will not be a break in electronic communication that is beyond its control.

Participant's name_____

Signature_____ Date_____