

# NOTICE OF ANNUAL GENERAL MEETING

## MASTER DRILLING GROUP LIMITED

(Incorporated in the Republic of South Africa)  
Registration number: 2011/008265/06  
JSE share code: "MDI"  
ISIN: ZAE000171948  
("Master Drilling" or "the company")

Notice is hereby given that the sixth annual general meeting of Master Drilling will be held (subject to any adjournment, postponement or cancellation thereof) at the Grant Thornton offices, Wanderers Office Park, 52 Corlett Drive, Illovo, Johannesburg on Thursday, 7 June 2018 at 09:00 to consider and, if deemed fit, pass, with or without modification, the resolutions as set out in this notice.

## FORM OF NOTICE AND PROXY

This Form of Notice and Proxy have been approved by the Board of Directors of Master Drilling ("the Board" or "the Directors") and signed on its behalf by Mr HR van der Merwe, Chairman, on 19 April 2018.

## REGISTERED AND CORPORATE OFFICE

4 Bosman Street, Fochville, Gauteng, South Africa.  
(PO Box 902, Fochville 2515, South Africa)

## AGENDA AND INDEX OF PROPOSED RESOLUTIONS FOR SHAREHOLDER APPROVAL AT THE MEETING:

- the consideration of the annual financial statements for the period ended 31 December 2017;
- the appointment of the external auditors;
- the election of certain directors and re-election of certain of those retiring by rotation;
- the election/re-appointment of members of the audit committee;
- the granting of authority to directors to allot and issue ordinary shares;
- the granting of authority to directors to issue shares for cash;
- the granting of authority to the company to acquire its own shares;
- the approval of directors' fees;
- the approval of the company's remuneration policy;
- the approval of the report on the implementation of the company's remuneration policy;
- the granting of authority to the directors to commit the company to providing financial assistance; and
- to transact such other business as may be transacted at an annual general meeting of shareholders.

## ADMINISTRATION: SHAREHOLDERS' DIARY

<b>Financial year-end</b>		31 December 2017
<b>Annual results 2017</b>	Published on or about	20 March 2018
<b>Record date for final dividend</b>		18 May 2018
<b>Payment date of final dividend</b>		21 May 2018
<b>Integrated Annual Report 2017</b>	Published on or about	25 April 2018
<b>Annual General Meeting 2018</b>	09:00	7 June 2018
<b>Interim results 2018</b>	Published on or about	28 August 2018

## APPENDICES (CONTINUED)

### IMPORTANT INFORMATION REGARDING ATTENDING THE ANNUAL GENERAL MEETING

#### Attending the annual general meeting

Shareholders who have dematerialised their shares in the company (other than those shareholders whose shareholding is recorded in their own name in the sub-register maintained by their CSDP) and who wish to attend and vote at the annual general meeting to be held on Thursday, 7 June 2018 in person, will need to request their CSDP or broker to provide them with the necessary authority in terms of the custody agreement entered into between them and the CSDP or broker.

#### Voting rights

The South African Companies Act, 71 of 2008 (as amended) (“the Companies Act”), provides that any shareholder present at the meeting, whether in person or by duly appointed proxy, and entitled to exercise voting rights has (a) if voting is by a show of hands, one vote, irrespective of the number of voting rights that shareholder would otherwise be entitled to; and (b) should voting be taken by way of a poll, one vote for every share held.

#### Change of details

Shareholders are reminded that the onus is on them to keep the company apprised, through the share registrars, of any change in postal address and personal particulars. Similarly, shareholders who have elected to receive dividend payments electronically (EFT) should ensure that the banking details which the share registrars and/or CSDPs have on file are correct.

#### Annual reports

Should you wish to receive printed copies of the Master Drilling Integrated Report 2017, please request same by completing the form on the company website at [www.masterdrilling.com](http://www.masterdrilling.com) or from [companysecretary@masterdrilling.com](mailto:companysecretary@masterdrilling.com).

#### Identification

In terms of section 63(1) of the Companies Act, before any person may attend or participate in the annual general meeting, that person must present reasonably satisfactory identification and the person presiding at the annual general meeting must be reasonably satisfied that the right of the person to participate and vote at the annual general meeting, either as a shareholder, or as a proxy for a shareholder has been reasonably verified. Acceptable forms of identification include the presentation of a valid identity document, driver’s licence or passport.

#### Record dates, voting and proxies

The Board has determined, in accordance with sections 59(1)(a) and (b) of the Companies Act, that:

- the record date for the purposes of participating in and voting at the annual general meeting (being the date on which a shareholder must be registered in the company’s register of shareholders in order to participate in and vote at the annual general meeting), shall be the close of business on Friday, 1 June 2018 (Voting Record Date);
- the last day to trade for purposes of participating in and voting at the annual general meeting shall be the close of business on Tuesday, 29 May 2018; and
- the date by which forms of proxy for the annual general meeting are requested to be lodged is, for administrative purposes, 09:30 on Tuesday, 5 June 2018. Any forms of proxy not lodged by this date must be handed to the Chairman of the annual general meeting immediately prior to the commencement of the meeting. The Chairman may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with the proxy notes, provided that he is satisfied as to the manner in which the shareholder concerned wishes to vote.

## **A. IF YOU HAVE DEMATERIALISED YOUR SHARES WITHOUT “OWN NAME” REGISTRATION**

Voting at the annual general meeting:

- If you have not been contacted by your CSDP or broker, it would be advisable for you to contact your CSDP/broker and furnish them with your voting instructions.
- If your CSDP/broker does not obtain voting instructions from you, they will be obliged to vote in accordance with the instructions contained in the agreement concluded between you and your CSDP/broker.
- You must NOT complete the attached form of proxy.

### **Attendance and representation at the annual general meeting**

In accordance with the mandate between you and your CSDP/broker, you must advise your CSDP/broker if you wish to attend the annual general meeting in person, or if you wish to send a proxy to represent you at the annual general meeting. Your CSDP/broker will issue the necessary letter of representation to you or your proxy to attend the annual general meeting.

## **B. IF YOU HAVE NOT DEMATERIALISED YOUR SHARES OR HAVE DEMATERIALISED YOUR SHARES WITH “OWN NAME” REGISTRATION:**

### **Voting, attendance and representation at the annual general meeting**

You may attend, speak and vote at the annual general meeting in person.

Alternatively, you may appoint one or more proxies to represent you at the annual general meeting by completing the attached form of proxy in accordance with the instructions it contains. A proxy need not be a shareholder of the company. Forms of proxy must be lodged with or posted to the share registrars to be received within the allowable time periods prescribed by law.

## **C. ELECTRONIC PARTICIPATION**

In compliance with the provisions of the Companies Act, Master Drilling intends to offer shareholders reasonable access, through electronic facilities, to participate in the annual general meeting by means of a conference call facility. Shareholders will be able to listen to the proceedings and raise questions should they wish to do so and are invited to indicate their intention to make use of this facility by making application, in writing (including details as to how the shareholder or representative can be contacted) to the share registrars at the address set out in this Notice of Annual General Meeting. The application is to be received by the share registrars at least 10 business days prior to the date of the annual general meeting, i.e. by Thursday, 24 May 2018. The share registrars will, by way of email, provide information enabling participation to those shareholders who have made application. Voting will not be possible via the electronic facility and shareholders wishing to exercise their voting rights at the annual general meeting are required to be represented at the meeting either in person, by proxy or by letter of representation as provided for in the Notice of Annual General Meeting.

## APPENDICES (CONTINUED)

### ORDINARY BUSINESS

#### 1. **ORDINARY RESOLUTION NUMBER 1: PRESENTATION OF ANNUAL FINANCIAL STATEMENTS**

“To consider the consolidated audited annual financial statements of the company, together with the auditor’s, Audit and Social, Ethics and Sustainability Committees’ and Directors’ reports for the year ended 31 December 2017.”

#### 2. **ORDINARY RESOLUTION NUMBER 2: APPOINTMENT OF AUDITORS**

“Resolved that Grant Thornton are hereby appointed as the auditors of the company, to hold office from the conclusion of the annual general meeting at which this resolution is passed until the conclusion of the next annual general meeting of the company. It was noted that J Barradas will serve as the designated registered auditor.”

#### 3. **ORDINARY RESOLUTION NUMBER 3: RE- ELECTION OF MR HENDRIK (HENNIE) ROUX VAN DER MERWE AS NON-EXECUTIVE DIRECTOR**

“Resolved that Mr HR van der Merwe, who retires by rotation at this annual general meeting and who is eligible and available for re-election, is hereby re-elected as a Non-executive Director of the company”.

Mr Van der Merwe’s *curriculum vitae* appears on page 69 of the Integrated Report 2017, available on [www.masterdrilling.com](http://www.masterdrilling.com)

#### 4. **ORDINARY RESOLUTION NUMBER 4: ELECTION OF MR ANDRIES WILLEM BRINK AS NON-EXECUTIVE DIRECTOR**

“Resolved that Mr AW Brink, being eligible and available for election, is hereby elected as a Non-executive Director of the company”.

Mr Brink’s *curriculum vitae* appears on page 69 of the Integrated Report 2017, available on [www.masterdrilling.com](http://www.masterdrilling.com)

#### 5. **ORDINARY RESOLUTION NUMBER 5: ELECTION OF MS OCTAVIA MATSHIDISO MATLOA AS NON-EXECUTIVE DIRECTOR**

“Resolved that Ms OM Matloa, being eligible and available for election, is hereby elected as a Non-executive Director of the company”.

Ms Matloa’s *curriculum vitae* appears on page 69 of the Integrated Report 2017, available on [www.masterdrilling.com](http://www.masterdrilling.com)

#### 6. **ORDINARY RESOLUTION NUMBER 6: ELECTION/RE-APPOINTMENT OF MEMBERS OF THE AUDIT COMMITTEE**

##### 6.1 **Election of Mr Andries Willem Brink as a member of the Audit Committee**

“Subject to the passing of ordinary resolution number 4, resolved that Mr AW Brink is hereby elected as a member of the Audit Committee, from the conclusion of the annual general meeting at which this resolution is passed until the conclusion of the next annual general meeting of the company.”

Mr Brink’s *curriculum vitae* appears on page 69 of the Integrated Report 2017, available on [www.masterdrilling.com](http://www.masterdrilling.com)

## **6.2 Election of Ms Octavia Matshidiso Matloa as a member of the Audit Committee**

“Subject to the passing of ordinary resolution number 5, resolved that Ms OM Matloa is hereby elected as a member of the Audit Committee, from the conclusion of the annual general meeting at which this resolution is passed until the conclusion of the next annual general meeting of the company.”

Ms Matloa’s *curriculum vitae* appears on page 69 of the Integrated Report 2017, available on [www.masterdrilling.com](http://www.masterdrilling.com)

## **6.3 Re-appointment of Mr Shane Trevor Ferguson as a member of the Audit Committee**

“Resolved that Mr ST Ferguson, is hereby re-appointed as a member of the Audit Committee, from the conclusion of the annual general meeting at which this resolution is passed until the conclusion of the next annual general meeting of the company.”

Mr Ferguson ‘s *curriculum vitae* appears on page 69 of Integrated Report 2017, available on [www.masterdrilling.com](http://www.masterdrilling.com)

## **6.4 Re-appointment of Mr Akhter Alli Deshmukh as a member of the Audit Committee**

“Resolved that Mr AA Deshmukh is hereby re-appointed as a member of the Audit Committee, from the conclusion of the annual general meeting at which this resolution is passed until the conclusion of the next annual general meeting of the company.”

Mr Deshmukh’s *curriculum vitae* appears on page 69 of Integrated Report 2017, available on [www.masterdrilling.com](http://www.masterdrilling.com)

## **7. ORDINARY RESOLUTION NUMBER 7: GENERAL AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE ORDINARY SHARES**

“Resolved that, subject to the provisions of the Companies Act and the JSE Listings Requirements from time to time, the Directors of the company are, as a general authority and approval, authorised to allot and issue, for such purposes and on such terms as they may in their discretion determine, ordinary shares of no par value each in the authorised but unissued share capital of the company, up to a maximum of 5% of the number of ordinary shares of no par value each in issue from time to time.”

Ordinary resolution number 7 is to seek a general authority and approval for the Directors to allot and issue ordinary shares, up to a maximum of 5% of the ordinary shares of the company in issue from time to time, in order to enable the company to take advantage of business opportunities which might arise in the future. Pursuant to the Memorandum of Incorporation, this general authority shall be valid only until the next annual general meeting of the company, at which time it may be submitted for renewal.

## APPENDICES (CONTINUED)

### 8. **ORDINARY RESOLUTION NUMBER 8: GENERAL AUTHORITY TO DIRECTORS TO ISSUE FOR CASH, IN RESPECT OF THOSE ORDINARY SHARES WHICH THE DIRECTORS ARE AUTHORISED TO ALLOT AND ISSUE IN TERMS OF ORDINARY RESOLUTION NUMBER 7**

“Resolved that, subject to ordinary resolution number 7 being passed, the Directors are authorised, in accordance with the Listings Requirements of the JSE Limited to allot and issue for cash, on such terms and conditions as they may deem fit, all or any of the ordinary shares of no par value each (“ordinary shares”) in the authorised but unissued share capital of the company which they shall have been authorised to allot and issue in terms of ordinary resolution number 7, subject to the following conditions:

- 8.1 this authority shall be limited to a maximum number of 7 529 639 shares (being 5% of the issued ordinary shares in the share capital of the company, excluding treasury shares, as at the date of the notice convening the annual general meeting at which this ordinary resolution number 8 is to be proposed, being 7 June 2018);
- 8.2 this authority shall only be valid until the next annual general meeting of the company but shall not extend beyond 15 months;
- 8.3 an announcement, in compliance with section 11.22 of the Listings Requirements of the JSE Limited, shall be published after any issue representing, on a cumulative basis within the year contemplated in paragraph 8.2 above, 5% (7 529 639) of the number of ordinary shares in issue prior to the issue concerned excluding treasury shares;
- 8.4 in the event of a sub-division or consolidation of issued shares during the period contemplated in paragraph 7.2 above, this authority must be adjusted accordingly to represent the same allocation ratio;
- 8.5 in determining the price at which an issue of ordinary shares for cash shall be made in terms of this authority, the maximum discount permitted shall be 10% of the weighted average traded price of the ordinary shares on the JSE Limited over the 30 business days prior to the date that the price of the issue is agreed between the company and the party subscribing for the securities; and
- 8.6 any issue of ordinary shares under this authority shall be made only to public shareholders as defined in the Listings Requirements of the JSE Limited.”

Any equity securities already issued under the authority during the period contemplated in paragraph 8.2 above, must be deducted from such number in paragraph 8.1 above.

The purpose of ordinary resolution number 8 is that the Directors consider it advantageous to have the authority to issue ordinary shares for cash in order to enable the company to take advantage of any business opportunity which might arise in the future.

It should be noted that this authority relates only to those ordinary shares which the Directors are authorised to issue in terms of ordinary resolution number 7 and is not intended to (nor does it) grant the Directors authority to issue ordinary shares over and above the ordinary shares which the Directors are authorised to issue in terms of ordinary resolution number 7.

In terms of the JSE Listings Requirements, a 75% majority of the votes cast by shareholders present in person or represented by proxy at the annual general meeting is required for the approval of ordinary resolution number 8.

## **9. ORDINARY RESOLUTION NUMBER 9: APPROVAL OF THE MASTER DRILLING REMUNERATION POLICY**

“To consider and approve the remuneration policy as contained in the Remuneration report of the company as set out on page 77 of the Integrated Report 2017, available on [www.masterdrilling.com](http://www.masterdrilling.com), (excluding the remuneration of Directors for their services as Directors and members of the Board and Board committees) in terms of the King Report on Governance for South Africa 2016 (King IV).”

Shareholders are reminded that in terms of King IV, the passing of this ordinary resolution is by way of a non-binding vote. Should 25% or more of the votes cast vote against this ordinary resolution, Master Drilling undertakes to engage with shareholders as to the reasons therefor.

## **10. ORDINARY RESOLUTION NUMBER 10: REPORT ON IMPLEMENTATION OF THE REMUNERATION POLICY**

“To consider and approve the implementation of the remuneration policy, details of which are set out in the Remuneration report of the company as set out on page 77 of the Integrated Report 2017, available on [www.masterdrilling.com](http://www.masterdrilling.com), (excluding the remuneration of Directors for their services as Directors and members of the Board and Board committees) in terms of the King Report on Governance for South Africa 2016 (King IV).”

Shareholders are reminded that in terms of King IV, the passing of this ordinary resolution is by way of a non-binding vote. Should 25% or more of the votes cast vote against this ordinary resolution, Master Drilling undertakes to engage with shareholders as to the reasons therefor.

## **SPECIAL BUSINESS**

### **11. SPECIAL RESOLUTION NUMBER 1**

#### **Acquisition of the company’s own shares**

“Resolved, pursuant to the company’s Memorandum of Incorporation, that the acquisition by the company or by any of the company’s subsidiaries from time to time, of ordinary shares issued by the company, in accordance with the Companies Act and the JSE Listings Requirements, is hereby authorised by way of a general approval, provided that:

- any such acquisition of shares shall be effected through the order book operated by the JSE Limited trading system or on the open market of any other stock exchange on which the shares are or may be listed, subject to the approval of the JSE Limited and of the relevant other stock exchange, as applicable, in either event without any prior understanding or arrangement between the company and the counterparty;
- this approval shall be valid only until the next annual general meeting of the company, or for 15 months from the date of passing of this resolution, whichever period is shorter;
- shares issued by the company may not be acquired at a price greater than 10% above the weighted average market price of the company’s shares for the five business days immediately preceding the date of the acquisition being effected;
- the company only appoints one agent to effect any acquisitions on its behalf;
- the Board has resolved to authorise the acquisition and that the company and its subsidiaries shall satisfy the solvency and liquidity test immediately after the acquisition and that since the test was done there have been no material changes to the financial position of the group;
- the company may not, in any one financial year, acquire in excess of 5% of the companies issued ordinary share capital as at the date of passing of this resolution;

## APPENDICES (CONTINUED)

- an announcement containing details of such acquisitions shall be published as soon as the company and/or the subsidiaries, collectively, shall have acquired ordinary shares issued by the company constituting, on a cumulative basis, not less than 3% of the number of ordinary shares in the company in issue as at the date of this approval; and an announcement containing details of such acquisitions will be published in respect of each subsequent acquisition by either the company and/or by the subsidiaries, collectively, of ordinary shares issued by the company, constituting, on a cumulative basis, not less than 3% of the number of ordinary shares in the company in issue as at the date of this approval;
- the acquisition of shares by the company or its subsidiaries may not be effected during a prohibited period, as defined in the JSE Listings Requirements, unless a repurchase programme is in place where the dates and quantities of securities to be traded during the relevant period are fixed and full details of the programme have been submitted in writing to the JSE prior to the commencement of the prohibited period;
- the company's subsidiaries shall not be entitled to acquire ordinary shares issued by the company if the acquisition of shares will result in them holding, on a cumulative basis, more than 10% of the number of ordinary shares in issue in the company; and
- the shares acquired by the company's subsidiaries shall not carry with them any voting rights."

The purpose and effect of this special resolution is to grant a general authority for the acquisition of the company's ordinary shares by the company, or by a subsidiary or subsidiaries of the company should the Directors deem that to be in the best interest of the company and its shareholders.

The Directors believe that the company should retain the flexibility to take action if future acquisitions of its shares were considered desirable and in the best interests of the company and its shareholders.

The Directors shall ensure at the time of the company's commencement of any acquisitions of its own shares, after considering the effect of acquisitions, up to the maximum limit, of the company's issued ordinary shares, that they are of the opinion that if such acquisitions were implemented:

- the company and the group would be able in the ordinary course of business to pay its debts for a period of 12 months after the repurchase;
- the assets of the company and the group would be in excess of the liabilities of the company and the group for a period of 12 months after the repurchase. For this purpose, the assets and liabilities would be recognised and measured in accordance with the accounting policies used in the latest audited group annual financial statements; and
- the ordinary capital and reserves of the company and the group would be adequate for ordinary business purposes for a period of 12 months after the date of the notice issued in respect of the annual general meeting and the working capital of the company and the group would be adequate in the ordinary course of business for a period of 12 months after the date of the repurchase.

Prior to executing an acquisition of the company's own shares under this authority granted in terms of special resolution 1, the Directors will submit to the JSE the required confirmation of the adequacy of working capital.

In terms of section 11.26 of the JSE Listings Requirements, the following information is disclosed in the Integrated Report 2016, available on [www.masterdrilling.com](http://www.masterdrilling.com):

- Directors and management – pages 68 to 69;
- Major shareholders – page 83;
- Material change statement – pages 92 and 114;
- Directors' interest in securities – page 73; and
- Share capital of the company – page 86.

## 12. SPECIAL RESOLUTION NUMBER 2: DIRECTORS FEES

“Resolved as special resolution number 2, in terms of section 66(9) of the Companies Act, that the remuneration, as set out in the table below, to be paid to non-executive Directors for their service as Directors of the company (with effect from 1 July 2018), as recommended by the Remuneration Committee and the Board to the shareholders at the annual general meeting, is hereby approved, as well as payment of such Value Added Tax as may be attributable to Non-executive Directors fees payable by the Company.”

	2018 ZAR	2017 ZAR
Board Chairman	*859 007	810 384
Board member	*411 568	388 272

*\*The Directors' fees comprise a fixed annual portion and a portion based on attendances at Board and committee meetings. The estimate for the 2018 financial year is predicated on the assumption of full Board and committee attendances by the Directors for the ensuing year.*

The fees payable in terms of special resolution number 2 will be in accordance with the agreed fees between the company and the Directors for both Board and committee attendance during the ensuing year.

The purpose and effect of special resolution number 2 is to reward Non-executive Directors for their services as Directors, in line with best practice.

## 13. SPECIAL RESOLUTION NUMBER 3: FINANCIAL ASSISTANCE IN TERMS OF SECTIONS 44 AND 45 OF THE COMPANIES ACT

“Resolved, to the extent required by the Companies Act, that the shareholders hereby approve of Master Drilling providing, at any time and from time to time during the period of 2 (two) years, commencing on the date of this special resolution, if passed and becoming effective, any direct or indirect financial assistance as contemplated in sections 44 and 45 of the Companies Act to any 1 (one) or more related or inter-related companies or corporations of Master Drilling, provided that:

- (i) the recipient or recipients of such financial assistance;
- (ii) the form, nature and extent of such financial assistance; and
- (iii) the terms and conditions under which such financial assistance is provided, are determined by the Board from time to time.

The Board may not authorise Master Drilling to provide any financial assistance pursuant to this special resolution unless the Board meets all those requirements of section 45 of the Companies Act which it is required to meet; and such financial assistance to a recipient thereof is, in the opinion of the Board, required for the purpose of:

- (i) meeting all or any of such recipient's operating expenses (including capital expenditure); and/or
- (ii) funding the growth, expansion, reorganisation or restructuring of the businesses or operations of such recipient; and/or
- (iii) funding such recipient for any other purpose which in the opinion of the Board is directly or indirectly in the interest of Master Drilling.

The purpose and effect of special resolution number 3, if passed and becoming effective, is to allow Master Drilling to grant direct or indirect financial assistance to any company or corporation forming part of the group, including in the form of loans or the guaranteeing of their debts and/or obligations.

## APPENDICES (CONTINUED)

### RESPONSIBILITY

The Directors whose names appear on pages 68 to 69 of the Integrated Report 2017, available on [www.masterdrilling.com](http://www.masterdrilling.com), collectively and individually accept full responsibility for the accuracy of the information given in this notice 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 notice contains all information required by law and the Listings Requirements of the JSE Limited.

### NO MATERIAL CHANGES

Other than the facts and developments reported on in the integrated annual report, there have been no material changes in the financial or trading position of the company and its subsidiaries since the date of signature of the audit report and the date of this notice.

By order of the Board

A handwritten signature in black ink, appearing to read 'Hennie van der Merwe', written over a faint horizontal line.

**Hennie van der Merwe**  
Chairman of the Board

19 April 2018

## **REGISTERED AND CORPORATE OFFICE**

4 Bosman Street  
PO Box 902  
Fochville, 2515  
South Africa

## **IMPORTANT NOTES ABOUT THE ANNUAL GENERAL MEETING**

### **Date**

Thursday, 7 June 2018.

### **Venue**

Grant Thornton offices, Wanderers Office Park, 52 Corlett Drive, Illovo, Johannesburg.

### **Starting time**

09:00 (South African time).

### **Refreshments**

Refreshments will be served after the meeting.

### **Admission**

Shareholders and others attending the annual general meeting are asked to register at the registration desk at the venue. Shareholders and proxies are required to provide proof of identity – see “identification” of this notice of Annual General Meeting.

### **Security and mobile phones**

Secure parking is provided at the venue. Mobile telephones should be switched off during the annual general meeting.

### **Enquiries and questions**

Shareholders who have the right and intend to ask questions related to the business of the annual general meeting or on related matters are asked to furnish their name, address and question(s) at the registration desk. Personnel will be available to provide any advice and assistance required.

### **Queries about the annual general meeting**

If you have any queries about the annual general meeting, please telephone any of the contact names listed on [www.masterdrilling.com](http://www.masterdrilling.com).

### **Transfer Secretaries**

*Computershare Investor Services Proprietary Limited*  
Rosebank Towers, 15 Biermann Avenue  
Rosebank, Johannesburg, 2196  
(PO Box 61051, Marshalltown, 2107)  
South Africa  
[www.masterdrilling.com](http://www.masterdrilling.com)





## Form of proxy

**Master Drilling Group Limited**  
(Incorporated in the Republic of South Africa)  
(Registration number: 2011/008265/06)  
Share code on the JSE Limited: "MDI"  
ISIN: ZAE000171948  
("Master Drilling" or "the company")

### FORM OF PROXY FOR MASTER DRILLING SHAREHOLDERS

Only for use by certificated shareholders or those dematerialised shareholders of the company who have selected "own name" registration.

**For use by Master Drilling shareholders at the annual general meeting of shareholders to be held at the Grant Thornton offices, Wanderers Office Park, 52 Corlett Drive, Illovo, Johannesburg, on Thursday, 7 June 2018 at 09:00 and at any adjournment of that meeting.**

**If you have dematerialised your shares with a Central Securities Depository Participant ("CSD Participant") or broker and have not selected "own name" registration, you must arrange with your CSD Participant or broker to provide you with the necessary letter of representation to attend the general meeting or you must instruct them as to how you wish to vote in this regard. This must be done in terms of the agreement entered into between you and the CSD Participant or broker.**

I/We (Names in full in BLOCK LETTERS):

of (address):

being the holder/s of \_\_\_\_\_ shares in issued ordinary share capital of Master Drilling hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ or failing him/her,

2. \_\_\_\_\_ of \_\_\_\_\_ or failing him/her,

3. the Chairman of the annual general meeting,

as my/our proxy to attend, speak and vote on a show of hands or on a poll for me/us and on my/our behalf at the annual general meeting of Master Drilling shareholders to be held for the purpose of considering and if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the Master Drilling ordinary shares registered in my/our name in accordance with the following instructions (see notes):

Please indicate with an "X" in the appropriate spaces how votes are to be cast	For	Against	Abstain
<b>Ordinary resolution number 1</b> Consideration of the annual financial statements for the period ended 31 December 2017			
<b>Ordinary resolution number 2</b> Appointment of Grant Thornton as external auditors and noting J Barradas as audit partner			
<b>Ordinary resolution number 3</b> Re-election of Mr HR van der Merwe as a Non-executive Director			
<b>Ordinary resolution number 4</b> Election of Mr AW Brink as a Non-executive Director			
<b>Ordinary resolution number 5</b> Election of Ms OM Matloa as a Non-executive Director			
<b>Ordinary resolution number 6.1</b> Election of Mr AW Brink as a member of the Audit Committee of the company			
<b>Ordinary resolution number 6.2</b> Election of Ms OM Matloa as a member of the Audit Committee of the company			
<b>Ordinary resolution number 6.3</b> Re-election of Mr ST Ferguson as a member of the Audit Committee of the company			
<b>Ordinary resolution number 6.4</b> Re-election of Mr AA Deshmukh as a member of the Audit Committee of the company			
<b>Ordinary resolution number 7</b> General authority to Directors to allot and issue ordinary shares			
<b>Ordinary resolution number 8</b> General authority to Directors to issue for cash, those ordinary shares placed under the control of the Directors in terms of ordinary resolution number 7			
<b>Ordinary resolution number 9</b> Approval of the Master Drilling Remuneration Policy			
<b>Ordinary resolution number 10</b> Approval of implementation report on the Master Drilling Remuneration Policy			
<b>Special resolution number 1</b> Acquisition of company's own shares			
<b>Special resolution number 2</b> Directors' fees			
<b>Special resolution number 3</b> Approval to grant financial assistance in terms of sections 44 and 45 of the Companies Act			

Signed at

on

2018

Name of shareholder/joint holders

Signature/s

Assisted by me (if applicable)

Full name/s of signatory/ies if signing in a representative capacity:

( In block letters and authority to be attached – see note 7

### Notes to form of proxy

1. Every shareholder present in person or represented by proxy and entitled to vote at the annual general meeting of the company shall, on a show of hands, have only one vote, irrespective of the number of shares such shareholder holds. In the event of a poll, the total number of votes exercised and abstained by the shareholder or his/her proxy shall be counted, provided that such votes shall not exceed the total of the votes exercisable by the shareholder or the proxy.
2. A signatory to this form of proxy may insert the name of a proxy or the name of an alternate proxy of the signatory's choice in the blank spaces provided, with or without deleting "the Chairman of the annual general meeting", but such deletion must be signed in full by the signatory. Any insertion or deletion not complying with the foregoing will be deemed not to have been validly effected. The person present at the annual general meeting, whose name appears first on the list of names overleaf, shall be the validly appointed proxy for the shareholder at the annual general meeting.
3. A shareholder's instructions to the proxy must be indicated in the appropriate spaces provided. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy, or to cast all those votes in the same way, but the total of votes cast and in respect whereof abstention is directed, may not exceed the total of the votes exercisable by the shareholder or the proxy. Failure to comply with the above or to provide voting instructions or the giving of contradictory instructions will be deemed to authorise the proxy, if he is the Chairman of the annual general meeting, to vote in favour of all resolutions at the annual general meeting in respect of all the shareholder's votes exercisable at the annual general meeting or if he/she is not the Chairman of the annual general meeting, to vote or abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the annual general meeting.
4. A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person.
5. A vote given in terms of an instrument of proxy shall be valid in relation to the annual general meeting notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the share in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have been received by the share registrars prior to the commencement of the annual general meeting, or at any adjournment thereof.
6. Any alteration or correction made to this form of proxy must be signed in full and not merely initialed by the signatory.
7. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the share registrars of the company.
8. A minor must be assisted by his/her guardian and the relevant documentary evidence establishing his/her legal capacity must be attached to this form of proxy unless previously recorded by the share registrars of the company.
9. When there are joint holders of shares, any one holder may sign the form of proxy.
10. The completion and lodging of this form of proxy will not preclude the shareholder who grants the proxy from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such shareholder wish to do so.
11. The Chairman of the annual general meeting may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that he is satisfied as to the manner in which the shareholder concerned wishes to vote.
12. The appointment of a proxy or proxies:
  - 12.1 is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;
  - 12.2 is revocable in which case a shareholder may revoke the proxy appointment by:
    - 12.2.1 cancelling it in writing or making a later inconsistent appointment of a proxy; and
    - 12.2.2 delivering a copy of the revocation instrument to the proxy and to the company.
13. Forms of proxy must be lodged with or posted to the share registrars, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (PO Box 61051, Marshalltown, 2107) and are requested to be lodged timeously so as to be received, for administrative purposes, 09:30 on Tuesday, 5 June 2018. Any forms of proxy not lodged by this date must be handed to the Chairman of the annual general meeting immediately prior to the commencement of the meeting. The Chairman may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with the proxy notes, provided that he is satisfied as to the manner in which the shareholder concerned wishes to vote.

# ADMINISTRATION

## REGISTERED OFFICE AND BUSINESS ADDRESS

### MASTER DRILLING GROUP LTD

Registration number: 2011/008265/06

Incorporated in the Republic of South Africa

JSE share code: MDI ISIN: ZAE000171948

4 Bosman Street, Fochville, 2515, South Africa

PO Box 902, Fochville, 2515, South Africa

General email enquiries: [info@masterdrilling.com](mailto:info@masterdrilling.com)

Master Drilling website: [www.masterdrilling.com](http://www.masterdrilling.com)

## DIRECTORS

### Executive

Daniel (Danie) Coenraad Pretorius

André Jean van Deventer

Barend Jacobus (Koos) Jordaan

Gareth (Gary) Robert Sheppard\*

*\*Resident in Peru*

Chief Executive Officer and founder

Financial Director and Chief Financial Officer

Technical Director

Chief Operating Officer

### Non-executive

Hendrik (Hennie) Roux van der Merwe

Johan Louis Botha

Akhter Alli Deshmukh

Jacques Pierre de Wet

Shane Trevor Ferguson

Chairman and Independent Non-executive

Independent Non-executive

Independent Non-executive

Independent Non-executive

Non-executive

### Company secretary

Andrew Colin Beaven

6 Dwars Street, Krugersdorp, 1739, South Africa

PO Box 158, Krugersdorp, 1740, South Africa

[companysecretary@masterdrilling.com](mailto:companysecretary@masterdrilling.com)

### Independent registered auditors

Grant Thornton

South African member of Grant Thornton International Limited

52 Corlett Drive, Illovo, 2196, South Africa

### JSE sponsor

Investec Bank Limited

Telephone: +27 11 286 8163

Fax: +27 11 291 1202

Switchboard: +27 11 286 7000

100 Grayston Drive, Sandton, 2196

### Investor relations

Lizelle du Toit

Instinctif Partners

Telephone: +27 11 050 7506

Mobile: +27 82 465 1244

Email: [MasterDrilling@instinctif.com](mailto:MasterDrilling@instinctif.com)

### Transfer secretaries

Computershare Investor Services Proprietary Limited

(Registration number: 2004/003647/07)

Rosebank Towers, 15 Biermann Avenue, Rosebank, South Africa

PO Box 61051, Marshalltown, 2107, South Africa

