

VOTING PROCESS

Everything you need in order to vote

Important notes to the AGM

Terms and conditions for participation in the AGM via electronic communication

1. Shareholders or their duly appointed proxy(ies) that wish to participate in the AGM via electronic communication (Participants), must apply to Computershare, by delivering the duly completed form to Rosebank Towers, First Floor, 15 Biermann Avenue, Rosebank 2196, or posting it to Private Bag x9000, Saxonwold, 2132 (at the risk of the Participant), or by email to proxy@computershare.co.za so as to be received by Computershare by no later than 14:00 on Wednesday, 21 July 2021 or by registering at www.smartagm.co.za
2. The cost of electronic participation in the AGM is for the expense of the Participant and will be billed separately by the Participant's own service provider.
3. The Participant acknowledges that the electronic communication services are provided by a third party and indemnifies Famous Brands Limited 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 AGM.
4. The application to participate in the AGM electronically will only be deemed successful if this application form has been completed fully and signed by the Participant.
5. The Company shall, by no later than Thursday, 22 July 2021, notify Participants that have delivered valid notices in the form of this form, by email of the relevant details through which Participants can participate electronically.

Application form

Full name of Participant:

ID number:

Email address:

Cell number:

Telephone number:

(Code):

(Number):

Name of CSDP or broker (if shares are held in dematerialised format) (attach a copy of letter of representation):

I wish to participate electronically:

Signature:

Date:

VOTING PROCESS continued

VIRTUAL SHAREHOLDERS GUIDE

How to participate in the online AGM

We will be conducting a virtual AGM, giving you the opportunity to attend the AGM and participate online using your computer.

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Board questions and submit your votes in real time.

Visit: <https://web.lumiagm.com>

You will only be able to access the meeting on your computer. You will need the latest versions of Google Chrome or Firefox. **Please ensure your browser is compatible.**

You will be able to log into the site from 13h30 on Friday 23, July 2021.

Meeting ID: 121-088-151

To login you must have your username and password which you can request from supportza@lumiglobal.com or proxy@computershare.co.za



COMPATIBLE BROWSERS



AGM ACCESS

Access

Once you have entered web.lumiagm.com into your web browser, you'll be prompted to enter the Meeting ID.

You will then be required to enter your:

- a) Username; and
- b) Password.

To register as a shareholder, select 'I am a Shareholder' and enter your username and password. If you are a visitor, select 'I am a guest'.

As a guest, you will be prompted to complete all the relevant fields including: title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.



COMPATIBLE BROWSERS



AGM NAVIGATION

Navigation

Once you have been successfully authenticated:

1. The info screen will be displayed.
2. You will be automatically logged into a Zoom Webinar when the meeting begins.
3. Make sure that your computer settings are not muted and that you select Join with Computer Audio.
4. Make sure that you allow Google Chrome permission to use your Microphone.



COMPATIBLE BROWSERS



AGM VOTING

The AGM voting process

Once you have been successfully authenticated:

1. The Chairman will open voting on all resolutions at the start of the meeting. Once the voting has opened, the polling will appear on the navigation bar at the bottom of the screen. From here, the resolutions and voting choices will be displayed.
2. To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.
3. To change your vote, simply select another direction. If you wish to cancel your vote, please press Cancel.
4. Once the Chairman has opened voting, voting can be performed at any time during the meeting until the Chairman closes the voting on the resolutions. At that point your last choice will be submitted.
5. You will still be able to send messages and view the webcast while the poll is open.



COMPATIBLE BROWSERS



VOTING PROCESS continued

AGM QUESTIONS

Ask your questions

Any shareholder or appointed proxy attending the meeting is eligible to ask questions.

1. Messages can be submitted at any time during the Q&A session up until the Chairman closes the session.
2. If you would like to ask a text based question, select the messaging icon. Type your message within the chat box at the bottom of the messaging screen and then press send.
3. For verbal questions, click on the raise hand icon in the Zoom screen. Please wait for the Meeting Host to allow you to speak. Make sure that you have joined using Computer Audio and have allowed Google Chrome the use of your microphone.



COMPATIBLE BROWSERS



AGM DOCUMENTS

Where to find the documents

Documents will be available for you in the documents module, just click on the documents icon at the top of the screen.



COMPATIBLE BROWSERS



Form of proxy

FAMOUS BRANDS LIMITED

(Incorporated in the Republic of South Africa)
 Registration number 1969/004875/06
 JSE and A2X code: FBR
 ISIN: ZAE000053328
 (Famous Brands or the Company)

For Famous Brands ordinary shareholders

- For use at the Annual General Meeting (AGM) of Famous Brands Limited to be held via electronic participation, on Friday, 23 July 2021, at 14:00, or any adjourned or postponed date and time determined in accordance with sections 64(4) and 64(11)(a)(i) of the Companies Act, No 71 of 2008, as amended (Companies Act).
- This form of proxy is 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 you are recorded on the sub-register as an own name dematerialised shareholder. Generally, you will not be an own name dematerialised shareholder unless you have specifically requested your CSDP to record you as the holder of the shares in your own name in the Company's sub-register.
- This form of proxy is only for use by certificated, own name dematerialised shareholders and CSDPs or brokers (or their nominees) registered in the Company's sub-register as the holder of dematerialised ordinary shares.
- Each shareholder entitled to attend/participate and vote at the AGM is entitled to appoint a proxy (who need not be a shareholder of the Company) to attend, participate in and speak and vote in place of that shareholder at the AGM, and at any adjournment thereafter.
- Please note the following – your rights as a shareholder at the AGM:
 - the appointment of the proxy is revocable; and
 - 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 that any shareholder of the Company that is a company may authorise any person to act as its representative at the AGM. Please also note that section 63(1) of the Companies Act requires that persons wishing to participate in the AGM (including the aforementioned representative) provide satisfactory identification before they may so participate. The Company will regard presentation of a meeting participant's valid driving licence, identity document or passport to be satisfactory identification.
- Note that voting will be performed by way of a poll so each shareholder present or represented by way of proxy will be entitled to 1 (one) vote for every ordinary share held or represented.

I/We, the undersigned:

(Name in block letter)

Of (insert address)

being a holder of

shares in the issued share capital of the Company, entitled to vote

do hereby appoint:

or, failing him/her, the Chairman of the meeting, as my/our proxy to vote for me/us on my/our behalf at the AGM of shareholders of the Company to be held at 14:00 on Friday, 23 July 2021 and at any cancellation, postponement or adjournment thereof as follows:

** (Indicate instructions to proxy by insertion of an "X" or the relevant number of votes exercisable by the member on a poll in the space provided below – see note 17.)*

PART B – ORDINARY RESOLUTIONS	Number of votes		
	*In favour of	*Against	*Abstain
Ordinary resolution number 1 – adoption of audited consolidated annual financial statements			
Ordinary resolution number 2 – re-appointment of external auditors			
Ordinary resolutions numbers 3.1 to 3.2: re-election of Directors			
3.1 To re-elect Ms S Botha as a director of the Company			
3.2 To re-elect Mr N Halamandaris as a director of the Company			
Ordinary resolution number 4 – election of Director			
4.1 To elect Ms F Petersen-Cook as a director of the Company			
Ordinary resolution number 5 – election of members of the Audit and Risk Committee			
5.1 To elect Mr DJ Fredericks as a member of the Audit and Risk Committee			
5.2 To elect Mr N Adami as a member of the Audit and Risk Committee			
5.3 To elect Ms F Petersen-Cook as a member of the Audit and Risk Committee			
Ordinary resolution number 6 – general authority			
NON-BINDING ADVISORY VOTES			
Ordinary resolution number 7 – approval of the Remuneration Policy			
Ordinary resolution number 8 – approval of the Remuneration implementation report			
PART C – SPECIAL RESOLUTIONS			
Special resolution number 1 – approval of remuneration payable to Non-executive directors and the Chairman			
1.1 Remuneration payable to non-executive directors			
1.2 Remuneration payable to the Chairman of the Board			
1.3 Remuneration payable to the Chairman of the Audit and Risk Committee			
1.4 Remuneration payable to the members of the Audit and Risk Committee			
1.5 Remuneration payable to the Chairman of the Remuneration Committee			
1.6 Remuneration payable to the members of the Remuneration Committee			
1.7 Remuneration payable to the Chairman of the Nomination Committee			
1.8 Remuneration payable to the members of the Nomination Committee			
1.9 Remuneration payable to the Chairman of the Social and Ethics Committee			
1.10 Remuneration payable to the members of the Social and Ethics Committee			
1.11 Remuneration payable to non-executive directors attending Investment Committee or unscheduled Committee meetings			
1.12 Remuneration payable to a non-executive director who sits as Chairman of a principal operating subsidiary			
1.13 Remuneration payable to a non-executive director who sits as a director on a partially owned subsidiary or associate company			
1.14 Remuneration payable to a non-executive director for any additional meetings and/or consulting services rendered			
Special resolution number 2 – general authority to repurchase shares			
Special resolution number 3 – financial assistance to related and inter-related companies			

and generally, to act as my/our proxy at the AGM. (If no directions are given, the proxy holder will be entitled to vote or to abstain from voting as that proxy holder deems fit).

Signed at

on

2021

Signature

assisted by me (where applicable)

(state capacity and full name)

Each member is entitled to appoint 1 (one) or more proxy/ies (who need not be a member of the Company) to attend, speak and vote in place of that member at the AGM.

Please read the notes on the reverse hereof.

Notes to form of proxy

(Including a summary of rights in terms of Section 58 of The Companies Act)

1. Each shareholder may participate in the AGM via electronic format.
2. At any time, a shareholder of a company may appoint any individual as a proxy to participate in, and speak and vote at, the AGM on behalf of the shareholder.
3. An individual appointed as a proxy need not also be a shareholder of the Company.
4. The proxy appointment must be in writing, dated and signed by the shareholder.
5. Forms of proxy must be forwarded to reach the Company's transfer secretaries, Computershare Investor Services Pty Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posted to the transfer secretaries at Private Bag X9000, Saxonwold, 2132, South Africa (transfer secretaries), or sent by email to proxy@computershare.co.za so as to be received by them by no later than 14:00 on Wednesday, 21 July 2021, provided that proxies which are not delivered timeously to the transfer secretaries, may be sent to the Chairman of the AGM, care of the transfer secretaries at proxy@computershare.co.za at any time before the proxy exercises any rights of the shareholder at the AGM.
6. The appointment of one or more proxies in accordance with the form of proxy to which these notes are attached will lapse and cease to be of force and effect immediately after the AGM of the Company to be held via electronic format on Friday, 23 July 2021, at 14:00, or at any adjournment/(s) thereof, unless it is revoked earlier in accordance with paragraphs 7 and 8 below.
7. 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/(ies) and to the Company at the registered office, for attention of the Company Secretary, to be received before the replacement proxy exercises any rights of the shareholder at the AGM or any adjournment/(s) thereof.
8. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy/(ies)' authority to act on behalf of the shareholder as of the later of: (i) the date stated in the revocation instrument, if any; or (ii) the date on which the revocation instrument was delivered as required in paragraph 7(ii).
9. A shareholder can appoint one or more proxy/ies for the purposes of representing that shareholder at the AGM of the Company and at any adjournment/(s) thereof by completing and signing the form of proxy to which these notes are attached in accordance with the instructions it contains and returning it to the transfer secretaries, so as to be received by them by no later than 14:00 on Wednesday, 21 July and may be sent to the Chairman of the AGM, care of the transfer secretaries at proxy@computershare.co.za at any time before the proxy exercises any rights of the shareholder at a shareholders' meeting.
10. If the instrument appointing a proxy or proxies has been delivered to the Company in accordance with the provisions of paragraph 9, then, until that appointment lapses in accordance with the provisions of paragraph 6, any notice that is required in terms of the Companies Act, as amended from time to time or the Company's Memorandum of Incorporation to be delivered by the Company to the shareholder must be delivered by the Company to:
 - 10.1 the shareholder;
 - 10.2 the proxy or proxies, if the shareholder has: (i) directed the Company to do so, in writing; and (ii) paid any reasonable fee charged by the Company for doing so.
11. Section 63(1) of the Companies Act requires that meeting participants provide reasonably satisfactory identification. The Company will regard presentation of a meeting participant's valid driving licence, identity document or passport to be satisfactory identification.
12. Documentary evidence establishing the authority of a person who participates in, or speaks or votes at the AGM on behalf of a shareholder in a representative capacity, or who signs the form of proxy in a representative capacity, (for example, a certified copy of a duly passed directors' resolution in the case of a shareholder which is a company, a certified copy of a duly passed members' resolution in the case of a shareholder which is a close corporation and a certified copy of a duly passed trustees' resolution in the case of a shareholder who/which is/are a trust) must be presented to the person presiding at the AGM or attached to the form of proxy (as the case may be), and shall thereafter be retained by the Company.
13. It is recorded that, in accordance with section 63(6) of the Companies Act, if voting on a particular matter is by polling, a shareholder or a proxy for a shareholder has the number of votes determined in accordance with the voting rights associated with the securities held by that shareholder.
14. Any insertions, deletions, alteration or correction made to the form of proxy must be initialed by the signatory/(ies). Any insertion, deletion, alteration or correction made to the form of proxy but not complying with the foregoing will be deemed not to have been validly effected.
15. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
16. The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow. If no names are indicated, the proxy shall be exercised by the Chairman of the AGM.
17. A shareholder's instructions to the proxy must be indicated by the insertion of an "X" or the relevant number of votes exercisable by that shareholder in the appropriate box provided. An "X" in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above or to provide any voting instructions will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she/it deems fit in his/her/its discretion.
18. When there are joint holders of shares, any one holder may sign the form of proxy, and the vote of the senior shareholder (for which purpose seniority will be determined by the order in which the names of the shareholders appear in the Company's register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote/(s) of the other joint shareholders.
19. The completion and lodging of this form of proxy will not preclude the shareholder who appoints one or more proxy/(ies) from participating in the meeting and speaking and voting in person thereat to the exclusion of any proxy/(ies) appointed in terms of the form of proxy should such shareholder wish to do so. The appointment of any proxy/(ies) 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.