

CONFIRMATION AGREEMENT

To: Force Holdings Proprietary Limited (Registration No. 1973/013522/07) ("**Force Holdings**")
11 Wellington Road
Parktown, Johannesburg
2193, South Africa

c/o David Bloch

e-mail: davidb@forceholdings.co.za

From: Verbicept Proprietary Limited (Registration No. 2012/188813/07) ("**Verbicept**")
11 Wellington Road
Parktown, Johannesburg
2193, South Africa

Represented by: Ronald Katz

e-mail: rkatz@workforce.co.za

CONFIRMATION AGREEMENT TO BE TREATED AS AN "**EXCLUDED SHAREHOLDER**"

1. I have been informed that Force Holdings wishes to potentially acquire the issued ordinary share capital of Workforce Holdings Limited (Registration No. 2006/018145/06) ("**Workforce Holdings**"), which acquisition is being proposed to be implemented by way of a scheme of arrangement in terms of section 114 (read with section 115) of the Companies Act No. 71 of 2008 ("**Companies Act**") between Workforce Holdings and the holders of its ordinary shares ("**Scheme**") for a consideration of 165 cents per Workforce Holdings ordinary share ("**Scheme Consideration**").
2. I, Ronald Katz, the undersigned, am duly authorised to represent Verbicept.
3. Verbicept understands that an independent board has been constituted by Workforce Holdings to consider the Scheme and, if the Scheme becomes operative, the subsequent termination of the trading of all of the Workforce Holdings ordinary shares from the AltX board of the of JSE Limited ("**JSE**") ("**Delisting**").
4. The Scheme and the Delisting are together referred to herein as the "**Proposed Transaction**".
5. Verbicept hereby confirms, warrants and represents to and in favour of Workforce Holdings and Force Holdings, as at the date of signature of this confirmation agreement, that -
 - 5.1. it is the direct or indirect registered or beneficial holders (or have the right to exercise (or control the exercise of) all of) the voting rights in respect of, 42 900 000 ordinary shares in the issued share capital of Workforce Holdings ("**Excluded Shares**"), which Excluded Shares are listed on the AltX board of JSE;
 - 5.2. none of the Excluded Shares have been ceded, encumbered, hypothecated or pledged in any manner whatsoever;
 - 5.3. it is able and entitled to exercise (or control the exercise of) all of the voting rights attaching to the Excluded Shares and there are no restrictions of any nature whatsoever on the manner in which we are entitled to exercise (or control the exercise of) the voting rights attached to the Excluded Shares; and



- 5.4. it has the legal capacity, has obtained all necessary mandates and/or authority and taken all necessary corporate action required to agree to being excluded from the Scheme and to empower and authorise us to enter into and sign this confirmation agreement.
6. By signing this confirmation agreement, Verbicept hereby irrevocably and unconditionally acknowledges and agrees to be treated for all purposes under the Proposed Transaction as an excluded shareholder and, as an excluded shareholder, -
 - 6.1. Force Holdings will not acquire the Excluded Shares pursuant to the implementation of the Scheme;
 - 6.2. Verbicept will not participate in the Scheme and will not be entitled to receive the Scheme Consideration;
 - 6.3. Verbicept will retain the Excluded Shares after the implementation of the Scheme;
 - 6.4. none of the shares in Workforce Holdings, including the Excluded Shares, will after implementation of the Scheme be listed on the AltX board of the of JSE;
 - 6.5. Verbicept will not be entitled to vote at the Scheme meeting; and
 - 6.6. any voting rights controlled by Verbicept will not be included in calculating the percentage of voting rights required to be present in determining whether applicable quorum requirements are satisfied at the Scheme meeting.
7. Verbicept acknowledges and confirms that –
 - 7.1. it has been advised and made aware of the provisions of the Companies Act and the Companies Regulations 2011 ("**Regulations**") relating to the regulation of Proposed Transaction;
 - 7.2. it has been advised about the obligations of Force Holdings and Workforce Holdings to comply with the provisions of the Companies Act and the Regulations in respect of Scheme in order to ensure fairness to shareholders of regulated companies (Workforce Holdings being a regulated company as defined in the Companies Act);
 - 7.3. it has been advised that it will not be entitled to exercise any rights under section 115 and 164 of the Companies Act;
 - 7.4. having been advised of all of the relevant provisions of the Companies Act and the Regulations relating to the Proposed Transaction, it understands and agrees to the consequences of being treated as an excluded shareholder for the purposes of the Proposed Transaction; and
 - 7.5. it has had sufficient time and received sufficient information to reach a properly informed decision on the merits of being treated as an excluded shareholder for the purposes of the Proposed Transaction.
8. Verbicept also acknowledges and agrees that information which has been made available to it in connection with the Proposed Transaction may be "*price-sensitive information*" or "*inside information*" as contemplated in the JSE Listings Requirements and/or the Financial Markets Act No. 19 of 2012 (as amended or replaced from time to time) ("**FMA**") respectively, the provisions of which it is familiar with and, accordingly, with which it undertakes and agrees to comply with, where applicable. Accordingly, Verbicept irrevocably undertake not to use, whether for its own benefit or the benefit of any other person, or disclose to any other person, information relating to the existence or terms of the Proposed Transaction until such time as the details thereof have been made public, as contemplated in the FMA.

9. Verbicept irrevocably consent to: (i) being named as an 'excluded shareholder' in any circular or announcements issued in connection with the Proposed Transaction; and (ii) this confirmation agreement being made available for public inspection.
10. No amendment, variation, waiver or consensual cancellation of this confirmation agreement will be of any force and effect unless reduced to writing and signed by us.
11. The provisions of this confirmation agreement will be construed with an governed in accordance with the laws of the Republic of South Africa.
12. The undertakings and benefits contained in this confirmation agreement are given irrevocably and unconditionally by Verbicept in favour of Workforce Holdings and Force Holdings irrespective of whether or not this confirmation agreement is counter-signed by either of them.
13. The document constitutes a stipulatio alteri in favour of Workforce Holdings, capable of acceptance at any time.

Signed at Johannesburg on this the 18th day of October 2024.



For and on behalf of Verbicept Proprietary Limited (Registration No. 2012/188813/07)

By: Ronald Katz

Capacity: Director

Physical Address: 11 Wellington Road, Parktown, Johannesburg, 2193

who hereby warrants his/her authority to sign this undertaking.

Signed for and on behalf of Force Holdings (in acceptance of the benefits contained in this confirmation agreement).

David Bloch

For and on behalf of: Force Holdings Proprietary Limited

By: David Bloch

Capacity: Manager

Date: 18 October 2024