

**MINUTES OF THE ELECTRONIC ANNUAL SHAREHOLDERS MEETING OF KRIDZIL  
WOONSTELLE AANDELEBLOK (PTY) LTD HELD ON THE  
7<sup>TH</sup> OF SEPTEMBER 2022 AT 15H00**

**PRESENT:  
DIRECTORS:  
AS PER THE ATTENDANCE REGISTER**

**SHAREHOLDERS:  
AS PER THE ATTENDANCE REGISTER**

**IN ATTENDANCE:  
AS PER THE ATTENDANCE REGISTER**

**1. OPEN AND WELCOME**

The Chairperson opened the meeting and welcomed everyone present.

**2. APOLOGIES / PROXIES / QUORUM**

The Chairperson advised that 2 Apologies, 2 Proxies, and 3 Letters of Representation had been received.

The Chairperson further advised that a quorum at the Shareholders meeting shall be no less than 1% of all the voting rights and at least 3 Shareholders entitled to vote must be present in person or by proxy. As 58.75% of the total votes of the Company were represented and as the notice had been served timeously, the Chairperson accordingly declared the meeting as properly constituted.

**3. MINUTES OF THE PREVIOUS ANNUAL SHAREHOLDERS MEETING HELD ON THE  
2<sup>ND</sup> OF SEPTEMBER 2021**

The approved Minutes, having been circulated were accepted as read. There were no matters arising from the minutes.

**4. PRESENTATION OF THE CHAIRPERSON'S REPORT**

The Chairperson's Report having been circulated was accepted as read.

The Chairperson brought to the Shareholders' attention that Professor W Abrie, of the appointed Auditors, Theunissen Abrie Incorporated, passed away and the Board had to appoint alternative Auditors. The Auditors AFCA & Partners were appointed.

**5. PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31 DECEMBER 2021**

Mr Nardus Esterhuizen presented the Annual Financial Statements and explained the various notes relating to the line items concerned. There were no questions arising from the presentation.

**6. APPOINTMENT OF AUDITORS**

The Board proposed the re-appointment of the Auditors, AFCA & Partners. As there was no counterproposal or objection to the re-appointment of AFCA & Partners, the Shareholders:



**RESOLVED:**

That AFCA & Partners be re-appointed for the current financial year.

**7. INSURANCE SCHEDULE**

The meeting considered the amended Insurance Schedule detailing the insured values, premiums, Broker, and Insurer / Re-insurer for Kridzil Woonstelle Aandeleblok (Pty) Ltd and as there were no questions or objections, it was:

**RESOLVED:**

That the Insurance Schedule be approved.

**8. ELECTION OF DIRECTORS**

**8.1** Mr J van Niekerk advised that in terms of Clause 19.1 of the Memorandum of Incorporation, at each Annual Shareholders Meeting one half of the number of Directors shall retire. Mr J van Niekerk and Ms AC du Preez retired by rotation.

**8.2** Mr J van Niekerk requested Ms C van den Berg to conduct the election of the Directors. The meeting approved the proposal that Ms C van den Berg Chair this portion of the meeting. Mr J van Niekerk handed the Chair to Ms C van den Berg.

**8.3** As Mr J van Niekerk stood down and as he had confirmed that he was eligible and available for re-election, and as there were no further nominations, Ms C van den Berg proposed that Mr J van Niekerk be elected by poll to fill the vacancy.

**RESOLVED:**

That Mr J van Niekerk be elected and appointed as Director for the ensuing year.

As Ms AC du Preez stood down and as she had confirmed that she was eligible and available for re-election, and as there were no further nominations, Ms C van den Berg proposed that Ms AC du Preez be elected by poll to fill the vacancy.

**RESOLVED:**

That Ms AC du Preez be elected and appointed as Director for the ensuing year

**8.4** Ms C van den Berg congratulated Mr J van Niekerk and Ms AC du Preez on their appointments and handed the Chair back to Mr J van Niekerk.

**9. SPECIAL AND ORDINARY RESOLUTIONS**

**9.1 SPECIAL RESOLUTION 1**

**RESOLVED:**

To abrogated in its entirety and replace the existing Memorandum of Incorporation ("Mol") including all annexures (excluding the Use Agreement/s Annexure and rules filed which shall remain in force and effect as the filed Use Agreement/s and rules with CIPC) to the Mol of the Company with the new Mol tabled at the meeting with effect from the date of filing of the notice of Amendment with the Companies and Intellectual Property Commission (CIPC).



## **9.2 SPECIAL RESOLUTION 2**

### **RESOLVED:**

Should CIPC for any reason reject the filing for any procedural or substantive reason/s or any other reason, that the Directors are entitled to attend to any request/amendment as required by CIPC, without the need to recall a General Meeting to have the request/amendment approved and relodge same as a Director's resolution and extract of a Directors meeting, as is allowed for in terms of the Companies Act, as long as the amendment is not of a material nature that it deviates from the intention of the changes as mentioned in this notice under the above paragraphs.

## **9.3 ORDINARY RESOLUTION**

### **RESOLVED:**

That following on from the acceptance and approval of the preceding Special Resolutions that the Directors and/or the Company Secretary are hereby duly authorised to take such steps and sign and file such documents as may be necessary to give effect to the Special Resolutions, with or without modifications, as decided by the Members in the Shareholders meeting.

## **10. VOTE OF THANKS AND DISSOLUTION OF MEETING**

The Chairperson thanked the Shareholders for their attendance and participation and dissolved the meeting.

Approved and signed at Pretoria on the 23<sup>rd</sup> day of March 2023.



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**J van Niekerk**  
**(Chairperson)**