

**MINUTES OF THE ELECTRONIC ANNUAL SHAREHOLDERS MEETING OF MABALINGWE  
NATURE RESERVE SHARE BLOCK (PTY) LTD HELD ON THE 20<sup>TH</sup> OF OCTOBER 2022  
AT 12H00**

**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 17 RSVPs, 5 Apologies, 6 Proxies and 6 Letters of Representation had been received.

The Chairperson further advised that 3 Members present in person or by proxy representing at least 1% of the total votes in the Company constituted a quorum. As the Members present represented 77.99% of the votes, 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 21<sup>ST</sup> OF OCTOBER 2021**

The approved minutes having been circulated were accepted as read. No matters were arising from the minutes.

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

The Chairperson's Report having been circulated was accepted as read. No matters were arising from the Chairperson's Report.

The Chairperson brought to the Shareholders' attention the Resolution that was passed previously whereby Members that were unable to make payment gave the Company the right to put their week up for rental. Members in distress were requested to contact the Managing Agent to make the necessary arrangements to avoid disappointment.

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 of Directors 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 circulated Insurance Schedule detailing the insured values, premiums, Broker and Insurer / Re-insurer and as there were no questions or objections, it was:

**RESOLVED:**

That the Insurance Schedule and values be approved.

**8. ELECTION AND APPOINTMENT 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 Mr JJ Jordaan 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** Ms C van den Berg confirmed that the elected Directors retired at each Annual Shareholders Meeting. Mr J van Niekerk and Mr JJ Jordaan were the two Directors who stood down and there were therefore two vacancies. 2 Nominations had been received for Mr J van Niekerk and Mr JJ Jordaan to fill the vacancies.

As there were no other nominations, Ms C van den Berg called for a vote by poll for the election and appointment of Mr Johan van Niekerk and Mr Johann Jordaan.

**RESOLVED:**

That Mr J van Niekerk and Mr JJ Jordaan be individually elected and appointed as Directors for the ensuing year.

**8.4** Ms C van den Berg congratulated Mr J van Niekerk and Mr JJ Jordaan 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 reodge 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 13<sup>th</sup> day of April 2023.



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