

**2023 ANNUAL GENERAL MEETING, HELD AT THE PRETORIA COUNTRY CLUB
IN THE CARL JEPPE ROOM ON THURSDAY 31 AUGUST 2023 AT 17H30.**

1. Opening and constitution of the meeting

The Chairman of the WKV Board welcomes all to the 2023 Annual General Meeting (“AGM”).

Proper notice of the meeting was given to all members.

2. Attendance and apologies received

No apologies are forthcoming from the floor and proxies received from members will be incorporated into the voting process.

3. Noting of proxies and determination of quorum

Andre Vladar from Lumi Technologies confirms that 36 votes are registered at the meeting, constituting 53% of the total votes.

A quorum being present, the Chairman declares the meeting to be open.

Lumi technologies would facilitate the voting process and Andrej Vladar demonstrates the utilisation of a handset with smart card for this purpose.

4. Ordinary Resolution 1 - Approval of the Minutes of the 2022 AGM held on 30 August 2022

The minutes for the 2022 AGM are taken as having been read.

There being no comments or amendments, Resolution 1 is carried with a majority vote and the Minutes for the 2022 AGM are approved.

5. Chairperson’s Report concerning the affairs of the Company

The Chairman’s Report is taken as read, and the Chairman provides feedback on the activities since the 2022 AGM:

Security:

The Village was, for the first time in many years confronted by an intruder with criminal motives. A security breach took place on 10 July 2023, whereby an intruder had gained unauthorised access to the WKV, spent three hours on the premises and burgled Villa 21. Fortunately, no-one was harmed, but the incident has proved that preventative measures remain vulnerable and not fool-proof. The Chairman urges all members to be vigilant and attentive.

The Board strongly recommends that members take precautionary measures to protect their villas and to regularly test their panic buttons (linked to Fidelity Security's control centre, who can dispatch armed reaction/ER24).

Since the incident, the Director in charge of security (Willem Krige), together with the Estate Manager (Leon Baasden) had met with an independent security expert on site to identify and assess any security risks.

The Board is confident that the implementation of additional security measures (outlined below) will contribute to a safer environment, and the chairman thanks Willem Krige and Leon Baasden for managing the portfolio.

Maintenance and Infrastructure:

The Board had conducted a thorough feasibility study regarding a communal water backup system for the WKV and the Chairman thanks the Director in charge of maintenance and infrastructure (Edrich Jansen) for leading this project. It was however found that such a project would not be viable, which finding was communicated to members in a letter dated 28 March 2023. The Chairman notes that members have the option to procure their own water backup systems.

The WKV's current underground water infrastructure remains vulnerable and costly to maintain. After consultations with water engineers, it was however confirmed that a once-off project to replace all existing water pipes is neither feasible, nor practical. The daily waterflow is being monitored by an independent third party. Consequently, several pipes have recently been repaired, leading to a reduction in water leaks. The consideration of phased water pipe replacements should remain a priority for the incoming Board.

After a member (Corne Kruger) had raised concerns, an independent architect inspected all flights of stairs of the common areas to ensure compliance with safety regulations as per the National Building Regulations. The Board has installed second sets of handrails in areas defined as high risk to enhance member safety.

Upcoming maintenance projects include resurfacing tarred sections of the access road with a rejuvenated layer.

Plans to upgrade and improve the storage area of rubbish bins, and to create a storage facility for gardening equipment (execution is pending submission of building plans to CoT) is also in the pipeline.

Aesthetics:

The Board, with particular thanks to the Director of Aesthetics (Willie Miller) who had attempted to simplify the aesthetics rules regarding the installation of solar panels. These proposed changes were communicated to members on 26 April 2023 but was objected to by one member. The Board had deliberated that objection, and a decision

was made on 10 July 2023 to recall the proposed changes and to continue using the current rules.

The Board had approved most of the applications for solar installation within the ambit of the current rules.

The WKV rules and guidelines for home maintenance, redevelopment and landscaping was approved at the 2019 AGM and the Board continued to follow a pragmatic approach to enable fairness to all members within the uniform standards as voted for.

A few minor redevelopment projects were successfully undertaken and completed during the past year. The focus is primarily on the external appearance of villas. All applications were considered keeping in mind the rights and privileges of both applicants, neighbours, members, and Village theme in general.

Governance & composition of the Board:

Willie Miller – Director of the Aesthetics Portfolio.

Willem Krige – Director of the Security & Gardens Portfolio.

Edrich Jansen – Director of the Maintenance and Infrastructure Portfolio.

Gerrit Worst – Director of the Finances Portfolio.

Bernette Bergenthuin – Director of the Legal Portfolio; and

Andre Robberts – Chairman of the Board of Directors.

Four Board meetings were held virtually and in order to fulfil their fiduciary duties, the Directors were guided by the various sets of Rules governing the Association, which Rules have duly and unanimously been approved by the Board.

Leon Baasden is in control of the day-to-day management of the estate and regularly liaises with the Board to ensure that matters are dealt with timeously. The Chairman encourages members to utilise the Estate Manager as the single point of contact.

Gerrit Worst, Bernette Bergenthuin and Andre Robberts are not available to serve on the Board for another term and nominations were called for the three vacant positions.

Nominations were received for Stephan Barac, Johan Willemse, Genevive Marks, and Petru van Zyl.

Gardens:

RealGreen had received a gold award for landscape and turf maintenance at the 2023 SALI awards of Excellence, honouring the team for outstanding landscaping and maintenance of the WKV gardens.

Waterkloof 2023 AGM
Held on 31 August 2023

Realgreen compiles a quarterly report on the general conditions of the gardens and the estate, and the Chairman thanks the team for their ongoing efforts.

Finances:

A proposed budget and levy increase for the new financial year was compiled by the Director of Finances (Gerrit Worst) and the Board deliberated same during January 2023.

The Budget proposes a zero net profit before capital contributions, with an increase of 7.5% operational levies, effective from 1 March 2023.

The Board had decided not to raise additional capital levies and only the 1% administration levy collected upon the sale of a property would contribute towards building capital reserves.

The Audited Financial Results statement shows a comprehensive deficit of R447 000 for the year under review, made up by deducting capital expenditure of R814 000 from the operational surplus of R366 000 after tax.

Capital levies collected amounted to R470 000, while the total capital expenditure was R1.289 million (mainly driven by security improvements). This shortage was financed from the balance of R566 000 of capital reserves plus R245 000 from operational reserves.

The total reserves reduced from R2.228 Million in 2022 to R1.782 million as at February 2023.

All investments are held in cash or cash equivalence and amounts to R2.161 Million including levies received in advance of R240 000.

There were no levies outstanding at year-end, and WKV has once again received an unqualified Audit Report.

Gerit Worst has managed the Finance Portfolio for 17 years now and all present thanks and congratulates him.

Legal:

Bernette Bergenthuin had advised the Board on legal matters and attended to the relevant governance documents and contractual arrangements with service providers. The Chairman thanks her for her assistance.

Additional issues:

Portion 738 Waterkloof Ridge – a Professional team was appointed by the Board, who is busy with sensitive negotiations with CoT to finally acquire this property, situated by the gatehouse and adjacent areas. The Chairman explains that the property was

validly purchased in 1995, the purchase was approved by CoT, and that agreement remains in force. The current stumbling block occurred when CoT had asked for services contributions (similar to registration of an erf/township), which amount was approximately R100 000. One CoT representative was of the opinion that no Service Contribution should be required from the WKV, and the issue would hopefully be resolved soon.

WKV Sectional Title – Though not yet approved, as build plans were compiled for this independent Sectional Title within the WKV Scheme. This is the area across the road from Leon’s office, which houses Villa 0, post office, boardroom/offices and ablution facilities and garages. The approval process will be followed in order to obtain occupation certificates from CoT.

The Chairman welcomes all new owners to the Village and further welcomes any member to interact with the Board. Three motions were submitted for discussion under “other business” on the agenda.

The Chairman expressed his sincere appreciation towards Leon, staff members and service providers for their invaluable input over the year. He also thanks his colleagues on the Board for their selfless time and comments that it was a privilege to serve on the Board over the past 7 years. Special thanks are also extended to his wife. The Chairman wishes the incoming Chairman and his/her Board a successful term with interesting deliberations.

6. Presentation on Security related issues

Wilem Krige gives a presentation on security-related matters:

Willem thanks Leon for his cooperation with service providers and contractors and his general assistance with this portfolio.

He lists the highest priority security risks, including the following:

- The perimeter from the Pretoria Country club gate, down to the corner below Villa 55 (area alongside the dam).
- The main access/exit gate.
- Functioning and effectiveness of security systems.
- On-site security guards,
- Compliance with approved security rules/procedures,
- Loadshedding and unplanned electricity supply interruption.

Regarding the break-in, Willem reports that the security camera recordings show that the burglar appears to know the Village and its security systems fairly well, and that he knew how to minimise possible detection. Although the burglar had gone straight to Villa 21, Willem explains that his three-hour presence on the premises was due to his tedious avoidance of the guards and cameras.

FSS (Fidelity Security Services) had committed a breach in its contract with the WKV in failing to respond with armed reaction to the transgression signal being sent to the control room upon activation of the beams. Willem is attempting to resolve the situation and to ensure that this does not happen going forward. Laszlo Mihalik asks, and Willem explains that the guards on site has no indication when the beams or electric fence trips, as the signal is sent directly to Fidelity's control room. A facility is however being investigated to alert the guards when security beams are breached.

The entire security system had to be reviewed and an independent external security expert was procured and asked to evaluate and assess the area along the dam and the main gate. The expert issued a list of "must-haves," and the following were implemented:

- Introduction of another security guard to patrol along the dam from 18:00 till 06:00 daily (permanent new feature).
- A second guard to patrol that same area from 22:00 till 06:00 but walking in the opposite direction than the first guard. This provides more visibility from the other side of the dam, which should hopefully deter criminals.
- On the steel palisade fence in the water by the PCC gate, as well as the area where the burglar had entered, electric fencing was installed on top and on the side of the palisade.
- Steel roller guard spikes were also installed on the palisade in front of Villas 32, 41 and 42.
- Many security spotlights alongside the dam were upgraded/replaced with LED spotlights, with the purpose to give light in a 180-degree area towards the water (will not hinder villagers). This strategy acts like a curtain of light, so that criminals approaching from the other side of the dam cannot see into the Village.
- It is planned to install a section of clear view fence all along the water's edge (will not hinder view from any resident's house), of 40 to 50 meters, with razor wire running into the water. When the water level drops, the dam remains deep at the point of the clear view fence, making it difficult for somebody to come in and take his loot out. To be investigated.
- Seven additional thermal surveillance cameras will be installed on the dam perimeter – one is already functioning. This installation comes at no cost to WKV, because WCCTV needs to compensate the WKV for installing new cameras that did not comply with specifications as requested the previous year. The cameras with the trip line mechanisms installed last year by WCCTV will remain in place alongside the new thermal cameras.
- Security gates will be installed at the pump huts, these huts will serve as sentry points for the guards patrolling at night.
- It is also planned to install solar-powered stand-alone streetlights to assist during power interruptions/loadshedding. They will go on at night, regardless of whether there is loadshedding. Their positioning must still be established, but

they will be placed at strategic points to give sufficient light to residents walking around. The majority of these will be installed along the waterfront.

- Two additional security cameras were installed at the main gate – one covering the road going up, while the other covers the palisade fence on the park's side, plus four additional LED spotlights installed at the gate – two on the palisade fence towards the park and two on the palisade fence on the other side of the Village.
- A member asks why the new lights are linked to the generator and not solar-operated and Willem explains that the lights by the dam does not get sufficient son for a full recharge. The lights on the park's side are in the shade most of the day.
- A strobe light to be installed on the village side of the guard house and another outside the gate. In a crisis situation at the guard house, security guards will utilise the panic button, which will cause the two strobe lights to start flashing, and this will warn Villagers going in or out to stay clear of the gate.
- After the steal gate gets closed at around 20:00, there is only one gate from which visitors/members can come in and sometimes a queue of people has to wait outside in the dark while waiting to be processed to enter. This leaves people vulnerable to criminal activity, so it was suggested to instal a motor at the steal gate which will no longer be locked. Only security guards will have a remote for that gate, and while visitors are queuing outside, members can be admitted through the steal gate. That gate and the roller gates can also be closed in the event of a panic situation that might arise during the daytime.

Willem cautions that no security system or guards can guarantee absolute fool-proof protection. The security situation will continually be reviewed so as to strive for the utmost protection. However, every resident is responsible to take reasonable measures to protect their own property and households. All residents had received a list of recommendations for households to protect themselves further.

The main intention is to get the Village to be an unattractive target for potential burglars, so that they rather seek out another place.

New standby generator will be installed. The standby generator is very old, but it is kept maintained as best as possible. 95% of security systems are connected to this old generator, but all systems also have an Uninterruptable Power Supply ("UPS"). Should the generator fail, the security systems have at least four hours to remain working. There is an agreement in place that a mobile stand-by generator can be delivered within one to three hours of the current one failing.

In response to concerns from members, Willem explains that the new generator will have sound attenuators and will be within the specifications of the Municipality and excessive sound and fumes will be eliminated as much as possible. He further explains that multiple quotes were compared and that a replacement generator will cost approximately R180000. It is simply unpractical for the Village to rely on solar,

rather than a generator for electricity backup, seeing that there is insufficient surface area for the installation of solar panels.

The 2023/24 budget for security amounts to approximately R1.9 million, but the urgent security projects discussed above adds up to a minimal of R685000 and have not been budgeted for.

Willem informs members that the external security expert had advised of a remote facility which, when activated can connect to any security company across South Africa within a person's vicinity. With the press of a button, a person can request from armed response to medical assistance. A high-level estimate puts the cost at approximately R3000 for the first year, with a monthly cost of R100 going forward.

Willem urges the incoming Board to conduct an over-all review of the WKV security status and systems, by considering the projects already undertaken and underway and to employ the services of an independent expert in future to help with ongoing assessment.

It is urgent for the Board to find a funding strategy for the additional required security projects amounting to approximately R685 000, which may include charging of either a once-off or monthly levy. A special general meeting will have to be called to present members with additional information and to put different funding options to the vote.

7. Presentation of the Annual Financial Statements – 28 February 2023

The Annual Financial Statements are taken as read and the Chairman gives a brief overview on the WKV's financial position:

The Income Statement shows that R4.7 million was received from general levies, while R140 000 was generated from investment income.

Operating Expenses came to R4.587 million – with Security being R1.461 million, garden services of R1.027 million and R576000 for Estate Management (including handymen).

The net result before tax is R396 000 and tax of R29 000 was payable mainly on the investment income.

Capital expenditure was R1.289 million, while R475 500 was received from capital levies, resulting in a shortage of R814 000. Deducting that shortage from the initial surplus after tax has led to a deficit of R447 000.

The Statement of changes in equity indicates a slight increase of the total distributable reserves, being R2.2 million the previous year and R2.228 million as at February 2023. Operational reserves at the start of the previous year were R1.497 million and capital reserves at R505 000. These two funds increased by R163 000 and R62 000, respectively as at February 2023.

The R366 000 profit after tax was added, but only R568 000 was available to finance the capital expenditure, which amount was funded from the operational reserves. This had reduced the total reserves to R1.781 million.

On the Balance Sheet, the reserves are R1.78 1 million, with other funding/payables added (including creditors, taxation etc.) of R379 000, bringing the total funding to R2.161 million.

8. Ordinary Resolution 2 - Considering and approval of the normal operating budget for the year ending 29 February 2024 and the levies payable with effect from 1 March 2023

It was decided to do away with the R300.00 capital levy and no additional capital levies would be raised. The 1% administration levy for the sale of properties will continue to contribute towards capital.

The total operating expense is budgeted at R5.1 million, constituting a 7.5% increase.

Income from levies (with an increase of 7.5%) was budgeted at just over R5 million, while interest on investments of R67 000 was anticipated.

A zero-balance was therefore budgeted.

The operating budget for the year ending 29 February 2024 was put to the vote. There being a 100% vote (including proxies) in favour, Resolution 2 is carried.

9. Ordinary Resolution 3 - Appointment of External Auditors

The Board recommends the re-appointment of **GEYSER & DU PLESSIS** as external auditors for the 2024 financial year. This proposal received a majority vote and Resolution 3 was carried.

10. Other or General Business

Three motions were received for discussion:

- Eloff Brink enquired as to how he could sell his spare electricity to the CoT via Impact Metering's bi-directional meter. The option to sell excess electricity being generated by solar panels is available to any member. Impact metering had responded that the HOA must take a decision that will allow homeowners to return excess electricity into the network. The CoT currently offers just over R0.20 per kilowatt hour, and the HOA may determine a rate. The recommendation by the Board is to enter into the relevant agreements with homeowners to pay R0.20 per kilowatt hour, alternatively the rate offered by the CoT. All related costs, including hardware and CoT costs will be for the account of the member.

After a suggestion from a member, the phraseology of the proposal was amended to the idea that agreements with homeowners would be “considered.”

A member comments that the rate proposed is quite low and the Chairman notes that this is for the deliberation of the incoming Board.

In response to another question, the Chairman confirms that it is not possible for members who have excess solar electricity to feed invertors for backup power for the Village as a whole.

- Genevieve Marks submitted a motion, opining that the approved Aesthetic Rules with reference to solar panels and geysers are too restrictive and based on reliable sustainability of electricity by Eskom, which is no longer the case. She urges that these rules need to change and be brought in line with the current situation, so that owners may be allowed to install solar panels and geysers to become independent from the Eskom grid. Reference is made to the discussion above, where the Rules were amended, but which amendments were retracted, due to the objection thereof by one particular member.

The Board agrees to the importance of this matter, but installations need to be done in a responsible manner that limits the impact on aesthetics and the unique characteristics of the Village. The Board is applying the current rules with care and discretion to try and accommodate members as best as possible.

Willie Miller comments that the Board receives approximately two applications per week, meaning that almost 80% of the Village have applied for solar installation. One of the rules that was deliberated to change pertained to installations on flat roofs. Willie indicates that, except for Villa 41, all the applications for installation on flat roofs had been approved within the ambit of the current rules. The purpose of the rule is so that the panels are not visible from afar, so it was decided to screen off Villa 41, so that its panels will not be visible from the common property. None of the other existing rules inhibits the approval process from being implemented fairly.

Genevieve Marks still raises concern regarding the rule that only 30% of a roof's surface area may be used to instal solar, as well as an alleged rule that a 21-day approval process must be followed, but Willie explains that the 21-day requirement is not found in the rules. Willie indicates that there has not been one application that needed to be turned down for exceeding the 30% surface area limitation on flat roofs.

Carla Roosenboom is a new member of the WKV who works in the energy space. She reminds members that solar panels are not the only solution for energy efficiency and being less reliant on Eskom. Other alternatives include heat pumps, and she indicates that solar panels need not necessarily be

installed at a 25-30% incline, as they will generate sufficient energy at a 10% incline as well.

- The third motion submitted by Genevieve Marks regarding a discussion of the WKV's security status, based on the recent break in and burglary is withdrawn by her, due to her concerns having been discussed during the meeting.

Eloff Brink reminds all that an Ordinary Resolution is required to put the Annual Financial Statements to the vote. There being a majority vote in favour of its approval, the resolution is carried.

11. Ordinary Resolution 4 - Election of Directors

The Chairman confirms that all four nominees are present, and that the CV's of all candidates had been circulated. He opens the floor to each candidate to introduce themselves:

- Stephan Barac is a Chartered Accountant who used to work at PwC but retired in 2018. He has resided in the Village since 2017, with his expertise being in finance. He serves on the board of another large Estate's HOA as well as other boards and audit committees
- Genevieve Marks is a medical doctor who has practiced for approximately 15 years to date. She has resided in the Village over the past five years. She is interested to get involved in Village affairs and believes that the Board can make a real difference and improve its communication methods. Marks has served on the boards of various other companies and runs her own business and believes she has a lot to offer, should she be elected.
- Johan Willemse is an attorney who has served on the boards of various companies.
- Petru van Zyl is fairly new to the Village. Having lived in Europe for most of her adult life, she considers herself extremely fortunate to have joined the WKV. She emphasises the importance of working together to take care of the Village.

Eugene Gouws enquires as to the size of the Board and whether all four nominees cannot perhaps be accommodated. Wilem Krige states that the MOI limits the capacity of the Board to a maximum of seven Directors, while the Chairman confirms that this limit was reduced to six Directors, as per a resolution taken at a previous AGM.

Elzette Muller proposes that a decision taken at a previous meeting whereby the capacity of the Board was reduced may be overturned by a majority vote and the Chairman asks whether the circulated notice advertising three vacancies may legally

be overturned. Andrej Vladar (from Lumi Technologies) states that the clause in the WKV MOI pertaining to the notice period for advertisement of vacant Directors is not an “alterable provision” and therefore that the Companies Act cannot be overruled. Eloff Brink confirms that the Notice cannot be ignored, as that would mean that not all members were duly notified that the Board’s capacity would increase from six to seven. The Chairman further states that voting on the proposal to add all four nominees cannot take place, seeing that no member present has a discretionary proxy – any proxy assigned is an instructed vote for a specific nominee/s.

Robbie de Mûelenaere proposes that three nominees are elected in line with the currently tabled resolution, and then for the Board to appoint an additional Director, which appointment can be ratified at a future meeting.

In response to a question from Eloff Brink, the Chairman confirms that there has been an anonymous objection against one of the nominees. The Board however felt that the objections were not warranted, as there was no history of the accusations made. The objector was informed accordingly.

Three nominees would now be elected for the full term by ballot.

The Board could consider coopting the fourth nominee as an additional Director. The co-appointment will be valid for one year. The Board may submit a resolution at the next AGM to increase the maximum Directors to seven.

Voting results: Stephan received 35, Johan 34, Petro 27 and Genevieve received 14 of the votes.

The Chairman congratulates the newly elected Directors and thanks them for making themselves available to serve the HOA.

12. Closure

The Chairman thanks the team from Lumi Technologies for their assistance and facilitation of the voting process and admin-related matters.

Leon Baasden thanks Andre Robberts for all he has done for the HOA over the past years.