

IMPORTANT ADDITIONAL INFORMATION FOR NOTING

Below kindly find important information concerning the upcoming Annual General Meeting (“AGM”) of the Waterkloof Village Home Owners Association NPC (“Company”) to be held on Wednesday, 14 August 2024 at 17:30.

Who can Vote?

The registered owner(s) (Member) of an Erf in the Development and in good standing, is entitled to vote either personally or by proxy.

In terms of Section 59(1)(a) and (b) of the Companies Act, 2008 the board of directors of the Company (“the board” or “directors”) has set the record date for the purposes of determining which Members are entitled to and to participate in and vote, as at 12 August 2024 (being the date on which the company determines the identity of its members).

Unable to attend the meeting?

Members who are unable to attend the AGM in person but are eligible to vote in terms of article 2.1(4) of the Company’s MOI (“MOI”), may, as stipulated in article 2.2(1) of the MOI, be represented at the AGM by a proxy, who need not be a Member of the Company. The MOI limits and restricts the appointment of proxies to the appointment of 1 (one) proxy per voting Member.

A Member’s proxy may delegate the proxy’s powers to another person in terms of article 2.2(3) of the MOI.

As prescribed in article 2.8(1) of the MOI, documentary evidence establishing the authority of the person signing the Proxy form in a representative or other legal capacity must be attached to the proxy form without which the proxy will be invalid.

Where no indication of voting has been made on the Proxy Form or where the Member does not provide direction of how the proxy holder must vote, the proxy holder may vote as he/she deems fit or abstain from voting in terms of article 2.2(4) of the MOI.

In accordance with the Companies Act, 2008, members are entitled to submit a Proxy Form to the Company up until the commencement of the Annual General Meeting (AGM). To facilitate smooth processing, we kindly request that members forward their Powers of Attorney, Proxy Forms, or Consent Forms using one of the following methods:

- By emailing the completed and signed Power of Attorney, Proxy Form inclusive of the required Resolution Form or Consent Form to the Chairperson of the Company, alternatively the Estate Manager of the Company; or
- By hand delivering the completed and signed Power of Attorney, Proxy Form inclusive of the required Resolution Form or Consent Form to the office of the Estate Manager in the Development,

preferably by no later than 15h00 on 12 August 2024 to enable the vetting and recording thereof in good time.

Property owned by a legal entity or jointly owned?

In the event of a:

- Company, Close Corporation or Trust, resolving to authorize one of its directors, members or Trustees to represent such Company, Close Corporation or Trust to attend, speak and vote in person at the AGM, such Company, Close Corporation or Trust shall execute a Power of Attorney evidencing the authority of such director, member or Trustee in terms of article 2.1(12) of the MOI; or
- Company, Close Corporation or Trust, resolving to authorize a natural person who is not one of its directors, members or Trustees to attend, speak and vote in person or by proxy on behalf of such Company, Close Corporation or Trust at the AGM, a completed and signed Proxy Form will be required, accompanied by a duly completed Resolution Form; or
- Villa being owned by more than one person in undivided shares, a completed and signed Consent Form to appoint one of the joint owners to represent the other(s), as stipulated in article 2.1(11) of the MOI, will be required.

Quorum

Article 2.9(1) of the MOI prescribes that subject to at least 1 (one) Member being present in person, the quorum necessary for the holding of the AGM shall comprise at least 25% of all the voting rights that are entitled to be exercised at such AGM, or a minimum of 17 Members entitled to vote in terms of the MOI, present in person or by proxy.

Voting Requirements

In terms of article 2.11(2) of the MOI, for an **ordinary resolution** to be adopted at any Members' meeting, it must be supported by the majority, being more than 50% (fifty percent) of the voting rights cast by all Members present in person or by proxy.

In terms of article 2.11(3) of the MOI, for a **special resolution** to be adopted at any Members' meeting, it must be supported by at least 75% (seventy five percent) of the voting rights cast by all Members present in person or by proxy.

Important Dates

Record date for receiving Notice of AGM – 12 August 2024

Date Notice given to Members – 22 July 2024

AGM commences – 14 August 2024 at 17h30

Kindly contact the Chairperson or the Estate Manager should you have any questions concerning the AGM.