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Agenda for general meeting

AGENDA FOR A GENERAL MEETING OF MEMBERS OF

(Name of company)
("the company")

CONVENED TO BE HELD AT *(place)* AT *(time)* ON *(date)*

Introductory notes

1 In terms of the articles of association (article *(here insert relevant article number)*) of the company, the quorum for this meeting is *(insert quorum)*.

2 For purposes of the *(specify the number of special resolutions to be proposed)* special resolutions, in terms of section 199(1) of the Companies Act, 1973, as amended ("the Act"), members entitled to vote and holding in the aggregate not less than number of the total votes of all the members entitled to vote on such resolutions, must be present in person or by proxy for the special resolutions to be properly passed. The quorum requirement therefore is members, present in person or by proxy and entitled to vote, representing not less than *(stipulate the number of ordinary shares)* ordinary shares (*(specify what percentage that constitutes of the issued ordinary shares)*)% of *(the number of issued ordinary shares in the capital of the company)* issued ordinary shares).

3 In accordance with the company's articles of association, proxy holders may take part in a vote on a show of hands (article *(specify relevant article number)*) on the basis of *(specify the basis, usually only one vote irrespective of the number of members represented, which is why a poll is usually called for)*.

4 A poll may be demanded by *(specify the number of members who can call for a poll)* (article *(specify the relevant article)*).

5 In terms of article *(specify relevant article number)*, the chairman of the meeting has the right to appoint any persons to act as scrutineers for the purposes of checking proxies and counting the votes (which would include the conducting of a poll).

6 If the meeting is a nullity (eg because defective notice has been given) it is not capable of being adjourned. If however there is no quorum, it cannot be adjourned unless the articles permit. If the meeting became unruly or a lengthy time would be required to take the result of a poll or it becomes impossible for the chairman to gauge the wishes of the members (for example because of a breakdown in technology or because of an impossibility to debate because of the nature of the venue), the chairman can adjourn unilaterally. If it is clear that an adjournment to a certain time would result in many members not being able to attend, then the chairman must adjourn *sine die* unless the adjournment is very short or there is great urgency. Only factors known to the chairman when he seeks to adjourn are relevant.

Proposed format of the meeting

CHAIRMAN: *(Name of the chairman)*

"Good morning ladies and gentlemen. I welcome you to this general meeting of the company. My name is *(name)*.

The quorum for this meeting is (*specify the quorum*) members personally present and entitled to vote. As some of the resolutions to be considered are special resolutions, for those resolutions there must be members present in person or by proxy and entitled to vote who hold in the aggregate not less than one-quarter of the total number of votes which may be exercised.

I report that the necessary quorums are present and declare the meeting duly constituted.

I propose that (*names of scrutineers*) be appointed as scrutineers. I call on (*specify the name of a member who will be present in person at the meeting and who it is known supports the proposed resolution*) to second that proposal.”

SECONDER:

“Mr Chairman, I have pleasure in seconding the motion.”

CHAIRMAN:

“I put the matter to the vote by a show of hands.”

(*Count the votes. A simple majority suffices*)

CHAIRMAN:

“The purpose of this meeting, as set out in the circular to members which contains the notice of this meeting, is to consider resolutions to (*list briefly the nature of the resolutions*).

The notice convening this meeting contains the full terms and, insofar as concerns the special resolutions, effects of the resolutions. Accordingly, I propose that the notice be taken as read. Does anyone have any objections to this procedure?”

(*Pause for objections – if there are any, the secretary must read the notice convening the meeting*)

CHAIRMAN:

“I propose that we vote on the resolutions by way of a poll. I call on (*specify the names of the necessary number of members who will be present in person at the meeting and who it is known support the proposed demand for a poll*) to second that proposal.”

SECONDER:

“Mr Chairman, I have pleasure in seconding the motion.”

OTHER NECESSARY NUMBER OF MEMBERS:

“I also have pleasure in seconding the motion.”

CHAIRMAN:

“I will also allow each resolution to be discussed after it has been put to the meeting.

I would ask that, if any member or representative wishes to ask a question on any of the resolutions, he give his name for recording in the minutes.”

SPECIAL RESOLUTION NO 1

“I now propose special resolution No 1 as set out in the notice convening this meeting.”

“I call on Mr (*specify the name of a member who will be present in person at the meeting and who it is known supports the proposed resolution*) to second the motion.”

SECONDER:

“Mr Chairman, I have pleasure in seconding the motion.”

CHAIRMAN:

“The motion is now open for discussion. Are there any questions?”

(Questions and discussion, if any)

CHAIRMAN:

“There being no (further) questions we may now vote on special resolution No 1.

Poll forms have been handed to you on which you should record your votes.”

(If the total of the no votes and the abstentions is 25% or less than the total votes exercisable at the meeting (ie the total of the yes and no votes and the abstentions), the resolution has been duly passed)

CHAIRMAN:

“The scrutineers have now handed me the results of the poll. They are the following:

- (1) there are *(specify number of members present in person and by proxy)*;
- (2) the following proxies have been disallowed *(give details)*;
- (3) *(number of members who voted in favour specifying the percentage of the total votes and abstentions)*;
- (4) *(number of members who voted against specifying the percentage of the total votes and abstentions)*;
- (5) *(number of abstentions)*.

I declare that special resolution No 1 has been passed by the requisite majority.”

(Repeat for as many other resolutions as are being proposed at the meeting)

CHAIRMAN:

“That concludes the business of this meeting and I thank you all for your attendance.”

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Agenda for annual general meeting

AGENDA
FOR THE ANNUAL GENERAL MEETING OF MEMBERS OF

(Name of company)
 (“the company”)

CONVENED TO BE HELD AT *(place)* AT *(time)* ON *(date)*

Introductory notes

1 In terms of the articles of association (article *(here insert relevant article number)*) of the company, the quorum for this meeting is *(insert quorum)*.

2 For purposes of the *(specify the number of special resolutions to be proposed)* special resolutions, in terms of section 199(1) of the Companies Act, 1973, as amended (“the Act”), members entitled to vote and holding in the aggregate not less than one-quarter of the total votes of all the members entitled to vote on such resolutions, must be present in person or by proxy for the special resolutions to be properly passed. The quorum requirement therefore is members, present in person or by proxy and entitled to vote, representing not less than *(stipulate the number of ordinary shares)* ordinary shares

((*specify what percentage that constitutes of the issued ordinary shares*)% of the (*the number of issued ordinary shares in the capital of the company*) issued ordinary shares).

3 In accordance with the company's articles of association, proxy holders may take part in a vote on a show of hands (article (*specify relevant article number*)) on the basis of (*specify the basis, usually only one vote irrespective of the number of members represented, which is why a poll is usually called for*).

4 A poll may be demanded by (*specify the number of members who can call for a poll*) (article (*specify the relevant article*)).

5 In terms of article (*specify relevant article number*), the chairman of the meeting has the right to appoint any persons to act as scrutineers for the purposes of checking proxies and counting the votes (which would include the conducting of a poll).

6 If the meeting is a nullity (eg because defective notice has been given) it is not capable of being adjourned. If however there is no quorum, it cannot be adjourned unless the articles permit. If the meeting became unruly or a lengthy time would be required to take the result of a poll or it becomes impossible for the chairman to gauge the wishes of the members (eg because of a breakdown in technology or because of an impossibility to debate because of the nature of the venue, the chairman can adjourn unilaterally. If it is clear that an adjournment to a certain time would result in many members not being able to attend, then the chairman must adjourn *sine die* unless the adjournment is very short or there is great urgency. Only factors known to the chairman when he seeks to adjourn are relevant.

Proposed format of the meeting

CHAIRMAN: (*Name of the chairman*)

"Good morning ladies and gentlemen. I welcome you to this annual general meeting of the company. My name is (*name*).

The quorum for this meeting is (*specify the quorum*) members personally present and entitled to vote. As some of the resolutions to be considered are special resolutions, for those resolutions there must be members present in person or by proxy and entitled to vote who hold in the aggregate not less than one-quarter of the total number of votes which may be exercised.

I report that the necessary quorums are present and declare the meeting duly constituted.

I propose that (*names of scrutineers*) be appointed as scrutineers. I call on (*specify the name of a member who will be present in person at the meeting and who it is known supports the proposed resolution*) to second that proposal."

SECONDER:

"Mr Chairman, I have pleasure in seconding the motion."

CHAIRMAN:

"I put the matter to the vote by a show of hands."

(*Count the votes. A simple majority suffices*)

CHAIRMAN:

"The purpose of this meeting, as set out in the notice to members which contains the notice of this meeting, is to consider resolutions to (*list briefly the nature of the resolutions*).

The notice convening this meeting contains the full terms and, insofar as concerns the special resolutions, effects of the resolutions. Accordingly, I propose that the notice be taken as read. Does anyone have any objections to this procedure?"

(*Pause for objections – if there are any, the secretary must read the notice convening the meeting*)

CHAIRMAN:

“I propose that the annual financial statements of the company be taken as read. Does anyone have any objections to this procedure?”

(Pause for objections – if there are any, the secretary must read the financial statements)

CHAIRMAN:

“I propose that the auditors’ report be taken as read. Does anyone have any objections to this procedure?”

(Pause for objections – if there are any, the secretary must read the auditors’ report)

CHAIRMAN:

(The chairman then addresses the meeting on the directors’ report and comments upon it as well as dealing with future prospects)

“I propose that we vote on the resolutions by way of a poll. I call on *(specify the names of the necessary number of members who will be present in person at the meeting and who it is known support the proposed demand for a poll)* to second that proposal.”

SECONDER:

“Mr Chairman, I have pleasure in seconding the motion.”

OTHER NECESSARY NUMBER OF MEMBERS:

“I also have pleasure in seconding the motion.”

CHAIRMAN:

“I will also allow each resolution to be discussed after it has been put to the meeting.

I would ask that, if any member or representative wishes to ask a question on any of the resolutions, he give his name for recording in the minutes.”

RESOLUTION NO 1

“I now propose resolution No 1 as set out in the notice convening this meeting.

I call on Mr *(specify the name of a member who will be present in person at the meeting and who it is known supports the proposed resolution)* to second the motion.”

SECONDER:

“Mr Chairman, I have pleasure in seconding the motion.”

CHAIRMAN:

“The motion is now open for discussion. Are there any questions?”

(Questions and discussion, if any)

CHAIRMAN:

“There being no *(further)* questions we may now vote on resolution No 1.

Poll forms have been handed to you on which you should record your votes.”

CHAIRMAN:

“The scrutineers have now handed me the results of the poll. They are the following:

- (1) there are *(specify number of members present in person and by proxy)*;
- (2) the following proxies have been disallowed *(give details)*;
- (3) *(number of members who voted in favour specifying the percentage of the total votes and abstentions)*;

(4) *(number of members who voted against specifying the percentage of the total votes and abstentions)*;

(5) *(number of abstentions)*.

I declare that resolution No 1 has been passed by the requisite majority.”

(Repeat for as many other resolutions as are being proposed at the meeting. Unless the meeting unanimously approves voting in regard to the appointment of directors en bloc, each appointment must be voted on separately)

CHAIRMAN:

“That concludes the business of this meeting and I thank you all for your attendance”.

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Agenda for directors' meeting

AGENDA

Introductory notes

In terms of the articles of association (article *(here insert relevant article number)*) of the company, the quorum for this meeting is *(insert quorum)*.

Proposed format of the meeting

CHAIRMAN: *(Name of the chairman)*

“Good morning ladies and gentlemen. I welcome you to this meeting of the board of directors of the company.

The quorum for this meeting is *(specify the quorum)* directors or their alternates.

I report that the necessary quorums are present and declare the meeting duly constituted.

I suggest that the notice convening the meeting be taken as read. Any objections? I take it as read then.”

“I have apologies from *(names of directors who have apologised)*.

Are the minutes of the last meeting of the board of directors of *(date of last meeting)* which have been circulated by the secretary, correct?”

(If not discussion will follow and the necessary amendments will be recorded)

“I will then sign them.

Are there any matters arising out of those minutes or which are not on the agenda which you would like to raise?”

(Deal with any such matters)

“I will now deal with the matters on the agenda.”

“Is there any special business of which special notice has been given?”

(If so deal with it)

“That concludes the business of this meeting and I thank you all for your attendance.”