

REPUBLIC OF SOUTH AFRICA

COMPANIES ACT, 1973

ARTICLES OF ASSOCIATION OF A COMPANY  
HAVING A SHARE CAPITAL NOT ADOPTING SCHEDULE 1

NEW ARTICLES OF ASSOCIATION AND DULY REGISTERED AT THE  
REGISTRA OF COMPANIES ADOPTED BY SHAREHOLDERS AT A  
GENERAL MEETING HELD ON 20 SEPTEMBER 2004, AND DULY  
REGISTERED AT THE REGISTRA OF COMPANIES

REGISTRATION NO. OF COMPANY

Registration Number 1972/001062/06

NAME OF COMPANY :

**PETMIN LIMITED**

- A. The articles of Table A or Table B contained in Schedule 1 to the Companies Act, 1973, as amended, shall not apply to the company.
- B. The articles of the company are as follows:

### **Interpretation**

1. In the interpretation of the articles, and unless contrary to the context, words signifying the singular number shall include the plural and vice versa, and words importing persons shall include companies and corporations and words signifying the masculine shall include the feminine and words defined in the Act or in the Statutes shall have the meaning there assigned to them and the following words and expressions shall have the following meanings unless excluded by the subject or the context, namely :
  - 1.1 “the Act” means the Companies Act, 1973;
  - 1.2 “article” or “the articles” mean one article or the Articles of Association of the company from time to time in force;
  - 1.3 “capital”, “shares” and “debentures” mean respectively the capital, shares and debentures from time to time of the company. “Shares” and “debentures” include stock, options, notes and the like which are deemed to be marketable securities in terms of the Act and any other ordinance or act from time to time in force concerning companies and necessarily affecting the company;
  - 1.4 “company” means this company unless used generally and in such case includes a corporation;
  - 1.5 “directors” means the directors for the time being of the company and the alternate directors appointed by them, or as the case may be, the directors assembled at a board meeting.;
  - 1.6 “foreign committee” means those persons duly appointed as such in terms of the provisions of article 103 to act for the company in such foreign country or countries for which they are so appointed;
  - 1.7 “foreign secretary” means the person or persons for the time being appointed as such in the country or countries for which they are so appointed;
  - 1.8 “Gazette” means the Government Gazette of the Republic of South Africa;

- 1.9 “general meeting” means an annual general meeting or other general meeting not being an annual general meeting, of the company duly constituted and any adjournment thereof.
- 1.10 “JSE” means the JSE Limited.
- 1.11 “member” means a registered holder of shares;
- 1.12 “month” means a calendar month;
- 1.13 “office” means the registered office for the time being of the company;
- 1.14 “power of attorney” means the original power of attorney or a notarially certified copy thereof or a copy certified in a manner approved of by the directors;
- 1.15 “proxy” means a person duly appointed in accordance with the provisions of the articles to represent a member at any meeting or any adjournment thereof;
- 1.16 “proxy form” means the written instrument appointing a person to represent a member at any specified meeting or any adjournment thereof in the form provided for in article 67;
- 1.17 “record date” shall be the day on which members must be registered in order to qualify for a dividend or return of capital;
- 1.18 “the register” means the register of the members kept at the office or at the office of the transfer secretary and includes any branch or duplicate register;
- 1.19 “registered address” means the member’s address recorded in the register;
- 1.20 “Republic” means the Republic of South Africa;
- 1.21 “secretary” means the person acting as the secretary of the company for the time being;
- 1.22 “sign” and “signature” include respectively lithography, electronic signatures, printing and names impressed with an india rubber or other kind of stamp, or by a mechanical process;
- 1.23 “these presents” these articles of association as now framed or as from time to time altered by special resolution,
- 1.24 “transfer secretary” means the person or persons for the time being appointed to act as transfer secretary or transfer secretaries of the company;

- 1.25 “writing” includes printing, typewriting or any mechanical process or partly one and partly the other.
2. Headings and sub-headings appear in these presents purely for reference purposes and have no bearing on the interpretation of these articles.

### **Financial assistance**

3. Save as permitted in terms of the Act, the company shall not give, whether directly or indirectly, and whether by means of a loan, a guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares or any shares in any company to which it is subsidiary.
- 3.1 If any funds of the company are employed directly or indirectly in a loan to any company which is the company’s holding company or which is a subsidiary of that holding company the directors of the company shall comply with the provisions of the Act.

### **Loan Capital**

4. The company shall be entitled to exercise the powers vested in it by Section 166 of the Act to raise loan capital by the creation and issue of debentures, both secured and unsecured, but the exercise of such powers shall always be subject to the provisions of Articles 38 and 39 and 46 of these presents.

### **Shares**

5. Subject to the provisions of Article 7, shares, whether in the initial or in any increased capital, shall be issued to such person or persons and on such terms and conditions and with such rights and privileges and conditions attached thereto as the company in general meeting may determine; provided that the company may by resolution passed at a general meeting direct that the shares shall, subject to the provisions of the Act and subject to the approval of any stock exchange/s on which the company’s shares or other securities are listed or quoted in terms of any regulations or requirements of any such stock exchange/s, be issued by the directors to such person or persons on such terms and conditions and with such rights and privileges attached thereto as the directors may determine.
- 5.1 Subject to the provisions of the Act and with the sanction of a special resolution, any preference share may be issued on the terms that it is, or at the option of the company is to be liable to be, redeemed and the terms and manner of redemption of the said redeemable preference shares shall be fixed by the said special resolution by way of an addition to the articles.

- 5.2 Where the redeemable preference shares are to be redeemed out of profits of the company the directors shall be entitled to determine how the redemption proceeds shall be paid and satisfied and whether wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, or in cash, or in any one or more of such ways as the directors may determine.
6. Any shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the company may from time to time by ordinary resolution determine, provided that no further shares ranking in priority to, or *pari passu* with, existing preference shares of any class shall be created or issued, nor shall the special rights previously attached to any shares or class of shares be varied otherwise than pursuant to article 45.
7. Subject to the provisions of clause 5 and any directions to the contrary that may be given by the resolution increasing the share capital, any original shares for the time being unissued and any new shares from time to time created shall, before issue, be offered in the first instance, and either at par or at premium, to all members, as nearly as the circumstances may permit, in proportion to the amount of capital held by each such member (unless such shares are issued for the acquisition of assets). The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may, subject to these presents, dispose of such shares in such manner as they think beneficial to the company. The directors may in like manner dispose of any such new original shares as aforesaid which, by reason of the ratio which such shares bear to capital held by persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning such shares, cannot, in the opinion of the directors, be conveniently offered in the manner hereinbefore provided.
8. The directors shall comply with the Act as regards all allotments of shares.
9. Subject to the provisions of the Act, the company may at any time pay a commission, not exceeding 10%, to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares. Any such commission may be paid or agreed to be paid out of capital or out of profits, whether current or standing to reserve or carried forward, or out of both capital and profits, but so that the commission shall not exceed ten per centum of

the price at which the shares are subscribed or agreed to be subscribed, and the statutory conditions and requirements shall be observed and complied with in respect thereof.

10. If any shares shall be issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthy period, the company may, subject to the approval of the Minister, as defined in the Act, first being had and obtained, pay interest at a rate not exceeding six per centum per annum or such lower rate as may for the time being be prescribed by the Minister, on the amount paid-up on such shares, for the period and subject to the conditions and restrictions specified in the Act, and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant.
11. In the case of any share registered in the names of two or more persons as joint holders, the person first-named in the register shall, save as may otherwise be provided in the articles, be the only person recognised by the company as having any title to such share and to the certificate therefor.

Upon the death, insolvency or placing under curatorship by reason of insanity or prodigality of any joint holder of any share, the sole remaining holder or the first-named two or more remaining joint holders, as the case may be, shall be the only person or persons recognised by the company as having any title to such share.

12. No person shall be recognised by the company as holding any share upon any trust, and no notice of any trust expressed or implied or constructive shall be entered in the register or be receivable by the company, and the company shall not, except only as otherwise provided by the articles or by the Act or by any order of a court of competent jurisdiction, be bound by or compelled in any way to recognise any equitable, contingent, future, partial or representative interest in any share or any right in or in respect of any share, other than an absolute right to the entirety thereof in the registered holder and such other rights in case of transmission thereof as are hereinafter mentioned.

### **Certificates**

13. The certificates of title to shares and debentures shall be issued under the authority of the directors, or of a foreign committee or the transfer secretary when authorised thereto by the directors, in such manner and form as the directors may from time to time prescribe, and shall bear the signature of two directors and of the secretary or transfer secretary or of two members of a foreign committee and of the foreign secretary or transfer secretary or alternatively shall be under the seal of the company and shall bear the signature of one director and of the

secretary or transfer secretary or one member of the foreign committee and of the foreign secretary. All such signatures shall be autographic unless the directors by resolution shall determine that the signature generally or in any particular case or cases shall be affixed by mechanical means provided that such mechanical means be approved by the internal or external auditors or bankers of the company.

- 13.1 Each member shall be entitled, subject to articles 10 and 14, without charge, to one certificate for all the shares registered in his name, or if the directors so agree, to several certificates, each for a part of such holdings; provided that in the case of a share held jointly by several persons the company shall not be bound to issue more than one certificate therefor and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.
- 13.2 Every certificate of shares shall specify the number of shares in respect of which it is issued, and the nominal value per share, where applicable, and if the shares of the class concerned are numbered then also the distinctive numbers of the shares in respect of which it is issued, but if the shares of any class are not numbered, the relative share certificates shall each be distinguished by its appropriate number and by such endorsement as is required under the Act.
- 13.3 Where a member has transferred part only of the shares comprised in a certificate, he shall be entitled without charge to a certificate for the balance of his shares.
14. If any certificate be worn out or defaced, then upon production thereof to the company, the same may be cancelled and a new certificate in lieu thereof be issued, and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the directors, and, on such indemnity being given and after such advertisement (if any) of the loss or destruction as the directors deem adequate at the expense of the party claiming the new certificate, a new certificate in lieu thereof may be given to the party entitled to such lost or destroyed certificate. In case of loss or destruction, the member to whom the new certificate is given shall repay to the company all expenses incidental to the investigation by the company of the evidence of such destruction or loss and to such indemnity.
15. No fee shall be charged -
  - 15.1 for the registration of a transfer; or
  - 15.2 on the registration of any probate, letters or administration, certificate of death or marriage, power of attorney, notice or other instrument relating to or effecting the title to any shares.

### **Transfer and transmission of shares**

16. Subject to the provisions of the laws for the time being in force relating to stamp duty or duty upon the estates of deceased persons, and to any other statutory restrictions on transfer, shares shall be transferable subject to the provisions of the articles.
17. The directors may cause to be kept a branch or duplicate register or registers in any foreign country or countries and, subject to the provisions of the Act, may make and vary such regulations as they may think fit respecting the keeping of any such registers.
18. The instrument of transfer of any share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof.
19. The instrument of transfer of any share shall be in writing in the usual common form, or in such form as the directors shall from time to time determine, and subject to the approval of any stock exchange/s on which the company's shares or other securities are listed or quoted in terms of any regulations of any such stock exchanges.
20. Fully paid shares shall not be subject to any lien in favour of the company and shall be freely transferable, provided that the directors shall register any proposed transfer of shares for the benefit of a minor or a person of unsound mind to the curator or guardian of such minor person or person of unsound mind.
21. Every instrument of transfer shall be left at the transfer office of the company at which it is presented for registration accompanied by the certificate of the shares to be transferred and/or such other evidence as the directors may require to prove the title of the transferor or his right to transfer the shares.
22. All authorities to sign transfer deeds granted by members for the purpose of transferring shares which may be lodged, produced or exhibited with or to the company at any of its proper offices, shall, as between the company and the grantor of such authorities, be taken and deemed to continue and remain in full force and effect, and the directors may allow the same to be acted upon until such time as express notice in writing of the revocation of the same shall have been given and lodged at each of the company's offices at which the authorities were lodged, produced or exhibited. Even after the giving and lodging of such notice, the directors shall be entitled to give effect to any instrument signed under the authority to sign and certified by any officer of the company as being in order before the giving and lodging of such notice. The directors shall not be bound to allow the exercise of any act or matter by an agent for a member unless a duly

certified copy of such agent's authority be produced and filed with the company.

23. All instruments of transfer which shall be registered shall be retained by the company, but any instrument of transfer which the directors may decline to register shall (except in the case of fraud), on demand, be returned to the person depositing the same.
24. On notice being given by advertisement in the Gazette and a newspaper circulating in the district in which the office is situate, and, in the case of any branch register in the manner required by the Act, the transfer books and the register may be closed during such time, not exceeding in the whole sixty days in each year, as the directors think fit.
25. The executor or administrator of a deceased member or the trustee of an insolvent member or the curator of any insane or prodigal member or any person duly appointed by competent authority to represent or act for any member shall, subject to the provisions of article 10 regarding joint holders, be the only person recognised by the company as having any title to any share registered in the name of such member.
26. Subject to any laws for the time being in force relating to stamp duty or duty upon deceased estates, any person recognised in terms of article 10 or article 25 as having any title to any share and also the legal guardian of any minor member and any husband obtaining title to any share by reason of his marriage to a female member, and any person who obtains title to any share by operation of law in any other manner, may upon producing such evidence as to the capacity in which he claims to act under this article or as to his title, as the directors think sufficient and subject to the provisions as to transfer hereinbefore contained, transfer such share to himself or to any other person. This article is referred to in these articles as "the transmission article".
27. A person who submits proof of his appointment as the executor, administrator, trustee, curator or guardian in respect of the estate of a deceased member or the estate of a member whose estate has been sequestrated or who is otherwise under a disability or of his appointment as the liquidator of any body corporate which is a member shall be entered in the register nomine officii, and shall thereafter, for all purposes, be deemed to be a member.

### **Conversion of shares into stock**

28. The company, by special resolution, may convert all or any of its paid-up shares into stock, and may re-convert such stock into paid-up shares of any denomination, and, by such a resolution may provide that any shares, when they are issued and fully paid-up, shall be converted automatically into stock.

29. When any shares haven converted into stock, the several holders of such stock may transfer their respective interests therein, or any part of such interest, in such manner as the company in general meeting shall direct, but in default of any such direction then in the same manner, and subject to the same regulations, as and subject to which any paid-up shares may be transferred, or as near thereto as circumstances will permit. From time to time, the directors, if they think fit, may fix the minimum amount of stock transferable, which shall not exceed the nominal amount of the shares from which the stock arose and may direct that fractions of such minimum shall not be dealt with or may at their discretion waive such rules in any particular case.
30. The stock shall confer on the holders respectively the same privileges and advantages as regards participation in profits and voting at meetings of the company, and for other purposes, as would have been conferred by shares of equal amount, but so that none of such privileges or advantages, except the participation in the profits of the company, shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privileges and advantages.
31. Such of the articles as are applicable to paid-up shares shall apply to stock.

### **Share Warrants**

32. Subject to the provisions of the Act and of any laws or statutory regulations or the legitimate requirements of any statutory body in force from time to time relating thereto, the company, and accordingly the directors, and if so authorised a local committee, may in their discretion, with respect to any share, on application in writing signed by the person registered as holder of the share and authenticated by such evidence as the directors or local committee may from time to time require as to the identity of the person signing the request, and on receiving the certificate relating to such share and the stamp duty (if any) payable on the issue of the warrant and such sum as the directors or the local committee may from time to time require, issue a warrant (hereinafter called the "share warrant") duly stamped, if stamp duty is payable, stating the bearer of the warrant is entitled to the share therein specified, and may provide coupons or otherwise for the payment of future dividends on the share included in such share warrant.
33. A share warrant shall entitle the bearer to the share therein specified, and such share shall be transferable by the delivery of the share warrant and the provisions of these presents in respect of transfer and transmission of shares shall not apply thereto.
34. The bearer of a share warrant shall, on surrender of the warrant to the company for cancellation, and on payment of such sums as the

directors or the local committee may from time to time prescribe, be entitled to have his name entered as a member in the register of members in respect of the share included in the warrant.

35. The bearer of a share warrant may at any time deposit the warrant at the office of the company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiration of two clear days from the time of the deposit, as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant. Not more than one person shall be recognised as depositor of the share warrant. The company shall, on two days written notice, return the deposited share warrant to the depositor.
36. Save as herein otherwise expressly provided, no person shall as bearer of a share warrant, sign a requisition for calling a meeting of the company, or attend, or vote, or exercise any other privilege of a member at a meeting of the company, or be entitled to receive any notices from the company; but the bearer of a share warrant shall be entitled in all respects to the same privileges and advantages as if he were named in the register of members as the holder of the share included in the warrant, and he shall be a member of the company.
37. The directors may determine and from time to time vary the form, language, and subject to the conditions of Article 32 of these presents, the conditions upon which share warrants shall be issued, and upon which a new share warrant or coupon shall be issued in the place of one defaced or destroyed. A new share warrant in place of one lost or destroyed shall only be issued on production to the company of suitable documentation evidencing ownership, acceptance of which documentation shall be subject to the satisfaction of the directors.

### **Debentures**

38. Subject always to the provisions of Article 4 and of the Act and in particular without derogating from the generality of the foregoing, subject to the provisions of Sections 124, 125, 126 and 222 of the Act, debentures may be issued to such persons and on such terms and conditions, and with such rights and privileges attached thereto as the directors may from time to time determine; provided that where debentures are to be issued which are convertible into ordinary preference shares, no such debentures may be issued unless, prior to the issue thereof, the holders of shares of the class into which such debentures are convertible, have been invited to take up such debentures on the same terms and conditions as they were otherwise to be issued, or unless the company in general meeting (having first obtained the approval of the JSE) has sanctioned such issue.

39. Subject to any relevant provisions, if any, of the Memorandum of Association of the company and these presents and without prejudice to any special rights previously conferred upon on the holders of any existing debentures, any debentures may be issued at par or at a discount or at a premium, and with such preferred, deferred or other special rights, or such restrictions, whether in regard to interest voting, redemption, surrender and drawings, or otherwise, as the directors may from time to time determine; provided that no special privileges as to attending and voting at a general meeting and the appointment of directors or otherwise, shall be given save with the sanction of the company in general meeting.

### **Register of Debenture Holders**

40. The Company shall keep a proper register of debenture holders at the office in accordance with the provisions of Section 128 of the Act and such register shall show the number of debentures that are issued and outstanding and shall specify the names and addresses of the holders of such debentures.

### **Increase and reduction of capital**

41. The company in general meeting may from time to time by special resolution increase the capital by such sum divided into shares of such amount, or may increase the number of its shares of no par value to such number, as the resolution shall prescribe.
- 41.1 The company may increase its capital constituted by shares of no par value by transferring reserves or profits to the stated capital, with or without a distribution of shares.
- 41.2 Except insofar as is otherwise provided by the conditions of issue or by the articles, any capital raised by the creation and issue of new shares shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to transfer and transmission and otherwise.
42. The company may from time to time by special resolution, subject to the provisions of the Act, reduce its share capital, stated capital, any share premium account or any capital redemption reserve fund and, without prejudice to the generality of the power hereby conferred, may cancel any paid-up share capital which is lost or unrepresented by available assets, or pay off any paid-up share capital which is in excess of the wants of the company.
- 42.1 Any share capital which is in excess of the wants of the company may be paid in cash or may be satisfied either wholly

or in part, by the distribution of specific assets, including paid-up shares or debentures or any other company or in any way specified in the special resolution reducing the capital. If any difficulty arises in regard to the distribution, the directors may settle the same as they think expedient, and in particular may fix the value for distribution of such specific assets and they may determine that cash payments shall be made to any members on the basis of the value so fixed in order to adjust the rights of all parties and they may vest any such assets in trustees upon such trusts as the directors deem appropriate. If as a result of a reduction of capital, any member becomes entitled to fractions of any specific asset of the company, the directors may sell the assets represented by such fractions and, after deducting the expenses of such sale, distribute the balance of the proceeds of the sale among the members entitled to the fractions in proportion to their entitlement. If as a result of a reduction of capital, any member becomes entitled to specific assets and does not claim such assets within six months from the date he became so entitled, the directors may sell such assets and, after deducting the expenses of such sale, hold the balance of the proceeds of the sale for the account of the member.

All unclaimed amounts due as a result of a reduction of capital or a consolidation of any shares in terms of article 44 shall be dealt with in accordance with article 115.1.

- 42.2 The directors may resolve that any return of capital made to members whose registered addresses are outside the Republic or who have given written instructions requesting payment at addresses outside the Republic shall be paid in such other currency or currencies as may be stipulated by the directors. The directors may also stipulate the date (hereinafter referred to as "the currency conversion date") upon which, and a provisional rate of exchange at which, the currency of the Republic shall be converted into such other currency or currencies, provided that such currency conversion date shall be within a period of thirty days prior to the date of payment. If, in the opinion of the directors, there is no material difference between the rate/s of exchange ruling on the currency conversion date and the provisional rate/s of exchange stipulated by the directors, then the currency of the Republic shall be converted at the latter rate/s, but if in the opinion of the directors there is a material difference then the currency of the Republic shall be converted into such other currency or currencies at the rate/s of exchange ruling on the currency conversion date, or at a rate or rates of exchange which, in the opinion of the directors, is/are not materially different. Any subsequent rise or fall of rate/s of exchange determined as above shall be disregarded.

- 42.3 The company may also by special resolution cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and may diminish the amount of its share capital by the amount of the shares so cancelled or may cancel shares of no par value which have not been so taken or agreed to be taken.
43. Upon a resolution by members in general meeting authorising the directors to apply for the name of the company to be struck off the Register of Companies, the directors may nominate a trustee or trustees as paying agent for the final repayment of capital and may pay to such trustee or trustees for distribution to members in accordance with their rights the full amount of such final repayment of capital, and may also pay to such trustee or trustees all amounts unclaimed in respect of dividends and repayment of capital not forfeited pursuant to the provisions of article 118 to be held by such trustee or trustees for the benefit of the persons entitled thereto until the said amounts are claimed by such persons, or until such amounts become liable to or qualify for payment into the Guardians Fund in accordance with the provisions of the Administration of Estates Act. Upon payment to the trustee or trustees pursuant hereto, the company shall be absolved from all or any claims which any member may have had in respect of such dividends or repayments of capital and the said member's rights shall thenceforth be confined to making claim upon the said trustee or trustees or the Guardians Fund as the case may be.

#### **Alterations of capital**

44. The company may by special resolution -
- 44.1 consolidate and divide all or any part of its capital into shares of larger amount than its existing shares or consolidate and reduce the number of issued shares of no par value to such number as the resolution shall prescribe and also pass a special resolution to repurchase securities, subject to the provisions of the Act;
- 44.2 divide its capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association by subdivision of its existing shares or any of them, subject nevertheless to the provisions of the Act and so that, as between the resulting shares, no one or more of such shares may by the resolution by which such subdivision is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the other or any other of such shares;
- 44.3 increase the number of its issued no par value shares without an increase of its stated capital;

- 44.4 convert all of its ordinary or preference share capital consisting of shares having a par value into stated capital constituted by shares of no par value, and *vice versa*;
- 44.5 convert its stated capital constituted either by ordinary or preference shares of no par value into capital consisting of shares having a par value;
- 44.6 subject to the provisions of article 45, vary the rights attached to any shares not yet issued;
- 44.7 convert any of its shares, whether issued or not, into shares of another class or classes and attach thereto respectively any preferential, qualified, special or deferred rights, privileges or conditions;
- 44.8 subject to the provisions of section 99 of the Act; convert its issued preference shares into shares which can be redeemed and convert ordinary shares into redeemable preference share;.
- 44.9 Subject to the provisions of the Act and the requirements of the JSE, acquire any shares issued by the company on the basis that:
- 44.9.1 All or a portion of the price payable on such acquisition may be paid out of any funds of or available to the company whether or not such payment results in a reduction of the issued capital, share premium, reserves (including statutory non-distributable reserves), stated capital or any capital redemption reserve fund of the company.
- 44.9.2 The shares so acquired shall be cancelled as issued shares and shall be restored to the status of unissued authorised shares.
- 44.9.3 The authorised share capital of the company shall remain unaltered.
- 44.10 make any and all such payments to shareholders as may be required in the course of implementing any alterations of capital as envisaged in this article 44.
- 44.11 Whenever the consolidation, issue or any other alteration of capital results in a fractional entitlement to shareholders, such fractions shall not be allocated and the rounding principle shall be applied in terms of which an entitlement of 0.5 or more of a share will be rounded up to a whole number and a fraction of below 0.5 will be rounded down.

### **Modifying rights**

45. If at any time the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the rights, privileges or conditions attached to any class of shares may, subject to the provisions of the Act, be modified in any way or abrogated :
- 45.1 either with the consent in writing of the holders of at least three-fourths of the issued shares of that class; or
- 45.2 with the sanction of a resolution passed in the manner prescribed by the Act for the passing of special resolutions at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of the articles relating to general meetings of the company shall mutatis mutandis apply except that the quorum shall be not less than three persons holding or representing by proxy not less than one-half of the issued shares of that class, provided that if within ten minutes after the time appointed for the meeting, a quorum is not present the meeting shall stand adjourned to a day not earlier than seven days and not later than 21 days after the date of the meeting, and if within ten minutes after the time appointed for that adjourned meeting a quorum is not present, the members present shall form a quorum.

This article is not by implication to curtail the power of modification which the company would have if the article were omitted.

### **Borrowing powers**

46. From time to time the directors may borrow or raise for the purposes of the company such sums as they deem fit.
- 46.1 The directors may raise or secure the payment or repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by mortgage bond or by the issue of debentures or debenture stock of the company, whether unsecured or charged upon all or any part of the property of the company (both present and future).
- 46.2 Debentures, debenture stock and other securities may be made assignable free from any equities between the company and the person to whom the same may be issued.
- 46.3 Any debentures, debenture stock bonds or other securities may be issued at par or at a discount or at a premium, and with any special privileges as to redemption, surrender and drawings provided that not special privileges as to allotment of shares or

stock, attending and voting in general meetings, appointment of directors or otherwise shall be given save the sanction of the company in general meeting.

47. The directors shall cause a proper register to be kept in accordance with the provisions of the Act of all mortgages and charges specifically affecting the property of the company, and they shall cause to be entered in such register in respect of each mortgage or charge a short description of the property mortgaged or charged, the amount of the charge created, the name of the mortgage or person entitled to such charge and such further particulars as the provisions of the Act require.

### **General meetings**

48. Save as is provided for in the Act, an annual general meeting shall be held not later than nine months after the end of each financial year of the company, and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. The annual general meeting of the company shall be held at such place and at such time as the directors may from time to time determine.
49. Any general meeting other than an annual general meeting of the company shall be called an "extraordinary meeting" or a general meeting.
50. The directors may, whenever they think fit, convene a general meeting, and the directors shall forthwith proceed to convene a general meeting if and when required so to do in accordance with the provisions of the Act.
51. An annual general meeting or a general meeting called for the passing of a special resolution shall be called by not less than twenty-one clear calendar days' notice in writing and any other general meeting shall be called by not less than fourteen clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of such business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the articles, entitled to receive such notices from the company, and also at the same time to any stock exchange/s on which the company's shares or other securities are listed or quoted in terms of any regulations of any such stock exchange/s; provided that a meeting of the company shall, notwithstanding the fact that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a

majority holding not less than ninety-five per centum of the total voting rights of all the members.

52. In every notice calling a general meeting of the company and upon the face of every proxy form issued at the expense of the company, there shall appear with reasonable prominence a statement that a member entitled to attend and vote thereat is entitled to appoint one or more persons as his proxy to attend, speak and vote in his stead and that a proxy need not to be a member.
53. The accidental omission to give notice of a general meeting or any other meeting of the company to any of the members or the non-receipt of such notice by any member shall not invalidate any resolution passed at any such meeting.

### **Proceedings at general meetings**

54. The business of an annual general meeting shall be to receive and consider the annual financial statements, to declare or sanction dividends (where applicable), and to elect directors, auditors, and other officers in the place of those retiring by rotation or otherwise. All other business transacted at an annual general meeting and all business transacted at an extraordinary meeting shall be deemed special. Unless due notice thereof has been given, no special business shall be transacted at an annual general meeting and only such business of which due notice has been given shall be transacted at an extraordinary meeting.
55. The quorum for a general meeting shall be (three) members entitled to vote, present in person, or in the case of a member which is a body corporate, represented.
56. No business shall be transacted at any general meeting unless the quorum requisite shall be present.
57. The chairman elected by the directors in terms of article 88 shall be entitled to take the chair at every general meeting or if there be no chairman or if he shall have notified his inability to be present at the meeting, or if at any meeting he shall not be present within ten minutes after the time appointed for holding such meeting, the members personally present and the representatives of members which are bodies corporate shall choose another director as chairman; and if no director be present, or if all the directors present decline to take the chair, then such members and representatives shall choose one of their number to be chairman.
58. Save as is otherwise expressly provided by the Act or by the articles, all questions, matters and resolutions arising at or submitted to any general meeting shall be decided by a majority of the votes cast and shall, in the first instance, be decided by a show of hands. The

chairman shall not have a casting vote in addition to the vote or votes to which he may be entitled as a member either on a show of hands or on a poll.

59. Subject to the provisions of the Act, at any general meeting, unless a poll is demanded, a declaration by the chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, shall be final and an entry to that effect in the minute book of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
60. At any general meeting a poll may be demanded:
  - 60.1 by the chairman; or
  - 60.2 by not less than five members having the right to vote at the meeting; or
  - 60.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
  - 60.4 by a member or members entitled to vote at the meeting and holding in the aggregate not less than one-tenth of the issued capital of the company.

A poll may not be demanded upon the question of the election of a chairman and only the chairman may demand a poll upon the question of any adjournment.

61. If a poll is demanded as aforesaid, it shall be taken in such manner and at such place and time as the chairman of the meeting directs and either immediately or after an interval or adjournment (not exceeding seven days). The demand for a poll may be withdrawn. Scrutineers shall be appointed by the chairman to count the votes and to declare the result of the poll, and their declaration, which shall be announced by the chairman of the meeting, shall be deemed to be the resolution of the meeting at which the poll was demanded. In case of any dispute as to the admission or rejection of a vote, the chairman of the meeting shall determine the same, and the determination of the chairman made in good faith shall be final and conclusive.
62. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
63. The chairman of a general meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, and he shall adjourn the same if duly required so to do in accordance

with the provisions of the Act, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **Voting**

64. Subject to any special terms as to voting upon which any share may be issued and subject to the Act, every person entitled to vote and present in person, and, if the person is a body corporate its representative, shall on a show of hands have one vote only, but upon a poll every person entitled to vote and present in person or by proxy, and if the person is a body corporate its representative, shall have one vote for every share held or represented by him. On a poll taken at any such meeting a person entitled to more than one vote need not if he votes, use all his votes, or cast all the votes he uses in the same way.
65. The persons entitled to attend and vote at general meetings of the company shall be:
- 65.1 the members, subject to the provisions of the articles as regards joint holders of shares;
- 65.2 persons entitled under article 26 to transfer shares;
- 65.3 proxies of the persons referred to in paragraphs 65.1 and 65.2 above, duly appointed in the manner prescribed in the articles;.

Every such person shall also be entitled to speak at such meetings and, subject to article 60, to demand a poll.

66. When there are joint registered holders of any shares any one of such persons may vote at any meeting in respect of such shares as if he were solely entitled thereto, but, if more than one of such joint holders be present or represented at any meeting, that one of the said persons whose name stands first in the register in respect of such shares or his proxy, as the case may be, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member, in whose name any shares stand, shall for the purpose of this article be deemed joint holders thereof.

### **Proxies**

67. Any person referred to in paragraphs 65.1 and 65.2 may appoint one or more persons whether members or not, to act as his proxy or proxies at any meeting of the company or any adjournment thereof. The appointment of a proxy shall be made either by means of a proxy form or by a power of attorney or by such other means as may be acceptable to the directors.

68. Every proxy form whether for a specified meeting or otherwise shall be in such form as the directors shall from time to time approve and shall comply with the provisions of the Act.
69. The instrument or other authority appointing a proxy to attend and vote at any general meeting or establishing the right of any person to transfer shares under article 26 shall be deposited at the company's office or elsewhere as may be determined by the directors not less than twenty-four hours before the time for the holding of the meeting or adjourned meeting, as the case may be, at which such proxy or person proposes to vote, or at such other places and within such time as the directors may from time to time direct and unless such instrument of authority is so deposited such proxy or person shall not be entitled to attend and vote at the meeting. In calculating the aforesaid period, Saturdays, Sundays and public holidays shall not be taken into account.
- 69.1 Proxy forms which, although not before a general meeting, have been duly deposited in accordance with the foregoing provisions shall be valid for all the purposes of the meeting and the chairman thereof shall be entitled and empowered to act upon cabled, telexed or other written information relating to such forms and the terms thereof if such information purports to emanate from some person or persons in authority in the company's offices or such other places as may be determined by the directors as the case may be. Should the chairman of any such meeting determine to so act upon such information, any scrutineers appointed in accordance with article 61 shall be bound and obliged also so to act thereon.
- 69.2 No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution unless specifically so stated on the instrument itself.
70. A vote given by a proxy, in accordance with the terms of the instrument appointing him shall be valid, notwithstanding the death or insanity of the principal, or revocation of the authority, or transfer of the share in respect of which the vote is given, unless an intimation in writing of the death, insanity, revocation or transfer shall have been received at the office before the meeting.

### **Directors**

71. The number of directors shall not be less than four (4) and not be more than fifteen (15).
72. The directors shall have power at any time and from time to time to appoint any person as a director, either to fill a casual vacancy, or as an additional director, but the total number of directors shall not at any time exceed the maximum number fixed. Any person appointed to fill a

casual vacancy or as additional director shall retain office only until the next following annual general meeting of the company and his appointment shall be subject to confirmation at such annual general meeting. Notice of such meeting shall be sufficient to allow nominations to be sent to the company's office from any part of the Republic of South Africa.

73. The directors shall not be obliged to hold any shares to qualify them as directors.
74. The remuneration of the directors shall be such sum as may from time to time be approved by the company in general meeting. Such remuneration shall be divided among the directors in such proportions and manner as a disinterested quorum of directors or a disinterested committee of directors may from time to time deem appropriate. The directors shall be entitled to such remuneration as the company in general meeting may from time to time determine, which remuneration shall be divided equally among the directors in such proportion to the period during which he has held office during the year.
75. The directors shall be paid all their travelling and other expenses properly and necessarily incurred by them in and about the business of the company, and in attending meetings of the directors or of committees thereof. If any director shall be required to perform extra service or to go or to reside abroad, or if any director shall be specifically occupied about the company's business or perform services which, in the opinion of the directors, are outside the scope of the ordinary duties of a director, he shall be entitled to receive such extra remuneration as may be determined by a disinterested quorum of the directors and such extra remuneration may be either in addition to or in substitution for the remuneration provided for in the last preceding article.
76. The continuing directors may act notwithstanding any casual vacancy in their body, so long as there remain in office not less than the prescribed minimum number of directors duly qualified to act; but if the number falls below the prescribed minimum, the remaining directors shall not act for any purpose other than calling a general meeting or to fill the vacancy.
77. A director shall cease to hold office as such:
  - 77.1 if he becomes insolvent, or assigns his estate for the benefit of his creditors or suspends payment or files a petition for the liquidation of his affairs, or compounds with his creditors; or
  - 77.2 if he becomes of unsound mind; or
  - 77.3 if he is absent from meetings of the directors for six (6) consecutive months without leave of the directors and is not

represented at any meetings held during such six (6) consecutive months by an alternate director, and the directors resolve that the office be vacated, provided that the directors shall have power to grant any director leave of absence for any or an indefinite period; or

- 77.4 if he is removed under article 80 or article 82; or
- 77.5 one month, or, with the permission of the directors, earlier, after he has given notice in writing of his intention to resign; or
- 77.6 if he shall pursuant to the provisions of the Act be disqualified or cease to hold office or be prohibited from acting as director.
78. No director or intending director shall be disqualified by his office from contracting with the company, whether with regard to such office or as vendor or purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the company, in which any director shall in any way be interested, be or be liable to be avoided; nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office, or of the fiduciary relationship thereby established, but the nature of his interest shall be declared by him in accordance with the provisions of the Act;
- 78.1 Notwithstanding anything herein contained, the company shall not make any loan to a director or enter into any guarantee or provide any security in connection with a loan made to a director by any other person if and so far as any such loan, guarantee or provision of security is at any time prohibited by the Act;
- 78.2 No director shall vote as a director in respect of any contract or arrangement in which he is so interested as aforesaid, and if he does so vote, his vote shall not be counted, nor for the purpose of any resolution regarding the same shall he be counted in the quorum present at the meeting, but these prohibitions shall not apply to :
- 78.2.1 any contract or dealing with a company of which the directors of the company or any of them may be directors, members, managers, officials or employees or otherwise interested;
- 78.2.2 the giving of any security or indemnity to a director in respect of money lent or obligations or other liabilities incurred by him at the request of or for the benefit of the company or any of its subsidiaries;

- 78.2.3 any contract to underwrite or sub-underwrite any shares or obligations of the company or any shares in or debentures or obligations of any company in which the company may be in any way interested;
- 78.2.4 any proposal concerning an offer of shares or debentures or other securities of or by the company or any of its subsidiaries for subscription or purchase in which offer a director is or is to be interested directly or indirectly in the underwriting or sub-underwriting thereof, or any allotment of issue complying with the provisions of Section 222 of the Act;
- 78.2.5 any contract for the payment of commission in respect of the subscription for shares or obligations of the company;
- 78.2.6 the giving of any security or indemnity to a third party in respect of a debt or obligation of the company or any of its subsidiaries for which the director himself has assumed responsibility in whole or in part under a guarantee of indemnity or by the giving of security;
- 78.2.7 any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme under which a director may benefit and which has been approved by or is subject to and conditional upon approval by the relevant revenue authorities for taxation purposes. The above prohibitions may at any time be suspended or relaxed to any extent by the company in general meeting.
- 78.3 Any notice given to the directors by a director to the effect that he is a member of a specified company or firm shall comply with the provisions of the Act.
- 78.4 For the purpose of this article, an alternate director shall not be deemed to be interested in any contract or arrangement merely because the director for whom he is an alternate is so interested.
- 78.5 Nothing in this article contained shall be construed so as to prevent any director as a member from taking part in and voting upon all questions submitted to a general meeting whether such director shall be personally interested or concerned in such questions or not.
79. A director may be employed by or hold any office of profit under the company or under any subsidiary or holding company in conjunction with the office of director, other than that of auditor of the company or of any subsidiary company, and upon such terms as to appointment,

remuneration and otherwise as a disinterested quorum of the directors, or a disinterested committee of the directors, may determine, and any remuneration so paid may be in addition to the remuneration payable in terms of article 74.

80. Subject to the provisions of the Act, the company may by ordinary resolution remove any director before the expiration of his period of office and may by ordinary resolution elect another person in his stead. The person so elected shall hold office during such time only as the director in whose place he is elected would have held office.
81. The company shall keep at the office a register containing the particulars of its directors, managers and secretaries and shall furnish the Registrar of Companies with particulars thereof as provided for in the Act.
82. A director may, before the expiration of his period of office, be removed from office by a resolution signed by all his co-directors.

#### **Rotation of directors**

83. All of the directors shall retire at the first annual general meeting of the company and, thereafter, at the annual general meeting held in each year one third of the directors, or if their number is not a multiple of three (3) then the number nearest to, but not less than one third, shall retire from office, provided that in determining the number of directors to retire no account shall be taken of any director who by reason of the provisions of article 87.2 is not subject to retirement nor shall any account be taken of any director appointed pursuant to article 72 where such director's appointment has not been confirmed pursuant to article 72. The directors so to retire at each annual general meeting shall be those who have been longest in office since their last election or appointment. As between directors of equal seniority, the directors to retire shall, in the absence of agreement, be selected from among them by lot; provided that notwithstanding anything herein contained, if, at the date of any annual general meeting any director will have held office for a period of two years since his last election or appointment, he shall retire at such meeting, either as one of the directors to retire in pursuance of the foregoing or additionally thereto. A retiring director shall act as a director throughout the meeting at which he retires. The length of time a director has been in office shall, save in respect of directors appointed or elected in terms of the provisions of articles 72 and 80 be computed from the date of his last election or appointment.
84. Retiring directors shall be eligible for re-election. No person other than a director retiring at the meeting shall, unless recommended by the directors for election, be eligible for election to the office of director at any general meeting unless, not less than seven days nor more than fourteen days before the day appointed for the meeting, there shall have been given to the secretary notice in writing by some member

duly qualified to be present and vote at the meeting for which such notice is given, of the intention of such member to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

85. Subject to the preceding article, the company in general meeting may fill the vacated offices by electing a like number of persons to be directors, and may fill any other vacancies. In electing directors, the provisions of the Act shall be complied with.
86. If at any annual general meeting at which an election of directors ought to take place, the place of any retiring director is not filled, he shall, if willing, continue in office until the dissolution of the annual general meeting in the next year, and so on from year to year until his place is filled, unless it shall be determined at such meeting not to fill such vacancy.

### **Managing directors**

87. The directors, or a committee of the directors may from time to time appoint one or more of their number to be managing director of the company, or to be the holder of any other executive office in the company, including for the purposes of the articles the office of chairman or deputy chairman, and may, subject to any contract between him or them and the company, from time to time terminate his or their appointment and appoint another or others in his or their place or places.
  - 87.1 A managing director may be appointed by contract for a maximum period of five years at any one time. Subject to the terms of his contract he shall be subject to the same provisions as to removal as the other directors, and if he ceases to hold the office of director from any cause he shall ipso facto cease to be managing director. The managing director shall be eligible for re-appointment at the expiry of any period of appointment.
  - 87.2 A managing director so appointed shall not, while holding such office, be subject to retirement by rotation or taken into account in determining the rotation of retirement of directors.
88. A director who is appointed in terms of the provisions of article 87 to the office of managing director of the company, or to any other executive office in the company may be paid in addition to or in substitution of the remuneration payable in terms of articles 74 and 75 such remuneration not exceeding a reasonable maximum in each year in respect of such office or services as may be determined by a disinterested quorum of the directors or a disinterested committee of directors.

89. The directors may from time to time entrust and confer upon a managing director or other executive officer appointed under article 87 for the time being such of the powers and authorities vested in them as they think fit, and may confer such powers and authorities for such time, and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think expedient, and they may convert such powers and authorities either collaterally with, or to the exclusion of, and in substitution for, all or any of the powers and authorities of the directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers and authorities.

### **Proceedings of directors**

90. The directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Until otherwise determined by the company in general meeting two directors, one of whom shall be the managing director shall form a quorum. A director may at any time require the secretary to convene a meeting of the directors. A director who is not within the Republic shall not be entitled to notice of any such meeting, but notice shall be given to all duly appointed alternate directors who may at the time be within the Republic.
91. Questions arising at any meeting of the directors shall be decided by a majority of votes, and in the case of an equality of votes, the chairman shall have a second or casting vote; provided that the chairman shall not have a second or casting vote if only two directors are present at a meeting of the directors.
92. The directors may elect a chairman of their meetings and one or more deputy chairman to preside in the absence of the chairman, and may determine a period for which they are to hold office, which period shall, however, not exceed one year, but if no such chairman or deputy chairman is elected or if at any meeting neither the chairman or deputy chairman is elected or if at any meeting neither the chairman nor a deputy chairman is present at the time appointed for holding the same, the directors shall choose one of their number to be chairman of such meeting.
93. A meeting of the directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the articles or the regulations of the company for the time being vested in or exercisable by the directors generally.
94. A resolution signed by the directors (or their alternates, if applicable) who are present at the time when the resolution in question is signed by the first of such directors, in the Republic of South Africa, whose number is a majority of the directors for the time being in office and not less than a quorum for a meeting of directors, inserted in the minute

book, shall be valid and effective as if it had been passed at a meeting of directors. Any such resolution may consist of several documents, each of which may be signed by one or more directors (or their alternates, if applicable) and shall be deemed to have been passed on the date on which it was signed by the director who signed it (unless a statement to the contrary is made in that resolution).

95. The directors may delegate any of their powers to a committee consisting of such member or members of their body or other persons, as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the directors.
96. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the directors so far as the same are applicable thereto and are not superseded by any regulations made by the directors under the last preceding article save that in the case of an equality of votes the chairman shall not have a second or casting vote.
97. All acts done at any meeting of the directors or of a committee of the directors, or by a director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more directors, or that they or any of them were disqualified or had vacated office or were not qualified to vote, be as valid and effectual as if every such person had been duly appointed and was qualified to be and to act and vote as a director.

#### **Alternate directors**

98. Each director shall have the power to appoint a person to act as alternate director in his place, and at his discretion to remove such alternate director, and to appoint another in his stead, provided that the appointment of such alternate director shall be made in writing and approved by the directors in their sole and absolute discretion; and on such appointment being made and approved, the alternate director shall in all respects be subject to the terms and conditions existing with reference to the other directors of the company. An alternate director shall be entitled to act at all meetings and in all proceedings in which, and on all occasions when, the director who appointed him shall not act himself. An alternate director shall look for his remuneration to the director appointing him, and shall have no claim against the company for such remuneration.
99. An alternate director whilst acting in the place of the director who appointed him, shall exercise and discharge all the duties and functions of the director he represents. The appointment of an alternate director shall be cancelled and the alternate director shall cease to hold office

whenever the director who appointed him shall cease to be a director or shall give notice in writing to the secretary that the alternate director representing him shall have ceased to do so. A director retiring at any annual general meeting and being re-elected shall not, for the purposes of this article, be deemed to have ceased to be a director.

### **Powers of directors**

100. The management of the business and the control of the company shall be vested in the directors who may exercise all such powers as may be exercised by the company and are not hereby or by the Act expressly directed or required to be exercised by the company in general meeting, but subject, nevertheless, to the provisions of the articles and to any resolution not inconsistent with the articles passed at any general meeting of the members in accordance therewith; but no resolution passed by the company in general meeting shall invalidate any prior act of the directors which would have been valid if such resolution had not been passed.

It is hereby declared, pursuant to the provisions of the Act, that although the directors shall have power to enter into a provisional contract for the sale or alienation of the whole or substantially the whole of the undertaking of the company, or the whole or the greater part of the assets of the company, such provisional contract shall only become binding on the company in the event of the specific transaction proposed by the directors being ratified and confirmed by a resolution passed by a majority of the votes cast at a general meeting.

101. Without in any way limiting or restricting the general powers of the directors to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the company or the dependants of such persons, it is hereby expressly declared that the directors may from time to time without any further sanction or consent of the company in general meeting grant pensions, gratuities or other allowances to any person or to the widow or dependants of any deceased person, in respect of services rendered by him to the company as managing director, executive director, general manager or manager, or in any other office or employment under the company, notwithstanding that he may continue to be elected as director or may have been a director of the company, of such amounts, for such period, whether for life or for a definite period or for a period terminable on the happening of any contingency or event, and generally upon such terms and conditions as the directors in their discretion may from time to time think fit. For the purpose of this article, the expression "executive director" shall mean a director appointed to an executive office in the company and receiving in addition to his fees as a director salary or remuneration for additional services whether under a service agreement or otherwise. The directors may authorise the payment of such donations by the company to such religious, charitable, public or

other bodies, clubs, funds or associations or persons as may seem to them advisable or desirable in the interest of the company.

### **Foreign committees**

102. Without prejudice to the general powers conferred by the articles, it is hereby expressly declared that the directors shall be entrusted with the power to appoint persons resident in a country other than the Republic to be a foreign committee in that country, and at their discretion to remove or suspend such foreign committee or any member thereof, to fix and vary their remuneration, and also to open branch registers of members in foreign countries and transfer offices of the company where necessary and to close the same at their discretion, and to appoint and remove agents to represent the company for the issue, subdivision and transmission of shares, and for such other purposes as the directors, subject to the provisions of the articles, may determine. The directors may also give the members of such foreign committee, or any such agents, the power to appoint alternate committeemen or substituted agents and to remove such alternates and substitutes, to appoint others or to act again themselves, and also to grant to such committeemen or agents power to appoint other persons as co-committeemen or joint agents. Any director who is in the country for which the foreign committee is appointed to act may take part in the proceedings of such committee and shall have the same rights and privileges as any member of the committee.
103. All appointments of alternate committee men or substituted agents by members of any foreign committee made in accordance with the provisions of the preceding article shall be subject to the approval of the remaining members of the foreign committee and shall be reported forthwith to the directors. No member of the foreign committee or his alternate shall be obliged to be a member.
104. The directors may at any time by power of attorney appoint any person or persons to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under the articles) including the right of sub-delegation, and for such period and subject to such conditions as the directors may from time to time think fit. Any such appointment may, if the directors think fit, be made in favour of any or all of the members of any foreign committee, or in favour of any company, or the members, directors, nominees or managers of any company or firm, or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the directors. Any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the directions may think fit.

### **Statutory records**

105. The directors shall comply with all the requirements of the Act as to the keeping of statutory books including those relative to the register, a register of interests of directors and others in shares and debentures of the company, a register of directors and officers, a register of pledges and bonds, a register of the interests in contracts of directors and officers, a register of fixed assets, a register of allotments, a directors' attendance book and a minute book or books. The minutes shall record inter alia the names of all directors present at each meeting of directors or of any committee, all appointments of officers and all resolutions of general meetings and of meetings of directors and committees.

The minutes of any meeting of the directors or of any committee or of the company, and of resolutions in pursuance of article 94, if purporting to be signed by the chairman of the meeting or by the chairman of the next succeeding meeting of directors or the company, as the case may be, and any extract from such minutes or extract from any resolution in writing passed in terms of article 94, if signed by any director or by the secretary or by any duly authorised person acting in the place of the secretary, shall be receivable as evidence of the matters stated in such minutes or extracts.

### **Seal**

- 106 The company may be provided with a seal, on which its name shall be engraved in legible characters. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the directors, and the secretary or such other person as the directors may appoint for the purpose shall sign every instrument to which the seal of the company is so affixed. Save as provided for in article 12, all signatures on such instruments shall be autographic. Every instrument to which the seal of the company is so affixed, and which is so signed, shall be binding on the company. The directors may from time to time grant power to such persons as may be nominated by them to use the company's official seal in a foreign country on such terms as they may think fit.

### **Dividends**

107. The company in general meeting or the directors may from time to time declare a dividend to be paid to the members in proportion to the number of shares held by them in each class. Dividends shall be declared payable to members registered as such on a date subsequent to the date of the declaration of the dividend or date of confirmation of the dividend whichever is the later; provided that, notwithstanding anything to the contrary in article 24, a period of not less than 14 days shall be allowed between the date of declaration of the dividend and the date of confirmation of the dividend, whichever is the later, and the

date of the closing of the transfer register in respect of such dividend; and provided further that the last day for members to be registered shall be a Friday and if that Friday is not a business day, then the last day to register shall be the preceding business day.

108. No larger dividend shall be declared by the company in general meeting than is recommended by the directors, but the company in general meeting may declare a smaller dividend.
109. Dividends shall be payable only out of the profits (whether current or past) of the company and no dividend shall carry interest as against the company. The declaration of the directors as to the amount of the profits of the company shall be conclusive.
110. Dividends shall be declared in the currency of the Republic. The declaration of any dividend may, however, provide that all or any particular shareholders whose registered addresses are outside the Republic or who have given written instructions requesting payment at addresses outside the Republic shall be paid in such other currency or currencies as may be stipulated in the declaration. The declaration may also stipulate the date (hereinafter referred to as "the currency conversion date") upon which and a provisional rate of exchange at which the currency of the Republic of South Africa shall be converted into such other currency or currencies, provided that such currency conversion date shall be a date not earlier than the date of the declaration of the dividend and not later than the date of its payment. If, in the opinion of the directors, there is no material difference between the rate/s of exchange ruling on the currency conversion date and the provisional rate/s of exchange stipulated in the declaration then the currency of the Republic shall be converted at the latter rate/s; but if in the opinion of the directors there is a material difference, then the currency of the Republic shall be converted into such other currency or currencies at the rate/s of exchange ruling on the currency conversion date, or at the rate/s of exchange which, in the opinion of the directors is/are not materially different. Any subsequent rise or fall of rate/s of exchange determined as above shall be disregarded.
111. Any dividend so declared may be paid and satisfied either wholly or in part in such manner, subject to the provisions of the Act, as the directors may at the time of declaring the dividend determine and direct. Where any difficulty arises in regard to the distribution of such specific assets of any part thereof the directors may settle the same as they think expedient, and in particular may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to them. In addition, if as a result of the declaration of a dividend any members become entitled to fractions of any specific assets of the company, the directors may sell

the assets represented by such fractions and after deducting the expenses of such sale distribute the balance of the proceeds of the sale amongst the members entitled to the fractions in proportion to their entitlement.

112. Dividends may be declared either free of or subject to the deduction of income tax and any other tax or duty in respect of which the company may be chargeable.
113. The directors may, from time to time, pay to the members on account of the next forthcoming dividend such interim dividend as in their judgment the position of the company justifies.
114. In case several persons are registered as the joint holders of any shares, and one of such persons may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.
115. All dividends, interest or other moneys payable to the registered holder of shares may be paid by cheque, warrant or otherwise as the directors may from time to time determine, and may be sent by post to the last registered address requested by him, or, in the case of joint holders, to the one of them first named in the register in respect of such joint holdings; and the payment of such cheque or warrant shall be a good discharge to the company in respect thereof. For the purpose of this article, no notice of change of registered address or instructions as to payment being made at any other address which is received by the company between the record date for the dividend or return of capital and the respective date of payment of the dividend or repayment of capital, as the case may be, (both dates inclusive) and which would have the effect of changing the currency in which such payment would be made, shall become effective until after such date of payment.
- 115.1 All unclaimed dividends payable to the registered holder of shares may be invested or otherwise made use of by the directors for the benefit of the company until claimed provided that all moneys, other than dividends, which are payable to the registered holders of shares shall be held in trust by the company until lawfully claimed by the shareholder concerned.
116. The company shall not be responsible for the loss in transmission of any cheque, warrant or other document sent through the post either to the registered address of any member or to any other address requested by him.
117. Dividends unclaimed for a period of not less than three (3) years from the date on which such dividends became payable may be declared forfeited by the directors for the benefit of the company.

## **Capitalisation**

118. Subject to the provisions of the Act the company in general meeting, or the directors, may at any time and from time to time pass a resolution to capitalise any sum forming part of the undivided profits standing to the credit of the company's reserve fund, or any sum in the hands of the company and available for dividend, or any sum carried to reserve as the result of a sale or revaluation of the assets of the company or any part thereof, or any sum received by way of premium on the issue of any shares, debentures or debenture stock of the company. Such resolution may provide that any such sum or sums shall be set free for distribution and be appropriated to and amongst the members either with or without deduction for income tax, rateably according to their rights and shareholdings in such manner as the resolution may direct; provided that no such distribution shall be made by the company unless recommended by the directors, and the directors shall, in accordance with such resolution, apply sum or sums in paying up shares, debentures or debenture stock of the company and appropriate such shares, debentures or debenture stock to or distribute the same amongst the holders of such shares rateably according to their shareholding thereof respectively as aforesaid, or shall otherwise deal with such sum or sums as provided for in such resolution.

118.1 Where any difficulty arises in respect of such distribution, the directors may settle the same as they think expedient, fix the value for distribution of any fully paid shares, debentures or debenture stock, make cash payments to any holders of shares on the footing of the value so fixed in order to adjust rights, and vest any shares or assets or assets in trustees upon such trusts for the persons entitled in the appropriation or distribution as may seem just and expedient to the directors. When deemed requisite, a contract shall be entered into and filed in accordance with the Act, and the directors may appoint any person to sign such contract on behalf of the persons entitled in the appropriation or distribution, and such appointments shall be effective, and the contract may provide for the acceptance by the holders of the shares to be allotted to them respectively in satisfaction of their claims in respect of the sum so capitalised.

## **Reserve Fund**

119. The directors may, before declaring or recommending any dividends, set aside out of the amount available for dividends such sum as they think proper as a reserve fund or as an addition thereto. The directors may divide the reserve fund into such special funds as they think fit, with full power to employ the assets constituting such fund or funds in the business of the company, or may invest the same upon such investments (other than shares of the company) as they may select, without being liable for any depreciation of or loss in consequence of

such investments whether the same be usual or authorised investments for trust funds or not.

- 119.1 The reserve fund shall, at the discretion of the directors be available for the equalization of dividends or for making provision for exceptional losses, expenses or contingencies, or for the extension or development of the company's business, or for writing down the value of any of the assets of the company, or for repairing, improving and maintaining any buildings, plant, machinery or works connected with the business of the company, or to cover the loss in wear and tear or other depreciation in value of any property of the company, or for any other purpose to which the profits of the company may be properly applied; and the directors may at any time divide among the members by way of bonus, or special dividends, any part of the reserve funds which they, in their discretion, may determine not to be required for the purposes aforesaid.

### **Accounts**

120. The directors shall cause to be kept such books of account as are prescribed by the Act. The books of account shall be kept at the office, or at such other place or places as the directors think fit, and such books shall always be open to the inspection of the directors.
121. From time to time the directors shall determine whether, and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members.
- No member (other than a director) shall have any right to inspect any account or book or document of the company, except as conferred by the Act or as authorised by the directors, or as authorised by a resolution of the company in general meeting.
122. From time to time and pursuant to the provisions of the Act, the directors shall cause to be prepared, and to be laid before the company in general meeting, such annual financial statements and reports as are required by the Act.
123. The directors shall cause to be prepared interim reports, which shall be sent to every member.
124. Pursuant to the provisions of the Act, a copy of every annual financial statement which is to be laid before the company in general meeting shall be delivered or sent by post to the registered address of every member and debenture holder or other person entitled to receive notice of general meetings of the company, at least 21 days prior to such meeting at which the financial statements are to be laid before the company, at the same time and in the same manner as notices of

annual general meetings are given to members in terms of the articles. At the same time copies of the said documents shall be forwarded to any stock exchange on which the shares are listed or quoted.

### **Audit**

125. The provisions of the Act shall, be complied with in connection with the appointment of an auditor or auditors.
126. Subject to the provisions of the Act the auditors shall hold office until the conclusion of the next annual general meeting of the company.  
  
Any casual vacancy occurring in the office of the auditor may be filled by the directors, but while such a vacancy continues the surviving and continuing auditor or auditors (if any) may continue to act.
127. The remuneration of the auditors shall be fixed by agreement with the company.
128. At least once in every financial year of the company, the auditors shall examine the accounts of the company, and shall certify the correctness of the annual financial statements, group annual financial statements, if any, and group reports, if any, and, pursuant to the provisions of the Act, shall make a report to the members.
129. The auditors shall be supplied with copies of the annual financial statements, group annual financial statements, if any, and group reports, if any, of the company which may be required or intended to be laid before the company in general meeting. The auditors shall at all reasonable times have access to the books and accounts and vouchers of the company and also shall have all the further rights conferred upon them by the provisions of the Act.
130. Every annual financial statement and group annual financial statement, when audited and approved by an annual general meeting, shall be deemed conclusively correct and shall not be re-opened, unless any error is discovered within three (3) months after the approval thereof, in which case the accounts shall be corrected forthwith and thenceforth shall be deemed conclusively correct.

### **Notices**

131. Notices shall be served by the company upon each member either personally or by sending it by post to his registered address, upon the Issuer Services Division of the JSE and shall be published via the JSE's Securities Exchange News Service or its successor-in-title. If a member has not notified an address, he shall be deemed to have waived his right to be served with notices. Notices of general/annual general meetings are to be sent to all beneficial owners.

132. Notwithstanding anything to the contrary contained in these articles and subject to the Companies Act and the requirements of the JSE and any other exchange upon which the shares of the company may be quoted or listed from time to time, the company be and is hereby authorised to deliver, issue, distribute, register, lodge, publish and make available all returns, certificates, registers, notices and other information relevant to members, such as circulars, annual reports, financial statements, accounts, interim and other reports, listing particulars, dividend notices, meeting notices and proxy forms, and to facilitate online proxy voting by way of electronic media, which include facsimiles, electronic mail, bulletin boards, Internet Websites and computer network.
133. Any notice to be given by the company to the members or any of them and not expressly provided for by the articles or by the Act shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised in at least one leading English Johannesburg daily newspaper and one leading Johannesburg daily newspaper in another official language of the Republic and in a newspaper circulating in the town or district where the office is situated, if such office is situated outside Johannesburg.
134. All notices with respect to any shares to which persons are jointly entitled may be given to whichever of such persons as recognised by the company as having any title to such shares in terms of articles 10 or 25 as the case may be, and notice so given shall be sufficient notice to all the holders of such shares.
135. Any notice sent by the company by post shall be deemed to have been served on the day on which the notice is posted, and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.
136. Every person who, by operation of law, by transfer or by any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been given, previously to his name and address being entered on the register, to the person from whom he derives his title to such share.
137. Notwithstanding that any member be then deceased, and whether or not the company have been notified of his death, any notice or document sent by post to any member in pursuance of the articles shall be deemed to have been duly served in respect of any shares, whether held solely or jointly with other persons, until some other person be registered in his stead as the holder or joint holder thereof. For all purposes of the articles such service shall be deemed a sufficient service of such notice or document on the deceased member's heirs, executors or administrators, and any persons jointly interested with him in any such shares.

138. If a given number of days' notice, or notice extending over any other period, is required to be given, the day of service and the day of the meeting, shall not be counted in such number of days or other period unless otherwise provided in the articles.
139. Every notice calling a general meeting of the company shall comply with the provisions of the Act.

### **Representation**

140. The company may sue or be sued in any court of law in its corporate name. All powers of attorney, bonds, deeds, contracts and other documents which may have to be executed shall be signed by any person or persons authorised so to do by resolution of the directors.

### **Winding up**

141. If the company shall be wound up, whether voluntarily or otherwise, then with the sanction of a special resolution, the liquidators may divide among the members in specie any part of the assets of the company and may vest any part of the assets of the company in trustees for the benefit of the members upon such trusts as the liquidators shall think fit.

### **Indemnity**

142. Subject to the provisions of the Act, every director, manager, secretary and other officer or servant of the company shall be indemnified by the company against all costs, losses and expenses which any such officer or servant may incur, or become liable to, by reason of any contract entered into or act or deed done by him either as such officer or servant, or in any way in the discharge of his duties. It shall be the duty of the directors to pay any such costs, losses and expenses out of the funds of the company.
143. Subject to the provisions of the Act, no director, manager, secretary or other officer or servant of the company shall be liable for the acts, receipts, neglects or defaults of any other director or officer or servant, for joining in any receipt or other act of conformity or for loss or expense happening to the company through the insufficiency or deficiency of title to any property acquired by order of the directors, any security in or upon which any of the moneys of the company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any moneys, securities or effects shall be deposited or for any loss or damage occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto, unless the same happen through his own negligence or dishonesty.

### **Controlled companies**

144. If the company is a controlling company as defined in the Act, the directors' report attached to each annual balance sheet issued by the company pursuant to the Act shall disclose full details of all special resolutions and all resolutions passed at extraordinary meetings of the company's controlled companies since the date of the directors' report attached to the previous annual balance sheet of the company.