

**COMPANIES ACT, 2008**

**MEMORANDUM OF INCORPORATION  
OF A PROFIT COMPANY  
(PUBLIC COMPANY)**

**NAME OF COMPANY:  
ALEXANDER FORBES GROUP HOLDINGS LIMITED  
(Company)**

**REGISTRATION NUMBER:  
2006/025226/06**

**1. INTRODUCTION**

1.1 The Company is a public company in terms of the Act and, accordingly:

1.1.1 the Company is not prohibited from offering its securities to the public; and

1.1.2 the transfer of the Company's securities is unrestricted, save as required by statute or at the discretion of the JSE. [Section 8(2)(d)] [Paragraph 10.2(a) of Schedule 10 to the Listings Requirements]

1.2 This Memorandum does not contain any restrictive conditions contemplated in section 15(2)(b) of the Act and does not contain any requirement for the amendment of any particular provision of this Memorandum, in addition to the requirements of the Act. [Sections 15(2)(b) and 15(2)(c)]

**2. INTERPRETATION**

In this Memorandum, including the introduction above, and unless the context requires otherwise:

2.1 words importing any one gender shall include the other two genders;

2.2 the singular shall include the plural and vice versa;

2.3 any word or expression which is defined in the Act and is not defined in 2.6, shall bear that statutory meaning in this Memorandum;

2.4 the headings have been inserted for convenience only and shall not be used for or assist or affect the interpretation of this Memorandum;

2.5 any references to sections are references to sections of the Act;

2.6 each of the following words and expressions shall have the meaning stated opposite it and cognate expressions shall have a corresponding meaning, namely:

2.6.1 the **Act** means the Companies Act, 2008 together with the Companies Regulations, 2011, as amended or substituted from time to time;

2.6.2 **Group** means the Company and its subsidiaries from time to time and "a member of the Group" means any one of them;

2.6.3 **JSE** means the JSE Limited, registration number 2005/022939/06, or any other successor body licensed as an exchange under the Financial Markets Act, 2012, as amended or substituted from time to time;

2.6.4 **Listings Requirements** means the Listings Requirements of the JSE, as amended or substituted from time to time;

2.6.5 this **Memorandum** means this Memorandum of Incorporation and its Schedule, which forms part of it; and

2.6.6 the **Republic** means the Republic of South Africa.

**3.**

**3.1 GENERAL**

**Liability of incorporators, shareholders or directors**

This Memorandum does not impose any liability on any person for the liabilities or obligations of the Company solely by reason of such person being an incorporator, shareholder or director of the Company as contemplated by section 19(2) of the Act. [Section 19(2)]

**3.2 Powers of the Company**

This Memorandum does not restrict, limit or qualify the legal powers or capacity of the Company in section 19(1)(b) of the Act. [Section 19(1)(b)]

**3.3 Memorandum of Incorporation and rules**

3.3.1 The requirements set out in section 16(1)(c)(i) of the Act regarding proposals for amendments to this Memorandum apply without amendment. [Section 16(2)] [Paragraph 10.5(d) of Schedule 10 to the Listings Requirements]

3.3.2 The board shall not have the power to make, amend or repeal any necessary or incidental rules relating to the governance of the Company in respect of matters that are not addressed in the Act or this Memorandum, in accordance with the provisions of sections 15(3) to 15(5) of the Act. [Sections 15(3), 15(4), 15(5) and 15(5A)] [Paragraph 10.4 of Schedule 10 to the Listings Requirements]

3.3.3 If the board, or any individual authorised by the board, alters this Memorandum in any manner necessary to correct a patent error in spelling, punctuation, reference, grammar or similar defect on the face of the document, it must publish a notice of such alteration by publishing the alterations on the Company's website, and must file a notice of alteration in the manner prescribed by the Act. [Section 17(1)]

**3.4 Financial assistance to related persons**

Subject to the compliance with the requirements of the Act, the authority of the board to authorise the Company to provide direct or indirect financial assistance to any person contemplated in section 45 of the Act applies without limitation, restriction or qualification. [Section 45(2)]

**3.5 Solvency and liquidity test**

The solvency and liquidity test provided in section 4 of the Act applies without amendment. [Section 4(2)(c)]

**4. SECURITIES OF THE COMPANY**

**4.1 Pari Passu**

All the securities in each class shall rank pari passu in all respects. [Section 37(1)] [Paragraph 10.5(a) of Schedule 10 to the Listings Requirements]

**4.2 Authorisation for shares**

4.2.1 The Company is authorised to issue the shares specified in Schedule 1, provided that, if required by the Act or the Listings Requirements, the Company may only issue: [Section 36(1)(a)]

4.2.1.1 unissued shares to shareholders of a particular class of shares, pro rata to the shareholders existing shareholding, unless any such shares were issued for an acquisition of assets; [Paragraph 10.1 of Schedule 10 to the Listings Requirements]

4.2.1.2 unissued shares or grant options, to subscribe for cash, other than as envisaged in 4.2.1.1 above, as the directors in their discretion think fit, if approved by the shareholders at a shareholders meeting, subject to the Listings Requirements; [Paragraphs 10.1 and 10.9(a) of Schedule 10 to the Listings Requirements] and

4.2.1.3 shares that are fully paid up. [Paragraph 10.2(a) of Schedule 10 to the Listings Requirements]

**4.3 Alterations**  
4.3.1 For so long as is required by the Listings Requirements, any amendment to this Memorandum to:

4.3.1.1 increase or decrease the number of authorised shares of any class of shares;

4.3.1.2 reclassify any shares that have been authorised but not issued;

4.3.1.3 classify any unclassified shares that have been authorised but not issued;

4.3.1.4 determine the preferences, rights, limitations or other terms of any class of authorised shares or amend any preferences, rights, limitations or other terms so determined; [Sections 36(2)(b) and 36(3)]

4.3.1.5 create any class of shares;

4.3.1.6 convert one class of shares into one or more other classes;

4.3.1.7 consolidate or sub-divide securities;

4.3.1.8 change the name of the Company, must be approved by special resolution of ordinary shareholders, save where such an amendment is ordered by a court in terms of sections 16(1)(a) and 16(4). [Paragraphs 10.5(d) and 10.9(c) of Schedule 10 to the Listings Requirements] [Sections 36(2)(b) and 36(3)]

**4.4 Financial assistance for the subscription or purchase of securities or options**  
The authority of the board to authorise the Company to provide financial assistance to any person for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or any related or inter-related company, in accordance with the Act applies without limitation, restriction or qualification. [Section 44(2)]

**4.5 Capitalisation shares**  
This Memorandum does not limit, restrict or qualify the authority of the board, in terms of section 47 of the Act, to:

4.5.1 approve the issue of any authorised shares of the Company as capitalisation shares, on a pro rata basis to the shareholders of one or more classes of shares;

4.5.2 approve the issue of shares of one class as capitalisation shares in respect of shares of another class; or

4.5.3 permit shareholders to elect to receive a cash payment in lieu of a capitalisation share, at a value determined by the board. [Sections 47(1) and (2)] [Paragraphs 10.6 and 10.7 of Schedule 10 to the Listings Requirements]

**4.6 Company or subsidiary acquiring Company's shares and distributions**  
Any acquisition by the Company or a subsidiary company of the Company's shares and any distribution to shareholders will be subject to the provisions of the Act and the Listings Requirements. For so long as required by the Listings Requirements, no repayment of capital to shareholders shall be made on the basis that it may be called up again and dividends must be payable to shareholders registered as at the date subsequent to the date of declaration or the date of confirmation of the dividend (whichever is the later). [Paragraphs 10.8, 10.9(b) and 10.17(a) and (b) of Schedule 10 to the Listings Requirements]

**4.7** **Debt instruments**  
The authority of the board to authorise the Company to issue secured or unsecured debt instruments applies without limitation, restriction or qualification, provided that the board may not grant special privileges such as attending and voting at shareholders meetings of the Company or the appointment of directors in respect of such debt instruments. [Sections 43(2)(a) and 43(3)] [Paragraph 10.10 of Schedule 10 to the Listings Requirements]

**4.8** **Registration of beneficial interests**  
The registration of the Company's issued securities in the name of one person for the beneficial interest of another is allowed without limitation or restriction. [Section 56(1)]

**4.9** **Commission**  
The Company may pay commission to any person in consideration of such person subscribing, or agreeing to subscribe, for any shares of the Company or of such person procuring, or agreeing to procure, subscriptions for shares, provided that such commission shall be subject to any limitations in the Act or the Listings Requirements. [Paragraph 10.14 of Schedule 10 to the Listings Requirements]

**4.10** **Authority to sign transfer deeds**  
4.10.1 All authorities to sign transfer deeds granted by holders of shares for the purpose of transferring shares that may be lodged, produced or exhibited with or to the Company at any of its transfer 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 Company 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 the Company's transfer offices at which the authority was lodged, produced or exhibited.

4.10.2 Even after the giving and lodging of such notices, the Company shall be entitled to give effect to any instruments 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. [Paragraph 10.2(b) of Schedule 10 of the Listings Requirements]

**4.11** **Fully paid up shares not subject to lien**  
Fully paid shares shall not be subject to any lien in favour of the Company and shall be freely transferable. [Paragraph 10.12 of Schedule 10 to the Listings Requirements]

**4.12** **Securities registered in the name of a deceased or insolvent holder**  
No securities registered in the name of a deceased or insolvent holder shall be forfeited if the executor fails to register them in his own name or in the name of the heir(s) or legatees when called upon by the directors to do so. [Paragraph 10.13 of Schedule 10 to the Listings Requirements]

**4.13** **Limitation of voting rights**  
The holders of any securities other than ordinary shares and any special shares created for the purposes of black economic empowerment ("special shares") shall not be entitled to vote on any resolution taken by the Company save as expressly provided for in this Memorandum. For so long as this is required by the Listings Requirements, in instances where shareholders other than ordinary shareholders and holders of special shares are allowed to vote at shareholders meetings or annual general meetings, their votes may not carry any special rights or privileges and they shall be entitled to one vote for each share that they hold, provided their total voting rights at a shareholders meeting or annual general meeting may not exceed 24.99% (twenty four point ninety nine percent) of the total voting rights of all shareholders at such meeting. [Paragraphs 10.5(c) and 10.5(h) of Schedule 10 to the Listings Requirements]

**5.** **SAREHOLDER RIGHTS AND PROXY FORMS**  
**5.1 Information rights of persons holding a beneficial interest in shares**  
This Memorandum does not establish any information rights of any person in addition to the information rights provided in sections 26(1) and (2) of the Act. [Section 26(3)]

**5.2 Representation by concurrent proxies**  
5.2.1 The right of a shareholder to appoint two or more persons concurrently as proxies (“concurrent proxies”) applies without limitation or restriction; provided that the instrument appointing the concurrent proxies clearly states the order in which the concurrent proxies votes are to take precedence in the event that both or all of the concurrent proxies are present, and vote, at the relevant meeting.

5.2.2 The right of a shareholder, to appoint more than one proxy to exercise voting rights attached to different shares held by that shareholder is not limited or restricted. [Section 58(3)(a)]

**5.3 Authority of proxy to delegate**  
A proxy is prohibited from delegating that proxy’s authority to act on behalf of the shareholder appointing him to another person. [Section 58(3)(b)]

**5.4 Requirement to deliver proxy instrument to the Company**  
A copy of the instrument appointing a proxy must be delivered to the registered office of the Company, or to any other person specified by the Company, not less than 48 hours (or such lesser period as the directors may determine in relation to a particular meeting) before the time appointed for the holding of that meeting (including an adjourned meeting) at which the person(s) named in the proxy form proposes to vote and if the instrument of proxy is not delivered in this manner, the form of proxy shall not be treated as valid unless the chair determines otherwise. [Section 58(3)(c)]

**5.5 Proxy without direction**  
The right of a proxy to exercise, or abstain from exercising, any voting right of the shareholder appointing him without direction, except to the extent that the instrument of proxy provides otherwise, applies without restriction or limitation. [Section 58(7)]

**5.6 Record date for exercise of shareholder rights**  
A record date for any action or event shall be determined in accordance with the Act and the Listings Requirements. [Section 59(1)] [Paragraph 10.15 of Schedule 10 to the Listings Requirements]

**6.** **SHAREHOLDERS MEETINGS**  
**6.1 Convening of shareholders meetings**  
Only the board is specified in this Memorandum to call a shareholders meeting. [Sections 61(1) and 61(3)]

**6.2 Shareholders right to requisition a meeting**  
The percentage of voting rights required for the requisition by shareholders of a shareholders meeting specified in section 61(3) of the Act shall apply. [Section 61(3)]

**6.3 Location of shareholders meetings**  
The authority of the board to determine the location of any shareholders meeting, which may be held in the Republic, is not limited or restricted. [Section 61(9)]

**6.4 Notice of shareholders meetings**  
6.4.1 The period of notice of shareholders meetings prescribed by the Act being at least 15 business days shall apply. [Sections 62(1) and 61(2)] [Paragraphs 10.11(a) and (b) of Schedule 10 to the Listings Requirements]

6.4.2 Notice of shareholders meetings shall be delivered to each shareholder entitled to vote at such meeting and who has elected to receive such notice and for so long as required by the Listings Requirements a copy of the annual financial statements must be distributed to shareholders together with the notice of the annual general meeting at which they will be considered. [Paragraphs 10.11(e) and 10.19 of Schedule 10 to the Listings Requirements]

**6.5 Shareholders meetings conducted by electronic communication**  
Provision will be made for any shareholders' meeting to be conducted by electronic communication, or for one or more shareholders, or proxies of shareholders, to participate in any shareholders' meeting by electronic communication, in the manner and to the extent authorised by the board from time to time.[Sections 63(2) and 61(10)]

**6.6 Quorum for shareholders meetings**  
The percentage of voting rights specified in terms of section 64(1):  
6.6.1.1 being at least 25% of all of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the meeting apply for a shareholders meeting to begin; and  
6.6.1.2 being at least 25% of all of the voting rights that are entitled to be exercised on that matter at the time that matter is called on the agenda apply for the consideration of any matter to be decided at any shareholders meeting. [Sections 64(1) and 64(2)] [Paragraph 10.11(g) of Schedule 10 to the Listings Requirements]

6.6.2 For so long as is required by the Act and/or the Listings Requirements, a meeting may not begin or a matter begin to be debated unless at least 3 (three) shareholders are present at the meeting. [Section 64(3)] [Paragraph 10.11(g) of Schedule 10 to the Listings Requirements]

6.6.3 This Memorandum specifies 30 minutes (or such longer or shorter period as the chair of the shareholders meeting may determine), in substitution for the time period specified in sections 64(4) and 64(5), for a quorum to be established before a shareholders meeting may be adjourned. [Sections 64(4), 64(5) and 64(6)]

6.6.4 Unless the chair of the shareholders meeting determines otherwise, the period provided for in section 64(4) for the adjournment of a shareholders meeting shall apply. [Sections 64(4) and 64(6)]

**6.7 Adjournment of shareholders meetings**  
6.7.1 The maximum periods for the adjournment of shareholders meetings specified in section 64(12) of the Act apply.

6.7.2 All notices of any adjournment of shareholders meetings must be announced through the official news service of the JSE.

**6.8 Shareholders resolutions**  
6.8.1 There shall be no higher percentage of voting rights required to approve an ordinary resolution than the percentage voting rights specified in the Act, provided that resolutions required to be approved by an increased majority in terms of the Listings Requirements must be approved by such increased majority. [Sections 65(7) and 65(8)]

6.8.2 There shall be no different percentage of voting rights required to approve a special resolution than the percentage voting rights of at least 75% specified in the Act. [Sections 65(9) and 65(10)] [Paragraph 10.11(a) of Schedule 10 to the Listings Requirements]

6.8.3 A special resolution is only required for matters contemplated in section 65(11) of the Act. [Section 65(12)]

**6.9 Shareholders meetings in terms of the Listings Requirements**  
 Shareholders meetings that are called for the purpose of passing any resolution required in terms of the Listings Requirements may not be voted on in writing as provided for in section 60 of the Act, unless permitted by the Listings Requirements. [Paragraph 10.11(c) of Schedule 10 to the Listings Requirements]

**6.10 Notice of shareholders meetings to the JSE**  
 6.10.1 A copy of all notices of shareholders meetings must be sent to the JSE at the same time as notices are sent to shareholders if required in terms of the Listings Requirements.

6.10.2 All notices of shareholders meetings must also be announced through the official news service of the JSE at the same time as notices are sent to shareholders, or as soon thereafter as is practicable. [Paragraph 10.11(f) of Schedule 10 to the Listings Requirements]

**6.11 Ratification of *ultra vires* acts**  
 Any resolution for the ratification of any action by the Company or the directors contemplated by section 20(2) of the Act shall be prohibited if such ratification is of an action which is contrary to the Listings Requirements, unless otherwise agreed with the JSE. [Paragraph 10.3 of Schedule 10 to the Listings Requirements]

**7. DIRECTORS AND OFFICERS**

**Composition of the board of directors**

7.1.1 This Memorandum specifies 4 directors as the minimum number of directors of the Company, which number is higher than the minimum number of directors required in terms of section 66(2) of the Act, and 20 directors as the maximum number of directors of the Company. [Sections 66(2) and (3)] [Paragraph 10.16(a) of Schedule 10 to the Listings Requirements]

7.1.2 Subject to 7.2 and the Listings Requirements, the shareholders shall elect the directors, and shall be entitled to elect one or more alternate directors, in accordance with the provisions of section 68(1) of the Act. [Sections 68(1)]

7.1.3 This Memorandum does not provide for the appointment of any person as an ex officio director of the Company. [Section 66(4)(a)(ii)]

7.1.4 Subject to the requirements of the Act, the chair of the board shall be entitled, subject to the written approval of the majority of the directors, to appoint any person as a director in terms of section 66(4)(a)(i), provided that such appointment must be approved by the shareholders at the next shareholders meeting or annual general meeting. [Section 66(4)(a)(i)] [Paragraphs 10.16(b) and 10.16(c) of Schedule 10 to the Listings Requirements]

7.1.5 Subject to 7.2, this Memorandum does not stipulate any additional qualifications or eligibility requirements than those set out in the Act or the Listings Requirements for a person to become or remain a director or a prescribed officer of the Company; provided that, for as long as the Listings Requirements require it, the board, through its committee delegated responsibility to consider nominations, should recommend eligibility of directors. [Section 69(6)] [Paragraph 10.16(g) of Schedule 10 to the Listings Requirements]

7.1.6 Subject to the Act and this Memorandum, at every annual general meeting of the Company, one third of the non-executive directors for the time being or, if their number is not a multiple of three, then the number nearest to, but not less than one-third or if there are less than three, then all the non-executive directors shall retire from office. The non-executive directors so to retire at every annual general meeting shall be those who have been appointed in accordance with Paragraph 7.1.4 of this Memorandum since the last annual general meeting, thereafter those longest in office since their last election. As between non-executive directors of equal seniority, the non-executive directors so to retire

shall, unless they otherwise agree among themselves, be selected by lot; provided that notwithstanding anything to the contrary in this Memorandum: [Paragraph 10.16(g) of Schedule 10 to the Listings Requirements]

7.1.6.1 if at the date of any annual general meeting any non-executive director shall have held office for a period of three years since his last election or appointment (computed from his last election, appointment or date upon which he was deemed re-elected), he shall retire at such meeting either as one of the directors to retire in terms of this 7.1.6, or in addition to the directors who retire in terms of this 7.1.6;

7.1.6.2 a non-executive director who intends to retire voluntarily at the annual general meeting may be taken into account in determining the one third of the non-executive directors to retire at such meeting;

7.1.6.3 the identity of the non-executive directors to retire at such annual general meeting shall be determined as at the date of the notice convening such meeting; and

7.1.6.4 a non-executive director retiring at an annual general meeting shall retain office until the close or adjournment of such meeting. [Section 68(1)] [Paragraph 10.16(g) of Schedule 10 of the Listings Requirements]

7.1.7 Retiring directors shall be eligible for re-election to the office of director at any shareholders meeting only upon the recommendation of the board. [Paragraph 10.16(g) of Schedule 10 of the Listings Requirements]

7.1.8 Without derogating from the provisions of the Act, a director shall cease to be a director:

7.1.8.1 if the director gives notice to the Company of the director's resignation as a director with effect from the date of, or such later date as is provided for in, such notice;

7.1.8.2 if the director becomes prohibited or disqualified by the Act or the JSE from acting as a director, ceases to be a director by virtue of any provision of the Act or is removed from office pursuant to this Memorandum or the Act;

7.1.8.3 if the director is requested in writing by all the director's co-directors to resign;

7.1.8.4 if the director is absent from meetings of the directors for six consecutive months without permission of the board (whether or not an alternate director appointed by such director attends) and the directors have resolved that his office be vacated;

7.1.8.5 if the director is an employee of any member of the Group and ceases to be employed within the Group (provided that the director concerned shall be eligible for appointment or election as a director).

7.1.9 If the office of a director is vacated for any reason, he shall automatically and simultaneously cease to be a member of any committee of the board.

**7.2 Vacancies**

7.2.1 The board may appoint any person who satisfies the requirements for election as a director to fill any vacancy and serve as a director on a temporary basis until the vacancy is filled by election in accordance with section 68(1) of the Act. [Section 68(3)] [Paragraph 10.16(c) of Schedule 10 of the Listings Requirements]

7.2.2 If the number of directors falls below the minimum provided for in this Memorandum, the remaining directors must as soon as possible and in any event not later than three months from the date that the number of directors falls below the minimum, fill the vacancies or call a shareholders meeting for the purpose of filling the vacancies. If required by the Listings Requirements:

7.2.2.1 the appointment of a director to fill a vacancy or as an addition to the board must be confirmed by shareholders at the next annual general meeting; and

7.2.2.2 after the expiry of the three month period the remaining directors shall be permitted to act for the purpose of filling vacancies or calling shareholders meetings for the purpose of filling the vacancies. [Paragraphs 10.16(c) and (d) of Schedule 10 of the Listings Requirements]

**7.3 Authority of the board of directors**  
The authority of the board to manage and direct the business and affairs of the Company, as contemplated in section 66(1), is not limited, restricted or qualified by this Memorandum. [Section 66(1)]

**7.4 Directors' meetings**

7.4.1 This Memorandum does not restrict the directors from acting otherwise than at a meeting, as contemplated in section 74(1) of the Act, and, for so long as it is required by the Listings Requirements, any resolution passed in terms of this 7.4.1 must be inserted in the minute book of the Company. [Section 74(1)] [Paragraph 10.16(j) of Schedule 10 of the Listings Requirements]

7.4.2 The percentage or number of directors upon whose request a meeting of the board must be called in terms of section 73(1) of the Act is not amended by this Memorandum. [Section 73(1) and 73(2)]

7.4.3 This Memorandum does not restrict the board from conducting meetings, or directors from participating in meetings, by electronic communication, as contemplated in section 73(3) of the Act. [Section 73(3)]

7.4.4 The authority of the board to determine the manner and form of giving notice of its meetings is not limited, restricted or qualified. [Section 73(4)]

7.4.5 The authority of the board to proceed with a board meeting in accordance with the requirements of section 73(5)(a) of the Act, despite a failure or defect in giving notice of the meeting applies without limitation, restriction or qualification. [Section 73(5)(a)]

7.4.6 The quorum requirement for a directors' meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, as set out in section 73(5) of the Act, are not varied by this Memorandum. [Sections 73(5)(b), 73(5)(c), 73(5)(d) and 73(5)(e)]

7.4.7 Subject to the Listings Requirements, in the case of an equality of votes at any meeting of the directors, the chair shall have a casting vote if the chair did not initially have or cast a vote, or the matter being voted on fails in any other case.

**7.5 Chair**

7.5.1 The directors may elect from their number a chair and a deputy chair, or two or more deputy chairs, and decide the period for which each is to hold office. The directors may also remove any of them from such office at any time. If neither a chair nor a deputy chair has been appointed or if at any meeting of the directors, neither the chair nor a deputy chair is present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chair of the meeting.

7.5.2 If at any time there is more than one deputy chair, the right in the absence of the chair to preside at a meeting of the directors or of the Company shall be determined as between the deputy chairs present, if more than one, by seniority in length of appointment or otherwise as resolved by the directors. [Paragraph 10.16(i) of Schedule 10 to the Listings Requirements]

**7.6 Directors compensation and financial assistance to directors**

7.6.1 The ability of the Company to pay remuneration to its directors for their service as directors in accordance with section 66(9) of the Act applies without limitation, restriction or qualification. [Section 66(8)]

7.6.2 This Memorandum does not limit, restrict or qualify the authority of the board to authorise the Company to provide direct or indirect financial assistance to directors or persons related to directors contemplated in section 45 of the Act. [Section 45(2)]

**7.7**

**7.7.1** **Indemnification of directors, officers and employees**  
For the purposes of this 7.7, 'director' shall have the meaning ascribed to that term in section 78(1) of the Act.

**7.7.2** The ability of the Company to advance expenses to a director to defend any legal proceedings arising from his service to the Company, or to indemnify a director against such expenses if the proceedings are abandoned or exculpate the director or arise in respect of any liability for which the Company may indemnify the director in terms of sections 78(5) and 78(6) of the Act applies without limitation, restriction or qualification. [Section 78(4)]

**7.7.3** This Memorandum does not limit, restrict or qualify the ability of the Company to indemnify a director in respect of any liability arising out of the director's service to the Company to the fullest extent permitted by the Act. [Section 78(5)]

**7.7.4** Subject to the provisions of the Act, every director and other officer or employee of the Company ("Indemnified Person") shall be indemnified and held harmless by the Company against, and it shall be the duty of the directors out of the funds of the Company to pay, all costs, losses and expenses, including reasonable travelling and subsistence expenses, which any such Indemnified Person may incur or become liable to pay by reason of any contract entered into, or any act or omission done or omitted to be done by him in the discharge of his duties or in his capacity as such Indemnified Person, unless such an act or omission is attributable to his own negligence, default, breach of duty or breach of trust.

**7.7.5** Subject to the provisions of the Act, no Indemnified Person shall be liable for:

**7.7.5.1** any act or omission of any other Indemnified Person; or

**7.7.5.2** joining in any receipt or other act; or

**7.7.5.3** any loss or expense suffered by the Company in consequence of any absence of, or any defect in, any title to any property acquired by order of the directors for or on behalf of the Company; or

**7.7.5.4** any absence of, or defect in, any security upon which any of the monies of the Company shall be invested; or

**7.7.5.5** any loss or damage arising from the insolvency or delictual act of any person with whom any monies, shares or assets shall be deposited; or

**7.7.5.6** any loss or damage occasioned by any error of judgment or oversight on the part of such Indemnified Person; or

**7.7.5.7** any other loss, damage or misfortune whatever which shall happen in or in relation to the execution of his office or employment, unless the same be attributable to his own negligence, default, breach of duty or breach of trust.

**7.7.6** This Memorandum does not limit, restrict or qualify the ability of the Company to purchase insurance to protect a director against any liability or expenses for which the Company is permitted to indemnify a director in terms of the Act and this Memorandum, or to protect the Company against any contingency including, but not limited to:

**7.7.6.1** any expenses that the Company is permitted to advance or for which the Company is permitted to indemnify a director in terms of the Act; or

**7.7.6.2** any liability for which the Company is permitted to indemnify a director in terms of the Act. [Section 78(7)]

**7.8**

**7.8.1** **Committees and delegation**  
Without derogating from any of the provisions of the Act, nothing in this Memorandum (including this 7.8) limits, restricts or qualifies the authority of the board to appoint any number of committees, or to delegate to any such committee or any executive director of the Company any of the authority of the board. [Section 72(1)]

**7.8.2** Except to the extent that any board resolution establishing a committee provides otherwise, the members of the committee:

7.8.2.1 may include persons who are not directors of the Company but any such person must not be ineligible or disqualified to be a director in terms of section 69 of the Act. Any such persons shall not have a vote on any matter to be decided by the committee;

7.8.2.2 may consult with or receive advice from any person;

7.8.2.3 may be remunerated for their services as such; and

7.8.2.4 provided that the committee is duly constituted, have the full authority of the board in respect of any matter referred to it. [Section 72(2)]

7.8.3 Without derogating from any of the provisions of the Act, the board may from time to time, where it has established a committee or delegated any authority of the board to an executive director of the Company in terms of 7.8.1 and 7.8.2 above include in any such delegation the power to sub-delegate the powers referred to in 7.8.1 and 7.8.2 above to such person or persons as the committee or the executive director thinks fit, subject to such terms and conditions as the committee or the executive director thinks fit, and may from time to time revoke, withdraw, alter or vary all or any such powers.

**7.9 Director may be employed in the Company or subsidiary**  
A director may be employed in any other capacity in the Company or as a director or employee of a subsidiary of the Company and, in such event, his appointment and remuneration in respect of such other office must be determined by a disinterested quorum of directors. [Paragraph 10.16(e) of Schedule 10 to the Listings Requirements]

**7.10 Directors' travelling and other expenses**  
Directors may 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 of the directors; and, if any director is required to perform extra services, to reside abroad or be specifically occupied about the Company's business, he may be entitled to such remuneration as is determined by a disinterested quorum of directors, which may be either in addition to or in substitution for any other remuneration payable, subject to the provisions of the Act. [Paragraph 10.16(f) of Schedule 10 to the Listings Requirements]

**7.11 Life directorships**  
For so long as required by the Listings Requirements, life directorships and directorships for an indefinite period are not permissible. [Paragraph 10.16(k) of Schedule 10 to the Listings Requirements]

**8. GENERAL PROVISIONS**

**8.1 Amendment of classes of shares, preferences, rights, limitations or other terms**  
If any amendment relates to the variation of any preferences, rights, limitations and other terms attaching to any other class of shares already in issue, that amendment must not be implemented without a special resolution taken by the holders of the shares of that class of shares at a separate meeting. In such instances, the holders of the shares of that class of shares may be allowed to vote at the meeting of ordinary shareholders subject to 4.13 and the Listings Requirements. No resolution of shareholders may be proposed or passed, unless a special resolution of the holders of the shares of that class of shares have approved the amendment. [Paragraph 10.5(e) of Schedule 10 of the Listings Requirements]

**8.2 Unclaimed dividends**  
For so long as is required by the Listings Requirements, the Company must hold all monies due to shareholders for the benefit of shareholders, provided that the board may cause any such monies unclaimed for a period of three years (from the due date for payment) to be forfeited for the benefit of the Company. [Paragraph 10.17(c) of Schedule 10 to the Listings Requirements]

8.3

### **Notices to joint holders**

In the case of joint holders of a security, all notices shall unless such holders otherwise in writing direct and the directors agree, be given to that one of the joint holders whose name stands first in the register, and notice so given shall be sufficient notice to all the joint holders.

8.4

### **Notices to legally incapacitated holder**

Any notice or other document delivered, given or sent in accordance with the provisions of this Memorandum and notwithstanding that such member be then under legal incapacity, and whether or not the Company knows of his legal incapacity, be deemed to have been duly served in respect of any security registered in the name of such member as a sole or joint holder unless his name shall at the time of service of the notice or document have been removed from the register as the holder of the security; and such service shall for all purposes of this Memorandum deem sufficient service of such notice or document or persons interested (whether jointly with or as claiming through or under him) in the security.

8.5

### **Waiver by stock exchange**

Notwithstanding anything to the contrary contained in this Memorandum, where any action or matter is expressed in this Memorandum to be subject to compliance with the Listings Requirements or rules of any Stock Exchange on which the Company's securities are listed or quoted, a waiver of such requirement or rules by the Stock Exchange concerned shall constitute compliance with those requirements or rules for the purposes of this Memorandum.

## **SCHEDULE 1** **Authorised Shares**

A.

### Classified shares

- 2 500 000 000 ordinary no par value shares, each of which shall entitle the holder, subject to any preferences, rights or other share terms of any class of shares in the Company ranking prior to the ordinary shares:
  - (i) to one vote for every ordinary share at every general meeting or annual general meeting, in person or by proxy; **[Paragraph 10.5(b) of Schedule 10 to the Listings Requirements]**
  - (ii) to receive any distribution in accordance with the holder's voting power;
  - (iii) on a liquidation of the Company, to receive the net assets of the Company in accordance with the holder's voting power;
  - (iv) to all of the preferences, rights or other terms set out in the Act and this Memorandum;
  - (iv) to any other rights at common law insofar as such rights are not inconsistent with this Memorandum or the Act.

B.

### Unclassified shares

None.