

SMILE TELECOMS (PTY) LTD TRANSFER
OF OWNERSHIP OF INDIVIDUAL
LICENSES

NON-CONFIDENTIAL VERSION OF THE
APPLICATION(PUBLIC VERSION)



BY HAND AND BY EMAIL

Ms Fikile Hlongwane
Executive: Licensing and Compliance Division
ICASA Licensing Division
Independent Communications Authority of South Africa
Eco Point Office Park
350 Witch-Hazel Avenue
Centurion

By email: FHlongwane@icasa.org.za

Dear Madam

RE: APPLICATION TO TRANSFER OWNERSHIP OF LICENCES

- 1 Smile Telecoms (Pty) Ltd ("Smile Telecoms") is the holder of an individual electronic communications service licence and an individual electronic communications network service licence.¹
- 2 Smile Telecoms hereby applies to the Independent Communications Authority of South Africa, in terms of s13 of the Electronic Communications Act, 2005, read with Reg. 11 of the Individual Licensing Processes and Procedures Regulations, for permission to transfer ownership of its licences of to Sporic Solutions(Pty) Ltd ("Sporic")
- 3 We take pleasure in enclosing the completed prescribed **Form G** and appendices, which form an integral part of the application, for the Authority's consideration.
- 4 Smile Telecoms requests confidentiality in terms of s4D of the ICASA Act.
- 5 Please find enclosed:
 - 5.1 The original application.
 - 5.2 One confidential hard copy.
 - 5.3 One non-confidential hard copy.
 - 5.4 A flash drive with one confidential copy and one non-confidential copy.

¹ 0177/IECS/JAN/09 and 0177/IECNS/JAN/09



- 6 We will also email the Authority a confidential version and a non-confidential version of the application.
- 7 We trust that our application will receive your favourable consideration.

Yours faithfully

Hermien Wessels
Director

Date: 21-05-2026

**CONFIDENTIALITY REQUEST: SMILE TELECOMS APPLICATION TO
TRANSFER OWNERSHIP OF I-ECS AND I-ECNS LICENCES**

I MATTER:

Application/Regulatory process:

Application to transfer of ownership of an individual licence

Applicant/Licensee name:

Smile Telecoms (Pty) Ltd ("Smile Telecoms")

II DOCUMENT(S) CONTAINING CONFIDENTIAL INFORMATION:

Please fill out the items below for each document containing confidential information:

1 Name and other details of the document containing confidential information:

Application by Smile Telecoms to transfer ownership of the license in relation to licences 0177/IECS/JAN/09 and 0177/IECNS/JAN/09.

2 Please list and mark "confidential" all pages, paragraphs and line numbers where confidential information appears (Page: Paragraph: Line):

A confidential and non-confidential version of the application is submitted. Confidential information is identified in the confidential version as **[CONFIDENTIAL]** for Smile Telecoms information and **[CONFIDENTIAL]** for Sporic Solution's information.

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3 Reasons why specific information in the document is considered confidential:

Vol./Page No./Par./Line No.	Specific Information / Document	Reasons for Requesting Confidentiality	Owner of information
Appendix 6.3: Ownership interests of persons holding an ownership interest in Smile Telecoms and their addresses, second and third columns	The shareholding percentage of the shareholders of Smile Communications and their physical addresses	Information contained in the second and third columns of Appendix 6.3 constitutes proprietary information belonging to the individuals concerned which, if publicly disclosed, is likely to cause harm in the manner contemplated in s4D(4)(b) and/or (c) of the ICASA Act. This information is also personal information which is protected under the Protection of Personal Information Act, 2013 ("POPIA")	Smile Telecoms and the respective shareholders of Smile Telecoms
Appendix 6.8: Details of Smile board of directors and senior management, third and fifth columns	The identity numbers and addresses of the directors and senior management of Smile Telecoms	The information contained in the third and fifth columns of Appendix 6.8 constitutes proprietary information belonging to the individuals concerned which, if publicly disclosed, is likely to cause harm in the manner contemplated in s4D(4)(b) and/or (c) of the ICASA Act. This information is also personal information which is protected under POPIA	Smile Telecoms and the respective directors and members of senior management Team of Smile
Appendix 7.1: address and % Shareholding of the shareholders, 2 and 3 Columns	The address and the extent of shareholding of Shareholders of Sporic Solutions	The information contained in the third and fifth columns of Appendix 6.8 constitutes proprietary information belonging to the individuals concerned which, if publicly disclosed, is likely to cause harm in the manner contemplated in s4D(4)(b) and/or (c) of the ICASA Act. This information is also personal information which is protected under POPIA	Sporic Solutions and its Shareholders

Vol./Page No./Par./Line No.	Specific Information / Document	Reasons for Requesting Confidentiality	Owner of information
Appendix 7.2: Written undertaking, first paragraph	The identity number of Smile's Accounting Officer	The information contained in the first paragraph of Appendix 7.2, 7.4, 7.6, 7.8, 7.10, 7.12, 7.14, 8.5, and 11.2 constitutes proprietary information belonging to the individuals concerned which, if publicly disclosed, is likely to cause harm in the manner contemplated in s4D(4)(b) and/or (c) of the ICASA Act. This information is also personal information which is protected under POPIA	Sporic Solutions and its Accounting Officer
Appendix 7.4: Written undertaking, first paragraph			
Appendix 7.6: Written undertaking, first paragraph			
Appendix 7.8: Written undertaking, first paragraph			
Appendix 7.10: Written undertaking, first paragraph			
Appendix 7.12: Written undertaking. first paragraph			
Appendix 7.14: Written undertaking, first paragraph			
Appendix 8.5: Written undertaking, first paragraph			
Appendix 11.2: Written undertaking, first paragraph			

Vol./Page No./Par./Line No.	Specific Information / Document	Reasons for Requesting Confidentiality	Owner of information
Appendix 7.5: Address and Shareholding Percentage of the Shareholders of Sporic Solutions, Column 2 and 3	Address of shareholders of Sporic Solutions and the percentage of their shareholding	Information contained in the second and third columns of Appendix 6.3 constitutes proprietary information belonging to the individuals concerned which, if publicly disclosed, is likely to cause harm in the manner contemplated in s4D(4)(b) and/or (c) of the ICASA Act. This information is also personal information which is protected under the Protection of Personal Information Act, 2013 ("POPIA")	Sporic Solutions and its shareholders
Appendix 7.15: Details of Sporic Solution's board of directors and senior management, third and fifth columns	The identity numbers, passport numbers and addresses of the directors and senior management of Sporic Solutions	The information contained in the third and fifth columns of Appendix 7.15 constitutes proprietary information belonging to the individuals concerned which, if publicly disclosed, is likely to cause harm in the manner contemplated in s4D(4)(b) and/or (c) of the ICASA Act. This information is also personal information which is protected under POPIA	Sporic Solutions and the respective directors and senior management of Sporic Solution

Vol./Page No./Par./Line No.	Specific Information / Document	Reasons for Requesting Confidentiality	Owner of information
The whole of Appendix 8.6: 5 - year business plan in respect of the application	The entire business plan of Sporic Solutions	The information contained in the business plan at Appendix 8.6 constitutes proprietary commercial and competitively sensitive information belonging to Sporic Solutions which, if publicly disclosed, is likely to cause harm to, or prejudice the interests of, Sporic Solution in the manner contemplated in s4D(4)(b), (c) and (e) of the ICASA Act. The public disclosure of such information would prejudice Sporic Solution, from a commercial and competition perspective, because competitors of Sporic Solution would gain insight into Sporic Solution current and/or future business strategies, and competitive strategies.	Sporic Solutions
The whole of Appendix 8.7: Comprehensive business plan of Sporic Solution	The entire business plan of Sporic Solution	The information contained in the business plan at Appendix 8.7 constitutes proprietary commercial and competitively sensitive information belonging to Sporic Solutions which, if publicly disclosed, is likely to cause harm to, or prejudice the interests of, Sporic Solution in the manner contemplated in s4D(4)(b), (c) and (e) of the ICASA Act. The public disclosure of such information would prejudice Sporic Solution from a commercial and competition perspective, in that, competitors to Sporic Solution would gain insight into Sporic's current and/or future business strategies and competitive strategies.	Sporic Solutions

Vol./Page No./Par./Line No.	Specific Information / Document	Reasons for Requesting Confidentiality	Owner of information
Appendix 8.9 Detailed network architecture layout plan and roll-out plans should the application be granted, including timeframes and roll-out target	The entire detailed network architectural plan and roll out plan	The information contained in Appendix 8.9 constitutes proprietary commercial and competitively sensitive information belonging to Sporic which, if publicly disclosed, is likely to cause harm to, or prejudice the interests of, Sporic in the manner contemplated in s4D(4)(b), (c) and (e) of the ICASA Act. The public disclosure of such information would prejudice Sporic, from a commercial and competition perspective, in that: competitors to Sporic would gain insight into Sporic's current and/or future business strategies, competitive strategies	Sporic Solutions

Vol./Page No./Par./Line No.	Specific Information / Document	Reasons for Requesting Confidentiality	Owner of information
Appendix 9.2: Independent competition analysis report paras 3.1.2, 4.5, and 7.7,	The extent of the shareholding in Sporic the reasons for the transaction and Sporic Solutions business strategies, and other commercially sensitive information	The information contained in paras 3.1.2, 4.5, 7.7, of the competition analysis constitutes proprietary commercial and competitively sensitive information belonging to Smile Telecoms and Sporic Solutions which, if publicly disclosed, is likely to cause harm to, or prejudice the interests of, Smile and Sporic in the manner contemplated in s4D(4)(b), (c) and ICASA of the ICASA Act. The public disclosure of such information would prejudice Smile and Sporic, from a commercial and competition perspective, in that competitors to Smile and/or Sporic would gain insight into Smile and/or Sporic's current and/or future business strategies, competitive strategies, business models, and/or operational efficiencies and/or	Smile Telecoms and Sporic's, and its shareholders

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Vol./Page No./Par./Line No.	Specific Information / Document	Reasons for Requesting Confidentiality	Owner of information
Appendix 9.3: Consumer interest analysis report paras 3.1.2 and 3.2.3	The extent of the shareholding in Sporic and reasons for the transaction and commercially sensitive information	The information contained in paras 3.1.2, and 3.2.3 of the consumer interest analysis constitutes proprietary commercial and competitively sensitive information belonging to Smile and Sporic which, if publicly disclosed, is likely to cause harm to, or prejudice to Sporic in the manner contemplated in s4D(4)(b), (c) and ICASA of the ICASA Act. The public disclosure of such information would prejudice Smile Telecoms and shareholders of Sporic and such information is confidential in terms POPIA	Smile Telecoms and shareholders of Sporic

4 Relevant category in section 4D (4) of the ICASA Act (where applicable):

s4D(4)(b) and/or (c)(i) and/or (c)(ii) and/or (e) of the ICASA Act.

5 If the applicant would like to list additional documents containing confidential information, the applicant may attach extra sheets (see appendix B), to this form and identify all the pages paragraphs and line numbers where confidential information appears, reasons why the document/information is confidential and the relevant category in section 4D(4).

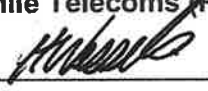
III CONFIDENTIALITY STATEMENT:

I, declare that the information supplied by me to ICASA in this Form is true and accurate to the best of my knowledge.

Print Name: Hermien Wessels

Designation: Director

Company: Smile Telecoms (Pty) Ltd

Signature: 

Date: 03-06-2026

SIGNED : 
NAME: ADV MICHELLE PIENAAR
COMMISSIONER OF OATHS
Advocate of the High Court of South Africa
ADDRESS: CORPORATE LAW SERVICES (PTY) LTD
Central Office Park No 4, 257 Jean Avenue, Centurion
DATE : 03/06/2026

Office Use Only
Received By -

Print Name: _____

Signature: _____

Date Received: _____

Reference Number: _____

Division/Department/Unit: _____

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

**FORM G: APPLICATION TO TRANSFER OWNERSHIP AND/OR CONTROL OF
AN INDIVIDUAL LICENCE**

(Regulation 11)

INDEPENDENT COMMUNICATIONS AUTHORITY OF SOUTH AFRICA

Note:

- (a) *Applicants must refer to the Electronic Communications Act, 2005 (Act No. 36 of 2005) ("the Act") and any regulations published under that Act with regard to the requirements to be fulfilled by applicants.*
- (b) *Information required in terms of this Form which does not fit into the space provided may be included in an appendix attached to the Form. Each appendix must be numbered with reference to the relevant part of the Form.*
- (c) *Where any information in this Form does not apply to the applicant, the applicant must indicate that the relevant information is not applicable.*

1.	PARTICULARS OF LICENCE	
1.1.	Licence number/s:	0177/IECS/JAN/09 0177/IECNS/JAN/09
1.2.	Nature of services authorised to be provided in terms of the Licence:	Individual electronic communications services Individual electronic communications network services
1.3.	Indicate whether this is: a) Transfer of ownership of a licence	This is an application for transfer of ownership of a licence

md *AW*

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

b) Transfer of control of a licence	
1.4.	Attach a copy or copies of the Licence/s that is the subject of this application. The copy of the Licence must be marked clearly as Appendix 1.4 of FORM G . Please refer to Appendix 1.4 for the attached IECS and IECNS license
2. PARTICULARS OF THE APPLICANT (LICENSEE)	
2.1. Full name of the applicant:	Smile Telecoms SA (Pty) Ltd ("Smile Telecoms")
2.2. Designated contact persons (max 2):	Lee-Ann Cassie Hermien Wessels
2.3. Applicant's principal place of business:	Central Office Park, Unit 4, 257 Jean Avenue, Centurion, Gauteng, 0140
2.4. Applicant's postal address:	PO Box 16995, Lyttelton, Centurion, Gauteng, 0140
2.5. Designated contact person's telephone number/s (including mobile) (max 2):	Lee- Ann Cassie: + [REDACTED] Hermien Wessels: [REDACTED] [REDACTED]
2.6. Designated contact person's telefax number/s (max 2):	N/A
2.7. E-mail address of designated contact person (max 2):	lee@bridgeandleeward.com minky@cls-sa.co.za
3. PARTICULARS OF TRANSFEREE	
3.1. Full name of transferee:	Sporic Solutions (Pty) Ltd("Sporic")
3.2. Designated contact persons (max 2):	Kendy Mtwentula

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**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
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3.3.	Transferee's principal place of business:	2 Winkley Street, Berea, East London, Eastern Cape, 5241
3.4.	Transferee's postal address:	2 Winkley Street, Berea, East London, Eastern Cape, 5241
3.5.	Telephone number/s (max 2):	011 941 1138/ 082 314 6473
3.6.	Telefax number/s (max 2):	N/A
3.7.	E-mail address of the designated contact person:	Kendy@chippaholdings.co.za S.mpengesi@chippaholdings
4.	LEGAL FORM OF THE APPLICANT (LICENSEE)	
4.1	Indicate if the applicant is:	
	(i) a natural person	
	(ii) a partnership	
	(iii) a juristic person	X
	(iv) other (specify)	
4.2	If the applicant is a natural person or a partnership: N/A	
4.2.1	Provide the identity number of the applicants or each partner in the applicant:	N/A
4.2.2	Attach a certified copy of the identity document of the applicant or certified copies of the identity document of each partner in the applicant marked clearly as Appendix 4.2.2 of FORM G , indicating that he or she is a citizen of the Republic, as required by section 5(8) (a) of the Act. N/A	

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**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

4.3	If the applicant is a juristic person:	
4.3.1	Indicate the legal form of the applicant (e.g. private company incorporated in terms of the Companies Act, 1973): Private company incorporated in terms of the Companies Act 71 of 2008	
4.3.2	Registration number of applicant:	2003/014945/07
4.3.3	Attach certified copies of the applicant's certificate of registration and memorandum and articles of association or other constitutive documents of the applicant (e.g. memorandum and articles of association, association agreement, constitution) marked clearly as Appendix 4.3.3 of FORM G , indicating the applicant's compliance with the requirements of section 5(8) (b) of the Act. Please refer to Appendix 4.3.3. The attached constitutive documents demonstrate that Smile Telecoms is a juristic person registered under the laws of the Republic of South Africa and has its principal place of business located within the Republic.	
4.4	Where the applicant has been liquidated or sequestrated, provide:	
4.4.1	Liquidator / Executor's principal place of business:	N/A
4.4.2.	Liquidator / Executor's telephone number/s:	N/A
4.4.3.	Liquidator/Executor's mobile number/s:	N/A
4.4.4.	Liquidator / Executor's telefax number/s:	N/A

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
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4.4.5.	Liquidator / Executor's E-mail address:	N/A
4.4.6.	Attach a Court Order and sequestration notice as well as relevant documents in relation to the liquidation marked clearly as Appendix 4.4.6.1 of FORM G. Also provide an affidavit deposed to by the liquidator or executor, indicating the consent to the transfer of the Licence, marked clearly as Appendix 4.4.6 of FORM G. N/A	
5.	LEGAL FORM OF TRANSFEREE	
5.1	Indicate if the transferee is:	
	(i) a natural person	
	(ii) a partnership	
	(iii) a juristic person	X
	(iv) other (specify)	
5.2	If the transferee is a natural person or a partnership: N/A	
5.2.1	Provide the identity number of the transferee or each partner in the transferee:	N/A
5.2.2	Attach a certified copy of the identity document of the transferee or certified copies of the identity document of each partner in the transferee marked clearly as Appendix 5.2.2 of FORM G, indicating that he or she is a citizen of the Republic, as required by section 5(8) (a) of the Act. N/A	

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**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
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5.3	If the transferee is a juristic person:	
5.3.1.	Indicate the legal form of the transferee (e.g. private company incorporated in terms of the Companies Act, 2008):	Private company incorporated in terms of the Companies Act 71 of 2008
5.3.2.	CIPC Registration number of transferee:	2024/725502/07
5.3.3.	Attach certified copies of the transferee's certificate of incorporation and memorandum and articles of association or other constitutive and/or other governing documents of the transferee (e.g. memorandum and articles of association, association agreement, constitution) marked clearly as Appendix 5.3.3 of FORM G , indicating the transferee's compliance with the requirements of section 5(8) (b) of the Act.	
Please refer to Appendix 5.3.3. The attached constitutive documents demonstrate that Sporic Solutions is a juristic person registered under the laws of the Republic of South Africa and has its principal place of business located within the Republic.		
5.4.	If the transferee is not a juristic person but intends to operate as one if this application is granted: N/A	
5.4.1.	Provide a written undertaking that the transferee will comply with section 5(8) (b) of the Act marked clearly as Appendix 5.4.1 of FORM G. N/A – The Transferee already complies with s5(8)(b) of the ECA (see 5.3.3)	

APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
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6.	OWNERSHIP AND MANAGEMENT OF APPLICANT
6.1	Provide details of all ownership interests in the applicant and the identity and address of each holder of an ownership interest in the applicant. Where an applicant is a juristic person, only shareholdings (or equivalent) of 5% or more of the total issued shares (or equivalent) in the applicant are relevant. Attach as Appendix 6.1 of FORM G
	Smile Communications (Pty) Ltd owns 100% of Smile Telecoms (Pty) Ltd. Please refer to Appendix 6.1.
6.2	Indicate whether the applicant is listed on any stock exchange, and provide details of any such listing: Attached as Appendix 6.2 of FORM G
	No, Smile Telecoms is not listed on any stock exchange.
6.3	In respect of each holder of any ownership interest in any person holding an ownership interest in the applicant, provide the details required in 6.1 in respect of each such holder: Attach as Appendix 6.3 of FORM G
	Please refer to Appendix 6.3.
6.4	Indicate the extent to which any ownership interest referred to above is held by an historically disadvantaged person
	Smile does not have any ownership interest held by historically disadvantaged persons.

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6.5.	Indicate whether the holder of any ownership interest in the applicant is a foreign citizen or an entity registered or incorporated in any country other than South Africa:
	No, Smile Communications (Pty) Ltd is incorporated in South Africa.
6.6.	Indicate whether any person holding an ownership interest in the applicant holds a Licence issued in terms of the Act or holds an ownership interest in any other licensee licensed to provide a service similar to that to which this application relates:
	Smile Communications (Pty)Ltd, which holds 100% interest in Smile Telecoms (Pty)Ltd, <u>does not</u> hold a Licence issued in terms of the Act or holds an ownership interest in any other licensee licensed to provide a service similar to that to which this application relates.
6.7.	Provide particulars of any interest held by the applicant in another licensee licensed in terms of the Act:
	None.



APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
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6.8. Provide details (including name, nationality, identification or passport number, position and address) of each member of the applicant's:

- (i) board of directors or similar body; and
- (ii) senior management.

Attach as Appendix 6.8 of FORM G

Please refer to Appendix 6.8.

7. OWNERSHIP AND MANAGEMENT OF TRANSFEREE

7.1 Provide details of all ownership interests in the transferee and the identity and address of each holder of an ownership interest in the transferee if a natural person. Where a transferee is a juristic person, indicate all the shareholders and the percentage shares held by each shareholder. **Attach as Appendix 7.1 of FORM G**

Please refer to Appendix 7.1.

7.2 Provide a written undertaking indicating the correctness of the information stated in 7.1 signed off by Accounting Officer clearly marked **Appendix 7.1 of FORM G**.

Please refer to Appendix 7.2.

7.3 Indicate whether the transferee is listed on any stock exchange, and provide details of any such listing.

Sporic Solution is not listed on any stock exchange.

7.4 Provide a written undertaking indicating the stated in 7.3 signed off by Accounting Officer clearly marked **Appendix 7.3 of FORM G**.

Please refer to Appendix 7.4.

7.5 In respect of each holder of any ownership interest in any person holding an ownership interest in the transferee, provide the details required in 7.1 in respect of each such holder.



APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09

	Please refer to Appendix 7.5.
7.6	Provide a written undertaking indicating the stated in 7.5 signed off by Accounting Officer clearly marked Appendix 7.6 of FORM G. Please refer to Appendix 7.6.
7.7	Indicate the extent to which any ownership interest referred to above is held by historically disadvantaged groups. All ownership interests in Sporic Solutions are owned by disadvantaged groups, specifically black South Africans. A copy of Sporic's B-BBEE certificate is attached as Appendix 7.7.1.
7.8	Provide a written undertaking indicating the stated in 7.7 signed off by Accounting Officer clearly marked Appendix 7.8 of FORM G. Please refer to Appendix 7.8.
7.9	Indicate whether the holder of any ownership interest in the transferee is a foreign citizen or an entity registered or incorporated in any country other than South Africa. No, all the holders of ownership interest in Sporic Solutions are South African citizens
7.10	Provide a written undertaking indicating the stated in 7.9 signed off by Accounting Officer clearly marked Appendix 7.10 of FORM G. Please refer to Appendix 7.10.

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7.11	Indicate whether any person holding an ownership interest in the transferee holds a Licence issued in terms of the Act or holds an ownership interest in any other licensee licensed to provide a service similar to that to which this application relates: No. None of the persons holding an ownership interest in Sporic holds a Licence issued in terms of the Act or holds an ownership interest in any other licensee licensed to provide a service similar to that to which this application relates
7.12	Provide a written undertaking indicating the stated in 7.11 signed off by Accounting Officer clearly marked Appendix 7.12 of FORM G. Please refer to Appendix 7.12.
7.13	Provide particulars of any interest held by the transferee in another licensee licensed in terms of the Act: None. Neither Sporic nor its shareholders, namely, holds any interest in another licensee licensed in terms of the Act.
7.14	Provide a written undertaking indicating the stated in 7.13 signed off by Accounting Officer clearly marked Appendix 7.14 of FORM G. Please refer to Appendix 7.14.
7.15	Provide details (including name, nationality, identification or passport number, position and address) of each member of the transferee's: i. board of directors or similar body; and ii. senior management. Attach as Appendix 7.15 of FORM G Please refer to Appendix 7.15.
8.	SUITABILITY OF TRANSFEREE
8.1	Provide particulars of any Licence held by the transferee in terms of the Act, which has been revoked. Attach as Appendix 8.1 of FORM G
	None.

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APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09

8.2	Provide particulars of any application submitted by the transferee for a Licence in terms of the Act, which was rejected: Attach as Appendix 8.2 of FORM G
	None.
8.3	Provide particulars of any application submitted by the transferee for a Licence in terms of the Act which is pending before the Authority: Attach as Appendix 8.3 of FORM G
	None.
8.4	Provide details of any action taken in relation to the transferee by the Authority or any other person due to a breach of the Act and related legislation. Attach as Appendix 8.4 of FORM G
	None.
8.5	Provide a written undertaking indicating the stated in 8.1, 8.2, 8.3 and 8.4 signed off by Accounting Officer clearly marked Appendix 8.5 of FORM G . Please refer to Appendix 8.5.
8.6	Provide details of the transferee's 5-year business plan in respect of the application: Attach as Appendix 8.6 of FORM G Please refer to Appendix 8.6. [CONFIDENTIAL]
8.7	Attach a comprehensive business plan stated in 8.6 clearly marked Appendix 8.7 of Form G . Please refer to Appendix 8.7. [CONFIDENTIAL]
8.8	Provide separately and mark clearly as Appendix 8.8 of FORM G , copies of the transferee's audited annual financial statements for the previous three years. Sporic was incorporated on 14 November 2024 and does not have the previous three years' audited annual financial statements

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8.9	Provide detailed network architecture layout plan and roll-out plans should this application be granted indicating timeframes and roll-out targets clearly marked Appendix 8.9 of FORM G. Please refer to Appendix 8.7. [CONFIDENTIAL]
8.10	Applicable to Individual ECS/ECNS only: provide detailed proposed commercial agreements to be made available in terms of roaming, interconnection, facilities leasing clearly marked Appendix 8.10 of FORM G None.
9.	OWNERSHIP AND CONTROL BY HISTORICALLY DISADVANTAGED GROUPS, COMPETITION ANALYSIS AND CONSUMER INTEREST
9.1	Provide details of how the parties comply with the 30% ownership and control interest by historically disadvantaged groups clearly marked Appendix 9.1 of FORM G. As a direct consequence of the transfer of ownership of the licences, there will be an increase in the number of licences held by historically disadvantaged groups in terms of the Act. Following the transfer, the licences will be 100% owned by historically disadvantaged persons Please refer to Appendix 9.1.
9.2	Provide an independent competition analysis report regarding the impact of this transaction on the relevant market clearly marked Appendix 9.2 of Form G. The report should outline how the proposed transaction will promote competition in the ICT sector (e.g., Market share, The current subscribers, the type of services, etc.) An independent competition analysis report is annexed marked Appendix 9.2. Please refer to Appendix 9.2. [CONFIDENTIAL]
9.3	Provide a consumer (customers) interest analysis report post the transaction clearly marked Appendix 9.3 of Form G. The report should indicate amongst

MM
MM

	others whether the proposed transaction will have (1) any horizontal impact (2) vertical impact whether there is any supplier. An independent consumer analysis report is annexed marked Appendix 9.3. Please refer to Appendix 9.3. [CONFIDENTIAL]
10.	REASONS FOR PROPOSED TRANSFER
10.1	Provide the detailed reasons for the proposed transfer clearly marked Appendix 10.1 of FORM G. Please refer to Appendix 10.1.
11.	APPLICANT'S LICENCE OBLIGATIONS
11.1	Indicate those obligations of the applicant in terms of the Licence which have been discharged and those that will be assumed by the transferee, should this application be granted: Smile Telecoms did not provide commercial services in South Africa since its incorporation. This is confirmed by its Auditors, Deloitte who confirmed the non-use of the licensees since incorporation of Smile Telecoms on 15 January 2009. The said confirmation is attached to this application as Appendix 11.1. Therefore, there has not been any obligation which have been discharged by the Applicant in terms of the licence nor any that would be assumed by the transferee should the application be granted. Since this is a transfer of ownership of a licence, Sporic shall discharge any obligations imposed by the licence, should this application be granted
11.2	Provide separately and mark clearly as Appendix 11.2 of FORM G, a written undertaking given by the transferee, through its duly authorised representative, that it will comply with the applicant's Licence obligations in the event of the transfer application being approved by the Authority. Please refer to Appendix 11.2.
12.	UNDERTAKINGS
12.1	Specify any undertakings which the transferee is prepared to make in order to promote the objects of the Act, should this application be approved by the Authority. Clearly marked as Appendix 12 of FORM G

Handwritten signature/initials.

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

The licensee undertakes to remain BEE compliant and offer universal service and access to disadvantaged communities specifically rural communities and townships		
13. COMPLIANCE WITH CHAPTER 9 OF THE ACT		
<i>This section is only applicable where the Licence to be transferred is in respect a broadcasting service.</i>		
13.1	Indicate whether the transferee is a member of the Advertising Standards Authority or intends to become a member:	N/A
13.2	Indicate whether the transferee is a member of a body contemplated in section 54(3) of the Act or intends to become a member:	N/A
13.3	13.3. Indicate whether the transferee is a party, movement, organisation, body or alliance which is of a party-political nature.	N/A
13.4	Indicate if the transferee has any shareholding (direct or indirect) interest in any of the licensed broadcasting services.	N/A
13.5	Indicate whether the transferee controls a newspaper, and, if so, provide details of:	N/A
13.5.1	newspaper's circulation figures	N/A

NA
HW

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

13.5.2	area in which the newspaper is distributed	N/A
13.5.3	newspaper's market share.	N/A
14.	GENERAL	
14.1	Provide details of any other matter of which, in the applicants' view, the Authority should be aware:	
	Since the Applicant was granted the licences on or about 15 January 2009, it has not provided any commercial services as confirmed by the audit report provided by its auditor, Deloitte. The report of Deloitte is attached as Appendix 11.1 The Applicant has decided to accordingly sell it licences to previously disadvantaged company which is owned by Black South Africans whose intention and vision is to ensure deeper broadband penetration and increase universal service and access.	
14.2	Attach a resolution signed by the majority of the members of the board of directors authorising a person signing and submitting this application marked clearly as Appendix 14.2 of FORM G . (In case of liquidation kindly provide relevant documents)	
Please refer to Appendix 14.2.		

The persons signing the application on behalf of the applicant and the transferee must acknowledge as follows:

I, the applicant, acknowledge that the Authority reserves the right to have any Licence amended pursuant to this application set aside, should any material statement made herein, at any time, be found to be false.

Signed 

(APPLICANT)



APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09

I certify that this declaration was signed and sworn to before me at

... CENTURION ... on the 3RD day of JUNE : 2026,
by the deponent who acknowledged that he/she:

1. knows and understands the contents hereof;
2. has no objection to taking the prescribed oath or affirmation; and
3. considers this oath or affirmation to be truthful and binding on his/her conscience.

Michelle Pienaar

COMMISSIONER OF OATHS

SIGNED :

Name: NAME: ADV MICHELLE PIENAAR
COMMISSIONER OF OATHS

Address: Advocate of the High Court of South Africa
ADDRESS: CORPORATE LAW SERVICES (PTY) LTD

Central Office Park No 4, 257 Jean Avenue, Centurion

Capacity: 03/06/2026

DATE :

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

**APPENDICES TO FORM G: SMILE TELECOMS SA(PTY) LTD APPLICATION TO
TRANSFER OWNERSHIP IN RESPECT OF ITS INDIVIDUAL ECS AND ECNS
LICENCES TO SPORIC SOLUTIONS(PTY)LTD**

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177//ECS/JAN/09 AND 0177//ECNS/JAN/09**

Appendix 1.4: Copies of Licences



Independent Communications Authority of South Africa

Pinmill Farm, 164 Katherine Street, Sandton
Private Bag X10002, Sandton, 2146

INDIVIDUAL ELECTRONIC COMMUNICATIONS NETWORK LICENCE

No. 0177/IECNS/JAN/09

GRANTED AND ISSUED

TO

Smile Telecoms SA (Pty) Ltd

FOR THE PROVISION OF

ELECTRONIC COMMUNICATIONS NETWORK SERVICES

**SIGNED FOR AND ON BEHALF OF THE INDEPENDENT COMMUNICATIONS
AUTHORITY OF SOUTH AFRICA**

AT SANDTON ON THIS...^{15th}.....DAY OF JANUARY 2009


Paris Mashile
Chairperson

1. LICENSEE

The Licence is issued to:

- 1.1 Name of Company/Entity: Smile Telecoms SA (Pty) Ltd
- 1.2 Shareholders: Smile Communications (Pty) Ltd – 100%
- 1.3 Ownership held by persons from historically disadvantaged groups:
Verene (Pty) Ltd - 21%

2. CONTACT DETAILS

2.1 The contact person for the Licensee shall be:

- 2.1.1 Name: Lee-Ann Cassie
- 2.1.2 Tel: (011) 250 5434
- 2.1.3 Fax: 086 632 0620
- 2.1.4 Cell: 083 262 0825
- 2.1.5 Email: Lee-Ann.Cassie@smilecoms.com

2.2 Should the Licensee propose to replace the person so designated, the Licensee shall notify the Authority in writing within seven (7) days after appointing the new designated person.

3. NOTICES AND ADDRESSES

The Licensee chooses the following addresses as its principal addresses:

- | | |
|----------------------|------------------------|
| 3.1. Postal Address: | 3.2. Physical Address: |
| Postnet Suite 605 | 12 Culross Road |
| Private Bag X5 | Bryanston |
| Fourways North | 2191 |
| 2086 | |

SCHEDULE

1. Trading name

Smile Telecoms.

2. Geographic coverage

The Licensee shall provide national coverage of its electronic communication network services.

3. Rights and obligations

3.1 The Licensee is hereby authorised to construct, maintain and operate an electronic communications network, as well as provide electronic communications network services.

3.2 The rights and obligations under this licence may be exercised or performed by a third party, including its agents and contractors. The Licensee shall be responsible for the acts or omissions in respect thereof on the basis that –

3.2.1 the liability of the Licensee for any acts or omissions of such third party, including agents or contractors, in relation to the exercise of such rights shall be limited to acts or omissions which constitute a contravention of the conditions of this Licence;

3.2.2 the Licensee shall stipulate adequate provisions in its contracts with such third party, including agents or contractors, to ensure that their exercise of any of the above rights do not contravene any of the conditions of this Licence;

3.2.3 should any such third party, including agents or contractors, commit any act or omission in contravention of a condition of this Licence, the Licensee shall, upon becoming aware thereof, act as expeditiously as is reasonably possible to remedy such contravention and for this purpose the Licensee shall be afforded reasonable time; and

3.2.4 the Authority shall, upon becoming aware of any contravention of this Licence by such third party, including the Licensee's agents or contractors or any complaints lodged with the Authority in relation thereto, forthwith in writing notify the Licensee accordingly.

4.3 The Licensee and any or all of its Subsidiaries shall be entitled by virtue of this Licence to provide all or any of the Services together with all or any other rights granted to it under this Licence.

4.4 Nothing in this Licence shall be construed or understood as to relieve the Licensee or any other party of the obligations to comply with any other applicable statutory prohibition or obligation.

5. Licence Fee

The Licensee shall continue to pay the prescribed annual licence fees until reviewed by the Authority in terms of chapter 2 of the EC Act.

6. Force Majeure

The Licensee shall not be held liable for its inability to perform its obligations in this licence and other regulations due to unforeseen natural causes. However, the Licensee shall advise the Authority as soon as practicable after becoming aware of the existence of any such event or circumstances likely to lead to such event.





Independent Communications Authority of South Africa

Pinmill Farm, 164 Katherine Street, Sandton
Private Bag X10002, Sandton, 2146

INDIVIDUAL ELECTRONIC COMMUNICATIONS SERVICE LICENCE

No. 0177/IECS/JAN/09

GRANTED AND ISSUED

TO

Smile Telecoms SA (Pty) Ltd

FOR THE PROVISION OF

ELECTRONIC COMMUNICATIONS SERVICES

**SIGNED FOR AND ON BEHALF OF THE INDEPENDENT COMMUNICATIONS
AUTHORITY OF SOUTH AFRICA**

AT SANDTON ON THIS 15th DAY OF JANUARY 2009


Paris Mashile
Chairperson

1. LICENSEE

The Licence is issued to:

- 1.1 Name of Company/Entity: Smile Telecoms SA (Pty) Ltd
- 1.2 Shareholders: Smile Communications (Pty) Ltd – 100%
- 1.3 Ownership held by persons from historically disadvantaged groups:
Verene (Pty) Ltd - 21%

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- 2.1.3 Fax: 086 632 0620
- 2.1.4 Cell: 083 262 0825
- 2.1.5 Email: Lee-Ann.Cassie@smilecoms.com

2.2 Should the Licensee propose to replace the person so designated, the Licensee shall notify the Authority in writing within seven (7) days after appointing the new designated person.

3. NOTICES AND ADDRESSES

The Licensee chooses the following addresses as its principal addresses:

- | | |
|----------------------|------------------------|
| 3.1. Postal Address: | 3.2. Physical Address: |
| Postnet Suite 605 | 12 Culross Road |
| Private Bag X5 | Bryanston |
| Fourways North | 2191 |
| 2086 | |

SCHEDULE

1. Trading name

Smile Telecoms.

2. Geographic coverage

The Licensee shall provide national coverage of its electronic communication services.

3. Range of numbers from the national numbering plan

The Licensee shall retain a right to apply for numbers subject to the numbering plans and related regulations issued in terms of Section 68 of the EC Act.

4. Rights and obligations

4.1 The Licensee is entitled to provide electronic communications services in the Republic.

4.2 The rights and obligations under this licence may be exercised or performed by a third party, including its agents and contractors. The Licensee shall be responsible for the acts or omissions in respect thereof on the basis that –

4.2.1 the liability of the Licensee for any acts or omissions of such third party, including agents or contractors, in relation to the exercise of such rights shall be limited to acts or omissions which constitute a contravention of the conditions of this Licence;

4.2.2 the Licensee shall stipulate adequate provisions in its contracts with such third party, including agents or contractors, to ensure



Independent Communications Authority of South Africa

Pinnill Farm, 164 Katherine Street, Sandton
Private Bag X10002, Sandton, 2146

INDIVIDUAL ELECTRONIC COMMUNICATIONS SERVICE LICENCE

No. 0177/IECS/JAN/09

GRANTED AND ISSUED

TO

Smile Telecoms SA (Pty) Ltd

FOR THE PROVISION OF

ELECTRONIC COMMUNICATIONS SERVICES

**SIGNED FOR AND ON BEHALF OF THE INDEPENDENT COMMUNICATIONS
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| 2086 | |

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4.2.2 the Licensee shall stipulate adequate provisions in its contracts with such third party, including agents or contractors, to ensure

that their exercise of any of the above rights do not contravene any of the conditions of this Licence;

4.2.3 should any such third party, including agents or contractors, commit any act or omission in contravention of a condition of this Licence, the Licensee shall, upon becoming aware thereof, act as expeditiously as is reasonably possible to remedy such contravention and for this purpose the Licensee shall be afforded reasonable time; and

4.2.4 the Authority shall, upon becoming aware of any contravention of this Licence by such third party, including the Licensee's agents or contractors or any complaints lodged with the Authority in relation thereto, forthwith in writing notify the Licensee accordingly.

4.3 The Licensee and any or all of its Subsidiaries shall be entitled by virtue of this Licence to provide all or any of the Services together with all or any other rights granted to it under this Licence.

4.4 Nothing in this Licence shall be construed or understood as to relieve the Licensee or any other party of the obligations to comply with any other applicable statutory prohibition or obligation.

5. Licence Fee

The Licensee shall continue to pay the prescribed annual licence fees until reviewed by the Authority in terms of chapter 2 of the EC Act.

6. Force Majeure

The Licensee shall not be held liable for its inability to perform its obligations in this licence and other regulations due to unforeseen natural causes. However, the Licensee shall advise the Authority as soon as practicable after becoming aware of the existence of any such event or circumstances likely to lead to such event.

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

**Appendix 4.3.3: Copies of certified certificates of incorporation and
memorandum of association of Smile Telecoms**

COR44



Companies and Intellectual
Property Commission

a member of the dti group

Date: 18/09/2015

Our Reference: 929458988

HOWCHE
E-mail: TAXCOMP@CHERYLHOWARD.CO.ZA
5 ECCLESTON MEWS
78 HOBART ROAD
BRYANSTON
2021

RE: Amendment to Company Information
Company Number: 2003/014945/07
Company Name: SMILE TELECOMS SA (PTY) LTD

We have received a COR44 (Notice of change of company officials) from you dated 18/09/2015.

The COR44 was accepted and placed on file.

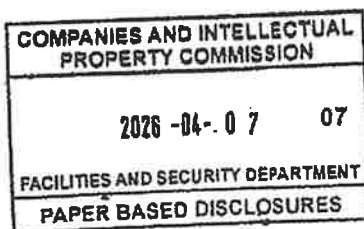
The auditor was changed.
Notice of change of auditors BOTHA NICOLAAS JOHANNES GERHARDUS appointed.

Yours truly

Commissioner: CIPC

Please Note:

The attached certificate can be validated on the CIPC web site at www.cipc.co.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.	
Signature:	
Full Names & Surname:	Noko Nancy Edsonmane
Rank:	REGISTERED
(Ex Officio) Commissioner of Oaths	
Address:	CIPC



The Companies and Intellectual Property Commission
of South Africa

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.
Call Centre Tel 086 100 2472, Website www.cipc.co.za



**Certificate issued by the Companies and Intellectual Property
Commission on Thursday, May 07, 2026 09:25
Certificate of Confirmation**



Companies and Intellectual
Property Commission
a member of the dti group

Registration number **2003 / 014945 / 07**

Enterprise Name **SMILE TELECOMS SA (PTY) LTD**

Enterprise Shortened Name **None provided.**

Enterprise Translated Name **None provided.**

Registration Date **30/06/2003**

Business Start Date **30/06/2003**

Enterprise Type **Private Company**

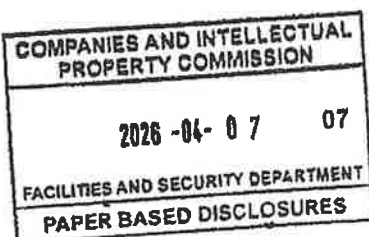
Enterprise Status **In Business**

Financial year end **December**

Main Business/Main Object **PROVISION OF TELECOMMUNICATIONS AND ALLIED SERVICES**

Postal address **PO BOX 16995
LYTTTELTON
CENTURION
GAUTENG
0140**

Address of registered office **CENTRAL OFFICE PARK UNIT 4
257 JEAN AVENUE
CENTURION
GAUTENG
0157**



COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.	
Signature:	
Full Names & Surname:	HONO NANCY BESHOMANE
Rank:	REGISTRAR
(Ex Officio) Commissioner of Oaths	
Address:	CIPC



The Companies and Intellectual Property Commission
of South Africa

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa Docex 256, PRETORIA.
Call Centre Tel 086 100 2472, Website www.cipc.co.za



**Certificate issued by the Companies and Intellectual Property
Commission on Thursday, May 07, 2026 09:25
Certificate of Confirmation**



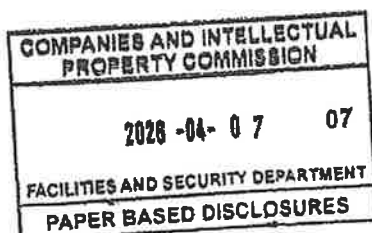
Companies and Intellectual
Property Commission

a member of the dli group

Registration number **2003 / 014945 / 07**
Enterprise Name **SMILE TELECOMS SA (PTY) LTD**
Auditor Name **BOTHA NICOLAAS JOHANNES GERHARDUS**
Postal Address

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appointment date	Addresses
WESSELS, HERMIEN	6302080142080	Director	03/12/2025	Postal: PO BOX 16995, LYTTELTON, CENTURION, GAUTENG, 0140 Residential: 157A VAN RIEBEECK AVENUE, LYTTELTON, CENTURION, GAUTENG, 0157



COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION (CIPC)

I certify that this document is a true reproduction/copy of
the original which was examined by me and that, from my
observations, the original has not been altered in any manner.

Signature:

Full Names & Surname: NOKO NANCY BOSHOMEANE

Rank: REGISTRAR
(Ex Officio) Commissioner of Oaths

Address: CIPC



The Companies and Intellectual Property Commission
of South Africa

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 100 2472, Website www.cipc.co.za



COR21.1



Companies and Intellectual
Property Commission

a member of the dti group

Date: 21/01/2026

Our Reference: 9450987583

HERMIEN WESSELS
E-mail: LUKAS@CLS-SA.CO.ZA
Basket: CORPLS

RE: Amendment to Company Information
Company Number: 2003/014945/07
Company Name: SMILE TELECOMS SA (PTY) LTD

We have received a COR21.1 (Address Change) from you dated 21/01/2026.

The COR21.1 was accepted and placed on file.

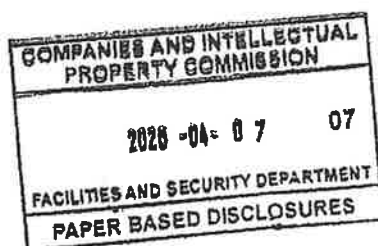
With effect from 29/01/2026, the registered address was changed to:
CENTRAL OFFICE PARK UNIT 4
257 JEAN AVENUE
CENTURION
GAUTENG
0157

Yours truly

Commissioner: CIPC

Please Note:

The attached certificate can be validated on the CIPC web site at www.cipc.co.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.	
Signature:	
Full Names & Surname:	NDAKO NANCY BOSHOMANE
Rank:	REGISTRAR
	(Ex Officio) Commissioner of Oaths
Address:	CIPC



The Companies and Intellectual Property Commission
of South Africa

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 100 2472, Website www.cipc.co.za



**Certificate issued by the Companies and Intellectual Property
Commission on Thursday, May 07, 2026 09:22
Certificate of Confirmation**



Companies and Intellectual
Property Commission
an independent institution of public law, established by the Companies Act, 71 of 2008
a member of the dti group

Registration number **2003 / 014945 / 07**

Enterprise Name **SMILE TELECOMS SA (PTY) LTD**

Enterprise Shortened Name **None provided.**

Enterprise Translated Name **None provided.**

Registration Date **30/06/2003**

Business Start Date **30/06/2003**

Enterprise Type **Private Company**

Enterprise Status **In Business**

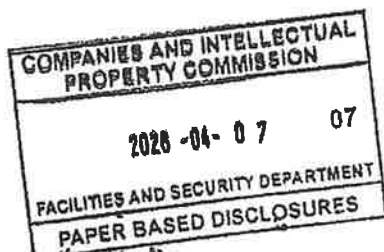
Financial year end **December**

Main Business/Main Object **PROVISION OF TELECOMMUNICATIONS AND ALLIED SERVICES**

Postal address **PO BOX 16995
LYTTTELTON
CENTURION
GAUTENG
0140**

Address of registered office

**CENTRAL OFFICE PARK UNIT 4
257 JEAN AVENUE
CENTURION
GAUTENG
0157**



COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.	
Signature:	
Full Names & Surname:	NOKO NANCY BESHOMATIC
Rank:	REGISTRAR
(Ex Officio Commissioner of Oaths)	
Address:	CIPC

The Companies and Intellectual Property Commission
of South Africa

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa Docex 256, PRETORIA
Call Centre Tel 086 100 2472, Website www.cipc.co.za



**Certificate issued by the Companies and Intellectual Property
Commission on Thursday, May 07, 2026 09:22
Certificate of Confirmation**

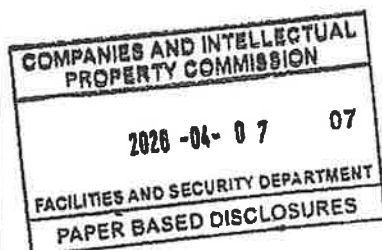


Companies and Intellectual
Property Commission
a member of the dsl group

Registration number **2003 / 014945 / 07**
Enterprise Name **SMILE TELECOMS SA (PTY) LTD**
Auditor Name **BOTHA NICOLAAS JOHANNES GERHARDUS**
Postal Address

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
WESSELS, HERMIEN	6302080142080	Director	03/12/2025	Postal: PO BOX 16995, LYTTELTON, CENTURION, GAUTENG, 0140 Residential: 157A VAN RIEBEECK AVENUE, LYTTELTON, CENTURION, GAUTENG, 0157



COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION (CIPC)

I certify that this document is a true reproduction/copy of
the original which was examined by me and that, from my
observations, the original has not been altered in any manner.

Signature:

Full Names & Surname: **NOKO NANCY DOSHOMATE**

Rank: **REGISTRAR**
(Ex Officio) Commissioner of Oaths

Address: **CIPC**



The Companies and Intellectual Property Commission
of South Africa
P.O. BOX 429, PRETORIA, 0001, Republic of South Africa Docex 256, PRETORIA.
Call Centre Tel 086 100 2472, Website www.cipc.co.za



CM29



Companies and Intellectual
Property Commission

a member of the dtl group

Date: 17/04/2008

Our Reference: 45087748

HERMIEN WESSELS
E-mail: LUKAS@CLS-SA.CO.ZA
Basket: CORPLS

RE: Amendment to Company Information

Company Number: 2003/014945/07

Company Name: SMILE TELECOMS SA (PTY) LTD

We have received a CM29 (Contents of register of directors, auditors and officers) from you dated 17/04/2008.

The CM29 was accepted and placed on file.

The following change was effected to Director/Secretary/Officer:

Surname=KAMBULE
Full ForeNames=MAJOTA ISAAC MANDLAKAYISE
Id No=7412045537081
Status :RESIGNEDNature of Change=DIRECTOR RESIGNED

The following change was effected to Director/Secretary/Officer:

Surname=NAIDOO
Full ForeNames=SHARRON VENESSA
Id No=6312020156082
Status :ACTIVENature of Change=NEW APPOINTMENT

The following change was effected to Director/Secretary/Officer:

Surname=CHARNLEY
Full ForeNames=IRENE
Id No=6005060110080
Status :ACTIVENature of Change=NEW APPOINTMENT

The following change was effected to Director/Secretary/Officer:

Surname=LEGWALE
Full ForeNames=RANTIKWANE DAVID
Id No=5707145893082
Status :ACTIVENature of Change=NEW APPOINTMENT

Yours truly

Commissioner: CIPC

Please Note:

The attached certificate can be validated on the CIPC web site at www.cipc.co.za
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.

COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION

2008-04-07 07

FACILITIES AND SECURITY DEPARTMENT
PAPER BASED DISCLOSURES

COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION (CIPC)

I certify that this document is a true reproduction/copy of
the original which was examined by me and that, from my
observations, the original has not been altered in any manner.

Signature:

Full Names & Surname:

NOKO NATIY BESHOMATTE

Rank:

REGISTRY
(Ex Officio) Commissioner of Oaths

Address: CIPC



The Companies and Intellectual Property Commission
of South Africa

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 100 2472, Website www.cipc.co.za



**Certificate issued by the Companies and Intellectual Property
Commission on Thursday, May 07, 2026 09:20
Certificate of Confirmation**



Companies and Intellectual
Property Commission
a member of the dti group

Registration number **2003 / 014945 / 07**

Enterprise Name **SMILE TELECOMS SA (PTY) LTD**

Enterprise Shortened Name **None provided.**

Enterprise Translated Name **None provided.**

Registration Date **30/06/2003**

Business Start Date **30/06/2003**

Enterprise Type **Private Company**

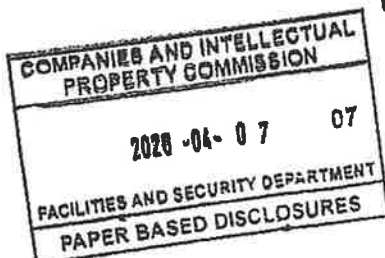
Enterprise Status **In Business**

Financial year end **December**

Main Business/Main Object **PROVISION OF TELECOMMUNICATIONS AND ALLIED SERVICES**

Postal address **PO BOX 16995
LYTTTELTON
CENTURION
GAUTENG
0140**

Address of registered office **CENTRAL OFFICE PARK UNIT 4
257 JEAN AVENUE
CENTURION
GAUTENG
0157**



COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION (CIPC)

I certify that this document is a true reproduction/copy of
the original which was examined by me and that, from my
observations, the original has not been altered in any manner.

Signature:

Full Names & Surname: **NOKO NANCY BOSHOMEANE**

Rank: **REGISTRY**
(Ex Officio) Commissioner of Oaths

Address: **CIPC**

The Companies and Intellectual Property Commission
of South Africa

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.
Call Centre Tel 086 100 2472, Website www.cipc.co.za



**Certificate issued by the Companies and Intellectual Property
Commission on Thursday, May 07, 2026 09:20
Certificate of Confirmation**

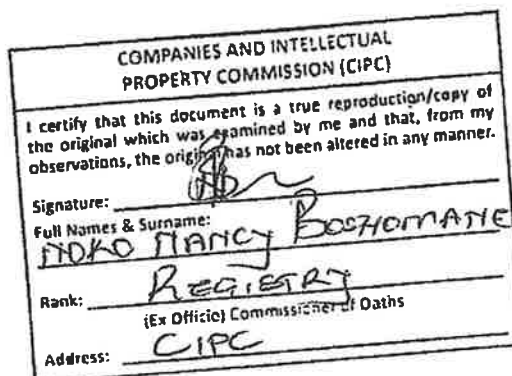
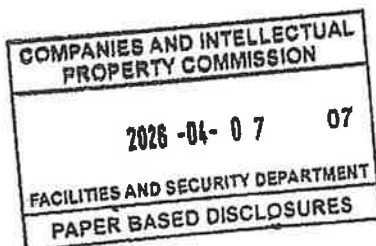


Companies and Intellectual
Property Commission
a member of the dri group

Registration number **2003 / 014945 / 07**
Enterprise Name **SMILE TELECOMS SA (PTY) LTD**
Auditor Name **BOTHA NICOLAAS JOHANNES GERHARDUS**
Postal Address

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
WESSELS, HERMIEN	6302080142080	Director	03/12/2025	Postal: PO BOX 16995, LYTTELTON, CENTURION, GAUTENG, 0140 Residential: 157A VAN RIEBEECK AVENUE, LYTTELTON, CENTURION, GAUTENG, 0157



The Companies and Intellectual Property Commission
of South Africa
P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.
Call Centre Tel 086 100 2472, Website www.cipc.co.za





COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Date: 27/05/2008

Our Reference: 17015689
Box: 98762
Sequence: 27

CORPORATE LAW SERVICES
Basket: CORPLS

RE: Amendment to Company Information
Company Number: 2003/014945/07
Company Name: SMILE TELECOMS SA

We have received a CM26 (Special resolution) from you dated 21/04/2008.

The CM26 (2) was accepted and placed on file.

The CM9 (1) was accepted and placed on file.

The name was changed to SMILE TELECOMS SA.

The nature of business was changed.

Yours truly

Registrar of Companies

ELM

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.co.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.	
Signature:	<i>[Signature]</i>
Full Names & Surname:	<i>Noko Nancy Boschman</i>
Rank:	<i>REGISTRAR</i> (Ex Officio) Commissioner of Oaths
Address:	<i>CIPC</i>

COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 258, PRETORIA.

Call Centre Tel 086 184 3384, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

Certificate issued by the Registrar of Companies & Close Corporations on Tuesday, May 27, 2008 07:36
Certificate of Confirmation



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Registration number **2003 / 014945 / 07**

Enterprise Name **SMILE TELECOMS SA**

Enterprise Shortened Name **None provided.**

Enterprise Translated Name **None provided.**

Registration Date **30/06/2003**

Business Start Date **30/06/2003**

Enterprise Type **Private Company**

Enterprise Status **In Business**

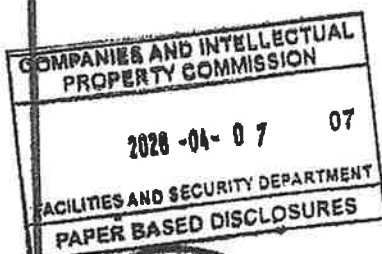
Financial year end **February**

Main Business/Main Object **PROVISION OF TELECOMMUNICATIONS AND ALLIED SERVICES**

Postal address **P O BOX 78295**
SANDTON
2146

Address of registered office

11 ALICE LANE
SANDTON
2196



COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.	
Signature:	
Full Names & Surname:	NDAKO NANCY BOGOMANE
Rank:	REGISTRY
	(Ex Officio) Commissioner of Oaths
Address:	CIPC

COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 258, PRETORIA.

Call Centre Tel 086 184 3384, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

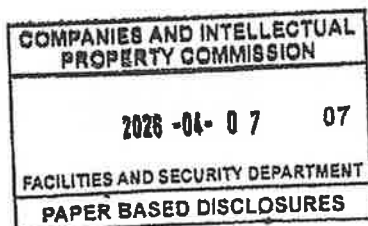
Certificate issued by the Registrar of Companies & Close Corporations on Tuesday, May 27, 2008 07:36
Certificate of Confirmation



Registration number **2003 / 014945 / 07**
 Enterprise Name **SMILE TELECOMS SA**
 Auditors
 Name **ERNST & YOUNG**
 Postal Address **P O BOX 2322**
JOHANNESBURG
2000

Active Directors / Officers.

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
LEGWALE, RANTIKWANE DÁVID as an officer of M2003014945	5707145893082	Officer	15/04/2008	Postal: 12 CULROSS ROAD, BRYANSTON, JOHANNESBURG, 2191 Residential: 1372 PAARDEBERG AVENUE, BERGBRON, 1709
CHARNLEY, IRENE	6005060110080	Director	14/11/2007	Postal: 12 CULROSS ROAD, BRYANSTON, 2191 Residential: 2 GATE SIDE AVENUE, CARMEL VILLAGE, DAINFERN, 2055
NAIDOO, SHARRON VENESSA	6312020156082	Director	14/11/2007	Postal: 12 CULROSS ROAD, BRYANSTON, JOHANNESBURG, 2191 Residential: 1706 AXMINTER DRIVE, HIGHGATE VILLAGE, DAINFERN, 2055



COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.	
Signature:	
Full Names & Surname:	<u>NOKO NANCY BOSHOMEANE</u>
Rank:	<u>REGISTRAR</u>
	(Ex Officio) Commissioner of Oaths
Address:	<u>CIPC</u>



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3394, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

Revenue Stamp or
revenue franking
machine impression
R30

Inkomsteëel of
inkomstefranker-
masjienstempel
R30

Registration No. of Company / Registrasienuommer van Maatskappy

2003/014945/07

2008-05-21

Application for change of name of company

Aansoek om naam van maatskappy te verander

Existing name of company/Bestaande naam van maatskappy

Q DIGITAL CABLE VISION (PROPRIETARY) LIMITED

In the special resolution, which is attached to this form, the name of the company was changed to
In die spesiale besluit, wat aan hierdie vorm aangeheg is, is die naam van die maatskappy verander na

SMILE TELECOMS SA (PROPRIETARY) LIMITED

*No translated form of the name is registered.

*No shortened form of the name is registered.

*Separate application is being made to register a translated/
shortened form of name:

*Separate application is being made to deregister translated/
shortened form of name:

*Delete whichever is not applicable.

*Geen vertaalde vorm van die naam is geregistreer nie

*Geen verkorte vorm van die naam is geregistreer nie.

*Aansoek word afsonderlik gedoen om 'n vertaalde/
verkorte vorm van naam te registreer.

*Aansoek word afsonderlik gedoen om 'n vertaalde/
verkorte vorm van naam te deregistreer.

*Skrap indien nie van toepassing nie.

Date/Datum 21/04/2008

Signature/Handtekening

Director/Manager/Secretary/Direkteur/Bestuurder/Sekretaris

Rubber stamp of company, if any, or of secretaries

Rubberstempel van maatskappy, as daar is, of van
sekretarisse

COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION

2008-04-07 07

FACILITIES AND SECURITY DEPARTMENT
PAPER-BASED DISCLOSURES

Certificate of change of name of company
Hierby sertifikaat van verandering van naam gedateer

herewith

Name of company **Q DIGITAL CABLE VISION (PTY) LTD**
Naam van maatskappy

Postal Address **CORPORATE LAW SERVICES (PTY) LTD**
Posadres

COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION (CIPC)
Postal address of company
Posadres van maatskappy
PO BOX 78296
SANDTON, 2146
I hereby declare that this document is a true reproduction/copy of
the original which was examined by me and that, from my
knowledge, the original has not been altered in any manner.
Signature: [Signature]
Full Names & Surname: NOKO NANCY BASHORARIE
Rank: REGISTRAR
(Ex Officio) Commissioner of Oaths
Address: CIPC

REGISTRATEUR VAN MAATSKAPPYE
EN VAN BESLOTE KORPORASIES

Date stamp of companies Registration Office
Registrars of Companies
23 MAY 2008

Datumstempel van Maatskappye
en van Beslote Korporasies
Registrars van Maatskappye

Registration No. of Company / Registrasienommer van Maatskappy

2003/014945/07

2008-05-21

Certificate of change of name of company

REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS

Sertifikaat van verandering van naam van maatskappy

This is to certify that/Hierby word gesertifiseer dat

Q DIGITAL CABLE VISION (PROPRIETARY) LIMITED

has changed its name by SPECIAL RESOLUTION and is now called
sy naam verander het by SPESIALE BESLUIT en nou genoem word

SMILE TELECOMS SA (PROPRIETARY) LIMITED

and that the new name has this day been entered in the Register of Companies.
en dat die nuwe naam op hierdie dag in die Register van Maatskappye aan geteken is.

Signed and sealed at Pretoria, this/Geteken en geseël te Pretoria op hede die

21

day of/dag van

May

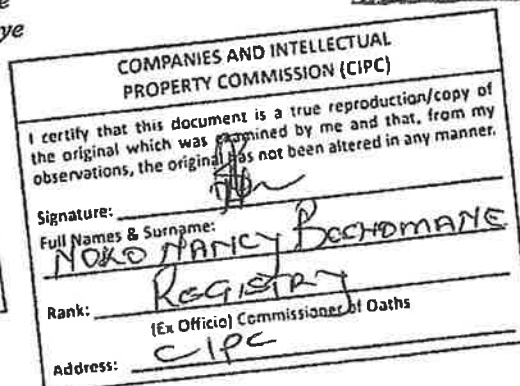
2008

REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS

23 MAY 2008

Registrar of Companies/Registrateur van Maatskappye
REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS

Seal of Companies Registration Office
Seël van Registrateur van Maatskappye



Revenue stamp or revenue
franking machine
impression R80

SPECIAL RESOLUTION

(Section 200)
(To be lodged in duplicate)

Registration No. of Company
2003/014945/07

2008-05-21

Name of company **Q DIGITAL CABLE VISION (PROPRIETARY) LIMITED**

Date notice given to members **CM25A** Date resolution passed **21/04/2008**

Special resolution passed in terms of section **44855** of the Act/*paragraph of the memorandum/*article of the articles.

Copy of notice convening meeting attached.

Consent to waive period of notice of meeting (CM 25)-attached/*not attached.

CONTENTS OF RESOLUTION (Use reverse side if necessary)

Resolved:

- 1) that the Company's name be changed to **SMILE TELECOMS SA (PTY) LTD**
- 2) that Clauses 2 and 3 of the Company's memorandum of association be deleted and substituted by the following :

"2. PURPOSE, DESCRIBING MAIN BUSINESS :

The main business which the Company is to carry on is the provision of telecommunications and allied services.

3. MAIN OBJECT :

The main object of the Company is the provision of telecommunications and allied services."

Rubber stamp of company, if any or of secretaries.

Date 21/4/2008	Signature  Director/Secretary/Manager S. V. NAIDOO
COMPANIES AND INTELLECTUAL PROPERTY COMMISSION	Name (in block capitals) S. V. NAIDOO
2008-04-07	COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)
* Delete whichever not applicable FACILITIES AND SECURITY DEPARTMENT PAPER-BASED DISCLOSURE	☒ I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my knowledge, it has not been altered in any manner.
Herewith copy of special resolution as registered.	Signature:  Full Names & Surname: NOOR NANIY BASHOM Rank: REGISTRAR Address: CIPC
Name of company Q DIGITAL CABLE VISION (PTY) LTD	Special resolution registered this day
Postal address CORPORATE LAW SERVICES (PTY) LTD (BASKET)	REGISTRAR VAN MAATSKAPPIE EN VAN BESLOTE KORPORASIES Registration Office 17 MAY 2008 REGISTRAR OF COMPANIES AND OF CLOSE CORPORATIONS

Not valid unless stamped by Registrar of Companies.

AANHANGSEL/ANNEXURE

REPUBLIK VAN SUID AFRIKA
REPUBLIC OF SOUTH AFRICA

VORM/FORM CM 25A

MAATSKAPPYWET, 1973/COMPANIES ACT, 1973

2008-05-21

**TOESTEMMING OM SPESIALE BESLUIT OP VERGADERING WAARVAN KENNIS NIE GEGEE
IS NIE VOOR TE STEL EN AAN TE NEEM**

**CONSENT TO PROPOSE AND PASS SPECIAL RESOLUTION AT MEETING OF WHICH NOTICE
HAS NOT BEEN GIVEN**

(Artikel 199 (3A)/Section 199 (3A))

Registrasiekantoor vir Maatskappye
Posbus 429, Pretoria, 0001

Companies Registration Office
P.O. Box 429, Pretoria, 0001

Registrasienommer van Maatskappy
Registration number of Company
2003/014945/07

Naam van maatskappy **Q DIGITAL CABLE VISION (PTY) LTD**
Name of company.....

Ons, die ondergetekendes, synde al die lede van bogenoemde maatskappy, stem toe en kom ooreen dat daar op die algemene
We, the undersigned, being all the members of the above-mentioned company, consent and agree that at the general meeting

vergadering van die maatskappy wat op **21/04/2008**
of the company to be held on

gehou word en waarvan kennis nie gegee is nie, 'n besluit met betrekking tot **the company's name being changed from**
and of which notice has not been given, a resolution relating to.....
Q DIGITAL CABLE VISION (PTY) LTD to SMILE TELECOMS SA (PTY) LTD and that clauses 2 and 3 of the
company's memorandum of association be altered.

as 'n spesiale besluit voorgestel en aangeneem mag word.
may be proposed and passed as a special resolution.

Datum/Date **21/04/2008**

Handtekening/Signature

Datum/Date **21/04/2008**

Handtekening/Signature

Datum/Date

Handtekening/Signature

Datum/Date

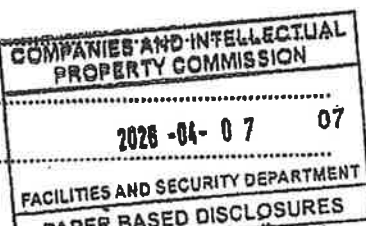
Handtekening/Signature

Datum/Date

Handtekening/Signature

Datum/Date

Handtekening/Signature



Ek sertifiseer dat die lede van die maatskappy wie se handtekeninge hierbo aangeheg is al die lede van die maatskappy is.
I certify that the members of the company whose signatures are affixed above are all the members of the company.

COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.	
Signature:	
Full Names & Surname: NOKO NANCY BOSHOMANE	
Address: REGISTRAR	

Datum/Date **21/04/2008**

Handtekening/Signature

DIREKTEUR/SEKRETARIS
DIRECTOR/SECRETARY

Moet by spesiale besluit wat vir registrasie ingedien word, aangeheg word.
To be attached to special resolution lodged for registration.



Date: 18/04/2008

Our Reference: 45090990

CORPORATE LAW SERVICES
E-mail: CORPORATESERVE@TISCALI.CO.ZA
Basket: CORPLS

RE: Application for Name Reservation

We have received a CM5 from you dated 17/04/2008.

The names proposed on the form were compared to our database and the results of the comparison are listed below:

1 SMILE TELECOMS SA

Comparative Name Exists

The following conflicts were identified:

SMILE TELECOMS MANAGEMENT SERVICES

The name 'SMILE TELECOMS SA' was approved and reserved from 18/04/2008 until 17/06/2008.

A lodging fee of R50,00 is payable in respect of each lodgement of a form CM5, due to the implementation of the Corporate Laws Amendment Act, 39 of 2002 from the beginning of December 2003.

This will entail that agents will be debited for every CM5 that is lodged.

These measures, until the Close Corporations Act has been amended commensurately, do not apply to close corporations and the system that had been in place until now, merely continues.

Note:

If a proposed name is indicated as 'Clear' in the results of the name searches above and such name is not approved, it simply indicates that no comparative names were cited against such name but that the name was nevertheless disallowed for other reasons, falling within the ambit of the discretion of the Registrar.

This letter should accompany the registration documents of your company or close corporation.

If no name was approved and space in paragraph A of the reservation form is still available for further proposed names, the same reservation form may be re-submitted with new proposed names.

Alternatively, a new set of reservation forms, with new proposed names, may be annexed and submitted with the original reservation form.

If the reservation period of two months has been exceeded, the reservation procedure should be repeated by lodging a fresh reservation form.

Please note the Internet address of this Office mentioned below. The application results for names are noted on the Web Site of this Office and are available the moment applications are decided upon.

Searches on this Site will obviate telephonic or personal enquiries from this Office.

Yours truly

Registrar of Companies

NVD LBH



COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.	
Signature:	
Full Names & Surname:	NKOMO, NANCY BESHOMANE
NAME:	REGISTRAR
Registrar of Companies & Close Corporations	
P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 250 (Pretoria)	
Commissioner of Oaths	
CIPC	

COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE
P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 250 (Pretoria)
Call Centre Tel 086 184 3384, Website www.cipro.co.za and www.cipc.co.za/mobile

CM15



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Date: 05/09/2006

Our Reference: 16225971
Box: 81572
Sequence: 16

EDWARD NATHAN AND FRIEDLAND
Basket: ENF001

RE: Amendment to Company Information
Company Number: 2003/014945/07
Company Name: Q DIGITAL CABLE VISION

We have received a CM15 (Return of allotment of shares) from you dated 29/08/2006.

The CM15 was accepted and placed on file.

Yours truly

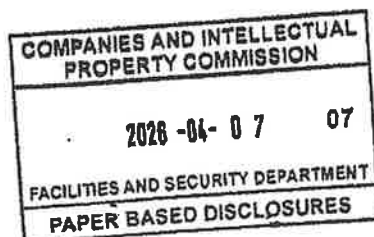
Registrar of Companies

PVD

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.co.za.

The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.	
Signature:	
Full Names & Surname:	NKOMO NANCY BOSHOMANE
Rank:	REGISTRAR
	(Ex Officio) Commissioner of Oaths
Address:	CIPC



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

Certificate issued by the Registrar of Companies & Close Corporations on Tuesday, September 05, 2006 03:41
Certificate of Confirmation



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Registration number **2003 / 014945 / 07**

Enterprise Name **Q DIGITAL CABLE VISION**

Enterprise Shortened Name **None provided.**

Enterprise Translated Name **None provided.**

Registration Date **30/06/2003**

Business Start Date **30/06/2003**

Enterprise Type **Private Company**

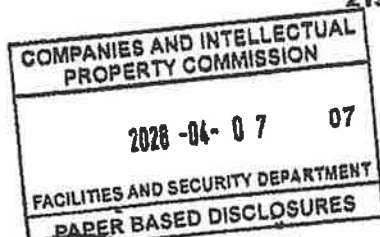
Enterprise Status **In Business**

Financial year end **February**

Main Business/Main Object **to establish a broadband platform for the dissemination of voice, data and video and telecommunications services**

Postal address **P O BOX 78295**
SANDTON
2146

Address of registered office **11 ALICE LANE**
SANDTON
2196



COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.	
Signature:	<i>[Signature]</i>
Full Names & Surname:	YOKO MANGY BETHOMANE
Rank:	Registrar of Companies & Close Corporations
COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE: (Registrar of Companies & Close Corporations)	
P.O. BOX 429, PRETORIA 0001, Republic of South Africa, Drexel 256, PRETORIA.	
Call Centre Tel 086 184 3384, Website www.cipro.co.za, WAP www.cipro.co.za/mobile	

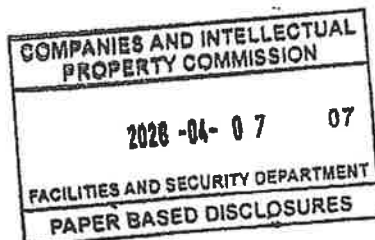
Certificate issued by the Registrar of Companies & Close Corporations on Tuesday, September 05, 2006 03:41
Certificate of Confirmation



Registration number **2003 / 014945 / 07**
 Enterprise Name **Q DIGITAL CABLE VISION**
Auditors
 Name **ERNST & YOUNG**
 Postal Address **P O BOX 2322**
JOHANNESBURG
2000

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
KAMBULE, MAJOTA ISAAC MANDLAKAYISE	7412045537081	Both Director and Officer	01/02/2005	Postal: P O BOX 78295, SANDTON, 2146 Residential: 22 LONE ROCK, GLENLUCE ROAD, DOUGLASDALE, 2021



COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION (CIPC)

I certify that this document is a true reproduction/copy of
the original which was examined by me and that, from my
observations, the original has not been altered in any manner.

Signature: *[Signature]*

Full Names & Surname: **NYOKO HANCY BOSCHOMANE**

Rank: **REGISTRY**
(Ex Officio) Commissioner of Oaths

Address: **COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:**
Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.
 Call Centre Tel 086 184 3384, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

Return of allotment of shares

[Section 93(3)]

Registration No. of company
2003/014945/07

REGISTRATEUR VAN MAATSKAPPYE
EN VAN BESLOTE KORPORASIES

Name of company **Q DIGITAL CABLE VISION (PROPRIETARY) LIMITED**

31 AUG 2006

1. Date of allotment of shares

29 AUGUST 2006

REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS

2. Authorised capital of company:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Authorised capital
		100 000	ORDINARY	0.01	1 000.00
Total	Total	100 000		Total	1 000.00

3. Shares subscribed for in memorandum of association:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Total amount paid-up
		1	ORDINARY	1.00	1.00
Total	Total	1		Total	1.00

COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION
2006-04-07 07
FACILITIES AND SECURITY DEPARTMENT
PAPER BASED DISCLOSURES

COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION (CIPC)
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observations, the original has not been altered in any manner.
Signature: *[Signature]*
Full Names & Surname: **HOKO NANCY BOSCHOMANE**
Rank: **REGISTRAR**
(Ex Officio) Commissioner of Oaths
Address: **CIPC**

To be completed by company.

Acknowledgement of receipt of return of allotments, dated **29 AUGUST 2006**

Name of company **Q DIGITAL CABLE VISION (PROPRIETARY) LIMITED**

Postal address **c/o EDWARD NATHAN**

WILL COLLECT - BASKET (ENF001)

Date of receipt by
Registrar of Companies

Date of stamp of companies
Registration Office

Registrar of Companies

4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

No par value				Par value			
Number of shares	Class of shares	Issue price per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Amount of issued paid-up capital
				100	ORD	0.01.00 (SUB-DIVIDED)	1.00
Total		Total		Total	100	Total	1.00

Summary of issued capital prior to allotment:

Amount of issued paid-up capital _____ R 1.00
 Stated capital _____ R -
 Premium account _____ R -
 Total issued capital _____ R 1.00

5. Shares comprising this allotment:

No par value				Par value				Total amount of paid-up capital and premium, if any
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	
				9 900	ORDS	0.01	-	99.00
				9 900				99.00
Total		Total		Total			Total	

6. (a) Shares allotted otherwise than for cash:

No par value				Par value				Total amount of capital deemed to be paid-up
Number of shares	Class of shares	Issue price per share	Deemed stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	
COMPANIES AND INTELLECTUAL PROPERTY COMMISSION 2028-04-07-07 FACILITIES AND SECURITY DEPARTMENT PAPER BASED DISCLOSURES				COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC) I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner. Signature: _____ Full Names & Surname: JOJO NANCY BOSHOHANE (Ex Officio) Commissioner of Oaths REGISTRY Address: CIPC				
Total				Total			Total	

(b) The consideration for which the shares have been allotted is as follows:

*A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. (For particulars of allottees see overleaf.)

(c) The names and addresses of the allottees:

Name of allottee	Address of allottee	Number of shares	Description of shares allotted

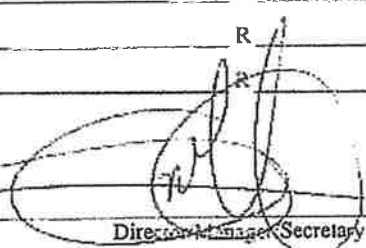
7. Issued capital at date of this return:

No par value				Par value					
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total premium account	Total amount of paid-up capital excluding premium
				10 000	ORDS	0.01	-	-	100.00
Total		Total		Total 10 000					R 100.00

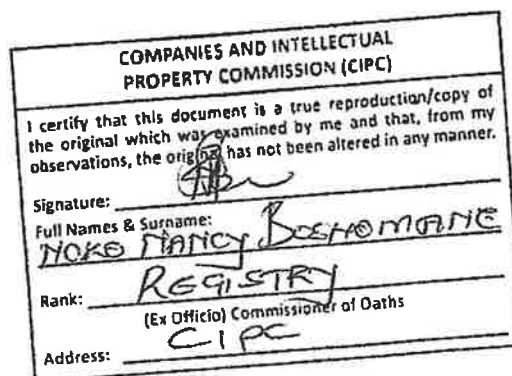
Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital R 100.00
 Stated capital R
 Premium account R
 Total issued capital R 100.00

Certified correct.

Date 22 AUG 2006 Signature  Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries.



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Signature:	
Full Names & Surname:	NOKO NANCY DOSHOMANE
Rank:	Registry
	(Ex Officio) Commissioner of Oaths
Address:	CIPC

REPUBLIEK VAN SUID-AFRIKA
REPUBLIC OF SOUTH AFRICA

MAATSKAPPYWET, 1973
COMPANIES ACT, 1973



SERTIFIKAAT OM MET BESIGHEID TE BEGIN
CERTIFICATE TO COMMENCE BUSINESS

(Artikel 1)

SA Companies Registration Office
MICAWBER 347

Registrasie-
Registrat

2003/014945/07

Plak inkomstekwitasie hier
Place revenue receipt here

of/or

Plak Inkomsteseëls hier
Place revenue stamps here

of/or

Druk Inkomstefrankeermasjienstempel hier
Impress revenue franking machine impression here

Voorgeskrewe geld van R60
Prescribed fee of R60

COMPANIES AND INTELLECTUAL PROPERTY COMMISSION	
2026-04-07 07	
FACILITIES AND SECURITY DEPARTMENT	
PAPER BASED DISCLOSURES	



Naam van Maatskappy
Name of Company **MICAWBER 347 (PROPRIETARY) LIMITED**

wat ingelyf is op die
which was incorporated on the

30

dag van
day of

June

Tweeduisend en Drie
Two Thousand and Three

doen aansoek om 'n sertifikaat om met besigheid te begin en heg die dokumente hieraan wat by Regulasie 27 voorgeskryf is.
applies for a certificate to commence business and attaches hereto the documents prescribed by Regulation 27.

Die finansiële jaar van die maatskappy eindig elke jaar op
The financial year of the company ends on

THE LAST DAY OF FEBRUARY

each year.

Posadres:
Postal address: P O BOX 784903, SANDTON, 2146

ATTENTION : MR D HAYWARD

Handtekening
Signature

Direkteur/Sekretaris/Bestuurder
Director/Secretary/Manager

DANIEL DE WET HAYWARD
Naam in blokhooftletters
Name in block capitals

MAATSKAPPYWET, 1973
COMPANIES ACT, 1973

SERTIFIKAAT OM MET BESIGHEID TE BEGIN
CERTIFICATE TO COMMENCE BUSINESS

(Artikel 172) (Section 172)

Registrasiename
Registration N

SA Companies Registration Office
MICAWBER 347

2003/014945/07

Ek sertifiseer hierby dat
I hereby certify that

MICAWBER 347 (PROPRIETARY) LIMITED

wat ingelyf is op die
which was incorporated on the

30

dag van
day of

June

Tweeëuisend en Drie
Two Thousand and Three

voldoen het aan die vereistes van Artikel 172 van die Wet, en met ingang van vandag geregtig is om met besigheid te begin.
has complied with the requirements of Section 172 of the Act and is with effect from this day entitled to commence business.

Geteken en geseël te PRETORIA op hede die
Signed and sealed at PRETORIA this

30

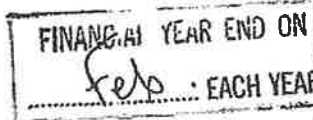
dag van
day of

June

Tweeëuisend en Drie
Two Thousand and Three

Seël van Registrasiekantoor vir Maatskappye
Seal of Companies Registration Office

Registrateur van Maatskappye
Registrar of Companies



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I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.	
Signature:	
Full Names & Surname: NOKO NANCY BOSHOMANE	
Rank: REGISTRY	
(Ex Officio) Commissioner of Oaths	
Address: CIPC CM 46 Bladsy 2	



Form CM 2

Republic of South Africa
Companies Act, 1973

MEMORANDUM OF ASSOCIATION
of a company having a share capital

[Section 54(1); regulation 17(1)] and 17(2)]

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Full Names & Surname:	NOKO NANY FOCHOMATE
Rank:	REGISTRY (Ex Officio) Commissioner of Oaths
Address:	CIPC

Registration No of company

2003/014945/07

Paste revenue receipt here or affix revenue stamps here or impress revenue franking machine impression here

1. NAME

(a)

The name of the company is :



Q DIGITAL CABLE VISION (PROPRIETARY) LIMITED

(b) The name of the company in the other official language of the Republic is :

Not Applicable.

(c) The shortened form of the name of the company is

Not Applicable.

COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
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Signature:	
Full Names & Surname:	<u>HOKO NANCY FOSHOMANE</u>
Rank:	<u>REGISTRAR</u> (Ex Officio) Commissioner of Oaths
Address:	<u>CIPC</u>

2. PURPOSE DESCRIBING THE MAIN BUSINESS

The main business which the company is to carry on

Is to establish a broadband platform for the dissemination of voice, data video and telecommunications services, including all services and activities related and/or ancillary thereto.

3. MAIN OBJECT

The main object of the company is :

To establish a broadband platform for the dissemination of voice, data video and telecommunications services.

4. ANCILLARY OBJECTS EXCLUDED

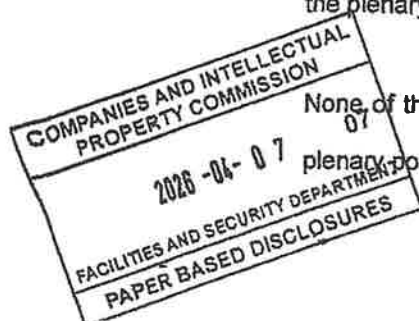
The specific ancillary objects, if any, referred to in section 33(1) of the Act, which are excluded from the unlimited ancillary objects of the company :

None of the specific ancillary objects referred to in section 33(1) of the Act are excluded from the unlimited ancillary objects of the company.

5. POWERS

(a) The specific powers or part of any powers of the company, if any, which are excluded from the plenary powers set out in schedule 2 to the Act

None of the specific powers or part of any powers of the company are excluded from the plenary powers or the powers set out in schedule 2 to the Act.



- (b) The specific powers or part of any specific powers of the company set out in schedule 2 to the Act which are qualified under section 34 of the Act are :

Neither the specific powers nor any part of any specific powers of the company set out in schedule 2 to the Act are qualified under section 34 to the Act.

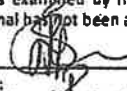
6. CONDITIONS

Any special conditions which apply to the company and the requirements, if any, additional to those prescribed in the act for their alteration are:

There are no special conditions which apply to the company.

7. PRE-INCORPORATION CONTRACTS (IF ANY)

None.

COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
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Signature:	
Full Names & Surname:	NOKO NANCY LESHOMANE
Rank:	REG. STY
(Ex Officio) Commissioner of Oaths	
Address:	CIPC

8. CAPITAL

8.1. *Par Value* : The share capital of the company is R1 000.00 (one thousand rand), divided into :

8.1.1. 100 000 (one hundred thousand) ordinary par value shares of R0.01 (one cent) each;

8.1.2. Nil preference par value shares of Nil rand each;

8.1.3. Nil redeemable preference par value shares of Nil rand each.

8.2. *No par value* .

8.2.1. the number of no par value ordinary shares is Nil;

8.2.2. the number of no par value preference shares is Nil; and

the number of redeemable no par value preference shares is Nil.





REPUBLIC OF SOUTH AFRICA

COMPANIES ACT, 1973

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

(Section 60(1); regulation 18)

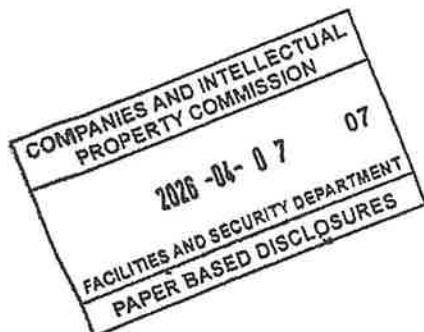
Registration No of Company

2003/014945/07

Name of company :

COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
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Signature:	
Full Names & Surname:	NOKO NANCY DLAMINI
Rank:	REGISTRAR
(Ex Officio) Commissioner of Oaths	
Address:	CIPC

Q DIGITAL CABLE VISION (PROPRIETARY) LIMITED



A.

The Table B Articles of Association contained in Schedule 1 to the Companies Act, 1973, shall not apply to the company.

B.

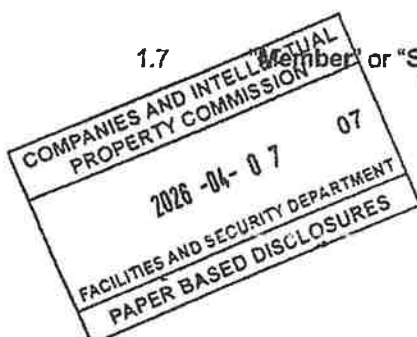
The Articles of the company are as follows :

1. **INTERPRETATION**

In these Articles, unless the context otherwise requires -

- 1.1. "Address" shall include in regard to electronic post, any address furnished by the Member for such purpose;
- 1.2. "Articles" means the Articles of Association of the company;
- 1.3. "Companies Act" means Act 61 of 1973, as amended or any Act which replaces it;
- 1.4. "Electronic Post" means electronic post as contemplated in the Companies Act;
- 1.5. "In Writing" includes, to the extent that the directors so resolve, Electronic Post but as regards any Member, only to the extent that such Member has notified the company of an Address to be used for the purposes of Electronic Post;
- 1.6. "KGC" means KGC Holdings SA (BVI) Limited (IBC No. 583121), a foreign company registered in accordance with the laws of the British Virgin Islands;

1.7

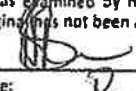


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Full Names & Surname:	NOKO NANIY BASNOMARIE
Rank:	REGISTRY
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Member or "Shareholder" means a registered holder of shares in the company;

COMPANIES AND INTELLECTUAL
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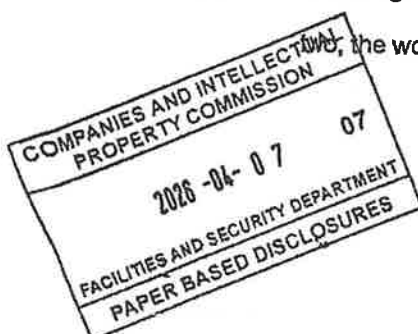
Signature: 

Full Names & Surname: NOKO NANCY BOSNOMARK

Rank: REGISTRAR
(Ex Officio) Commissioner of Oaths

Address: CIPC

- 1.8. **"Memorandum"** means the Memorandum of Association of the company;
- 1.9. **"Profits"** includes revenue and capital profits;
- 1.10. **"Register"** means the register of Members kept in terms of the Statutes;
- 1.11. **"Republic"** means the Republic of South Africa;
- 1.12. **"Singita"** means Singita Investments (Proprietary) Limited (Registration No. 2004/024044/07);
- 1.13. **"Statutes"** means the Companies Act and any and every other statute or ordinance from time to time in force concerning companies and necessarily affecting the company;
- 1.14. references to Members represented by proxy shall include Members represented by an agent appointed under a general or special power of attorney and references to Members present or acting in person shall include corporations represented or acting in the manner prescribed in the Statutes;
- 1.15. expressions defined in the Companies Act, or any statutory modification thereof, in force at the date on which these Articles become binding on the company, shall have the meanings so defined;
- 1.16. words in the singular number shall include the plural, and words in the plural number shall include the singular, words importing the masculine gender shall include females, and words importing persons shall include created entities (corporate or not);
- 1.17. where figures are referred to in numerals and in words, if there is any conflict between the words, the words shall prevail;



- 1.18. expressions defined in these Articles shall bear the same meanings in schedules or annexures to these Articles which do not themselves contain their own definitions;
- 1.19. where any term is defined within the context of any particular Article in these Articles, the term so defined, unless it is clear from the Article in question that the term so defined has limited application to the relevant Article, shall bear the meaning ascribed to it for all purposes in terms of these Articles, notwithstanding that that term has not been defined in this interpretation clause;
- 1.20. the rule of construction that a contract shall be interpreted against the party responsible for the drafting or preparation of the contract, shall not apply to these Articles.

2. PRELIMINARY

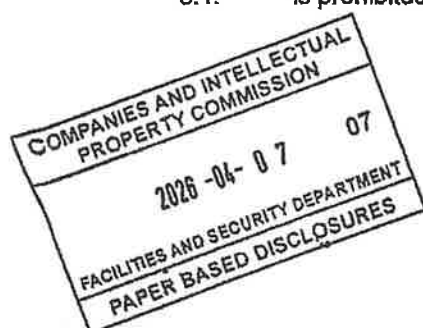
- 2.1. If the provisions of these Articles are in any way inconsistent with the provisions of the Statutes, the provisions of the Statutes shall prevail, and these Articles shall be read in all respects subject to the Statutes.
- 2.2. The directors shall have regard to the restrictions on the commencement of business imposed by the Companies Act.
- 2.3. Notwithstanding the omission from these Articles of any provision to that effect, the company may do anything which the Companies Act empowers a company to do if so authorised by its Articles of Association.

3. PRIVATE COMPANY

The company is a private company and accordingly -

- 3.1. is prohibited from offering any of its shares or debentures to the public for subscription,

COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
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Full Names & Surname:	NKOMOMO NKOMOMO
Rank:	REGISTRY
	(Ex Officio) Commissioner of Oaths
Address:	CIPC



- #### 4. SHARES AND CERTIFICATES OF SHARES

- 4.2. All or any of the rights, privileges or conditions for the time being attached to any class of shares for the time being forming part of the share capital of the company may (unless otherwise provided by the terms of issue of the shares of that class) whether or not the company is being wound up, be varied in any manner with the consent in Writing of the holders of not less than $\frac{3}{4}$ (three-fourths) of the issued shares of that class, or with the sanction of a resolution passed in the same manner as a special resolution of the company at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall *mutatis mutandis* apply to any such separate general meeting except that -

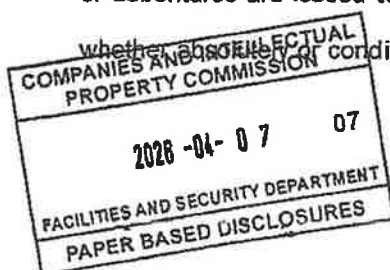
COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION

2026-04-07 07

FACILITIES AND SECURITY DEPARTMENT
PAPER BASED DISCLOSURES

- 4.2.2. if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present shall be a quorum; and
- 4.2.3. any holder of shares of the class present in person or represented by proxy may demand a poll and, on a poll, shall have 1 (one) vote for each share of the class of which he is the holder.
- 4.3. A certificate for shares registered in the names of 2 (two) or more persons shall be delivered to the person first named in the Register as a holder thereof and delivery of a certificate for a share to that person shall be a sufficient delivery to all joint holders of that share.
- 4.4. Share certificates shall be issued under the authority of the directors in such manner and form as the directors shall from time to time prescribe. If any shares are not numbered all share certificates in respect of such shares shall be numbered in numerical progression and each share certificate distinguished by its appropriate number and by such endorsement as may be required by the Statutes.
- 4.5. Each Member shall be entitled to 1 (one) certificate for all the shares of a particular class registered in his name, or to several certificates, each for a part of such shares. Every share certificate shall specify the number of shares in respect of which it is issued.
- 4.6. If a share certificate is defaced, lost or destroyed, it may be renewed, on such terms, as to evidence and indemnity as the directors think fit, and (in case of defacement) on delivery of the old certificate.
5. COMMISSION
- The company may pay commission not exceeding 10% (ten per cent) of the price at which the shares or debentures are issued to any person, in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares or debentures of the company or of his procuring or

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Signature: 
Full Names & Surname: <u>HOKO NANCY BESHOMANE</u>
Rank: <u>REGISTER</u>
(Ex Officio) Commissioner of Oaths
Address: <u>CIPC</u>



agreeing to procure subscriptions, whether absolute or conditional, for any shares or debentures of the company.

6. LIEN

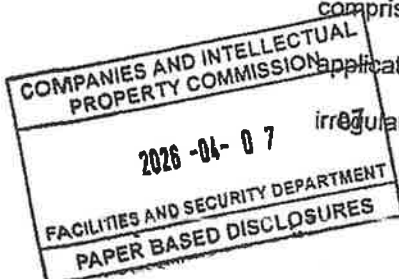
6.1. The company shall have a first lien on every share registered in the name of any Member either alone or jointly with any other person for all the Member's debts, liabilities and engagements, whether solely or jointly with any other person, to or with the company, whether or not the time for the payment, fulfilment or discharge thereof shall have arrived and such lien shall extend to all dividends from time to time declared in respect of such share. The directors may, however, at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

6.2. The directors may sell the shares subject to any such lien at such times and in such manner as they think fit, but no sale shall be made until such time as the moneys or part thereof in respect of which such lien exists shall have become payable or the liability or engagement in respect of which such lien exists shall have become liable to be fulfilled or discharged and until a written notice stating the amount due or specifying the liability or engagement, demanding payment or fulfilment or discharge thereof and stating an intention to sell in default shall have been served on the Member in whose name the shares are registered and default in payment, fulfilment or discharge shall have been made by him for 14 (fourteen) days after service of such notice.

The net proceeds of any sale pursuant to Article 6.2 shall be received by the company and be applied in or towards the satisfaction of the amount due to the company, or of the liability or engagement, and the balance, if any, shall be paid to the Member.

To give effect to any such sale the directors may authorise any person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any transfer effected as aforesaid, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	I certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.
Signature:	<i>[Signature]</i>
Full Names & Surname:	0. NOKO NANCY BOSHO MANC
Rank:	4. Registrar
Address:	(Ex Office) Commissioner of Oaths CIPC



7. TRANSMISSION OF SHARES

7.1. On the death of a Member, the survivors or survivor, where the deceased was a joint holder, and the executor or administrator of the estate of the deceased, where he was a sole or only surviving holder, shall be the only persons or person recognised by the company as having any title to his shares.

7.2. Subject to the laws relating to stamp duty, duty upon or in respect of the estates of deceased persons and the administration of the estates of insolvent and deceased persons and persons under disability -

7.2.1. the parent or guardian or curator of any Member who is a minor;

7.2.2. any person becoming entitled to any shares in consequence of his marriage to a female Member;

7.2.3. the trustee of an insolvent Member;

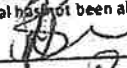
7.2.4. the liquidator of a body corporate;

7.2.5. the tutor or curator of a Member under disability;

7.2.6. the executor or administrator of any deceased Member's estate; or

7.2.7. any other person becoming entitled to any shares held by a Member by any lawful means other than transfer in terms of these Articles,

shall, upon production of such evidence as may be required by the directors, have the right either -

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- A. to exercise the same rights and to receive the same dividends and other advantages to which he would be entitled if he were the registered holder of the shares registered in the name of the Member concerned; or
- B. himself to be registered as a Member in respect of those shares and to make such transfer of those shares as the Member concerned could have made, but the directors shall have the same right to decline or suspend registration as they would have had in the case of a transfer of the shares by the Member in whose name they stand registered.

8. ALTERATION OF CAPITAL AND MEMORANDUM

8.1. The company may from time to time by special resolution -

8.1.1. increase its share capital by new shares of such amount, or increase the number of its shares having no par value, as it thinks expedient;

8.1.2. increase its stated capital constituted by shares of no par value by transferring reserves or Profits to the stated capital, with or without a distribution of shares;

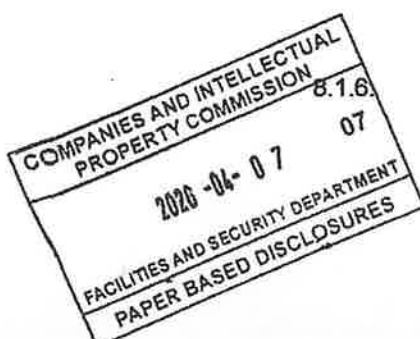
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	Full Names & Surname: <i>NOKO THANCY BENEMANE</i>	8.1.5.
	Rank: <i>REG. SEC.</i>	
	(Ex Officio) Commissioner of Oaths: <i>CIPC</i>	
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8.1.3. consolidate and divide all or any part of its share capital into shares of larger amount than its existing shares or consolidate and reduce the number of the issued no par value shares;

8.1.4. increase the number of its issued no par value shares without an increase of its stated capital;

8.1.5. subdivide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum;

8.1.6. 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;



- 8.1.7. convert its stated capital constituted either by ordinary or preference shares of no par value into share capital consisting of shares having a par value;

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- 8.1.8. cancel shares which at the time of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its authorised share capital by the amount of the shares so cancelled or may cancel shares of no par value which have not so been taken or agreed to be taken;

- 8.1.9. alter the provisions of its Memorandum with respect to the objects and powers of the company;

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- 8.1.10. convert any shares in the capital of the company to shares of a different class and in particular (but without derogating from the generality of the foregoing) convert ordinary shares or preference shares to redeemable preference shares.

- 8.2. Subject to 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 to the holders of shares of the class to be issued in proportion, as nearly as the circumstances admit, to the amount of the existing shares of that class held by them, unless issued for the acquisition of assets or otherwise empowered by a general meeting of Members. The *pro rata* offer to Members shall be made by notice specifying the number of shares offered, and specifying a time (which shall not be less than 14 (fourteen) days) when the offer, if not accepted, will be deemed to be declined. The provisions of these Articles or any written agreement in force between the Members with regard to the sale or other disposal, transfer and transmission of shares shall apply *mutatis mutandis* to any such offer. After the expiration of the time within which an offer may be accepted, 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 the foregoing provisions,

dispose of such shares in such manner as they think most beneficial to the company. The directors may in like manner dispose of any such new or original shares as aforesaid which by reason of the ratio which such shares bear to shares 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.

9. MEETINGS OF MEMBERS

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	Rank: <i>REGISTRAR</i> (Ex Officio Commissioner of Oaths)

The company, at such times as are in the Statutes prescribed, shall hold general meetings of Members to be known and described in the notices calling such meetings as annual general meetings.

The directors may, whenever they think fit, convene a general meeting, and a general meeting shall also be convened on a requisition made in terms of the Statutes or, in default, may be convened by the requisitionists as provided by and subject to the provisions of the Statutes. If at any time there shall not be within the Republic sufficient directors capable of acting to form a quorum, any director or any 2 (two) Members of the company may convene a

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general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

Every meeting of Members shall, unless otherwise resolved by the directors, be held in the city or town in which the company's registered office is for the time being situated.

10. PROCEEDINGS AT MEETINGS OF MEMBERS

- 10.1. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 (twenty one) clear days' notice In Writing at the least, and a meeting of the company, other than an annual general meeting or a meeting for the passing of a special resolution, shall be called by 14 (fourteen) clear days' notice In Writing at the least. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

- 10.2. All business that is transacted at a general meeting, and all that is transacted at the annual general meeting, with the exception of sanctioning a dividend, the consideration of the audited financial statements, the election of auditors (and directors if these Articles make provision for a rotation of directors), and the fixing of the remuneration of the auditors, shall be deemed to be special business.

- 10.3. Business may be transacted at any meeting of Members only while a quorum is present.

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	Rank:	REGISTRAR
	Address:	(Ex Officio) Commissioner of Oaths CIPC

Save as herein otherwise provided, the quorum at a meeting of Members shall be -

- 10.4.1. if the company has more than 1 (one) Member, Members holding collectively at least 75% (seventy five per cent) of the issued share capital of the company, : provided that at least 3 (three) Members entitled to vote, will be present in person or represented by proxy, or , if a Member is a body corporate, represented;
- 10.4.2. if the company has only 1 (one) Member, being an individual, that Member present in person or represented by proxy;
- 10.4.3. if the company is a wholly-owned subsidiary company, the representative of its holding company.



- 10.5. If within 30 (thirty) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or, if that day be a public holiday, to the next succeeding day other than a public holiday, and if at such adjourned meeting a quorum is not present within 30 (thirty) minutes from the time appointed for the meeting then, the Members or Member present shall be a quorum.
- 10.6. The chairperson, if any, of the board of directors shall preside as chairperson at every meeting of Members of the company. If there is no such chairperson, or if at any meeting he is not present within 15 (fifteen) minutes after the time appointed for holding the meeting or is

unwilling to act as chairperson, the Members present shall choose some director, or if no director be present, or if all the directors present decline to take the chair, they shall choose some Member present to be chairperson of the meeting.

- 10.7. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, 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. When a meeting is adjourned as a result of a direction given in terms of any applicable provision in the Statutes, notice of the adjourned meeting shall be given in the manner prescribed by such provision but, save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.8.	
At any meeting of Members a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll shall be demanded by any person entitled to vote at the meeting and, unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, 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. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.	
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- 10.9. If a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Scrutineers may be appointed to declare the result of the poll, and if appointed their decision, which shall be given by the chairperson of the meeting, shall be deemed to be the resolution of the meeting at which the poll is demanded.

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- 10.10. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, shall not be entitled to a second or casting vote.
- 10.11. A poll shall be taken forthwith. The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question upon which the poll has been demanded. The demand for a poll may be withdrawn.
- 10.12. A resolution In Writing signed by the sole Member, should the company have only 1 (one) Member or, should the company have more than 1 (one) Member, by all the persons for the time being entitled to receive notice of and to attend and vote at a meeting of Members or by duly authorised representatives on their behalf shall be as valid and effectual as if it had been passed at a meeting of the company duly convened and held.

11. VOTES OF MEMBERS

- 11.1. Subject to any rights or restrictions attaching to any class or classes of share and to the provisions of Article 7.2, on a show of hands a Member of the company present in person, or by proxy, or, if a Member is a body corporate, represented, at any meeting of the company shall have only 1 (one) vote, irrespective of the number of shares he holds or represents, provided that a proxy shall irrespective of the number of Members he represents have only 1 (one) vote. On a poll every Member who is present in person or represented by proxy shall have 1 (one) vote for each share of which he is the holder.

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11.2. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register.

Any person entitled to a share in terms of Article 7.2 may vote at any meeting in respect thereof in the same manner as if he were the registered holder of that share: provided that (except where the directors have previously accepted his right to vote in respect of that share) 24 (twenty four) hours at least before the time of holding the meeting at which he

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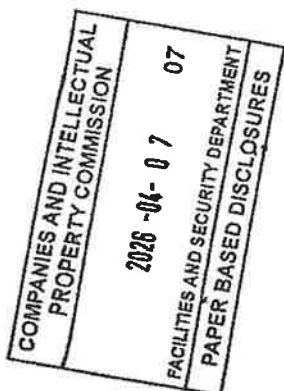
proposes to vote, he shall have satisfied the directors that he is entitled to exercise the right referred to in Article 7.2. Several executors of a deceased Member in whose name shares stand in the Register shall, for the purposes of this Article, be deemed joint holders of those shares.

11.4. Any Member shall be entitled to appoint a proxy. A proxy need not be a Member of the company but no Member shall be entitled to appoint more than 1 (one) proxy in respect of any 1 (one) meeting.

11.5. The form appointing a proxy shall be in Writing under the hand of the appointer or of his agent duly authorised in Writing, or, if the appointer is a corporate body, under the hand of an officer or agent authorised by that body. The holder of a general or special power of attorney given by a Member shall be entitled to vote, if duly authorised under that power to attend and take part in the meetings and proceedings of the company or companies generally, whether or not he be himself a Member of the company. The form appointing a proxy shall be deemed to confer authority to demand a poll.

The form appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the registered office of the company not less than 24 (twenty four) hours (or such lesser period as the directors may unanimously determine in relation to any particular meeting) before the time for holding the meeting (including an adjourned meeting) at which the person named in the form proposes to vote, or in the case of a poll not less than 24 (twenty four) hours (or such lesser period determined as aforesaid in relation to the particular poll) before the time appointed for the taking of the poll, and in default the form of proxy shall not be treated as valid unless the chairperson of the meeting determines in his discretion to treat it as valid at any time prior to the proposal of the first resolution. A Member shall be entitled, if any meeting is adjourned, to withdraw any proxy lodged in respect of the meeting and to lodge a new proxy in respect of the adjourned meeting in accordance with the foregoing. No form appointing a proxy shall be valid after the expiration of 6 (six) months from the date when it was signed, except at an adjourned meeting or on a poll demanded at a meeting or

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adjourned meeting in cases where the meeting was originally held within 6 (six) months from the said date, unless so specifically stated in the proxy itself. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in Writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

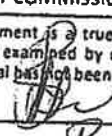
- 11.7. Subject to the provisions of the Companies Act, a form appointing a proxy may be in any usual or common form.

12. DIRECTORS

- 12.1. Until otherwise determined by a meeting of Members, the number of directors shall not be less than 1 (one) nor more than 9 (nine).
- 12.2. The company may from time to time at any meeting of Members increase or reduce the number of directors.
- 12.3. Unless otherwise decided by a meeting of Members any casual vacancy occurring in the board of directors may be filled by the directors.
- 12.4. Subject to and in accordance with any provisions contained in any agreement entered into between the company and its Members the company, at a meeting of Members, or the directors shall have power at any time, and from time to time, to appoint any person as a director but so that the total number of directors shall not at any time exceed the maximum

number fixed by or in terms of these Articles.

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13. QUALIFICATION OF DIRECTORS

The shareholding qualification for directors and alternate directors may be fixed, and from time to time varied, by the company at any meeting of Members and unless and until so fixed no qualification shall be required.

14. REMUNERATION OF DIRECTORS

14.1. The remuneration of the directors shall from time to time be determined by the directors. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in or about the performance of their duties as directors including those of attending and travelling to and from meetings of the directors or any committee of the directors or at any meeting of Members of the company.

The directors may pay any director who serves on any committee or who devotes special attention to the business of the company, or otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, such extra remuneration by way of salary, commission, percentage of Profits or by any or all of these modes or otherwise as they may determine.

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Rank: *REGISTRAR*

Address: *(Ex Officio) Commissioner of Oaths*

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15. ALTERNATE AND ASSOCIATE DIRECTORS

15.1. Any director shall have the power to nominate another person to act as alternate director in his place during his absence or inability to act as such director, and on such appointment being made, the alternate director shall, in all respects, be subject to the terms and conditions existing with reference to the other directors of the company. A person may be appointed as alternate to more than 1 (one) director. Where a person is alternate to more than 1 (one) director or where an alternate director is a director, he shall have a separate vote, on behalf of each director he is representing in addition to his own vote, if any.

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The alternate directors, whilst acting in the place of the directors who appointed them, shall exercise and discharge all the duties and functions of the directors they represent. The

appointment of an alternate director shall cease on the happening of any event which, if he were a director, would cause him to cease to hold office in terms of these Articles or if the director who appointed him ceases to be a director, or gives notice to the secretary of the company that the alternate director representing him shall have ceased to do so. An alternate director shall look to the director who appointed him for his remuneration.

- 15.3. The directors may from time to time appoint any person to be an associate director and may from time to time cancel any such appointment. The directors may fix, determine and vary the powers, duties and remuneration of any person so appointed but a person so appointed shall not be required to hold any shares to qualify him for appointment or have any right to attend or vote at any meeting of directors except by the invitation and with the consent of all the directors.

16. BORROWING POWERS OF DIRECTORS

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16.1 The directors may in their discretion, from time to time, raise or borrow from the Members or other persons any sums of money for the purposes of the company without limitation.

The directors may secure the payment or repayment of any sums of money borrowed or raised in terms of Article 16.1 or the payment of any debt, liability or obligation whatsoever of the company or of a third party, in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the execution of bonds or the issue of debentures or debenture stock of the company charged upon all or any part of the property and rights of the company, both present and future, including its uncalled capital.

17. GENERAL POWERS AND DUTIES OF DIRECTORS

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The business of the company shall be managed by the directors who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are not by the Statutes or by these Articles required to be exercised by the company at any meeting of Members or done by the company in general meeting (including without derogating from the generality of the foregoing or from the rights of the Members,

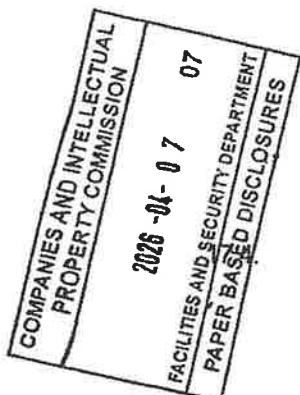
the power to resolve that the company be wound up), subject nevertheless to the provisions of these Articles and of the Statutes and to such regulations being not inconsistent with these Articles or the Statutes, as may be prescribed by the company at any such meeting; but no regulation made by the company at such meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

- 17.2. The directors may from time to time appoint one or more of their body (provided always that the number of directors so appointed as managing director or joint managing directors and/or the holders of any other executive office including a chairperson who holds an executive office but not a chairperson who is a non-executive director shall at all times be less than one-half ($\frac{1}{2}$) of the number of directors in office) to the office of managing director or manager for such period and at such remuneration (whether by way of salary or commission, or participation in Profits or partly in one way and partly in another) and generally on such terms as they may think fit, and it may be made a term of his appointment that he be paid a pension, gratuity or other benefit on his retirement from office. The appointment of a managing director or manager shall determine *ipso facto* if he shall cease for any reason to be a director, or if the company at any meeting of Members shall resolve that his tenure of the office of managing director or manager be determined.

The directors may from time to time entrust to and confer upon a managing director or manager for the time being such of the powers vested in them as they may think fit, and may confer such powers for such time and to be exercised for such objects and upon such terms and with such restrictions as they may think expedient; and they may confer such powers either collaterally or to the exclusion of, and in substitution for, all or any of the powers of the directors, and may from time to time revoke or vary all or any of such powers. A managing director appointed pursuant to the provisions hereof shall not be regarded as an agent or delegate of the directors and after powers have been conferred upon him by the directors in terms hereof he shall be deemed to derive such powers directly from this Article.

The directors shall have the power from time to time to delegate or allocate to any one of their Members or to any other person, whether in the Republic or not, such of the powers as

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Rank: <u>REGISTER</u>
Address: <u>(Ex Office) Commissioner of Oaths</u> <u>CIPC</u>



are vested in the directors pursuant to the Statutes or under these Articles, as they may deem fit.

- 17.5. The directors may delegate or allocate any of their powers to committees consisting of such Member or Members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors. Save as aforesaid, the meetings and proceedings of a committee consisting of more than 1 (one) Member shall be governed by the provisions of these Articles regulating the meetings and proceedings of directors.

- 17.6. The directors may -

- 17.6.1. establish and maintain any non-contributory or contributory pension, superannuation, provident and benefit funds for the benefit of; and

- 17.6.2. give pensions, gratuities and allowances to and make payments for or towards the insurance of

any persons who are employees or ex-employees (including directors or ex-directors) of the company, or of any company which is or was a subsidiary of the company or is or was in any way allied to or associated with it or any such subsidiary, and the wives, widows, families and dependants of such persons.

18. DISQUALIFICATION AND PRIVILEGES OF DIRECTORS

- 18.1. A director shall cease to hold office as such if -

- 18.1.1. he ceases to be a director by virtue of any of the provisions of the Statutes or becomes prohibited from being a director by reason of any order made under the Statutes; or

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18.1.2. his estate is sequestrated or he files a petition for the surrender of his estate or an application for an administration order, or if he commits an act of insolvency as defined in the insolvency law for the time being in force, or if he makes any arrangement or composition with his creditors generally; or

18.1.3. he is found lunatic or becomes of unsound mind; or

18.1.4. he is removed by a resolution of the company as provided in the Statutes; or

18.1.5. he resigns his office by notice In Writing to the company; or

18.1.6. a notice removing him from office is signed by Members having a right to attend and vote at a meeting of Members who hold not less than 51% (fifty one per cent) of the total voting rights of all the Members who are at that time entitled so to attend and vote and is delivered to the company or lodged at its registered office; or

18.1.7. he is otherwise removed in accordance with any provisions of these Articles.

A director of the company may be or become a director of any subsidiary or other company promoted by the company or in which it may be interested as vendor, member or otherwise, or may represent the company in the management of any business or operations or concern in which the company may be interested as partner or otherwise or may be employed by the company in any capacity or may accept a retainer from the company in consideration for which he agrees to give his services to the company in any special capacity when called upon by the company to do so, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or member of such company or representative of the company in such management or in any employment or retention of his services by the company. The directors may exercise the voting power conferred by the shares in any such other company held or owned by the company, or exercisable by them as directors of such other company, in such manner in all respects as they think fit (including the

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Full Name & Surname: <i>NHOKO NANCY BOSHOANE</i>
Rank: <i>REGISTER</i>
Address: <i>(Ex Officio) Commissioner of Oaths</i>
<i>CIPC</i>

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exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such company) and any director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director or other officer of such company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

18.3. No director or intending director shall be disqualified by his office from contracting with the company in any manner whatsoever and in particular as -

18.3.1. an underwriter of any shares or securities; or

18.3.2. a guarantor of any liability

of the company, or of any company in which the company may be interested, for a commission or profit, nor shall any such contract or arrangement entered into by or on behalf of the company in which any director shall be in any way interested, nor any contract or agreement entered into with any company or partnership of or in which any director shall be a member, director or partner or otherwise interested, be invalidated or voided by any such reason or by reason of the board of directors of the company not constituting an independent quorum, nor shall any director so contracting or being so interested or acquiring any benefit under any contract or arrangement made or entered into by or on behalf of any person, company or partnership in relation to the affairs of the company be liable to account to the company for any Profits or benefits realised by or under such contract or arrangement by reason of such director holding that office or by reason of the fiduciary relationship thereby established, and any director so interested or acquiring any such benefits shall be entitled to vote at any board meeting or otherwise in relation to such contract as freely as if he were not interested and he shall be reckoned for the purpose of constituting a quorum of directors. Nevertheless, any director so interested or acquiring any benefit shall disclose the fact of his possessing any interest and full particulars thereof, be it as director or member or otherwise, whether or not it appears on the face of the contract or arrangement, in accordance with the provisions of the Statutes. A general notice In Writing given to the directors by a director to

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Rank:	Registrar
(Ex Officio) (Commissioner of Oaths)	
Address:	
CIPC	

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the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that company or firm, shall be deemed to be a sufficient disclosure in relation to any contract or proposed contract so made or to be made.

18.4. Without detracting from the generality of Article 18.3 -

18.4.1. a director may hold any other office or place of profit in the company, other than that of auditor, in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the directors. A director may, notwithstanding his interest, be counted in the quorum present at any meeting at which he is so employed or appointed to hold any such office of profit with the company and he may vote on such employment or appointment as though he had no interest therein;

a director may himself act or any firm of which he is a member may act in a professional capacity for the company, and he or his firm shall be entitled to remuneration for those professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor of the company.

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Rank:	Registrar
Address:	(Ex Officio) Commissioner of Oaths CIPC

19. PROCEEDINGS OF DIRECTORS.

19.1. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

Unless otherwise resolved by the directors, all their meetings shall be held in the city or town where the company's registered office is for the time being situated.

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- 19.4. Questions arising at any meeting of directors shall be decided by a majority of votes.
- 19.5. The chairperson shall not have a second or casting vote.
- 19.6. The directors may determine what period of notice shall be given of meetings of directors and may determine the means of giving such notice which may include telephone, telegram, telex or telefax. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the Republic, but notice of any such meeting shall be given to his alternate, if he has appointed one, provided that such alternate is in the Republic.

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	Full Names & Surname:	NOKO NANCY LESHOMANE
	Rank:	REGISTRY
	Address:	(Ex Officio) Commissioner of Oaths

19.7.

A quorum at meetings of directors shall consist of, if the number of directors is one, that director and in all other cases, 3 (three) directors, provided that as long as Singita and KGCI hold shares in the issued share capital of the company, at least 1 (one) director who has been appointed by Singita and 1 (one) director who has been appointed by KGCI must be part of the quorum. For the purpose hereof a director who has authorised another director to vote for him at a meeting in terms of Article 19.11 shall, if the director so authorised is present at the meeting, be deemed to be present himself and each director whose alternate is present at a meeting (even if the latter is alternate to more than 1 (one) director) shall be deemed to be so present.

- 19.8. The continuing directors (or sole continuing director) may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as a quorum, the continuing directors or director may act only for the purpose of summoning a general meeting of the company. If there are no directors or director able and willing to act, and no specific provision is made in these Articles for the appointment of directors, then any 2 (two) Members may summon a general meeting for the purpose of appointing directors.

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A resolution In Writing, including through the medium of telefax, signed by the sole director or by a majority of the directors for the time being present in the Republic and being not less than are sufficient to form a quorum shall be as valid and effectual as if it had been passed at

a meeting of the directors duly called and constituted: Provided that where a director is not present in the Republic, but has an alternate who is, the resolution must be signed by that alternate..

- 19.10. In the case of matters requiring urgent resolution or, if for any reason it is impracticable to meet as contemplated in Article 19.3 or pass a resolution as contemplated in Article 19.9, proceedings may be conducted by utilising conference telephone facilities, provided that the required quorum is met. A resolution agreed to by a majority of the directors participating during the course of such proceedings shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted. The secretary of the company shall as soon as is reasonably possible after such meeting by telephone has been held, be notified thereof by the relevant parties to the meeting, and the secretary shall prepare a written minute thereof.

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Rank:	REGISTRAR
Address:	(Ex Officio) Commissioner of Oaths CIPC

- 19.11. A director unable to attend a directors' meeting may authorise any other director to vote for him at that meeting, and in that event the director so authorised shall have a vote for each director by whom he is so authorised in addition to his own vote. If both the director so authorised and an alternate of the director who granted the authority are present at the meeting, the alternate shall not be entitled to vote on behalf of the absent director. Authority in terms of this Article must be in Writing (which may take the form of a telegram, cable or telex) and must be handed to the person presiding at the meeting at which it is to be used.

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The directors may elect a chairperson of their meetings and determine the period for which he is to hold office; but if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 (fifteen) minutes after the time appointed for holding it, the directors present may choose one of their number to be chairperson of the meeting.

20. VALIDITY OF ACTS OF DIRECTORS AND COMMITTEES

As regards all persons dealing in good faith with the company, all acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of

any such directors or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to hold office or were not entitled to vote, be as valid as if every such person had been duly appointed or was qualified or had continued to be a director or was entitled to vote, as the case may be.

21. DIVIDENDS AND OTHER PAYMENTS TO MEMBERS

21.1. The company may make payments to its Members from time to time.

21.2. The company in general meeting (subject to obtaining the declaration of the directors referred to in Article 21.3) or the directors may from time to time determine a dividend or other payment to be made to the Members in such manner as the company in general meeting or

the directors, as the case may be, may determine and direct at the time of declaration, including, without limiting the foregoing, that a payment shall be made by distribution of specific assets or in a specific currency (and if the latter the date of conversion of the currency in which the dividend or other payment is approved, into such other currencies). If any difficulty arises in regard to any payment the directors may settle same as they consider appropriate.

The declaration of the directors as to whether -

21.3.1. the company is, or would be after the payment able to pay its debts as they become due in the ordinary course of business;

21.3.2. the consolidated assets of the company, fairly valued would, after the dividend or other payment, not be less than the consolidated liabilities of the company,

shall be conclusive as regards the company in general meeting declaring a dividend or making any other payment to Members.

21.4. No notice of change of Address or instructions as to payment given after the determination of a dividend or other payment by the company in general meeting or the directors, shall become effective until after the dividend or other payment has been made, unless the

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Rank: <i>REGISTRAR</i>	(Ex Officio) Commissioner of Oaths: <i>CIPC</i>
Address: <i>[Blank]</i>	

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company in general meeting or the directors so determine at the time the dividend or other payment is approved.

- 21.5. All unclaimed dividends or other payments to Members as contemplated in this Article may be invested or otherwise be made use of by the directors for the benefit of the company until claimed, provided that any dividend or bonus or other payment to Members remaining unclaimed for a period of not less than 3 (three) years from the date on which it became payable may be forfeited by resolution of the directors for the benefit of the company.

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The company shall be entitled at any time to delegate its obligations to any Member in respect of unclaimed dividends or other unclaimed payments to any one of the company's bankers from time to time.

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Unless the Statutes and these presents require a resolution to be passed by the company in general meeting to authorise the reduction by the company of its share capital, stated capital and any capital redemption reserve fund or any share premium account, the directors shall have the power, to the extent necessary, to resolve that the company reduce its share capital, stated capital and any capital redemption reserve fund or any share premium account, whether accompanied by a payment to Members as contemplated in this Article 21 or without any payment to Members.

22. LOSS OF DOCUMENTS

The company shall not be responsible for the loss in transmission of any cheque, warrant, certificate or (without any limitation *eiusdem generis*) other document sent through the post either to the registered Address of any Member or to any other address requested by him.

23. RESERVES

The directors may set aside out of the Profits of the company and carry to reserve such sums as they think proper. All sums standing to the credit of revenue and general reserve shall at the discretion of the directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of

the company, for repairing, improving or maintaining any property of the company, for meeting losses on realisation of or writing down investments either individually or in the aggregate, for equalising or paying dividends, or for any other purpose to which Profits of the company may appropriately be applied. Pending such application such sums may either be employed in the business of the company (without being kept separate from the other assets of the company) or be invested. The directors may divide the reserve into such special reserves as they think fit and re-allocate the amounts of such reserves either in whole or in part to other special or general reserves and may consolidate into 1 (one) reserve any special reserves or any parts of any special reserves into which the reserve may have been divided. The directors may also carry forward any Profits without placing them to reserve.

24. CAPITALISATION OF PROFITS

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	Rank: REGISTERED (Ex Officio) Commissioner of Oaths

24.1. At a meeting of Members the company may, upon the recommendation of the directors, resolve to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and not required for the payment or provision of the fixed dividend on any shares entitled to fixed preferential dividends and accordingly that such sums be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions, on condition that such sums be not paid in cash but be applied in paying up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, and the directors shall give effect to such resolution: Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members of the company as fully paid capitalisation shares.

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When a resolution as provided in Article 24.1 shall have been passed the directors shall make all appropriations and applications of the undivided Profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and

also to authorise any person to enter, on behalf of the Members entitled thereto, into an agreement with the company, providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled on such capitalisation. Any agreement made under such authority shall be effective and binding on all Members.

25. NOTICES

25.1. A notice by the company to any Member or to any person entitled to a share in terms of Article 7.2 shall be regarded as validly given, if it is delivered personally to the Member or person entitled to the share, or sent prepaid through the post to him at his registered Address or, subject to Article-26, by transmission by Electronic Post, or transmitted by telegram, telex or telefax to his registered Address.

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	Rank: <u>REGISTRAR</u>
	Address: <u>(Ex Officio) Commissioner of Oaths</u> <u>CIPC</u>

A Member or person entitled to a share shall be bound by every notice in respect of that share given in terms of Article 25.1 to the person who was, at the date on which that notice was delivered or posted, shown in the Register or established to the satisfaction of the directors (as the case may be) as the holder of or person entitled to that share, notwithstanding that the Member or person entitled to the share may then have been dead or may subsequently have died or have been or become otherwise incapable of acting in respect of the share, and notwithstanding any transfer of the share not registered at that date.

The company shall not be bound to enter any person in the Register of Members as entitled to any share until that person gives the company an Address for entry on the Register.

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Where joint holders are registered in respect of any share or where more than 1 (one) person is entitled to a share, all notices shall be given to the person named first in the Register of Members in respect of that share, and notice so given shall be sufficient notice to all the holders of or persons entitled to or otherwise interested in that share.

Any notice, if given by post, shall be deemed to have been served on the day following that on which the letter or envelope containing such notice is posted, and in proving the giving of

the notice sent by post it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office.

25.5. When a given number of days' notice or notice extending over any period is required to be given, the day of service shall not be counted in such number of days or period.

25.6. The holder of a warrant shall not, unless it be otherwise expressed in the warrant, be entitled in respect thereof to notice of any general meeting of the company or otherwise.

25.7. Any notice required to be given by the company to the holder of a share warrant to bearer or to the Members, or any of them, and not expressly provided for by these Articles, shall be sufficiently given if given, by advertisement in a Johannesburg daily newspaper, provided that where a branch register or transfer office has been established, such advertisement shall also be inserted in at least one daily newspaper circulating in the district in which any branch register or transfer office is located. Any notice given by advertisement shall be deemed to have been served on the first day when the newspaper containing such advertisement shall be published.

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		Rank: REGISTRAR
		(Ex Officio) Commissioner of Oaths
		Address: CIPC

25. ELECTRONIC COMMUNICATION

26.1. To the extent permitted by the Statutes from time to time but as regards any Member only to the extent that such Member has furnished an appropriate Address for electronic communication, any documents or notices referred to in these Articles, may be sent by Electronic Post.

26.2. Any Member notifying the company of an Address for the purposes of receiving Electronic Post from the company, shall be deemed to have agreed to receive documents and notices by Electronic Post. Any amendment or withdrawal of any such notice from a Member, shall only take effect if signed by the Member and received by the company.

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26.3.

Any document or notice sent by Electronic Post, shall be deemed to be received by the member at 09h00 on the day following that on which it was transmitted. Notwithstanding the

aforegoing, an electronic communication shall not be treated as having been received if it is rejected by virtue of virus protection measures.

26.4. As regards the signature of an electronic communication, it shall be in such form as the directors may require to demonstrate that the document or notice is genuine.

27 INDEMNITY

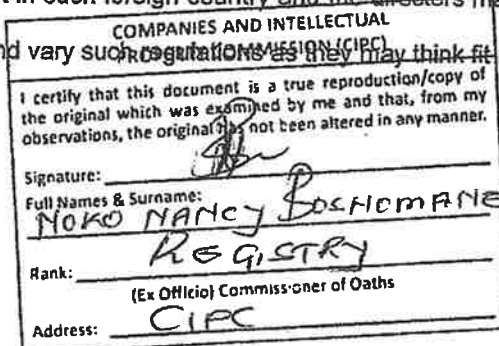
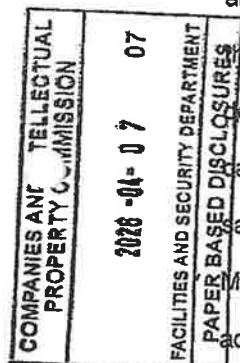
Every director, manager and officer of the company and every person (whether an officer of the company or not) employed by the company as auditor shall be indemnified out of the funds of the company against all liability incurred by him as such director, manager, officer or auditor, in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under section 248 of the Companies Act or any amendment thereof in which relief is granted to him by the court.

28. WINDING-UP

If the company shall be wound up the liquidator may, with any sanction required by the Statutes, divide amongst the Members *in specie* or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he seems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the Members or any of them as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or other assets whereon there is any liability.

29. BRANCH REGISTER

The company, or the directors on behalf of the company, may cause to be kept in any foreign country a branch register or registers of Members resident in such foreign country and the directors may, subject to the provisions of the Companies Act, make and vary such regulations as they may think fit respecting the keeping of any such Register.



30. TRANSFER OF SHARES

- 30.1. The common form of transfer shall be used for the transfer of shares in the company.
- 30.2. 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 securities so transferred and/or such other evidence as the company may require, to prove the title of the transferor or his rights to transfer the securities. All authorities to sign transfer deeds granted by members for the purpose of transferring securities, 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 company may allow the same to be acted upon until such time as the 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. Even after the giving and lodging of such notice the company 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 notices.

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	Full Names & Surname: <i>NKOMO NANCY BRENDA MARI</i>
	Rank: <i>Registrar</i> (Ex Officio) Commissioner of Oaths Address: <i>CIPC</i>

- 30.3. Subject to and in accordance with any provisions contained in any agreement entered into between the company and its Members, shares in the capital of the company may be transferred only pursuant to the authority of a resolution of the board of directors and the directors may at any time in their absolute discretion and without assigning any reason therefor decline to authorise the registration of any transfer. The directors shall be deemed to have declined to authorise the registration of any proposed transfer of shares until they resolve to authorise it.

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31. RIGHT TO EXPROPRIATE SHARES OR DEBENTURES OR PROPRIETARY RIGHTS ATTACHING TO THE SHARES OR DEBENTURES IN THE COMPANY

Members holding the requisite majority of the shares (depending upon the structure adopted to implement the expropriation provisions of this Article) shall be entitled at any time and from time to time to expropriate the shareholding of any Members in the company, notwithstanding that the sole or main

purpose thereof may be to benefit the Members exercising such power, provided that the compensation payable to the Members so expropriated is fair and reasonable in the circumstances.

32. ACQUISITION OF SHARES AND STOCK

The company may by special resolution of the Members approve the acquisition by the company of shares and stock issued by it and/or its holding company, in accordance with the requirements of the Statutes. The company agrees that any of its subsidiaries may acquire shares and stock in the company, only subject to compliance with the requirements of the Statutes and the approval of the Members of the company by resolution passed *mutatis mutandis* as if it were a special resolution.

33. DISPOSAL OF ASSETS TO WHOLLY OWNED SUBSIDIARY

The directors of the company shall be entitled to dispose 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 to a wholly owned subsidiary of the company at any time provided that :-

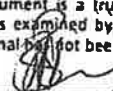
33.1. if and when same are intended to be disposed of by such subsidiary to any third party which is not the company or a wholly owned subsidiary of the company; or

if and when the wholly owned subsidiary in question ceases to be a wholly owned subsidiary of the company,

the company shall be obliged to obtain the requisite approval contemplated in section 228 of the Companies Act.

34. APPOINTMENT OF SECRETARY

The directors of the company are authorised to appoint a secretary who is permanently resident in the Republic and who, in the opinion of the directors, has the requisite knowledge and experience to carry out the duties of a secretary.

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Rank:	REGISTRAR
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Address:	CIPC

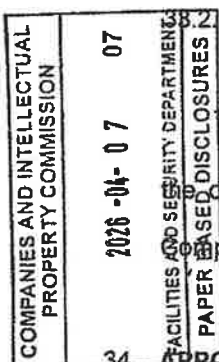
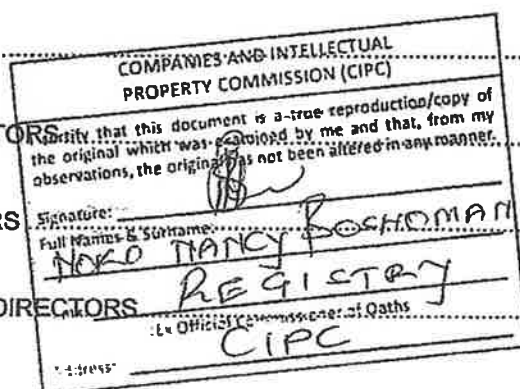
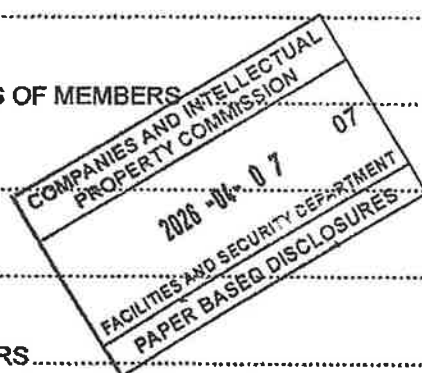


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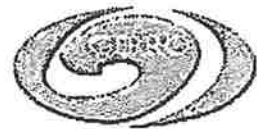


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Rank: <u>REGISTRY</u>		
(Ex Officio) Commissioner of Oaths		
Address: <u>CIPC</u>		

CM1



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

Date: 30/06/2003

Our Reference: 13569878

Box: 35821

Sequence: 6

GEORGE HENRY TRAUB
TO BE COLLECTED

RE: Application to Register Company

We have received a CM1 from you dated 27/06/2003.

The Company 'MICAWEBER 347' was successfully registered on our database on 30/06/2003. Your reference number will be 2003/014945/07.

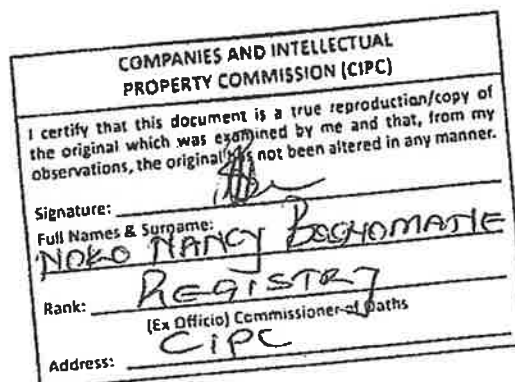
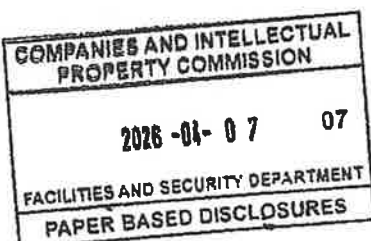
Note:

The lodged copy of this company's memorandum and articles of association has been accepted as a properly notarially certified copy and has accordingly been endorsed with the company registration particulars.

Yours truly

Registrar of Companies

AMB



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384, Fax (012) 328 3051, www.cipro.gov.za



13569878

Vorm/Form CM 1



2003/014945/07

SERTIFIKAAT VAN INLYWING
van 'n Maatskappy met 'n aandeelkapitaal
CERTIFICATE OF INCORPORATION
of a Company having a share capital

Hierby word gesertifiseer dat/This is to certify that

MICAWBER 347 (PROPRIETARY) LIMITED

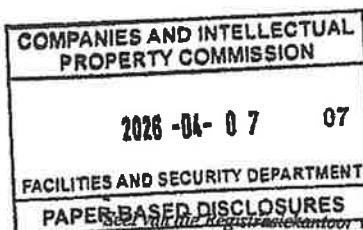
vandag ingelyf is kragtens die Maatskappywet, 1973 (Wet 61 van 1973), en dat die Maatskappy 'n maatskappy is met 'n aandeelkapitaal.

was this day incorporated under the Companies Act, 1973 (Act 61 of 1973), and that the company is a company having a share capital.

Geteken en geseël te Pretoria op hede die/Signed and sealed at Pretoria this 30

dag van/day of June
Thousand and Three.

Twee Duisend en Drie/Two



[Signature]
Registateur van Maatskappye/Registrar of Companies

Seel vir die Registrasiekantoor vir Maatskappye.
Seal of Companies Registration Office.

Hierdie sertifikaat is nie geldig nie, tensy geseël deur die seël van die Registrasiekantoor vir Maatskappye.
This certificate is not valid unless sealed by the seal of the Companies Registration Office.

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Full Names & Surname: NOKO NANCY BASHOMANE
Rank: REGISTRAR (Ex Officio) Commissioner of Oaths
Address: CIPC

REPUBLIC OF SOUTH AFRICA
COMPANIES ACT 1973



MEMORANDUM OF ASSOCIATION
of a Company having a share capital
[Section 54(1): Regulation 17(1) and 17(2)]

SA Companies Registration Office
MICAWBER 347

Regis

2003/014945/07

Paste revenue receipt here or affix revenue stamps here or impress revenue franking machine impression here



1. Name
 - (a) The name of the Company is
MICAWBER 347 (PROPRIETARY) LIMITED
 - (b) The name of the Company in the other official language of the Republic is
N/A
 - (c) The shortened form of the name of the Company is
N/A



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REPUBLIC OF SOUTH AFRICA
COMPANIES ACT 1973

Form CM 2A
Page 2

2. Purpose describing the main business

The main business which the Company is to carry on:

"The investment and holding and/or renting of immovable and movable property as principal"

3. Main object

The main object of the Company is:

"To invest and hold and/or rent immovable and movable property as principal"

4. Ancillary objects excluded

The specific ancillary objects, if any, referred to in section 33(1) of the Act, which are excluded from the unlimited ancillary objects of the Company

N/A

5. Powers

- (a) The specific powers or part of any powers of the Company, if any, which are excluded from the plenary powers or the powers set out in Schedule 2 of the Act

N/A

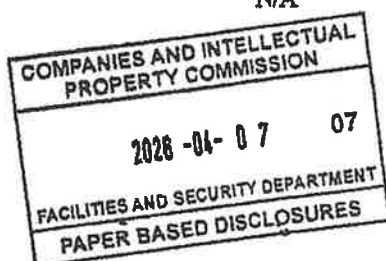
- (b) The specific powers or part of any specific powers of the Company set out in Schedule 2 to the Act, if any, which are qualified under section 34 of the Act

N/A

6. Conditions

Any special conditions which apply to the Company and the requirements, if any, additional to those prescribed in the Act for their alteration

N/A



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REPUBLIC OF SOUTH AFRICA
COMPANIES ACT 1973

Form CM 2B
Page 3

7. Pre-incorporation contracts (if any)

NONE

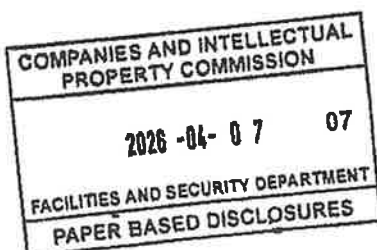
8. Capital

(a) *Par value:* The share capital of the Company is 1000 rand, divided into:

- (i) 1000 ordinary par value shares of 1 rand/cent each;
- (ii) nil preference par value shares of nil rand/cents each; and
- (iii) nil redeemable preference par value shares of nil rand/cents each.

(b) *No par value:*

- (i) The number of no par value ordinary shares is nil;
- (ii) the number of no par value preference shares is nil; and
- (iii) the number of redeemable no par value preference shares is nil.



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Rank:	REGISTRAR
(Ex Officio) Commissioner of Oaths	
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(b) *Where one person signs the memorandum*

I, DANIEL DE WET HAYWARD, whose occupation is
(full names)

AN ATTORNEY, residing at 14 HAGEN ROAD, GREENSIDE, 2193
(occupation)

(residential address)

having a business address at 82 MAUDE STREET, SANDTON, 2196
(business address)

and the following postal address P O BOX 784903, SANDTON, 2146
(postal address)

am desirous of forming a company in pursuance of this memorandum of association and agree to take up the number of shares in the capital of the company, set opposite my signature below.

I also agree to pay for the par value of the shares of the Company as determined by this memorandum and to pay for the number of no par value shares of the Company, that amount determined by the Company when the shares are issued to me.

20 JUNE 2003

Date and signature of Subscriber

Number, in words, and type of shares taken

ONE ORDINARY PAR VALUE SHARE

20 JUNE 2003

Date and Signature of Witness

Particulars of Witness

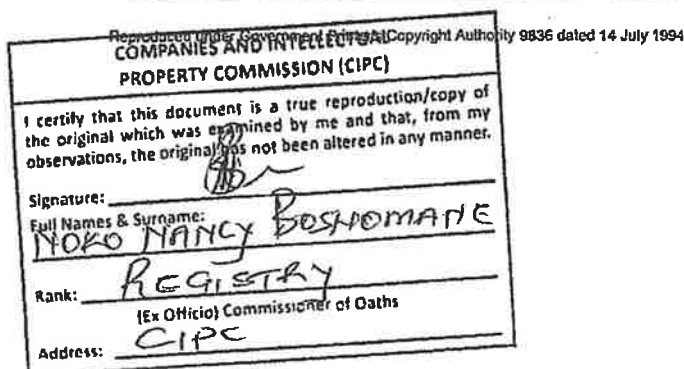
Full names: CHARMAINE ESTERHUYZEN

Occupation: SECRETARY

Residential address: 12 KANFERBOS STREET,
HENNOSPARK, CENTURION, 0157

Business address: 82 MAUDE STREET, SANDTON,
2196

Postal address: P O BOX 784903, SANDTON, 2146



REPUBLIC OF SOUTH AFRICA

COMPANIES ACT, 1973

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

(Section 60(1) : Regulation 18)

Registration Number of Company

REGISTRATEUR VAN MAATSKAPPYE
EN VAN BESLOTE KORPORASIES

SA Companies Registration Office
MICA WBER 347

-06- 2 7

2003/014945/07

R OF COMPANIES
JSE-CORPORATIONS

MICA WBER 347 (PROPRIETARY) LIMITED

- A. The Articles of Table A or Table B contained in Schedule 1 to the Companies Act, 1973, shall not apply to the company.
- B. The Articles of the Company are as attached hereto.



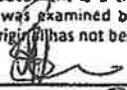
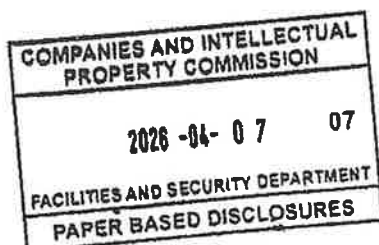
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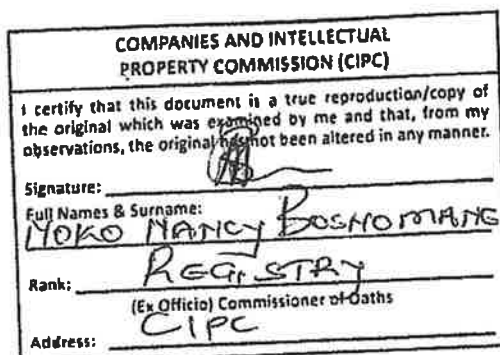
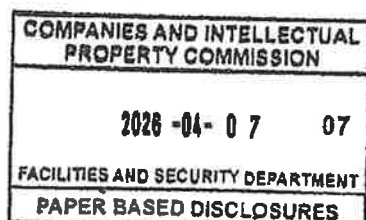
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ARTICLES OF ASSOCIATION

1. TABLES A AND B

Neither the regulations of Table A nor of Table B contained in Schedule I to the Companies Act, 1973 or in any consolidation or re-enactment thereof shall apply to the Company.

2. INTERPRETATION

2.1 The headnotes to these articles are for reference purposes only and shall not affect the interpretation or construction thereof. In the interpretation of these articles, if not inconsistent with the subject or context, the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column hereof:

“Act”

the Companies Act, 1973, as amended from time to time;

these Articles of Association as now framed or as from time to time altered by special resolution

Micawber 347 (Proprietary) Limited;

“directors”

the directors for the time being of the Company and the alternate directors thereof or, as the case may

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Full Names & Surname:	NOKO NANCY BOSHOMARI
Rank:	REGISTRY "Company"
(E= ONICLO) Commissioner of Oaths	
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be, the directors assembled as a board at which a quorum is present;

"Gazette"

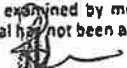
the Government Gazette of South Africa;

"in writing"

written or produced by any substitute for writing or partly written and partly so produced and including printing, typewriting or lithography or any other mechanical process or partly one and partly another;

"legal incapacity"

death; insolvency; or judicial management or liquidation, or placing under curatorship by reason of insanity or prodigality; infancy or minority; or marriage of a female member subject to the marital power (whether in community of property or out of community of property); or any other event which satisfies the directors that a member is deprived of his legal capacity to act and that it is vested in some other person;

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"member"

the registered holder of a share in the Company;

"month"

calendar month;

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“office

the registered office of the Company;

“paid up”

paid up or credited as paid up;

“South Africa”

the Republic of South Africa as constituted from time to time;

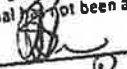
“register”

the register of members of the Company and any branch register kept by the Company pursuant to these articles;

“secretary”

the secretary of the Company for the time being or any person duly authorised thereto by the directors acting in the place of such secretary for the time being or any person appointed by the directors to perform any of the duties of the secretary; or any person duly authorised to represent a body corporate or a partnership which is the secretary of the Company;

the Act and every Ordinance or Act from time to time in force concerning joint stock companies and affecting the Company;

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(Ex Officio) Commissioner of Companies and Intellectual Property	
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"stock"

shares in the Company which are lumped together and which are sub-divisible in any manner without taking the original nominal value of the converted shares into consideration, except insofar as the voting rights attached to the converted shares shall be maintained;

"transfer office"

the office and any office maintained for the purpose of receiving for registration transfers of shares, debentures or other securities of the Company;

"transfer secretary"

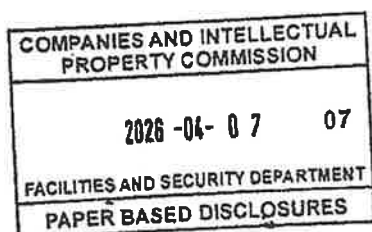
any person appointed by the directors to act for the time being in place of or in addition to the secretary for the purpose of registering transfers of shares, debentures or other securities of the Company, keeping registers and other records required by the Act to be kept at the office or the Transfer Office and issuing certificates of title to shares, debentures or other securities of the Company and any person appointed to be a secretary to any local committee under Article 19 hereof; or any person duly authorised to represent a corporation which is the transfer secretary of the Company;

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“year” calendar year.

- 2.2 Words importing the singular number only shall include the plural number and vice versa.
- 2.3 Words importing the masculine gender only shall include the feminine gender.
- 2.4 Words importing persons shall where the context so admits include firms and corporations.
- 2.5 The expression “share” shall where the context so admits include stock, options and other securities.
- 2.6 The expression “dividend” shall where the context so admits include bonus; but shall not, unless otherwise resolved by the Company in general meeting, include any amount capitalised under Article 0.
- 2.7 The expression “meeting” shall include adjourned meeting.
- 2.8 Reference to any provision of the Act shall be construed as a reference to such provision as modified or re-enacted by any Statute for the time being in force.



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Full Names & Surname:	HOKO NANCY BOSHORNATE
Rank:	REGISTRAR
	(Ex Officio) Commissioner of Oaths
Address:	CIPC

2.9 The expression "sign" or "signature" includes respectively lithography, printing, and names impressed with a rubber or other kind of stamp or by any mechanical means.

2.10 Subject to the last three preceding articles, any words or expressions defined in the Act, shall, if not inconsistent with the subject or context, bear the same meaning in these articles.

3. BUSINESS

3.1 Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the directors may deem it expedient not to commence or proceed with the same.

The management and control of any business of the Company shall be vested in the directors who in addition to the powers and authorities by these articles expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company, and are not hereby or by the Statutes expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to such management and control not being inconsistent with these articles nor with any resolution passed by the Company in general meeting; but so that no

COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION (CIPC)

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Signature: *[Signature]*

Full Name & Surname: *HONORABLE P. BOSHOANE*

Rank: *REGISTRY*

Address: *(Ex Officio) Commissioner of Oaths*
CIPC

COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION

2026-04-07 07

FACILITIES AND SECURITY DEPARTMENT
PAPER BASED DISCLOSURES

such resolution shall invalidate any prior act of the directors which would have been valid if such resolution had not been passed. The general powers given by this article shall not be limited or restricted by any special authority or power given to the directors by any other article.

- 3.3 The directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested, shall be carried on by or through one or more subsidiaries of the Company and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on, or for financing, assisting or subsidising any such subsidiary or guaranteeing its contracts, obligations or liabilities.

4. SHARES

- 4.1 Subject always to the provisions of Sections 221 and 222 of the Act and these articles, any shares for the time being unissued (whether forming part of the original or any increased capital) shall, subject as hereinafter provided, only be disposed of or dealt with in such manner as the Company in general meeting may have directed or may direct, but so that the Company in general meeting may resolve that all or any of such shares shall be at the disposal of the directors, who may in such event allot, grant options over, or otherwise deal with or dispose of them to such persons at such times, and generally on such terms and conditions, and for such consideration, whether payable in

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Rank:	REGISTERED
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2020-04-07	07
FACILITIES AND SECURITY DEPARTMENT	
PAPER BASED DISCLOSURES	

cash or otherwise, as they may think proper; but so that no shares shall be issued at a discount except in accordance with Section 81 of the Act.

- 4.2 Without prejudice to any special rights previously conferred on the holders of existing shares and subject to any provisions of these articles, any share in the Company may be issued with or have attached thereto such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, return of share capital or otherwise, and (subject as provided by the Act) such limited or suspended rights to voting as the Company in general meeting may from time to time determine; provided that the Company may by resolution passed at a general meeting direct that shares shall be issued by the directors on such terms and conditions, and with such rights, privileges or restrictions attached thereto as the directors may determine.

- 4.3 Subject to the provisions of Section 98 of the Act, the conditions of issue of any preference shares may, with the sanction of a special resolution, provide or may be varied so that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company may by such or subsequent special resolution determine.

The Company may exercise the powers of paying commissions conferred by Section 80 of the Act, provided that the rate or amount of the commission paid or agreed to be paid and the number of shares which persons have agreed for a commission to subscribe absolutely will be disclosed in the manner

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--	--



required by the said section, and that such commission shall not exceed 10% (ten per centum) of the price at which the shares in respect whereof the same is paid are issued. Such commission may be satisfied by the payment of cash. The Company may also on any issue of shares pay such brokerage as may be lawful.

4.5 If any shares of the Company are 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 lengthened period, the Company may, subject to the conditions and restrictions mentioned in Section 79 of the Act, pay interest on so much of such share capital as is for the time being paid up and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of plant.

Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, so that no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or (except only as by these articles or by law otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

4.6

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Rank:	REGISTRAR
(Ex Officio) Commissioner of Oaths	
Address:	CIPC

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PAPER BASED DISCLOSURES	

5. CERTIFICATES

5.1 The certificates of title to shares, debentures or other securities of the Company shall be issued under the authority of the directors or of a local committee or board when authorised thereto by the directors, in such manner and form as the directors may from time to time prescribe, and shall (subject as hereinafter provided) bear the autographic signatures of two directors or of one director and one officer authorised thereto by the directors; or of two members of a local committee or board or of one member and the secretary of such local committee or board: Provided that:

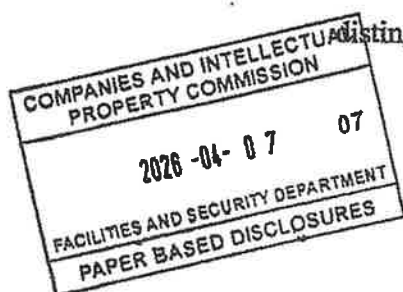
5.1.1 the directors may by resolution determine either generally or in any particular case or cases that the signatures of such directors or director and officer or members or member and secretary (or any of them) need not be autographic but may be signatures; and

the directors and the Company shall comply with Sections 94 and 126 of the Act.

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Full Names & Surname:	HOKO NANCY S. BOSHOOMA NE
Rank:	REGISTERED
Address:	(Ex-Official Commissioner of Oaths) CIPC

For the purposes of this Article only the expression "sign" or "signature" shall not include names impressed with a rubber or other kind of stamp.

5.2 If any shares are numbered, all such shares shall be numbered in numerical progression, beginning with the number one, and each share shall be distinguished by its appropriate number, and if any shares are not numbered,



all share certificates in respect of such shares shall be numbered in numerical progression, and each share certificate shall be distinguished by its appropriate number, and by such endorsement as may be required by the Statutes.

- 5.3 Every person whose name is entered as a member in the register shall be entitled, without payment, to receive within one month after allotment or twenty-one days after lodgement of transfer one certificate for all his shares of any one class, or several certificates each for one or more of his shares of such class upon payment of such sum not exceeding five rand for every certificate after the first, as the directors shall from time to time determine. Every certificate of shares shall specify the number of shares in respect of which it is issued and the amount paid up thereon at the date of issue. In the case of a member who has transferred a part of his holding of shares of any class he shall be entitled to receive a certificate free of charge for the balance of his holding: Provided that notwithstanding anything herein contained or implied to the contrary where shares are registered in the names of two or more persons they shall be treated as one member for the purposes of this article.

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Rank:	REGISTER
(Ex Officio) Commissioner of Oaths	CIPC
Address:	

- 5.4 If a share certificate be defaced, lost or destroyed, it may be replaced on payment of any stamp duty payable on the new certificate and on such terms (if any) as to evidence an indemnity and payment of the out-of-pocket expenses of the Company of investigating such evidence and, in the case of



loss or destruction, of advertising the same, as the directors may think fit and, in the case of defacement, on delivery of the old certificate to the Company.

- 5.5 The certificate for shares registered in the names of two or more persons shall be delivered to the person first named in the register in respect thereof, or to his authorised agent, and in case of the legal incapacity of any one or more of the joint registered holders of any shares, the survivor then first named in the register shall be the only person recognised by the Company as being entitled to such certificate, or any new certificate which may be issued in place thereof. Provided always that the Company shall not be bound to register more than four persons as the holders of any share.

6. REGISTER OF MEMBERS

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Signature: <i>[Signature]</i>	Full Names & Surname: <i>NANCY BENOMANE</i>
Rank: <i>REGISTER</i>	(Ex Officio) Commissioner of Oaths
Address: <i>[Signature]</i>	

The directors shall cause to be kept a register of members at the place and in manner specified in the Statutes and may cause to be kept a branch register or registers in any foreign country or countries, and, subject to the provisions of the Statutes, make and vary such regulations as they may think fit, respecting the keeping of any such branch registers.

TRANSFER OF SHARES

- 7.1 The transfer books and register of members may upon 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 Statutes, be closed during such time as the directors may think fit, not exceeding in the whole sixty days in each year.

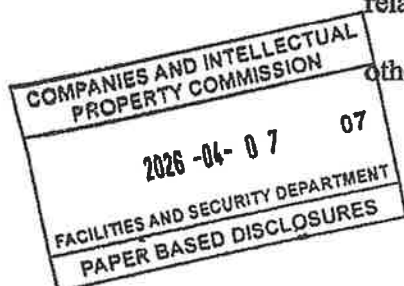
7.2

Transfer offices shall be maintained at such place or places whether in South Africa or elsewhere, as the directors may from time to time prescribe. The directors may appoint local committees (to be designated Registrars, or by such other title (if any) as the directors may think fit) whether in South Africa or elsewhere consisting of two or more individual persons or of a corporate body to whom the directors may delegate all or any of their powers, authorities and discretions with regard to the registration of transfers, the keeping of registers and other records required by the Act to be kept at the office or the Transfer office and the issuing of certificates of title to shares, debentures or other securities of the Company and may appoint a person to be a secretary to such local committee or authorise such local committee to appoint a person to be its secretary.

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Rank:	<i>Registrar</i>
(Ex Officio) Commissioner of Oaths	
Address:	<i>CIPC</i>

7.3

Subject to the provisions of the law for the time being in force relating to stamp duty or duty upon the estates of deceased persons or to any other statutory restrictions on transfer and to the provisions of these articles any member may transfer all or any of his shares but every transfer must be in writing in the usual common form or in such other form as the directors may approve and must be left at the transfer office where the register of transfers relating to the share comprised therein is for the time being kept or at such other place as the directors may prescribe accompanied (unless the directors



either generally or in any particular case otherwise resolve) by the certificate of the shares to be transferred and such other evidence (if any) as the directors or other person in charge of such register may require to prove the title or capacity of the intending transferor or transferee or the rights of the intending transferor to transfer the shares.

7.4 The instrument of transfer of a share shall be signed by the transferor and the transferee, unless the signature of the transferee is not required:

7.4.1 by any law from time to time in force in South Africa; or

7.4.2 where the directors decide at their discretion to dispense therewith in such case or cases as they may deem fit.

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Rank:	REGISTER
Address:	(Ex Officio) Commissioner of Oaths CIPC

The transferor shall be deemed to remain the holder of the share transferred until the name of the transferee is entered in the register in respect thereof. All instruments of transfer, when registered, shall either be retained by the Company or disposed of in such manner as the directors shall from time to time decide; but any instrument of transfer which the directors may decline to register shall (unless the directors shall resolve otherwise) be returned on demand to the person who deposited it.

7.5 The directors may decline to register any transfer unless:



7.5.1 the instrument of transfer, duly stamped, is lodged with the Company, accompanied (unless the directors either generally or in any particular case otherwise resolve) by the certificate of the shares to which it relates, and such other evidence as the Company may reasonably require to show the right or capacity of the transferor to make the transfer and of the transferee to accept it; and

7.5.2 the instrument of transfer is in respect of only one class of share.

7.6 If the directors refuse to register a transfer they shall within thirty days after the date on which the instrument of transfer was lodged, send to the transferee notice of the refusal.

7.7 All powers of attorney or other authorities granted by members for the purpose of transferring or accepting the transfer of shares, which may be lodged, produced or exhibited with or to the Company at the transfer office where the register of transfers relating to such shares is kept, shall, as between the Company and the grantor of such powers or other 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 place aforesaid. Even after the giving and lodging of such notice, the Company shall be entitled to give effect to any instrument signed under the authority and certified by any officer of the Company as being in order before the

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restrictions as compared with, the other or others as the Company has power to attach to unissued or to new shares;

11.1.5

vary, modify or amend any rights attached to any shares whether issued or not (including the conversion of any shares into preferred shares) subject to any consent or sanction required from the holders of that and/or any other class of shares under Article 12.1;

11.1.6

approve the acquisition of shares or debentures issued by the Company or, if the Company is a subsidiary, by its holding company, which approval may be a general approval subject to the provisions of the Statutes or a specific approval for a particular transaction;

11.1.7

convert all its shares of one class having a par value into stated capital constituted by shares of no par value or such of its stated capital as is constituted by shares of no par value into share capital consisting of shares having a par value;

convert any of its shares, whether issued or not, into shares of another class;

alter the provisions of its Memorandum with respect to the objects and powers of the Company.

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Full Names & Surname:	<i>MONO MONY BOSOMATHE</i>
Rank:	<i>1.1.30 REGISTRY</i>
Address:	<i>CIPC</i>
11.1.7	



giving and lodging of such notice. The Company shall not be bound to allow the exercise of any act or matter by an agent for a member or intending transferee of shares unless a certified copy of such agent's authority be produced and filed with the Company.

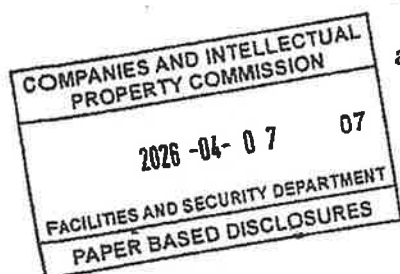
- 7.8 Nothing contained in these articles shall preclude the Company from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

8. TRANSMISSION OF SHARES

- 8.1 Subject always to the law for the time being in force relating to stamp duty or duty upon the estates of deceased persons, the executors or administrators of a deceased member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to a share registered in the name of such member, and in the case of the death of any one or more of the joint holders of any share, the survivors or survivor, or the executor or administrator of the deceased survivor, shall be the only person or persons recognised by the Company as having any title to or interest in such share, but nothing herein shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

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Rank:	Registrar
Address:	(Ex Officio) Commissioner of Oaths CIPC

- 8.2 Any person becoming entitled to a share in consequence of the legal incapacity of a member, or by any lawful means otherwise than by transfer in accordance with these articles, upon producing such evidence as may sustain



the character in respect of which he proposes to act under this article or of his title, as the directors may think sufficient, may, with the consent of the directors (which they shall not be under obligation to give) either be registered himself as a member in respect of such shares or elect to have some person nominated by him registered as the transferee thereof. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these articles relating to the right to transfer and the registration of shares shall be applicable to any such notice or transfer or registration under this article as if the legal incapacity or other means had not occurred and the notice or transfer were a transfer executed by the member.

Save as otherwise provided by or in accordance with these articles, a person becoming entitled to a share in consequence of the legal incapacity of a member or by any lawful means otherwise than by transfer in accordance with these articles shall (upon supplying to the Company such evidence as the directors may reasonably require to show this title to the share) be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a member in respect of the share.

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Signature: 

Full Names & Surname: **NOKO NANY BOSHOMANE**

Rank: **REGISTRAR**

Address: **(Ex Official Commissioner of Oaths)**
CIPC

8.3

COMPANIES AND INTELLECTUAL
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FACILITIES AND SECURITY DEPARTMENT
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9. CONVERSION OF SHARES INTO STOCK

9.1 The Company may from time to time by special resolution convert any paid-up shares into stock, and may reconvert any stock into paid-up shares of any denomination.

9.2 The holders of stock may transfer their respective interests therein or any part of such interests, in such manner as the directors or 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; but the directors may from time to time, if they think fit, fix the minimum amount of stock transferable, which shall not exceed the nominal amount of the shares from which the stock arose, and direct that fractions of such minimum shall not be dealt with, but with power, nevertheless at their discretion to waive such rules in any particular case.

The holders of stock shall according to the amount of the stock held by them, have the same rights, privileges and advantages as regards participation in profits, voting at general meetings of the Company, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the profits and in assets on a reduction of capital or a winding up) shall be conferred by any amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

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Full Name & Surname:	<i>Ms. NANCY BOSHOANE</i>
Rank:	<i>REGISTERED</i>
Address:	<i>(Ex Officio) Commissioner of Oaths CIPC</i>

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No such conversion shall affect or prejudice any preference or other special privilege.

- 9.4 All such of the provisions of these articles as are applicable to shares shall apply to stock.

10. INCREASE OF CAPITAL

- 10.1 The Company may from time to time by special resolution increase its share capital by such sum divided into shares of such amount, or may constitute shares of no par value or may increase the number of its shares of no par value to such number, as the special resolution shall prescribe.

- 10.2 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.

New shares shall be subject to the same provisions as to transfer, transmission and otherwise as the shares in the original capital.

Except so far as otherwise provided by the resolution creating it, by the conditions of issue or by these articles, any capital raised by the creation of new shares shall be considered part of the present capital, and as consisting of ordinary shares and shall be subject to the provisions herein contained with

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Rank: *REGISTER*

Address: *CIPC*

10.3
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reference to transfer and transmission, and otherwise as if it had been part of the present capital.

11. CONSOLIDATION, SUBDIVISION, ACQUISITION OF OWN SHARES, CONVERSION OF PREFERENCE SHARES, ALTERATION OF MEMORANDUM

11.1 The Company may from time to time by special resolution:

11.1.1 consolidate and divide all or any part of its share capital into shares of larger amount than its existing shares, or consolidate and reduce the number of the issued shares of no par value;

11.1.2 increase the number of its issued no par value shares without an increase of its stated capital;

11.1.3 cancel any shares which, at the time of passing of the resolution in respect thereof, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled;

subdivide its shares or any of them into shares of smaller amount than is fixed by or pursuant to its Memorandum of Association and so that the resolution whereby any share is subdivided, may determine that, as between the holders of the shares resulting from such subdivision one or more of the shares may have such preferred or other rights over, or may have such qualified or deferred rights, or be subject to any such

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Signature: *[Signature]*

Full Names & Surname: *NOKO NANCY BESNOMANE*

Rank: *REGISTRAR*

Address: *CIPC 114*

(Ex Official Commissioner of Oaths)

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- 11.2 Anything done in pursuance of the last article shall be done in a manner provided and subject to any conditions imposed by the Act, so far as they shall be applicable, and so far as they shall not be applicable, in accordance with the terms of the special resolution authorising the same, and, so far as such special resolution shall not be applicable, in such manner as the directors deem most expedient. Whenever as the result of any consolidation a fraction of a share is included in the holding of any member such fraction may be sold by some person appointed by the directors for that purpose and the proceeds thereof paid to such member. When a fraction is sold as aforesaid the person so appointed to sell it shall be deemed to be authorised to make such sale the validity of which shall not be questioned.

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Full Names & Surname:	NOKO NANCY BOSCHMANS
Rank:	REGISTRY
Address:	(Ex Officio) Commissioner of Oaths CIPC

All unclaimed amounts due as a result of any acquisition of shares issued by the Company, any consolidation or subdivision of capital or from any other cause (but excluding any unclaimed dividends) shall be held in trust by the Company until lawfully claimed by the member; provided that no such amount shall be lawfully claimable by the member if such claim has prescribed.

12. MODIFICATION OF RIGHTS

- 12.1 Subject to the provisions of Section 102 of the Act and to these articles, if at any time the Company's share capital, by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the

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rights and privileges attached to any class may be modified or varied by agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is either:

12.1.1 authorised or ratified in writing by the holders of at least three-fourths of the nominal amount of the issued shares of that class; or

12.1.2 confirmed by resolution passed at a separate general meeting of the holders of the shares of that class, and all the provisions of Section 199 of the Act and the provisions hereinafter contained as to general meetings shall *mutatis mutandis* apply to every such meeting, except that the quorum therefor (subject to the provisions contained in Article 15.4 in regard to the quorum at adjourned meetings) shall be two members at least holding or representing by proxy not less than one-third of the nominal amount of the issued shares of that class, unless that class has only one member, in which case it shall be such member.

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Rank:	REGISTRAR
(Ex Officio) Commissioner of Oaths	
Address:	CIPC

The creation or issue of additional preference shares ranking as to capital and dividend after the said preference shares and/or ordinary shares shall not be deemed to be a modification or variation of the rights of the holders of any preference shares in the Company.

12.2 The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the conditions or issue of such shares,

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be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

13. GENERAL MEETINGS

13.1 The Company shall hold a general meeting as its Annual General Meeting as provided in Section 179 of the Act at such time and place as the directors may determine.

13.2 The directors may, whenever they think fit, convene a General Meeting and a General Meeting shall also be convened on requisition as provided in Section 181 of the Act.

Save for any General Meeting convened by requisitionists as provided by Section 181 of the Act, all general meetings, and all adjourned general meetings and all separate meetings of the holders of any class of shares shall be held at such time and place as the directors shall appoint.

NOTICE OF GENERAL MEETINGS

14.1 An Annual General Meeting and a General Meeting called for the passing of a special resolution shall be called by not less than twenty-one clear days' notice in writing and any other General Meeting shall be called by not less than fourteen clear days' notice in writing, so that the notice period shall not

include the day on which the notice is served, or deemed to be served, or the

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Full Name & Surname:	AKO NANCY BOSHOANG
Rank:	13.3
Address:	13.3
CIPC	



day on which the meeting is to be held. A meeting may be called by shorter notice and shall 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 95% (ninety-five per centum) of the total voting rights of all members. Notice of a meeting shall specify the place, day and time of the meeting and in the case of special business the general nature of such business. Whenever notice of a meeting is given pursuant to this article the Company shall at the same time as such notice is given forward a copy thereof to the auditors of the Company.

The accidental omission to give notice of a meeting or in cases where instruments of proxy are sent out with the notice, the accidental omission to send such instrument of proxy to, or the non-receipt or delay in receipt of notice of a meeting or such instrument of proxy by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

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Full Names & Surname:	<i>NOKO NANEY BASHOMANG</i>
Rank:	<i>142</i>
Address:	<i>REGISTRAR (Ex-Officio) Commissioner of Oaths CIPC</i>

15. PROCEEDINGS AT GENERAL MEETINGS

- 15.1 All business shall be deemed special that is transacted at a General Meeting other than an Annual General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of sanctioning or declaring a dividend, the consideration of the annual financial statements, the election of directors, and the appointment of the auditors of the Company.



15.2 Subject to the provisions of Section 199 of the Act in regard to the quorum for passing special resolutions, a quorum for a General Meeting shall be:

15.2.1 two members present in person or by proxy and entitled to vote or, if a member is a body corporate, represented; or

15.2.2 if the Company is a private company having one member, such member present in person or by proxy; or

15.2.3 if the Company is a wholly-owned subsidiary, the representative of the holding company present in person.

15.3

No business shall be transacted by any general meeting unless the requisite quorum be present when the meeting proceeds to business. A corporation, being a member of this Company, and present by a representative duly appointed in accordance with Section 188 of the Act, shall be deemed to be a member personally present for the purposes of these articles.

If within five minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that be a public holiday to the next succeeding day other than a public holiday, a Saturday or a Sunday) at the same time and place or to such other day and at such other time or place as the chairman of the meeting

shall appoint. If at such adjourned meeting a quorum as defined is not present

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Full Name & Surname: <i>NKHO NANCY BOSHOANE</i>
Rank: <i>REGISTRAR</i>
Office: <i>4 CIPC</i>
Address: <i>4 CIPC</i>

COMPANIES AND INTELLECTUAL PROPERTY COMMISSION
2026-04-07 07
FACILITIES AND SECURITY DEPARTMENT
PAPER BASED DISCLOSURES

within five minutes from the time appointed for holding the meeting, those members who are present in person and are entitled to vote shall be a quorum and may transact the business for which the meeting was called.

- 15.5 The Chairman (if any) of the directors or, in his absence, the Deputy Chairman (if any) shall preside as chairman at every General Meeting of the Company. If there be no such Chairman or Deputy Chairman, or if at any meeting neither the Chairman nor the Deputy Chairman is present within five minutes after the time appointed for holding the meeting, or if neither of them be willing to act as chairman, the directors present shall choose one of their number to act, or if one director only be present he shall preside as chairman if willing to act. If no director be present, or if all the directors present decline to take the chair, the members present shall elect one of their number to be chairman.

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Full Names & Surname:	NDOKO NANCY BOENOMANE
Rank:	REGISTRY
(Ex Officio) Commissioner of Oaths	
Address:	CIPC

- 15.6 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Save as provided by Section 192 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

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- 15.7 At a General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman of the meeting or as provided in Section 198(1)(b) of the Act. Unless a poll be so demanded and the demand be not withdrawn a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings 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.

The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 15.9 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled as a member.

- 15.10 No poll shall be demanded on the election of the Chairman of the meeting or on any question of adjournment. A poll demanded on any other question shall be taken at such time and place and in such manner as the Chairman of the

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Rank:	15 REGISTRY
Address:	15 Ex Official Commissioner of Jodahs CIPC

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meeting directs, and any business, other than upon which a poll has been demanded, may be proceeded with pending the taking of the poll.

- 15.11 The Chairman of a meeting may appoint any firm or persons to act as scrutineers for the purpose of checking forms of proxy deposited for use and for counting the votes at such meeting and he may thereafter act on a certificate given by any such scrutineers without requiring production at the meeting of the forms of proxy or himself counting the votes.

- 15.12 If any votes shall be counted which ought not to have been counted or might have been rejected or if any votes shall not be counted which ought to have been counted the error shall not vitiate the resolution unless it be pointed out at the meeting and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the resolution. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting or adjourned meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

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Rank:	REGISTRAR
(Ex Officio) Commissioner of Oaths	
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- 15.13 Any minutes of resolutions and proceedings at general meetings made in one of the minute books of the Company, if signed by any person purporting to be the Chairman of the meeting to which it relates, or by any person present

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thereat and appointed by the directors to sign the same in his place, or by the Chairman of a subsequent meeting of the directors, shall be receivable as evidence of the facts therein stated.

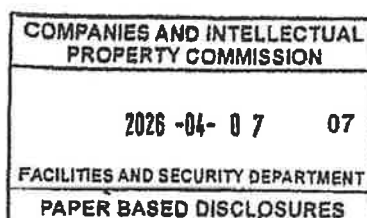
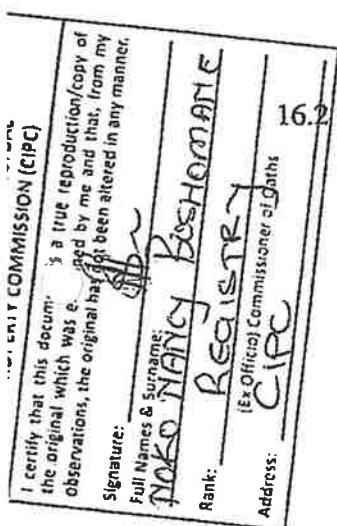
16. VOTES OF MEMBERS

- 16.1 Subject to the provisions of Section 195 of the Act and of these articles and to any special terms as to voting upon which any share may be issued or may for the time being be held, on a show of hands, every member present in person or by proxy and entitled to vote shall have one vote and, upon a poll, every member present in person or by proxy and entitled to vote shall have one vote for every share held by him.

- 16.2 Any corporation holding shares conferring the right to vote may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any General Meeting of the Company or at any meeting of holders of any class of shares of the Company, as provided by Section 188 of the Act and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. The directors may but shall not be obliged to require proof to their satisfaction of the appointment or authority of such representative to act.

- 16.3 In the case of joint holders of a share the vote of the senior who tenders a

vote, whether in person or by proxy, shall be accepted to the exclusion of the



votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register or in the case of persons entitled to a share by transmission the order in which their names were given in the notice to the Company of the fact of the transmission.

17. PROXIES AND VOTING UNDER POWER OF ATTORNEY

17.1 The instrument appointing a proxy shall be in writing under the hand of the person granting such proxy or his attorney duly authorised in writing or, if the appointor be a corporation, under the hand of an officer or attorney so authorised. The holder of a power of attorney from a member may, if so authorised by the power of attorney, vote for and represent such member at any meeting of the Company.

A member may not appoint more than one proxy to attend on the same occasion.

17.3 A proxy -

17.3.1 need not be a member of the Company;

17.3.2 shall be entitled to vote on a show of hands and on a poll.

17.4 Every instrument of proxy, whether for a specified meeting or otherwise, shall comply with Section 189 of the Act and subject thereto be in the form or to the effect following or in such other form as the directors may approve, and

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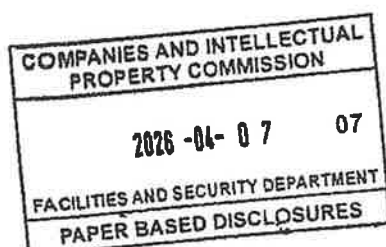
Full Names & Surname: *NOKO NANCY BOSHOANE*

Rank: *REGISTRAR*

(Ex Officio) Commissioner's Office

Address: *CIPC*

17.3



the directors may, if they think fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting:

"I/We

of

being a member/members of the abovenamed Company do hereby appoint

_____ of _____ or failing

him _____ of _____ or

failing him the Chairman of the Company; or failing him the Chairman of the

meeting as my/our proxy to vote for me/us and on my/our behalf at the

Annual General (or General or adjourned as the case may be) Meeting of the

Company to be held at

on the _____ day of _____ 20__ at (time appointed) and at

any adjournment thereof.

Dated this _____ day of _____

20__

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Rank: _____	Address: _____
(Ex Officio) Commissioner of Oaths	



Name (in full)

Address

Signature

I/We desire to vote as follows:

For	Against	Abstain

*Resolution No. 1

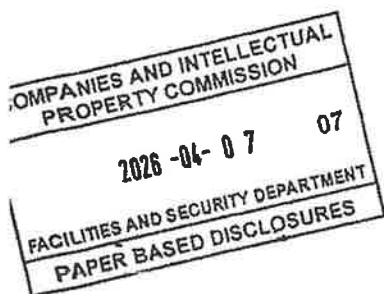
*Resolution No. 2

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Full Names & Surname:	NOKO NANCY BOSHOANG
Rank:	REGISTRAR
(Ex Officio) Commissioner of Oaths	
Address:	CIPC

(Set out the numbers of the resolutions if more than 1)

*Mark with an X whichever is applicable. Unless otherwise directed, the proxy will vote or abstain as he thinks fit in respect of the member's total holding.

Any member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and to vote in his stead. The proxy so appointed need not also be a member."



- 17.5 Any power of attorney and any instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney shall be deposited at the office of the Company or at such other place within South Africa as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than forty-eight hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid; provided that if the member granting a power of attorney or proxy is registered at a branch register kept at any branch or other office outside South Africa any instrument appointing a proxy and any power of attorney or other authority may be deposited as aforesaid at the office at which he is registered. In determining the said period of forty-eight hours, Saturdays, Sundays and public holidays shall not be taken into account. No instrument appointing a proxy shall be valid after the expiration of six months from its date except at an adjourned meeting or at a poll demanded at a meeting originally held within the six months after the date of such instrument.

- 17.6 If a branch register within the meaning of the Statutes is kept at a branch or other office of the Company outside South Africa, it shall not be necessary for any power of attorney or any instruments appointing proxies, and the powers of attorney or other authorities (if any) under which they are signed, relating

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Full Name & Surname:	MOKO NANCY BESHOMANE
Rank:	REGISTRAR
Address:	(Ex Officio) Commissioner of Oaths CIPC

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to members registered on such branch register to be received at the office of the Company designated in the notice convening the meeting before the time appointed for the meeting, provided that:

17.6.1 the members appointing proxies shall lodge powers of attorney or the duly completed forms of proxy in accordance with the requirements of the last preceding article; and

17.6.2 the transfer secretary of the Company in that place shall communicate to the Company in South Africa by such means as the directors may from time to time direct, a summary of all the votes for and against each resolution represented by valid proxies duly accepted by them, and so that such communication shall be received by the Company before the time appointed for the meeting to commence.

17.7 A vote given in accordance with the terms of a power of attorney or an instrument of proxy shall be valid notwithstanding the previous legal incapacity of the principal or revocation of the power of attorney or instrument of proxy or the transfer of the share in respect of which the vote is given, unless an intimation in writing of such legal incapacity or transfer shall have been received by the Company (at the office at which such power or instrument is registered) not more than forty-eight hours before commencement of the meeting or the taking of the poll at which the instrument of proxy is used.

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Rank:	REGISTRAR
(Ex Officio) Commissioner of Oaths	CIPC
ADDRESS:	
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18. DIRECTORS

18.1 Until otherwise from time to time determined by the Company in general meeting, the number of directors shall be not less than one. The first directors shall be those persons appointed in writing by the majority of the subscribers to the memorandum of the Company. Until directors are appointed, Section 208(2) of the Act shall apply.

18.2 The directors shall be entitled to such remuneration as a director as the Company by ordinary resolution in general meeting may from time to time determine, except that any director holding office for less than a year shall only be entitled to such remuneration in proportion to the period during which he has held office during the year.

18.3 Any director who serves on any executive or other committee or who devotes special attention to the business of the Company or who goes or resides outside South Africa for any purposes of the Company, or who otherwise performs services which, in the opinion of the directors, are outside the scope of the ordinary duties of a director, may be paid such extra remuneration, in addition to the remuneration to which he may be entitled as a director, as the directors may determine. The directors shall also be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company and in attending meetings of the directors or of committees of the directors or of the Company.

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Rank:	REGISTRAR
(Ex-Officio) Commissioner of Oaths	
CIPC	
Address:	



18.4 The office of a director shall be vacated in any of the events following, namely:

18.4.1 if he becomes insolvent or assigns his estate for the benefit of his creditors, suspends payments generally, or compounds with his creditors, or files a petition for the surrender of his estate;

18.4.2 if he is found or becomes of unsound mind;

18.4.3 if he is requested in writing by all his co-directors to resign;

18.4.4 if he be removed by a resolution of the Company pursuant to Section 220 of the Act;

18.4.5 if he shall pursuant to the provisions of the Statutes or by reason of any order made thereunder be prohibited from acting as a director;

if he resigns his office by notice in writing to the Company;

if he is absent from meetings of the directors for six consecutive months without leave of the directors otherwise than on the business of the Company and is not represented at any such meetings during such six consecutive months by an alternate director, and the directors resolve that his office be, by reason of such absence, vacated; provided that the

directors shall have power to grant to any director not resident in South Africa leave of absence for any or an indefinite period.

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Rank:	REGISTRAR
Address:	(Ex Officio) Commissioner of Oaths CIPC

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18.5 A director may hold any other office under or position with the Company (except that of auditor) in conjunction with his office of director for such period and on such remuneration terms (in addition to the remuneration to which he may be entitled as a director) and otherwise as the directors may determine.

18.6 A director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise and (except insofar as otherwise decided by the directors), he shall not be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company.

18.7 Any director may act by himself or through his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director.

A director who is in any way whether directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company, shall declare the nature of his interest in accordance with Sections 234, 235, 237 and 238 of the Act.

18.9 Subject to the next succeeding article no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any other office under or position with the Company or

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Rank:	Registrar
Address: CIPC	
18	
(If a Official Commissioner of Oaths)	

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Rank: <u>REGISTERED</u>	(Ex Officio) Commissioner of Oaths
Address: <u>CIPC</u>	

in any company promoted by the Company or in which the Company is interested or in respect of professional services rendered or to be rendered by such director or as vendor, purchaser or in any other manner whatever, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested 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 appointment, contract or arrangement by reason of such director holding the office or of the fiduciary relationship thereby established.

18.10 A director shall not vote nor be counted in the quorum and if he shall do so his vote shall not be counted on any resolution for his own appointment to any other office under or position with the Company or in respect of any contract or arrangement in which he is interested, but this prohibition shall not apply to:

18.10.1 any arrangement for giving to any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company, or

18.10.2 any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company which the director has himself guaranteed or secured; or



18.10.3 any contract by a director to subscribe for or underwrite shares or debentures of the Company; or

18.10.4 any contract or arrangement with a company in which he is interested by reason only of being a director, officer, creditor or member of such company;

and these prohibitions may at any time be suspended or relaxed to any extent either generally, or in respect of any particular contract or arrangement, by the Company in general meeting.

18.11 Where proposals are under consideration concerning the appointment (including fixing the terms of appointment) of two or more directors to offices or employments with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each director separately and in such cases each of the directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

18.12 If any question shall arise at any meeting as to the entitlement of any directors to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any other director shall be final and conclusive except in a case where the nature or extent of the interests of the director concerned have not been fairly disclosed.

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Rank:	Registrar
(Ex Officio) Commissioner of Oaths	CIPC
Address:	



- 18.13 The directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing themselves or any of them to be directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

19. ALTERNATE DIRECTORS

- 19.1 Each director may appoint either another director or any person approved for that purpose by a resolution of the directors to act as alternate director in his place and during his absence and may at his discretion remove such alternate director. A person so appointed shall, except as regards power to appoint an alternate, and remuneration, be subject in all respects to the terms and conditions existing with reference to the other directors of the Company, and each alternate director, whilst so acting, shall be entitled to receive notices of all meetings of the directors or of any committee of the directors of which his appointor is a member, and to attend and vote at any such meeting at which his appointor is a member, and to attend and vote at any such meeting at which his appointor is not personally present and he shall generally be entitled to exercise and discharge all the functions, powers and duties of his appointor in such appointor's absence as if he were a director. Any director acting as alternate shall (in addition to his own vote) have a vote for each director for whom he acts as alternate. An alternate director shall *ipso facto* cease to be an

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Address:	(Ex Officio) Commissioner of Patents CIPC



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Signature: *[Signature]*

Full Name & Surname: *NOKO NANCY BOSHO MARI*

Rank: *REGISTRAR*

Address: *CIPC*

(E= Official Commissioner of Oaths)

alternate director if his appointor ceases for any reason to be a director, provided that if any director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this article which was in force immediately before his retirement shall remain in force as though he had not retired. Any appointment or removal of an alternate director shall be effected by instrument in writing delivered at the office and signed by the appointor. The remuneration of an alternate director shall be payable only out of the remuneration payable to the director appointing him and he shall have no claim against the Company for his remuneration.

20. CASUAL VACANCIES / ADDITIONAL DIRECTORS, VALIDITY OF APPOINTMENT

20.1 The Company may in general meeting elect any person to be a director either to fill a casual vacancy or as an additional director, but so that the total number of directors shall not exceed at any time any maximum number fixed by or in accordance with these articles. The Company in general meeting may also from time to time increase or reduce the number of directors.

20.2 The validity of the appointment of any director shall not be affected by a failure to comply with Section 211(3) of the Act.

21. POWERS OF DIRECTORS

21.1 The directors on behalf of the Company may pay a gratuity or pension or allowance on retirement or other benefit to any director or ex-director or other



officer or employee of the Company, its holding company (if any) or any subsidiary of the Company whether or not he has held any other salaried office under or position with the Company or to his widow or dependants and make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance or life assurance or other benefits.

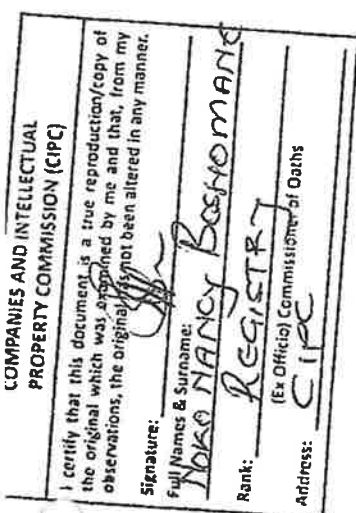
21.2 The directors may take all steps that may be necessary or expedient in order to enable the shares, debentures or other securities of the Company to be introduced into and dealt with in any country or state and may accept responsibility for and pay and discharge all taxes, duties, fees, expenses or other sums which may be payable in relation to any of the matters aforesaid and may subscribe to and comply with the laws and regulations of any such country or state.

21.3 Save as otherwise expressly provided by these articles, all cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all documents to be executed by the Company shall be signed, drawn, accepted, endorsed or executed as the case may be in such manner as the directors shall from time to time by resolution determine.

22. FILLING OF CASUAL VACANCY OR ADDING TO EXISTING BOARD POWERS

Without prejudice to the powers of the Company in general meeting in pursuance of

any of the provisions of these articles to appoint any person to be a director, the



directors shall have power at any time and from time to time to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing board, but so that the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

23. BORROWING POWERS

The Company may create and issue secured or unsecured debentures and subject to any regulations from time to time made by the Company in general meeting, the directors may borrow from time to time for the purposes of the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of any such sums by bond, mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures or otherwise as they may think fit, and may make such regulations regarding the transfer of debentures, the issuing of certificates therefor (subject always to Article 5.1 hereof) and all such other matters incidental to debentures as they may think fit: Provided that no special privileges as to allotment of shares in the Company, attending and voting at general meetings, appointment of directors or otherwise, shall be given to the holders of debentures of the Company save with the sanction of the Company in general meeting.



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Full Names & Surname:	DOKO NANCY DEHOMANE
Rank:	REGISTRAR (Ex Officio) Commissioner of Oaths
Address:	CIPC

24. LOCAL BOARDS, AGENTS AND COMMITTEES OF THE BOARD

24.1 The directors may establish any local boards or agencies in South Africa or elsewhere for managing any of the affairs of the Company and may appoint any persons to be members of such local boards, or any managers or agents and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the directors with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the directors may think fit, and the directors may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

24.2

The directors may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the directors, to be the attorney or agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may

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	Full Names & Surname: <i>NOKO NANCY BOSHOANE</i>	
	Rank: <i>REGISTER</i>	
	Address: <i>(Ex Officio) Commissioners of Oaths</i> <i>CIPC</i>	



also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him or them.

- 24.3 The directors may delegate any of their powers to an executive or other committee whether consisting of a member or members of their body or not 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 and any such regulations may authorise the appointment of sub-committees.

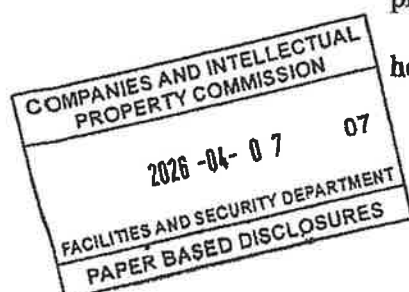
25. MANAGING AND EXECUTIVE DIRECTORS

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Full Names & Surname:	NOKO NANCY BENHMANE
Rank:	REGISTER
Address:	(Ex Officio) Commissioner of Batis CIPC

25.2

The directors may from time to time appoint one or more of their body to be Managing Director, Assistant Managing Director, General Manager or Executive Director (with or without specific designation) of the Company or to other executive office with the Company as the directors shall think fit and may from time to time remove or dismiss him or them from office and appoint another or others in his or their place or places.

Subject to any provisions either in these articles or in the contract under which he is appointed any director appointed to any position or executive office pursuant to the last preceding article shall be, while he continues to hold that position or office under a contract for a term of years, subject to the same provisions as to removal terms as the other directors of the Company, and, if he ceases to hold office as director, his appointment to such position or



executive office shall *ipso facto* and immediately be terminated but without prejudice to any claims or damages which may accrue under any such contract in respect of such termination.

- 25.3 The directors may from time to time entrust to and confer upon a director appointed to any position or executive office under Article 25.1 such of the powers exercisable under these articles by the directors as they think fit, and may confer such powers for such time, and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions, as they think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

26. PROCEEDINGS OF DIRECTORS AND COMMITTEES

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Full Names & Surname:	NOKO NANCY DASHOMBE
Rank:	REGISTER
Address:	(Ex Office) Commissioned Baths CIPC

The directors may meet for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined by the directors, two directors shall form a quorum, unless the Company only has one director, in which case that director shall constitute a quorum. A director may at any time, and the secretary upon the request of a director shall at any time, convene a meeting of the directors. A director who is not in South



Africa, shall not be entitled to notice of any meeting, but it shall be given to his alternate, if any, unless such alternate is also absent from South Africa.

26.2 The continuing directors may act notwithstanding any vacancy in their body, but if and so long as their number be reduced below the minimum number fixed by or in accordance with these articles, they may act only for the purpose of filling up vacancies in their body or of summoning general meetings of the Company but not for any other purpose, and may act for either of the purposes aforesaid whether or not their number be reduced below the minimum number fixed by or in accordance with these articles as a quorum.

26.3

The directors may elect a Chairman and a Deputy Chairman (to act in the absence of the Chairman) of their meetings and determine the period for which they are to hold office, which period shall not exceed one year, but if no such Chairman or Deputy Chairman is elected or if at any meeting the Chairman or Deputy Chairman be not present within five minutes after the time appointed for holding the same, the directors present shall choose one of their number present to be Chairman at such meeting.

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Rank:	REGISTRAR
Address:	(Ex Officio) Commissioner of Oaths CIPC

26.4

Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote, provided that should the quorum be two and should only two directors be present at the meeting, the Chairman shall not have a casting vote.



26.5 A meeting of the directors at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under these articles for the time being vested in or exercisable by the directors generally.

26.6 A resolution in writing signed by the directors who may be present in South Africa at the time when such resolution is signed by the first of such directors, being not less than are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted; provided that where a director is not so present, but has an alternate who is so present, then such resolution must also be signed by such alternate. All such resolutions shall be described as "directors' resolutions" and shall be forwarded or otherwise delivered to the secretary without delay, and shall be recorded by him in the Company's minute book and noted at the meeting of the directors next following the receipt thereof by him. A directors' resolution (unless signed by all the directors or their alternates) shall be inoperative if it shall purport to authorise or to do any act which a meeting of the directors has decided shall not be authorised or done, until confirmed by a meeting of the directors.

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Rank:	REGISTRAR
(Ex Officio) Commissioner of Oaths	CIPC
Address:	

26.7 The meetings and proceedings of any committee consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of directors so far as the same are applicable thereto and are not superseded by any regulations made or imposed by the directors.



- 26.8 All acts done by the directors or by a committee of directors or by any person acting as a director or a member of a committee, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of the directors or persons acting aforesaid, or that they or any of them were disqualified from or had vacated office, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a director or member of such committee.

27. SECRETARY

- 27.1 Subject to the provisions of the Statutes, the secretary (who shall be permanently resident in South Africa and which may be a body corporate or a partnership complying with the requirements of the Act) shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by the directors. A provision of the Statutes or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

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28. AUTHENTICATION OF DOCUMENTS

- 28.1 Any director or the secretary or any person appointed by the directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or



the directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the office the local manager or other officer of the Company having the custody thereof shall be deemed to be the person appointed by the directors aforesaid.

- 28.2 A document purporting to be a copy of a resolution of the directors or an extract from the minutes of a meeting of the directors which is certified as such in accordance with the provisions of the last preceding article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the directors.

29. DIVIDENDS

The Company in general meeting or the directors may from time to time declare a dividend to be paid to the members according to their respective rights and interest in proportion to the number of shares held by them in each class in respect whereof the dividend is payable; but if any share be issued on terms providing that it shall rank for dividend as from a particular date or for all dividends declared after a particular date, such share shall rank for dividend accordingly.

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Full Names & Surname:	NOKOVANCY BESMOMANE
Rank:	REGISTRAR
(Is Official Commissioner of Oaths)	
Address:	CIPC



29.2 A dividend may be declared out of the profits or reserves of the Company, whether realised or unrealised, whether of a revenue or a capital nature and whether designated distributions or not, and no dividend shall carry interest as against the Company, except as otherwise provided under the conditions of issue of the shares in respect of which such dividend is payable. 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.

29.3 The Company in general meeting or the directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the position of the Company. The directors may also pay the fixed dividend payable on any preference share of the Company half-yearly or otherwise on fixed dates whenever such position in the opinion of the directors justifies that course.

Dividends shall be declared payable to members registered as such on a date at least fourteen days after the date of the declaration of the dividend.

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.

29.6 All unclaimed dividends may be invested or otherwise made use of by the directors for the benefit of the Company until claimed, provided that

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Full Names & Surname:	NEKO HANCO BACHOMANE
Rank:	REGISTRAR
(Ex Officio) Commissioner of Oaths	
CIPC	



dividends unclaimed for a period of three years may be forfeited by the directors for the benefit of the Company.

- 29.7 Any dividend, interest or other sum payable in cash to the holder of a share may be paid by cheque sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first on the register in respect of the share at his registered address, or addressed to such person and at such address as the holder or joint holders may in writing direct, or by electronic transfer into the bank account nominated by the holder or, in the case of joint holders, into the bank account nominated by the holder whose name stands first on the register in respect of the share. Every such cheque shall, unless the holder or joint holders otherwise direct, be made payable to the order of the person to whom it is addressed and shall be sent at the risk of the holder or joint holders. Every such electronic transfer shall be made at the risk of the holder or joint holders. The Company shall not be responsible for the loss in transmission of any cheque or of any document (whether similar to a cheque or not) sent through the post as aforesaid or for the loss or misdirection of any electronic transfer. Payment of any such cheque or the making of any such electronic transfer, to whomsoever effected, shall be a good discharge to the Company.

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Rank:	REGISTRAR
Address:	(Ex Officio) Commissioner of Oaths CIPC

- 29.8 Any dividend may be paid and satisfied, either wholly or in part, by the distribution of specific assets, or in paid-up shares, debentures or securities of the Company or of any other company, or in cash, or in any one or more of

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such ways as the directors of the Company in general meeting may at the time of declaring the dividend determine and direct, and where any difficulty arises in regard to such 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 may determine that cash payments shall be made to any member upon the footing of the value so fixed in order to secure equality of distribution and may vest any such assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the directors.

29.9

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Full Names & Surname:	NANCY BOSMAN
Rank:	REGISTER
(Ex Officio) Commissioner of Oaths	
Address:	CIPC

The directors may from time to time make such regulations as they may think fit in regard to the payment of dividends to members having registered addresses outside South Africa, and such regulations may provide for the payment of such dividends in any foreign currency and the rate of exchange at which such payment shall be made and such other matters as the directors may think fit.

RESERVES

30.1

The directors may before recommending any dividend whether preferential or otherwise, set aside out of the profits of the Company such sum as they think proper as reserves which shall, at the discretion of the directors be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the



directors may from time to time think fit. The directors may also without placing the same to reserve, carry forward any profits which they may think prudent not to divide.

31. CAPITALISATION OR DISTRIBUTION OF PROFITS

The Company in general meeting may upon the recommendation of the directors at any time and from time to time resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserves or of any share premium account or capital redemption reserve fund or to the credit of the income statement or otherwise available for distribution and not required for the payment of the fixed dividends on any preference shares of the Company, and accordingly that such amount be set free for distribution among the members or any class of members who would be entitled thereto if distributed by way of dividend and in the same proportions on the footing that the same be not paid in cash but either be applied in paying up unissued shares of the Company to be issued to such members as fully paid capitalisation shares having a par value or be transferred to the Company's stated capital and be applied in distributing to such members shares of no par value.

32. DIRECTORS' POWERS ON CAPITALISATION OR DISTRIBUTION OF PROFITS

If any difficulty arises in regard to any distribution under the preceding article, the directors may settle the same as they think it expedient. They may make all

appropriations and applications of the undivided profits or sum resolved to be

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capitalised thereby, and all allotments and issues of shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to provide that fractions shall be ignored altogether, or by payment in cash or otherwise, as they think fit, in the case of shares or debentures becoming distributable in fractions. The directors may also appoint any person to enter, on behalf of all members entitled to the benefit of such appropriations and applications or to participate in such distribution, into any contract requisite or convenient for giving effect thereto, and such appointment and contract made under such appointment shall be effective and binding on all such members.

33. PAYMENTS TO MEMBERS

Notwithstanding the provisions of the preceding articles insofar as they relate to payment of dividends or distributions to members, the Company may from time to time, subject to the provisions of the Statutes, make payments to members.

SHARE PREMIUM ACCOUNT AND CAPITAL REDEMPTION RESERVE FUND

The Company may from time to time, subject to any requirements which may be imposed by the Statutes, by ordinary resolution authorise the directors to distribute all or any part of the amount for the time being standing to the credit of or deal with, in any way recommended by the directors or authorised by the Statutes, any share premium account or capital redemption reserve fund of the Company, save

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Rank:	REGISTRAR
Address:	CIPC
Official Commissioner of Oaths	

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that the provisions of this article shall not apply in respect of any action properly taken by the Company in terms of Sections 76(3) or 98(4) of the Act.

35. ACCOUNTS

35.1 The directors shall cause to be kept such accounting records and books of account as are prescribed by the Statutes.

35.2 The accounting records shall be kept at the office or (subject to the provisions of Section 284 of the Act) at such other place as the directors think fit, and shall at all times be open to inspection by the directors. Except as provided by the Statutes or by the authority of the directors no member (other than a director) shall have any right to inspect any accounting record book, account or document of the Company.

The directors shall, in accordance with Sections 286 and 288 of the Act, cause to be prepared and laid before the Company in annual general meeting such annual financial statements, group annual financial statements and group reports (if any) as are referred in those sections.

Subject to the provisions of the Statutes, a copy of the annual financial statements, group annual financial statements and group reports referred to in the last preceding article shall be delivered or sent by post to the registered address of each member and debenture holder at least twenty-one clear days before the Annual General Meeting, so that such period shall not include the

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day on which the annual financial statements are delivered or sent, or deemed to be delivered or sent, or the day on which the meeting is to be held: Provided that this article shall not require a copy of the said documents to be sent to any person who is not entitled to receive notice of general meetings of the Company or of whose address the Company is not aware, or to more than one of the joint holders of any shares or debentures.

36. AUDITORS

36.1 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

36.2 Subject to the provisions of the Statutes, all acts done by any person acting as auditor, shall, as regards all persons dealing in good faith with the Company, be valid notwithstanding that there was some defect in his appointment.

All annual financial statements when audited and laid before an Annual General Meeting shall be deemed conclusively correct, and shall not be reopened.

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Full Name & Surname:	NOKO NANCY BOSHOANE
Rank:	REGISTERED
(Ex Officio) Commissioner of Oaths	
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37. NOTICES

37.1 Any notice or other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such member at his registered address;

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provided that if the Company is prevented through circumstances beyond its control from so giving notice, then notice may be given by advertisement. Should it be necessary to give notice by advertisement, such notice shall, subject to the provisions of the Statutes, be advertised in the Gazette and in a leading daily newspaper in Johannesburg; provided that where a branch register or transfer office has been established, such advertisement shall also be inserted in at least one leading newspaper circulating in the town or district in which such branch register or transfer office is located. Any member described in the register of members by an address not within South Africa or any country where a branch register is kept, who shall from time to time give to the Company an address within South Africa or such country at which notices may be served upon him, shall be entitled to have notices served upon him at such address but save as aforesaid and as provided by the Statutes, no member other than a registered member described in the register of members by an address within South Africa or any country where a branch register is kept, shall be entitled to receive any notice from the Company.

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Full Names & Surname:	YOKO NANCY BOSHOANE
Rank:	REGISTERED
(Ex Official Commissioner of Oath)	
Address:	
CIPC	

37.2 In the case of joint holders of a share, 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.

37.3 Any notice or other document, if served by post, shall be deemed to have been served at the time when the same was put in the post, and in proving such

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service it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

37.4 Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which, previously to his name and address being entered on the register, shall have been given to the person from whom he derived his title to such share.

Any notice or other document delivered or sent by post to or left at the registered address of any member in pursuance of these articles shall, notwithstanding that such member be then under legal incapacity, and whether or not the Company has notice of his legal incapacity, be deemed to have been duly served in respect of any share registered in the name of such member as a sole or joint holder unless his name shall at the time of the service of the notice or document have been removed from the register as the holder of the share; and such service shall for all purposes of these articles be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

37.6 Save as otherwise expressly provided, where a given number of days notice, or notice extending over any period, is required to be given, the days of

37.5

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Signature: *[Signature]*

Full Names & Surname: *NOKO NANEY BOSHOHANE*

Rank: *REGISTER*

(Ex Officio) Commissioner of Oaths

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service shall not, unless it is otherwise provided, be counted in such number of days or other period.

37.7 The signature to any notice to be given by the Company may be in writing.

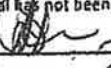
38. WINDING UP

If the Company shall be wound up the liquidator may, with the sanction of a special resolution of the members divide among the members in specie or kind the whole or any part of the assets of the Company and may for such purpose set such value as he deems fair upon any asset and may determine how the division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members or any of them as the liquidator, with the like sanction, shall think fit. Any such resolution may provide for and sanction a distribution of any specific assets amongst different classes of members otherwise than in accordance with their existing rights, but each member shall in that event have a right of dissent and other ancillary rights in the same manner as if such resolution were a special resolution passed pursuant to Section 390 of the Act.

39. INDEMNITY

39.1 Subject to the provisions of Section 247 of the Act:



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Rank:	REGISTRAR
	(Ex Officio) Commissioner of Oaths
Address:	CIPC

39.1.1

every director, manager, secretary and officer of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such director, manager, secretary or officer in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 248 of the Act in which relief is granted to him by the Court; and

39.1.2

every such person aforesaid shall be indemnified 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 which any such person may incur or become liable to by reason of any contract entered into or act or deed done by him as such director, secretary, manager or officer of the Company or in any way in the discharge of his duties.

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Signature:	
Full Name & Surname:	ZHOBO DANCY BOSHOBI
Rank:	REGISTRAR
Address:	(Ex Office) Commissioner of Oaths CIPC

Subject to the provisions of the Statutes, no director, manager, secretary or officer or servant of the Company shall be liable for the acts, receipts, neglects, or defaults of any other director, manager, secretary or officer or servant, or for joining in any receipt or other act for 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 for and on behalf of the Company, or for the insufficiency or deficiency of 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 insolvency or delict of any person with whom any

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FACILITIES AND SECURITY DEPARTMENT PAPER BASED DISCLOSURES	

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 whatsoever which shall happen in the execution of his duties of office or in relation thereto, unless the same happen through his own dishonesty.

40. PRE-ACQUISITION PROFITS

Save as provided in Schedule 4 to the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses (as the case may be) shall, at the discretion of the directors and so far as the law allows, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and the amount available for dividend shall be adjusted accordingly.

41. PRIVATE COMPANY

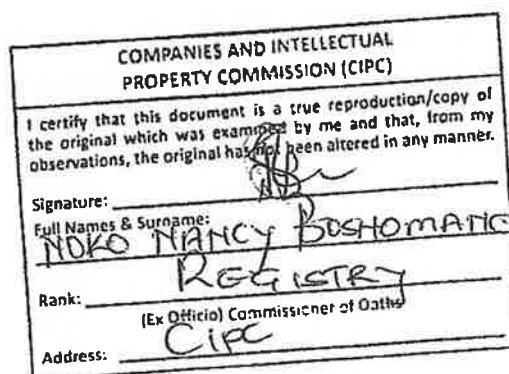
41.1 The Company is a private company within the meaning of Section 20 of the Act, and accordingly:

41.1.1 the right to transfer shares in the Company shall be restricted in the manner hereinafter appearing



COMPANIES AND INTELLECTUAL PROPERTY COMMISSION (CIPC)	
I hereby certify that this document is a true reproduction/copy of the original which was examined by me and that, from my observations, the original has not been altered in any manner.	
Signature:	
Full Names & Surname:	NOKO NANCY BESHOMANE
Rank:	REGISTRY
(Ex Officio) Commissioner of Oaths	
Address:	CIPC

- 41.1.2 the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in such employment of the Company were, whilst in such employment and have continued after the determination of such employment, to be members of the Company) shall be limited to fifty, provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purposes of this paragraph be treated as a single member;
- 41.1.3 no invitation shall be made to the public to subscribe for any shares or debentures of the Company; and
- 41.1.4 the Company shall not have power to issue share warrants.
- 41.2 The directors may, in their absolute discretion and without assigning or being obliged to assign any reason therefor, decline to register any transfer of shares.

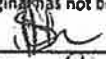


SIGNATORIES TO ARTICLES OF ASSOCIATION

Particulars of Subscribers		Date and signature of Subscribers	Particulars of Witness		Date and signature of Witness
1. Full names	DANIEL DE WET HAYWARD	20/06/2003	1. Full names	CHARMAINE ESTERHUYZEN	20/06/2003
Occupation	ATTORNEY		Occupation	SECRETARY	
Residential address	14 HAGEN ROAD, GREENSIDE, 2193		Residential address	12 KANFERBOS STREET, HENNOSPARK, CENTURION, 0157	
Business address	82 MAUDE STREET, SANDTON, 2196		Business address	82 MAUDE STREET, SANDTON, 2196	
Postal address	P O BOX 784903 SANDTON, 2146		Postal address	P O BOX 784903, SANDTON, 2146	
2. Full names			2. Full names		
Occupation			Occupation		
Residential address			Residential address		
Business address			Business address		
Postal address			Postal address		
3. Full names			3. Full names		
Occupation			Occupation		
Residential address			Residential address		
Business address			Business address		
Postal address			Postal address		

COMPANIES AND INTELLECTUAL
PROPERTY COMMISSION (CIPC)

I certify that this document is a true reproduction/copy of the original which was examined and compared with the original observations, the original has not been altered in any manner.

Signature: 

Full Names & Surname:

NOKO NANCY BEHOMANI

Rank:

REGISTRY
(Ex Officio) Commissioner of Oaths

Address:

CIPC

Copyright Authority 9836 dated 14 July 1994



**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

**Appendix 5.3.3: Copies of Certified certificate of incorporation and
memorandum of association of Sporic Solutions**

**Certificate issued by the Commissioner of Companies & Intellectual
Property Commission on Friday, March 27, 2026 at 10:59**



Companies and Intellectual
Property Commission

a member of the dti group

COR14.3: Registration Certificate

Registration Number: 2024 / 725027 / 07
Enterprise Name: SPORIC SOLUTIONS

ENTERPRISE INFORMATION

Registration Number: 2024 / 725027 / 07
Enterprise Name: SPORIC SOLUTIONS
Registration Date: 14/11/2024
Business Start Date: 14/11/2024
Enterprise Type: Private Company
Enterprise Status: In Business
Financial Year End: February
TAX Number: 9792240195
Addresses: POSTAL ADDRESS

2 WINKLEY STR
BEREA
EAST LONDON
EASTERN CAPE
5241

ADDRESS OF REGISTERED OFFICE

2 WINKLEY STR
BEREA
EAST LONDON
EASTERN CAPE
5241

ACTIVE MEMBERS / DIRECTORS

Surname and First Names	Type	ID Number / Date of Birth	Appointment Date	Addresses
MPENGESI, SANDISO	Director	9802285802088	25/03/2026	Postal: 2 WINKLEY STR, BERE, EAST LONDON, EASTERN CAPE, 5241 Residential: 2 WINKLEY STR, BERE, EAST LONDON, EASTERN CAPE, 5241
MPENGESI, BABALWA	Director	8103270683083	25/03/2026	Postal: 2 WINKLEY STR, BERE, EAST LONDON, EASTERN CAPE, 5241 Residential: 2 WINKLEY STR, BERE, EAST LONDON, EASTERN CAPE, 5241
MPENGESI, SBABALO	Director	0708155830084	25/03/2026	Postal: 2 WINKLEY STR, BERE, EAST LONDON, EASTERN CAPE, 5241 Residential: 2 WINKLEY STR, BERE, EAST LONDON, EASTERN CAPE, 5241

MPFARISENI JOHN MULAUDZI
Commissioner Of Oaths
NON PRACTISING ATTORNEY (RSA)
124 Main street
Marshalltown, Johannesburg

CERTIFIED TRUE COPY
OF THE ORIGINAL

Date: 27/03/2026



**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

APPENDIX 6.1: OWNERSHIP INTEREST IN SMILE TELECOMS

The Ownership Interest in the Applicant are as follows:

Name	Address	Percentage Shareholding
Smile Communications (Pty)Ltd	Central Park No.4, 257 Jean Avenue, Centurion	100%

Smile Telecoms SA (Pty) Ltd is 100% owned by Smile Communications (Pty)Ltd. The ownership interest of 5% or more in Smile Communications (Pty)Ltd are as follows:

Identity	Shareholding	Address
Hassan Abdulrhman Sharbatly	[REDACTED]	[REDACTED]
Ibrahim Hassan Sharbatly	[REDACTED]	[REDACTED]
Yasser Hassan Sharbatly	[REDACTED]	[REDACTED]
Ernest Nnaemeka Azudialu-Obiejesie	[REDACTED]	[REDACTED]

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

**APPENDIX 6.8: Details of the board of directors and Senior management of
Smile Telecoms**

Board of Directors

Name	Nationality	Identification Number	Position	Address
Hermien Wessels	South African	[REDACTED]	Director	[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]

SENIOR MANAGEMENT

Name	Nationality	Passport No.	Position	Address
Osman Sultan	French	[REDACTED]	Chairman: Smile Telecoms Holdings Limited	[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]
Maan El Amine	Belgian	[REDACTED]	Group CEO: Smile Telecoms Holdings Limited	[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]

[CONFIDENTIAL]

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

Appendix 7.1: Ownership interests in Sporic Solutions

The ownership interests in the transferee are as follows:

Name	Address	Percentage shareholding
Babalwa Mpengesi	[REDACTED]	[REDACTED]
Sandiso Mpengesi	[REDACTED]	[REDACTED]
Sbabalo Mpengesi	[REDACTED]	[REDACTED]

APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09

**Appendix 7.2: Written undertaking indicating correctness of information in
Appendix 7.1**

I, the undersigned, Njabulo Samuel Dlamini, ID number [REDACTED], am the
Accounting Officer of Sporic Solutions (Pty) Ltd ("Sporic Solutions"). **CONFIDENTIAL**

I hereby provide this written undertaking on behalf of Sporic Solution for the purposes
of the application by Smile Telecoms (Pty)Ltd ("**Smile** ") to ICASA to transfer the
ownership of license of Smile Telecoms to Sporic Solutions.

I hereby confirm the correctness of the information stated in Appendix 7.1 regarding
the ownership interests in Sporic Solutions.

Signed this 15 day of MAY 2026 at Johannesburg


Njabulo Samuel Dlamini
Accounting Officer

APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09

**Appendix 7.4: Written undertaking indicating correctness of information in
Appendix 7.3**

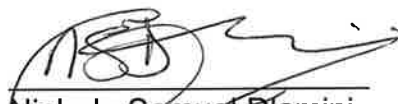
I, the undersigned, Njabulo Samuel Dlamini, ID number [REDACTED], am the
Accounting Officer of Sporic Solutions (Pty) Ltd ("**Sporic Solutions**").

CONFIDENTIAL

I hereby provide this written undertaking on behalf of Sporic Solution for the purposes
of the application by Smile Telecoms (Pty)Ltd ("**Smile** ") to ICASA to transfer the
ownership of license of Smile Telecoms to Sporic Solutions.

I hereby confirm the correctness of the information stated in Appendix 7.3 indicating
that Sporic Solutions is not listed on any stock exchange.

Signed this 15th day of MAY 2026 at Johannesburg


Njabulo Samuel Dlamini
Accounting Officer

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

**Appendix 7.5: Ownership interests of persons holding an ownership interest in
Sporic Solutions**

Name	Address	Percentage shareholding
Babalwa Mpengesi	[REDACTED]	[REDACTED]
Sandiso Mpengesi	[REDACTED]	[REDACTED]
Sbabalo Mpengesi	[REDACTED]	[REDACTED]

[CONFIDENTIAL]

APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09

**Appendix 7.6 Written undertaking indicating correctness of information in
Appendix 7.5**

I, the undersigned, Njabulo Samuel Dlamini, ID number [REDACTED], am the
Accounting Officer of Sporic Solutions (Pty) Ltd ("**Sporic Solutions**").

CONFIDENTIAL

I hereby provide this written undertaking on behalf of Sporic Solution for the purposes
of the application by Smile Telecoms (Pty)Ltd ("**Smile** ") to ICASA to transfer the
ownership of license of Smile Telecoms to Sporic Solutions.

I hereby confirm the correctness of the information stated in Appendix 7.5, regarding
the ownership interests of persons holding an ownership interest in Sporic Solutions.

Signed this 15th day of MAY 2026 at Johannesburg


Njabulo Samuel Dlamini
Accounting Officer

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

Appendix 7.7: Ownership interests in the transferee held by historically disadvantaged groups

The following ownership interests in the transferee are held by historically disadvantaged groups:

HDG shareholder	HDG status	Percentage shareholding in the transferee
Babalwa Mpengesi	Black Female	██████████
Sandiso Mpengesi	Black Male	██████████
Sbabalo Mpengesi	Black Male	██████████
		100%

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

**The B-BBEE certificate of Sporic Solutions (Pty) Ltd is attached as Appendix
7.7.1.**



the dti

Department:
Trade and Industry
REPUBLIC OF SOUTH AFRICA



Companies and Intellectual
Property Commission

a member of the dti group

B-BBEE CERTIFICATE FOR EXEMPTED MICRO ENTERPRISES

Issued by the Companies & Intellectual Property Commission (CIPC) on behalf of the Department of Trade and Industry. Based on the Financial Statements/Management Accounts and other information available on the latest financial year-end, the annual Total Revenue was R10,000,000.00 (Ten Million Rands) or less.

This Certificate serves as an Affidavit in terms of Code Series 000, Section 4.5 of the Amended Codes 2013.



Tracking Number:

9456140361



Enterprise Number:

K2024725027

B-BBEE LEVEL 1 CONTRIBUTOR: 135% PROCUREMENT RECOGNITION

B-BBEE INFORMATION

Certificate Number	9456140361
Total Number of Shareholders	THREE (3) SHAREHOLDER(S)
Number of Black Shareholders	THREE (3) BLACK
Number of White Shareholders	SHAREHOLDER(S) ZERO (0) WHITE
Black Ownership Percentage	SHAREHOLDER(S)100% BLACK
	OWNERSHIP
Black Female Percentage	40% BLACK FEMALE OWNERSHIP
White Ownership Percentage	0% WHITE OWNERSHIP
B-BBEE Status	B-B BEE LEVEL 1 CONTRIBUTOR: 135% PROCUREMENT RECOGNITION
Date of Issue	07-April-2026
Expiry Date	06-April-2027

- Unemployed black people not attending and not required by law to attend an educational institution and not awaiting admission to an educational institution: **100%**
- Black people who are youth as defined in the National Youth Commission Act of 1996: **60%**
- Black people who are persons with disabilities as defined in the Code of Good Practice on employment of people with disabilities issued under the Employment Equity Act: **0%**
- Black people living in rural and under developed areas: **100%**
- Black military veterans who qualify to be called a military veteran in terms of the Military Veterans Act 18 of 2011: **0%**

Registration number	2024 / 725027 / 07
Enterprise Name	SPORIC SOLUTIONS
Registration Date	14-November-2024
Enterprise Type	Private Company
Enterprise Status	In Business

Physical Address

the dti Campus - Block F
77 Meintjies Street
Sunnyside 0001

Postal Address: Companies

P O Box 429
Pretoria
0001

Docex: 256

Web: www.cipc.co.za

Contact Centre: 086 100 2472(CIPC)

Contact Centre (International): +27 12 394 9500



APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09

**Appendix 7.8: Written undertaking indicating correctness of information stated
in 7.7 of Form G**

I, the undersigned, Njabulo Samuel Dlamini, ID number [REDACTED], am the
Accounting Officer of Sporic Solutions (Pty) Ltd ("**Sporic Solutions**").

CONFIDENTIAL

I hereby provide this written undertaking on behalf of Sporic Solution for the purposes
of the application by Smile Telecoms (Pty)Ltd ("**Smile** ") to ICASA to transfer the
ownership of license of Smile Telecoms to Sporic Solutions.

I hereby confirm the correctness of the information stated in 7.7 of Form G, regarding
the extent to which the ownership interests of persons holding an ownership interest
in Sporic Solutions are held by historically disadvantaged groups.

Signed this 15th day of MAY 2026 at Johannesburg


Njabulo Samuel Dlamini
Accounting Officer

APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09

**Appendix 7.10: Written undertaking indicating correctness of information
stated in 7.9 of Form G**

I, the undersigned, Njabulo Samuel Dlamini, ID number [REDACTED] am the
Accounting Officer of Sporic Solutions (Pty) Ltd ("**Sporic Solutions**").

CONFIDENTIAL

I hereby provide this written undertaking on behalf of Sporic Solution for the purposes
of the application by Smile Telecoms (Pty)Ltd ("**Smile** ") to ICASA to transfer the
ownership of license of Smile Telecoms to Sporic Solutions.

I hereby confirm the correctness of the information stated in 7.9 of Form G, regarding
whether the holder of any ownership interest in Sporic is a foreign citizen or an entity
registered or incorporated in any country other than South Africa.

I confirm that shareholders of Sporic Solutions are Black South African based in South
Africa.

Signed this 15th day of MAY 2026 at Johannesburg


Njabulo Samuel Dlamini
Accounting Officer

APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09

**Appendix 7.12: Written undertaking indicating correctness of information
stated in 7.11 of Form G**

I, the undersigned, Njabulo Samuel Dlamini, ID number [REDACTED], am the
Accounting Officer of Sporic Solutions (Pty) Ltd ("**Sporic Solutions**").

[CONFIDENTIAL]

I hereby provide this written undertaking on behalf of Sporic Solution for the purposes
of the application by Smile Telecoms (Pty)Ltd ("**Smile** ") to ICASA to transfer the
ownership of license of Smile Telecoms to Sporic Solutions.

I hereby confirm the correctness of the information stated in 7.11 of Form G, regarding
whether any person holding an ownership interest in Sporic holds a licence issued in
terms of the Act or holds an ownership interest in any other licensee licensed to
provide a service similar to that to which the application relates.

Signed this 15th day of MAY 2026 at Johannesburg


Njabulo Samuel Dlamini
Accounting Officer

[CONFIDENTIAL]

APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09

**Appendix 7.14: Written undertaking indicating correctness of information
stated in 7.13 of Form G**

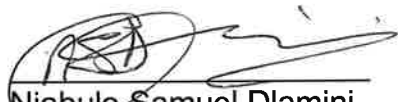
I, the undersigned, Njabulo Samuel Dlamini, ID number [REDACTED], am the
Accounting Officer of Sporic Solutions (Pty) Ltd ("**Sporic Solutions**").

CONFIDENTIAL

I hereby provide this written undertaking on behalf of Sporic Solution for the purposes
of the application by Smile Telecoms (Pty)Ltd ("**Smile** ") to ICASA to transfer the
ownership of license of Smile Telecoms to Sporic Solutions.

I hereby confirm the correctness of the information stated in 7.13 of Form G, regarding
particulars of any interest held by Sporic Solutions in another licensee licensed in
terms of the Act.

Signed this 15th day of MAY 2026 at Johannesburg


Njabulo Samuel Dlamini
Accounting Officer

Appendix 7.15: Details of Sporic Solution's board of directors and senior management

Board of Directors.

Name	Nationality	Identification Passport	Position	Address
Mpengesi Babalwa	South African	[REDACTED]	Executive director	[REDACTED]
Mpengesi Sandiso	South African	[REDACTED]	Executive director	[REDACTED]
Mpengesi Sbabalo	South African	[REDACTED]	Non-executive director	[REDACTED]

Senior Management.

Name	Nationality	Identification Passport	Position	Address
Njabulo Dlamini	South African	[REDACTED]	Chief Financial Officer (CFO)	[REDACTED]
Langa Ludidi	South African	[REDACTED]	Chief Operating Officer (COO)	[REDACTED]
Kendy Mtwentula	South African	[REDACTED]	Chief Of Staff (COS)	[REDACTED]

[CONFIDENTIAL]

APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09

**Appendix 8.5: Written undertaking indicating correctness of information stated
in 8.1, 8.2, 8.3 and 8.4 of Form G**

I, the undersigned, Njabulo Samuel Dlamini, ID number [REDACTED], am the
Accounting Officer of Sporic Solutions (Pty) Ltd ("**Sporic Solutions**").

CONFIDENTIAL

I hereby provide this written undertaking on behalf of Sporic Solution for the purposes
of the application by Smile Telecoms (Pty)Ltd ("**Smile** ") to ICASA to transfer the
ownership of license of Smile Telecoms to Sporic Solutions.

I hereby confirm the correctness of the information stated in 8.1, 8.2, 8.3 and 8.4 of
Form G, regarding –

- 1 the revocation of any licence held by Sporic Solutions;
- 2 the rejection of any application by Sporic Solutions for a licence;
- 3 any pending licence application by Sporic Solutions; and
- 4 any action taken by the Authority or any other person against Sporic Solutions
due to a breach of the Act and related legislation.

Signed this 15th day of MAY 2026 at JOHANNESBURG


Samuel Njabulo Dlamini
Accounting Officer

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

**Appendix 8.6: Sporic Solutions 5-year business plan in respect of the
application**

[CONFIDENTIAL]

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

Appendix 8.7: Comprehensive Business plan of Sporic Solutions

[CONFIDENTIAL]

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

**Appendix 8.8: Sporic Solutions's audited annual financial statements for the
previous three years**

Not Applicable since Sporic was incorporated in 2024

[CONFIDENTIAL]

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

Appendix 8.9: Detailed network architectural layout plan and roll-out plan

[CONFIDENTIAL]

Appendix 9.1: Compliance with the 30% ownership and control interest by historically disadvantaged groups

Following the transfer of ownership, the ultimate ownership of the license by historically disadvantaged persons will be 100%.

Black persons will hold 100% of the licensees previously owned by Smile Communication.

This will exceed the requirement for a minimum of 30% ownership by historically disadvantaged groups as required.

As a direct consequence of the transfer of ownership of the licences there will be an increase in the number of licences issued in terms of the Act, held by historically disadvantaged groups in the country.

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177//ECS/JAN/09 AND 0177//ECNS/JAN/09**

Appendix 9.2: Independent competition analysis report

[CONFIDENTIAL]

Appendix 9.3: Consumer interest analysis report

[CONFIDENTIAL]

Appendix 10.1: Reasons for the proposed transfer of ownership

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

(CONFIDENTIAL)

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

**Appendix 11.1 Audit Report of the Applicant compiled by Deloitte indicating the
non-use of the licensees by the Applicant**

(CONFIDENTIAL)

APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09

**Appendix 11.2: Written undertaking by Sporic's authorised representative that
Sporic will comply with its licence obligations in the event of the transfer of
ownership being approved by the Authority**

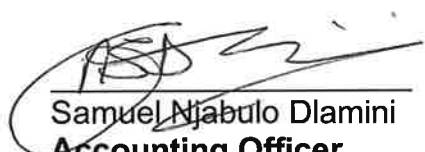
I, the undersigned, Njabulo Samuel Dlamini, ID number [REDACTED], am the
Accounting Officer of Sporic Solutions (Pty) Ltd ("**Sporic Solutions**").

[CONFIDENTIAL]

I hereby provide this written undertaking on behalf of Sporic Solution for the purposes
of the application by Smile Telecoms (Pty)Ltd ("**Smile** ") to ICASA to transfer the
ownership of license of Smile Telecoms to Sporic Solutions.

I hereby confirm, on behalf of Sporic Solutions, that in the event of the transfer of
ownership of licence from Smile to Sporic being approved, Sporic will discharge its
licence obligations.

Signed this 15th day of may 2026 at Johannesburg 2026



Samuel Njabulo Dlamini
Accounting Officer

[CONFIDENTIAL]

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

Appendix 14.2: Resolution authorising the person signing this application to sign it

RESOLUTION OF THE BOARD OF DIRECTORS OF SMILE TELECOMS (PTY) LTD

This document has been submitted to all the directors of the Company and constitutes notice to each director of the matters to be decided by the passing of the resolution/s set out below.

I, the director of Smile Telecoms (Pty) Ltd ("**the Company**") whose name appears below and who has signed this document (or any counterpart of it), adopt the resolutions below by written consent in accordance with section 74 of the Companies Act No 71 of 2008, as amended ("**Companies Act**") and the Company's memorandum of incorporation, on the basis that such resolutions will have the same effect as if they had been approved by voting at a meeting of the board of directors of the Company ("**Board**"), duly convened, constituted and held.

1 It is recorded that:

- 1.1 The Company is the holder of an individual electronic communications service licence and an individual electronic communications network service licence;
- 1.2 The Company seeks to apply to the Independent Communications Authority of South Africa ("**ICASA**") for approval to transfer control of the Company to Link Africa (Pty) Ltd; and
- 1.3 The Company is required to submit the required Form G: Application to Transfer Ownership and/or Control of an Individual Licence and related documents to ICASA in order to apply for approval to transfer the control of the licensee.

2 Accordingly, it is resolved that:

- 2.1 **Mr Hermien Wessels** is hereby authorised, on behalf of the Company, to do all such things and sign and execute all such documents as may be necessary or desirable to give effect to, or which may be incidental to, the requirement to submit an application to ICASA for approval to transfer control of the Company to Sporic Solutions (Pty) Ltd ("**Application**") and to take any other action which may be necessary for the performance and fulfilment of the Application.
- 2.2 This resolution be annexed to such Application.

Duly resolved by:



Hermien Wessels

03-06-2026
DATE

**APPLICATION BY SMILE TELECOMS TO TRANSFER OWNERSHIP OF THE LICENCE IN
RELATION TO LICENCES 0177/IECS/JAN/09 AND 0177/IECNS/JAN/09**

PROOF OF PAYMENT OF APPLICATION FEE



NOTIFICATION OF PAYMENT

To Whom It May Concern:

First National Bank hereby confirms that the following payment instruction has been received:

Date Actioned	: 2026/05/05
Time Actioned	: 15:22:50
Trace ID	: 1QJBXY8P

Payer Details

Payment From	:
Cur/Amount	: 82,111.00

Payee Details

Recipient/Account No	: . . 002927
Name	: ICASA-1
Bank	: Nedbank Limited
Branch Code	: 198765
Reference	: SMILE TELECOMS-IECS

END OF NOTIFICATION

To authenticate this Payment Notification, please visit the First National Bank website at fnb.co.za, select the "Verify Payments" link and follow the on-screen instructions.

Our customer (the payer) has requested First National Bank Limited to send this notification of payment to you. Should you have any queries regarding the contents of this notice, please contact the payer. First National Bank Limited does not guarantee or warrant the accuracy and integrity of the information and data transmitted electronically and we accept no liability whatsoever for any loss, expense, claim or damage, whether direct, indirect or consequential, arising from the transmission of the information and data.



NOTIFICATION OF PAYMENT

To Whom It May Concern:

First National Bank hereby confirms that the following payment instruction has been received:

Date Actioned	: 2026/05/06
Time Actioned	: 13:02:06
Trace ID	: 1DG6Y38P

Payer Details

Payment From	:
Cur/Amount	: 2,627.00

Payee Details

Recipient/Account No	: .. 002927
Name	: ICASA-1
Bank	: Nedbank Limited
Branch Code	: 198765
Reference	: SMILE TELECOMS-IECS

END OF NOTIFICATION

To authenticate this Payment Notification, please visit the First National Bank website at fnb.co.za, select the "Verify Payments" link and follow the on-screen instructions.

Our customer (the payer) has requested First National Bank Limited to send this notification of payment to you. Should you have any queries regarding the contents of this notice, please contact the payer. First National Bank Limited does not guarantee or warrant the accuracy and integrity of the information and data transmitted electronically and we accept no liability whatsoever for any loss, expense, claim or damage, whether direct, indirect or consequential, arising from the transmission of the information and data.



NOTIFICATION OF PAYMENT

To Whom It May Concern:

First National Bank hereby confirms that the following payment instruction has been received:

Date Actioned	: 2026/05/05
Time Actioned	: 15:22:51
Trace ID	: 24NBXY8P

Payer Details

Payment From	:
Curr/Amount	: 82,111.00

Payee Details

Recipient/Account No	: . . 002927
Name	: ICASA-1
Bank	: Nedbank Limited
Branch Code	: 198765
Reference	: SMILE TELECOMS-IENS

END OF NOTIFICATION

To authenticate this Payment Notification, please visit the First National Bank website at fnb.co.za, select the "Verify Payments" link and follow the on-screen instructions.

Our customer (the payer) has requested First National Bank Limited to send this notification of payment to you. Should you have any queries regarding the contents of this notice, please contact the payer. First National Bank Limited does not guarantee or warrant the accuracy and integrity of the information and data transmitted electronically and we accept no liability whatsoever for any loss, expense, claim or damage, whether direct, indirect or consequential, arising from the transmission of the information and data.



NOTIFICATION OF PAYMENT

To Whom It May Concern:

First National Bank hereby confirms that the following payment instruction has been received:

Date Actioned	: 2026/05/06
Time Actioned	: 13:02:07
Trace ID	: CSK6Y38P

Payer Details

Payment From	:
Cur/Amount	: 2,627.00

Payee Details

Recipient/Account No	: . . 002927
Name	: ICASA-1
Bank	: Nedbank Limited
Branch Code	: 198765
Reference	: SMILE TELECOMS-IENS

END OF NOTIFICATION

To authenticate this Payment Notification, please visit the First National Bank website at fnb.co.za, select the "Verify Payments" link and follow the on-screen instructions.

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