



33 Cayman Road
Alewynspoort
1872

Tel. 010 140 1626
E-mail: admin@eyeofafricahoa.co.za

EYE OF AFRICA HOMEOWNERS ASSOCIATION NPC
Registration No. 2007/030516/08

**NOTICE CONVENING A SPECIAL GENERAL MEETING TO BE HELD BY MEMBERS OF EYE OF AFRICA
HOMEOWNERS ASSOCIATION NPC**

[REGISTRATION NUMBER: 2007 / 030516 / 08] "THE COMPANY"

**IN TERMS OF SECTIONS 16 AND 65 OF THE COMPANIES ACT, ACT 71 of 2008 "The
Act"**

READ WITH THE PROVISIONS OF THE MEMORANDUM OF INCORPORATION OF THE COMPANY

Whereas the Board of Directors of the Company received a written demand from Members in terms of the provisions of Section 61 (3)(b) of the Act "the Petition" on 27 March 2026; and

Whereas the Board of Directors had via Management considered the signatories to the Petition and had the signatories independently verified to see if the Petition meets the legal requirements of Section 61 (3)(b) of the Act; and

Whereas the Board of Directors also consulted legal counsel on the Petition and the legal position of the Company in respect of the Petition; and

Whereas that the Petition did not meet the requirements as it was not signed by the shareholders entitled to exercise at least ten percent of their voting rights but the Board has decided nevertheless to proceed in terms of Section 16(c)(i)(aa).

Notice is hereby given by the Board of Directors that as provided for in Section 16(1)(c)(i)(aa) of the Act, a Special General Meeting of Members of the Company is convened to be held both in person and virtually on **20 May 2026 at 18h00** at Waterstone School Hall to discuss and resolve the agenda items set out herein and to vote without amendment on the Ordinary and the Special Resolutions as set out in the annexure attached hereto marked Annexure X seeking certain amendments to the current legally enforceable Memorandum of Incorporation of the Company "MOI".



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AGENDA: -

1. Opening and welcome.
2. Noting of Members present in person and represented by proxy.
3. Establishment of a quorum.
4. Address by the Developer on issues relating to matters referred to in the Petition.
5. Presentation of the background, motivation and purpose of the proposed Ordinary Resolutions and the proposed Special Resolutions involving suggested amendments to the MOI– Petitioners and Board members. See the entire Petition unaltered as received attached hereto.
6. Questions on the Ordinary Resolutions and Special Resolutions as proposed.
7. Electronic voting by poll on each Ordinary Resolutions and Special Resolution.
8. Announcement of the outcome of the voting on the Ordinary Resolutions and Special Resolutions.
9. Closure of the Special General Meeting.

GENERAL: -

Electronic participation:

The Special General Meeting will be conducted in a hybrid format using in room proprietary devices as well as a virtual interactive platform that both support voting and participation in the meeting. Detailed instructions will be provided prior to the meeting. Members that will participate virtually are reminded to ensure their email addresses are correctly registered with the HOA.

Logistics:

There will be HOA buses available to depart from the Greens Restaurant to transport members to the venue.

Members are encouraged to bring their mobile phone along with the battery fully charged for electronic voting. This applies to both online attendees and in-person attendees.

This Notice will be electronically disseminated to all Members of the Company.

This Notice will be published together with the existing legally enforceable MOI on the official website of the Company. As such, the MOI is not attached to this Notice and should any Member wish to be provided with a copy of the MOI, please do not hesitate to contact HOA Management.



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Housekeeping:

Members are encouraged to consider the provisions of the existing legally enforceable MOI of the Company in conjunction with the suggested amendments as set out above to enable the Members to participate in the Special General Meeting in a meaningful manner.

If any Member is unable to attend the Special General Meeting, such Member is encouraged to appoint a proxy or failing a specific person in such proxy, then the Chairperson in accordance with the attached Proxy Form. Proxy forms must be duly dated and signed by the Member concerned and must clearly indicate if the votes are predetermined by the proxy giver or whether the power to vote is given to the proxy holder as he/she elects.

Provisions of the MOI and the Act that find application:

Clause 4 of the MOI regulates that the MOI may only be amended in terms of the provisions of Section 16 and 17 of the Act.

The Petition deals with several amendments to the existing MOI. The Agenda deals with several amendments to the existing MOI and several Ordinary Resolutions.

In terms of the provisions of Clause 21.3 of the MOI, general meetings of the company may be held at any time.

Clause 21.4 regulates that the Special General Meetings shall be convened in accordance with Section 61 of the Act.

In terms of Clause 22.1 of the MOI, the notice convening the Special General Meeting shall be delivered in terms of the Act and in terms of Clause 22.4 the notices of Special General Meetings may be delivered by e-mail or such other electronic means as the Board may decide from time to time, and in the case other than an e-mail, having delivered notice of such decision to all members.

In terms of the provisions of Clause 23.2, no business shall be transacted at any Special General Meeting unless a quorum is present at the time when the meeting proceeds to business.

Clause 23.2 then cross-reference to Clause 24.1 of the MOI which regulates that a quorum necessary for the holding of a general meeting shall be as set out in the Act and, in this regard, Section 64 of the Act regulates that a members' meeting may not begin until sufficient persons are present at the meeting to exercise in aggregate, at least 25 % of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the meeting and a matter to be decided at the meeting may not begin to be considered unless sufficient persons are present at the meeting to exercise in aggregate at least 25 % of all the voting rights that are entitled to be exercised on that matter at the time the matter is called on the agenda.

In terms of Clause 23.3 of the MOI, it is regulated that if within half-an-hour after the time appointed for the Special General Meeting a quorum is not present, the Special General Meeting shall stand adjourned to a day not earlier than 7 (seven) days and not later than 21 (twenty-one) days after the date of the meeting and if at such adjourned meeting a quorum is not present within half-an-hour after the time appointed for the meeting, the members present in person or represented by proxy shall be a quorum.



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In terms of the provisions of Clause 23.4, the company is legally empowered to conduct a Special General Meeting entirely by electronic communication or it may provide for one or more members, or proxies or other representatives of members, to participate by electronic communication in all or a part of the special general meeting, as long as the electronic communication employed ordinarily enables all persons participating in the Special General Meeting to communicate concurrently with each other without an intermediary and to participate reasonable effectively in the Special General Meeting.

Clauses 24.3, 23.5 and 23.6 regulates the conduct and position of the chairman of the Special General Meeting.

In terms of Clause 23.5, the chairman of the meeting is not entitled to a second or casting vote in the case of an equality of votes.

Clause 23.6 regulates that the chairman of the Board shall preside at all meetings of members and in the event that he is not present within 10 (ten) minutes of the scheduled time for the start of the special general meeting, or in the event of his inability or unwillingness to act, the vice- chairman shall act in his stead, or failing the vice-chairman, a chairman appointed by the meeting.

Clause 24.3 regulates that the chairman of the Special General Meeting at which a quorum is present may, and shall if so directed by the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting at which the adjournment took place. Subject to the provisions of the Act, when a meeting is adjourned it shall not be necessary to deliver notice thereof.

Clause 24.4 of the MOI states that no resolution tabled at a special general meeting shall require a seconder during the development period.

Clause 25 of the MOI regulates voting.

In terms of Clause 25.1 it is regulated that at the Special General Meeting every member in person or represented by proxy and entitled to vote shall have one vote for each erf or sectional title unit registered in his name, provided that if the erf or unit is registered in more than one name, they shall jointly have one vote. Clause 25.1 also provides further the developer shall during the development period in addition have one vote for each erf and unit which has been transferred into the name of third parties and one vote for each erf and unit which has not been transferred in the name of third parties.

Clause 25.2 regulates that a member whose levies are in arrears or who is under suspension for any reason whatsoever, is not entitled to vote at the Special General Meeting.

Clause 25.7 regulates that for a special resolution of members of the company to be approved, it must be supported by at least 75 % (seventy-five per centum) of the voting rights exercised on the resolution.



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Clause 25.10 regulates that unless any member in person or by proxy at the Special General Meeting shall before the closure of the meeting have objected to any declaration made by the chairperson of the meeting as to the result of any voting at the meeting, whether by show of hands or by poll, or to the propriety or validity of the procedure at such meeting, a declaration by the chairperson that the votes were properly and validly constituted and conducted and an entry in the minutes to the effect that any motion has been carried or lost, with or without a record of the number of votes recorded in favour or against such motion, shall be conclusive evidence of the vote so recorded.

Clause 27 of the MOI regulates that should less than 50 % (fifty per centum) of the total votes of all eligible members be present or represented at a meeting calling for a special resolution, the meeting shall stand adjourned to a day not earlier than 7 (seven) days and not later than 21 (twenty-one) days after the date of the meeting.

At the adjourned meeting, notwithstanding that there may be less than 50 % (fifty per centum) of the total votes represented, the resolution may nevertheless be passed as a special resolution provided that the remaining requirements of a special resolution are met.

Clause 29 of the MOI regulates proxies and states as follows:

- 29.1 A member entitled to vote at a meeting is entitled to appoint one person or more than one person in the alternative to each other as his proxy(ies) to attend, speak and vote at a general meeting on his behalf.
- 29.2 A proxy need not be a member of the company.
- 29.3 The instrument appointing a proxy shall be in writing under the hand of the appointer or his agent duly authorized in writing or, if the appointer is a body corporate, under the hand of the authorized representative. A proxy appointment need not be witnessed. Whether he himself is a member or not, the holder of a general or special power of attorney given by a member shall, if duly authorised under that power to attend and take part in meetings and proceedings of the company generally, be entitled to attend general meetings and vote thereat.
- 29.4 A form of proxy may be issued at the company's expense only if it is sent to all members who are entitled to attend and vote at the general meeting to which the proxy form relates.
- 29.5 The instrument appointing a proxy and the power of attorney or author authority, if any, under which it is signed (or a notarially certified copy of such power of authority) shall be deposited at the registered office of the company (or at such other place as the directors may determine in relation to any particular meeting) at any time before the time for the holding of a meeting at which the person named in the instrument proposes to speak or vote. A form of power of attorney or proxy shall be invalid if this clause is not complied with.



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- 29.6 Except insofar as the form appointing a proxy indicates otherwise, the appointment of a proxy is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specially directed to vote for or against or to abstain from voting on any proposal or resolution), the power generally to act for the member giving that proxy at the general meeting in question as the proxy may think fit. Unless the contrary is stated thereon, the form appointing a proxy shall be valid for each adjournment of the general meeting to which it relates.
- 29.7 No instrument appointing a proxy shall be valid after expiration of 6 (six) months to the date on which it was signed unless specifically stated to the contrary in the instrument of proxy itself.
- 29.8 The instrument appointing a proxy may be in any usual or common form approved by the directors but shall be worded that the holder thereof may vote for or against or abstain from voting on any one or more of the resolutions proposed at the meeting at which the proxy is to be used.

The Board has resolved to provide to all members the attached proxy form for Members unable to attend the Special General Meeting,

Members are requested to have completed, signed and dated Proxy Forms transmitted to the Estate office to reach the Estate Offices preferably on or before the 19 May 2026 at 16h00 by utilising the following e-mail address: admin@eyeofafricahoa.co.za to assist in the smooth flowing of the signing-in process on the date of the meeting. Members will be entitled to table proxies at the meeting itself.

Please note that any Proxy Form is open to scrutiny by the Board of Directors of the Company or the Chairperson of the Special General Meeting.

Section 65(9) of the Act provides that a Special Resolution will only carry if supported by 75 % (seventy-five percent) of the voting rights exercised in favour of the Resolution of the Members present, either in person or represented by proxy, and the meeting being duly quorate.

Section 65(11) of the Act provides that a Memorandum of Incorporation of a company may only be amended via a special resolution of the eligible voting members of the Company.

It is necessary in terms of the provisions of Section 65(11) of the Companies Act to convene a Special General Meeting of Members of the Company and for the Members of the Company to resolve via Special Resolution upon the proposed amendments of the existing MOI as set out above

To allow Members the greatest flexibility in respect of the proposed Ordinary Resolutions and the proposed amendments to the MOI, the various proposals are proposed as separate Resolutions. Members will be required to please vote on each separate Special Resolution and each Ordinary Resolution

Each Special Resolution that carries will be incorporated in an amended MOI, which will be finalised by the Board, initialled by the Chairperson and lodged with the relevant statutory authority, being the Companies and Intellectual Property Commission (hereinafter "CIPC") to make it legally enforceable.



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If the amendments to the MOI are approved by the Special Resolutions, they shall take effect 10 days after the amendments have been filed, approved and registered by CIPC.

Any Member who is of the view that this Notice does not have sufficient clarity, specificity, information or explanatory material in respect of the proposed Special Resolutions as formulated in the attached Petition and who wishes to exercise his / her / its rights in terms of Section 65(5) of the Act, can obtain clarity, additional information or any explanation by contacting the Petitioners or the Estate Offices prior to proceeding with any legal remedies.

Should any questions arise, please do not hesitate to contact the Estate Offices.

The Board
Eye of Africa Homeowners Association NPC