



Arabella Country Estate Home Owners Association NPC
Incorporated in the Republic of South Africa
Registration Number 1999/005542/08
("the Company")

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given, in terms of section 62(1) of the Companies Act No. 71 of 2008, as amended ("Companies Act") that the Annual General Meeting ("AGM") of members of the Arabella Country Estate Home Owners Association NPC will be held in the Orca Room at the hotel (members can attend or join remotely) at 17h00 on Friday, 8 December 2023 to consider and, if deemed fit, to approve the resolutions referred to below, with or without modification.

The board has decided that it is appropriate for the AGM to be held as a hybrid meeting, which will provide for both in-person attendance and electronic participation, to allow for the widest possible participation by members during the AGM proceedings.

The AGM will be held for those members wishing to attend in person, in the Orca Room at the Arabella Hotel, Spa and Golf, Arabella Country Estate, R44, Kleinmond, Hermanus. Members who wish to attend the AGM either in person or electronically should advise the manager by email at admin@arabellaestate.co.za, by 30 November 2023 for administrative purposes. A link will be provided to all members.

VOTING REQUIREMENTS AND ORDINARY RESOLUTIONS

An ordinary resolution will, in terms of the Companies Act and the Company's Memorandum of Incorporation ("MOI"), require the support of more than 50% (fifty percent) of the voting rights of members, exercised thereon at the AGM to be approved.

An ordinary resolution for the election of Homeowner Directors ("Directors") has been excluded from the AGM Notice, as those Directors currently serving in office in accordance with clause 27.6 of the MOI and shall retire or seek re-election at the AGM held during their second year of office.

AGENDA

1 WELCOME AND APOLOGIES

2 INTRODUCTION AND AGENDA

3 CHAIRPERSON'S REPORT

4 RESOLUTIONS

- 4.1 Ordinary Resolution Number 1 - Approval of Minutes 9 December 2022 (*Annexure "A"*)
- 4.2 Ordinary Resolution Number 2 - Approval of Audited Annual Financial Statements 2022 (*Annexure "B"*)
- 4.3 Ordinary Resolution Number 3 - Appointment of Auditors
- 4.4 Ordinary Resolution Number 4 - Approval of Capital Expenditure 2024 (*Annexure "C"*)
- 4.5 Ordinary Resolution Number 5 – Approval of Directors' Remuneration for 2024
- 4.6 Ordinary Resolution Number 6 - Actions of Directors and Company Secretary

5 GENERAL

- 5.1 Matters arising from minutes of the previous meeting (9 December 2022)
- 5.2 Homeowner Levy (*Annexure "D"*)
- 5.3 Operational Annual Reports
 - 5.3.1 Estate Manager Annual Report
 - 5.3.2 Audit and Risk Management Committee Annual Report
 - 5.3.3 Fauna and Flora Committee Annual Report
 - 5.3.4 Aesthetics Committee Annual Report
 - 5.3.5 Security Committee Annual Report
 - 5.3.6 Marketing Committee Annual Report
 - 5.3.7 Engagement Committee Annual Report
 - 5.3.8 Arabella Homeowners Community Trust Annual Report
- 5.4 Address by Southern Sun
- 5.5 Meeting Calendar (*Annexure "E"*)
- 5.6 Club House
- 5.7 General



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RESOLUTIONS TO BE PROPOSED

The percentage of voting rights required for all Ordinary Resolutions to be adopted: more than 50% (fifty percent) of the voting rights exercised.

1 ORDINARY RESOLUTION NUMBER 1

"RESOLVED THAT the minutes of the Annual General Meeting of the Company held on 9 December 2022 be and are hereby approved."

Explanatory Note: The 2022 Annual General Meeting was held on 9 December 2022. The minutes of that Annual General Meeting are attached to this notice as *Annexure "A"*. Members are required to consider the minutes and will be asked to approve them at the annual general meeting.

2 ORDINARY RESOLUTION NUMBER 2

"RESOLVED THAT the Audited Annual Financial Statements of the Company, and the directors' report for the year ended 31 December 2022 be and are hereby confirmed and adopted."

Explanatory Note: The Audited Annual Financial Statements of the Company, incorporating the reports of the auditors and the directors, for the financial year ended 31 December 2022 as approved by the Board of Directors of the Company on 15 February 2023 will be presented to the members as required in terms of section 30(3) of the Companies Act and are attached to this notice as *Annexure "B"*. Members are required to consider these audited financial statements and will be asked to approve and adopt them at the annual general meeting.

3 ORDINARY RESOLUTION NUMBER 3

"RESOLVED THAT Pragmakonsult Accountants are hereby appointed as auditors of the Company for the ensuing year until the conclusion of the next annual general meeting and that the auditors' remuneration be determined by the Board of Directors."

4 ORDINARY RESOLUTION NUMBER 4

"RESOLVED THAT the proposed Capital Expenditure for the financial period 1 January 2024 to 31 December 2024 is hereby approved." *Annexure C*

5 ORDINARY RESOLUTION NUMBER 5

"RESOLVED THAT the Home Owner Representative Directors' remuneration to the amount of R123 492 (as required by our MOI, paragraph 31.1) for the financial period 1 January 2024 to 31 December 2024 is hereby approved."

6 ORDINARY RESOLUTION NUMBER 6

"RESOLVED THAT the directors and company secretary of the Company be and are hereby authorised to do all such things and sign all documents and take all such action as they consider necessary to implement the resolutions set out in the notice convening the annual general meeting at which this Ordinary Resolution Number 6 will be considered."



PROXIES

Members are reminded that a member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend, participate in and vote at the annual general meeting in the place of the member and members are referred to the proxy form attached to this notice in this regard. A proxy need not be a member of the Company. It is requested, for administrative purposes that proxy forms be completed, dated, signed and delivered to the Estate Managers Office, Arabella Country Estate, PO Box 788, Kleinmond 7195, or emailed to admin@arabellaestate.co.za by 18h00 on Wednesday, 6 December 2023 in accordance with the instructions on the back of the proxy form.

Kindly take note that the participants at the meeting are required to provide satisfactory identification, and in terms of section 63(1) of the Companies Act, the person presiding at the annual general meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as a member or as a proxy for a member) has been reasonably verified. Forms of identification include the presentation of valid identity documents, driver's licenses or passports.

- In compliance with the provisions of section 58(8)(b)(i) of the Companies Act, a summary of the rights of a member to be represented by proxy, as set out in section 58 of the Companies Act, is set out below:
 - A member entitled to attend and vote at the annual general meeting may appoint any individual (or two or more individuals) as a proxy or as proxies to attend, participate in and vote at the annual general meeting in the place of the member. A proxy need not be a member of the Company.
 - A proxy appointment must be in writing, dated and signed by the member appointing a proxy, and, subject to the rights of a member to revoke such appointment (as set out below), remains valid only until the end of the annual general meeting.
 - A proxy may delegate the proxy's authority to act on behalf of a member to another person, subject to any restrictions set out in the instrument appointing the proxy.
 - The appointment of a proxy is suspended at any time and to the extent that the member who appointed such proxy chooses to act directly and in person in the exercise of any rights as a member.
 - The appointment of a proxy is revocable by the member in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the member as of the later of (a) the date stated in the revocation instrument if any, and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.
 - If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Act or the Company's Memorandum of Incorporation to be delivered by the Company to the member, must be delivered by the Company to (a) the member, or (b) the proxy or proxies, if the member has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.
 - Attention is also drawn to the "Notes to the form of proxy".
 - The completion of a form of proxy does not preclude any member from attending the annual general meeting.

By order of the Board

ARABELLA COUNTRY ESTATE HOME OWNERS' ASSOCIATION NPC

Chairperson: A van Wyk

Date: 16 November 2023

Registered office and postal address:

Estate Manager's Office

Arabella Country Estate, PO Box 788, Kleinmond 7195



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FORM OF PROXY

A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy or one or more proxies to attend and speak and vote thereat in his stead, and that proxy need not also be a member of the Company.

All forms of proxy must be lodged with the company secretary at the head office of the Company, Estate Manager's Office, Arabella Country Estate, PO Box 788, Kleinmond 7195, or emailed to admin@arabellaestate.co.za to be received by no later than 18h00 on Wednesday, 6 December 2023.

"I/we, _____ of _____ (erf number) being a member(s) of Arabella Country Estate Home Owners' Association NPC hereby appoint _____ of _____ or failing him _____ of _____ or failing him the chairperson of the annual general meeting as my/our proxy to vote for me/us and on my behalf at the Annual General Meeting of the Company to be held at 17h00 on Friday, 8 December 2023 and at any adjournment thereof.

Please indicate with an "X" in the appropriate space below how you wish your votes to be cast. If you return this form duly signed, without any specific directions, the proxy shall be entitled to vote as he/she thinks fit. Indicate with an "X" against two of the three directors in favour of whom you wish to vote.

	In Favour of the Resolution	Against Resolution	Abstain from Voting
Ordinary Resolution Number 1			
Ordinary Resolution Number 2			
Ordinary Resolution Number 3			
Ordinary Resolution Number 4			
Ordinary Resolution Number 5			
Ordinary Resolution Number 6			

Signed at. _____ this day _____ of 2023

Signature _____

(PLEASE READ THE NOTES ON THE NEXT PAGE HERETO)



NOTES:

1. A member may insert the names of one or more proxies (who need not be a member of the Company) in the space provided, with or without deleting the words "the Chairperson of the annual general meeting". The person whose name appears first on the form of proxy and has not been deleted will be entitled to act in priority to those whose names follow. If no names are filled in the proxy shall be exercised by the Chairperson of the Annual General Meeting.
2. A member's instructions to the proxy must be indicated by the insertion of how the proxy is to vote in the space provided. Failure to comply with the above will be deemed to authorize the proxy to vote as he/she thinks fit. However, where the proxy is the Chairperson, such failure shall be deemed to authorize the Chairperson to vote in favour of the special and ordinary resolutions. A member or his/her proxy is not obliged to use all the votes exercisable by the member or his/her proxy.
3. The completion and lodging of this form of proxy shall in no way preclude the member from attending, speaking and voting in person at the general meeting to the exclusion of any proxy appointed in terms hereof.
4. Should this form of proxy not be completed and/or received in accordance with these notes, the Chairperson may accept or reject it, provided that in respect of its acceptance, the Chairperson is satisfied as to how the member wishes to vote.
5. This form of proxy shall be valid for any adjournment of the annual general meeting as well as the general meeting to which it relates unless the contrary is stated hereon.
6. Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form unless it has previously been registered with the Company.
7. Any alteration, deletion or correction made to this form of proxy must be signed in full and not initialled by the signatory(ies).
8. It is requested, for administrative purposes that proxy forms be completed, dated, signed and delivered to the Estate Managers Office, Arabella Country Estate, PO Box 788, Kleinmond 7195, or emailed to admin@arabellaestate.co.za by 18h00 on Wednesday, 6 December 2023.