

SOUTHERN AFRICAN MUSIC RIGHTS ORGANISATION NPC

(Registration No. 1961/002506/08)

("SAMRO" or "the Company")

UPDATED PROXY FORM

For completion by members unable to attend the Annual General Meeting of the members of SAMRO to be held on **Tuesday 11 December 2018**, at 10h00, at SAMRO Place, Ground Floor, 20 De Korte Street, Braamfontein, Johannesburg (the "AGM").

I/We _____ (Name in Block Letters)

of _____ (Address in Block Letters)

being a member of SAMRO:

do hereby appoint _____ of _____

or, failing him/her, _____ of _____

or, failing him/her, Mr Jerry Mnisi (Chairman of the Board), failing which, Ms Sibongile Khumalo (Vice-Chairman), failing which, Ms Nothando Migogo (Chief Executive), as my/our proxy to attend, speak, and, on a poll, vote on my/our behalf at the AGM, and at any adjournment thereof, and to vote or abstain from voting as follows on the resolutions to be proposed at such meeting:

RESOLUTIONS:		For	Against	Abstain
1.	<i>ORDINARY RESOLUTION 1.1: APPROVAL OF APPOINTMENT OF AUDITORS</i>			
2.	<i>ORDINARY RESOLUTION 2: REMUNERATION OF NON-EXECUTIVE DIRECTORS</i>			
3.	<i>ORDINARY RESOLUTION 3: RATIFICATION OF DIRECTORS' FEES FOR 2016-2018</i>			
4.	<i>SPECIAL RESOLUTION 1: BOARD COMPOSITION</i>			
5.	<i>ORDINARY RESOLUTION 4: RATIO OF BOARD MEMBERS (AS PER MEMBERSHIP RULES)</i>			
6.	<i>SPECIAL RESOLUTION 2: ADOPTION OF UPDATED MEMORANDUM OF INCORPORATION (MOI)</i>			
7.	<i>SPECIAL RESOLUTION 3: SAMRO HOUSE (PTY) LTD FINANCIAL ASSISTANCE</i>			
8.	<i>ORDINARY RESOLUTION 5: RE-APPOINTMENT OF DIRECTOR APPOINTED AFTER THE PREVIOUS ANNUAL GENERAL MEETING: MS DITEBOGO MODIBA</i>			
9.	<i>ORDINARY RESOLUTION 6: RE-ELECTION OF DIRECTORS RETIRING BY ROTATION : MR SIPHO MABUSE</i>			
10.	<i>7.1 "It is hereby RESOLVED that Ms Relebogile Mabotja be and is hereby removed as a publisher director of the Company."</i>			

	7.2	<i>“It is hereby RESOLVED that Mr Jerry Mnisi be and is hereby removed as an independent director of the Company.”</i>		
	7.3	<i>“It is hereby RESOLVED that Mr Rowlin Naicker be and is hereby removed as a publisher director of the Company.”</i>		
	7.4	<i>“It is hereby RESOLVED that Dr Sibongile Khumalo be and is hereby removed as an author director of the Company.”</i>		
	7.5	<i>“It is hereby RESOLVED that Mr S Mabuse be and is hereby removed as an author director of the Company.”</i>		
11.	8.1	<i>“It is RESOLVED that Mr David Alexander be and is hereby nominated as a non-executive director of the Company with effect from receiving written consent in terms of Section 66(7)b of the Companies 71 of 2008”.</i>		
	8.2	<i>“It is RESOLVED that Arthur Mafokate be and is hereby nominated as a non-executive director of the Company with effect from receiving written consent in terms of Section 66(7)b of the Companies 71 of 2008”.</i>		
	8.3	<i>“It is RESOLVED that Wendy Oldfield be and is hereby nominated as a non-executive director of the Company with effect from receiving written consent in terms of Section 66(7)b of the Companies 71 of 2008”.</i>		
	8.4	<i>“It is RESOLVED that Ryan Hill be and is hereby nominated as a non-executive director of the Company with effect from receiving written consent in terms of Section 66(7)b of the Companies 71 of 2008”.</i>		
	8.5	<i>“It is RESOLVED that Sello Chicco Twala be and is hereby nominated as a non-executive director of the Company with effect from receiving written consent in terms of Section 66(7)b of the Companies 71 of 2008”.</i>		

	8.6 <i>“It is RESOLVED that Gabi Le Roux be and is hereby nominated as a non-executive director of the Company with effect from receiving written consent in terms of Section 66(7)b of the Companies 71 of 2008”.</i>			
	8.7 <i>“It is RESOLVED that Natalie Sanderson be and is hereby nominated as a non-executive director of the Company with effect from receiving written consent in terms of Section 66(7)b of the Companies 71 of 2008”.</i>			
	8.8 <i>It is RESOLVED that Linah Ncgobo be and is hereby nominated as a non-executive director of the Company with effect from receiving written consent in terms of Section 66(7)b of the Companies 71 of 2008”.</i>			
	8.9 <i>It is RESOLVED that Craig McGahey be and is hereby nominated as a non-executive director of the Company with effect from receiving written consent in terms of Section 66(7)b of the Companies 71 of 2008”.</i>			
	8.10 <i>It is RESOLVED that Thami Mdluli be and is hereby nominated as a non-executive director of the Company with effect from receiving written consent in terms of Section 66(7)b of the Companies 71 of 2008”.</i>			
	8.11 <i>It is RESOLVED that Philip Miller be and is hereby nominated as a non-executive director of the Company with effect from receiving written consent in terms of Section 66(7)b of the Companies 71 of 2008”</i>			
	8.12 <i>It is RESOLVED that Tshepo Nzimande McGahey be and is hereby nominated as a non-executive director of the Company with effect from receiving written consent in terms of Section 66(7)b of the Companies 71 of 2008”.</i>			

Please indicate with an 'X' in the appropriate spaces above how you wish all your votes to be cast or specify the number of votes you wish to cast in the appropriate spaces. The total votes cast on a resolution may not exceed the total votes the member is entitled to cast.

A member entitled to attend and vote at the abovementioned AGM is entitled to appoint a proxy or proxies to attend, speak and, on a poll, vote in his/her stead. A proxy need not be a member of SAMRO.

Every person present and entitled to vote at the AGM as a member shall on a show of hands have one vote only.

Signed at _____ on _____ 2018.

Signature _____ Name _____

(who warrants his/her authority to do so)

Note: Proxy forms must be forwarded to reach the registered office of SAMRO prior to the commencement of the AGM, or the reconvening of an adjourned AGM. In accordance with section 63(1) of the Companies Act, please note that all members of SAMRO participating in the AGM, and/or their duly appointed proxies, must provide satisfactory identification to SAMRO upon arrival at the AGM.

Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy, unless previously recorded by SAMRO (notarially certified copies of powers of attorney or other authorities are acceptable).

SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

In terms of section 58 of the Companies Act (*references to shareholders replaced with members*):

- a member of a company may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a member) as a proxy to participate in, and speak and vote at, a members' meeting on behalf of such member;
- a proxy may delegate her or his authority to act on behalf of a member to another person, subject to any restriction set out in the instrument appointing such proxy;
- irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant member chooses to act directly and in person in the exercise of any of such member's rights as a member;
- any appointment by a member of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
- if an appointment of a proxy is revocable, a member may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the relevant company;
- a proxy appointed by a member is entitled to exercise, or abstain from exercising, any voting right of such member without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise; and
- if the instrument appointing a proxy or proxies has been delivered by a member to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's memorandum of incorporation to be delivered to a member must be delivered by such company to:
 - the relevant member; or
 - the proxy or proxies, if the relevant member has: (i) directed such company to do so, in writing and (ii) paid any reasonable fee charged by such company for doing so.

SAMRO Place, 20 De Korte Street, Braamfontein, Johannesburg 2001
P O Box 31609, Braamfontein, 2017

Please ensure that your completed and **signed** proxy form reaches SAMRO offices prior to the commencement of the AGM. The form can be faxed to **086 683 6908** or emailed to secretary@samro.org.za.