

# SOUTHERN AFRICAN MUSIC RIGHTS ORGANISATION NPC

(Registration No. 1961/002506/08)

("SAMRO" or "the Company")

## PROXY FORM

For completion by members unable to attend the Extraordinary General Meeting of the members of SAMRO to be held on Friday 27 October 2017, at 10h00, at SAMRO Place, Ground Floor, 20 De Korte Street, Braamfontein, Johannesburg (the "EGM").

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 and participate in the discussion on my/our behalf at the EGM regarding the status of the AEMRO Intellectual Property Rights Management (AEMRO), and at any adjournment thereof.

A member entitled to attend the above mentioned EGM is entitled to appoint a proxy or proxies to attend and speak in his/her stead. A proxy need not be a member of SAMRO.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2017.

Signature \_\_\_\_\_ Name \_\_\_\_\_

(who warrants his/her authority to do so)

**Note:** Proxy forms must be forwarded to reach the registered office of SAMRO by no later than **10:00 on 26 October 2017**, or the reconvening of an adjourned EGM. In accordance with section 63(1) of the Companies Act, please note that all members of SAMRO participating in the EGM, and/or their duly appointed proxies, must provide satisfactory identification to SAMRO upon arrival at the EGM.

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 by 10:00 on 26 October 2017. The form can be faxed to **086 683 6908** or emailed to [secretary@samro.org.za](mailto:secretary@samro.org.za).