



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 Annual General Meeting of the members of SAMRO to be held on Thursday 8 December 2022, 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 Nicholas Maweni** (Chairman of the Board), failing which, **Mr Sisa Mayekiso** (Vice-Chairman), as my/our proxy to attend and participate in the discussion on my/our behalf at the AGM regarding the vote in respect of the reviewed and proposed Membership Rule.

ORDINARY RESOLUTIONS:		FOR	AGAINST	ABSTAIN
1.1.	ORDINARY RESOLUTION 1 : DIRECTORS’ REPORT AND THE INTEGRATED REPORT OF THE GROUP FOR THE YEAR ENDED 30 JUNE 2022			
	<i>“It is hereby resolved that the Directors’ Report and the Integrated Report of the Group for the year ended 30 June 2022 be and are hereby approved”.</i>			
1.2	ORDINARY RESOLUTION NUMBER 2: GROUP AUDIT COMMITTEE REPORT			
	<i>“It is hereby resolved that the Group Audit Committee Report for the year ended 30 June 2022 be and are hereby approved”.</i>			
1.3	ORDINARY RESOLUTION NUMBER 3: AUDITED ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020			
	<i>“It is hereby resolved that the Audited Financial Statements for the year ended 30 June 2022 be and are hereby approved”.</i>			
1.4.	ORDINARY RESOLUTION NUMBER 4: APPOINTMENT OF INDEPENDENT EXTERNAL AUDITORS FOR THE FINANCIAL YEAR ENDING 30 JUNE 2023			
	<i>“It is hereby resolved that Grant Thornton SNG be and are hereby appointed as the independent auditors of SAMRO, to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting.”</i>			
1.5	ORDINARY RESOLUTION NUMBER 6: ROTATION AND RE-ELECTION OF DIRECTORS			
1.5.1	<i>“Resolved that Ryan Hill (Publisher representative Director) who is eligible for rotation by retirement, and has offered himself for re-appointment be and is hereby re-appointed”</i>			
1.5.2	<i>“Resolved that David Alexander (Publisher representative Director) who is eligible for rotation by retirement, and has tendered his resignation, be and is hereby rotated.</i>			
1.5.3	<i>“Resolved that Siphso Sithole (Composer representative Director) who is eligible for rotation by retirement, and has tendered his resignation, be and is hereby rotated.</i>			
1.6.	ORDINARY RESOLUTION NUMBER 7: ELECTION OF ONE (1) COMPOSER DIRECTOR			
1.6.1	<i>Lazarus “Tronix” Madibe</i>			

1.6.2	Eugene Mthethwa									
1.6.3	Andrew Innes									
1.6.4	Maria "KB" Motsilanyana									
1.6.5	Dr Lesley Luthuli									
1.6.6	Sphamandla Mhlongo									
1.6.7	Gloria Bosman									
	SPECIAL RESOLUTIONS:	FOR	AGAINST	ABSTAIN						
2.1	<p>SPECIAL RESOLUTION 1: APPROVAL OF INDEPENDENT DIRECTORS' REMUNERATION FOR THE FINANCIAL YEARS 2023/24 AND 2024/25</p> <p>WHEREAS, Remuneration to directors of non-profit companies is dealt with under Schedule 1 of the Companies Act 71 of 2008. Item 1 (3) (a) of Schedule 1 provides the following:</p> <p>"A non-profit company must not, directly or indirectly, pay any portion of its income or transfer any of its assets, regardless how the income or asset was derived, to any person, who is a director of the company, except</p> <p>(a) as reasonable for remuneration of services rendered to, or at the direction of, the company;</p> <p>WHEREAS, SAMRO had boosted its Board composition to include independent Non-Executive Directors for the following reasons: -</p> <ul style="list-style-type: none"> i. To bring in additional skills, experience and thought to the leadership of the entity with and intention of enhancing the ability of the board, recognising and dealing with risks and opportunities, and even lifting quality and effectiveness of the deliberations in the board. ii. To bring a knowledge and understanding of the regulatory environment of the organisation. iii. To bring about independence, due to absence of an interest, position, association or relationship which, when judged from the perspective of a reasonable and informed third party, is likely to influence unduly or cause bias in decision-making. <p>The resolution required from members is therefore that the fees of the independent Directors be approved as reflected on the table below :</p> <p><i>Table of Fees</i></p> <table border="1"> <thead> <tr> <th>Designation</th> <th>Proposed Fees</th> <th>Comparison to what is currently being paid for similar size entities as per IODSA guidelines</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Designation	Proposed Fees	Comparison to what is currently being paid for similar size entities as per IODSA guidelines						
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		(Median/25 th Percentile)			
Chairperson	500 000.00	1 350 000.00			
Lead Independent Director	400 000.00	652 017.00			
Member	350 000.00	400 000.00			
<i>Refer to IoDSA Non executive remuneration guidelines edition 8 of 2021.</i>					

A member attending the AGM 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 _____ 2022.

Signature _____ Name _____

(who warrants his/her authority to do so)

Note: 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.

The represented party must duly sign the proxy form and complete all the fields, or else the form will be null and void.

NOTES:

1. In accordance with the SAMRO MOI, only full members or their proxy attending the AGM will be allowed to vote.
2. By giving proxy a member assigns his or her rights to attend speak and vote as indicated, to the member appointed as the proxy holder.
3. The member giving proxy may revoke it at any time before the commencement of the AGM.
4. Proxy forms that do not comply with the provisions of the SAMRO MOI will be deemed invalid and rejected. Any alterations or corrections made on this form must be initialled by the member giving proxy.
5. Proxy holders must attend the AGM in person. Forms of absent proxy holders will not be considered.

Please ensure that your completed and **signed** proxy form reaches SAMRO offices by 20:00pm on 7 December 2022(Proxy forms will not be accepted after 10am on 8 December 2022). The form can be emailed to secretary@samro.org.za.