

14th ANNUAL GENERAL MEETING



NATIONAL ELECTRONIC MEDIA INSTITUTE OF SOUTH AFRICA NPC (NEMISA)

Registration No. 1998/014825/08)
("The Company" AND/OR "NEMISA")

NOTICE TO MEMBERS OF THE ANNUAL GENERAL MEETING FOR THE YEAR ENDED 31 MARCH 2021

NOTICE IS HEREBY GIVEN in terms of Section 62 (1) of the Companies Act No. 71 of 2008, as amended, ("the Act") that the Fourteenth Annual General Meeting of the Members of the Company will be held by way of electronic communication on **Friday, 17 September 2021 at 10h00.**

PURPOSE OF THE MEETING

The purpose of the Annual General Meeting is to transact the business as set out in the agenda and, if deemed fit, pass, with or without modification, the resolutions set out hereunder in accordance with the Act, and to discuss other matters raised by shareholders at the meeting.

1. ORDINARY RESOLUTION NUMBER 1: MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING

Adoption of the Minutes of the Previous Annual General Meeting

"RESOLVED that the minutes of the 13th Annual General Meeting of NEMISA held on 29 October 2020 be and are hereby adopted."

Explanatory Note

The minutes of the previous Annual General Meeting of NEMISA held on 29 October 2020 have been circulated as required.

2. ORDINARY RESOLUTION NUMBER 2: ANNUAL REPORT FOR THE YEAR ENDED 31 MARCH 2021

Adoption of the Annual Report for the year ended 31 March 2021

"RESOLVED that the Annual Report of the Company for the year ended 31 March 2021, as approved by the Board of Directors, incorporating *inter alia* the Directors' Report (Governance Report), the Annual Performance against Annual Performance Plan Targets, Audited Financial Statements, the Social, Ethics and Transformation Committee Report, the Audit and Risk Committee Report and the Auditors Report be and is hereby adopted."

Explanatory Note

In terms of Clause 21.1.2.1 of NEMISA's Memorandum of Incorporation and as required in terms of the Companies Act, read with the Companies Regulations, 2011, the Annual Report of NEMISA is required to be

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Non-Executive Directors: Ms Molebogeng Leshabane (Chairperson); Ms Tobeka Buswana; Mr Melvyn Lubega; Mr Lionel Ricardo Adendorff; Ms Nomonde Hlatshaneni;

Prof Christian Michael Adendorff; Ms Bongekile Filana

Executive Director: Mr William Trevor Rammitlwa (CEO)

Company Secretary: Ms Fahmida Yacoob Valla

Reg no. 98/14825/08

presented to the Shareholder after the Annual Report has been approved by the Board of Directors of NEMISA. The Annual Report for the year ended 31 March 2020 of NEMISA has been circulated as required.

3. ORDINARY RESOLUTION NUMBER 3: APPOINTMENT OF THE CHAIRPERSON AND MEMBERS OF THE AUDIT AND RISK COMMITTEE

ORDINARY RESOLUTION NUMBER 3.1

Appointment of Mr Jaruzelski Leonid Le Guma as a member of the Audit and Risk Committee

“RESOLVED that Mr Jaruzelski Leonid Le Guma be and is hereby appointed as a member of the Audit and Risk Committee for the ensuing year until the Annual General Meeting”.

ORDINARY RESOLUTION NUMBER 3.2

Appointment of Mr Jaruzelski Leonid Le Guma as the Chairperson of the Audit and Risk Committee

“RESOLVED that Mr Jaruzelski Leonid Le Guma be and is hereby appointed as the Chairperson of the Audit and Risk Committee for the ensuing year until the Annual General Meeting”.

ORDINARY RESOLUTION NUMBER 3.3

Appointment of Mr Melvyn Lubega as a member of the Audit and Risk Committee

“RESOLVED that Mr Melvyn Lubega be and is hereby appointed as a member of the Audit and Risk Committee for the ensuing year until the Annual General”.

ORDINARY RESOLUTION NUMBER 3.4

Appointment of Mr Lionel Ricardo Adendorf as a member of the Audit and Risk Committee

“RESOLVED that Mr Lionel Ricardo Adendorf be and is hereby appointed as a member of the Audit and Risk Committee for the ensuing year until the next Annual General Meeting”.

ORDINARY RESOLUTION NUMBER 3.5

Appointment of Ms Nomonde Hlatshaneni as a member of the Audit and Risk Committee

“RESOLVED that Ms Nomonde Hlatshaneni be and is hereby appointed as a member of the Audit and Risk Committee for the ensuing year until the next Annual General Meeting”.

Explanatory Note

The Audit and Risk Committee consists of independent non-executive directors in terms of section 94(4) of the Companies Act and Section 27.1 of the Treasury Regulations to perform the duties and responsibilities stipulated in section 94(7) of the Companies Act and other duties described in the Audit and Risk Committee’s terms of reference.

The Board recommends that the directors be individually elected or re-elected (ordinary resolutions 4.1 to 4.5) as the Chairperson and members of the Audit and Risk Committee until the conclusion of the next Annual General Meeting of the Shareholder.

4. ORDINARY RESOLUTION NUMBER 4: CONFIRMATION OF THE EXTERNAL AUDITORS

Confirmation of the External Auditors

“CONFIRMED that the Auditor-General South Africa be and is hereby re-appointed as the external auditor of the Company for the ensuing financial year to hold office until the next Annual General Meeting”.

Explanatory Note

NEMISA is required each year at its annual general meeting to appoint an auditor in compliance with the requirements Section 90(2) of the Act.

The Audit and Risk Committee is satisfied that the Auditor-General South Arica complies with the requirements of Section 90(2) of the Act and has nominated the Auditor-General South Arica for re-appointment as the external auditor of the Company for the ensuing financial year to hold office until the next Annual General Meeting.

5. NOTE

5.1 To note that the following Board members were appointed on 25 October 2019. The Chief Executive Officer, Mr William Trevor Rammitlwa, was appointed as the ex-officio from 1 October 2020. There have not been any other changes to the composition of the Board and hence, no vacancies.

Ms Molebogeng Leshabane (Chairperson)

Ms Tobeka Buswana

Ms Nomonde Hlatshaneni

Ms Bongekile Filana

Mr Melvyn Lubega

Mr Lionel Ricardo Adendorf

Professor Christian Michael Adendorff

Mr William Trevor Rammitlwa (Chief Executive Officer)

5.2 To transact any other business raised by the Shareholder, with or without advance notice to the Company.

6. PROXIES

In terms of NEMISA's Memorandum of Incorporation, all Members are eligible to vote. Members may attend, speak, and vote at the Annual General Meeting or appoint one or more proxies to attend, speak, and vote (including by show of hands) or abstain from voting in her/his stead.

A proxy form is enclosed for the Member if she/he wishes to be represented at the meeting.

The instrument appointing a proxy must be received at the company's registered office not less than 24 hours before the date of the meeting.

BY ORDER OF THE NEMISA BOARD



MS MOLEBOGENG LESHABANE
BOARD CHAIRPERSON

Date: 25/08/2021

BUSINESS ADDRESS: 21 GIRTON ROAD, PARKTOWN, 2193