



**PROXY FORM FOR ANNUAL
GENERAL MEETING 15 June 2023**

**South African Chefs Association NPC
Registration Number 1987/002444/08
("the Company")**

**This proxy form is for use by members of the Company
("Members").**

For instructions on the use of this proxy form and a summary of the rights of the Member and the proxy, please see the instructions and notes at the end of this form.

I,
(please print full names)

of,.....
(insert Address)

and, a voting Member of South African Chefs Association

.....
(insert membership / SA identity number)

do hereby appoint:

1.....or,
failing him / her

2.....or,
failing him / her

the chairperson of the annual general meeting as my proxy, to vote for me on my behalf in respect of the resolutions proposed by the board of directors of the Company at the annual general meeting or at any adjournment or postponement thereof, for the purpose of considering and, if deemed fit, passing with or without modification, the resolutions to be proposed thereat and to vote on such resolutions in accordance with the instructions set out hereunder.

Indicate with a cross how you wish your votes to be cast. If you do not do so, the proxy may vote or abstain at his/her discretion.

	For	Against	Abstain
Special Resolution Number 1 – Ratification for changes to MOI See details of changes on the Notice of the AGM			
Ordinary Resolution Number 1 – Ratification of the changing of the Company Rules			
Ordinary Resolution Number 2 – Ratification of the appointment of the new auditing firm			
Ordinary Resolution Number 3 – Authority of directors			

Signed at..... on of 2023

Signature: _____

NOTES TO THE FORM OF PROXY

1. **INSTRUCTIONS ON SIGNING AND LODGING THE FORM OF PROXY**
 - 1.1 Members who are voting members of the Company on the record date indicated in the notice of the annual general meeting ("the Notice"), to which this form is attached, and who wish to appoint another person for the purposes of voting at the annual general meeting are entitled to complete this proxy form.
 - 1.2 A Member may insert the name of a proxy or the names of two alternative proxies of the Member's choice in the space/s provided. Any such proxy need not be a Member of the Company. If the name of the proxy is not inserted, the chairperson of the annual general meeting will be appointed as proxy. If more than 1 (one) name is inserted, then the person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
 - 1.3 The proxy appointed in this proxy form may delegate the authority given to him or her in this proxy form by delivering to the Company, in the manner required by these instructions, a further proxy form which has been completed in a manner consistent with the authority given to the proxy in this proxy form.
 - 1.4 Unless revoked, the appointment of a proxy in terms of this proxy form remains valid until the end of the annual general meeting, even if the annual general meeting or a part thereof is postponed or adjourned.
 - 1.5 If -
 - 1.5.1 a Member does not indicate on this instrument that the proxy is to vote in favour of or against or to abstain from voting on any resolution; or
 - 1.5.2 the Member gives contrary instructions in relation to any matter; or
 - 1.5.3 any additional resolution/s which are properly put before the annual general meeting; or
 - 1.5.4 any resolution listed in the proxy form is modified or amended, the proxy will not be entitled to vote or abstain from voting, as he or she thinks fit, in relation to that resolution or matter. If, however, the Member has provided further written instructions which accompany this form and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in 1.5.1 to 1.5.4, then the proxy shall comply with those instructions.

- 1.6 This proxy form is revoked, if the Member who granted the proxy –
 - 1.6.1 cancels the proxy appointment in writing; and
 - 1.6.2 delivers a copy of the revocation instrument to the Company and to the proxy or proxies concerned, so that it is received by the Company before the time of the annual general meeting; or
 - 1.6.3 makes a later, inconsistent appointment of a proxy.
- 1.7 If this proxy form is signed by a person on behalf of the Member, whether in terms of a power of attorney or otherwise, then this proxy form will not be effective unless –
 - 1.7.1 it is accompanied by a certified copy of the authority given by the Member to such signatory; or
 - 1.7.2 the Company has already received a certified copy of that authority.
- 1.8 The completion and lodging of this form of proxy will not preclude the relevant Member from attending, participating in and voting at the annual general meeting, to the exclusion of any proxy appointed in terms thereof.
- 1.9 The chairperson of the annual general meeting, may, at his/her discretion either reject a proxy form or other written appointment of a proxy which has not been completed and/or received in accordance with these instructions, or he/she may accept such proxy form or other written appointment of a proxy which is received prior to the time at which the annual general meeting deals with a resolution or matter to which the appointment of the proxy relates. However, the chairperson shall not accept any such appointment of a proxy unless the chairperson is satisfied that it reflects the intention of the Member appointing the proxy.
- 1.10 Any alterations or corrections made in this form of proxy must be initialled by the authorised signatory/ies.
- 1.11 A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced.
- 1.12 Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this proxy form.

2. SUMMARY OF RIGHTS ESTABLISHED BY SECTION 58 OF THE COMPANIES ACT, 2008 ("THE COMPANIES ACT") AS REQUIRED IN TERMS OF SUBSECTION 58(8)(B)(I) OF THE COMPANIES ACT

- 2.1 A Member may at any time appoint any individual, including a non-Member of the Company, as a proxy to participate in, speak and vote at a Members' meeting on his or her behalf (section 58(1)(a)), or to give or withhold consent on behalf of the Member to a decision in terms of section 60 of the Companies Act (Members acting other than at a meeting) (section 58(1)(b)).
- 2.2 A proxy appointment must be in writing, dated and signed by the Member, and remains valid for one year after the date on which it was signed or any longer or shorter period expressly set out in the appointment, unless it is revoked in terms of paragraph 2.6.3 or expires earlier in terms of paragraph 0 (section 58(2)).
- 2.3 A Member may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different positions held by the Member (section 58(3)(a)).
- 2.4 A proxy may delegate his or her authority to act on behalf of the Member to another person, subject to any restriction set out in the instrument appointing the proxy ("proxy instrument") (section 58(3)(b)).
- 2.5 A copy of the proxy instrument must be delivered to the Company, or to any other person acting on behalf of the Company, before the proxy exercises any rights of the Member at a Members' meeting (section 58(3)(c)) and in terms of the Memorandum of Incorporation ("MOI") of the Company before the scheduled time for commencement of the relevant meeting.
- 2.6 Irrespective of the form of instrument used to appoint a proxy –
- 2.6.1 the appointment is suspended at any time and to the extent that the Member chooses to act directly and in person in the exercise of any rights as a Member (section 58(4)(a));
- 2.6.2 the appointment is revocable unless the proxy appointment expressly states otherwise (section 58(4)(b)); and
- 2.6.3 if the appointment is revocable, a Member may revoke the proxy appointment by cancelling it in writing or by making a later, inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company (section 58(4)(c)).
- 2.7 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 the date stated in the revocation instrument, if any, or the

date on which the revocation instrument was delivered as contemplated in paragraph 2.6.3 (section 58(5)).

- 2.8 If the proxy instrument has been delivered to a Company, as long as that appointment remains in effect, any notice required by the Companies Act or the Company's MOI to be delivered by the Company to the Member must be delivered by the Company to the Member (section 58(6)(a)), or the proxy or proxies, if the Member has directed the Company to do so in writing and paid any reasonable fee charged by the Company for doing so (section 58(6)(b)).
- 2.9 A proxy is entitled to exercise, or abstain from exercising, any voting right of the Member without direction, except to the extent that the MOI or proxy instrument provides otherwise (section 58(7)).
- 2.10 If a Company issues an invitation to Member(s) to appoint one or more persons named by the Company as a proxy, or supplies a form of proxy instrument –
- 2.10.1 the invitation must be sent to every Member entitled to notice of the annual general meeting at which the proxy is intended to be exercised (section 58(8)(a));
- 2.10.2 the invitation or form of proxy instrument supplied by the Company must -
- 2.10.2.1 bear a reasonably prominent summary of the rights established in section 58 of the Companies Act (section 58(8)(b)(i));
- 2.10.2.2 contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a Member to write the name, and if desired, an alternative name of a proxy chosen by the Member (section 58(8)(b)(ii)); and
- 2.10.2.3 provide adequate space for the Member to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the annual general meeting, or is to abstain from voting (section 58(8)(b)(iii));
- 2.10.2.4 the Company must not require that the proxy appointment be made irrevocable (section 58(8)(c)); and the proxy appointment remains valid only until the end of the annual general meeting at which it was intended to be used, subject to paragraph 2.7 (section 58(8)(d)).