

**AUTHORITY OF AGRIZZI AND VAN TONDER IN 2006 TO BIND THE COMPANY
IN ANY MATTER WHATSOEVER WITHOUT DIRECTOR APPROVAL**

DIRECTORS MEETING

**MINUTES OF A MEETING OF DIRECTORS OF BOSASA OPERATIONS (PTY)
LTD HELD AT 1 WINDSOR ROAD, LUIPAARDSVLEI, MOGALE CITY ON
WEDNESDAY, 1 FEBRUARY 2006**

- PRESENT:** Dr EM Chabula (Ms)
J Gumede
PF Leshabane
NLT Makoko (Ms)
MCF Mkele (Ms)
TI Mncwaba
GJ Watson
JSA Leyds
- IN ATTENDANCE:** T A Perry – Company Secretary
- BY INVITATION:** A Agrizzi
A van Tonder
L Gouws
- NOTICE OF MEETING:** Notice of the meeting having been given in terms of the Companies Act and the Memorandum and Articles of Association – the notice was taken as read.
- CHAIRPERSON:** Dr EM Chabula assisted by Mr GJ Watson C.E.O.
- RESOLUTIONS:** The following matters were discussed, accepted and resolved.
1. That the following director, as appointed by the Shareholders in the Annual General Meeting be appointed to the board, namely
JSA Leyds.
 2. That the authorities of
A Agrizzi
J Gumede
TA Perry
JG Smith
AJ van Tonder
GJ Watson
and
NLT Makoko – to be added
JSA Leyds – to be added
to sign any documents and do all things as may effect and/or
bind the company and/or any of its subsidiary companies in any
matter whatsoever be and is hereby confirmed.
 3. That the authorities of:
A Agrizzi
J Gumede
NLT Makoko

TI Mncwaba

TA Perry

JG Smith

AJ van Tonder

GJ Watson

and

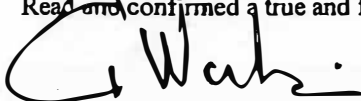
JSA Leyds – to be added

to open bank accounts, and deal with financial institutions in any matter regarding finance and to sign cheques for and on behalf of the Company, its subsidiaries and associates provided that two of the foregoing shall always sign such documents/cheques be and is hereby confirmed.

4. That the Public Officer of the company and/or the Group Financial Officer be authorised to sign all Income tax returns for and on behalf of the company, its subsidiaries and affiliates.
5. The Group Financial Officer and/or the Company Secretary to be authorised to sign inter-company loan account balances for and on behalf of the Company and its subsidiary companies as required by Audit. The Company Secretary having confirmed that all inter-company balances had been balanced by both the Finance Department (Angela Rogers) and the auditors.
6. That Frans Vorster be appointed Bosasa Group Officer with responsibility for all matters in respect of Company vehicles including purchase, registration, fines etc, for and on behalf of the Company.
7. That Mr Terence Anthony Perry (ID No: 470116 5047 08 4) is hereby authorised to sign all necessary documentation etc to give effect to the resolutions contained in these minutes.

There being no further business, the meeting closed.

Read and confirmed a true and fair record of the proceedings.



CHAIRPERSON

ATTENDANCE REGISTER
(AS ATTACHED)

**AUTHORITY OF AGRIZZI AND VAN TONDER IN 2016 TO BIND THE COMPANY
IN ANY MATTER WHATSOEVER WITHOUT DIRECTOR APPROVAL**

**BOSASA EMPOWERMENT AND MANAGEMENT SERVICES
(PTY) LTD**

REGISTRATION NO. 1999/020406/07

AND

BOSASA OPERATIONS (PTY) LTD

REGISTRATION NO. 1981/012426/07

**ROUND ROBIN RESOLUTION OF THE DIRECTORS OF THE
COMPANIES PASSED AT KRUGERSDORP ON THURSDAY, 14
APRIL 2016**

**AUTHORISED
AUTHORITIES AND
ADMINISTRATIVE
MATTERS:**

RESOLVED THAT:

Approval is hereby granted by the Board of Directors of the above Companies in respect of the below Authorities:-

1. The authorities of:-

A Agrizzi

J Gumede

PF Leshabane

JSA Leyds

NLT Makoko

TI Dikani

AJ van Tonder

GJ Watson

**To sign any documents and do all things as may affect
and/or bind the company and/or any of its subsidiary
companies in any manner whatsoever.**

The Appointed Authorities are:-

- To sign any documents and/or to do all things that may be done by Directors and Shareholders in terms of the Companies Act and/or the Company's Memorandum and Articles of Association as may affect and/or bind the Company in any manner whatsoever, including any legal documents and/or contracts, including instituting or

defending any action or motion proceedings for and on behalf of the Company or its subsidiaries.

- To exercise on behalf of the Company, subject to all applicable legislation as amended from time to time, such powers and perform such functions, as to execute all such actions as may be necessary or required to conduct, manage, carry on and promote the business of the Company, including but not limited to:-
 - Signing any legal documents and/or contracts.
 - Negotiate and/or finalise the terms of any deed, document and/or contract.
 - To execute any functions that may be necessary to give effect to the terms of any deeds, documents and/or contracts.
 - To sign any documents for purposes of instituting or defending any legal proceedings by or against the companies or its subsidiaries.

But excluding the authority to open bank accounts and deal with financial institutions and to sign cheques for and on behalf of the Company.

2. The authorities of :-

A Agrizzi

J Gumede

PF Leshabane

JSA Leyds

NLT Makoko

TI Dikani

AJ van Tonder

GJ Watson

C Bonifacio

CT Jansen van Rensburg

JR van Zyl

To open bank accounts, and deal with financial institutions in any matter regarding finance and to sign cheques for and on behalf of the Company, its subsidiaries and associates provided that two of the foregoing shall always sign such documents/cheques.

3. That the authorities of any one of :

Angelo Agrizzi

Andries van Tonder

In respect of WesBank, a division of FirstRand Bank Limited, sign, from time to time, namely:

- Standard With or Without Recourse Discounting and/or Provisional and Agency and/or Lease and/or Instalment Sale and/or Rental and/or Loan and/or Purchase and Sale and/or Sale and Lease Back and/or Full Maintenance Rental and/or Full Maintenance Operating Rental and/or Card Agreement/s and/or Electronic Agreement through the Bank ' s website.
4. That the Public Officer of the company and/or the Group Financial Officer be authorised to sign all Income tax returns for and on behalf of the company, its subsidiaries and affiliates.
5. The Composition of the **Remuneration Committee** to be PF Leshabane (Chairman), all directors, **CFO**, HR Heads and Senior HR Practitioners as well as **Chief Operations Officer (COO)** plus nominated representatives from Kgwerano Financial Services (Pty) Ltd, including an independent representative.

DIRECTORS**BOSASA EMPOWERMENT & MANAGEMENT SERVICES (PTY) LTD**


J GUMEDE

 See attached signature

M OLIVERIA (MS)


GJ WATSON


NLT MAKOKO (MS)


T. DYKANI