

Articles of association for Retina Group

- **NAME OF COMPANY**

The company's name is Retina Group. The company is a private limited company (pty).

- **REGISTERED OFFICE**

The company's registered office shall be situated in South Africa.

- **OBJECT OF THE COMPANY'S BUSINESS**

The company shall render advice and administration services to companies within the advisory and investment industry as well as holding and managing real and movable property. The company shall, without altering the corporate law's purpose of generating profit to the shareholders, strive to conduct its business in a way that future-proofs companies and has a positive impact.

- **FINANCIAL YEAR**

The company's financial year shall be the calendar year

- **BOARD OF DIRECTORS**

The board of directors elected by the shareholders' meeting shall consist of not less than three (3) members and not more than ten (10) members.

- **AUDITOR**

The company shall have not less than one (1) and not more than two (2) auditors and not more than two (2) deputy auditors. As auditor and, when applicable, deputy auditor, shall an authorised public accountant or a registered public accounting firm be elected.

- **NOTICE OF SHAREHOLDERS' MEETING**

Notice of shareholders' meetings shall be made through announcement and as approved by the board

- **PARTICIPATION AT SHAREHOLDERS' MEETINGS**

In order to participate at a shareholders' meeting, a shareholder must notify the company of the intention to attend no later than on the day stipulated in the notice of the shareholders' meeting. Such a day must not be a Sunday, any other public holiday, Saturday, Christmas Eve or New Year's Eve and must not be more than the fifth weekday prior to the shareholders' meeting.

A shareholder may be accompanied by assistants at a shareholders' meeting only where the shareholder has given the company notice of the number of assistants (not more than two) as specified in the previous paragraph.

- **BUSINESS AT ANNUAL SHAREHOLDERS' MEETINGS**

The following business shall be addressed at annual shareholders' meetings:

1. Election of a chairperson of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two persons who shall approve the minutes of the meeting;
5. Determination of whether the meeting was duly convened;
6. Submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditors' report for the group;
7. Resolutions regarding the adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet;
8. Resolutions regarding allocation of the company's profit or loss in accordance with the adopted balance sheet;
9. Resolutions regarding discharge of the members of the board of directors and the managing director from liability;
10. Determination of the number of members of the board of directors, and the number of auditors and deputy auditors;
11. Determination of fees for members of the board of directors and auditors;
12. Election of the members of the board of directors, and auditors and deputy auditors;
13. Other matters which are set out in the South African Companies Act or the company's articles of association.

- **COLLECTING OF POWERS OF ATTORNEYS AND VOTE BY POST**

The board of directors may collect powers of attorney in accordance with the procedure of the Companies Act.

The board of directors has the right before a shareholders' meeting to decide that the shareholders shall be able to exercise their right to vote by post before the shareholders' meeting.

- **THE RIGHT FOR PERSONS NOT BEING SHAREHOLDERS TO ATTEND A SHAREHOLDERS' MEETING**

The board of directors may resolve that persons not being shareholders of the company shall be entitled, on the conditions stipulated by the board of directors, to attend or in any other manner follow the discussions at a shareholders' meeting.

- **RETINA GROUP COMPANY**

The Company's shares are held privately as per the Companies Act on private limited companies operating in South Africa