

**SOUTHERN AFRICAN MUSIC RIGHTS ORGANISATION NPC**  
(Registration number 1961/002506/08)  
("the Organisation" or "SAMRO")

**FORM OF PROXY**

**TO BE COMPLETED BY MEMBERS**

For completion by Members of SAMRO unable to attend the **Postponed EGM and EGM** of the SAMRO to be held on **Friday, 29 August 2025, at 10h00, to be held online via Zoom** or at any adjournment thereof.

I, the undersigned,

**Full Name of Member:** \_\_\_\_\_

**Identity / Registration Number:** \_\_\_\_\_

**Email Address:** \_\_\_\_\_

**Telephone Number:** \_\_\_\_\_

being a Member of SAMRO and entitled to vote, hereby appoint:

1. \_\_\_\_\_  
(Full Name of Proxy)  
or failing him/her,
2. \_\_\_\_\_  
(Full Name of Alternate Proxy)

or, failing him/her, **Mr. Nicholas Maweni** (Chair of the Board), failing which, **Mr Sisa Mayekiso** (Lead Independent), as my/our proxy to attend, speak and, on a poll, vote on my/our behalf at the abovementioned annual general meeting of members or at any adjournment thereof, and to vote or abstain from voting as follows on the ordinary and special resolutions to be proposed at such meeting:

ORDINARY AND SPECIAL RESOLUTIONS:		FOR	AGAINST	ABSTAIN
1.	<b>ORDINARY RESOLUTION 1: RESCISSION AND SETTING ASIDE OF MEMBER RESOLUTION ADOPTED ON 10 JULY 2025</b>			
	"RESOLVED that the resolution adopted by members at the Extraordinary General Meeting of the Organisation held on 10 July 2025, at which Ms LA Bulley, Mr RDH Hill, and Mr R Naicker were removed as directors of the Company, be and is hereby rescinded and set aside."			
2.	<b>ORDINARY RESOLUTION 2.1: REMOVAL OF MS LA BULLEY AS DIRECTOR</b>			
	"RESOLVED that, in accordance with section 71(1) of the Companies Act 71 of 2008 and the Organisation's Memorandum of Incorporation, Ms LA Bulley be and is hereby removed as a director of the Organisation with immediate effect."			
3.	<b>ORDINARY RESOLUTION 2.2: REMOVAL OF MR RDH HILL AS DIRECTOR</b>			
	"RESOLVED that, in accordance with section 71(1) of the Companies Act 71 of 2008 and the Organisation's Memorandum of Incorporation, Mr RDH Hill be and is hereby removed as a director of the Organisation with immediate effect."			
4.	<b>ORDINARY RESOLUTION 2.3: REMOVAL OF MR R NAICKER AS DIRECTOR</b>			
	"RESOLVED that, in accordance with section 71(1) of the Companies Act 71 of 2008 and the Organisation's Memorandum of Incorporation, Mr R Naicker be and is hereby removed as a director of the Organisation with immediate effect."			

<b>5.</b>	<b>ORDINARY RESOLUTION 3: SIGNING AUTHORITY</b>			
	<i>"RESOLVED that, any director of the Organisation or the Company Secretary be and is hereby authorised to do all such things, sign all such documents and take all such actions as may be necessary for or incidental to the implementation of the special and ordinary resolutions as set out in this notice of the extraordinary general meeting."</i>			
<b>6.</b>	<b>SPECIAL RESOLUTIONS NUMBER 1: QUARTERLY BOARD AND COMMITTEES MEETING FEE FOR FY2025/2026 – FY2027/2028</b>			
	<i>"RESOLVED by special resolution that the Company be and is hereby authorised to pay remuneration to its non-executive directors for their services as directors, as contemplated in section 66(8) and 66(9) of the Companies Act and that the remuneration structure and amounts as set out below, be and is hereby approved until such time as rescinded or amended by Members by way of a special resolution: Quarterly Board and Committees Meeting Fee (maximum of four meetings a year per Board and per Committee) R652,186.00 (which amount excludes VAT and VAT will be added for VAT registered directors)"</i>			

Please indicate with a mark in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy may vote or abstain as he/she sees fit.

Signed at .....this ..... day of .....2025.

Signature .....

Assisted by me, where applicable (name and signature) .....

#### NOTES

1. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space. The person whose name stands first on the form of proxy and who is present at the extraordinary general meeting of members will be entitled to act to the exclusion of those whose names follow. Should this space be left blank, the proxy will be exercised by the Chair of the meeting.
2. On a show of hands, a Performing Rights Member of SAMRO who is present in person shall have one (1) vote, and a proxy, irrespective of the number of members he or she represents, shall also have one (1) vote. The Chair shall declare the outcome of the resolution based on the show of hands as either carried, carried unanimously, carried by a particular majority, or not carried, which declaration shall be recorded in the minutes and shall serve as conclusive evidence of the result, unless a poll is duly demanded.
3. Forms of proxy must be dated and signed by the member appointing a proxy and must be provided electronically via email to [secretary@samro.org.za](mailto:secretary@samro.org.za) on or before Wednesday 27 August 2025. Before a proxy exercises any rights of member at the EGM, such form of proxy must be so delivered.
4. The completion and lodging of this form of proxy will not preclude the relevant member from attending the extraordinary general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity or other legal capacity must be attached to this form of proxy, unless previously recorded by the company secretary or waived by the Chair of the extraordinary general meeting.
6. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
7. Proxy holders must attend the EGM in person. Forms of absent proxy holders will not be considered.