



THE DIRECT MARKETING ASSOCIATION OF SOUTHERN AFRICA NPC

(Registration Number: 2005/040417/08)

Incorporated in the Republic of South Africa (“DMASA” / “the Company”)

ANNUAL GENERAL MEETING TO BE HELD VIRTUALLY ON 26 OCTOBER 2023 AT 10H00

A. NOTICE

Notice is hereby given to the members of the Company (“members”) that the Annual General Meeting (“Annual General Meeting” or “AGM”) of the members will be held on Thursday, 26th of October 2023 at 10h00 (**Registration between 09h45 and 10h00**) via virtual Zoom platform to conduct the general business of the AGM and to consider and, if deemed fit of passing, with or without modification, the ordinary resolutions as listed in the agenda and the notice as required by the Companies Act, No 71 of 2008 (“the Companies Act”) and the Memorandum of Incorporation of the Company (MOI).

LOGISTICAL ARRANGEMENTS FOR ANNUAL GENERAL MEETING

1. Introduction

1.1 The annual general meeting will proceed at **10h00 on Thursday, 26 October 2023**, and **will only be accessible through electronic communication**, as permitted by the provisions of the Companies Act.

1.2 To this end, the meeting will be held via Zoom Video Call. Click on this link to access the meeting:

Join Zoom Meeting :-

<https://us06web.zoom.us/j/85366977525?pwd=yBXfXy6sCBp6fljQikwfpkp9l5ugbR.1>

Meeting ID: 853 6697 7525

Passcode: 090428

1.3 Shareholders will be liable for their own network charges in relation to the annual general meeting. Any such charges will not be for the account of the Company and the Company cannot be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet



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connectivity, internet bandwidth and/or power outages which prevents any such shareholder from participating in and/or voting at the annual general meeting.

B. RECORD DATE

In terms of section 59(1)(a) and (b) of the Companies Act, the board of directors of the Company (“the board” or “directors”) have set the record date for the purposes of determining which members are entitled to:

1. Receive notice of this Annual General Meeting (being the date on which members must be recorded as such in the register of members for the purposes of receiving notice of this Annual General Meeting) as Tuesday, 3rd of October 2023; and
2. Participate in and vote at the Annual General Meeting (being the date on which a member must be recorded as a fully paid-up member in the register of members for the purposes of being entitled to attend and vote at the Annual General Meeting) as Thursday, 26th of October 2023.

C. PROXY SUBMISSIONS

1. Members **who are unable to attend** the virtual AGM in person but are **eligible to vote** (in terms of Clause 19.1 of the MOI and section 58(1) of the Companies Act), and who wish to vote by proxy, may give their proxy to any individual, including an individual who is not a member of the Company (section 58(1) of the Companies Act) or to the Executive Director or to the Chairperson of the AGM.
2. A member's proxy may not delegate the proxy's powers to another person as envisaged in section 58(3)(b) of the Companies Act and clause 19.3.5 of the MOI.
3. Members may, in terms of Clause 18.9, also delegate a representative of their company to attend in their place, in which case the Secretariat is to be informed in writing, of the name of their representative via mail, or email.
4. A proxy appointment must be in writing, dated and signed by the member appointing a proxy, and, subject to the rights of a member to revoke such appointment (as set out below), remains valid only until the end of the AGM.
5. The appointment of a proxy is suspended at any time and to the extent that the member who appointed such proxy chooses to act directly and in person in the exercise of any rights



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as a member.

6. The appointment of a proxy is revocable by the member in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. 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 (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.
7. If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is 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 (a) the member, or (b) the proxy or proxies, if the member has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.
8. The completion of a form of proxy does not preclude any member from attending the AGM.
9. For ease of administrative processes, it would be appreciated if proxies and letters of representation could be received prior to the start of the meeting, preferably by Tuesday, the 24th of October 2023. Please send to members@dmasa.org

D. GENERAL

1. Eligibility of members to vote and voting rights

Clause 18.1 of the MOI prescribes that, all members with voting rights, once they have paid their membership fee, have the right to vote. In terms of Clause 18.2 of the MOI, a resolution put to vote shall be taken by show of hands unless a poll is demanded in terms of Section 63(7) of the Companies Act. :-

- 1.1 In terms of Section 63(5) of the Companies Act, if voting is by show of hands, any person who is present at the meeting, whether as a member or as a proxy for a member and entitled to exercise voting rights has one vote.
- 1.2 In terms of Section 63(6) of the Companies Act, if voting is by polling, any person who is present at the meeting, whether as a member or as a proxy for a member,



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and entitled to exercise voting rights, the number of votes allowed to be exercised will be according to Clause 18.3 of the MOI, namely:-

- Members designated as Individuals and Charity Organisations and SMEs (having from 1 to 49 employees) will have 1 vote each;
- Members designated as Corporates with 50 – 1000 employees will have 2 votes each;
- Members with over 1000 employees will have 5 votes each.

2. Quorum

As per Clause 16.1 of the MOI of the Company, the Annual General Meeting shall be validly constituted if at least 10 (ten) of the paid-up members at the time of the Annual General Meeting are present in person or by proxy. If the quorum of 10 (ten) of the paid-up members of the Company is not reached, the Annual General Meeting shall be reconvened in terms of Clause 17.1 of the MOI.

E. PRESENTATION OF AUDITED FINANCIAL STATEMENTS – 28 FEBRUARY 2023

As required in terms of section 30 of the Companies Act and Clause 16.3.1 of the MOI, the annual financial statements of the Company, incorporating the reports of the auditors and the directors for the financial year ended 28 February 2023 will be presented at the Annual General Meeting.

F. ORDINARY RESOLUTIONS

1. Voting Requirements

In terms of Section 65(7) of the Companies Act and Clause 18.7 of the MOI, for an ordinary resolution to be adopted at any members’ meeting, it must be supported by a simple majority of the voting rights exercised on the ordinary resolution.

A resolution will not be carried if more than half of the members present in person or by proxy abstain from voting.



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2. Ordinary Resolution 1: Re-Appointment of Independent External Auditors

Watermans Registered Auditors have indicated their willingness to continue in office and ordinary resolution no. 1 proposes the re-appointment of that firm as the Company's independent external auditors by members. Section 90(3) of the Companies Act requires the designated auditor to meet the criteria as set out in section 90(2) of the Companies Act.

The board of directors of the Company is satisfied that both Watermans Registered Auditors and the designated auditor, T. Aarons, meet all relevant requirements.

“RESOLVED THAT Watermans Registered Auditors be and is hereby re-appointed as the Company's external auditors for the ensuing financial year, with T. Aarons being the individual registered auditor, until the next AGM.”

3. Ordinary Resolutions 2.1 to 2.2: Re-Election of Non-Executive Directors

In accordance with the provisions of the Clause 8.5 of the MOI, one third of the elected 6 directors, must retire from office at the AGM and may, if eligible and willing, offer themselves for re-election. In terms hereof, Ms Annemie Botha and Ms Zinzile Luthuli will be retiring from office at the AGM. Ms Annemie Botha and Ms Zinzile Luthuli have confirmed their willingness to continue to serve as Non-Executive members of the board.

In terms of Clause 8.6 of the MOI Directors shall be elected for three years to the board and may be eligible for a second three-year term after re-election by the members at the AGM. It is confirmed that both Ms Annemie Botha and Ms Zinzile Luthuli fall within the aforementioned board terms.



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Ordinary Resolution 2.1

“RESOLVED that, **MS ZINZILE LUTHULI**, who retires by rotation at this annual general meeting in accordance with the Company’s Memorandum of Incorporation and who is eligible and available for re-election, be and is hereby re-elected as a Non-Executive Director of the Company.”

Ordinary Resolution 2.2

“RESOLVED that, **MS ANNEMIE BOTHA**, who retires by rotation at this annual general meeting in accordance with the Company’s Memorandum of Incorporation and who is eligible and available for re-election, be and is hereby re-elected as a Non-Executive Director of the Company.”

4. **Ordinary Resolution 3: Signing Authority**

“RESOLVED that, the Chief Executive Officer 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 ordinary resolutions as set out in this notice of the annual general meeting.”

Yours sincerely

A handwritten signature in black ink, appearing to read 'David Dickens', with a horizontal line extending to the right.

DAVID MONTAQUE DICKENS

CEO (for and on behalf of the Board)

3 October 2023

REGISTERED OFFICE:

Block 4 Ground Floor Fernridge

Office Park, 5 Hunter Street

(Corner Bram Fischer Drive)

Ferndale, Randburg



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SUMMARY OF IMPORTANT DATES:

<i>RECORD DATE FOR RECEIVING NOTICE OF AGM</i>	3 October 2023
<i>RECORD DATE TO ATTEND AND VOTE AT AGM</i>	26 October 2023
<i>DATE NOTICE GIVEN TO MEMBERS</i>	3 October 2023
<i>REGISTRATION AT AGM</i>	26 October 2023 @ 09h45 to 10h00
<i>AGM COMMENCES</i>	26 October 2023 @ 10h00
