

**ANNUAL GENERAL MEETING
OF THE EAST LONDON INDUSTRIAL DEVELOPMENT ZONE
HELD ON 1 DECEMBER 2022, IN THE CONFERENCE CENTRE,
EAST LONDON INDUSTRIAL DEVELOPMENT ZONE
AT 14H00**

ATTENDANCE RECORDAL:

Shareholders: R De Bruin (RDB) (Representing MEC M Mvoko), N Kumbaca (NK) (Representing Executive Mayor Cllr X Pakati)

Board members: MW Makalima (MWM), A Skenjana, E Jooste, N Mnconywa, A Kanana, B Mpondo

Management: S Kondlo, J Palmer, A Smit, N Nontshinga, A Ramncwana, T Zweni, D Naidu, K Mali, F McClure, M Zantsi, S Ralarala (SR), T Sehau, N Makhoba, G Matengambiri, J Boucher, L Macingwane, S Malatji, M Botha, B Makwabe, Z Mqoboli

Attendees: V Sadiki, B Koneti, S Lazarus, Z Mzini, S Mthembu

ITEM	DESCRIPTION
1.	ADMINISTRATION
1.1	OPENING AND WELCOME MWM opened the Annual General Meeting of the East London IDZ and welcomed all the attendees.
1.2	ATTENDANCE AND APOLOGIES The attendance register was circulated and signed. Apologies were received from the Executive Mayor of BCMM, Cllr X Pakati, who was represented by Cllr N Kumbaca and from the MEC of DEDEAT, Mr M Mvoko, who was represented by Ms R de Bruin. Further apologies were received from Ms Caroline Kongwa, Mr M Mfuleni, Ms M Mama and Mr A Wakaba.
1.3	NOTICE AND QUORUM It was confirmed that the meeting was duly constituted.

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1.4	<p>ANNOUNCEMENTS</p> <p>MWM announced that Cllr Kumbaca was attending his last meeting as a member of the Board, due to his retirement as a Director, which would be effective from the date of the current meeting.</p>
1.5	<p>EVACUATION PROCESS</p> <p>SR provided an overview of the evacuation process, which was noted by the attendees.</p>
1.6	<p>DECLARATION OF INTERESTS</p> <p>The members were asked to declare any conflicts of interest they may have in respect of any agenda items. No verbal or written conflicts of interest were declared.</p>
2.	<p>ADOPTION</p>
2.1	<p>AGENDA</p> <p>The agenda of the meeting was tabled and adopted as it stands.</p>
2.2	<p>MINUTES OF THE AGM HELD ON 26 OCTOBER 2021</p> <p>The minutes of the Annual General Meeting of the East London IDZ, held on 26 October 2021, were tabled and adopted as they stand.</p>
3.	<p>PRESENTATIONS AND REPORTS</p>
3.1	<p>REPORT OF THE AUDIT COMMITTEE</p> <p>AK presented the report of the Audit Committee. The report contained information relating to the composition of the committee, its responsibilities, the effectiveness of the internal audit function and the evaluation of the financial statements by the members of the committee. AK advised the meeting that the committee was honoured to present the results of the 7th successive clean audit that had been achieved by the organisation. Thanks were given to the Chair of the Board and management for their hard work and interactions with the committee.</p>
3.2	<p>REPORT ON THE AUDITED ANNUAL FINANCIAL STATEMENTS 2021/22 FY</p> <p>GM presented the report of the Chief Financial Officer, which contained an overview of revenue generation, profitability, management of operating costs, asset management and the business outlook.</p>
3.3	<p>REPORT OF THE CHIEF EXECUTIVE OFFICER</p> <p>SK presented the report of the Chief Executive Officer, which included the vision of the organisation through to 2025 together with the impact that was envisaged, performance highlights for the 2021/22 FY and key strategic projects. Key highlights included the signing of 6 new investors, investment attraction to the value of R969 million and a 33,28% increase in gross income from ELIDZ services.</p>
3.4	<p>SOCIAL AND ETHICS COMMITTEE REPORT</p> <p>NM presented the report of the social and ethics committee. The presentation included an overview of the mandate of the committee, the focus areas for social responsibility and key highlights of performance that had been achieved in each of the 5 focus areas. The committee was satisfied that the organisation had carried out its environmental, social and governance responsibilities with discipline and care.</p>

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3.5	REPORT OF THE SHAREHOLDERS
3.5.1	<p>DEDEAT REPORT</p> <p>RDB advised that DEDEAT had noted with satisfaction the growth in investment that had taken place during the 2021/22 FY, and which had almost doubled from previous years. There was also the possibility of expanding the boundaries of the zone to Berlin and the Department looked forward to working with stakeholders so that the expansion could be achieved. RDB congratulated the organisation on achieving its 7th clean audit and noted that the Department recognized the hard work that had been undertaken by management, staff and the Board.</p>
3.5.2	<p>BCMM REPORT</p> <p>NK congratulated the leadership of the organisation on the way in which it conducted business. It was noted that the ELIDZ was a beacon of hope for the Province of the Eastern Cape and enabled the global competitiveness of Buffalo City. The parties should continue to collaborate on projects especially those around skills development and job creation.</p>
4.	MATTERS FOR APPROVAL
4.1	<p>ORDINARY RESOLUTION NO. 1 – APPOINTMENT OF AUDITORS</p> <p>It was RESOLVED that the Auditor-General of South Africa is appointed as the external auditor of the Company, for the ensuing year until the conclusion of the next annual general meeting of the Company. (Ordinary resolution 01/Dated 01-12-2022)</p>
4.2	<p>ORDINARY RESOLUTION NO. 2 – ROTATION OF DIRECTORS</p> <p>It was RESOLVED that Cllr N Kumbaca is retired as a Director and would be replaced by Cllr M Marata. (Ordinary resolution 02/Dated 01-12-2022)</p>
4.3	<p>ORDINARY RESOLUTION NO. 3 - APPOINTMENT OF AUDIT COMMITTEE MEMBERS</p> <p>It was RESOLVED that:</p> <ol style="list-style-type: none"> 1. Mr A Kanana is re-appointed as the Chairperson of the Audit Committee; 2. Mr E Jooste is re-appointed as a member of the Audit Committee; 3. Ms C Kongwa is re-appointed as a member of the Audit Committee; 4. Mr M Mfuleni is re-appointed as a member of the Audit Committee. <p>(Ordinary resolution 03/Dated 01-12-2022)</p>
4.4	<p>ORDINARY RESOLUTION NO. 4 – CONFIRMATION OF AUTHORITY TO IMPLEMENT RESOLUTIONS</p> <p>It was RESOLVED that the Chairperson of the Board of Directors is authorized to do all such things and sign all such documents as may be necessary for or incidental to the implementation of the resolutions passed at the Annual General Meeting. (Ordinary resolution 04/Dated 01-12-2022)</p>

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4.5

SPECIAL RESOLUTION NO. 1 – NON-EXECUTIVE DIRECTOR REMUNERATION

It was **RESOLVED** that in terms of Section 66(9) of the Companies Act, the following remuneration shall be payable to the non-executive directors for their services as directors:

FIXED REMUNERATION: RATE PER BOARD MEETING (SPECIAL OR SCHEDULED)

Chairperson of the board (per board sitting)	R12,500
Member of the board (per board sitting)	R7,500
Statutory committee Chairs (ARC and EXCO) (per committee sitting)	R9,500
Statutory committee Member (ARC and EXCO) (per committee sitting)	R6,375
Committee Chairperson (other than ARC and EXCO) (per committee sitting)	R8,500
Committee member (other than ARC and EXCO) (per committee sitting)	R6,375

VARIABLE REMUNERATION: RATE PER HOUR (FOR ATTENDANCE AT BOARD WORKSHOPS, MEETINGS WITH AG, MEC AND PORTFOLIO COMMITTEE, AD HOC MEETINGS BETWEEN CHAIRMAN AND SPECIAL APPROVED REQUESTS FOR BOARD MEMBERS TO WORK ON CERTAIN MATTERS)

Chairperson of the board	R2,800 per hour
Statutory committee Chairs (ARC and EXCO)	R1,667 per hour
Other members of board or committee	R1,250 per hour

VARIABLE REMUNERATION: RATE PER HOUR (FOR EXTERNAL STAKEHOLDER WORKSHOPS AND PRESENTATIONS, LAUNCHES, BCMM LIAISON FORUM)

Chairperson of the board	R705 per hour
Board/committee member	R606 per hour

VARIABLE REMUNERATION: OTHER BENEFITS AND ALLOWANCES

Chairperson of the board (airtime contribution)	R319 per month
Other board members (airtime contribution)	R213 per month
Out of town board members (out of East London municipal boundaries) (out of town travel time allowance)	R1,277 per round trip

* Notes: All hourly rates per member should not exceed fixed committee sitting allowances. No retainer fees will be paid.

(Special resolution 01/Dated 01-12-2022)

4.6

SPECIAL RESOLUTION NO. 2 – REVISED MEMORANDUM OF INCORPORATION

It was **RESOLVED** that in terms of Section 16(1)(c) of the Companies Act 71 of 2008, the existing Memorandum of Incorporation adopted by the shareholders at the annual general meeting of the company held on 29 October 2014, is substituted by the revised Memorandum as presented at the annual general meeting of the company held on 1 December 2022.

(Special resolution 02/Dated 01-12-2022)

4.7

ORDINARY RESOLUTION NO. 5 - DECLARATION OF A DIVIDEND

It was **RESOLVED** that no dividend shall be declared.

(Ordinary resolution 05/Dated 01-12-2022)

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5.	GENERAL
5.1	ANY OTHER BUSINESS No other business was discussed.
5.2	CLOSURE MWM thanked the Shareholders, Board members, management and attendees for their participation in the meeting. The meeting closed at 17h20.

MINUTES COMPILED BY: COMPANY SECRETARY

MINUTES APPROVED BY: CHAIRPERSON

NAME: J PALMER

NAME: PROFESSOR MW MAKALIMA

SIGNATORY: _____

SIGNATORY: _____

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Company Secretary		Chairperson	
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