St Francis Links

Notice is hereby given of the NINETEENTH ANNUAL GENERAL MEETINGS of ST FRANCIS LINKS HOMEOWNERS ASSOCIATION NPC ("HOA" | Registration No 2006/017273/08) and LINKS GOLF CLUB (RF) LIMITED ("Club" | Registration No 2006/017924/06) together referred to as "the Companies", in terms of section 62 (1) of the Companies Act No. 71 of 2008, to be held in-person at the St Francis Links Clubhouse and by electronic communication at 17h30 on Thursday, 26 March 2026.

For your convenience and to allow members and shareholders of the Companies to decide whether they would prefer to attend the meetings in person or online, the Boards of Directors of the Companies will host the respective Annual General Meetings ("AGMs") in-person and by electronic communication (online) i.e. a hybrid meeting.

PARTICIPATING IN THE NINETEENTH ANNUAL GENERAL MEETING ("AGMS")

IF YOU CHOOSE TO ATTEND IN PERSON

Please register your attendance at the registration desk by 17h10 in order for the meeting to commence promptly at 17h30 on Thursday, 26 March 2026.

IF YOU CHOOSE TO ATTEND ONLINE

Members / Shareholders may join the virtual AGM by accessing the link below:

Click Here to Join the Platform Link

which will activate at 17h00 on Thursday, 26 March 2026. Registered property owners will be contacted via e-mail on 25 March 2026 with their unique login credentials.

The link will direct the property owner to the online voting and webcast platform on the day of the AGMs. The property owner login credentials consist of both a unique username and unique password, which will be communicated to each registered property owner by email. A help service will be made available for further assistance prior to/and on the day of the AGMs.

We highly recommend that attendees log in onto the virtual platform at least 20 minutes before the meeting starts, to ensure that our service provider can assist with any technical issues as well as to record your attendance. Please remove any sleep/power saving mode settings on your computer to avoid interruptions.

IMPORTANT INFORMATION

In the event of a shareholder/member being a juristic person, such as a close corporation, company or trust, such shareholder/member shall lodge a resolution authorising a particular natural person to represent the shareholder/member generally and to exercise the shareholder's/member's vote with the Company Secretary.

VOTING

Whether you attend in person or online, all voting will take place electronically.

Please therefore bring your electronic device (tablet / smart phone / laptop etc.) along with you. The virtual platform will enable the holder of a voting right/s to cast an electronic vote/s in respect of each of the resolutions listed in the agenda. Attendees will be notified regarding this facility and for pre-registration requirements purposes by e-mail.

LOADSHEDDING AND CONNECTIVITY DIFFICULTIES
might affect the successful casting of votes on the day of the AGMs.

We therefore recommend that you submit your proxy form prior to the AGMs but still attend in person and/or online.
Members and shareholders may still revoke their proxy, change their votes or instruct their proxy to vote differently up until the time that each resolution is voted upon.

As part of this notice, the following supporting documentation is available for download via the link below: **Click Here to Access AGM Supporting Documentation**

- **Minutes of the Annual General Meetings held on 25 March 2025**
- **Minutes of the Budget of Income and Expenditure Meetings held on 18 September 2025**
- **Audited Financial Statements 2025: St Francis Links Homeowners Association NPC**
- **Audited Financial Statements 2025: Links Golf Club (RF) Limited**
- **Audit, Compliance and Risk Committee Report 2025**
- **Proxy Form**
- **Details of persons nominated as candidates for Directors to fill vacancies on the Boards**

AGENDA

1. **Welcome**
2. **Apologies**
3. **Meeting Procedures (Voting Procedure)**
4. **Additions to the Agenda**
5. **Minutes of the Annual General Meetings held on the 25th of March 2025 and the Special General Meetings to approve the budget held on the 18th of September 2025 (for noting)**
6. **Report by the Chairman of the Boards**
7. **Ordinary and Special Resolutions**

For each of the ordinary resolutions to be adopted, the support of more than 50% (fifty percent) of the voting rights exercised on the resolution by members/shareholders, present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution, is required.

Members/shareholders are advised that the Boards of Directors of the HOA and Club have unanimously resolved to propose that members/shareholders consider, and if deemed fit, pass, with or without modification, the ordinary resolutions as outlined below.

7.1. Ordinary resolution 1 - Consideration of the annual financial statements for the year ended 30 September 2025

Ordinary resolution 1.1

"Resolved that the audited Annual Financial Statements of St Francis Links Homeowners Association NPC, including the Directors' Report, Auditor's Report and the Report by the Audit, Compliance and Risk Committee for the year ended 30 September 2025 be adopted."

Ordinary resolution 1.2

"Resolved that the audited Annual Financial Statements of Links Golf Club (RF) Limited, including the Directors' Report, Auditor's Report and the Report by the Audit, Compliance and Risk Committee for the year ended 30 September 2025 be adopted."

7.2. Ordinary resolution 2 – Appointment of External Auditors

Ordinary resolution 2.1

"Resolved that PKF (PE) Inc., on the recommendation of the Audit, Compliance and Risk Committee and the Board of Directors of St Francis Links Homeowners Association NPC, be and is hereby re-appointed as the auditors of this Company until the conclusion of the next AGM."

Ordinary resolution 2.2

"Resolved that PKF (PE) Inc., on the recommendation of the Audit, Compliance and Risk Committee and the Board of Directors of Links Golf Club (RF) Limited, be and is hereby re-appointed as the auditors of this Company until the conclusion of the next AGM."

Additional information in respect of Ordinary Resolution 2

The Audit, Compliance and Risk Committee has assessed *PKF (PE) Inc*'s performance, independence and suitability and in accordance with section 90 of the Companies Act recommends and supports, their re-appointment as independent external auditors of both Companies, to hold office until the next annual general meeting.

7.3 Ordinary resolution 3 – Placing the authorised but unissued ordinary shares of Links Golf Club (RF) Limited under the control of the Directors

"Resolved that the authorised but unissued ordinary shares of Links Golf Club (RF) Limited be and are hereby placed under the control of the Directors of this Company who are authorised to allot and issue the ordinary shares at their discretion until the next annual general meeting of this Company. This is on the basis that the total shares issued for the year shall not exceed 10% of the unissued ordinary share capital of the company".

7.4 Ordinary resolution 4 – Election of Director/s

In accordance with clause 6.1 and clause 6.2 of the respective MOI's for Links Golf Club (RF) Limited and St Francis Links Homeowners Association NPC, Mr Sakkie Burger and Mr Mark Johnson will retire from office as Directors at the upcoming joint Annual General Meeting. Being eligible, Mr Mark Johnson offers himself for re-election. The MOI's make provision for five (5) and no more than seven (7) directors at all times and as such, there are three vacancies for directors to complete the composition of the Boards.

Nominations

It is noted that the Boards of Directors called for nominations for Directors on 23 January 2026. Five nominations were received by the closing date of 13 February 2026 namely Messrs:

Liezl Clause
Warren Cronje
Ed Hallam
Mark Johnson
Keith Simpson

Their particulars are available in the AGM Supporting Documentation folder for consideration by the members and shareholders of the Companies.

On recommendation from the Boards, shareholders/members are requested to consider and, if deemed fit, cast their votes for three (3) candidates per company by way of an ordinary resolution for both the Links Golf Club (RF) Ltd and St Francis Links Homeowners Association NPC, in accordance with the MOI's.

By way of a separate ordinary resolution, it is:
Resolved that the nominees elected, being eligible, be, and are hereby elected as directors of the Companies.

7.5 Ordinary resolution 5 – Re-election and appointment of the members of the Audit, Compliance and Risk Committee

Section 94 of the Companies Act requires that at each AGM, shareholders of Links Golf Club (RF) Limited must elect an Audit, Compliance and Risk Committee comprising of at least 3 directors not involved in the day-to-day management of the company's business or have been so involved at any time during the previous financial year. Please note that St Francis Links Homeowners Association NPC is exempt from this requirement and that the Audit, Compliance and Risk Committee has voluntarily included St Francis Links Homeowners Association NPC.

The Boards of Directors recommend the following persons, all of whom are existing and continuing directors of the Companies, for re-election to the Audit, Compliance and Risk Committee. The Boards propose that Mr Andrea Puggia, Mr Marius Alberts and Mr Peter Kopke be re-elected to serve on the Audit, Compliance and Risk Committee for the ensuing year.

<u>Ordinary resolution 5</u>
That it be resolved that the Audit, Compliance and Risk Committee for Links Golf Club (RF) Limited be and is hereby elected (by separate election) to the Committee of the following directors:

5.1 Mr Andrea Puggia (Chairman)
5.2 Mr Marius Alberts
5.3 Mr Peter Kopke

Additional information in respect of Ordinary Resolution 5
In terms of section 94(2) of the Companies Act, the Audit, Compliance and Risk Committee is a committee elected by shareholders at each AGM. In terms of the Companies Regulations promulgated under and in terms of the Companies Act ("Companies Regulations"), at least one-third of the members of the Company's Audit and Compliance Committee must have academic qualifications, or experience in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management. The Boards are satisfied that the Company's Audit, Compliance and Risk Committee members are suitably skilled, experienced as

contemplated in Regulation 42 of the Companies Regulations and that they collectively have the sufficient qualifications and experience to fulfil their duties as contemplated in section 94(7) of the Companies Act.

7.6. Special Resolutions

At least 75% of the voting rights, present by proxy or in person, are required to pass a special resolution.

Members/shareholders are advised that the Boards of Directors of the Club and the HOA have resolved to propose that members/shareholders consider, and if deemed fit, pass, with or without modification, the special resolutions as outlined below.

7.6.1 Special Resolutions 1: Financial assistance to related or inter-related company

Special Resolution 1.1 – St Francis Links Homeowners Association NPC

"Resolved that the Board of Directors of the St Francis Links Homeowners Association NPC be and are hereby authorised, in accordance with the Companies Act, to authorise the Company to provide direct or indirect financial assistance to Links Golf Club (RF) Limited, which is inter-related to the Company, for a period of 24 months from the date of passing this resolution".

Special Resolution 1.2 – Links Golf Club (RF) Limited

"Resolved that the Board of Directors of Links Golf Club (RF) Limited be and are hereby authorised, in accordance with the Companies Act, to authorise the Company to provide direct or indirect financial assistance to St Francis Links Homeowners Association NPC, which is inter-related to the Company, for a period of 24 months from the date of passing this resolution".

Motivation and Purpose

In terms of section 45 of the Companies Act, a company may not provide direct or indirect financial assistance to an inter-related company unless the members/shareholders of the companies have adopted a special resolution approving such financial assistance.

For efficiency of administration as per clauses 1.18 (HOA) and 2.2.6 (Club) of the respective MOI's of the St Francis Links Homeowners Association NPC and Links Golf Club (RF) Ltd and in the ordinary course of business and because the members and shareholders are one and the same in the respective Companies, the Boards recommend the above resolutions be adopted by the members / shareholders for a period of 24 months.

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7.7 Ordinary Resolution 6 – Authority to implement all resolutions

Ordinary resolution 6.1

"Resolved that any director or the Company Secretary of St Francis Links Homeowners Association NPC 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 all resolutions to be proposed at the AGM".

Ordinary resolution 6.2

"Resolved that any director or the Company Secretary of Links Golf Club (RF) Limited 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 all resolutions to be proposed at the AGM".

8. Any Other Business

8.1 Other matters raised (if any)

To provide fair time for preparation, kindly table any other business with the Company Secretary, in writing, at least 7 days prior to the AGMs.

By order of the Boards of Directors and issued on 04 March 2026.

Andrew Barton
Company Secretary

PROXY FORMS

Any member/shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy holder to attend and vote on their behalf. A proxy holder need not be a member/shareholder of the Companies.

A form of proxy has been provided with this notice and is also available in the AGM Supporting Documentation folder.

As the meeting will include a virtual function, facilitated by a professional service provider, all proxies need to be processed and activated on the online voting platform. Proxy forms should be returned so as to reach the Company Secretary (finman@stfrancislinks.com) as early as possible.

This notice and accompanying attached documentation have been electronically sent to you to save printing and associated costs. If however you require a hard copy, please notify the Company Secretary immediately and these documents will be made available to you.