

NOTICE OF THE SAICA ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of the members of the South African Institute of Chartered Accountants (SAICA) will be conducted through electronic media, held on **Thursday 28 May 2020 at 09h00**, for the transaction of the following business:

Due to the COVID-19 precautions, member participation will be facilitated through a webcast of the meeting. Members are required to utilise SAICA's electronic e-voting platform for both the proxy and "on-the-day" voting processes.

The agenda provides for the following resolutions to be tabled at the meeting:

QUORUM

To establish whether a quorum is present.

CONFIRMATION OF NOTICE AND DOCUMENT CIRCULATION

To NOTE that a Notice to members convening the Annual General Meeting was published in the April and May issues of the *Accountancy SA* magazine.

APPROVAL OF PREVIOUS MINUTES

- To CONSIDER and APPROVE the minutes of the previous Annual General Meeting held on the 26 June 2019.
- To CONSIDER and APPROVE the minutes of the Special General Meeting held on the 23 October 2019.

ORDINARY RESOLUTION 1:

To CONSIDER the SAICA Group and Institute Annual Statements and Integrated Report which includes the CEO and Chairman's reports for the year ended 31 December 2019.

(The current SAICA Constitution in paragraph 13.1.1 requires "consideration of the annual financial statements and integrated report" at the AGM. In addition, paragraph 13.1.2 requires "consideration of reports by the Chairperson and the CEO").

ORDINARY RESOLUTION 2:

To CONSIDER the Independent Auditors Report.

(The current SAICA Constitution in paragraph 13.1.3 requires "the consideration of a report by the external auditors" at the AGM).

ORDINARY RESOLUTION 3:

To CONSIDER and, if supported, APPROVE the appointment of MAZARS as the external auditors for the ensuing year.

(The current SAICA Constitution in paragraph 13.1.4 requires “the consideration of the appointment of the auditors” at the AGM).

ORDINARY RESOLUTION 4:

To CONSIDER and confirm that there will be no increase in the current board and committee fees which will remain unchanged for the ensuing year.

(The current SAICA Constitution in paragraph 13.1.6 requires “approval of the increase/decrease and/or any change in the basis of determining the Board and Board committee member fees for the ensuing year”).

VOTE ON RESOLUTION 5:

To CONSIDER the approval of the Remuneration and related implementation Policy by a special non-binding vote for the ensuing year.

(The current SAICA Constitution in paragraph 13.1.7 and 13.1.8 requires the approval of the Remuneration Policy and Implementation Policy by a special non-binding vote at the AGM).

REGISTRATION AND PROXY VOTING

Registration and proxy voting via SAICA’s e-voting platform opens at 09h00 on Thursday, 7 May 2020 and closes at 09h00 on Tuesday, 26 May 2020, 48 (forty-eight) hours before the time appointed for the AGM.

Please note: In order to use the e-voting facility, members must register, [log on](#) and cast their proxy e-votes by following the on-screen prompts which have been detailed in the [e-voting and webcast guidelines](#). There will be no paper-based proxy voting option. All voting will be conducted through the e-voting system.

ON-THE-DAY VOTING

On the day of the meeting, members who did not exercise proxy votes, will be able to [log on](#) to the AGM e-voting platform, and supply their SAICA membership number, South African ID number, or Passport number and follow the on-screen prompts to vote. [Read e-voting and webcast guidelines](#) for assistance in this regard. We however suggest members register for voting during the abovementioned registration period. Members will be allowed to cast their e-votes when the voting is opened during the AGM proceedings. All voting will be electronic. There will be no paper-based voting.

WEBCAST PARTICIPATION AT THE AGM

SAICA members must utilise the webcast option to participate remotely in the AGM proceedings, by logging on to the Webcast Dashboard ([Read e-voting and webcast guidelines](#)). This will enable online submission of comments or questions, which will be presented to the chairman for action, at the chairman’s discretion. The AGM will be adjourned to enable the e-voting process to be completed and the meeting will be re-convened to allow the chairman to announce the results. Members joining via webcast and casting an electronic vote are requested to stay connected during this process. Additional instructions on the proceedings at the AGM will be provided by the chairman at the meeting.

QUERIES

Email AGM@saica.co.za to log any technical support queries relating to the e-voting platform.

TERMS AND CONDITIONS

Please read [the SAICA AGM e-voting Terms and Conditions](#).

Issued by:

Jaco Snyman

Board Secretary

The South African Institute of Chartered Accountants

