

REPUBLIC OF SOUTH AFRICA

COMPANIES ACT, 1973

# Memorandum of association

of a company not having a share capital

[Section 60(1); regulation 18]

Registration No. of Company

	Client	
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Name of company:  
ROYAL VICTORIA (A)SHARE BLOCK LIMITED

A

The articles of Table A contained in Schedule 1 to the Companies Act 1973, shall not apply to the company.

## B

The articles of the company are as follows:

### 1. Interpretation

In these Articles, unless the context otherwise requires:

- 1.1 "the Companies Act" means Act 61 of 1973, as amended or any Act which replaces it;
- 1.2 "member" means a registered holder of shares in the company;
- 1.3 "profits" includes revenue, realised capital profits and unrealised capital profits insofar as the law allows it to be distributed as dividends;
- 1.4 "register" means the register of members kept in terms of the Statutes;
- 1.5 "the Republic" means the Republic of South Africa;
- 1.6 "the Statutes" means the Companies Act and the Share Blocks Control Act and any and every other statute or subordinate legislation from time to time in force concerning companies and necessarily affecting the company;
- 1.7 "the Share Blocks Control Act" means the Share Blocks Control Act 59 of 1980 as amended or any Act which replaces it;
- 1.8 "the share block developer" means the share block developer contemplated in the Share Blocks Control Act;
- 1.9 references to members represented by proxy shall include members represented by an agent appointed under a general or special power of attorney and references to members present or acting in person shall include corporations represented or acting in the manner prescribed in the Statutes;
- 1.10 expressions defined in the Companies Act, or any statutory modification thereof, in force at the date on which these Articles become binding on the company, shall have the meanings so defined;
- 1.11 words in the singular number shall include the plural, and words in the plural number shall include the singular, words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

### 2. Preliminary

- 2.1 If the provisions of these Articles are in any way inconsistent with the provisions of the Statutes, the provisions of the Statutes shall prevail, and these Articles shall be read in all respects subject to the Statutes.

2.2 The directors shall have regard to the restrictions on the commencement of business imposed by the Companies Act.

2.3 Notwithstanding the omission from these Articles of any provision to that effect, the company may do anything which the Companies Act empowers a company to do if so authorised by its Articles of Association.

### 3 Public company

The company is a public company. There is no limit on the number of members of the company and it is not prohibited from offering any of its shares or debentures to the public for subscription but the transfer of shares is subject to restrictions as set out in these articles.

### 4 Shares and certificates of shares

4.1 Subject to any relevant provisions of the Memorandum of Association of the company and the Statutes and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares in the company, any share may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the company may from time to time by resolution determine. Preference shares may be issued and existing shares may be converted into preference shares on the basis that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as shall be prescribed in these Articles or the resolution authorising or effecting such issue or conversion.

4.2 All or any of the rights, privileges or conditions for the time being attached to any class of shares for the time being forming part of the share capital of the company may (unless otherwise provided by the terms of issue of the shares of that class) whether or not the company is being wound up, be varied in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or with the sanction of a resolution passed in the same manner as a special resolution of the company at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to any such separate general meeting except that:

4.2.1 the necessary quorum shall be a member or members of the class present in person, or represented by proxy and holding at least fifty-one percent of the voting rights of the issued shares of that class;

4.2.2 if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present shall be a quorum; and

- 4.2.3 any holder of shares of the class present in person or represented by proxy may demand a poll and, on a poll, shall have one vote for each share of the class of which he is the holder.
- 4.3 In the case of any share registered in the names of two or more persons as joint holders, the person first named in the register shall, save as may otherwise be provided in these presents, be the only person recognised by the company as having any title to such share and to the certificate therefor.
- 4.4 Share certificates shall be issued under the authority of the directors in such manner and form as the directors shall from time to time prescribe. If any shares are not numbered all share certificates in respect of such shares shall be numbered in numerical progression and each share certificate distinguished by its appropriate number and by such endorsement as may be required by the Statutes. All signatures on share certificates shall be autographic unless the directors by resolution shall determine that signatures generally or in any particular case or cases shall be affixed to such certificates by mechanical, electronic or other legally recognised means in such manner as the auditors of the company shall have approved in writing.
- 4.5 Each member shall be entitled to one certificate for all the shares registered in his name, or to several certificates, each for a part of such shares. Every share certificate shall specify the number of shares in respect of which it is issued.
- 4.6 If a share certificate is defaced, lost or destroyed, it may be renewed, on such terms, as to evidence and indemnity as the directors think fit, and (in case of defacement) on delivery of the old certificate.

## 5 Commission

Subject to the Statutes, the company may pay commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares of the company or of his procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares of the company.

## 6 Lien

- 6.1 The company shall have a first lien on every share registered in the name of any member either alone or jointly with any other person for all the member's debts, liabilities and engagements, whether solely or jointly with any other person, to or with the company, whether or not the time for the payment, fulfilment or discharge thereof shall have arrived and such lien shall extend to all dividends from time to time declared in respect of such share. The directors may, however, at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

- 6.2 The directors may sell the shares subject to any such lien at such times and in such manner as they think fit, but no sale shall be made until such time as the moneys or part thereof in respect of which such lien exists shall have become payable or the liability or engagement in respect of which such lien exists shall have become liable to be fulfilled or discharged and until a written notice stating the amount due or specifying the liability or engagement, demanding payment or fulfilment or discharge thereof and stating an intention to sell in default shall have been served on the member in whose name the shares are registered and default in payment, fulfilment or discharge shall have been made by him for fourteen days after service of such notice.
- 6.3 The net proceeds of any sale pursuant to Article 6.2 shall be received by the company and be applied in or towards the satisfaction of the amount due to the company, or of the liability or engagement, and the balance, if any, shall be paid to the member.
- 6.4 To give effect to any such sale the directors may authorise any person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any transfer effected as aforesaid, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

## 7 Transmission of shares

- 7.1 Upon the death, insolvency or placing under curatorship by reason of insanity or prodigality of any joint holder of any share, the sole remaining joint holder who does not fall within any of these categories or the first named of two or more remaining joint holders who do not fall within any of these categories, as the case may be, shall be the only person recognised by the company as having any title to such share. If there are no such joint holders, the executor or administrator of a deceased member or the trustee of an insolvent member and the curator of any insane or prodigal member or any person duly appointed by competent authority to represent or act for any member shall be the only person recognised by the company as having any title to any share registered in the name of such member.
- 7.2 Subject to the laws relating to stamp duty, duty upon or in respect of the estates of deceased persons and the administration of the estates of insolvent and deceased persons and persons under disability:
- 7.2.1 the parent or guardian or curator of any member who is a minor;
- 7.2.2 any person becoming entitled to any shares in consequence of his marriage to a female member;
- 7.2.3 the trustee of an insolvent member;

- 7.2.4 the liquidator of a body corporate;
- 7.2.5 the tutor or curator of a member under disability;
- 7.2.6 the executor or administrator of any deceased member's estate; or
- 7.2.7 any other person becoming entitled to any shares held by a member by any lawful means other than transfer in terms of these Articles,

shall, upon production of such evidence as may be required by the directors, have the right either:

- A Subject to the provisions of the Statutes and these Articles, to exercise the same rights and to receive the same dividends and other advantages to which he would have been entitled if he were the registered holder of the shares registered in the name of the member concerned; or
- B to be registered as a member himself in respect of those shares and to make such transfer of those shares as the member concerned could have made.

## 8 Alteration of capital

- 8.1 Subject to the provisions of the Statutes, the company may from time to time by special resolution:
  - 8.1.1 Increase its share capital by new shares of such amount, or increase the number of its shares having no par value, as it thinks expedient;
  - 8.1.2 increase its stated capital constituted by shares of no par value by transferring reserves or profits to the stated capital, with or without a distribution of shares;
  - 8.1.3 consolidate and divide all or any part of its share capital into shares of larger amount than its existing shares or consolidate and reduce the number of the issued no par value shares;
  - 8.1.4 increase the number of its issued no par value shares without an increase of its stated capital;
  - 8.1.5 subdivide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association;
  - 8.1.6 convert all of its ordinary or preference share capital consisting of shares having a par value into stated capital constituted by shares of no par value;

- 8.1.7 convert its stated capital constituted either by ordinary or preference shares of no par value into share capital consisting of shares having a par value;
  - 8.1.8 cancel shares which at the time of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its authorised share capital by the amount of the shares so cancelled or may cancel shares of no par value which have not so been taken or agreed to be taken;
  - 8.1.9 reduce its share capital, stated capital and any capital redemption reserve fund or any share premium account in any manner authorised including by acquiring shares issued by it;
  - 8.1.10 convert any shares in the capital of the company to shares of a different class and in particular (but without derogating from the generality of the foregoing) convert ordinary shares or preference shares to redeemable preference shares.
- 8.2 Subject to any directions to the contrary that may be given by the resolution increasing the share capital, any original shares for the time being unissued and any new shares from time to time created shall before issue be offered to the holders of shares of the class to be issued in proportion, as nearly as the circumstances admit, to the amount of the existing shares of that class held by them. The offer shall be made by notice specifying the number of shares offered, and limiting a time (which shall not be less than fourteen days) when the offer, if not accepted, will be deemed to be declined. The provisions of these Articles of Association or any written agreement in force between the members with regard to the sale or other disposal, transfer and transmission of shares shall apply mutatis mutandis to any such offer. After the expiration of the time within which an offer may be accepted, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may, subject to the foregoing provisions, dispose of such shares in such manner as they think most beneficial to the company. The directors may in like manner dispose of any such new or original shares as aforesaid which by reason of the ratio which such shares bear to shares held by persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning such shares cannot, in the opinion of the directors, be conveniently offered in the manner hereinbefore provided.

## 9 Meetings of members

- 9.1 The company, at such times as are in the Statutes prescribed, shall hold general meetings of members to be known and described in the notices calling such meetings as annual general meetings.
- 9.2 The directors may, whenever they think fit, convene a general meeting, and a general meeting shall also be convened on a requisition made in

terms of the Statutes or, in default, may be convened by the requisitionists as provided by and subject to the provisions of the Statutes. If at any time there shall not be within the Republic sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene a general meeting in the same manner or as nearly as possible to the manner in which meetings may be convened by the directors.

9.3 Subject to the provisions of the Statutes relating to meetings of which special notice is required to be given, an annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing, and a meeting of the company, other than an annual general meeting or a meeting for the passing of a special resolution, shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the business, and shall be given, in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company at a meeting of members, to such persons as are, under these Articles, entitled to receive such notices from the company: provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting who hold not less than ninety-five per cent of the total voting rights of all the members. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

9.4 Every meeting of members shall, unless otherwise resolved by the directors, be held in the city or town in which the company's registered office is for the time being situated.

## 10 Proceedings at meetings of members

10.1 All business that is transacted at a general meeting, and all that is transacted at the annual general meeting, with the exception of the declaration or sanctioning of a dividend, the consideration of the audited financial statements, the election of auditors (and directors if these Articles make provision for a rotation of directors), and the fixing of the remuneration of the auditors, shall be deemed to be special business.

10.2 Business may be transacted at any meeting of members only while a quorum is present.

10.3 Save as herein otherwise provided, the quorum at a meeting of members shall be 3 members entitled to vote, personally present, or if a member is a body corporate, represented.

10.4 If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members,

shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or, if that day is a public holiday, to the next succeeding day which is not a public holiday, Saturday or Sunday, or if this is inconvenient, to a day not less than seven but not more than twenty-one days after the date of the meeting at a place determined and if at such adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting then, subject to the Statutes, the members or member present shall be a quorum.

- 10.5 The chairman, if any, of the board of directors shall preside as chairman at every meeting of members of the company. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some director, or if no director is present, or if all the directors present decline to take the chair, they shall choose some member present to be chairman of the meeting.
- 10.6 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting to the same day in the next week, at the same time and place, or, if that day is a public holiday, to the next succeeding day which is not a public holiday, Saturday or Sunday, or if this is inconvenient to a day not less than seven but not more than twenty-one days after the date of the meeting at a place determined, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned as a result of a direction given in terms of any applicable provision in the Statutes, notice of the adjourned meeting shall be given in the manner prescribed by such provision but, save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 10.7 At any meeting of members a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll shall be demanded by any person entitled to vote at the meeting and, unless a poll is so demanded, a declaration by the chairman that a resolution has been carried on a show of hands or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
- 10.8 If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Scrutineers shall be elected to count the votes and to declare the result of the poll, and their decision, which shall be announced by the chairman of the meeting, shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 10.9 A poll shall be taken forthwith. The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question upon which the poll has been demanded. The demand for a poll may be withdrawn.
- 10.10 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall not be entitled to a second or casting vote.
- 10.11 No objection shall be raised as to the admissibility of any vote whether on a poll or on a show of hands, except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting, whose decision, if made in good faith, shall be final and conclusive.
- 10.12 Subject to the provisions of the Statutes, an ordinary resolution in writing signed in any legally recognised manner by the sole member, should the company have only one member or, should the company have more than one member, by all the persons for the time being entitled to receive notice of and to attend and vote at a meeting of members or by duly authorised representatives on their behalf shall be as valid and effectual as if it had been passed at a meeting of the company duly convened and held.

## 11 Votes of members

- 11.1 Subject to any rights or restrictions attaching to any class or classes of share and to the provisions of Article 7.2, a member of the company present in person, or, if a member is a body corporate, represented, at any meeting of the company shall on a show of hands have only one vote, irrespective of the number of shares he holds or represents and on a poll every member who is present in person or represented by proxy shall have one vote for each share of which he is the holder.
- 11.2 In the case of joint holders the vote of the senior member who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register.
- 11.3 Any person entitled to a share in terms of Article 7.2 may vote at any meeting in respect thereof in the same manner as if he were the registered holder of that share: Provided that (except where the directors have previously accepted his right to vote in respect of that share) at least twenty-four hours before the time of holding the meeting at which he proposes to vote, he shall have satisfied the directors that he is entitled to exercise the right referred to in Article 7.2. Several executors of a deceased member in whose name shares stand in the register shall, for the purposes of this Article, be deemed joint holders of those shares.

- 11.4 A proxy need not be a member of the company but no member shall be entitled to appoint more than one proxy in respect of any one meeting.
- 11.5 The form appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing, or, if the appointer is a corporate body, under the hand of an officer or agent authorised by that body. The holder of a general or special power of attorney given by a shareholder shall be entitled to vote, if duly authorised under that power to attend and take part in the meetings and proceedings of the company or companies generally, whether or not he himself is a member of the company. The form appointing a proxy shall be deemed to confer authority to demand a poll.
- 11.6 The form appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the registered office of the company not less than twenty-four hours (or such lesser period as the directors may unanimously determine in relation to any particular meeting) before the time for holding the meeting (including an adjourned meeting) at which the person named in the form proposes to vote, or in the case of a poll not less than twenty-four hours (or such lesser period determined as aforesaid in relation to the particular poll) before the time appointed for the taking of the poll, and in default the form of proxy shall not be treated as valid. No form appointing a proxy shall be valid after the expiration of six months from the date when it was signed, except at an adjourned meeting or on a poll demanded at a meeting or adjourned meeting in cases where the meeting was originally held within six months from the said date, unless so specifically stated in the proxy itself.
- 11.7 Subject to the provisions of the Companies Act, a form appointing a proxy may be in any usual or common form.
- 11.8 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the offices before the commencement of the meeting or adjourned meeting at which the proxy is used.

## 12 Directors

- 12.1 Until otherwise determined by a meeting of members, the number of directors shall not be less than 2 nor more than 6.
- 12.2 The first directors of the company shall be Dr Walter Frederick Ward, Alvin Charles Beiling, Rodin Abraham Bora and Gary Hugh Campher.

12.3 The company may from time to time at any meeting of members increase or reduce the number of directors.

12.4 Unless otherwise decided by a meeting of members any casual vacancy occurring in the board of directors may be filled by the directors.

12.5 Notwithstanding anything to the contrary herein contained or contained in the Memorandum of Association or in any agreement or arrangement affecting or concerning the company or the share block scheme operated by or pursuant to the Share Blocks Control Act, the members of the company other than the share block developer shall, if they:

12.5.1 do not exceed ten in number, have the right to appoint at least one of the directors of the company; and

12.5.2 exceed ten in number, have the right to appoint at least two of the directors of the company.

A share block developer shall not be entitled to vote on any proposed resolutions to remove, under the provisions of the Companies Act section 220, any director so appointed.

12.6 The share block developer shall be entitled to appoint at least 4 directors of the Company for so long as the share block developer owns any shares in the Company.

12.7 Subject to the provisions of Article 12.5, the company at a meeting of members shall have the power at any time, and from time to time to appoint any person as a director, but so that the total number of directors shall not at any time exceed the maximum number fixed by or in terms of these Articles. Notwithstanding anything to the contrary herein contained, any provisions hereof or of the Memorandum of Association of the company or any agreement entitling or purporting to entitle any person to appoint a majority of the directors of the company shall be of no force or effect unless that person or his representative guarantees compliance with any obligation of the company specified in the Memorandum of Association or Articles of Association or agreement which has been confirmed by the Registrar in the prescribed manner.

12.8 Subject always to seats on the board of directors being left available to comply with the provisions of Article 12.5 (if appointments thereunder have not been made), the directors shall be entitled to appoint any person to be a director, provided that the maximum number of directors permitted under these Articles shall not thereby be exceeded.

### 13 Qualification of directors

Neither a director nor his alternate shall be required to hold any shares in the company to qualify him as such.

### 14 Remuneration of directors

- 14.1 The remuneration of the directors shall from time to time be determined by the directors. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in or about the performance of their duties as directors including those of attending and travelling to and from meetings of the directors or any committee of the directors or for attending any meeting of members of the company.
- 14.2 The directors may pay any director who serves on any committee or who devotes special attention to the business of the company, or otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, such extra remuneration by way of salary, commission, percentage of profits or by any or all of these modes or otherwise as they may determine.

## 15 Alternate and associate directors

- 15.1 Any director shall have the power to nominate another person approved by the board to act as alternate director in his place during his absence or inability to act as such director, and on such appointment being made, the alternate director shall, in all respects, be subject to the terms and conditions existing with reference to the other directors of the company. A person may be appointed as alternate to more than one director. If a person is alternate to more than one director or where an alternate director is a director, he shall have a separate vote, on behalf of each director that he is representing in addition to his own vote, if any.
- 15.2 The alternate directors, whilst acting in the place of the directors who appointed them, shall exercise and discharge all the duties and functions of the directors they represent. The appointment of an alternate director shall cease on the happening of any event which, if he were a director, would cause him to cease to hold office in terms of these Articles or if the director who appointed him ceases to be a director, or gives notice to the secretary of the company that the alternate director representing him shall have ceased to do so. An alternate director shall look to the director who appointed him for his remuneration.
- 15.3 The directors may from time to time appoint any person to be an associate director and may from time to time cancel any such appointment. The directors may fix, determine and vary the powers, duties and remuneration of any person so appointed but a person so appointed shall not:
- 15.3.1 be reckoned in the quorum for any meeting of the board;

15.3.2 be a member of the board of directors and have any right to attend or vote at any meeting of directors except by the invitation and with the consent of all the directors.

15.4 An associate director is not and shall at no time be regarded as a director in terms of these Articles or otherwise.

## 16 Borrowing powers of directors

16.1 The company shall not increase its loan obligation as defined in the Share Blocks Control Act 59 of 1980 or encumber any of its assets unless the increase or encumbrance has been approved by a resolution of at least seventy-five per cent in number of the members of the company, excluding from such members the share block developer, having the right to vote at the relevant meeting and holding in the aggregate at least seventy-five per cent of the total number of votes of all those members, but excluding from such number of votes, the votes held by the share block developer. The aforesaid restriction shall not apply in respect of:

16.1.1 an increase or encumbrance aforesaid, if at the time when the shares of the company were offered for subscription or sale, it was disclosed to all the members of the company and to the persons to whom those shares were offered that the company contemplated increasing its loan obligation or encumbering its assets on stated terms and conditions and the company has acted in accordance with such disclosure;

16.1.2 an encumbrance contemplated above if such encumbrance secures an existing liability comprised in the company's loan obligation;

16.1.3 the replacement of an obligation or part of an obligation included in the loan obligation by another.

16.2 Subject to the provisions of Article 16.1:

16.2.1 the directors may in their discretion, from time to time, raise or borrow from the members or other persons any sums of money for the purposes of the company without limitation;

16.2.2 the directors may secure the payment or repayment of any sums of money borrowed or raised in terms of Article 16.2.1 or the payment of any debt, liability or obligation whatsoever of the company or of a third party, in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the execution of bonds or the issue of debentures or debenture stock of the company charged upon all or any part of the property and rights of the company, both present and future, including its uncalled capital.

## 17 General powers and duties of directors

- 17.1 The business of the company shall be managed by the directors who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are not by the Statutes or by these Articles required to be exercised by the company at any meeting of members or done by the company in general meeting (including without derogating from the generality of the foregoing or from the rights of the shareholders, the power to resolve that the company be wound up), subject nevertheless to the provisions of these Articles and of the Statutes and to such regulations being not inconsistent with these Articles or the Statutes, as may be prescribed by the company at any such meeting; but no regulation made by the company at such meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
- 17.2 The directors may from time to time appoint one or more of their body to the office of managing director or manager for such period and at such remuneration (whether by way of salary or commission, or participation in profits or partly in one way and partly in another) and generally on such terms as they may think fit, and it may be made a term of his appointment that he be paid a pension, gratuity or other benefit on his retirement from office. The appointment of a managing director or manager shall determine ipso facto if he shall cease for any reason to be a director, or if the company at any meeting of members shall resolve that his tenure of the office of managing director or manager be determined.
- 17.3 The directors may from time to time entrust to and confer upon a managing director or manager for the time being such of the powers vested in them as they may think fit, and may confer such powers for such time and to be exercised for such objects and upon such terms and with such restrictions as they may think expedient; and they may confer such powers either collaterally or to the exclusion of, and in substitution for, all or any of the powers of the directors, and may from time to time revoke or vary all or any of such powers. A managing director appointed pursuant to the provisions hereof shall after powers have been conferred upon him by the directors in terms hereof, be deemed to derive such powers directly from this Article.
- 17.4 The directors shall have the power from time to time to delegate, or to allocate, to any one of their members or to any other person, whether in the Republic or not, such of the powers as are vested in the directors pursuant to the Statutes or under these Articles, as they may deem fit.
- 17.5 The directors may delegate, or allocate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors. Save as aforesaid, the meetings and proceedings of a committee consisting of more than one member shall be governed by

the provisions of these Articles regulating the meetings and proceedings of directors.

17.6 The directors may:

17.6.1 establish and maintain any non-contributory or contributory pension, superannuation, provident and benefit funds for the benefit of; and

17.6.2 give pensions, gratuities and allowances to and make payments for or towards the insurance of

any persons who are employees or ex-employees (including directors or ex-directors) of the company, or of any company which is or was a subsidiary of the company or is or was in any way allied to or associated with it or any such subsidiary, and the wives, widows, families and dependants of such persons.

18 Disqualification and privileges of directors

18.1 A director shall cease to hold office as such if:

18.1.1 he ceases to be a director by virtue of any of the provisions of the Statutes or becomes prohibited from being a director by reason of any order made under the Statutes; or

18.1.2 his estate is sequestrated or he files an application for the surrender of his estate or an application for an administration order, or if he commits an act of insolvency as defined in the insolvency law for the time being in force,<sup>64</sup> or if he makes any arrangement or composition with his creditors generally; or

18.1.3 he resigns his office by notice in writing to the company; or

18.1.4 he is otherwise removed in accordance with any provisions of these Articles.

18.2 Subject to the provisions of the Statutes, a director of the company may be or become:

18.2.1 a director, or member of any subsidiary or other company promoted by the company or in which it may be interested as vendor, shareholder or otherwise; or

18.2.2 an employee in any capacity of, the holder of a retainer in consideration for which he agrees to give his services in any special capacity when called upon to do so from, or a representative of the company in, any company mentioned in Article 18.2.1 or the management of any business or operations or concern in which the company may be interested as partner or otherwise,

and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or member of such company or representative of the company in such management or in any such employment or retention of his services. The directors may exercise the voting power conferred by the shares in any other company as described in Article 18.2.1 and held or owned by the company, or exercisable by them or any of them in their capacity as directors of the company, in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such company) and any director may vote in favour of the exercise of such voting rights in the manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director or other officer of the company in which the shares are held and as such is or may become interested in the exercise of such voting rights in the manner aforesaid.

18.3 No director or intending director shall be disqualified by his office from contracting with the company in any manner whatsoever and in particular as:

18.3.1 an underwriter of any shares or securities of;

18.3.2 a guarantor of any liability of; or

18.3.3 employee or officer of or provider of services to

the company, or any company in which the company may be interested, for a commission or profit; nor shall any such contract or arrangement entered into by or on behalf of the company in which any director shall be in any way interested, nor any contract or agreement entered into with any company or partnership of or in which any director shall be a member, director or partner or otherwise interested, be invalidated or voided by any such reason or by reason of the board of directors of the company not constituting an independent quorum, nor shall any director so contracting or being so interested or acquiring any benefit under any contract or arrangement made or entered into by or on behalf of any person, company or partnership in relation to the affairs of the company be liable to account to the company for any profits or benefits realised by or under such contract or arrangement by reason of such director holding that office or by reason of the fiduciary relationship thereby established, and any director so interested or acquiring any such benefits shall be entitled to vote at any board meeting or otherwise in relation to such contract as freely as if he were not interested and he shall be reckoned for the purpose of constituting a quorum of directors. Nevertheless, any director so interested or acquiring any benefit shall disclose the fact of his possessing any interest and full particulars thereof, be it as director or member or otherwise, whether or not it appears on the face of the contract or arrangement, in accordance with the provisions of the Statutes. Subject to the provisions of the Statutes, a general notice in writing given to the directors by a director to the effect that he is a

member of a specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that company or firm, shall be deemed to be a sufficient disclosure in relation to any contract or proposed contract so made or to be made.

18.4 Without detracting from the generality of Article 18.3:

18.4.1 a director may hold any other office or place of profit in the company, other than that of auditor, in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the directors. A director may, notwithstanding his interest, be counted in the quorum present at any meeting at which he is so employed or appointed to hold any such office of profit with the company and he may vote on such employment or appointment as though he had no interest therein;

18.4.2 a director may himself act or any firm of which he is a member may act in a professional capacity for the company, and he or his firm shall be entitled to remuneration for those professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor of the company.

19 Proceedings of directors

19.1 A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

19.2 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

19.3 Unless otherwise resolved by the directors, all their meetings shall be held in the city or town where the company's registered office is for the time being situated.

19.4 Questions arising at any meeting of the directors shall be decided by a majority of votes.

19.5 The chairman shall not have a second or casting vote.

19.6 The directors may determine what period of notice shall be given of meetings of directors and may determine the means of giving such notice which may include telephone, telegram, telex, telefax, e-mail or other electronic means. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the Republic, but notice of any such meeting shall be given to his alternate, if he has appointed one, provided that such alternate is in the Republic.

19.7 A quorum shall consist of two directors. Provided always that if any director has been appointed in terms of Article 12.5, the number of directors required for a quorum at any meeting of directors of the company shall include that director or at least one of those directors, as the case may be; Provided further that if such director or director(s), if any, is(are) not present within half an hour after the time appointed for such a meeting, the meeting shall stand adjourned to a day not earlier than five days and not later than 14 days after the date of the meeting, according as may be decided, and if at such adjourned meeting such director(s) is(are) not present within half an hour after the time appointed for the meeting, the directors present shall be a quorum. For the purpose hereof a director who has authorised another director to vote for him at a meeting in terms of Article 19.10 shall, if the director so authorised is present at the meeting, be deemed to be present himself and each director whose alternate is present at a meeting (even if the latter is alternate to more than one director) shall be deemed to be so present.

19.8 The continuing directors (or sole continuing director) may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as a quorum, the continuing directors or director may act only for the purpose of summoning a general meeting of the company. If there are no directors able and willing to act, and no specific provision is made in these Articles for the appointment of directors, then any two members may summon a general meeting for the purpose of appointing directors.

19.9 Subject to the Statutes:

19.9.1 any resolution in writing, signed in any legally recognised manner by the sole director or by all the directors for the time being present in the Republic and being not less than are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted: Provided that where a director is not present in the Republic, but has an alternate who is, the resolution must be signed by that alternate. The resolution may consist of several documents, each signed by one or more directors or their alternates in terms of this Article;

19.9.2 any resolution referred to in Article 19.9.1 shall be deemed (unless the contrary is stated therein) to have been passed on the date upon which it was signed by the last director or alternate director required to sign it and where it states a date as being the date of its signature by any director or alternate director that document shall be prima facie evidence that it was signed by that director or alternate director on that date;

19.9.3 in the case of matters requiring urgent resolution or, if for any reason it is impracticable to meet as contemplated in Article 19.3 or pass a resolution as contemplated in Article 19.9.1, the meeting may be conducted and a resolution may be passed

utilising conference telephone facilities or other similar electronic means, provided that the required quorum is met.

19.10A director unable to attend a directors' meeting may authorise any other director to vote for him at that meeting, and in that event the director so authorised shall have a vote for each director by whom he is so authorised in addition to his own vote. If both the director so authorised and an alternate of the director who granted the authority are present at the meeting, the alternate shall not be entitled to vote on behalf of the absent director. Authority in terms of this Article must be in writing and must be handed to the person presiding at the meeting at which it is to be used.

9.11 The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding it, the directors present may choose one of their number to be chairman of the meeting.

## 20 Validity of acts of directors and committees

As regards all persons dealing in good faith with the company, all acts done by any meeting of the directors or of a committee of directors or of any executives, or by any person acting as a director, shall, notwithstanding that it is discovered afterwards that there has been some defect in the appointment or continuance in office of any such directors or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to hold office or were not entitled to vote, will be as valid as if every such person had been duly appointed or was qualified or had continued to be a director or was entitled to vote, as the case may be.

## 21 Dividends and other payments

21.1 The company in general meeting or the directors may declare dividends.

21.2 With the sanction of the company at a meeting of members, any dividend declared may be paid and satisfied, either wholly or in part, by the distribution of such specific assets (and in particular fully paid shares or debentures of any other company or companies) as the directors may at the time of declaring the dividend determine and direct, and the directors may settle any difficulty which may arise in regard to the distribution as they think expedient, and in particular may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to them.

21.3 At the discretion of the directors and insofar as it is lawful:

- 21.3.1 if any asset, business or property is bought by the company as from a past date (whether such date is before or after the incorporation of the company) upon the terms that the company shall as from that date take the profits and bear the losses thereof, then such profits or losses as far as the law allows may be credited or debited, as the case may be, wholly or in part to the revenue account, and any amount so credited or debited shall be treated for all purposes as a profit or loss of the company;
- 21.3.2 if any shares or securities are purchased by the company cum dividend or interest, that dividend or interest subject to the aforesaid may be treated as revenue and it shall not be obligatory to capitalise it or any part of it.
- 21.4 Dividends shall be paid only out of profits and subject to any applicable provisions of the company's Memorandum of Association.
- 21.5 Subject to any rights attaching to any class of shares, all shares shall rank pari passu in respect of dividends.
- 21.6 The directors may deduct from the dividends or bonus payable to any member all such claims or sums of money which may be due from time to time to the company.
- 21.7 No dividend or bonus shall bear interest against the company, and any dividend or bonus remaining unclaimed for a period of three years from the time when it becomes due and payable may, provided notice of the declaration has been given to the person entitled thereto, be forfeited by resolution of the directors for the benefit of the company.
- 21.8 Every dividend or bonus may be paid by cheque or otherwise as the directors may from time to time determine, and shall either be sent by post to the last registered address of the member or person entitled thereto or be given to him personally.
- 21.9 The company shall not be responsible for the loss in transmission of any cheque or other document sent through the post to the registered address of any member, whether or not it was so sent at his request.
- 21.10 The directors may make any payments out of accounts other than profit subject to the Statutes.

## 22 Reserves

- 22.1 The directors may, before declaring or recommending any dividends, set aside out of the amount available for dividends such sum as they think proper as a reserve fund or an addition thereto. The directors may divide the reserve fund into such special funds as they think fit, with full power to employ the assets constituting such fund or funds in the business of the company, or may invest the same upon such investments as they may

select without being liable for any depreciation of or loss in consequence of such investments whether the same be usual or authorised investments for trust funds or not.

- 22.2 The reserve fund shall, at the discretion of the directors, be applicable for the equalisation of dividends or for making provision for exceptional losses, expenses or contingencies, or for the extension or development of the company's business, or for writing down the value of any of the assets of the company, or for repairing, improving and maintaining any buildings, plant, machinery or works connected with the business of the company, or to cover the loss in wear and tear or other depreciation in value of any property of the company or for any of the objects or powers of the company, or for any other purpose to which the profits of the company may be properly applied.
- 22.3 The directors may re-allocate the amounts of such reserves either in whole or in part to other special or general reserves and may consolidate into one reserve any special reserves or any parts of any special reserves into which the reserve may have been divided. The directors also may at any time divide among the members by way of bonus, or special dividends, any part of the reserve funds which they in their discretion may determine not to be required for the purposes aforesaid. The directors may also carry forward any profits without placing them to reserve.

## 23 Capitalisation issues and distributions of debentures

- 23.1 At a meeting of members the company may, upon the recommendation of the directors, resolve to allocate any part of the amount received as a premium on shares issued or for the time being standing to the credit of any of the company's reserve accounts including a capital redemption reserve fund, to the credit of the profit and loss account, or otherwise available for distribution and not required for the payment or provision of the fixed dividend on any shares entitled to fixed preferential dividends. Such amounts may then be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions provided that:
- 23.1.1 they not be paid in cash but be applied in paying up in full debentures or capitalisation shares of the company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid; and
- 23.1.2 any sum carried to reserve as the result of a revaluation of the assets of the company or part thereof may be allocated for an issue of shares or debentures but only subject to the law and any legal requirements that may have to be complied with.

23.2 When a resolution as provided in Article 23.1 shall have been passed the directors shall make all appropriations and applications of the amounts to be allocated thereby, and all allotments and issues of fully paid shares or debentures, as the case may be, and generally shall do all acts and things required to give effect thereto. Where any difficulty arises in respect of such distribution the directors may issue fractional certificates, determine that fractions be ignored, fix the value for distribution of any fully paid shares or, debentures, make cash payments to any holders of shares on the footing of the value so fixed in order to adjust rights, and vest any shares or assets in trustees upon such trusts for the persons entitled in the appropriation or distribution as may seem just and expedient to the directors. When deemed requisite a contract shall be entered into and filed in accordance with the Statutes, and the directors may appoint any person to sign such contract on behalf of the persons entitled in the appropriation or distribution, and such appointments shall be effective and the contract may provide for the acceptance by the holders of the shares to be allotted to them respectively in satisfaction of their claims in respect of the sum so allocated.

## 24 Notices

24.1 A notice by the company to any person shall be regarded as validly given if it is:

24.1.1 delivered personally to the member or person entitled to the share;

24.1.2 sent prepaid through the post or is transmitted by telegram to the member at his registered address; or

24.1.3 sent by telex, telefax, e-mail or other electronic method by which notice can be given to a telex, telefax, e-mail or other approved electronic address provided to the company in writing.

24.2 Any notice or document sent in terms of Article 24.1 to any member who was, at the date on which that notice was delivered, posted or sent, shown in the register as the member for such share shall be deemed to have been duly served in respect of such share, notwithstanding that the member be then under legal incapacity or has transferred the shares; or the company had notice of his legal incapacity until some other person be duly registered in his stead.

24.3 All notices may with respect to any registered shares to which persons are jointly entitled be given to whichever of such persons is recognised by the company as having any title to such shares in terms of Article 4.3, as the case may be, and notice so given shall be sufficient notice to all the holders of such shares.

24.4 Any notice, if given by post, shall be deemed to have been served on the day following that on which the letter or envelope containing such notice

is posted, and in proving the giving of the notice sent by post it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office. All other notices will be deemed to be sent on the day on which they are transmitted.

24.5 When a given number of days' notice or notice extending over any period is required to be given, neither the day of service nor if the notice is one convening a meeting, the date of the meeting shall be counted in such number of days or period.

24.6 The company shall not be bound to enter any person in the register of members as entitled to any share until that person gives the company a physical or postal address for entry on the register and such person may further provide an electronic address to which notice may be given at the instance of the company.

24.7 Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share and all other persons otherwise interested in such shares shall be bound by every notice given in respect of such share which previously to his name and address being entered on the register shall have been given in accordance with Article 24.1 to the member from whom he derives his title to such share.

## 25 Indemnity

Every director, manager and officer of the company shall be indemnified out of the funds of the company against all liability incurred by him as such director, manager, or officer, in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under the Companies Act section 248 or any amendment thereof in which relief is granted to him by the court.

## 26 Winding-up

If the company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Statutes, divide amongst the members in specie or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of the members or any of them as the liquidator shall think fit.

## 27 Branch register

The company, or the directors on behalf of the company, may cause to be kept in any foreign country a branch register or registers of members resident in such foreign country and the directors may, subject to the provisions of the

Companies Act, make and vary such regulations as they may think fit with respect to the keeping of any such register.

28 Basis of formation

The basis upon which the company is established is that after incorporation, if so decided by the directors, it may acquire certain assets from the directors and promoters of the company, or some of them. Accordingly it shall be no objection to any such acquisition that the vendors or any of them will stand in a fiduciary position towards the company or that the directors of the company will not in the circumstances constitute an independent board and these presents shall be construed subject to the provisions of this Article; further, it is hereby declared that the purchase consideration to be paid by the company will be fixed by the vendors as the amount they are willing to take, that the vendors are not and will not be obliged to disclose or account to the company for the profit, if any, to be made by them and that the directors are not, before effecting the said acquisition, required to take any steps to ascertain the value of the said assets; and the directors are hereby absolved from all further responsibility in regard thereto. Every member of the company, present and future, hereby signifies his assent to this provision and will be deemed to join the company on this basis and it shall be no objection to the said acquisition that the vendors or any of them are directors or promoters of the company or that the nominee of any vendor is a director or promoter of the company.

29 Transfer of shares

No shares of a member may be disposed of, alienated or otherwise transferred unless:

29.1 the member and the proposed transferee of the shares have entered into an agreement complying with the Share Blocks Control Act, including without limitation, the provisions of sections 16 and 17 read with Schedule 2 to the Share Blocks Control Act;

29.2 the member and the proposed transferee have entered into an agreement of cession and delegation of the use agreement in such form as is from time to time required by the directors of the company, whereby the proposed transferee has assumed all the transferor's obligations to the company;

29.3 in the case of a person who has purchased shares on suspensive conditions and has not yet taken transfer of those shares, such person has in addition furnished to the company the written consent of the member in whose name the shares are registered to the sale of those shares, the transfer thereof and the cession of his rights in the use agreement;

29.4 shares constituting a share block are dealt in or disposed of as a block;

29.5 save as otherwise agreed in writing by all the members of a company, in one and the same transaction, the member likewise sells, disposes of or alienates his claim against the company ("his loan account").

Accordingly all references in these Articles to the offer, sale, disposal, alienation, transfer or transmission of a share or share block in the company shall, unless the context otherwise requires, be deemed to apply also to the loan account of the holder of such share or share block.

### 30 Accounting records

30.1 The directors shall cause such accounting records as are prescribed by the Companies Act section 284 and the Share Blocks Control Act sections 13 and 15 or their successors to be kept. Proper accounting records shall not be deemed to be kept if such accounting records as are necessary are not kept:

30.1.1 fairly to present the state of affairs and business of the company and to explain transactions and the financial position of the trade or business of the company;

30.1.2 to account for and fairly to reflect and explain the state of affairs in respect of all moneys:

30.1.2.1 paid in respect of the amount of the loan obligation referred to in the Share Blocks Control Act section 14(3);

30.1.2.2 entrusted to a practitioner or an estate agent or deposited by the company in its trust account referred to in the Share Blocks Control Act section 15(1) or invested in any savings or other interest-bearing account referred to in the Share Blocks Control Act section 15(2).

30.2 The accounting records shall be kept at the registered office of the company or at such other place or places as the directors think fit and shall always be open to inspection by the directors.

30.3 The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the company or any of them shall be open to inspection by members not being directors and no member (not being a director) shall have the right of inspecting any accounting records or documents of the company except as conferred by the Companies Act or the Share Blocks Control Act or authorised by the directors or by the company in general meeting.

### 31 Financial statements

31.1 The directors shall from time to time, in accordance with the Companies Act sections 286 and 288 cause to be prepared and laid before the company in general meeting such annual financial statements, group annual financial statements and group reports (if any) as are referred to in those sections.

31.2 A copy of any annual financial statements, group annual financial statements and group reports which are to be laid before the company in annual general meeting shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the company, and if the company is a controlled company, also to the Registrar: Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures. A copy of the financial statements that has to be made available to a person in accordance with section 302 of the Companies Act 61 of 1973 may also be made available electronically to all persons who have agreed thereto in writing.

31.3 Without derogating from the provisions of the Companies Act chapter XI, the company shall balance its books and records relating to any payment or any account referred to in Article 30.1.2 above at intervals of not more than six months and cause such books and records and the financial statements in respect thereof to be audited at least once annually by the auditor appointed under the Companies Act chapter X.

## 32 Shares and interest in use of company's immovable property

32.1 The issued share capital of the company is 9880 shares of par value.

32.2 The building on the company's immovable property shall consist of 236 units, numbered as reflected in the schedule annexed hereto marked A1 to A4.

32.3 The aforesaid shares shall be linked to the 236 units as set out in Schedule A1 to A4. The shares linked to a particular unit shall constitute a share block.

32.4 Each member shall be entitled to use the unit to which his share block relates in terms of and subject to the provisions of a certain Use and Occupation Agreement entered into between the company and Waterberg Minerale Bron (Pty) Ltd, the rights of the member to such unit pursuant thereto being ceded by the said Waterberg Minerale Bron (Pty) Ltd to that member. A copy of the Use and Occupation Agreement is annexed hereto marked Schedule B and shall be deemed to form part of these Articles.

32.5 Save as aforesaid, all the said shares shall rank pari passu in all respects.