MORCSA

Mortgage Origination Regulatory Council of South Africa

AGENDA TO THE NOTICE OF
THE 1ST ANNUAL GENERAL MEETING

1. WELCOME

1.1. PRESENT

1.2. APOLOGIES

1.3. QUORUM AND EXPLANATION OF VOTING PROCESS

2. MEETING BUSINESS

2.1. CEO AND DIRECTORS' REPORT

2.2. PRESENTATION OF THE AUDITED ANNUAL FINANCIAL STATEMENTS FOR THE PERIOD ENDING 31 MARCH 2025

3. RESOLUTIONS

3.1. **ORDINARY RESOLUTION NUMBER 1**: **RESOLVED THAT** MORCSA be and is hereby authorised to appoint BDO South Africa (the "**Auditors**") for the ensuing financial year.

Reason for and effect of resolution
The reason for Ordinary Resolution Number 1 is to appoint MORCSA's auditors for the ensuing year in accordance with Section 90(1A) of the Companies Act. The effect of Ordinary Resolution Number 1 is that the Auditors will be appointed.

3.2. **ORDINARY RESOLUTION NUMBER 2: RESOLVED THAT** the election of directors be authorized by ordinary resolution to be by way of a single resolution/s proposing more than one director to be appointed.

Reason for and effect of resolution
The reason for Ordinary Resolution Number 2 is to permit the election of more than one director by way of a single resolution in terms of Resolutions 3 and 4 below. The effect is that more than one director may be appointed pursuant to a single ordinary resolution.

3.3. **ORDINARY RESOLUTION NUMBER 3: RESOLVED THAT** the appointment as directors of the nominees of the Single Electing Members be confirmed.

Reason for and effect of resolution
The reason for Ordinary Resolution Number 3 is to confirm the appointment of the nominees of the Single Electing Members as directors of MORCSA in accordance with the Companies Act, as read with MORCSA's Memorandum of Incorporation. The effect of Ordinary Resolution Number 3 is that the appointment of the directors so nominated will be confirmed.

3.4. **ORDINARY RESOLUTION NUMBER 4: RESOLVED THAT** the nominees of the Collective Electing Members be appointed as directors of MORCSA in accordance with the Companies Act, as read with MORCSA's Memorandum of Incorporation.

Reason for and effect of resolution
The reason for Ordinary Resolution Number 4 is to elect the nominees of the Collective Electing Members as the directors of MORCSA in accordance with the Companies Act, as read with MORCSA's Memorandum of Incorporation. The effect of Ordinary Resolution Number 4 is that the nominees of the Collective Electing Members entitled to be elected as directors of MORCSA will be so elected.

3.5. **ORDINARY RESOLUTION NUMBER 5: RESOLVED THAT,** in respect of all Ordinary and Special Resolutions (if any) passed at this AGM, any director of MORCSA be and is hereby authorised and empowered to:

3.5.1. sign all documents which may be necessary to give effect to the resolutions passed at this AGM and their implementation;

3.5.2. generally do everything that may be necessary or desirable for the implementation of the resolutions passed at this AGM, and their filing; and

3.5.3. all such actions taken prior hereto be and hereby are ratified.

Reason for and effect of resolution
The reason for Ordinary Resolution Number 4 is to authorise any director of MORCSA to attend to and sign the necessary documentation (documents, company forms, certificates and the like), to implement the resolutions passed at the AGM Meeting. The effect of Ordinary Resolution Number 5 will be that any director of MORCSA will be authorized accordingly to implement the resolutions and to file and record the resolutions and sign the necessary documentation (including company forms, documents and certificates).

4. ANY OTHER BUSINESS

5. CLOSURE