

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the adjourned Annual General Meeting ("AGM") of members of THE SOUTHERN AFRICAN INSTITUTE FOR BUSINESS ACCOUNTANTS NPC ("SAIBA") will be held by ELECTRONIC COMMUNICATION from SAIBA's office in Centurion on Tuesday, 07 March 2017 at 17h00.

Please note that, in terms of section 59(1) (a) and (b) of the Companies Act, 71 of 2008, as amended (the "Companies Act"), the record dates for the purposes of determining which members are entitled to receive notice, participate in, vote and decide on any matter written by consent or electronic communication are the following:

- Record date to be eligible to participate in, and vote at, the adjourned AGM: Monday, 06 March 2017, by no later than 23h00;
- Last date for logging proxy forms with SAIBA: Monday, 06 March 2017, by no later than 23h00.

At the adjourned AGM the resolutions set out below will be proposed, considered, and if deemed fit, passed with or without amendment, and such other business will be conducted as is required to be dealt with at the adjourned AGM in terms of the Companies Act.

Copies of the documents referred to under the resolutions set out herein under are available on the SAIBA website.

The agenda for the adjourned AGM is as follows:

1. Welcome
2. Notice and quorum
3. Approval of the minutes of the previous AGM
4. Presentation of the Chairman's report
5. Presentation of the CEO's report
6. Presentation of the Integrated Annual Report
7. Feedback
8. Ordinary resolution number 1: adoption of audited annual financial statements

To receive and consider for adoption the audited annual financial statements, incorporating the directors' report, for the year ended 30 June 2016.

Proposed resolution: "Resolved that the audited annual financial statements of SAIBA, incorporating the directors' report, for the year ended 30 June 2016 be and are hereby accepted and adopted."

9. Ordinary resolution number 2 – re-appointment of auditors

To approve the reappointment of the firm, Sizwe Ntsaluba Gobodo, as auditors of SAIBA for the ensuing year and to note that the individual registered auditor who will undertake the audit is Mr Alex Philippou. The Audit and Risk, Social and Ethics Committee has recommended that the firm and the designated auditor be re-appointed for the ensuing year.

Proposed resolution: "Resolved that the firm, Sizwe Ntsaluba Gobodo and Mr Alex Philippou as the designated auditor, be and are hereby re-appointed for the ensuing year."

10. Ordinary resolution number 3 – approval of remuneration of auditors

To approve the proposed increase of the fees of Sizwe Ntsaluba Gobodo for the period ended 30 June 2016.

Proposed resolution: "Resolved that the fees of Sizwe Ntsaluba Gobodo for the period ended 30 June 2016 be and is hereby approved."

11. Ordinary resolution 4: election of members of the Audit and Risk Committee

Explanatory note: In terms section 94 of the Companies Act, at each AGM an audit committee comprising at least 3 (three) members who are all independent non-executive directors must be elected. It is therefore proposed that the following current members of the Audit and Risk, Social and Ethics Committee be re-elected for the next year. The election of each member of the Audit and Risk Committee will be voted on separately.

The following persons have been nominated for appointment to the Audit and Risk, Social and Ethics Committee:

Messrs Michael Sass, Stephen Corrigan, and Gronie Hluyo.

Proposed resolution: "Resolved that Michael Sass be and is hereby elected as a member of the Audit and Risk Committee and to continue in office until the next AGM."

Proposed resolution: "Resolved that Stephen Corrigan be and is hereby elected as a member of the Audit and Risk Committee and to continue in office until the next AGM."

Proposed resolution: "Resolved that Gronie Hluyo be and is hereby elected as a member of the Audit and Risk Committee and to continue in office until the next AGM."

12. Ordinary resolution number 5 – election and re-election of directors

To elect or re-elect, as the case may be, by separate resolutions, the following directors: Professor Davhana Reckson Thakhathi, Messrs Stephen Robert Corrigan and Ertinius Sebastiaan Klue.

The Board of Directors has assessed the performance of the directors standing for election and re-election, as the case may be, and has found them suitable for appointment and reappointment. Professor Davhana Reckson Thakhathi, Messrs Stephen Robert Corrigan and Ertinius Sebastiaan Klue who retire in accordance with SAIBA's Memorandum of Incorporation ("MoI") and being eligible, offer themselves for re-election.

Proposed resolution: "Resolved that Ms Chantelle Booyens be and is hereby elected as a director of SAIBA with effect from 07 March 2017".

Proposed resolution: "Resolved that Mr Pieter de Jager be and is hereby elected as a director of SAIBA with effect from 07 March 2017".

Proposed resolution: "Resolved that Professor Davhana Reckson Thakhathi be and is be and is hereby re-elected as a director of SAIBA with effect from 07 March 2017."

Proposed resolution: "Resolved that Mr Stephen Robert Corrigan be and is be and is hereby re-elected as a director of SAIBA with effect from 07 March 2017."

Proposed resolution: "Resolved that Mr Ertinius Sebastiaan Klue be and is be and is hereby re-elected as a director of SAIBA with effect from 07 March 2017."

13. Ordinary resolution number 6 (non-binding advisory vote) – approval of SAIBA's Remuneration Policy

Explanatory note: In terms of principle 2.27 of the King Report on Corporate Governance for South Africa, 2009 ("King III Report"), SAIBA's Remuneration Policy should be tabled to members for a non-binding advisory vote at the AGM. This vote enables members to express their views on the remuneration policies adopted and on their implementation. Accordingly, the members are requested to endorse SAIBA's Remuneration Policy, by way of a non-binding advisory vote.

Proposed resolution: "Resolved that SAIBA's Remuneration Policy be and is hereby accepted and approved."

14. To transact such other business as may be transacted at the adjourned AGM.

PLEASE TAKE NOTE THAT:

All voting members in good standing of SAIBA are entitled to attend, speak and vote at the adjourned AGM.

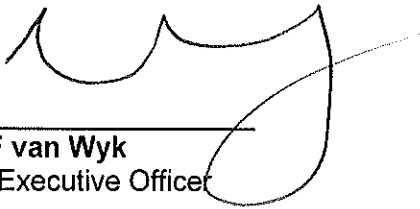
A member is entitled to appoint a proxy to attend, participate in and vote at the meeting in his/her place and the proxy need not also be a member of the SAIBA.

The proxy form must be submitted to SAIBA via e-mail (mvoller@saiba.org.za) and should be received by SAIBA by Monday, 06 March 2017 by no later than 23h00.

Ordinary resolutions numbers, contained in the adjourned AGM notice, require the approval of 50.1% of the total votes cast on the resolutions by members present or represented by proxy at the adjourned AGM. The special resolutions, if any, require the approval of 65% of the total votes cast on the resolutions by members present or represented by proxy at the adjourned AGM.

Members are requested to RSVP to mvoller@saiba.org.za on Monday, 06 March 2017 by no later than 23h00.

Signed at Centurion on 01 March 2017



Mr NF van Wyk
Chief Executive Officer