

**HERMANUSDOORNS SHAREBLOCK LIMITED
MINUTES OF THE ANNUAL GENERAL MEETING HELD ON THE FARM ON**

3 September 2011 AT 11H00

1. Welcome

The Chairman opened the meeting at 11h00 by welcoming all shareholders present.

2. Notice Convening Meeting and Quorum

There being 58 shareholders present in person or by proxy, the Chairman declared that as there was a quorum, proceedings could continue. The Chairman also stressed that 30 votes were required to carry a resolution.

Mr Gericke and Mr Vos volunteered to act as referee and assist in independent vote counting.

3. Apologies

Apologies were received from the following:

Mr D. Botha
Mr M. Frickert
Mr. V. Keys

4. Confirmation of minutes of Previous AGM

The minutes of the previous AGM were taken as confirmed.

5. Preamble

The Chairman explained that voting would be done by way of show of cards with each card corresponding to one share and one vote. He also explained the red and yellow coloured cards. The red cards were for those that paid their levies after 31 March. Yellow was for those that had paid late the previous year as well.

6. Chairman's Report

6.1 The Chairman stressed that corporate governance had continued to be the key board focus for 2011 and he thanked especially Mr Attie du Plessis and the Audit Committee in this regard. During the course of the review period a Performance Management System for employees had been implemented.

6.2 The Chairman then gave a detailed presentation of the previous year's activities including fauna and flora, rehabilitation of borrow-pits, capital improvements, bush-clearing, game capture, rainfall, game-count, veld assessment etc. He stressed that 2011 had been a good year, but that additional risk was now inherent in the business as a result of the additional scope of work eg building activities, resulting in the increased importance of various compliances (eg electrical, structural etc)

6.3 He mentioned that the farm was now a member of the Waterberg Nature Conservancy, Vodacom coverage had improved, and that further kudu bulls needed to be removed, together with the fact that an estate agent had been contracted to assist in the sale of shares / sites on behalf of shareholders.

- 6.4 The stressed the need for further security and advised the installation of alarm systems in individual shareholder houses in light of an increase in rhino poaching activities in the area and farm attacks.
- 6.5 The whole issue around the situation leading to visits by the Department of Labour to the farm and progress in terms of compliance was tabled together with the fact that the costs thereof would come from capital levy contributions.
- 6.6 The farm intended to be fully compliant with the provisions of the new companies act by the time of the next AGM, and any amendments to current provisions of the Articles and memorandum of Association would be tabled then.
- 6.7 The preferred route for the proposed Eskom Bulge to Dorset 132kV line was now not routed over the farm and he thanked shareholders for their opposition.

The Chairman's presentation can be viewed on the website.

- 6.8 The Chairman presented the financial results for the year ending 28 February 2010.

7. Ordinary Business

Before the Chairman moved to Ordinary Business, Mr Attie du Plessis gave a vote of thanks to the Chairman for all his efforts over the last year in managing the farm business.

a. Ordinary Resolution 1

Resolved as Ordinary Resolution 1 to approve the minutes of the previous Annual General Meeting held on 2 October 2010.

The resolution was put to the vote.

Proposed: Mr Venter
Seconded: Mr Groenewald

There was one abstention and the rest were in favour. The motion carried.

b. Ordinary Resolution 2

Resolved as Ordinary Resolution 2 to receive and adopt the Company's annual financial statements for the year ended 28 February 2011 together with the reports of the directors and auditors.

The Chairman had gone through detail on both income and expenditure together with cash-flow and balance sheet items in his Chairman's Report. He also presented detailed analysis of levies, income and expenses. The billing of electricity would change to monthly billing for cash flow purposes, and the electricity charge would increase to R 1-20 per unit from 1 September.

The anticipated levy increase for 2012 / 2013 would be 7.4% with the capital levy remaining unchanged. This was an indication only and allowed shareholders to plan their cash flow for timeous payment of levies. The anticipated cleaning fee from 1 February was R 135.

The resolution to accept the AFS was put to the vote.

Proposed: Mr Venter
Seconded: Mr Cochrane

Unanimously accepted and the resolution carried.

c. Ordinary Resolution 3

Resolved as Ordinary Resolution 3 to re-appoint Russell James and Company Incorporated (Incorporating Core Chartered Accountants (SA) as auditors to the Company until conclusion of the next Annual General Meeting.

Proposed: Mr Smith
Seconded: Mr Venter

Unanimously accepted and the resolution carried.

d. Ordinary Resolution 4

Resolved as Ordinary Resolution 4 to ratify the appointment of Charles Hattingh as a Director of the company.

Proposed: Mr Perrie
Seconded: Mr F. du Plessis

There was one abstention with the rest in favour and the resolution carried.

8. **Special Business**

In a previous AGM (2006) an ordinary resolution was passed prohibiting shares to be held in a syndicate. At the request from shareholders at the AGM of 2010, the Board was tasked to re-evaluate this resolution and if necessary propose a suitable solution that would allow the transfer of shares to more than one individual. This was of specific relevance to existing shareholders that wished to bequeath their share to their children in the event of death. This is also of relevance to existing shares that are not currently held by Natural Persons.

Special Resolution no 1 was tabled, and various options were presented to shareholders as a result of all the correspondence received in this regard since circulating the Notice of the AGM, and a lively debate ensued. The options are contained in the MD's presentation.

Although the general consensus was that allowance must be made for inheritances amongst more than one child, there was a risk of spoiling the wilderness character by opening up an allowance for too many syndicates. The options of trusts and converting the share-block to sectional title should also be investigated especially from the marketability of shares perspective.

The special resolution was not put to the vote and needed to be re-worked for presentation at the next AGM.

9. **Election of Directors**

There was no rotation of directors as, in terms of the Articles of Association,, no Directors are due for re-election this year as the current number of directors was below 4 directors.

10. **Medium and Long Term Plan**

The Chairman presented the medium and long term plans with financial stability being a core objective. Details are included in the presentation available on the website.

The plans to re-route the road over the Waterbuck dam wall had been scrapped due to the nature of the soil.

11. General

Mr Groenewald apologized to the board on behalf of shareholders for the letter that was read out earlier by Mr du Plessis and thanked the directors for their efforts and for the way in which the farm was run. He was supported by Mr Swanepoel

Mr Vos raised the issue of speeding and noted that in a number of cases it was by farm employees themselves. The chairman would address this with farm management to monitor.

The date of the meeting needed to be carefully considered especially with the state of the road from Modimole to Vaalwater during road construction. The last weekend of the month was always bad together with weekends at the beginning of school holidays and the 1st weekend in September as this was another Zionist weekend for travel similar to the Easter weekend.

The insertion of a discussion forum on the website was requested for shareholders to add their own input or get a discussion thread going.

Mr van der Hoven requested the re-location of game to the river sites on the other side of the mountain.

Mr van As thanked the board for bringing to his attention complaints about the dam that was being constructed in Breekloof, and the manner in which they responded, and pointed out that it was being done at his sole cost.

Mr du Plessis thanked the farm management for the work that had been done over the last year.

There being nothing more to discuss, the Chairman invited everyone to a lunch.

Meeting closed at 13h45.

HERMANUSDOORNS WEB SITE: www.hermanusdoorns.co.za