

**Certificate issued by the Commissioner of Companies & Intellectual Property Commission on Sunday, June 25, 2017 at 17:14**



Companies and Intellectual Property Commission  
a member of the dti group

**COR 14.1A**

Registration Number: K2016186964

Enterprise Name: LESEDI SOFTWARE INNOVATION



Tracking Number: 934380410



Customer Code: SOFTIN

**INITIAL DIRECTOR DETAILS**

Full Name	Occupation	ID Number / Date of Birth & Country	Appoint. Date	Cellphone Number	Address
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MTOMBENI, PHILLIP MANDLA

8012145460082

South Africa

20/05/2016

0765685999

Postal: 4 MIDRAND RIDGE,  
NOORDWYK, MIDRAND,  
GAUTENG, 1684

Residential: 4 MIDRAND RIDGE,  
GEORGE ROAD NOORDWYK,  
MIDRAND, GAUTENG, 1684

*The incorporators confirm that each person named above has consented to being appointed in terms of section 66(7)(b) as a director of the company, whose Memorandum of Incorporation is attached.*

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008).



**COR14.3: Registration Certificate**

Registration Number: 2016 / 186964 / 07  
Enterprise Name: LESEDI SOFTWARE INNOVATION

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**ENTERPRISE INFORMATION**

Registration Number	2016 / 186964 / 07
Enterprise Name	LESEDI SOFTWARE INNOVATION
Registration Date	20/05/2016
Business Start Date	20/05/2016
Enterprise Type	Private Company
Enterprise Status	In Business
Financial Year End	May
Addresses	<p>POSTAL ADDRESS</p> <p>4 MIDRAND RIDGEGEORGE ROAD NOORDWYK MIDRAND GAUTENG 1684</p> <p>ADDRESS OF REGISTERED OFFICE</p> <p>4 MIDRAND RIDGEGEORGE ROAD NOORDWYK MIDRAND GAUTENG 1684</p>

**ACTIVE MEMBERS / DIRECTORS**

Surname and First Names	Type	ID Number / Date of Birth	Appointment Date	Addresses
MTOMBENI, PHILLIP MANDLA	Director	8012145460082	20/05/2016	<p>Post: 4 MIDRAND RIDGE, NOORDWYK, MIDRAND, GAUTENG, 1684</p> <p>Residential: 4 MIDRAND RIDGE, GEORGE ROAD NOORDWYK, MIDRAND, GAUTENG, 1684</p>

**Physical Address**  
the dti Campus - Block F  
77 Meinjies Street  
Sunnyside 0001

**Postal Address: Companies**  
P O Box 429  
Pretoria  
0001

**Docex: 256**  
**Web:** www.cipc.co.za  
**Contact Centre:** 086 100 2472 (CIPC)  
**Contact Centre (International):** +27 12 394 9500



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Notice of Incorporation

COR 14.1

Enterprise Name:

LESEDI SOFTWARE INNOVATION

Registration Number:

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INCORPORATOR DETAILS

Full Name:

MTOMBENI PHILLIP MANDLA

Identity / Registration No:

8012145460082

Postal Address:

4 MIDRAND RIDGE, NOORDWYK, MIDRAND, GAUTENG, 1684

1. The incorporators have incorporated a juristic person to be registered as at:

Private Company

2. The incorporation of the company is to take effect on:

20 May 2016

3. The company's first financial year will end on:

01 - May

4. The company's registered office address is:

Postal Address

4 MIDRAND RIDGEGEORGE ROAD,

NOORDWYK, MIDRAND, GAUTENG,

1684

5. Number of initial director(s) of the company as listed in Annexure A

1

6. The company name is:

LESEDI SOFTWARE INNOVATION

7. The company's Memorandum of Incorporation, attached in form CoR 14.1  
has no provisions of the type contemplated in section 15(2)(b) or (c).

I declare that the information in this application is true. If I am not the Applicant, I declare that  
the Applicant has authorised me to make this application.

Signature

Date

2019-11-28

Memorandum of Incorporation

COR 15.1A

Registration Number:

K2016186964

Enterprise Name:

LESEDI SOFTWARE INNOVATION

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Companies and Intellectual  
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Tracking Number:

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MEMORANDUM OF INCORPORATION  
OF  
LESEDI SOFTWARE INNOVATION

which is a private company, has 1 director(s), 1 incorporator(s) and 0 alternate director(s), is authorised to issue no more than 1 000.00 share(s) of a single class of shares as described in Article 2, and is referred to in the rest of this Memorandum of Incorporation as "the Company".

In this Memorandum of Incorporation -

a) a reference to a section by number refers to the corresponding section of the Companies Act 2008;

b) words that are defined in the Companies Act, 2008 bear the same meaning in this Memorandum as in that Act.

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by the incorporators of the Company, in accordance with section 13 (1), as evidenced by the following signatures made by each of them, or on their behalf.

Full Name of Incorporator	ID or Passport Number	Cellphone Number	Email Address	Address
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MTOMBENI, PHILLIP MANDLA

8012145460082

0765685999

PMTOMBENI@GMAIL.COM

Postal: 4 MIDRAND RIDGE,

NOORDWYK, MIDRAND, GAUTENG,

1684

Residential: 4 MIDRAND RIDGE,

GEORGE ROAD NOORDWYK,

MIDRAND, GAUTENG, 1684

Signature

Date

29/07/2017





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- (e) another person approved by the company before the transfer is affected.
- (3) The pre-emptive right of the Company's shareholders to be offered and to subscribe for additional shares, as set out in section 39 is not limited, negated or restricted in any manner contemplated in section 39 (2), or subject to any conditions contemplated in that section.
- (4) This Memorandum of Incorporation does not limit or restrict the authority of the Company's Board of Directors to -
- (a) authorise the company to issue secured or unsecured debt instruments, as set out in section 43 (2); or
- (b) grant special privileges associated with any debt instruments to be issued by the company, as set out in section 43 (3);
- (c) authorise the Company to provide financial assistance to any person in relation to the subscription of any option or securities of the Company or a related or inter-related company, as set out in section 44;
- (d) approve the issuing of any authorised shares of the Company as capitalisation shares, as set out in section 47 (1); or
- (e) resolve to permit shareholders to elect to receive a cash payment in lieu of the capitalisation share, as set out in section 47 (1).

## 2.2 Registration of beneficial interests

The authority of the Company's Board of Directors to allow the Company's issued securities to be held by and registered in the name of one person for the beneficial interest of another person, as set out in section 56 (1), is not limited or restricted by this Memorandum of Incorporation.

## Article 3 - Shareholders and Meetings

### 3.1 Shareholders' right to information

Every person who has a beneficial interest in any of the Company's securities has the rights to access information set out in section 26 (1).

### 3.2 Shareholders' authority to act

- (1) If, at any time, there is only one shareholder of the company, the authority of that shareholder to act without notice or compliance with any other internal formalities, as set out in Section 57 (2), is not limited or restricted by this Memorandum of Incorporation.
- (2) If, at any time, every shareholder of the Company is also a director of the Company, as contemplated in section 57 (4), the authority of the shareholders to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.

### 3.3 Shareholder representation by proxies

- (1) This Memorandum of Incorporation does not limit, restrict or vary the right of a shareholder of the Company -
- a) to appoint 2 or more persons concurrently as proxies, as set out in section 58 (3) (a); or
- b) to delegate the proxy's powers to another person, as set out in section 58 (3) (b).
- (2) The requirement that a shareholder must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the shareholder's rights at a shareholders meeting, as set out in section 58 (3) (c) is not varied by this Memorandum of Incorporation.
- (3) The authority of a shareholder's proxy to decide without direction from the shareholder whether to exercise, or abstain from exercising, any voting right of the shareholder, as set out in section 58 (7) is not limited or restricted by this Memorandum of Incorporation.





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**Memorandum of Incorporation**

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- (2) If, at any time, the Company has only one director, as contemplated in section 57 (3), the authority of that director to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.
- (3) The Company's Board of Directors must not register the transfer of any shares unless the conditions for the transfer contemplated in article 2.1 (2) have been met.

**4.3 Directors' Meetings**

- (1) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 25% of the directors.
- (2) This Memorandum of Incorporation does not limit or restrict the authority of the Company's Board of Directors to -
- (a) conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3); or
- (b) determine the manner and form of providing notice of its meetings, as set out in section 73 (4); or
- (c) proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5); or
- (d) consider a matter other than at a meeting, as set out in section 74.

**4.4 Directors compensation and financial assistance**

- This Memorandum of Incorporation does not limit the authority of the Company to -
- (a) pay remuneration of the Company's directors, in accordance with a special resolution approved by the Company's shareholders within the previous two years, as set out in section 66 (9) and (10);
- (b) advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 78 (3);
- (c) indemnify a director in respect of liability, as set out in section 78 (5); or
- (d) purchase insurance to protect the Company, or a director, as set out in section 78 (6).

