

WILLOW-NETTICA (PTY) LTD

Minutes of a meeting of director/s of WILLOW-NETTICA (PTY) LTD (2013/090642/07) held at Unit 543, The Six No 64, Sir Lowry Road, Zonnebloem, Cape Town, 7925 on 03/06/2013.

PRESENT: Mzimhle Sakile Mosiwe

INCORPORATION: It was noted that the company had been incorporated under certificate number 2013/090642/07 issued by the CIPC on 03/06/2013.

DIRECTORS: It was noted that the following persons had been appointed director/s of the company:
Mzimhle Sakile Mosiwe

SHARES: It was noted that 1,000 ordinary no par value shares had been authorised.

ISSUE OF SHARES: It was resolved that the following authorised shares be issued:


NAME OF SHAREHOLDER	NUMBER OF SHARES	DISTINCTIVE NUMBERS	CERTIFICATE NUMBER
Mzimhle Sakile Mosiwe	1,000	1 - 1,000	1

DIRECTORS: It was noted that the following persons had been appointed director/s of the company:
Mzimhle Sakile Mosiwe

PUBLIC OFFICER: It was resolved that Mzimhle Sakile Mosiwe be and is hereby appointed the public officer of the company.

REGISTERED OFFICE: It was noted that the registered office of the company was situated at: Unit 543, The Six No 64, Sir Lowry Road, Zonnebloem, Cape Town, 7925 and the postal address Unit 543, The Six No 64, Sir Lowry Road, Zonnebloem, Cape Town, 7925.

YEAR END: It was noted that the year end of the company was registered as being February of each year.



CHAIRMAN

ATTENDANCE REGISTER

Mzimhle Sakile Mosiwe

Companies & Intellectual Property Commission

Republic of South Africa

Notice of Incorporation



Form CoR 14.1

- This form is issued in terms of section 13 of the Companies Act, 2008 and Regulation 14 of the Companies Regulations, 2011.
- A profit company may be incorporated by an organ of state, or by one or more persons. A non-profit company may be incorporated by an organ of state, a juristic person, or by three or more persons.
- To each of Paragraphs 1, 2, 3, 6 and 7, you must select one option, by ticking the appropriate box.
- Annexure A must be completed and attached.
- Annexure B is required only if you check the 3rd option at paragraph 6.
- Annexure C is required only if you check the 2nd option at paragraph 7.
- The basic filing fee is R175 if the company's Memorandum of Incorporation is in Form 15.1A or 15.1C, or R 475 in any other case.
- An MOI in Form CoR 15.1A, 15.1B, 15.1C, 15.1D or 15.1E or unique to the company must be attached.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001

Republic of South Africa
Tel: 086 100 2472
www.cipc.co.za



Tracking Number: 717421698



Customer Code: CGSWPE

INCORPORATOR DETAILS

Name: **MZIMHLE SAKILE MOSIWE**
Identity/ Registration No: **8610285815088**
Postal Address: **UNIT 543 THE SIX
NO 64 SIR LOWRY ROAD
ZONNEBLOEM
WESTERN CAPE
7925**

- The incorporators have incorporated a juristic person to be registered as a:
Private Company
- The incorporation of the company is to take effect on:
The date the registration certificate is issued.
- The company's first financial year will end on:
01 - February
- The company's registered office address is:

Postal Address	Physical Address
UNIT 543 THE SIX	UNIT 543 THE SIX
NO 64 SIR LOWRY ROAD	NO 64 SIR LOWRY ROAD
ZONNEBLOEM	ZONNEBLOEM
WESTERN CAPE	WESTERN CAPE
7925	7925
- There are **1** initial director(s) of the company as listed in Annexure A.
- The company name is to be:
**The name currently reserved or registered under # 717269233
WILLOW-NETTICA**
- 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

N

3.06.2013



Companies & Intellectual Property Commission

Republic of South Africa



Form CoR 14.1 Annexure A

- This form is issued in terms of section 13 of the Companies Act, 2008 and Regulation 14 of the Companies Regulations, 2011.
- Annexure A must be completed and attached to the Notice of Incorporation when it is filed.
- A public company, or a state owned company, must have at least 3 initial directors.
- A non-profit company must have at least 3 initial directors.
- A private company, or a personal liability company, must have at least 1 initial director.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3.

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Notice of Incorporation Initial Directors of the Company

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

Full name / former name, if any:	MZIMHLE SAKILE MOSIWE
Identity number / Passport number:	8610285815088
Nationality:	South Africa
Date of appointment:	27-May-2013
Designation in company:	Director
Physical address:	UNIT 543 THE SIX NO 64 SIR LOWRY ROAD ZONNEBLOEM WESTERN CAPE 7925
Postal address:	UNIT 543 THE SIX NO 64 SIR LOWRY ROAD ZONNEBLOEM WESTERN CAPE 7925
Cellphone Number:	
Occupation:	DIRECTOR
South African resident:	YES



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Form CoR 15.1A

Short Standard Form for Private companies

- This form is issued in terms of section 13 of the Companies Act, 2008 and Regulation 15 of the Companies Regulations, 2011.
- This form may be used only to incorporate a private company.
- A private company may be incorporated by one or more persons.
- The Incorporators must complete this form by-
 - (a) Filling in the Name of the Company, unless it is to be completed by the Commission in terms of Regulation 14 (b) (i) or (iii),
 - (b) inserting the number of directors and alternate directors in the space provided;
 - (c) inserting the number of authorised shares, in the space provided; and
 - (d) each signing and dating the form on a line of the Table.
- There are 4 pages in this form. If filing by paper, all 4 pages must be filled.
- This Form must be filled with Form CoR 14.1, Notice of Incorporation, and required annexures and fees.

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Memorandum of Incorporation of WILLOW-NETTICA

which is a private company, has 1 directors(s) and 0 alternate director(s), is authorised to issue no more than 1000 share(s) of a single class of common 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.

Name and address of incorporator	Identity or Registration No.	Signature	Date
MZIMHLE SAKILE MOSIWE UNIT 543 THE SIX NO 64 SIR LOWRY ROAD ZONNEBLOEM WESTERN CAPE 7925	8610285815088		3.06.2013
Cellphone number:		Email address:CAPE@PTY-ONLINE.CO.ZA	

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Republic of South Africa



Article 1 - Incorporation and Nature of the Company

1.1 Incorporation

- (1) The Company is incorporated as a private company, as defined in the Companies Act, 2008
- (2) The Company is incorporated in accordance with, and governed by -
 - (a) the provisions of the Companies Act, 2008 without any limitations, extension, variation or substitution; and
 - (b) the provisions of this Memorandum of Incorporation.

1.2 Powers of the Company

- (1) The Company is not subject to any provision contemplated in section 15 (2) (b) or (c).
- (2) The purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1) (b) (ii).

1.3 Memorandum of Incorporation and Company Rules

- (1) This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in section 16, 17 or 152 (6) (b).
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5), is not limited or restricted in any manner by this Memorandum of Incorporation.
- (3) The Board must publish any rules made in terms of section 15 (3) to (5) by delivering a copy of those rules to each shareholder by ordinary mail
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules made in terms of section 17 (1), by delivering a copy of the notices to each shareholder by ordinary mail.

1.4 Optional provisions of Companies Act, 2008 do not apply

- (1) The Company does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.
- (2) The Company does not elect, in terms of section 118 (1) (c) (ii), to submit voluntarily to the provisions of Parts B and C of Chapter 5 of the Companies Act, 2008, and to the Takeover Regulations provided for in that Act.

Articles 2 - Securities of the Company

2.1 Securities

- (1) The Company is authorised to issue no more than the number of shares of a single class of common shares with no nominal or par value as shown on the cover sheet, and each such issued share entitles the holder to -
 - (a) vote on any matter to be decided by a vote of shareholders of the company;
 - (b) participate in any distribution of profit to the shareholders; and
 - (c) participate in the distribution of the residual value of the company upon its dissolution.
- (2) The Company must not make an offer to the public of any of its securities.
- (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

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Republic of South Africa



- 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.

3.4 Record date for exercise of shareholder rights

If, at any time, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is as determined in accordance with section 59 (3).

3.5 Shareholders meetings

- (1) The Company is not required to hold any shareholders meetings other than those specifically required by the Companies Act, 2008.
- (2) The right of the shareholders to requisition a meeting, as set out in section 61 (3), may be exercised by the holders of at least 10% of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting.
- (3) The authority of the Company's Board of Directors to determine the location of any shareholders meeting, and the

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Republic of South Africa



authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61 (9) is not limited or restricted by this Memorandum of Incorporation.

- (4) The minimum number of days for the Company to deliver a notice of a shareholders meeting to the shareholders, is as provided for in section 62 (1).
- (5) The authority of the Company to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 63 is not limited or restricted by this Memorandum of Incorporation.
- (6) The quorum requirement for a shareholders meeting to begin, or for a matter to be considered are as set out in section 64 (1) without variation.
- (7) The time periods allowed in section 64 (4) and (5) apply to the Company without variation.
- (8) The authority of a meeting to continue to consider a matter, as set out in section 64 (9) is not limited or restricted by this Memorandum of Incorporation.
- (9) The maximum period allowable for an adjournment of a shareholders meeting is as set out in section 64 (13), without variation.

3.6 Shareholders resolutions

- (1) For an ordinary resolution to be adopted at a shareholders meeting, it must be supported by the holders of at least 50% of the voting rights exercised on the resolution, as provided in section 65 (7).
- (2) For a special resolution to be adopted at a shareholders meeting, it must be supported by the holders of at least 75% of the voting rights exercised on the resolution, as provided in section 65 (9).
- (3) A special resolution adopted at a shareholders meeting is not required for a matter to be determined by the Company, except those matters set out in section 65 (11), or elsewhere in the Act.

Article 4 - Directors and Officers

4.1 Composition of the Board of Directors

- (1) The Board of Directors of the Company comprises the number of directors, and alternate directors shown on the cover sheet, each of whom is to be elected by the holders of the company's securities as contemplated in section 68.
- (2) The manner of electing directors of the Company is as set out in section 68 (2), and each elected director of the Company serves for an indefinite term, as contemplated in section 68 (1).

4.2 Authority of the Board of Directors

- (1) The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66 (1) is not limited or restricted by this Memorandum of Incorporation.
- (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.

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

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Republic of South Africa



- (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).

COMPANIES AND INTELLECTUAL PROPERTY COMMISSION REPUBLIC OF SOUTH AFRICA

Form CoR 14.3 - Registration Certificate

Issue date: 03/06/2013
Print date: 03/06/2013
Customer code: CGSWPE
Tracking number: 717421698

Concerning:

WILLOW-NETTICA (Pty) Ltd 2013/090642/07

The above company has been registered in terms of section 14 of the Companies Act, 2008.

In accordance with the Notice of Incorporation, the registration of the company takes effect on 03/06/2013.

In conjunction with this certificate, the Commission has not issued another notice contemplated in section 12 (3).

Astrid Ludin
Commissioner: CIPC

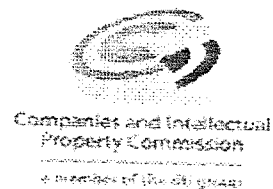
About this Notice

This Notice is issued in terms of section 14 of the Companies Act, 2008, and Regulation 14 of the Companies Regulations, 2011.
If the Commission has altered the name of the company, in terms of section 14 (2) (b), the company may file an amended Notice of Incorporation to change the name.
If the Commission has issued a Notice of a Potentially Contested Name in conjunction with the Certificate, the company must serve that Notice on each person identified in the Notice, and any such person has the right to challenge the use of the name, by the company.

The Companies and Intellectual Property Commission of South Africa
P.O. Box 429, Pretoria, 0001, Republic of South Africa
Docex 256, Pretoria
Contact centre 086 100 2472
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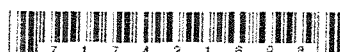


**Certificate issued by the Companies and Intellectual Property Commission
on Monday, June 03, 2013 10:11
Registration Certificate**

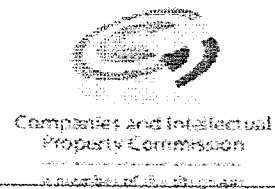


Registration number	2013 / 090642 / 07
Enterprise name	WILLOW-NETTICA (PTY) LTD
Enterprise shortened name	NONE PROVIDED
Enterprise translated name	NONE PROVIDED
Registration date	03/06/2013
Business start date	03/06/2013
Enterprise type	PRIVATE COMPANY
Enterprise status	IN BUSINESS
Financial year end	FEBRUARY
Main business/main object	NO RESTRICTION ON BUSINESS ACTIVITIES
Postal address	UNIT 543 THE SIX NO 64 SIR LOWRY ROAD ZONNEBLOEM WESTERN CAPE 7925
Address of registered office	UNIT 543 THE SIX NO 64 SIR LOWRY ROAD ZONNEBLOEM WESTERN CAPE 7925

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Certificate issued by the Companies and Intellectual Property
Commission on Monday, June 03, 2013
Registration Certificate



Registration number 2013 / 090642 / 07
Enterprise name WILLOW-NETTICA (PTY) LTD

Auditors

Directors

Surname and first names	Status	ID number or date of birth	Director type	Appointment date	Addresses
MOSIWE, MZIMHLE SAKILE	ACTIVE	8610285815088	DIRECTOR	03/03/2013	Postal UNIT 543 THE SIX, NO 64 SIR LOWRY ROAD, ZONNEBLOEM, WESTERN CAPE, 7925 Residential UNIT 543 THE SIX, NO 64 SIR LOWRY ROAD, ZONNEBLOEM, WESTERN CAPE, 7925

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