VINPRO NPC
Registration number: 2008/012968/08

NOTICE TO MEMBERS

Notice is hereby given that the seventeenth (17th) Annual General Meeting of members of VinPro NPC is to be held on **Tuesday 28 October 2014** at 10:30 at Delvera Restaurant, Stellenbosch to:

1 Consider and approve the financial statements for the year ended 30 June 2014.

2 Elect two directors in lieu of the following serving directors who retire in terms of the Memorandum of Incorporation:

- HM Botha (Worcester)
- JH Krige (Stellenbosch)

Retiring directors are eligible and offer themselves for re-election. These persons are deemed nominated in terms of Schedule 4, Part A (v) of the Memorandum of Incorporation.

PLEASE NOTE: All nominations for directors must comply with Schedule 4, Part A (vii), (ix) and (x) of the Memorandum of Incorporation, namely:

- that a member is eligible as a director only if nominated by members in the specific area, in writing on a duly completed nomination form, which is available from the secretary for this purpose:
- that nomination forms must be duly signed by 20 members who are qualified to vote for a director in a specific district and must be accompanied by a written declaration by the nominee that he offers himself for election as director of that district; and
- that only members who practiced wine farming in the year preceding the year in which a director is to be elected, and who are still members of the company, may vote for a director.

NOTE: In order to be valid, completed nomination forms must reach the Secretary at VinPro NPC, PO Box 1411, Suider Paarl, 7624, no later than Friday, 10 October 2014 at 09:00.

3 Approve the re-appointment of PricewaterhouseCoopers Inc. as auditors.

4 Approve the members of the disciplinary tribunal:

- JH Krige
- J le Roux
- IB van der Vyver

5 Consider the following special resolutions and, if deemed acceptable, approve it with or without amendments as required by the Companies Act, No 71 of 2008:

5.1 Special Resolution No 1 –
The remuneration of directors

It was RESOLVED by special resolution that in terms of section 66(9) of the Companies Act of 2008 (Act 71 of 2008), as amended ("the Companies Act'), the company be and is hereby authorised to remunerate its directors for their services as directors and/or to make payment of the related fees, on the basis as may be recommended by the remuneration committee and approved by the board of directors, provided that this authority will be valid until the next Annual General Meeting.

5.2 Special Resolution No 2 –
Financial assistance to VinPro subsidiaries

It was RESOLVED by special resolution that in terms of section 45(3)(a)(ii) of the Companies Act of 2008 (Act 71 of 2008), as amended ("the Companies Act"), as a general approval, the board of the company be and is hereby authorised to approve that the company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in section 45(1) of the Companies Act) that the board may deem fit to any company or corporation that is related or interrelated ("related" or "inter-related" will herein have the meaning attributed to it in section 2 of the Companies Act) to the company, on the terms and conditions and for the amounts that the board of the company may determine, provided that the aforementioned approval shall be valid until the date of the next Annual General Meeting of the company.

6 Address other general matters to be transacted on an annual general meeting.

By order of the board of directors.

PC BOTHA
Secretary

3 October 2014

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PROXY

I (full name)____, (member number) ___________________________ being a member of

VinPro NPC, hereby appoint ______________________________________ or failing him, the chairman of the board of directors, or failing him the chairman of the meeting as my proxy to vote for me on my behalf at the Annual General Meeting of the company, to be held on 28 October 2014, and at any adjournment thereof, as follows.

	For	Against	Abstain
Resolution (1) Approval of financial statements			
Resolution (2) Election of directors			
– **Worcester area**			
– **Stellenbosch area**			
Resolution (3) Appointment of PricewaterhouseCoopers as auditors			
Resolution (4) Members of the disciplinary tribunal			
Resolution (5) Special resolutions			
5.1 Special Resolution No 1 – Remuneration of directors			
5.2 Special Resolution No 2 – Financial assistance to VinPro subsidiaries			

Unless otherwise instructed above, my proxy may vote as he thinks fit.

Signature____ Signed this _________________ day of ______________________________2014

Address____

PLEASE NOTE:

1 A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote whether by a show of hands or in a poll, in his stead. A proxy does not have to be a member of the company.

2 This proxy form, duly signed and completed, must reach the office of the company no later than seventy-two hours (excluding Saturdays, Sundays and public holidays) before the time set for the meeting.

3 According to the Companies Act more than 50% of the votes of members who are entitled to vote, should support general resolutions for such resolutions to be accepted. For special resolutions to be accepted, such resolutions should be supported by more than 75% of the votes of members who are entitled to vote.