ANNUAL RETURN FINANCIAL ACCOUNTABILITY AND COMPLIANCE CHECKLIST

You are required to complete this form and return to Maggie Zeelie Secretarial Services for submission of your CIPC compulsory Annual Return (CoR30.1), financial accountability supplement (CoR30.2) and Compliance Checklist.

Date:

Name of Company:

Registration number of entity:

Last turnover:

Note: CIPC requires the turnover of your latest available, signed-off annual financial statements, regardless whether this is a prior year's financial statements to the annual return now due. E.G. if your last annual financial statements available are as at year end Feb 2018 and your annual return is due March 2020, the last turnover as per Feb 2018 finalised financial statements shall be provided.

1. Name of person primarily responsible for recording day to day financial transactions and maintaining the company's financial records:
2. Identity / registration number of person primarily responsible for recording the day to day financial transactions and maintaining the company's financial records:
3. Name of person primarily responsible for compiling financial information and preparing reports and statements:
4. Identity / registration number of person primarily responsible for compiling financial information and preparing reports or statements:
5. The person, if any, who provides advice to the company concerning the maintenance of financial records is:
6. The name of person performing the Independent Review of Annual Financial Statements, if applicable:
7. The recognised profession of the person (individual)performing Independent review of Annual Financial Statements, if applicable: Choose one:
8. The practice number of the person (individual) performing the Independent review of Annual Financial Statements, if applicable:
9. The recognised profession of the Auditing / Accounting firm performing the Independent review of Annual Financial Statements, if applicable: Choose one:
10. The practice number of the Auditing / Accounting firm performing the Independent review of Annual Financial Statements, if applicable:
11. Does the company trade in goods? Choose one:
    If the company deals in goods, when does it carry out stocktaking: Choose one:
12. Does the company hold any assets in a fiduciary capacity for persons not related to the company, as contemplated in Regulation 28(2)(b): Choose one:

Name and Title of person completing the Financial Accountability Supplement on behalf of the company:

I hereby confirm that the above information is true and correct and I hereby mandate my Agent MGJ Zeelie to lodge and file the CIPC compulsory annual returns with all supplements and requirements as prescribed. I indemnify said Agent against any claim that may arise from filing this return based on the information herein provided.

COMPLIANCE CHECKLIST

Solvency and Liquidity (Section 4)

1. The company's assets, as fairly valued, equals or exceeds its liabilities, as fairly valued. Yes ◯ No ◯ N/A ◯
2. The company will be in a position to pay its debts as they become due in the ordinary course of business for a period of 12 months after the date on which a Solvency and Liquidity Test is considered or, in the case of a distribution of dividends, for a period of 12 months following such distribution. Yes ◯ No ◯ N/A ◯

Memorandum of Incorporation / Shareholders Agreements / Rules of the Company (Section 15)

1. Is your company registered prior to 1 April 2011 and have you updated and replaced the Memorandum of Incorporation? Yes ◯ No ◯ N/A ◯
2. Are all provisions in the MOI consistent with the Companies Act? Yes ◯ No ◯ N/A ◯
3. Did the company prepare any Rules and published same to all shareholders and filed a copy thereof with CIPC? Yes ◯ No ◯ N/A ◯
4. Is there a shareholders agreement in place and, if so, are all clauses consistent with the MOI and the Companies Act? Yes ◯ No ◯ N/A ◯

Access to company records (Section 26)

1. Does the company make provision for access of records by person(s) holding beneficial interest in the company or a member of a non-profit company? Yes ◯ No ◯ N/A ◯
2. Has access to information been requested during the past 12 months by any person who may or may not be a beneficial holder of interest in the company? Yes ◯ No ◯ N/A ◯

Financial year of the company (Section 27)

1. Has the company changed its financial year end during the past 12 months? Yes ◯ No ◯ N/A ◯

Accounting Records (Section 28)

1. Does the company keep accurate and complete accounting records to:
    a. Enable the company to satisfy its obligations in terms of the Act with respect to preparation of financial statements? Yes ◯ No ◯ N/A ◯
    b. Keep any additional or prescribed accounting records as may be required? Yes ◯ No ◯ N/A ◯

Financial Statements (Section 29)

If the company provides any financial statements, including any annual financial statements to any person for any reason, does the statements comply with the following:

1. Satisfy the financial reporting standards as to form and content; Yes ◯ No ◯ N/A ◯
2. Present fairly the state of affairs and business of the company, and explain the transactions and financial position of the business of the company; Yes ◯ No ◯ N/A ◯
3. Set out the date on which the statements were published and the accounting period to which the statements apply; and Yes ◯ No ◯ N/A ◯
4. Bear, on the first page of the statements, a prominent notice indicating whether the financials were audited and, if not audited, have been independently reviewed or have not been audited or independently reviewed. Yes ◯ No ◯ N/A ◯
5. The name, professional designation (if any) of the individual or firm who prepared the financial statements. Yes ◯ No ◯ N/A ◯

Annual Financial Statements (Section 30)

Each year a company must prepare annual financial statements within 6 months after the end of its financial year or such shorter period as may be appropriate to provide the required notice of annual general meeting.

1. Is the company required to be audited in terms of any regulation, statutory body or its MOI? Yes ◯ No ◯ N/A ◯
2. Is the company voluntarily submitting to annual audit? Yes ◯ No ◯ N/A ◯
3. Is the company's annual financial statemets independently reviewed as prescribed? Yes ◯ No ◯ N/A ◯
4. Does the annual financial statements include the following: Yes ◯ No ◯ N/A ◯
    (a) The auditors report if audited? Yes ◯ No ◯ N/A ◯
    (b) A report by the directors regarding the state of affairs, the business and profit or loss of the company? Yes ◯ No ◯ N/A ◯
    (c) Was the last annual financial statements approved and signed by the Board of directors? Yes ◯ No ◯ N/A ◯
    (d) Was the last anuual financial statements presented at the AGM following the year end? Yes ◯ No ◯ N/A ◯

Use of Company Name and Registration Number (Section 32)

1. Does the name and registration number of the company appear in legible characters in all notices and other official plublications of the Company, including such notices and publications in electronic format as contemplated in the Electronic Communications and Transactions Act; delivery notes, letters, invoices, receipts? Yes ◯ No ◯ N/A ◯

Annual returns (Section 33)

Has all annual returns for the company been lodged and filed with CIPC in the prescribed manner? Yes ◯ No ◯ N/A ◯

Financial assistance for subscription of shares (Section 44)

Note: financial assistance does not include lending money in the ordinary course of business by a company whose primary business is the lending of money. Has financial assistance by way of a loan, guarantee, the provision of security or otherwise to any person for the purpose of, or in connection with, the subscription of shares by the company or a related or inter-related company, or for the purchase of any shares of the company or a related or inter-related company been approved and authorised by the Board? Yes ◯ No ◯ N/A ◯

Loans or other financial assistance to directors (Section 45)

Note: financial assistance includes the lending of money, guaranteeing a loan or other obligation and securing any debt or obligation, but does not include:

(a) the lending of money in the ordinary course of business by a company whose primary business is the lending of money; and

(b) an accountable advance to meet any legal expenses in relation to a matter concerning the company; or

(c) anticipated expenses to be incurred by the person on behalf of the company; or

1. an amount to defray the person's expenses for removal at the company's request. Yes ◯ No ◯ N/A ◯
2. In line with the above, did the company provide financial assistance in any manner to a director of the company? Yes ◯ No ◯ N/A ◯
3. If so, has all requirements being met with regards the Solvency and Liquidity Test and other requirements that may apply? Yes ◯ No ◯ N/A ◯

Share Register and numbering of shares (Section 50)

1. Does the company have a register of its issued shares in the prescribed form? Yes ◯ No ◯ N/A ◯
2. Does the company maintain its share register in accordance with prescribed standards? Yes ◯ No ◯ N/A ◯

Shareholders Meetings (Section 61)

1. Are shareholders meeting called in the proper manner (giving of notices, etc)? Yes ◯ No ◯ N/A ◯
2. Does notices comply with all requirements regarding the purposes of the meeting, setting out resolutions to be passed and any such matter pertaining to shareholders meetings? Yes ◯ No ◯ N/A ◯
3. Does the company provide for shareholders meetings to be conducted by electronic participation if required? Yes ◯ No ◯ N/A ◯

Board, directors and prescribed officers (Section 66)

1. Does the number of directors comply with minimum standards? Yes ◯ No ◯ N/A ◯
   a. Private Company (Pty) Ltd / Incorporated – minimum 1 (ONE) director
   b. Non-Profit Company – minimum 3 (THREE) directors
2. Is there a person in employment of the company who performs the duties and functions in a managerial capacity but is not a director (prescribed officer)? Yes ◯ No ◯ N/A ◯
3. Is remuneration paid to directors and, if so, is there a special resolution approving this? Yes ◯ No ◯ N/A ◯

Ineligibility and disqualification of persons to be director or prescribed officer (Section 69)

1. Are all directors eligible and qualified to act as directors? Yes ◯ No ◯ N/A ◯

Vacancies on Board (Section 70)

1. Did any vacancies arise during the year under review? Yes ◯ No ◯ N/A ◯
2. Has the company filled any vacancies in the prescribed manner? Yes ◯ No ◯ N/A ◯

Removal of Directors (Section 71)

1. Has the company removed any director in terms of Section 71? Yes ◯ No ◯ N/A ◯
2. If so, was proper notice given to the director in the prescribed manner? Yes No N/A
3. Did the board vote on the matter? Yes ◯ No ◯ N/A ◯
4. Was a resolution passed on the matter? Yes ◯ No ◯ N/A ◯

Mandatory appointment of Company Secretary (Section 86)

Note: appointment of a company secretary is only compulsory for public- or state-owned companies. Has the company appointed a Company Secretary voluntarily? Yes ◯ No ◯ N/A ◯

Appointment of Auditor (Section 90)

Notes:

(a) The appointment of an auditor is only mandatory for public- or state-owned companies.

(b) If the company's Memorandum of Incorporation requires it to be audited, an auditor must be appointed.

(c) If the company's public interest scores (300+) requires mandatory audit, it shall appoint an auditor.

(d) A company may elect voluntarily to be subject to audit and must then appoint an auditor.

1. Is the company required to appoint an auditor in terms of its Memorandum of Incorporation? Yes ◯ No ◯ N/A ◯
2. Is the company required to appoint an auditor in terms of its Public Interest Score? Yes ◯ No ◯ N/A ◯
3. Is the company voluntarily submitting to audit and therefore appointed an auditor? Yes ◯ No ◯ N/A ◯

Rotation of Auditors (Section 92)

Note: if the company is subject to mandatory audit, the same auditor or designated auditor may not serve as such for more than 5 (five) consecutive years. If the company is required to be audited, is it aware of this rotation and is it compliant? Yes ◯ No ◯ N/A ◯

Audit Committee (Section 94)

Mandatory appointment of an audit committee applies to public- and state owned companies or companies that is required only by its MOI to have an audit committee. Is the company required to appoint an audit committee? Yes ◯ No ◯ N/A ◯

Registered office of the company (Regulation 21)

A company is required to file changes in its registered office and postal address timeously and indicate the effective date of change.

1. Has the company changes its registered office within the past 12 months? Yes ◯ No ◯ N/A ◯
2. Is the correct registered address filed with CIPC? Please ask for confirmation if you are not sure or, alternatively, complete the correct address in the space provided: Yes ◯ No ◯ N/A ◯

Social and Ethics Committee (Regulation 43)

Regulation 43 applies to every state owned company, every listed company and every company that has, in any two of the previous five years, scored above 500 public interest score points.

1. Is the company required to appoint a social and ethics committee? Yes ◯ No ◯ N/A ◯
2. If required, is there a social and ethics committee appointed? Yes ◯ No ◯ N/A ◯

NON-PROFIT COMPANIES

SCHEDULE 1

1. Does the company's Memorandum of Incorporation set out at least one of the objects of the company? Yes ◯ No ◯ N/A ◯
2. Does the company apply all its assets and income to advance its stated objects as set out in the MOI? Yes ◯ No ◯ N/A ◯
3. Does the company pay any portion of its assets or income to any person who is a director or a member of the company? (Note: this is not allowed unless it is reasonable remuneration for goods and/or services rendered or reimbursement of expenses incurred to advance a stated object of the company). Yes ◯ No ◯ N/A ◯
4. If the company has members, does it maintain and keep a register of members? Yes ◯ No ◯ N/A ◯
5. Does the MOI set out the basis on which members choose the directors and, if it has no members, does it set out the basis on which directors are to be appointed by its board? Yes ◯ No ◯ N/A ◯
6. NPCs may not provide loans or otherwise provide direct or indirect financial assistance to a director or of a related or inter-related company, or to a person related to any such Director. Has the company provided any such loans or financial assistance during the past 12 months? Yes ◯ No ◯ N/A ◯

Name of person completing this form :

I hereby confirm that I am duly authorised thereto to complete the form and that the information provided herein is true and correct insofar as I am aware. I hereby mandate my Agent MGJ Zeelie to lodge and file the Company Compliance Checklist as prescribed and we indemnify said Agent against any claim that may arise from filing this return based on the information herein provided.

Signature