



a world class African city



THE JOHANNESBURG ROADS AGENCY (SOE) Ltd
(REGISTRATION NUMBER: 2000/028993/07)
("the Company")

NOTICE

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE SHAREHOLDER OF THE ABOVE COMPANY WILL BE HELD AT THE ORLANDO STADIUM, MOOKI STREET (OFF KLIPSPRUIT VALLEY ROAD), ORLANDO EAST, SOWETO ON TUESDAY the 25th FEBRUARY 2014 FROM 07H00 TO 18H00 TO TRANSACT THE BUSINESS SUMMARIZED BELOW :

1. Waiver of notice of the meeting
2. Adoption of the previous minutes (AGM of 11 March 2013)
3. Adoption of the annual financial statements
4. (Re)appointment, resignation and retirement of Directors and Independent Audit Committee Members
5. Appointment of Audit Committee
6. Appointment of Auditors and approval of Auditor's fees
7. Remuneration of Non-executive directors and Independent Audit Committee Members
8. Any matters raised by the Shareholder, with or without advance notice to the Company.

In addition to the foregoing, the meeting will be addressed by the Executive Mayor and the Chairperson of the Board will make a presentation regarding the Company's financial and operational performance

NOTE THAT:

Annual Financial Statements

The Annual Report, including the Annual Financial Statements, to be adopted at the Annual General Meeting is attached to this notice and have by prior arrangement been made available to the Municipal Council of the Johannesburg Metropolitan Municipality ("the Shareholder"), the sole shareholder of the Company.

Voting by Proxy

The Shareholder is entitled by proxy (which proxy need not be a shareholder of the Company) to attend, participate in and vote at the meeting. In terms of section 58(2) of the Companies Act 2008 ("the Act") the Shareholder has provided a resolution appointing the City Manager to be its proxy, a copy of which resolution has been made available to the Company in terms of section 58(3) of the Act. The person presiding over the annual general meeting will to his/her reasonable satisfaction obtain verification of the identity of the City Manager.

By order of the Board

Company Secretary
5th February 2014