

> NOTICE TO CONVENE THE ANNUAL GENERAL MEETING OF BONITAS MEDICAL FUND

Bonitas Medical Fund (“Bonitas” or “the Scheme”) has scheduled its Annual General Meeting (“AGM”) to take place on **Monday, 19 August 2019 at 09h30 at the venue referred to below**. The Board of Trustees (“Board”) encourage members of the Scheme (“Members”) to attend the AGM as your participation is important in ensuring a successful event.

DETAILS OF THE AGM

Date: Monday, 19 August 2019

Venue: Welkom Inn, Corner of Stateway & Tempest Road, Welkom, Free State

Time: Registration will take place from 07h00. The meeting will begin at 09h30.

In preparation for the AGM, this Notice to convene the AGM includes the following documents for your consideration:

- Agenda for the AGM;
- The Scheme Annual Performance Highlights Report for the financial year ended 31 December 2018;
- The Trustee Remuneration Policy of the Scheme; and
- The curriculum vitae of Mr Jonathan Bagg.

THE AGENDA FOR THE AGM WILL BE AS FOLLOWS:

1. TO RECEIVE AND NOTE THE BOARD OF TRUSTEES’ REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

This report provides an outline of the Scheme’s financial performance for the 2018 financial year. It also provides insights on the key focus areas to ensure the sustainability of the Scheme as well as measures that will be taken to improve the experience of members within the context of the challenges faced by the healthcare industry. The report further provides the feedback on key initiatives implemented in support of the Scheme’s strategic objectives as well as feedback on various operational matters.

2. TO RECEIVE AND NOTE THE INDEPENDENT AUDITORS’ REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

Deloitte & Touche were the Scheme’s auditors for the 2018 financial year and were responsible for reporting on whether the Annual Financial Statements fairly represents the financial position of the Scheme in accordance with the applicable financial reporting framework.

3. TO RECEIVE AND NOTE THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

The Annual Performance Highlights Report for 2018 of the Scheme is attached hereto, as permitted in terms of Circular 6 of 2013 issued by the Council for Medical Schemes (“CMS”). A complete copy of the audited Financial Statements is available at www.bonitas.co.za or on request from the Scheme’s office. The audited Annual Financial Statements of the Scheme were approved by the Board on 15 April 2019 and submitted to the CMS for approval. No concerns have been raised by the CMS regarding the 2018 audited Financial Statements.

4. CONFIRMATION OF THE APPOINTMENT OF THE AUDITOR FOR 2019

Considering and confirming the appointment of Deloitte & Touche as the Scheme’s Auditor for the 2019 financial year.

5. TO RECEIVE AND APPROVE THE TRUSTEE REMUNERATION POLICY

In terms of Circular 41 of 2014 issued by the CMS, all medical schemes that choose to remunerate their trustees are required to develop a Trustee Remuneration Policy which clearly sets out the trustee remuneration. The policy should first be approved by the Board and/or Remuneration Committee of the Scheme and then it must be tabled at the AGM for a vote by the Members. The Members are accordingly required to consider the adoption of the Trustee Remuneration Policy as contained in the Member Pack.

6. APPROVAL OF THE APPOINTMENT OF MR JONATHAN BAGG TO THE BOARD OF TRUSTEES

In terms of clause 18.6 of the Scheme Rules, the Board may fill by appointment, any casual vacancy arising during the term of office of a member of the Board due to such member resigning in terms of Rule 18.5 or ceasing to hold office in terms of Rule 18.13. A person so appointed must retire at the first ensuing AGM and that meeting may fill the vacancy for the unexpired period of office of the vacating member of the Board. Mr Jonathan Bagg is an actuary and possesses scarce skills which are required by the Scheme. Mr Bagg’s term of office as a trustee expired on 31 March 2019. As Mr Claassen had stepped down on 1 March 2019, the Board appointed Mr Bagg as a trustee, and consent is sought from the Members to confirm Mr Bagg’s appointment for the remainder of Mr Claassen’s term.

7. TO CONSIDER ANY OTHER MATTERS OF WHICH DUE NOTICE HAS BEEN GIVEN IN TERMS OF THE SCHEME RULES

The Scheme Rules allow for any Member of Bonitas to place a matter on the agenda for consideration at the AGM, provided that the process detailed below is followed.

SUBMITTING A NOTICE OF MOTION

Any Member wishing to place matters on the Agenda for consideration at the AGM must ensure that the request is received by the Scheme, marked for the attention of the Principal Officer, no later than 14 days before the date of the AGM. Members who wish to place matters on the Agenda must provide full details of the issues to be raised, the reasons for this and the desired actions and outcomes related to the motion. This is to ensure that Members receiving notification of these agenda items are able to make an informed decision on the matter put before them. Notices of Motions that are not consistent with the Scheme Rules or the Medical Schemes Act, Act 131 of 1998 will not be accepted.

Matters sought to be placed on the agenda must reach the Principal Officer by no later than 16h30 on Monday, 5 August 2019. This can be emailed to agm@bonitas.org.za or faxed on 011 384 5107.

VOTING AND PROXIES

In terms of Clause 27.1 of the Scheme Rules, a Member is entitled to appoint another Member as his/her proxy to attend, speak and vote in his/her place at the AGM. Bonitas has appointed PricewaterhouseCoopers Advisory Services (Pty) Ltd ("PwC") to act as its agent in respect of the management of the proxy appointment process. Should a Member seek to appoint a proxy as contemplated, an official proxy form, duly completed, must be received by PwC at one of the designated points referred to below by no later than 48 hours before the scheduled commencement of the AGM. Therefore, the **completed proxy forms must be submitted by no later than 09h30 on Saturday, 17 August 2019**, via the email address given below or delivered to any of the addresses mentioned below.

Official proxy forms may be obtained by contacting PwC at **011 287 0974** or by sending an email to **za_bonitasagm2019@pwc.com**. All proxy forms requested are pre-numbered and allocated to the requesting Member. This means that only proxy forms requested and issued to a particular Member can be used by such a Member. If the proxy form is spoilt for some reason, the Member shall be obliged to request a new one by contacting **011 287 0974**, and the old proxy form shall be deemed to be invalid.

SUBMIT YOUR PROXY FORM ON TIME

Completed and signed proxy forms must be submitted to PwC by no later than **09h30 on Saturday, 17 August 2019**. These can be emailed to **za_bonitasagm2019@pwc.com**, or physically delivered to any of the following PwC offices:

- PwC Bloemfontein, 61 Second Avenue, Westdene, Bloemfontein
- PwC Cape Town, 5 Silo Square, V&A Waterfront, Cape Town
- PwC Durban, 34 Richefond Circle, Ridgeside Office Park, Umhlanga Ridge, Durban
- PwC East London, Acacia House, Palm Square Business Park, Bonza Bay Road, Beacon Bay, East London
- PwC eMalahleni (Witbank), Second Floor WCMAS Building, corner of OR Tambo and Susanna Streets, eMalahleni
- PwC Gauteng, 4 Lisbon Lane, Waterfall City, Jukskei View
- PwC Kimberley, Roylglen Office Park, PwC Building, corner of Welgevonden Avenue and Memorial Road, Kimberley
- PwC Mahikeng, 32 Jones Close, Leopard Park, Mmabatho, Mahikeng
- PwC Middelburg, 11 Dolerite Crescent, Suite D, Middelburg
- PwC Nelspruit, Block 5, Riverside Office Park, Aqua Street Nelspruit, Mbombela
- PwC Pietermaritzburg, Block C, 21 Cascades Crescent, Cascades, Pietermaritzburg
- PwC Port Elizabeth, PwC Building, Ascot Office Park, 1 Ascot Road, Port Elizabeth
- PwC Robertson, 3 Church Street, Robertson
- PwC Secunda, Kiewiet Office Park, Block A, corner of Kiewiet and Walter Sisulu Streets, Secunda
- PwC Stellenbosch, Capital Place, 15-21 Neutron Avenue, Technopark, Stellenbosch or
- PwC Worcester, corner of Mountain Mill and Eastlake Roads, Worcester.

The PwC offices will be open between 08h00 and 16h30, Mondays to Fridays only (excluding weekends and public holidays). We look forward to your attendance and participation in the AGM.

**ISSUED BY THE BOARD OF TRUSTEES OF BONITAS MEDICAL FUND
17 JULY 2019**

Bonitas