

MEDSHIELD MEDICAL SCHEME

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MEDSHIELD
medical scheme

27 August 2020

Dear Member

NOTICE OF THE 51st MEDSHIELD MEDICAL SCHEME ANNUAL GENERAL MEETING (AGM)

Notice is hereby given of the 51st Annual General Meeting of Medshield Medical Scheme, which will be held on **Wednesday, 30th September 2020 at 08h30**. Due to the COVID-19 pandemic and the resulting Social Distancing restrictions, the Scheme applied to the Council for Medical Schemes (**CMS**) for an exemption to convene a Virtual AGM (**VAGM**) which will be in a form of a Live Web Stream. Subsequently the CMS granted the Scheme an exemption from Section 32 of the Medical Schemes Act pertaining to the Scheme Rules that require members to be present in person for the purposes of an AGM. This being an elective VAGM, the related voting proceedings for Resolutions including the election of Trustees will take place by electronic means.

- The Scheme has appointed PricewaterhouseCoopers Advisory Services (Pty) Ltd (**PwC**) as the Independent Electoral Body (**IEB**) in respect of the Trustee electoral processes and voting activities.
- BDO Advisory Services Proprietary Limited (**BDO**) was appointed in its capacity as Electoral Auditor. They will supervise, oversee and monitor the AGM processes and the 2020 Board of Trustee election process as undertaken and managed by PwC as the IEB.

1. COMMUNICATION ELEMENTS

In accordance with Scheme Rule 26.2.5 and in preparation for the VAGM, we attach the following critical documents for member information, preparation and guidance through the VAGM process:

1. The Agenda for the 51st AGM
2. The Scheme Highlights Document for the financial year ended 31 December 2019 which incorporates the Board of Trustees report
3. Minutes of the 50th AGM held on Tuesday, 25th June 2019, which will be confirmed at the VAGM
4. Resolutions for the 51st AGM:
 - Proposed Scheme Rule amendments (*for voting prior to the VAGM*)
 - Trustee Remuneration (*for voting prior to the VAGM*)
 - Appointment of Auditors (*for voting prior to the VAGM*)
5. A Proxy Form (*to be completed by members who wish to appoint a Proxy to vote and attend the VAGM on their behalf*)

In addition to the above, we also enclose the **Trustee Election Candidate List and CV Booklet, and the VAGM and Online Trustee Election Procedures**. The Scheme will send the **voting link and the voting process in due course**.

2. APPOINTMENT OF A PROXY – PROCESS

In accordance with Scheme Rule 27.1: “Every member who is present in person at an Annual General Meeting or special general meeting of the Scheme shall have the right to vote at that meeting, or can appoint another member as a proxy to attend, speak and vote on his behalf, provided that each member present in person may only act as proxy for one other member”.

All Principal members in good standing, and all Principal members duly represented by proxy shall be entitled to attend, speak and vote at the VAGM.

In this regard, following the CMS exemption from Section 32 of the Medical Schemes Act relating to the Scheme Rules requiring members to be present in person for the purposes of an AGM, the following is applicable in respect of the Proxy Appointment Process:

- Only Principal members in good standing may appoint another Principal member in good standing as a proxy;
- The proxy is applicable for voting for both the trustee election and voting on resolutions/business of the day as set out in the VAGM agenda attached in this VAGM. This means that a member who appoints (**Proxy Appointer**) another member as their proxy (**Proxy Holder**) grants the Proxy Holder the mandate to vote for trustees and on the VAGM agenda items;
- The Proxy Appointer may only **appoint one** Proxy Holder;
- The Proxy Holder may only **hold one** Proxy. It is therefore vital for the Proxy Appointer to discuss the granting of the proxy with the Proxy Holder before completing this form. If the Proxy Holder already holds a proxy for another member, the proxy will be rendered invalid.
- Once a member has appointed a Proxy Holder, the Proxy Appointer cannot vote in either the resolutions or the election process, as this effectively means he/she has given their right to vote to the Proxy Holder;
- The Proxy Appointer is precluded from voting and attending the VAGM.

The enclosed Proxy form must be duly completed and signed by members who wish to appoint a Proxy and must be submitted to the Scheme on or before **16h00, Friday, 4 September 2020**.

3. SUBMISSION OF MOTIONS

All documentation relating to the AGM are enclosed in this pack. In accordance with Scheme Rule 26.1.9: “Notice of motions to be placed before the Annual General Meeting shall reach the Principal Officer no later than seven days prior to the meeting.”

- Any motions to be presented at the VAGM may be hand delivered to the Scheme’s physical address as stated below or sent to the Principal Officer through one of the following means. These motions must reach the Scheme on or before **16h00, Wednesday, 23 September 2020**.
- Any notice of a motion that is not consistent with the Scheme Rules or the Medical Schemes Act will not be accepted.

Hand delivery to:

Medshield Medical Scheme
288 Kent Avenue,
Ferndale, Randburg, 2194

Mail to:

Medshield Medical Scheme
P.O Box 4346,
Randburg, 2125

Email: agm@medshield.co.za

Fax: 010 597 4900

4. DATA ASSISTANCE TO ACCESS AND ATTEND THE VIRTUAL ANNUAL GENERAL MEETING (VAGM)

As the AGM will be conducted virtually (VAGM), the Scheme will issue data vouchers to ensure that members have access and can participate. Members who request data assistance will be required to register for the data voucher by no later than **22h00 on Monday, 28 September 2020**. The data voucher will be released directly to the number indicated upon registration on the afternoon of **Tuesday, 29 September 2020** - to only those members who have registered for data assistance. Please make sure that you submit your details on time to enable seamless distribution and allocation of the vouchers. The Scheme will send the link to access the VAGM (live web stream) in due course.

Please note that data vouchers are only available for MTN, Telkom, Cell C and Vodacom and only if your contract allows the addition of a data bundle.

5. ALL QUERIES MUST BE DIRECTED AS FOLLOWS

VAGM queries (VAGM business of the day as set out in the Agenda)	Trustee Election queries
<ul style="list-style-type: none">• Contact number: 010 597 4900• Email: agm@medshield.co.za	<ul style="list-style-type: none">• Contact number: 012 429 0024• Email: za_medshildelection2020@pwc.com

6. IMPORTANT TIMELINES TO NOTE FOR PLANNING PURPOSES

<ul style="list-style-type: none">• Closing date for submission of Proxies	16h00 on Friday, 04 September 2020
<ul style="list-style-type: none">• Closing date for submission of Motions	16h00 on Wednesday, 23 September 2020
<ul style="list-style-type: none">• Voting for Resolutions as set out in the Agenda (open for 14 days)	Voting opens at 12h00 (midday), Tuesday, 15 September 2020 Voting closes at 12h00 (midday), Monday, 28 September 2020 in order to allow sufficient time for the Electoral Auditor, BDO, to conduct their verification processes. The outcomes of voting on Resolutions will be announced during the VAGM.
<ul style="list-style-type: none">• Voting for Trustees (open for 16 days)	Voting opens at 12h00 (midday), Tuesday, 15 September 2020 Voting closes at 12h00 (midday), Wednesday, 30 September 2020 The votes cast by members will be subject to counting and verification processes. In line with the Scheme Rule 18.14, the Electoral Auditor, BDO, shall certify the election results, and shall inform the Scheme of the outcome. The Scheme shall then be obliged to inform the members of the outcome of the voting within 7 (seven) days of the date of receiving the results from the auditors.
<ul style="list-style-type: none">• Virtual Annual General Meeting (VAGM)	Wednesday, 30 September 2020 8h30 for 9h00 Members who request data assistance will be required to register for the data voucher by no later than Monday, 28 September 2020 , the voucher will be released on the afternoon of Tuesday, 29 September 2020 - to only those members who have registered. Data registration details will be distributed in due course.

All the relevant information relating to the VAGM, including full Annual Financial Statements and the Auditors' report, is available on the Scheme's website for ease of reference. Please visit www.medshield.co.za to download the information.

Yours sincerely

Mr. Charles Akeroyd

Chairman | Medshield Board of Trustees

