



## Ingwelala Share Block (Pty) Ltd

Reg. No. 1983/006997/07

P O Box 121, Hoedspruit, 1380

Tel: +27 (0) 15 793 1242 / Fax: +27 (0) 15 793 0056

Email: [reception@ingwelala.co.za](mailto:reception@ingwelala.co.za)

---

### MESSAGE FROM THE CHAIRMAN – No #33

22 September 2017

Dear Ingwelala Members,

I refer to the August Members' meeting and now provide some feedback and also describe the Board's subsequent deliberations.

Approximately two-thirds of all the Ingwelala 1500 Shares were represented in person or by proxy at the 2 August 2017 well attended Shareholders' Meeting. Debate was robust to say the least and all had an opportunity to have their say – much commentary was complimentary and much was challenging. Ahead of the Members' Meeting, the Members were sent a comprehensive document describing in detail the matters for Member consideration for the four Ordinary Resolutions.

The Members' Meeting was recorded and a transcription is available as is the audio tape. We will have a summary of the transcript prepared for more convenient reference.

The Members were asked to consider four resolutions:

Resolution 1 sought Member support for the endeavours of the Board to achieve proclaimed Protected Area status for our properties. The poll, conducted by ballot, reflected overwhelming support for the Resolution which was carried by a resounding margin of in excess of ninety percent of the votes cast. We are working in conjunction with our neighbours towards a combined Umbabat Protected Areas application to the relevant authorities.

Resolution 2 sought Member support for the creation of a trust to enable good deeds in our environment, including projects to support our communities, to promote biodiversity, conservation and anti-poaching. While Members in general felt that the goals of the resolution were worthwhile, there was strong debate whether a resolution of the Members was in fact required to be considered, given that the promoters of this development did not need to be from within Ingwelala and that effort independent of Ingwelala could be undertaken to achieve the goals. With the permission of the Members, the Chairman allowed the resolution to be withdrawn while noting the strong support for the described goals.

Resolution 3 sought to acknowledge the substantial donations that have in fact been made for the purpose of Project Skyhawk. Members were again divided by whether it was necessary for the Members of Ingwelala to adopt the resolution and after an inconclusive show of hands the Chairman declined to withdraw the resolution which was subsequently put to a vote. The poll indicated almost exactly as much support for the resolution as against the resolution, in all four companies' polls.

Resolution 4 sought Members support for the Ingwelala companies' endeavours to acquire access to, and usage of, a light aircraft on conditions as described in the comprehensive proposal document and on condition that the aircraft is not owned by Ingwelala. The debate was robust and some Members

expressed the view that while there was good merit in the goals of the project, there was little appetite to potentially expose Ingwelala to the perceived risks associated with aircraft ownership and operations by Ingwelala. The views indicated that some other entity was more than welcome to attempt the project independently of Ingwelala. When put to the subsequent vote, the poll indicated slightly more support for the resolution than against the resolution (roughly 52/48 in favour), in all four companies' polls.

The Directors have recently considered the outcome of this Members' Meeting with a view to giving effect to the Members' direction as evidenced by the sentiment expressed and the polls conducted.

In the matter of achieving Protected Area status (Resolution 1), the overwhelming support of the Members will guide the Board in working with the regulatory authorities, professional associations, the Nkhorho, Umbabat and the APNR to do whatever is required to achieve Protected Area status for all our properties. This is being driven by the Board's portfolio on Environmental Management and External Relations led by Bruce Simpson.

Given the sentiments expressed at the meeting in favour of the worthwhile goals of Project Skyhawk, and respecting the non-convincing outcome of the close vote, the Board will not seek to continue to direct the project, nor to operate the aircraft at Ingwelala. The Board will work with interested parties to offer Project Skyhawk to a local or regional suitable entity for operation by that party and under their control. This activity will be led by the Chairman supported by other Board Members and invited or volunteer Ingwelala Members. Deliberations are underway with Nkorho and Umbabat and the Board will provide feedback in due course.

The Board in 2016 and 2017 heard and listened to many Members and tried to take into account the comments received while attempting to promote Project Skyhawk. The process has been long and arduous and opportunity was afforded so many to make their views known. The process included the preparation and distribution of the comprehensive proposal document and the opportunity for Members to pose and receive questions and answers respectively – all to promote transparency. In the end, as described above, the Members were consulted and voting conducted. The Board has determined a way forward that takes into account the Members' deliberations.

Upon completion of these deliberations and the successful divestment from the project, Project Skyhawk will be outside the Ingwelala realm.

Many of the comments made during the process, including at the recent Members' Meeting, were considered by many Members, Directors and Management as both hurtful and stressful, and some amounted to bullying and threatening behaviour. Many unsubstantiated allegations were made that attacked the personal credibility of certain individuals and the Board as a collective, and this has been extremely divisive. We trust that a level of maturity in the engagement between Members rises above this in future and that we can all accept that there are different opinions on issues and that these can be debated in an open and constructive manner. It would be advantageous to all Members to accept the current position, move forward and begin the healing process required to restore some semblance of tolerance and tranquillity at Ingwelala.

As always, I will be pleased to respond to your enquiries.

John Saker

Chairman