

NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF THE OAKHILL SCHOOL ASSOCIATION (OSA)

Dear Parents

NOTICE OF EGM – EXTREMELY IMPORTANT – PLEASE READ THE FULL NOTICE AND DOCUMENTS ATTACHED

The Board has received an attractive offer from Curro Holdings Limited (Curro), a listed company and leading provider of private education in South Africa, to acquire the School. This is an important moment in the life of the School, and we urge all parents to please read this notice and the summary of the offer attached.

OFFER

Curro has offered to purchase the School as a going concern from the OSA. The total value of the sale amounts to approximately R62 million plus a commitment to build the educational and sports facilities to a value of not less than R30 million as detailed in the attached facilities annexure. Curro believes that the School would fit extremely well into its Select School portfolio. This is a small group of schools which Curro has acquired over the years, being English medium private schools, following the IEB syllabus, with superior facilities and academic and extramural activities, with unique identities and ethos which remain largely unchanged.

BOARD'S VIEW

The Board was unanimous in recommending this offer for approval by the parents. Full details of the Board's analysis and rationale for reaching this decision will be discussed in detail at each Q&A session detailed below.

In summary the Board is of the view that:

- the Offer represents an exciting opportunity for the School to immediately build and develop facilities for its students which it would not be in a position to do for at least the next 10 years, due to its current debt obligations;
- the Offer would allow the School to grow and develop in a manner which would place the School in a strong position to withstand growing competition from other private schools on the Garden Route;
- the Offer represents an opportunity for the School to survive and thrive and achieve new growth and development, without having to resort to future fee increases in an increasingly uncertain and hostile economic environment; and
- the Offer affords the School the opportunity to become an outstanding educational institution, offering top-class educational and extra-mural facilities to a diverse and dynamic student body, while retaining its unique ethos and identity.

Q & A SESSIONS

The Board is of the view that this is not a matter which may be adequately dealt with at a meeting without proper discussion and analysis beforehand. Parents are accordingly invited to attend Q&A sessions in advance of the EGM to raise any queries and provide input at these sessions. Q&A sessions will be held on Tuesday 21 May, Thursday 23 May, Tuesday 28 May and Thursday 30 May in the School hall at 18h00. Parents are urged to attend at least one of these sessions. Members of the Board will be available at these sessions to discuss the implications of the proposed sale and to give as much information to parents as possible to ensure that the parents are in a position to make an informed decision.

PROCESS

The decision whether to accept this offer rests with the Eligible Members (being parents of children at the School whose fees are paid up to date or less than 60 days overdue). In terms of the OSA's Constitution, any decision by the OSA to sell the School as a going concern requires 50% of Eligible Members to be present (in person or by proxy) at the EGM to constitute a quorum, and for two thirds of those so present to vote in favour of the Resolutions in order for them to be passed. In terms of the Constitution, each family is entitled to two votes at an EGM. Eligible Members may appoint a proxy to attend, speak, and vote in his/her stead. A form of proxy for use at the EGM is attached. Proxy forms must be lodged at the OSA by midday (12h00) on 11 June 2019. Proxy forms will also be available at the Q&A sessions.

NOTICE AND RESOLUTIONS

The Board hereby gives formal notice that an Extraordinary General Meeting of Eligible Members will be held on 11 June 2019 at 18h00 **in the NG Church Hall** for the following purpose:

1. To consider and if deemed fit pass a resolution pertaining to a Special Matter (designated as such in the Constitution of the OSA under 12.2) in terms of which the OSA resolves to sell the business and assets of the School to Curro (Sale) on substantially the terms set out in **Annexure A** attached, and to authorise the Board to negotiate, finalise and conclude a sale agreement between OSA and Curro to implement the Sale (Resolution 1);

Should Resolution 1 be passed, the Constitution will need to be amended to allow for the OSA to be restructured and its activities wound down during the period following the effective date of the Sale. Eligible Members will accordingly be asked to vote on Resolution 2 below to allow the Constitution to be amended in the future by unanimous approval of the Board to allow for those changes required.

2. If Resolution 1 is passed, to consider and if deemed fit, pass a resolution pertaining to a Special Matter (designated as such in the Constitution of the OSA under 12.2) in terms of which the OSA resolves to amend the Constitution such that clause 12.2.2 is deleted and clause 14.1 is amended to read "This Constitution may be amended by unanimous agreement of the Board"; and
3. To transact or discuss any other business as may be required in connection with Resolutions 1 and 2.

We accordingly urge Parents to make every effort to attend this EGM. Please don't hesitate to forward any queries you may have to l.hill@oakhillschool.co.za.

Sincerely



Richard Foyon on behalf of the Board