



ZERNOBIA LACHPORIA

CURRICULUM VITAE

PERSONAL DETAILS

SURNAME : Lachporia

NAME : Zernobia

EDUCATIONAL QUALIFICATIONS

LAST SCHOOL ATTENDED : Coronationville High School
Matriculated with Exemption - 1989
SUBJECTS PASSED: English, Afrikaans, History, Biology,
Economics, Accountancy

HIGHER EDUCATION

TECHNIKON WITWATERSRAND : National Diploma Company Administration
(3 years) - Completed 1992
SUBJECTS PASSED: Company Administration II and III, Financial
Accounting I II & III, Business Economics I,
Communication in English, Company Law,
Economics, Income Tax, Cost & Management
Accounting, Mercantile Law I, Principles of
Information Systems
Technikon Witwatersrand: B Tech Business
Administration (Completed 6 subjects and
decided to convert to CIS)

SA INSTITUTE OF CHARTERED SECRETARIES : Completed my CIS – November 2000

Achievements to note:

I am Fellow member of the Institute of Chartered Secretaries & Administrators (ICSA) and have also served on Chartered Secretaries Southern Africa (“CSSA”) Board since May 2010. I was appointed as a member of the CSSA Executive Committee in June 2012. I was also appointed as President of the Institute at the AGM held on 11 June 2014 and served my term as President till 11 June 2015. I currently remain a director of the CSSA and COMMSA (Committee for Southern Africa) Boards.

EMPLOYMENT HISTORY

COMPANY : Liberty Holdings Limited (“Liberty”)

DATE : 1 September 2006 to present

POSITION : Assistant Group Secretary

DUTIES : Report to Group Secretary
Key responsibilities include:

- Ensure statutory compliance with the Companies Act No 71 of 2008, Long-Term Insurance Act and other relevant requirements for Liberty and all its subsidiaries (\pm 25 companies);
- Prepare board/sub-committee resolutions for Liberty, STANLIB and subsidiary companies;
- Prepare and lodge annual returns for all companies within the Liberty Group (including STANLIB and its subsidiaries);
- Maintain minute books and company registers for STANLIB and other companies within Liberty;
- With regard to meeting administration - Arrange for subsidiary board, board committee and management committee meetings as well as shareholder meetings within the Liberty portfolio. Attend and take minutes at the main Liberty Social, Ethics and Transformation (SET) Committee meeting as well as the Liberty Holdings Exco sub-committee i.e. PSET. Draft agenda's in discussion with the Chairman of the various committees and subsidiary boards, assist in the compilation and distribution of board/committee packs, prepare and record minutes for subsidiary board meetings i.e. STANLIB and its subsidiaries, Liberty board committee meetings and management committee meetings within the Group;
- Manage and attend meetings for the Liberty Property Investment Executive Committee, including two of the Sub-Committees i.e. Liquidity Non-Direct Sub-Committee and the Marketing Customer Sub-Committee;
- Assisted with the listing of Liberty Two Degrees ("L2D"). Manage and attend meetings for the L2D Board, Investment Committee, Audit and Risk Committee, Remuneration Committee, Social, Ethics and Transformation Committee as well as the L2D Exco meetings;
- Ensure legal compliance;
- Ensure correct procedures and governance are adhered to and regularly reviewed;
- Ensure compliance with King Report (King III) on Corporate Governance and provide

advice and assistance to subsidiary boards/business units within Liberty;

- Review developments in Corporate Governance. Advise directors on their duties and responsibilities;
- Assist Group Secretary to ensure compliance with the JSE listings requirements;
- Act as liaison officer between shareholders and Transfer Officer.

PREVIOUS WORK EXPERIENCE

COMPANY	:	Brait South Africa Limited
DATE	:	22 March 2006 to August 2006
POSITION	:	Company Secretary
DUTIES	:	<u>Report to Chief Finance Officer</u> <ul style="list-style-type: none">• Maintenance of all statutory records in accordance with the Companies Act;• Responsible for the Company Secretarial function with the Brait S.A. group (Brait S.A. had a primary listing on the Luxembourg Stock Exchange and also a secondary listing on the London Stock Exchange and the JSE Limited);• Lead and manage together with the board, the groups compliance with regard to the King II Report;• Ensure compliance with the JSE Listings requirements and submission of the necessary returns to the JSE Limited, London and Luxembourg Stock Exchanges;• Prepare and finalise all resolutions, ensure that the bi-annual analysis of shareholding is completed;• Assist in preparing the Directors report in the Brait S.A. annual report;• Control of Brait Share Option Scheme;• Liaison and assistance with the secretarial, regulatory and compliance activities of the Brait group (± 23 companies);• Co-ordination of Trading Statements and SENS announcements;• Attendance and preparation of minutes for the Brait South Africa Limited board meetings and board committee meetings i.e. Group Audit and Risk Committee meeting etc;

- Maintenance of registers of commitments, contracts and guarantees, directors and employee interests, shareholding and obligations, Liaison with shareholders,
- Management of non-executive directors;
- Management of CSDP's and transfer secretaries;
- General group administration e.g. surveys and questionnaires etc; Advise and assist on corporate transactions;

COMPANY	:	Gold Fields Limited
DATE	:	1 October 2003 to January 2006
POSITION	:	Assistant Corporate Secretary
DUTIES	:	<p><u>Report to Corporate Secretary</u> Statutory Secretarial Services:</p> <ul style="list-style-type: none"> • Maintain statutory records for the holding & subsidiary companies of the Gold Fields Ltd (14 active companies and 15 dormant companies) including the administration for the offshore companies; • Prepare and submit required returns to the Registrar for the SA companies; • Attend and prepare minutes for weekly SA Production/OPCO and International Production/OPCO Committee meetings; • Prepare agenda's, attend quarterly meetings and properly record minutes for the active companies; • Attend and prepare minutes for AGM's and General Meetings, Prepare and administer round robin resolutions for the subsidiary companies and obtain appropriate signatures including that of the offshore companies (±25 companies); • Maintain relevant minute books and company registers, • Ensure timeous and full compliance with the Companies Act and various administrative regulations in general; • Ensure proper administration of subsidiary boards, OPCO/Production committee meetings and shareholder meetings; • Assist the Corporate Secretary with the Secretarial duties of Gold Fields Ltd;

- Involved in the facilitation and process of corporate actions.

General Secretarial Services:

- Oversee the effective administration of the GF Management Share Incentive Scheme and GF Non-Executive Director Share Plan by ensuring compliance with the rules, exercising of share options;
 - Liaising with brokers on the JSE Securities Exchange South Africa;
 - Arranging settlements and notifying Transfer Secretaries of allotment of shares;
 - Assist Corporate Secretary with all Corporate Governance related matters as well as review developments and provide advice and assistance to the subsidiary boards;
 - Assist the Corporate Secretary to ensure compliance with the JSE Listings Requirements;
 - Communicate, monitor and instruct the share registrars with the performance of their duties;
 - Communicate extensively with the sponsoring Broker, Strate Limited, JSE Listings Division as well as the attorneys as and when necessary.
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