

SHARE SUBSCRIPTION AGREEMENT

BETWEEN

E.Z. SOKO FAMILY TRUST

Registration number: IT6449/07

AND

AFRICAN WOMEN IN BUSINESS INVESTMENTS LIMITED ("AWIBI")

Registration number: 2019/464728/06

In respect of and including as a Party:

AFRICAN WOMEN IN BUSINESS INVESTMENTS LIMITED ("AWIBI")

Registration number: 2019/464728/06



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1. DEFINITIONS AND INTERPRETATION

1.1. Definitions

Unless otherwise expressly stated, or the context otherwise requires, the words and expressions listed below shall, when used in this Agreement bear the following meanings ascribed to them:

- 1.1.1. **"Act"** means the South African Companies (Amendment) Act 71 of 2008, and any other regulations promulgated thereunder from time to time;
- 1.1.2. **"Affiliate"** means with respect to any Party:
 - 1.1.2.1. any natural persons who are in a familial relationship or are co-dependent on such Party; or
 - 1.1.2.2. any person who is not independent of such Party;
 - 1.1.2.3. a trust, in terms of which such Party is the founder;
 - 1.1.2.4. a company, partnership or other legal entity which controls, or is controlled by, or which is controlled by an entity which controls, such Party,

The term **"control"** means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract or otherwise;

- 1.1.3. **"Agreement"** means this agreement together with all annexures attached hereto (if any), as may be amended, revived, replaced and/or reinstated from time to time;
- 1.1.4. **"Allocated Shares"** means the Class A Ordinary shares allocated to the subscriber by way of earnings from the Service level agreement entered into between AWIBI and **The Subscriber**, valued at R100 (One Hundred Rand) per share;
- 1.1.5. **"Company"** means **African Women In Business Investments Limited, ("AWIBI")** an entity incorporated in accordance with the laws of South Africa, with registration number: **2019/464728/06**;
- 1.1.6. **"Confidential Information"** means, without limitation, all technical, trade, commercial, financial and management information and secrets of a Party used by that Party in the conduct of its business which is not readily available in the normal course of business to competitors of that Party and which may come to the knowledge of the recipient, and all other information, documentation, material or ideas of that Party, in whatever form and contained on whatever media;
- 1.1.7. **"Conditions Precedent"** means the conditions precedent to the allotment of shares in the Company to the Purchaser, and consummation of the subscription of the shares noted in this agreement by the Purchaser.
- 1.1.8. **"Directors"** means a member of the Board as contemplated in section 66 of the Companies Act, or an alternate director, and includes any person occupying the position of a director or alternate director, by whatever name designated;
- 1.1.9. **"Distribution"** shall bear the meaning ascribed thereto in the Act;

