

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 31

About this Notice

- This notice is issued in terms of Schedule 5 Item 6 of the Companies Act, 2008 and Regulation 31 of the Companies Regulations, 2011.
- This Notice may be filed at any time, but only in respect of classes of authorised shares from which shares have not been issued, or if issued, are no longer outstanding.
- There is no fee for filing this Notice, if it is filed within 2 years after the effective date of the Act.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

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PO Box 429
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Republic of South Africa
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Notice of Board Resolution to Convert Par Value Shares

Date: _____

Customer Code: _____

Concerning:
(Name and Registration Number of Company)

The Memorandum of Incorporation of the below named company,

Name: _____
Registration number: _____

has been amended in accordance with Schedule 5, Item 6 of the Companies Act, 2008, and Regulations 31 of the Companies Regulations, with effect from the date of the attached Board resolution. (1)

As contemplated in Regulation 31 (3), this amendment serves only to convert the class or classes of par value or nominal value shares, as noted in the resolution, to shares having no nominal or par value.

In support of this Notice, the company -

- (a) has attached a copy of the resolution of the Board, dated _____;
and
- (b) declares that it has no issued and outstanding shares of the class or classes referred to in this Notice.

As a result of this amendment, the company: (2)

- Has no further class of normal value or par value shares.
- Has a further class of nominal value or par value shares, which will be the subject of a further amendment.

Name and Title of person signing on behalf of the Company:

Authorised Signature:

**Companies and Intellectual Property Commission
Republic of South Africa**

**EXPLANTORY NOTE: NOTICE OF BOARD RESOLUTION TO CONVERT PAR VALUE SHARES –
COR 31**

(1) Conversion of shares

Section 35(2) specifies that no shares shall have a nominal or par value, except for banks as defined in the Banks Act.

This entails that a company needs to convert the existing par value shares to shares with no par value. In order to accommodate companies with the transition a period of 2 (two) years has been given to companies within which all par value shares need to be converted.

Important to note is that the rights attached to any par value shares, held by shareholders are not affected by the conversion, to the extent that it is compatible with the purposes of Item 6 of Schedule 5 of the Companies Act.

Or in the alternative, the company must provide for the compensation of its shareholders for the loss of any rights, due to the conversion from par value to no par value.

(2) Effect of amendments

Form COR 31 also provide for fields for the company converting its par value shares, to specify whether all classes of its par value shares have been converted to no par value shares; or if there are still further classes of par value shares, which will be subject to a further amendment or later conversion.

Compiled by L Steenkamp

Version 1.0