

# PROXY VOTING RECORD

For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018



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Prudential Investment Managers aim to be active shareholders, in order to protect our clients' interests and to support the highest standards of corporate governance. We view our responsibility as shareholders seriously, and we actively participate in voting on resolutions put to shareholders in respect of those shares which our clients have exposure to. This report summarises all our voting activity for the past quarter:

<b>BHP BILLITON PLC (BIL)</b> <b>Issuer: BIL</b>		<b>Meeting Date: 17 OCTOBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	
1	To receive the 2018 Financial Statements and Reports for BHP		Voted for all resolutions except resolution 4 & 5 which we voted against.	All resolutions passed.
2	To reappoint KPMG LLP as the auditor of BHP Billiton Plc			
3	To authorise the Risk and Audit Committee to agree the remuneration of the auditor of BHP Billiton Plc			
4	To approve the general authority to issue shares in BHP Billiton Plc			
5	To approve the authority to allot equity securities in BHP Billiton Plc for cash			
6	To authorise the repurchase of shares in BHP Billiton Plc			
7	To approve the 2018 Remuneration Report other than the part containing the Directors' remuneration policy			
8	To approve the 2018 Remuneration Report			
9	To approve the grant to the Executive Director			
10	To approve the change of name of BHP Billiton Limited and BHP Billiton Plc			
11	To re-elect Terry Bowen as a Director of BHP			
12	To re-elect Malcolm Broomhead as a Director of BHP			
13	To re-elect Anita Frew as a Director of BHP			
14	To re-elect Carolyn Hewson as a Director of BHP			
15	To re-elect Andrew Mackenzie as a Director of BHP			
16	To re-elect Lindsay Maxsted as a Director of BHP			
17	To re-elect John Mogford as a Director of BHP			
18	To re-elect Shriti Vadera as a Director of BHP			
19	To re-elect Ken MacKenzie as a Director of BHP			

<b>IMPALA PLAT HLDGS LTD (IMP)</b> <b>Issuer: IMP</b>		<b>Meeting Date: 17 OCTOBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
Ordinary resolution number 1 – Appointment of external auditors			Voted for all resolutions.	All resolutions passed.
Ordinary resolution number 2 – re-election of directors				
D Earp				
U Lucht				
MEK Nkeli				
PE Speckmann				
ZB Swanepoel				

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<p>Ordinary resolution number 3 – Appointment of audit committee members                  D Earp                  PW Davey                  B Ngonyama                  PE Speckmann                  Ordinary resolution number 4 – Endorsement of the Company’s remuneration policy                  Ordinary resolution number 5 – Endorsement of the Company’s remuneration implementation                  Special resolutions                  Special resolution number 1 – Approval of the Long-Term Incentive Plan 2018                  Special resolution number 2 – Issue of shares in connection with The Long-Term Incentive Plan                  Special resolution number 3 – Financial assistance                  Special resolution number 4 – Approval of non-executive director’s remuneration                  Special resolution number 5 – Acquisition of company shares by company or subsidiary</p>		
<p><b>HOSPITALITY PROP FUND LTD (HPB)</b>  <b>Issuer: HPB</b></p>	<p><b>Meeting Date: 18 OCTOBER 2018</b>  <b>Meeting Type: AGM</b></p>	<p><b>Voted</b></p>
<p>Ordinary resolution number 1: Receipt and adoption of annual financial statements and reports                  Ordinary resolution number 2.1: Re-election of Mr JA Copelyn as a non-executive director                  Ordinary resolution number 2.2: Election of Mr MSI Gani as an independent non-executive director                  Ordinary resolution number 2.3: Re-election of Mr ZN Kubukeli as an independent non-executive director                  Ordinary resolution number 2.4: Re-election of Mr JR Nicolella as a non-executive director                  Ordinary resolution number 2.5: Re-election of Mr SA Halliday as an independent non-executive director                  Ordinary resolution number 2.6: Election of Mr MH Ahmed as an independent non-executive director                  Ordinary resolution number 3: Reappointment of the external auditor and individual designated partner                  Ordinary resolution number 4.1: Election of Mr MSI Gani as a member and Chair of audit and risk committee                  Ordinary resolution number 4.2: Re-election of Mr DG Bowden to the audit and risk committee                  Ordinary resolution number 4.3: Re-election of Mr SA Halliday to the audit and risk committee                  Ordinary resolution number 5: General authority to directors to allot and issue shares                  Advisory endorsement 1: Non-binding advisory endorsement of the remuneration policy                  Advisory endorsement 2: Non-binding advisory endorsement of the remuneration implementation report                  Special resolution number 1: Approval of non-executive directors’ remuneration                  Special resolution number 2: Increase to the hourly ad hoc fee for non-executive directors                  Special resolution number 3: Financial assistance to subsidiaries and other related and inter-related entities in terms of sections 44 and 45 of the Companies Act                  Special resolution number 4: General authority to acquire shares</p>	<p>Voted for all resolutions except ordinary resolutions no. 2.1, 2.2, 2.4, 4.1, 4.2 &amp; 5 which we voted against.</p>	<p>All resolutions passed.</p>

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<b>TSGO SUN HLDGS LTD (TSH)</b> <b>Issuer: TSH</b>	<b>Meeting Date: 18 OCTOBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
Ordinary resolution 1 – Receipt and adoption of annual financial statements and reports Ordinary resolution 2 – Reappointment of auditors Ordinary resolution 3.1 – Re-election of Mr JA Copelyn as a director Ordinary resolution 3.2 – Re-election of Mr Y Shaik as a director Ordinary resolution 3.3 – Re-election of Mr MSI Gani as a director Ordinary resolution 4.1 – Re-election of Mr MSI Gani to the audit and risk committee Ordinary resolution 4.2 – Re-election of Ms BA Mabuza to the audit and risk committee Ordinary resolution 4.3 – Re-election of JG Ngcobo to the audit and risk committee Advisory endorsement 1 – Non-binding advisory endorsement of the company’s remuneration policy Advisory endorsement 2 – Non-binding advisory endorsement of the company’s remuneration implementation report Special resolution 1 – Approval of the proposed fees for non-executive directors Special resolution 2 – General authority to repurchase shares Special resolution 3 – General approval of the provision of financial assistance in terms of section 45 of the Companies Act Special resolution 4 – Approval of the issue of shares or options and the grant of financial assistance in terms of the company’s share-based incentive schemes		Voted for all resolutions except advisory endorsement 2 which we voted against.	All resolutions passed.
<b>HOSPITALITY PROP FUND LTD (HPB)</b> <b>Issuer: HPB</b>	<b>Meeting Date: 23 OCTOBER 2018</b> <b>Meeting Type: GM</b>	<b>Voted</b>	<b>Result</b>
Special resolution: Authorisation to issue 30% or more of the company’s ordinary shares Ordinary resolution 1: The transaction Ordinary resolution 2: General authority		Voted for all resolutions.	All resolutions passed.
<b>TSGO SUN HLDGS LTD (TSH)</b> <b>Issuer: TSH</b>	<b>Meeting Date: 23 OCTOBER 2018</b> <b>Meeting Type: GM</b>	<b>Voted</b>	<b>Result</b>
Ordinary resolution number 1 Approval of the Transaction as a Category 1 transaction and a Related Party transaction Special resolution Approval of the Unbundling Ordinary resolution number 2 Directors’ authority to take all such actions necessary to implement the Transaction, the Unbundling, ordinary resolution number 1 and the special resolution		Voted against all resolutions.	All resolutions passed.

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<b>TRUWORTHS INTER LTD (TRU)</b> Meeting Date: 24 OCTOBER 2018 <b>Issuer: TRU</b> Meeting Type: AGM	Voted	Result
<p>1 To receive and adopt the Annual Financial Statements, including the Directors' Report and the Audit Committee Report, for the period ended 1 July 2018</p> <p>2 To re-elect by separate resolutions the retiring directors who are available for re-election:</p> <p>2.1 Mr MS Mark</p> <p>2.2 Mr AJ Taylor</p> <p>2.3 Mr DB Pfaff</p> <p>To elect by separate resolutions the following persons who were appointed to the board as non- executive directors of the company with effect from 22 February 2018:</p> <p>2.4 Ms M Makanjee</p> <p>2.5 Mr JHW Hawinkels</p> <p>3 To renew the directors' limited and conditional general authority over the un-issued and repurchased shares, including the authority to issue or dispose of such shares for cash</p> <p>4 To give a limited and conditional general mandate for the company or its subsidiaries to acquire the company's shares</p> <p>5 To re-elect Ernst &amp; Young Inc. as auditor in respect of the Annual Financial Statements to be prepared for the period to 30 June 2019 and to authorise the Audit Committee to agree the terms and fees</p> <p>6 To approve by separate resolutions the proposed fees of the non-executive directors for the 12-month period from 1 January 2019 to 31 December 2019:</p> <p>6.1 Non-executive chairman</p> <p>6.2 Non-executive directors</p> <p>6.3 Audit Committee chairman</p> <p>6.4 Audit Committee member</p> <p>6.5 Remuneration Committee chairman</p> <p>6.6 Remuneration Committee member</p> <p>6.7 Risk Committee member (non-executive only)</p> <p>6.8 Non-executive and Nomination Committee chairman</p> <p>6.9 Non-executive and Nomination Committee member</p> <p>6.10 Social and Ethics Committee chairman</p> <p>6.11 Social and Ethics Committee member (non-executive only)</p> <p>7 To confirm by separate resolutions the appointment of the following qualifying independent non- executive directors to the company's audit committee for the period until the next annual general meeting (subject where necessary to their re-appointment as directors of the company):</p> <p>7.1 Mr RJA Sparks</p> <p>7.2 Mr MA Thompson</p>	<p>Voted for all resolutions except resolution 3, 5 &amp; 8.1 which we voted against.</p>	<p>All resolutions passed.</p>

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<p>7.3 Mr RG Dow</p> <p>8 To approve by way of separate non-binding advisory votes the Group's remuneration policy and implementation report as set out in the company's 2018 Integrated Annual Report:</p> <p>8.1 Remuneration policy</p> <p>8.2 Implementation report</p> <p>9 To consider the report of the Social and Ethics Committee for the period ended 1 July 2018 as published on the company's website</p> <p>10 To confirm by separate resolutions the appointment of the following qualifying directors to the company's Social and Ethics Committee for the period until the next annual general meeting (subject where necessary to their re-appointment as directors of the company):</p> <p>10.1 Mr MA Thompson</p> <p>10.2 Dr CT Ndlovu</p> <p>10.3 Mr DB Pfaff</p> <p>11 To approve the provision of financial assistance by the company, as authorised by the board, to Group entities in accordance with the Act</p>		
<p><b>FIRSTRAND NAMIBIA (FNB) Meeting Date: 26 OCTOBER 2018</b> <b>Issuer: FNB Meeting Type: AGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p>1. Ordinary resolution 1: Approval of minutes of previous annual general meeting.</p> <p>2. Ordinary resolution 2: Adoption of annual financial statements for 30 June 2018.</p> <p>3. Ordinary resolution 3: Approval of final dividend declared</p> <p>4. Ordinary resolution 4: Re-election of directors by way of separate resolutions:</p> <p>4.1 Jantje Gesche Daun (Independent Non-Executive Director)</p> <p>4.2 Justus Hamusira Hausiku (Independent Non-Executive Director)</p> <p>4.3 Gerson Samuel Hinda (Independent Non-Executive Director)</p> <p>4.4 Inge Ingenesia Zaamwani-Kamwi (Independent Non-Executive Director)</p> <p>5. Ordinary resolution number 5 - Election of directors by way of separate resolution:</p> <p>5.1 Robert James Childerstone Hamer (Non-Executive Director)</p> <p>5.2 Gert Christoffel Petrus Kruger (Non-Executive Director)</p> <p>6. Ordinary resolution number 6: Re-election of Director who has reached age 70 years</p> <p>6.1 Stuart Hilton Moir (Independent Non-Executive Director and Deputy-Chairperson)</p> <p>7. Ordinary resolution 7: Control of FNB Employee Share Incentive Scheme ordinary shares</p> <p>8. Ordinary resolution 8: Control of unissued shares</p> <p>9. Ordinary resolution 9: Re-appointment of external auditors and authority to determine their remuneration</p> <p>10. Ordinary resolution 10: Approval of Non-Executive Director remuneration</p> <p>11. Ordinary resolution 11: Ratification of the existing Remuneration Policy</p> <p>12. Ordinary resolution 12: Re-appointment of Audit Committee members</p> <p>12.1 Mr. Stuart Hilton Moir (Chairperson)</p>	<p>Voted for all resolutions except ordinary resolution no. 1 where we abstained and ordinary resolution 8 which we voted against.</p>	<p>All resolutions passed.</p>

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12.2 Ms. Jantje Gesche Daun 12.3 Mr. Christiaan Lilongeni Ranga Haikali 13. Ordinary resolution number 13: Election of audit committee member by way of separate resolution: 13.1 Mr. Robert James Childerstone Hamer 14. Ordinary resolution 14: Authority to sign documents		
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SABVEST LTD (SVN) Issuer: SVN	Meeting Date: 29 OCTOBER 2018 Meeting Type: GM	Voted	Result
<b>Special Resolution Number 1</b> Approval of the Specific Repurchase <b>Special Resolution Number 2</b> Revocation of Special Resolution Number 1 <b>Special Resolution Number 3</b> Approval of the Treasury Share Repurchase <b>Ordinary Resolution Number 1</b> Amendment to the Investment Policy <b>Ordinary Resolution Number 2</b> General authority granted to Directors		Voted for all resolutions.	All resolutions passed.

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<b>SHOPRITE HLDGS LTD (SHP) Meeting Date: 29 OCTOBER 2018</b> <b>Issuer: SHP Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
Ordinary Resolution number 1: Approval of annual financial statements Ordinary Resolution number 2: Re-appointment of auditors Ordinary Resolution number 3: Re-election of Mr JF Basson Ordinary Resolution number 4: Re-election of Mr JJ Fouché Ordinary Resolution number 5: Re-election of Dr ATM Mokgokong Ordinary Resolution number 6: Re-election of Mr JA Rock Ordinary Resolution number 7: Re-election of Ms S Zinn Ordinary Resolution number 8: Appointment of Mr JF Basson as Chairperson and member of the Shoprite Holdings Audit and Risk Committee Ordinary Resolution number 9: Appointment of Mr JJ Fouché as member of the Shoprite Holdings Audit and Risk Committee Ordinary Resolution number 10: Appointment of Mr JA Rock as member of the Shoprite Holdings Audit and Risk Committee Ordinary Resolution number 11: General authority over unissued ordinary shares Ordinary Resolution number 12: General authority to issue ordinary shares for cash Ordinary Resolution number 13: General authority to Directors and/or Company Secretary Ordinary Resolution number 14.1: Non-binding advisory vote on the remuneration policy of Shoprite Holdings Ordinary Resolution number 14.2: Non-binding advisory vote on the implementation of the remuneration policy of Shoprite Holdings: Special Resolution number 1: Remuneration payable to non-executive Directors Special Resolution number 2: Financial assistance to subsidiaries, related and inter-related entities Special Resolution number 3: Financial assistance for subscription of securities Special Resolution number 4: General authority to repurchase shares	Voted for all resolutions except resolution 11, 12 & 14.1 which we voted against.	All resolutions passed.
<b>CAPRICORN INV GROUP LTD (CGP) Meeting Date: 30 OCTOBER 2018</b> <b>Issuer: CGP Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
1 Adoption of the annual financial statements 2 Confirmation of dividends 3 Approve the remuneration policy 4 Approve the remuneration of the non-executive directors for the next financial year 5 Re-appoint PwC as auditor 6 Authorise directors to determine the auditor's remuneration 7 Confirmation of Mr Shikongo's retirement 8.1 Re-elect retiring director: Mr J C Brandt 8.2 Re-elect retiring director: Mr D G Fourie 9 Confirm appointment of Mr M H Gaomab II as non-executive director	Voted for all resolutions.	All resolutions passed.



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10 Confirm appointment of Mr J J Esterhuyse as financial director 11 General authority to the directors to allot and issue ordinary shares 12 General authority to the directors to allot and issue preference shares		
<b>NORTHAM PLAT LTD (NHM) Issuer: NHM</b>	<b>Meeting Date: 06 NOVEMBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>
Ord 1 adoption of the audited group annual financial statements for the year ended 30 June 2018 Ord 2.1 re-election of Mr CK Chabedi as a director Ord 2.2 re-election of Ms HH Hickey as a director Ord 2.3 re-election of Mr TI Mvusi as a director Ord 2.4 election of Dr NY Jekwa as a director Ord 2.5 election of Mr MH Jonas as a director Ord 2.6 election of Mr JJ Nel as a director, conditional on special resolution number 1 being approved Ord 3 re-appointment of Ernst & Young Inc. as the independent external auditors of the group Ord 4.1 re-election of Ms HH Hickey as a member of the audit and risk committee, subject to her re-election as a director pursuant to ordinary resolution number 2.2 Ord 4.2 re-election of Mr DH Brown as a member of the audit and risk committee Ord 4.3 re-election of Mr R Havenstein as a member of the audit and risk committee Ord 4.4 re-election of Ms TE Kgosi as a member of the audit and risk committee Ord 5.1 endorsement of the group's remuneration policy Ord 5.2 endorsement of the group's remuneration implementation report Spec 1 approval of amendment to the existing memorandum of incorporation to increase the maximum number of directors	Voted for all resolutions	All resolutions passed.

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<p>Spec 2.1 approval of non-executive directors' fees for the year ending 30 June 2019</p> <p>Spec 2.2 approval of the payment of additional non-executive directors' fees for additional meetings held during the financial year ended 30 June 2018</p> <p>Spec 3.1 approval of financial assistance to related and interrelated companies</p> <p>Spec 3.2 approval of financial assistance to executive directors and/or prescribed officers and their related and interrelated persons</p> <p>Spec 4 approval for general authority to repurchase issued shares</p>		
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<b>RESILIENT REIT LTD (RES)</b> Meeting Date: 07 NOVEMBER 2018 <b>Issuer: RES</b> Meeting Type: AGM	Voted	Result
Ordinary resolution number 1.1 (re-election of Alan Olivier as director)		
Ordinary resolution number 1.2 (re-election of David Brown as director)		
Ordinary resolution number 1.3 (re-election of Des Gordon as director)		
Ordinary resolution number 2.1 (re-election of Andries de Lange as director)		
Ordinary resolution number 2.2 (re-election of Umsha Reddy as director)		
Ordinary resolution number 3 (re-election of Barry van Wyk as director)		
Ordinary resolution number 4.1 (re-election of Bryan Hopkins as a member of the audit committee)		
Ordinary resolution number 4.2 (re-election of Barry van Wyk as a member of the audit committee)		
Ordinary resolution number 4.3 (re-election of Protas Phili as a member of the audit committee)		
Ordinary resolution number 4.4 (election of David Brown as a member of the audit committee)		
Ordinary resolution number 4.5 (election of Des Gordon as a member of the audit committee)		
Ordinary resolution number 5 (authorising directors to determine auditor's remuneration)		
Ordinary resolution number 6 (general authority to issue shares for cash)		
Non-binding advisory vote 1 (endorsement of remuneration policy)		
Non-binding advisory vote 2 (endorsement of remuneration implementation report)		
Special resolution number 1 (approval of financial assistance to related or inter-related companies)		
Special resolution number 2 (approval of the repurchase of shares)		
Special resolution number 3.1 (authorising non-executive directors' fees)		
Special resolution number 3.2 (authorising non-executive directors' fees for any special committee)		
	Voted for all resolutions except resolution 6 and non-binding advisory vote 1 & 2 which we voted against.	All resolutions passed.

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Ordinary resolution number 7 (authority for directors or company secretary to implement resolutions)		
<b>CITY LODGE HOTELS LTD (CLH)</b> <b>Issuer: CLH</b>	<b>Meeting Date: 08 NOVEMBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>
		<b>Result</b>
1. Adoption of annual financial statements  2. Ordinary resolution number 1: Re-election of retiring directors 2.1 Mr A W Dooley 2.2 Mrs L G Siddo 2.3 Ms N Medupe 2.4 Mr S G Morris 2.5 Mr B T Ngcuka  3. Ordinary resolution number 2: Re-appointment of external auditor  4. Ordinary resolution number 3: Appointment of group of audit committee members 4.1 Mr S G Morris 4.2 Mr G G Huysamer 4.3 Mr F W J Kilbourn 4.4 Ms N Medupe  5. Ordinary resolution number 4: Signature of documents  6. Advisory note: Remuneration policy and implementation report 6.1 Remuneration policy 6.2 Implementation report	Voted for all resolutions except resolution no. 3 which we voted against.	All resolutions passed.

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7. Special resolution number 1: Approval of non-executive directors remuneration 7.1 Chairman (inclusive of all board and committee roles) 7.2 Lead independent director 7.3 Services as director 7.4 Chairman of audit committee 7.5 Other audit committee members 7.6 Chairman of remuneration committee 7.7 Other remuneration committee members 7.8 Chairman of risk committee 7.9 Other risk committee members 7.10 Chairman of social and ethics committee 7.11 Ad hoc/temporary committee 8. Special resolution number 2: Financial assistance 9. Special resolution number 3: General authority to repurchase shares		
<b>ATTACQ LTD (ATT)</b> <b>Issuer: ATT</b>	<b>Meeting Date: 15 NOVEMBER 2018</b> <b>Meeting Type: AGM</b>	
1 Adoption of company annual financial statements 2 Adoption of consolidated annual financial statements 3 General authority to issue equity securities for cash 4 Re-appointment of Deloitte and Patrick Kleb as the auditors	<b>Voted</b>  Voted for all resolutions.	<b>Result</b>  All resolutions passed.

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<p>5 Re-election of Thys du Toit as director</p> <p>6 Re-election of Keneilwe Moloko as director</p> <p>7 Re-election of Brett Nagle as director</p> <p>8 Election of Ipeleng Mkhari as director</p> <p>9 Re-election of Stewart Shaw-Taylor as chairperson and member of the audit and risk committee</p> <p>10 Re-election of Hellen El Haimer as a member of the audit and risk committee</p> <p>11 Re-election of Brett Nagle as a member of the audit and risk committee</p> <p>12 Control over unissued securities</p> <p>13 Specific authority to issue shares pursuant to a reinvestment option</p> <p><b>Non-binding advisory votes</b></p> <p>1 Endorsement of the remuneration policy</p> <p>2 Endorsement of the remuneration implementation report</p> <p><b>Special Resolution Number</b></p> <p>1 Authorisation to provide financial assistance in terms of section 44 and 45 of the Companies Act</p> <p>2 General authority to repurchase securities</p> <p>3 Allotment and issue of shares to executive directors, prescribed officers and employees of Attacq under the Attacq long-term incentive plan</p> <p>4 Approval of non-executive directors' fees</p> <p>5 Approval of future increases to non-executive directors' fees</p> <p>6 Amendments to the company's MOI</p>		
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<b>GROWTHPOINT PROPS LTD (GRT)</b> <b>Issuer: GRT</b>	<b>Meeting Date: 13 NOVEMBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
1.1 Adoption of annual financial statements <b>1.2 Election of directors appointed by the Board</b> 1.2.1 Ms N Siyotula (non-executive director) 1.2.2 Ms O Chauke (human resources director) 1.3 Re-election of non-executive directors who are to retire at the meeting: 1.3.1 Mr MG Diliza 1.3.2 Mr PH Fechter 1.3.3 Mr JC Hayward 1.4 Election of Audit Committee members 1.4.1 Ms LA Finlay (Chairman) 1.4.2 Mr JC Hayward 1.4.3 Ms N Siyotula 1.5 Appointment of KPMG Inc. as auditor 1.6.1 Advisory, non-binding approval of remuneration policy 1.6.2 Advisory, non-binding approval of remuneration policy's implementation 1.7 To place the unissued authorised ordinary shares of the company under the control of the directors 1.8 Specific and exclusive authority to issue ordinary shares to afford shareholders distribution reinvestment alternatives 1.9 General but restricted authority to issue shares for cash 1.10 To receive and accept the report of the Social, Ethics and Transformation Committee	Voted for all resolutions	All resolutions passed.	

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2.1 Special resolution: Increase in number of authorised shares 2.2 Special resolution: Approval of non-executive directors' fees for financial year ending 30 June 2019 2.3 Special resolution: Financial assistance to related and inter-related companies 2.4 Special resolution: Authority to repurchase ordinary shares		
<b>EMIRA PROP FUND LTD (EMI)</b> <b>Issuer: EMI</b>	<b>Meeting Date: 15 NOVEMBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>
1. Ordinary Resolution 1: Re-appointment of independent external auditors 2. Ordinary Resolution 2: Re-election of directors 2.1 Re-election of Mr V Nkonyeni as an independent non-executive director 2.2 Re-election of Mr V Mahlangu as an independent non-executive director 2.3 Re-election of Mr M Aitken as an independent non-executive director 3. Ordinary Resolution 3: Appointment of the chairman and members of the Audit Committee 3.1 Appointment of Mr B Kent as a member and chairman of the Audit Committee 3.2 Appointment of Mr V Nkonyeni as a member of the Audit Committee 3.3 Appointment of Mr V Mahlangu as a member of the Audit Committee 4. Ordinary resolution number 4: Approval of remuneration policy and implementation report 4.1 Approval of remuneration policy 4.2 Approval of implementation report 5. Ordinary resolution number 5: Approval to issue ordinary shares, including to sell treasury shares, for cash 6. Ordinary resolution number 6: Signature of documents Special resolutions	Voted for all resolutions except ordinary resolution no. 4.1 & 4.2 which we voted against.	All resolutions passed.



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<p>7. Special resolution number 1: Approval of the non-executive directors' remuneration</p> <ul style="list-style-type: none"><li>1.1 Board Chairperson</li><li>1.2 Board Member</li><li>1.3 Chairperson Audit and Risk Committee</li><li>1.4 Audit and Risk Committee Member</li><li>1.5 Chairperson Remuneration Committee</li><li>1.6 Remuneration Committee Member</li><li>1.7 Chairperson Finance Committee</li><li>1.8 Finance Committee Member</li><li>1.9 Chairperson Investment Committee</li><li>1.10 Investment Committee Member</li><li>1.11 Chairperson Social and Ethics Committee</li><li>1.12 Social and Ethics Committee Member</li><li>1.13 Ad hoc meetings (per hour)</li></ul> <p>8. Special resolution number 2: General approval to acquire ordinary shares</p> <p>9. Special resolution number 3: Financial assistance for subscription or purchase of securities</p> <p>10. Special resolution number 4: Authority to provide loans or other financial assistance, as contemplated in section 45 of the Companies Act</p> <ul style="list-style-type: none"><li>10.1 Financial assistance to subsidiaries, associates and joint venture entities</li><li>10.2 Financial assistance to executive directors, including their investment vehicles in accordance with the remuneration policy</li></ul>		
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11. Special resolution number 5: Approval to issue shares to executive directors in accordance with the remuneration policy		
<b>ORYX PROPS LTD (ORY)</b> <b>Issuer: ORY</b>	<b>Meeting Date: 21 NOVEMBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>
<p>Ordinary Resolution Number 1</p> <p>- To adopt the annual financial statements</p> <p>Ordinary Resolution Number 2</p> <p>- To ratify non-executive directors' remuneration for the year ending June 2018</p> <p>Ordinary Resolution Number 3</p> <p>- To ratify executive directors' remuneration for the year ending June 2018</p> <p>Ordinary Resolution Number 4</p> <p>- To approve non-executive directors' remuneration for the year ending 30 June 2019</p> <p>Ordinary Resolution Number 5</p> <p>- To approve the non-executive directors' fee structure for the year ending 30 June 2019</p> <p>Ordinary Resolution Number 6</p> <p>- Placing of unissued linked units under the control of directors</p> <p>Ordinary Resolution Number 7</p> <p>- Appointment of auditors</p> <p>Ordinary Resolution Number 8</p> <p>- Re-election of Mr A Swanepoel</p>	<p>Voted for all resolutions.</p>	<p>All resolutions passed.</p>

**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018

<ul style="list-style-type: none"> <li>- Re-election of Mr JC Kuehhirt</li> <li>- Re-election of Mr M Shikongo</li> <li>- Ratify the appointment of Mr B Jooste</li> <li>- Ratify the appointment of Mrs L Smit</li> <li>- Ratify the re-appointment of Mr NBS Harris</li> <li>- Ratify the re-appointment of Mr F Uys</li> </ul> Ordinary Resolution Number 9 <ul style="list-style-type: none"> <li>- ABSA agreement</li> </ul> Ordinary Resolution Number 10 <ul style="list-style-type: none"> <li>- Implementation of resolutions</li> </ul>			
<b>NAMIBIAN BREWERIES LTD (NBS)</b> <b>Issuer: NBS</b>	<b>Meeting Date: 27 NOVEMBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
<ol style="list-style-type: none"> <li>1. Adoption of the annual financial statements</li> <li>2. Re-election of retiring Directors               <ol style="list-style-type: none"> <li>2.1. E Ender</li> <li>2.2. G Mouton</li> <li>2.3. H van der Westhuizen</li> </ol> </li> <li>3. Appointment of Deloitte &amp; Touche as external auditors of the Company</li> <li>4. Authorisation of Directors to approve auditors' remuneration</li> <li>5. Approval of Directors' remuneration</li> <li>6. Approval of the final dividend</li> </ol>	Voted for all resolutions.	All resolutions passed.	

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<b>SASOL LTD (SOL)</b> <b>Issuer: SOL</b>	<b>Meeting Date: 16 NOVEMBER 2018</b> <b>Meeting Type: AGM</b>		<b>Voted</b>	<b>Result</b>
<p>1. To re-elect each by way of a separate vote, the following directors retiring in terms of clause 22.2.1 of the Company's memorandum of incorporation:</p> <p>1.1. C Beggs</p> <p>1.2. SR Cornell</p> <p>1.3. MJ Cuambe</p> <p>1.4. MJN Njeke</p> <p>1.5. B Nqwababa</p> <p>2. To elect each by way of a separate vote, the following directors who were appointed by the Board after the previous Annual General Meeting in terms of clause 22.4.1 of the Company's memorandum of incorporation:</p> <p>2.1 MBN Dube</p> <p>2.2 M Flöel</p> <p>3. To appoint PricewaterhouseCoopers Inc to act as independent auditor of the Company until the end of the next Annual General Meeting.</p> <p>4. To elect each by way of a separate vote, the members of the Audit Committee:</p> <p>4.1. C Beggs (subject to him being re-elected as a director in terms of ordinary resolution number 1.1)</p> <p>4.2. GMB Kennealy</p> <p>4.3. NNA Matyumza</p> <p>4.4. MJN Njeke (subject to him being re-elected as a director in terms of ordinary resolution number 1.4)</p>		<p>Voted for all resolutions except ordinary resolution no. 1.4, 4.4, 5, 6 &amp; 7 which we voted against.</p>	<p>All resolutions passed.</p>	

**PROXY VOTING RECORD**

For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018



<p>4.5. S Westwell</p> <p>5. To endorse, on a non-binding advisory basis, the Company’s remuneration policy.</p> <p>6. To endorse, on a non-binding advisory basis, the implementation report of the Company’s remuneration policy.</p> <p>7. Special resolution number 1 – to approve the remuneration payable to non-executive directors of the Company for their services as directors from the date of the meeting until this resolution is replaced.</p> <p>8. Special resolution number 2 – to approve financial assistance to be granted by the company in terms of sections 44 and 45 of the Companies Act.</p> <p>9. Special resolution number 3 - to authorise the board to approve the general repurchase by the Company or purchase by any of its subsidiaries, of any of the Company’s ordinary shares and/or Sasol BEE Ordinary Shares.</p> <p>10. Special resolution number 4 – to authorise the board to approve the purchase by the Company (as part of a general repurchase in accordance with special resolution number 3), of its issued shares from a director and/or a prescribed officer of the Company, and/or persons related to a director or prescribed officer of the Company.</p> <p>11. Special resolution number 5 – to amend the memorandum of incorporation to provide for the possible replacement of the BEE Contract Verification Process with a BEE Verification Agent Process (subject to approval by SOLBE1 Shareholders at a Separate Class Meeting) and the adoption of verification Agent Process.</p> <p>12. Special resolution number 6 – to revoke special resolution number 12 adopted by shareholders on 17 November 2017 and replace it with special resolution number 6.</p>		
<p><b>BIDVEST NAMIBIA (BVN) Meeting Date: 20 NOVEMBER 2018</b>  <b>Issuer: BVN Meeting Type: AGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p>Ordinary resolution number 1: To adopt the audited financial statements</p> <p>Ordinary resolution number 2: To re-appoint the independent auditors for the ensuing year</p> <p>Ordinary resolution number 3: Approval of non-executive directors’ remuneration 2018/2019</p> <p>Ordinary resolution number 4: General authority to directors to allot and issue authorised but unissued ordinary shares</p>	<p>Voted for all resolutions except resolution 4 &amp; 5 which we voted against.</p>	<p>All resolutions passed.</p>

**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018

<p>Ordinary resolution number 5: General authority to issue shares for cash</p> <p>Ordinary resolution number 6: Re-election of directors retiring by rotation in terms of section 29.1 of the Company's articles of association</p> <p>6.1 Ms Martina Mokgatle-Aukhumes</p> <p>6.2 Mr Hans-Harald Müsseler</p> <p>Ordinary resolution number 7: Re-election of directors retiring in terms of section 29.3 of the Company's articles of association</p> <p>Mr Pieter Christiaan Steyn</p> <p>Ordinary resolution number 8: Re-election of director appointed after the preceding AGM in terms of section 29.4 of the Company's articles of association</p> <p>Mr Mark John Steyn</p> <p>Ordinary resolution number 9: Endorsement of Bidvest Namibia remuneration policy – non-binding advisory vote</p> <p>Special resolution number 1: General authority for re-purchase of shares</p>			
<b>RCL FOODS LTD (RCL)</b> <b>Issuer: RCL</b>	<b>Meeting Date: 20 NOVEMBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
<p>1 Adoption of annual financial statements</p> <p>2 Election and re-election of directors</p> <p>2.1 Mr RV Smither</p> <p>2.2 Ms CJ Hess</p> <p>2.3 Mr HJ Carse</p> <p>2.4 Mrs MM Nhlanhla</p> <p>2.5 Mr NP Mageza</p>	<p>Voted for all resolutions except resolution no. 2.4, 5, 7 &amp; 8 which we voted against.</p>	<p>All resolutions passed.</p>	

**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018

<p>2.6 Mr GC Zondi</p> <p>3 Re-appointment of external auditors</p> <p>4 Election of members of the Audit Committee</p> <p>4.1 Ms CJ Hess</p> <p>4.2 Mr NP Mageza</p> <p>4.3 Mr DTV Msibi</p> <p>4.4 Mr RV Smither</p> <p>5 Control of authorised but unissued shares</p> <p>6 Enabling resolution</p> <p>7 Non-binding advisory vote in respect of the Remuneration Policy</p> <p>8 Non-binding advisory vote in respect of the Remuneration Implementation Report</p> <p><b>Special Resolutions</b></p> <p>Financial assistance in terms of sections 44 and 45</p> <p>Approval of non-executive directors' remuneration</p>			
<p><b>RMB HOLDINGS LTD (RMH)</b>  <b>Issuer: RMH</b></p>	<p><b>Meeting Date: 21 NOVEMBER 2018</b>  <b>Meeting Type: AGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p>Ordinary resolutions number 1.1 to 1.7 Re-election of directors:</p> <p>1.1 Johan Petrus (Johan) Burger</p> <p>1.2 Lauritz Lanser (Laurie) Dippenaar</p> <p>1.3 Paul Kenneth (Paul) Harris</p> <p>1.4 Alberthinah Kekana</p>	<p>Voted for all resolutions except ordinary resolution no. 1.3, 2, 3, &amp; special resolution 5 which we voted against.</p>	<p>All resolutions passed.</p>	

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018

<p>Vacancies filled by the directors during the year:</p> <p>1.5 Matsotso Mamongae (Mamongae) Mahlare</p> <p>1.6 Ralph Tendai (Ralph) Mupita</p> <p>1.7 James Andrew (James) Teeger</p> <p>Ordinary resolution number 2</p> <p>Place 5% of the authorised ordinary shares under the control of the directors</p> <p>Ordinary resolution number 3</p> <p>General authority to issue ordinary shares for cash</p> <p>Ordinary resolution number 4 Approval of re-appointment of auditor</p> <p>Ordinary resolutions number 5.1 to 5.3</p> <p>Election of the company's audit and risk committee members:</p> <p>5.1 Sonja Emilia Ncumisa (Sonja) de Bruyn</p> <p>5.2 Per-Erik Lagerström</p> <p>5.3 James Andrew (James) Teeger</p> <p>Ordinary resolutions number 6 Signing authority</p> <p>Special resolution number 1</p> <p>Approval of non-executive directors' remuneration with effect from 1 December 2018</p> <p>Special resolution number 2</p> <p>General authority to repurchase company shares</p> <p>Special resolution number 3</p> <p>Issue of shares, convertible securities and/or options to persons listed in section 41(1) of the Companies Act</p>		
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**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018

<p>for the purposes of their participation in a reinvestment option</p> <p>Special resolution number 4</p> <p>Financial assistance to directors, prescribed officers and employee share scheme beneficiaries</p> <p>Special resolution number 5</p> <p>Financial assistance to related or inter-related entities</p>			
<p><b>RAND MERCHANT INV HLDGS LTD (RMI)</b>  <b>Issuer: RMI</b></p>	<p><b>Meeting Date: 21 NOVEMBER 2018</b>  <b>Meeting Type: AGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p>1.1 Johan Petrus Burger</p> <p>1.2 Lauritz Lanser Dippenaar</p> <p>1.3 Paul Kenneth Harris</p> <p>1.4 Albertinah Kekana</p> <p>Vacancies filled during the year:</p> <p>1.5 Matsotso Mamongae Mahlare</p> <p>1.6 Ralph Tendai Mupita</p> <p>1.7 James Andrew Teeger</p> <p>Advisory endorsement of remuneration policy</p> <p>Advisory endorsement of remuneration implementation report</p> <p>Ordinary resolution number 2</p> <p>Place 5% of the authorised ordinary shares under the control of the directors</p> <p>Ordinary resolution number 3</p> <p>General authority to issue ordinary shares for cash</p>	<p>Voted for all resolutions except ordinary resolution 2 &amp; 3 which we voted against.</p>	<p>All resolutions passed.</p>	

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018

<p>Ordinary resolution number 4</p> <p>Approval of re-appointment of auditor</p> <p>Ordinary resolutions number 5.1 to 5.4</p> <p>Election of the company's audit and risk committee members:</p> <p>5.1 Johan Petrus Burger</p> <p>5.2 Sonja Emilia Ncumisa de Bruyn</p> <p>5.3 Per-Erik Lagerström</p> <p>5.4 James Andrew Teeger</p> <p>Ordinary resolution number 6</p> <p>Signing authority</p> <p>Special resolution number 1</p> <p>Approval of non-executive directors' remuneration with effect from 1 December 2018</p> <p>Special resolution number 2</p> <p>General authority to repurchase company shares</p> <p>Special resolution 3</p> <p>Issue of shares, convertible securities and/or options to persons listed in section 41(1) of the Companies Act for the purposes of their participation in a reinvestment option"</p> <p>Special resolution number 4</p> <p>Financial assistance to directors, prescribed officers and employee share scheme beneficiaries</p> <p>Special resolution number 5</p> <p>Financial assistance to related or inter-related entities</p>		
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**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018

<b>UNICORN CAPITAL PARTNERS LTD (UCP)</b> <b>Issuer: UCP</b>	<b>Meeting Date: 22 NOVEMBER 2018</b> <b>Meeting Type: AGM</b>		<b>Voted</b>	<b>Result</b>
<p>Ordinary resolution number 1</p> <p>To receive, consider and adopt the annual financial statements of the company and the group for the financial year ended 30 June 2018</p> <p>Ordinary resolution number 2</p> <p>To confirm the reappointment of PricewaterhouseCoopers Inc. as independent auditors of the company and the group, with Ms. C.</p> <p>Marais Roux being the individual registered auditor</p> <p>Ordinary resolution number 3</p> <p>To approve the re-election as director of Ralph Patmore who retires by rotation and, being eligible, offers himself for re-election</p> <p>Ordinary resolution number 4</p> <p>To approve the re-election as director of Theunis de Bruyn who retires by rotation and, being eligible, offers himself for re-election</p> <p>Ordinary resolution number 5</p> <p>To re-elect Stephen Naudé as a member and Chairman of the Audit and Risk Committee for the year ending 30 June 2019</p> <p>Ordinary resolution number 6</p> <p>To re-elect Dalikhaya (Rain) Zihlangu as a member of the Audit and Risk Committee for the year ending 30 June 2019</p> <p>Ordinary resolution number 7</p> <p>To re-elect Mdu Gama as a member of the Audit and Risk Committee for the year ending 30 June 2019"</p> <p>Ordinary resolution number 8</p>		<p>Voted for all resolutions except ordinary resolution 10 which we voted against.</p>	<p>All resolutions passed.</p>	

**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018

<p>To endorse the company's remuneration policy</p> <p>Ordinary resolution number 9</p> <p>To endorse the company's remuneration implementation report</p> <p>Ordinary resolution number 10</p> <p>General authority for the directors to issue shares for cash</p> <p>Special resolution number 1</p> <p>To approve the non-executive director's remuneration for the year ending 30 June 2019</p> <p>Special resolution number 2</p> <p>Financial assistance in terms of section 44 of the Companies Act 2008</p> <p>Special resolution number 3</p> <p>Financial assistance in terms of section 45 of the Companies Act 2008</p> <p>Special resolution number 4</p> <p>General authority to repurchase the company's securities</p> <p>Ordinary resolution number 11</p> <p>Director's authority to take all such actions necessary to implement these resolutions contained in this notice</p>		
<p><b>NEDBANK GROUP LTD (NED)</b>    <b>Meeting Date: 22 NOVEMBER 2018</b>  <b>Issuer: NED</b>                      <b>Meeting Type: GM</b></p>	<b>Voted</b>	<b>Result</b>
<p>Ordinary resolution number 1 Approval of the Transaction as a Category 1 transaction and a Related Party transaction</p> <p>Special resolution Approval of the Unbundling</p> <p>Ordinary resolution number 2 Directors' authority to take all such actions necessary to implement the Transaction, the Unbundling, ordinary resolution number 1 and the special resolution</p>	Voted for all resolutions.	All resolutions passed.

**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018

<b>MAS REAL ESTATE INC (MSP)</b> Meeting Date: 27 NOVEMBER 2018 <b>Issuer: MSP</b> Meeting Type: AGM	Voted	Result
1. To receive and adopt the annual financial statements for the year ended 30 June 2018 and the directors' report and the auditors' report. 2. To re-elect Ronald Charles Spencer as a non-executive director who retires by rotation in accordance with the Articles of Association of the company. 3. To re-elect Jaco Jansen as a non-executive director who retires by rotation in accordance with the Articles of Association of the company. 4. To confirm the appointment of Paul Osbourn as an executive director. 5. To confirm the appointment of Werner Alberts as a non-executive director. 6. To confirm the appointment of Morné Wilken as an executive director until 14 December 2018. 7. To appoint PricewaterhouseCoopers LLC (PwC) as the auditors of the company. 8. General Authority to Repurchase Issued Shares. 9. General Authority to Issue Shares for Cash pursuant to Article 3.12.1(e) of the Articles of Association. 10. Advisory, non-binding approval of remuneration policy. 11. Advisory, non-binding approval of remuneration implementation report.	Voted for all resolutions.	All resolutions passed.
<b>METROFILE HLDGS LTD (MFL)</b> Meeting Date: 28 NOVEMBER 2018 <b>Issuer: MFL</b> Meeting Type: AGM	Voted	Result
Ordinary resolution 1.1 Re-election of CS Seabrooke Ordinary resolution 1.2 Re-election of GD Wackrill Ordinary resolution 1.3	Voted for all resolutions except ordinary resolution no. 5 which we voted against.	All resolutions were passed except resolution 3.4 which was withdrawn.

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018

Re-election of SV Zilwa Ordinary resolution 2 Appointment of MZ Abdulla Ordinary resolution 3.1 Election of Audit, Governance and Risk Committee member – SV Zilwa Ordinary resolution 3.2 Election of Audit, Governance and Risk Committee member – P Langeni Ordinary resolution 3.3 Election of Audit, Governance and Risk Committee member – LE Mthimunye Ordinary resolution 3.4 Election of Audit, Governance and Risk Committee member – CS Seabrooke Ordinary resolution 4 Re-appointment of external independent auditors Ordinary resolution 5 General authority for directors to allot and issue authorised and unissued ordinary shares Ordinary resolution 6 Non-binding advisory vote on remuneration policy Special resolution 1 Remuneration of non-executive directors Special resolution 2 General authority to acquire the Company's own shares		
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**PROXY VOTING RECORD**

*For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018*



Special resolution 3 Authority to allot and issue ordinary shares pursuant to CSP Special resolution 4 General authority to directors to issue ordinary shares for cash Special resolution 5 General authority to provide financial assistance in terms of section 44 and 45 Ordinary resolution 7 Directors' authority to implement special and ordinary resolutions		
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**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018

<b>BID CORP LTD (BID)</b> <b>Issuer: BID</b>	<b>Meeting Date: 27 NOVEMBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
Ordinary resolution number 1: Reappointment of external auditor  Ordinary resolution number 2: Re-election of directors Directors retiring by rotation and available for re-election 2.1 DDB Band 2.2 BL Berson 2.3 NG Payne  Ordinary resolution number 3: Election of audit and risk committee members 3.1 PC Baloyi 3.2 NG Payne 3.3 H Wiseman  Ordinary resolution number 4: Endorsement of Bidcorp remuneration policy – non-binding advisory vote 4.1 Remuneration policy 4.2 Implementation of remuneration policy  Ordinary resolution number 5: General authority to directors to allot and issue authorised but unissued ordinary shares  Ordinary resolution number 6: General authority to issue shares for cash  Ordinary resolution number 7: Payment of dividend by way of pro rata reduction of stated capital  Ordinary resolution number 8: Creation and issue of convertible debentures  Ordinary resolution number 9: Directors’ authority to implement special and ordinary resolutions  Special resolution number 1: General authority to acquire (repurchase) shares	<p style="text-align: center;">Voted for all resolutions except ordinary resolution no. 5 &amp; 6 which we voted against.</p>	<p style="text-align: center;">All resolutions passed.</p>	



## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018

<p>Special resolution number 2: Approval of non-executive directors' remuneration – 2018/2019</p> <ul style="list-style-type: none"><li>2.1 Chairman</li><li>2.2 Lead independent non-executive director</li><li>2.3.1 Non-executive directors (SA)</li><li>2.3.2 Non-executive directors (International)</li><li>2.4.1 Audit and risk committee chairman</li><li>2.4.2 Audit and risk committee member (SA)</li><li>2.4.3 Audit and risk committee member (International)</li><li>2.5.1 Remuneration committee chairman</li><li>2.5.2 Remuneration committee member (SA)</li><li>2.5.3 Remuneration committee member (International)</li><li>2.6.1 Nominations committee chairman</li><li>2.6.2 Nominations committee member (SA)</li><li>2.6.3 Nominations committee member (International)</li><li>2.7.1 Acquisitions committee chairman</li><li>2.7.2 Acquisitions committee member (SA)</li><li>2.7.3 Acquisitions committee member (International)</li><li>2.8.1 Social and ethics committee chairman</li><li>2.8.2 Social and ethics committee member (SA)</li><li>2.8.3 Social and ethics committee member (International)</li><li>2.9.1 Ad hoc meetings (SA)</li></ul>		
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**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018

2.9.2 Ad hoc meetings (International)  Special resolution number 3: General authority to provide financial assistance to related or inter-related companies and corporations		
<b>THE BIDVEST GROUP LTD (BVT)</b> <b>Issuer: BVT</b>	<b>Meeting Date: 28 NOVEMBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>
Ordinary Resolution 1 Re-election of directors who retire by rotation: 1.1 Ms CWL Phalatse 1.2 Mr NG Payne 1.3 Ms T Slabbert 1.4 Mr AK Maditsi 1.5 Mr EK Diack  Ordinary Resolution 2 2.1 Election of Mr MJ Steyn as a director 2.2 Election of Mr NW Thomson as non-executive director 2.3 Election of Ms RD Mokate as non-executive director  Ordinary resolutions Ordinary Resolution 3 Appointment of independent external auditor  Ordinary Resolution 4 Election of members of the audit committee: 4.1 Mr NG Payne 4.2 Mr NW Thomson 4.3 Ms RD Mokate 4.4 Ms CWN Molope	Voted for all resolutions except ordinary resolution no. 5, 6, 7 & 8 which we voted against.	All resolutions passed.

**PROXY VOTING RECORD**

For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018



<p>Ordinary Resolution 5    General authority to directors to allot and issue authorised but unissued ordinary shares</p> <p>Ordinary Resolution 6    General authority to issue shares for cash</p> <p>Ordinary Resolution 7    Payment of dividend by way of pro rata reduction of share capital or share premium</p> <p>Ordinary Resolution 8    Creation and issue of convertible debentures</p> <p>Ordinary Resolution 9    Directors' authority to implement special and ordinary resolutions</p> <p><b>Non-binding advisory vote</b></p> <p>Advisory Endorsement    Remuneration policy</p> <p>Advisory Endorsement    Implementation of remuneration policy</p> <p><b>Special resolutions</b></p> <p>Special Resolution 1    Non-executive directors' remuneration</p> <p>Special Resolution 2    General authority to acquire/(repurchase) shares</p> <p>Special Resolution 3    General authority to provide financial assistance to related or inter-related companies and corporations</p>		
<p align="center"><b>SUPER GROUP LTD (SPG)</b> <b>Issuer: SPG</b></p> <p align="center"><b>Meeting Date: 27 NOVEMBER 2018</b> <b>Meeting Type: AGM</b></p>	<b>Voted</b>	<b>Result</b>
<p>Ordinary resolution number 1 – Re-election of directors</p> <p>1.1 Mr Valentine Chitalu</p> <p>1.2 Ms Mariam Cassim</p> <p>Ordinary Resolution number 2 – Election of director</p> <p>Ordinary Resolution number 3 – Reappointment of auditors</p> <p>Ordinary resolution number 4 – Re-election of the Group Audit Committee</p>	<p align="center">Voted for all resolutions except ordinary resolution no. 3 &amp; 7 which we voted against.</p>	<p align="center">All resolutions passed.</p>

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For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018



<p>4.1 Mr David Rose 4.2 Ms Mariam Cassim 4.3 Dr Enos Banda</p> <p>Ordinary resolution number 5 – Endorsement of the Super Group remuneration policy Ordinary resolution number 6 – Endorsement of the implementation of the Super Group remuneration policy Ordinary resolution number 7 – General authority to directors to issue shares for cash Ordinary resolution number 8 – Signing of documents Special resolution number 1 – Approval of non-executive directors’ fees Special resolution number 2 – Financial assistance to related or inter-related companies Special resolution number 3 – Financial assistance for subscription of securities by related or inter-related entities of the company Special resolution number 4 – Acquisition of securities by the company and/or its subsidiaries</p>		
<p><b>REMGRO LTD (REM)</b> <b>Issuer: REM</b></p> <p><b>Meeting Date: 29 NOVEMBER 2018</b> <b>Meeting Type: AGM</b></p>	<b>Voted</b>	<b>Result</b>
<p>1. Approval of annual financial statements 2. Reappointment of auditor 3. Election of director – Ms S E N De Bruyn 4. Election of director – Mr P K Harris 5. Election of director – Mr M Morobe 6. Election of director – Mr J P Rupert 7. Election of director – Mr N J Williams 8. Appointment of member of the Audit and Risk Committee – Ms S E N De Bruyn 9. Appointment of member of the Audit and Risk Committee – Mr N P Mageza 10. Appointment of member of the Audit and Risk Committee – Mr P J Moleketi 11. Appointment of member of the Audit and Risk Committee – Mr F Robertson 12. General authority to place 5% of the unissued ordinary shares under the control of the directors 13. Non-binding advisory vote on Remuneration Policy</p>	<p>Voted for all resolutions except ordinary resolution no. 12 which we voted against.</p>	<p>All resolutions passed.</p>

**PROXY VOTING RECORD**

For period 01<sup>st</sup> October 2018 to 31<sup>st</sup> December 2018



<p>14. Non-binding advisory vote on Remuneration Implementation Report          15. Adoption of the Remgro Limited Conditional Share Plan          16. Adoption of the Remgro Limited Share Appreciation Rights Plan          Special resolutions          1. Approval of directors' remuneration          2. General authority to repurchase shares          3. General authority to provide financial assistance for the subscription and/or purchase of securities in the Company or in related or inter-related companies          4. General authority to provide financial assistance to related and inter-related companies and corporations</p>		
<p><b>FIRSTRAND LTD (FSR)</b>  <b>Issuer: FSR</b></p>	<p><b>Meeting Date: 29 NOVEMBER 2018</b>  <b>Meeting Type: AGM</b></p>	<p><b>Voted</b>                      <b>Result</b></p>
<p>Ordinary resolutions number 1.1 to 1.4          Re-election of directors by way of separate resolution:          1.1 NN Gwagwa          1.2 AT Nzimande          1.3 EG Matenge-Sebesho          1.4 PJ Makosholo          Ordinary resolutions number 1.5 to 17          Vacancies filled by the directors during the year          1.5 T Winterboer          1.6 M Vilakazi          1.7 JJ Durand          Ordinary resolutions number 2.1 and 2.2          Reappointment of auditor:          2.1 Deloitte &amp; Touche          Reappointment of auditor:          2.2 PricewaterhouseCoopers Inc.          Ordinary resolution number 3          General authority to issue authorised but unissued shares for regulatory capital reasons          Ordinary resolution number 4          General authority to issue authorised but unissued ordinary shares for cash          Ordinary resolution number 5          Signing authority          Advisory endorsement of remuneration policy          Endorsement of remuneration policy          Advisory endorsement of remuneration implementation report          Endorsement of remuneration implementation report</p>	<p>Voted for all resolutions except ordinary resolution no. 4 &amp; advisory endorsement vote 2 which we voted against.</p>	<p>All resolutions passed.</p>

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<p>Special resolution number 1                  General authority to repurchase ordinary shares                  Special resolution number 2.1                  Financial assistance to directors and prescribed officers as employee share scheme beneficiaries                  Special resolution number 2.2                  Financial assistance to related and interrelated entities                  Special resolution number 3                  Remuneration of non-executive directors with effect from 1 December 2018</p>		
<p align="center"><b>FORTRESS REIT LTD (FFA/FFB)</b>      <b>Meeting Date: 30 NOVEMBER 2018</b>  <b>Issuer: FFA/FFB</b>                              <b>Meeting Type: AGM</b></p>	<b>Voted</b>	<b>Result</b>
<p>Ordinary resolution number 1.1 (confirmation of appointment of Robin Lockhart-Ross as director)                  Ordinary resolution number 1.2 (confirmation of appointment of Steven Brown as director)                  Ordinary resolution number 2.1 (re-election of Iraj Abedian as director)                  Ordinary resolution number 2.2 (re-election of Urbanus (Banus) van der Walt as director)                  Ordinary resolution number 2.3 (re-election of Siphon Vuso Majija as director)                  Ordinary resolution number 3 (re-election of Djurk Peter Claudius Venter as director)                  Ordinary resolution number 4.1                  (re-election of Djurk Peter Claudius Venter as a member of the audit committee)                  Ordinary resolution number 4.2                  (re-election of Jan Naudé Potgieter as a member of the audit committee)                  Ordinary resolution number 4.3                  (appointment of Robin Lockhart-Ross as a member of the audit committee)                  Ordinary resolution number 5 (re-appointment of auditor)                  Ordinary resolution number 6 (authorising directors to determine auditor’s remuneration)                  Ordinary resolution number 7 (general authority to issue shares for cash)                  Special resolution number 1                  (approval of financial assistance to related or inter-related companies)                  Special resolution number 2 (approval of the repurchase of shares)                  Special resolution number 3 (authorising non-executive directors’ fees)                  Special resolution number 4 (authorising non-executive fees for any special sub-committee)                  Ordinary resolution number 8                  (authority for directors or company secretary to implement resolutions)                  Non-binding advisory vote number 1 (approval of remuneration report)                  Non-binding advisory vote number 2 (approval of remuneration implementation report)</p>	<p>Voted for all resolutions except ordinary resolution no. 2.1 &amp; non-binding advisory vote number 1 &amp; 2 which we voted against.</p>	<p>All resolutions passed.</p>

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<b>HYPROP INV LTD (HYP)</b> <b>Issuer: HYP</b>	<b>Meeting Date: 30 NOVEMBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
Ordinary resolution number 1: Adoption of annual financial statements Ordinary resolution number 2: Confirmation of the appointment of Zuleka Jasper as a director Ordinary resolution number 3: Confirmation of the appointment of Wilhelm Nauta as a director Ordinary resolution number 4: Confirmation of the appointment of Brett Till as a director Ordinary resolution number 5: Re-election of directors: 5.1 Thabo Mokgatlha 5.2 Louis Norval 5.3 Gavin Tipper Ordinary resolution number 6: Appointment of the members of the audit and risk committee: 6.1 Thabo Mokgatlha (chairperson) 6.2 Gavin Tipper 6.3 Zuleka Jasper 6.4 Stewart Shaw-Taylor Ordinary resolution number 7: Reappointment of auditors Ordinary resolution number 8: Control over unissued shares Ordinary resolution number 9: General authority to issue shares for cash Ordinary resolution number 10: Endorsement of remuneration policy Ordinary resolution number 11: Endorsement of remuneration implementation report Special resolution number 1: Share repurchases Special resolution number 2: Financial assistance to related and inter-related parties Special resolution number 3.1: Approval of non-executive directors' fees for 2018/2019 (a) Board chairman (b) Non-executive directors (c) Audit and risk committee chairman (d) Audit and risk committee member (e) Remuneration and nomination committee chairman (f) Remuneration and nomination committee member (g) Social and ethics committee chairman (h) Social and ethics committee member (i) Investment committee chairman (j) Investment committee member Special resolution number 3.2: Approval of annual increases to non-executive directors' fees Ordinary resolution number 12: Signature of documentation	Voted for all resolutions except ordinary resolution no. 7, 10 & 11 which we voted against.	All resolutions passed.	

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<b>WOOLWORTHS HLDGS LTD (WHL) Meeting Date: 30 NOVEMBER 2018</b> <b>Issuer: WHL Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
Ordinary resolution 1 - re-elect by way of separate resolutions the following retiring Directors available for election: 1.1 Patrick Allaway 1.2 Andrew Higginson 1.3 Gail Kelly 1.4 Zyda Rylands Ordinary resolution 2 - election of Director 2.1 Sizakele Mzimela be elected as a Director Ordinary resolution 3 - re-appointment of Ernst & Young Inc. as the auditors Ordinary resolution 4 - elect Audit Committee members by way of separate resolutions: 4.1 Patrick Allaway 4.2 Zarina Bassa 4.3 Hubert Brody 4.4 Andrew Higginson 5 Non-binding advisory resolution 1 - approval of the Remuneration Policy 6 Non-binding advisory resolution 2 - approval of the Remuneration implementation Report 7 Special resolution 1 - approval of Non-executive Directors' fees for the period 1 January 2019 to 31 December 2019 exclusive of value-added tax 8 Special resolution 2 - approval of general authority to repurchase shares 9 Special resolution 3 - approval of financial assistance to related or inter-related companies or undertakings 10 Special resolution 4 - approval of issue of shares or options and grant of financial assistance in terms of the company's share based incentive schemes	Voted for all resolutions.	All resolutions passed.
<b>ASPEN PHARMACARE HLDGS LTD (APN) Meeting Date: 06 DECEMBER 2018</b> <b>Issuer: APN Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
Ordinary resolution number 1 – presentation and adoption of Annual Financial Statements Ordinary resolution number 2 – presentation and noting of the Social & Ethics Committee report Ordinary resolution number 3 – re-election of directors 3.1 – Roy Andersen 3.2 – Linda de Beer 3.3 – Chris Mortimer 3.4 – David Redfern 3.5 – Sindi Zilwa Ordinary resolution number 4 – reappointment of independent external auditors Ordinary resolution number 5 – election of Audit & Risk Committee members	Voted for all resolutions except ordinary resolution no. 4, 5.4, 6, 7, special resolution no. 1.1 (a) and 3, and non-binding advisory resolution 1 & 2 which we voted against.	All resolutions passed.



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<p>5.1 – Roy Andersen                      5.2 – Linda de Beer                      5.3 – Babalwa Ngonyama                      5.4 – Sindi Zilwa                      Ordinary resolution number 6 – place unissued shares under the control of directors                      Ordinary resolution number 7 – general but restricted authority to issue shares for cash                      Ordinary resolution number 8 – authorisation for an executive director to sign necessary documents                      NON-BINDING ADVISORY RESOLUTIONS                      Non-binding advisory resolution number 1 – remuneration policy                      Non-binding advisory resolution number 2 – remuneration implementation report                      SPECIAL BUSINESS                      Special resolution number 1 – remuneration of non-executive directors                      1.1 Board                      (a) Chairman                      (b) Board member                      1.2 Audit &amp; Risk Committee                      (a) Chairman                      (b) Committee member                      1.3 Remuneration &amp; Nomination Committee                      (a) Chairman                      (b) Committee member                      1.4 Social &amp; Ethics Committee                      (a) Chairman                      (b) Committee member                      Special resolution number 2 – financial assistance to related or inter-related company                      Special resolution number 3 – general authority to repurchase shares</p>		
<p><b>EMIRA PROPERTY FUND LTD (EPF012) Meeting Date: 06 DECEMBER 2018                      Issuer: EPF012 Meeting Type: BM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p>EXTRAORDINARY RESOLUTION NUMBER 1 OF THE NOTEHOLDERS - AMENDMENT TO CONDITION 9.5 (REDEMPTION IN THE EVENT OF A BREACH OF THE LOAN TO THE VALUE RATIO).</p>	<p>Voted for all resolutions.</p>	<p>All resolutions passed.</p>

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<b>SIRIUS REAL EST LTD (SRE)</b> <b>Issuer: SRE</b>	<b>Meeting Date: 07 DECEMBER 2018</b> <b>Meeting Type: GM</b>	<b>Voted</b>
		<b>Result</b>
<b>Ordinary resolutions</b> 1. To receive and approve the Company's Remuneration Policy set out in Appendix 1 (pages 5-10 of the Circular dated 12 November 2018 containing the Company's Notice of General Meeting). <b>Special resolutions</b> 2. That the rules of the Sirius Real Estate Long Term Incentive Plan 2018 (the "2018 LTIP"), in the form produced to the Meeting and initialled by the Chairman of the Meeting for the purposes of identification and the principle terms of which are summarised in Appendix 2 (pages 11-15 of the Circular dated 12 November 2018 containing the Company's Notice of General Meeting), be and are hereby approved and the Directors be and are generally authorised to adopt the 2018 LTIP and to do all acts and things that they consider necessary or expedient to give effect to the 2018 LTIP.	Voted for all resolutions.	All resolutions passed.
<b>AFRICAN RAINBOW MINERALS LTD (ARI)</b> <b>Issuer: ARI</b>	<b>Meeting Date: 07 DECEMBER 2018</b> <b>Meeting Type: AGM</b>	<b>Voted</b>
		<b>Result</b>
<b>Ordinary Business</b> 1. Ordinary Resolution number 1: Re-election of Dr M M M Bakane-Tuoane 2. Ordinary Resolution number 2: Re-election of Mr A D Botha 3. Ordinary Resolution number 3: Re-election of Mr T A Boardman 4. Ordinary Resolution number 4: Re-election of Mr W M Gule 5. Ordinary Resolution number 5: Re-election of Mr A K Maditsi 6. Ordinary Resolution number 6: Election of Ms A M Mukhuba 7. Ordinary Resolution number 7: Re-appointment of external auditor and re-appointment of Mr L I N Tomlinson as the person designated to act on behalf of the external auditor 8. Ordinary Resolution number 8: To individually elect the following Independent Non-executive Directors as members of the Audit and Risk Committee (subject to their re-election as a Director, if applicable): 8.1 Mr T A Boardman 8.2 Dr M M M Bakane-Tuoane 8.3 Mr A D Botha 8.4 Mr A K Maditsi 8.5 Mr J P Möller 8.6 Dr R V Simelane 9. Ordinary Resolution number 9: Adoption of 2018 Conditional Share Plan	Voted for all resolutions.	All resolutions passed.

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<p>10. Ordinary Resolution number 10: Non-binding advisory vote the Company's Remuneration Policy</p> <p>11. Ordinary Resolution number 11: Non-binding advisory vote the Company's Remuneration Implementation Report</p> <p>12. Ordinary Resolution number 12: Placing control of the authorised but unissued Company shares in the hands of the Board</p> <p>13. Ordinary Resolution number 13: General authority to allot and issue shares for cash Special Business</p> <p>14. Special Resolution number 1: To individually authorise the Company to pay the following remuneration to Non-executive Directors with effect from 1 July 2018:</p> <p>14.1 The annual retainer fees as outlined on page 139 of the Notice of Annual General Meeting</p> <p>14.2 The fees for attending Board meetings as outlined on page 139 of the Notice of Annual General Meeting</p> <p>15. Special Resolution number 2: Committee meeting attendance fees with effect from 1 July 2018 as outlined on page 140 of the Notice of Annual General Meeting</p> <p>16. Special Resolution number 3: Financial assistance for subscription for securities</p> <p>17. Special Resolution number 4: Financial assistance for related or inter-related companies</p> <p>18. Special Resolution number 5: Issue of shares in connection with the 2018 Conditional Share Plan</p> <p>19. Special Resolution number 6: General authority to repurchase shares</p>		
<p><b>SANLAM LTD (SLM/SLA)</b> <b>Issuer: SLM/SLA</b></p> <p><b>Meeting Date: 12 DECEMBER 2018</b> <b>Meeting Type: EGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p>Special resolution number 1: Specific authority to the Company to issue securities for cash.</p> <p>Special resolution number 2: Specific authority to provide financial assistance to a related party for the purpose of subscribing for securities.</p> <p>Special resolution number 3: Specific authority to provide financial assistance to a related party for the purpose of, among others, acquiring securities in subsidiaries of the Company.</p> <p>Ordinary resolution number 1: To authorise any director of the Company, and where applicable the secretary of the Company, to implement the aforesaid special resolutions.</p>	<p>Voted against all resolutions.</p>	<p>All resolutions passed.</p>
<p><b>CAPRICORN GROUP LTD (CGP)</b> <b>Issuer: CGP</b></p> <p><b>Meeting Date: 12 DECEMBER 2018</b> <b>Meeting Type: SGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p>Special Resolution 1: amend article 5.1</p> <p>Special Resolution 2: increase authorised share capital</p> <p>Special Resolution 3: amend memorandum</p> <p>Ordinary Resolution 1: authority to issue shares</p>	<p>Voted for all resolutions.</p>	<p>All resolutions passed.</p>

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<b>MASTER PLASTICS LTD (MAP)</b> Issuer: MAP	<b>Meeting Date: 20 DECEMBER 2018</b> <b>Meeting Type: SGM</b>	<b>Voted</b>	<b>Result</b>
<b>SPECIAL RESOLUTION NUMBER 1</b> Approval of the Scheme in accordance with the requirements of sections 114 and 115 of the Companies Act <b>SPECIAL RESOLUTION NUMBER 2</b> Revocation of Special Resolution Number 1 if the Scheme is terminated <b>ORDINARY RESOLUTION NUMBER 1</b> Authority granted to directors to take all actions necessary to implement the Scheme Resolution: Approval of the Scheme in accordance with the requirements of sections 114 and 115 of the Companies Act		Voted for all resolutions.	All resolutions passed.