

# PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019



## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

Prudential Investment Managers aim to be active shareholders, in order to protect our client's interest 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 GROUP PLC (BHP)</b> <b>Issuer: BHP</b>	<b>Meeting Date: 17 OCTOBER 2019</b> <b>Meeting Type: AGM</b>		<b>Voted</b>	<b>Result</b>
<b>Resolution number</b> 1 To receive the 2019 Financial Statements and Reports for BHP 2 To appoint Ernst & Young LLP as the auditor of BHP Group Plc and Ernst & Young as the auditor of BHP Group Limited 3 To authorise the Risk and Audit Committee to agree the remuneration of the auditor of BHP Group Plc 4 To approve the general authority to issue shares in BHP Group Plc 5 To approve the authority to allot equity securities in BHP Group Plc for cash 6 To authorise the repurchase of shares in BHP Group Plc 7 To approve the Directors' remuneration policy 8 To approve the 2019 Remuneration Report other than the part containing the Directors' remuneration policy 9 To approve the 2019 Remuneration Report 10 To approve the 2019 Remuneration Report 11 To elect Ian Cockerill as a Director of BHP 12 To elect Susan Kilsby as a Director of BHP 13 To re-elect Terry Bowen as a Director of BHP 14 To re-elect Malcolm Broomhead as a Director of BHP 15 To re-elect Anita Frew as a Director of BHP 16 To re-elect Andrew Mackenzie as a Director of BHP 17 To re-elect Lindsay Maxsted as a Director of BHP 18 To re-elect John Mogford as a Director of BHP 19 To re-elect Shriti Vadera as a Director of BHP 20 To re-elect Ken Mackenzie as a Director of BHP <b>Resolutions not endorsed by the Board</b> 21 To amend the constitution of BHP Group Limited 22 To suspend memberships of Industry Associations that are involved in lobbying inconsistent with the goals of the Paris Agreement				Voted for all resolutions except ordinary resolution no. 4, 5, 21 & 22 which we voted against.  All resolutions passed.

**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<b>HOSPITALITY PROP FUND LTD (HPB) Meeting Date: 17 OCTOBER 2019</b> <b>Issuer: HPB Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
<b>Resolution number</b> Ordinary resolution number 1: Receive and adoption of annual financial statements and reports Ordinary resolution number 2.1: Re-election of Mrs MR de Lima as an executive director Ordinary resolution number 2.2: Re-election of Mrs L McDonald as a non-executive director Ordinary resolution number 2.3: Re-election of Mr JR Nicolella as a non-executive director Ordinary resolution number 2.4: Election of Mr R Erasmus as an executive director Ordinary resolution number 2.5: Election of Mr SC Gina as an independent non-executive director Ordinary resolution number 2.6: Election of Dr LM Molefi as an independent non-executive director Ordinary resolution number 2.7: Election of Mr JG Ngcobo as an independent non-executive director Ordinary resolution number 2.8: Election of Mr MN von Aulock as a non-executive director Ordinary resolution number 3: Reappointment of the external auditor Ordinary resolution number 4.1: Election of Mr MH Ahmed as a member and Chairman of the audit and risk committee Ordinary resolution number 4.2: Election of Dr LM Molefi as a member of the audit and risk committee Ordinary resolution number 4.3: Election of Mr JG Ngcobo as a member of the audit and risk committee Advisory endorsement 1: Non-binding advisory endorsement of the remuneration policy	Voted for all resolutions except ordinary resolution no. 2.3, 4.2 & special resolution no. 1 which we voted against.	All resolutions passed

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>Advisory endorsement 2: Non-binding advisory endorsement of the remuneration implementation report</p> <p>Special resolution number 1: Approval of non-executive directors' remuneration</p> <p>Special resolution number 2: Financial assistance to subsidiaries and other related and inter-related entities in terms of sections 44 and 45 of the Companies Act</p> <p>Special resolution number 3: General authority to acquire shares</p>		
<p><b>TSOGO SUN HOTELS LTD (TGO)</b> <b>Issuer: TGO</b></p> <p><b>Meeting Date: 17 OCTOBER 2019</b> <b>Meeting Type: AGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p><b>Resolution number</b></p> <p>Ordinary resolution 1 – Receipt and adoption of annual financial statements and reports</p> <p>Ordinary resolution 2 – Reappointment of auditors</p> <p>Ordinary resolution 3.1 – Re-election of Mr JA Copelyn as a Non-executive Director</p> <p>Ordinary resolution 3.2 – Re-election of Mr MH Ahmed as Lead Independent Non-Executive Director</p> <p>Ordinary resolution 3.3 – Election of Ms CC September as an Independent Non-executive Director</p> <p>Ordinary resolution 4.1 – Re-election of Mr MH Ahmed to the audit and risk committee</p> <p>Ordinary resolution 4.2 – Re-election of Mr SC Gina to the audit and risk committee</p> <p>Ordinary resolution 4.3 – Re-election of Dr ML Molefi to the audit and risk committee</p> <p>Ordinary resolution 4.4 – Re-election of Mr JG Ngcobo to the audit and risk committee</p> <p>Advisory endorsement – Non-binding advisory endorsement of the Company's remuneration policy</p> <p>Special resolution 1 – Approval of the proposed fees for Non-executive Directors</p> <p>Special resolution 2 – General authority to repurchase shares</p> <p>Special resolution 3 – General approval of the provision of financial assistance in terms of section 45 of the Companies Act</p> <p>Special resolution 4 – Approval of the issue of shares or options and the grant of financial assistance in connection with the Company's share-based incentive schemes</p>	<p>Voted for all resolutions except the advisory endorsement of remuneration policy which we voted against.</p>	<p>All resolutions passed</p>
<p><b>TSOGO SUN GAMING LTD (TSG)</b> <b>Issuer: TSG</b></p> <p><b>Meeting Date: 17 OCTOBER 2019</b> <b>Meeting Type: AGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p><b>Resolution number</b></p> <p>Ordinary resolution 1 – Receipt and adoption of annual financial statements and reports</p> <p>Ordinary resolution 2 – Reappointment of auditors</p> <p>Ordinary resolution 3.1 – Election of Mr CG du Toit as a director</p>	<p>Voted for all resolutions except the advisory endorsement 1 and advisory</p>	<p>All resolutions passed</p>

**PROXY VOTING RECORD**

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019



<p>Ordinary resolution 3.2 – Election of Ms RD Watson as a director          Ordinary resolution 3.3 – Re-election of Mr MJA Golding as a director          Ordinary resolution 3.4 – Re-election of Mr VE Mphande as a director          Ordinary resolution 3.5 – Re-election of Ms BA Mabuza as a director          Ordinary resolution 4.1 – Re-election of Ms BA Mabuza to the audit and risk committee          Ordinary resolution 4.2 – Re-election of Mr MSI Gani to the audit and risk committee          Ordinary resolution 4.3 – Election of Ms RD Watson to the audit and risk committee          Advisory endorsement 1 – Non-binding advisory endorsement approving the company’s remuneration policy          Advisory endorsement 2 – Non-binding advisory endorsement approving 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 connection with the company’s share-based incentive schemes</p>	<p>endorsement 2 resolution which we voted against.</p>		
<p><b>TRENCOR LTD (TRE)</b>  <b>Issuer: TRE</b></p>	<p><b>Meeting Date: 18 OCTOBER 2019</b>  <b>Meeting Type: GM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p><b>Resolution number</b>          Special resolution number 1          Authority to repurchase Shares from the Odd -lot Holders  <b>Special resolution number 2</b>          Authority to repurchase shares from the Specific Holders  <b>Special resolution number 3</b>          Authority to dispose of all or a greater part of the company's assets in terms of section 112 (the Unbundling Resolution)  <b>Ordinary resolution number 1</b>          Implementation of the Odd-lot Offer, specifically the repurchase of the Odd-lot Holdings from the Odd-lot Holders who do not make an election  <b>Ordinary resolution number 2</b>          Directors' authority</p>	<p>Vote for all resolutions.</p>	<p>All resolutions passed</p>	

**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<b>UNICORN CAPITAL PARTNERS LTD (UCP)</b> <b>Issuer: UCP</b>	<b>Meeting Date: 20 NOVEMBER 2019</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
<p><b>Resolution number</b></p> <p><b>Ordinary resolution number 1</b> To receive, consider and adopt the consolidated annual financial statements of the company and the group for the financial year ended 30 June 2019</p> <p><b>Ordinary resolution number 2</b> To confirm the appointment of BDO South Africa Incorporated as independent auditors of the company and the group, with Mr Sergio Vittone being the individual registered auditor</p> <p><b>Ordinary resolution number 3</b> To approve the re-election as an independent non-executive director of Steve Naudé who retires by rotation and, being eligible, offers himself for re-election</p> <p><b>Ordinary resolution number 4</b> To approve the re-election as an independent non-executive director of Mdu Gama who retires by rotation and, being eligible, offers himself for re-election</p> <p><b>Ordinary resolution number 5</b> To re-elect Stephen Naudé as a member and Chairman of the Audit and Risk Committee for the year ending 30 June 2020</p> <p><b>Ordinary resolution number 6</b> To re-elect Dalikhaya (Rain) Zihlangu as a member of the Audit and Risk Committee for the year ending 30 June 2020</p> <p><b>Ordinary resolution number 7</b> To re-elect Mdu Gama as a member of the Audit and Risk Committee for the year ending 30 June 2020</p> <p><b>Ordinary resolution number 8</b> Non-binding advisory endorsement of the company's remuneration policy</p> <p><b>Ordinary resolution number 9</b> Non-binding advisory endorsement of the company's remuneration implementation report</p> <p><b>Ordinary resolution number 10</b> General authority for the directors to issue shares for cash</p> <p><b>Special resolution number 1</b> To approve the non-executive director's remuneration for the year ending 30 June 2020</p> <p><b>Special resolution number 2</b> Financial assistance in terms of section 44 of the Companies Act 2008</p> <p><b>Special resolution number 3</b> Financial assistance in terms of section 45 of the Companies Act 2008</p> <p>Special resolution number 4 General authority to repurchase the company's securities</p>	<p>Voted for all resolutions except ordinary resolution no. 10 which we voted against.</p>	<p>All resolutions passed</p>	

**PROXY VOTING RECORD**

*For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019*



<p><b>Ordinary resolution number 11</b> Director's authority to take all such actions necessary to implement these resolutions contained in this notice</p>		
---	--	--

**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<b>IMPALA PLAT HLDGS LTD (IMP)</b> <b>Issuer: IMP</b>	<b>Meeting Date: 22 OCTOBER 2019</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
<b>Resolution number</b> Ordinary resolution number 1 – Appointment of external auditors <b>Ordinary resolution number 2 – Re-election of directors</b> 2.1 PW Davey 2.2 BT Koshane 2.3 AS Macfarlane 2.4 B Ngonyama 2.5 MSV Gantsho <b>Ordinary resolution number 3 – Appointment of audit committee members</b> 3.1 D Earp 3.2 PW Davey 3.3 PE Speckmann Ordinary resolution number 4 – Endorsement of the Company’s Remuneration Policy Ordinary resolution number 5 – Endorsement of the Company’s remuneration implementation report <b>Special resolutions</b> <b>Special resolution number 1 – Approval of non-executive director’s remuneration</b> 1.1 Remuneration of the chairperson of the Board 1.2 Remuneration of the Lead Independent Director 1.3 Remuneration of non-executive directors		Vote for all resolutions.	All resolutions passed



## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>1.4 Remuneration of Audit committee Chairperson</p> <p>1.5 Remuneration of Audit committee member</p> <p>1.6 Remuneration of Social, transformation and remuneration committee Chairperson</p> <p>1.7 Remuneration of Social, transformation and remuneration committee member</p> <p>1.8 Remuneration of Nominations, governance and ethics committee member</p> <p>1.9 Remuneration of Health, safety, environment and risk committee Chairperson</p> <p>1.10 Remuneration of Health, safety, environment and risk committee member</p> <p>1.11 Remuneration of Capital allocation and investment committee Chairperson</p> <p>1.12 Remuneration of Capital allocation and investment committee member</p> <p>1.13 Remuneration for ad hoc meetings</p> <p>Special resolution number 2 – Approval of a 6% structural adjustment</p> <p>Special resolution number 3 – Acquisition of Company's shares by Company or subsidiary</p>		
--	--	--

<b>FIRSTRAND NAMIBIA (FNB)</b> <b>Issuer: FNB</b>	<b>Meeting Date: 24 OCTOBER 2019</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
<p><b>Resolution number</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 2019</p> <p>3. Ordinary resolution 3: Approval of final dividend declared</p> <p>4. <b>Ordinary resolution 4: Re-election of directors by way of separate resolutions:</b></p> <p>4.1 Christiaan Lilongeni Ranga Haikali (Independent non-Executive Director)</p> <p>4.2 Gert Christoffel Petrus Kruger (Non-Executive Director)</p> <p>5. <b>Ordinary resolution number 5 - Election of directors by way of separate resolution:</b></p> <p>5.1 I-Ben Natangwe Nashandi (Non-executive Director)</p> <p>6. <b>Ordinary resolution number 6: Re-election of Director</b></p> <p>6.1 Stuart Hilton Moir (Independent Non-Executive Director and Deputy-Chairperson)</p> <p>7. <b>Ordinary resolution 7: Suitability of Director</b></p>		<p>Voted for all resolutions except ordinary resolution no. 9 which we voted against.</p>	<p>All resolutions passed</p>

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>7.1 Justus Hausiku (Independent non-Executive Director)</p> <p>8. Ordinary resolution 8: Control of FNB Employee Share Incentive Scheme ordinary shares</p> <p>9. Ordinary resolution 9: Control of unissued shares</p> <p>10. Ordinary resolution 10: Re-appointment of external auditors and authority to determine their remuneration</p> <p>11. Ordinary resolution 11: Approval of Non-Executive Director remuneration</p> <p>12. Ordinary resolution 12: Approval of the existing remuneration policy</p> <p>13. <b>Ordinary resolution 13: Re -appointment of Audit Committee members</b></p> <p>13.1 Stuart Hilt on Moir (Chairperson)</p> <p>13.2 Jantje Gesche Daun</p> <p>13.3 Christiaan Lilongeni Aanga Haikali</p> <p>14. Ordinary resolution 14: Approval of special dividend declared</p> <p>15. Ordinary resolution 15: Authority to sign documents</p>		
---	--	--

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<b>CAPRICORN GROUP (CGP)</b> <b>Issuer: CGP</b>	<b>Meeting Date: 29 OCTOBER 2019</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
<b>Resolution number</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 7.1 Re-elect retiring director: Ms G Nakazibwe-Sekandi 7.2 Re-elect retiring director: Adv. E Schimming-Chase 7.3 Re-elect retiring director: Mr D Reyneke 8 Confirm appointment of Mr G Menette as non-executive director 9 General authority to the directors to allot and issue ordinary shares 10 General authority to the directors to allot and issue preference shares 11 Special Resolution: Provision of financial assistance in connection with preference shares		Voted for all resolutions except ordinary resolution no. 9 & 10 which we voted against.	All resolutions passed
<b>REBOSIS PROP FUND LTD (REB)</b> <b>Issuer: REB</b>	<b>Meeting Date: 29 OCTOBER 2019</b> <b>Meeting Type: GM</b>	<b>Voted</b>	<b>Result</b>
<b>Resolution number</b> Ordinary resolution 1: Approval of the Mdantsane transaction Ordinary resolution 2: Authority to give effect to resolutions		Vote for all resolutions	All resolutions passed
<b>SHOPRITE HLDGS LTD (SHP)</b> <b>Issuer: SHP</b>	<b>Meeting Date: 04 NOVEMBER 2019</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
<b>Resolution number</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 Dr CH Wiese Ordinary resolution number 4 – Re-election of Ms A M le Roux Ordinary resolution number 5 – Appointment of Mr J F Basson as Chairperson and Member of the Shoprite Holdings Audit and Risk Committee		Voted for all resolutions except ordinary resolution no. 8, 9, 11 & special resolution no. 1 which we voted against.	All resolutions passed

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>Ordinary resolution number 6 – Appointment of Ms A M le Roux as Member of the Shoprite Holdings Audit and Risk Committee</p> <p>Ordinary resolution number 7 – Appointment of Mr J A Rock as Member of the Shoprite Holdings Audit and Risk Committee</p> <p>Ordinary resolution number 8 – General Authority over Unissued Ordinary Shares</p> <p>Ordinary resolution number 9 – General Authority to Issue Shares for Cash</p> <p>Ordinary resolution number 10 – General Authority to Directors and/or Company Secretary</p> <p>Ordinary resolution number 11 – Non-binding Advisory Vote on the:</p> <p>13.1 Remuneration Policy of Shoprite Holdings; and</p> <p>13.2 Implementation of the Remuneration Policy</p> <p><b>Special resolution number 1 – Remuneration Payable to Non-executive Directors:</b></p> <p>(a) Remuneration Payable to Chairperson of the Board</p> <p>(b) Remuneration Payable to Lead Independent Director</p> <p>(c) Remuneration Payable to Non-executive Directors</p> <p>(d) Remuneration Payable to Chairperson of the Audit and Risk Committee</p> <p>(e) Remuneration Payable to Members of the Audit and Risk Committee</p> <p>(f) Remuneration Payable to Chairperson of the Remuneration Committee</p> <p>(g) Remuneration Payable to Members of the Remuneration Committee</p> <p>(h) Remuneration Payable to Chairperson of the Nomination Committee</p> <p>(i) Remuneration Payable to Members of the Nomination Committee</p> <p>(j) Remuneration Payable to Chairperson of the Social and Ethics Committee</p>		
--	--	--

**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>(k) Remuneration Payable to Members of the Social and Ethics Committee</p> <p>(l) Remuneration Payable for Additional Fee: Per Meeting</p> <p>(m) Remuneration Payable for Additional Fee: Per Hour</p> <p>Special resolution number 2 – Financial Assistance to Subsidiaries, Related and Inter-related Entities</p> <p>Special resolution number 3 – General Approval to Repurchase Shares</p> <p>Special resolution number 4 – Approval of Amendment to Clause 1 of the Memorandum of Incorporation of the Company</p>			
<b>RESILIENT REIT LTD (RES)</b> <b>Issuer: RES</b>	<b>Meeting Date: 06 NOVEMBER 2019</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
<p><b>Resolution number</b></p> <p>Ordinary resolution number 1 (appointment of Stuart Bird as director)</p> <p>Ordinary resolution number 2.1 (re-election of Des de Beer as director)</p> <p>Ordinary resolution number 2.2 (re-election of Johann Kriek as director)</p> <p>Ordinary resolution number 2.3 (re-election of Protas Phili as director)</p> <p>Ordinary resolution number 2.4 (re-election of Dawn Marole as director)</p> <p>Ordinary resolution number 3.1 (re-election of Barry van Wyk as director)</p> <p>Ordinary resolution number 3.2 (re-election of Thembi Chagonda as director)</p> <p>Ordinary resolution number 4.1 (re-election of David Brown as a member of the Audit Committee)</p> <p>Ordinary resolution number 4.2 (re-election of Protas Phili as a member of the Audit Committee)</p> <p>Ordinary resolution number 4.3 (re-election of Des Gordon as a member of the Audit Committee)</p> <p>Ordinary resolution number 5 (reappointment of auditors)</p> <p>Ordinary resolution number 6 (general authority to issue shares for cash)</p>	Voted for all resolutions	All resolutions passed.	

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>Ordinary resolution number 7 (adoption of the rules of the Resilient REIT Limited Conditional Share Plan)</p> <p>Non-binding advisory vote 1 (endorsement of remuneration policy)</p> <p>Non-binding advisory vote 2 (endorsement of remuneration implementation report)</p> <p>Special resolution number 1 (approval of financial assistance to related or inter-related companies)</p> <p>Special resolution number 2 (approval of the repurchase of shares)</p> <p>Special resolution number 3.1 (authorising non-executive directors' fees)</p> <p>Special resolution number 3.2 (authorising non-executive directors' fees for Special Committee meetings)</p> <p>Special resolution number 4: (authority to issue shares in terms of section 41(1) of the Companies Act in respect of the Resilient REIT Limited Conditional Share Plan)</p> <p>Ordinary resolution number 8 (authority for directors or company secretary to implement resolutions)</p>			
<p><b>GROWTHPOINY PROP LTD (GRT)</b> <b>Issuer: GRT</b></p>	<p><b>Meeting Date: 12 NOVEMBER 2019</b> <b>Meeting Type: AGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p><b>Resolution number</b></p> <p>1.1 Presentation of annual financial statements</p> <p>1.2 Election of directors appointed by the Board</p> <p>1.2.1 Mr FM Berkeley (Non-executive Director)</p> <p>1.2.2 Mr JA van Wyk (Non-executive Director)</p> <p>1.2.3 Mrs CMF Teixeira (Non-executive Director)</p> <p><b>1.3 Re-election of Non-executive Directors who are to retire at the meeting:</b></p> <p>1.3.1 Ms LA Finlay</p> <p>1.3.2 Mr SP Mngconkola</p>	<p>Voted for all resolutions except ordinary resolution no. 1.2.3 &amp; 1.4.4 which we voted against.</p>	<p>All resolutions passed.</p>	

**PROXY VOTING RECORD**

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019



<p>1.3.3 Mrs NBP Nkabinde</p> <p><b>1.4 Election of Audit Committee members</b></p> <p>1.4.1 Mr FM Berkeley</p> <p>1.4.2 Ms LA Finlay</p> <p>1.4.3 Ms N Siyotula</p> <p>1.4.4 Mrs CMF Teixeira</p> <p>1.5 Appointment of EY as auditor</p> <p>1.6.1 Advisory, non-binding approval of remuneration policy</p> <p>1.6.2 Advisory, non-binding approval of remuneration policy's implementation</p> <p>1.7 To place the unissued authorised ordinary shares of the company under the control of the directors</p> <p>1.8 Specific and exclusive authority to issue ordinary shares to afford shareholders distribution reinvestment alternatives</p> <p>1.9 General but restricted authority to issue shares for cash</p> <p>1.10 To receive and accept the report of the Social, Ethics and Transformation Committee</p> <p>2.1 Special resolution: Approval of Non-executive Directors' fees for financial year ending 30 June 2020</p> <p>2.2 Special resolution: Financial assistance to related and inter-related companies</p> <p>2.3 Special resolution: Authority to repurchase ordinary shares</p>			
<p><b>ATTACQ LTD (ATT)</b> <b>Issuer: ATT</b></p>	<p><b>Meeting Date: 14 NOVEMBER 2019</b> <b>Meeting Type: AGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p><b>Resolution number</b></p> <p>1 Adoption of company annual financial statements (AFS)</p> <p>2 Adoption of consolidated AFS</p>	<p>Voted for all resolutions</p>	<p>All resolutions passed.</p>	

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>3 General authority to issue equity securities for cash</p> <p>4 Re-appointment of Deloitte and Patrick Kleb as the auditor</p> <p>5 Re-election of Pierre Tredoux as a director</p> <p>6 Re-election of Johan van der Merwe as a director</p> <p>7 Re-election of Hellen El Haimer as a director</p> <p>8 Re-election of Stewart Shaw-Taylor as a director</p> <p>9 Election of Rajesh Nana as a director</p> <p>10 Election of Jacqueline Rouxanne van Niekerk as a director</p> <p>11 Re-election of Stewart Shaw-Taylor as chairperson and member of the ARC</p> <p>12 Re-election of Hellen El Haimer as a member of the ARC</p> <p>13 Re-election of Brett Nagle as a member of the ARC</p> <p>14 Control over unissued securities</p> <p>15 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 of the company</p> <p>2 Endorsement of the remuneration implementation report of the company</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>		
---	--	--



## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019



4 Approval of non-executive directors' fees		
<b>BID CORP LTD (BID)</b> <b>Issuer: BID</b>	<b>Meeting Date: 14 NOVEMBER 2019</b> <b>Meeting Type: AGM</b>	<b>Voted</b>
<b>Resolution number</b> 1 Ordinary resolution number 1: Reappointment of external auditor 2 Ordinary resolution number 2: Re-election of directors 2.1 T Abdool-Samad 2.2 CL Rosenberg 2.3 DE Cleasby 2.4 B Joffe 2.5 DD Mokgatle <b>3 Ordinary resolution number 3: Election of audit and risk committee members</b> 3.1 T Abdool-Samad 3.2 PC Baloyi 3.3 NG Payne 3.4 H Wiseman <b>4 Ordinary resolution number 4: Endorsement of Bidcorp remuneration policy – non-binding advisory vote</b> 4.1 Remuneration policy 4.2 Implementation of remuneration policy 5 Ordinary resolution number 5: Amendments to the conditional share plan (CSP) scheme	Voted for all resolutions except ordinary resolution no. 6, 7 & 9 which we voted against.	All resolutions passed.

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>6 Ordinary resolution number 6: General authority to directors to allot and issue authorised but unissued ordinary shares</p> <p>7 Ordinary resolution number 7: General authority to issue shares for cash</p> <p>8 Ordinary resolution number 8: Payment of dividend by way of pro rata reduction of stated capital</p> <p>9 Ordinary resolution number 9: Creation and issue of convertible debentures</p> <p>10 Ordinary resolution number 10: Directors' authority to implement special and ordinary resolutions</p> <p>11 Special resolution number 1: General authority to acquire (repurchase) shares</p> <p>12 Special resolution number 2: Approval of non-executive directors' annual fees – 2019/2020</p> <p><b>12.1 Chairman</b></p> <p>12.2 Lead independent non-executive director (SA)</p> <p>12.3 Lead independent director (International) (AUD)</p> <p>12.4 Non-executive directors (SA)</p> <p>12.5 Non-executive directors (International) (AUD)</p> <p>12.6 Audit and risk committee chairman (International) (AUD)</p> <p>12.7 Audit and risk committee chairman (SA)</p> <p>12.8 Audit and risk committee member (SA)</p> <p>12.9 Audit and risk committee member (International) (AUD)</p> <p>12.10 Remuneration committee chairman (SA)</p> <p>12.11 Remuneration committee chairman (International) (AUD)</p> <p>12.12 Remuneration committee member (SA)</p> <p>12.13 Remuneration committee member (International) (AUD)</p>		
--	--	--

**PROXY VOTING RECORD**

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019



12.14 Nominations committee chairman (SA)		
12.15 Nominations committee chairman (International) (AUD)		
12.16 Nominations committee member (SA)		
12.17 Nominations committee member (International) (AUD)		
12.18 Acquisitions committee chairman (SA)		
12.19 Acquisitions committee chairman (International) (AUD)		
12.20 Acquisitions committee member (SA)		
12.21 Acquisitions committee member (International) (AUD)		
12.22 Social and ethics committee chairman (SA)		
12.23 Social and ethics committee chairman (International) (AUD)		
12.24 Social and ethics committee member (SA)		
12.25 Social and ethics committee member (International) (AUD)		
12.26 Ad hoc meeting (SA)		
12.27 Ad hoc meeting (International) (AUD)		
12.28 Travel per meeting cycle (SA)		
12.29 Travel per meeting cycle (International) (AUD)		
<b>EMIRA PROP FUND LTD (EMI) Meeting Date: 14 NOVEMBER 2019 Issuer: EMI Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
<b>Resolution number</b>		
1 Ordinary Resolution 1: Re-appointment of independent external auditors	Voted for all resolutions.	All resolutions passed.
2. Ordinary Resolution 2: Ratification of director's appointment and re-election of directors		

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>2.1 Ratification of the appointment of Ms J Nyker as an independent non-executive director</p> <p>2.2 Re-election of Mr W McCurrie as an independent non-executive director</p> <p>2.3 Re-election of Mr D Thomas as a non-executive director</p> <p>2.4 Re-election of Ms N Makiwane as an independent non-executive director</p> <p><b>3. Ordinary Resolution 3: Appointment of the chairman and members of the Audit Committee</b></p> <p>3.1 Appointment of Mr B Kent as a member and chairman of the Audit Committee</p> <p>3.2 Appointment of Mr V Nkonyeni as a member of the Audit Committee</p> <p>3.3 Appointment of Mr V Mahlangu as a member of the Audit Committee</p> <p><b>4. Ordinary resolution number 4: Non-binding advisory endorsement of remuneration policy and implementation report</b></p> <p>4.1 Endorsement of the remuneration policy</p> <p>4.2 Endorsement of the implementation report</p> <p>5. Ordinary resolution number 5: Approval to issue ordinary shares, including to sell treasury shares, for cash</p> <p>6. Ordinary resolution number 6: Signature of documents Special resolutions</p> <p>7. Special resolution number 1: Approval of the non-executive directors' remuneration</p> <p>1.1 Board Chairperson</p> <p>1.2 Board Member</p> <p>1.3 Chairperson Audit and Risk Committee</p> <p>1.4 Audit and Risk Committee Member</p> <p>1.5 Chairperson Remuneration Committee</p> <p>1.6 Remuneration Committee Member</p>		
---	--	--

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019



<p>1.7 Chairperson Finance Committee</p> <p>1.8 Finance Committee Member</p> <p>1.9 Chairperson Investment Committee</p> <p>1.10 Investment Committee Member</p> <p>1.11 Chairperson Social and Ethics Committee</p> <p>1.12 Social and Ethics Committee Member</p> <p>1.13 Ad hoc meetings (per hour)</p> <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>3.1 Provision of financial assistance in connection with the issue of shares to executive directors or staff in terms of the remuneration policy</p> <p>3.2 Provision of financial assistance in connection with the DMTN Programme</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> <p>4.1 Financial assistance to subsidiaries, associates and joint venture entities</p> <p>4.2 Financial assistance to executive directors, including their investment vehicles</p> <p>11. Special resolution number 5: Approval to issue shares to directors</p>		
<p><b>RMB HOLDINGS LTD (RMH)</b> <b>Issuer: RMH</b></p> <p><b>Meeting Date: 14 NOVEMBER 2019</b> <b>Meeting Type: AGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p><b>Resolution number</b></p> <p>1.1 Jan Johnathan (Jannie) Durand (52)</p> <p>1.2 Peter Cooper (63)</p>	<p>Voted for all resolutions except ordinary resolution no. 2, 3, 7.1 &amp; 7.2 which we voted against.</p>	<p>All resolutions passed.</p>

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>1.3 Lauritz Lanser (Laurie) Dippenaar (70)</p> <p>1.4 Sonja Emilia Ncumisa (Sonja) de Bruyn (47)</p> <p>1.5 Obakeng Phetwe (41)</p> <p>Ordinary resolution number 2: Place 5% of the authorised ordinary shares under the control of the directors</p> <p>Ordinary resolution number 3: General authority to issue ordinary shares for cash</p> <p>Ordinary resolution number 4: Approval of re-appointment of auditor</p> <p><b>Ordinary resolutions number 5.1 to 5.3: Election of the company's audit and risk committee members:</b></p> <p>5.1 Sonja Emilia Ncumisa (Sonja) de Bruyn (47)</p> <p>5.2 Per-Erik Lagerström (55)</p> <p>5.3 James Andrew (James) Teeger (52)</p> <p>Ordinary resolutions number 6: Signing authority</p> <p><b>Ordinary resolutions number 7.1 to 7.2: Non-binding advisory endorsement of remuneration policy and implementation report</b></p> <p>7.1 Advisory endorsement of the remuneration policy</p> <p>7.2 Advisory endorsement of the remuneration implementation report</p> <p>Special resolution number 1: Approval of non-executive directors' remuneration with effect from 1 December 2019</p> <p>Special resolution number 2: General authority to repurchase company shares</p> <p>Special resolution number 3: Issue of shares, 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: Financial assistance to directors, prescribed officers and employee share scheme beneficiaries</p> <p>Special resolution number 5: Financial assistance to related or inter-related entities</p>		
--	--	--

**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<b>RAND MERCHANT INV HLDGS LTD RMI) Issuer: RMI</b> <b>Meeting Date: 14 NOVEMBER 2019</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
<p><b>Resolution number</b></p> <p><b>Ordinary resolutions numbers 1.1 to 1.6 Re-election of directors:</b></p> <p>1.1 Peter Cooper</p> <p>1.2 Sonja Emilia Ncumisa de Bruyn</p> <p>1.3 Lauritz Lanser Dippenaar</p> <p>1.4 Jan Jonathan Durand</p> <p>1.5 Per-Erik Lagerström</p> <p>1.6 Mafison Murphy Morobe</p> <p>Advisory endorsement of remuneration policy</p> <p>Advisory endorsement of remuneration implementation report</p> <p><b>Ordinary resolution number 2</b></p> <p>Place 5% of the authorised ordinary shares under the control of the directors</p> <p><b>Ordinary resolution number 3</b></p> <p>General authority to issue ordinary shares for cash</p> <p><b>Ordinary resolution number 4</b></p> <p>Approval of re-appointment of auditor</p> <p><b>Ordinary resolutions numbers 5.1 to 5.4</b></p> <p><b>Election of the company’s audit and risk committee members:</b></p> <p>5.1 Johan Petrus Burger</p>	<p>Voted for all resolutions except the resolution - Advisory of remuneration policy &amp; remuneration of implementation report resolution, 2,&amp; 3 which we voted against.</p>	<p>All resolutions passed.</p>

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

5.2 Sonja Emilia Ncumisa de Bruyn 5.3 Per-Erik Lagerström 5.4 James Andrew Teeger <b>Ordinary resolution number 6</b> Signing authority <b>Special resolution number 1</b> Approval of non-executive directors' remuneration with effect from 1 December 2019 <b>Special resolution number 2</b> General authority to repurchase company shares <b>Special resolution number 3</b> 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 <b>Special resolution number 4</b> Financial assistance to directors, prescribed officers and employee share scheme beneficiaries <b>Special resolution number 5</b> Financial assistance to related or inter-related entities			
<b>MAS REAL EST INC (MSP)</b> <b>Issuer: MSP</b>	<b>Meeting Date: 20 NOVEMBER 2019</b> <b>Meeting Type: GM</b>	<b>Voted</b>	<b>Result</b>
<b>Resolution number</b> Resolution 1: Approval of the Transaction		Voted against all resolutions.	All resolutions passed.



**PROXY VOTING RECORD**

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019



<p>Resolution 2: Election of Martin Slabbert as a director</p> <p>Resolution 3: Election of Victor Semionov as a director</p> <p>Resolution 4: Election of Dan Petrisor as a director</p> <p>Resolution 5: Authority to give effect to resolutions</p>		
<p align="center"><b>ORYX PROP LTD (ORY)</b>  <b>Issuer: ORY</b></p> <p align="center"><b>Meeting Date: 20 NOVEMBER 2019</b>  <b>Meeting Type: AGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p><b>Resolution number</b></p> <p><b>Ordinary Resolution Number 1</b></p> <p>To adopt the annual financial statements</p> <p><b>Ordinary Resolution Number 2</b></p> <p>To ratify non-executive directors' remuneration for the year ending June 2019</p> <p><b>Ordinary Resolution Number 3</b></p> <p>To ratify executive directors' remuneration for the year ending June 2019</p> <p><b>Ordinary Resolution Number 4</b></p> <p>To approve non-executive directors' remuneration for the year ending 30 June 2020</p> <p><b>Ordinary Resolution Number 5</b></p> <p>To approve the non-executive directors' fee structure for the year ending 30 June 2020</p> <p><b>Ordinary Resolution Number 6</b></p> <p>Placing of unissued linked units under the control of directors</p> <p><b>Ordinary Resolution Number 7</b></p> <p>Vendor Placements</p>	<p>Voted for all resolutions.</p>	<p>All resolutions passed.</p>

**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p><b>Ordinary Resolution Number 8</b> Appointment of Auditors</p> <p><b>Ordinary Resolution Number 9</b> Re-election of Ms A Angula Re-election of Ms JJ Comalie Re-election of Mr P Kazmaier Ratify the appointment of Ms RMM Gomachas Ratify the re-appointment of Mr NBS Harris</p> <p><b>Ordinary Resolution Number 10</b> Implementation of resolutions</p> <p><b>Special Resolution Number 1</b> Amend Articles and Memorandum Of Association</p> <p><b>Special Resolution Number 2</b> Amendment to Debenture Trust Deed</p> <p><b>Special Resolution Number 3</b> Implementation of special resolutions</p>		
<p><b>RCL FOODS LTD (RCL)</b> <b>Issuer: RCL</b></p> <p><b>Meeting Date: 20 NOVEMBER 2019</b> <b>Meeting Type: AGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p><b>Resolution number</b> 1 Adoption of annual financial statements</p>	<p>Voted for all resolutions except ordinary resolution no.</p>	<p>All resolutions passed.</p>

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p><b>2 Election and re-election of directors</b></p> <p>2.1 Mr RV Smither 2.2 Dr PM Moumakwa 2.3 Mr PJ Neethling 2.4 Mr JJ Durand 2.5 Mr PR Louw 2.6 Mr DTV Msibi 2.7 Mr M Dally 2.8 Mr RH Field</p> <p>3 Re-appointment of external auditors</p> <p><b>4 Election of members of the Audit Committee</b></p> <p>4.1 Mrs CJ Hess 4.2 Mr NP Mageza 4.3 Mr DTV Msibi 4.4 Mr RV Smither 4.5 Mr GM Steyn</p> <p>5 Control of authorised but unissued shares 6 Enabling resolution 7 Non-binding advisory vote in respect of the Remuneration Policy 8 Non-binding advisory vote in respect of the Remuneration Implementation Report S1 Financial assistance in terms of sections 44 and 45 of the Companies Act, 2008</p>	<p>2.1, 2.4, 2.5 &amp; 5 which we voted against.</p>	
--	--	--

**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

S2 Approval of non-executive directors' remuneration		
<b>HARMONY GOLD MINING CO LTD (HAR)</b> Meeting Date: 22 NOVEMBER 2019 <b>Issuer: HAR</b> Meeting Type: AGM	<b>Voted</b>	<b>Result</b>
<b>Resolution number</b> Ordinary Resolution Number 1: To appoint Given Sibiyi as a director Ordinary Resolution Number 2: To appoint Grathel Motau as a director Ordinary Resolution Number 3: To re-elect André Wilkens as a director Ordinary Resolution Number 4: To re-elect Vishnu Pillay as a director Ordinary Resolution Number 5: To re-elect Karabo Nondumo as a director Ordinary Resolution Number 6: To re-elect Dr Simo Lushaba as a director Ordinary Resolution Number 7: To re-elect Ken Dicks as a director Ordinary Resolution Number 8: To re-elect Fikile De Buck as a member of the audit and risk committee Ordinary Resolution Number 9: To re-elect Karabo Nondumo as a member of the audit and risk committee Ordinary Resolution Number 10: To re-elect Dr Simo Lushaba as a member of the audit and risk committee Ordinary Resolution Number 11: To re-elect John Wetton as a member of the audit and risk committee Ordinary Resolution Number 12: To elect Given Sibiyi as a member of the audit and risk committee Ordinary Resolution Number 13: To reappoint the external auditors Ordinary Resolution Number 14: To approve the remuneration policy Ordinary Resolution Number 15: To approve the implementation report Ordinary Resolution Number 16: To give authority to issue shares for cash	Voted for all resolutions except ordinary resolution no. 16 which we voted against.	All resolutions passed.

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<b>SPECIAL RESOLUTIONS</b>		
Special Resolution Number 1: To approve financial assistance		
Special Resolution Number 2: To pre-approve non-executive directors' remuneration		
<b>MOMENTUM METROPOLITAN HLDGS (MTM)</b> <b>Issuer: MTM</b>	<b>Meeting Date: 26 NOVEMBER 2019</b> <b>Meeting Type: AGM</b>	<b>Voted</b>
<b>Resolution number</b>		<b>Result</b>
1.1 To elect Ms Linda de Beer as a director		
1.2 To elect Mr Sello Moloko as a director		
1.3 To elect Ms Sharron McPherson as a director		
1.4 To elect Ms Lisa Chiume as a director		
1.5 To elect Ms Kgaugelo Legoabe-Kgomari as a director		
2.1 To re-elect Mr Vuyisa Nkonyeni as a director		
2.2 To re-elect Mr Stephen Jurisich as a director		
3 To appoint Ernst & Young Inc. as the independent auditors of the company for the ensuing year and to appoint Ms Cornea de Villiers as the designated auditor for the ensuing year		
4.1 To reappoint Mr Frans Truter to serve as a member of the Audit Committee		
4.2 To reappoint Ms Fatima Daniels to serve as a member of the Audit Committee		
4.3 To appoint Ms Linda de Beer to serve as a member of the Audit Committee		
5 Authorisation for a director or Group Company Secretary of the company to implement resolutions		
<b>Non-binding advisory resolutions</b>		
6 Non-binding advisory vote on the remuneration policy of the company		
	Voted for all resolutions.	All resolutions passed.

**PROXY VOTING RECORD**

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019



<p>7 Non-binding advisory vote on the implementation report as set out in the remuneration report of the company</p> <p><b>Special resolutions</b></p> <p>8 General authority to repurchase shares</p> <p>9 General authority to provide financial assistance to subsidiaries and other related or inter-related entities in terms of sections 44 and 45 of the Companies Act</p> <p>10 Non-executive directors' fees for 2020 financial year</p>		
<p><b>SUPER GROUP LTD (SPG)</b> <b>Issuer: SPG</b></p>	<p><b>Meeting Date: 26 NOVEMBER 2019</b> <b>Meeting Type: AGM</b></p>	<p><b>Voted</b></p>
		<p><b>Result</b></p>
<p><b>Resolution number</b></p> <p>Ordinary resolution number 1 – Election of DI Cathrall</p> <p>Ordinary Resolution number 2 – Reappointment of auditors</p> <p><b>Ordinary resolution number 3 – Election of the Group Audit Committee</b></p> <p>3.1 Mr David Cathrall</p> <p>3.2 Ms Mariam Cassim</p> <p>3.3 Mr Valentine Chitalu</p> <p>Ordinary resolution number 4 – Endorsement of the Super Group Remuneration Policy</p> <p>Ordinary resolution number 5 – Endorsement of the implementation of the Super Group Remuneration Policy</p> <p>Ordinary resolution number 6 – General authority to directors to issue shares for cash</p> <p>Ordinary resolution number 7 – Signing of documents</p> <p>Special resolution number 1 – Approval of non-executive directors' fees</p> <p>Special resolution number 2 – Financial assistance to related or inter-related companies</p>	<p>Voted for all resolutions except ordinary resolution no. 2, 4, 5, 6 &amp; S1 which we voted against.</p>	<p>All resolutions passed.</p>

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

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		
<b>METROFILE HLDGS LTD (MFL)</b> Meeting Date: 27 NOVEMBER 2019 Issuer: MFL Meeting Type: AGM	<b>Voted</b>	<b>Result</b>
<b>Resolution number</b> <b>Ordinary resolution number 1</b> Adoption of the audited consolidated annual financial statements <b>Ordinary resolution number 2</b> Election of director – S Mansingh <b>Ordinary resolution number 3</b> Re-election of director – MS Bomela <b>Ordinary resolution number 4</b> Re-election of director – P Langeni <b>Ordinary resolution number 5</b> Re-election of director – LE Mthimunye <b>Ordinary resolution number 6</b> Appointment of Deloitte & Touche as auditors of the Company <b>Ordinary resolution number 7</b> Approval of amendments to the remuneration policy in terms of short-term incentives <b>Ordinary resolution number 8</b>	Voted for all resolutions.	All resolutions passed.

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>Approval of proposed amendments to the remuneration policy in terms of the performance conditions of the LTI conditional share plan</p> <p><b>Ordinary resolution number 9</b></p> <p>Approval of proposed amendments to the remuneration policy in terms of the implementation of malus and clawback</p> <p><b>Ordinary resolution number 10</b></p> <p>General approval of the directors to implement the STI, LTI CSP and malus and clawback changes</p> <p><b>Ordinary resolution number 11</b></p> <p>Approval of the remuneration policy</p> <p><b>Ordinary resolution number 12</b></p> <p>Implementation of the remuneration implementation report</p> <p><b>Ordinary resolution number 13</b></p> <p>Appointment of members of the Audit, Governance and Risk Committee – SV Zilwa</p> <p><b>Ordinary resolution number 14</b></p> <p>Appointment of members of the Audit, Governance and Risk Committee – P Langeni</p> <p><b>Ordinary resolution number 15</b></p> <p>Appointment of members of the Audit, Governance and Risk Committee – LE Mthimunye</p> <p><b>Special resolution number 1</b></p> <p>General authority to repurchase shares of the Company</p> <p><b>Special resolution number 2</b></p> <p>Remuneration of non-executive directors</p>		
---	--	--



**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p><b>Special resolution number 3</b></p> <p>Approval for the granting of financial assistance in terms of Section 44 of the Companies Act</p> <p><b>Special resolution number 4</b></p> <p>Approval for the granting of financial assistance in terms of Section 45 of the Companies Act</p> <p><b>Ordinary resolution number 16</b></p> <p>General authority to issue shares for cash</p> <p><b>Ordinary resolution number 17</b></p> <p>Specific authority to issue shares pursuant to a reinvestment option</p> <p><b>Ordinary resolution number 18</b></p> <p>General authority to allot and issue ordinary shares</p> <p><b>Special resolution number 5</b></p> <p>General authority to allot and issue ordinary shares pursuant to the conditional share plan</p> <p><b>Ordinary resolution number 19</b></p> <p>General authority to directors</p>			
<p><b>SASOL LTD (SOL)</b>  <b>Issuer: SOL</b></p>	<p><b>Meeting Date: 27 NOVEMBER 2019</b>  <b>Meeting Type: AGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p><b>Resolution number</b></p> <p><b>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:</b></p> <p>1.1 GMB Kennealy          1.2 PJ Robertson          1.3 P Victor</p> <p><b>2 To elect SA Nkosi who was appointed by the Board after the previous Annual General Meeting in terms of clause 22.4.1 of the Company's memorandum of incorporation.</b></p>	<p>Voted for all resolutions except ordinary resolution no. 2, 5, 6.1, 7 &amp; 8 which we voted against.</p>	<p>All resolutions passed.</p>	

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>3 To elect FR Grobler who was appointed by the Board in terms of clause 22.4.1 of the Company's memorandum of incorporation.</p> <p>4 To elect VD Kahla who was appointed by the Board in terms of clause 22.4.1 of the Company's memorandum of incorporation.</p> <p>5 To appoint PricewaterhouseCoopers Inc. to act as independent auditor of the Company and the Group for the financial year ending 30 June 2020 until the end of the next Annual General Meeting.</p> <p><b>6 To elect each by way of a separate vote, the members of the Audit Committee:</b></p> <p>6.1 C Beggs</p> <p>6.2 GMB Kennealy (subject to her being re-elected as a director in terms of ordinary resolution number 1)</p> <p>6.3 NNA Matyumza</p> <p>6.4 S Westwell</p> <p>7 To endorse, on a non-binding advisory basis, the Company's remuneration policy.</p> <p>8 To endorse, on a non-binding advisory basis, the implementation report of the Company's remuneration policy.</p> <p>9 Special resolution number 1: to amend the memorandum of incorporation of the Company to cater for changes in the transfer secretary and custodian and to delete redundant schedules.</p>			
<p><b>WOOLWORTHS HLDGS LTD (WHL)</b> Issuer: WHL</p>	<p>Meeting Date: 27 NOVEMBER 2019 Meeting Type: AGM</p>	<p>Voted</p>	<p>Result</p>
<p><b>Resolution number</b></p> <p>1 Ordinary resolution 1: Appointment of chairperson</p> <p><b>2 Ordinary resolution 2: Election of directors</b></p> <p>2.1 Mr David Kneale</p> <p>2.2 Ms Thembisa Skweyiya</p> <p>2.3 Ms Belinda Earl</p> <p>2.4 Mr Christopher Colfer</p> <p>2.5 Mr Clive Thomson</p> <p><b>3 Ordinary resolution 3: Election of Audit Committee members</b></p> <p>3.1 Ms Zarina Bassa</p> <p>3.2 Ms Thembisa Skweyiya</p> <p>3.3 Mr Andrew Higginson</p> <p>3.4 Mr Christopher Colfer</p> <p>3.5 Mr Clive Thomson</p> <p>4 Ordinary resolution 4: Re-appointment of Ernst &amp; Young Inc. as the auditors</p> <p>5 Ordinary resolution 5: Amendments to the Rules of the Woolworths Performance Share Plan</p> <p>6 Ordinary resolution 6: Endorsement of the Remuneration Policy</p> <p>7 Ordinary resolution 7: Endorsement of the Remuneration Implementation Report</p>	<p>Voted for all resolutions.</p>	<p>All resolutions passed.</p>	

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019



<p>8 Special resolution 1: General authority to acquire (repurchase) shares 9 Special resolution 2: Remuneration of non-executive directors</p>		
---	--	--

<b>FIRSTRAND LTD (FSR)</b> <b>Issuer: FSR</b>	<b>Meeting Date: 28 NOVEMBER 2019</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
<p><b>Resolution number</b>  <b>Ordinary resolutions 1.1 to 1.4 – Re-election of directors of the company by way of separate resolution:</b>                      1.1 AT Nzimande                      1.2 MS Bomela                      1.3 GG Gelink                      1.4 F Knoetze                      Ordinary resolution 1.5 – Vacancy filled by director during the year                      1.5 LL von Zeuner  <b>Ordinary resolution 2 – Appointment of external auditors</b>                      2.1 Appointment of Deloitte &amp; Touche as external auditor                      2.2 Appointment of PricewaterhouseCoopers Inc. as external auditor                      Ordinary resolution 3 – General authority to issue authorised but unissued ordinary shares for cash                      Ordinary resolution 4 – Signing authority  <b>Advisory endorsement</b>                      Advisory endorsement on a non-binding basis for the remuneration policy                      Advisory endorsement on a non-binding basis for the remuneration implementation report  <b>Special resolutions</b>                      Special resolution 1 – General authority to repurchase ordinary shares                      Special resolution 2.1 – Financial assistance to directors and prescribed officers as employee share scheme beneficiaries                      Special resolution 2.2 – Financial assistance to related and interrelated entities                      Special resolution 3 – Remuneration of non-executive directors with effect from 1 December 2019</p>	<p>Voted for all resolutions except ordinary resolution no. 3, advisory endorsement on a non-binding basis for the remuneration policy which we voted against and resolution no. 5 was abstained.</p>	<p>All resolutions passed.</p>	

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<b>Ordinary resolutions requisitioned by two shareholders</b> Ordinary resolution 5 – To report on the company’s assessment of its exposure to climate-related risks by no later than end October 2020 (Not endorsed by the board – refer to pg 282) Ordinary resolution 6 – To adopt and publicly disclose a policy on fossil fuel lending by no later than end October 2020 (Endorsed by the board – refer to pg 283)				
<b>PAN AFRICAN RESOURCES (PAN)</b> Issuer: PAN		Meeting Date: 28 NOVEMBER 2019 Meeting Type: AGM	Voted	Result
<b>Resolution number</b> 1 To receive the accounts and the reports of the directors of the company (the directors) and auditor thereon 2 To approve the payment of a final dividend for the year ended 30 June 2019 3 To re-elect HH Hickey as a director of the company 4 To re-elect TF Mosololi as a director of the company 5 To re-elect CDS Needham as a director of the company 6 To re-elect YN Themba as a director of the company 7 To re-elect HH Hickey as a member of the audit committee 8 To re-elect CDS Needham as a member of the audit committee 9 To re-elect TF Mosololi as a member of the audit committee 10 To endorse the company’s remuneration policy 11 To endorse the company’s remuneration implementation report 12 To appoint PricewaterhouseCoopers LLP as auditor of the company and to authorise the directors to determine their remuneration <b>Special business</b> 13 To authorise the directors to allot equity securities 14 To approve market purchases of ordinary shares			Voted for all resolutions except ordinary resolution no. 13 which we voted against.	All resolutions passed.
<b>REMGRO LTD (REM)</b> Issuer: REM		Meeting Date: 28 NOVEMBER 2019 Meeting Type: AGM	Voted	
<b>Resolution number</b> 1. Approval of Annual Financial Statements 2. Reappointment of auditor 3. Election of director – Mr J J Durand 4. Election of director – Mr N P Mageza 5. Election of director – Mr J Malherbe 6. Election of director – Mr P J Moleketi 7. Election of director – Mr F Robertson 8. Election of director – Mr A E Rupert			Voted for all resolutions except resolution 13 which we voted against.	All resolutions passed.

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>9. Election of member of the Audit and Risk Committee – Ms S E N De Bruyn            10. Election of member of the Audit and Risk Committee – Mr N P Mageza            11. Election of member of the Audit and Risk Committee – Mr P J Moleketi            12. Election of member of the Audit and Risk Committee – Mr F Robertson            13. General authority to place 5% of the unissued ordinary shares under the control of the directors            14. Non-binding advisory vote on Remuneration Policy            15. Non-binding advisory vote on Remuneration Implementation Report</p> <p><b>Special resolutions</b></p> <p>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>		
--	--	--

<b>ENX GROUP LTD (ENX)</b> <b>Issuer: ENX</b>	<b>Meeting Date: 29 NOVEMBER 2019</b> <b>Meeting Type: GM</b>	<b>Voted</b>	<b>Result</b>
<b>Resolution number</b> 1 Approval of the Transaction in terms of the Listings Requirements 2 Directors' authority		Voted for all resolutions.	All resolutions passed.
<b>HYPROP INV LTD (HYP)</b> <b>Issuer: HYP</b>	<b>Meeting Date: 02 DECEMBER 2019</b> <b>Meeting Type: AGM</b>	<b>Voted</b>	<b>Result</b>
<b>Resolution number</b> Ordinary resolution number 1: Adoption of annual financial statements Ordinary resolution number 2: Confirmation of the appointment of MC Wilken as a director Ordinary resolution number 3: Confirmation of the appointment of AA Dallamore as a director <b>Ordinary resolution number 4: Re-election of directors</b> 4.1: Re-election of KM Ellerine as a director 4.2: Re-election of N Mandindi as a director 4.3: Re-election of S Shaw-Taylor as a director <b>Ordinary resolution number 5: Appointment/re-appointment of the members of the audit and risk committee:</b> 5.1 Thabo Mokgatlha (chairman) 5.2 Gavin Tipper 5.3 Zuleka Jasper		Voted for all resolutions except ordinary resolutions no. 6 which we voted against.	All resolutions passed.

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>5.4 Stewart Shaw-Taylor 5.5 Annabel Dallamore Ordinary resolution number 6: Re-appointment of auditors Ordinary resolution number 7: Control over unissued shares Ordinary resolution number 8: General authority to issue shares for cash Ordinary resolution 9: Specific authority to issue shares pursuant to a dividend reinvestment option 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 <b>Special resolution number 3.1: Approval of non-executive directors' fees for 2019/2020</b> 3.1.1. Board chairman 3.1.2. Non-executive directors 3.1.3. Audit and risk committee chairman 3.1.4. Audit and risk committee member 3.1.5. Remuneration and nomination committee chairman 3.1.6. Remuneration and nomination committee member 3.1.7. Social and ethics committee chairman 3.1.8. Social and ethics committee member 3.1.9. Investment committee chairman 3.1.10. Investment committee member Special resolution number 3.2: Approval of annual increases to non-executive directors' fees Ordinary resolution number 12: Signature of documentation</p>		
--	--	--

**PROXY VOTING RECORD**For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<b>NAMIBIAN BREWERIES LTD (NBS)</b> Meeting Date: 03 DECEMBER 2019 <b>Issuer: NBS</b> Meeting Type: AGM	Voted	Result
<b>Resolution number</b> 1 Adoption of the annual financial statements <b>2 Re-election of retiring Directors</b> 2.1 Peter Gruttemeyer 2.2 Roland Pirmez 2.3 L McLeod-Katjirua 3 Appointment of Deloitte & Touche as external auditors of the Company 4 Authorisation of Directors to approve auditors' remuneration 5 Approval of Directors' remuneration 6 Approval of the final dividend	Voted for all resolutions.	All resolutions passed.
<b>MAS REAL EST INC (MSP)</b> Meeting Date: 05 DECEMBER 2019 <b>Issuer: MSP</b> Meeting Type: AGM	Voted	Result
<b>Resolution number</b> Resolution 1: To receive and adopt the audited financial statements for the year ended 30 June 2019 and the directors' report and the auditors' report Resolution 2: To re-appoint PricewaterhouseCoopers LLC (PwC) as the auditors of the company Resolution 3: To re-elect Glynnis Carthy Resolution 4: To re-elect Jaco Jansen Resolution 5: To confirm the appointment of Melt Hamman Resolution 6: To confirm the transition of Malcolm Levy to non-executive director Resolution 7: General authority to repurchase issued shares Resolution 8: General authority to issue shares for cash Resolution 9: Advisory, non-binding approval of remuneration policy Resolution 10: Advisory, non-binding approval of remuneration implementation report Resolution 11: To re-elect Ronald Charles Spencer Resolution 12: To confirm the appointment of Werner Behrens as chief executive officer	Voted for all resolutions except ordinary resolutions no. 3, 4, 5, 8, 9 & 10 which we voted against.	All resolutions passed.
<b>AFRICAN RAINBOW MINERALS LTD (ARI)</b> Meeting Date: 06 DECEMBER 2019 <b>Issuer: ARI</b> Meeting Type: AGM	Voted	Result
<b>Resolution number</b> 1. Ordinary resolution number 1: Re-election of Mr F Abbott	Voted for all resolutions.	All resolutions passed.

## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>2. Ordinary resolution number 2: Re-election of Mr M Arnold            3. Ordinary resolution number 3: Re-election of Mr DC Noko            4. Ordinary resolution number 4: Re-election of Mr JC Steenkamp            5. Ordinary resolution number 5: Reappointment of external auditor and appointment of Mr PD Grobbelaar as the designated auditor  <b>6. Ordinary resolution number 6: To individually elect the following independent non-executive directors as members of the audit and risk committee</b>            6.1 Mr TA Boardman            6.2 Dr MMM Bakane-Tuoane            6.3 Mr AD Botha            6.4 Mr AK Maditsi            6.5 Dr RV Simelane            7. Ordinary resolution number 7: Non-binding advisory vote on the company's remuneration policy            8. Ordinary resolution number 8: Non-binding advisory vote on the company's remuneration implementation report            9. Ordinary resolution number 9: Placing control of authorised but unissued company shares in the hands of the board            10. Ordinary resolution number 10: General authority to allot and issue shares for cash  <b>Special Business</b>  <b>11. Special resolution number 1: To individually authorise the company to pay the following remuneration to non-executive directors with effect from 1 July 2019:</b>            11.1 Annual retainer fees as outlined on page 132 of the notice of annual general meeting            11.2 Fees for attending board meetings as outlined on page 132 of the notice of annual general meeting            12. Special resolution number 2: Committee meeting attendance fees with effect from 1 July 2019 as outlined on page 133 of the notice of annual general meeting            13. Special resolution number 3: Financial assistance for subscription for securities            14. Special resolution number 4: Financial assistance for related or inter-related companies            15. Special resolution number 5: Issue of shares for the company's share or employee incentive schemes            16. Special resolution number 6: General authority to repurchase shares</p>		
<p><b>FORTRESS REIT LTD (FFA &amp; FFB)</b>      <b>Meeting Date: 06 DECEMBER 2019</b>  <b>Issuer: FFA &amp; FFB</b>                              <b>Meeting Type: AGM</b></p>	<p><b>Voted</b></p>	<p><b>Result</b></p>
<p><b>Resolution number</b>            Ordinary resolution number 1.1 (confirmation of appointment and re-election of Susan Melanie Ludolph as director)            Ordinary resolution number 1.2 (confirmation of appointment and re-election of Vuyiswa Reitumetse Mutshekwanane as director)            Ordinary resolution number 1.3 (confirmation of appointment and re-election of Ian David Vorster as director)</p>	<p>Voted for all resolutions except ordinary resolutions no. 3, 4.4, 5, 6, S2.1, S2.2 &amp; S2.3 which we voted against.</p>	<p>All resolutions passed.</p>



## PROXY VOTING RECORD

For period 01<sup>st</sup> October 2019 to 31<sup>st</sup> December 2019

<p>Ordinary resolution number 1.4 (confirmation of appointment and re-election of Donovan Stephen Pydigadu as director)          Ordinary resolution number 2 (re-election of Bongwiwe Nomandi Njobe as director)          Ordinary resolution number 3 (re-election of Djurk Peter Claudius Venter as director)          Ordinary resolution number 4.1 (re-election of Robin Lockhart-Ross as a member of the audit committee)          Ordinary resolution number 4.2 (election of Susan Melanie Ludolph as a member of the audit committee)          Ordinary resolution number 4.3 (re-election of Jan Naudé Potgieter as a member of the audit committee)          Ordinary resolution number 4.4 (re-election of Djurk Peter Claudius Venter as a member of the audit committee)          Ordinary resolution number 5 (re-appointment of auditor)          Ordinary resolution number 6 (general authority to issue shares for cash)          Special resolution number 1 (approval of financial assistance to related or inter-related companies)          Special resolution number 2.1 (approval of the repurchase of equal FFA and FFB shares)          Special resolution number 2.2 (approval of the repurchase of FFA shares)          Special resolution number 2.3 (approval of the repurchase of FFB shares)          Special resolution number 3 (approval of the provision of financial assistance for the purchase of shares for Black Economic Empowerment purposes)          Special resolution number 4 (authorising non-executive directors' fees)          Ordinary resolution number 7 (authority for directors or company secretary to implement resolutions)          Non-binding advisory vote number 1 (approval of remuneration policy)          Non-binding advisory vote number 2 (approval of remuneration)</p>		
--	--	--

<b>FORTRESS REIT LTD (FFA &amp; FFB)</b> <b>Issuer: FFA &amp; FFB</b>	<b>Meeting Date: 06 DECEMBER 2019</b> <b>Meeting Type: GM</b>	<b>Voted</b>	<b>Result</b>
<b>Resolution number</b> Ordinary resolution 1: Adoption of the rules of the Fortress REIT Limited 2019 Conditional Share Plan Special resolution: Authority to issue shares in terms of section 41(1) of the Companies Act in respect of the Fortress REIT Limited 2019 Conditional Share Plan Ordinary resolution 2: General authority		Voted for all resolutions.	All resolutions passed.
<b>ENX CORPORATION LTD (EQS06)</b> <b>Issuer: EQS06</b>	<b>Meeting Date: 20 DECEMBER 2019</b> <b>Meeting Type: NM</b>	<b>Voted</b>	<b>Result</b>
Extraordinary resolution no. 1 of the noteholders of the outstanding notes held under stock code EQS06 (The Noteholders).		Voted for all resolutions.	All resolutions passed.