

CLOVER INDUSTRIES LIMITED

SECTION ONE: INFORMATION FROM AGMs AND ANNUAL REPORTS

1. Date of most recent AGM: 14/09/2016

2. Link to AGM minutes/ Results of recent AGM: http://www.moneyweb.co.za/mny_sens/clover-industries-limited-report-on-proceedings-at-the-annual-general-meeting-3/

3. Comment on Remuneration Policy/Report

Remuneration policy is quite detailed and will enable shareholders to hold management to account on the financial targets. On personal targets, the RemCom has simply reported that these targets (specified in the report in narrative form) have been met. A shareholder cannot discern detail.

The cash remuneration paid to the chief executive amounts to 235,5 times a notional R60 000 minimum salary while the chairman received 19,9 times. These ratios are regarded to be extremely high and unacceptable for the CEO, and high for the chairman.

At the previous AGM, 28,7% of the votes went against the remuneration policy. We note that significant changes have been made to the LTI portion of the policy this year.

4. Comment on Social and Environmental matters:

Clover has a Corporate Social Investment programme, which the Group has developed to support community projects. Clover has identified all its material stakeholder groups and prioritises stakeholder concerns as part of its risk management activities. The Clover Mama Afrika Trust was started twelve years ago in 2004. Over the past years, Clover Mama Afrika is stated to have established a reputation for being one of the country's most innovative, effective and sustainable corporate investment programmes, bringing tangible benefits to the people it aims to uplift.

On the environmental aspects, Clover reports on three pages (pp114- 116) in its integrated report. The reporting is scant and no independent assurance is provided over the figures. Cows are a notorious source of methane gas and ammonia, and the factories also affect the environment to the extent that we would prefer more attention to these aspects in the report. In the figures shown under operational efficiency, Clover is showing improvements on almost all fronts over the last three years, but the absence of independent assurance makes the improvements less convincing.

There was one fatality this year (as there was in F2015) but no mention is made of what caused it, how the bereaved are treated and how these occurrences are to be prevented.

Testing for HIV/AIDS is not highlighted in the report, although the illness is discussed under the wellness programme.

Since the Competition Commission allegations of 2008 (later withdrawn) there have been no mentions of transgressions by Clover.

5. Comment on King III compliance register

The company's register of compliance with the King III code (pp81-83) is comprehensive. Significant items where the company has not applied the guideline, include the non-independent chairman and the non-assurance of key sustainability performance indicators.

6. RAITH Investment criteria

There are currently no signs that Clover is involved directly, or plans to become involved in areas that would be objectionable in terms of the RAITH criteria.

7. BEPS

8. PAIA Requests

9. Social and Labour Plans

SECTION 2: SENS RELEASES

DATE OF RELEASE	DESCRIPTION	LINK
19.01.16	CLOVER INDUSTRIES LIMITED – Retirement of director	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-retirement-of-director-4/
01.02.16	CLOVER INDUSTRIES LIMITED – Voluntary trading statement for the six months ended 31 December 2015	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-voluntary-trading-statement-for-the-six-months-ended-31-december-2015/
02.03.16	CLOVER INDUSTRIES LIMITED – Unaudited interim consolidated results for the six months ended 31 December 2015 and cash dividend declaration	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-unaudited-interim-consolidated-results-for-the-six-months-ended-31-december-2015-and-cash-dividend-declaration/
02.03.16	CLOVER INDUSTRIES LIMITED – Dealings in share appreciation rights (SARs) by an executive director	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-dealings-in-share-appreciation-rights-sars-by-an-executive-director-2/
31.03.16	CLOVER INDUSTRIES LIMITED – Dealings in securities by a director of a major subsidiary	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-dealings-in-securities-by-a-director-of-a-major-subsiary/
04.04.16	CLOVER INDUSTRIES LIMITED – Dealings in securities by a director	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-dealings-in-securities-by-a-director/
11.04.16	CLOVER INDUSTRIES LIMITED – Dealing in securities by a director	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-dealing-in-securities-by-a-director/

03.05.16	CLOVER INDUSTRIES LIMITED – Correction announcement – Dealing in securities by a director	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-correction-announcement-dealing-in-securities-by-a-director/
19.05.16	CLOVER INDUSTRIES LIMITED – Dealing in securities by a director	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-dealing-in-securities-by-a-director-2/
20.05.16	CLOVER INDUSTRIES LIMITED – Dealing in securities by a director	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-dealing-in-securities-by-a-director-3/
23.05.16	CLOVER INDUSTRIES LIMITED – Dealing in securities by a director	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-dealing-in-securities-by-a-director-4/
24.05.16	CLOVER INDUSTRIES LIMITED – Dealing in securities by a director	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-dealing-in-securities-by-a-director-5/
22.06.16	CLOVER INDUSTRIES LIMITED – Dealings in share appreciation rights (SARs) by an executive director	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-dealings-in-share-appreciation-rights-sars-by-an-executive-director-3/
01.07.16	CLOVER INDUSTRIES LIMITED – Allocation and acceptance of Share Appreciation Rights (SARs) by executive directors and other executives	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-allocation-and-acceptance-of-share-appreciation-rights-sars-by-executive-directors-and-other-executives-2/
01.07.16	CLOVER INDUSTRIES LIMITED – Dealings in securities by a director	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-dealings-in-securities-by-a-director-2/
13.09.16	CLOVER INDUSTRIES LIMITED – Summarised audited consolidated financial statements for the year ended 30 June 2016 and cash dividend declaration	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-summarised-audited-consolidated-financial-statements-for-the-year-ended-30-june-2016-and-cash-dividend-declaration/
19.09.16	CLOVER INDUSTRIES LIMITED – Changes to the board of directors	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-changes-to-the-board-of-directors/
22.09.16	CLOVER INDUSTRIES LIMITED – No change statement and notice of annual general meeting	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-no-change-statement-and-notice-of-annual-general-meeting-3/
06.10.16	CLOVER INDUSTRIES LIMITED – Correction of errors to notice of annual general meeting and proxy	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-correction-of-errors-to-notice-of-annual-general-meeting-and-proxy/
27.10.16	CLOVER INDUSTRIES LIMITED – Voluntary operational update for the quarter 1 July 2016 to 30 September 2016	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-voluntary-operational-update-for-the-quarter-1-july-2016-to-30-september-2016/
29.11.16	CLOVER INDUSTRIES LIMITED – Report on proceedings at the annual general meeting	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-report-on-proceedings-at-the-annual-general-meeting-3/

05.12.16	CLOVER INDUSTRIES LIMITED – Proposed restructure cautionary announcement and further voluntary operational update	http://www.moneyweb.co.za/mny_sens/clover-industries-limited-proposed-restructure-cautionary-announcement-and-further-voluntary-operational-update/
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