

SPUR CORPORATION LIMITED

SECTION ONE: INFORMATION FROM AGMs AND ANNUAL REPORTS

1. Date of most recent AGM: 09/12/2016

2. Link to AGM minutes/ Results of recent AGM: http://www.moneyweb.co.za/mny_sens/spur-corporation-limited-results-of-annual-general-meeting-5/

3. Comment on Remuneration Policy/Report:

The remuneration policy is still not well set out. Accountability suffers as a consequence, and some 17% of votes at the previous AGM were against the proposed non-binding resolution.

The cash remuneration paid to the chief executive amounts to 98,5 times a notional R60 000 minimum salary (previous year correction: was 92,3 times when equity compensation benefits stripped out) while the chairman received 77,2 times (previous year correction: was 72,1 times when equity compensation benefits stripped out). These ratios are regarded to be very high and consequently unacceptable for the CEO, and extremely high for the chairman.

4. Comment on Social and Environmental matters:

Spur Corporation states that its franchisees handle CSI funding. The activities are managed by the Spur Foundation. In addition, the company has pledged to donate 100 000 treasury shares (presumably in total) over 5 years. The dividends from these shares will provide funding for CSI initiatives. Some of these initiatives are learning centres for ages nought to four in Alexandra, the assistance of crèche owners to enable them to become sustainable, day-care centres, a student's tuition and transport, the selling of bracelets to raise funding, and sport-linked upliftment.

The CSI spend was R2,3m for the past year. Part of this comes from employees as voluntary salary deductions.

5. Comment on King III compliance register:

The company's register of compliance with the King III code is comprehensive. It is dated 2016. Aspects where the guidelines are not applied, include that the chairperson is an executive and that his performance is not assessed by the Board formally on a regular basis. Mr Morojele is considered a lead independent director to counter such exceptions.

The Board also meets formally only twice a year unless urgent matters require ad hoc meetings. This is extraordinary and leaves the reader unsure of how frequently strategy can be assessed.

Furthermore, not all committees consist of a majority of independent directors. Lastly, the chairperson of the audit committee has not been attending the AGMs.

On IT security management, there are gaps that have not yet been filled and the company acknowledges this.

As far as independent assurance is concerned, the company purports to apply the guideline when in fact it is not doing so, viewing the cost/benefit to be negative.

6. RAITH Investment criteria:

There are currently no signs that Spur Corporation is involved directly, or plans to become involved in areas that would be objectionable in terms of the RAITH criteria. It does however serve liquor (wine, cider and beer) with its meals if patrons request this.

7. Matters of interest:

Allan Gray manages an aggregate shareholding of 11,4% of the shares in the company.

8. BEPS

9. PAIA Requests

10. Social and Labour Plans

SECTION 2: SENS RELEASES

DATE OF RELEASE	DESCRIPTION	LINK
26.01.16	SPUR CORPORATION LIMITED – Sales update for the 6 months to 31 December 2015	http://www.moneyweb.co.za/mny_sens/spur-corporation-limited-sales-update-for-the-6-months-to-31-december-2015/
16.02.16	SPUR CORPORATION LIMITED – Trading Statement	http://www.moneyweb.co.za/mny_sens/spur-corporation-limited-trading-statement-5/
25.02.16	SPUR CORPORATION LIMITED – Unaudited condensed consolidated interim results and dividend declaration	http://www.moneyweb.co.za/mny_sens/spur-corporation-limited-unaudited-condensed-consolidated-interim-results-and-dividend-declaration/
04.04.16	SPUR CORPORATION LIMITED – Dealing in securities pursuant to long-term share incentive schemes	http://www.moneyweb.co.za/mny_sens/spur-corporation-limited-dealing-in-securities-pursuant-to-long-term-share-incentive-schemes/
27.07.16	SPUR CORPORATION LIMITED – Sales update for the year ended June 2016	http://www.moneyweb.co.za/mny_sens/spur-corporation-limited-sales-update-for-the-year-ended-june-2016/
08.09.16	SPUR CORPORATION LIMITED – Reviewed Financial Statements and cash dividend 30 June 2016	http://www.moneyweb.co.za/mny_sens/spur-corporation-limited-reviewed-financial-statements-and-cash-dividend-30-june-2016/

14.10.16	SPUR CORPORATION LIMITED – No change announcement and notice of annual general meeting	http://www.moneyweb.co.za/mny_sens/spur-corporation-limited-no-change-announcement-and-notice-of-annual-general-meeting-2/
09.12.16	SPUR CORPORATION LIMITED – Results of Annual General Meeting	http://www.moneyweb.co.za/mny_sens/spur-corporation-limited-results-of-annual-general-meeting-5/