

Nampak Ltd.		F2015	
Sharecode	Classification	Meeting Type	Meeting Date
NPK	General industrials	AGM F2015	3/2/2016
NUMBER	RESOLUTION	INFORMATION	VOTE
Ordinary resolution number 1	Confirmation of the appointment of a director – GR Fullerton (48) Chief financial officer Appointment: 2015 Qualifications: CA (SA)		FOR
Ordinary resolution number 2	Re-election of E Ikazoboh (66) Independent non-executive director Appointment: 2013 Qualifications: FCCA, MBA		FOR
Ordinary resolution number 3	Re-election of RJ Khoza (66) Appointment: 2005 Independent non-executive director Qualifications: BA, MA, Eng D, D of Laws honoris causa, CD(SA)	[COMMENT: Dr Khoza is not independent given his tenure on the board]	FOR
Ordinary resolution number 4	Re-election of TT Mboweni (57) Independent non-executive director Appointment: 2010 Qualifications: BA, MA, CD(SA)		FOR
Ordinary resolution number 5	Re-election of I Mkhari (40) Independent non-executive director Appointment: 2013 Qualifications: BA		FOR
Ordinary resolution number 6	Appointment of external auditor	[MOTIVATION: Deloitte has been the auditor for longer than 10 years without a tender process.]	AGAINST
Ordinary resolution number 7	Appointment of CWN Molope (51) as a member of the audit committee Independent non-executive director Appointment: 2007 Qualifications: BSc (Med), CA(SA)		FOR
Ordinary resolution number 8	Appointment of RC Andersen (67) as a member of the audit committee Independent non-executive director Appointment: 2008 Qualifications: CA(SA), CPA, CD(SA)		FOR
Ordinary resolution number 9	Appointment of NV Lila (46) as a member of the audit committee Independent non-executive director Appointment: 2014 Qualifications: CA (SA)		FOR
Ordinary resolution number 10	Appointment of I Mkhari as a member of the audit committee	[MOTIVATION: Ms Mkhari attended fewer than 50% of the audit committee meetings and no explanation has	AGAINST

		been offered.]	
Ordinary resolution number 11	Confirmation of the group's remuneration policy	[MOTIVATION: The performance criteria are not regarded as onerous enough; and the detail does not provide sufficient information for shareholders to hold the company to account.]	AGAINST
Special resolution number 1	Non-executive directors' fees	[MOTIVATION: The resolution is an omnibus one, which we view as inappropriate. In addition, the chairperson's fee is in excess of 200% of the fee for an ordinary member.	AGAINST
Special resolution number 2	General authority to repurchase company shares	[COMMENT: We do not find share buybacks to be in the company interests.]	FOR
Special resolution number 3	General authority to provide financial assistance to related or inter-related companies or corporations in terms of section 44 of the Companies Act	[MOTIVATION: The resolution also seeks to authorise the provision of financial assistance to directors and/or management.]	AGAINST