

SASOL Limited		2015	
	Classification	Meeting Type	Meeting Date
SOL	Speciality Chemicals	AGM F2015	4/12/2015
NUMBER	RESOLUTION	INFORMATION	VOTE
Ordinary resolution number 1	To receive the audited Annual Financial Statements of the company and of the Sasol group, for the financial year ended 30 June 2015.		FOR
Ordinary resolution number 2	To receive the social and ethics report of the Nomination, Governance, Social and Ethics Committee for the financial year ended 30 June 2015.		FOR
Ordinary resolution number 3	To vote on the election, each by way of a separate vote, of the following directors who are required to retire and who are eligible and have offered themselves for re-election:		
3.1	Ms VN Fakude		FOR
3.2	Dr MSV Gantsho	MOTIVATION: Mr Gantsho serves as chairman on more than one listed company's board and thus we regard him to be over-extended.]	AGAINST
3.3	Ms IN Mkhize		FOR
3.4	Mr S Westwell		FOR
Ordinary resolution number 4	To vote on the appointment of PricewaterhouseCoopers Inc ("PwC") to act as the independent auditor of the company.	[MOTIVATION: The firm has been the auditor for more than 10 years without a tender process]	AGAINST
Ordinary resolution number 5	To vote on the election, each by way of a separate vote, of the members of the Audit Committee of the company, namely:		
5.1	Mr C Beggs		FOR
5.2	Ms NNA Matyumza		FOR
5.3	Ms IN Mkhize	[MOTIVATION: We do not regard Ms Mkhize as independent, given the length of her tenure (since 2005).	AGAINST
5.4	Mr MJN Njeke	[MOTIVATION: He is the chairman of Adcorp Holdings Limited and MMI Holdings Limited and a Director of Resilient Property Income Fund, MTN Group Limited, the Council of the University of Johannesburg and the South African Qualifications Authority. Mr Njeke is over-extended because of serving on many boards, two of which	AGAINST

		as chairman.	
5.5	Mr S Westwell		FOR
Ordinary resolution number 6	Non-binding advisory vote	[MOTIVATION: The performance targets are not regarded as onerous enough.]	AGAINST
Special resolution number 1	Approval of non-executive directors' remuneration	[COMMENT: From 1 July 2015 to 30 June 2016 the directors' fees payable to the RSA resident non-executive directors are to be increased from R530 000 to R660 000 for the period 1 July 2015, and from 1 July 2016 the amount of R660 000 per annum. The 2014 resolution covers other fees until June 2016.	FOR
Special resolution number 2	Approval for acquisition of company's ordinary shares and Sasol BEE ordinary shares	[COMMENT: We do not find such transactions to be in the company interests generally.]	FOR
Special resolution number 3	To acquire the company's shares from a director or prescribed officer		FOR