

Clover Industries Ltd.		F2016	
	Classification	Meeting Type	Meeting Date
CLR	Food Producers	AGM F2016	28/11/2016
NUMBER	RESOLUTION	INFORMATION	VOTE
<b>Ordinary resolution number 1</b>	To receive and note the Annual Financial Statements.		FOR
<b>Ordinary resolution number 2</b>	To re-elect Mr NA Smith (a retiring director of the Company, eligible for, and who has offered his services for, re-election) as a non-executive director of the Company, in terms of clause 36 of the MOI, with immediate effect.  Mr Nigel Athol Smith (60) Non-executive Appointed: 2011 Qualifications: Agric Dip		FOR
<b>Ordinary resolution number 3</b>	To re-appoint Ernst & Young Incorporated upon the recommendation of the current Audit and Risk Committee as the independent external auditors of the Company, and to note that the individual external auditor who will undertake the audit during the ensuing financial year ending 30 June 2017 will be Mr D Engelbrecht.	<b>[MOTIVATION:</b> Ernst & Young has been the auditor for longer than 10 years without a tender process.]	AGAINST
<b>Ordinary resolution number 4</b>	To elect Dr SF Booyesen, who is an independent non-executive director of the Company, as a member of the Audit and Risk Committee for the ensuing financial year ending 30 June 2017, and to ratify any actions of Dr SF Booyesen in anticipation of his appointment to the Company's Audit and Risk Committee since 1 July 2016.  Dr Stefanos Francois Booyesen (54) Independent Non-Executive Appointed: 2010 Qualifications: BCompt (Acc) (Hons), MCompt (Unisa), DCom (Acc), CA(SA)		FOR
<b>Ordinary resolution number 5</b>	To elect Mr JNS du Plessis, who is an independent non-executive director of the Company, as a member of the Company's Audit and Risk Committee for the ensuing financial year ending 30 June 2017, and to ratify any actions of Mr JNS Du Plessis in anticipation of his appointment to the Company's Audit and Risk Committee since 1 July 2016.  Mr Johannes Nicolaas Stephanus Du Plessis (66) Independent Non-Executive Appointed: 2010 Qualifications: BCom, LLB		FOR
<b>Ordinary resolution number 6</b>	To elect Ms B Ngonyama, who is an independent non-executive director of the Company, as a member of the Company's Audit and Risk Committee for the ensuing financial year ending 30 June 2017, and to ratify any actions of Ms B Ngonyama in anticipation of her appointment to the Company's Audit and Risk Committee since 1	<b>[MOTIVATION:</b> Ms Ngonyama serves on so many onerous boards that we regard her as over-extended.]	AGAINST

	<p>July 2016.</p> <p>Ms Babalwa Ngonyama (42) Independent Non-Executive Appointed: 2013 Qualifications: CA(SA), MBA, Higher Diploma in Banking Law</p>		
<b>Ordinary resolution number 7</b>	<p>To approve the election of Mr TA Wixley, who is an independent non-executive director of the Company, to the Audit and Risk Committee for the period of the 2017 financial year of the Company commencing on 1 July 2016 and ending on 28 November 2016 and to ratify the actions taken by Mr TA Wixley in anticipation of his election for that period. Mr TA Wixley will not hold himself available for re-election at the Annual General Meeting and will therefore retire as a director on 28 November 2016.</p> <p>Mr Thomas Alexander Wixley (76) Lead Independent Director Appointed: 2007 Qualifications: BCom, CA(SA)</p>	[ <b>MOTIVATION:</b> Mr Wixley has been on the board for 9 years and we no longer regard him as independent.]	AGAINST
<b>Ordinary resolution number 8</b>	To endorse the Clover Group Remuneration Policy by way of a nonbinding advisory vote.	[ <b>COMMENT:</b> Financial targets are set out clearly and are capable of being assessed by shareholders; personal targets are discussed and the Rem-Com discloses whether they have been met.]	FOR
<b>Special resolutions</b>			
<b>Special resolution number 1</b>	The Company and/or any of its subsidiaries be and is/are hereby authorised by way of a general authority to acquire, from time to time, ordinary shares issued by the Company'	[ <b>MOTIVATION:</b> We do not support share buy-backs as we do not regard them as in the company's interests generally.]	AGAINST
<b>Special resolution number 2</b>	To approve (and, to the extent necessary, ratify) the Non-Executive Directors' Remuneration commencing with effect from 1 July 2016.	[ <b>MOTIVATION:</b> We do not support omnibus remuneration resolutions. In addition, the fee proposed for the chairperson is more than 200% of that proposed for an ordinary member.]	AGAINST
<b>Special resolution number 3</b>	The Company and/or any of its subsidiaries be and is hereby authorised by way of a general authority to provide, at any time and from time to time during the period of 2 (two) years commencing on the date of the adoption of this special resolution, subject to the provisions of section 45 of the Companies Act, financial assistance in any form or amount to any company or corporation which is related or interrelated to the Company (as defined in the Companies Act), on the terms and conditions that the Board of Directors may determine from time to time.		FOR
<b>Special resolution number 4</b>	To adopt a new memorandum of incorporation of the Company, in substantially the same form as the one attached to this notice of Annual General Meeting, in substitution for its existing MOI.		FOR