

Nampak Ltd.		F2016	
	Classification	Meeting Type	Meeting Date
NPK	General industrials	AGM F2016	1/2/2017
NUMBER	RESOLUTION	INFORMATION	VOTE
Ordinary resolution number 1	That Mr RC Andersen, who is required to retire by rotation as a director of the company in terms of the company's memorandum of incorporation and who is eligible and available for re-election, be and he is hereby re-elected as an independent, non-executive director of the company.		
1.1	Mr Roy Andersen (68) Independent non-executive director Appointed: 28 November 2008 Qualifications: CA(SA), CPA, CD(SA)		FOR
Ordinary resolution number 2	That Professor PM Madi, who is required to retire by rotation as a director of the company in terms of the company's memorandum of incorporation and who is eligible and available for re-election, be and he is hereby re-elected as an independent, non-executive director of the company.		
2.1	Prof Phinda Madi (52) Independent non-executive director Appointed: 21 November 2008 Qualifications: BProc, EDP	[MOTIVATION: Prof Madi only attended 4 out of 6 board meetings this year, and is a serial offender, meaning that we do not support his re-election.]	AGAINST
Ordinary resolution number 3	That Ms NV Lila, who is required to retire by rotation as a director of the company in terms of the company's memorandum of incorporation and who is eligible and available for re-election, be and she is hereby re-elected as an independent, non-executive director of the company.		
3.1	Ms Nopasika Lila (47) Independent non-executive director Appointed: 1 March 2014 Qualifications: CA (SA)		FOR
Ordinary resolution number 4	That Mr PM Surgey, who is required to retire by rotation as a director of the company in terms of the company's memorandum of incorporation and who is eligible and available for re-election, be and he is hereby re-elected as an independent, non-executive director of the company.		
4.1	Mr Peter Surgey (62) Independent non-executive director Appointed: 29 July 2009 Qualifications: BA LLB		FOR
Ordinary resolution number 5	That Deloitte & Touche be appointed as the company's external auditors, as nominated by the company's audit committee, until the next annual general meeting and noted that Mr Trushar Kalan will undertake the audit during the financial year ending 30 September 2017 as the individual regis-	[MOTIVATION: Deloitte has been the auditor for longer than 10 years without a tender process.]	AGAINST

	tered auditor of Deloitte & Touche.		
Ordinary resolution number 6	That Mr RC Andersen, an independent, non-executive director of the company, be and he is hereby appointed a member and chairman of the audit committee until the next annual general meeting of the company.		
6.1	Mr Roy Andersen (see above)		FOR
Ordinary resolution number 7	That Ms NV Lila, an independent, non-executive director of the company, be and she is hereby appointed a member of the audit committee until the next annual general meeting of the company.		
7.1	Ms Nopasika Lila (see above)		FOR
Ordinary resolution number 8	That Mrs IN Mkhari, an independent, non-executive director of the company, be and she is hereby appointed a member of the audit committee until the next annual general meeting of the company. Following the decision of Mrs Molope to step down on 1 February 2017, the board has recommended that the remaining three members of the audit committee be re-elected by shareholders. A communication will be sent to shareholders in due course about the election of a fourth member to the committee.		
8.1	Mrs Ipeleng Mkhari (41) Independent non-executive director Appointed: 1 October 2013 Qualifications: BA	[MOTIVATION: In our view Mrs Mkhari does not have suitable technical qualifications to be an audit committee member, and her relative youth means she also does not have the balancing experience.]	AGAINST
Ordinary resolution number 9	That as a non-binding advisory vote, the group's remuneration policy as set out in the remuneration report on pages 78 to 89 of the integrated report be and is hereby confirmed.	[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 resolutions			
Special resolution number 1	That on the recommendation of the remuneration committee, the annual fees payable to the non-executive directors of the company for the 12 months from 1 October 2016 to 30 September 2017, be approved.	[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	That subject to compliance with the requirements of the JSE Limited and the Companies Act, the company or any of its subsidiaries be and they are hereby granted a general authority to acquire by purchase on the JSE of ordinary shares issued by the company.	[MOTIVATION: We do not find share buybacks to be in the company interests.]	AGAINST
Special resolution number 3	That, as a special resolution, in terms of section 45 of the Companies Act, that the company provides at any time and from time to time during the period of 2 (two) years commencing on the date of this special resolution, any direct or indirect financial assistance (which includes lending money, guaranteeing a loan or other obligation, and securing any debt or obligation).	[MOTIVATION: The resolution also seeks to authorise the provision of financial assistance to directors and/or management.]	AGAINST