

Remgro Ltd.		F2016	
	Classification	Meeting Type	Meeting Date
REM	General Industrials	AGM F2016	1/12/2016
NUMBER	RESOLUTION	INFORMATION	VOTE
<b>Ordinary resolution number 1</b>	Resolved that the audited annual financial statements, including the Report of the Board of Directors, the Independent Auditor's Report and the Audit and Risk Committee Report, of the Company and the Group for the financial year ended 30 June 2016 be accepted and approved.		FOR
<b>Ordinary resolution number 2</b>	Resolved that the reappointment of PricewaterhouseCoopers Inc., who is independent from the Company, as the Company's auditor, as nominated by the Company's Audit and Risk Committee, be approved and to note that the individual registered auditor who will perform the function of auditor during the financial year ending 30 June 2017, is Mr N H Döman.	[ <b>MOTIVATION:</b> PwC has been the auditor for over 10 years without a tender process.]	AGAINST
<b>Ordinary resolution number 3</b>	Resolved that Mr JJ Durand who retires in terms of clause 27.4.3.1 of the Company's Memorandum of Incorporation (Memorandum of Incorporation) and who has offered himself for re-election, be re-elected as a director of the Company.  Election of executive director – Mr JJ Durand  Mr JJ Durand (49) Chief Executive Officer	[ <b>COMMENT:</b> We regard Mr Durand as over-extended given his number of directorships, but have chosen to allow this fact on the basis that they are all within the group or group investments, and thus he will have support from other directors.]	FOR
<b>Ordinary resolution number 4</b>	Resolved that Mr PK Harris who retires in terms of clause 27.4.3.1 of the Memorandum of Incorporation and who has offered himself for re-election, be re-elected as a director of the Company.  Election of independent non-executive director – Mr PK Harris  Mr PK Harris (66) Appointed 2001 Non-executive director	[ <b>MOTIVATION:</b> Mr Harris has been a director for longer than 15 years.]	AGAINST
<b>Ordinary resolution number 5</b>	Resolved that Dr E de la H Hertzog who retires in terms of clause 27.4.3.1 of the Memorandum of Incorporation and who has offered himself for re-election, be re-elected as a director of the Company.  Election of non-executive director – Dr E de la H Hertzog  Dr E de la H Hertzog (66) Appointed 2000 Deputy Chairman	[ <b>MOTIVATION:</b> Dr Hertzog has been a director for longer than 15 years.]	AGAINST
<b>Ordinary resolution number 6</b>	Resolved that Mr J Malherbe who retires in terms of clause 27.4.3.1 of the Memorandum of Incorporation		FOR

	<p>and who has offered himself for re-election, be re-elected as a director of the Company.</p> <p>Election of non-executive director – Mr J Malherbe</p> <p>Mr J Malherbe (60) Appointed 2006 Deputy Chairman</p>		
<b>Ordinary resolution number 7</b>	<p>Resolved that Mr M Morobe who retires in terms of clause 27.4.3.1 of the Memorandum of Incorporation and who has offered himself for re-election, be re-elected as a director of the Company.</p> <p>Election of independent non-executive director – Mr M Morobe</p> <p>Mr M Morobe (59) Appointed 2007</p>		FOR
<b>Ordinary resolution number 8</b>	<p>Resolved that the appointment of Mr NJ Williams as a director of the Company be confirmed in terms of clause 27.3.7 of the Memorandum of Incorporation.</p> <p>Election of director – Mr NJ Williams</p> <p>Mr NJ Williams (51) Chief Financial Officer Appointed 2016</p>		FOR
<b>Ordinary resolution number 9</b>	<p>Resolved that Mr NP Mageza, being eligible and offering himself for re-election, be and is hereby appointed as a member of the Audit and Risk Committee for the financial year ending 30 June 2017.</p> <p>Appointment of member of the Audit and Risk Committee – Mr N P Mageza</p> <p>Mr NP Mageza (61) Independent non-executive director</p>	<b>[MOTIVATION:</b> We regard Mr Mageza as over-extended given his number of directorships.]	AGAINST
<b>Ordinary resolution number 10</b>	<p>Resolved that Mr PJ Moleketi, being eligible and offering himself for re-election, be and is hereby appointed as a member of the Audit and Risk Committee for the financial year ending 30 June 2017.</p> <p>Appointment of member of the Audit and Risk Committee – Mr P J Moleketi</p> <p>Mr PJ Moleketi (59) Independent non-executive director</p>	<b>[MOTIVATION:</b> Mr Moleketi serves on a large number of boards. We regard him to be over-extended.]	AGAINST
<b>Ordinary resolution number 11</b>	<p>Resolved that Mr F Robertson, being eligible and offering himself for re-election, be and is hereby appointed as a member of the Audit and Risk Committee for the financial year ending 30 June 2017.</p> <p>Appointment of member of the Audit and Risk Committee – Mr F Robertson</p> <p>Mr F Robertson (61) Non-executive director Appointed 2001</p>	<b>[MOTIVATION:</b> We do not regard Mr Robertson as independent since he has been a director since 2001.]	AGAINST
<b>Ordinary resolution number 12</b>	<p>Resolved that Ms SEN De Bruyn Sebotsa, being eligible and offering herself for election, be and is hereby appointed as a member of the Audit and Risk Committee for the financial year ending 30 June 2017.</p>	<b>[MOTIVATION:</b> We regard Ms De Bruyn Sebotsa as over-extended given her number of directorships.]	AGAINST

	<p>Appointment of member of the Audit and Risk Committee – Ms SEN De Bruyn Sebotsa</p> <p>Ms SEN De Bruyn Sebotsa (44) Independent non-executive director</p>		
<b>Special resolution number 1</b>	Approval of directors' remuneration.	[ <b>MOTIVATION:</b> We do not regard the omnibus nature of this resolution to be appropriate.]	AGAINST
<b>Special resolution number 2</b>	General authority to repurchase shares.	[ <b>MOTIVATION:</b> We do not regard share buy-backs to be in the company's interests.]	AGAINST
<b>Special resolution number 3</b>	Resolved that the Board of Directors of the Company be and is hereby authorised in terms of section 44(3)(a)(ii) of the Companies Act as a general approval (which approval will be in place for a period of two years from the date of adoption of this Special Resolution Number 3), to authorise the Company to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise to any related or inter-related company of the Company and/or to any financier of the Company or any of its related or inter-related companies		FOR
<b>Special resolution number 4</b>	Resolved that the Board of Directors of the Company be and is hereby authorised in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval (which approval will be in place for a period of two years from the date of adoption of this Special Resolution Number 4), to authorise the Company to provide any direct or indirect financial assistance that the Board may deem fit to any related or inter-related company or corporation of the Company.		FOR
<b>Special resolution number 5</b>	Resolved that the Memorandum of Incorporation be and is hereby amended by the deletion of the existing heading of clause 7 in its entirety and the substitution thereof with the following heading "CONSOLIDATION, SUBDIVISION, REDUCTION OF CAPITAL AND FRACTIONAL ENTITLEMENT" and by the deletion of the existing clause 7.3 in its entirety, and the substitution thereof with the following new clause 7.3: "If a fraction of a Share comes into being as a result of any action contemplated in clause 7.1 or any other corporate action, the Board shall deal with such fraction in the manner as prescribed by the Listings Requirements from time to time, or in the absence of any such prescription, the Board shall deal with such fraction in a manner as determined by the Board in its reasonable discretion."		FOR