

Life Healthcare Group Holdings Ltd.		F2017	
	Classification	Meeting Type	Meeting Date
LHC	Health Care Equipment & Services	AGM F2017	31/1/2018
NUMBER	RESOLUTION	INFORMATION	VOTE
Ordinary resolution number 1	Re-election of directors retiring by rotation; Election of directors appointed during the year		
1.1	<p>Resolved that Mr MA Brey who retires by rotation in terms of clause 28.7.1 of the Company's memorandum of incorporation ("MOI") and who, being eligible, offers himself for re-election, be hereby re-elected as a non-executive director of the Company.</p> <p>Mr MA (Mustaq) Brey (63) Chairman – Non-executive director Appointed: 2003 Qualifications: BCompt (Hons), CA(SA)</p>	[MOTIVATION: We regard Mr Brey to be over-extended as he is also a chairman of Oceana Group and CEO of Brimstone. In view of his long tenure on the board we also do not consider him to be independent.]	AGAINST
1.2	<p>Resolved that GC Solomon who retires by rotation in terms of clause 28.7.1 of the Company's MOI and who, being eligible, offers himself for re-election, be hereby re-elected as an independent non-executive director of the Company.</p> <p>Mr Garth Solomon (50) Independent non-executive director Appointed: 2005 Qualifications: BCom, BCompt (Hons), CA(SA)</p>	[COMMENT: In view of his long tenure on the board we do not consider Mr Solomon to be independent.]	FOR
1.3	<p>Resolved that Adv M Sello who was appointed by the board as a non-executive director of the Company with effect from 3 July 2017, who retires in terms of clause 28.7.2 of the Company's MOI and who, being eligible, offers herself for election, be hereby elected as an independent non-executive director of the Company.</p> <p>Adv M (Mahlape) Sello (55) Independent non-executive director Appointed: 3 July 2017 Qualifications: Master of Arts and Law (Russia); LLB (Wits)</p>		FOR
1.4	<p>Resolved that Ms AM Mothupi who was appointed by the board as a non-executive director of the Company with effect from 3 July 2017, who retires in terms of clause 28.7.2 of the Company's MOI and who, being eligible, offers herself for election, be hereby elected as an independent non-executive director of the Company.</p> <p>Ms AM (Audrey) Mothupi (47) Independent non-executive director Appointed: 3 July 2017 Qualifications: Bachelor of Arts (BA, Honours), Political Science, Trent University, Canada</p>		FOR
Ordinary resolution	Resolved that the reappointment of the auditor, Pricewa-	[MOTIVATION : PwC	AGAINST

number 2	terhouseCoopers Inc, nominated by the Company's audit committee, as independent auditor of the Company and the Group; and M Naidoo as the designated audit partner, for the financial year ending 30 September 2018, be approved.	has been the auditor of the group for 19 years.]	
Ordinary resolution number 3	Resolved that an audit committee comprising independent non-executive directors in terms of section 94(4) of the Companies Act, as set out below, be and is hereby appointed by way of separate resolutions to hold office until the next annual general meeting: 3.1 PJ Golesworthy (Chairman); 3.2 AM Mothupi (subject to the adoption of ordinary resolution number 1.4); 3.3 RT Vice; 3.4 GC Solomon (subject to the adoption of ordinary resolution number 1.2)		
3.1	Mr PJ (Peter) Golesworthy (59) Lead independent non-executive director Appointed: 2010 Qualifications: BA (Hons) Accountancy Studies, CA(SA)		FOR
3.2	Ms AM Mothupi (see above)	[COMMENT – We view her lack of relevant education and experience as a member of the audit committee, to be a disadvantage. She is however the 4 th member of an otherwise experienced committee.]	FOR
3.3	Mr RT (Royden) Vice (70) Independent non-executive director Appointed: 2014 Qualifications: BCom, CA(SA)		FOR
3.4	Mr GC Solomon (see above)	[MOTIVATION : Due to Mr. Solomon's long tenure on the board we do not consider him to be independent.]	AGAINST
Ordinary resolution number 4	Advisory endorsement of the Group's remuneration policy and implementation report		
4.1	To endorse through a non-binding advisory vote, the Group remuneration policy as described in the remuneration report included on pages 123 to 133 of the integrated report and Annexure B to this notice, as recommended in the King IV Report on Corporate Governance for South Africa, 2016.	[MOTIVATION : The detail does not provide sufficient information for shareholders to hold the company to account.]	AGAINST
4.2	To endorse through a non-binding advisory vote, the Group's remuneration implementation report, as described in the remuneration report included on pages 134 to 139 of the integrated report and Annexure C to this notice, as recommended in the King IV Report on Corporate Governance for South Africa, 2016.	[MOTIVATION : The report does not provide sufficient information for shareholders to hold the company to account. Also, the CEO received a separation payment based on a mutual understanding, and insufficient information regarding this payment has been made available.]	AGAINST
Ordinary resolution	Resolved that the board of directors of the Company be	[MOTIVATION : The	AGAINST

number 5	and are hereby authorised, by way of a renewable general authority, to issue shares for cash as and when they in their discretion deem fit, subject to the Companies Act, the Company's MOI and the JSE Listings Requirements, when applicable.	resolution seeks authority for the board to issue shares for cash. We do not support this resolution and prefer the matter to be submitted to the shareholders by way of a resolution as and when a specific issue is being considered.]	
Special resolutions			
Special resolution number 1	Resolved that the board of directors of the Company be hereby authorised, by way of a renewable general authority, to approve the purchase of its own ordinary shares by the Company, or to approve the purchase of ordinary shares in the Company by any subsidiary of the Company, upon such terms and conditions as the board of directors of the Company may from time to time determine.	[MOTIVATION: There is no specific reason given for the repurchase. We do not find share buy-backs to be in the company's interests.]	AGAINST
Special resolution number 2	Resolved that, to the extent required in terms of, and subject to the provisions of, sections 44 and 45 of the Companies Act, the shareholders of the Company hereby approve of the Company providing, 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 as contemplated in such sections of the Companies Act to any person or one or more related or inter-related companies or corporations of the Company, on such terms and conditions as the board of directors of the Company, or any one or more persons authorised by the board of directors of the Company from time to time for such purpose, deems fit.	[MOTIVATION: The resolution seeks authority for the board to provide financial assistance to persons or related companies. We do not support providing financial assistance to natural persons.]	AGAINST
Special resolution number 3	Approval of non-executive directors' remuneration.	[MOTIVATION: This is an omnibus resolution, although the proposed fees for the various positions do not seem to be excessive.]	AGAINST