

Novus Holdings Ltd		F2017	
	Classification	Meeting Type	Meeting Date
NVS	Support Services	AGM F2017	18/8/2017
NUMBER	RESOLUTION	INFORMATION	VOTE
Ordinary resolution number 1:	Resolved that the financial statements of the company and the Group for the twelve (12) months ended 31 March 2017 (as approved by the board of directors of the company) and the reports of the directors, the auditor and the audit committee be considered and accepted.		FOR
Ordinary resolution number 2:	Resolved that on the recommendation of the company's audit committee, the firm PricewaterhouseCoopers Inc. as independent registered auditor of the company be appointed (noting that Mr Viresh Harri is the individual registered auditor of that firm who will undertake the audit) for the period until the next Annual General Meeting of the company.	[ <b>MOTIVATION:</b> PwC has been the auditor since 1994]	AGAINST
Ordinary resolution number 3	Resolved that in accordance with clause 33.1 of the MOI read in conjunction with clause 30.2.1 of the MOI and pursuant to the authority granted in terms of clause 30.2.5 of the MOI, the appointment of the executive directors on an individual basis, who do not retire by rotation but whose appointment must be confirmed at each Annual General Meeting, be and is hereby confirmed and approved, the names and particulars of which directors and the respective dates of their appointment are as set out hereunder:		
3.1 Appointment of Keith Anthony Vroon as executive director.	Mr Keith Vroon (52) Chief executive officer, executive director Appointed: 1 October 2008 Qualifications: BCom (Hons), CA(SA), HDip Tax		FOR
3.2 Appointment of Edrich Fivaz as executive director.	Mr Edrich Fivaz (36) Chief financial officer, executive director Appointed: 1 September 2016 Qualifications: BAcc (Hons), CA(SA)		FOR
Ordinary resolution number 4	Resolved that in accordance with clause 30.2.7 of the MOI read in conjunction with clause 30.2.1 of the MOI, the appointment of the director, whose name and particulars and the date of appointment are as set out hereunder, to fill a vacancy, be and is hereby confirmed:		
4.1 Appointment of Neil William Birch as non-executive director	Mr Neil Birch (56) Independent Non-executive director Appointed: 3 April 2017 Qualifications: BSc (Hons) (Eng)		FOR
4.2 Appointment of Cindy Joy Hess as non-executive director	Ms Cindy Hess (41) Non-executive director Appointed: 23 March 2017 Qualifications: BCom (Acc), PGDA, CA(SA)		FOR

Ordinary resolution number 5	Resolved that in accordance with clause 30.3.4.1 of the MOI read in conjunction with clause 30.3.4.2 of the MOI, the election and appointment of directors, who retire by rotation and, being eligible, offer themselves for re-election, be and is hereby approved in a vote on an individual basis in respect of each director, the names and particulars of which directors and the respective dates of their election and appointment are as set out hereunder:		
<b>5.1</b> Re-election of Sandile Donald Muziwenkosi Zungu as non-executive director	Mr Sandile Zungu (50) Independent non-executive director Appointed: 23 February 2015 Qualifications: BSc (Mech Eng)		FOR
<b>5.2</b> Re-election of Jan Naudé Potgieter as non-executive director	Mr Jan Potgieter (48) Independent non-executive director Appointed: 23 February 2015 Qualifications: B.Compt (Hons), CTA, CA(SA), Management Development Program (Michigan), Strategic Planning and Management in Retailing (Monash University)		FOR
<b>5.3</b> Re-election of Gugulethu Patricia Dinga as non-executive director	Ms Gugulethu Dinga (41) Independent non-executive director Appointed: 23 February 2015 Qualifications: BCom (Acc), HDipAcc, CA(SA)		FOR
Ordinary resolution number 6	Resolved that as required in terms of section 94(2) of the Companies Act and as recommended by the King Report on Governance for South Africa 2009 (chapter 3), the election and appointment of independent non-executive directors as members of the audit committee, whose names and particulars and the respective dates of appointment are as set out hereunder, be and is hereby approved in a vote on an individual basis in respect of each of the aforementioned audit committee members, namely		
6.1 Reappointment of Bernard John Olivier	Mr Bernard Olivier (63) Independent non-executive director Appointed: 23 February 2015 Qualifications: BCom (Acc), CTA, CA(SA), Senior Management Programme (USB)		FOR
6.2 Reappointment of Gugulethu Patricia Dinga	Ms Gugulethu Patricia Dinga		FOR
6.3 Appointment of Christoffel Botha	Mr Christoffel Botha (56) Independent non-executive director Appointed: 24 February 2016 Qualifications: BCom, LLB, CA(SA)		FOR
Ordinary resolution number 7.1	Endorsement of the remuneration policy	<b>[MOTIVATION:</b> We do not regard the targets as clearly identified, and the payments from the bonus pool are largely discretionary, i.e. not subject to policy.]	AGAINST
Ordinary resolution number 7.2	Endorsement of the implementation report	<b>[MOTIVATION:</b> We do not regard the disclosure and the application of the policy to be clear enough.]	AGAINST
Ordinary resolution number 8	Resolved that in terms of section 38, as read with section 40, of the Companies Act and clause 7.7 of the MOI, the company be and is hereby authorised, by way of a general authority, to proceed with the issue of unissued ordinary no par value shares in the	<b>[MOTIVATION:</b> We do not support this kind of resolution unless a specific transaction is presented and motivated.]	AGAINST

	authorised ordinary share capital of the company.		
Ordinary resolution number 9	Resolved that subject to Ordinary Resolution Number 8 being approved and included in the number of unissued ordinary no par value shares referred to in Ordinary Resolution Number 8 above, the company be and is hereby authorised, as a general approval and authority to allot and issue ordinary no par value shares and options or convertible securities that are convertible into an existing class of equity securities for cash.	<b>[MOTIVATION:</b> We do not support this kind of resolution unless a specific transaction is presented and motivated.]	AGAINST
Ordinary resolution number 10	Resolved that any director of the company and, where applicable, the company secretary, be and is hereby authorised to do all such things, sign all such documentation and take all such actions as may be necessary to implement the above-mentioned special and ordinary resolutions, hereby ratifying, allowing and confirming all and whatsoever the director and, where applicable, the company secretary, shall lawfully do or cause to be done or might have done in the premises by virtue of these present.		FOR
Special resolution number 1	Resolved that, in accordance with sections 66(8) and (9) of the Companies Act, the payment of remuneration to non-executive directors of the Company in office for their services as directors and the remuneration to members of the respective committees of the company, be and is hereby approved and sanctioned.	<b>[MOTIVATION:</b> This is an omnibus resolution that does not allow us to vote against certain of the fees while possibly voting for others. In addition, the chairman's proposed remuneration is greater than 200% of that of an ordinary member of the board.]	AGAINST
Special resolution number 2	Resolved that, the board may, subject to section 44 of the Companies Act and the MOI, authorise the company to generally provide direct or indirect financial assistance as contemplated by section 44 of the Companies Act by way of loan, guarantee, the provision of security, or otherwise to any person (including a director or prescribed officer of the company) for the purpose of, or in connection with, the subscription for any option, or any securities, issued or to be issued by the company, or any related or inter-related company to the company, or for the purchase of any securities of the company, or any related or interrelated company.	<b>[MOTIVATION:</b> We do not support this kind of resolution where finance may be provided to a natural person.]	AGAINST
Special resolution number 3	Resolved that, the board may, subject to section 45 of the Companies Act and the MOI, authorise the company to generally provide direct or indirect financial assistance as contemplated by section 45 of the Companies Act to any related or inter-related company or corporation, or to a member of a related or interrelated corporation.	<b>[MOTIVATION:</b> We do not support this kind of resolution where finance may be provided to a natural person.]	AGAINST