

Life Healthcare Group Holdings Ltd		F2018	30 Sep 2018
	Classification	Meeting Type	Meeting Date
LHC	Life Healthcare Group Holdings Limited	AGM F2018	30/01/2019
Ordinary business			
	Presentation of the audited consolidated annual financial statements as approved by the board of directors of the Company, including the directors' report, external auditor's report and the report by the audit committee of the Company and the Group for the financial year ended 30 September 2018.		NO VOTE REQUIRED
	Life Healthcare's social, ethics and transformation committee report is set out on page 147 of the integrated report. The committee will report, through one of its members, on matters within its mandate as required in terms of Regulation 43(5)(c) of the Companies Act, 71 of 2008 (Companies Act).		NO VOTE REQUIRED
Ordinary resolutions			
1	Resolved that the following directors who retire by rotation in terms of clause 28.7.1 of the Company's Memorandum of Incorporation and who have offered themselves for re-election, be re-elected as directors of the Company.		
1.1	Peter John Golesworthy (60) - British Lead Independent Non-executive director Qualifications: BA (Hons) (first class), Accountancy Studies, CA Appointed: 2010 Other directorships: Director of Afriglass (Pty) Ltd, Lethimvula Healthcare (Pty) Ltd, Idwala Industrial Holdings (Pty) Ltd and One Stone Capital (Pty) Ltd (formerly known as UC Capital (Pty) Ltd		FOR
1.2	Dr Malefetsane Peter Ngatane (64) Independent Non-executive director Qualifications: BSc, MBChB, FCOG Appointed: 2007 Other directorships: Specialist obstetrician and gynaecologist. He serves on the boards of Boxing South Africa (BSA), the World Boxing Council based in Mexico and is the Vice-President of the African Boxing Union based in Tunisia. Treasurer for the International Planned Parenthood Federation in Nairobi and Trustee of the Commonwealth Boxing Council based in London		FOR
1.3	Joel Khathutshelo Netshitenzhe (61) Independent Non-executive director Qualifications: MSc (University of London, School of Oriental and African Studies (SOAS)),		FOR

	Postgraduate Diploma in Economic Principles, Diploma in Political Science Appointed: 2007 Other directorships: Vice-Chairperson of the Mapungubwe Institute for Strategic Reflection (MISTRA), Member of the ANC National Executive Committee, Director of Nedbank Group and the Council for Scientific and Industrial Research (CSIR)		
1.4	Dr Shrey Balaguru Viranna (43) Executive Director – Group Chief Executive Officer Qualifications: MBChB Appointed: 2018 Other directorships: Director of Max Healthcare Institute Ltd		FOR
2	Resolved that the re-appointment of the auditors, PricewaterhouseCoopers Inc., as 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 2019, be approved.	[MOTIVATION: PricewaterhouseCoopers Inc. has been the auditors of the company for more than 10 years.]	AGAINST
3	Resolved that an audit committee comprising independent non-executive directors in terms of section 94(4) of the Companies Act be and is hereby appointed by way of separate resolutions to hold office until the next annual general meeting.		
3.1	Peter John Golesworthy (60) - British Chairman		FOR
3.2	Audrey Mamoshoeshoe Mothupi (48) Independent Non-executive director Qualifications: Bachelor of Arts (BA, Hons), Political Science, Trent University, Canada Appointed: 2017 Other directorships: CEO of SystemicLogic Group, Director of Pick n Pay Stores Ltd and Brainworks Capital, Chairman of the following non-profit boards - Orange Babies of South Africa (HIV/Aids), Numeric Board of South Africa (Maths) and Roedean School (SA)		FOR
3.3	Garth C Solomon (51) Independent Non-executive director Qualifications: BCom, BCompt (Hons), CA(SA) Appointed: 2005 Other directorships: Joint CEO of Evolve Capital	[MOTIVATION: Due to his long tenure on the board we do not consider the director to be independent.]	AGAINST
3.4	Royden Thomas Vice (71) Independent Non-executive director Qualifications: BCom, CA(SA) Appointed: 2014 Other directorships: Non-executive Chairman of Waco International Holdings Ltd, Director of Murray & Roberts Holdings and Governor of Rhodes University		FOR
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 124	[MOTIVATION: Director's fees are considered to be below market median. The specific	AGAINST

	to 132 of the integrated report, as recommended in the King IV Report™* on Corporate Governance for South Africa, 2016 (King IV).	elements of the financial weighting of the STIs are vague. Outperformance Incentive Scheme are without any KPIs. Discretionary leeway enjoyed by the Remuneration Committee. The KPIs and targets are not linked to the strategic drivers of the company Benefits under LTI scheme vesting in 3 years.]	
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 133 to 137 of the integrated report, as recommended in the King IV Report on Corporate Governance for South Africa, 2016 (King IV).	[MOTIVATION: No details of the determinations used in arriving at the individual achievements of the executives, particularly in respect of the financial performance]	AGAINST
Special resolutions			
1	Special resolution 1: General authority to repurchase ordinary shares		FOR
2	Special resolution 2: Authorisation to provide financial assistance in terms of sections 44 and 45 of the Companies Act.		FOR
3	Special resolution 3: Approval of non-executive directors' remuneration	[MOTIVATION: This is in the form of an omnibus resolution which we believe is an inappropriate manner to approve the non-executive directors' remuneration. We do not support remuneration resolutions where the chairperson's fee is more than 250% of the fees paid to an ordinary member of the board. We also do not support remuneration resolutions where a committee chairperson's fee is more than 150% of the fees paid to an ordinary member of the committee.]	AGAINST