

Mr Price Group Ltd		F2018	
	Classification	Meeting Type	Meeting Date
MRP	General Retailers	AGM F2018	29/8/18
NUMBER	RESOLUTION	INFORMATION	VOTE
COMMON BUSINESS			
Ordinary Resolution 1:	Adoption of annual financial statements		FOR
Ordinary Resolution 2:	Re-election of directors retiring by rotation		
2.1 Daisy Naidoo	Daisy Naidoo (45) Independent non-executive director Qualifications: B Com, Post Grad Diploma (Acc), M Com (Tax), CA (SA) Other directorships include: Anglo American Platinum Ltd, Hudaco Industries Ltd, Strate (Pty) Ltd, Barclays Africa Group Ltd, Discovery Health Medical Scheme Appointed: 2012		FOR
2.2 Maud Motanyane-Welch	Maud Motanyane-Welch (66) Independent non-executive director Qualifications: Diploma Library Science Other directorships include: Jet Education Trust, Kagiso Media Ltd, Leshala Mining (Pty) Ltd Appointed 2008	[MOTIVATION: We do not consider the director to be independent given the length of his tenure on the board.]	FOR
Ordinary Resolution 3:	Appointment of non-executive director		
3.1 Brenda Niehaus	Brenda Niehaus (57) Independent non-executive director Qualifications: Advanced Management Programme (Harvard) Other directorships include: Standard Bank (Mauritius) Appointed 2018		FOR
Ordinary Resolution 4: Re-election of independent auditor	Reappointment of Ernst & Young Inc. as auditor.	[MOTIVATION: Ernst & Young Inc (and a number of its predecessor firms) has been the auditor of Mr Price Group Limited for 36 years.	AGAINST
Ordinary Resolution 5:	Appointment of audit committee members		
5.1 Bobby Johnston	Bobby Johnston Lead independent director Qualifications: CA (SA) Other directorships include: Eljay Financial Services (Pty) Ltd Appointed 1998	[MOTIVATION: We do not support the election of directors who has served as directors for 25 years or more.]	AGAINST
5.2 Daisy Naidoo			FOR
5.3 Mark Bowman	Mark Bowman		

	Qualifications: B Com (Finance), MBA Other directorships include: Tiger Brands Ltd, Dis-Chem Pharmacies Ltd, Distell Group Ltd Appointed 2017		FOR
Non-binding resolution 6:	Remuneration policy		FOR
Non-binding resolution 7:	Remuneration Implementation report		FOR
Ordinary Resolution 8:	Adoption of the Social, Ethics, Transformation and Sustainability Committee report		FOR
Ordinary Resolution 9:	Signature of documents		FOR
Ordinary Resolution 10:	Control of unissued shares		FOR
Ordinary Resolution 11:	Amendments to share option schemes' exercise periods		FOR
Ordinary Resolution 12:	Amendments to share option schemes' performance conditions.		FOR
Special Resolution 1	Remuneration of the non-executive directors		
1.1	Independent non-executive chair of the board R1 491 600	[MOTIVATION: We do not support remuneration resolutions where the chairperson's fee is more than 150% of the fees paid to an ordinary member of the board.]	AGAINST
1.2	Honorary chair of the board R746 800	[MOTIVATION: We do not support honorary chairmanship appointments to a board.]	AGAINST
1.3	Lead independent director of the board R441 600		FOR
1.4	Non-executive directors R369 950		FOR
1.5	Audit and compliance committee chair R230 350	[MOTIVATION: We do not support remuneration resolutions where the chairperson's fee is more than 150% of the fees paid to an ordinary committee member.]	AGAINST
1.6	Audit and compliance committee member R136 650		FOR
1.7	Remuneration and nominations committee chair R188 575	[MOTIVATION: We do not support remuneration resolutions where the chairperson's fee is more than 150% of the fees paid to an ordinary committee member.]	AGAINST
1.8	Remuneration and nominations committee member R98 475		FOR

1.9	Social, ethics, transformation and sustainability committee chair R150 300	[MOTIVATION: We do not support remuneration resolutions where the chairperson's fee is more than 150% of the fees paid to an ordinary committee member.]	AGAINST
1.10	Social, ethics, transformation and sustainability committee member R95 450		FOR
1.11	Risk and IT committee member R119 300		FOR
1.12	Risk and IT committee - IT specialist R269 300		FOR
Special Resolution 2:	General authority to repurchase shares	[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 3:	Financial assistance to related or inter-related company	[MOTIVATION: This general authority allows the granting of loans to directors, management or members of the company also; and we believe that the granting of such loans is an inappropriate act on the part of the company.]	AGAINST