

Spur Corporation Ltd		F2018	
	Classification	Meeting Type	Meeting Date
SUR	Travel & Leisure	AGM F2018	06/12/2018
Ordinary resolutions			
1	Resolved that the following directors who retire in terms 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	Dean David Hyde (51) Independent Non-executive director Qualifications: B.Com (Legal) – University of Witwatersrand; Canadian Chartered Accountants' Board Examination Appointed: 2004 Other directorships: Director of Skein Capital, a UK-based specialist asset manager	[MOTIVATION: Due to his long tenure on the board we do not consider the director to be independent.]	FOR
1.2	Keith Getz (62) Non-executive director Qualifications: B.Proc; LLM – University of Cape Town Appointed: 1991 Other directorships: Senior partner of Bernadt Vukic Potash & Getz (Attorneys), Director of Mr Price Group, BVPG Consulting (Pty) Ltd, Steak Ranches International BV, Spur International Ltd, Spur Corporation UK Ltd, Cape Union Mart Group (Pty) Ltd and Strate Ltd	[MOTIVATION: We do not support the election of a director who has been on the board for 15 years or longer.]	AGAINST
1.3	Keith Alfred Madders MBE (70) Independent Non-executive director Qualifications: B.Com (Economics) – University of Cape Town Appointed: 1996 Other directorships: Director of Steak Ranches Intl BV	[MOTIVATION: We do not support the election of a director who has been on the board for 15 years or longer.]	AGAINST
2	To ratify the appointment of the following directors, in terms of the company's Memorandum of Incorporation, who were appointed to the board of directors during the year:		
2.1	Prabashinee Moodley (47) Non-executive director Qualifications: BSocSci and Master of Town and Regional Planning – University of KwaZulu-Natal; MBA – Lake Forest Graduate School of Business (Illinois) Appointed: 2018 Other directorships: Chief Executive Officer of Grand Parade Investments Ltd		FOR
2.2	Phillip Matthee (40) Executive director and Chief Financial Officer Qualifications: B.Com (Accounting); Postgraduate Diploma in Accounting – University of Cape Town; CA(SA) Appointed: 2018 Other directorships: None		FOR

3	Resolved that the reappointment of KPMG Inc, who is independent from the Company, as the Company's auditor, as nominated by the Company's Audit 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 2019, is Mr Ivan Engels.	[MOTIVATION: KPMG Inc has been the auditors of the company for more than 10 years]	AGAINST
4	Resolved that the following directors being eligible and offering themselves for re-election, be and are hereby appointed as members of the Audit Committee for the financial year ending 30 June 2019.		
4.1	Dean David Hyde (51) Chairman		FOR
4.2	Dineo Molefe (41) Independent Non-executive director Qualifications: CA(SA); B.Compt (Hons) – Unisa; Master's in International Accounting – University of Johannesburg; Advanced Management Program – Wharton Business School, University of Pennsylvania Appointed: 2013 Other directorships: CEO of T-Systems South Africa, Director of Clientèle Ltd		FOR
4.3	Mtungwa P.R. Morojele (59) Independent Non-executive director Qualifications: CA (Lesotho); Higher National Diploma in Business Studies – Farnborough College of Technology, UK; Bachelor's of Business Administration – University of Charleston, USA; MAcc – Georgetown University, USA; MBA – University of Cape Town Appointed: 2010 Other directorships: Director of Capital Eye Investments and VeriFone Africa		FOR
5.1	Resolved that the Company's Remuneration Policy, as set out on page 786 of the Integra3 to 82 of the company's integrated report, be and is hereby endorsed by way of a non-binding advisory vote.		FOR
5.2	Resolved that the Company's Remuneration Implementation Report in regard to its Remuneration Policy, as set out on page 82 to 86 of the Company's Integrated Report, be and is hereby endorsed by way of a non-binding advisory vote.		FOR
Special resolutions			
1	Special resolution 1: Authority to repurchase or purchase ordinary 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
2	Special resolution 2: Authorisation to provide financial assistance in terms of sections 44 and/or 45 of the Companies Act.		FOR
3	Special resolution 3: Approval of non-executive directors' fees for services rendered (excluding VAT) as directors for the financial year ending 30 June 2019.	[MOTIVATION: This is in the form of an omnibus resolution which we believe is an inappropriate manner to approve the non-executive directors' remuneration.	AGAINST