

# Responsible Investment

History of Proxy Voting January 2020

MEETING DATE	JSE SHARE CODE	COMPANY NAME	NUMBER	DESCRIPTION	VOTE	
23/01/2020	RPL	RDI REIT	<b>Ordinary Resolutions</b>			<b>Vote</b>
			1	To receive and adopt the Annual Report and audited financial statements for the year ended 31 August 2019	In favour	
			2	To approve the Annual Report on Remuneration for the year ended 31 August 2019	In favour	
			3	To re-elect G.R. Tipper as a Director	In favour	
			4	To re-elect M.J.W. Farrow as an independent Director	In favour	
			5	To re-elect S.E. Ford as an independent Director	In favour	
			6	To re-elect E.A. Peace as an independent Director	In favour	
			7	To elect P. Prinsloo as a Director	In favour	
			8	To re-elect M.J. Watters as a Director	In favour	
			9	To re-elect D.A. Grant as a Director	In favour	
			10	To re-appoint the Independent Auditor	In favour	
			11	To authorise the Audit and Risk Committee to set the remuneration of the Independent Auditor	In favour	
			12	To approve the new Remuneration Policy	Not in favour	
			13	To authorise Directors to allot Ordinary Shares up to the limits set out in the notice of AGM	In favour	
			<b>Special Resolutions</b>			
			14	To authorise Directors to dis-apply pre-emption rights up to the limits set out in the notice of AGM	Not in favour	
15	To authorise Directors to dis-apply pre-emption rights in connection with a Specified Investment up to the limits set out in the notice of AGM	Not in favour				
16	To authorise the Directors to make market purchases of Ordinary Shares up to the limits set out in the notice of the AGM	Not in favour				
24/01/2020	OCT	Octodec Investments	<b>Special Resolutions</b>			<b>Vote</b>
			1	To approve financial assistance to related and interrelated companies	In favour	
			2	To authorise the company and/or its subsidiaries to acquire its shares	Not in favour	
			3	Approval of directors' remuneration for the period 1 September 2020 to 31 August 2021	In favour	
			4	Authority to issue shares to directors who elect the distribution reinvestment alternative	Not in favour	
			<b>Ordinary Resolutions</b>			<b>Vote</b>
			1	To re-elect the directors required to retire in terms of the MOI:		
			1.1	Gerard Kemp	In favour	
			1.2	Myron Pollack	In favour	
			1.3	To confirm the appointment of Nyimpini Mabunda as director	In favour	
			2	To place the unissued shares under the directors' control	In favour	
			3	To approve the issue of shares for cash	In favour	
			4	To approve the reappointment of members of the audit committee		
			4.1	Pieter Strydom (Chairman)	In favour	
			4.2	Derek Cohen	In favour	
4.3	Gerard Kemp	In favour				
4.4	Myron Pollack	Not in favour				
5	To approve the reappointment of auditors	Not in favour				
6	Specific authority to issue shares to shareholders who elect the distribution reinvestment alternative	In favour				
7	To provide signing authority	In favour				

			Non-binding Advisory vote	
			1 To endorse the remuneration policy	In favour
			2 To endorse the remuneration implementation report	In favour
<b>24/01/2020</b>	<b>TON</b>	<b>Tongaat Hulett</b>	<b>Ordinary Resolutions</b>	<b>Vote</b>
			1 Re-appointment of Deloitte as auditors (with Ms R Redfearn as designated auditor)	Not in favour
			2 Re-election of S Beesley as director	In favour
			3 Election of L von Zeuner as director	In favour
			4 Election of J Hudson as director	In favour
			5 Election of R Aitken as director	In favour
			6 Election of L de Beer as director	In favour
			7 Election of J Nel as director	In favour
			8 Election of R Goetzsche as director	In favour
			9 Election of A Sangqu as director	In favour
			10 Election of D Marokane as director	In favour
			Election of Audit and Compliance Committee until the next AGM:	
			11 Election of L de Beer as a member	In favour
			12 Election of R Goetzsche as a member	In favour
			13 Election of J Nel as a member	In favour
			14 Authorising the placing of unissued share capital under the control of directors subject to a maximum of 6 755 625 shares	In favour
			15 Authorising directors to issue shares for cash, subject to a maximum of 6 755 625 shares	In favour
			16 Authorising the adoption of the 2019 Conditional Share Plan	Not in favour
			17 Authorising directors and company secretary to give effect to the resolutions	In favour
			<b>Special Resolutions</b>	
			1 Authorising the repurchase of issued shares, subject to a 5 per cent maximum	In favour
			2 Authorising the remuneration payable to directors for their service as directors of the company	In favour
			3 Approval of Restructuring Committee's Fees	In favour
			4 Financial assistance under the 2019 Conditional Share Plan	Not in favour
			5 Issues of shares under the 2019 Conditional Share Plan	Not in favour
			Non-binding Advisory vote	
			Non-binding advisory vote endorsing the Company's remuneration policy	In favour
			Non-binding advisory vote endorsing the Company's remuneration policy	In favour
<b>29/01/2020</b>	<b>LHC</b>	<b>Life Healthcare</b>	<b>Ordinary Resolutions</b>	<b>Vote</b>
			1 Appointment of independent external auditors	In favour
			2 Re-election of directors	
			2.1 M Jacobs	In favour
			2.2 R Vice	In favour
			2.3 P van der Westhuizen	In favour
			3 Re-election of audit committee members:	
			3.1 PJ Golesworthy (Chairman)	Not in favour
			3.2 AM Mothupi	In favour
			3.3 GC Solomon	Not in favour
			3.4 RT Vice (subject to re-election as per 2.2)	In favour
			4 Advisory endorsement of the Group's remuneration policy and implementation report:	
			4.1 Endorsement of the Group's remuneration policy	In favour
			4.2 Endorsement of the Group's remuneration implementation report	In favour
			5 Authority to sign documents to give effect to resolutions	In favour
			<b>Special Resolutions</b>	
			1 Approval of non-executive directors' remuneration	In favour
			2 General authority to provide financial assistance	In favour
			3 General authority to repurchase Company shares	In favour
			4 Approval of the issue of shares or options and the grant of financial assistance in connection with the Company's share-based incentive schemes	In favour
<b>30/01/2020</b>	<b>CLS</b>	<b>Clicks Group</b>	<b>Ordinary Resolutions</b>	<b>Vote</b>
			1 Adoption of financial statements	In favour
			2 Reappointment of auditor	In favour
			3 Re-election of Fatima Abrahams as a director	In favour
			4 Re-election of Martin Rosen as a director	Not in favour
			5 Election of members of the audit and risk committee	
			5.1 John Bester	Not in favour
			5.2 Fatima Daniels	Not in favour
			5.3 Nonkululeko Gobodo	In favour
			6 Non-binding advisory vote): approval of the company's remuneration policy	Not in favour
			7 (Non-binding advisory vote): approval of the company's implementation report	In favour

			<b>Special Resolutions</b>	<b>Vote</b>
		1	General authority to repurchase shares	In favour
		2	Specific authority to repurchase shares from New Clicks South Africa Proprietary Limited	
		3	Approval of directors' fees	In favour
		4	General approval to provide financial assistance	In favour
		5	Amendments to the memorandum of incorporation	In favour
<b>30/01/2020</b>	<b>SYG</b>	<b>Sygnia Limited</b>	<b>Ordinary Resolutions</b>	<b>Vote</b>
		1	To appoint the auditor of the Company	In favour
		2	To re-elect the non-executive director	
		2.1	Mr I K Moyane	In favour
		2.2	Mr M H Jonas	In favour
		3	To elect the non-executive directors	
		3.1	Ms R Sithubi	In favour
		3.2	Mr G Cavaleros	In favour
		4	To elect the Audit Committee members	
		4.1	Mr G Cavaleros	In favour
		4.2	Mr I K Moyane	In favour
		4.3	Ms R Sithubi	In favour
		5	To authorise the issue of ordinary shares for cash	In favour
		6	Control of authorised but unissued shares	Not in favour
		7	Non-binding advisory vote on the Sygnia remuneration policy	Not in favour
		8	Non-binding advisory vote on the Sygnia implementation report	In favour
		9	To authorise directors and the company secretary to implement special and ordinary resolutions	In favour
			<b>Special Resolutions</b>	
		1	To approve remuneration of non-executive directors	In favour
		2	To authorise the repurchase of shares	Not in favour
		3	To provide financial assistance to subsidiaries and related or inter-related companies	In favour
		4	To provide financial assistance for the subscription or purchase of securities	In favour
<b>31/01/2020</b>	<b>REA/REB</b>	<b>Rebosis Property Fund</b>	<b>Special Resolutions</b>	<b>Vote</b>
		1	General authority to enable the company (or any subsidiary) to repurchase shares of the company	In favour
		2	General authority to provide financial assistance for the subscription and/or purchase of securities in the company or in relation or inter-related companies	In favour
		3	General authority to provide financial assistance for the subscription and/or purchase of securities in the company or in relation or inter-related companies	In favour
		4	Approval of non-executive directors' remuneration for their services as directors	In favour
			<b>Ordinary Resolutions</b>	
		1	Approval of the annual financial statements of the company	Not in favour
		2	To re-elect Thabo Seopa as a director of the company	In favour
		3	To re-elect Francois Froneman as a director of the company	In favour
		4	To re-appoint and appoint members of the audit and risk committee	
		4.1	To re-appoint GFVL Froneman as a member and the chairman of the audit and risk committee	In favour
		4.2	To re-appoint TS Seopa as a member of the audit and risk committee	In favour
		4.3	To re-appoint NV Qangule as a member of the audit and risk committee	In favour
		5	To re-appoint and appoint members of the social & ethics committee	Not in favour
		6	To reappoint BDO South Africa Incorporated as independent external auditors of the company	In favour
		7	General authority to issue shares for cash	In favour
		8	Specific authority to issue shares pursuant to a reinvestment option	In favour
		9	Remuneration policy	Not in favour
		10	Approval of remuneration implementation report	Not in favour
			<b>Special Resolutions</b>	
		5	Approval to issue shares in terms of section 41(1) of the Companies Act	In favour
			<b>Ordinary Resolutions</b>	
		12	To authorise the signature of documentation	In favour
<b>30/01/2020</b>	<b>LTE</b>	<b>Lightcap</b>	<b>Ordinary Resolutions</b>	<b>Vote</b>
		1	Receiving and adopting the audited consolidated and separate financial statements for the year ended 30 September 2019	In favour
		2.1	Re-election of Mark Olivier as a director and election as chairperson	In favour
		2.2	Re-election of Kobus van Biljon as a director	In favour
		2.3	Re-election of Stephen Delpport as a director	In favour

2.4	Re-election of Jan Wandrag as a director	In favour
2.5	Re-election of Justin Muller as a director	In favour
2.6	Re-election of Barry Stuhler as a director	In favour
2.7	Re-election of Karen Bodenstein as a director	In favour
2.8	Election of Paul Edwards as a director	In favour
2.9	Election of David Axten as a director	In favour
3	Re-appointment of auditor and designated audit partner	In favour
4	Authorising directors to determine auditor's remuneration	In favour
5	Approving non-executive directors' fees	In favour
6	Control over unissued shares	Not in favour
7	General authority to issue shares for cash	Not in favour
8	Non-binding advisory vote on remuneration policy	In favour
9	Non-binding advisory vote on remuneration implementation report	In favour
10	Authority for directors and/or the company secretary to implement resolutions)	In favour

#### Special Resolutions

1	Approval to provide financial assistance to related or interrelated companies	In favour
2	Approval of the repurchase of shares	In favour

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#### Ordinary Resolutions

1	Re-appointment of auditors	In favour
2	Re-appointment of retiring directors	
2.1	T Brewer	In favour
2.2	L Human	In favour
2.3	D Kneale	In favour
2.4	M Kuscus	In favour
2.5	K Moroka	Not in favour
3	Appointment of Audit Committee members	
3.1	M Bower	In favour
3.2	B Bullo	In favour
3.3	D Kneale	In favour
4	Non-binding resolution 1: Approval of the remuneration policy	In favour
5	Non-binding resolution 2: Approval of the implementation report	In favour
6	Signature of documents	In favour
7	Approval of Forfeiture Share Plan	In favour

#### Special Resolutions

1	General authority to repurchase shares	In favour
2	Approval of non-executive directors' remuneration for the period 1 October 2019 to 30 September 2020	In favour
3	Financial assistance to related and inter-related companies in terms of Sections 44 and 45 of the Companies Act	In favour