

RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that at the annual general meeting of shareholders held on Tuesday, 14 August 2018 (in terms of the notice of annual general meeting dispatched to shareholders on 16 July 2018), all of the resolutions tabled thereat, were passed by the requisite majority of Vukile shareholders with the exception of special resolution number 5 in respect of financial assistance to executive directors and prescribed officers for participation in the Share Purchase Plan. 74.57% of shareholders voted in favour of special resolution number 5 which relates to the provision of financial assistance to executive directors and prescribed officers for participation in Vukile's Share Purchase Plan. Vukile intends engaging with the two significant shareholders who voted against special resolution number 5 to ascertain the reasons therefore.

Details of the results of voting at the annual general meeting are as follows:

- total number of Vukile shares that could have been voted at the annual general meeting: 875 339 319
- total number of Vukile shares that were present/represented at the annual general meeting: 701 313 244 being 80.12% of the total number of Vukile shares that could have been voted at the annual general meeting.

Special resolution number 1: Financial assistance to related or inter-related companies

Shares voted*	For	Against	Abstentions^
695 022 962	694 980 825, being 99.99%	42 137, being 0.01%	6 290 282, being 0.72%

Special resolution number 2: Financial assistance to employees for participation in the Conditional Share Plan

Shares voted*	For	Against	Abstentions^
695 009 202	675 393 628, being 97.18%	19 615 574, being 2.82%	6 304 042, being 0.72%

Special resolution number 3: Financial assistance to executive directors and prescribed officers for participation in the Conditional Share Plan

Shares voted*	For	Against	Abstentions^
695 009 202	645 662 873, being 92.90%	49 346 329, being 7.10%	6 304 042, being 0.72%

Special resolution number 4: Financial assistance to employees for participation in the Share Purchase Plan

Shares voted*	For	Against	Abstentions^
695 009 202	547 984 898, being 78.85%	147 024 304, being 21.15%	6 304 042, being 0.72%

Special resolution number 5: Financial assistance to executive directors and prescribed officers for participation in the Share Purchase Plan

Shares voted*	For	Against	Abstentions^
695 009 202	518 254 143, being 74.57%	176 755 059, being 25.43%	6 304 042, being 0.72%

Special resolution number 6: Financial assistance for subscription for securities

Shares voted*	For	Against	Abstentions^
695 009 202	598 917 065, being 86.17%	96 092 137, being 13.83%	6 304 042, being 0.72%

Special resolution number 7.1: Non-executive director remuneration: Retainer – Non-executive director

Shares voted*	For	Against	Abstentions^
694 842 166	694 517 739, being 99.95%	324 427, being 0.05%	6 471 078, being 0.74%

Special resolution number 7.2: Non-executive director remuneration: Retainer – Chairman of the board (all inclusive fee)

Shares voted*	For	Against	Abstentions^
694 809 270	574 190 119, being 82.64%	120 619 151, being 17.36%	6 503 974, being 0.74%

Special resolution number 7.3: Non-executive director remuneration: Retainer – Chairman of the audit and risk committee

Shares voted*	For	Against	Abstentions^
694 842 166	694 840 878, being 100%	1 288, being 0.00%	6 471 078, being 0.74%

Special resolution number 7.4: Non-executive director remuneration: Retainer – Chairman of the social, ethics and human resources committee

Shares voted*	For	Against	Abstentions^
694 842 166	694 840 878, being 100%	1 288, being 0.00%	6 471 078, being 0.74%

Special resolution number 7.5: Non-executive director remuneration: Retainer – Chairman of the property and investment committee

Shares voted*	For	Against	Abstentions^
694 842 166	694 840 878, being 100%	1 288, being 0.00%	6 471 078, being 0.74%

Special resolution number 7.6: Non-executive director remuneration: Retainer – Lead independent director

Shares voted*	For	Against	Abstentions^
694 842 166	694 840 878, being 100%	1 288, being 0.00%	6 471 078, being 0.74%

Special resolution number 7.7: Non-executive director remuneration: Attendance fees – Board (excluding the chairman)

Shares voted*	For	Against	Abstentions^
694 855 926	694 854 638, being 100%	1 288, being 0.00%	6 457 318, being 0.74%

Special resolution number 7.8: Non-executive director remuneration: Attendance fees – Audit and risk committee

Shares voted*	For	Against	Abstentions^
694 855 926	694 854 638, being 100%	1 288, being 0.00%	6 457 318, being 0.74%

Special resolution number 7.9: Non-executive director remuneration: Attendance fees – Social, ethics and human resources committee

Shares voted*	For	Against	Abstentions^
694 855 926	694 854 638, being 100%	1 288, being 0.00%	6 457 318, being 0.74%

Special resolution number 7.10: Non-executive director remuneration: Attendance fees – Property and investment committee

Shares voted*	For	Against	Abstentions^
694 855 926	694 854 638, being 100%	1 288, being 0.00%	6 457 318, being 0.74%

Special resolution number 8: Repurchase of shares

Shares voted*	For	Against	Abstentions^
695 022 962	644 181 329, being 92.68%	50 841 633, being 7.32%	6 290 282, being 0.72%

Ordinary resolution number 1: Adoption of annual financial statements

Shares voted*	For	Against	Abstentions^
695 022 962	695 022 962, being 100%	-	6 290 282, being 0.72%

Ordinary resolution number 2: Reappointment of auditors

Shares voted*	For	Against	Abstentions^
695 022 962	576 297 221, being 82.92%	118 725 741, being 17.08%	6 290 282, being 0.72%

Ordinary resolution number 3.1: Re-election of Ms HC Lopion as a director of the company

Shares voted*	For	Against	Abstentions^
695 022 962	693 978 762, being 99.85%	1 044 200, being 0.15%	6 290 282, being 0.72%

Ordinary resolution number 3.2: Re-election of Mr NG Payne as a director of the company

Shares voted*	For	Against	Abstentions^
695 022 962	690 582 516, being 99.36%	4 440 446, being 0.64%	6 290 282, being 0.72%

Ordinary resolution number 3.3: Re-election of Dr RD Mokate as a director of the company

Shares voted*	For	Against	Abstentions^
695 022 962	681 960 426, being 98.12%	13 062 536, being 1.88%	6 290 282, being 0.72%

Ordinary resolution number 3.4: Re-election of Dr GS Moseneke as a director of the company

Shares voted*	For	Against	Abstentions^
695 022 962	693 978 762, being 99.85%	1 044 200, being 0.15%	6 290 282, being 0.72%

Ordinary resolution number 3.5: Election of Ms B Ngonyama as a director of the company

Shares voted*	For	Against	Abstentions^
695 022 962	693 940 142, being 99.84%	1 082 820, being 0.16%	6 290 282, being 0.72%

Ordinary resolution number 3.6: Re-election of Mr H Ntene as a director of the company

Shares voted*	For	Against	Abstentions^
695 022 962	694 363 248, being 99.91%	659 714, being 0.09%	6 290 282, being 0.72%

Ordinary resolution number 4.1: Election of members to audit and risk committee – Dr SF Booysen

Shares voted*	For	Against	Abstentions^
693 820 616	566 547 422, being 81.66%	127 273 194, being 18.34%	7 492 628, being 0.86%

Ordinary resolution number 4.2: Election of members to audit and risk committee – Dr RD Mokate

Shares voted*	For	Against	Abstentions^
695 022 962	694 363 248, being 99.91%	659 714, being 0.09%%	6 290 282, being 0.72%

Ordinary resolution number 4.3: Election of members to audit and risk committee – Ms B Ngonyama

Shares voted*	For	Against	Abstentions^
695 022 962	694 363 248, being 99.91%	659 714, being 0.09%%	6 290 282, being 0.72%

Ordinary resolution number 5: Unissued shares

Shares voted*	For	Against	Abstentions^
695 022 962	595 939 080, being 85.74%	99 083 882, being 14.26%	6 290 282, being 0.72%

Ordinary resolution number 6: General authority to issue shares for cash

Shares voted*	For	Against	Abstentions^
695 022 962	596 031 718, being 85.76%	98 991 244, being 14.24%	6 290 282, being 0.72%

Ordinary resolution number 7.1: Remuneration policy (non-binding advisory vote)

Shares voted*	For	Against	Abstentions^
694 855 926	577 666 259, being 83.13%	117 189 667, being 16.87%	6 457 318, being 0.74%

Ordinary resolution number 7.2: Remuneration implementation report (non-binding advisory vote)

Shares voted*	For	Against	Abstentions^
694 855 926	694 780 893, being 99.99%	75 033, being 0.01%	6 457 318, being 0.74%

Ordinary resolution number 8: Extension of Encha SPV equity funding platform

Shares voted*	For	Against	Abstentions^
629 120 157	629 120 157, being 100%	-	6 290 282, being 0.72%

Ordinary resolution number 9: Extension of authority placing the unissued shares under the control of the directors for specific authority to give effect to the Encha SPV equity funding platform

Shares voted*	For	Against	Abstentions^
695 022 962	689 600 755, being 99.22%	5 422 207, being 0.78%	6 290 282, being 0.72%

Ordinary resolution number 10: Unissued Vukile shares placed under the control of the directors for vendor consideration placings and/or general authority to issue Vukile shares for cash to facilitate the matching placement facility

Shares voted*	For	Against	Abstentions^
695 022 962	659 912 137, being 94.95%	35 110 825, being 5.05%	6 290 282, being 0.72%

Ordinary resolution number 11: General authority to issue Vukile shares for cash in terms of the matching placement facility

Shares voted*	For	Against	Abstentions^
695 022 962	689 600 755, being 99.22%	5 422 207, being 0.78%	6 290 282, being 0.72%

Special resolution number 9: Financial assistance to Encha SPV and related and inter-related persons

Shares voted*	For	Against	Abstentions^
695 022 962	694 548 287, being 99.93%	474 675, being 0.07%	6 290 282, being 0.72%

Special resolution number 10: Issue of Vukile shares to a director

Shares voted*	For	Against	Abstentions^
695 022 962	695 022 962, being 100%	-	6 290 282, being 0.72%

Ordinary resolution number 12: Implementation of resolutions

Shares voted*	For	Against	Abstentions^
695 022 962	695 022 962, being 100%	-	6 290 282, being 0.72%

*excluding abstentions

^ in relation to total shares in issue

In terms of the JSE Listings Requirements, 65 902 805 shares held by Encha SPV and its associates were excluded from voting on ordinary resolution number 8.

15 August 2018

JSE sponsor



NSX sponsor

