

Imperial Holdings Limited
Incorporated in the Republic of South Africa
Registration number: 1946/021048/06
ISIN: ZAE000067211
JSE Share code: IPL
("Imperial" or "Company")

Results of Annual General Meeting (AGM)

Imperial is pleased to advise its shareholders that all the ordinary and special resolutions proposed in the Notice of the AGM dated 14 September 2018 and tabled at the Company's AGM held today, Tuesday 30 October 2018, were passed by the requisite majority of votes cast by shareholders. The voting details with respect to the proposed resolutions were as follows:

Resolutions proposed	Number of shares voted	Percentage of shares voted*	Percentage For**	Percentage Against**	Percentage Abstained*
Ordinary Resolution 1: Financial Statements	165,718,763	79.05	100.00	0.00	0.64
Ordinary Resolution 2: Appointment of Auditors	166,946,972	79.63	85.00	15.00	0.05
Ordinary Resolution 3.1: Appointment of audit committee member - GW Dempster	166,946,632	79.63	99.15	0.85	0.05
Ordinary Resolution 3.2: Appointment of audit committee member - RJA Sparks (Dingaani)	166,946,632	79.63	96.77	3.23	0.05
Ordinary Resolution 3.3: Appointment of audit committee member - P Cooper	166,946,632	79.63	99.20	0.80	0.05
Ordinary Resolution 4.1: Re-appointment of directors - P Cooper	166,946,632	79.63	98.46	1.54	0.05
Ordinary Resolution 4.2: Re-appointment of directors - P Langeni	164,775,887	78.60	76.52	23.48	1.09
Ordinary Resolution 4.3: Re-appointment of directors - T Skweyiya	166,946,732	79.63	99.19	0.81	0.05
Ordinary Resolution 5: Confirmation of remuneration policy	166,939,670	79.63	84.24	15.76	0.06
Ordinary Resolution 6: Implementation of remuneration policy	166,939,670	79.63	51.84	48.16	0.06
Special Resolution 1.1: Directors' fees - Chairman	166,979,292	79.65	99.90	0.10	0.04
Special Resolution 1.2: Directors' fees - Deputy Chairman & Lead Independent Director	166,979,292	79.65	99.85	0.15	0.04
Special Resolution 1.3: Directors' fees - Board member	166,979,292	79.65	99.94	0.06	0.04
Special Resolution 1.4: Directors' fees - Assets and liabilities committee chairman	166,979,292	79.65	99.99	0.01	0.04
Special Resolution 1.5: Directors' fees - Assets and liabilities committee member	166,979,292	79.65	99.99	0.01	0.04
Special Resolution 1.6: Directors' fees - Audit and Risk committee chairman	166,979,292	79.65	99.99	0.01	0.04
Special Resolution 1.7: Directors'	166,979,292	79.65	99.99	0.01	0.04

fees - Audit and Risk committee member					
Special Resolution 1.8: Directors' fees - Divisional Board member	166,979,292	79.65	99.99	0.01	0.04
Special Resolution 1.9: Directors' fees - Divisional Finance and Risk Committee member	166,979,347	79.65	99.99	0.01	0.04
Special Resolution 1.10: Directors' fees - Remuneration committee chairman	166,979,347	79.65	99.99	0.01	0.04
Special Resolution 1.11: Directors' fees - Remuneration committee member	166,979,292	79.65	99.99	0.01	0.04
Special Resolution 1.12: Directors' fees - Nominations committee chairman	166,979,292	79.65	99.99	0.01	0.04
Special Resolution 1.13: Directors' fees - Nominations committee member	166,979,292	79.65	99.99	0.01	0.04
Special Resolution 1.14: Directors' fees - Social, ethics and transformation committee chairman	166,979,292	79.65	99.99	0.01	0.04
Special Resolution 1.15: Directors' fees - Social, ethics and transformation committee member	166,979,292	79.65	99.99	0.01	0.04
Special Resolution 2 - General authority to repurchase company shares	166,976,113	79.65	99.52	0.48	0.04
Ordinary Resolution 7 - Authority over unissued ordinary shares	166,947,072	79.63	96.19	3.81	0.05
Ordinary Resolution 8 - Authority to issue shares for cash	166,947,072	79.63	95.85	4.15	0.05
Special Resolution 3 - S44 Financial assistance	166,946,509	79.63	99.94	0.06	0.05
Special Resolution 4 - S45 Financial assistance	166,946,509	79.63	99.91	0.09	0.05

* Based on the total number of shares in issue at the date of the AGM

** Based on the total number of shares present / represented by proxies at the AGM

In view of the 51.84% vote cast by Imperial shareholders in favour of Ordinary resolution number 6 - Implementation of Remuneration Policy, being less than 75% and triggering the requirement to consult with shareholders, Imperial has commenced a process of engaging with material and concerned shareholders and will continue with this process in the coming weeks.

Shareholders who voted against the Implementation of Remuneration Policy are invited to engage with the company by submitting written questions/comments to the company secretary via e-mail at: rventer@ih.co.za by no later than close of business on Friday 9 November 2018.

Company Secretary
RA Venter

Bedfordview
30 October 2018

Sponsor:
Merrill Lynch South Africa (Pty) Limited