

REX TRUEFORM GROUP LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1937/009839/06)

JSE share code: RTO ISIN: ZAE000250387

JSE share code: RTN ISIN: ZAE000250395

JSE share code: RTOP ISIN: ZAE000250403

("Rex Trueform" or "the company")

**RESULTS OF ANNUAL GENERAL MEETING**

Shareholders are advised that at the annual general meeting of shareholders held on Friday, 29 November 2019 (in terms of the notice dispatched on 31 October 2019) all the resolutions tabled thereat were passed (by way of a poll) by the requisite majority of Rex Trueform shareholders.

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

- total number of Rex Trueform ordinary and "N" ordinary shares (collectively, the "**shares**") that could have been voted at the annual general meeting: 20,752,159 shares (being the aggregate amount of 2,905,805 ordinary shares and 17,846,354 "N" ordinary shares;
- total number of shares that were present/represented at the annual general meeting: 18,290,685 shares (being in aggregate, 88.14% of the total number of shares that could have been voted at the annual general meeting and constituting 89.89% of the aggregate voting rights that could have been exercised at the annual general meeting;
- total number of ordinary shares that were present/represented at the annual general meeting: 2,613,919 ordinary shares (being 89.96% of the total number of ordinary shares that could have been voted at the annual general meeting) with each ordinary share entitling the holder thereof to 200 votes; and
- total number of "N" ordinary shares that were present at the annual general meeting: 15,676,766 "N" ordinary shares (being 87.84% of the total number of "N" ordinary shares that could have been voted at the annual general meeting) with each "N" ordinary share entitling the holder thereof to 1 vote.

Ordinary resolution 1: Approval of annual financial statements

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 "N" ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the "N" ordinary shares)	-	-

Ordinary resolution 2.1: Re-election of PM Naylor as a director of the company

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 "N" ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the "N" ordinary shares)	-	-

Ordinary resolution 2.2: Re-election of MR Molosiwa as a director of the company

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 "N" ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the "N" ordinary shares)	-	-

Ordinary resolution 2.3: Re-election of HB Roberts as a director of the company

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 "N" ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the "N" ordinary shares)	-	-

Ordinary resolution 3: Confirmation of appointment of CL Lloyd as executive director

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 "N" ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the "N" ordinary shares)	-	-

Ordinary resolution 4.1: Election of PM Naylor as a member of the audit committee

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 "N" ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the "N" ordinary shares)	-	-

Ordinary resolution 4.2: Election of HB Roberts as a member of the audit committee

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 "N" ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the "N" ordinary shares)	-	-

Ordinary resolution 4.3: Election of LK Sebatane as a member of the audit committee

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 "N" ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the "N" ordinary shares)	-	-

Ordinary resolution 5: Re-appointment of auditors

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 "N" ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the "N" ordinary shares)	-	-

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

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 "N" ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the "N" ordinary shares)	-	-

Ordinary resolution 7: Control over unissued shares

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 "N" ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the "N" ordinary shares)	-	-

Ordinary resolution 8: Signature of documents

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 "N" ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the "N" ordinary shares)	-	-

Ordinary resolution 9: Non-binding advisory vote on remuneration policy

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 "N" ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the "N" ordinary shares)	-	-

Ordinary resolution 10: Non-binding advisory vote on remuneration implementation report

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 “N” ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the “N” ordinary shares)	-	-

Special resolution 1: Financial assistance

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 “N” ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the “N” ordinary shares)	-	-

Special resolution 2: General authority to acquire shares

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 “N” ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the “N” ordinary shares)	-	-

Special resolution 3: Approval of non-executive directors’ fees

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 “N” ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the “N” ordinary shares)	-	-

Special resolution 4: Allotment and issue of shares to directors and prescribed officers

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 “N” ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the “N” ordinary shares)	-	-

Special resolution 5.1: Amendments to the Memorandum of Incorporation – Approval by shareholders of distributions

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 “N” ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the “N” ordinary shares)	-	-

Special resolution 5.2: Amendments to the Memorandum of Incorporation – Voting powers of board committee members

Actual shares voted	Votes For	Votes Against	Abstentions
18,290,685 shares, being 88.14% of the total number of shares that could have been voted at the annual general meeting, with 2,613,919 ordinary shares being voted and 15,676,766 “N” ordinary shares being voted	538,460,566 votes, being 100% (522,783,800 votes being cast in respect of the ordinary shares and 15,676,766 votes being cast in respect of the “N” ordinary shares)	-	-

2 December 2019

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