

Phumelela Gaming & Leisure Limited
(Incorporated in the Republic of South Africa)
(Registration number 1997/016610/06)
Share code: PHM
ISIN: ZAE000039269
("Phumelela" or "the Company")

REPORT ON ANNUAL GENERAL MEETING PROCEEDINGS AND CHANGES TO THE BOARD

Phumelela shareholders are advised that at the Annual General Meeting of members held on 21 January 2020, the ordinary and special resolutions proposed in the Notice of Annual General Meeting were passed with the requisite majority votes, except for Ordinary Resolutions 7 and 8 as well as Special Resolution 3.

In this regard, Phumelela confirms the voting statistics from the Annual General Meeting as follows:

	%	Number
Total number of shares that could be voted at meeting	100%	99 969 347
Total number of shares present/represented including proxies at meeting (including shares abstained from voting)	80%	79 481 790

	Votes in favour	%	Votes against	%	Abstentions	%
Ordinary resolution 1: To receive and adopt the annual financial statement for the year ended 31 July 2019	78 911 790	99,82%	140 000	0,18%	430 000	0,43%
Ordinary resolution 2: Re-election of the following Director: Mr. JB Walters	63 415 300	80,22%	15 636 490	19,78%	430 000	0,43%
Ordinary resolution 3: Re-election of the following Director: Dr. E Nkosi	71 700 231	90,70%	7 351 577	9,30%	430 000	0,43%
Ordinary resolution 4: Reelection of the following Director: Mrs. NJ Mboweni	71 495 928	90,44%	7 555 862	9,56%	430 000	0,43%
Ordinary resolution 5.1: To elect the following Risk and Audit committee member: Mr. S Muller	78 911 790	99,82%	140 000	0,18%	430 000	0,43%

Ordinary resolution 5.2: To elect the following Risk and Audit committee member: Mr. JB Walters	63 292 283	80,06%	15 759 507	19,94%	430 000	0,43%
Ordinary resolution 5.3: To elect the following Risk and Audit committee member: Mr. SA Mahlalela	74 067 597	93,70%	4 984 193	6,30%	430 000	0,43%
Ordinary resolution 5.4: To elect the following Risk and Audit committee member- Ms. NJ Mboweni	71 372 911	90,29%	7 678 879	9,71%	430 000	0,43%
Ordinary resolution 6: Reappointment of KPMG Inc. as independent auditors for the ensuing year	75 887 428	96,00%	3 164 362	4,00%	430 000	0,43%
Ordinary resolution 7: Placement of shares under the control of the directors	26 210 297	33,16%	52 841 009	66,84%	430 484	0,43%
Ordinary resolution 8: General authority to issue shares for cash	25 902 309	32,77%	53 149 481	67,23%	430 000	0,43%
Ordinary resolution 9: To endorse non-binding advisory vote on Remuneration Policy	63 292 283	80,06%	15 759 507	19,94%	430 000	0,43%
Ordinary resolution 10: To endorse non-binding advisory vote on Remuneration implementation report	63 292 283	80,06%	15 759 507	19,94%	430 000	0,43%
Special resolution 1: To approve the non-executive directors' remuneration for the ensuing year	65 268 520	82,57%	13 782 441	17,43%	430 829	0,43%
Special resolution 2: To enable the provision of financial assistance to related or interrelated companies or corporations or directors and prescribed officers	69 219 982	90,96%	6 882 495	9,04%	3 382 313	3,38%

Special resolution 3: A general approval for the Company to acquire Phumelela Gaming and Leisure Limited Shares	39 703 648	50,23%	39 347 313	49,77%	430 829	0,43%
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CHANGES TO THE BOARD

Shareholders are advised that Mr Bernard Kantor has retired with effect from 21 January 2020 after serving the Board for the past 20 years. Mr Moses Tembe, currently serving as Lead Independent Director, has been appointed chairman of the Board with immediate effect.

The Board would like to thank Mr Kantor for his contribution and leadership as chairman and welcomes Mr Tembe in his new role. The Board also wishes Mr Kantor every success in his future endeavours.

Johannesburg
21 January 2020

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