

Adcock Ingram Holdings Limited

Incorporated in the Republic of South Africa

(Registration number 2007/016236/06)

Share code: AIP ISIN: ZAE000123436

("Adcock Ingram" or "the Company")

RESULTS OF ANNUAL GENERAL MEETING AND CHANGES TO THE BOARD OF DIRECTORS**RESULTS OF ANNUAL GENERAL MEETING**

Shareholders are advised that at the annual general meeting ("AGM") held yesterday, 23 November 2017, convened in terms of the notice of the AGM forming part of the integrated report, all the ordinary and special resolutions proposed at the AGM were passed by the requisite majority of votes, as follows:

Resolutions	Votes carried disclosed as a percentage in relation to the total number of shares voted at the meeting		Number of shares voted	Shares voted disclosed as a percentage in relation to the total issued share capital*	Shares abstained disclosed as a percentage in relation to the total issued share capital*
	For	Against			
Ordinary Resolution 1 To elect the following Non-Executive Director who retires in terms of the Memorandum Of Incorporation (MOI) and makes themselves available for re-election by way of separate resolutions:					
1.1 Dr C Manning	100.00%	0.00%	155 566 293	88.52%	0.03%
1.2 Mr L Ralphs	100.00%	0.00%	155 566 293	88.52%	0.03%
1.3 Ms L Boyce	100.00%	0.00%	155 566 293	88.52%	0.03%
1.4 Ms J John	99.93%	0.07%	155 566 293	88.52%	0.03%
Ordinary Resolution 2 To re-elect the following Non-Executive Directors as Audit Committee members by way of separate resolutions:					
2.1 Mr M Sacks (Chairman)	99.83%	0.17%	155 566 293	88.52%	0.03%
2.2 Prof M Haus	99.83%	0.17%	155 566 293	88.52%	0.03%
2.3 Dr R Stewart	99.57%	0.43%	155 566 293	88.52%	0.03%
2.4 Ms L Boyce	100.00%	0.00%	155 566 293	88.52%	0.03%
2.5 Ms J John	100.00%	0.00%	155 566 293	88.52%	0.03%

Ordinary Resolution 3 To re-appoint EY as the independent external auditors of the Company for the ensuing year (the designated auditor being Mr Dave Cathrall) and to note the remuneration of the independent external auditors as determined by the Audit Committee.	100.00%	0.00%	155 566 293	88.52%	0.03%
Ordinary Resolution 4 To authorise any one director of the Company or the Company Secretary to do all such things and sign all such documents (including any amendments thereto) to implement all the resolutions tabled and approved at this AGM.	99.83%	0.17%	155 566 230	88.52%	0.03%
Ordinary Resolution 5 To endorse by way of a non-binding vote the Company's remuneration policy (excluding the remuneration of the Non-Executive Directors for their services as directors and members of committees).	65.11%	34.89%	155 542 828	88.50%	0.05%
Ordinary Resolution 6 To endorse, by way of a non-binding advisory vote, the Company and Group's remuneration implementation report.	66.38%	33.62%	155 542 843	88.50%	0.05%
Special Resolution 1 To approve the Company to provide financial assistance to related and inter-related parties as contemplated in section 45 of the Companies Act to any of the recipients falling within those identified in the notice of this AGM.	99.51%	0.49%	155 565 853	88.52%	0.03%
Special Resolution 2 To approve the proposed fees and remuneration payable to non-executive directors for their services as directors with effect from 1 December 2017 until the next AGM as set out in the notice of this AGM.	95.77%	4.23%	155 565 853	88.52%	0.03%
Special Resolution 3 To approve the proposed fees and remuneration payable to non-executive directors who were/are members of the Acquisitions Committee, for their services as members of this Committee with effect from April 2015 until 30 November 2017 in accordance with the proposed remuneration as set out in the notice of the AGM.	99.51%	0.49%	155 565 843	88.52%	0.03%

*Total issued share capital is 175,748,048.

The special resolutions will, where necessary, be lodged for registration with the Companies and Intellectual Property Commission in due course.

REMUNERATION POLICY AND IMPLEMENTATION REPORT

The remuneration policy and the implementation report were both voted against by shareholders exercising 25% or more of the voting rights exercised. In accordance with paragraph 3.91 of the JSE Limited Listings Requirements, the Company now invites those shareholders who voted against the remuneration policy and the implementation report (“dissenting shareholders”) to engage with the Company and to raise any questions or concerns they might have. Submissions should please be emailed to the Company Secretary, at ntando.simelane@adcock.com, by no later 28 February 2018. Should dissenting shareholders wish to engage with the Company in person they may likewise email the Company Secretary with their request.

CHANGES TO THE BOARD

In accordance with paragraph 3.59 of the Listings Requirements of the JSE Limited, shareholders are advised that Ms Nompumelelo Madisa has been appointed as Non-Executive Director on the Adcock Board of Directors with effect from 23 November 2017. In addition to being a member of the Board, Ms Madisa will also serve as a member of the Acquisitions Committee.

Chairman, Mr Clifford Raphiri commented:

“On behalf of the Board, I welcome Ms Madisa to the Board of Directors and look forward to her bringing fresh strategic insights to our Board.”

Ms Nompumelelo Madisa

Ms Madisa is a business executive with a Master’s Degree in Finance and Investment from the University of the Witwatersrand. She is an Executive Director at the Bidvest Group Limited and a member of various of its Board Committees. Ms Madisa is also a Director of numerous Bidvest subsidiaries. She has held various senior positions within the Bidvest Group of companies since 2008 and also has experience in the public sector.

The Board wishes Ms Madisa well in her new roles at Adcock.

Johannesburg
24 November 2017

Sponsor

Rand Merchant Bank (a Division of FirstRand Bank Limited)