

Group Five Limited
(Registration number: 1969/000032/06)
(Incorporated in the Republic of South Africa)
Share Code: GRF ISIN Code: ZAE000027405
("Group Five" or "the Company")

RESULTS OF ANNUAL GENERAL MEETING

Group Five shareholders are advised that the voting results for the annual general meeting of Group Five held at the registered offices of the Company on Tuesday, 7 November 2017 were as follows:

Resolution	Number of ordinary shares voted	Percentage of ordinary shares in issue* %	For** %	Against** %	Abstained** %
Ordinary resolution 1: Re-election of directors					
1.1 Election of Dr John Job as a director	94 498 008	84.18	84.70	15.30	0.01
1.2 Election of Dr Thabo Kgogo as a director	94 498 929	84.18	99.14	0.86	0.01
1.3 Election of Edward Williams as a director	94 498 929	84.18	88.77	11.23	0.01
Ordinary resolution 2: Election of group audit committee members					
2.1 Election of Cora Fernandez as member and chairperson of the group audit committee	94 498 929	84.18	100.00	0.00	0.01
2.2 Election of Dr John Job as member of the group audit committee	94 498 008	84.18	84.70	15.30	0.01
2.3 Election of Dr Thabo Kgogo as member of the group audit committee	94 498 929	84.18	99.14	0.86	0.01
2.4 Election of Nazeem Martin as member of the group audit committee	94 498 679	84.18	84.70	15.30	0.01
2.5 Election of Michael Upton as member of the group audit committee	94 498 008	84.18	66.87	33.13	0.01
Ordinary resolution 3 Approval of remuneration policy, through a non-binding advisory vote	94 498 929	84.18	86.65	13.35	0.01
Ordinary resolution 4 Reappointment of auditors	94 498 008	84.18	84.70	15.30	0.01
Ordinary resolution 5 Control of authorised but unissued shares	94 498 329	84.18	72.98	27.02	0.01
Ordinary resolution 6 Authority to sign all documents required	93 692 318	83.46	100.00	0.00	0.73
Special resolution 1 Authorisation of non-executive directors' remuneration	94 498 329	84.18	93.27	6.73	0.01
Special resolution 2	94 498 929	84.18	98.59	1.41	0.01

Resolution	Number of ordinary shares voted	Percentage of ordinary shares in issue* %	For** %	Against** %	Abstained** %
General authority to repurchase shares					
Special resolution number 3 General authority to provide financial assistance to related or inter-related companies	94 498 305	84.18	99.99	0.01	0.01

* Based on 112 258 283 ordinary shares in issue at the date of the annual general meeting.

** In relation to the total number of shares voted at the annual general meeting.

*** In relation to the total number of shares in issue at the date of the annual general meeting.

Based on the above voting results, all resolutions were passed by the requisite majority of Group Five shareholders present in person or represented by proxy at the annual general meeting.

Johannesburg
7 November 2017

Sponsor
Nedbank Corporate and Investment Banking