

RCL FOODS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1966/004972/06)
Share code: RCL
ISIN: ZAE000179438
("RCL FOODS" or "the Company")

REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING

At the 51st(fifty first) annual general meeting ("AGM") of the shareholders of RCL FOODS held today, 8 November 2017, all the ordinary and special resolutions proposed at the meeting were approved by the requisite majority of votes. In this regard, RCL FOODS confirms the voting statistics from the AGM 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 resolutions						
1	Adoption of annual financial statements	99,99890	0,00110	906,919,431	96,91203	0,01671
Re-election of directors						
2.1	Mr RV Smither	99,99890	0,00110	905,982,011	96,81186	0,11688
2.2	Mr DTV Msibi	99,99864	0,00136	905,982,011	96,81186	0,11688
2.3	Mr GM Steyn	99,99890	0,00110	905,982,011	96,81186	0,11688
2.4	Mr M Dally	99,99890	0,00110	906,919,431	96,91203	0,01671
2.5	Mr RH Field	99,99502	0,00498	906,919,431	96,91203	0,01671
3	Re-appointment of external auditors	91,31930	8,68070	906,919,431	96,91203	0,01671
Election of members of the Audit Committee						
4.1	Mr NP Mageza	99,89881	0,10119	905,982,011	96,81186	0,11688

4.2	Mr DTV Msibi	99,99864	0,00136	905,982,011	96,81186	0,11688
4.3	Mr RV Smither	99,99890	0,00110	905,982,011	96,81186	0,11688
5	Control of authorised but unissued shares	83,19074	16,80926	906,919,431	96,91203	0,01671
6	Non-binding advisory vote on the remuneration policy of the company	86,75516	13,24484	906,919,431	96,91203	0,01671
7	Enabling resolution	91,63766	8,36234	906,066,761	96,82092	0,10783
Special resolutions						
1	Financial assistance in terms of sections 44 and 45 of the Companies Act, 2008	89,06254	10,93746	906,919,431	96,91203	0,01671
2	Approval of non-executive directors' remuneration	99,99865	0,00135	906,919,431	96,91203	0,01671

**Total issued share capital is 935,817,145 shares.*

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

Durban
8 November 2017

Sponsor
RAND MERCHANT BANK (A division of FirstRand Bank Limited)