

W G WEARNE LIMITED  
(Incorporated in the Republic of South Africa)  
(Registration number: 1994/005983/06)  
(Share Code: WEA ISIN Code: ZAE000078002)  
("Wearne" or "the company")

#### RESULTS OF ANNUAL GENERAL MEETING AND CHANGES TO DIRECTOR'S DUTIES

##### 1) Results of annual general meeting

Shareholders are advised that, at the annual general meeting of Wearne held today, all the resolutions as set out in the notice of annual general meeting were passed by the requisite majority of shareholders save for Ordinary resolutions 2,4 and 5. Ordinary resolution 3.3 was withdrawn as Mr Patel resigned from the board of directors on 9 October 2017.

The number of shares voted in person or by proxy was 198 085 582 representing 71.67% of the total issued share capital of the same class of Wearne shares.

The resolutions proposed at the meeting, together with the percentage of shares voted or abstained as well as the percentage of votes carried for and against each resolution are displayed below:

##### Ordinary Resolution 1.1

Approval of the re-election of Mr WP van der Merwe as director of the company.

SHARES VOTED	198 085 582	100%
SHARES ABSTAINED	1 206 440	0.61%
VOTES FOR	196 879 142	100%
VOTES AGAINST	0	0%

##### Ordinary Resolution 1.2

Approval of the re- election of Mr JJ Bierman as director of the company.

SHARES VOTED	198 085 582	100%
SHARES ABSTAINED	1 206 440	0.61%
VOTES FOR	196 879 142	100%
VOTES AGAINST	0	0%

##### Ordinary Resolution 1.3

Approval of the re-election of Mr T Chauke as director of the company.

SHARES VOTED	198 085 582	100%
SHARES ABSTAINED	1 206 440	0.61%
VOTES FOR	196 879 142	100%
VOTES AGAINST	0	0%

##### Ordinary Resolution 2:

Approval of the re-appointment of Grant Thornton as the independent registered auditor of the company for the ensuing year.

SHARES VOTED	198 085 582	100%
SHARES ABSTAINED	1 206 440	0.61%
VOTES FOR	93 751 050	47.62%
VOTES AGAINST	103 128 092	52.38%

##### Ordinary Resolution 3

Approval of the audit committee members.

SHARES VOTED	198 085 582	100%
SHARES ABSTAINED	1 206 440	0.61%
VOTES FOR	196 879 142	100%
VOTES AGAINST	0	0%

Ordinary Resolution 3.1:

Approval of election of Mr W van der Merwe as a member of the company's Audit & Risk Committee.

SHARES VOTED	198 085 582	100%
SHARES ABSTAINED	1 206 440	0.61%
VOTES FOR	196 879 142	100%
VOTES AGAINST	0	0%

Ordinary Resolution 3.2:

Approval of election of Mr T Chauke as a member of the company's Audit & Risk Committee.

SHARES VOTED	198 085 582	100%
SHARES ABSTAINED	1 206 440	0.61%
VOTES FOR	196 879 142	100%
VOTES AGAINST	0	0%

Ordinary Resolution 3.3:

This resolution was withdrawn as Mr Patel resigned from the board of directors on 9 October 2017.

Ordinary Resolution 4:

Authority to directors to allot and issue unissued ordinary shares.

SHARES VOTED	198 085 582	100%
SHARES ABSTAINED	1 206 440	0.61%
VOTES FOR	113 711 178	57.76%
VOTES AGAINST	83 167 964	42.24%

Ordinary Resolution 5:

Authority to directors to issue shares for cash.

SHARES VOTED	198 085 582	100%
SHARES ABSTAINED	1 206 440	0.61%
VOTES FOR	113 711 178	57.76%
VOTES AGAINST	83 167 964	42.24%

Ordinary Resolution number 6:

Approval of the remuneration policy by way of a non-binding advisory vote.

SHARES VOTED	198 085 582	100%
SHARES ABSTAINED	1 206 440	0.61%
VOTES FOR	196 629 142	99.87%
VOTES AGAINST	250 000	0.13%

Ordinary Resolution number 7:

Approval of signing authority.

SHARES VOTED	198 085 582	100%
--------------	-------------	------

SHARES ABSTAINED	1 206 440	0.61%
VOTES FOR	196 879 142	100%
VOTES AGAINST	0	0%

Special resolution no. 1:

General authority for the company to repurchase its own shares.

SHARES VOTED	198 085 582	100%
SHARES ABSTAINED	1 206 440	0.61%
VOTES FOR	196 879 142	100%
VOTES AGAINST	0	0%

Special Resolution 2:

Approval of the remuneration of non-executive directors.

SHARES VOTED	198 085 582	100%
SHARES ABSTAINED	1 206 440	0.61%
VOTES FOR	196 879 142	100%
VOTES AGAINST	0	0%

Special Resolution 3:

Authority to provide financial assistance to related and inter-related companies.

SHARES VOTED	198 085 582	100%
SHARES ABSTAINED	1 206 440	0.62%
VOTES FOR	192 978 284	100%
VOTES AGAINST	0	0%

## 2) Changes to Director's Duties

Shareholders are advised of the following changes in Director's duties in terms of section 3.59(c) of the JSE Listings Requirements:

Mr Terrence Chauke has been appointed as chairman of the risk committee, a member of the audit committee, a member of the nominations committee and chairman of the remuneration committee with effect from 3 November 2017.

Johannesburg  
3 November 2017

Designated Adviser  
Exchange Sponsors