

WILSON BAYLY HOLMES - OVCON LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1982/011014/06)
Share code: WBO
ISIN: ZAE000009932
("the company")

REPORT ON ANNUAL GENERAL MEETING PROCEEDINGS

Wilson Bayly Holmes Ovcon-Limited shareholders are advised that at the Annual General Meeting of shareholders held on Wednesday, 22 November 2017, all the ordinary and special resolutions as proposed in the Notice of the Annual General Meeting were approved by the requisite majority of members. In this regard, WBHO confirms the voting statistics from the AGM as follows:

	%	Number
Total Number of shares that could be voted at the meeting	100%	63 190 064
Total number of shares present/represented including proxies at meeting	71%	44 612 122
Total number of members present		9

	Votes In favour	%	Votes against	%	Abstentions
Ordinary resolution number 1 Re: Appointment of the auditors	36 313 278	82.16%	7 885 259	17.84%	413 585
Ordinary resolution number 2 Re -Election of Mr RW Gardiner as director	44 479 104	99.91%	39 893	0.09%	93 125
Ordinary resolution number 3.1 Appointment of Ms AN Matyumza as Audit committee Resolution Withdrawn					
Ordinary resolution number 3.2 Appointment of Mr RW Gardiner as Audit Committee member	44 449 227	99.91%	39 893	0.09%	123 002
Ordinary resolution number 3.3 Appointment of Ms SN Maziya as Audit Committee member	43 919 747	98.72%	569 373	1.28%	123 002
Ordinary resolution number 4 Endorsement of remuneration policy	43 065 728	96.74%	1 453 119	3.26%	93 275
Ordinary resolution number 5 Endorsement of remuneration Policy Implementation report	42 959 451	96.50%	1 559 396	3.50%	93 275
Ordinary resolution number 6 Placing unissued shares under the control of the directors	29 930 124	67.23%	14 588 883	32.77%	93 115

Ordinary resolution number 7 Directors' authority to implement special and ordinary resolutions	44 519 007	100%		0.00%	93 115
Special resolution number 1 Approval of directors' fees for 2017/2018 financial year	43 938 840	98.93%	474 530	1.07%	198 752
Special resolution number 2 Authority to provide financial assistance in terms of section 44 and 45 of the Act.	42 431 041	95.31%	2 087 806	4.69%	93 275
Special resolution number 3 General approval to repurchase company Shares	44 412 630	100%	890	0.00%	198 602

Johannesburg
23 November 2017

Sponsor
Investec Bank Limited