

ASTRAL FOODS LIMITED
 "Astral Foods" or "the company"
 (Reg. No. 1978/003194/06)
 (Incorporated in the Republic of South Africa)
 Share Code: ARL
 ISIN Code: ZAE000029757

RESULTS OF ANNUAL GENERAL MEETING - THURSDAY 8 FEBRUARY 2018

The annual general meeting of Astral Foods ("AGM") was held today, Thursday, 8 February 2018. The detailed results of the voting are as follows:

Resolution	Number of shares voted	Percentage of shares in issue*	For** %	Against** %	Abstained *** %
ORDINARY BUSINESS					
1. Ordinary resolution number 1: To adopt the annual financial statements for the year ended 30 September 2017	27 214 186	63.51	100.00	0.00	0.26
2.1 Ordinary resolution number 2.1: To re- elect Mrs TM Shabangu as director	27 318 908	63.75	95.96	4.04	0.02
2.2 Ordinary resolution number 2.2: To re- elect Mrs TP Maumela as director	27 318 908	63.75	98.81	1.19	0.02
3.1 Ordinary resolution number 3.1: To re- elect Mr DJ Fouché as member of the Audit and Risk Management Committee	27 318 908	63.75	98.77	1.23	0.02
3.2 Ordinary resolution number 3.2: To re- elect Dr MT Lategan as member of the Audit and Risk Management Committee	18 157 286	42.37	87.02	12.98	21.40
3.3 Ordinary resolution number 3.3: To re- elect Mrs TM Shabangu as member of the Audit and Risk Management Committee	27 318 908	63.75	98.81	1.19	0.02
4.1 Ordinary resolution number 4.1: To re- elect Mr GD Arnold as member of the Social and Ethics Committee	27 318 908	63.75	98.09	1.91	0.02

Resolution	Number of shares voted	Percentage of shares in issue* %	For** %	Against** %	Abstained *** %
4.2 Ordinary resolution number 4.2: To re-elect Dr T Eloff as member of the Social and Ethics Committee	27 318 908	63.75	98.81	1.19	0.02
4.3 Ordinary resolution number 4.3: To re-elect Mr LW Hansen as member of the Social and Ethics Committee	27 318 908	63.75	98.09	1.91	0.02
4.4 Ordinary resolution number 4.4: To re-elect Mrs TP Maumela as member of the Social and Ethics Committee	27 318 908	63.75	98.81	1.19	0.02
5. Ordinary resolution number 5: To re-appoint PricewaterhouseCoopers Inc. as auditors for the 2018 financial year	27 318 908	63.75	78.33	21.67	0.02
6. Ordinary resolution number 6: To confirm the authority of the Audit and Risk Management Committee to determine the remuneration of the auditors	27 318 908	63.75	99.96	0.04	0.02
7. Ordinary resolution number 7: To endorse the company's Remuneration Policy	27 237 442	63.56	51.98	48.02	0.21
8. Ordinary resolution number 8: To endorse the company's Remuneration Implementation Report	27 237 392	63.56	48.49	51.51	0.21
9. Ordinary resolution number 9: To authorise any director or the Company Secretary to sign documentation necessary to implement the ordinary and special resolutions passed at the annual general meeting	27 318 538	63.75	100.00	0.00	0.02
10. Ordinary resolution number 10: To adopt the new Forfeitable Share Plan	27 318 538	63.75	93.76	6.24	0.02

Resolution	Number of shares voted	Percentage of shares in issue* %	For** %	Against** %	Abstained *** %
SPECIAL BUSINESS					
11. Special resolution number 1: To approve the remuneration payable to the non-executive chairman	26 996 373	63.00	72.62	27.38	0.77
12. Special resolution number 2: To approve the remuneration payable to non-executive directors	27 312 538	63.74	99.95	0.05	0.03
13. Special resolution number 3: To compensate the newly appointed lead independent non-executive director for services rendered	27 318 538	63.75	99.24	0.76	0.02
14. Special resolution number 4: To reimburse Value Added Tax levied against certain directors	27 318 538	63.75	99.00	1.00	0.02
15. Special resolution number 5: To authorise the directors to approve actions related to transactions amounting to financial assistance to related parties and inter-related companies	27 316 917	63.75	99.28	0.72	0.02
16. Special resolution number 6: To allow financial assistance for employee participation in the forfeitable share plan (section 44 of the Companies Act)	27 318 908	63.75	99.22	0.78	0.02
17. Special resolution number 7: To allow financial assistance for executive directors and prescribed officers to participate in the forfeitable share plan (Section 45)	27 318 908	63.75	99.21	0.79	0.02

- * Based on 42 852 385 shares in issue as at 2 February 2018.
- ** In relation to the total number of shares voted at the AGM.
- *** In relation to the total number of shares in issue as at the date of the AGM.

Shareholders are further advised that due to ordinary resolutions number 7 and 8 relating to the non-binding endorsement of the remuneration policy and the remuneration implementation report being voted against by more than 25% of Astral Foods shareholders present in person or represented by proxy at the AGM, Astral Foods now invites such dissenting shareholders to engage with the company as follows:

1. a telephone conference has been arranged for Thursday 22 February 2018 from 09:00 to 11:00;
2. all dissenting shareholders to confirm their participation to the company secretary by e-mail at maryna.eloff@astralfoods.com by no later than close of business on Tuesday 20 February 2018. Dial-in details for the telephone conference will then be provided; and
3. dissenting shareholders are further invited to forward their concerns/questions on the remuneration policy and the remuneration implementation report to the company secretary in writing by close of business on Friday 16 February 2018.

Pretoria
8 February 2018

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