

**RHODES FOOD GROUP HOLDINGS LIMITED**

Incorporated in the Republic of South Africa

(Registration number: 2012/074392/06)

Share code: RFG ISIN: ZAE000191979

("RFG" or "the Company")

**REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING**

At the 5th annual general meeting ("AGM") of the shareholders of RFG held today, 1 March 2018 all the ordinary and special resolutions proposed at the meeting were approved by the requisite majority of votes. In this regard, RFG 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			
<b>Ordinary resolution number 1:</b> Election of Bongwiwe Njobe as a director	99.994%	0.006%	216 431 600	82.368%	0.063%
<b>Ordinary resolution number 2:</b> Re-election of Mark Bower as a director	99.998%	0.002%	216 432 888	82.368%	0.063%
<b>Ordinary resolution number 3:</b> Re-election of Thabo Leeuw as a director	99.998%	0.002%	216 432 888	82.368%	0.063%
<b>Ordinary resolution number 4:</b> Appointment of Mark Bower to the Audit and Risk Committee	99.998%	0.002%	216 432 888	82.368%	0.063%
<b>Ordinary resolution number 5:</b> Appointment of Thabo Leeuw to the Audit and Risk Committee	99.998%	0.002%	216 432 888	82.368%	0.063%
<b>Ordinary resolution number 6:</b> Appointment of Andrew Makenete to the Audit and Risk Committee	99.994%	0.006%	216 431 600	82.368%	0.063%
<b>Ordinary resolution number 7:</b> Re-	91.596%	8.404%	216 431 768	82.368%	0.063%

appointment of the independent registered auditor					
<b>Ordinary resolution number 8:</b> Control of authorised but unissued ordinary shares	86.114%	13.886%	216 439 439	82.371%	0.060%
<b>Ordinary resolution number 9:</b> Authority to issue ordinary shares	88.427%	11.573%	216 439 689	82.371%	0.060%
<b>Ordinary resolution number 10:</b> Signature of documents	99.990%	0.010%	216 429 423	82.367%	0.064%
<b>Non-binding advisory resolution number 1:</b> Approval of the remuneration policy	86.227%	13.773%	216 409 279	82.359%	0.072%
<b>Non-binding advisory resolution number 2:</b> Approval of the implementation report	86.227%	13.773%	216 409 279	82.359%	0.072%
<b>Special resolution number 1:</b> Approval of the non-executive directors' fees	90.804%	9.196%	216 398 994	82.356%	0.076%
<b>Special resolution number 2:</b> General authority to repurchase shares	99.996%	0.004%	216 398 104	82.355%	0.076%
<b>Special resolution number 3:</b> Loans or other financial assistance to related companies	99.984%	0.016%	216 451 138	82.375%	0.055%

*\*Total issued share capital is 253 762 018 Ordinary shares and 9 000 000 A Preference shares.*

Cape Town  
1 March 2018

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