

# BARLOWORLD LIMITED - Results of annual general meeting

Results of annual general meeting

Barloworld Limited  
 (Incorporated in the Republic of South Africa)  
 (Registration number 1918/000095/06)  
 (Income tax registration number 9000/051/71/5)  
 (Share code: BAW)  
 (JSE ISIN: ZAE000026639)  
 (Share code: BAWP)  
 (JSE ISIN: ZAE000026647)  
 (Namibian Stock Exchange share code: BWL)  
 ("Barloworld" or the "Company")

## RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that the voting results for the annual general meeting (the "AGM") of Barloworld held on Thursday, 14 February 2019 were as follows:

Resolution	Number of shares voted	Percentage of shares in issue* %	For** %	Against** %	Abstained*** %
Ordinary resolution 1: Acceptance of financial statements	173 660 765	81.51	100.00	-	0.63
Ordinary resolution 2: Re-election of Ms NP Dongwana	173 660 765	81.51	91.36	8.64	0.01
Ordinary resolution 3: Re-election of Ms O Ighodaro			WITHDRAWN		
Ordinary resolution 4: Election of Ms Neo Mokhesi	173 653 385	81.50	99.78	0.22	0.01
Ordinary resolution 5: Election of Mr Hugh Molotsi	173 660 765	81.51	99.99	0.01	0.01
Ordinary resolution 6: Re-election of Mr SS Ntsaluba as a member and chair of the audit committee	173 662 465	81.51	100.00	-	0.01
Ordinary resolution 7: Re-election of Ms FNO Edozien as a member of the audit committee	173 662 465	81.51	96.18	3.82	0.02
Ordinary Resolution 8: Re-election of Ms HH Hickey as a member of the audit	173 662 465	81.51	99.88	0.12	0.01

committee						
Ordinary Resolution 9: Re-election of Mr M Lynch-Bell as a member of the audit committee	173 662 465	81.51	84.23	15.77	0.02	
Ordinary Resolution 10: Re-election of MS NP Mnxasana as a member of the audit committee	173 662 465	81.51	91.86	8.14	0.01	
Ordinary Resolution 11: Appointment of external auditor	173 662 465	81.51	91.82	8.18	0.01	
Ordinary resolution 12.1: Non-binding advisory vote on remuneration policy	173 662 465	81.51	72.42	27.58	0.07	
Ordinary resolution 12.2: Non-binding advisory vote on implementation report	173 662 465	81.51	97.67	2.33	0.01	
Special resolution 1: Approval of non-executive directors' fees						
1.1 Chairman of the board	173 662 465	81.51	98.00	2.00	0.01	
1.2 Resident non-executive directors	173 662 465	81.51	98.83	1.17	0.01	
1.3 Non-resident non- executive directors	173 662 465	81.51	99.89	0.11	0.01	
1.4 Resident chairman of the audit committee	173 662 465	81.51	98.73	1.27	0.01	
1.5 Resident members of the audit committee	173 662 465	81.51	98.82	1.18	0.01	
1.6 Non-resident members of the audit committee	173 662 465	81.51	98.82	1.18	0.01	
1.7 Resident chairman of the remuneration committee	173 662 465	81.51	98.82	1.18	0.01	
1.8 Resident chairman of the social, ethics and transformation committee	173 662 465	81.51	99.99	0.01	0.01	
1.9 Resident chairman of the risk and sustainability committee	173 662 465	81.51	100.00	-	0.01	
1.10 Resident chairman of the general purposes committee	173 662 465	81.51	98.82	1.18	0.01	
1.11 Resident chairman of the nomination committee	173 636 728	81.49	100.00	-	0.01	
1.12 Resident members of each of the board committees other than the audit committee	173 657 965	81.50	100.00	-	0.01	
1.13 Non-resident members	173 636 728	81.49	100.00	-	0.01	

of each of the board committees other than the audit committee						
Special resolution 2: Approval of loans or other financial assistance to related or inter-related companies and corporations	173 662 465	81.51	98.81	1.19		0.01
Special resolution 3: General authority to acquire the Company's own shares	173 662 465	81.51	97.24	2.76		0.01

- \* Based on 213 067 583 shares in issue as at the date of the AGM.
- \*\* 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.

Based on the above voting results, all resolutions were passed by the requisite majority of Barloworld shareholders present in person or represented by proxy at the AGM.

Shareholders are further advised that due to Ordinary resolution 12.1 relating to the non-binding advisory vote on the remuneration policy being voted against by more than 25% of Barloworld shareholders present in person or represented by proxy at the AGM, Barloworld has commenced engagement with such shareholders on an individual basis as required by the JSE Limited Listings Requirements.

15 February 2019

Sponsor  
Nedbank Corporate and Investment Banking, a division of Nedbank Limited

Date: 15/02/2019 10:00:00 Produced by the JSE SENS Department. The SENS service is an information dissemination service administered by the JSE Limited ('JSE').  
The JSE does not, whether expressly, tacitly or implicitly, represent, warrant or in any way guarantee the truth, accuracy or completeness of the information published on SENS. The JSE, their officers, employees and agents accept no liability for (or in respect of) any direct, indirect, incidental or consequential loss or damage of any kind or nature, howsoever arising, from the use of SENS or the use of, or reliance on, information disseminated through SENS.