

# NAMPAK LIMITED - Results of the annual general meeting

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Nampak Limited  
(Incorporated in the Republic of South Africa)  
Registration Number: 1968/008070/06  
Share Code: NPK  
ISIN: ZAE 000071676  
("Nampak")

Results of the annual general meeting of Nampak Limited held on  
1 February 2018

Nampak shareholders are advised that the results of the business  
conducted at the annual general meeting held on Thursday, 1 February  
2018 at The Forum at The Campus, Wanderers building, 57 Sloane Street,  
Bryanston, South Africa, are as follows:

- On Friday, 26 January 2018, the record date of the annual general meeting, the total number of Nampak shares in issue was 689 766 631 of which 644 695 777(excluding the treasury shares) were eligible to vote.
  - The total number of shares that were present in person or by proxy at the annual general meeting was 581 710 020 being 90.23% of the total number of Nampak shares that could have been voted at the annual general meeting.
1. The audited annual financial statements of the Company and the Group, including the reports of the directors, external auditors, the audit committee and the social, ethics and transformation committee for the financial year ended 30 September 2017 were presented.
  2. Ordinary resolution number 1: to re-elect RJ Khoza as a director of the Company:

For	Against	Abstain	Shares voted
530 319 711	49 968 521	1 421 788	580 288 232
91.39%	8.61%	0.22%	90.01%
  3. Ordinary resolution number 2: to re-elect TT Mboweni as a director of the Company:

For	Against	Abstain	Shares voted
571 235 428	9 050 823	1 423 769	580 286 251
98.44%	1.56%	0.22%	90.01%
  4. Ordinary resolution number 3: to re-elect IN Mkhari as a director

of the Company:

For	Against	Abstain	Shares voted
580 253 696	33 786	1 422 538	580 287 482
99,99%	0.01%	0.22%	90.01%

5. Ordinary resolution number 4: to re-elect E Ikazoboh as a director of the Company:

For	Against	Abstain	Shares voted
579 728 224	559 258	1 422 538	580 287 482
99.90%	0.10%	0.22%	90.01%

6. Ordinary resolution number 5: to elect J John as a director of the Company:

For	Against	Abstain	Shares voted
579 842 687	445 545	1 421 788	580 288 232
99,92%	0.08%	0.22%	90.01%

7. Ordinary resolution number 6: to elect MMF Seleokane as a director of the Company:

For	Against	Abstain	Shares voted
578 315 235	1 972 247	1 422 538	580 287 482
99.66%	0.34%	0.22%	90.01%

8. Ordinary resolution number 7: to re-appoint Deloitte & Touche as external auditors and to appoint T Kalan as the designated individual registered auditor:

For	Against	Abstain	Shares voted
562 595 105	17 706 327	1 408 588	580 301 432
96.95%	3.05%	0.22%	90.01%

9. Ordinary resolution number 8: to appoint RC Andersen as a member of the audit committee:

For	Against	Abstain	Shares voted
568 404 745	11 883 487	1 421 788	580 288 232
97.95%	2.05%	0.22%	90.01%

10. Ordinary resolution number 9: to appoint NV Lila as a member of the audit committee:

For	Against	Abstain	Shares voted
580 262 896	24 586	1 422 538	580 287 482
100%	0.00%	0.22%	90.01%

11. Ordinary resolution number 10: to appoint IN Mkhari as a member of the audit committee:

For	Against	Abstain	Shares voted
580 263 096	24 386	1 422 538	580 287 482
100%	0.00%	0.22%	90.01%

12. Ordinary resolution number 11: to appoint J John as a member of the

audit committee:

For	Against	Abstain	Shares voted
579 381 663	906 569	1 421 788	580 288 232
99.84%	0.16%	0.22%	90.01%

13. To endorse on an advisory basis the company's remuneration policy:

For	Against	Abstain	Shares voted
362 973 652	213 352 199	5 384 169	576 325 851
62.98%	37.02%	0.84%	89.40%

14. To endorse on an advisory basis the implementation report of the company's remuneration policy:

For	Against	Abstain	Shares voted
360 387 117	216 226 005	5 096 898	576 613 122
62.50%	37.50%	0.79%	89.44%

In order to give effect to the minimum measures referred to in King IV, and given that the remuneration policy and the implementation report were voted against by shareholders exercising 25% and more of the voting rights exercised, Nampak invites all dissenting shareholders to submit their reasons for voting against the policy and the implementation report to Ms Kidd at [Lynne.Kidd@nampak.com](mailto:Lynne.Kidd@nampak.com), whereafter, depending on the number and nature of submissions received, Nampak will contact such shareholders as soon as possible to arrange further engagement as required.

15. Special resolution number 1: to approve the fees payable to the non-executive directors with effect from 1 October 2017:

For	Against	Abstain	Shares voted
579 222 361	1 059 490	1 428 169	580 281 851
99.82%	0.18%	0.22%	90.01%

16. Special resolution number 2: to authorise the board of directors of the company to provide financial assistance in terms of sections 44 and 45 of the Companies Act:

For	Against	Abstain	Shares voted
405 284 610	175 875 200	550 210	581 159 810
69.74%	30.26%	0.09%	90.14%

17. Special resolution number 3: to authorise the board of directors of the company to approve the general repurchase by the company or purchase by any of its subsidiaries of any of the company's ordinary shares on the JSE Limited:

For	Against	Abstain	Shares voted
569 574 515	7 078 028	5 057 477	576 652 543
98.77%	1.23%	0.78%	89.45%

18. Special resolution number 4: to authorise the board of directors of

the company, when any general repurchase by the company takes place, to approve the purchase by the company of its issued shares from a director and/ or a prescribed officer of the company, and/or person related to a director or prescribed officer of the company:

For	Against	Abstain	Shares voted
555 436 942	21 217 582	5 055 496	576 654 524
96.32%	3.68%	0.78%	89.45%

Bryanston

1 February 2018

Sponsor:

UBS South Africa (Pty) Ltd

Date: 01/02/2018 05:12:00 Produced by the JSE SENS Department. The SENS service is an information dissemination service administered by the JSE Limited ('JSE').

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