

# RHODES FOOD GROUP HOLDINGS LIMITED - Report on proceedings at the annual general meeting

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Rhodes Food Group Holdings Limited  
(Incorporated in the Republic of South Africa)  
Registration number: 20012/074392/06  
Share code: RFG  
ISIN: ZAE000191979  
("Rhodes" or "the Company")

## REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING

At the annual general meeting ("Annual General Meeting" or "the meeting") of the shareholders of Rhodes held today, Thursday, 21 February 2019, the resolutions proposed at the meeting were unaltered from that reflected in the Notice of Annual General Meeting and were approved by the requisite majority of votes.

In this regard, Rhodes confirms the voting statistics from the Annual General Meeting as follows:

Total number of shares in issue	262,762,018	
Treasury shares (excluded from voting)		1,125,000
Total number of shares ("voteable shares")		261,637,018
Total number of shares represented (including proxies) at the Annual General Meeting		231,574,624
Proportion of total voteable shares represented at the Annual General Meeting		88.51%

Resolutions	Votes cast as a percentage of the total number of shares voted at the meeting		Number of Shares Voted	Shares voted as a percentage of the total capital	Shares abstained as a percentage of the total issued
	issued share	share capital			
	For	Against			
Ordinary resolution 1: Re-election of director - Mr B Henderson	99.998%	0.002%	231,413,734	88.070%	0.061%
Ordinary resolution 2: Re-election of director - Mr C Schoombie	99.989%	0.011%	231,413,734	88.070%	0.061%
Ordinary resolution 3: Re-election of director - Dr Y Muthien	99.998%	0.002%	231,415,234	88.070%	0.061%
Ordinary resolution 4: Appointment of Mr M Bower to the audit and risk committee	99.998%	0.002%	231,413,734	88.070%	0.061%
Ordinary resolution 5: Appointment of Mr T Leeuw to the audit and risk committee	99.998%	0.002%	231,413,734	88.070%	0.061%
Ordinary resolution 6: Appointment of Mr A Makenete to the audit and risk committee	99.265%	0.735%	231,415,054	88.070%	0.061%

Ordinary resolution 7: Reappointment of the independent registered auditor	81.261%	18.739%	231,413,734	88.070%	0.061%
Ordinary resolution 8: Control of authorised but unissued ordinary shares	67.730%	32.270%	231,393,269	88.062%	0.069%
Ordinary resolution 9: Authority to issue ordinary shares	80.902%	19.098%	231,415,234	88.070%	0.061%
Ordinary resolution 10: Signature of documents	99.999%	0.001%	231,393,269	88.062%	0.069%
Non-binding advisory resolution 1: Approval of the remuneration policy	87.064%	12.936%	231,413,804	88.070%	0.061%
Non-binding advisory resolution 2: Approval of the implementation report	88.302%	11.698%	231,391,839	88.061%	0.070%
Special resolution 1: Approval of the non-executive directors' fees	99.996%	0.004%	231,393,169	88.062%	0.069%
Special resolution 2: General authority to repurchase shares	99.999%	0.001%	231,413,804	88.070%	0.061%
Special resolution 3: Loans or other financial assistance to related companies	93.841%	6.159%	224,405,828	85.403%	2.728%

The special resolutions will, where necessary, be lodged for registration with the Companies and Intellectual Property Commission in due course.

Groot Drakenstein

22 February 2019

Sponsor

RAND MERCHANT BANK (A division of FirstRand Bank Limited)

Prepared by: The Meeting Specialist (Pty) Ltd

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