

REDEFINE PROPERTIES LIMITED - Results of annual general meeting

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REDEFINE PROPERTIES LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1999/018591/06)
JSE share code: RDF ISIN: ZAE000190252
(Approved as a REIT by the JSE)
("Redefine" or the "company" or the "group")

RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that at the annual general meeting of shareholders held on Thursday, 14 February 2019 (in terms of the notice dispatched on Thursday, 27 December 2018) all the resolutions tabled thereat were passed by the requisite majority of Redefine shareholders.

Details of the results of voting at the annual general meeting are as follows:

- total number of Redefine shares in issue as at the date of the annual general meeting: 5 765 799 764 (including 5 876 766 treasury shares);
- total number of Redefine shares that could have been voted at the annual general meeting: 5 759 922 998 (excluding the treasury shares); and
- total number of Redefine shares that were present/represented at the annual general meeting: 4 402 650 069, being 76.44% of the total number of Redefine shares that could have been voted at the annual general meeting.

Ordinary resolution 1: Election of Ms A Dambuza as an independent non-executive director

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 205 658 801, being 96.10%	170 855 746, being 3.90%	26 135 522, being 0.45%

Ordinary resolution 2: Election of Ms L Sennelo as an independent non-executive director

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 205 125 288, being 96.08%	171 389 259, being 3.92%	26 135 522, being 0.45%

Ordinary resolution 3: Election of Ms S Zilwa as an independent non-executive director

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 201 334 875, being 96.00%	175 179 672, being 4.00%	26 135 522, being 0.45%

Ordinary resolution 4: Re-election of Mr H Mehta as a non-executive director

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	3 649 080 452, being 83.38%	727 434 095, being 16.62%	26 135 522, being 0.45%

Ordinary resolution 5: Re-election of Mr M Barkhuysen as an independent non-executive director

Shares voted*	For	Against	Abstentions^
4 376 503 176, being 75.90%	4 093 350 663, being 93.53%	283 152 513, being 6.47%	26 146 893, being 0.45%

Ordinary resolution 6: Re-election of Ms N Langa-Royds as an independent non-executive director

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	3 977 973 201, being 90.89%	398 541 346, being 9.11%	26 135 522, being 0.45%

Ordinary resolution 7: Re-election of Mr M Wainer as an executive director

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	3 978 562 176, being 90.91%	397 952 371, being 9.09%	26 135 522, being 0.45%

Ordinary resolution 8.1: Election of Ms B Mathews as the chairperson and member of the audit committee

Shares voted*	For	Against	Abstentions^
4 376 503 176, being 75.90%	4 202 338 899, being 96.02%	174 164 277, being 3.98%	26 146 893, being 0.45%

Ordinary resolution 8.2: Election of Ms L Sennelo as a member of the audit committee

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 205 119 465, being 96.08%	171 395 082, being 3.92%	26 135 522, being 0.45%

Ordinary resolution 8.3: Election of Ms S Zilwa as a member of the audit committee

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 201 886 262, being 96.01%	174 628 285, being 3.99%	26 135 522, being 0.45%

Ordinary resolution 9: Appointment of PricewaterhouseCoopers Inc. as the independent registered auditors

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 205 136 659, being 96.08%	171 377 888, being 3.92%	26 135 522, being 0.45%

Ordinary resolution 10: Placing the unissued ordinary shares under the control of directors

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	3 206 315 792, being 73.26%	1 170 198 755, being 26.74%	26 135 522, being 0.45%

Ordinary resolution 11: General authority to issue shares for cash

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 050 034 557, being 92.54%	326 479 990, being 7.46%	26 135 522, being 0.45%

Ordinary resolution 12: Specific authority to issue shares pursuant to a reinvestment option

Shares voted*	For	Against	Abstentions^
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4 376 514 547, being 75.90% 4 205 669 122, being 96.10% 170 845 425, being 3.90% 26 135 522, being 0.45%

Ordinary resolution 13: Non-binding advisory vote on the remuneration policy of the company

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	3 361 819 228, being 76.81%	1 014 695 319, being 23.19%	26 135 522, being 0.45%

Ordinary resolution 14: Non-binding advisory vote on the implementation of the remuneration policy of the company

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	3 330 777 404, being 76.11%	1 045 737 143, being 23.89%	26 135 522, being 0.45%

Ordinary resolution 15: Authorisation of directors

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 205 675 995, being 96.10%	170 838 552, being 3.90%	26 135 522, being 0.45%

Special resolution 1.1: Remuneration of independent, non-executive chairman

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 201 879 018, being 96.01%	174 635 529, being 3.99%	26 135 522, being 0.45%

Special resolution 1.2: Remuneration of lead independent director

Shares voted*	For	Against	Abstentions^
4 376 503 176, being 75.90%	4 191 807 293, being 95.78%	184 695 883, being 4.22%	26 146 893, being 0.45%

Special resolution 1.3: Remuneration of non-executive director

Shares voted*	For	Against	Abstentions^
4 376 503 176, being 75.90%	4 191 807 263, being 95.78%	184 695 913, being 4.22%	26 146 893, being 0.45%

Special resolution 1.4: Remuneration of audit committee chairman

Shares voted*	For	Against	Abstentions^
4 376 503 176, being 75.90%	4 205 651 557, being 96.10%	170 851 619, being 3.90%	26 146 893, being 0.45%

Special resolution 1.5: Remuneration of audit committee member

Shares voted*	For	Against	Abstentions^
4 376 503 176, being 75.90%	4 205 651 557, being 96.10%	170 851 619, being 3.90%	26 146 893, being 0.45%

Special resolution 1.6: Remuneration of risk committee chairman

Shares voted*	For	Against	Abstentions^
4 376 503 176, being 75.90%	4 201 879 018, being 96.01%	174 624 158, being 3.99%	26 146 893, being 0.45%

Special resolution 1.7: Remuneration of risk committee member

Shares voted*	For	Against	Abstentions^
4 376 503 176, being 75.90%	4 201 879 018, being 96.01%	174 624 158, being 3.99%	26 146 893, being 0.45%

Special resolution 1.8: Remuneration of remuneration and/or nomination committee chairman

Shares voted*	For	Against	Abstentions^
4 376 503 176, being 75.90%	4 201 881 089, being 96.01%	174 622 087, being 3.99%	26 146 893, being 0.45%

Special resolution 1.9: Remuneration of remuneration and/or nomination committee member

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 201 879 018, being 96.01%	174 635 529, being 3.99%	26 135 522, being 0.45%

Special resolution 1.10: Remuneration of social, ethics and transformation committee chairman

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 199 139 187, being 95.95%	177 375 360, being 4.05%	26 135 522, being 0.45%

Special resolution 1.11: Remuneration of social, ethics and transformation committee member

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 198 987 774, being 95.94%	177 526 773, being 4.06%	26 135 522, being 0.45%

Special resolution 1.12: Remuneration of investment committee chairman

Shares voted*	For	Against	Abstentions^
4 376 503 176, being 75.90%	4 198 987 774, being 95.94%	177 515 402, being 4.06%	26 146 893, being 0.45%

Special resolution 1.13: Remuneration of investment committee member

Shares voted*	For	Against	Abstentions^
4 376 503 176, being 75.90%	4 205 651 557, being 96.10%	170 851 619, being 3.90%	26 146 893, being 0.45%

Special resolution 2: Financial assistance to related and inter-related parties in terms of section 44 of the Companies Act

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 196 294 051, being 95.88%	180 220 496, being 4.12%	26 135 522, being 0.45%

Special resolution 3: Financial assistance to related and inter-related parties in terms of section 45 of the Companies Act

Shares voted*	For	Against	Abstentions^
4 376 514 547, being 75.90%	4 203 867 301, being 96.06%	172 647 246, being 3.94%	26 135 522, being 0.45%

Special resolution 4: General authority for a repurchase of shares issued by the company

Shares voted*	For	Against	Abstentions^
4 376 226 963, being 75.90%	3 491 128 927, being 79.77%	885 098 036, being 20.23%	26 423 106, being 0.46%

* shares voted (excluding abstentions) in relation to total shares in issue

^ in relation to total shares in issue (excluding treasury shares)

14 February 2019

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