

REUNERT LIMITED - Report On Proceedings At The Annual General Meeting And Retirement Of An Independent Non-Executive Director
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Report On Proceedings At The Annual General Meeting And Retirement Of An Independent Non-Executive Director

Reunert Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1913/004355/06)

JSE code: RLO

ISIN: ZAE000057428

(“Reunert” or the “Company”)

REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING AND RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING

At the one hundred and fourth (104th) annual general meeting (“AGM”) of ordinary shareholders of Reunert held on 12 February 2018, all the ordinary and special resolutions proposed at the AGM were approved by the requisite majority of votes.

The total issued share capital of Reunert is 184 349 396 ordinary shares (“Shares”). Of these, 4 604 380 Shares are treasury shares, held by a subsidiary of Reunert. Therefore, the total number of Shares that were entitled to vote at the AGM was 179 745 016 Shares.

Reunert confirms the voting statistics for the AGM as follows:

Resolutions	Votes carried		Number of Shares voted	Shares voted (as a percentage of the total issued share capital)	Shares abstained (as a percentage of the total issued share capital)
	(as a percentage of the total number of Shares voted)	Against			
Ordinary resolution number 1: Re-election of M Moodley as an executive director	98.50%	1.50%	150 071 260	81.41%	0.12%
Ordinary resolution number 2: Re-election of NDB Orleyn as a non-executive director	95.02%	4.98%	150 050 514	81.39%	0.14%
Ordinary resolution number 3: Re-election of SG Pretorius as an independent non-executive director	96.83%	3.17%	150 058 500	81.40%	0.13%
Ordinary resolution number 4: Re-election of NA Thomas as an executive director	98.59%	1.41%	150 071 260	81.41%	0.12%
Ordinary resolution number 5: Re-election of R van Rooyen as a member of the Audit Committee	99.74%	0.26%	150 071 260	81.41%	0.12%

Ordinary resolution number 6: Re-election of T Abdool-Samad as a member of the Audit Committee	99.63%	0.37%	150 071 260	81.41%	0.12%
Ordinary resolution number 7: Re-election of S Martin as a member of the Audit Committee	99.74%	0.26%	150 071 260	81.41%	0.12%
Ordinary resolution number 8: Re-appointment of Deloitte & Touche as the independent external auditors and the appointment of JAR Welch as the individual designated auditor	83.22%	16.78%	149 958 505	81.34%	0.19%
Ordinary resolution number 9: Ratification relating to personal financial interest arising from multiple offices in the Reunert group	99.99%	0.01%	150 058 546	81.40%	0.13%
Non-binding advisory resolution number 10*: Endorsement of the Reunert remuneration policy	57.91%	42.09%	143 929 884	78.07%	3.46%
Non-binding advisory resolution number 11*: Endorsement of the Reunert remuneration implementation	65.87%	34.13%	149 893 921	81.31%	0.22%

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Special resolution number 12: Approval of issue of shares in terms of the Reunert 1985 Share Option Scheme, Reunert 1988 Share Purchase Scheme and the Reunert 2006 Share Option Scheme	98.79%	1.21%	149 952 271	81.34%	0.19%
Special resolution number 13: General authority to repurchase shares, which repurchase shall not exceed 5% of issued shares	99.75%	0.25%	149 952 271	81.34%	0.19%
Special resolution number 14: Approval of non-executive directors' remuneration	97.23%	2.77%	150 049 682	81.39%	0.14%
Special resolution number 15: Approval of non-executive directors' remuneration for ad hoc assignments	97.16%	2.84%	150 049 682	81.39%	0.14%
Special resolution number 16: Approval of financial assistance in terms of approved long-term or share incentive schemes and to entities related or inter-related to the Company	93.77%	6.23%	150 032 980	81.39%	0.15%
Ordinary resolution number 17:	99.92%	0.08%	150 072 174	81.41%	0.12%

Signature of documents and authority of a director or the company secretary to implement the resolutions passed

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

* As a result of more than 25% of the votes exercised against non-binding advisory resolutions numbered 10 and 11, in terms of the recommendations of the King IV Report on Corporate Governance for South Africa, 2016 and paragraph 3.84(k) of the JSE Limited Listings Requirements (“Listings Requirements”), shareholders are invited to engage with the Company as follows:

- to forward concerns or recommendations on the remuneration policy and/or the implementation report to Carina de Klerk in writing at carina@reunert.co.za by the close of business on 22 February 2018;
- to participate in a telephone conference, which will be arranged for 1 March 2018 at 16h00 in order for shareholders to engage with Reunert on the remuneration policy and/or the implementation report; and
- to contact Carina de Klerk in writing at carina@reunert.co.za by the close of business on 22 February 2018 to confirm participation in the telephone conference. Dial-in details will be provided directly to shareholders who have confirmed their participation.

RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

In compliance with paragraph 3.59 of the Listings Requirements, the board of directors of Reunert (the “Board”) advises shareholders that Mr Thabang Motsohi, an independent non-executive director of the Company and a member of the Risk Committee and the Social, Ethics and Transformation

Committee, retired at the conclusion of the AGM, after reaching the prescribed retirement age of 70.

The Chair and Board would like to express their sincere gratitude to Mr Motsohi for his input and contribution over the period of his tenure.

Johannesburg

13 February 2018

Sponsor

One Capital

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