

THE SPAR GROUP LIMITED - Results of annual general meeting

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THE SPAR GROUP LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1967/001572/06)
JSE Code: SPP
ISIN: ZAE000058517
("SPAR" or the "Company")

RESULTS OF ANNUAL GENERAL MEETING

SPAR shareholders ("Shareholders") are advised that at the annual general meeting ("AGM") of Shareholders held on Wednesday, 7 February 2018, the ordinary and special resolutions, as set out in the notice of AGM dated Tuesday, 14 November 2017, were approved by the requisite majority of Shareholders present or represented by proxy.

All resolutions proposed at the AGM, together with the percentage of shares abstained, as well as the percentage of votes carried for and against each resolution, are as follows:

Ordinary Business

1. Election of non-executive directors

Ordinary resolution number 1.1: Ratification of Mr AG Waller's appointment

Shares Voted	Abstained	For	Against
152 573 814	0.21%	100.00%	0.00%
79.22%			

Ordinary resolution number 1.2.1: Re-election of Mrs P Mnganga

Shares Voted	Abstained	For	Against
152 573 825	0.21%	93.14%	6.86%
79.22%			

Ordinary resolution number 1.2.2: Re-election of CF Wells

Shares Voted	Abstained	For	Against
152 574 814	0.21%	99.95%	0.05%
79.22%			

2. Ordinary resolution number 2: Appointment of PricewaterhouseCoopers Inc. as auditors of the Company, and to appoint Mrs Sharalene Randelhoff as the acting designated lead auditor

Shares Voted	Abstained	For	Against
152 573 814	0.21%	99.94%	0.06%
79.22%			

3. Election of members of the Audit Committee

Ordinary resolution number 3.1: Re-election of Mr CF Wells

Shares Voted	Abstained	For	Against
152 574 746	0.21%	99.95%	0.05%
79.22%			

Ordinary resolution number 3.2: Re-election of Mr HK Mehta

Shares Voted	Abstained	For	Against
152 574 346	0.21%	79.86%	20.14%
79.22%			

Ordinary resolution number 3.3: Re-election of Mrs M Mashologu

Shares Voted	Abstained	For	Against
152 572 757	0.21%	99.94%	0.06%
79.22%			

4. Ordinary resolution number 4: Authority to issue shares for the purpose of share options

Shares Voted	Abstained	For	Against
150 792 371	1.14%	95.75%	4.25%
78.29%			

5. Ordinary resolution number 5: Authority to issue shares for the purpose of The SPAR Group Limited Conditional Share Plan

Shares Voted	Abstained	For	Against
152 573 656	0.21%	95.71%	4.29%
79.22%			

Special Business

1. Special resolution number 1: Financial assistance to related or inter-related companies

Shares Voted	Abstained	For	Against
152 573 660	0.21%	96.30%	3.70%
79.22%			

2. Special resolution number 2: Non-executive directors' fees

Shares Voted	Abstained	For	Against
152 573 414	0.21%	98.53%	1.47%

79.22%

Non-binding advisory vote 1: Non-binding advisory vote on SPAR's remuneration policy

Shares Voted	Abstained	For	Against
150 695 985	1.19%	95.66%	4.34%

78.24%

Non-binding advisory vote 2: Non-binding advisory vote on SPAR's remuneration implementation report

Shares Voted	Abstained	For	Against
150 695 985	1.19%	89.97%	10.03%

78.24%

Notes:

- Percentages of shares voted are calculated in relation to the total issued share capital of SPAR.
- Percentage of shares voted for and against are calculated in relation to the total number of shares voted for each resolution.
- Abstentions are calculated as a percentage in relation to the total issued share capital of SPAR.

Pinetown

7 February 2018

Sponsor

One Capital

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