

# 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 Tuesday, 12 February 2019, the ordinary and special resolutions, as set out in the notice of AGM dated Tuesday, 13 November 2018, were approved by the requisite majority of Shareholders present or represented by proxy.

Shareholders are further advised that the non-binding advisory vote 2 relating to the remuneration implementation report was voted against by more than 25% of SPAR shareholders present in person or represented by proxy at the AGM. An invitation will be extended to such dissenting shareholders to engage with the Company, as required by the JSE Limited Listings Requirements. The Company will issue a further announcement, including details of the manner and timing of such engagement.

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: Re-election of Mr M Hankinson

Shares Voted	Abstained	For	Against
146 096 858	0.25%	69.96%	30.04%
75.85%			

Ordinary resolution number 1.2: Re-election of Mrs M Mashologu

Shares Voted	Abstained	For	Against
146 096 858	0.25%	99.54%	0.46%
75.85%			

#### 2. Ordinary resolution number 2: Re-appointment of PricewaterhouseCoopers Inc. as auditors of the Company, and Mrs Sharalene Randelhoff as the independent designated auditor

Shares Voted	Abstained	For	Against
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146 096 858	0.25%	99.58%	0.42%
75.85%			

3. Election of members of the Audit Committee

Ordinary resolution number 3.1: Re-election of Mrs M Mashologu

Shares Voted	Abstained	For	Against
146 096 858	0.25%	99.56%	0.44%
75.85%			

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

Shares Voted	Abstained	For	Against
146 096 858	0.25%	75.73%	24.27%
75.85%			

Ordinary resolution number 3.3: Election of Mr A Waller

Shares Voted	Abstained	For	Against
146 096 858	0.25%	99.56%	0.44%
75.85%			

Ordinary resolution number 3.4: Re-election of Mr CF Wells

Shares Voted	Abstained	For	Against
146 096 858	0.25%	99.44%	0.56%
75.85%			

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

Shares Voted	Abstained	For	Against
146 096 858	0.25%	95.94%	4.06%
75.85%			

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
146 096 858	0.25%	96.74%	3.26%
75.85%			

Special Business

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

Shares Voted	Abstained	For	Against
146 096 858	0.25%	93.82%	6.18%

75.85

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

Shares Voted	Abstained	For	Against
146 096 858	0.25%	98.13%	1.87%
75.85%			

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

Shares Voted	Abstained	For	Against
145 131 890	0.75%	94.71%	5.29%
75.35%			

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

Shares Voted	Abstained	For	Against
145 131 890	0.75%	66.48%	33.52%
75.35%			

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  
12 February 2019

Sponsor  
One Capital

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