

EXXARO RESOURCES LIMITED - EXX - Results of the 18th Annual General Meeting of Shareholders of Exxaro

EXX - Results of the 18th Annual General Meeting of Shareholders of Exxaro

EXXARO RESOURCES LIMITED

Incorporated in the Republic of South Africa

(Registration Number: 2000/011076/06)

JSE share code: EXX

ISIN: ZAE000084992

ADR code: EXXAY

("Exxaro" or the "Company")

RESULTS OF THE 18TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EXXARO

Exxaro shareholders are advised that at the annual general meeting of shareholders of the Company held on Thursday, 23 May 2019 ("Annual General Meeting"), all the ordinary and special resolutions, as set out in the notice of the Annual General Meeting forming part of the 2018 Summarised Group Annual Financial Statements and Notice of Annual General Meeting, were passed by the requisite majority of votes of shareholders present in person or represented by proxy.

Shareholders are further advised that the non-binding advisory vote regarding the remuneration policy, was passed with 73.09 per cent, which means that Exxaro must consult with shareholders.

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

Total number of shares in issue	358,706,754	
Treasury shares (excluded from voting)		158,218
Total number of shares ("voteable shares")		358,548,536
Total number of shares represented (including proxies) at the Annual General Meeting		293,686,194
Proportion of total voteable shares represented at the Annual General Meeting		81.91%

Resolution	For	Against	(%)	(%)	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
Ordinary resolution number 1:							
Resolution to elect directors							
1.1: Election of GJ Fraser-Moleketi as a director	99.49%	0.51%			293,666,031	81.87%	0.01%
1.2: Election of M Moffett as a director	100.00%	0.00%			293,665,831	81.87%	0.01%

1.3: Election of LI Mophatlane as a director	91.51%	8.49%	293,665,831	81.87%	0.01%
1.4: Election of EJ Myburgh as a director	99.69%	0.31%	293,665,431	81.87%	0.01%
1.5: Election of PCCH Snyders as a director	99.99%	0.01%	293,665,431	81.87%	0.01%
Ordinary resolution number 2: Resolution to elect group audit committee members					
2.1: Election of MJ Moffett as a member of the group audit committee	100.00%	0.00%	293,665,831	81.87%	0.01%
2.2: Election of LI Mophatlane as a member of the group audit committee	91.52%	8.48%	293,665,831	81.87%	0.01%
2.3: Election of EJ Myburgh as a member of the group audit committee	99.04%	0.96%	293,665,431	81.87%	0.01%
2.4: Election of V Nkonyeni as a member of the group audit committee	100.00%	0.00%	293,665,831	81.87%	0.01%
Ordinary resolution number 3: Resolution to elect group social and ethics committee members					
3.1: Election of GJ Fraser-Moleketi as a member of the group social and ethics committee	99.96%	0.04%	293,666,031	81.87%	0.01%
3.2: Election of D Mashile-Nkosi as a member of the group social and ethics committee	98.17%	1.83%	293,665,831	81.87%	0.01%
3.3: Election of L Mbatha as a member of the group social and ethics committee	98.55%	1.45%	293,665,831	81.87%	0.01%
3.4: Election of LI Mophatlane as a member of the group social and ethics committee	91.51%	8.49%	293,665,831	81.87%	0.01%
3.5: Election of PCCH Snyders as a member of the group social and ethics committee	99.99%	0.01%	293,665,231	81.87%	0.01%
Ordinary resolution 4: To reappoint PricewaterhouseCoopers Incorporated as independent external auditors	99.98%	0.02%	293,666,125	81.87%	0.01%

Ordinary resolution 5: General authority to issue shares for cash	84.50%	15.50%	293,666,125	81.87%	0.01%
Ordinary resolution 6: To place unissued shares under the control of the directors	84.22%	15.78%	293,666,025	81.87%	0.01%
Ordinary resolution 7: To authorise directors and/or group company secretary to implement the resolutions set out in the notice convening the annual general meeting	99.85%	0.15%	293,666,576	81.87%	0.01%
Special resolution 1: To approve non-executive directors' fees for the period 1 June 2019 to the next annual general meeting	98.55%	1.45%	293,664,857	81.87%	0.01%
Special resolution 2: To authorise financial assistance for the subscription of securities	97.00%	3.00%	293,251,954	81.75%	0.12%
Special resolution 3: To authorise financial assistance to related or inter-related companies	99.51%	0.49%	293,666,125	81.87%	0.01%
Special resolution 4: To authorise general authority to repurchase shares	95.78%	4.22%	293,558,920	81.84%	0.04%
Non-binding advisory vote 1: To approve the remuneration policy	73.09%	26.91%	293,655,545	81.87%	0.01%
Non-binding advisory vote 2: To approve the implementation report to the remuneration policy	76.38%	23.62%	293,663,184	81.87%	0.01%

SE VAN LOGGERENBERG
GROUP COMPANY SECRETARY

24 May 2019

Sponsor
ABSA Bank Limited (acting through its Corporate and Investment Banking division)

Date: 24/05/2019 08:30:00 Produced by the JSE SENS Department. The SENS service is an information dissemination service administered by the JSE Limited ('JSE').

The JSE does not, whether expressly, tacitly or implicitly, represent, warrant or in any way guarantee the truth, accuracy or completeness of

the information published on SENS. The JSE, their officers, employees and agents accept no liability for (or in respect of) any direct, indirect, incidental or consequential loss or damage of any kind or nature, howsoever arising, from the use of SENS or the use of, or reliance on,

information disseminated through SENS.