

LIBERTY HOLDINGS LIMITED - Results of Annual General Meeting and notice in terms of section 45 of the Companies Act

Results of Annual General Meeting and notice in terms of section 45 of the Companies Act

Liberty Holdings Limited

Registration number 1968/002095/06

Incorporated in the Republic of South Africa

Share code: LBH

ISIN code: ZAE0000127148

("Liberty Holdings" or "the Company")

Results of Annual General Meeting and notice in terms of section 45 of the Companies Act

Liberty Holdings is pleased to advise its shareholders that all the ordinary and special resolutions proposed in the Notice of the AGM dated 16 April 2019 and tabled at the Company's AGM held today, Friday 17 May 2019, were passed by the requisite majority of votes cast by shareholders. The voting details with respect to the proposed resolutions were as follows:

Resolutions proposed	Number of shares voted	Percentage shares voted*	Percentage For**	Percentage Against**	Percentage Abstained*
Ordinary Resolution 1: Adoption of Annual Financial Statements	250,158,825	87.41%	100.00%	0.00%	0.45%

Ordinary Resolution 2.1: re-election of directors - Ms MW Hlahla	251,388,154	87.84%	100.00%	0.00%	0.02%
Ordinary Resolution 2.2: re-election of directors - Mr JH Maree	251,388,095	87.84%	98.33%	1.67%	0.02%
Ordinary Resolution 2.3: re-election of directors - Mr JH Sutcliffe	251,388,154	87.84%	96.24%	3.76%	0.02%
Ordinary Resolution 2.4: re-election of directors - Mr SK Tshabalala	251,388,154	87.84%	98.27%	1.73%	0.02%
Ordinary Resolution 2.5: re-election of directors - Mr SP Ridley	251,388,095	87.84%	100.00%	0.00%	0.02%
Ordinary Resolution 2.6: re-election of directors - Ms T Skweyiya	251,388,154	87.84%	100.00%	0.00%	0.02%
Ordinary Resolution 2.7: re-election of directors - Mr H Walker	251,388,095	87.84%	100.00%	0.00%	0.02%
Ordinary Resolution 3: Re-appointment of independent external auditors	251,388,095	87.84%	91.35%	8.65%	0.02%
Ordinary Resolution 4: Place unissued ordinary shares under the control of the directors	251,167,411	87.76%	97.36%	2.64%	0.10%
Ordinary Resolution 5: General authority to issue shares for cash	251,167,231	87.76%	95.02%	4.98%	0.10%
Ordinary Resolution 6.1: Election of group audit and actuarial committee member - Mr YGH Suleman Chairman)	251,388,154	87.84%	100.00%	0.00%	0.02%
Ordinary Resolution 6.2: Election of group audit and actuarial committee member - Mr AWB Band	251,388,154	87.84%	97.28%	2.72%	0.02%

Ordinary Resolution 6.3: Election of group audit and actuarial committee member - Mr AP Cunningham	251,388,154	87.84%	98.40%	1.60%	0.02%
Ordinary Resolution 6.4: Election of group audit and actuarial committee member - Ms NY Khan	251,388,154	87.84%	100.00%	0.00%	0.02%
Ordinary Resolution 6.5: Election of group audit and actuarial committee member - Mr JH Sutcliffe	251,388,154	87.84%	94.88%	5.12%	0.02%
Ordinary Resolution 7: Liberty remuneration policy	251,167,352	87.76%	92.03%	7.97%	0.10%
Ordinary Resolution 8: Liberty implementation report	251,167,117	87.76%	90.10%	9.90%	0.10%
Special Resolution 1: Issue of ordinary shares for share incentive schemes	251,388,154	87.84%	88.44%	11.56%	0.02%
Special Resolution 2.1: Fees of non-executive directors - Chairman of the board	251,167,018	87.76%	99.48%	0.52%	0.10%
Special Resolution 2.2: Lead independent director	251,167,018	87.76%	99.48%	0.52%	0.10%
Special Resolution 2.3: Board member	251,166,959	87.76%	99.98%	0.02%	0.10%
Special Resolution 2.4: International board member, member of committees and subsidiary board and chairman of a sub-committee	251,166,959	87.76%	97.14%	2.86%	0.10%

Special Resolution 2.5: International board member, member of committees and subsidiary board and chairman of a committee	251,167,018	87.76%	97.14%	2.86%	0.10%
Special Resolution 2.6: Chairman of the group audit and actuarial committee	251,167,018	87.76%	99.98%	0.02%	0.10%
Special Resolution 2.7: Member of the group audit and actuarial committee	251,167,018	87.76%	99.98%	0.02%	0.10%
Special Resolution 2.8: Chairman of the group actuarial committee	251,167,018	87.76%	99.98%	0.02%	0.10%
Special Resolution 2.9: Member of the group actuarial committee	251,167,018	87.76%	99.98%	0.02%	0.10%
Special Resolution 2.10: Chairman of the group risk committee	251,167,018	87.76%	99.98%	0.02%	0.10%
Special Resolution 2.11: Member of the group risk committee	251,167,018	87.76%	99.98%	0.02%	0.10%
Special Resolution 2.12: Chairman of the group remuneration committee	251,167,018	87.76%	99.98%	0.02%	0.10%
Special Resolution 2.13: Member of the group remuneration committee	251,167,018	87.76%	99.98%	0.02%	0.10%
Special Resolution 2.14: Chairman of the group social, ethics and transformation committee	251,166,959	87.76%	99.98%	0.02%	0.10%
Special Resolution 2.15: Member of the group social, ethics and transformation committee	251,166,959	87.76%	99.98%	0.02%	0.10%
Special Resolution 2.16: Member of the	251,166,959	87.76%	99.98%	0.02%	0.10%

group directors' affairs committee						
Special Resolution 2.17: Chairman of the group IT committee	251,167,018	87.76%	99.98%	0.02%	0.10%	
Special Resolution 2.18: Member of the group IT committee	251,167,018	87.76%	99.98%	0.02%	0.10%	
Special Resolution 2.19: Chairman of the STANLIB Limited board	251,167,018	87.76%	99.98%	0.02%	0.10%	
Special Resolution 2.20: Member of the STANLIB Limited board	251,167,018	87.76%	99.98%	0.02%	0.10%	
Special Resolution 2.21: Fee per ad hoc board meeting	251,167,018	87.76%	99.96%	0.04%	0.10%	
Special Resolution 2.22: Fee per ad hoc board committee meeting	251,167,018	87.76%	99.96%	0.04%	0.10%	
Special Resolution 3.1 - Financial assistance to related or inter-related company	251,387,581	87.84%	99.49%	0.51%	0.02%	
Special Resolution 3.2 - Financial assistance to any employee, director, prescribed officer or other person or any trust established for their benefit, in terms of any share incentive scheme	251,387,761	87.84%	99.56%	0.44%	0.02%	
Special Resolution 4 - General authority for an acquisition of shares issued by the company	251,357,613	87.83%	98.14%	1.86%	0.03%	

* Based on the total number of shares in issue at the date of the AGM

** Based on the total number of shares voted at the AGM

Notice to Shareholders in terms of Section 45 of the Companies Act No 71 of 2008

("Act")

Shareholders of Liberty are referred to the special resolution tabled and approved at the Annual General Meeting held on 17 May 2019, authorising directors to provide financial assistance to or for the benefit of any company or corporation which is related or inter-related to the company or any employee, director, prescribed officer or other person or trust established for their benefit, in terms of any share incentive scheme described in the company's integrated report.

In terms of section 45(2) of the Act, the board has authorised the Company to provide loan facilities, in the normal course of business, to subsidiaries of Liberty and provide financial assistance to employees, directors, prescribed officers or trust established for their benefit, in terms of any share incentive schemes described in the company's integrated report. The board has satisfied itself that the terms of the facilities are fair and reasonable and that the Company would satisfy the solvency and liquidity test after extending such facilities, in terms of section 4 of the Act. Shareholders are advised that the total facility value, if utilised, will exceed 1/10th of 1% of the company's net worth as at the date of the last board meeting, being 16 May 2019.

Braamfontein

17 May 2019

Sponsor:

Merrill Lynch South Africa (Pty) Limited

Date: 17/05/2019 01:00:00 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.