

Barloworld Limited
(Incorporated in the Republic of South Africa)
(Registration number 1918/000095/06)
(Income tax registration number 9000/051/71/5)
(Share code: BAW)
(JSE ISIN: ZAE000026639)
(Share code: BAWP)
(JSE ISIN: ZAE000026647)
(Namibian Stock Exchange share code: BWL)
("Barloworld" or the "Company")

RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that the voting results for the annual general meeting (the "AGM") of Barloworld held on Wednesday, 12 February 2020 were as follows:

Resolution	Number of shares voted	Percentage of shares in issue* %	For** %	Against** %	Abstained*** %
Ordinary resolution 1: Acceptance of annual financial statements	182 829 963	83.19	100.00	0.00	0.48
Ordinary resolution 2: Re-election of Ms FNO Edozien	183 832 257	83.65	99.89	0.11	0.04
Ordinary resolution 3: Re-election of Mr DM Sewela	183 664 993	83.57	99.45	0.55	0.04
Ordinary resolution 4: Re-election of Mr SS Ntsaluba	183 821 277	83.64	95.27	4.73	0.04
Ordinary resolution 5: Election of Ms NV Lila	183 839 887	83.65	100.00	0.00	0.04
Ordinary resolution 6: Re-election of Mr SS Ntsaluba as a member and chair of the audit committee	183 730 797	83.60	77.29	22.71	0.04
Ordinary resolution 7: Re-election of Ms HH Hickey as a member of the audit committee	183 839 387	83.65	79.38	20.62	0.04
Ordinary Resolution 8: Re-election of Mr M Lynch-Bell as a member of the audit committee	183 868 937	83.66	79.68	20.32	0.04
Ordinary Resolution 9: Re-election of Ms NP Mnexasana as a member of the audit committee	183 838 187	83.65	99.99	0.01	0.04
Ordinary Resolution 10: Appointment of external auditor	183 818 650	83.64	80.58	19.42	0.04
Ordinary Resolution 11: Amendment of the Long-Term					

Resolution	Number of shares voted	Percentage of shares in issue* %	For** %	Against** %	Abstained*** %
Incentive Scheme					
Ordinary resolution 11.1: Adoption of the Barloworld Limited Conditional Share Plan	182 716 352	83.14	98.59	1.41	0.20
Ordinary resolution 11.2: Amendment to the Barloworld Limited Forfeitable Share Plan 2009	182 685 635	83.13	98.51	1.49	0.00
Ordinary resolution 12: Non-binding advisory vote on remuneration policy	183 018 104	83.28	76.34	23.66	0.20
Ordinary resolution 13: Non-binding advisory vote on remuneration implementation report	182 986 937	83.26	56.03	43.97	0.05
Special resolution 1: Approval of non-executive directors' fees					
1.1 Chairman of the board	183 040 690	83.29	97.48	2.52	0.04
1.2 Resident non-executive directors	183 040 690	83.29	99.86	0.14	0.04
1.3 Non-resident non-executive directors	183 034 350	83.28	98.67	1.33	0.04
1.4 Resident chairman of the audit committee	183 003 183	83.27	99.99	0.01	0.04
1.5 Resident members of the audit committee	183 029 420	83.28	99.99	0.01	0.04
1.6 Non-resident members of the audit committee	183 022 450	83.28	99.98	0.02	0.04
1.7 Non-resident chairman of the remuneration committee	183 020 963	83.28	98.80	1.20	0.04
1.8 Resident chairman of the remuneration committee	183 026 250	83.28	99.99	0.01	0.04
1.9 Resident chairman of the social, ethics and transformation committee	183 026 900	83.28	99.99	0.01	0.04
1.10 Resident chairman of the risk and sustainability committee	183 017 310	83.28	98.67	1.33	0.04
1.11 Resident chairman of the general purposes committee	183 026 250	83.28	99.99	0.01	0.04
1.12 Resident chairman of the nomination committee	182 978 390	83.26	98.69	1.31	0.04

Resolution	Number of shares voted	Percentage of shares in issue* %	For** %	Against** %	Abstained*** %
1.13 Resident members of each of the board committees other than the audit committee	183 018 810	83.28	99.99	0.01	0.04
1.14 Non-resident members of each of the board committees	183 054 690	83.29	99.99	0.01	0.04
Special resolution 2: Approval of loans or other financial assistance to related or inter-related companies and corporations	183 052 290	83.29	98.42	1.58	0.04
Special resolution 3: General authority to acquire the Company's own shares	183 043 222	83.29	99.86	0.14	0.04

* Based on 219 770 016 shares in issue as at the date of the AGM.

** In relation to the total number of shares voted at the AGM.

*** In relation to the total number of shares in issue as at the date of the AGM.

Based on the above voting results, all resolutions were passed by the requisite majority of Barloworld shareholders present in person or represented by proxy at the AGM.

Shareholders are further advised that due to Ordinary resolution 13 relating to the non-binding advisory vote on the remuneration implementation report being voted against by more than 25% of shareholders present in person or represented by proxy at the AGM, Barloworld has commenced engagement with such shareholders on an individual basis as required by the JSE Limited Listings Requirements.

13 February 2020

Sponsor

Nedbank Corporate and Investment Banking, a division of Nedbank Limited