

Nampak Limited
(Incorporated in the Republic of South Africa)
Registration Number: 1968/008070/06
Share Code: NPK
ISIN: ZAE 000071676
("Nampak")

RESULTS OF THE ANNUAL GENERAL MEETING OF NAMPAK LIMITED AND RETIREMENT OF DIRECTORS

Results of the annual general meeting held on 11 February 2020

Nampak shareholders are advised that the results of the business conducted at the annual general meeting held on Tuesday, 11 February 2020 at The Forum at The Campus, Wanderers Building, 57 Sloane Street, Bryanston, South Africa, are as follows:

- On Friday, 31 January 2020, the record date of the annual general meeting, the total number of Nampak shares in issue was 689 811 504 of which 644 815 266 (excluding the treasury shares) were eligible to vote.
- The total number of shares that were present in person or by proxy at the annual general meeting was 586 123 805 being 91% of the total number of Nampak shares that could have been voted at the annual general meeting.

1. The audited annual financial statements of the Company and the Group, including the reports of the directors, external auditors, the Audit and Risk Committee and the Social, Ethics and Transformation Committee for the financial year ended 30 September 2019 were presented.
2. Ordinary resolution number 1: To re-elect PM Surgey as a director of the Company:

For	Against	Abstain	Shares voted
569 507 572	15 943 172	574 083	585 450 744
97.28%	2.72%	0.09%	90.79%

3. Ordinary resolution number 2: To elect CD Raphiri as a director of the Company:

For	Against	Abstain	Shares voted
584 220 507	1 230 237	574 083	585 450 744
99.79%	0.21%	0.09%	90.79%

4. Ordinary resolution number 3: To elect SP Ridley as a director of the Company:

For	Against	Abstain	Shares voted
578 602 711	6 848 033	574 083	585 450 744
98.83%	1.17%	0.09%	90.79%

5. Ordinary resolution number 4: To elect KW Mzondeki as a director of the Company:

For	Against	Abstain	Shares voted
585 443 442	7 302	574 083	585 450 744
100%	0.00%	0.09%	90.79%

6. Ordinary resolution number 5: To elect LJ Sennelo as a director of the Company:

For	Against	Abstain	Shares voted
564 788 178	20 662 566	574 083	585 450 744
96.47%	3.53%	0.09%	90.79%

7. Ordinary resolution number 6: To appoint Deloitte & Touche to act as independent auditor of the Company until the end of the next annual general meeting:

For	Against	Abstain	Shares voted
403 226 432	182 223 312	574 083	585 449 744
68.87%	31.13%	0.09%	90.79%

8. Ordinary resolution number 7: To appoint KW Mzondeki as a member of the Audit and Risk Committee:

For	Against	Abstain	Shares voted
585 443 442	7 302	574 083	585 450 744
100%	0.00%	0.09%	90.79%

9. Ordinary resolution number 8: To appoint SP Ridley as a member of the Audit and Risk Committee:

For	Against	Abstain	Shares voted
580 767 529	4 683 215	574 083	585 450 744
99.20%	0.80%	0.09%	90.79%

10. Ordinary resolution number 9: To appoint LJ Sennelo as a member of the Audit and Risk Committee:

For	Against	Abstain	Shares voted
568 319 984	17 130 760	574 083	585 450 744
97.07%	2.93%	0.09%	90.79%

11. Ordinary resolution number 10: To amend clause 16.2.10 of the Share Appreciation Plan:

For	Against	Abstain	Shares voted
585 443 942	16 802	574 083	585 450 744
100%	0.00%	0.09%	90.79%

12. Ordinary resolution number 11: To amend clause 16.2.9 of the Performance Share Plan:

For	Against	Abstain	Shares voted
585 443 442	17 302	564 083	585 460 744
100%	0.00%	0.09%	90.80%

13. Ordinary resolution number 12: To amend clause 15.2.10 of the Deferred Bonus Plan:

For	Against	Abstain	Shares voted
585 443 442	17 302	564 083	585 460 744
100%	0.00%	0.09%	90.80%

14. Ordinary resolution number 13: To amend the aggregate number of shares which may be acquired by participants in the Share Appreciation Plan:

For	Against	Abstain	Shares voted
585 443 442	17 302	564 083	585 460 744
100%	0.00%	0.09%	90.80%

15. Ordinary resolution number 14: To amend the aggregate number of shares which may be acquired by participants in the Performance Share Plan:

For	Against	Abstain	Shares voted
585 443 442	17 302	564 083	585 460 744
100%	0.00%	0.09%	90.80%

16. Non-binding advisory vote number 1: To endorse on an advisory basis the Company's remuneration policy:

For	Against	Abstain	Shares voted
577 489 826	7 960 918	574 083	585 450 744
98.64%	1.36%	0.09%	90.79%

17. Non-binding advisory vote number 2: To endorse on an advisory basis the implementation report of the Company's remuneration policy:

For	Against	Abstain	Shares voted
563 144 486	22 306 258	574 083	585 450 744
96.19%	3.81%	0.09%	90.79%

18. Special resolution number 1: To approve the fees payable to the non-executive directors with effect from 1 October 2019:

For	Against	Abstain	Shares voted
577 213 563	8 237 581	573 683	585 451 144
98.59%	1.41%	0.09%	90.79%

19. Special resolution number 2: To authorise the Board to issue ordinary shares in terms of the Share Appreciation Plan and the Performance Share Plan:

For	Against	Abstain	Shares voted
581 325 393	4 135 751	563 683	585 461 144
99.29%	0.71%	0.09%	90.80%

20. Special resolution number 3: To authorise the Board to grant authority to the Company to provide financial assistance to any related or inter-related company or corporation of the Company in terms of section 45 of the Companies Act 71 of 2008:

For	Against	Abstain	Shares voted
570 907 360	14 553 384	564 083	585 460 744
97.51%	2.49%	0.09%	90.80%

21. Special resolution number 4: To authorise the Board to grant authority to the Company to provide financial assistance in terms of section 45 of the Companies Act 71 of 2008, to directors or prescribed officers of the Company or of a related or inter-related company in connection with Nampak's existing share schemes:

For	Against	Abstain	Shares voted
556 567 818	28 892 926	564 083	585 460 744
95.06%	4.94%	0.09%	90.80%

22. Special resolution number 5: To authorise the Board to grant authority to the Company to provide financial assistance in terms of section 44 of the Companies Act 71 of 2008:

For	Against	Abstain	Shares voted
565 170 328	20 290 416	564 083	585 460 744
96.53%	3.47%	0.09%	90.80%

23. Special resolution number 6: To authorise the Board of the Company to approve the general repurchase by the Company or purchase by any of its subsidiaries of any of the Company's ordinary shares on the JSE Limited:

For	Against	Abstain	Shares voted
582 094 033	3 366 711	564 083	585 460 744
99.42%	0.58%	0.09%	90.80%

24. Special resolution number 7: To authorise the Board of the Company, when any general repurchase by the Company takes place, to approve the purchase by the Company of its issued shares from a director and/ or a prescribed officer of the Company, and/or person related to a director or prescribed officer of the Company:

For	Against	Abstain	Shares voted
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580 429 178	5 031 566	564 083	585 460 744
99.14%	0.86%	0.09%	90.80%

Retirement of non-executive directors: E Ikazoboh and IN Mkhari

In compliance with paragraph 3.59(b) of the Listings Requirements of the JSE Limited, shareholders are hereby advised that Mr E Ikazoboh and Ms IN Mkhari have retired as non-executive directors, effective 12 February 2020.

The Board of directors thank Mr Ikazoboh and Ms Mkhari for their dedication and valuable contribution during their tenure on the Board and wish them well in their future endeavours.

Bryanston
12 February 2020
Sponsor:
UBS South Africa (Pty) Ltd