

REM : Report on proceedings at the annual general meeting:

REMGRO LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1968/006415/06)

ISIN: ZAE000026480

Share code: REM

("Remgro")

REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING

At the 2019 annual general meeting ("AGM") of the shareholders of Remgro held today, Thursday, 28 November 2019 all the ordinary and special resolutions proposed were approved by the requisite majority of votes. In this regard, Remgro confirms the voting statistics from the AGM as follows:

Shares abstained			Shares voted disclosed	
	Votes cast disclosed as a		as a percentage in	
disclosed as a	percentage in relation to		relation to the total	
percentage in relation	the total number of shares		issued share capital*	to the
total issued	voted at the meeting	Number of shares		
Resolutions		voted	Ordinary shares ("Ord")	
share capital*	Ordinary shares ("Ord")		B ordinary shares ("B	
Ordinary shares ("Ord")	B ordinary shares ("B Ord")			

Ordinary Resolution	For	Against	Ordinary shares	Ordinary shares	B ordinary shares	
Ordinary Resolution Number 1 - Approval of annual financial statements	100% Ord 100% B Ord	0% Ord 0% B Ord	357 558 267 Ordinary shares	67.56% Ord		0.15%
Ordinary Resolution Number 2 - Reappointment of auditor	100% B Ord	0% B Ord	39 056 987 B ordinary shares	100% B Ord		0% B
Ordinary Resolution Number 3 - Election of director, Mr J J Durand	71.40% Ord 100% B Ord	28.60% Ord 0% B Ord	357 647 031 Ordinary shares	67.58% Ord		0.07%
Ordinary Resolution Number 4 - Election of director, Mr N P Mageza	100% B Ord	0% B Ord	39 056 987 B ordinary shares	100% B Ord		0% B
Ordinary Resolution			357 675 501 Ordinary shares	67.59% Ord		0.07%
	94.36% Ord 100% B Ord	5.64% Ord 0% B Ord	39 056 987 B ordinary shares	100% B Ord		0% B
	74.34%Ord 100% B Ord	25.66% Ord 0% B Ord	356 417 833 Ordinary shares	67.35% Ord		0.31%
			39 056 987 B ordinary shares	100% B Ord		0% B
			357 682 315			

Number 5 - Election Ord of director, Ord Mr J Malherbe	93.96% Ord 100% B Ord	6.04% Ord 0% B Ord	Ordinary shares 39 056 987 B ordinary shares	67.59% Ord 100% B Ord	0.07% 0% B
Ordinary Resolution Number 6 - Election Ord of director, Ord Mr P J Moleketi	90.89% Ord 100% B Ord	9.11% Ord 0% B Ord	356 426 159 Ordinary shares 39 056 987 B ordinary shares	67.35% Ord 100% B Ord	0.31% 0% B
Ordinary Resolution Number 7 - Election Ord of director, Ord Mr F Robertson	89.05% Ord 100% B Ord	10.95% Ord 0% B Ord	356 406 096 Ordinary shares 39 056 987 B ordinary shares	67.35% Ord 100% B Ord	0.31% 0% B
Ordinary Resolution Number 8 - Election Ord of director, Ord Mr A E Rupert	97.25% Ord 100% B Ord	2.75% Ord 0% B Ord	357 234 632 Ordinary shares 39 056 987 B ordinary shares	67.50% Ord 100% B Ord	0.15% 0% B
Ordinary Resolution Number 9 - Election of member of the Audit and Risk Ord Committee, Ord Ms S E N De Bruyn	79.46% Ord 100% B Ord	20.54% Ord 0% B Ord	357 269 792 Ordinary shares 39 056 987 B ordinary shares	67.51% Ord 100% B Ord	0.15% 0% B

Ordinary Resolution Number 10 - Election of member of the Audit and Ord	74.10% Ord	25.90% Ord	356 447 149 Ordinary shares	67.35% Ord	0.30%
Risk Committee, Ord Mr N P Mageza	100% B Ord	0% B Ord	39 056 987 B ordinary shares	100% B Ord	0% B

Ordinary Resolution Number 11 - Election of member of the Audit and Ord	96.44% Ord	3.56% Ord	354 900 181 Ordinary shares	67.06% Ord	0.36%
Risk Committee, Ord Mr P J Moleketi	100% B Ord	0% B Ord	39 056 987 B ordinary shares	100% B Ord	0% B

Ordinary Resolution Number 12 - Election of member of the Audit and Ord	67.48% Ord	32.52% Ord	355 986 555 Ordinary shares	67.27% Ord	0.38%
Risk Committee, Ord Mr F Robertson	100% B Ord	0% B Ord	39 056 987 B ordinary shares	100% B Ord	0% B

Ordinary Resolution Number 13 - General Ord	67.03% Ord	32.97% Ord	357 655 468 Ordinary shares	67.58% Ord	0.07%
authority to place Ord 5% of the unissued ordinary shares under the control	100% B Ord	0% B Ord	39 056 987 B ordinary shares	100% B Ord	0% B

of the directors
Ordinary Resolution

Number 14 - Non-Ord binding advisory vote on Remuneration Policy	93.99% Ord	6.01% Ord	355 460 235	67.17% Ord	0.49%
	100% B Ord	0% B Ord	Ordinary shares	100% B Ord	0% B
			39 056 987		
			B ordinary shares		

Ordinary Resolution Number 15 - Non-binding advisory vote on Ord Remuneration Implementation Report	94.97% Ord	5.03% Ord	355 433 506		
	100% B Ord	0% B Ord	Ordinary shares	67.16% Ord	0.49%
			39 056 987		
			B ordinary shares	100% B Ord	0% B

Special Resolution Number 1 - Approval of directors' Ord remuneration	98.81% Ord	1.19% Ord	354 437 020	66.97% Ord	0.68%
	100% B Ord	0% B Ord	Ordinary shares	100% B Ord	0% B
			39 056 987		
			B ordinary shares		

Special Resolution Number 2 - General Ord authority to repurchase shares	98.31% Ord	1.69% Ord	357 666 574	67.58% Ord	0.07%
	0% B Ord	0% B Ord	Ordinary shares	0% B Ord	100% B
			39 056 987		
			B ordinary shares		

Special Resolution

Number 3 - General authority to provide financial assistance for the subscription and/or purchase of securities in the Company or in related or inter-related companies	99.05% Ord	0.95% Ord	39 056 987 Ordinary shares	67.50% Ord	0.15%
	100% B Ord	0% B Ord	357 247 726 B ordinary shares	100% B Ord	0% B
Special Resolution Number 4 - General authority to provide financial assistance to related and inter-related companies and corporations	99.37% Ord	0.63% Ord	357 271 824 Ordinary shares	67.51% Ord	0.07%
	100% B Ord	0% B Ord	39 056 987 B ordinary shares	100% B Ord	0% B Ord

*Total issued share capital is 529 217 007 ordinary shares with total voteable shares, excluding Treasury shares, being 525 909 776 ordinary shares and 39 056 987 B ordinary shares.

Stellenbosch
28 November 2019

Sponsor
RAND MERCHANT BANK (A division of FirstRand Bank Limited)

Date: 28-11-2019 05:49:00

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