

# Rhodes Food Group Holdings Limited

(Incorporated in the Republic of South Africa)

Registration number: 20012/074392/06

Share code: RFG

ISIN: ZAE000191979

("Rhodes" or "the Company")



## REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING

At the annual general meeting ("Annual General Meeting" or "the meeting") of the shareholders of Rhodes held today, Thursday, 20 February 2020, the resolutions proposed at the meeting were unaltered from that reflected in the Notice of Annual General Meeting and were approved by the requisite majority of votes.

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

Total number of shares in issue	262,762,018
Treasury shares (excluded from voting)	1,125,000
Total number of shares ("voteable shares")	261,637,018
Total number of shares represented (including proxies) at the Annual General Meeting	236,896,935
Proportion of total voteable shares represented at the Annual General Meeting	90,54%

Resolutions	Votes cast disclosed as a percentage of the total number of shares voted at the meeting		Number of shares voted	Shares voted disclosed as a percentage of the total voteable shares	Shares abstained disclosed as a percentage of the total voteable shares
	For	Against			

Ordinary resolution 1: Re-election of director - Mr G Willis	99,98%	0,02%	236,773,030	90,11%	0,05%
Ordinary resolution 2: Re-election of director - Mr C Smart	100,00%	0,00%	236 772 870	90,11%	0,05%
Ordinary resolution 3: Re-election of director - Mr A Makenete	99,99%	0,01%	236 774 530	90,11%	0,05%
Ordinary resolution 4: Appointment of Mr M Bower to the audit, risk and information technology committee	100,00%	0,00%	236 773 030	90,11%	0,05%
Ordinary resolution 5: Appointment of Mr T Leeuw to the audit, risk and information technology committee	100,00%	0,00%	236 773 030	90,11%	0,05%
Ordinary resolution 6: Appointment of Mr A Makenete to the audit, risk and information technology committee	99,51%	0,49%	236 774 530	90,11%	0,05%
Ordinary resolution 7: Reappointment of the independent registered auditor	81,57%	18,43%	236 772 870	90,11%	0,05%
Ordinary resolution 8: Control of authorised but unissued ordinary shares	78,22%	21,78%	236 774 170	90,11%	0,05%
Ordinary resolution 9: Authority to issue ordinary shares for cash	82,10%	17,90%	236 774 330	90,11%	0,05%
Ordinary resolution 10: Signature of documents	99,99%	0,01%	236 774 170	90,11%	0,05%
Non-binding advisory resolution 1: Approval of the remuneration policy	94,34%	5,66%	236 774 170	90,11%	0,05%
Non-binding advisory resolution 2: Approval of the implementation report	95,09%	4,91%	236 769 370	90,11%	0,05%

Special resolution 1: Approval of the non-executive directors' fees	99,99%	0,01%	236 772 670	90,11%	0,05%
Special resolution 2: General authority to repurchase shares	100,00%	0,00%	236 769 170	90,11%	0,05%
Special resolution 3: Loans or other financial assistance to related companies	96,28%	3,72%	236 768 842	90,11%	0,05%
Special resolution 4: Change of the company's name	99,99%	0,01%	236 763 870	90,11%	0,05%
Special resolution 5: Adoption of a revised MOI	99,99%	0,01%	236 769 370	90,11%	0,05%

The special resolutions will, where necessary, be lodged for registration with the Companies and Intellectual Property Commission in due course.

Groot Drakenstein  
20 February 2020

Sponsor

RAND MERCHANT BANK (A division of FirstRand Bank Limited)



Prepared by: The Meeting Specialist (Pty) Ltd