



BELL EQUIPMENT LIMITED

MINUTES OF THE 52nd ANNUAL GENERAL MEETING OF THE MEMBERS OF BELL EQUIPMENT LIMITED HELD VIRTUALLY ON WEDNESDAY 15 JULY 2020 AT 11H00

PRESENT:	GW Bell L Goosen KJ van Hagt JR Barton D Lawrance M Ramathe R Naidu A Bell A Goordeen H van der Merwe	Chairman CEO CFO Lead Independent Director Director Director Director Director Alternate director Director
SHAREHOLDERS:	Thirteen Shareholders were present in person (including directors holding shares). Proxies, shareholders and shareholder representatives, representing 82 723 371 shares or 86,50% of the issued share capital entitled to vote, were received.	
IN ATTENDANCE:	C Howard-Browne D McIlrath G Edwards M Mia A Ben Nathan I van Schoor M Feinstein	External auditor - Deloitte Company Secretary Transfer Secretaries - Link Market Services (Pty) Ltd Transfer Secretaries - Link Market Services (Pty) Ltd Digital Cabinet TMS ENS Africa
VISITORS:	Ten visitors were registered electronically.	

WELCOME AND QUORUM:

The Chairman welcomed all the shareholders and visitors attending electronically to the 52nd Annual General Meeting. The Chairman explained that given the COVID-19 pandemic, the Board of Directors of Bell Equipment Limited, determined that it was necessary, prudent and preferable to hold the Annual General Meeting by way of electronic participation only and not by way of a physical meeting. This was permitted by the Johannesburg Stock Exchange, in accordance with the Companies Act, 71 of 2008, and the Company's memorandum of incorporation. The Company retained the services of The Meeting Specialist Proprietary Limited ("TMS") to remotely host the Annual General Meeting on an interactive electronic platform to facilitate electronic participation and voting by shareholders.

Members present in person or by proxy held 82 723 371 votes. This represented 86.50% of the 95 629 385 shares in issue.

As there were more than 3 shareholders present, by proxy or represented and eligible to vote, and shareholders holding not less than 25% of the issued share capital of the Company, the Chairman declared that the quorum required in terms of the Companies Act and the Company's memorandum of incorporation for the holding of an annual general meeting and the passing of the resolutions set out in

the notice of the Annual General Meeting was present and the meeting duly constituted.

The process for the casting of votes electronically on the virtual platform was explained by TMS as the scrutineers.

NOTICE: The notice convening the meeting, having been circulated timeously, was taken as read.

VOTING: The Chairman demanded that all resolutions put to the meeting be voted on by way of a poll in each case. The full text of all of the resolutions would be displayed on the virtual participation platform before such resolutions were voted on.

QUESTIONS BY THE SHAREHOLDERS: The Chairman reported that the chief executive officer, Leon Goosen, would provide the shareholders with a verbal overview of the business of the Company, which would adequately deal with a number of the matters raised by shareholders and interested parties leading up to the Annual General Meeting.

Mr Goosen provided the meeting with a verbal overview of the business.

Further responses to additional matters raised by shareholders were made by the Chairman, the Lead Independent Director and the Chairman of the Remuneration Committee.

In order to address improvements in current gearing and working capital levels reported at December 2019, the Company agreed to add specific key performance indicators on working capital and balance sheet efficiency targets to the short-term incentive scheme performance measures for the current financial year.

The Remuneration Committee Chairman reported that both the long term cash settled incentive plan and the short term incentive scheme would be reviewed before the 2020 year end and any changes to such schemes together with further details on changes to financial targets and related scheme measures would be disclosed in the Group's 2020 integrated annual report.

An opportunity was then provided to shareholders to ask additional questions before proceeding to voting on the resolutions and questions raised were responded to.

CONSIDERATION OF ANNUAL FINANCIAL STATEMENTS: The audited Annual Financial Statements of the Group for the year ended 31 December 2019, incorporating the Audit Committee's report, the Auditor's report and the Directors' report as well as the Social, Ethics and Transformation Committee's report as part of the Integrated Annual report were taken as read and were presented for consideration.

1. RE-ELECTION OF DIRECTORS BY ROTATION: In terms of the Company's memorandum of incorporation, the following non-executive directors, were required to retire by rotation at this Annual General Meeting, but, being eligible, had offered themselves for re-election. This ordinary resolution would be approved by way of individual resolutions, as follows:

ORDINARY RESOLUTION 1(1): RE-ELECTION OF MR G BELL AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

IT WAS RESOLVED:

THAT Mr G Bell be re-elected as a non-executive director of the Company.

[It was noted that of the 82 700 967 shares voted on the resolution, 95,03%

voted for the motion to be passed. 0,02% abstained.]

ORDINARY RESOLUTION 1(2): RE-ELECTION OF MR D LAWRANCE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

IT WAS RESOLVED:

THAT Mr D Lawrance be re-elected as an independent non-executive director of the Company.

[It was noted that of the 82 698 409 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

ORDINARY RESOLUTION 1(3): RE-ELECTION OF MR H VAN DER MERWE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

IT WAS RESOLVED:

THAT Mr H van der Merwe be re-elected as an independent non-executive director of the Company.

[It was noted that of the 82 698 409 shares voted on the resolution, 96,67% voted for the motion to be passed. 0,03% abstained.]

2. ELECTION OF THE MEMBERS OF THE AUDIT COMMITTEE:

ELECTION OF THE MEMBERS OF THE AUDIT COMMITTEE

Ordinary resolution 2 called on the meeting to individually consider the election of Mr D Lawrance, Mr R Naidu, Ms M Ramathe and Mr J Barton as members of the Audit Committee until the conclusion of the Annual General Meeting to be held in 2021. It was noted that the Board was satisfied that each of the proposed members were duly qualified and with sufficient experience and would comply with all relevant requirements and be able to perform its duties in terms of the Companies Act and the JSE Listings Requirements.

ORDINARY RESOLUTION 2(1): ELECTION OF MR D LAWRANCE TO THE AUDIT COMMITTEE

IT WAS RESOLVED:

THAT Mr D Lawrance be elected as a member of the Audit Committee until the conclusion of the Annual General Meeting to be held in 2021.

[It was noted that of the 82 698 409 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

ORDINARY RESOLUTION 2(2): ELECTION OF MR R NAIDU AS A MEMBER OF THE AUDIT COMMITTEE

IT WAS RESOLVED:

THAT Mr R Naidu be elected as a member of the Audit Committee until the conclusion of the Annual General Meeting to be held in 2021.

[It was noted that of the 82 698 409 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

ORDINARY RESOLUTION 2(3): ELECTION OF MS M RAMATHE AS A MEMBER OF THE AUDIT COMMITTEE

IT WAS RESOLVED:

THAT Ms M Ramathe be elected as a member of the Audit Committee until the conclusion of the Annual General Meeting to be held in 2021.

[It was noted that of the 82 698 409 shares voted on the resolution, 92,75% voted for the motion to be passed. 0,03% abstained.]

ORDINARY RESOLUTION 2(4): ELECTION OF MR J BARTON AS A MEMBER OF THE AUDIT COMMITTEE

IT WAS RESOLVED:

THAT Mr J Barton be elected as a member of the Audit Committee until the conclusion of the Annual General Meeting to be held in 2021.

[It was noted that of the 82 698 409 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

3. RE-APPOINTMENT OF AUDITORS:

The re-appointment of the Company's auditors was tabled. It was noted that the Audit Committee was satisfied that the auditors were independent as required by section 90(2)(c) of the Companies Act, 2008, and had recommended their re-appointment to hold office until the conclusion of the next Annual General Meeting to be held in 2021.

ORDINARY RESOLUTION 3: RE-APPOINTMENT OF AUDITORS

IT WAS RESOLVED:

THAT Deloitte & Touche be appointed as the independent auditors of the Company until the conclusion of the next Annual General Meeting to be held in 2021.

[It was noted that of the 82 698 409 shares voted on the resolution, 97,53% voted for the motion to be passed. 0,03% abstained.]

4. PLACEMENT OF CERTAIN OF THE AUTHORISED BUT UNISSUED SHARES UNDER THE CONTROL OF THE DIRECTORS:

ORDINARY RESOLUTION 4: PLACEMENT OF CERTAIN OF THE AUTHORISED BUT UNISSUED SHARES UNDER THE CONTROL OF THE DIRECTORS

IT WAS RESOLVED:

THAT the directors be authorised to allot and issue, or grant options over, a maximum number of 4 781 469 (four million seven hundred and eight one thousand four hundred and sixty nine) ordinary shares (over and above any ordinary shares already approved, allotted and issued by the Company in terms of share plan or incentive scheme for the benefit of employees) representing 5% (five percent) of the number of ordinary shares in issue as at the date of this notice upon such terms and conditions and at such times as they may determine and deem fit in their discretion, subject to the provisions of the Companies Act, the JSE Listing Requirements and the memorandum of incorporation of the Company, provided that this authority shall not extend beyond the Annual General Meeting to be held in 2021 or 15 (fifteen) months from 15 July 2020, being the date of this Annual General Meeting, whichever date is earlier.

[It was noted that of the 82 698 409 shares voted on the resolution, 85,53% voted for the motion to be passed. 0,03% abstained.]

5. NON-BINDING ADVISORY VOTE ON THE COMPANY'S REMUNERATION POLICY:

ORDINARY RESOLUTION 5: NON-BINDING ADVISORY VOTE ON THE COMPANY'S REMUNERATION POLICY

IT WAS RESOLVED, through a non-binding advisory vote,

THE Company's remuneration policy as set out in the Remuneration Committee Report contained in the Integrated Annual Report in terms of the King Report on Corporate Governance for South Africa (King IV) be and hereby is endorsed.

[It was noted that of the 76 883 509 shares voted on the resolution, 87,86% voted for the motion to be passed. 6,11% abstained.]

6. NON-BINDING ADVISORY VOTE ON THE COMPANY'S REMUNERATION IMPLEMENTATION REPORT:

ORDINARY RESOLUTION 6: NON-BINDING ADVISORY VOTE ON THE COMPANY'S REMUNERATION IMPLEMENTATION REPORT

IT WAS RESOLVED, through a non-binding advisory vote,

THE Company's remuneration implementation report as set out in the Remuneration Committee Report contained in the Integrated Annual Report in terms of the King Report on Corporate Governance for South Africa (King IV) be and is hereby endorsed.

[It was noted that of the 76 883 509 shares voted on the resolution, 96,40% voted for the motion to be passed. 6,11% abstained.]

7. THE GENERAL AUTHORITY FOR THE PROVISION OF FINANCIAL ASSISTANCE IN TERMS OF SECTION 44 OF THE COMPANIES ACT:

SPECIAL RESOLUTION 1: GENERAL AUTHORITY FOR THE PROVISION OF FINANCIAL ASSISTANCE IN TERMS OF SECTION 44 OF THE COMPANIES ACT

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT to the extent required by Section 44 of the Companies Act, and as a general authority, the Board of Directors of the Company may, subject to compliance with the provisions of the Company's memorandum of incorporation, the Companies Act and the JSE Listing Requirements, each as presently constituted and as amended from time to time, authorise the Company to provide on such terms as the Board shall consider appropriate in its discretion, and without the necessity if the Board considers it appropriate to charge interest at any time and from time to time, any direct or indirect financial assistance to any of its present or future subsidiaries and/or any other company or entity that is or becomes related or inter-related to the Company or any of its subsidiaries, and/or to any member of such subsidiary or related or inter-related company or entity for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company or entity, or for the purchase of any securities of the Company or a related or inter-related company or entity subject to the terms and conditions of Section 44 of the Companies Act, at any time for a period commencing on the date of passing of this resolution and ending at the next Annual General Meeting.

[It was noted that of the 82 698 409 shares voted on the resolution, 98,29% voted for the motion to be passed. 0,03% abstained.]

8. THE GENERAL AUTHORITY FOR THE PROVISION OF

SPECIAL RESOLUTION 2: GENERAL AUTHORITY FOR THE PROVISION OF FINANCIAL ASSISTANCE IN TERMS OF SECTION 45 OF THE COMPANIES ACT

FINANCIAL ASSISTANCE IN TERMS OF SECTION 45 OF THE COMPANIES ACT:

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT to the extent required by Section 45 of the Companies Act, and as a general authority, the Board of Directors of the Company may, subject to compliance with the provisions of the Company's memorandum of incorporation, the Companies Act and the JSE Listing Requirements, each as presently constituted and as amended from time to time, authorise the Company to provide on such terms as the Board shall consider appropriate in the circumstances and without the necessity if the Board considers it appropriate to charge interest at any time and from time to time any indirect or indirect financial assistance to any one or more related or inter-related companies or corporations of the Company but not a director and/or prescribed officer of the Company or a director of any related and/or inter-related companies, for a period commencing on the date of passing of this resolution and ending at the next Annual General Meeting.

[It was noted that of the 82 698 409 shares voted on the resolution, 98,49% voted for the motion to be passed. 0,03% abstained.]

9. BASIS OF REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS:

SPECIAL RESOLUTION 3: BASIS OF REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS FROM 1 JANUARY 2021

Special resolution 2 calls for the approval of the annual fees (including authorising the basis as contemplated in section 65(11)(h)) payable by the Company to the non-executive directors including for their service on committees of the Board with effect from 1 January 2021, to be approved by way of individual resolutions. The proposed fees for 2021 are exclusive of VAT. The effect of these special resolutions, if passed, will be the authorisation of the annual fees for non-executive directors for the period from 1 January 2021:

SPECIAL RESOLUTION 3(1): NON-EXECUTIVE CHAIRMAN'S REMUNERATION: ANNUAL RETAINER FEE:

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the annual retainer fee payable to the non-executive Chairman be R389 200, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 409 shares voted on the resolution, 99,10% voted for the motion to be passed. 0,03% abstained.]

SPECIAL RESOLUTION 3(2): LEAD INDEPENDENT NON-EXECUTIVE DIRECTORS' REMUNERATION: ANNUAL RETAINER FEE

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the annual retainer fee payable to the lead independent non-executive Director be R299 450, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 409 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

**NON-EXECUTIVE
DIRECTORS'
REMUNERATION
(continued):**

**SPECIAL RESOLUTION 3(3): NON-EXECUTIVE DIRECTORS'
REMUNERATION: ANNUAL RETAINER FEE**

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the annual retainer fee payable to each of the non-executive Directors be R209 700, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 059 shares voted on the resolution, 89,67% voted for the motion to be passed. 0,03% abstained.]

**SPECIAL RESOLUTION 3(4): NON-EXECUTIVE DIRECTORS'
REMUNERATION: FEES PAID PER MEETING TO THE CHAIRMAN OF THE
BOARD**

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per meeting to the Chairman of the Board be R35 460, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 059 shares voted on the resolution, 99,10% voted for the motion to be passed. 0,03% abstained.]

**SPECIAL RESOLUTION 3(5): NON-EXECUTIVE DIRECTORS'
REMUNERATION: FEES PAID PER MEETING TO THE CHAIRMAN OF THE
AUDIT COMMITTEE**

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per meeting to the Chairman of the Audit Committee be R21 320, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 059 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

**SPECIAL RESOLUTION 3(6): NON-EXECUTIVE DIRECTORS'
REMUNERATION: FEES PAID PER MEETING TO THE CHAIRMAN OF THE
RISK AND SUSTAINABILITY COMMITTEE**

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per meeting to the Chairman of the Risk and Sustainability Committee be R21 320, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 059 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

**SPECIAL RESOLUTION 3(7): NON-EXECUTIVE DIRECTORS'
REMUNERATION: FEES PAID PER MEETING TO THE CHAIRMAN OF THE
NOMINATIONS COMMITTEE**

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per meeting to the Chairman of the Nominations Committee be R16 750, together with any Value Added Tax

attributable thereto.

[It was noted that of the 82 698 059 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

**NON-EXECUTIVE
DIRECTORS'
REMUNERATION
(continued):**

**SPECIAL RESOLUTION 3(8): NON-EXECUTIVE DIRECTORS'
REMUNERATION: FEES PAID PER MEETING TO THE CHAIRMAN OF THE
REMUNERATION COMMITTEE**

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per meeting to the Chairman of the Remuneration Committee be R16 750, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 059 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

**SPECIAL RESOLUTION 3(9): NON-EXECUTIVE DIRECTORS'
REMUNERATION: FEES PAID PER MEETING TO THE CHAIRMAN OF THE
SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE**

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per meeting to the Chairman of the Social, Ethics and Transformation Committee be R21 020, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 059 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

**SPECIAL RESOLUTION 3(10): NON-EXECUTIVE DIRECTORS'
REMUNERATION: FEES PAID PER BOARD MEETING TO THE LEAD
INDEPENDENT NON-EXECUTIVE DIRECTOR**

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per board meeting to the Lead independent non-executive Director be R35 230, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 059 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

**SPECIAL RESOLUTION 3(11): NON-EXECUTIVE DIRECTORS'
REMUNERATION: FEES PAID PER BOARD MEETING TO THE NON-
EXECUTIVE DIRECTORS OF THE BOARD**

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per board meeting to each of the non-executive Directors of the Board be R34 980, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 059 shares voted on the resolution, 89,67% voted for the motion to be passed. 0,03% abstained.]

NON-EXECUTIVE DIRECTORS' REMUNERATION (continued):

SPECIAL RESOLUTION 3(12): NON-EXECUTIVE DIRECTORS' REMUNERATION: FEES PAID PER MEETING TO THE NON-EXECUTIVE DIRECTORS ON THE AUDIT COMMITTEE

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per meeting to each of the non-executive Directors on the Audit Committee be R28 000, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 059 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

SPECIAL RESOLUTION 3(13): NON-EXECUTIVE DIRECTORS' REMUNERATION: FEES PAID PER MEETING TO THE NON-EXECUTIVE DIRECTORS ON THE RISK AND SUSTAINABILITY COMMITTEE

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per meeting to each of the non-executive Directors on the Risk and Sustainability Committee be R21 320, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 409 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

SPECIAL RESOLUTION 3(14): NON-EXECUTIVE DIRECTORS' REMUNERATION: FEES PAID PER MEETING TO THE NON-EXECUTIVE DIRECTORS ON THE NOMINATIONS COMMITTEE

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per meeting to each of the non-executive Directors on the Nominations Committee be R14 320, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 409 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

SPECIAL RESOLUTION 3(15): NON-EXECUTIVE DIRECTORS' REMUNERATION: FEES PAID PER MEETING TO THE NON-EXECUTIVE DIRECTORS ON THE REMUNERATION COMMITTEE

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per meeting to each of the non-executive Directors on the Remuneration Committee be R14 320, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 409 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

SPECIAL RESOLUTION 3(16): NON-EXECUTIVE DIRECTORS' REMUNERATION: FEES PAID PER MEETING TO THE NON-EXECUTIVE DIRECTORS ON THE SOCIAL, ETHICS AND TRANSFORMATION COMMITTEE

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per meeting to each of the non-executive Directors on the Social, Ethics and Transformation Committee be R21 020, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 409 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

NON-EXECUTIVE DIRECTORS' REMUNERATION (continued):

SPECIAL RESOLUTION 3(17): NON-EXECUTIVE DIRECTORS' REMUNERATION: FEES PAID PER MEETING TO THE NON-EXECUTIVE DIRECTORS ON THE BELL AUDIT SERVICES COMMITTEE

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per meeting to each of the non-executive Directors on the Bell Audit Services Committee be R13 940, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 409 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

NON-EXECUTIVE DIRECTORS' REMUNERATION

SPECIAL RESOLUTION 3(18): NON-EXECUTIVE DIRECTORS' REMUNERATION: FEES PAID PER MEETING TO THE NON-EXECUTIVE DIRECTORS ON AD-HOC COMMITTEES

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT from 1 January 2021, the fee payable per meeting to each of the non-executive Directors on ad hoc committees be R14 320, together with any Value Added Tax attributable thereto.

[It was noted that of the 82 698 409 shares voted on the resolution, 97,61% voted for the motion to be passed. 0,03% abstained.]

10. GENERAL AUTHORITY TO REPURCHASE SHARES:

SPECIAL RESOLUTION 4: GENERAL AUTHORITY TO REPURCHASE SHARES

IT WAS RESOLVED, AS A SPECIAL RESOLUTION:

THAT the Board be authorised, by way of a general authority, to approve the purchase of its own ordinary shares by the Company, or to approve the purchase of the ordinary shares in the Company by any subsidiary of the Company, subject to the applicable requirements of the memorandum of incorporation, Companies Act, and subject further to the restriction that the repurchase or purchase, as the case may be, by the Company and/or any of its subsidiaries of shares in the Company under this authority will not, considered alone or together with other transactions in an integrated series of transaction, in aggregate exceed 5% of the ordinary shares of the Company in issue at the time this authority is granted and provided that, as required in terms of the JSE Listings Requirements.

[It was noted that of the 82 700 967 shares voted on the resolution, 98,95% voted for the motion to be passed. 0.02% abstained.]

11. GENERAL: SHAREHOLDER QUESTIONS AND RESPONSES

At the end of the Annual General Meeting, additional questions were posed by shareholders and were responded to by the Company.

CLOSURE: There being no further business, the Chairman thanked the shareholders and attendees for their attendance and contribution and declared the meeting closed at 13H15.

SIGNED AS A CORRECT RECORD

CHAIRMAN  _____

DATE: 3/9/2020