

# RESPONSIBLE INVESTMENT

History of Proxy Voting  
June 2021

Meeting Date	JSE Share Code	Company Name	No.	Resolution Description	Vote
1/06/2021	LBR	Libstar		<b>Ordinary Resolutions</b>	
			1	Election of Ms A Andrews as director	In favour
			2	Re-election of directors	
			2.1	Re-election of Ms S Masinga as director	In favour
			2.2	Re-election of Mr S Khanna as director	In favour
			3	Appointment of audit and risk committee members	
			3.1	Election of Mr JP Landman as member	In favour
			3.2	Election of Ms A Andrews as member	In favour
			3.3	Election of Ms S Masinga as member	In favour
			3.4	Election of Mr S Khanna as member	In favour
			4	Appointment of Moore Cape Town Incorporated as independent external auditor	In favour
			5	Endorsement of remuneration policy	Not in favour
			6	Endorsement of remuneration implementation report	In favour
			7	General authority to issue shares for cash	In favour
			8	General signatory authority	In favour
				<b>Special resolutions</b>	
			1	Approval of the remuneration of directors	
			1.1	Chairman of the board of directors	In favour
			1.2	Independent non-executive director	In favour
			1.3	Chairman of the audit and risk committee	In favour
			1.4	Member of the audit and risk committee	In favour
			1.5	Chairman of the remuneration committee	In favour
			1.6	Member of the remuneration committee	In favour
			1.7	Chairman of the nomination committee	In favour
			1.8	Member of the nomination committee	In favour
			1.9	Chairman of the social and ethics committee	In favour
			1.10	Member of the social and ethics committee	In favour
			1.11	Chairman of the investment committee	In favour
			1.12	Member of the investment committee	In favour

			2	General authority to provide financial assistance	In favour
			3	General authority to repurchase shares	Not in favour
02/06/2021	SFN	SASFIN Holdings		<b>Authority for Series 1 Noteholders to amend the Series 1 Supplement</b>	<b>In favour</b>
02/06/2021	SFN	SASFIN Holdings		<b>Special resolutions</b>	
			1	Specific repurchase of Preference Shares in terms of paragraph 5.69 of the Listings Requirements	In favour
			2	Acquisition of more than 5% of the issued Preference Shares in terms of section 48(8)(b) read with sections 114 and 115 of the Companies Act	In favour
			3	Revocation of Special Resolution Number 2 if the Repurchase is not implemented and Shareholders entitled to exercise their appraisal rights in terms of section 164 of the Companies Act	In favour
				Companies Act have validly exercised their Appraisal Rights under section 164 of the Companies Act	
				<b>Ordinary Resolutions</b>	
			1	Authority Granted to Directors	In favour
02/06/2021	SNT	Santam Ltd		<b>Ordinary Resolutions</b>	
			1	To re-appoint PwC as independent external auditors represented by C van den Heever	Not in favour
			2	To re-elect MP Fandesio as a director	In favour
			3	To re-elect JJ Ngulube as a director	In favour
			4	To re-elect PE Speckmann as a director	In favour
			5	To re-elect MLD Marole as a director	In favour
			6	To re-elect MJ Reyneke as a director	Not in favour
			7	To elect PB Hanratty as a director	In favour
			8	To elect AM Mukhuba as a director	In favour
			9	To re-elect L Lambrechts as a director	In favour
			10	To re-elect MP Fandesio as a member of the audit committee	In favour
			11	To re-elect PE Speckmann as a member of the audit committee	In favour
			12	To re-elect MJ Reyneke as a member of the audit committee	Not in favour
			13	To cast a non-binding advisory vote on the company's remuneration policy	In favour
			14	To cast a non-binding advisory vote on the company's implementation report in regard to its remuneration policy	In favour
				<b>Special resolutions</b>	
			1	To approve directors' remuneration	In favour
			2	General authority to repurchase shares	Not in favour
			3	General authority to provide financial assistance in connection with the purchase of securities	In favour
			4	General authority to provide financial assistance to related or inter-related companies and corporations	In favour
03/06/2021	MPT	Mpact		<b>Ordinary Resolutions</b>	
			1	Rotation of non-executive directors	
			1.1	Re-election of AJ Phillips	In favour
			1.2	Re-election of NP Dongwana	In favour
			1.3	Re-election of PCS Luthuli	In favour
			2	Election of Audit and Risk Committee members	
			2.1	Election of TDA Ross as Audit and Risk Committee member	Not in favour
			2.2	Election of AM Thompson as Audit and Risk Committee member	Not in favour



			2.3	Election of NP Dongwana as Audit and Risk Committee member	Not in favour
			2.4	Election of PCS Luthuli as Audit and Risk Committee member	In favour
			3	Re-appointment of Deloitte & Touche as auditors	Not in favour
			4	Authority to implement resolutions	In favour
				<b>Non-binding advisory resolutions</b>	
			1	Remuneration policy	In favour
			2	Implementation report	In favour
				<b>Special resolutions</b>	
			1	General authority to repurchase shares	In favour
			2	General authority to provide financial assistance	In favour
			3	Non-executive directors' remuneration	In favour
<b>03/06/2021</b>	<b>JSE</b>	<b>JSE Ltd</b>		<b>Ordinary Resolutions</b>	
			1	To elect Mr Ian Kirk as a director	In favour
			2	To re-elect each of the following directors by way of separate vote:	
			2.1	Ms Nolitha Fakude	In favour
			2.2	Dr Mantsika Matoane	In favour
			2.3	Ms Aarti Takoordeen	In favour
			3	To re-elect Ms Nonkululeko Nyembezi as a director for the ensuing year	In favour
			4	To reappoint Ernst & Young Inc. as the independent auditors of the Company for the ensuing year and Mr Imraan Akoodie as the designated auditor for the ensuing year	In favour
			5	Re-election of Audit Committee	
			5.1	To re-appoint Dr Suresh Kana to serve as a member and chairman of the Group Audit Committee	In favour
			5.2	To re-appoint Ms Zarina Bassa to serve as a member of the Group Audit Committee	In favour
			5.3	To re-appoint Ms Siobhan Cleary to serve as a member of the Group Audit Committee	In favour
			5.4	To re-appoint Ms Faith Khanyile to serve as a member of the Group Audit Committee	In favour
			6	Authorisation for a director or Group company secretary of the Company to implement resolutions	In favour
				<b>Non-binding advisory resolutions</b>	
			7	Non-binding advisory vote on the remuneration policy as set out in the remuneration report of the Company	Not in favour
			8	Non-binding advisory vote on the implementation report as set out in the remuneration report of the Company	In favour
				<b>Special resolutions</b>	
			9	Special resolution number 1: General authority to repurchase shares	In favour
			10	Special resolution number 2: General authority to provide financial assistance to subsidiaries in terms of sections 44 and 45 of the Companies Act	In favour
			11	Special resolution number 3: Non-executive directors emoluments for 2021	In favour
<b>04/06/2021</b>	<b>ABG</b>	<b>Absa Group Ltd</b>		<b>Ordinary Resolutions</b>	
			1	To re-appoint the Company's external auditor to serve until the conclusion of the 2021 financial year audit:	
			1.1	Ernst & Young Inc. (designated auditor – Ranesh Hariparsad).	In favour
			2	To appoint the Company's joint external auditor to serve with effect from 1 January 2021 until the conclusion of the next AGM:	

		2.1	KPMG Inc. (designated audit partner – Heather Berrange).	In favour
		3	Re-election of directors:	
		3.1	Alex Darko as an independent non-executive director	In favour
		3.2	Daisy Naidoo as an independent non-executive director.	In favour
		3.3	Francis Okomo-Okello as an independent non-executive director	In favour
		3.4	Sipho M Pityana as an independent non-executive director.	In favour
		3.5	Tasneem Abdool-Samad as an independent non-executive director.	In favour
		4	Election of directors appointed since last AGM:	
		4.1	Fulvio Tonelli, as a non-executive director (appointment effective 1 July 2020).	In favour
		4.2	René van Wyk, as a non-executive director (appointment effective 1 August 2020).	In favour
		4.3	Nonhlanhla Mjoli-Mncube, as an independent non-executive director (appointment effective 15 October 2020).	In favour
		5	To re-appoint the members of the Group Audit and Compliance Committee:	
		5.1	Alex Darko (subject to election as an independent non-executive director pursuant to Ordinary Resolution number 3.1).	In favour
		5.2	Daisy Naidoo (subject to election as an independent non-executive director pursuant to Ordinary Resolution number 3.2).	In favour
		5.3	Tasneem Abdool-Samad (subject to election as an independent non-executive director pursuant to Ordinary Resolution number 3.5)	In favour
		5.4	Swithin Munyantwali	In favour
		6	To place the authorised but unissued ordinary share capital of the Company under the control of the directors	In favour
		7	Non-binding advisory vote number 2	
			To endorse the Company's remuneration policy	In favour
		8	Non-binding advisory vote number 2	
			To endorse the Company's remuneration implementation report	In favour
			<b>Special resolutions</b>	
		1	To approve the proposed remuneration of the non-executive directors for their services as directors, payable from 1 June 2021 to, and including the last day of the month preceding the date of the next AGM	In favour
		2	To grant a general authority to the directors to approve repurchase of the Company's ordinary shares	In favour
		3	To grant a general authority to the Company to approve financial assistance in terms of section 45 of the Companies Act No. 71 of 2008	In favour
<b>08/06/2021</b>	<b>CMH</b>	<b>Combined Motor Holdings</b>	<b>Ordinary Resolutions</b>	
		1	Approval of financial statements	In favour
		2	Re-election of directors:	
		2.1	JS Dixon	In favour
		2.2	ME Jones	In favour
		3	Election of audit and risk committee:	
		3.1	ME Jones	In favour
		3.2	JA Mabena	In favour
		3.3	MR Nkadimeng	In favour
		4	Appointment of external auditor	Not in favour
		5	Remuneration	
		5.1	Remuneration policy	Not in favour
		5.2	Implementation report	Not in favour

**Special resolutions**

1	Approval of non-executive directors' fees for:	
1.1	Chairman of the Board	In favour
1.2	Directors	In favour
1.3	Chairman of the Audit and risk assessment committee	In favour
1.4	Other fees	In favour

09/06/2021 SLM Sanlam Limited

**Ordinary Resolutions**

1	To present the Sanlam Annual Reporting suite	In favour
2	To re-appoint Ernst & Young as independent external auditors for 2021	In favour
3	To re-appoint joint auditors KPMG for the 2021 financial year	In favour
4	To appoint the following additional director:	
4.1	NAS Kruger	In favour
5	To individually re-elect the following directors retiring by rotation:	
5.1	M Mokoka	In favour
5.2	KT Nondumo	In favour
5.3	J van Zyl	In favour
6	To elect the following two executive directors	
6.1	P Hanratty	In favour
6.2	A Mukhuba	In favour
7	To individually elect the following independent non-executive directors of the Company as members of the Sanlam Audit Committee:	
7.1	AS Birrell	In favour
7.2	NAS Kruger	In favour
7.3	M Mokoka	In favour
7.4	JP Möller	In favour
7.5	KT Nondumo	In favour
8	To cast a non-binding advisory vote on the Company's Remuneration Policy	
8.1	Non-Binding advisory vote on the Company's Remuneration Policy	In favour
8.2	Non-Binding advisory vote on the Company's Remuneration Implementation Report	In favour
9	To note the total amount of non-executive and executive directors' remuneration for the financial year ended 31 December 2021	In favour
10	To place unissued shares under the control of the directors	In favour
11	To approve the general authority to issue shares for cash	In favour
12	To authorise any director of the Company, and where applicable, the secretary of the Company, to implement the aforesaid ordinary and undermentioned special resolutions	In favour

**Special resolutions**

1	To approve the remuneration of the non-executive directors of the Company for their services for the period 01 July 2021 till 30 June 2022	In favour
2	To give authority to the Company or a subsidiary of the Company to acquire the Company's securities	In favour
3	General authority to provide financial assistance in terms of section 44 of the Companies Act	In favour
4	General authority to provide financial assistance in terms of section 45 of the Companies Act	In favour

14/06/2021	MDI	Master Drilling Group Limited	Ordinary Resolutions	
			1 Appointment of BDO South Africa Incorporated as external auditor	In favour
			2.1 Re-election of Mr. H R van der Merwe as a non-executive director	In favour
			2.2 Re-election of Mr A W Brink as a non-executive director	In favour
			2.3 Resolved, in the event of a vacancy on the Board arising from a retiring director not being re-elected at this AGM, NOT to fill such a vacancy by way of shareholders' resolution at this AGM or any adjournment thereof	In favour
			3 Election of Mr FG Dixon as an alternate director to Mr GR Shepard	In favour
			4.1 Election Election of Mr AW Brink as a member of the Audit Committee of the Company	In favour
			4.2 Election of Mr ST Ferguson as a member of the Audit Committee of the Company	Not in favour
			4.3 Election of Mr AA Deshmukh as a member of the Audit committee of the company	Not in favour
			5 General authority to directors to allot and issue ordinary shares	In favour
			6 General authority to directors to issue for cash, those ordinary shares placed under the control of the directors in terms of ordinary resolution number 5	In favour
			7 Approval of the Master Drilling remuneration policy	Not in favour
			8 Approval of the implementation report on the Master Drilling remuneration policy	In favour
			<b>Special resolutions</b>	
			1 Acquisition of Company's own shares	Not in favour
			2 Non-executive director fees	In favour
			3 Approval to grant financial assistance in terms of sections 44 and 45 of the Companies Act	In favour
17/06/2021	QLT	Quilter	Resolutions	
			a the proposed sale by the Company of Quilter International, as described in the circular to the Company's shareholders dated 17 May 2021, substantially on the terms as set out in the sale and purchase agreement dated 1 April 2021, together with any other agreements and ancillary documents contemplated therein, be and are approved, with any changes as are permitted in accordance with resolution (b) below; and	In favour
			b the directors of the Company (the Directors) (or any duly authorised Committee of the Directors) be and are authorised to do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries as the Directors (or any duly authorised committee of the Directors) consider necessary, expedient or desirable in connection with, and to implement, the Sale and to agree such modifications, variations, revisions, waivers, extensions, additions or amendments (not being modifications, variations, revisions, waivers, extensions, additions or amendments of a material nature) as the Directors (or any duly authorised committee of the Directors) may in their absolute discretion deem necessary, expedient or or desirable in connection with the sale.	In favour
22/06/2021	SDO	Stadio Holdings Ltd	Ordinary Resolutions	
			1 To confirm the appointment of Dr TV Maphai as a Director	In favour
			2 To re-elect Dr TH Brown as a Director	In favour
			3 To re-elect Dr CR van der Merwe as a Director	In favour
			4 To re-elect Dr CB Vilakazi as a Director	In favour
			5 To re-appoint Ms M Mokoka as a member and chairperson of the Audit and Risk Committee of the Company	In favour
			6 To re-appoint Dr CB Vilakazi as a member of the Audit and Risk Committee of the Company	In favour
			7 To re-appoint Dr TH Brown as a member of the Audit and Risk Committee of the Company	In favour
			8 To re-appoint PricewaterhouseCoopers Inc. as the auditor	In favour



			9	General authority to issue ordinary shares for cash	In favour
			10	Non-binding endorsement of STADIO Holdings' remuneration policy	In favour
			11	Non-binding endorsement of STADIO Holdings' implementation report on the remuneration policy	In favour
			<b>Special resolutions</b>		
			1	Remuneration of chairperson of the Board	In favour
			2	Remuneration of members of the Board	In favour
			3	Remuneration of chairperson of the Audit and Risk Committee	In favour
			4	Remuneration of members of the Audit and Risk Committee	In favour
			5	Remuneration of chairpersons of the Remuneration and Nominations Committee	In favour
			6	Remuneration of members of the Remuneration and Nominations Committee	In favour
			7	Remuneration of chairperson of the Transformation, Social and Ethics Committee	In favour
			8	Remuneration of members of the Transformation, Social and Ethics Committee	In favour
			9	Ad hoc remuneration of members of the Board under rare circumstances	In favour
			10	Inter-company financial assistance	In favour
			11	Financial assistance for the subscription and/or the acquisition of shares in the Company or a related or inter-related company	In favour
			12	Share repurchases by the Company and its subsidiaries	Not in favour
<b>30/06/2021</b>	<b>LHN</b>	<b>Letshego Holdings</b>	<b>Ordinary Resolutions</b>		
			1	To receive and adopt the Annual Financial Statements for the financial year ended 31 December 2020 including the Directors' Report and the report of the Independent Auditors	In favour
			2	To ratify the dividends declared and paid since the last Annual General Meeting, a final dividend of 22.5 cents (N\$0.225) per share paid to shareholders on 04 June 2021	In favour
			3	To confirm the re-election of Mr. RM Mbetjiha, who retires in accordance with Article 63 of the articles of Association of the Company, and being eligible, offers himself for re-election	In favour
			4	Remuneration	
			4.1	To approve the remuneration of the Directors for the financial year ending 31 December 2020 as disclosed in Note 20 to the Annual Financial Statements in the Annual Report. The Board attendance and remuneration for each Director will be disclosed in the Corporate Governance section of the Annual Report	In favour
			4.2	To confirm the remuneration structure of the Directors for the financial year ending 31 December 2020. The board fees and the retainer structure are set out in the Corporate Governance section of the Annual Report	In favour
			5	To approve the remuneration of the Auditors for the financial year ending 31 December 2020 as disclosed in Note 20 to the Annual Financial Statements	In favour
			6	Audit Appointment	
			6.1	To ratify and confirm the appointment of Ernst & Young as external auditors for the ensuing year subject to Bank of Namibia approval	In favour
			6.2	To authorize the directors to determine the remuneration of the Auditors for the next financial year ending 31 December 2021 estimated at N\$1,500,000 to N\$2,280,000	In favour
			<b>Special business</b>		
				To transact other business which may be transacted at the Annual General Meeting	In favour
<b>22/06/2021</b>	<b>COH</b>	<b>Curro Holdings</b>	<b>Ordinary Resolutions</b>		
			1	To confirm the appointment of Mr TP Baloyi as a director	In favour
			2	To re-elect Ms ZN Mankai as a director	In favour

			3	To re-elect Ms TBL Molefe as a director	In favour
			4	To re-elect Ms SL Botha as a director	In favour
			5	To re-appoint Ms ZN Mankaias chair and member of the audit and risk committee of the company	In favour
			6	To re-appoint Mr TP Baloyi as a member of the audit and risk committee of the company	In favour
			7	To re-appoint Ms TBL Molefe as a member of the audit and risk committee of the company	In favour
			8	To re-appoint Mr DM Ramaphosa as a member of the audit and risk committee of the company	In favour
			9	To re-appoint PricewaterhouseCoopers Inc. as auditor	In favour
			10	General authority to issue ordinary shares for cash	In favour
			11	Non-binding endorsement of Curro's remuneration policy	Not in favour
			12	Non-binding endorsement of Curro's implementation report on the remuneration policy	Not in favour
			13	Adoption of the new Curro Holdings Limited Executive Long-Term Incentive Scheme	In favour
			14	Amendment of the current Curro Holdings Limited Share Incentive Trust Deed	In favour
				<b>Special resolutions</b>	
			1	Remuneration of the non-executive directors	In favour
			2	Inter-company financial assistance	In favour
			3	financial assistance for the subscription and/or the acquisition of shares in the Company or a related or inter-related company	In favour
			4	Shares repurchases by the company and its subsidiaries	Not in favour
<b>28/06/2021</b>	<b>PIK</b>	<b>Pick n Pay</b>		<b>Ordinary Resolutions</b>	
			1	Appointment of the external auditors and designated audit partner	In favour
			2.1	Election of Hugh Herman as director	Not in favour
			2.2	Election of Jeff van Rooyen as director	In favour
			2.3	Election of Audrey Mothupi as director	In favour
			2.4	Election of David Robins as director	In favour
			2.5	Election of Pieter Boone as director	In favour
			3.1	Appointment of Jeff van Rooyen to the audit, risk and compliance committee	Not in favour
			3.2	Appointment of Audrey Mothupi to the audit, risk and compliance committee	In favour
			3.3	Appointment of David Friedland to the audit, risk and compliance committee	In favour
			3.4	Appointment of Mariam Cassim to the audit, risk and compliance committee	In favour
			3.5	Appointment of Haroon Bhorat to the audit, risk and compliance committee	In favour
				<b>Advisory Votes</b>	
			1	Endorsement of remuneration policy	Not in favour
			2	Endorsement of remuneration implementation report	In favour
				<b>Special resolutions</b>	
			1	Directors' fees	In favour
			2.1	Financial assistance to related or inter-related companies	In favour
			2.2	Financial assistance to persons	In favour
			3	General approval to repurchase Company shares	Not in favour
				<b>Ordinary Resolution</b>	
			4	Directors' authority to implement special and ordinary resolutions	In favour



29/06/2021	L4L	Long4Life Limited	Ordinary Resolutions		
			1	Re-election of Mr GW Dempster	In favour
			2	Re-appointment of External Auditors, Deloitte & Touche	In favour
			3	Appointment of Audit and Risk Committee members:	
			3.1	T Abdool-Samad (Chairman)	In favour
			3.2	K R Moloko	In favour
			3.3	L I Jacobs	In favour
			4	Advisory endorsement of the group's Remuneration Policy	In favour
			5	Advisory endorsement of the group's Remuneration Implementation Report	In favour
				<b>Special resolutions</b>	
			6	Non-executive directors' remuneration for services as directors	In favour
				<b>Ordinary Resolution</b>	
			7	Director's authority to implement ordinary and special resolutions	In favour
30/06/2021	NHM	Northam Platinum Limited	Special resolutions		
			1	Approval of the Share Acquisitions Scheme	In favour
			2	Revocation of the Share Acquisitions Scheme Resolution if the Share Acquisitions Scheme is terminated	In favour
			3	Approval of the acquisition of Northam Shares pursuant to the Revised Accumulated Dividends Settlement, the Repurchase, the Zambezi Preference Share Redemption and the acquisition of Zambezi Retention Shares (if applicable)	In favour
			4	Approval of the ESOP Repurchase	In favour
			5	Approval of the Northam Scheme	In favour
			6	Revocation of the Northam Scheme Resolution if the Northam Scheme is terminated	In favour
			7	Approval of financial assistance in terms of sections 44 and 45 of the Companies Act	In favour
			8	Approval of the issue of Northam Shares pursuant to the BEE SPV Subscriptions	In favour
			9	Approval of the BEE Trust Repurchases	In favour
			10	Approval of the Relevant Zambezi Shareholder Repurchases	In favour
				<b>Ordinary Resolution</b>	
			1	Approval of the Northam SIP Amendments	In favour
			2	Approval of the HDP SPV Subscription	In favour
			3	Approval of the Northam Zambezi Ordinary Share Subscription	In favour
			4	Approval of the HDP SPV Share Issue and the BEE SPV Share Issues	In favour
30/06/2021	ADI	Adapt IT	Special resolutions		
			1	Approval of the Scheme in terms of sections 114 and 115 of the Companies Act by Adapt IT Shareholders	Not in favour
			2	Revocation of Special Resolution Number 1	Not in favour
			3	Approval for the payment of fees to the members of the Independent Board	Not in favour
				<b>Ordinary Resolution</b>	
			1	Delisting of Adapt IT Shares from the Main Board of the JSE following the implementation of the Scheme	Not in favour
			2	Delisting of Adapt IT Shares from the Main Board of the JSE following the implementation of the Standby Offer	Not in favour
			3	Implementation	Not in favour