

# Responsible Investment

History of Proxy Voting March 2020



MEETING DATE	JSE SHARE CODE	COMPANY NAME	NUMBER	DESCRIPTION	VOTE
03/03/2020	SCD	Schroder European Real Estate Investment Trust	<b>Ordinary Resolutions</b>		<b>Vote</b>
			1	Annual Report and Accounts	In favour
			2	Directors Remuneration Policy	In favour
			3	Annual Report on Remuneration	In favour
			4	Re-election of Mr. Mark Patterson	In favour
			5	Re-appointmemnt of PWC LLP as auditors	
			6	Authority to determine auditors remuneration	In favour
			7	Company's dividend policy	In favour
			8	Authority to allot shares	In favour
				<b>Special Resolutions</b>	<b>Vote</b>
9	Disapplication of pre-emption	Not in favour			
10	Authority to purchase own shares	In favour			
03/03/2020	OCE	Oceana Group	<b>Ordinary Resolutions</b>		<b>Vote</b>
			1.1	Re-election of N Simamane as director	In favour
			1.2	Re-election of P De Beyer as director	In favour
			1.3	Re-election of S Pather as director	Not in favour
			1.4	Election of L Sennelo as director	In favour
			1.5	Election of N Pangarker as director	In favour
			1.6	Election of A Jakoet as director	In favour
			1.7	Election of E Bosch as director	In favour
			2	Re-appointment of Deloitte & Touche as external auditor	Not in favour
			3.1	Election of Z Bassa as audit committee member	In favour
			3.2	Election of P de Beyer as audit committee member	Not in favour
			3.3	Election of S Pather as audit committee member	Not in favour
			3.4	Election of A Jakoet as audit committee member	In favour
				Non Binding Advisory Note	
			1	Approval of remuneration policy	In favour
			2	Approval of implementation report	In favour
				<b>Special Resolutions</b>	<b>Vote</b>
			1	Approve and authorise the provision of financial assistance by the Company to related or inter-related companies and others	In favour
			2	Approve and authorise the provision of financial assistance for the acquisition of shares in the Company or a subsidiary	In favour
			3	Approve the non-executive directors' remuneration in their capacity as directors only	In favour
4	General approval and authorisation for the acquisition of the Company's shares by the Company or its subsidiaries	In favour			
	<b>Ordinary Resolutions</b>	<b>Vote</b>			
4	Authorisation of the directors and company secretary contemplated herein	In favour			

11/03/2020	PPH	Pepkor Holdings	Ordinary Resolutions	Vote
			2 Re-election of directors who retire by rotation	
			2.1 Re-election of J Naidoo	In favour
			2.2 Re-election of SH Müller	In favour
			2.3 Re-election of F Petersen-Cook	In favour
			3 Ratification of the appointment as a director	
			3.1 Appointment of TL de Klerk	In favour
			4 Appointment of the audit and risk committee members	
			4.1 Appointment of JB Cilliers	Not in favour
			4.2 Appointment of F Petersen-Cook	In favour
			4.3 Appointment of SH Müller	In favour
			5 Re-appointment of auditor	In favour
			5.1 Re-appointment of PricewaterhouseCoopers Inc.	
			6 General authority to issue shares for cash	In favour
			7 Non-binding advisory vote on Pepkor's remuneration policy	In favour
			8 Non-binding advisory vote on Pepkor's implementation report on the remuneration policy	In favour
			9 Amendments to the rules of company's Executive Share Rights Scheme	In favour
			10 Remuneration of non-executive directors	
			10.1 Chairman	In favour
			10.2 Lead independent director	In favour
			10.3 Board members	In favour
			10.4 Audit and risk committee chairman	In favour
			10.5 Audit and risk committee members	In favour
			10.6 Human resources and remuneration committee chairman	In favour
			10.7 Human resources and remuneration committee members	In favour
			10.8 Social and ethics committee chairman	In favour
			10.9 Social and ethics committee members	In favour
			10.10 Nomination committee chairman	In favour
			10.11 Nomination committee members	In favour
			10.12 Non-scheduled extraordinary meetings	In favour
			11 Financial assistance to subsidiary companies	In favour
			12 Financial assistance for the subscription to and/or the acquisition of shares in the company or a related or interrelated company	In favour
11/03/2020	TCP	Transaction Capital	Ordinary Resolutions	Vote
			1 Re-election of M Herskovits as a director	In favour
			2 Re-election of D Hurwitz as a director	In favour
			3 Re-election of J Jawno as a director	In favour
			4 Re-election of P Langeni as a director	In favour
			5 Election of S Doherty as a director	In favour
			6 Appointment of D Radley as a member of the audit, risk and compliance committee	In favour
			7 Appointment of P Langeni as a member of the audit, risk and compliance committee	Not in favour
			8 Appointment of C Seabrooke as a member of the audit, risk and compliance committee	Not in favour
			9 Appointment of B Hanise as a member of the audit, risk and compliance committee	In favour
			10 Appointment of Deloitte & Touche as auditors	Not in favour
			11 Non-binding advisory vote on remuneration policy	Not in favour
			12 Non-binding advisory vote on remuneration implementation report	In favour
			13 Issue of securities for acquisitions in circumstances other than those covered by special resolution 5	In favour
			14 Authority to act	
			15 Amendment of the Transaction Capital Limited Conditional Share Plan	In favour
			Special Resolutions	Vote
			1 Approval of non-executive directors' and committee members' fees	In favour
			2 Approval of lead independent non-executive director's fees	In favour
			3 Authority to provide financial assistance in terms of section 45 of the Companies Act	In favour
			4 Authority to provide financial assistance in terms of section 44 of the Companies Act	In favour
			5 General authority to repurchase securities	In favour
			6 General authority to allot and issue authorised but unissued securities for cash	In favour
19/03/2020	HDC	Hudaco Industries	Ordinary Resolutions	Vote
			1 To re-elect directors retiring by rotation	
			1.1 CV Amoils	In favour
			1.2 N Mandindi	In favour
			1.3 MR Thompson	In favour
			2 To approve the appointment of external auditors	In favour



			3	Appointment of the members of the audit and risk and management committee	
			3.1	D Naidoo	In favour
			3.2	N Mandindi	In favour
			3.3	MR Thompson	In favour
				<b>Special Resolutions</b>	<b>Vote</b>
			1	Approval of non-executive directors' remuneration Non-binding Resolution Number 1: Approval of Hudaco's remuneration policy Approval of Hudaco's remuneration implementation report	In favour  Not in favour In favour
				<b>Special Resolutions</b>	
			2	Authorising the provision of financial assistance to subsidiaries	In favour
			3	General authority to repurchase shares up to 5% of ordinary shares in issue	In favour
			4	General authority to directors to allot and issue up to 1 582 285 authorised but unissued ordinary shares (5% of shares in issue)	In favour
				<b>Ordinary Resolutions</b>	
			5	Signature of documents	In favour
27/03/2020	PFG	Pioneer Foods		<b>Ordinary Resolutions</b>	<b>Vote</b>
			1	To confirm the re-appointment of PricewaterhouseCoopers Inc as auditor for the ensuing year on recommendation of the Audit Committee	Not in favour
			2	General authority to issue shares for cash	In favour
			3	To re-elect director: Mr Norman Celliers	In favour
			4	To re-elect director: Mr Andille Hesperus Sangqu	Not in favour
			5	To re-elect director: Prof. Abdus Salam Mohammad Karaan	In favour
			6	Confirmation of appointment of member of the Audit Committee Mr. Christoffel Gerhardus Botha	In favour
			7	Re-appointment of member of the Audit Committee : Mr. Norman William Thomson	In favour
			8	Re-appointment of member of the Audit Committee: Mr. Sango Siviwe Ntsaluba	In favour
			9	Re-appointment of member of the Audit Committee : Ms Lindiwe Evarista Mthimunye	In favour
			10	Non-binding endorsement of Pioneer Foods' Remuneration Policy	Not in favour
			11	Non-binding endorsement of Pioneer Foods' Implementation Report	In favour
				<b>Special Resolutions</b>	<b>Vote</b>
			1	Approval of non-executive directors' remuneration	In favour
			2	General authority to grant financial assistance to related and inter-related companies	In favour
			3	Financial assistance for the acquisition of securities in the Company and in related and inter-related companies	In favour
31/03/2020	IAPF	Investec Australia Property Fund		<b>Ordinary Resolution</b>	<b>Vote</b>
			1	Issue units for cash under JSE listing requirements	In favour
			2	Ratification of placement under ASX rules	In favour
31/03/2020	AFH	Alexander Forbes Group		<b>Special Resolutions</b>	<b>Vote</b>
			1	Approval of the specific repurchase	Not in favour
			2	Revocation of Special Resolution Number 1	Not in favour
				<b>Ordinary Resolution</b>	
			1	Approval of the Mandatory Offer Waiver	Not in favour
31/03/2020	CGP	Capricorn Investment Group		<b>Special Resolutions</b>	<b>Vote</b>
			1	Change of Name to Capricorn Group Limited	In favour
				<b>Ordinary Resolutions</b>	
			1	Authority of Directors	In favour