

# Responsible investment

History of proxy voting for October 2019

Date	JSE Code	Name	Number	Description	Vote
17/10/2019	HPB	Hospitality Property Fund		<b>Ordinary resolutions</b>	
			1	Receive and adoption of annual financial statements and reports	In favour
			2.1	Re-election of Mrs MR de Lima as an executive director	In favour
			2.2	Re-election of Mrs L McDonald as a non-executive director	In favour
			2.3	Re-election of Mr JR Nicolella as a non-executive director	In favour
			2.4	Election of Mr R Erasmus as an executive director	In favour
			2.5	Election of Mr SC Gina as an independent non-executive director	In favour
			2.6	Election of Dr LM Molefi as an independent non-executive director	In favour
			2.7	Election of Mr JG Ngcobo as an independent non-executive director	In favour
			2.8	Election of Mr MN von Aulock as a non-executive director	In favour
			3	Reappointment of the external auditor	In favour
			4.1	Election of Mr MH Ahmed as a member and Chairman of the audit and risk committee	In favour
			4.2	Election of Dr LM Molefi as a member of the audit and risk committee	In favour
			4.3	Election of Mr JG Ngcobo as a member of the audit and risk committee	In favour
				Advisory Endorsement 1-Remuneration Policy	In favour
				Advisory Endorsement 2- Remuneration Implementation Report	
				Special resolutions	
			1	Approval of non-executive directors' remuneration	In favour
			2	Financial assistance to subsidiaries and other related and inter-related entities in terms of sections 44 and 45 of the Companies Act	In favour
			3	General authority to acquire shares	Not in favour
9/10/2019	TWR	Tower Property Group		<b>Ordinary resolutions</b>	
			1	Adoption of the annual financial statements	In favour
			2	Re-appointment of auditors	In favour
			3	Re-election of Ms N Milne	In favour
			4	Re-election of Mr A Magwentshu	In favour

Date	JSE Code	Name	Number	Description	Vote
			5.1	Re-election of Mr J Bester as chairman and member of the audit and risk committee	In favour
			5.2	Re-election of Ms N Milne as member of the audit and risk committee	In favour
			5.3	Re-election of Mr R Naidoo as member of the audit and risk committee	In favour
			6	Control over unissued shares	In favour
			7	General authority to issue ordinary shares for cash	In favour
			8	Specific authority to issue shares pursuant to a re-investment option	In favour
			9	Control over unissued ordinary shares in respect of the Tower Property Fund incentive scheme	In favour
			10	Implementation of resolutions	In favour
				Special resolutions	
			1	Approval of non-executive directors' remuneration	In favour
			2	General authority to repurchase shares	In favour
			3	Financial assistance for the subscription of securities	In favour
			4	Financial assistance to related and inter-related parties	In favour
				Non-binding advisory vote in respect of Tower's remuneration policy	In favour
				Non-binding advisory vote in respect of Tower's remuneration implementation repor	In favour
17/10/2019	BHP	BHP Billiton		<b>Ordinary resolutions</b>	
			1	To receive the 2019 Financial Statements and Reports for BHP	In favour
			2	To appoint Ernst & Young LLP as the auditor of BHP Group Plc and	In favour
				Ernst & Young as the auditor of BHP Group Limited	
			3	To authorise the Risk and Audit Committee to agree the remuneration of the auditor of BHP Group Plc	In favour
			4	To approve the general authority to issue shares in BHP Group Plc	In favour
			5	To approve the authority to allot equity securities in BHP Group Plc for cash	In favour
			6	To authorise the repurchase of shares in BHP Group Plc	In favour
			7	To approve the Directors' remuneration policy	In favour
			8	To approve the 2019 Remuneration Report other than the part containing the Directors' remuneration policy	In favour
			9	To approve the 2019 Remuneration Report	In favour
			10	To approve the grant to the Executive Director	In favour
			11	To elect Ian Cockerill as a Director of BHP	In favour
			12	To elect Susan Kilsby as a Director of BHP	In favour
			13	To re-elect Terry Bowen as a Director of BHP	In favour
			14	To re-elect Malcolm Broomhead as a Director of BHP	In favour
			15	To re-elect Anita Frew as a Director of BHP	In favour
			16	To re-elect Andrew Mackenzie as a Director of BHP	In favour
			17	To re-elect Lindsay Maxsted as a Director of BHP	In favour
			18	To re-elect John Mogford as a Director of BHP	In favour

Date	JSE Code	Name	Number	Description	Vote
			19	To re-elect Shriti Vadera as a Director of BHP	In favour
			20	To re-elect Ken MacKenzie as a Director of BHP	In favour
				Resolutions not endorsed by Board	
			21	To amend the constitution of BHP Group Limited	In favour
			22	To suspend memberships of Industry Associations that are involved in lobbying inconsistent with the goals of the Paris Agreement	Not in favour
22/10/2019	IMP	Impala Platinum		<b>Ordinary resolutions</b>	
			1	Appointment of external auditors	Not in favour
			2	Re-election of directors	
			2.1	PW Davey	In favour
			2.2	BT Koshane	In favour
			2.3	AS Macfarlane	In favour
			2.4	B Ngonyama	In favour
			2.5	MSV Gantsho	In favour
			3	Appointment of audit committee members	
			3.1	D Earp	In favour
			3.2	PW Davey	In favour
			3.3	PE Speckmann	In favour
			4	Endorsement of the Company's Remuneration Policy	In favour
			5	Endorsement of the Company's remuneration implementation report	In favour
				Special resolutions	
			1	Approval of non-executive director's remuneration	
			1.1	Remuneration of the chairperson of the Board	In favour
			1.2	Remuneration of the Lead Independent Director	In favour
			1.3	Remuneration of non-executive directors	In favour
			1.4	Remuneration of Audit committee Chairperson	In favour
			1.5	Remuneration of Audit committee member	In favour
			1.6	Remuneration of Social, transformation and remuneration committee Chairperson	In favour
			1.7	Remuneration of Social, transformation and remuneration committee member	In favour
			1.8	Remuneration of Nominations, governance and ethics committee member	In favour
			1.9	Remuneration of Health, safety, environment and risk committee Chairperson	In favour
			1.10	Remuneration of Health, safety, environment and risk committee member	In favour
			1.11	Remuneration of Capital allocation and investment committee Chairperson	In favour
			1.12	Remuneration of Capital allocation and investment committee member	In favour
			1.13	Remuneration for ad hoc meetings	In favour
			2	Approval of a 6% structural adjustment	In favour
			3	Acquisition of Company's shares by Company or	In favour

Date	JSE Code	Name	Number	Description	Vote
				subsidiary	
17/10/2019	TGO	Tsogo Sun Hotels		<b>Ordinary resolutions</b>	
				Receipt and adoption of annual financial statements and reports	In favour
			1		
			2	Reappointment of auditors	Not in favour
			3.1	Re-election of Mr JA Copelyn as a Non-executive Director	In favour
			3.2	Re-election of Mr MH Ahmed as Lead Independent Non-executive Director	In favour
			3.3	Election of Ms CC September as an Independent Non-executive Director	In favour
			4.1	Re-election of Mr MH Ahmed to the audit and risk committee	In favour
			4.2	Re-election of Mr SC Gina to the audit and risk committee	In favour
			4.3	Re-election of Dr ML Molefi to the audit and risk committee	Not in favour
			4.4	Re-election of Mr JG Ngcobo to the audit and risk committee	In favour
			Advisory	Non-binding advisory endorsement of the Company's remuneration policy	Not in favour
				Special resolutions	
			1	Approval of the proposed fees for Non-executive Directors	In favour
			2	General authority to repurchase shares	Not in favour
			3	General approval of the provision of financial assistance in terms of section 45 of the Companies Act	In favour
			4	Approval of the issue of shares or options and the grant of financial assistance in connection with the Company's share-based incentive schemes	In favour
24/10/2019	FNB	FirstRand Namibia		<b>Ordinary resolutions</b>	
			1	Approval of Meetings of Previous AGM	In favour
			2	Adoption of annual financial statements for 30 June 2019	In favour
			3	Approval of final dividend	In favour
			4	Re-election of of directors	
			4.1	Christiaan Lilongeni Ranga Haikali	In favour
			4.2	Gert Christoffel Petrus kruger	In favour
			5	I-Ben Natangwe Nashandi	In favour
			6	Stuart Hilton Moir	In favour
			7	Justus Hausiku	In favour
			8	Control of FNB Employee Share Scheme	In favour
			9	Control of unissued shares	In favour
			10	Re-appointment of external auditors	In favour
			11	Approval of non executive director remuneration	In favour
			12	Approval of existing remuneration	In favour
				Audit Committee	
			13.1	Stuart Hilton Moir (Chairperson)	Not in favour
			13.2	Jantje Gesche Daun	In favour

Date	JSE Code	Name	Number	Description	Vote			
17/10/2019	TSG	Tsogo Sun Gaming	13.3	Christiaan Lilongeni Ranga Haikali	Not in favour			
			14	Approval of special dividend	In favour			
			15	Authority to sign documents	In favour			
				<b>Ordinary resolutions</b>				
			1	Receipt and adoption of annual financial statements and reports	In favour			
			2	Reappointment of auditors	Not in favour			
			3.1	Election of Mr CG du Toit as a director	In favour			
			3.2	Election of Ms RD Watson as a director	In favour			
			3.3	Re-election of Mr MJA Golding as a director	In favour			
			3.4	Re-election of Mr VE Mphande as a director	Not in favour			
			3.5	Re-election of Ms BA Mabuza as a director	In favour			
			4.1	Re-election of Ms BA Mabuza to the audit and risk committee	In favour			
			4.2	Re-election of Mr MSI Gani to the audit and risk committee	Not in favour			
			4.3	Election of Ms RD Watson to the audit and risk committee	Not in favour			
			Advisory 1	Non-binding advisory endorsement approving the company's remuneration policy	Not in favour			
			Advisory 2	Non-binding advisory endorsement approving the company's remuneration implementation report	Not in favour			
				<b>Special resolutions</b>				
			1	Approval of the proposed fees for non-executive directors	In favour			
			2	General authority to repurchase shares	Not in favour			
			3	General approval of the provision of financial assistance in terms of section 45 of the Companies Act	In favour			
			4	Approval of the issue of shares or options and the grant of financial assistance in connection with the company's share-based incentive schemes	In favour			
			24/10/2019	S32	South 32 Limited		<b>Ordinary resolutions</b>	
						2.a	Re-election of Mr. Wayne Osborne as a Director	In favour
			2.b	Re-election of Mr. Keith Rumble as director	In favour			
			3	Adoption of Remuneration Report	In favour			
			4	Grant awards to Executive Director				
23/10/2019	DGH	Distell		<b>Ordinary resolutions</b>				
			1	Adoption of audited annual financial statements for the year ended 30 June 2019	In favour			
			2	Reappointment of PricewaterhouseCoopers Inc. as independent auditors of the company for the 2019/2020 financial year	Not in favour			
			3	Retirement and re-election of directors				
			3.1	Re-election of director – Dr DP du Plessis	In favour			
			3.2	Re-election of director – MJ Madungandaba	Not in favour			
			3.3	Re-election of director – EG Matenge-Sebesho	In favour			
			3.4	Re-election of director – GCJ Tielenius Kruythoff	In favour			

Date	JSE Code	Name	Number	Description	Vote
			4	Election of audit committee members	
			4.1	Election of audit committee member – GP Dingaan	Not in favour
			4.2	Election of audit committee member – Dr DP du Plessis	In favour
			4.3	Election of audit committee member – EG Matenge-Sebesho	In favour
			4.4	Election of audit committee member – CE Sevillano-Barredo	Not in favour
			5	Authority to place unissued ordinary shares under the control of the directors	In favour
			6	Non-binding endorsement of the remuneration policy	In favour
			7	Non-binding endorsement of the implementation report on the company's remuneration policy	Not in favour
				Special resolutions	
			1	Approval of non-executive directors' remuneration for the year ended 30 June 2020	In favour
			2	Approval of remuneration of non-executive directors for additional services performed on behalf of the company	In favour
25/10/2019	LEW	Lewis Group		<b>Ordinary resolutions</b>	
			1.1	Re-election of Ms Adheera Bodasing as a director	In favour
			1.2	Re-election of Ms Daphne Motsepe as a director	In favour
			1.3	Re-election of Prof. Fatima Abrahams as a director	Not in favour
			1.4	Election of Mr Tapiwa Njikizana as a director	In favour
			2.1	Election of Mr Alan Smart as a member of the audit committee	Not in favour
			2.2	Election of Mr Duncan Westcott as a member of the audit committee	In favour
			2.3	Election of Mr Tapiwa Njikizana as a member of the audit committee	In favour
			3	Approval of re-appointment of auditors	Not in favour
		Non Binding		Endorsement of the Company's remuneration policy	Not in favour
		Non Binding		Endorsement of the Company's implementation report	In favour
				Special resolutions	
			1	Approval of non-executive directors' fees	In favour
			2	Shareholders' authorisation of continued issuance of Notes under the Company's Domestic Medium Term Notes Programme	In favour
			3	Shareholder's general authorisation of financial assistance	In favour
			4	General authority to repurchase shares	In favour
			5	Adoption of the Lewis 2019 Executive Retention Scheme	
			6	Adoption of the Lewis 2019 Executive Performance Scheme	In favour
				Ordinary resolutions	
			4	Directors' authority to implement Company resolutions	In favour
29/10/2019	COM	Comair		<b>Ordinary resolutions</b>	
			1	Consideration of the Annual Financial Statements	In favour

Date	JSE Code	Name	Number	Description	Vote
			2	Re-appointment of External Auditors	In favour
			3	To re-elect the following Directors:	
			3.1	N Maharajh	In favour
			3.2	MN Louw	In favour
			3.3	CS Martinoli	In favour
			3.4	WD Stander	In favour
			3.5	LP Ralphs	In favour
			3.6	GW Orsmond	In favour
			4	To elect the following Directors to the Audit and Risk Committee:	
			4.1	N Maharajh	In favour
			4.2	NB Sithole	In favour
			Non Binding	Company's Remuneration Policy	Not in favour
			Non Binding	Company's Implementation Report	In favour
			7	Special resolutions Approval of Non-Executive Directors' Remuneration 2018/19	In favour
			8	Approval of Non-Executive Directors' Remuneration 2019/20	In favour
			9	General Authority to repurchase shares	In favour
			10	General Authority to provide financial assistance to related and inter-related companies and corporations	In favour
			11	Amendment to the Company's MoI to provide for the retirement of Non-Executive Directors who served for a period of nine years or longer to retire on an annual basis, but being eligible can stand for re-election	Not in favour
			12	Ordinary resolutions Authorisation for Company Secretary or any other Director to sign necessary documents to give effect to resolutions	In favour
30/10/2019	IPL	Imperial Logistics		<b>Ordinary resolutions</b>	
			1	Adoption of financial statements	In favour
			2	Appointment of auditors	
			3	Appointment of the members of the audit and risk committee	
			3.1	P Cooper	In favour
			3.2	GW Dempster	In favour
			3.3	NB Radebe	In favour
			3.4	RJA Sparks	Not in favour
			4	Confirmation of directors	
			4.1	JG de Beer	In favour
			4.2	D Reich	In favour
			4.3	NB Radebe	In favour
			5	Re-appointment of retiring directors	
			5.1	GW Dempster	In favour

Date	JSE Code	Name	Number	Description	Vote
			5.2	RJA Sparks	In favour
			6	Confirmation of remuneration policy	In favour
			7	Implementation of remuneration policy	Not in favour
				Special resolutions	
			8	Directors' fees	
			8.1	Chairman	In favour
			8.2	Deputy chairman and lead independent director*	In favour
			8.3	Board member	In favour
			8.4	Assets and liabilities committee chairman	In favour
			8.5	Assets and liabilities committee member	In favour
			8.6	Audit and risk committee chairman	In favour
			8.7	Audit and risk committee member	In favour
			8.8	Divisional board chairman	In favour
			8.9	Divisional board member	In favour
			8.10	Divisional finance and risk committee chairman	In favour
			8.11	Divisional finance and risk committee member	In favour
			8.12	Remuneration committee chairman	In favour
			8.13	Remuneration committee member	In favour
			8.14	Nomination committee chairman	In favour
			8.15	Nomination committee member	In favour
			8.16	Social, ethics and sustainability committee chairman	In favour
			8.17	Social, ethics and sustainability committee member	In favour
			9	General authority to repurchase company securities	Not in favour
				Ordinary resolutions	
			10	Authority over unissued ordinary shares	In favour
			11	Authority to issue shares for cash	In favour
				Special resolutions	
			12	Authority to provide financial assistance – s44	In favour
			13	Authority to provide financial assistance – s45	In favour
				<b>Ordinary resolutions</b>	
			1	Adoption of Annual Financial Statements	In favour
			2	Confirmation of dividends	In favour
			3	Approval of Remuneration Policy	Not in favour
			4	Approval of non-executive remuneration	In favour
			5	Re-appoint PWC as auditor	Not in favour
			6	Authorise directors to determine audit remuneration	In favour
			7.1	Director election Ms G Nakazibwe-Sekandi	Not in favour
			7.2	Adv. E Schimming-Chase	In favour
			7.3	Mr D Reyneke	In favour
			8	Confirm appointment of G Menette as non-executive director	In favour
29/10/2019		Capricorn Investment Group			



Date	JSE Code	Name	Number	Description	Vote
			9	General authority to the directors to allot and issue shares	In favour
			10	General authority for directors to allot and issue preference shares	In favour
			11	Special resolutions Provision of financial assistance in connection with preference shares	In favour