



PROXY VOTING REPORT

QUARTER 4 2022



Company name

Company	GRT
Meeting	AGM
Date	29-Nov-22

No.	Resolution	Resolution Type	House Recommendation
Item 1.1	Election of Directors appointed by the Board		
1.1.1	Mrs EA Wilton (Independent Non-executive Director)	Ordinary	For
1.1.2	Mr CD Raphiri (Independent Non-executive Director)	Ordinary	For
Item 1.2	Re-election of Non-executive Directors who are to retire at the meeting and hold themselves available for re-election		
1.2.1	Mr FM Berkeley	Ordinary	For
1.2.2	Mr JA van Wyk	Ordinary	For
Item 1.3	Election of Audit Committee members		
1.3.1	Mr M Hamman	Ordinary	For
1.3.2	Mr FM Berkeley (subject to the adoption of resolution 1.2.1)	Ordinary	For
1.3.3	Mrs KP Lebina	Ordinary	For
1.3.4	Mr AH Sangqu	Ordinary	For
1.3.5	Mr CD Raphiri (subject to the adoption of resolution 1.1.2)	Ordinary	For
Item 1.4	Re-appointment of EY as external auditor and Ms J Fitton as engagement partner	Ordinary	For
Item 1.5	Non-binding advisory votes		
1.5.1	Advisory, non-binding approval of remuneration policy	Non-binding	Against
1.5.2	Advisory, non-binding approval of remuneration policy's implementation	Non-binding	Against
Item 1.6	To place the unissued authorised ordinary shares of the company under the control of the Directors	Ordinary	For
Item 1.7	Specific and exclusive authority to issue ordinary shares to afford shareholders distribution reinvestment alternatives	Ordinary	Against
Item 1.8	General but restricted authority to issue shares for cash	Ordinary	For
Item 1.9	To receive and accept the report of the Social, Ethics and Transformation Committee	Ordinary	For
Item 2.1	Approval of Non-executive Directors' fees for financial year ending 30 June 2023	Special	For
Item 2.2	Financial assistance in terms of section 45 of the Companies Act	Special	For
Item 2.3	Authority to repurchase ordinary shares	Special	For

Company name

Company	REM
Meeting	AGM
Date	30-Nov-22

No.	Resolution	Resolution Type	House Recommendation
Item 1	Approval of Annual Financial Statements	Ordinary	For
Item 2	Reappointment of auditor	Ordinary	Against
Item 3	Election of director – Ms S E N De Bruyn	Ordinary	For
Item 4	Election of director – Ms M Lubbe	Ordinary	For
Item 5	Election of director – Mr P J Moleketi	Ordinary	Against
Item 6	Election of director – Mr M Morobe	Ordinary	Against
Item 7	Election of director – Mr P J Neethling	Ordinary	For
Item 8	Election of member of the Audit and Risk Committee – Ms S E N De Bruyn	Ordinary	For
Item 9	Election of member of the Audit and Risk Committee – Mr N P Mageza	Ordinary	Against
Item 10	Election of member of the Audit and Risk Committee – Mr P J Moleketi	Ordinary	Against
Item 11	Election of member of the Audit and Risk Committee – Mr F Robertson	Ordinary	Against
Item 12	General authority to place 5% of the unissued ordinary shares under the control of the directors	Ordinary	For
Item 13	Non-binding advisory vote on Remuneration Policy	Ordinary	For
Item 14	Non-binding advisory vote on Remuneration Implementation Report	Ordinary	For

Item 1	Approval of directors' remuneration	Special	For
Item 2	General authority to repurchase shares	Special	For
Item 3	General authority to provide financial assistance for the subscription and/ or purchase of securities in the Company or in related or inter-related companies	Special	For
Item 4	General authority to provide financial assistance	Special	For

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Company name

Company	MSP
Meeting	AGM
Date	01-Dec-22

No.	Resolution	Resolution Type	House Recommendation
Item 1	To receive and adopt the audited annual financial statements for the year ended 30 June 2022 and the Directors' report and the independent auditor's report.	Ordinary	For
Item 2	To re-appoint PricewaterhouseCoopers Malta (PwC) as the auditor of the Company.	Ordinary	For
Item 3.1	To re-elect Raluca Buzuleac - Executive Director.	Ordinary	For
Item 3.2	To re-elect Dan Petrisor - Executive Director.	Ordinary	For
Item 3.3	To re-elect Nadine Bird - Executive Director effective as of 1 February 2023.	Ordinary	For
Item 3.4	To re-elect Werner Alberts - Independent Non-Executive Director.	Ordinary	For
Item 3.5	To re-elect Brett Nagle - Independent Non-Executive Director.	Ordinary	For
Item 3.6	To re-elect Pierre Goosen - Independent Non-Executive Director.	Ordinary	For
Item 4	General authority to repurchase issued shares.	Special	For
Item 5	General authority to issue shares for cash pursuant to article 3.12.1(e) of the Article of Association.	Special	For
Item 6	Proposed changes to the Company's Articles of Association.	Special	For
Item 7	Advisory, non-binding approval of compensation policy.	Non-binding advisory	Against
Item 8	Advisory, non-binding approval of compensation implementation report for Non-Executive Directors.	Non-binding advisory	For
Item 9	Advisory, non-binding approval of compensation implementation report for Executive Directors.	Non-binding advisory	Against

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Company name

Company	FSR
Meeting	AGM
Date	01-Dec-22

No.	Resolution	Resolution Type	House Recommendation
Item 1	Re-election of directors of the company by way of separate resolution		
1.1	GG Gelink	Ordinary	Against
1.2	LL von Zeuner	Ordinary	For
1.3	Vacancy filled by director during the year - PD Naidoo	Ordinary	For
Item 2	Appointment of external auditors		
2.1	Appointment of Deloitte & Touche as external auditor	Ordinary	For
2.2	Appointment of PricewaterhouseCoopers Inc. as external auditor	Ordinary	For
Item 3	General authority to issue authorised but unissued ordinary shares for cash	Ordinary	For
Item 4	Signing authority to director and/or group company secretary	Ordinary	For
	Non-binding advisory		
Item 1	Advisory endorsement on a non-binding basis for the remuneration policy	Non-binding	Against
Item 2	Advisory endorsement on a non-binding basis for the remuneration implementation report	Non-binding	Against
	Special		
Item 1	General authority to repurchase ordinary shares	Special	For
Item 2.1	Financial assistance to directors and prescribed officers as employee share scheme beneficiaries	Special	For
Item 2.2	Financial assistance to related and interrelated entities	Special	For
Item 3	Remuneration of non-executive directors with effect from 1 December 2022	Special	For

Company name

Company	WHL
Meeting	AGM
Date	23-Nov-22

No.	Resolution	Resolution Type	House Recommendation
Item 1	Election of directors		
1,1	Ms Phumzile Langeni	Ordinary	Against
1.2	Mr Rob Collins	Ordinary	For
Item 2	Re-election of directors		
2.1	Mr Christopher Colfer	Ordinary	For
2.2	Ms Belinda Earl	Ordinary	For
Item 3	Election of Audit Committee members		
3.1	Ms Phumzile Langeni	Ordinary	Against
3.2	Ms Thembisa Skweyiya	Ordinary	For
3.3	Mr Christopher Colfer	Ordinary	For
3.4	Mr Clive Thomson	Ordinary	For
Item 4	Re-appointment of KPMG Inc. as the external auditor	Ordinary	For
Item 5	Non-binding advisory votes		
5,1	Endorsement of Remuneration Policy	Non-binding	Against
5,2	Endorsement of Remuneration Implementation Report	Non-binding	Against
Item 6	Remuneration of non-executive directors and employee share scheme beneficiaries	Special	For
Item 7	Financial assistance to directors and/or prescribed officers	Special	For
Item 8	General authority to provide financial assistance to related or interrelated companies in terms of section 45 of the Companies Act	Special	For
Item 9	General authority to acquire (repurchase) shares	Special	For

Company name

Company	TRU
Meeting	AGM
Date	03-Nov-22

No.	Resolution	Resolution Type	House Recommendation
Item 1	To receive and adopt the Audited Annual Financial Statements, including the Directors' Report and the Audit Committee Report, for the period ended 3 July 2022	Ordinary	For
Item 2	To re-elect by separate resolutions the retiring directors who are available for re-election:		
2,1	Mr RG Dow	Ordinary	Against
2,2	Mr RJA Sparks	Ordinary	Against
2,3	Mr JHW Hawinkels	Ordinary	For
2,4	Ms AMSS Mokgabudi	Ordinary	For
Item 3	To renew the directors' limited and conditional general authority over the authorised but unissued and treasury shares, including the authority to issue or dispose of such shares for cash	Ordinary	For
Item 4*	To give a limited and conditional authority and mandate for the company or its subsidiaries to acquire the company's shares	Special	For
Item 5	To appoint Ernst & Young Inc. as auditor in respect of the Annual Financial Statements to be prepared for the period to 2 July 2023 and to authorise the Audit Committee to agree the terms and fees	Ordinary	Against
Item 6*	To approve by way of separate resolutions the proposed fees of the non-executive directors for the 12-month period from 1 January 2023 to 31 December 2023:		
6,1	Non-executive chairman	Special	For
6,2	Non-executive directors	Special	Against
6,3	Audit Committee chairman	Special	For
6,4	Audit Committee member	Special	For
6,5	Remuneration Committee chairman	Special	For
6,6	Remuneration Committee member	Special	For
6,7	Risk Committee member (non-executive only)	Special	For
6,8	Nomination Committee chairman	Special	For
6,9	Nomination Committee member	Special	For
6.10	Social and Ethics Committee chairman	Special	For
6,11	Social and Ethics Committee member (non-executive only)	Special	For
Item 7	To confirm by separate resolutions the appointment of the following qualifying independent non-executive directors to the company's Audit Committee for the period until the next annual general meeting (subject where necessary to their appointment or re-appointment as directors of the company):		
7,1	Mr RJA Sparks	Ordinary	Against

No.	Resolution	Resolution Type	House Recommendation
7,2	Ms D Earp	Ordinary	For
7,3	Ms AMSS Mokgabudi	Ordinary	For
Item 8	To approve by way of separate non-binding advisory votes the Group's remuneration policy and implementation report as set out in the company's 2022 report of the Remuneration Committee as published on the company's website:		
8,1	Remuneration policy	Ordinary	Against
8,2	Implementation report	Ordinary	Against
Item 9	To consider the report of the Social and Ethics Committee for the period ended 3 July 2022 as published on the company's website	Ordinary	For
Item 10	To confirm the appointment of the following qualifying directors to the company's Social and Ethics Committee for the period until the next annual general meeting:		
10,1	Mr TF Mosololi	Ordinary	For
10,2	Ms M Makanjee	Ordinary	For
10,3	Mr H Saven	Ordinary	Against
10,4	Mr EFPM Cristaudo	Ordinary	For
Item 11*	To approve the provision of financial assistance by the company, as authorised by the board, to Group entities in accordance with the Companies Act, 71 of 2008 (the Act)	Special	For

Company name

Company	NPH
Meeting	AGM
Date	25-Oct-22

No.	Resolution	Resolution Type	House Recommendation
Ordinary resolutions:			
1.1	Re-election of Mr JG Smithies as director	Ordinary	For
1.2	Re-election of Ms TE Kgosi as director	Ordinary	Against
1.3	Re-election of Ms HH Hickey as director	Ordinary	For
2	Appointment of PwC (with the designated external audit partner being Mr AJ Rossouw CA (SA)) as the independent external auditors of the group	Ordinary	For
3.1	Election of Ms HH Hickey as member of the audit and risk committee, subject to her re-election as director pursuant to ordinary resolution number 1.3	Ordinary	For
3.2	Election of Dr NY Jekwa as member of the audit and risk committee	Ordinary	For
3.3	Election of Mr MH Jonas as member of the audit and risk committee	Ordinary	For
4.1	Non-binding endorsement of the group's remuneration policy	Ordinary	Against
4.2	Non-binding endorsement of the group's remuneration implementation report	Ordinary	Against
Special resolutions:			
1	Approval of non-executive directors' fees	Special	Against
2	Approval of financial assistance in terms of sections 44 and 45 of the Companies Act	Special	For
3	Approval for general authority to repurchase issued shares	Special	For

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Company name

Company	NRP
Meeting	GM
Date	16-Nov-22

No.	Resolution	Resolution Type	House Recommendation
1	Resolution 1 – Amendments to the Articles in order to facilitate settlement of H2 2022 distribution by capital repayment	Ordinary	For
2	Resolution 2 – Amendment to the NEPI Rockcastle Share Remuneration Policy	Ordinary	For
3	Resolution 3 – Amendment to the NEPI Rockcastle Incentive Plan Rules	Ordinary	For
4	Resolution 4 – Authority to give effect to resolutions	Ordinary	For

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Company name

Company	IMP
Meeting	AGM
Date	12-Oct-22

No.	Resolution	Resolution Type	House Recommendation
1	Appointment of external auditors	Ordinary	For
2	Re-election and election of directors		
2.1	Sydney Mufamadi	Ordinary	For
2.2	Bernard Swanepoel	Ordinary	For
2.3	Dawn Earp	Ordinary	For
2.4	Billy Mawasha	Ordinary	For
2.5	Mametja Moshe	Ordinary	For
3	Appointment of members of audit and risk committee		
3.1	Dawn Earp	Ordinary	For
3.2	Peter Davey	Ordinary	Against
3.3	Ralph Havenstein	Ordinary	For
3.4	Mametja Moshe	Ordinary	For
3.5	Preston Speckmann	Ordinary	For
4	General issue of shares for cash	Ordinary	For
5	"Directors' authority to implement special and ordinary resolutions"	Ordinary	For
6			
6.1	Endorsement of the Company's remuneration policy	Ordinary	Against
6.2	Endorsement of the Company's remuneration implementation report	Ordinary	Against
1	Approval of non-executive directors' remuneration	Special	
1.1	Remuneration of the chairperson of the Board	Special	For
1.2	Remuneration of the lead independent director	Special	For
1.3	Remuneration of non-executive directors	Special	For
1.4	Remuneration of audit and risk committee chairperson	Special	For

Company name

Company	IMP
Meeting	AGM
Date	12-Oct-22

No.	Resolution	Resolution Type	House Recommendation
1.5	Remuneration of audit and risk committee member	Special	For
1.6	"Remuneration of social, transformation and remuneration committee chairperson "	Special	For
1.7	"Remuneration of social, transformation and remuneration committee member"	Special	For
1.8	"Remuneration of nomination, governance and ethics committee chairperson"	Special	For
1.9	"Remuneration of nomination, governance and ethics committee member"	Special	For
1.10	"Remuneration of health, safety and environment committee chairperson"	Special	For
1.11	"Remuneration of health, safety and environment committee member"	Special	For
1.12	"Remuneration of strategy and investment committee chairperson"	Special	For
1.13	Remuneration of strategy and investment committee member	Special	For
1.14	Remuneration for ad hoc meetings fees per additional board or committee meeting	Special	For
2	Repurchase of Company's shares by Company or subsidiary	Special	For

Company name

Company	ARI
Meeting	AGM
Date	01-Dec-22

No.	Resolution	Resolution Type	House Recommendation
Item 1	Re-election of Mr M Arnold	Ordinary	Against
Item 2	Re-election of Mr TA Boardman	Ordinary	Against
Item 3	Re-election of Ms PJ Mnisi	Ordinary	For
Item 4	Re-election of Mr JC Steenkamp	Ordinary	For
Item 5	Election of Mr B Kennedy	Ordinary	For
Item 6	Election of Mr B Nqwababa	Ordinary	For
Item 7	Reappointment of external auditor and designated auditor	Ordinary	For
Item 8	Appointment of external auditor and designated auditor in respect of the 2024 financial year	Ordinary	For
Item 9	To individually elect the following independent non-executive directors as members of the audit and risk committee		
	9.1 Mr TA Boardman	Ordinary	Against
	9.2 Mr F Abbott	Ordinary	Against
	9.3 Mr AD Botha	Ordinary	Against
	9.4 Mr AK Maditsi	Ordinary	Against
	9.5 Mr B Nqwababa	Ordinary	For
	9.6 Ms PJ Mnisi	Ordinary	For
	9.7 Dr RV Simelane	Ordinary	Against
Item 10	Non-binding advisory vote on the company's remuneration policy	Ordinary	Against
Item 11	Non-binding advisory vote on the company's remuneration implementation report	Ordinary	Against
Item 12	Placing control of authorised but unissued company shares in the hands of the board	Ordinary	For
Item 13	General authority to allot and issue shares for cash	Ordinary	For
Item 14	Amendment of the rules of the 2018 Conditional Share Plan	Ordinary	For
Item 15	To individually authorise the company to pay the following remuneration to non-executive directors with effect from 1 July 2022		
	15.1 Annual retainer fees as outlined in the notice of annual general meeting	Special	For
	15.2 Fees for attending board meetings as outlined the notice of annual general meeting	Special	For

No.	Resolution	Resolution Type	House Recommendation
Item 16	Committee meeting attendance fees with effect from 1 July 2022 as outlined in the notice of annual general meeting	Special	For
Item 17	Financial assistance – for subscription for securities	Special	For
Item 18	Financial assistance – for related or inter-related companies	Special	For
Item 19	Issue of shares to persons listed in section 41(1) of the Companies Act in connection with the company's share or employee incentive schemes	Special	For
Item 20	General authority to repurchase shares	Special	For

Company name

Company	SOL
Meeting	AGM
Date	02-Dec-22

No.	Resolution	Resolution Type	House Recommendation
Item 1	Advisory resolution number 1: To endorse, on a non-binding advisory basis, the Company's remuneration policy.	Non-binding advisory	For
Item 2	Advisory resolution number 2: To endorse, on a non-binding advisory basis, the implementation report of the Company's remuneration policy.	Non-binding advisory	For
Item 3	Advisory resolution number 3: To endorse, on a non-binding advisory basis, the Company's climate change management approach as described more fully in its 2022 Climate Change Report.	Ordinary	For
Item 4	Ordinary resolution number 1: To re-elect each by way of a separate vote, the following directors who are required to retire in terms of clause 22.2.1 of the Company's MOI:		
	4.1 Ms KC Harper	Ordinary	For
	4.2 Mr VD Kahla	Ordinary	For
	4.3 Ms GMB Kennealy	Ordinary	For
	4.4 Mr SA Nkosi	Ordinary	For
Item 5	Ordinary resolution number 2: To elect Mr HA Rossouw who was appointed as a director in terms of clause 22.4.1 of the Company's MOI with effect from 1 July 2022.	Ordinary	For
Item 6	Ordinary resolution number 3: To appoint PricewaterhouseCoopers Inc, nominated by the Company's Audit Committee, as independent auditor of the Company and the Group.	Ordinary	For
Item 7	Ordinary resolution number 4: To elect each by way of a separate vote, the members of the Audit Committee:		
	Ms KC Harper	Ordinary	For
	Ms GMB Kennealy	Ordinary	For
	Ms NNA Matyumza	Ordinary	Against
	Mr S Subramoney	Ordinary	For
	Mr S Westwell	Ordinary	Against
Item 8	Ordinary resolution number 5: To place the authorised but unissued shares in the capital of the Company under the control and authority of directors of the Company and to authorise the directors to allot and issue such shares at such times as the directors may from time to time and in their discretion deem fit.	Ordinary	For
Item 9	Special resolution number 1: To authorise the Board to approve that financial assistance may be granted by the Company in terms of sections 44 and 45 of the Companies Act.	Special	For
Item 10	Special resolution number 2: To authorise the Board to approve the general repurchase by the Company or by any of its subsidiaries, of any of the Company's ordinary shares and/or Sasol BEE Ordinary Shares.	Special	For
Item 11	Special resolution number 3: To authorise the Board to approve the purchase by the Company (as part of a general repurchase in accordance with special resolution number 2), of its issued ordinary or Sasol BEE Ordinary Shares from a director and/or a prescribed officer of the Company, and/or persons related to a director or prescribed officer of the Company.	Special	For
Item 12	Special resolution number 4: To approve the adoption of the Sasol Long-Term Incentive Plan 2022 for the benefit of employees of the Sasol Group.	Special	For

Company name

Company	SOL
Meeting	AGM
Date	02-Dec-22

No.	Resolution	Resolution Type	House Recommendation
Item 12	Special resolution number 4: To approve the adoption of the Sasol Long-Term Incentive Plan 2022 for the benefit of employees of the Sasol Group.	Special	For
Item 13	Special resolution number 5: To authorise the Board to issue up to 32 000 000 ordinary shares pursuant to the rules of the Sasol Long-Term Incentive Plan 2022.	Special	For
Item 14	Special resolution number 6: To amend clause 9.1.4 of the Company's Memorandum of Incorporation.	Special	For
Item 15	Special resolution number 7: To amend the Company's Memorandum of Incorporation to remove obsolete references.	Special	For
Item 16	Special resolution number 8: To authorise the directors to issue shares for cash.	Special	For

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