

PROXY VOTING REPORT

QUARTER 3
SEPTEMBER 2020



Company name

Company	MRP
Meeting	AGM
Date	26-Aug-20

No.	Resolution	Recommendation	Meeting outcome
1	Adoption of the annual financial statements	For	Approved
2	Re-election of directors retiring by rotation: Nigel Payne.	AGAINST	Approved
3	Re-election of directors retiring by rotation: Bobby Johnston.	AGAINST	Approved
4	Re-election of directors retiring by rotation: Maud Motanyane-Welch.	AGAINST	Approved
5	Re-election of independent auditor.	AGAINST	Approved
6	Election of members of the audit and compliance committee: Bobby Johnston.	AGAINST	Approved
7	Election of members of the audit and compliance committee: Daisy Naidoo.	AGAINST	Approved
8	Election of members of the audit and compliance committee: Mark Bowman.	For	Approved
9	Election of members of the audit and compliance committee: Mmaboshadi Chauke.	For	Approved
10	Non-binding advisory vote on the remuneration policy.	AGAINST	Approved
11	Non-binding advisory vote on the remuneration implementation report.	AGAINST	Approved
12	Adoption of the SETS committee report.	For	Approved
13	Signature of documents.	AGAINST	Approved
14	Control of unissued shares excluding issues for cash.	For	Approved
15	General issue of shares for cash.	For	Approved
16	Non-executive Director remuneration: Independent non-executive chair of the board R1 636 583.	For	Approved
17	Non-executive Director remuneration: Honorary chair of the board R818 291.	AGAINST	Approved
18	Non-executive Director remuneration: Lead independent director of the board R484 523.	AGAINST	Approved
19	Non-executive Director remuneration: Non-executive directors R405 908.	AGAINST	Approved
20	Non-executive Director remuneration: Audit and compliance committee chair R281 164.	For	Approved

21	Resolution.21 Special.1.6 – Non-executive Director remuneration: Audit and compliance committee members R149 932.	For	Approved
22	Non-executive Director remuneration: Remuneration and nominations committee chair R206 904.	For	Approved
23	Non-executive Director remuneration: Remuneration and nominations committee members R108 046.	For	Approved
24	Non-executive Director remuneration: Social, ethics, transformation and sustainability committee chair R164 909.	For	Approved
25	Non-executive Director remuneration: Social, ethics, transformation and sustainability committee members R104 728.	For	Approved
26	Non-executive Director remuneration: Risk and IT committee members R130 896.	For	Approved
27	Non-executive Director remuneration: Risk and IT committee. IT specialist R295 476.	AGAINST	Approved
28	General authority to repurchase shares.	For	Approved
29	Financial assistance to related or inter-related companies.	For	Approved

Company name

Company	CFR
Meeting	AGM
Date	09-Sep-20

No.	Resolution	Recommendation	Meeting outcome
1	Annual Report	For	Approved
2	Appropriation of profits	For	Approved
3	Creation of a conditional share capital	AGAINST	Approved
4	Release of the Board of Directors and the Members of the Senior Executive Committee	For	Approved
5.1	Election of the Board of Directors and its Chairman: Johann Rupert	AGAINST	Approved
5.2	Election of the Board of Directors and its Chairman: Josua Malherbe	AGAINST	Approved
5.3	Election of the Board of Directors and its Chairman: Nikesh Arora	For	Approved
5.4	Election of the Board of Directors and its Chairman: Nicolas Bos	AGAINST	Approved
5.5	Election of the Board of Directors and its Chairman: Clay Brendish	For	Approved
5.6	Election of the Board of Directors and its Chairman: Jean-Blaise Eckert	For	Approved
5.7	Election of the Board of Directors and its Chairman: Burkhardt Grund	For	Approved
5.8	Election of the Board of Directors and its Chairman: Keyu Jin	For	Approved
5.9	Election of the Board of Directors and its Chairman: Jérôme Lambert	For	Approved
5.10	Election of the Board of Directors and its Chairman: Ruggero Magnoni	AGAINST	Approved
5.11	Election of the Board of Directors and its Chairman: Jeff Moss	For	Approved
5.12	Election of the Board of Directors and its Chairman: Vesna Nevistic	For	Approved
5.13	Election of the Board of Directors and its Chairman: Guillaume Pictet	AGAINST	Approved
5.14	Election of the Board of Directors and its Chairman: Alan Quasha	AGAINST	Approved
5.15	Election of the Board of Directors and its Chairman: Maria Ramos	For	Approved
5.16	Election of the Board of Directors and its Chairman: Anton Rupert	AGAINST	Approved

5.17	Election of the Board of Directors and its Chairman: Jan Rupert	AGAINST	Approved
5.18	Election of the Board of Directors and its Chairman: Gary Saage	AGAINST	Approved
5.19	Election of the Board of Directors and its Chairman: Cyrille Vigneron	AGAINST	Approved
6.1	Election of the Compensation Committee: Clay Brendish	For	Approved
6.2	Election of the Compensation Committee: Keyu Jin	For	Approved
6.3	Election of the Compensation Committee: Guillaume Pictet	AGAINST	Approved
6.4	Election of the Compensation Committee: Maria Ramos	For	Approved
7	Re-election of the Auditor	AGAINST	Approved
8	Election of the Independent Representative	For	Approved
9.1	Votes on the aggregate amounts of the compensation of the Board of Directors and the Executive Mana	For	Approved
9.2	Votes on the aggregate amounts of the compensation of the Board of Directors and the Executive Mana	For	Approved
9.3	Votes on the aggregate amounts of the compensation of the Board of Directors and the Executive Mana	AGAINST	Approved

Company name

Company	CFR
Meeting	AGM
Date	21-Jul-20

No.	Resolution	Recommendation	Meeting outcome
1	To adopt audited consolidated annual financial statements.	For	Approved
2	To appoint Mr K Shuenyane as a director.	For	Approved
3	To elect M LS Wood as a director.	AGAINST	Approved
4	To elect Mr P Klotz as a director.	For	Approved
5	To elect Mr CB Thomson, as a director.	AGAINST	Approved
6	To re-elect Mr JWL Otty as a director.	AGAINST	Approved
7	To re-elect Mr V Badrinath as a director.	For	Approved
8	To appoint Ernst & Young Inc. as auditors of the Company.	AGAINST	Approved
9	To approve the the remuneration policy.	For	Approved
10	To approve the implementation of the remuneration policy.	For	Approved
11	To re-elect Mr DH Brown as a member of the Audit, Risk and Compliance Committee of the Company.	For	Approved
12	To elect Mr CB Thomson as a member of the Audit, Risk and Compliance Committee of the Company.	For	Approved
13	To elect Mr K Shuenyane as a member of Audit, Risk and Compliance Committee of the Company.	For	Approved
14	To elect Ms NC Ngweni as a member of the Audit, Risk and Compliance Committee of the Company.	AGAINST	Approved
15	General authority to repurchase shares in the Company.	For	Approved
16	Increase in non-executive directors' fees.	For	Approved

Company name

Company	NPN
Meeting	AGM
Date	21-Aug-20

No.	Resolution	Recommendation	Meeting outcome
1	Acceptance of annual financial statements.	For	Approved
2	Confirmation and approval of payment of dividends.	For	Approved
3	Re-appointment PricewaterhouseCoopers Inc as auditor.	For	Approved
4.1	To confirm the appointment of M Girotra as a non-executive director.	For	Approved
4.2	To confirm the appointment of M Y Xu as a non-executive director.	For	Approved
5.1	To re-elect the following director: D G Eriksson	For	Approved
5.2	To re-elect the following director: M R Sorour	For	Approved
5.3	To re-elect the following director: E M Choi	For	Approved
5.4	To re-elect the following director: R C C Jafta	Against	Approved
6.1	Appointment of the following audit committee member: D G Eriksson.	For	Approved
6.2	Appointment of the following audit committee member: R C C Jafta.	Against	Approved
6.3	Appointment of the following audit committee member: M Girotra.	For	Approved
6.4	Appointment of the following audit committee member: S J Z Pacak.	Against	Approved
7	To endorse the company's remuneration policy.	Abstain	Approved
8	To approve the implementation report of the remuneration report.	Abstain	Approved
9	To approve amendments to the trust deed constituting the Naspers Restricted Stock Plan Trust and the share scheme.	For	Approved
10	To approve amendments to the consolidated deed constituting the MIH Services FZ LLC Share Trust and the share scheme envisaged by such trust deed.	For	Approved
11	To approve amendments to the consolidated deed constituting the MIH Holdings Share Trust and the share scheme envisaged by such trust deed.	For	Approved
12	To approve amendments to the consolidated deed constituting the Naspers Share Incentive Trust and the share scheme envisaged by such trust deed.	For	Approved
13	Approval of general authority placing unissued shares under the control of the directors.	Against	Approved

14	Approval of general issue of shares for cash.	For	Approved
15	Authorisation to implement all resolutions adopted at the annual general meeting.	For	Approved
16	Approval of the remuneration of the non-executive directors: Board Chair.	For	Approved
17	Approval of the remuneration of the non-executive directors: Board Member.	For	Approved
18	Approval of the remuneration of the non-executive directors: Audit Committee Chair.	For	Approved
19	Approval of the remuneration of the non-executive directors: Audit Committee Member.	For	Approved
20	Approval of the remuneration of the non-executive directors: Risk Committee Chair.	For	Approved
21	Approval of the remuneration of the non-executive directors: Risk Committee Member.	For	Approved
22	Approval of the remuneration of the non-executive directors: Human Resources and remuneration Committee Chair.	For	Approved
23	Approval of the remuneration of the non-executive directors: Human Resources and remuneration Committee Member.	For	Approved
24	Approval of the remuneration of the non-executive directors: Nomination Committee Chair.	For	Approved
25	Approval of the remuneration of the non-executive directors: Nomination Committee Member.	For	Approved
26	Approval of the remuneration of the non-executive directors: Social and Ethics Committee Chair.	For	Approved
27	Approval of the remuneration of the non-executive directors: Social and Ethics Committee Member.	For	Approved
28	Approval of the remuneration of the non-executive directors: Trustees of group share schemes other personnel funds.	AGAINST	Approved
29	Approve generally the provision of financial assistance in terms of section 44 of the Act.	For	Approved
30	Approve generally the provision of financial assistance in terms of section 45 of the Act.	For	Approved
31	General authority for the company or its subsidiaries to acquire N ordinary shares in the company.	For	Approved
32	Granting the Specific Re-Purchase Authority.	For	Approved
33	General authority for the company or its subsidiaries to acquire A ordinary shares in the company.	For	Approved

Company name

Company	PSG
Meeting	GM
Date	31-Jul-20

No.	Resolution	Recommendation	Meeting Outcome
1	Approval of PSG Group Unbundling.	For	Approved
2	Approval of fees for Independent Board members.	For	Approved
3	Granting of Directors authority.	For	Approved