

PBT Group Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1936/008278/06)

JSE Share code: PBG

ISIN: ZAE000256319

(“PBT Group” or “the Company”)

RESULTS OF ANNUAL GENERAL MEETING

PBT Group shareholders are advised that at the annual general meeting (“AGM”) of shareholders held today, Friday, 2 August 2019, all the ordinary and special resolutions as set out in the notice of AGM dated 5 July 2019, were approved by the requisite majority of shareholders present or represented by proxy.

The total number of shares in issue (excluding treasury shares) that could have been voted at the AGM was 107 946 962 and the total number of shares present at the AGM in person or by proxy was 45 721 297, representing 42.36% of the total shares in issue that could have been voted.

All resolutions proposed at the AGM, the total number of ordinary shares voted in person or by proxy (in total and as a percentage of total issued share capital of the Company), the percentage of shares abstained and the percentage of votes carried for and against each resolution are as follows:

Resolution		Number of shares voted in person or by proxy	% of shares voted in person or by proxy ¹	% of shares abstained ²	% of votes carried for the resolution ³	% of votes against the resolution ³
Ordinary Resolutions						
1	Re-appointment of BDO as independent auditor and Imtiaaz Hashim as designated auditor	45 718 624	42.35%	0.00%	100.00%	0.00%
2 Re-appointment of non-executive directors:						
2.1	Herman Steyn	45 718 624	42.35%	0.00%	100.00%	0.00%
2.2	Arthur Winkler	45 718 624	42.35%	0.00%	100.00%	0.00%

3 Appointment of audit and risk committee						
3.1	Appointment of Arthur Winkler as member and chairman of audit committee	45 718 624	42.35%	0.00%	100.00%	0.00%
3.2	Appointment of Cheree Dyers as member of audit committee	45 718 624	42.35%	0.00%	100.00%	0.00%
3.3	Appointment of Tony Taylor as member of the audit committee	45 718 624	42.35%	0.00%	100.00%	0.00%
4	General authority to issue shares for cash	45 718 354	42.35%	0.00%	100.00%	0.00%
5	Directors' and company secretary's authority to implement resolutions	45 718 366	42.35%	0.00%	100.00%	0.00%
6	Endorsement of the remuneration report					
6.1	Endorsement of Remuneration Policy	45 718 612	42.35%	0.00%	87.19%	12.81%
6.2	Endorsement of Implementation Report	45 718 612	42.35%	0.00%	87.19%	12.81%
7	General payments	45 718 354	42.35%	0.00%	100.00%	0.00%
Special Resolutions						
1	Authority to provide financial assistance section 44 and 45 of the Companies Act	45 718 354	42.35%	0.00%	87.20%	12.80%
2	General authority to repurchase shares	45 718 366	42.35%	0.00%	100.00%	0.00%
3	Authority to pay non-executive directors' remuneration	45 718 366	42.35%	0.00%	87.20%	12.80%

¹ Calculated as the number of shares voted (in favour, against or abstained) in person or by proxy expressed as a percentage of the total shares in issue eligible to vote, being 107 946 962 (calculated as the total shares in issue less non-voting treasury shares).

² Calculated as the number of shares abstained in person or by proxy expressed as a percentage of the total shares in issue eligible to vote.

³ Calculated as the number of shares voted (in favour or against, as indicated) in person or by proxy expressed as a percentage of the aggregate number of shares voted in person or by proxy (excluding abstentions).

The special resolutions, where appropriate, will be filed with the Companies and Intellectual Property Commission.

Cape Town

2 August 2019

Sponsor: Sasfin Capital (a Member of the Sasfin Group)