

***Remgro***  
***Limited***

**2015**  
**SUMMARY**  
**FINANCIAL**  
**STATEMENTS**



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# AUDIT AND RISK COMMITTEE REPORT

## TO THE SHAREHOLDERS OF REMGRO LIMITED

This report by the Audit and Risk Committee (the committee), as appointed by the shareholders in respect of the year under review, is prepared in accordance with the recommendations of King III and the requirements of the Companies Act (No. 71 of 2008), as amended (Companies Act) and describes how the committee has discharged its statutory duties in terms of the Companies Act and its additional duties assigned to it by the Board in respect of the financial year ended 30 June 2015.

### COMMITTEE MEMBERS AND ATTENDANCE AT MEETINGS

The committee comprises four independent non-executive directors (as set out in the table below) and is chaired by Mr Herman Wessels who is a Chartered Accountant. All the committee members are suitably skilled and experienced. In terms of the committee’s mandate, at least four meetings should be held annually.

#### COMPOSITION OF THE COMMITTEE

Committee member*	Number of meetings held	Number of meetings attended
H Wessels (chairman)	4	4
N P Mageza	4	4
P J Moleketi	4	4
F Robertson	4	4

\* Abridged curriculum vitae of all the directors of the Company are set out on pages 14 and 15 of the Integrated Annual Report.

The Chief Executive Officer, Chief Financial Officer, head of internal audit and representatives of the external auditors attend the committee meetings by invitation. Committee agendas provide for confidential meetings between committee members and the internal and external auditors, as well as management.

### ROLE AND RESPONSIBILITIES

The committee’s role and responsibilities include its statutory duties as per the Companies Act, as well as the responsibilities assigned to it by the Board.

The committee is satisfied that it has fulfilled all of its duties during the financial year under review, as further detailed below.

Remgro’s principal wholly owned operating subsidiary is Wispeco. Wispeco’s Audit and Risk Committee functions as a subcommittee of the committee and reports to this committee at each meeting by way of inclusion of the minutes of the meetings held by it in the committee’s agenda. The committee has also satisfied itself that there are effective audit committees functioning at the Company’s significant non-wholly owned

subsidiaries, associates and joint ventures, whose minutes of meetings held are also included in the committee’s agenda.

More information about the functioning of the committee and the matters dealt with in this report can be found in the Corporate Governance Report and Risk Management Report.

### STATUTORY DUTIES

In the conduct of its duties, the committee has performed the following statutory duties:

- Nominated PricewaterhouseCoopers Inc. and Mr Hein Döman, who, in the opinion of the committee, is independent of the Company, to the shareholders for appointment as the external auditor for the financial year ended 30 June 2015
- Determined the fees to be paid to the external auditor and their terms of engagement
- Ensured that the appointment of the external auditor complies with the provisions of the Companies Act and any other legislation relating to the appointment of auditors
- Determined the nature and extent of any non-audit services that the external auditor may provide to the Company and its wholly owned subsidiaries administered by Remgro Management Services Limited (RMS), as well as Wispeco
- Pre-approved any proposed agreement with the external auditor for the provision of non-audit services to the Company and its wholly owned subsidiaries administered by RMS, as well as Wispeco.

### EXTERNAL AUDIT

The committee is satisfied that the Company’s external auditor, PricewaterhouseCoopers Inc., is independent of the Company and is therefore able to conduct their audit functions without any influence from the Company.

A formal policy governs the process whereby the external auditor of the Company is considered for non-audit services. In terms of the policy, the committee is responsible for determining the nature and extent of any non-audit services that the external auditor may provide and also to pre-approve any proposed contract with the external auditor for the provision of non-audit services.

### INTERNAL FINANCIAL CONTROL AND ACCOUNTING SYSTEMS

The committee is responsible for assessing the systems of internal financial controls and accounting systems of the Company and its wholly owned subsidiaries. In this regard the committee has evaluated reports on the effectiveness of the systems of internal financial controls conducted by the internal audit function, considered information provided by

management and held discussions with the external auditor on the results of their audit. The committee is of the opinion that the systems of internal financial controls are effective and forms a basis for the preparation of reliable financial statements. In support of the aforementioned the committee also received reports from the internal audit function regarding the effectiveness of the combined assurance process and fraud prevention and detection measures in place.

The Remgro executives serving on the boards of investee companies (RCL Foods and associates and joint ventures) are responsible for executing the Company's significant influence to ensure that effective internal controls are implemented and complied with.

#### EXPERTISE AND EXPERIENCE OF THE CHIEF FINANCIAL OFFICER AND FINANCE FUNCTION

The committee has considered and has satisfied itself of the appropriateness of the expertise and experience of the Chief Financial Officer, Mr Leon Crouse, whose curriculum vitae appears on page 15 of the Integrated Annual Report.

The committee has furthermore considered, and has satisfied itself of the appropriateness of the expertise and adequacy of resources of the Company's finance function and the experience of the senior members of management responsible for the financial function.

#### FINANCIAL STATEMENTS AND GOING CONCERN

The committee has reviewed the stand-alone and consolidated financial statements of the Company and is satisfied that they comply with International Financial Reporting Standards and the Companies Act, and that the accounting policies used are appropriate.

The committee has also reviewed a documented assessment by management of the going concern premise of the Company before recommending to the Board that the Company will be a going concern in the foreseeable future.

#### RISK MANAGEMENT

The committee has assigned oversight of the risk management function to the Risk and IT Governance Committee, which is a subcommittee of the committee. The mandate of this committee includes the maintenance of the Risk Management Policy and plan, establishment of an operational Risk Register, information technology risk management, legal compliance and occupational health and safety. The Risk and IT Governance Committee is chaired by the CFO and the fourteen other members are all senior managers of the Company. The chairman of the committee

attends the Risk and IT Governance Committee meetings as an *ex officio* member to ensure the effective functioning of this committee and that appropriate risk information is shared with the committee.

#### INTERNAL AUDIT

The Company's internal audit division is an effective independent appraisal function and forms an integral part of the Enterprise-wide Risk Management system that provides assurance on the effectiveness of the Company's system of internal control. The internal audit division of the Company is staffed by qualified and experienced personnel and services all of Remgro's wholly owned subsidiaries administered by RMS, as well as Wispeco. In addition, the internal audit division also performs independent internal audit work for other investee companies such as Dark Fibre Africa, Mediclinic, RMB Holdings, RMI Holdings, SEACOM and Business Partners.

During the year under review the committee considered and recommended the internal audit charter for approval by the Board. The committee further considered the internal audit quality assurance plan and the performance of the internal audit function. Further details on the Group's internal audit functions are provided in the Risk Management Report.

#### COMPLIANCE

The committee is responsible for reviewing any major breach of relevant legal and regulatory requirements. The committee is satisfied that there has been no material non-compliance with laws and regulations.

The committee is also satisfied that it has complied with all its legal, regulatory and other responsibilities during the year under review.

#### RECOMMENDATION TO THE BOARD

The committee has reviewed and considered the Integrated Annual Report, including the comprehensive annual financial statements and sustainable development report published on the Company's website, and has recommended it for approval by the Board.



**Herman Wessels**  
Chairman of the Audit and Risk Committee

Stellenbosch  
17 September 2015

# REPORT OF THE BOARD OF DIRECTORS

FOR THE YEAR ENDED 30 JUNE 2015

Dear Shareholder

The Board has pleasure in reporting on the activities and financial results for the year under review.

## NATURE OF ACTIVITIES

The Company is an investment holding company. Cash income is derived mainly from dividends and interest. The consolidated annual financial statements of the Company and its subsidiaries also incorporate the equity accounted attributable income of associated companies and joint ventures.

The Group's interests consist mainly of investments in food, liquor and home care; banking; healthcare; insurance; industrial; infrastructure as well as media and sport.

## RESULTS

Year ended	30 June 2015	30 June 2014
Headline earnings (R million)	<b>7 996</b>	6 635
– per share (cents)	<b>1 555.0</b>	1 292.4
– diluted (cents)	<b>1 541.8</b>	1 270.3
Earnings – net profit for the year (R million)	<b>8 715</b>	6 917
– per share (cents)	<b>1 694.9</b>	1 347.3
– diluted (cents)	<b>1 680.9</b>	1 325.7
Dividends (R million)	<b>2 211</b>	2 010
– ordinary – per share (cents)	<b>428.00</b>	389.00

A final dividend of 259 cents (2014: 233 cents) per share was declared after the year-end and was therefore not provided for in the annual financial statements. The final dividend is subject to dividend tax.

## INVESTMENT ACTIVITIES

**The most important investment activities during the year under review were as follows:**

### MEDICLINIC INTERNATIONAL LIMITED (MEDICLINIC) AND SPIRE HEALTHCARE GROUP PLC (SPIRE)

During June 2015 Remgro entered into an agreement with funds managed by Cinven to acquire 119 923 335 Spire shares (equivalent to a 29.9% shareholding in Spire) at a price of GBP3.60 per share for a total purchase consideration of GBP431.7 million (excluding transaction costs). The transaction was concluded early in July 2015 and Remgro financed the transaction through a combination of its own cash, as well as external funding.

In conjunction with the above transaction, Remgro and Mediclinic concluded an agreement whereby Mediclinic would

acquire Remgro's interest in Spire, subject to Mediclinic raising the appropriate funds in order to conclude such a transaction. During August 2015 Mediclinic raised R10.0 billion through a rights issue in terms of which 111 111 111 new Mediclinic shares were issued at a price of R90.00 per share. Remgro, by following its rights and by underwriting the balance of the rights issue, invested an additional R4.6 billion into Mediclinic. Following the successful conclusion of the rights issue, Mediclinic acquired Remgro's shareholding in Spire during August 2015 for an amount of R8.6 billion, equal to the purchase price, transaction and funding costs. Remgro thus effectively only facilitated the acquisition of Spire by Mediclinic.

On 30 June 2015 Remgro's effective interest in Mediclinic was 42.0% (2014: 42.1%). The additional Mediclinic shares acquired by Remgro in terms of it underwriting the Mediclinic rights issue referred to above, marginally increased its interest in Mediclinic to 42.5%.

### RMB HOLDINGS LIMITED (RMBH)

During April 2015 Remgro acquired a further 2 990 000 RMBH shares for a total amount of R215.5 million. This transaction increased Remgro's effective interest in RMBH to 28.2% (2014: 27.9%).

### COMMUNITY INVESTMENT VENTURES HOLDINGS PROPRIETARY LIMITED (CIVH)

Remgro's interest in Dark Fibre Africa Proprietary Limited (Dark Fibre Africa) is held through its investment in CIVH. Dark Fibre Africa is a wholly owned subsidiary of CIVH. During August 2014 Remgro invested a further R56.6 million in CIVH, thereby increasing its interest marginally from 50.7% on 30 June 2014 to 50.9% on 30 June 2015.

### GRINDROD LIMITED (GRINDROD)

During the year under review Remgro acquired a further 3 380 435 Grindrod shares in the open market for a total amount of R58.0 million, thereby increasing its effective interest in Grindrod to 23.0% (2014: 22.6%).

### KAGISO TISO HOLDINGS LIMITED (KTH)

During July 2014 Remgro acquired an additional 3 000 ordinary shares in KTH for a total amount of R22.5 million. This transaction increased Remgro's effective interest in KTH to 34.9% (2014: 34.7%).

### LASHOU GROUP INC (LASHOU)

During the year under review Remgro disposed of its investment in Lashou. A loss of \$19.9 million was realised on this transaction. This loss is excluded from headline earnings.

### MILESTONE CHINA OPPORTUNITIES FUND III (MILESTONE III)

During the year under review Remgro invested a further \$33.1 million in Milestone III, thereby increasing its cumulative investment to \$86.5 million. As at 30 June 2015 the remaining commitment to Milestone III amounted to \$13.5 million.

### OTHER

Other smaller investments amounted to R85.2 million.

### EVENTS AFTER YEAR-END

Other than the above-mentioned Spire transaction, there were no significant transactions subsequent to 30 June 2015.

## CASH RESOURCES AT THE CENTRE

The Company's cash resources at 30 June 2015 were as follows:

R million	30 June 2015			30 June 2014
	Local	Offshore	Total	
Per consolidated statement of financial position	3 055	995	4 050	3 657
Investment in money market funds	500	486	986	1 171
Less: Cash of operating subsidiaries	(965)	(52)	(1 017)	(1 564)
<b>Cash at the centre</b>	<b>2 590</b>	<b>1 429</b>	<b>4 019</b>	3 264

On 30 June 2015, approximately 25% (R986 million) of the available cash at the centre was invested in money market funds which are not classified as cash and cash equivalents on the statement of financial position. Refer to note 14 to the annual financial statements that is published on the Company's website at [www.remgro.com](http://www.remgro.com) for further details.

## GROUP FINANCIAL REVIEW

### STATEMENT OF FINANCIAL POSITION

The analysis of "Equity employed" and of "Source of headline earnings" below reflects the sectors into which the Group's investments have been classified. No adjustment has been made where investments are active mainly in one sector but also have interests in other sectors.

	30 June 2015		30 June 2014	
	R million	R per share	R million	R per share
<i>Equity employed</i>				
Attributable to equity holders	73 114	142.12	66 035	128.56
<i>Employment of equity</i>				
Food, liquor and home care	13 887	26.99	12 812	24.94
Banking	16 567	32.20	15 194	29.58
Healthcare	13 227	25.71	10 597	20.63
Insurance	6 717	13.06	6 224	12.12
Industrial	5 461	10.62	5 529	10.76
Infrastructure	6 857	13.33	6 722	13.09
Media and sport	1 500	2.92	1 508	2.94
Other investments	3 047	5.92	2 699	5.26
Central treasury – cash at the centre	4 019	7.81	3 264	6.35
Other net corporate assets	1 832	3.56	1 486	2.89
	<b>73 114</b>	<b>142.12</b>	66 035	128.56

## INCOME STATEMENT

	30 June 2015		30 June 2014	
	R million	%	R million	%
<i>Source of headline earnings</i>				
Food, liquor and home care	1 531	19	795	12
Banking	2 845	36	2 542	38
Healthcare	1 734	22	1 489	22
Insurance	986	12	871	13
Industrial	381	5	700	11
Infrastructure	392	5	166	3
Media and sport	(16)	–	64	1
Other investments	84	1	59	1
Central treasury	111	1	83	1
Other net corporate costs	(52)	(1)	(134)	(2)
	<b>7 996</b>	<b>100</b>	6 635	100


R million	30 June 2015	30 June 2014
<i>Composition of headline earnings</i>		
Subsidiary companies	996	(4)
Profits	1 107	355
Losses	(111)	(359)
Associated companies and joint ventures	7 000	6 639
Profits	7 183	6 725
Losses	(183)	(86)
	<b>7 996</b>	6 635

## SHARE INCENTIVE SCHEME

Remgro currently has one long-term incentive plan, i.e. the Remgro Equity Settled Share Appreciation Right Scheme (the SAR Scheme). In terms of the SAR Scheme, participants are offered Remgro ordinary shares to the value of the appreciation of their rights to a specified number of Remgro ordinary shares that can be exercised at different intervals but before the expiry of seven years from date of grant.

The earliest intervals at which the share appreciation rights are exercisable are as follows:

- One-third after the third anniversary of the grant date
- Two-thirds after the fourth anniversary of the grant date
- The remainder after the fifth anniversary of the grant date

 Refer to note 25 to the annual financial statements that is published on the Company's website at [www.remgro.com](http://www.remgro.com) for full details on the SAR Scheme.

## TREASURY SHARES

At 30 June 2014, 2 960 766 Remgro ordinary shares (0.6%) were held as treasury shares by a wholly owned subsidiary company of Remgro. As previously reported, these shares were acquired for the purpose of hedging Remgro's share incentive scheme.

During the year under review no Remgro ordinary shares were repurchased, while 791 208 Remgro ordinary shares were utilised

to settle Remgro's obligation towards share scheme participants who exercised the rights granted to them.

At 30 June 2015, 2 169 558 Remgro ordinary shares (0.5%) were held as treasury shares.

## PRINCIPAL SHAREHOLDER


Rembrandt Trust Proprietary Limited (Rembrandt Trust) holds all the issued unlisted B ordinary shares of the Company and is entitled to 42.57% (2014: 42.61%) of the total votes.

An analysis of the shareholders appears on pages 111 and 112. 

## SUBSIDIARY COMPANIES AND INVESTMENTS

Particulars of subsidiary companies, equity accounted investments and other investments are disclosed in Annexures A and B.

## DIRECTORS

The names of the directors appear on pages 14 to 15 of the Integrated Annual Report. 

On 25 November 2014, the Remgro Board of directors appointed Mr J Malherbe, a current Remgro non-executive director, as co-deputy chairman with Dr E de la H Hertzog, who is the current deputy chairman.

The Board wishes to congratulate Mr Malherbe on his appointment.

Ms S E N de Bruyn Sebotsa has been appointed as an independent non-executive director of Remgro with effect from 16 March 2015. She has considerable experience in the areas of finance, business and the empowerment of women in South Africa.

The Board wishes to welcome Ms De Bruyn Sebotsa as a director to the Company.

In terms of the provision of the Memorandum of Incorporation, Messrs W E Bühmann, G T Ferreira, F Robertson, J P Rupert and H Wessels retire from the Board by rotation. These directors are eligible and offer themselves for re-election.

## DIRECTORS' INTERESTS

At 30 June 2015 the aggregate of the direct and indirect interests of the directors and their associates in the issued ordinary share capital of the Company amounted to 2.57% (2014: 2.52%).

Mr J P Rupert is a director of Rembrandt Trust which owns all the issued unlisted B ordinary shares.

An analysis of directors' interests in the issued capital of the Company appears on page 113.

## DIRECTORS' EMOLUMENTS

The total directors' fees for services rendered as directors during the past financial year amounted to R3.7 million (2014: R3.5 million).

## ACQUISITION OF SHARES OF THE COMPANY

It is recommended that a general authority be granted to the Board to acquire, should circumstances warrant it, the Company's own shares and to approve the acquisition of shares in the Company by any of its subsidiaries, subject to the provisions of the Companies Act (No. 71 of 2008), as amended, and the Listings Requirements of the JSE Limited.

A special resolution to grant this general authority to the Board is incorporated in the notice of the Annual General Meeting that appears on page 116.

## DIVIDENDS

The final ordinary dividend per share was determined at 259 cents (2014: 233 cents). Total ordinary dividends per share in respect of the year to 30 June 2015 therefore amount to 428 cents (2014: 389 cents).

## DECLARATION OF CASH DIVIDEND

### DECLARATION OF DIVIDEND NO. 30

Notice is hereby given that a final gross dividend of 259 cents (2014: 233 cents) per share has been declared out of income reserves in respect of both the ordinary shares of no par value

and the unlisted B ordinary shares of no par value, for the year ended 30 June 2015.

A dividend withholding tax of 15% or 38.85 cents per share will be applicable, resulting in a net dividend of 220.15 cents per share, unless the shareholder concerned is exempt from paying dividend-withholding tax or is entitled to a reduced rate in terms of an applicable double-tax agreement.

The total gross dividend per share for the year ended 30 June 2015 therefore amounts to 428 cents, compared to 389 cents for the year ended 30 June 2014.

The issued share capital at the declaration date is 481 106 370 ordinary shares and 35 506 352 B ordinary shares. The income tax number of the Company is 9500-124-71-5.

## PAYMENT

The final dividend is payable on Monday, 16 November 2015, to shareholders of the Company registered at the close of business on Friday, 13 November 2015.

Shareholders may not dematerialise or rematerialise their holdings of ordinary shares between Monday, 9 November 2015, and Friday, 13 November 2015, both days inclusive.

In terms of the Company's Memorandum of Incorporation, dividends will only be transferred electronically to the bank accounts of shareholders, while dividend cheques are no longer issued. In the instance where shareholders do not provide the Transfer Secretaries with their banking details, the dividend will not be forfeited but will be marked as "unclaimed" in the share register until the shareholder provides the Transfer Secretaries with the relevant banking details for pay out.

## SECRETARY

The name and address of the Company Secretary appears on page 17 of the Integrated Annual Report.

## APPROVAL

The comprehensive annual financial statements published on the Company's website at [www.remgro.com](http://www.remgro.com), as well as the summary annual financial statements set out on pages 102 to 113 have been approved by the Board.

Signed on behalf of the Board of Directors.



**Johann Rupert**  
Chairman



**Jannie Durand**  
Chief Executive Officer

Stellenbosch  
17 September 2015

# INDEPENDENT AUDITOR'S REPORT

ON SUMMARY FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF REMGR0 LIMITED



The summary consolidated financial statements of Remgro Limited, set out on pages 102 to 113 of the Integrated Annual Report, which comprise the summary consolidated statement of financial position as at 30 June 2015, the summary consolidated income statement and the summary consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of Remgro Limited for the year ended 30 June 2015. We expressed an unmodified audit opinion on those consolidated financial statements in our report dated 17 September 2015. Our auditor's report on the audited consolidated financial statements contained an "Other Matter" paragraph: "Other reports required by the Companies Act" (refer below).

The summary consolidated financial statements do not contain all the disclosures required by International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to annual financial statements. Reading the summary consolidated financial statements, therefore, is not a substitute for reading the audited consolidated financial statements of Remgro Limited.

## DIRECTORS' RESPONSIBILITY FOR THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS



The Company's directors are responsible for the preparation of a summary of the audited consolidated financial statements in accordance with the JSE Limited's (JSE) requirements for summary financial statements, set out in note 1 to the summary consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements, and for such internal control as the directors determine is necessary to enable the preparation of summary consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the summary consolidated financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810, "Engagements to Report on Summary Financial Statements".

## OPINION

In our opinion, the summary consolidated financial statements derived from the audited consolidated financial statements of Remgro Limited for the year ended 30 June 2015 are consistent, in all material respects, with those consolidated financial statements, in accordance with the JSE's requirements for summary financial statements, set out in note 1 to the summary consolidated financial statements and the requirements of the Companies Act of South Africa as applicable to summary financial statements.



## OTHER REPORTS REQUIRED BY THE COMPANIES ACT

The "Other reports required by the Companies Act" paragraph in our audit report dated 17 September 2015 states that as part of our audit of the consolidated financial statements for the year ended 30 June 2015, we have read the Directors' Report, the Audit Committee's Report and the Statement by the Company Secretary for the purpose of identifying whether there are material inconsistencies between these reports and the audited consolidated financial statements. These reports are the responsibility of the respective preparers. The paragraph also states that, based on reading these reports, we have not identified material inconsistencies between these reports and the audited consolidated financial statements. The paragraph furthermore states that we have not audited these reports and accordingly do not express an opinion on these reports. The paragraph does not have an effect on the summary consolidated financial statements or our opinion thereon.

*PricewaterhouseCoopers Inc.*

**PricewaterhouseCoopers Inc.**

**Director: N H Döman**

*Registered Auditor*

Stellenbosch  
17 September 2015

# STATEMENT OF FINANCIAL POSITION

AT 30 JUNE 2015

R million	Notes	30 June 2015	30 June 2014
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		5 716	5 616
Biological agricultural assets		550	499
Investment properties		51	42
Intangible assets		5 710	5 811
Investments – Equity accounted	4	57 831	52 169
– Other	4	2 493	2 642
Retirement benefits		220	210
Loans		977	629
Deferred taxation		18	14
		<b>73 566</b>	67 632
<b>Current assets</b>			
		<b>21 126</b>	11 876
Inventories		3 118	2 408
Biological agricultural assets		549	539
Debtors and short-term loans		3 837	3 330
Investments in money market funds		986	1 171
Cash and cash equivalents		4 050	3 657
Other current assets		52	17
		<b>12 592</b>	11 122
Assets held for sale	5	8 534	754
		<b>94 692</b>	79 508
<b>EQUITY AND LIABILITIES</b>			
Stated capital		3 605	3 605
Reserves		69 781	62 802
Treasury shares		(272)	(372)
<b>Shareholders' equity</b>		<b>73 114</b>	66 035
Non-controlling interest		2 803	2 599
<b>Total equity</b>		<b>75 917</b>	68 634
<b>Non-current liabilities</b>			
		<b>5 404</b>	2 199
Retirement benefits		227	258
Long-term loans		3 547	436
Deferred taxation		1 630	1 505
<b>Current liabilities</b>			
		<b>13 371</b>	8 675
Trade and other payables		4 469	3 791
Short-term loans		366	4 661
Other current liabilities		69	37
		<b>4 904</b>	8 489
Liabilities held for sale	5	8 467	186
		<b>94 692</b>	79 508
<b>Total equity and liabilities</b>			

# INCOME STATEMENT

FOR THE YEAR ENDED 30 JUNE 2015

R million	Notes	30 June 2015	30 June 2014
Sales		25 590	24 621
Inventory expenses		(15 267)	(15 374)
Staff costs		(4 276)	(3 747)
Depreciation		(607)	(592)
Other net operating expenses		(3 878)	(4 238)
Trading profit		1 562	670
Dividend income		213	43
Interest received		276	326
Finance costs		(371)	(1 057)
Net impairment of investments, loans, assets and goodwill		(288)	22
Profit on sale of investments		696	51
Consolidated profit before tax		2 088	55
Taxation		(395)	(57)
Consolidated profit/(loss) after tax		1 693	(2)
Share of after-tax profit of equity accounted investments	9	7 228	6 853
<b>Net profit for the year</b>		<b>8 921</b>	<b>6 851</b>
<b>Attributable to:</b>			
Equity holders		8 715	6 917
Non-controlling interest		206	(66)
		<b>8 921</b>	<b>6 851</b>

# STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2015

R million	30 June 2015	30 June 2014
Net profit for the year	8 921	6 851
Other comprehensive income, net of tax	335	2 444
<b>Items that may be reclassified subsequently to the income statement:</b>		
Exchange rate adjustments	267	298
Fair value adjustments for the year	(156)	346
Deferred taxation on fair value adjustments	(34)	(43)
Reclassification of other comprehensive income to the income statement	45	(176)
Other comprehensive income of equity accounted investments	929	2 015
<b>Items that will not be reclassified to the income statement:</b>		
Remeasurement of post-employment benefit obligations	5	23
Deferred taxation on remeasurement of post-employment benefit obligations	(2)	(6)
Change in reserves of equity accounted investments	(699)	(13)
<b>Total comprehensive income for the year</b>	<b>9 276</b>	<b>9 295</b>
<b>Total comprehensive income attributable to:</b>		
Equity holders	9 066	9 357
Non-controlling interest	210	(62)
	<b>9 276</b>	<b>9 295</b>

## STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2015

R million	30 June 2015	30 June 2014
Balance at 1 July	68 634	60 645
Total comprehensive income for the year	9 276	9 295
Dividends paid	(2 136)	(1 834)
Investment in subsidiaries	–	(529)
Capital invested by minorities	37	876
Other movements	25	114
Long-term share incentive scheme reserve	81	67
<b>Balance at the end of the year</b>	<b>75 917</b>	<b>68 634</b>

## STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2015

R million	30 June 2015	30 June 2014
Cash generated from operations	1 895	898
Taxation paid	(397)	(135)
Dividends received	3 215	3 372
Cash available from operating activities	4 713	4 135
Dividends paid	(2 136)	(1 834)
Net cash inflow from operating activities	2 577	2 301
Investing activities	(1 151)	(2 121)
Financing activities	(1 349)	(818)
Net increase/(decrease) in cash and cash equivalents	77	(638)
Exchange rate profit on foreign cash	116	110
Cash and cash equivalents at the beginning of the year	3 636	4 164
Cash and cash equivalents at the end of the year	3 829	3 636
Cash and cash equivalents – per statement of financial position	4 050	3 657
Bank overdraft	(221)	(21)

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015

## 1. BASIS OF PREPARATION

The summary consolidated financial statements are prepared in accordance with the requirements of the JSE Limited (JSE) for summary financial statements, and the requirements of the Companies Act applicable to summary financial statements. The JSE requires summary financial statements to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS) and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and to also, as a minimum, contain the information required by *IAS 34: Interim Financial Reporting*.

The accounting policies applied in the preparation of the consolidated financial statements from which the summary consolidated financial statements were derived are in terms of IFRS and are consistent with those accounting policies applied in the preparation of the previous consolidated annual financial statements, with the exception of the implementation of *IFRIC 21: Levies* and the amendments to *IAS 19: Employee Benefits*, *IAS 32: Financial Instruments – Presentation*, *IAS 36: Impairment of Assets* and *IAS 39: Financial Instruments – Novation of derivatives and continuation of hedge accounting*. The adoption of these interpretations and amendments had no impact on the results of either the current or prior year. The financial statements have been prepared under the supervision of the Chief Financial Officer, Leon Crouse CA(SA).

The summary consolidated financial statements do not contain all the information and disclosures required in the consolidated financial statements. The summary consolidated financial statements have been extracted from the audited consolidated financial statements upon which PricewaterhouseCoopers Inc. has issued an unqualified report. The audited consolidated financial statements and the unqualified audit report are available for inspection at the registered office of the Company.

## 2. HEADLINE EARNINGS RECONCILIATION

R million	30 June 2015	30 June 2014
<b>Net profit for the year attributable to equity holders</b>	<b>8 715</b>	6 917
Plus/(minus):		
– Net impairment of equity accounted investments	<b>99</b>	(92)
– Impairment of other investments	<b>79</b>	80
– Net impairment of property, plant and equipment	<b>94</b>	(5)
– Impairment of assets held for sale	<b>16</b>	–
– Recycling of foreign currency translation reserves	<b>–</b>	(32)
– (Profit)/loss on sale of equity accounted investments	<b>(984)</b>	83
– (Profit)/loss on sale of other investments	<b>288</b>	(98)
– Net surplus on disposal of property, plant and equipment	<b>(5)</b>	(12)
– Non-headline earnings items included in equity accounted earnings of equity accounted investments	<b>(231)</b>	(244)
– Net surplus on disposal of property, plant and equipment	<b>(111)</b>	(131)
– Profit on the sale of investments	<b>(271)</b>	(174)
– Net impairment of investments, assets and goodwill	<b>213</b>	262
– Other non-recurring and capital items	<b>(62)</b>	(201)
– Taxation effect of adjustments	<b>(50)</b>	33
– Non-controlling interest	<b>(25)</b>	5
<b>Headline earnings</b>	<b>7 996</b>	6 635

## 3. EARNINGS AND DIVIDENDS

<b>Cents</b>	<b>30 June 2015</b>	30 June 2014
<b>Headline earnings per share</b>		
– Basic	<b>1 555.0</b>	1 292.4
– Diluted	<b>1 541.8</b>	1 270.3
<b>Earnings per share</b>		
– Basic	<b>1 694.9</b>	1 347.3
– Diluted	<b>1 680.9</b>	1 325.7
<b>Dividends per share</b>		
Ordinary	<b>428.00</b>	389.00
– Interim	<b>169.00</b>	156.00
– Final	<b>259.00</b>	233.00

## 4. INVESTMENTS

(Refer annexures A and B)

<b>R million</b>	<b>30 June 2015</b>	30 June 2014
<b>Listed investments</b>		
<b>Associated</b>		
– Book value	<b>41 533</b>	36 601
– Market value	<b>97 926</b>	79 734
<b>Other</b>		
– Book value	<b>902</b>	880
– Market value	<b>902</b>	880
<b>Unlisted investments</b>		
<b>Associated</b>		
– Book value	<b>11 336</b>	11 090
– Directors' valuation (unaudited)	<b>22 516</b>	22 497
<b>Joint ventures</b>		
– Book value	<b>4 962</b>	4 478
– Directors' valuation (unaudited)	<b>13 295</b>	11 063
<b>Other</b>		
– Book value	<b>1 591</b>	1 762
– Directors' valuation	<b>1 591</b>	1 762

## 5. ASSETS AND LIABILITIES HELD FOR SALE

During June 2015, Remgro entered into an agreement with funds managed by Cinven to acquire 119 923 335 Spire shares (equivalent to a 29.9% shareholding in Spire). In conjunction with the transaction, Remgro and Mediclinic concluded an agreement whereby Mediclinic would acquire Remgro's interest in Spire, subject to a successful Mediclinic rights issue.

Total assets and liabilities are

Investment

Trade and other creditors

Derivative instruments

Various other assets and liabilities classified as held for sale

Assets

Liabilities

	<b>(175)</b>	–
	<b>8 275</b>	–
	<b>(8 276)</b>	–
	<b>(174)</b>	–
	<b>242</b>	568
	<b>259</b>	754
	<b>(17)</b>	(186)
	<b>67</b>	568

## NOTES TO THE FINANCIAL STATEMENTS / FINANCIAL REPORT

R million	30 June 2015	30 June 2014
6. ADDITIONS TO AND REPLACEMENT OF PROPERTY, PLANT AND EQUIPMENT	853	852
7. CAPITAL AND INVESTMENT COMMITMENTS (Including amounts authorised but not yet contracted for, including R4.1 billion in respect of the Mediclinic rights issue)	5 847	1 105
8. GUARANTEES AND CONTINGENT LIABILITIES	316	306
9. DIVIDENDS RECEIVED FROM EQUITY ACCOUNTED INVESTMENTS SET OFF AGAINST INVESTMENTS	3 077	3 568
10. EQUITY ACCOUNTED INVESTMENTS		
<b>Share of after-tax profit of equity accounted investments</b>		
Profit before taking into account impairments, non-recurring and capital items	8 332	8 584
Net impairment of investments, assets and goodwill	(213)	(262)
Profit on the sale of investments	271	174
Other non-recurring and capital items	62	201
Profit before tax and non-controlling interest	8 452	8 697
Taxation	(1 129)	(1 558)
Non-controlling interest	(95)	(286)
	<b>7 228</b>	6 853

## 11. FAIR VALUE REMEASUREMENTS

The following methods and assumptions are used to determine the fair value of each class of financial instruments:

- Financial instruments available-for-sale and investment in money market funds: Fair value is based on quoted market prices or, in the case of unlisted instruments, appropriate valuation methodologies, being discounted cash flow, liquidation valuation or actual net asset value of the investment.
- Derivative instruments: The fair value of derivative instruments is determined by using mark-to-market valuations.

Financial instruments measured at fair value are disclosed by level of the following fair value hierarchy:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – Inputs (other than quoted prices included within level 1) that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and

Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table illustrates the fair values of financial assets and liabilities that are measured at fair value, by hierarchy level:

R million	Level 1	Level 2	Level 3	Total
<b>30 June 2015</b>				
<b>Assets</b>				
Available-for-sale	902	–	1 591	2 493
Derivative instruments	–	10	–	10
Investment in money market funds	986	–	–	986
	<b>1 888</b>	<b>10</b>	<b>1 591</b>	<b>3 489</b>
<b>Liabilities</b>				
Derivative instruments	–	190	–	190
<b>30 June 2014</b>				
<b>Assets</b>				
Available-for-sale	880	–	1 762	2 642
Derivative instruments	–	3	–	3
Investment in money market funds	1 171	–	–	1 171
	<b>2 051</b>	<b>3</b>	<b>1 762</b>	<b>3 816</b>
<b>Liabilities</b>				
Derivative instruments	–	10	–	10

## 11. FAIR VALUE REMEASUREMENTS (continued)

The following table illustrates the reconciliation of the carrying value of level 3 assets from the beginning to the end of the year:

R million	Available- for-sale	Assets at fair value through profit and loss	Derivative instruments	Total
<b>30 June 2015</b>				
Balances at the beginning of the year	1 762	–	–	1 762
Additions	375	–	–	375
Disposals	(484)	–	–	(484)
Exchange rate adjustments	148	–	–	148
Fair value adjustments through comprehensive income	(210)	–	–	(210)
<b>Balances at the end of the year</b>	<b>1 591</b>	<b>–</b>	<b>–</b>	<b>1 591</b>
<b>30 June 2014</b>				
Balances at the beginning of the year	1 285	60	73	1 418
Additions	277	23	–	300
Disposals	(3)	–	(111)	(114)
Exchange rate adjustments	64	–	–	64
Transfer to equity accounted investments	–	(83)	–	(83)
Fair value adjustments through profit and loss	–	–	38	38
Fair value adjustments through comprehensive income	139	–	–	139
<b>Balances at the end of the year</b>	<b>1 762</b>	<b>–</b>	<b>–</b>	<b>1 762</b>

There were no transfers between the different levels.

Level 3 investments consist mainly of investments in the Milestone China entities (Milestone), the Kagiso Infrastructure Empowerment Fund (KIEF) and the Pembani Remgro Infrastructure Fund (PRIF) amounting to R1 058 million, R322 million and R150 million respectively. These investments are all valued based on the fair value of each investment's underlying assets, which are valued using a variety of valuation methodologies. Listed entities are valued at the last quoted share price on the reporting date, whereas unlisted entities' methods include discounted cash flow valuations, appropriate earnings and revenue multiples.

Milestone's fair value consists of listed investments (42%), cash and cash equivalents (4%) and unlisted investments (54%). Two-thirds of the unlisted investments were acquired during the current financial year and were valued at cost as Milestone's management considers the transaction price to be the fair value of the investments, while the remaining one-third was valued at approximately R190 million. KIEF's investments were valued using the discounted cash flow method. PRIF's main asset is the investment in ETG Group and it was valued using appropriate revenue and earnings multiples based on peer group companies to determine a price-to-book valuation.

Changes in the valuation assumptions of the above unlisted investments will not have a significant impact on Remgro's financial statements.

# ANNEXURE A

## PRINCIPAL SUBSIDIARY COMPANIES AT 30 JUNE 2015

### NAME OF COMPANY

NAME OF COMPANY	Share capital R (unless otherwise stated)	Effective interest	
		30 June 2015 %	30 June 2014 %
Incorporated in South Africa unless otherwise stated			
Eikenlust Proprietary Limited	100	100.0	100.0
Entek Investments Proprietary Limited	16 029 279	100.0	100.0
Financial Securities Proprietary Limited	250 000	100.0	100.0
Friedshelf 1670 Proprietary Limited	36 543 642 592	100.0	–
Historical Homes of South Africa Limited	555 000	58.7	57.9
Industrial Electronic Investments Proprietary Limited	1 000	100.0	100.0
Industrial Partnership Investments Proprietary Limited	125 000	100.0	100.0
Invenfin Proprietary Limited	100	100.0	100.0
IPI (Overseas) Limited – Jersey	918 530 004	100.0	100.0
IPROP Holdings Limited – British Virgin Islands (USD)	4 882 892	100.0	100.0
Metkor Group Proprietary Limited	82 978 237	100.0	100.0
Partnership in Mining Proprietary Limited	100	100.0	100.0
RCL Foods Limited	* 9 992 814 622	77.5	77.7
Remgro Finance Corporation Proprietary Limited	958 430	100.0	100.0
Remgro International Holdings Proprietary Limited	2	100.0	100.0
Remgro International Limited – Jersey	2 412 355 000	100.0	100.0
Remgro Investment Corporation Proprietary Limited	100	100.0	100.0
Remgro Loan Corporation Proprietary Limited	700	100.0	100.0
Remgro Management Services Limited	100	100.0	100.0
Remgro South Africa Proprietary Limited	48 614	100.0	100.0
Remgro Sport Investments Proprietary Limited	100	100.0	100.0
Remgro USA Limited – Jersey (USD)	2	100.0	100.0
Remont Proprietary Limited	100	100.0	100.0
Robertsons Holdings Proprietary Limited	1 000	100.0	100.0
RPII Holdings Proprietary Limited	8 600 000	100.0	100.0
SEACOM SA SPV Proprietary Limited	100	100.0	100.0
Stellenbosch Academy of Sport Properties Proprietary Limited	2	100.0	100.0
TSB Sugar Holdings Proprietary Limited	7 532 040 746	100.0	100.0
TTR Holdings Proprietary Limited	7	100.0	100.0
VenFin Holdings Limited – Jersey (EUR)	79 533 052	100.0	100.0
VenFin Proprietary Limited	2 849 304 076	100.0	100.0
VenFin Media Investments Proprietary Limited	2	100.0	100.0
Wispeco Holdings Proprietary Limited	11 641 000	100.0	100.0

(EUR) euro

(USD) USA dollar

\* Listed company

A complete register of subsidiary companies is available for inspection at the registered office of the Company.

# ANNEXURE B

## PRINCIPAL INVESTMENTS AT 30 JUNE 2015

NAME OF COMPANY

	LISTED				UNLISTED			
	30 June 2015		30 June 2014		30 June 2015		30 June 2014	
Incorporated in South Africa unless otherwise stated	Shares held	Effective interest %	Shares held	Effective interest %	Shares held	Effective interest %	Shares held	Effective interest %
<b>Food, liquor and home care</b>								
Unilever South Africa Holdings Proprietary Limited					5 348 135	25.8	5 348 135	25.8
Capevin Holdings Limited <sup>(1)</sup>	136 978 200	15.6	136 978 200	15.6				
– indirectly held by Capevin Holdings Limited through Remgro-Capevin Investments Proprietary Limited:								
– Distell Group Limited (15%)		4.2		4.2				
Remgro-Capevin Investments Proprietary Limited					50	50.0	50	50.0
– held by Remgro-Capevin Investments Proprietary Limited:								
– Distell Group Limited (54%)		26.8		26.9				
<b>Banking</b>								
RMB Holdings Limited	397 421 450	28.2	394 431 450	27.9				
– held by RMB Holdings Limited:								
– FirstRand Limited (34%)		9.6		9.7				
FirstRand Limited <sup>(1)</sup>	219 805 470	3.9	219 805 470	4.0				
<b>Healthcare</b>								
Mediclinic International Limited	358 869 121	42.0	358 869 121	42.1				
<b>Insurance</b>								
RMI Holdings Limited	449 638 871	30.3	449 638 871	30.3				
<b>Industrial</b>								
Air Products South Africa Proprietary Limited					4 500 000	50.0	4 500 000	50.0
Kagiso Tiso Holdings Proprietary Limited (RF)					325 892	34.9	322 892	34.7
Total South Africa Proprietary Limited					12 872 450	24.9	12 872 450	24.9
PGSI Limited – BVI					26 297 697	37.7	26 297 697	37.7
<b>Infrastructure</b>								
Grindrod Limited	173 183 235	23.0	169 802 800	22.6				
Community Investment Ventures Holdings Proprietary Limited					150 148	50.9	145 001	50.7
SEACOM Capital Limited – Mauritius					1 000	25.0	1 000	25.0
<b>Media and sport</b>								
Sabido Investments Proprietary Limited					17 730 595	32.4	17 730 595	31.9
<b>Other investments</b>								
Business Partners Limited					73 794 623	42.7	73 794 623	42.7

All these investments were equity accounted.

<sup>(1)</sup> Remgro rebutted the presumption that it does not have significant influence in these investments.

BVI – British Virgin Islands

Details of investments which are not material to the evaluation of the business of the Group, are not shown.

# SHAREHOLDERS' INFORMATION

STATISTICS AT 30 JUNE 2015

	30 June 2015		30 June 2014	
	%	Number of shares	%	Number of shares
<b>MAJOR BENEFICIAL SHAREHOLDERS</b>				
Ordinary shares				
Public Investment Corporation	16.76	80 621 000	17.63	84 799 544
Other	83.24	400 485 370	82.37	396 306 826
	100.00	481 106 370	100.00	481 106 370
B ordinary shares				
Rembrandt Trust Proprietary Limited	100.00	35 506 352	100.00	35 506 352
<b>Total</b>		<b>516 612 722</b>		516 612 722

No other shareholder held a beneficial interest of more than 5% in the ordinary shares in your Company on 30 June 2015.

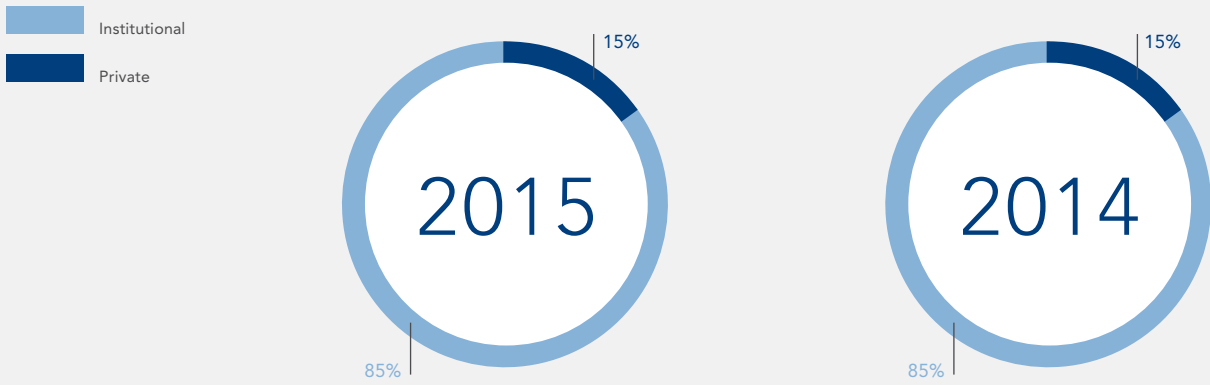
	30 June 2015	30 June 2014	30 June 2013	30 June 2012
<b>DISTRIBUTION OF SHAREHOLDERS</b>				
Ordinary shares				
Public shareholders	59 141	53 874	49 487	46 220
Percentage of shareholders	99.86	99.83	99.85	99.94
Number of shares	465 119 986	464 263 605	464 305 068	466 239 333
Percentage of shares issued	96.68	96.50	96.51	96.91
Non-public shareholders				
Directors and their associates/Share Trust/Treasury shares	84	91	73	29
Percentage of shareholders	0.14	0.17	0.15	0.06
Number of shares	15 986 384	16 842 765	16 801 302	14 867 037
Percentage of shares issued	3.32	3.50	3.49	3.09
<b>Number of shareholders</b>	<b>59 225</b>	53 965	49 560	46 249

Shares held by directors of the Company's subsidiaries and their associates were reported under public shareholders before 2013. Therefore the distribution of shareholders for the year under review is only comparable to the previous two years.

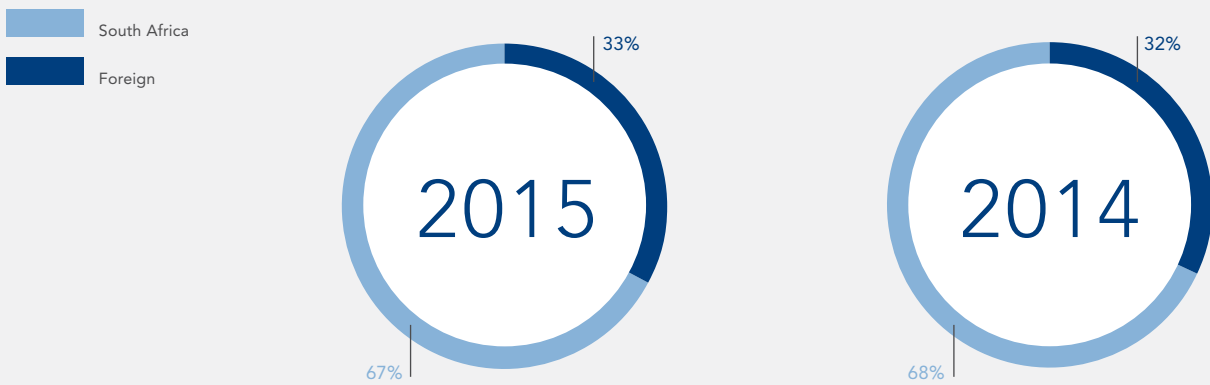
	30 June 2015	30 June 2014	30 June 2013	30 June 2012
<b>NUMBER OF SHARES IN ISSUE</b>				
– Ordinary shares of no par value (since 2013)				
Issued at the beginning of the year	481 106 370	481 106 370	481 106 370	481 106 370
– Unlisted B ordinary shares of no par value (since 2013)	35 506 352	35 506 352	35 506 352	35 506 352
Total number of shares in issue	516 612 722	516 612 722	516 612 722	516 612 722
<b>Number of shares held in treasury</b>				
Ordinary shares repurchased and held in treasury	(2 169 558)	(2 960 766)	(3 433 101)	(2 279 155)
	514 443 164	513 651 956	513 179 621	514 333 567
<b>Weighted number of shares</b>	<b>514 200 979</b>	513 404 676	513 526 699	514 090 014

ADDITIONAL INFORMATION

Institutional and private shareholding in Remgro Limited ordinary shares



Foreign and local shareholding in Remgro Limited ordinary shares



## INTERESTS OF THE DIRECTORS IN THE ISSUED CAPITAL OF THE COMPANY

## ORDINARY SHARES

Directors	Direct beneficial	Indirect beneficial	Associates	Total
<b>30 June 2015</b>				
W E Bührmann	264 000	–	–	264 000
L Crouse	178 039	–	–	178 039
J J Durand	–	742 524	7 500	750 024
G T Ferreira	158 625	–	560 000	718 625
P K Harris	–	169 118	–	169 118
E de la H Hertzog	261 892	1 931 814	129 984	2 323 690
J Malherbe	26 826	–	1 053 301	1 080 127
P J Moleketi	1 130	1 445	1 180	3 755
M Morobe	–	575	–	575
F Robertson	–	5 000	–	5 000
J P Rupert	–	–	6 867 150	6 867 150
S E N de Bruyn Sebotsa	450	–	–	450
H Wessels	–	–	4 500	4 500
	<b>890 962</b>	<b>2 850 476</b>	<b>8 623 615</b>	<b>12 365 053</b>

Directors	Direct beneficial	Indirect beneficial	Associates	Total
<b>30 June 2014</b>				
W E Bührmann	264 000	–	–	264 000
J J Durand	–	665 577	7 500	673 077
G T Ferreira	158 625	–	560 000	718 625
P K Harris	–	169 118	–	169 118
E de la H Hertzog	264 764	1 928 942	129 984	2 323 690
J Malherbe	26 826	–	1 053 301	1 080 127
P J Moleketi	1 130	1 445	1 180	3 755
F Robertson	–	5 000	–	5 000
J P Rupert	–	–	6 867 150	6 867 150
H Wessels	–	–	4 500	4 500
	<b>715 345</b>	<b>2 770 082</b>	<b>8 623 615</b>	<b>12 109 042</b>

## B ORDINARY SHARES

Mr J P Rupert is a director of Rembrandt Trust Proprietary Limited which owns all the issued unlisted B ordinary shares.

Since the end of the financial year to the date of this report the interests of directors remained unchanged.

# NOTICE TO SHAREHOLDERS

The 2015 Annual General Meeting of Remgro Limited (the Company) will be held on Monday, 23 November 2015, at 10:30 in the Conference Centre, Erinvale Estate Hotel & Spa, Lourensford Road, Somerset West, 7130, to, if approved, pass the following ordinary and special resolutions with or without modification:

## 1. APPROVAL OF ANNUAL FINANCIAL STATEMENTS

### ORDINARY RESOLUTION NUMBER 1

**Resolved that** the audited annual financial statements, including the Report of the Board of Directors, the Independent Auditor's Report and the Audit and Risk Committee Report, of the Company and the Group for the financial year ended 30 June 2015 be accepted and approved.

## 2. REAPPOINTMENT OF AUDITOR

### ORDINARY RESOLUTION NUMBER 2

**Resolved that** the reappointment of PricewaterhouseCoopers Inc., who is independent from the Company, as the Company's auditor, as nominated by the Company's Audit and Risk Committee, be approved and to note that the individual registered auditor who will perform the function of auditor during the financial year ending 30 June 2016, is Mr N H Döman.

## 3. ELECTION OF DIRECTOR

### ORDINARY RESOLUTION NUMBER 3

**Resolved that** Mr W E Bührmann who retires in terms of clause 27.4.3.1 of the Company's Memorandum of Incorporation and who has offered himself for re-election, be re-elected as a director of the Company.

## 4. ELECTION OF DIRECTOR

### ORDINARY RESOLUTION NUMBER 4

**Resolved that** Mr G T Ferreira who retires in terms of clause 27.4.3.1 of the Company's Memorandum of Incorporation and who has offered himself for re-election, be re-elected as a director of the Company.

## 5. ELECTION OF DIRECTOR

### ORDINARY RESOLUTION NUMBER 5

**Resolved that** Mr F Robertson who retires in terms of clause 27.4.3.1 of the Company's Memorandum of Incorporation and who has offered himself for re-election, be re-elected as a director of the Company.

## 6. ELECTION OF DIRECTOR

### ORDINARY RESOLUTION NUMBER 6

**Resolved that** Mr J P Rupert who retires in terms of clause 27.4.3.1 of the Company's Memorandum of Incorporation and who has offered himself for re-election, be re-elected as a director of the Company.

## 7. ELECTION OF DIRECTOR


### ORDINARY RESOLUTION NUMBER 7

**Resolved that** Mr H Wessels who retires in terms of clause 27.4.3.1 of the Company's Memorandum of Incorporation and who has offered himself for re-election, be re-elected as a director of the Company.

## 8. ELECTION OF DIRECTOR

### ORDINARY RESOLUTION NUMBER 8

**Resolved that** the appointment of Ms S E N de Bruyn Sebotsa as a director of the Company be confirmed in terms of clause 27.3.7 of the Company's Memorandum of Incorporation.

 Biographical details of all directors of the Company are set out on pages 14 and 15 of the Integrated Annual Report.

9. APPOINTMENT OF MEMBER OF THE AUDIT AND RISK COMMITTEE

**ORDINARY RESOLUTION NUMBER 9**

**Resolved that** Mr N P Mageza, being eligible and offering himself for re-election, be and is hereby appointed as a member of the Audit and Risk Committee for the financial year ending 30 June 2016.

10. APPOINTMENT OF MEMBER OF THE AUDIT AND RISK COMMITTEE

**ORDINARY RESOLUTION NUMBER 10**

**Resolved that** Mr P J Moleketi, being eligible and offering himself for re-election, be and is hereby appointed as a member of the Audit and Risk Committee for the financial year ending 30 June 2016.

11. APPOINTMENT OF MEMBER OF THE AUDIT AND RISK COMMITTEE

**ORDINARY RESOLUTION NUMBER 11**

**Resolved that** Mr F Robertson, being eligible and offering himself for re-election, be and is hereby appointed as a member of the Audit and Risk Committee for the financial year ending 30 June 2016.

12. APPOINTMENT OF MEMBER OF THE AUDIT AND RISK COMMITTEE

**ORDINARY RESOLUTION NUMBER 12**

**Resolved that** Ms S E N de Bruyn Sebotsa, being eligible and offering herself for election, be and is hereby appointed as a member of the Audit and Risk Committee for the financial year ending 30 June 2016.

13. APPOINTMENT OF MEMBER OF THE AUDIT AND RISK COMMITTEE

**ORDINARY RESOLUTION NUMBER 13**

**Resolved that** Mr H Wessels, being eligible and offering himself for re-election, be and is hereby appointed as a member of the Audit and Risk Committee for the financial year ending 30 June 2016.

14. APPROVAL OF DIRECTORS' REMUNERATION

**SPECIAL RESOLUTION NUMBER 1**

**Resolved that** directors' fees for services rendered as directors for the financial year ending 30 June 2016 be determined on the following basis:

Type of fee (R)	Proposed fee for the year ending 30 June 2016	Fee for the year ended 30 June 2015
Board member	300 000	245 000
Chairman of the Audit and Risk Committee	200 000	165 000
Member of the Audit and Risk Committee	100 000	83 000
Member of the Remuneration and Nomination Committee	50 000	41 000
Member of the Social and Ethics Committee	50 000	41 000

**ADDITIONAL INFORMATION IN RESPECT OF SPECIAL RESOLUTION NUMBER 1**

The reason for and the effect of Special Resolution Number 1 is to approve the remuneration payable by the Company to its directors for their services as directors of the Company for the financial year ending 30 June 2016.

## 15. GENERAL AUTHORITY TO REPURCHASE SHARES

### SPECIAL RESOLUTION NUMBER 2

**Resolved that** the Board of Directors of the Company be and is hereby authorised, by way of a renewable general authority in terms of the provisions of the Listings Requirements of the exchange operated by the JSE Limited (JSE) (Listings Requirements) and as permitted in terms of the Memorandum of Incorporation of the Company, to approve the purchase of its own ordinary shares by the Company, or to approve the purchase of ordinary shares in the Company by any subsidiary of the Company, upon such terms and conditions as the Board of Directors of the Company may from time to time determine, provided that:

- this general authority shall be valid until the Company's next Annual General Meeting or for 15 months from the date of passing of this resolution, whichever period is shorter;
- the ordinary shares be purchased through the order book of the trading system of the JSE and done without any prior understanding or arrangement between the Company and/or the relevant subsidiary and the counterparty;
- an announcement complying with paragraph 11.27 of the Listings Requirements be published by the Company (i) when the Company and/or its subsidiaries have cumulatively repurchased 3% of the ordinary shares in issue as at the time when the general authority was given (the initial number) and (ii) for each 3% in the aggregate of the initial number of the ordinary shares acquired thereafter by the Company and/or its subsidiaries;
- the repurchase by the Company of its own ordinary shares shall not in the aggregate in any one financial year exceed 10% of the Company's issued ordinary share capital as at the beginning of the financial year, provided that the acquisition of ordinary shares as treasury shares by a subsidiary of the Company shall not be effected to the extent that in aggregate more than 10% of the number of issued ordinary shares of the Company at the relevant times are held by or for the benefit of the subsidiaries of the Company taken together;
- repurchases must not be made at a price more than 10% above the weighted average of the market value of the ordinary shares for the five business days immediately preceding the date on which the transaction is effected;
- at any point in time the Company may only appoint one agent to effect any repurchase on the Company's behalf or on behalf of any subsidiary of the Company;
- subject to the exceptions contained in the Listings Requirements, the Company and the Group will not repurchase ordinary shares during a prohibited period (as defined in the Listings Requirements) unless they have in place a repurchase programme where the dates and quantities of shares to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been disclosed to the JSE, as required, prior to the commencement of the prohibited period;
- prior to the repurchase, a resolution has been passed by the Board of Directors of the Company confirming that the Board has authorised the repurchase, that the Company and its subsidiaries satisfy the solvency and liquidity test contemplated in the Companies Act (No. 71 of 2008), as amended (Companies Act), and that since the test was done there have been no material changes to the financial position of the Group; and
- such repurchases will be subject to the applicable provisions of the Companies Act, the Company's Memorandum of Incorporation, the Listings Requirements and the Exchange Control Regulations 1961.

It is the intention of the Board of Directors to use this general authority should prevailing circumstances (including the tax dispensation and market conditions) warrant it in their opinion.

The Company's directors undertake that they will not implement any such repurchases while this general authority is valid, unless –

- the Company and the Group will be able, in the ordinary course of business, to pay its debts for a period of 12 months after the date of the general repurchase;
- the assets of the Company and the Group will exceed their liabilities for a period of 12 months after the date of the general repurchase. For this purpose, the assets and liabilities are recognised and measured in accordance with the accounting policies used in the Company's latest audited annual Group financial statements;
- the Company and the Group will have adequate share capital and reserves for ordinary business purposes for a period of 12 months after the date of the general repurchase; and
- the working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the general repurchase.

### ADDITIONAL INFORMATION IN RESPECT OF SPECIAL RESOLUTION NUMBER 2

The reason for and the effect of Special Resolution Number 2 is to grant the Company's Board of Directors a general authority to approve the Company's repurchase of its own ordinary shares and to permit a subsidiary of the Company to purchase ordinary shares in the Company.

For the purposes of considering Special Resolution Number 2 and in compliance with paragraph 11.26 of the Listings Requirements, the information listed below has been included in the Integrated Annual Report, in which this Notice of Annual General Meeting is included, at the places indicated:

- Major shareholders (page 111);
- Share capital of the Company (pages 49 of the Annual Financial Statements and 111 of the Integrated Annual Report).

The directors, whose names are set out on pages 14 and 15 of the Integrated Annual Report, collectively and individually accept full responsibility for the accuracy of the information contained in this Special Resolution Number 2 and certify, to the best of their knowledge and belief, that there are no other facts, the omission of which would make any statement false or misleading and that they have made all reasonable queries in this regard and that this resolution contains all information required by law and the Listings Requirements.

There has been no material change in the financial or trading position of the Company and the Group that has occurred since the end of the last financial period for which either audited annual financial statements or unaudited interim reports have been published.

## 16. GENERAL AUTHORITY TO PROVIDE FINANCIAL ASSISTANCE TO RELATED AND INTER-RELATED COMPANIES AND CORPORATIONS

### SPECIAL RESOLUTION NUMBER 3

**Resolved that** the Board of Directors of the Company be and is hereby authorised in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval (which approval will be in place for a period of two years from the date of adoption of this Special Resolution Number 3), to authorise the Company to provide any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to such term in section 45(1) of the Companies Act) that the Board may deem fit to any related or inter-related company or corporation of the Company ("related" and "inter-related" will herein have the meanings attributed to those terms in section 2 of the Companies Act), on the terms and conditions and for the amounts that the Board of Directors may determine.

The main purpose for this authority is to grant the Board of Directors the authority to authorise the Company to provide inter-group loans and other financial assistance for purposes of funding the activities of the Group. The Board undertakes that –

- it will not adopt a resolution to authorise such financial assistance, unless the Board is satisfied that –
  - immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test as contemplated in the Companies Act; and
  - the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company; and
- written notice of any such resolution by the Board shall be given to all shareholders of the Company and any trade union representing its employees –
  - within 10 business days after the Board adopted the resolution, if the total value of the financial assistance contemplated in that resolution, together with any previous such resolution during the financial year, exceeds 0.1% of the Company's net worth at the time of the resolution; or
  - within 30 business days after the end of the financial year, in any other case.

### ADDITIONAL INFORMATION IN RESPECT OF SPECIAL RESOLUTION NUMBER 3

The reason for and the effect of Special Resolution Number 3 is to provide a general authority to the Board of Directors of the Company for the Company to grant direct or indirect financial assistance to any company or corporation forming part of the Group, including in the form of loans or the guaranteeing of their debts.

### **NOTICE TO SHAREHOLDERS OF THE COMPANY IN TERMS OF SECTION 45(5) OF THE COMPANIES ACT OF A RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS AUTHORISING THE COMPANY TO PROVIDE DIRECT OR INDIRECT FINANCIAL ASSISTANCE TO RELATED AND INTER-RELATED COMPANIES AND CORPORATIONS.**

- By the time this notice of the Annual General Meeting is delivered to shareholders, the Board will have adopted a resolution (Section 45 Board Resolution) authorising the Company to provide, at any time and from time to time during the period commencing on the date on which Special Resolution Number 3 is adopted until the date of the next Annual General Meeting of the Company, any direct or indirect financial assistance as contemplated in section 45 of the Companies Act to any one or more related or inter-related companies or corporations of the Company. The financial assistance will entail loans and other financial assistance to subsidiaries of the Company (being related or inter-related companies of the Company) for purposes of funding the activities of the Group.
- The Section 45 Board Resolution will be effective only if and to the extent that Special Resolution Number 3 is adopted by the shareholders and the provision of any such financial assistance by the Company, pursuant to such resolution, will always be subject to the Board of Directors being satisfied that (1) immediately after providing such financial assistance, the Company will satisfy the solvency and liquidity test as referred to in section 45(3)(b)(i) of the Companies Act; and that (2) the terms under which such financial assistance is to be given are fair and reasonable to the Company as referred to in section 45(3)(b)(ii) of the Companies Act.
- Inasmuch as the Section 45 Board Resolution contemplates that such financial assistance will, in the aggregate, exceed 0.1% of the Company's net worth at the date of adoption of such resolution, the Company hereby provides notice of the Section 45 Board Resolution to shareholders. The Company does not have any employees represented by a trade union.

## 17. REPORT BY SOCIAL AND ETHICS COMMITTEE



The Company's Social and Ethics Committee Report, included on page 74 of the Integrated Annual Report, read with the detailed Sustainable Development Report published on the Company's website at [www.remgro.com](http://www.remgro.com), will serve as the Social and Ethics Committee's Report to the Company's shareholders on the matters within its mandate at the Annual General Meeting. Any specific questions to the Committee may be sent to the Company Secretary prior to the Annual General Meeting.

**And to transact any other business that may be transacted at an Annual General Meeting.**

Additional information and explanatory notes in respect of Ordinary Resolutions Numbers 1 to 13 and Special Resolutions Numbers 1 to 3 are set out in the explanatory notes to this Notice of the Annual General Meeting attached hereto.

### RECORD DATES

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities register of the Company in order to receive this Notice of the Annual General Meeting is Friday, 16 October 2015.

The record date in terms of section 59 of the Companies Act for shareholders to be recorded on the securities register of the Company in order to be able to attend, participate and vote at the Annual General Meeting is Friday, 13 November 2015, and the last day to trade in the Company's shares in order to be recorded on the securities register of the Company in order to be able to attend, participate and vote at the Annual General Meeting is Friday, 6 November 2015.

### APPROVALS REQUIRED FOR RESOLUTIONS

Ordinary Resolutions Numbers 1 to 13 contained in this Notice of Annual General Meeting require the approval by more than 50% of the votes exercised on the resolutions by shareholders present or represented by proxy at the Annual General Meeting, subject to the provisions of the Companies Act, the Memorandum of Incorporation of the Company and the Listings Requirements.

Special Resolutions Numbers 1 to 3 contained in this Notice of Annual General Meeting require the approval by at least 75% of the votes exercised on the resolutions by shareholders present or represented by proxy at the Annual General Meeting, subject to the provisions of the Companies Act, the Memorandum of Incorporation of the Company and the Listings Requirements.

Equity securities held by a share trust or scheme of the Company will not have their votes taken into account for the purposes of resolutions passed in terms of the Listings Requirements. Shares held as treasury shares may also not vote.

## ATTENDANCE AND VOTING BY SHAREHOLDERS OR PROXIES

Shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration are entitled to attend and vote at the Annual General Meeting and are entitled to appoint a proxy or proxies (for which purpose a form of proxy is attached hereto) to attend, speak and vote in their stead. The person so appointed as proxy need not be a shareholder of the Company. Proxy forms must be lodged with the Transfer Secretaries of the Company, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001, South Africa, or posted to the Transfer Secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them not later than Friday, 20 November 2015, at 10:30 (South African time).

Proxy forms must only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration.

On a show of hands, every person present and entitled to exercise voting rights shall be entitled to one vote, irrespective of the number of votes that person would otherwise be entitled to exercise. On a poll, every holder of ordinary shares shall be entitled to one vote per ordinary share held and every holder of B ordinary shares shall be entitled to 10 votes per B ordinary share held.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, should contact their Central Securities Depository Participant (CSDP) or broker in the manner and time stipulated in their agreement –

- to furnish them with their voting instructions; or
- in the event that they wish to attend the meeting, to obtain the necessary authority to do so.

## PROOF OF IDENTIFICATION REQUIRED

In terms of the Companies Act, any shareholder or proxy who intends to attend or participate at the Annual General Meeting must be able to present reasonably satisfactory identification at the meeting for such shareholder or proxy to attend and participate at the Annual General Meeting. A green bar-coded identification document issued by the South African Department of Home Affairs, a driver's licence or a valid passport will be accepted at the Annual General Meeting as sufficient identification.

By order of the Board of Directors.

**M Lubbe**

*Company Secretary*

Stellenbosch

17 September 2015

# EXPLANATORY NOTES TO THE NOTICE TO SHAREHOLDERS

## ORDINARY RESOLUTIONS

### ORDINARY RESOLUTION NUMBER 1

#### Approval of annual financial statements

In terms of the provisions of section 30(3)(d) of the Companies Act (No. 71 of 2008), as amended (Companies Act), the Company's annual financial statements and Group annual financial statements have to be presented to the shareholders at the Annual General Meeting for consideration.

The complete audited annual financial statements, including the Report of the Board of Directors, the Independent Auditor's Report and the Audit and Risk Committee Report, of the Company and the Group for the financial year ended 30 June 2015 are published on the Company's website at [www.remgro.com](http://www.remgro.com). The Report by the Board of Directors, the Independent Auditor's Report, the Audit and Risk Committee Report and the abridged annual financial statements are included in the Integrated Annual Report on pages 97, 101, 95 and 102 to 113 respectively.



### ORDINARY RESOLUTION NUMBER 2

#### Reappointment of auditor

In terms of the provisions of section 90(1) of the Companies Act, a public company shall at every Annual General Meeting appoint an auditor or auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting of the company.

### ORDINARY RESOLUTIONS NUMBERS 3 – 7

#### Election of directors

In terms of the provisions of clause 27.4.3 of the Company's Memorandum of Incorporation, one-third of the directors, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third are required to retire at each Annual General Meeting. Directors may offer themselves for re-election. Biographical details of all the directors of the Company are set out on pages 14 and 15 of the Integrated Annual Report.



### ORDINARY RESOLUTION NUMBER 8

#### Election of directors

In terms of the provisions of clause 27.3.7 of the Company's Memorandum of Incorporation, the Board has the power to appoint any person as director, provided that such appointment must be confirmed by the Shareholders at the next Annual General Meeting of the Company.

### ORDINARY RESOLUTIONS NUMBERS 9 – 13

#### Appointment of members of the Audit and Risk Committee

In terms of the provisions of section 94(2) of the Companies Act, a public company shall at every Annual General Meeting elect an Audit Committee comprising at least three members. Brief curricula vitae of the independent non-executive directors proposed to be appointed to the Audit and Risk Committee appear on pages 14 and 15 of the Integrated Annual Report. As is evident from the curricula vitae of these directors, all of them have academic qualifications or experience in one or more of the following areas, i.e. economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resources.





## SPECIAL RESOLUTIONS

### **SPECIAL RESOLUTION NUMBER 1**

#### Approval of directors' remuneration

In terms of the provisions of section 66(9) of the Companies Act, remuneration may only be paid to the directors for their services as directors in accordance with a special resolution approved by the shareholders within the previous two years.

### **SPECIAL RESOLUTION NUMBER 2**

#### General authority to repurchase shares

The annual renewal of this authority is required in terms of the provisions of the Listings Requirements of the exchange operated by the JSE Limited. The existing authority to the directors is due to expire at the forthcoming Annual General Meeting, unless renewed.

### **SPECIAL RESOLUTION NUMBER 3**

#### General authority to provide financial assistance to related and inter-related companies and corporations

The general authority is given to the directors to enable them, subject to the provisions of section 45 of the Companies Act, to authorise the Company to provide financial assistance to related and inter-related companies and corporations of the Company.

# Remgro Limited

(Incorporated in the Republic of South Africa)  
(Registration number 1968/006415/06)  
(Share code: REM ISIN: ZAE000026480)  
(the Company)

## FORM OF PROXY

**THIS FORM OF PROXY IS ONLY FOR USE BY:**

- REGISTERED SHAREHOLDERS WHO HAVE NOT YET DEMATERIALIZED THEIR REMGRO LIMITED ORDINARY SHARES; AND**
- REGISTERED SHAREHOLDERS WHO HAVE ALREADY DEMATERIALIZED THEIR REMGRO LIMITED ORDINARY SHARES AND ARE REGISTERED IN THEIR OWN NAMES IN THE COMPANY'S UNCERTIFICATED SECURITIES REGISTER.\***

\* See explanatory note 3 overleaf.

For completion by the aforesaid registered shareholders who hold ordinary shares of the Company (shareholder) and who are unable to attend the 2015 Annual General Meeting of the Company to be held on Monday, 23 November 2015, at 10:30 in the Conference Centre, Erinvale Estate Hotel & Spa, Lourensford Road, Somerset West, 7130 (the Annual General Meeting).

I/We \_\_\_\_\_

being the holder/s of \_\_\_\_\_ ordinary shares in the Company, hereby appoint (see instruction 1 overleaf)

- \_\_\_\_\_ or, failing him/her,
- \_\_\_\_\_ or, failing him/her,
- the chairman of the Annual General Meeting, as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the Annual General Meeting and at any adjournment thereof, as follows (see note 2 and instruction 2 overleaf):

Ordinary resolutions	Insert an "X" or the number of votes exercisable (one vote per ordinary share)		
	In favour of	Against	Abstain
1. Approval of annual financial statements			
2. Reappointment of auditor			
3. Election of director – Mr W E Bührmann			
4. Election of director – Mr G T Ferreira			
5. Election of director – Mr F Robertson			
6. Election of director – Mr J P Rupert			
7. Election of director – Mr H Wessels			
8. Election of director – Ms S E N de Bruyn Sebotsa			
9. Appointment of member of the Audit and Risk Committee – Mr N P Mageza			
10. Appointment of member of the Audit and Risk Committee – Mr P J Moleketi			
11. Appointment of member of the Audit and Risk Committee – Mr F Robertson			
12. Appointment of member of the Audit and Risk Committee – Ms S E N de Bruyn Sebotsa			
13. Appointment of member of the Audit and Risk Committee – Mr H Wessels			
<b>Special resolutions</b>			
1. Approval of directors' remuneration			
2. General authority to repurchase shares			
3. General authority to provide financial assistance to related and inter-related companies and corporations			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2015

Signature/s \_\_\_\_\_

Assisted by \_\_\_\_\_  
(where applicable)

**Please read the notes and instructions overleaf.**

## NOTES

1. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a registered shareholder of the Company.
2. On a show of hands, every person present and entitled to exercise voting rights shall be entitled to one vote, irrespective of the number of votes that person would otherwise be entitled to exercise. On a poll, every holder of ordinary shares shall be entitled to one vote per ordinary share held and every holder of B ordinary shares shall be entitled to 10 votes per B ordinary share held.
3. Shareholders registered in their own name are shareholders who elected not to participate in the Issuer-Sponsored Nominee Programme and who appointed Computershare Limited as their Central Securities Depository Participant (CSDP) with the express instruction that their uncertificated shares are to be registered in the electronic uncertificated securities register **in their own names**.

## INSTRUCTIONS ON SIGNING AND LODGING THE FORM OF PROXY

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided overleaf, with or without deleting "the chairman of the Annual General Meeting", but any such deletion must be initialled by the shareholder. Should this space/s be left blank, the proxy will be exercised by the chairman of the Annual General Meeting. The person whose name appears first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's voting instructions to the proxy must be indicated by the insertion of an "X", or the number of votes which that shareholder wishes to exercise, in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he/she thinks fit in respect of all the shareholder's exercisable votes. A shareholder or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
3. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Transfer Secretaries.
4. To be valid, the completed forms of proxy must be lodged with the Transfer Secretaries of the Company, Computershare Investor Services Proprietary Limited at 70 Marshall Street, Johannesburg, 2001, South Africa, or posted to the Transfer Secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them not later than Friday, 20 November 2015, at 10:30 (South African time).
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Transfer Secretaries or waived by the chairman of the Annual General Meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. The appointment of a proxy in terms of this form of proxy is revocable in terms of the provisions of section 58(4)(c) read with section 58(5) of the Companies Act (No. 71 of 2008), as amended, and accordingly a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company.
8. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
9. The chairman of the Annual General Meeting may accept any form of proxy which is completed other than in accordance with these instructions provided that he is satisfied as to the manner in which a shareholder wishes to vote.

# Remgro Limited

(Incorporated in the Republic of South Africa)  
(Registration number 1968/006415/06)  
(Share code: REM ISIN: ZAE000026480)  
(the Company)

## SUPPLEMENT TO NOTICE OF ANNUAL GENERAL MEETING: INCLUSION OF ADDITIONAL SPECIAL RESOLUTION AND REPLACEMENT OF FORM OF PROXY

At the 2015 Annual General Meeting of Remgro Limited (the Company) to be held on Monday, 23 November 2015, at 10:30 in the Conference Centre, Erinvale Estate Hotel & Spa, Lourensford Road, Somerset West, 7130 (Annual General Meeting), the following further special resolution shall be considered, and if approved, passed with or without modification, in addition to the ordinary and special resolutions set out in the notice of Annual General Meeting contained on pages 114 to 119 of the Integrated Annual Report accompanying this notice (Integrated Annual Report):

### 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 RESOLUTION NUMBER 4**

Resolved that the Board of Directors of the Company be and is hereby authorised in terms of section 44(3)(a)(ii) of the Companies Act (No. 71 of 2008), as amended, (Companies Act) as a general approval (which approval will be in place for a period of two years from the date of adoption of this Special Resolution Number 4), to authorise the Company to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise to any related or inter-related company of the Company ("related" and "inter-related" will herein have the meanings attributed to those terms in section 2 of the Companies Act) and/or to any financier of the Company or any of its related or inter-related companies for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company of the Company, or for the purchase of any securities of the Company or a related or inter-related company of the Company, on the terms and conditions and for the amounts that the Board of Directors may determine.

The Board undertakes that it will not adopt a resolution to authorise such financial assistance, unless the Board is satisfied that –

- immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test as contemplated in the Companies Act; and
- the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

The main purpose for this authority is to grant the Board of Directors the authority to authorise the Company to provide financial assistance to the financiers of the Group for the purposes of the subscription and/or purchase of shares in subsidiaries of the Company, to fund the activities of the Group.

#### **ADDITIONAL INFORMATION IN RESPECT OF SPECIAL RESOLUTION NUMBER 4**

The reason for and the effect of Special Resolution Number 4 is to provide a general authority to the Board of Directors of the Company for the Company to provide financial assistance to its related and inter-related companies and/or the financiers of the Group for the purposes of the subscription of options and/or securities, issued or to be issued by the Company or its related or inter-related companies, or for the purchase of any securities of the Company or its related or inter-related companies, to fund the activities of the Group.

### APPROVAL REQUIRED FOR RESOLUTION

Special Resolution Number 4 requires the approval by at least 75% of the votes exercised on the resolution by shareholders present or represented by proxy at the Annual General Meeting, subject to the provisions of the Companies Act, the Memorandum of Incorporation of the Company and the Listings Requirements of the exchange operated by JSE Limited.

## REPLACEMENT OF PROXY FORM

Shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration who wishes to appoint a proxy or proxies to attend the Annual General Meeting, speak and vote in their stead thereat, should use the amended proxy form annexed hereto which replaces the proxy form annexed to the Notice of Annual General Meeting contained on pages 114 to 119 of the Integrated Annual Report. Proxy forms must be lodged with the Transfer Secretaries of the Company, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001, South Africa, or posted to the Transfer Secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them not later than Friday, 20 November 2015, at 10:30 (South African time).

Proxy forms must only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration.

By order of the Board of Directors.

**M Lubbe**

*Company Secretary*

Stellenbosch

23 October 2015

# Remgro Limited

(Incorporated in the Republic of South Africa)  
(Registration number 1968/006415/06)  
(Share code: REM ISIN: ZAE000026480)  
(the Company)

## REPLACEMENT FORM OF PROXY

**THIS FORM OF PROXY IS ONLY FOR USE BY:**

- REGISTERED SHAREHOLDERS WHO HAVE NOT YET DEMATERIALISED THEIR REMGRO LIMITED ORDINARY SHARES; AND**
- REGISTERED SHAREHOLDERS WHO HAVE ALREADY DEMATERIALISED THEIR REMGRO LIMITED ORDINARY SHARES AND ARE REGISTERED IN THEIR OWN NAMES IN THE COMPANY'S UNCERTIFICATED SECURITIES REGISTER.\***

\* See explanatory note 3 overleaf.

For completion by the aforesaid registered shareholders who hold ordinary shares of the Company (shareholder) and who are unable to attend the 2015 Annual General Meeting of the Company to be held on Monday, 23 November 2015, at 10:30 in the Conference Centre, Erinvale Estate Hotel & Spa, Lourensford Road, Somerset West, 7130 (the Annual General Meeting).

I/We \_\_\_\_\_

being the holder/s of \_\_\_\_\_ ordinary shares in the Company, hereby appoint (see instruction 1 overleaf)

- \_\_\_\_\_ or, failing him/her,
- \_\_\_\_\_ or, failing him/her,
- the chairman of the Annual General Meeting, as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the Annual General Meeting and at any adjournment thereof, as follows (see note 2 and instruction 2 overleaf):

Ordinary resolutions	Insert an "X" or the number of votes exercisable (one vote per ordinary share)		
	In favour of	Against	Abstain
1. Approval of annual financial statements			
2. Reappointment of auditor			
3. Election of director – Mr W E Bührmann			
4. Election of director – Mr G T Ferreira			
5. Election of director – Mr F Robertson			
6. Election of director – Mr J P Rupert			
7. Election of director – Mr H Wessels			
8. Election of director – Ms S E N de Bruyn Sebotsa			
9. Appointment of member of the Audit and Risk Committee – Mr N P Mageza			
10. Appointment of member of the Audit and Risk Committee – Mr P J Moleketi			
11. Appointment of member of the Audit and Risk Committee – Mr F Robertson			
12. Appointment of member of the Audit and Risk Committee – Ms S E N de Bruyn Sebotsa			
13. Appointment of member of the Audit and Risk Committee – Mr H Wessels			
<b>Special resolutions</b>			
1. Approval of directors' remuneration			
2. General authority to repurchase shares			
3. General authority to provide financial assistance to related and inter-related companies and corporations			
4. General authority to provide financial assistance for the subscription and/or purchase of securities in the Company or related or inter-related companies			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2015

Signature/s \_\_\_\_\_

Assisted by \_\_\_\_\_  
(where applicable)

**Please read the notes and instructions overleaf.**

## NOTES

1. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a registered shareholder of the Company.
2. On a show of hands, every person present and entitled to exercise voting rights shall be entitled to one vote, irrespective of the number of votes that person would otherwise be entitled to exercise. On a poll, every holder of ordinary shares shall be entitled to one vote per ordinary share held and every holder of B ordinary shares shall be entitled to 10 votes per B ordinary share held.
3. Shareholders registered in their own name are shareholders who elected not to participate in the Issuer-Sponsored Nominee Programme and who appointed Computershare Limited as their Central Securities Depository Participant (CSDP) with the express instruction that their uncertificated shares are to be registered in the electronic uncertificated securities register **in their own names**.

## INSTRUCTIONS ON SIGNING AND LODGING THE FORM OF PROXY

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided overleaf, with or without deleting "the chairman of the Annual General Meeting", but any such deletion must be initialled by the shareholder. Should this space/s be left blank, the proxy will be exercised by the chairman of the Annual General Meeting. The person whose name appears first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's voting instructions to the proxy must be indicated by the insertion of an "X", or the number of votes which that shareholder wishes to exercise, in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he/she thinks fit in respect of all the shareholder's exercisable votes. A shareholder or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
3. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Transfer Secretaries.
4. To be valid, the completed forms of proxy must be lodged with the Transfer Secretaries of the Company, Computershare Investor Services Proprietary Limited at 70 Marshall Street, Johannesburg, 2001, South Africa, or posted to the Transfer Secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them not later than Friday, 20 November 2015, at 10:30 (South African time).
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Transfer Secretaries or waived by the chairman of the Annual General Meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. The appointment of a proxy in terms of this form of proxy is revocable in terms of the provisions of section 58(4)(c) read with section 58(5) of the Companies Act (No. 71 of 2008), as amended, and accordingly a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company.
8. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
9. The chairman of the Annual General Meeting may accept any form of proxy which is completed other than in accordance with these instructions provided that he is satisfied as to the manner in which a shareholder wishes to vote.