



ASTRAL FOODS LIMITED – Results of AGM

ARL 201502120036A

Results of AGM

ASTRAL FOODS LIMITED

"Astral Foods"

(Reg. No. 1978/003194/06)

(Incorporated in the Republic of South Africa)

Share Code: ARL

ISIN Code: ZAE000029757

RESULTS OF ANNUAL GENERAL MEETING – THURSDAY 12 FEBRUARY 2015

The annual general meeting of Astral Foods was held today, Thursday, 12 February 2015. All the ordinary and special resolutions as set out in the notice of annual general meeting to shareholders dated 12 November 2014, were approved by the requisite majority of shareholders.

The detailed results of the voting are as follows:

The total number of ordinary shares in issue at the date of the meeting: 42 758 985 shares.

ORDINARY BUSINESS

1. Ordinary resolution number 1: To adopt the annual financial statements for the year ended 30 September 2015

For:	Against:	Shares voted:	Abstain:
28 336 987	–	28 336 987	65,214
100%	0%	66.2714%	0.15252%

2. Ordinary resolution number 2.1: To re-elect Dr. T Eloff as director

For:	Against:	Shares voted:	Abstain:
28 140 404	—	28 140 404	261 797
100%	0%	65.81167%	0.61226%

3. Ordinary resolution number 2.2: To re-elect Mr. M Macdonald as director

For:	Against:	Shares voted:	Abstain:
28 134 037	—	28 140 404	261 797
99.97737%	0.02263%	65.81167%	0.61226%

4. Ordinary resolution number 3.1: To re-elect Mr. Macdonald as member of the Audit and Risk Management Committee

For:	Against:	Shares voted:	Abstain:
28 134 037	6 367	28 140 404	261 797
99.97737%	0.02263%	65.81167%	0.61226%

5. Ordinary resolution number 3.2: To re-elect Dr. T Eloff as member of the Audit and Risk Management Committee

For:	Against:	Shares voted:	Abstain:
28 134 037	6 367	28 140 404	261 797
99.97737%	0.02263%	65.81167%	0.61226%

6. Ordinary resolution number 3.3: To re-elect Mr. I S Fourie as member of the Audit and Risk Management Committee

For:	Against:	Shares voted:	Abstain:
28 140 404	—	28 140 404	261 797
100%	0%	65.81167%	0.61226%

7. Ordinary resolution number 3.4: To re-elect Mrs. T Shabangu as member of the Audit and Risk Management Committee

For:	Against:	Shares voted:	Abstain:
28 140 404	—	28 140 404	261 797
100%	0%	65.81167%	0.61226%

8. Ordinary resolution number 4.1: To re-elect Dr. T Eloff as member of the Social and Ethics Committee

For:	Against:	Shares voted:	Abstain:
28 140 404	—	28 140 404	261 797

100%	0%	65.81167%	0.61226%
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9. Ordinary resolution number 4.2: To re-elect Mr. G D Arnold as member of the Social and Ethics Committee

For:	Against:	Shares voted:	Abstain:
28 132 404	8 000	28 140 404	261 797
99.97157%	0.02843%	65.81167%	0.61226%

10. Ordinary resolution number 4.3: To re-elect Mr. L W Hansen as member of the Social and Ethics Committee

For:	Against:	Shares voted:	Abstain:
28 132 404	8 000	28 140 404	261 797
99.97157%	0.02843%	65.81167%	0.61226%

11. Ordinary resolution number 4.4: To re-elect Mrs. T Maumela as member of the Social and Ethics Committee

For:	Against:	Shares voted:	Abstain:
28 140 404	—	65.81167%	0.61226%

12. Ordinary resolution number 5: To re-appoint PricewaterhouseCoopers Inc. as auditors for the 2015 financial year

For:	Against:	Shares voted:	Abstain:
28 345 257	—	28 345 257	56 944
100%	0%	66.29076%	0.13317%

13. Ordinary resolution number 6: To confirm the authority of the Audit and Risk Management Committee to determine the remuneration of the auditors

For:	Against:	Shares voted:	Abstain:
28 345 257	—	28 345 257	56 944
100%	0%	66.29076%	0.13317%

14. Ordinary resolution number 7: To endorse, through a non-binding advisory note, the company's remuneration policy and its implementation

For:	Against:	Shares voted:	Abstain:
27 030 990	1 314 267	28 345 257	56 944
95.36336%	4.63664%	66.29076%	0.13317%

15. Ordinary resolution number 8: To authorise any director or the Company Secretary to sign documentation necessary to implement the ordinary and special resolutions passed at the annual general meeting

For:	Against:	Shares voted:	Abstain:
28 345 257	—	28 345 257	56 944
100%	0%	66.29076%	0.13317%

SPECIAL BUSINESS

16. Special resolution number 1: To approve the remuneration payable to non-executive directors

For:	Against:	Shares voted:	Abstain:
28 345 257	—	28 345 257	56 944
100%	0%	66.29076%	0.13317%

17. Special resolution number 2: To authorise the directors to approve actions related to transactions amounting to financial assistance

For:	Against:	Shares voted:	Abstain:
28 345 257	—	28 345 257	56 944
100%	0%	66.29076%	0.13317%

Pretoria

12 February 2015

Sponsor

JP Morgan Equities South Africa (Pty) Limited

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