

## ASTRAL FOODS LIMITED

### RESULTS OF ANNUAL GENERAL MEETING – THURSDAY 9 FEBRUARY 2017

The annual general meeting of Astral Foods was held today, Thursday, 9 February 2017. All the ordinary and special resolutions as set out in the notice of annual general meeting to shareholders dated 16 November 2016, 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: 42 823 085 shares.

#### ORDINARY BUSINESS

1. Ordinary resolution number 1: To adopt the annual financial statements for the year ended 30 September 2016  
For:          Against:          Shares voted:          Abstain:  
  
100%          0.00%          77.94%          0.02%
2. Ordinary resolution number 2: To re-elect Dr. T M Lategan as director  
For:          Against:          Shares voted:          Abstain:  
  
99.13 %          0.87 %          77.94%          0.02%
3. Ordinary resolution number 3.1: To re-elect Dr. T Eloff as director  
For:          Against:          Shares voted:          Abstain:  
  
99.13%          0.87%          77.94%          0.02%
4. Ordinary resolution number 3.2: To re-elect Mr. D J Fouché as director  
For:          Against:          Shares voted:          Abstain:  
  
99.13%          0.87%          77.94%          0.02%
5. Ordinary resolution number 4.1: To re-elect Mr. D J Fouché as member of the Audit and Risk Management Committee  
For:          Against:          Shares voted          Abstain:  
  
99.13%          0.87%          77.94%          0.02%
6. Ordinary resolution number 4.2: To re-elect Dr. M T Lategan as member of the Audit and Risk Management Committee  
For:          Against:          Shares voted:          Abstain:  
  
100%          0.00%          77.94%          0.02%

7. Ordinary resolution number 4.3: To re-elect Mrs. T M Shabangu as member of the Audit and Risk Management Committee

For:           Against:       Shares voted:   Abstain:

99.13%       0.87%       77.94%       0.02%

8. Ordinary resolution number 5.1: To re-elect Mr. G D Arnold as member of the Social and Ethics Committee

For:           Against:       Shares voted:   Abstain:

99.13%       0.87%       77.94%       0.02%

9. Ordinary resolution number 5.2: To re-elect Mr. L W Hansen as member of the Social and Ethics Committee

For:           Against:       Shares voted:   Abstain:

99.13%       0.87%       77.94%       0.02%

10. Ordinary resolution number 5.3: To re-elect Mrs. T P Maumela as member of the Social and Ethics Committee

For:           Against:       Shares voted:   Abstain:

99.13%       0.87%       77.94%       0.02%

11. Ordinary resolution number 6: To re-appoint PricewaterhouseCoopers Inc. as auditors for the 2017 financial year

For:           Against:       Shares voted:   Abstain:

83.05%       16.95%       77.94%       0.02%

12. Ordinary resolution number 7: To confirm the authority of the Audit and Risk Management Committee to determine the remuneration of the auditors

For:           Against:       Shares voted:   Abstain:

100%       0.00%       77.92%       0.04%

13. Ordinary resolution number 8: To endorse, through a non-binding advisory note, the company's remuneration policy and its implementation

For:           Against:       Shares voted:   Abstain:

79.95%       20.05%       77.88%       0.08%

14. Ordinary resolution number 9: 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:
98.68%	1.32%	77.94%	0.02%

SPECIAL BUSINESS

15. Special resolution number 1: To approve the remuneration payable to non-executive chairman

For:	Against:	Shares voted:	Abstain:
86.06%	13.94%	77.88%	0.08%

16. Special resolution number 2: To approve the remuneration payable to non-executive directors

For:	Against:	Shares voted:	Abstain:
99.99%	0.01%	77.88%	0.08%

17. Special resolution number 3: To approve a fee payable to non-executive directors for participating in unscheduled board meetings and for additional services undertaken.

For:	Against:	Shares voted:	Abstain:
98.28%	1.72%	77.88%	0.08%

18. Special resolution number 4: To authorise the directors to approve actions related to transactions amounting to financial assistance

For:	Against:	Shares voted:	Abstain:
100%	0.00%	77.94%	0.02%

Pretoria  
9 February 2017

Sponsor  
JP Morgan Equities South Africa (Pty) Limited

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