

Distell Group Limited
(Incorporated in the Republic of South Africa)
(Registration number 1988/005808/06)
ISIN: ZAE000028668
Share code: DST
("Distell")

REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING

At the twenty eight (28th) annual general meeting ("AGM") of the shareholders of Distell held today, 20 October 2016 all the ordinary and special resolutions proposed at the meeting were approved by the requisite majority of votes. In this regard, Distell confirms the voting statistics from the AGM as follows:

Resolutions	Votes carried disclosed as a percentage in relation to the total number of shares voted at the meeting		Number of shares voted	Shares voted disclosed as a percentage in relation to the total issued share capital*	Shares abstained disclosed as a percentage in relation to the total issued share capital*
	For	Against			
1. Adoption of annual financial statements	100.00%	0.00%	201 578 832	90.65%	0.11%
2. Reappointment of PricewaterhouseCoopers Inc. as auditors of the company for the 2016/2017 financial year	98.79%	1.21%	201 578 832	90.65%	0.11%
3. Re-election of directors/alternate director					
3.1 Ms GP Dingaana (alternate director)	99.99%	0.01%	201 578 832	90.65%	0.11%
3.2 Dr DP du Plessis	100.00%	0.00%	201 578 832	90.65%	0.11%
3.3 Mr KA Hedderwick	100.00%	0.00%	201 578 832	90.65%	0.11%
3.4 Ms EG Matenge-Sebesho	99.98%	0.02%	201 578 832	90.65%	0.11%
3.5 Ms LM Mojela	99.99%	0.01%	201 578 832	90.65%	0.11%
3.6 Mr DM Nurek	98.71%	1.29%	201 388 662	90.65%	0.19%
3.7 Mr CA Otto	99.98%	0.02%	201 578 832	90.65%	0.11%
4. Election of audit committee members					

4.1 Ms GP Dingaan	99.99%	0.01%	201 578 832	90.65%	0.11%
4.2 Dr DP du Plessis	100.00%	0.00%	201 578 832	90.65%	0.11%
4.3 Ms CE Sevillano-Barredo	100.00%	0.00%	201 578 832	90.65%	0.11%
5. Authority to place unissued shares under the control of the directors	95.52%	4.48%	200 561 263	90.19%	0.57%
6. Signature of documents	100.00%	0.00%	201 578 832	90.65%	0.11%
7. Endorsement of remuneration policy	97.56%	2.44%	200 561 263	90.19%	0.57%
Special Resolution Number 1					
Approval of 2017 non-executive directors' remuneration	99.67%	0.33%	201 578 832	90.65%	0.11%
Special Resolution Number 2					
Approval of remuneration of non-executive directors for additional services performed on behalf of the company	98.38%	1.62%	201 578 832	90.65%	0.11%
Special Resolution Number 3					
Adoption of amendment to Memorandum of Incorporation	100.00%	0.00%	201 578 832	90.65%	0.11%
Special Resolution Number 4					
Adoption of amendment to Memorandum of Incorporation	100.00%	0.00%	201 578 832	90.65%	0.11%

**Total issued share capital is 222 382 356.*

The special resolution/s will, where necessary, be lodged for registration with the Companies and Intellectual Property Commission in due course.

Stellenbosch
20 October 2016

Sponsor
RAND MERCHANT BANK (A division of FirstRand Bank Limited)