

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 ninth (29th) annual general meeting ("AGM") of the shareholders of Distell held today, 27 October 2017 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%	204 883 135	93.39%	0.14%
2. Reappointment of PricewaterhouseCoopers Inc. as auditors of the company for the 2017/2018 financial year	70.02%	29.98%	204 883 159	93.39%	0.14%
3. Election of director and re-election of directors/alternate director					
3.1 Election of director – Mr MJ Bowman	100.00%	0.00%	204 883 135	93.39%	0.14%
3.2 Election of director – Ms GP Dingaan	99.99%	0.01%	204 883 135	93.39%	0.14%
3.3 Re-election of director – Mr PE Beyers	99.99%	0.01%	204 883 135	93.39%	0.14%
3.4 Re-election of director – Mr PR Louw (as alternate to Mr JJ Durand)	98.53%	1.47%	204 883 135	93.39%	0.14%
3.5 Re-election of director – Mr MJ Madungandaba	99.88%	0.12%	204 883 135	93.39%	0.14%

3.6 Re-election of director – Ms CE Sevillano-Barredo	100.00%	0.00%	204 883 135	93.39%	0.14%
4. Election of audit committee members					
4.1 Ms GP Dingaan	99.88%	0.12%	204 883 135	93.39%	0.14%
4.2 Dr DP du Plessis	100.00%	0.00%	204 883 135	93.39%	0.14%
4.3 Ms CE Sevillano-Barredo	100.00%	0.00%	204 883 135	93.39%	0.14%
5. Authority to place unissued shares under the control of the directors	93.87%	6.13%	204 883 135	93.39%	0.14%
6. Endorsement of remuneration policy	97.98%	2.02%	204 883 135	93.39%	0.14%
Special Resolution Number 1					
Approval of 2018 non-executive directors' remuneration	98.58%	1.42%	204 883 135	93.39%	0.14%
Special Resolution Number 2					
Approval of remuneration of non-executive directors for additional services performed on behalf of the company	97.95%	2.05%	204 883 035	93.39%	0.14%
Special Resolution Number 3					
Approval of financial assistance in terms of section 45 of the Companies Act	100.00%	0.00%	204 883 035	93.39%	0.14%
Special Resolution Number 4					
Adoption of an amendment to the Memorandum of Incorporation	100.00%	0.00%	204 883 135	93.39%	0.14%

**Total issued share capital is 222 382 356. Total number of shares that can be exercised at the meeting is 219 388 911. A total of 2 993 445 of the ordinary shares in issue are classified as Treasury shares, comprising 1.34% of the total ordinary shares in issue, were not entitled to vote.*

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

Stellenbosch
27 October 2017

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