Mpact Limited
(Incorporated in the Republic of South Africa)
(Registration number 2004/025229/06)
JSE share code: MPT ISIN: ZAE000156501
("Mpact" or "the Company")

REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING

At the 2016 annual general meeting ("AGM") of the shareholders of Mpact held today, 2 June 2016 all the ordinary and special resolutions proposed at the meeting were approved by the requisite majority of votes. In this regard, Mpact confirms the voting statistics from the AGM as follows:

	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			
Ordinary Resolution Number 1 - Acceptance of annual financial statements	100%	0.00%	124 645 634	74.35%	0.24%
Ordinary Resolution Number 2 – Re-election and appointment of director – Mr TDA Ross	99.09%	0.91%	124 645 634	74.35%	3.09%
Ordinary Resolution Number 3 – Re-election and appointment of director – Ms NB Langa-Royds	97.81%	2.19%	124 645 634	74.35%	3.09%
Ordinary Resolution Number 4 – Appointment of Auditors	99.91%	0.09%	124 645 634	74.35%	0.00%
Ordinary Resolution Number 5 - Election of independent Audit and Risk Committee – Mr TDA Ross	99.57%	0.43%	124 645 634	74.35%	3.09%

Ordinary Resolution Number 6 – Election of independent Audit and Risk Committee – Ms NP Dongwana	100%	0.00%	124 645 634	74.35%	3.09%
Ordinary Resolution Number 7 - Election of independent Audit and Risk Committee – Mr AM Thompson	99.61%	0.39%	124 645 634	74.35%	3.09%
Ordinary Resolution Number 8 – Approval of Mpact's Remuneration Policy	91.59%	8.41%	124 645 634	74.35%	8.34%
Special resolution number 1 – General authority to repurchase shares in terms of JSE Listings Requirements	99.18%	0.82%	124 645 634	74.35%	0.03%
Special resolution number 2 – Approval of non-executive directors fees	100%	0.00%	124 645 634	74.35%	0.00%
Special Resolution Number 3 – Authority to provide financial assistance in terms of Section 44 and 45 of Companies Act	99.68%	0.32%	124 645 634	74.35%	0.00%
4 – Special Resolution 4 – Authority to change the MOI as per Resolution 4(a) to 4(p)					
Special Resolution Number 4(a)- Approval to replace all references to the Securities Services Act with the Financial Market Acts.	100%	0.00%	124 645 634	74.35%	0.39%
Special Resolution 4(b) – Approval to provide flexibility to the extent that the Listings Requirements are amended and the	100%	0.00%	124 645 634	74.35%	3.09%

provisions of the MOI no longer accord with the Listings Requirements.					
Special Resolution 4(c)- Approval to ensure that to the extent that Mpact ceases to be listed on the JSE or the JSE grants Mpact an exemption from compliance with any provision of the Listings Requirements, Mpact will not be obliged in terms of its MOI to comply in such instance.	100%	0.00&	124 645 634	74.35%	3.09%
Special Resolution 4(d)- Approval to ensure that the MOI refers to paragraph 3.19 of the Listings Requirements pursuant to amendments to the Listings Requirements which brought about changes to the numbering of paragraph 3 of the Listings Requirements.	100%	0.00%	124 645 634	74.35%	3.09%
Special Resolution 4(e)- Approval to clarify that shareholder approval will be required for an issuance of securities by Mpact to the extent that shareholder approval is required in terms of the Companies Act or the Listings Requirements.	99.71%	0.29%	124 645 634	74.35%	3.09%
Special Resolution 4(f)- Approval to take into account the numbering change as a result of the deletion of clause 7.3 of the MOI (see Special Resolution 4(g)	100%	0.00%	124 645 634	74.35%	3.09%

below).					
Special Resolution 4(g) – Approval to remove an erroneous reference to the Companies Act.	100%	0.00%	124 645 634	74.35%	3.09%
Special Resolution 4(h) – Approval to clarify the instances where shares may not be issued on a pro rata basis and to make the time periods for a pre-emptive offer consistent with the Listings Requirements.	99.71%	0.29%	124 645 634	74.35%	3.09%
Special Resolution 4(i) – Approval to align the MOI with the changes to clause 8.1 as per Special Resolution 4(h) above), including as to timing of a pre-emptive offer.	99.71%	0.29%	124 645 634	74.35%	3.09%
Special Resolution 4(j)- Approval to remove unnecessary wording and to align this with the changes to Special Resolution 4(h) above.	99.71%	0.29%	124 645 634	74.35%	3.09%
Special Resolution 4(k)- Approval to bring the MOI in line with recent amendments made by the JSE to the Listings Requirements with regard to the treatment of fractional entitlements.	100%	0.00%	124 645 634	74.35%	3.09%
Special Resolution 4(l)- Approval to bring the requirement for authorisation of a capitalisation issue in line with the Companies	99.71%	0.29%	124 645 634	74.35%	3.09%

Act and the Listings Requirements.					
Special Resolution 4(m)- Approval to ensure that directors of Mpact are authorised to issue debt securities, in line with the provisions of the Companies Act, but subject to the restrictions envisaged in the Listings Requirements.	100%	0.00%	124 645 634	74.35%	3.09%
Special Resolution 4(n)- Approval to clarify that distribution rights will be dealt with in relation to classes of Shares.	100%	0.00%	124 645 634	74.35%	3.09%
Special Resolution 4(o)- Approval proposed as a consequence of the amendment contemplated in Special Resolution 4(n).	100%	0.00%	124 645 634	74.35%	3.09%
Special Resolution 4(p)- Approval proposed to ensure that the MOI is consistent with section 75 of the Companies Act, insofar as same pertains to a quorum for directors' meetings and to ensure that, notwithstanding that there may be a majority of directors which are conflicted on a particular matter (and who subsequently recuse themselves from the meeting), a quorum can be established to vote upon that matter.	100%	0.00%	124 645 634	74.35%	3.09%

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

Sandton
2 June 2016

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