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M E R G E N C E

The Board of Remgro Limited
Millennia Park
16 Stellantia Avenue
Stellenbosch
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29 November 2016

Mergence Voting at the Remgro Limited AGM on 01 December 2016

To the Chairman of the Board,

Mergence Investment Managers represents clients who hold an aggregate 2 667 726 shares in Remgro Limited.

We would like to inform you of Mergence Investment Managers decision to vote "against" ordinary resolution number 2 at the Remgro Limited AGM on 01 December 2016.

This vote is in accordance with Mergence's proxy voting guidelines¹ as highlighted below.

"**Against**" vote on Ordinary Resolution 2 is guided by the following:

PricewaterhouseCoopers is one of the big 4 audit firms in South Africa and as such, they possess the skills, experience and sufficient resources to perform the audit successfully. The firm has however been auditing the company since at least 1999 which at 17 years, puts into question PwC's audit independence. Furthermore we believe that increasing the frequency of audit rotation amongst JSE listed companies will assist in the transformation of the SA auditing profession. We therefore recommend that Remgro issue a new audit tender.

We look forward to any engagement and discussion on the above matters and your co-operation in this regard is appreciated.

Please acknowledge receipt of the above record of our voting.

Kind Regards


Bradley Preston
Chief Investment Officer

¹ Mergence's Proxy Voting Guidelines are available on request.

