

Date Printed: 29-Aug-23

Last Date Votes were Submitted for the Meeting: 29-Aug-23

Total Number of Ballots Instructed: 2

Total Number of Shares Instructed: 46,267

Total Number of Ballots Uninstructed: 0

Total Number of Shares Uninstructed: 0

Premier Group Ltd.

PMR

Primary CUSIP: S62936141	Primary ISIN: ZAE000320321	Primary SEDOL: BM8BWJ1
Country: South Africa	Country of Operation: South Africa	ISS Country of Coverage: South Africa
Industry Sector: Food Products	Market Cap (USD): 407,000,000.00	ISS Governance QualityScore:
Meeting Date: 05-Sep-23	Record Date: 25-Aug-23	Meeting Type: Annual
Meeting ID: 1779414	Percentage Votable Shares: 0.03589	Workflow Tag:

Meeting Alerts

Date Received

Please be informed that this meeting was regressed to change the code and description of Ordinary item 1 as well as the description of Ordinary items 4.1, 4.2, and 5.1.

15-Aug-23

Location ID: 14141	Location Name: Mergence Investment Management		
**Earliest Cutoff Date: 29-Aug-23	Voting Policy: ISS	Most Recent Publish Date: 22-Aug-23	Viewed: No
Total Ballots: 2	Votable Shares: 46,267	*Shares on Loan: 0	Shares Instructed: 46,267

Item #	Significant Vote	Item Description	Proponent	Mgmt Rec	ISS Rec	Policy Rec	Vote Instruction
		Ordinary Resolutions					
1		Elect Peter Hayward-Butt as Alternate Director <i>Research Notes: A vote AGAINST this item is warranted: * Peter Hayward-Butt is the Alternate Director for NED Jonathan Matthews. It is noted that Jonathan Matthews is a non-independent NED who serves as Chair of the Remuneration and Nomination Committee on which there is no majority of independent NEDs among the members. Moreover, he is also a member of the Audit and Risk Committee, which is expected to be fully independent.</i>	Management	For	Against	Against	For
2		Elect Jonathan Matthews as Director <i>Research Notes: Item 2 A vote AGAINST this item is warranted: * Jonathan Matthews is a non-independent NED who serves as the Chair of the Remuneration and Nomination Committee on which there is no majority of independent NEDs among the members. Item 3 A vote FOR this item is warranted: * No issues have been identified in relation to the election of this Director.</i>	Management	For	Against	Against	For
3		Elect Corrie Roodt as Director <i>Research Notes: Item 2 A vote AGAINST this item is warranted: * Jonathan Matthews is a non-independent NED who serves as the Chair of the Remuneration and Nomination Committee on which there is no majority of independent NEDs among the members. Item 3 A vote FOR this item is warranted: * No issues have been identified in relation to the election of this Director.</i>	Management	For	For	For	For
4.1		Elect Faith Khanyile as Member of the Audit and Risk Committee <i>Research Notes: Items 4.1 & 4.3 A vote FOR these items is warranted: * Faith Khanyile and Harish Ransumer are independent members of the Audit and Risk Committee. Item 4.2 A vote AGAINST this item is warranted: * Jonathan Matthews is a non-independent Audit and Risk Committee member.</i>	Management	For	For	For	Against
4.2		Elect Jonathan Matthews as Member of the Audit and Risk Committee <i>Research Notes: Items 4.1 & 4.3 A vote FOR these items is warranted: * Faith Khanyile and Harish Ransumer are independent members of the Audit and Risk Committee. Item 4.2 A vote AGAINST this item is warranted: * Jonathan Matthews is a non-independent Audit and Risk Committee member.</i>	Management	For	Against	Against	Against
4.3		Elect Harish Ramsumer as Member of the Audit and Risk Committee <i>Research Notes: Items 4.1 & 4.3 A vote FOR these items is warranted: * Faith Khanyile and Harish Ransumer are independent members of the Audit and Risk Committee. Item 4.2 A vote AGAINST this item is warranted: * Jonathan Matthews is a non-independent Audit and Risk Committee member.</i>	Management	For	For	For	For
5.1		Elect Faith Khanyile as Member of the Social and Ethics Committee <i>Research Notes: A vote FOR these items is warranted: * No issues have been identified in relation to the election of these Directors.</i>	Management	For	For	For	For
5.2		Elect Jonathan Matthews as Member of the Social and Ethics Committee <i>Research Notes: A vote FOR these items is warranted: * No issues have been identified in relation to the election of these Directors.</i>	Management	For	For	For	For
5.3		Elect Wandile Sihlobo as Member of the Social and Ethics Committee <i>Research Notes: A vote FOR these items is warranted: * No issues have been identified in relation to the election of these Directors.</i>	Management	For	For	For	For
6		Appoint PricewaterhouseCoopers Inc. (PwC) as Auditors with Eben Gerrys as the Designated Audit Partner	Management	For	For	For	For

*Shares on Loan data is only provided for a select group of Custodians. Please contact your Client Service Team with any questions.

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7	Authorise Board to Issue Shares for Cash	Management	For	For	For	For
8	Approve Remuneration Policy	Management	For	Against	Against	For
	<i>Research Notes: A vote AGAINST this item is warranted: * The Company did not disclose the total number of shares capable of being issued under the Executive Share Investment Programmes. * It is not specified whether the awards granted under the Executive Share Investment Programmes will be subject to any performance conditions. * Awards under this scheme may be converted to ordinary shares in less than three years from the date of grant.</i>					
9	Approve Implementation of the Remuneration Policy	Management	For	For	For	For
10	Authorise Ratification of Approved Resolutions	Management	For	For	For	For
	Special Resolutions					
1	Approve Non-executive Directors' Fees	Management	For	For	For	For
2	Approve Financial Assistance in Terms of Sections 44 and 45 of the Companies Act	Management	For	Against	Against	For
	<i>Research Notes: A vote AGAINST this item is warranted: * The authority includes a provision to provide financial assistance to the participants of the Company's share incentive schemes and there are concerns identified on these schemes.</i>					
3	Authorise Repurchase of Issued Share Capital	Management	For	For	For	For

Institutional Account (name, number)	Custodian Account Number	Account Group	Ballot ID	Control Number	Ballot Ingestion Date	Share-blocking	Ballot Cutoff Date	Ballot Status	Instructed	Approved	Ballot Voting Status	Votable Shares	Shares Instructed
Mergence Balanced Global Portfolio,	PLMBGP	Mergence	169986008	500162013909	28-Jul-23	No	29-Aug-23	Approved	cfebana2 29-Aug-23	cfebana2 29-Aug-23		46,267	46,267
Mergence ESG Equity Fund,	MERCAR	Mergence	169986007	800162013896	28-Jul-23	No	29-Aug-23	Approved	cfebana2 29-Aug-23	cfebana2 29-Aug-23		0	0
Total Shares:											46,267	46,267	

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