



MEMO

To: Board of Directors
From: Company Secretary
Subject: **VOTING PROCEDURES – BRIEF (AT GENERAL MEETINGS)**

For the Chairman's running sheet for the Annual General Meeting I suggest he include some brief words along the following lines about the voting procedure to apply at the meeting – just to make it very clear that voting is initially on a show of hands and only if a poll is called will we revert to the proxies.

“ Voting Procedures

Shortly I will read out the text of each resolution to be considered, and then ask if you have any questions or comments, after which I'll ask for your vote, beginning with Resolution 1.

But before putting those resolutions, I should point out the voting procedures which will apply and also inform you of the proxies which have been received.

Resolutions 1, 2 and 4 require a simple majority of those members present and entitled to vote to be passed.

Resolution 3 is a special resolution and therefore requires the approval of at least 75% of shareholders to be passed.

*The Company's Constitution provides that **resolutions will first be decided on a show of hands**, although a poll may be demanded in certain circumstances.*

On a show of hands, every member present (that is, in person, by proxy, attorney or corporate representative) is entitled to 1 vote.



A poll may be demanded on a resolution by the Chairman, or by at least 5 members present, or by any one or more members present holding at least 5% of the shares. The number/percentage right to call a poll is only available to those members present who are entitled to vote on the resolution. On a poll, the member, proxy, attorney or corporate representative is entitled to 1 vote for each share held or represented.

If any poll is demanded, it will be conducted after all the other resolutions have been put to a show of hands. I will explain the procedure for taking a poll in more detail at that time.

The number of proxy votes that have been received for each of the resolutions is as follows:

RESOLUTION	FOR	AGAINST	ABSTAIN
1			
2			
3			
4			

Please note that the proxy votes in favour of each resolution include open votes which I, as Chairman, intend voting in favour.

As you can see, there is overwhelming support for all resolutions from shareholders who are not able to be present at the meeting. ”

DISCLAIMER

The comments in this memo reflect some commercial aspects and observations on the matter experienced or observed by the writer in practice as he understands them. The information is given as a guide only and does not represent a definitive or legal view of any of the issues raised, covered or referred to and the reader is urged to seek his own professional advice on all aspects of, or pertaining to, this and any related matter.