

ASPEN PHARMACARE HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
Registration number 1985/0002935/06
Share code: APN
ISIN: ZAE000066692
("Aspen Holdings" or "the Company")

REPORT ON ANNUAL GENERAL MEETING PROCEEDINGS

Shareholders are advised that, at the Annual General Meeting (AGM) of members held on Tuesday, 6 December 2016, a total of 325 961 981 or 71.41% of issued shares (456 435 185) were voted and that the further voting statistics from this AGM are confirmed to be as follows:

1 **Ordinary resolution number 1:** Presentation and adoption of Annual Financial Statements

For	Against	Abstain	Shares voted
325 022 321	50	939 610	325 022 371
100.00000%	0.00000%		100.00000%

2 **Ordinary resolution number 2:** Presentation and noting of the Social & Ethics Committee Report

For	Against	Abstain	Shares voted
324 901 999	120	1 059 862	324 902 119
100.00%	0.00%		100.00%

3 **Ordinary resolution number 3.a:** Re-election of John Buchanan retiring by rotation and available for re-election

For	Against	Abstain	Shares voted
273 494 082	51 677 382	790 517	325 171 464
84.11%	15.89%		100.00%

4 **Ordinary resolution number 3.b:** Re-election of Maureen Manyama retiring by rotation and available for re-election

For	Against	Abstain	Shares voted
324 640 178	531 256	790 437	325 171 434
99.84%	0.16%		100.00%

5 **Ordinary resolution number 3.c:** Re-election of Babalwa Ngonyama retiring by rotation and available for re-election

For	Against	Abstain	Shares voted
322 628 641	2 542 583	790 757	325 171 224
99.22%	0.78%		100.00%

6 **Ordinary resolution number 3.d:** Re-election of David Redfern retiring by rotation and available for re-election

For	Against	Abstain	Shares voted
297 259 109	27 524 756	1 178 116	324 783 865
91.53%	8.47%		100.00%

7 **Ordinary resolution number 3.e:** Re-election of Sindi Zilwa retiring by rotation and available for re-election

For	Against	Abstain	Shares voted
295 185 765	29 985 259	790 957	325 171 024
90.78%	9.22%		100.00%

8 **Ordinary resolution number 4:** Re-appointment of PricewaterhouseCoopers as independent external auditors

For	Against	Abstain	Shares voted
278 270 947	46 978 058	712 976	325 429 005
85.56%	14.44%		100.00%

9 **Ordinary resolution number 5.a:** Election of Roy Andersen as a member of the Audit & Risk Committee

For	Against	Abstain	Shares voted
325 073 072	57 222	831 687	325 130 294
99.98%	0.02%		100.00%

10 **Ordinary resolution number 5.b:** Election of John Buchanan as a member of the Audit & Risk Committee

For	Against	Abstain	Shares voted
272 895 247	52 275 807	790 927	325 171 054
83.92%	16.08%		100.00%

11 **Ordinary resolution number 5.c:** Election of Maureen Manyama as a member of the Audit & Risk Committee

For	Against	Abstain	Shares voted
325 112 398	58 856	790 727	325 171 254
99.98%	0.02%		100.00%

12 **Ordinary resolution number 5.d:** Election of Babalwa Ngonyama as a member of the Audit & Risk Committee

For	Against	Abstain	Shares voted
309 227 583	15 943 741	790 657	325 171 254
95.10%	4.90%		100.00%

13 **Ordinary resolution number 5.e:** Election of Sindi Zilwa as a member of the Audit & Risk Committee

For	Against	Abstain	Shares voted
299 231 715	25 909 259	821 007	325 140 974
92.03%	7.97%		100.00%

14 **Ordinary resolution number 6:** Unissued shares placed under the control of directors (5%)

For	Against	Abstain	Shares voted
297 259 346	28 032 215	670 420	325 291 561
91.38%	8.62%		100.00%

- 15 **Ordinary resolution number 7:** General but restricted authority for the directors to issue shares for cash (5%)

For	Against	Abstain	Shares voted
300 891 496	24 400 089	670 396	325 291 585
92.50%	7.50%		100.00%

- 16 **Ordinary resolution number 8:** Endorsement of the remuneration policy by way of a non-binding advisory vote

For	Against	Abstain	Shares voted
311 213 810	13 592 481	1 155 690	324 806 291
95.82%	4.18%		10.00%

- 17 **Ordinary resolution number 9:** Authorisation of an executive director to sign necessary documents to implement ordinary and special resolutions

For	Against	Abstain	Shares voted
325 291 039	120	670 822	325 291 159
100.00%	0.00%		100.00%

- 18 **Special resolution number 1.1a:** Remuneration of non-executive directors - Chairman

For	Against	Abstain	Shares voted
321 218 656	3 586 046	1 157 279	324 804 702
98.90%	1.10%		100.00%

- 19 **Special resolution number 1.1b:** Remuneration of non-executive directors – Board Member

For	Against	Abstain	Shares voted
325 122 925	45 568	793 488	325 168 493
99.99%	0.01%		100.00%

- 20 **Special resolution number 1.2a:** Remuneration of non-executive directors – Audit & Risk Committee Chairman

For	Against	Abstain	Shares voted
325 121 811	46 682	793 488	325 168 493
99.99%	0.01%		100.00%

- 21 **Special resolution number 1.2b:** Remuneration of non-executive directors – Audit & Risk Committee Member

For	Against	Abstain	Shares voted
325 162 985	5 498	793 498	325 168 483
100.00%	0.00%		100.00%

- 22 **Special resolution number 1.3a:** Remuneration of non-executive directors – Remuneration & Nomination Committee Chairman

For	Against	Abstain	Shares voted
323 170 086	1 998 397	793 498	325 168 483
99.39%	0.61%		100.00%

23 **Special resolution number 1.3b:** Remuneration of non-executive directors – Remuneration & Nomination Committee Member

For	Against	Abstain	Shares voted
323 170 086	1 998 397	793 498	325 168 483
99.39%	0.61%		100.00%

24 **Special resolution number 1.4a:** Remuneration of non-executive directors – Social & Ethics Committee Chairman

For	Against	Abstain	Shares voted
325 162 985	5 498	793 498	325 168 483
100.00%	0.00%		100.00%

25 **Special resolution number 1.4b:** Remuneration of non-executive directors – Social & Ethics Committee Member

For	Against	Abstain	Shares voted
325 162 985	5 498	793 498	325 168 483
100.00%	0.00%		100.00%

26 **Special resolution number 2:** Financial assistance to related or inter-related company

For	Against	Abstain	Shares voted
302 847 653	22 322 127	792 201	325 169 780
93.14%	6.86%		100.00%

27 **Special resolution number 3:** General authority to repurchase shares

For	Against	Abstain	Shares voted
319 957 526	5 291 322	713 133	325 248 848
98.37%	1.63%		100.00%

Durban
7 December 2016

Sponsor
Investec Bank Limited