

Invicta Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1966/002182/06)
Ordinary Share code: IVT ISIN code: ZAE000029773
Preference Share code: IVTP ISIN: ZAE000173399

RESULTS OF ANNUAL GENERAL MEETING OF INVICTA HOLDINGS LIMITED (“Invicta” or “the Company”)

The annual general meeting of Invicta shareholders was held on Friday 4 September 2015. All of the ordinary and special resolutions as set out in the notice of annual general meeting to shareholders dated 18 June 2015 were approved by the requisite majority of shareholders. The voting results with respect to the proposed resolutions as required in terms of section 3.91 of the JSE Listings Requirements, are as follows:

Total number of shares entitled to vote is 108 494 738.

Total number of shares voted in person or by proxy was 88 213 819, representing 81.30% of the total issued share capital of the Company, excluding Ordinary Resolution 8.4 as detailed below.

Total number of shares voted in person or by proxy on Ordinary Resolution 8.4 was 87 168 427, representing 80.34% of the total issued share capital of the Company.

Resolution Proposed	For		Against		Abstained	
	Shares	% of shares voted	Shares	% of shares voted	Shares	% of total issued shares
Special resolution 1 General authority to repurchase shares	72 742 213	82.46%	15 471 606	17.54%	151 956	0.14%
Special resolution 2 Remuneration of non-executive directors	-	-	-	-	-	-
Special resolution 2.1 Chairman of the Invicta board	88 213 819	100%	0	0%	151 956	0.14%
Special resolution 2.2 Chairman of the Invicta Audit Committee	88 213 819	100%	0	0%	151 956	0.14%
Special resolution 2.3 Members of Invicta board	87 755 249	99.48%	458 570	0.52%	151 956	0.14%
Special resolution 2.4 Members of Invicta Audit Committee	88 213 819	100%	0	0%	151 956	0.14%
Special resolution 2.5 Members of the Invicta Remuneration Committee	88 213 819	100%	0	0%	151 956	0.14%
Special resolution 2.6 Members of the Invicta SA board	88 213 819	100%	0	0%	151 956	0.14%
Special resolution 3 Approval of financial assistance to any person for the purposes of, or	85 521 670	96.95%	2 692 149	3.05%	151 956	0.14%

in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company of the Company						
Special resolution 4 Approval of financial assistance to any company which is related or inter-related to the Company	73 708 820	83.56%	14 504 999	16.44%	151 956	0.14%
Ordinary resolution 1 To receive and consider the directors report, annual financial statements of the Group as well as the Audit Committee report for the year ended 31 March 2015	88 213 819	100%	0	0%	151 956	0.14%
Ordinary resolution 2.1 To re-elect as director Dr Christo Wiese	85 991 005	97.48%	2 222 814	2.52%	151 956	0.14%
Ordinary resolution 2.2 To re-elect as director David Samuels	88 182 007	99.96%	31 812	0.04%	151 956	0.14%
Ordinary resolution 2.3 To re-elect as director Lance Sherrell	85 841 880	97.31%	2 371 939	2.69%	151 956	0.14%
Ordinary resolution 2.4 To re-elect as director Adv. Jacob Wiese	85 848 799	97.32%	2 365 020	2.68%	151 956	0.14%
Ordinary resolution 3 To ratify the appointment as executive director of Mr Byron Nichles	88 061 962	99.83%	151 857	0.17%	151 956	0.14%
Ordinary resolution 4 Approval of the remuneration policy and its implementation	72 573 320	82.27%	15 640 499	17.73%	151 956	0.14%
Ordinary resolution 5 To place the authorised but unissued shares under the control of the directors	68 611 281	77.78%	19 602 538	22.22%	151 956	0.14%
Ordinary resolution 6 To authorise the directors to issue shares for cash	68 931 378	78.14%	19 282 441	21.86%	151 956	0.14%
Ordinary resolution 7 To confirm the re-appointment of Deloitte & Touche as independent auditors of the Company and the Group and T Marriday as the designated audit partner for the 2016 financial year	88 213 819	100%	0	0%	151 956	0.14%
Ordinary resolution 8.1 To re-elect as Audit Committee member Mr David Samuels (Chairman)	88 202 638	99.99%	11 181	0.01%	151 956	0.14%
Ordinary resolution 8.2 To re-elect as Audit Committee member Mr Lance Sherrell	85 407 635	96.82%	2 806 184	3.18%	151 956	0.14%

Ordinary resolution 8.3 To re-elect as Audit Committee member Mr Rashid Wally	88 213 819	100%	0	0%	151 956	0.14%
Ordinary resolution 8.4 To re-elect as alternate Audit Committee member Adv. Jacob Wiese	84 569 499	97.02%	2 598 928	2.98%	1 197 348	1.10%

By order of the Board

GM Chemaly
Company Secretary
Cape Town
7 September 2015

Sponsor

Deloitte & Touche Sponsor Services (Pty) Ltd