

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”) AND CHANGE TO THE FUNCTION OF A DIRECTOR

The annual general meeting of Invicta shareholders was held on Tuesday, 30 August 2016.

All of the ordinary and special resolutions as set out in the notice of annual general meeting to shareholders dated 13 June 2016, were approved by the requisite majority of shareholders.

Ordinary resolution 7.2 was withdrawn following the resignation of Lance Sherrell as a member of the Audit Committee on 29 August 2016. Accordingly, Lance did not put himself forward for re-election as Audit Committee member but will remain as a non-executive director of the Invicta board. The Company will make an announcement regarding replacement on the Audit Committee in due course.

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 106 952 915 (issued share capital excluding treasury shares).

Resolution Proposed	Number of shares and % voted in relation to total issued share capital	For		Against		Abstained	
		Shares	% of shares voted	Shares	% of shares voted	Shares	% of total votable shares
Special resolution 1 General authority to repurchase shares	90 602 953 (83.51%)	89 761 489	99.07%	841 464	0.93%	455 171	0.42%
Special resolution 2 Remuneration of non-executive directors	-	-	-	-	-	-	-
Special resolution 2.1 Chairman of the Invicta board	90 888 144 (83.77%)	90 442 115	99.51%	446 029	0.49%	169 980	0.16%
Special resolution 2.2 Chairman of the Invicta Audit Committee	90 888 144 (83.77%)	79 787 554	87.79%	11 100 590	12.21%	169 980	0.16%
Special resolution 2.3 Members of Invicta board	90 888 144 (83.77%)	90 442 115	99.51%	446 029	0.49%	169 980	0.16%
Special resolution 2.4 Members of Invicta Audit Committee	90 888 144 (83.77%)	90 442 115	99.51%	446 029	0.49%	169 980	0.16%
Special resolution 2.5 Members of the Invicta Remuneration Committee	90 442 115 (83.36%)	90 442 115	100%	0	0%	616 009	0.58%

Special resolution 2.6 Members of the Invicta SA board	90 442 115 (83.36%)	90 442 115	100%	0	0%	616 009	0.58%
Special resolution 3 Approval of financial assistance to any person for the purposes of, or 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	90 602 953 (83.51%)	86 568 302	95.55%	4 034 651	4.45%	455 171	0.43%
Special resolution 4 Approval of financial assistance to any company which is related or inter-related to the Company	90 602 953 (83.51%)	74 597 658	82.33%	16 005 295	17.67%	455 171	0.43%
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 2016	90 602 953 (83.51%)	90 602 953	100%	0	0%	455 171	0.43%
Ordinary resolution 2.1 To re-elect as director Dr Christo Wiese	91 048 982 (83.92%)	89 945 872	98.79%	1 103 110	1.21%	9 142	0.01%
Ordinary resolution 2.2 To re-elect as director David Samuels	91 048 982 (83.92%)	85 642 021	94.06%	5 406 961	5.94%	9 142	0.01%
Ordinary resolution 2.3 To re-elect as director Lance Sherrell	91 048 982 (83.92%)	89 158 690	97.92%	1 890 292	2.08%	9 142	0.01%
Ordinary resolution 2.4 To re-elect as director Adv. Jacob Wiese	90 501 920 (83.42%)	89 245 457	98.61%	1 256 463	1.39%	9 142	0.01%
Ordinary resolution 3 Approval of the remuneration policy and its implementation	90 881 144 (83.77%)	68 858 030	75.76%	22 030 114	24.24%	169 980	0.16%
Ordinary resolution 4 To place the authorised but unissued shares under the control of the directors	91 048 982 (83.92%)	69 483 457	76.31%	21 565 525	23.69%	9 142	0.01%
Ordinary resolution 5 To authorise the directors to issue shares for cash	91 048 982 (83.92%)	70 664 909	77.61%	20 384 073	22.39%	9 142	0.01%

Ordinary resolution 6 To confirm the re-appointment of Deloitte & Touche as independent auditors of the Company and the Group and T Marray as the designated audit partner for the 2017 financial year	90 839 288 (83.73%)	89 489 073	98.51%	1 350 215	1.49%	218 836	0.20%
Ordinary resolution 7.1 To re-elect as Audit Committee member Mr David Samuels (Chairman)	91 048 982 (83.92%)	74 893 864	82.26%	16 155 118	17.74%	9 142	0.01%
Ordinary resolution 7.2 To re-elect as Audit Committee member Mr Lance Sherrell (Resolution withdrawn)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Ordinary resolution 7.3 To re-elect as Audit Committee member Mr Rashid Wally	91 048 982 (83.92%)	90 931 152	99.87%	117 830	0.13%	9 142	0.01%

By order of the Board

GM Chemaly
Company Secretary
Cape Town
30 August 2016

Sponsor

Deloitte & Touche Sponsor Services (Pty) Ltd