



**Sappi Limited**

Johannesburg

# Announcement

07 February 2019

Sappi Limited  
(Incorporated in the Republic of South Africa)  
Registration number: 1936/008963/06  
JSE share code: SAP  
ISIN code: ZAE000006284  
("Sappi" or the "Company")

## **RESULTS OF THE EIGHTY-SECOND ANNUAL GENERAL MEETING OF SAPPI**

Shareholders are advised that at the Annual General Meeting of shareholders of the Company held on Wednesday, 06 February 2019 at 14:00 all the resolutions tabled thereat were passed by the requisite majority of shareholders.

Details of the results of voting at the Annual General Meeting are as follows :

- total number of Sappi shares in issue as at the date of the Annual General Meeting : 577 164 049 (557 202 573 ordinary shares and 19 961 476 "A" ordinary shares).
- total number of Sappi shares that could have been voted at the Annual General Meeting (excluding the treasury shares) : 562 612 339
- total number of Sappi shares that were present/represented at the Annual General Meeting : 418 432 562 being 74.80% of the total number of Sappi shares that could have been voted at the Annual General Meeting.



1. **Ordinary resolution number 1 – Receipt and acceptance of 2018 Group Annual Financial Statements, including directors’ report, auditors’ report and Audit and Risk Committee report**

For	Against	Abstain	Shares voted
414 429 954	8 959	3 993 649	414 438 913
100.00%	0.00%	0.71%	74.08%
		0.69%	71.81%

1  
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2. **Ordinary resolution number 2 – Approval and confirmation of appointment of Mrs ZN Malinga as a director of Sappi**

For	Against	Abstain	Shares voted
418 139 255	9 577	283 730	418 148 832
100.00%	0.00%	0.05%	74.75%
		0.05%	72.45%

1  
2

3. **Ordinary resolution number 3.1 – Re-election of Mr SR Binnie as a director of Sappi**

For	Against	Abstain	Shares voted
417 542 228	605 637	284 697	418 147 865
99.86%	0.14%	0.05%	74.75%
		0.05%	72.45%

1  
2

4. **Ordinary resolution number 3.2 – Re-election of Mr RJAM Renders as a director of Sappi**

For	Against	Abstain	Shares voted
393 075 653	25 072 212	284 697	418 147 865
94.00%	6.00%	0.05%	74.75%
		0.05%	72.45%

1  
2

5. **Ordinary resolution number 3.3 – Re-election of Mrs KR Osar as a director of Sappi**

For	Against	Abstain	Shares voted
391 041 681	24 871 023	2 519 858	415 912 704
94.02%	5.98%	0.45%	74.35%
		0.44%	72.06%

1  
2

6. **Ordinary resolution number 4.1 – Election of Mr NP Mageza as member and chairman of the Audit and Risk Committee**

For	Against	Abstain	Shares voted
369 686 752	48 461 113	284 697	418 147 865
88.41%	11.59%	0.05%	74.75%
		0.05%	72.45%

1  
2



**7. Ordinary resolution number 4.2 – Election of Mr MA Fallon as a member of the Audit and Risk Committee**

For	Against	Abstain	Shares voted
418 128 697	19 168	284 697	418 147 865
100.00%	0.00%	0.05%	74.75%
		0.05%	72.45%

1  
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**8. Ordinary resolution number 4.3 – Election of Mrs ZN Malinga as a member of the Audit and Risk Committee**

For	Against	Abstain	Shares voted
418 139 297	9 568	283 697	418 148 865
100.00%	0.00%	0.05%	74.75%
		0.05%	72.45%

1  
2

**9. Ordinary resolution number 4.4 – Election of Mrs KR Osar as a member of the Audit and Risk Committee**

For	Against	Abstain	Shares voted
390 489 603	25 424 101	2 518 858	415 913 704
93.89%	6.11%	0.45%	74.35%
		0.44%	72.06%

1  
2

**10. Ordinary resolution number 4.5 – Election of Mr RJAM Renders as a member of the Audit and Risk Committee**

For	Against	Abstain	Shares voted
412 559 203	5 588 662	284 697	418 147 865
98.66%	1.34%	0.05%	74.75%
		0.05%	72.45%

1  
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**11. Ordinary resolution number 5 – Re-appointment of KPMG Inc. as auditors of Sappi for the year ending September 2019 and until the next Annual General Meeting of Sappi**

For	Against	Abstain	Shares voted
404 335 470	11 578 376	2 518 716	415 913 846
97.22%	2.78%	0.45%	74.35%
		0.44%	72.06%

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**12. Ordinary resolution number 6.1 – The placing of all ordinary shares required for the purpose of carrying out the terms of the Sappi Limited Performance Share Incentive Plan (“the Plan”) under the control of the directors to allot and issue in terms of the Plan**

For	Against	Abstain	Shares voted
413 744 184	4 402 851	285 527	418 147 035
98.95%	1.05%	0.05%	74.75%
		0.05%	72.45%

1  
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13. Ordinary resolution number 6.2 – The authority for any subsidiary of Sappi to sell and to transfer to the Sappi Limited Share Incentive Scheme and the Sappi Limited Performance Share Incentive Plan (collectively “the Schemes”) such shares as may be required for the purposes of the Schemes

For	Against	Abstain	Shares voted
413 445 969	4 700 766	285 827	418 146 735
98.88%	1.12%	0.05%	74.75%
		0.05%	72.45%

1  
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14. Ordinary resolution number 7 – Non-binding endorsement of Remuneration policy

For	Against	Abstain	Shares voted
401 173 338	16 971 270	287 954	418 144 608
95.94%	4.06%	0.05%	74.75%
		0.05%	72.45%

1  
2

15. Ordinary resolution number 8 – Non-binding endorsement of Remuneration Implementation report

For	Against	Abstain	Shares voted
388 806 540	27 338 144	287 878	416 144 684
93.43%	6.57%	0.05%	74.39%
		0.05%	72.10%

1  
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16. Special resolution number 1 – Increase in non-executive directors’ fees

For	Against	Abstain	Shares voted
408 734 140	9 413 594	284 828	418 147 734
97.75%	2.25%	0.05%	74.75%
		0.05	72.45%

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17. Special resolution number 2 – Authority for loans or other financial assistance to related or inter-related companies or corporations

For	Against	Abstain	Shares voted
414 223 295	3 924 367	284 900	418 147 662
99.06%	0.94%	0.05%	74.75%
		0.05%	72.45%

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18. Ordinary resolution number 9 – Authority for directors to sign all documents and do all such things necessary to implement the above resolutions

For	Against	Abstain	Shares voted
418 137 896	9 833	284 833	418 147 729
100.00%	0.00%	0.05%	74.75%
		0.05%	72.45%

1  
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- 1 Disclosed as a percentage of the voteable shares  
2 Disclosed as a percentage of the total issued capital