

**Dis-Chem Pharmacies Limited**

(Incorporated in the Republic of South Africa)

(Registration number: 2005/009766/06)

Share code: DCP ISIN: ZAE000227831

("Dis-Chem")

**RESULTS OF THE ANNUAL GENERAL MEETING**

Shareholders are advised that, at the Annual General Meeting ("AGM") of Dis-Chem held on 27 July 2018, all the resolutions proposed at the AGM were passed by the requisite majority of shareholders.

The following information is provided:

Total issued number of ordinary shares: 860 084 483

Number of ordinary shares represented at the AGM: 779 146 601

Percentage of ordinary shares represented at the AGM: 91%

Shareholders are further advised that Special resolution number 2 was amended prior to the AGM to read as follows:

Special resolution number 2: Approval of loans or other financial assistance –

"Resolved that the Company be authorized, in terms of Section 45 of the Companies Act, 2008, to provide any direct or indirect financial assistance to any related or inter-related companies as defined in Section 2 of the said Companies Act, 2008.

The Board of directors will not authorise any financial assistance in terms of Special resolution number 2 unless the Company has satisfied the requirements of the solvency and liquidity test as required in terms of the Companies Act, 2008. The Board will also ensure that the terms of the financial assistance granted are fair and reasonable to the Company."

Details of the results of voting at the AGM are as follows:

<b>Resolution proposed</b>	<b>Number of shares voted</b>	<b>Percentage of shares in issue*</b>	<b>For** %</b>	<b>Against** %</b>	<b>Abstained* %</b>
Ordinary resolution number 1: Approval of annual financial statements as at 28 February 2018	778 597 196	90.53%	100%	-	0.06%
Ordinary resolution number 2: Appointment of the auditors and designated auditor	778 790 026	90.55%	99.11%	0.89%	0.04%
Ordinary resolution number 3: Re-election of Mr. MJ Bowman as a director	778 791 542	90.55%	100%	-	0.04%
Ordinary resolution number 4: Re-election of Ms. A Coovadia as a director	778 791 542	90.55%	100%	-	0.04%
Ordinary resolution number 5: Appointment of Audit and Risk Committee member Ms. A Coovadia	778 789 012	90.55%	100%	-	0.04%
Ordinary resolution number 6: Appointment of Audit and Risk Committee member Mr. MJ Bowman	762 628 515	88.67%	95.60%	4.40%	1.92%

Ordinary resolution number 7: Appointment of Audit and Risk Committee member Mr. MSI Gani	778 791 542	90.55%	99.58%	0.42%	0.04%
Ordinary resolution number 8: Appointment of Audit and Risk Committee member Mr. JS Mthimunye	778 789 542	90.55%	100%	-	0.04%
Ordinary resolution number 9.1: Approval of Remuneration Policy and Report	778 786 812	90.55%	93.96%	6.04%	0.04%
Ordinary resolution number 9.2: Approval of Implementation Report	778 787 435	90.55%	95.75%	4.25%	0.04%
Special resolution number 1: Approval of non-executive directors' remuneration	762 612 205	88.67%	88.95%	11.05%	1.92%
Special resolution number 2: Approval of loans or other financial assistance	755 273 343	87.81%	88.44%	11.56%	2.78%
Ordinary resolution number 10: General authority over unissued shares	771 450 896	89.69%	98.89%	1.11%	0.89%
Ordinary resolution number 11: General authority to issue shares for cash	771 456 536	89.70%	93.40%	6.60%	0.89%
Ordinary resolution number 12: Authority for any director or Company Secretary to sign documents	778 789 646	90.55%	99.97%	0.03%	0.04%

\*Based on 860 084 483 ordinary shares in issue.

\*\*Based on 779 146 601 ordinary shares voted at the AGM.

By order of the Board

Johannesburg  
27 July 2018

Sponsor:  
The Standard Bank of South Africa Limited