

Tsogo Sun Holdings Limited

(Incorporated in South Africa)

Registration number: 1989/002108/06

Share code: TSH

ISIN: ZAE000156238

("Tsogo Sun" or "the Company")

## Results of Annual General Meeting

Tsogo Sun shareholders ("Shareholders") are advised that at the annual general meeting of Shareholders ("Annual General Meeting") held at the Company's registered office on Wednesday, 14 October 2015, in terms of the notice of Annual General Meeting distributed to Shareholders on Monday, 7 September 2015, all of the resolutions tabled were passed by the requisite majority of votes cast by Shareholders.

The total number of shares voted in person or by proxy at the Annual General Meeting was 886 651 573, representing 84.51% of Tsogo Sun's issued share capital and 91.87% of the votable shares as at Friday, 9 October 2015, being the Voting Record Date.

The voting results were as follows:

RESOLUTION	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR (%)	AGAINST (%)	NUMBER	%*	%*
<b>Ordinary resolution 1</b> Receipt and adoption of annual financial statements and reports	100%	Nil	886 290 746	84.47%	0.03%
<b>Ordinary resolution 2</b> Reappointment of auditors	100%	Nil	886 290 746	84.47%	0.03%
<b>Ordinary resolution 3.1</b> Re-election of Mr MA Golding as a director	89.11%	10.89%	884 041 789	84.26%	0.25%
<b>Ordinary resolution 3.2</b> Re-election of Mr VE Mphande as a director	89.58%	10.42%	884 019 891	84.26%	0.25%
<b>Ordinary resolution 3.3</b> Re-election of Mr JG Ngcobo as a director	99.94%	0.06%	884 019 891	84.26%	0.25%
<b>Ordinary resolution 4.1</b> Appointment of Mr RG Tomlinson to the audit and risk committee	99.50%	0.50%	832 162 827	79.32%	5.19%
<b>Ordinary resolution 4.2</b> Appointment of Ms BA Mabuza to the audit and risk committee	100%	Nil	884 019 891	84.26%	0.25%
<b>Ordinary resolution 4.3</b> Appointment of Mr JG Ngcobo to the audit and risk committee	99.94%	0.06%	829 971 972	79.11%	5.21%
<b>Advisory endorsement</b> Non-binding advisory endorsement of the Company's remuneration policy	86.08%	13.92%	886 290 746	84.47%	0.03%
<b>Special resolution 1</b> Approval of the fees proposed for non-executive directors	100%	Nil	886 290 746	84.47%	0.03%
<b>Special resolution 2</b>	97.45%	2.55%	886 290 746	84.47%	0.03%

General authority to repurchase shares					
<b>Special resolution 3</b> General approval of the provision of financial assistance in terms of section 45 of the Companies Act	93.83%	6.17%	886 278 226	84.47%	0.04%
<b>Special resolution 4</b> Approval of the issue of shares or options and the grant of financial assistance in terms of the Company's share-based incentive schemes	97.43%	2.57%	885 574 534	84.41%	0.10%

*\*Expressed as a percentage of 1 049 181 389 Tsogo Sun ordinary shares in issue as at the Voting Record Date*

Fourways

14 October 2015

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Sponsor: Deutsche Securities (SA) Proprietary Limited