

Comair Limited
(Incorporated in the Republic of South Africa)
(Registration number 1967/006783/06)
Share code: COM
ISIN: ZAE000029823
("Comair" or "the Company")



RESULTS OF THE ANNUAL GENERAL MEETING

Shareholders are hereby advised that the results of the voting at the annual general meeting of the Company held at 12h00 today, Tuesday, 29 October 2019 at Comair's Operations Building, Corner Whirlwind and Fortress Roads, Rhodesfield, 1619, ("**AGM**"), are as follows:

Resolutions proposed at the AGM	Votes for resolution as a percentage of total number of shares voted at AGM	Votes against resolution as a percentage of total number of shares voted at AGM	Number of shares voted at AGM per Resolution	Number of shares voted at AGM as a percentage of shares in issue	Number of shares abstained as a percentage of shares in issue
Ordinary resolution number 1: Consider the Annual Financial Statements	99.99%	0.01%	400 689 299	85.37%	0.01%
Ordinary resolution number 2: Re-appointment of external auditors	67.68%	32.32%	396 668 610	84.52%	0.87%
Ordinary resolution number 3.1: To re-elect N Maharajh as a director	99.99%	0.01%	400 681 049	85.37%	0.01%
Ordinary resolution number 3.2: To re-elect MN Louw as a director	68.46%	31.54%	400 683 049	85.37%	0.01%
Ordinary resolution number 3.3: To re-elect CS Martinoli as a director	99.99%	0.01%	400 676 718	85.37%	0.01%
Ordinary resolution number 3.4: To re-elect WD Stander as a director	99.99%	0.01%	275 436 091	58.69%	26.70%
Ordinary resolution number 3.5: To re-	99.99%	0.01%	400 683 049	85.37%	0.01%

elect LP Ralphs as a director					
Ordinary resolution number 3.6: To re-elect GW Ormond as a director	99.99%	0.01%	275 426 091	58.68%	26.70%
Ordinary resolution number 4.1: To re-elect N Maharajh as a member of the audit committee	68.15%	31.85%	396 676 610	84.52%	0.87%
Ordinary resolution number 4.2: To re-elect NB Sithole as a member of the audit committee	68.46%	31.54%	400 671 049	85.37%	0.01%
Ordinary resolution number 5: Non-binding endorsement of the Company's remuneration policy	68.05%	31.95%	400 680 899	85.37%	0.01%
Ordinary resolution number 6: Non-binding endorsement of the Company's Implementation Report on the remuneration policy	68.17%	31.83%	400 672 649	85.37%	0.01%
Ordinary resolution 7: Authorisation for company secretary or other director to sign necessary documents to give effect to resolutions	99.99%	0.01%	400 689 299	85.37%	0.01%
Special resolution number 1: Approval of non-executive directors remuneration 2018/2019	98.69%	1.31%	400 691 199	85.37%	0.01%
Special resolution number 2: Approval of non-executive directors remuneration 2019/2020	67.16%	32.84%	400 691 199	85.37%	0.01%
Special resolution number 3: General authority to repurchase shares	96.61%	3.39%	400 699 299	85.38%	0.01%

Special resolution number 4: General authority to provide financial assistance to related and inter-related companies and corporations	99.77%	0.23%	400 664 949	85.37%	0.02%
Special resolution number 5: Amendment to the Company's Mol to provide for the retirement of non-executive directors who served for a period of 9 years or longer to retire on an annual basis but being eligible can stand for re-election	86.35%	13.65%	400 672 949	85.37%	0.01%

Note:

Total number of shares in issue as at the date of the AGM was 469 330 865.

Shareholders are further advised that, as ordinary resolution number 5, relating to the non-binding advisory vote on the remuneration policy of the Company and ordinary resolution number 6 relating to the non-binding advisory vote on the implementation of the remuneration policy, were voted against by 25% or more of the votes exercised by the Company's shareholders present in person or represented by proxy at the AGM, an invitation will be extended to such dissenting shareholders to engage with the Company. The manner and timing of such engagement has not as yet been finalised and the Company will issue a further announcement shortly setting out such details.

Bonaero Park
29 October 2019

Sponsor
PSG Capital



PSG CAPITAL

IMPORTANT NOTICE TO FOREIGN SHAREHOLDERS AND PROSPECTIVE INVESTORS

FOREIGN SHAREHOLDERS AND PROSPECTIVE INVESTORS IN COMAIR LIMITED ("COMAIR") SHOULD NOTE THAT, IN ORDER TO ENABLE COMAIR (AS A LICENSED AIR SERVICES OPERATOR IN SOUTH AFRICA) TO REMAIN COMPLIANT WITH THE FOREIGN OWNERSHIP RESTRICTION CONTAINED IN SECTIONS 16 (4) (c) AND 19(a) OF THE AIR SERVICES LICENSING ACT, NO. 115 OF 1990, THE VOTING

RIGHTS OF SHAREHOLDERS MAY BE DECREASED PROPORTIONATELY SUCH THAT THE VOTING RIGHTS OF FOREIGN SHAREHOLDERS DO NOT, IN AGGREGATE, EXCEED 24.99%. FOREIGN SHAREHOLDERS AND PROSPECTIVE INVESTORS ARE REFERRED TO COMAIR'S MEMORANDUM OF INCORPORATION AND WEBSITE (www.comair.co.za) FOR FURTHER DETAIL. IF FOREIGN SHAREHOLDERS OR PROSPECTIVE INVESTORS ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE THEY SHOULD SEE ADVICE FROM THEIR BROKER, ATTORNEY OR OTHER PROFESSIONAL ADVISER.