

**INTERWASTE HOLDINGS LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number 2006/037223/06)  
Share code: IWE  
ISIN: ZAE000097903  
("Interwaste")

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**RESULTS OF THE SCHEME MEETING OF INTERWASTE SHAREHOLDERS**

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**1 INTRODUCTION**

Unless otherwise indicated, capitalised words and terms contained in this announcement shall bear the same meanings ascribed thereto in the circular dated 5 December 2018 ("**Circular**").

Shareholders are referred to:

- 1.1 the joint announcement of a firm intention by Séché Environnement S.A. and Séché South Africa Proprietary Limited ("**Offerors**") released on SENS on 2 November 2018 and published in the press on 5 November 2018 to make an offer to acquire all the Interwaste Shares (other than certain Excluded Shares);
- 1.2 the announcement by Interwaste regarding posting of the Circular and the Notice convening the Scheme Meeting, dated 5 December 2018; and
- 1.3 the Circular.

The Interwaste Board is pleased to announce that, pursuant to the Scheme Meeting held on Wednesday, 9 January 2019, all the resolutions as set out in the Notice convening the Scheme Meeting were passed by the requisite majority of Shareholders entitled to vote, as detailed below.

**2 RESULTS OF SCHEME MEETING**

Shareholders are advised that:

- the total number of Interwaste Shares in issue as at the date of the Scheme Meeting was 469 092 877 (including 41 098 610 Treasury Shares);
- the total number of Interwaste Shares that were present in person/represented by proxy and entitled to vote at the Scheme Meeting on Special Resolution 1 (i.e. excluding Treasury Shares) was 355 650 427, being 83.10% of the total number of Interwaste Shares in issue (excluding Treasury Shares); and
- abstentions are represented below as a percentage of total number of Interwaste Shares in issue while the Interwaste Shares voted for and against are represented as a percentage of the total Interwaste Shares voted.

The resolutions proposed at the Scheme Meeting, the number of Interwaste Shares voted in person and by proxy, together with the percentage of Interwaste Shares abstained, as well as the percentage of votes carried for and against each resolution, are set out below:

Resolution	Total number of Interwaste Shares voted	% of votes carried for the resolution	% of votes against the resolution	% of Interwaste Shares abstained
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<b>Special Resolution Number 1:</b>				
Approval of the Interwaste Scheme and related transactions	355 646 427	99.99%	0.01%	0.00%
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<b>Ordinary Resolution Number 1:</b>				
Amendments to the Interwaste LTIP arising from the Interwaste Scheme	355 646 427	100.00%	0.00%	0.00%

### 3 SCHEME CONDITIONS

Subject to section 115(2)(a) of the Companies Act not becoming applicable, the passing of the above resolutions fulfils the Scheme Condition set out in paragraph 5.3.1.1 of the Circular.

No Shareholders have exercised their Appraisal Rights. Accordingly, the Scheme Condition set out in paragraph 5.3.1.2 of the Circular has been fulfilled.

The Interwaste Scheme remains subject to the remaining Scheme Conditions as set out in the Circular. Once these remaining Scheme Conditions have been fulfilled or waived (and subject to such occurring), a further announcement regarding the relevant dates for the implementation of the Interwaste Scheme will be made.

Johannesburg  
9 January 2019

**Legal Advisors to the Offerors**  
Cliffe Dekker Hofmeyr Incorporated

**Legal Advisors to Interwaste**  
Webber Wentzel

**Financial Advisors to Interwaste**  
PSG Capital Proprietary Limited

**Sponsors**  
Grindrod Bank Limited

**Independent Expert**  
PricewaterhouseCoopers Corporate Finance Proprietary Limited

**Transfer Secretaries to Interwaste**  
Computershare Investor Services Proprietary Limited