

SASFIN HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1987/002097/06)
Ordinary share code: SFN ISIN: ZAE000006565
Preference share code: SFNP ISIN: ZAE000060273
("Sasfin" or "the Company")

RESULTS OF GENERAL MEETING

Sasfin shareholders ("**Shareholders**") are referred to the circular dated 21 August 2017 regarding the implementation, subscription and relationship agreement that Sasfin entered into with Women Investment Portfolio Holdings Limited ("**WIPHOLD**") and WIPHOLD's wholly-owned subsidiary Sinvent Investments 245 Proprietary Limited ("**WIPHOLD SPV**") on 7 June 2017 in terms of which, *inter alia*:

- WIPHOLD SPV will subscribe for Sasfin ordinary shares ("**Shares**") at R51.00 per Share in terms of a specific issue of shares for cash ("**Subscription**"); and
- Sasfin will make an offer to repurchase all or some of the Shares held by Shareholders ("**Repurchase Offer**") at R51.00 per Share in compliance with all of the applicable requirements for a scheme of arrangement in terms of section 114 of the Companies Act, 71 of 2008 (as amended) ("**Companies Act**") as read with section 115 of the Companies Act.

The Subscription and Repurchase Offer (collectively "**Transaction**") are indivisibly linked and the Transaction is still subject to the fulfilment of certain conditions precedent including, the approval of the South African Registrar of Banks.

Shareholders are advised that at the general meeting held today, 19 September 2017 ("**GM**"), the resolutions set out below with regard to the Transaction were duly approved by the requisite majority of shareholders present and voting.

Details of the results of the voting are as follows:

Resolution	Shares voted for	Shares voted against	Shares abstained	Shares voted
Special Resolution Number 1 Specific authority to issue Shares for cash	24 593 386 97.95%	515 944 2.05%	31 599 0.10%	25 109 330
Special Resolution Number 2 Approval of the share repurchase in accordance with section 48(8)(a) of the Companies Act	25 107 330 99.99%	2 000 0.01%	31 599 0.10%	25 109 330
Special Resolution Number 3 Repurchase resolution (in accordance with sections 48(8)(b) and 115(2) of the Companies Act)	25 107 330 99.99%	2 000 0.01%	31 599 0.10%	25 109 330

Special Resolution Number 4 Revocation of Special Resolution Number 3 if the Repurchase Offer is not implemented and dissenting Shareholders have exercised their appraisal rights under section 164 of the Companies Act	25 109 330 100%	0 0.00%	31 599 0.10%	25 109 330
Ordinary Resolution Number 1 Authority granted to directors	25 135 830 100%	0 0.00%	5 099 0.02%	25 135 830

Notes:

1. There were 32 301 441 Shares in issue as at the date of the GM.
2. 25 140 929, Shares were present/represented including proxies at the GM being 77.83% of the total number of Shares in issue.
3. Abstentions are represented as a percentage of the total number of Shares in issue while the Shares voted for and against are represented as a percentage of the Shares voted.

Johannesburg
19 September 2017

Sponsor
Sasfin Capital (a member of the Sasfin Group)

Independent Sponsor
Deloitte & Touche Sponsor Services Proprietary Limited