

RMB HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1987/005115/06)
JSE ordinary share code: RMH
ISIN: ZAE000024501

REPORT ON PROCEEDINGS AT THE RMB HOLDINGS LIMITED (RMH) ANNUAL GENERAL MEETING

At the thirtieth annual general meeting (“AGM”) of the shareholders of RMH held on Wednesday, 22 November 2017, all the ordinary and special resolutions proposed at the meeting were approved by the requisite majority of votes. In this regard, RMH confirms the voting statistics from the AGM as follows:

Resolutions	Votes carried disclosed as a percentage in relation to the total number of shares voted at the meeting %		Number of shares voted	Shares voted disclosed as a percentage in relation to the total issued share capital* %	Shares abstained disclosed as a percentage in relation to the total issued share capital* %
	For	Against			
Ordinary resolutions					
1. Re-election of directors					
1.1 Jan Jonathan (Jannie) Durand	90.95	9.05	1 201 003 381	85.07	0.09
1.2 Peter Cooper	88.69	11.31	1 201 003 381	85.07	0.09
1.3 Lauritz Lanser (Laurie) Dippenaar	89.71	10.29	1 201 004 381	85.07	0.09
1.4 Per-Erik (Per) Lagerström	99.85	0.15	1 201 087 854	85.08	0.08
1.5 Mafison Murphy (Murphy) Morobe	99.85	0.15	1 201 088 854	85.08	0.08
2. Place of 5% (five percent) of authorised ordinary shares under the control of the directors	94.60	5.40	1 201 042 823	85.08	0.08
3. General authority to issue ordinary shares for cash	92.58	7.42	1 201 089 116	85.08	0.08
4. Approval of re-appointment of auditor	89.44	10.56	1 201 040 793	85.08	0.08
5. Appointment of audit and risk committee members					
5.1 Jan Willem Dreyer	88.10	11.90	1 201 088 854	85.08	0.08
5.2 Sonja Emilia Ncumisa De Bruyn-Sebotsa	99.12	0.88	1 191 202 483	84.38	0.78
5.3 Per-Erik Lagerström	99.85	0.15	1 201 087 854	85.08	0.08

Resolutions	Votes carried disclosed as a percentage in relation to the total number of shares voted at the meeting %		Number of shares voted	Shares voted disclosed as a percentage in relation to the total issued share capital* %	Shares abstained disclosed as a percentage in relation to the total issued share capital* %
	For	Against			
Special resolutions					
1. Approval of non-executive directors' remuneration with effect 1 December 2017	99.82	0.18	1 201 065 514	85.08	0.08
2. General authority to repurchase company shares	98.94	1.06	1 201 047 651	85.08	0.08
3. Issue of shares, convertible securities and/or options to persons listed in section 41(1) of the Companies Act for the purposes of their participation in a reinvestment option	95.27	4.73	1 201 081 268	85.08	0.08
4. Financial assistance to directors, prescribed officers, employee share scheme beneficiaries and related or inter-related companies	85.19	14.81	1 201 023 122	85.08	0.09
5. Adoption of revised memorandum of incorporation	86.02	13.98	1 201 081 268	85.08	0.08

**Total issued share capital is 1 411 703 218.*

The special resolutions will, where necessary, be lodged for registration with the Companies and Intellectual Property Commission in due course.

Sandton
24 November 2017

Sponsor
RAND MERCHANT BANK (A division of FirstRand Bank Limited)