

# EOH HOLDINGS LIMITED - Results of Annual General Meeting

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EOH Holdings Limited  
Incorporated in the Republic of South Africa  
(Registration number 1998/014669/06)  
Share code: EOH ISIN: ZAE000071072  
("EOH" or "the Company")

## RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that, at the Annual General Meeting of EOH held on 20 February 2019, all the resolutions as set out in the notice of Annual General Meeting were passed by the requisite majority of shareholders.

The following resolutions were withdrawn from the Annual General Meeting following the announcement on SENS on 20 February 2019 regarding the resignation of these directors:

- "Ordinary resolution 1.1: To ratify and confirm the appointment of Asher Bohbot";
- "Ordinary resolution 1.2: To ratify and confirm the appointment of Tebogo Maenetja";
- "Ordinary resolution 2.3: To appoint Tshilidzi Marwala as member of the Audit Committee"; and
- "Ordinary resolution 2.4: To appoint Rob Sporen as member of the Audit Committee".

The following resolutions were withdrawn from the Annual General Meeting as they were considered to be redundant, as announced on SENS on 12 February 2019:

- "Ordinary resolution 5: General approval to issue ordinary shares for cash"; and
- "Ordinary resolution 6: Approval to issue ordinary shares for cash for B-BBEE purposes".

The number of shares voted in person or by proxy was 174 900 141 representing 81% of the total issued share capital of the same class of EOH shares.

The resolutions proposed at the meeting, together with the percentage of shares abstained, as well as the percentage of votes carried for and against each resolution, are set out below:

Resolution	% of votes carried for the resolution	% of votes against the resolution	% of shares abstained
Ordinary Resolution 1: Appointments of executive and non-executive directors			
1.3. To ratify and confirm the appointment of Jesmane Boggenpoel	99.08	0.92	0.16
1.4. To ratify and confirm the appointment of Ismail Mamoojee	99.08	0.92	0.06
1.5. To ratify and confirm the appointment of Stephen van Coller	94.08	5.92	0.05
Ordinary Resolution 2: Appointment of Audit Committee members			
2.1. To appoint Ismail Mamoojee as Chairperson and member			

of the Audit Committee	99.08	0.92	0.05
2.2. To appoint Jesmane Boggenpoel as member of the Audit Committee	99.12	0.88	0.15
Ordinary Resolution 3: Re-appointment of independent external auditor	94.66	5.34	0.13
Ordinary Resolution 4: Signature of documents	99.89	0.11	0.05
Ordinary Resolution 7: Approval to sell treasury shares for cash	85.21	14.79	0.05
Ordinary Resolution 8: Non-binding endorsement of the Company's remuneration policy and implementation report			
8.1. To approve the Remuneration Policy	74.79	25.21	0.65
8.2. To approve the Remuneration Implementation Report	65.25	34.75	0.65
Special Resolutions			
Special Resolution 1: Financial assistance in terms of section 44 of the Companies Act	99.70	0.30	0.05
Special Resolution 2: Financial assistance in terms of section 45 of the Companies Act	87.81	12.19	0.05
Special Resolution 3: Remuneration payable to non-executive directors			
3.1. Chairperson of the Board	97.90	2.10	0.08
3.2. Members of the Board	92.36	7.64	0.08
3.3. Chairperson of the Audit Committee	92.16	7.84	0.08
3.4. Members of the Audit Committee	92.16	7.84	0.08
3.5. Chairperson of the Risk and Governance Committee	92.16	7.84	0.08
3.6. Members of the Risk and Governance Committee	92.16	7.84	0.08
3.7. Chairperson of the Nomination Committee	97.70	2.30	0.08
3.8. Members of the Nomination Committee	97.71	2.29	0.08
3.9. Chairperson of the Remuneration Committee	92.16	7.84	0.08
3.10. Members of the Remuneration Committee	92.16	7.84	0.08
3.11. Chairperson of the Social and Ethics Committee	92.16	7.84	0.08
3.12. Members of the Social and Ethics Committee	92.16	7.84	0.08
3.13. Chairperson of the Technology and Information Committee	92.16	7.84	0.08
3.14. Members of the Technology and Information Committee	92.27	7.73	0.08
Special Resolution 4: General approval to acquire shares	99.98	0.02	0.35

While the non-binding endorsement of Ordinary Resolutions 8.1 and 8.2 relating to the Remuneration Policy and the Implementation of the Remuneration Policy were passed by the requisite majority shareholders, as the resolutions were voted against by shareholders exercising 25% or more of the voting rights exercised, EOH extends an invitation to those shareholders who voted against such resolutions, to engage with EOH in writing. Please send all comments and feedback to the company secretary, Ms Adri Els at [adri.els@eoh.com](mailto:adri.els@eoh.com), by close of business on Tuesday, 30 April 2019.

Johannesburg  
20 February 2019

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