

CAPITEC BANK HOLDINGS LIMITED - Results Of The Annual General Meeting

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CAPITEC BANK HOLDINGS LIMITED

Incorporated in the Republic of South Africa

Registration number: 1999/025903/06

Registered bank controlling company

JSE share code: CPI- ISIN: ZAE000035861

JSE preference share code: CPI- ISIN: ZAE000083838

"Capitec" or "the Company"

RESULTS OF THE ANNUAL GENERAL MEETING

Shareholders are hereby advised that at the annual general meeting of the Company held at 14:30 on Friday, 31 May 2019, at The Olive Press, Boschendal Estate, Pniel Road, Groot Drakenstein, Franschhoek ("AGM"), all of the resolutions were passed by the requisite majority of the Company's shareholders.

Details of the results of the voting at the AGM are as follows:

	Votes		Number
Votes for resolution	against resolution		of Number of

	as a percentage of total number of shares voted at AGM	as a percentage of total number of shares voted at AGM	Number of shares voted at AGM	shares voted at AGM as a percenta ge of shares in issue	shares abstained as a percentag e of shares in issue
Resolutions proposed at the AGM					
Ordinary resolution number 1: Re-election of Ms LA Dlamini as an independent non-executive Director	99.77%	0.23%	100,754,525	87.14%	0.49%
Ordinary resolution number 2: Re-election of Mr JD McKenzie as an independent non- executive Director	99.87%	0.13%	97,896,849	84.67%	0.16%

Ordinary resolution number 3: Re-election of Mr PJ Mouton as a non-executive Director	94.58%	5.42%	101,117,421	87.45%	0.18%
Ordinary resolution number 4: Election of Mr DP Meintjes as an independent non-executive Director	99.49%	0.51%	101,131,976	87.46%	0.17%
Ordinary resolution number 5: Re-appointment of PricewaterhouseC oopers Inc. as auditor	91.33%	8.67%	99,894,690	86.39%	0.06%

Ordinary resolution number 6: Approval to issue (i) Loss Absorbent Convertible Capital Securities and (ii) Ordinary Shares upon a relevant "trigger event"	98.34%	1.66%	101,255,361	87.57%	0.06%
Ordinary resolution number 7: Authority to issue Ordinary Shares for cash by way of a general authority	97.74%	2.26%	101,240,334	87.56%	0.06%
Ordinary resolution number 8:	90.41%	9.59%	101,041,024	87.39%	0.24%

Endorsement of remuneration policy					
Ordinary resolution number 9: Endorsement of implementation of remuneration policy	90.63%	9.37%	101,041,724	87.39%	0.24%
Ordinary resolution number 10: Approval of amendments to the Capitec Bank Group Employee Empowerment Trust deed	99.95%	0.05%	101,037,917	87.38%	0.15%
Special resolution number 1: Approval of the Directors'	98.13%	1.87%	100,931,977	87.29%	0.34%

remuneration for
the financial
year ending on
29 February 2020

Special	99.30%	0.70%	101,230,924	87.55%	0.08%
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resolution
number 2:
General approval
for the Company
and any
subsidiary
company to
purchase
Ordinary Shares
issued by the
Company

Special	99.81%	0.19%	101,177,250	87.50%	0.13%
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resolution
number 3:
Authority for
the Board to
authorise the
Company to
provide
financial

assistance to
related
companies and
corporations

Special	99.20%	0.80%	101,255,981	87.57%	0.06%
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resolution
number 4:
Authority for
the Board to
authorise the
Company to
provide
financial
assistance for
the acquisition
of Ordinary
Shares in
respect of a
Restricted Share
Plan for senior
managers

Note:

Total number of shares in issue as at the date of the AGM was
115,626,991.

Stellenbosch

3 June 2019

Sponsor

PSG Capital

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