

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

## REPORT ON PROCEEDINGS AT THE RMH ANNUAL GENERAL MEETING AND CHANGES IN IMPORTANT FUNCTIONS OF DIRECTORS

### REPORT ON PROCEEDINGS AT THE RMH ANNUAL GENERAL MEETING

At the thirty second annual general meeting ("AGM" or "meeting") of the shareholders of RMH held today, 14 November 2019, 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 cast 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			
<b>Ordinary resolutions</b>					
1. Re-election of directors					
1.1 Jan Johnathan (Jannie) Durand	85.54	14.46	1 162 117 638	82.32	0.24
1.2 Peter Cooper	89.70	10.30	1 162 117 638	82.32	0.24
1.3 Lauritz Lanser (Laurie) Dippenaar	89.58	10.42	1 162 116 638	82.32	0.24
1.4 Sonja Emilia Ncumisa (Sonja) de Bruyn	96.34	3.66	1 162 603 308	82.35	0.20
1.5 Obakeng Phetwe	89.84	10.16	1 162 116 638	82.32	0.24
2. General authority to place 5% (five percent) of authorised ordinary shares under the control of the directors	91.34	8.66	1 162 598 350	82.35	0.20
3. General authority to issue ordinary shares for cash	92.12	7.88	1 154 248 973	81.76	0.79
4. Approval of re-appointment of auditor	85.92	14.08	1 162 117 066	82.32	0.24
5. Appointment of Audit and Risk Committee members					
5.1 Sonja Emilia Ncumisa (Sonja) de Bruyn	97.77	2.23	1 162 603 308	82.35	0.20
5.2 Per-Erik Lagerström	99.72	0.28	1 162 604 308	82.35	0.20
5.3 James Andrew (James) Teeger	99.75	0.25	1 162 318 525	82.33	0.22
6. Signing authority	100.00	-	1 162 605 308	82.35	0.20
7.1: Advisory endorsement of the remuneration policy	71.63	28.37	1 152 559 864	81.64	0.91
7.2: Advisory endorsement of the remuneration implementation report	71.55	28.45	1 152 559 864	81.64	0.91

<b>Special resolutions</b>					
1. Approval of non-executive directors' remuneration with effect 1 December 2019	99.16	0.84	1 162 576 959	82.35	0.21
2. General authority to repurchase Company shares	99.01	0.99	1 162 564 183	82.35	0.21
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	95.60	4.40	1 154 247 845	81.76	0.80
4. Financial assistance to directors, prescribed officers and employee share scheme beneficiaries	81.17	18.83	1 154 242 396	81.76	0.80
5. Financial assistance to related or inter-related entities	95.73	4.27	1 162 594 387	82.35	0.20
<i>*Total issued share capital is 1 411 703 218</i>					

The special resolutions will, where necessary, be lodged for registration with the Companies and Intellectual Property Commission in due course. Shareholders are advised that due to ordinary resolutions number 7.1 and 7.2 relating to the non-binding advisory votes on the remuneration policy and the implementation of the remuneration policy being voted against by more than 25% of RMH ordinary shareholders present in person or represented by proxy at the AGM, an invitation will be extended to such dissenting shareholders to engage with the Company. The manner and timing of such engagement has not yet been finalised and RMH will issue a further announcement shortly including such details.

## **CHANGES IN IMPORTANT FUNCTIONS OF DIRECTORS**

Mr Per Lagerström has been elected as chairman of the audit and risk committee with immediate effect. Mr Peter Cooper has resigned as a member of the investment committee with immediate effect.

Sandton  
15 November 2019

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