

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:

Resolutions proposed at the AGM	Votes for resolution as a percentage of total number of shares voted at AGM	Votes against resolution as a percentage of total number of shares voted at AGM	Number of shares voted at AGM	Number of shares voted at AGM as a percentage of shares in issue	Number of shares abstained as a percentage of shares in issue
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 PricewaterhouseCoopers 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: Endorsement of remuneration policy	90.41%	9.59%	101,041,024	87.39%	0.24%
Ordinary resolution number 9: Endorsement of implementation	90.63%	9.37%	101,041,724	87.39%	0.24%

of remuneration policy					
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' remuneration for the financial year ending on 29 February 2020	98.13%	1.87%	100,931,977	87.29%	0.34%
Special resolution number 2: General approval for the Company and any subsidiary company to purchase Ordinary Shares issued by the Company	99.30%	0.70%	101,230,924	87.55%	0.08%
Special resolution number 3: Authority for the Board to authorise the Company to provide financial assistance to related companies and corporations	99.81%	0.19%	101,177,250	87.50%	0.13%
Special resolution number 4: Authority for the Board to authorise the	99.20%	0.80%	101,255,981	87.57%	0.06%

Company to provide financial assistance for the acquisition of Ordinary Shares in respect of a Restricted Share Plan for senior managers					
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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