

Finbond Group Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2001/015761/06)
Share code: FGL ISIN: ZAE000138095
('Finbond' or 'the Company')

RESULTS OF ANNUAL GENERAL MEETING

Shareholders are hereby advised that at the annual general meeting of shareholders of the company held on Monday, 29 July 2019, all the proposed ordinary and special resolutions, as set out in the notice of annual general meeting contained in the integrated report for the year ended 28 February 2019, were passed by the requisite majority of shareholders present and voting, in person or by proxy.

Details of the results of voting at the annual general meeting are as follows:

- Total number of issued ordinary shares: 954 012 017
- Total number of issued ordinary shares which were present/represented at the annual general meeting: 892 531 249 being 93.56% of the total number of issued ordinary shares

Ordinary Resolutions

Resolution to consider the audited annual financial statements

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 513 864, being 100%	0, being 0%	17 385, being 0%	892 513 864, being 93.55%

Ordinary resolution number 1: Control over unissued share capital

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 462 649, being 99.99%	51 215, being 0.01%	17 385, being 0%	892 513 864, being 93.55%

Ordinary resolution number 2: General authority to issue shares for cash

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 462 349, being 99.99%	51 515, being 0.01%	17 385, being 0%	892 513 864, being 93.55%

Ordinary resolution number 3: Re-election of Adv N Melville to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 509 264, being 100%	0, being 0%	21 985, being 0%	892 509 264, being 93.55%

Ordinary resolution number 4: Re-election of Dr M Motlatla to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 509 264, being 100%	0, being 0%	21 985, being 0%	892 509 264, being 93.55%

Ordinary resolution number 5: Re-election of Mrs R Xaba to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 509 264, being 100%	0, being 0%	21 985, being 0%	892 509 264, being 93.55%

Ordinary resolution number 6: Re-election of Ms H Wilken-Jonker to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 509 264, being 100%	0, being 0%	21 985, being 0%	892 509 264, being 93.55%

Ordinary resolution number 7: Re-election of Mr DJ Brits to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 509 264, being 100%	0, being 0%	21 985, being 0%	892 509 264, being 93.55%

Ordinary resolution number 8: Re-election of Mr H Kotze to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 509 264, being 100%	0, being 0%	21 985, being 0%	892 509 264, being 93.55%

Ordinary resolution number 9: Re-election of Mr PA Naude to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 509 264, being 100%	0, being 0%	21 985, being 0%	892 509 264, being 93.55%

Ordinary resolution 10: Re-election of Mr DJ Brits to the audit committee

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 509 264, being 100%	300, being 0%	21 985, being 0%	892 509 264, being 93.55%

Ordinary resolution 11: Re-election of Adv N Melville to the audit committee

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 509 264, being 100%	0, being 0%	21 985, being 0%	892 509 264, being 93.55%

Ordinary resolution 12: Re-election of Ms R Xaba to the audit committee

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 509 264, being 100%	0, being 0%	21 985, being 0%	892 509 264, being 93.55%

Special resolutions

Special resolution 1: Non-executive remuneration

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
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892 513 564, being 100%	300, being 0%	17 385, being 0%	892 513 864, being 93.55%
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Special resolution 2: Remuneration policy

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 513 564, being 100%	300, being 0%	17 385, being 0%	892 513 864, being 93.55%

Special resolution 3: Remuneration implementation report

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 513 663, being 100%	201, being 0%	17 385, being 0%	892 513 864, being 93.55%

Special resolution 4: Ratification of the inter-group loans

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 513 864, being 100%	0, being 0%	17 385, being 0%	892 513 864, being 93.55%

Special resolution 5: General authority to repurchase shares

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 513 864, being 100%	0, being 0%	17 385, being 0%	892 513 864, being 93.55%

Special resolution 6: Increase in authorised share capital

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
892 458 049, being 99.99%	51 215, being 0.01%	21 985, being 0%	892 509 264, being 93.55%

The chairman proposed that the Group's external auditors, SNG Grant Thornton, be automatically re-appointed as recommended by the Audit Committee. All shareholders present and by proxy unanimously approved the automatic re-appointment of SNG Grant Thornton.

Notes:

(1) The votes carried for and against each individual resolution are disclosed as a percentage in relation to the total number of ordinary shares voted (whether in person or by proxy) in respect of such individual resolution at the annual general meeting.

(2) The total number of ordinary shares abstained in respect of each individual resolution (whether in person or by proxy) is disclosed as a percentage in relation to the total number of issued ordinary shares.

(3) The total number of ordinary shares voted (whether in person or by proxy) at the annual general meeting in respect of each individual resolution is disclosed as a percentage in relation to the total number of issued ordinary shares.

The relevant special resolutions will be lodged with the Companies and Intellectual Property Commission in due course.

Pretoria

29 July 2019

Sponsor: Grindrod Bank Limited