

Alexander Forbes Group Holdings
(Incorporated in the Republic of South Africa)
(Registration number 2006/025226/06)
Share code: AFH
ISIN: ZAE000191516
(the Company or group)

REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING

Shareholders are advised that at the fourteenth (14th) annual general meeting (AGM or meeting) of the Company's shareholders held today, 2 September 2020, all the ordinary and special resolutions proposed at the meeting were approved by the requisite majority of votes. In this regard, the Company 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			
Ordinary resolution 1.1: Election of Ms MR Nkadimeng as a director	98.44%	1.56%	1 239 055 034	88.41%	0.01%
Ordinary resolution 1.2: Re-election of Mr RM Head as a director	99.94%	0.06%	1 239 055 034	88.41%	0.01%
Ordinary resolution 1.3: Re-election of Ms M Ramplin as a director	99.80%	0.20%	1 239 055 034	88.41%	0.01%
Ordinary resolution 2.1: Election of Mr T Dloti as a member of the group audit and risk committee	99.99%	0.01%	1 239 055 034	88.41%	0.01%
Ordinary resolution 2.2: Election of Mr RM Head as a member of the group audit and risk committee	99.97%	0.03%	1 239 055 034	88.41%	0.01%
Ordinary resolution 2.3: Election of Mr NG Payne as a member of the group audit and risk committee	95.67%	4.33%	1 239 055 034	88.41%	0.01%
Ordinary resolution 3.1: Election of Mr DJ de Villiers as a member of the group social, ethics and transformation committee	99.37%	0.63%	1 239 055 034	88.41%	0.01%
Ordinary resolution 3.2: Election of Mr T Dloti as a member of the group social, ethics and transformation committee	100.00%	0.00%	1 239 055 034	88.41%	0.01%
Ordinary resolution 3.3: Election of Ms BJ Memela-Khambula as a member of the group social, ethics and transformation committee	94.46%	5.54%	1 239 055 034	88.41%	0.01%
Ordinary resolution 4: Reappointment of PricewaterhouseCoopers Incorporated as independent external auditors	92.81%	7.19%	1 239 055 034	88.41%	0.01%

Ordinary resolution 5.1: Approve, through an advisory vote, the company's remuneration policy	93.97%	6.03%	1 239 031 341	88.40%	0.01%
Ordinary resolution 5.2: Approve, through an advisory vote, the company's implementation report	99.99%	0.01%	1 239 031 341	88.40%	0.01%
Ordinary resolution 6: Authorise directors and/or executive: governance, legal and compliance to implement the resolutions set out in the notice convening the annual general meeting	100.00%	0.00%	1 239 055 034	88.41%	0.01%
Special resolution 1: Approve non-executive directors' fees for the period 1 October 2020 to the next annual general meeting	100.00%	0.00%	1 239 031 341	88.40%	0.01%
Special resolution 2: Authorise financial assistance for subscription of securities	100.00%	0.00%	1 239 038 398	88.41%	0.01%
Special resolution 3: Authorise financial assistance for related and interrelated companies	100.00%	0.00%	1 239 038 398	88.41%	0.01%
Special resolution 4: Authorise the directors to repurchase company shares in terms of a general authority	99.73%	0.27%	1 239 038 406	88.41%	0.01%
Special resolution 5: Approve amended memorandum of incorporation	92.59%	7.41%	1 239 031 341	88.40%	0.01%

Total issued share capital is 1 401 541 409.

The special resolutions will, where necessary, be lodged for registration with the Companies and Intellectual Property Commission in due course.

Carina Wessels

Executive: Governance, Legal & Compliance

2 September 2020
Sandton

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