

Motus Holdings Limited

(Incorporated in the Republic of South Africa)

Registration number: 2017/451730/06

Share code: MTH

ISIN: ZAE000261913

("Motus" or the "Company")

Results of Annual General Meeting (AGM)

Motus shareholders are advised that all the ordinary and special resolutions proposed in the Notice of the AGM dated 15 September 2020 and tabled at the Company's AGM held at 09:00 today, Tuesday, 10 November 2020, were passed by the requisite majority of votes cast by shareholders.

As at Friday, 30 October 2020 being the AGM Record Date, the total number of Motus ordinary shares in issue was 197 765 089 ("**Motus Issued Ordinary Shares**"). The number of ordinary shares in issue eligible to vote at the AGM was 192 568 830 ("**Motus Voteable Ordinary Shares**"). This number is calculated as the total number of Motus ordinary shares in issue, less treasury shares. The total number of voteable ordinary shares represented at the AGM by submitting proxies or by being present by means of electronic participation was 140 454 347, being 72,94% of Motus Voteable Ordinary Shares.

The voting details with respect to the proposed resolutions were as follows:

| Resolutions Proposed | For⁽¹⁾ | Against⁽¹⁾ | Number of shares voted | Percentage of shares voted⁽²⁾ | Abstained⁽²⁾ |
|---|--------------------------|------------------------------|-------------------------------|---|--------------------------------|
| Ordinary Resolution 1: Adoption of the annual financial statements | 100,00 | 0,00 | 140 347 959 | 70,97 | 0,05 |
| Ordinary Resolution 2: Appointment of auditors | 81,27 | 18,73 | 140 430 305 | 71,01 | 0,01 |
| Ordinary Resolution 3.1: Appointment of audit committee member – Mr S Mayet | 99,92 | 0,08 | 140 431 415 | 71,01 | 0,01 |
| Ordinary Resolution 3.2: Appointment of audit committee member – Ms K Moloko | 97,42 | 2,58 | 140 431 415 | 71,01 | 0,01 |
| Ordinary Resolution 3.3: Appointment of audit committee member – Mr MJN Njeke | 98,19 | 1,81 | 140 431 415 | 71,01 | 0,01 |
| Ordinary Resolution 4.1: Reappointment of retiring director – Mr GW Dempster | 96,24 | 3,76 | 139 286 894 | 70,43 | 0,59 |
| Ordinary Resolution 4.2: Reappointment of retiring director – Mr A Tugendhaft | 93,91 | 6,09 | 140 431 215 | 71,01 | 0,01 |
| Ordinary Resolution 5: Authority to issue ordinary shares | 82,85 | 17,15 | 139 840 242 | 70,71 | 0,31 |
| Ordinary Resolution 6: Authority to issue shares for cash | 86,71 | 13,29 | 139 840 242 | 70,71 | 0,31 |

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|--|-------|-------|-------------|-------|------|
| Ordinary Resolution 7: Confirmation of Group's remuneration policy | 87,95 | 12,05 | 139 837 785 | 70,71 | 0,31 |
| Ordinary Resolution 8: Implementation of Group's implementation report | 68,76 | 31,24 | 138 409 822 | 69,99 | 1,03 |
| Special Resolution 1.1: Directors' fees - Chairman | 99,96 | 0,04 | 140 429 656 | 71,01 | 0,01 |
| Special Resolution 1.2: Directors' fees – Deputy chairman and lead independent director | 99,96 | 0,04 | 140 429 656 | 71,01 | 0,01 |
| Special Resolution 1.3: Directors' fees – Board member | 99,96 | 0,04 | 140 429 656 | 71,01 | 0,01 |
| Special Resolution 1.4: Directors' fees – Assets and liabilities committee chairman | 99,96 | 0,04 | 140 429 656 | 71,01 | 0,01 |
| Special Resolution 1.5: Directors' fees – Assets and liabilities committee member | 99,96 | 0,04 | 140 431 656 | 71,01 | 0,01 |
| Special Resolution 1.6: Directors' fees – Audit and risk committee chairman | 99,96 | 0,04 | 140 429 656 | 71,01 | 0,01 |
| Special Resolution 1.7: Directors' fees – Audit and risk committee member | 99,96 | 0,04 | 140 429 656 | 71,01 | 0,01 |
| Special Resolution 1.8: Directors' fees – Divisional board member | 99,96 | 0,04 | 140 429 656 | 71,01 | 0,01 |
| Special Resolution 1.9: Directors' fees – Divisional finance and risk committee member | 99,96 | 0,04 | 140 429 656 | 71,01 | 0,01 |
| Special Resolution 1.10: Directors' fees – Remuneration committee chairman | 99,96 | 0,04 | 140 431 656 | 71,01 | 0,01 |
| Special Resolution 1.11: Directors' fees – Remuneration committee member | 99,96 | 0,04 | 140 429 656 | 71,01 | 0,01 |
| Special Resolution 1.12: Directors' fees – Nominations committee chairman | 99,96 | 0,04 | 140 429 656 | 71,01 | 0,01 |
| Special Resolution 1.13: Directors' fees – Nominations committee member | 99,96 | 0,04 | 140 429 656 | 71,01 | 0,01 |
| Special Resolution 1.14: Directors' fees – Social, ethics and sustainability member | 99,96 | 0,04 | 140 430 656 | 71,01 | 0,01 |
| Special Resolution 1.15: Directors' fees – Social, ethics and sustainability member | 99,96 | 0,04 | 140 430 656 | 71,01 | 0,01 |
| Special Resolution 2: General authority to repurchase Company securities | 97,91 | 2,09 | 140 396 824 | 70,99 | 0,03 |

| | | | | | |
|---|-------|------|-------------|-------|------|
| Special Resolution 3: Authority to provide financial assistance in terms of Section 44 of the Companies Act | 99,08 | 0,92 | 140 431 257 | 71,01 | 0,01 |
| Special Resolution 4: Authority to provide financial assistance in terms of Section 45 of the Companies Act | 99,09 | 0,91 | 140 431 755 | 71,01 | 0,01 |

In view of the 68,76% cast by Motus shareholders in favour of Ordinary Resolution number 8 – confirmation of remuneration implementation report being less than 75%, therefore triggering the requirement to consult with shareholders, Motus has commenced a process of engaging with material and/or dissenting shareholders and will continue with this process in the coming weeks.

Shareholders who voted against the confirmation of the remuneration implementation report are invited to engage with the Company by submitting written questions/comments to the Company Secretary via email at: janinej@motuscorp.co.za and/or the Investor Relations Manager via email at: motusir@motuscorp.co.za by no later than close of business on Thursday, 19 November 2020.

- 1) Based on the total number of Motus voteable ordinary shares for each resolution.
- 2) Based on the total number of Motus Issued Ordinary Shares.

Company Secretary
JK Jefferies

Bedfordview
10 November 2020

Sponsor:
Standard Bank of South Africa Limited