

**Metrofile Holdings Limited**

(Incorporated in the Republic of South Africa)

Registration number: 1983/012697/06

Share code: MFL ISIN: ZAE000061727

("Metrofile" or the "Company")

**RESULTS OF ANNUAL GENERAL MEETING**

Metrofile shareholders ("Shareholders") are hereby advised that at the annual general meeting of Shareholders held via a remote, interactive electronic platform at 09:00 on Tuesday, 24 November 2020 ("AGM"), all the ordinary and special resolutions contained in the notice of AGM were passed by the requisite majority of votes of Shareholders attending the AGM or represented by proxy.

Details of the results of voting at the AGM are as follows:

<b>Resolution</b>	<b>Number of shares voted</b>	<b>Percentage of shares in issue* %</b>	<b>For** %</b>	<b>Against** %</b>	<b>Abstained* %</b>
Ordinary resolution number 1: Adoption of the audited consolidated annual financial statements	294 016 755	64,95	100,00	0,00	0,13
Ordinary resolution number 2: Re-election of CS Seabrooke as a director	294 016 755	64,95	99,70	0,30	0,13
Ordinary resolution number 3: Re-election of GD Wackrill as a director	294 016 755	64,95	99,69	0,31	0,13
Ordinary resolution number 4: Re-election of SV Zilwa as a director	293 972 610	64,94	99,98	0,02	0,14

Ordinary resolution number 5: Appointment of SV Zilwa as a member of the Audit, Governance and Risk Committee	293 972 610	64,94	99,98	0,02	0,14
Ordinary resolution number 6: Appointment of P Langeni as a member of the Audit, Governance and Risk Committee	293 972 610	64,94	99,68	0,32	0,14
Ordinary resolution number 7: Appointment of LE Mthimunye as a member of the Audit, Governance and Risk Committee	293 972 610	64,94	99,98	0,02	0,14
Ordinary resolution number 8: Appointment of Deloitte & Touche as auditor of the Company	294 016 755	64,95	98,67	1,33	0,13
Ordinary resolution number 9: Amendments to the rules of the Metrofile Conditional Share Plan ("CSP")	293 972 610	64,94	97,59	2,41	0,14
Ordinary resolution number 10: Authority to directors to implement changes to the rules of	294 106 755	64,97	97,56	2,44	0,11

the CSP, including the allotment and issue of ordinary shares					
Ordinary resolution number 11: Remuneration policy	294 106 755	64,97	99,82	0,18	0,11
Ordinary resolution number 12: Implementation of the remuneration policy	294 106 755	64,97	99,55	0,45	0,11
Special resolution number 1: Remuneration of non-executive directors	293 778 975	64,90	99,93	0,07	0,19
Special resolution number 2: General authority to acquire the Company's own shares	294 016 755	64,95	99,99	0,01	0,13
Special resolution number 3: Granting of financial assistance in terms of section 44 of the Companies Act	294 075 968	64,97	99,84	0,16	0,12
Special resolution number 4: Granting of financial assistance in terms of section 45 of the Companies Act	294 075 968	64,97	99,95	0,05	0,12

Ordinary resolution number 13: General authority to issue shares for cash	294 106 755	64,97	87,26	12,74	0,11
Ordinary resolution number 14: General authority to allot and issue shares	294 016 755	64,95	87,28	12,72	0,13
Special resolution number 5: General authority to allot and issue shares pursuant to the CSP	293 726 371	64,89	99,84	0,16	0,20
Ordinary resolution number 15: Authority to directors to implement the resolutions	294 106 755	64,97	99,96	0,04	0,11

\*Based on 452 649 116 shares in issue at the date of the AGM.

\*\*In relation to the total number of shares voted at the AGM.

Shareholders are advised that the Company will issue a trading update during December 2020.

Johannesburg  
25 November 2020

Sponsor  
The Standard Bank of South Africa Limited