

EOH HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1998/014669/06)

JSE share code: EOH ISIN: ZAE000071072

("EOH" or "the Company")

**RESULTS OF ANNUAL GENERAL MEETING**

Shareholders are advised that at the annual general meeting ("AGM") of shareholders held on Wednesday, 20 January 2021 (in terms of the notice of AGM dispatched on Friday, 18 December 2020) all the resolutions tabled thereat were passed by the requisite majority of shareholders, other than ordinary resolution 5.1 in respect of EOH's remuneration policy and ordinary resolution 6 in respect of the EOH 2020 Share Plan.

Shareholders are further advised that following Ismail Mamoojee's decision not to stand for re-election at the AGM, ordinary resolution number 2.2, which proposed the re-election of Ismail Mamoojee as an independent non-executive director of the Company, was withdrawn from consideration at the commencement of the AGM. Shareholders are referred to the SENS announcement released by the Company on 21 December 2020 in this regard.

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

- total number of EOH ordinary shares in issue as at the date of the AGM: 176 544 961;
- total number of EOH ordinary shares that could have been voted at the AGM, excluding 7 889 112 treasury shares: 168 655 849;
- total number of EOH A shares in issue as at the date of the AGM: 40 000 000;
- total number of EOH ordinary shares that were present/represented at the AGM: 81 417 346, being 48.24% of the total number of EOH ordinary shares that could have been voted at the AGM;
- total number of EOH A shares that were present/represented at the AGM: 40 000 000, being 100% of the total number of EOH A shares that could have been voted at the AGM (excluded in respect of ordinary resolutions 5.1, 5.2 and 6 and special resolution 2); and
- total number of EOH ordinary shares and EOH A shares that were present/represented at the AGM: 121 417 346, being 58.19% of the total number of EOH ordinary shares and EOH A shares that could have been voted at the AGM.

Ordinary resolution number 1.1: To appoint Sipho Ngidi as independent non-executive director

Ordinary shares voted* 80 699 268, being 45.71%	For 80 682 572, being 99.98%	Against 16 696, being 0.02%	Abstentions[^] 718 078, being 0.41%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions[^] -
Total shares voted* 120 699 268, being 55.74%	For 120 682 572, being 99.99%	Against 16 696, being 0.01%	Abstentions[^] 718 078, being 0.33%

Ordinary resolution number 1.2: To appoint Andrew Marshall as independent non-executive director

Ordinary shares voted* 80 699 273, being 45.71%	For 80 692 249, being 99.99%	Against 7 024, being 0.01%	Abstentions[^] 718 078, being 0.41%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions[^] -
Total shares voted* 120 699 273, being 55.74%	For 120 692 249, being 99.99%	Against 7 024, being 0.01%	Abstentions[^] 718 073, being 0.33%

Ordinary resolution number 1.3: To appoint Jabu Moleketi as non-executive director

Ordinary shares voted* 60 179 966, being 34.09%	For 60 099 917, being 99.87%	Against 80 049, being 0.13%	Abstentions^ 21 237 380, being 12.03%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions^ -
Total shares voted* 100 179 966, being 46.26%	For 100 099 917, being 99.92%	Against 80 049, being 0.08%	Abstentions^ 21 237 380, being 9.81%

Ordinary resolution number 1.4: To appoint Nosipho Molope as independent non-executive director

Ordinary shares voted* 80 699 260, being 45.71%	For 80 683 564, being 99.98%	Against 15 696, being 0.02%	Abstentions^ 718 086, being 0.41%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions^ -
Total shares voted* 120 699 260, being 55.74%	For 120 683 564, being 99.99%	Against 15 696, being 0.01%	Abstentions^ 718 086, being 0.33%

Ordinary resolution number 1.5: To appoint Bhartie Harie as independent non-executive director

Ordinary shares voted* 80 699 273, being 45.71%	For 80 682 982, being 99.98%	Against 16 291, being 0.02%	Abstentions^ 718 073, being 0.41%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions^ -
Total shares voted* 120 699 273, being 55.74%	For 120 682 982, being 99.99%	Against 16 291, being 0.01%	Abstentions^ 718 086, being 0.33%

Ordinary resolution number 2.1: To re-elect Jesmane Boggenpoel as independent non-executive director

Ordinary shares voted* 80 701 773, being 45.71%	For 80 581 801, being 99.85%	Against 119 972, being 0.15%	Abstentions^ 715 573, being 0.41%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions^ -
Total shares voted* 120 701 773, being 55.74%	For 120 581 801, being 99.90%	Against 119 972, being 0.10%	Abstentions^ 715 573, being 0.33%

Ordinary resolution number 2.2: To re-elect Ismail Mamoojee as independent non-executive director

Withdrawn

Ordinary resolution number 3.1: To appoint Mike Bosman as a member and chairman of the audit committee

Ordinary shares voted* 80 699 618, being 45.71%	For 79 304 242, being 98.27%	Against 1 395 376, being 1.73%	Abstentions^ 717 728, being 0.41%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions^ -
Total shares voted* 120 699 618, being 55.74%	For 119 304 242, being 98.84%	Against 1 395 376, being 1.16%	Abstentions^ 717 728, being 0.33%

Ordinary resolution number 3.2: To appoint Jesmane Boggenpoel as member of the audit committee

Ordinary shares voted* 80 699 618, being 45.71%	For 79 202 806, being 98.15%	Against 1 496 812, being 1.85%	Abstentions^ 717 728, being 0.41%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions^ -
Total shares voted* 120 699 618, being 55.74%	For 119 202 806, being 98.76%	Against 1 496 812, being 1.24%	Abstentions^ 717 728, being 0.33%

Ordinary resolution number 3.3: To appoint Andrew Marshall as a member of the audit committee

Ordinary shares voted* 80 699 626, being 45.71%	For 80 693 609, being 99.99%	Against 6 017, being 0.01%	Abstentions[^] 717 720, being 0.41%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions[^] -
Total shares voted* 120 699 626, being 55.74%	For 120 693 609, being 100%	Against 6 017, being 0.00%	Abstentions[^] 717 720, being 0.33%

Ordinary resolution number 3.4: To appoint Nosipho Molohe as a member of the audit committee

Ordinary shares voted* 80 699 626, being 45.71%	For 80 684 135, being 99.98%	Against 15 491, being 0.02%	Abstentions[^] 717 720, being 0.41%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions[^] -
Total shares voted* 120 699 626, being 55.74%	For 120 684 135, being 99.99%	Against 15 491, being 0.01%	Abstentions[^] 717 720, being 0.33%

Ordinary resolution number 4: To re-appoint PricewaterhouseCoopers Inc. as the independent auditors of the Company

Ordinary shares voted* 80 654 421, being 45.68%	For 80 636 494, being 99.98%	Against 17 927, being 0.02%	Abstentions[^] 762 925, being 0.43%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions[^] -
Total shares voted* 120 654 421, being 55.72%	For 120 636 494, being 99.99%	Against 17 927, being 0.01%	Abstentions[^] 762 925, being 0.35%

Ordinary resolution number 5.1: To endorse the remuneration policy of the Company on a stand-alone and non-binding advisory basis[#]

Ordinary shares voted* 80 600 206, being 45.65%	For 56 941 128, being 70.65%	Against 23 659 078, being 29.35	Abstentions[^] 817 140, being 0.46%
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Ordinary resolution number 5.2: To endorse the remuneration implementation report of the Company on a stand-alone and non-binding advisory basis[#]

Ordinary shares voted* 80 598 861, being 45.65%	For 68 143 634, being 84.55%	Against 12 455 227, being 15.45%	Abstentions[^] 818 485, being 0.46%
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Ordinary resolution number 6: To approve and adopt the EOH 2020 Share Plan[#]

Ordinary shares voted* 80 617 238, being 45.66%	For 59 309 058, being 73.57%	Against 21 308 180, being 26.43%	Abstentions[^] 800 108, being 0.45%
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Special resolution number 1: To approve the fees payable to non-executive directors

Ordinary shares voted* 80 646 918, being 45.68%	For 80 599 859, being 99.94%	Against 47 059, being 0.06%	Abstentions[^] 770 428, being 0.44%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions[^] -
Total shares voted* 120 646 918, being 55.71%	For 120 599 859, being 99.96%	Against 47 059, being 0.04%	Abstentions[^] 770 428, being 0.36%

Special resolution number 2: To authorise the Company and the Company's subsidiaries, by way of a general authority, to acquire up to 10% of the Company's issued ordinary shares[#]

Ordinary shares voted* 80 665 608, being 45.69%	For 80 652 816, being 99.98%	Against 12 792, being 0.02%	Abstentions[^] 751 738, being 0.43%
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Special resolution number 3: To authorise the issue of shares in terms of section 41(1) of the Companies Act in respect of the EOH 2020 Share Plan

Ordinary shares voted* 80 652 100, being 45.68%	For 59 405 718, being 73.66%	Against 21 246 382, being 26.34%	Abstentions^ 765 246, being 0.43%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions^ -
Total shares voted* 120 652 100, being 55.72%	For 99 405 718, being 82.39%	Against 21 246 382, being 17.61%	Abstentions^ 765 246, being 0.35%

Ordinary resolution number 7: To authorise that any director of the Company be individually authorised to sign all such documents and do all such things as may be necessary for, or incidental to, the implementation of the resolutions adopted at the AGM

Ordinary shares voted* 80 700 563, being 45.71%	For 80 696 342, being 99.99%	Against 4 221, being 0.01%	Abstentions^ 716 783, being 0.41%
A shares voted* 40 000 000, being 100%	For 40 000 000, being 100%	Against -	Abstentions^ -
Total shares voted* 120 700 563, being 55.74%	For 120 696 342, being 100%	Against 4 221, being 0.00%	Abstentions^ 716 783, being 0.35%

* shares voted (excluding abstentions) in relation to total shares in issue

^ in relation to total shares in issue

unlisted A shares not taken into account in respect of resolutions required in terms of the JSE Listings Requirements

In respect of the non-binding advisory vote on the endorsement of the remuneration policy, EOH extends an invitation to all shareholders to engage with the Company in order to address their concerns on the remuneration policy. Shareholders are requested to address their concerns to the Chairperson of the Nomination and Remuneration Committee, Sipho Ngidi, by emailing the company secretary at neill.obrien@eoh.com. EOH will consider all concerns and take steps to address legitimate and reasonable objections and concerns.

22 January 2021

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JAVACAPITAL