

**AYO TECHNOLOGY SOLUTIONS LIMITED**  
(Incorporated in the Republic of South Africa)  
Registration number: 1996/014461/06  
JSE share code: AYO  
ISIN: ZAE000252441  
("AYO" or "the Company")



## RESULTS OF THE ANNUAL GENERAL MEETING

Shareholders are hereby advised that the results of the voting at the annual general meeting ("AGM") of the Company held at 08:30 today, Tuesday, 23 February 2021, on the Microsoft Teams Platform, are set out below.

Shareholders are further advised that

- there were 344 123 944 shares in issue as at the date of the AGM; and
- the total number of shares that were present represented by proxy at the AGM was 340 565 389 shares being 98.97% of the total number of shares in issue.

All the resolutions, as set out in the Integrated Annual Report posted to shareholders, were duly approved by the requisite majority of shareholders present and voting other than the following:

- Ordinary resolutions number 19 - 21 relating to the general authority to issue ordinary shares for cash, non-binding advisory vote on the remuneration policy of the company, non-binding advisory vote on the implementation of the remuneration policy of the Company;
- Special resolution number 2 relating to inter-company financial assistance; and
- Special resolution number 3 relating to financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company.

<b>Resolutions proposed at the AGM</b>	<b>Votes for resolution as a percentage of total number of shares voted at AGM</b>	<b>Votes against resolution as a percentage of total number of shares voted at AGM</b>	<b>Number of shares voted at AGM</b>	<b>Number of shares voted at AGM as a percentage of shares in issue</b>	<b>Number of shares abstained as a percentage of shares in issue</b>
Ordinary resolution number 1: To confirm the appointment of the following Director: Prof L Fourie	<b>99.94%</b>	<b>0.06%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 2: To confirm the appointment of the following Director: Advocate NA Ramatlhodi,	<b>70.64%</b>	<b>29.36%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>

Ordinary resolution number 3: To confirm the appointment of the following Director: Ms RP Mosia,	<b>70.64%</b>	<b>29.36%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 4: To confirm the appointment of the following Director: Dr WA Mgoqi,	<b>99.94%</b>	<b>0.06%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 5: To re-elect the following Director who retires by rotation: Dr DH George	<b>99.94%</b>	<b>0.06%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 6: To re-elect the following Director who retires by rotation: Mrs A Amod	<b>70.64%</b>	<b>29.36%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 7: To appoint Ms RP Mosia as a member of the audit and risk committee	<b>70.64%</b>	<b>29.36%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 8: To appoint Dr DH George as a member of the audit and risk committee	<b>99.94%</b>	<b>0.06%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 9: To appoint Advocate NA Ramathodi as a member of the audit and risk committee	<b>70.64%</b>	<b>29.36%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 10: To appoint Ms AB Amod as a member	<b>70.64%</b>	<b>29.36%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>

of the audit and risk committee					
Ordinary resolution number 11: To appoint Dr DH George as a member of the SET committee	<b>99.94%</b>	<b>0.06%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 12: To appoint Mr I Amod as a member of the SET committee	<b>99.94%</b>	<b>0.06%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 13: To appoint Ms RP Mosia as a member of the SET committee	<b>99.94%</b>	<b>0.06%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 14: To appoint Mrs V Govender as a member of the SET committee	<b>99.94%</b>	<b>0.06%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 15: To appoint Mrs A Amod as a member of the SET committee	<b>99.94%</b>	<b>0.06%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 16: Ratification of Thawt Inc. and Crowe JHB as auditors for the 2020 financial year	<b>100%</b>	<b>0%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 17: To appoint Thawt Inc and Crowe JHB as auditors of the Company	<b>100%</b>	<b>0%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 18: Control of authorised but unissued ordinary shares	<b>70.64%</b>	<b>29.36%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 19:	<b>70.64%</b>	<b>29.36%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>

Approval to issue ordinary shares and/or options for cash					
Ordinary resolution number 20: Non-binding advisory vote on the Remuneration policy of the Company	<b>70.64%</b>	<b>29.36%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Ordinary resolution number 21: Non-binding advisory vote on the implementation of the remuneration policy of the Company	<b>70.64%</b>	<b>29.36%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Special resolution number 1: To approve the remuneration of the non-executive Directors	<b>99.94%</b>	<b>29.36%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Special resolution number 2: To approve inter-company financial assistance	<b>70.64%</b>	<b>29.36%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Special resolution number 3: To approve financial assistance for the subscription or purchase of shares in the Company or in a related or inter-related company	<b>70.64%</b>	<b>29.36%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>
Special resolution number 4: Approval for the Company or its subsidiaries to repurchase shares of the Company	<b>99.94%</b>	<b>0.06%</b>	<b>340 565 389</b>	<b>98.97%</b>	<b>0</b>

Shareholders are further advised that due to Ordinary resolution numbers 20 and 21 relating to the approval of the Company's remuneration policy and its implementation, respectively, being voted against by more than 25% of AYO shareholders, an invitation is hereby extended to such dissenting shareholders to engage with the Company.

Those wishing to do so should, in the first instance, contact the group secretary at [wazeer.moosa@ayotsl.com](mailto:wazeer.moosa@ayotsl.com).

Cape Town  
23 February 2021

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