

CAPITEC BANK HOLDINGS LIMITED
 Registration number: 1999/025903/06
 Incorporated in the Republic of South Africa
 Registered bank controlling company
 JSE share code: CPI ISIN: ZAE000035861
 JSE preference share code: CPIP ISIN: ZAE000083838
 "Capitec" or "the Company"

RESULTS OF THE ANNUAL GENERAL MEETING

Shareholders are advised that the results of the annual general meeting of the Company held entirely by electronic means at 2.30 pm on Friday, 28 May 2021 ("AGM"), are as follows:

Resolutions proposed at the AGM	Votes for resolution as a percentage of total number of shares voted at AGM	Votes against resolution as a percentage of total number of shares voted at AGM	Number of shares voted at AGM	Number of shares voted at AGM as a percentage of shares in issue	Number of shares abstained as a percentage of shares in issue
Ordinary resolution number 1: Re-election of Mr DP Meintjes as an independent non-executive Director	96.31%	3.69%	96,935,851	83.83%	0.09%
Ordinary resolution number 2: Re-election of Mr PJ Mouton as a non-executive Director	93.35%	6.65%	96,531,185	83.48%	0.44%
Ordinary resolution number 3: Re-election of Mr JP Verster as an independent non-executive Director	98.35%	1.65%	96,936,219	83.84%	0.09%
Ordinary resolution number 4: Confirmation of appointment of Ms CH Fernandez	99.46%	0.54%	96,865,568	83.77%	0.15%

as an independent non-executive Director					
Ordinary resolution number 5: Confirmation of appointment of Prof SA du Plessis as an independent non-executive Director	99.28%	0.72%	96,909,226	83.81%	0.11%
Ordinary resolution number 6: Confirmation of appointment of Mr V Mahlangu as an independent non-executive Director	99.26%	0.74%	96,883,220	83.79%	0.14%
Ordinary resolution number 7: Re-appointment of Pricewaterhouse Coopers Inc. as auditor	79.82%	20.18%	96,909,211	83.81%	0.11%
Ordinary resolution number 8: Re-appointment of Deloitte & Touche as auditor	98.39%	1.61%	96,883,226	83.79%	0.14%
Ordinary resolution number 9: Approval to issue (i) the relevant Loss Absorbent Capital Securities and (ii) ordinary shares of the	97.93%	2.07%	96,908,668	83.81%	0.11%

Company upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities					
Ordinary resolution number 10: General authority to issue ordinary shares of the Company for cash	97.12%	2.88%	96,935,841	83.83%	0.09%
Ordinary resolution number 11: Non-binding endorsement of remuneration policy	79.16%	20.84%	96,934,917	83.83%	0.09%
Ordinary resolution number 12: Non-binding endorsement of implementation report on the remuneration policy	48.75%	51.25%	93,486,483	80.85%	3.07%
Ordinary resolution number 13: Authority to amend the definition of employee in the Capitec Bank Holdings Share Trust Deed	99.44%	0.56%	96,936,076	83.84%	0.09%
Special resolution number 1: Approval of the Directors' remuneration for the	99.41%	0.59%	96,896,181	83.80%	0.12%

financial year ending on 28 February 2022					
Special resolution number 2: General approval for the Company and any subsidiary company to purchase ordinary shares issued by the Company	99.26%	0.74%	96,910,965	83.81%	0.11%
Special resolution number 3: Authority for the Board to authorise the Company to provide financial assistance to related companies and corporations	99.56%	0.44%	96,935,776	83.83%	0.09%
Special resolution number 4: Authority for the Board to authorise the Company to provide financial assistance for the acquisition of ordinary shares of the Company in respect of a Restricted Share Plan for senior managers	99.43%	0.57%	96,712,426	83.64%	0.28%

Note:

Total number of shares in issue as at the date of the AGM was 115 626 991.

All the resolutions were passed by the requisite majority of votes present at the meeting in person or by proxy, except for the non-binding endorsement of the implementation report on the remuneration policy as tabled under ordinary resolution number 12.

Shareholders who voted against ordinary resolution number 12 are invited to engage with the Company by submitting written questions or comments to the Company Secretary via e-mail at CapitecAGM2021@capitecbank.co.za by no later than 5 pm on Monday, 7 June 2021. These shareholders will be granted time on 17 June 2021 when the Remuneration Committee will engage with them via electronic means on the matters raised.

Stellenbosch
31 May 2021

Sponsor
PSG Capital