

Finbond Group Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2001/015761/06)
Share code: FGL ISIN: ZAE000138095
('Finbond' or 'the Company')

RESULTS OF ANNUAL GENERAL MEETING

Shareholders are hereby advised that at the annual general meeting of shareholders of the company held on Friday, 30 July 2021, all the proposed ordinary and special resolutions, as set out in the notice of annual general meeting contained in the integrated report for the year ended 28 February 2021, were passed by the requisite majority of shareholders present and voting, in person or by proxy, except for special resolutions 2 and 3.

Details of the results of voting at the annual general meeting are as follows:

- Total number of issued ordinary shares: 908 243 450
- Total number of issued ordinary shares net of treasury shares ("Total Votable Ordinary Shares"): 854 124 742
- Total number of issued ordinary shares which were present/represented at the annual general meeting: 807 215 668 being 94.51% of the Total Votable

Ordinary Shares

Ordinary Resolutions

Resolution to consider the audited annual financial statements

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
789 283 577, being 100%	0, being 0%	17 932 091, being 2.10%	789 283 577, being 92.41%

Ordinary resolution number 1: Control over unissued share capital

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
807 135 031, being 100%	0, being 0%	80 637, being 0.01%	807 135 031, being 94.50%

Ordinary resolution number 2: General authority to issue shares for cash*

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
807 135 031, being 100%	0, being 0%	80 637, being 0.01%	807 135 031, being 94.50%

Ordinary resolution number 3: Re-election of Adv N Melville to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
538 281 098, being 99.99%	33 000, being 0.01%	268 901 570, being 31.48%	538 314 098, being 63.03%

Ordinary resolution number 4: Re-election of Dr M Motlatla to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
538 314 098, being 100%	0, being 0%	268 901 570, being 31.48%	538 314 098, being 63.03%

Ordinary resolution number 5: Re-election of Ms H Wilken-Jonker to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
807 135 031, being 100%	0, being 0%	80 637, being 0.01%	807 135 031, being 94.50%

Ordinary resolution number 6: Re-election of Mr DC Pentz to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
538 314 098, being 100%	0, being 0%	268 901 570, being 31.48%	538 314 098, being 63.03%

Ordinary resolution number 7: Re-election of Mr H Kotzé to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
807 135 031, being 100%	0, being 0%	80 637, being 0.01%	807 135 031, being 94.50%

Ordinary resolution number 8: Re-election of Mr P Naudé to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
807 135 031, being 100%	0, being 0%	80 637, being 0.01%	807 135 031, being 94.50%

Ordinary resolution number 9: Election of Mr T Moodley to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
807 135 031, being 100%	0, being 0%	80 637, being 0.01%	807 135 031, being 94.50%

Ordinary resolution number 10: Re-election of Mr DC Pentz to the audit committee

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
538 314 098, being 100%	0, being 0%	268 901 570, being 31.48%	538 314 098, being 63.03%

Ordinary resolution 11: Re-election of Adv N Melville to the audit committee

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
538 314 098, being 100%	0, being 0%	268 901 570, being 31.48%	538 314 098, being 63.03%

Ordinary resolution 12: Re-election of Mr P Naudé to the audit committee

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
807 135 031, being 100%	0, being 0%	80 637, being 0.01%	807 135 031, being 94.50%

Ordinary resolution 13: Appointment of external auditors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
807 135 031, being 100%	0, being 0%	80 637, being 0.01%	807 135 031, being 94.50%

Special resolutions

Special resolution 1: Non-executive remuneration

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
807 135 031, being 100%	0, being 0%	81 637, being 0.01%	807 135 031, being 94.50%

Special resolution 2: Remuneration policy

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
538 280 098, being 66.69%	268 854 933, being 33.31%	80 637, being 0.01%	807 135 031, being 94.50%

Special resolution 3: Remuneration implementation report

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
538 313 098, being 66.69%	268 854 933, being 33.31%	81 637, being 0.01%	807 135 031, being 94.50%

Special resolution 4: Ratification of the inter-group loans

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
807 135 031, being 100%	0, being 0%	81 637, being 0.01%	807 135 031, being 94.50%

Special resolution 5: General authority to repurchase shares

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
807 135 031, being 100%	0, being 0%	81 637, being 0.01%	807 135 031, being 94.50%

Notes:

(1) The votes carried for and against each individual resolution are disclosed as a percentage in relation to the total number of ordinary shares voted (whether in person or by proxy) in respect of such individual resolution at the annual general meeting.

(2) The total number of ordinary shares abstained in respect of each individual resolution (whether in person or by proxy) is disclosed as a percentage in relation to the Total Votable Ordinary Shares.

(3) The total number of ordinary shares voted (whether in person or by proxy) at the annual general meeting in respect of each individual resolution is disclosed as a percentage in relation to the Total Votable Ordinary Shares.

*Ordinary resolution 2 was passed subsequent to an amendment which lowered the percentage of issued share capital from 30% as per the notice to shareholders to 5%.

As a result of special resolutions 2 and 3 (being non-binding advisory votes) not being passed by the requisite majority of 75%, the company will

engage directly with the dissenting shareholders to ascertain the reasons for the dissenting votes by 30 September 2021. The company will further engage with relevant external professionals on a contract basis in order to address the reasons for the dissenting votes. Management will take the necessary steps to address legitimate and reasonable objections and concerns.

The relevant special resolutions will be lodged with the Companies and Intellectual Property Commission in due course.

Pretoria

30 July 2021

Sponsor: Grindrod Bank Limited