

NVEST FINANCIAL HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 2008/015990/06)
("NVest" or "the Company")
ISIN Code: ZAE000199865 JSE Code: NVE

RESULTS OF ANNUAL GENERAL MEETING ("AGM"), FINANCIAL ASSISTANCE IN TERMS OF SECTION 45 OF THE COMPANIES ACT AND RESIGNATION OF A BOARD MEMBER

RESULTS OF AGM

Shareholders are advised that, at the Company's AGM held on 16 August 2021, the following resolutions were passed without modification.

Number of ordinary shares represented at the meeting	221 805 375
Total issued number of ordinary shares	303 241 722
Percentage of ordinary shares represented at the meeting	73.14%

Resolutions	For %	Against %	Abstain (% of issued share capital)	Total Votes (excluding abstentions)
Ordinary Resolution Number 1 – Adoption of Annual Financial Statements	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Ordinary Resolution Number 2 – Appointment of director – Dion Ramoo	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Ordinary Resolution Number 3 – Director retirement and re-election – Jonathan Goldberg	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Ordinary Resolution Number 4 – Director retirement and re-election – Lana Weldon	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Ordinary Resolution Number 5 – Appointment and remuneration of auditors	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Ordinary Resolution Number 6 – Re-appointment of Audit and Risk Committee member – Dion Ramoo	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Ordinary Resolution Number 7 – Re-appointment of Audit and Risk Committee member – Lusanda Mangxamba	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Ordinary resolution number 8 – Re-appointment of Audit and Risk Committee member and Chairperson – Professor Lana Joy Weldon	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Ordinary resolution number 9 - Endorsement of Nvest's remuneration policy	221 805 375 100%	- 0%	- 0%	221 805 375 100%

Ordinary Resolution Number 10 – Endorsement of the implementation of NVest's remuneration policy	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Special Resolution Number 1 – General authority to allot and issue shares for cash	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Special Resolution Number 2 – Authority to issue shares, securities convertible into shares or rights that may exceed 30% of the voting power of the current issued share capital	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Special Resolution Number 3 – Non-Executive Directors' remuneration	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Special resolution number 4 – General authority to enter into funding agreements, provide loans or other financial assistance	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Special Resolution Number 5 – General authority to acquire (repurchase) shares	221 805 375 100%	- 0%	- 0%	221 805 375 100%
Special Resolution Number 6 – Company acquiring the Company's shares from a director or prescribed officer	221 805 375 100%	- 0%	- 0%	221 805 375 100%

FINANCIAL ASSISTANCE

Notice is hereby given in accordance with section 45(5) of the Companies Act, No. 71 of 2008 ("**the Companies Act**") that, pursuant to the authority granted to the board of directors of NVest ("**the Board**") by shareholders at the annual general meeting of the Company held on 16 August 2021, the Board has adopted a resolution to provide financial assistance to related and/or inter-related entities as contemplated in section 45(2) of the Companies Act.

The resolutions passed by the Board authorise the Company to provide financial assistance to its subsidiaries and inter-related entities, as envisaged in terms of section 45 of the Companies Act ("**the Financial Assistance**"). The authority to provide Financial Assistance includes that which exceeds a tenth of 1% of the Company's net worth.

The Board, prior to authorising the Financial Assistance, will consider and satisfy itself, in terms of section 45 of the Companies Act, that:

- immediately after providing the Financial Assistance, the Company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act;
- the terms of the Financial Assistance are fair and reasonable in relation to the Company; and
- there has been due compliance with the Company's Memorandum of Incorporation and with the Companies Act.

RESIGNATION OF DIRECTOR

In compliance with paragraph 3.59 of the Listings Requirements of the JSE Limited, the Board of Directors of NVest would also like to announce the resignation of Charl Herselman as a director of the Company, which resignation will become effective 31 August 2021. Charl served as Interim Financial Director of the Board from 28 February 2019 until the appointment of Dion Ramoo as Financial Director on 13 July 2021. Charl will remain employed by NVest in the role of Head: Group Finance.

The Board would like to thank Charl for the invaluable role that he played on the Board during his tenure.

East London

16 August 2021

Designated Advisor

AcaciaCap Advisors Proprietary Limited

