

RMB HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1987/005115/06)
JSE ordinary share code: RMH
ISIN: ZAE000024501
("RMH" or "the Company")

REPORT ON PROCEEDINGS AT THE RMH ANNUAL GENERAL MEETING AND DEALING IN SECURITIES BY THE COMPANY

REPORT ON PROCEEDINGS AT THE RMH ANNUAL GENERAL MEETING

At the thirty third annual general meeting ("AGM" or "meeting") of the shareholders of RMH held on 15 September 2021 all the ordinary and special resolutions proposed at the meeting were approved by the requisite majority of votes except for ordinary resolution 3, relating to the general authority to issue ordinary shares for cash. In this regard, RMH confirms the voting statistics from the AGM as follows:

Resolutions	Votes cast disclosed as a percentage in relation to the total number of shares voted at the meeting %		Number of shares voted	Shares voted disclosed as a percentage in relation to the total issued share capital* %	Shares abstained disclosed as a percentage in relation to the total issued share capital* %
	For	Against			
Ordinary resolutions					
1. Re-election of directors					
1.1 James Teeger	99.99	0.01	749 428 245	53.09	0.14
1.2 Mamongae Mahlare	100.00	0.00	749 435 255	53.09	0.14
2. General authority to place 5% (five percent) of the issued ordinary shares under the control of the directors	82.95	17.05	749 402 996	53.09	0.14
3. General authority to issue ordinary shares for cash	63.67	36.33	749 460 816	53.09	0.13
4. Approval of re-appointment of auditor	99.18	0.82	749 416 646	53.09	0.14
5. Appointment of Audit and Risk Committee members					
5.1 Sonja De Bruyn	90.09	9.91	749 430 245	53.09	0.14
5.2 Per Lagerström	99.97	0.03	749 427 545	53.09	0.14
5.3 James Teeger	99.99	0.01	749 427 745	53.09	0.14
6. Signing authority	100.00	0.00	747 529 613	52.95	0.27
7.1: Advisory endorsement of the remuneration policy	83.09	16.91	749 410 006	53.09	0.14
7.2: Advisory endorsement of the remuneration implementation report	88.21	11.79	749 409 306	53.09	0.14
Special resolutions					

1. Approval of non-executive directors' remuneration with effect 1 December 2021	99.89	0.11	749 071 611	53.06	0.16
2. General authority to repurchase Company shares	99.92	0.08	749 555 886	53.10	0.13
3. Financial assistance to directors, prescribed officers and employee share scheme beneficiaries	93.92	6.08	749 348 617	53.08	0.14
4. Financial assistance to related or inter-related entities	99.96	0.04	749 085 840	53.06	0.16
<i>*Total issued share capital is 1 411 703 218</i>					

The special resolutions will, where necessary, be lodged for registration with the Companies and Intellectual Property Commission in due course.

DEALING IN SECURITIES BY THE COMPANY

As announced on 4 January 2021, in December 2020, RMH bought call options to hedge its exposure to cash-settled appreciation rights (SARs) granted to employees. A decision was made to extend the maturity date on the call options by a further 12 months.

In compliance with the JSE Limited Listings Requirements, the following information is disclosed:

Company	:	RMH
Date of initial transaction	:	31 December 2020
Nature of transaction	:	Off market acquisition of RMH call options
Class of securities	:	Options on ordinary shares
Number of options	:	19 514 151
Option style	:	European
Option type	:	Call
Call strike price	:	R0.0001 per share
Delta reference	:	R1.3625 per share
Total premium paid	:	R26 693 902.00
Premium payment date	:	4 January 2021
Additional premium	:	R85 471.98
Additional premium payment date	:	14 September 2021
New expiry date	:	26 September 2022
Nature of interest	:	Direct beneficial
Clearance obtained	:	Yes

Sandton
15 September 2021

Sponsor
RAND MERCHANT BANK (A division of FirstRand Bank Limited)