

Invicta Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1966/002182/06)
Ordinary Share code: IVT Ordinary Share ISIN: ZAE000029773
Preference Share code: IVTP Preference Share ISIN: ZAE000173399
(“Invicta” or “the Company”)

RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that the voting results for the annual general meeting (“AGM”) of Invicta held entirely through electronic communication on Thursday, 16 September 2021 were as follows:

Resolution	Number of ordinary shares voted	Percentage of ordinary shares in issue* (%)	For** (%)	Against** (%)	Abstained* (%)
Ordinary Resolution 1: Re-election of Lance Sherrell as a director of the Company	93 669 665	84.01	93.62	6.38	0.00
Ordinary Resolution 2: Re-election of Iaan Van Heerden as a director of the Company	93 669 665	84.01	97.55	2.45	0.00
Ordinary Resolution 3: Re-election of Mpho Makwana as a director of the Company	93 669 665	84.01	100.00	0.00	0.00
Ordinary Resolution 4: Election of Rashid Wally as member of the Audit Committee	93 669 665	84.01	99.90	0.10	0.00
Ordinary Resolution 5: Election of Frank Davidson as member of the Audit Committee	93 669 665	84.01	100.00	0.00	0.00
Ordinary Resolution 6: Election of Mpho Makwana as member of the Audit Committee	93 669 665	84.01	99.90	0.10	0.00
Ordinary Resolution 7: Re-appointment of Ernst & Young Inc. as independent auditors for the 2022 financial year	93 669 665	84.01	99.51	0.49	0.00
Ordinary Resolution 8: Placing the authorised but unissued shares under the control of the directors	93 669 665	84.01	74.31	25.69	0.00
Ordinary Resolution 9: Authorising the directors to issue shares for cash – limited to 5%	93 669 665	84.01	76.43	23.57	0.00
Ordinary Resolution 10: Non-binding advisory vote on the Company’s Remuneration Policy	93 669 665	84.01	86.22	13.78	0.00
Ordinary Resolution 11: Non-binding advisory vote on the Company’s Remuneration Implementation Report	93 669 665	84.01	86.26	13.74	0.00

Special Resolution 1.1: Approval of annual retainer fees for chair of Invicta Board	93 669 665	84.01	99.81	0.19	0.00
Special Resolution 1.2: Approval of annual retainer fees for chair of the Audit Committee	93 669 665	84.01	100.00	0.00	0.00
Special Resolution 1.3: Approval of annual retainer fees for chair of Remuneration committee	93 669 665	84.01	97.66	2.34	0.00
Special Resolution 1.4: Approval of annual retainer fees for chair of Investment Committee	93 669 665	84.01	100.00	0.00	0.00
Special Resolution 1.5: Approval of annual retainer fees for chair of Social and Ethics Committee	93 669 665	84.01	100.00	0.00	0.00
Special Resolution 1.6: Approval of fee per routine meeting for Invicta Board members	93 669 665	84.01	100.00	0.00	0.00
Special Resolution 1.7: Approval of fee per routine meeting for Audit Committee members	93 669 665	84.01	100.00	0.00	0.00
Special Resolution 1.8: Approval of fee per routine meeting for Remuneration Committee members	93 669 665	84.01	100.00	0.00	0.00
Special Resolution 1.9: Approval of fee per routine meeting for Investment Committee members	93 669 665	84.01	100.00	0.00	0.00
Special Resolution 1.10: Approval of annual retainer fees for Member of Social and Ethics Committee	93 669 665	84.01	100.00	0.00	0.00
Special Resolution 1.11: Approval of fee per routine meeting for Invicta South Africa Holdings (Pty) Ltd Board members	93 669 665	84.01	100.00	0.00	0.00
Special Resolution 2: General Authority to repurchase ordinary shares	93 669 665	84.01	98.37	1.63	0.00
Special Resolution 3: General authority to repurchase preference shares	93 669 665	84.01	100.00	0.00	0.00
Special Resolution 4: Approval for the provision of financial assistance in terms of section 44(3)(a)(ii) of the Companies Act, 2008	93 669 665	84.01	99.91	0.09	0.00
Special Resolution 5: Approval for the provision of financial assistance in terms of section 45(3)(a)(ii) of the Companies Act	93 669 665	84.01	90.19	9.81	0.00

Special Resolution 6: Amendment of the Company's Memorandum of Incorporation	93 669 665	84.01	99.90	0.10	0.00
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* Based on 111 494 738 shares in issue at the date of the AGM.

** In relation to the total number of shares voted at the AGM.

Based on the above voting results, all resolutions were passed by the requisite majority of Invicta shareholders represented at the AGM.

16 September 2021

Sponsor

Nedbank Corporate and Investment Banking, a division of Nedbank Limited