

RAND MERCHANT INVESTMENT HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 2010/005770/06)
ISIN: ZAE000210688
JSE ordinary share code: RMI
("RMI" or "the company")

REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING AND CHANGES TO IMPORTANT FUNCTIONS OF DIRECTORS

1. Report on proceedings at the annual general meeting

At the eleventh annual general meeting ("AGM" or "meeting") of the shareholders of RMI held on Wednesday, 24 November 2021, all the ordinary and special resolutions proposed at the meeting were approved by the requisite majority of votes. In this regard, RMI confirms the voting statistics from the AGM as follows:

	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			
Resolutions					
Advisory endorsements					
Advisory endorsement of remuneration policy	98.59%	1.41%	1 341 142 420	87.55%	0.02%
Advisory endorsement of remuneration implementation report	76.80%	23.20%	1 341 143 220	87.55%	0.02%
Advisory endorsement of the appointment of KPMG to succeed PricewaterhouseCoopers Inc. as external auditor in the 2024 financial year in terms of mandatory audit firm rotation	99.95%	0.05%	1 339 018 632	87.41%	0.16%
Ordinary resolutions					
Ordinary resolutions number 1.1 to 1.5:					

Re-election of directors					
1.1 Peter Cooper	98.55%	1.45%	1 335 990 295	87.22%	0.36%
1.2 Lauritz Lanser Dippenaar	98.49%	1.51%	1 335 991 975	87.22%	0.36%
1.3 Jan Jonathan Durand	93.11%	6.89%	1 338 153 660	87.36%	0.22%
1.4 Per-Erik Lagerström	99.83%	0.17%	1 341 179 389	87.56%	0.02%
1.5 Mafison Murphy Morobe	99.86%	0.14%	1 341 177 389	87.56%	0.02%
Ordinary resolution number 2: General authority to issue ordinary shares for cash	99.26%	0.74%	1 341 181 069	87.56%	0.02%
Ordinary resolution number 3: Approval of re-appointment of auditor	81.91%	18.09%	1 341 181 069	87.56%	0.02%
Ordinary resolutions number 4.1 to 4.3:					
Appointment of the company's audit and risk committee members					
4.1 Johan Petrus Burger	98.84%	1.16%	1 341 177 389	87.56%	0.02%
4.2 Per-Erik Lagerström	99.48%	0.52%	1 341 179 389	87.56%	0.02%
4.3 James Andrew Teegeer	99.43%	0.57%	1 341 179 389	87.56%	0.02%
Ordinary resolution number 5: Signing authority	100.00%	0.00%	1 341 181 069	87.56%	0.02%
Special resolutions					
Special resolution number 1: Approval of non-executive directors' remuneration with effect from 1 December 2021	99.75%	0.25%	1 341 162 820	87.55%	0.02%
Special resolution number 2: General authority to repurchase company shares	99.55%	0.45%	1 341 123 173	87.55%	0.02%
Special resolution number 3: Issue of shares, convertible securities and/or options to persons listed in section 41(1) of the Companies Act for the purposes of their participation in a reinvestment option	89.19%	10.81%	1 341 177 389	87.56%	0.02%

Special resolution number 4: Financial assistance to directors, prescribed officers and employee share scheme beneficiaries	91.87%	8.13%	1 341 177 389	87.56%	0.02%
Special resolution number 5: Financial assistance to related and inter-related entities	100.00%	0.00%	1 341 178 317	87.56%	0.02%

**Total issued share capital is 1 531 807 770 ordinary shares.*

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

2. Changes to important functions of directors

RMI shareholders are advised of the following changes to subcommittees of the board of RMI:

- Mr Murphy Morobe takes over from Ms Sonja De Bruyn as member of the remuneration committee.
- Mr Udo Lucht takes over from Ms Sonja De Bruyn as member of the social, ethics and transformation committee.

These changes are implemented with immediate effect.

Rosebank
24 November 2021

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