

DISCOVERY LIMITED  
(Incorporated in the Republic of South Africa)  
(Registration number 1999/007789/06)  
Legal Entity Identifier: 378900245A26169C8132  
JSE share code: DSY, DSYBP  
DSY ISIN: ZAE000022331  
DSBP ISIN: ZAE000158564  
JSE bond code: DSYI  
(“Discovery” or the “Group” or the “Company”)

## Report of proceedings at the annual general meeting and engagement with shareholders

### 1. PROCEEDINGS AT THE AGM

The Board of Directors of Discovery hereby advise that, at the annual general meeting (“AGM” or the “meeting”) of shareholders held on Wednesday, 24 November 2021, the resolutions as set out in the Notice of AGM and Form of Proxy, distributed to shareholders on 26 October 2021 with the 2021 Integrated Annual Report, were duly approved by the requisite majority of votes except for the non-binding advisory resolution on the implementation report which received less than the required 75% of votes.

Shareholders are advised that:

- total number of shares in issue as at the date of the AGM: 665 768 601 shares.
- total number of shares that were present in person/represented by proxy at the AGM: 592 071 723 shares being 89% of the total number of shares in issue.

Details of the voting statistics from the AGM are 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			
<b>Ordinary Resolutions</b>					

Ordinary Resolution Number 1.1: Appointment of PWC as joint external independent auditors	85.69%	14.31%	591,666,472	88.87%	0.06%
Ordinary Resolution Number 1.2: Appointment of KPMG as joint external independent auditors	99.95%	0.05%	591,666,407	88.87%	0.06%
Ordinary Resolution Number 2.1: Election and re-election of Directors- Dr Vincent Maphai	73.00%	27.00%	591,654,897	88.87%	0.06%
Ordinary Resolution Number 2.2. Election and re-election of Directors – Ms Marquerithe Schreuder	100.00%	0.00%	591,664,053	88.87%	0.06%
Ordinary Resolution Number 2.3: Election of Directors – Ms Monhla Hlahla	100.00%	0.00%	591,655,111	88.87%	0.06%
Ordinary Resolution 3.1: Election of Mr David Macready and as Chairperson of the Independent Audit Committee	99.71%	0.29%	591,664,857	88.87%	0.06%
Ordinary resolution Number 3.2: Election of Independent Audit Committee member- Ms Marquerithe Schreuder	100.00%	0.00%	591,664,187	88.87%	0.06%
Ordinary resolution Number 3.3: Election of independent Audit Committee member – Ms Monhla Hlahla	99.70%	0.30%	591,278,191	88.81%	0.12%
Ordinary resolution Number 4.1: General authority to directors to allot and issue A Preference Shares	98.33%	1.67%	591,288,697	88.81%	0.12%
Ordinary Resolution Number 4.2: General authority to directors to allot and issue B Preference Shares	98.33%	1.67%	591,288,697	88.81%	0.12%
Ordinary Resolution Number 4.3: General authority to directors to allot and issue C Preference Shares	98.33%	1.67%	591,288,697	88.81%	0.12%
Ordinary Resolution Number 5: Authority to implement special and ordinary resolutions	100.00%	0.00%	591,664,253	88.87%	0.06%

<b>Advisory endorsement of the remuneration policy and implementation report</b>					
Non-binding advisory vote 1.1: Endorsement of the remuneration policy	90.66%	9.34%	591,663,002	88.87%	0.06%
Non-binding advisory vote 1.2: The implementation of the remuneration policy	59.99%	40.01%	591,663,002	88.87%	0.06%
<b>Special resolutions</b>					
Special Resolution Number 1: Approval of Non-executive Directors' remuneration – 2021/2022	80.99%	19.01%	591,286,252	88.81%	0.12%
Special Resolution Number 2: General authority to repurchase shares in terms of the JSE Listings Requirements	99.82%	0.18%	591,194,566	88.80%	0.13%
Special Resolution Number 3: Authority to provide financial assistance in terms of section 44 and section 45 of the Companies Act 71 of 2008.	99.25%	0.75%	591,665,309	88.87%	0.06%
Special Resolution 4: Amendment to certain provisions of the Memorandum of Incorporation	99.97%	0.03%	591,664,396	88.87%	0.06%
Special Resolution 5: Approval to issue Company's ordinary shares to persons falling within the ambit of Section 41(1) of the Companies Act	77.06%	22.94%	559,005,019	83.96%	4.97%

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

## 2. ENGAGEMENT WITH SHAREHOLDERS

Shareholders are advised that, due to the non-binding advisory vote number 1.2 on the implementation of the remuneration policy being voted against by more than 25% of shareholders present in person or represented by proxy at the AGM, an invitation is extended to dissenting shareholders to engage with the Company as follows: All dissenting shareholders are requested to furnish their concerns/questions on the remuneration implementation report to the Company Secretary via email at [NobuhleM2@discovery.co.za](mailto:NobuhleM2@discovery.co.za) by no later than close of business on Friday, 10 December 2021. Subsequent to receipt of the submissions by shareholders, the Company will provide its response to these shareholders.

Sandton

25 November 2021

Sponsor and Debt Sponsor

RAND MERCHANT BANK (A division of FirstRand Bank Limited)