

**EOH HOLDINGS LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number 1998/014669/06)

JSE share code: EOH ISIN: ZAE000071072

("EOH" or "the Company")

**RESULTS OF THE ANNUAL GENERAL MEETING AND RECONSTITUTION OF BOARD COMMITTEES**

Shareholders are advised that at the annual general meeting ("AGM") of shareholders held on Thursday, 2 December 2021 (in terms of the notice of AGM dispatched on Wednesday, 3 November 2021) all the resolutions tabled thereat were passed by the requisite majority of shareholders, other than ordinary resolution numbers 4.1 and 4.2 in respect of EOH's remuneration policy and remuneration implementation report.

Following consultations with shareholders, ordinary resolution number 5 for the adoption of the EOH 2021 Share Plan and special resolution 5 to authorise the issue of shares in terms of section 41(1) of the Companies Act in respect of the EOH 2021 Share Plan were withdrawn from consideration and voting at the annual general meeting, as management could not reach agreement with shareholders on the terms of the EOH 2021 Share Plan prior to the AGM.

Details of the results of voting at the AGM are as follows:

- total number of EOH ordinary shares in issue as at the date of the AGM: 176 544 961;
- total number of EOH ordinary shares that could have been voted at the AGM, excluding 7 787 169 treasury shares: 168 757 792;
- total number of EOH ordinary shares that were present/represented at the AGM: 93 898 328, being 53.19% of the total number of EOH ordinary shares that could have been voted at the AGM;
- total number of EOH A shares in issue as at the date of the AGM and that could have been voted at the AGM: 40 000 000;
- total number of EOH A shares that were present/represented at the AGM: Nil

Ordinary resolution number 1.1: To re-elect Andrew Mthembu as independent non-executive director

Ordinary shares voted*	For	Against	Abstentions <sup>^</sup>
84 534 443, being 47.88%	84 510 407, being 99.97%	24 036, being 0.03%	9 363 885, being 5.30%

Ordinary resolution number 1.2: To re-elect Mike Bosman as independent non-executive director

Ordinary shares voted*	For	Against	Abstentions <sup>^</sup>
84 323 945, being 47.76%	84 314 175, being 99.99%	9 770, being 0.01%	9 574 383, being 5.42%

Ordinary resolution number 1.3: To re-elect Sipho Ngidi as independent non-executive director

Ordinary shares voted*	For	Against	Abstentions <sup>^</sup>
84 315 245, being 47.76%	84 281 207, being 99.96%	34 038, being 0.04%	9 583 083, being 5.43%

Ordinary resolution number 2.1: To appoint Mike Bosman as a member and chairman of the audit committee

Ordinary shares voted*	For	Against	Abstentions <sup>^</sup>
84 323 945, being 47.76%	83 499 581, being 99.02%	824 364, being 0.98%	9 574 383, being 5.42%

Ordinary resolution number 2.2: To appoint Jesmane Boggendoel as member of the audit committee

Ordinary shares voted*	For	Against	Abstentions <sup>^</sup>
84 323 945, being 47.76%	83 487 529, being 99.01%	836 416, being 0.99%	9 574 383, being 5.42%

Ordinary resolution number 2.3: To appoint Andrew Marshall as member of the audit committee

<b>Ordinary shares voted*</b> 84 323 945, being 47.76%	<b>For</b> 84 319 175, being 99.99%	<b>Against</b> 4 770, being 0.01%	<b>Abstentions<sup>^</sup></b> 9 574 383, being 5.42%
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Ordinary resolution number 2.4: To appoint Nosipho Molohe as member of the audit committee

<b>Ordinary shares voted*</b> 84 320 245, being 47.76%	<b>For</b> 84 296 209, being 99.97%	<b>Against</b> 24 036, being 0.03%	<b>Abstentions<sup>^</sup></b> 9 578 083, being 5.43%
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Ordinary resolution number 3: To re-appoint PricewaterhouseCoopers Inc. as the independent auditors of the Company

<b>Ordinary shares voted*</b> 84 555 445, being 47.89%	<b>For</b> 84 550 591, being 99.99%	<b>Against</b> 4 854, being 0.01%	<b>Abstentions<sup>^</sup></b> 9 342 883, being 5.29%
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Ordinary resolution number 4.1: To endorse the remuneration policy of the Company on a stand-alone and non-binding advisory basis

<b>Ordinary shares voted*</b> 84 252 566, being 47.72%	<b>For</b> 43 676 689, being 51.84%	<b>Against</b> 40 575 877, being 48.16%	<b>Abstentions<sup>^</sup></b> 9 645 762, being 5.46%
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Ordinary resolution number 4.2: To endorse the remuneration implementation report of the Company on a stand-alone and non-binding advisory basis

<b>Ordinary shares voted*</b> 84 226 175, being 47.71%	<b>For</b> 60 267 710, being 71.55%	<b>Against</b> 23 958 465, being 28.45%	<b>Abstentions<sup>^</sup></b> 9 672 153, being 5.48%
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Ordinary resolution number 5: To approve and adopt the EOH 2021 Share Plan

<b>Withdrawn</b>			
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Special resolution number 1: To approve the fees payable to non-executive directors

<b>Ordinary shares voted*</b> 84 252 110, being 47.72%	<b>For</b> 83 815 482, being 99.48%	<b>Against</b> 436 628, being 0.52%	<b>Abstentions<sup>^</sup></b> 9 646 218, being 5.46%
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Special resolution number 2: To authorise the Company and the Company's subsidiaries, by way of a general authority, to acquire up to 10% of the Company's issued ordinary shares

<b>Ordinary shares voted*</b> 84 578 281, being 47.91%	<b>For</b> 66 060 058, being 78.11%	<b>Against</b> 18 518 223, being 21.89%	<b>Abstentions<sup>^</sup></b> 9 320 047, being 5.28%
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Special resolution number 3: Financial assistance in terms of section 44 of the Companies Act

<b>Ordinary shares voted*</b> 84 535 740, being 47.88%	<b>For</b> 84 499 382, being 99.96%	<b>Against</b> 36 358, being 0.04%	<b>Abstentions<sup>^</sup></b> 9 362 588, being 5.30%
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Special Resolution number 4: Financial assistance in terms of section 45 of the Companies Act

Ordinary shares voted*	For	Against	Abstentions^
84 536 440, being 47.88%	67 817 462, being 80.22%	16 718 978, being 19.78%	9 361 888, being 5.30%

Special resolution number 5: To authorise the issue of shares in terms of section 41(1) of the Companies Act in respect of the EOH 2021 Share Plan

**Withdrawn**

Ordinary resolution number 6: To authorise that any director of the Company be individually authorised to sign all such documents and do all such things as may be necessary for, or incidental to, the implementation of the resolutions adopted at the AGM

Ordinary shares voted*	For	Against	Abstentions^
84 534 445, being 47.88%	84 531 560, being 99.99%	2 885, being 0.01%	9 363 883, being 5.30%

\* shares voted (excluding abstentions) in relation to total shares in issue

^ in relation to total shares in issue

In respect of the non-binding advisory vote on the endorsement of the remuneration policy and remuneration implementation report, EOH extends an invitation to all shareholders to engage with the Company in order to address their concerns on the remuneration policy and remuneration implementation report. Shareholders are requested to address their concerns to the Chairperson of the Nomination and Remuneration Committee, Siphon Ngidi, by emailing the company secretary at [thirosh.naidoo@eoh.com](mailto:thirosh.naidoo@eoh.com). EOH will consider all concerns and take steps to address legitimate and reasonable objections and concerns.

Shareholders are further advised that the board of directors have resolved that the board committees be reconstituted as follows with effect from 1 January 2021:

- Andrew Mthembu will resign as a member of the Information and Technology Committee;
- Mike Bosman will resign as Chairman and member of the Information and Technology Committee;
- Nosipho Molohe will resign as a member of the Governance and Risk Committee;
- Bharti Harie will be appointed as a member of Governance and Risk Committee;
- Jabu Moleketi will be appointed as a member of the Information and Technology Committee; and
- Nosipho Molohe will be appointed as the Chairman and member of the Information and Technology Committee.

3 December 2021

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