

AFRISTRAT INVESTMENT HOLDINGS LIMITED

Incorporated in the Republic of South Africa

Registration number: 1998/013215/06

JSE Code: ATI - ISIN: ZAE000287587

Debt Issuer Code: ATID

Hybrid Issuer Code: ATIG

("Afristrat" or "the Company")



RESULTS OF GENERAL MEETING AND UPDATED ISIN

1. INTRODUCTION

1.1 Ordinary Shareholders are referred to:

- 1.1.1 the announcements released on SENS on Tuesday, 18 May 2021 and Friday, 15 October 2021 relating *inter alia* to the proposed acquisition by Afristrat of MHMK Financial Services, the Share Consolidation and the implementation of an employee share scheme (together, the "**Proposed Transaction**"); and
- 1.1.2 the announcements released on SENS on 13 December 2021 relating to the notice of General Meeting and the distribution of the Circular to Shareholders ("**Circular**") and the updated ISIN for the Share Consolidation.

1.2 Terms defined in the Circular shall, unless otherwise stated, bear the same meaning in this announcement.

2. RESULTS OF GENERAL MEETING

Shareholders are advised that, at the General Meeting held today, Thursday, 10 February 2022, all the resolutions as set out in the notice of General Meeting were passed by the requisite majority of Ordinary Shareholders.

The number of shares voted in person or by proxy was 27,137,626,016 representing 45.65% of the total issued share capital of the same class of Ordinary Shares.

The Resolutions proposed at the meeting, together with the percentage of votes carried for and against each Resolution, as well as the percentage of Ordinary Shares abstained, are set out below:

Resolution	% of votes carried for the Resolution	% of votes against the Resolution	% of Ordinary Shares abstained
Special Resolution 1: Authority to issue Ordinary Shares in excess of 30% of the current issued share capital of the Company	95.00	5.00	0.28
Special Resolution 2: Consolidation of ordinary share capital and amendment of MOI	95.09	4.91	0.18
Special Resolution 3: Authority to provide financial assistance in connection with the 2021 ESOP	94.24	5.76	0.54
Ordinary Resolution 1: Approval of the Related Party Proposed Acquisition	95.79 *	4.21	0.69
Ordinary Resolution 2: Approval of the 2021 ESOP	93.53	6.47	1.05

* The Ordinary Shares held by the Related Party and its Associates were not eligible to be voted.

3. CONDITIONS PRECEDENT TO THE IMPLEMENTATION OF THE PROPOSED TRANSACTION

Shareholders will be advised once all the Conditions Precedents as set out in the Circular, have been fulfilled (or waived, to the extent possible).

4. SALIENT DATES AND TIMES

Following the approval of the Resolutions above, the Transaction will proceed in accordance with timetable below:

	2022
Special Resolutions expected to be registered with CIPC by no later than	Friday, 18 March
Release of finalisation announcement in respect of the Share Consolidation by no later than 11:00 on	Tuesday, 22 March
Share Consolidation LDT under the present share capital prior to the consolidation	Tuesday, 5 April
Trading in Ordinary Shares under the new consolidated share capital with ISIN ZAE000305959 ¹ commences on	Wednesday, 6 April
Announcement of fraction rate to be released on SENS in respect of the cash payment applicable to fractional entitlements, based on the VWAP of consolidated Ordinary Shares traded on Wednesday, 6 April 2022, less 10% by 11:00 on	Thursday, 7 April
Share Consolidation Record Date on	Friday, 8 April
Forms of Surrender (<i>green</i>) for new Ordinary Share certificates to be received by the Transfer Secretaries in order for previously Certificated Ordinary Shareholders to have their entitlements credited to their account with Computershare Nominees on Monday, 11 April 2022, by 12:00 on	Friday, 8 April
Date that previously Certificated Ordinary Shareholders will have their entitlements credited to their account within Computershare nominees and update of Dematerialised Ordinary Shareholders' accounts together with the fraction payments with their CSDP and brokers on	Monday, 11 April

Notes

1. Shareholders are advised that, following the implementation of the Share Consolidation, the Company's new ISIN code will be ZAE000305959.
2. No Dematerialisation or rematerialisation of Ordinary Shares may take place from Wednesday, 6 April 2022 to Friday, 8 April 2022, both days inclusive.
3. The above dates and times are subject to amendment. Any such amendment will be released on SENS.
4. All times referred to in this announcement are references to South African Standard Time.

10 February 2022
Pretoria

Sponsor

Merchantec Capital

Corporate Advisor

YW Capital

Legal Advisor
Webber Wentzel