

**RFG Holdings Limited**

(Incorporated in the Republic of South Africa)

Registration number: 2012/074392/06

Share code: RFG

ISIN: ZAE000191979

("RFG" or "the Company")

**REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING**

At the 9<sup>th</sup> annual general meeting ("Annual General Meeting" or "the meeting") of the shareholders of RFG held yesterday, Wednesday, 16 March 2022, the resolutions proposed at the meeting were unaltered from that reflected in the Notice of Annual General Meeting and were approved by the requisite majority of votes.

In this regard, RFG confirms the voting statistics from the Annual General Meeting as follows:

Total number of shares in issue	262,762,018
Treasury shares (excluded from voting)	1 250 000
Total number of shares ("voteable shares")	261 512 018
Total number of shares represented (including proxies) at the Annual General Meeting	236 254 954
Proportion of total voteable shares represented at the Annual General Meeting	90,34%

Resolutions	Votes cast disclosed as a percentage of the total number of shares voted at the meeting		Number of shares voted	Shares voted disclosed as a percentage of the total voteable shares	Shares abstained disclosed as a percentage of the total voteable shares
	For	Against			
Ordinary Resolution 1: Re-election of director – Dr. Y Muthien	100,00%	0,00%	236 194 914	89,89%	0,02%

Ordinary Resolution 2: Re-election of director – Mr. G Willis	99,99%	0,01%	236 195 074	89,89%	0,02%
Ordinary Resolution 3: Re-election of director – Mr. B Henderson	100,00%	0,00%	236 194 374	89,89%	0,02%
Ordinary Resolution 4: Re-election of director – Mr. C Schoombie	100,00%	0,00%	236 195 074	89,89%	0,02%
Ordinary Resolution 5: Appointment of Mr. M Bower to the audit, risk and information technology committee	100,00%	0,00%	236 197 074	89,89%	0,02%
Ordinary Resolution 6: Appointment of Mr. T Leeuw to the audit, risk and information technology committee	100,00%	0,00%	236 195 074	89,89%	0,02%
Ordinary Resolution 7: Appointment of Ms. S Maitisa to the audit, risk and information technology committee	99,99%	0,01%	236 194 374	89,89%	0,02%
Ordinary Resolution 8: Re-appointment of independent registered auditor	99,99%	0,01%	236 194 414	89,89%	0,02%
Ordinary Resolution 9: Control of authorised but unissued ordinary shares	67,05%	32,95%	236 194 914	89,89%	0,02%
Ordinary Resolution 10: Authority to issue ordinary shares for cash	96,42%	3,58%	236 197 074	89,89%	0,02%
Ordinary Resolution 11: Approval and adoption of the RFG Holdings Limited 2021 Share Plan	99,99%	0,01%	233 928 872	89,03%	0,89%
Ordinary Resolution 12: Signature of documents	100,00%	0,00%	236 196 914	89,89%	0,02%

Non-Binding Advisory Resolution 1: Approval of the remuneration policy	99,67%	0,33%	236 193 854	89,89%	0,02%
Non-Binding Advisory Resolution 2: Approval of the implementation report	99,67%	0,33%	236 192 354	89,89%	0,02%
Special Resolution 1: Approval of the non-executive directors' fees	83,43%	16,57%	236 197 874	89,89%	0,02%
Special Resolution 2: General authority to repurchase shares	99,64%	0,36%	236 194 914	89,89%	0,02%
Special Resolution 3: Loans or other financial assistance to related companies	98,75%	1,25%	236 194 914	89,89%	0,02%

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

Groot Drakenstein  
17 March 2022

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

Prepared by: The Meeting Specialist (Pty) Ltd