

CAPITEC BANK HOLDINGS LIMITED  
 Registration number: 1999/025903/06  
 Incorporated in the Republic of South Africa  
 Registered bank controlling company  
 JSE share code: CPI ISIN: ZAE000035861  
 JSE preference share code: CPIP ISIN: ZAE000083838  
 "Capitec" or "the Company"

RESULTS OF THE ANNUAL GENERAL MEETING

Shareholders are advised that the results of the annual general meeting of the Company held at 14:30 on Friday, 27 May 2022 at 5 Neutron Road, Techno Park, Stellenbosch and via electronic communication ("AGM"), are as follow:

Resolutions proposed at the AGM	Votes for resolution as a percentage of total number of shares voted at AGM	Votes against resolution as a percentage of total number of shares voted at AGM	Number of shares voted at AGM	Number of shares voted at AGM as a percentage of shares in issue*	Number of shares abstained as a percentage of shares in issue*
Ordinary resolution number 1: Re-election of Ms SL Botha as an independent non-executive Director	88.19%	11.81%	90,011,298	77.53%	0.10%
Ordinary resolution number 2: Re-election of Ms TI Mashilwane as an independent non-executive Director	99.47%	0.53%	90,011,263	77.53%	0.10%
Ordinary resolution number 3: Re-election of Mr MS du Pré le Roux as a non-executive Director	94.74%	5.26%	90,011,298	77.53%	0.10%
Ordinary resolution number 4: Re-election of Mr CA Otto as a non-executive Director	85.63%	14.37%	90,011,298	77.53%	0.10%

Ordinary resolution number 5: Confirmation of appointment of Mr GR Hardy as an executive Director	96.93%	3.07%	90,011,298	77.53%	0.10%
Ordinary resolution number 6: Re-appointment of PricewaterhouseCoopers Inc. as auditor	77.09%	22.91%	90,011,093	77.53%	0.10%
Ordinary resolution number 7: Re-appointment of Deloitte & Touche as auditor	98.75%	1.25%	89,972,859	77.50%	0.13%
Ordinary resolution number 8: Approval to issue (i) the relevant Loss Absorbent Capital Securities and (ii) ordinary shares of the Company upon the occurrence of a Trigger Event in respect of the relevant Loss Absorbent Capital Securities	99.11%	0.89%	89,973,092	77.50%	0.13%
Ordinary resolution number 9: General authority to issue ordinary shares of the Company for cash	98.23%	1.77%	90,011,469	77.53%	0.10%
Ordinary resolution number 10: Non-binding endorsement of the	79.08%	20.92%	89,965,067	77.49%	0.14%

remuneration policy					
Ordinary resolution number 11: Non-binding endorsement of the implementation report on the remuneration policy	52.54%	47.46%	89,965,067	77.49%	0.14%
Special resolution number 1: Approval of the Directors' remuneration for the financial year ending on 28 February 2023	99.21%	0.79%	90,003,373	77.52%	0.11%
Special resolution number 2: General approval for the Company and any subsidiary company to purchase ordinary shares issued by the Company	99.48%	0.52%	90,007,875	77.53%	0.10%
Special resolution number 3: Authority for the Board to authorise the Company to provide financial assistance to related companies and corporations	99.94%	0.06%	89,973,034	77.50%	0.13%
Special resolution number 4: Authority for the Board to authorise the Company to provide financial assistance for the acquisition of ordinary shares of the Company in respect of a Restricted Share	99.84%	0.16%	90,010,808	77.53%	0.10%

Plan for senior managers					
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Note:

\*Total number of shares in issue as at the date of the AGM was 116 099 843.

All the resolutions were passed by the requisite majority of votes present at the meeting in person or by proxy, except for the non-binding endorsement of the implementation report on the remuneration policy as tabled under ordinary resolution number 11 for which the requisite 75% vote in favour was not achieved.

Shareholders who voted against ordinary resolution number 11 are invited to engage with the Company by submitting written questions or comments to the Company Secretary via e-mail at [CapitecAGM@capitecbank.co.za](mailto:CapitecAGM@capitecbank.co.za) by no later than 5 pm on Monday, 6 June 2022. These shareholders will be granted time on 14 June 2022 when the Remuneration Committee will engage with them via electronic means on the matters raised.

Stellenbosch  
30 May 2022

Sponsor  
PSG Capital