

RMB Holdings Limited
(Incorporated in the Republic of South Africa)
Registration Number: 1987/005115/06
Share Code: RMH
ISIN: ZAE000024501
("RMH" or the "Company")

DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

1. INTRODUCTION

RMH shareholders (**Shareholders**) are referred to the joint firm intention announcement and category 1 transaction announcement released on SENS on Friday, 24 June 2022 (**FIA**), wherein Shareholders were advised that RMH, RMH Property Holdco 2 Proprietary Limited, a subsidiary of RMH, (**RMH Property**) and Brightbridge Real Estate Limited (**Brightbridge**) had entered into a disposal and implementation agreement (the **Agreement**). Pursuant to the Agreement, all the shareholder loan claims and the A ordinary shares held by RMH Property in Atterbury Europe Holding B.V. (**Atterbury Europe**) (representing 37.5% of the total issued A ordinary shares in Atterbury Europe) will be sold to Brightbridge for a purchase consideration amounting to ZAR1 750 000 000 and on terms and conditions customary for transactions of this nature (the **Disposal**).

Unless expressly defined in this announcement, or the context indicates otherwise, capitalised terms herein have the meanings ascribed to them in the FIA.

2. DISTRIBUTION OF CIRCULAR

Shareholders are advised that the Circular providing the full details of the Disposal will be distributed to Shareholders today, Monday, 25 July 2022. Copies of the Circular may be obtained during normal business hours from the registered office of RMH at 12th Floor, The Bank, Corner Cradock and Tyrwhitt Avenues, Rosebank from Monday, 25 July 2022 until Tuesday, 23 August 2022 (both days inclusive). The Circular will also be available on RMH's website (<https://rmh.co.za/investor-relation/>) and can be made available through a secure electronic manner at the election of the Shareholder by requesting an electronic copy of the Circular from the company secretary at company.secretary@rmbh.co.za.

3. NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting, convened in terms of the notice of General Meeting incorporated in the Circular, will be held on Tuesday, 23 August 2022 at 10h00 entirely through electronic communication, as permitted by the JSE Listings Requirements, the provisions of the Companies Act and the memorandum of incorporation of RMH, or any other adjourned or postponed date and time determined in accordance with the provisions of the Companies Act and the JSE Listings Requirements. Shareholders will be requested to consider and, if deemed fit, to pass, with or without modification, the resolutions required to approve the Disposal as set out in the notice of General Meeting.

4. SALIENT DATES AND TIMES

The salient dates and times applicable to the Disposal are set out below:

Record date for Shareholders to be recorded in the Register in order to receive the Circular	Friday, 15 July
Circular incorporating the notice of General Meeting and form of proxy (<i>grey</i>), distributed to Shareholders and announced on SENS on	Monday, 25 July
Last day to trade in RMH Shares in order to be recorded in the Register to vote at the General Meeting	Monday, 8 August
Record date for a Shareholder to be registered in the Register in order to be eligible to attend and participate in the General Meeting and to vote thereat, by close of trade on	Friday, 12 August
For administrative reasons, forms of proxy (<i>grey</i>) in respect of the General Meeting to be received by the Transfer Secretaries by no later than 10h00 on	Friday, 19 August
Last date and time for Shareholders to give notice in terms of section 164(3) of the Companies Act to RMH, objecting to the special resolution approving the Disposal by no later than 10h00 on	Tuesday, 23 August
Forms of proxy (<i>grey</i>) not lodged with the Transfer Secretaries to be handed to the chairman of the General Meeting or the Transfer Secretaries at the General Meeting at any time before the proxy exercises any rights of the Shareholder at the General Meeting on	Tuesday, 23 August
General Meeting held at 10h00 on	Tuesday, 23 August
Results of the General Meeting published on SENS on	Tuesday, 23 August
If the Disposal is approved by Shareholders at the General Meeting:	
Last date on which Shareholders who voted against the Disposal Resolution may require RMH to seek Court approval in terms of section 115(3)(a) of the Companies Act, but only if the Disposal Resolution was opposed by at least 15% of the voting rights exercised thereon, on	Tuesday, 30 August
Last date on which Shareholders who voted against the Disposal Resolution can make application to the Court for leave to apply to the Court to review the Disposal in terms of section 115(3)(b) of the Companies Act on	Tuesday, 6 September
Last date for RMH to send dissenting Shareholders notices of the adoption of the special resolution approving the Disposal, in terms of section 164 of the Companies Act, on	Tuesday, 6 September
Assuming that all the Conditions Precedent are fulfilled or waived (to the extent legally permissible) and that neither Court approval nor the review of the Disposal is required:	

Receipt of the TRP compliance certificate in respect of the Disposal on Wednesday, 7 September

Finalisation announcement in respect of the Disposal expected to be published on SENS on Wednesday, 7 September

NOTES

- i The above dates and times are subject to amendment at the discretion of RMH, subject to the approval of the TRP and/or the JSE, if required. Any such amendment will be released on SENS.
- ii Shareholders should note that as transactions in RMH Shares are settled in the electronic settlement system used by Strate Proprietary Limited, settlement of trades take place three South African business days after such trade. Therefore, Shareholders who acquire RMH Shares after close of trade on Monday, 8 August 2022 will not be eligible to attend, participate in and vote at the General Meeting.
- iii There will be no rematerialisation or dematerialisation between Wednesday, 10 August 2022 and Friday, 12 August 2022, both days inclusive, as the Register will be closed for this period.
- iv If the General Meeting is adjourned or postponed, the above dates and times will change, but forms of proxy submitted for the initial General Meeting will remain valid in respect of any such adjournment or postponement of the General Meeting.
- v Although the important dates and times are stated to be subject to change, such statement may not be regarded as consent or dispensation for any change to time periods which may be required in terms of the Companies Act, the Companies Regulations and the JSE Listings Requirements, where applicable, and any such consents or dispensations must be specifically applied for and granted.
- vi All dates and times indicated above are South African Standard Time.

5. RESPONSIBILITY STATEMENT

The RMH Board and the Independent Board accepts full responsibility for the accuracy of the information contained in this announcement. In addition, the RMH Board and the Independent Board confirm that to the best of its knowledge and belief, the information contained in this announcement, is true and correct and, where appropriate, does not omit anything that is likely to affect the importance of the information contained herein, and that all reasonable enquiries to ascertain such information has been made.

Sandton

25 July 2022

Sponsor

Rand Merchant Bank, a division of FirstRand Bank Limited

Legal Advisor

Webber Wentzel