

RMB HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1987/005115/06)
Share code: RMH
ISIN: ZAE000024501
("RMH" or the "Company")

RESULTS OF THE GENERAL MEETING

1. INTRODUCTION

RMH shareholders (**Shareholders**) are referred to the circular posted to Shareholders on Monday, 25 July 2022 (**Circular**), which Circular incorporated a notice convening a general meeting of Shareholders in connection with the approval by Shareholders of the proposed disposal by RMH Property Holdco 2 Proprietary Limited, a subsidiary of RMH, of all the shareholder loan claims and the A ordinary shares held by it in Atterbury Europe Holding B.V. (**Atterbury Europe**) (representing 37.5% of the total issued A ordinary shares in Atterbury Europe) to Brightbridge Real Estate Limited 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 Circular.

2. RESULTS OF THE GENERAL MEETING

Shareholders are hereby advised that pursuant to the General Meeting, held entirely through electronic communication today, Tuesday, 23 August 2022, all the ordinary and special resolutions required to give effect to the Disposal were approved by the requisite majority of votes.

Details of the results of the voting at the General Meeting are set out below:

Resolutions	Votes cast disclosed as a percentage in relation to the total number of Shares voted at the meeting		Number of Shares voted	Shares voted disclosed as a percentage in relation to the total issued Shares*	Shares abstained disclosed as a percentage in relation to the total issued Shares*
	For	Against			
Special Resolution Number 1 Approval of the Disposal in terms of the Companies Act and the JSE Listings Requirements	97.52%	2.48%	839 253 530	59.45%	0.05%
Special Resolution Number 2	97.52%	2.48%	839 255 596	59.45%	0.05%

Revocation of Special Resolution Number 1 if the Disposal is not proceeded with					
Ordinary Resolution Number 1 Granting of Directors' authority	97.52%	2.48%	839 255 016	59.45%	0.05%

Note:

* The total number of Shares in issue as at the date of the General Meeting was: 1 411 703 218 Shares.

3. **CONDITIONS PRECEDENT TO THE DISPOSAL**

Shareholders should note that the implementation of the Disposal remains subject to the fulfilment or waiver, if applicable, of certain remaining conditions precedent. RMH will keep Shareholders apprised, and further announcements will be released on SENS, regarding the fulfilment or waiver (as the case may be) of the remaining conditions precedent and the implementation of the Disposal.

4. **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
23 August 2022

Sponsor

Rand Merchant Bank, a division of FirstRand Bank Limited

Legal Advisor

Webber Wentzel