

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

FINALISATION ANNOUNCEMENT IN RESPECT OF THE DISPOSAL

1. INTRODUCTION

1.1 RMH shareholders (**Shareholders**) are referred to:

1.1.1 the circular posted to Shareholders on Monday, 25 July 2022 (**Circular**) in connection with 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**); and

1.1.2 the announcement published by RMH on SENS on Tuesday, 23 August 2022, advising Shareholders of the voting results from the general meeting of Shareholders and confirming that all the ordinary and special resolutions required to give effect to the Disposal were duly approved by the requisite majority of votes.

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

2. FULFILMENT OF THE CONDITIONS PRECEDENT TO THE DISPOSAL

The RMH Board is pleased to announce that all the conditions precedent to the Disposal have been fulfilled and the Takeover Regulation Panel has today, Wednesday, 7 September 2022, issued a compliance certificate in terms of section 119(4)(b) and 121(b) of the Companies Act in respect of the Disposal. RMH will accordingly proceed with the implementation of the Disposal in accordance with the terms set out in the Circular.

3. 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

7 September 2022

Sponsor

Rand Merchant Bank, a division of FirstRand Bank Limited

Legal Advisor

Webber Wentzel