

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

INTENTION TO EXERCISE APPRAISAL RIGHTS BY DISSENTING SHAREHOLDERS

1. INTRODUCTION

RMH shareholders (**Shareholders**) are referred to the finalisation announcement published by RMH on SENS on Wednesday, 7 September 2022, advising Shareholders of the fulfilment of all conditions precedent to the 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. to Brightbridge Real Estate Limited (**Disposal**). Shareholders are advised that the Disposal has been successively implemented in accordance with the terms set out in the circular posted to Shareholders on Monday, 25 July 2022 (**Circular**).

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

2. INTENTION TO EXERCISE APPRAISAL RIGHTS BY DISSENTING SHAREHOLDERS

Pursuant to the Disposal, and as detailed in the Circular, Shareholders entitled to vote on Special Resolution Number 1 and who objected to, and voted against, the adoption of Special Resolution Number 1 were afforded the right, in terms of and subject to compliance with section 164 of the Companies Act, to demand that the Company pay them the fair value for all the Shares held by such Shareholders (**Appraisal Rights**).

The Board confirms that Dissenting Shareholders holding 20 770 019 Shares have notified the Company of their intention to exercise Appraisal Rights and have demanded that their Shares be acquired by RMH for cash at fair value in terms of section 164(5) to (8) of the Companies Act. RMH is engaging with the relevant Dissenting Shareholders and will keep Shareholders apprised, and further announcements will be released on SENS, regarding any updates in respect of the process.

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

14 September 2022

Sponsor

Rand Merchant Bank, a division of FirstRand Bank Limited

Legal Advisor

Webber Wentzel