

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

REPORT ON PROCEEDINGS AT THE RMH ANNUAL GENERAL MEETING AND UPDATE ON SPECIAL DIVIDEND

REPORT ON PROCEEDINGS AT THE RMH ANNUAL GENERAL MEETING

At the thirty fifth annual general meeting ("AGM" or "meeting") of the shareholders of RMH held on 20 September 2022 all the ordinary and special resolutions proposed at the meeting were approved by the requisite majority of votes except for ordinary resolution 3, relating to the general authority to issue ordinary shares for cash. In this regard, RMH confirms the voting statistics from the AGM as follows:

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 votable share capital* %	Shares abstained disclosed as a percentage in relation to the total votable share capital* %
	For	Against			
Ordinary resolutions					
1. Re-election of directors					
1.1 Sonja De Bruyn	99.34	0.66	574 588 089	41.31	0.02
1.2 Per Lagerström	99.83	0.17	574 358 082	41.29	0.03
2. General authority to place 5% (five percent) of the issued ordinary shares under the control of the directors	86.66	13.34	574 016 527	41.27	0.06
3. General authority to issue ordinary shares for cash	55.94	44.06	574 186 956	41.28	0.05
4. Approval of re-appointment of auditor	99.49	0.51	574 338 592	41.29	0.04
5. Appointment of Audit and Risk Committee members					
5.1 Sonja De Bruyn	88.88	11.12	574 585 687	41.31	0.02
5.2 Per Lagerström	99.77	0.23	574 330 311	41.29	0.04
5.3 James Teeger	99.84	0.16	574 359 697	41.29	0.03
6. Signing authority	99.99	0.01	573 963 737	41.26	0.06
7.1: Advisory endorsement of the remuneration policy	95.45	4.55	573 135 580	41.21	0.12
7.2: Advisory endorsement of the remuneration implementation report	89.38	10.62	573 135 580	41.22	0.12
Special resolutions					

1. Approval of non-executive directors' remuneration with effect 1 December 2022	99.97	0.03	573 353 734	41.28	0.11
2. General authority to repurchase Company shares	99.92	0.08	574 132 136	41.22	0.05
3. Financial assistance to directors, prescribed officers and employee share scheme beneficiaries	88.48	11.52	573 368 086	41.22	0.11
4. Financial assistance to related or inter-related entities	99.90	0.10	573 373 707	41.22	0.11
<i>*Total votable share capital is 1 390 933 199</i>					

The special resolutions will, where necessary, be lodged for registration with the Companies and Intellectual Property Commission in due course.

UPDATE ON SPECIAL DIVIDEND

Shareholders are referred to the announcement released on SENS on 9 September 2022. The announcement referred to the declaration of a special dividend subject to Exchange Control approval. RMH is now in a position to confirm that Exchange Control approval has been granted and the payment of the special dividend will proceed as per the below dates included in such announcement:

Last day to trade in order to participate in this special dividend	Tuesday, 4 October 2022
Shares commence trading ex-dividend on	Wednesday, 5 October 2022
Record date	Friday, 7 October 2022
Special dividend payment date	Monday, 10 October 2022

No dematerialisation or rematerialisation of share certificates may occur between Wednesday, 5 October 2022 and Friday, 7 October 2022 (both days inclusive).

Sandton
20 September 2022

Sponsor
RAND MERCHANT BANK (A division of FirstRand Bank Limited)