

## AFRICAN AND OVERSEAS ENTERPRISES LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1947/027461/06)

JSE share code: AOO ISIN: ZAE000000485

JSE share code: AON ISIN: ZAE000009718

JSE share code: AOVP ISIN: ZAE000000493

(“AOE” or “the company”)



## RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that at the annual general meeting of shareholders held on Monday, 28 November 2022 (in terms of the notice dispatched on 31 October 2022) all the resolutions tabled thereat were passed (by way of a poll) by the requisite majority of AOE shareholders.

Details of the results of voting at the annual general meeting were as follows:

- total number of AOE ordinary and “N” ordinary shares (collectively, the “shares”) that could have been voted at the annual general meeting: 11,840,671 shares (being the aggregate amount of 1,618,750 ordinary shares and 10,221,921 “N” ordinary shares);
- total number of shares that were present/represented at the annual general meeting: 11,840,671 shares, (being in aggregate 61,72% of the total number of shares that could have been voted at the annual general meeting and constituting 61,72% of the aggregate voting rights that could have been exercised at the annual general meeting);
- total number of ordinary shares that were present/represented at the annual general meeting: 1,618,750 ordinary shares (being 65,61% of the total number of ordinary shares that could have been voted at the annual general meeting) with each ordinary share entitling the holder thereof to 200 votes; and
- total number of “N” ordinary shares that were present at the annual general meeting: 10,221,921 “N” ordinary shares (being 65,08% of the total number of “N” ordinary shares that could have been voted at the annual general meeting) with each “N” ordinary share entitling the holder thereof to 1 vote.

Ordinary resolution 1: Approval of annual financial statements

<b>Ordinary shares voted*</b>	<b>Votes for</b>	<b>Votes against</b>	<b>Abstentions#</b>
999,048, being 61,72%	199,809,600, being 100%	-	-
<b>“N” ordinary shares voted*</b>	<b>Votes for</b>	<b>Votes against</b>	<b>Abstentions#</b>
6,706,510, being 65,61%	6,706,510, being 100%	-	-
<b>Total shares voted*</b>	<b>Votes for</b>	<b>Votes against</b>	<b>Abstentions#</b>
7,705,558, being 65,08%	206,516,110, being 100%	-	-

Ordinary resolution 2.1 – Re-election of directors – PM Naylor

<b>Ordinary shares voted*</b>	<b>Votes for</b>	<b>Votes against</b>	<b>Abstentions#</b>
999,048, being 61,72%	199,809,600, being 100%	-	-
<b>“N” ordinary shares voted*</b>	<b>Votes for</b>	<b>Votes against</b>	<b>Abstentions#</b>
6,706,510, being 65,61%	6,706,510, being 100%	-	-
<b>Total shares voted*</b>	<b>Votes for</b>	<b>Votes against</b>	<b>Abstentions#</b>
7,705,558, being 65,08%	206,516,110, being 100%	-	-

Ordinary resolution 2.2 – Re-election of directors - LK Sebatane

<b>Ordinary shares voted*</b> 999,048, being 61,72%	<b>Votes for</b> 199,809,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>“N” ordinary shares voted*</b> 6,706,510, being 65,61%	<b>Votes for</b> 6,706,510, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>Total shares voted*</b> 7,705,558, being 65,08%	<b>Votes for</b> 206,516,110, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -

Ordinary resolution 2.3 – Re-election of directors – MR Molosiwa

<b>Ordinary shares voted*</b> 999,048, being 61,72%	<b>Votes for</b> 199,809,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>“N” ordinary shares voted*</b> 6,706,510, being 65,61%	<b>Votes for</b> 6,706,510, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>Total shares voted*</b> 7,705,558, being 65,08%	<b>Votes for</b> 206,516,110, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -

Ordinary resolution 3.1 – Election of audit committee members – HB Roberts

<b>Ordinary shares voted*</b> 999,048, being 61,72%	<b>Votes for</b> 199,809,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>“N” ordinary shares voted*</b> 6,706,510, being 65,61%	<b>Votes for</b> 6,706,510, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>Total shares voted*</b> 7,705,558, being 65,08%	<b>Votes for</b> 206,516,110, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -

Ordinary resolution 3.2 – Election of audit committee members – PM Naylor

<b>Ordinary shares voted*</b> 999,048, being 61,72%	<b>Votes for</b> 199,809,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>“N” ordinary shares voted*</b> 6,706,510, being 65,61%	<b>Votes for</b> 6,706,510, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>Total shares voted*</b> 7,705,558, being 65,08%	<b>Votes for</b> 206,516,110, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -

Ordinary resolution 3.3 – Election of audit committee members - LK Sebatane

<b>Ordinary shares voted*</b> 999,048, being 61,72%	<b>Votes for</b> 199,809,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>“N” ordinary shares voted*</b> 6,706,510, being 65,61%	<b>Votes for</b> 6,706,510, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>Total shares voted*</b> 7,705,558, being 65,08%	<b>Votes for</b> 206,516,110, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -

Ordinary resolution 4 – Re-appointment of auditors

<b>Ordinary shares voted*</b> 999,048, being 61,72%	<b>Votes for</b> 199,809,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>“N” ordinary shares voted*</b> 6,706,510, being 65,61%	<b>Votes for</b> 6,706,510, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>Total shares voted*</b> 7,705,558, being 65,08%	<b>Votes for</b> 206,516,110, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -

Ordinary resolution 5 – General authority to issue equity shares for cash

<b>Ordinary shares voted*</b> 999,048, being 61,72%	<b>Votes for</b> 199,809,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>“N” ordinary shares voted*</b> 6,706,510, being 65,61%	<b>Votes for</b> 6,706,510, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>Total shares voted*</b> 7,705,558, being 65,08%	<b>Votes for</b> 206,516,110, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -

Ordinary resolution 6 – Control over unissued shares

<b>Ordinary shares voted*</b> 999,048, being 61,72%	<b>Votes for</b> 199,809,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>“N” ordinary shares voted*</b> 6,706,510, being 65,61%	<b>Votes for</b> 6,706,510, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>Total shares voted*</b> 7,705,558, being 65,08%	<b>Votes for</b> 206,516,110, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -

Ordinary resolution 7 – Signature of documents

<b>Ordinary shares voted*</b> 999,048, being 61,72%	<b>Votes for</b> 199,809,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>“N” ordinary shares voted*</b> 6,706,510, being 65,61%	<b>Votes for</b> 6,706,510, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>Total shares voted*</b> 7,705,558, being 65,08%	<b>Votes for</b> 206,516,110, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -

Ordinary resolution 8 – Non-binding advisory vote on remuneration policy

<b>Ordinary shares voted*</b> 999,048 being 61,72%	<b>Votes for</b> 199,809,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>“N” ordinary shares voted*</b> 6,706,510, being 65,61%	<b>Votes for</b> 6,706,510, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>Total shares voted*</b> 7,705,558, being 65,08%	<b>Votes for</b> 206,516,110, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -

Ordinary resolution 9 – Non-binding advisory vote on remuneration implementation report

<b>Ordinary shares voted*</b> 999,048, being 61,72%	<b>Votes for</b> 199,809,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>“N” ordinary shares voted*</b> 6,706,510, being 65,61%	<b>Votes for</b> 6,706,510, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>Total shares voted*</b> 7,705,558, being 65,08%	<b>Votes for</b> 206,516,110, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -

Special resolution 1 – Financial assistance

<b>Ordinary shares voted*</b> 999,048, being 61,72%	<b>Votes for</b> 199,809,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>“N” ordinary shares voted*</b> 6,706,510, being 65,61%	<b>Votes for</b> 6,706,510, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>Total shares voted*</b> 7,705,558, being 65,08%	<b>Votes for</b> 206,516,110, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -

Special resolution 2: General authority to acquire shares

<b>Ordinary shares voted*</b> 999,048, being 61,72%	<b>Votes for</b> 199,809,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>“N” ordinary shares voted*</b> 6,706,510, being 65,61%	<b>Votes for</b> 6,706,510, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -
<b>Total shares voted*</b> 7,705,558, being 65,08%	<b>Votes for</b> 206,516,110, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> -

Special resolution 3 – Allotment and issue of shares to directors and prescribed officers

<b>Ordinary shares voted*</b> 981,063, being 60,61%	<b>Votes for</b> 196,212,600, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> 3,597,000, being 1,11%
<b>“N” ordinary shares voted*</b> 6,513,710, being 63,72%	<b>Votes for</b> 6,513,710, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> 192,800, being 1,89%
<b>Total shares voted*</b> 7,494,773, being 63,30%	<b>Votes for</b> 202,726,310, being 100%	<b>Votes against</b> -	<b>Abstentions#</b> 3,789,800, being 1,78%

\* shares voted (excluding abstentions) in relation to total shares in issue

# in relation to the total shares in issue

29 November 2022

Sponsor

