

ALVIVA HOLDINGS LIMITED

Incorporated in the Republic of South Africa

(Registration number: 1986/000334/06)

Share code: AVV ISIN: ZAE000227484

("Alviva" or the "Company")

REPORT ON PROCEEDINGS AT THE GENERAL MEETING

1. INTRODUCTION

- 1.1 Unless otherwise defined herein, capitalised words and terms contained in this announcement shall bear the same meanings ascribed thereto in the circular dated 23 December 2022 ("**the Circular**").
- 1.2 Shareholders are advised that at the General Meeting held today, Friday, 27 January 2023, convened to consider and approve the Scheme Resolutions, all of the resolutions tabled were approved by the requisite majority of Alviva Shareholders present or represented by proxy and entitled to vote thereon.

2. RESULTS OF VOTING AT THE GENERAL MEETING

- 2.1 The total number of Alviva Shares in issue as at the date of the General Meeting is 117 623 944, of which 82 133 387 were Scheme Shares which were entitled to vote.
- 2.2 The total number of Scheme Shares that were present in person/represented by proxy and entitled to vote was 47 803 125 being 41% of the total number of Shares in issue (and being 58% of the total number of Scheme Shares which were entitled to vote).
- 2.3 The results of voting on the Scheme Resolutions proposed at the General Meeting are set out below:

	For	Against	Abstained, in relation to total shares in issue	Shares voted in relation to total shares in issue
SPECIAL RESOLUTIONS				
1. Approval of the Scheme in accordance with sections 114(1)(c) and 115 of the Companies Act				
Number of shares	45 396 666	3 225 109	23 196	48 621 775
Percentage	93.37%	6.63%	0.02%	41.34%
2. Revocation of Special Resolution Number 1				
Number of shares	45 774 940	2 846 835	23 196	48 621 775
Percentage	94.14%	5.86%	0.02%	41.34%
ORDINARY RESOLUTION				
1. Authority granted to a director or company secretary				
Number of shares	45 753 640	2 831 535	59 796	48 585 175
Percentage	94.17%	5.83%	0.05%	41.31%

3. SCHEME CONDITIONS

- 3.1 Alviva Shareholders holding 36 600 Shares being 0.03% of the total number of Shares in issue, have given notice objecting to the Scheme as contemplated in section 164 of the Companies Act.
- 3.2 Shareholders should note that the implementation of the Scheme remains subject to the fulfilment or waiver (as the case may be) of a number of Scheme Conditions by the dates set out in the Circular.
- 3.3 An announcement will be released on SENS as soon as possible after the fulfilment or waiver (as the case may be) of all

the outstanding Scheme Conditions or any non-fulfilment of any Scheme Condition which causes the Scheme to lapse.

4. RESPONSIBILITY STATEMENT

4.1 The independent board individually and collectively accepts full responsibility for the accuracy of the information contained in this announcement. In addition, the independent board certifies that to the best of its knowledge and belief, the information contained in this announcement solely pertaining to the Company is true 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 have been made.

Midrand

27 January 2023

Corporate advisor and transaction sponsor to Alviva: Bravura Capital Proprietary Limited

Legal advisor to Alviva: Tugendhaft Wapnick Banchetti and Partners

Sponsor: Deloitte & Touche Sponsor Services Proprietary Limited

Legal advisor to the Consortium: Webber Wentzel

Financial advisor, Bookrunner and Mandated Lead Arranger to the Consortium and BidCo: Absa Corporate and Investment Banking, a division of Absa Bank Limited