

RFG Holdings Limited

(Incorporated in the Republic of South Africa)

Registration number: 2012/074392/06

Share code: RFG

ISIN: ZAE000191979

("RFG" or "the Company")

**REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING**

At the 10th annual general meeting ("Annual General Meeting" or "the meeting") of the shareholders of RFG held yesterday, Thursday, 16 March 2023, the resolutions proposed at the meeting were unaltered from those reflected in the Notice of Annual General Meeting and were approved by the requisite majority of votes.

In this regard, RFG confirms the voting statistics from the Annual General Meeting as follows:

Total number of shares in issue	262,762,018
Treasury shares (excluded from voting)	1 125 000
Total number of shares ("voteable shares")	261 637 018
Total number of shares represented (including proxies) at the Annual General Meeting	239 003 169
Proportion of total voteable shares represented at the Annual General Meeting	91,35%

Resolutions	Votes cast disclosed as a percentage of the total number of shares voted at the meeting		Number of shares voted	Shares voted disclosed as a percentage of the total issued shares	Shares abstained disclosed as a percentage of the total issued shares
	For	Against			
Ordinary Resolution 1: Re-election of director – Mr. C Smart	100,00%	0,00%	238 983 818	90.95%	0,01%
Ordinary Resolution 2: Re-election of director – Mr. T Leeuw	99,82%	0,18%	238 983 818	90.95%	0,01%
Ordinary Resolution 3: Re-election of director – Ms. B Njobe	99,99%	0,01%	238 990 790	90.95%	0,00%
Ordinary Resolution 4: Re-election of director – Mr. M Bower	99,44%	0,56%	238 983 818	90.95%	0,01%
Ordinary Resolution 5: Appointment of Mr. M Bower to the audit, risk and information technology committee	99,44%	0,56%	238 983 818	90.95%	0,01%
Ordinary Resolution 6: Appointment of Mr. T Leeuw to the audit, risk and information technology committee	99,82%	0,18%	238 983 818	90.95%	0,01%
Ordinary Resolution 7: Appointment of Ms. S Maitisa to the audit, risk and information technology committee	99,99%	0,01%	238 983 118	90.95%	0,01%
Ordinary Resolution 8: Re-appointment of independent registered auditor	100,00%	0,00%	238 981 158	90.95%	0,01%
Ordinary Resolution 9: Control of authorised but unissued ordinary shares	61,83%	38,17%	238 988 859	90.95%	0,01%

Ordinary Resolution 10: Authority to issue ordinary shares for cash	97,35%	2,65%	238 989 019	90.95%	0,01%
Ordinary Resolution 11: Signature of documents	100,00%	0,00%	238 982 608	90.95%	0,01%
Non-Binding Advisory Resolution 1: Approval of the remuneration policy	95,94%	4,06%	238 982 194	90.95%	0,01%
Non-Binding Advisory Resolution 2: Approval of the implementation report	95,94%	4,06%	238 980 694	90.95%	0,01%
Special Resolution 1: Approval of the non-executive directors' fees	98,67%	1,33%	238 984 694	90.95%	0,01%
Special Resolution 2: General authority to repurchase shares	99,82%	0,18%	238 987 855	90.95%	0,01%
Special Resolution 3: Loans or other financial assistance to related companies	99,99%	0,01%	238 983 194	90.95%	0,01%

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

Groot Drakenstein

17 March 2023

Sponsor

RAND MERCHANT BANK (A division of FirstRand Bank Limited)



Prepared by: The Meeting Specialist (Pty) Ltd

