

Invicta Holdings Limited  
(Incorporated in the Republic of South Africa)  
(Registration number 1966/002182/06)  
JSE ordinary Share code: IVT ordinary Share ISIN ZAE000029773  
JSE preference Share code: IVTP preference Share ISIN: ZAE000173399  
A2X ordinary share code: IVTJ  
A2X preference share code: IVTPJ  
(“Invicta” or the “Company”)

## RESULTS OF GENERAL MEETING - PROPOSED ODD-LOT OFFER AND AMENDMENTS TO THE MEMORANDUM OF INCORPORATION

### 1. Results of General Meeting

Unless otherwise defined, the definitions and interpretations contained in the circular issued by Invicta on Monday, 5 June 2023 (“Circular”) apply, *mutatis mutandis*, to terms used in this announcement.

On Monday, 5 June 2023, Invicta distributed the Circular to Invicta Shareholders relating to the proposed Odd-lot Offer and amendments to the MOI, which will result in the repurchase by the Company of the Odd-lot Holdings from the Odd-lot Holders at the Odd-lot Offer Price, being a 5% premium to the 30-day volume weighted average price of an Invicta Share at the close of business on Monday, 24 July 2023.

**Odd-lot Holders can elect to retain their Odd-lot Holdings or sell their Odd-lot Holdings at the Offer Price. Those Odd-lot Holders who do not make an election by 12:00 on Friday, 4 August 2023 will automatically be regarded as having accepted the Odd-lot Offer and chosen to dispose of their Odd-lot Holdings to Invicta at the Odd-lot Offer Price and to receive the Odd-lot Consideration.**

At the General Meeting of Invicta Shareholders that was held today, Thursday, 6 July 2023, all resolutions were passed by the requisite majority of Invicta Shareholders and the voting results were as follows:

Resolution	Number of Invicta Shares voted	As a percentage of Invicta Shares in issue <sup>1</sup>	For <sup>2</sup>	Against <sup>2</sup>	Abstained <sup>1</sup>
<b>Special Resolution Number 1:</b> Authority to effect the MOI Amendments	81,041,018	81.14%	100%	0%	0.03%
<b>Special Resolution Number 2:</b> Specific authority to repurchase shares from Odd-Lot Holders	81,041,018	81.14%	100%	0%	0.03%
<b>Ordinary Resolution Number 1:</b> Authority to make and implement the Odd-lot Offer, specifically the repurchase of the Odd-lot Holdings from the Odd-lot Holders who do not make an election	81,041,018	81.14%	100%	0%	0.03%
<b>Ordinary Resolution Number 2:</b> Authority of directors	81,041,018	81.14%	100%	0%	0.03%

**Notes:**

1. Based on 99,844,589 Invicta Shares in issue at the date of the General Meeting.
2. In relation to the total number of Invicta Shares voted at the General Meeting.

**2. Salient dates and times**

Invicta Shareholders are reminded of the following salient dates and times in relation to the Odd-lot Offer:

	<b>2023</b>
Odd-lot Offer opens at 09:00	Monday, 10 July
Finalisation announcement (including the Odd-lot Offer Price) in respect of Odd-lot Offer by 11:00	Tuesday, 25 July
Last day to trade to participate in the Odd-lot Offer	Tuesday, 1 August
Shares commence trading ex Odd-lot Offer	Wednesday, 2 August
Forms of Election and Surrender (blue) to be received by the Transfer Secretaries by 12:00	Friday, 4 August
Odd-lot Offer closes at 12:00	Friday, 4 August
Record date for the Odd-lot Offer	Friday, 4 August
Payment of Odd-lot Consideration to Certificated Odd-lot Holders who have accepted the Odd-lot Offer or who have made no election	Monday, 7 August
Dematerialised Odd-lot Holders who have accepted the Odd-lot Offer or who have made no election will have their accounts at their CSDP or broker credited with the Odd-lot Consideration	Monday, 7 August
Results of Odd-lot Offer released on SENS	Monday, 7 August
Cancellation and termination of Invicta Shares repurchased in terms of the Odd-lot Offer on	Tuesday, 8 August

**Notes:**

1. All dates and times indicated above are South African Standard Time.
2. The above dates and times are subject to amendment at the discretion of the Company. Any such amendment will be released on SENS.
3. Shareholders are reminded that Invicta Shares can only be traded in dematerialised form.
4. Odd-lot Offer:
  - 4.1 Dematerialised Odd-lot Holders are requested to notify their duly appointed CSDP or broker of their election by the cut off time stipulated by their CSDP or broker. This will be before the closing date of the Odd-lot Offer.
  - 4.2 In the case of Certificated Odd-lot Holders who decide to sell their Odd-lot Holdings for the Odd-lot Consideration, payment will be made on or about Monday, 7 August 2023 by electronic funds transfer into the bank accounts of the Odd-lot Holders, which are provided by the Odd-lot Holders on the Form of Election and Surrender (blue).
  - 4.3 Odd-lot Holders who are non-residents of the Common Monetary Area and who have never resided in the Common Monetary Area, whose registered address is outside the Common Monetary Area and

whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, and who decide to sell their Odd-lot Holdings for the Odd-lot Consideration, are referred to paragraph 2.10 of the Circular regarding processing and payment of the Odd-lot Consideration.

- 4.4 **Those Odd-lot Holders who do not make an election or do not return their Form of Election and Surrender (blue) timeously to the Transfer Secretaries will automatically be deemed to have accepted the Odd-lot Offer and shall be deemed to have agreed to dispose of their Odd-lot Holdings to Invicta at the Odd-lot Offer Price and to receive the Odd-lot Consideration.**
- 4.5 Shareholders may not dematerialise or rematerialise their Invicta Shares between the last day to trade to participate in the Odd-lot Offer and the record date for the Odd-lot Offer.

**6 July 2023**

**Investment Bank, Corporate Advisor and Sponsor**

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