

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

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**FINALISATION OF S164 ACTION, CANCELLATION AND DELISTING OF 13,270,019  
RMH SHARES**

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Terms defined in the circular distributed to Shareholders on 25 July 2022 (**"Circular"**) shall, unless otherwise stated, bear the same meaning in this announcement.

Pursuant to section 164 of the Companies Act, 2008 (**"the Act"**) RMH has concluded a repurchase agreement with certain Shareholders holding an aggregate amount of 13,270,019 Shares (**"s164 Shares"**).

In terms of the agreement, RMH has agreed to repurchase the s164 Shares at a s164 Fair Value Offer price of 197,76 cents per share. The s164 Shares are required to be cancelled and delisted in terms of the JSE Listings Requirements.

Shareholders are advised that:

- o the effective date of the delisting of the s164 Shares is 8 August 2023;
- o the s164 Shares represent 0,944% of the Company's issued share capital;
- o the price to be paid for the s164 Shares is 197,76 cents per share;
- o Shareholders from whom the s164 Shares are to be repurchased comprise:
  - The Standard Bank Nominees (RF) (Pty) Limited (registration number: 2002/021046/07) in its capacity as the registered shareholder of 13,270,019 RMH shares, beneficially owned by:
    - o Numus Capital Proprietary Limited holding 5,000,000 shares; and
    - o Grid Property Investments Proprietary Limited holding 8,270,019 shares.

The aforementioned Shareholders exercised their rights outlined in the Circular and in terms of s164 (2) of the Act concerning the "Special Resolution Number 1: Approval of the Disposal and subsequently launched action proceedings in the High Court in terms of s164 (14) (**"the action"**)". The above-mentioned two dissenting Shareholders have now in terms of s164 (15A) accepted the fair value offer determined in terms of s164 (16). The action will be withdrawn by the abovementioned two dissenting Shareholders.

The repurchase of the s164 Shares concludes the final pending process initiated by all dissenting shareholders in terms of s164 as a consequence of the Circular.

**Bryanston**

3 August 2023

**Sponsor**

BSM Sponsors Proprietary Limited