

Metrofile Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1983/012697/06)
Share code: MFL
ISIN Code: ZAE000061727
("Metrofile Holdings" or "the Company")

RESULTS OF ANNUAL GENERAL MEETING AND NOTICE IN TERMS OF SECTION 45(5) (a) OF THE COMPANIES ACT 71 OF 2008, AS AMENDED

RESULTS OF ANNUAL GENERAL MEETING

Metrofile shareholders ("Shareholders") are hereby advised that at the annual general meeting of Shareholders held via a remote, interactive electronic platform at 09:00 on Thursday, 23 November 2023 ("AGM"), all the ordinary and special resolutions contained in the notice of AGM were passed by the requisite majority of votes of Shareholders attending the AGM or represented by proxy.

| | |
|---|-------------|
| Total number of shares in issue | 433 699 958 |
| Total votable number of shares (net of treasury shares) | 422 625 219 |
| Total number of shares present/represented including proxies at the meeting | 318 325 893 |

Details of the results of voting at the AGM are as follows:

| Resolutions | Votes carried disclosed as a percentage in relation to the total number of shares voted at the meeting | | Shares abstained disclosed as a percentage in relation to the total number of votable shares* that can be exercised at the meeting | Shares voted disclosed as a percentage in relation to the total number of votable shares* that can be exercised at the meeting |
|---|--|---------|--|--|
| | For | Against | | |
| Ordinary resolution 1 - Adoption of the audited consolidated annual financial statements | 100.00 | 0.00 | 0.02 | 75.31 |
| Ordinary resolution 2 - Re-election of CS Seabrooke as a non-executive director | 96.48 | 3.52 | 0.02 | 75.31 |
| Ordinary resolution 3 - Re-election of SV Zilwa as a non-executive director | 98.15 | 1.85 | 0.02 | 75.31 |

| Resolutions | Votes carried disclosed as a percentage in relation to the total number of shares voted at the meeting | | Shares abstained disclosed as a percentage in relation to the total number of votable shares* that can be exercised at the meeting | Shares voted disclosed as a percentage in relation to the total number of votable shares* that can be exercised at the meeting |
|---|--|---------|--|--|
| | For | Against | | |
| Ordinary resolution 4 - Re-election of MS Bomela as a non-executive director | 99.99 | 0.01 | 0.02 | 75.31 |
| Ordinary resolution 5 - Re-election of SV Zilwa, subject to adoption of ordinary resolution number 3 as a member of the Audit, Governance and Risk Committee | 94.70 | 5.30 | 0.02 | 75.31 |
| Ordinary resolution 6 - Re-election of A Khumalo as a member of the Audit, Governance and Risk Committee | 99.99 | 0.01 | 0.02 | 75.31 |
| Ordinary resolution 7 - Re-election of LE Mthimunye as a member of the Audit, Governance and Risk Committee | 99.99 | 0.01 | 0.02 | 75.31 |
| Ordinary resolution 8 - Election of T Seopa as a member of the Audit, Governance and Risk Committee | 100.00 | 0.00 | 0.02 | 75.31 |
| Ordinary resolution 9 - Appointment of BDO as the auditor of the Company | 99.94 | 0.06 | 0.02 | 75.31 |
| Ordinary resolution 10 - Approval of the remuneration policy | 96.55 | 3.45 | 0.02 | 75.31 |

| Resolutions | Votes carried disclosed as a percentage in relation to the total number of shares voted at the meeting | | Shares abstained disclosed as a percentage in relation to the total number of votable shares* that can be exercised at the meeting | Shares voted disclosed as a percentage in relation to the total number of votable shares* that can be exercised at the meeting |
|---|--|---------|--|--|
| | For | Against | | |
| Ordinary resolution 11 - Approval of the implementation of the remuneration report | 100.00 | 0.00 | 0.02 | 75.31 |
| Special resolution number 1 - Remuneration of non-executive directors | 96.55 | 3.45 | 0.02 | 75.31 |
| Special resolution number 2 - General authority to acquire the Company's own shares | 100.00 | 0.00 | 0.02 | 75.31 |
| Special resolution number 3 - Approval for the granting of financial assistance in terms of Section 44 of the Companies Act | 100.00 | 0.00 | 0.02 | 75.31 |
| Special resolution number 4 - Approval for the granting of financial assistance in terms of Section 45 of the Companies Act | 100.00 | 0.00 | 0.02 | 75.31 |
| Ordinary resolution number 12 - General authority to allot and issue ordinary shares | 93.77 | 6.23 | 0.02 | 75.31 |
| Special resolution number 5 - General authority to allot and issue ordinary shares pursuant to the | 100.00 | 0.00 | 0.02 | 75.31 |

| Resolutions | Votes carried disclosed as a percentage in relation to the total number of shares voted at the meeting | | Shares abstained disclosed as a percentage in relation to the total number of votable shares* that can be exercised at the meeting | Shares voted disclosed as a percentage in relation to the total number of votable shares* that can be exercised at the meeting |
|--|--|---------|--|--|
| | For | Against | | |
| conditional share plan | | | | |
| Ordinary resolution number 13 - General authority to directors | 99.99 | 0.01 | 0.02 | 75.31 |

* total number of votable shares that can be exercised at the meeting consist of shares in issue net of 11 074 739 treasury shares

NOTICE IN TERMS OF SECTION 45(5) (a) OF THE COMPANIES ACT 71 OF 2008, AS AMENDED

We refer to the special resolution no 4, as set out in the Notice of Annual General Meeting ("AGM") made available to shareholders on 26 October 2023, which resolution was approved by the shareholders of the Company, at the AGM held on 23 November 2023, in accordance with section 45(3) of the Companies Act of 2008 ("Companies Act") pursuant to which the shareholders of the Company authorised the Company to provide financial assistance to the entities as contemplated in the said special resolution.

We hereby notify shareholders that the Board of Directors of the Company has adopted a resolution to authorise direct or indirect financial assistance as contemplated in section 45 of the Companies Act to a maximum total amount of R1 billion to any one or more related or inter-related companies or corporations of the Company and/or to any one or more juristic persons who are members of, or are related to, any such related or inter-related company or corporation.

Shareholders are advised that notification in this regard will be distributed on or about 24 November either via electronic mail or registered post, depending on the shareholder's preference as previously indicated.

23 November 2023

Sponsor

The Standard Bank of South Africa Limited