

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

REPORT ON PROCEEDINGS AT THE RMH ANNUAL GENERAL MEETING AND UPDATE ON APH LOAN CONVERSION

REPORT ON PROCEEDINGS AT THE RMH ANNUAL GENERAL MEETING

At the thirty sixth annual general meeting (“AGM” or “meeting”) of the shareholders of RMH held on 5 December 2023, all the ordinary and special resolutions proposed at the meeting were approved by the requisite majority of votes. In this regard, RMH confirms the voting statistics from the AGM as follows:

Resolutions	Votes cast disclosed as a percentage in relation to the total number of shares voted at the meeting %		Number of shares voted	Shares voted disclosed as a percentage in relation to the total votable share capital* %	Shares abstained disclosed as a percentage in relation to the total votable share capital* %
	For	Against			
Ordinary resolutions					
1. Re-election and appointment of directors					
1.1 Murphy Morobe	99.93	0.07	705 627 383	50.66	0.09
1.2 Udo Lucht	98.06	1.94	705 633 033	50.66	0.09
1.3 Herman Bosman	98.04	1.96	705 573 033	50.65	0.10
2. General authority to place 5% (five percent) of the issued ordinary shares under the control of the directors	95.49	4.51	705 511 500	50.65	0.10
3. General authority to issue ordinary shares for cash	95.26	4.74	705 510 942	50.65	0.10
4. Approval of re-appointment of auditor	99.65	0.35	705 511 858	50.65	0.10
5. Election of audit and risk committee members					
5.1 Sonja De Bruyn	97.07	2.93	705 504 502	50.65	0.10
5.2 Per Lagerström	99.94	0.06	705 510 152	50.65	0.10
5.3 James Teeger	99.98	0.02	705 510 152	50.65	0.10
6. Signing authority	98.92	1.08	705 504 681	50.65	0.10
7.1: Advisory endorsement of the remuneration policy	94.59	5.41	705 462 139	50.65	0.11
7.2: Advisory endorsement of the remuneration implementation report	94.60	5.40	705 462 139	50.65	0.11

Special resolutions					
1. Approval of non-executive directors' remuneration with effect 1 December 2023	98.80	1.20	705 493 097	50.65	0.10
2. General authority to repurchase Company shares	99.91	0.09	705 506 069	50.65	0.10
3. Financial assistance to directors, prescribed officers and employee share scheme beneficiaries	96.68	3.32	705 476 181	50.65	0.10
4. Financial assistance to related or inter-related entities	98.90	1.10	705 506 277	50.65	0.10
<i>*Total votable share capital is 1 392 933 199</i>					

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

UPDATE ON APH LOAN CONVERSION

Shareholders are referred to the SENS announcement released on 24 October 2023 wherein Shareholders were advised of the details of the repayment of the loan by Atterbury Property Holdings Proprietary Limited ("**APH**"). All defined terms from that SENS will hold the same meaning herein.

RMH hereby confirms that in accordance with the terms of the agreement, APH has settled the balance of the loan, being R325 million, through the issue of the Conversion Shares. As a result, RMH has received 17 876 140 additional APH shares, based on the conversion calculation and the June 2023 IFRS NAV of APH, as approved by the APH board. RMH now owns 45 376 140 APH shares, or 38.5% of APH.

As Shareholders are aware, this past financial cycle RMH changed its year end to September. RMH's 30 September 2023 reviewed results are scheduled for release on or about 13 December 2023 and an investor call has been scheduled for 14 December 2023 at 10h00. Details of the call can be found <https://rmh.co.za/investor-relation/>.

The board of directors of RMH accepts responsibility for the information contained in this announcement as it relates to the Company and confirms that, to the best of its knowledge and belief, such information relating to RMH is true and that this announcement does not omit anything likely to affect the importance of such information.

Bryanston

5 December 2023

Sponsor

BSM Sponsors Proprietary Limited