

## AFRICAN AND OVERSEAS ENTERPRISES LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1947/027461/06)

JSE share code: AOO ISIN: ZAE0000000485

JSE share code: AON ISIN: ZAE0000009718

JSE share code: AOVV ISIN: ZAE0000000493

("AOE" or "the company")



## RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that at the annual general meeting of shareholders held on Monday, 11 December 2023 (in terms of the notice dispatched on 6 November 2023) all the resolutions tabled thereat were passed (by way of a poll) by the requisite majority of AOE shareholders.

Details of the results of voting at the annual general meeting were as follows:

- total number of AOE ordinary and "N" ordinary shares (collectively, the "shares") that could have been voted at the annual general meeting: 11 840 671 shares (being the aggregate amount of 1 618 750 ordinary shares and 10 221 921 "N" ordinary shares);
- total number of shares that were present/represented at the annual general meeting: 10 918 794 shares, (being in aggregate 92.21% of the total number of shares that could have been voted at the annual general meeting and constituting 92.21% of the aggregate voting rights that could have been exercised at the annual general meeting);
- total number of ordinary shares that were present/represented at the annual general meeting: 1 520 636 ordinary shares (being 93.94% of the total number of ordinary shares that could have been voted at the annual general meeting) with each ordinary share entitling the holder thereof to 200 votes; and
- total number of "N" ordinary shares that were present at the annual general meeting: 9 398 158 "N" ordinary shares (being 91.94% of the total number of "N" ordinary shares that could have been voted at the annual general meeting) with each "N" ordinary share entitling the holder thereof to 1 vote.

### Ordinary resolution 1: Approval of annual financial statements

Ordinary shares voted*	Votes for	Votes against	Abstentions#
1 520 636, being 93.94%	304 127 200, being 100%	0, being 0.00%	0, being 0.00%
"N" ordinary shares voted*	Votes for	Votes against	Abstentions#
9 398 158, being 91.94%	9 398 158, being 100%	0, being 0.00%	0, being 0.00%
Total shares voted*	Votes for	Votes against	Abstentions#
10 918 794, being 92.21%	313 525 358, being 100%	0, being 0.00%	0, being 0.00%

### Ordinary resolution 2.1: Re-election of PM Nayler as a director of the company

Ordinary shares voted*	Votes for	Votes against	Abstentions#
1 520 636, being 93.94%	304 127 200, being 100%	0, being 0.00%	0, being 0.00%
"N" ordinary shares voted*	Votes for	Votes against	Abstentions#
9 398 158, being 91.94%	9 398 158, being 100%	0, being 0.00%	0, being 0.00%
Total shares voted*	Votes for	Votes against	Abstentions#
10 918 794, being 92.21%	313 525 358, being 100%	0, being 0.00%	0, being 0.00%

### Ordinary resolution 2.2: Re-election of HB Roberts as a director of the company

Ordinary shares voted*	Votes for	Votes against	Abstentions#
1 520 636, being 93.94%	304 127 200, being 100%	0, being 0.00%	0, being 0.00%

<b>“N” ordinary shares voted*</b> 9 398 158, being 91.94%	<b>Votes for</b> 9 398 158, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>Total shares voted*</b> 10 918 794, being 92.21%	<b>Votes for</b> 313 525 358, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%

Ordinary resolution 3.1: Election of PM Nayler as a member of the audit committee

<b>Ordinary shares voted*</b> 1 520 636, being 93.94%	<b>Votes for</b> 304 127 200, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>“N” ordinary shares voted*</b> 9 398 158, being 91.94%	<b>Votes for</b> 9 398 158, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>Total shares voted*</b> 10 918 794, being 92.21%	<b>Votes for</b> 313 525 358, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%

Ordinary resolution 3.2: Election of HB Roberts as a member of the audit committee

<b>Ordinary shares voted*</b> 1 520 636, being 93.94%	<b>Votes for</b> 304 127 200, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>“N” ordinary shares voted*</b> 9 398 158, being 91.94%	<b>Votes for</b> 9 398 158, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>Total shares voted*</b> 10 918 794, being 92.21%	<b>Votes for</b> 313 525 358, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%

Ordinary resolution 3.3: Election of LK Sebatane as a member of the audit committee

<b>Ordinary shares voted*</b> 1 520 636, being 93.94%	<b>Votes for</b> 304 127 200, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>“N” ordinary shares voted*</b> 9 398 158, being 91.94%	<b>Votes for</b> 9 398 158, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>Total shares voted*</b> 10 918 794, being 92.21%	<b>Votes for</b> 313 525 358, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%

Ordinary resolution 4: Re-appointment of auditors

<b>Ordinary shares voted*</b> 1 520 636, being 93.94%	<b>Votes for</b> 304 127 200, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>“N” ordinary shares voted*</b> 9 398 158, being 91.94%	<b>Votes for</b> 9 398 158, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>Total shares voted*</b> 10 918 794, being 92.21%	<b>Votes for</b> 313 525 358, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%

Ordinary resolution 5: General authority to issue equity shares for cash

<b>Ordinary shares voted*</b> 1 520 636, being 93.94%	<b>Votes for</b> 303 747 200, being 99.88%	<b>Votes against</b> 380 000, being 0.12%	<b>Abstentions#</b> 0, being 0.00%
<b>“N” ordinary shares voted*</b> 9 398 158, being 91.94%	<b>Votes for</b> 9 356 022, being 99.55%	<b>Votes against</b> 42 136, being 0.45%	<b>Abstentions#</b> 0, being 0.00%
<b>Total shares voted*</b> 10 918 794, being 92.21%	<b>Votes for</b> 313 103 222, being 99.60%	<b>Votes against</b> 422 136, being 0.40%	<b>Abstentions#</b> 0, being 0.00%

Ordinary resolution 6: Control over unissued shares

<b>Ordinary shares voted*</b> 1 520 636, being 93.94%	<b>Votes for</b> 303 747 200, being 99.88%	<b>Votes against</b> 380 000, being 0.12%	<b>Abstentions#</b> 0, being 0.00%
<b>“N” ordinary shares voted*</b> 9 398 158, being 91.94%	<b>Votes for</b> 9 356 022, being 99.55%	<b>Votes against</b> 42 136, being 0.45%	<b>Abstentions#</b> 0, being 0.00%
<b>Total shares voted*</b> 10 918 794, being 92.21%	<b>Votes for</b> 313 103 222, being 99.60%	<b>Votes against</b> 422 136, being 0.40%	<b>Abstentions#</b> 0, being 0.00%

Ordinary resolution 7: Signature of documents

<b>Ordinary shares voted*</b> 1 520 636, being 93.94%	<b>Votes for</b> 304 127 200, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>“N” ordinary shares voted*</b> 9 398 158, being 91.94%	<b>Votes for</b> 9 398 158, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>Total shares voted*</b> 10 918 794, being 92.21%	<b>Votes for</b> 313 525 358, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%

Ordinary resolution 8: Non-binding advisory vote on remuneration policy

<b>Ordinary shares voted*</b> 1 520 636, being 93.94%	<b>Votes for</b> 304 127 200, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>“N” ordinary shares voted*</b> 9 398 158, being 91.94%	<b>Votes for</b> 9 398 158, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>Total shares voted*</b> 10 918 794, being 92.21%	<b>Votes for</b> 313 525 358, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%

Ordinary resolution 9: Non-binding advisory vote on remuneration implementation report

<b>Ordinary shares voted*</b> 1 520 636, being 93.94%	<b>Votes for</b> 304 127 200, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>“N” ordinary shares voted*</b> 9 398 158, being 91.94%	<b>Votes for</b> 9 398 158, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>Total shares voted*</b> 10 918 794, being 92.21%	<b>Votes for</b> 313 525 358, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%

Special resolution 1: Financial assistance

<b>Ordinary shares voted*</b> 1 520 636, being 93.94%	<b>Votes for</b> 304 127 200, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>“N” ordinary shares voted*</b> 9 398 158, being 91.94%	<b>Votes for</b> 9 398 158, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>Total shares voted*</b> 10 918 794, being 92.21%	<b>Votes for</b> 313 525 358, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%

Special resolution 2: General authority to acquire shares

<b>Ordinary shares voted*</b> 1 520 636, being 93.94%	<b>Votes for</b> 304 127 200, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>“N” ordinary shares voted*</b> 9 398 158, being 91.94%	<b>Votes for</b> 9 398 158, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%
<b>Total shares voted*</b> 10 918 794, being 92.21%	<b>Votes for</b> 313 525 358, being 100%	<b>Votes against</b> 0, being 0.00%	<b>Abstentions#</b> 0, being 0.00%

Special resolution 3: Allotment and issue of shares to directors and prescribed officers

<b>Ordinary shares voted*</b> 1 520 636, being 93.94%	<b>Votes for</b> 303 747 200, being 99.88%	<b>Votes against</b> 380 000, being 0.12%	<b>Abstentions#</b> 0, being 0.00%
<b>“N” ordinary shares voted*</b> 9 398 158, being 91.94%	<b>Votes for</b> 9 356 022, being 99.55%	<b>Votes against</b> 42 136, being 0.45%	<b>Abstentions#</b> 0, being 0.00%
<b>Total shares voted*</b> 10 918 794, being 92.21%	<b>Votes for</b> 313 103 222, being 99.60%	<b>Votes against</b> 422 136, being 0.40%	<b>Abstentions#</b> 0, being 0.00%

\* shares voted (excluding abstentions) in relation to total shares in issue

# in relation to the total shares in issue

12 December 2023

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Sponsor

