

RFG Holdings Limited

(Incorporated in the Republic of South Africa)

Registration number: 2012/074392/06

Share code: RFG

ISIN: ZAE000191979

("RFG")

**REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING**

At the 11th annual general meeting ("Annual General Meeting" or "the meeting") of the shareholders of RFG held yesterday, Wednesday, 13 March 2024, the resolutions proposed at the meeting were unaltered from those reflected in the Notice of Annual General Meeting and were approved by the requisite majority of votes.

In this regard, RFG confirms the voting statistics from the Annual General Meeting as follows:

Total number of shares in issue	262,762,018
Treasury shares (excluded from voting)	1 125 000
Total number of voteable shares	261 637 018
Total number of shares represented (including proxies) at the Annual General Meeting	237 283 934
Proportion of total voteable shares represented at the Annual General Meeting	90.69%

Resolutions	Votes cast disclosed as a percentage of the total number of shares voted at the meeting	Number of shares voted	Shares voted disclosed as a percentage of	Shares abstained disclosed as a percentage of

	For	Against		the total issued shares	the total issued shares
Ordinary Resolution 1: Election of director – Ms. S V Naidoo	99,81%	0,19%	236 439 537	89,98%	0,32%
Ordinary Resolution 2: Re-election of director – Ms. S Maitisa	100,00%	0,00%	236 467 699	89,99%	0,31%
Ordinary Resolution 3: Re-election of director – Mr. W P Hanekom	98,15%	1,85%	236 475 699	90,00%	0,31%
Ordinary Resolution 4: Re-election of director – Mr. C C Schoombie	100,00%	0,00%	236 475 699	90,00%	0,31%
Ordinary Resolution 5: Appointment of Ms. S V Naidoo to the audit, risk and information technology committee	99,81%	0,19%	236 467 699	89,99%	0,31%
Ordinary Resolution 6: Appointment of Mr. T Leeuw to the audit, risk and information technology committee	97,36%	2,64%	236 439 537	89,98%	0,32%
Ordinary Resolution 7: Appointment of Ms. S Maitisa to the audit, risk and information technology committee	100,00%	0,00%	236 439 537	89,98%	0,32%
Ordinary Resolution 8: Re-appointment of independent registered auditor	100,00%	0,00%	236 530 799	90,02%	0,29%
Ordinary Resolution 9: Control of authorised but unissued ordinary shares	67,96%	32,04%	236 396 054	89,97%	0,34%
Ordinary Resolution 10: Authority to issue ordinary shares for cash	90,41%	9,59%	236 396 054	89,97%	0,34%
Ordinary Resolution 11: Signature of documents	100,00%	0,00%	236 430 992	89,98%	0,32%

Non-Binding Advisory Resolution 1: Approval of the remuneration policy	92,50%	7,50%	236 363 196	89,95%	0,35%
Non-Binding Advisory Resolution 2: Approval of the implementation report	95,22%	4,78%	236 363 196	89,95%	0,35%
Special Resolution 1: Approval of the non-executive directors' fees	99,03%	0,97%	236 498 971	90,01%	0,30%
Special Resolution 2: General authority to repurchase shares	99,97%	0,03%	236 427 321	89,98%	0,33%
Special Resolution 3: Loans or other financial assistance to related companies	98,09%	1,91%	236 427 321	89,98%	0,33%

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

Groot Drakenstein

14 March 2024

Sponsor

RAND MERCHANT BANK (A division of FirstRand Bank Limited)



Prepared by: The Meeting Specialist (Pty) Ltd