



**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")

## DEALING IN SECURITIES BY THE COMPANY AND DIRECTORS

### BACKGROUND

Shareholders are referred to the Stock Exchange News Service ("**SENS**") announcement released on 13 December 2023, wherein RMH declared a special dividend of 23.5 cents per share.

The RMH Forfeitable Share Plan ("**RMH FSP**") compensates participants for the value lost in their RMH Share Appreciation Right scheme ("**RMH SARs**") due to the special dividend by awarding forfeitable shares ("**replacement awards**"). The calculation of the replacement award follows the same methodology as that used for the April 2021 and September 2022 special dividends, which were detailed in SENS announcements on 15 March 2022 and 13 December 2022, respectively.

As with previous replacement awards, these awards are subject to the same performance conditions (including potential outperformance) and will follow a similar vesting profile. Part of the awards may vest earlier, at the date of monetisation. Any dividends or other distributions linked to the replacement awards will also be subject to the same performance and vesting conditions.

The RMH FSP awards will be settled in RMH ordinary shares. However, no new shares will be issued. Shares currently held by RMH due to previously lapsed awards and shares returned to settle PAYE for awards vested on 26 September 2023 (refer to the SENS announcement released on 27 September 2023) will be used, ensuring no dilution for shareholders.

Due to RMH's year-end change, the replacement awards will be granted and considered for vesting simultaneously.

### REPLACEMENT REWARDS

In compliance with the JSE Listings Requirements and the settlement mechanics of the RMH FSP, the following disclosures are made:

Director	:	BM Roberts
Date of transaction	:	25 September 2024
Nature of transaction	:	Off-market acceptance of RMH FSP awards
Class of securities	:	RMH FSP awards over ordinary shares
Number of awards	:	430 917
Value per award	:	38.0 cents*
Value of transaction	:	R163 748.46
Performance period	:	30 June 2020 to 31 March 2025
Vesting period	:	The earliest of date of monetisation of assets or staggered vesting of half-half on 25 September 2024 and 2025 respectively, subject to the fulfilment of performance conditions
Nature of interest	:	Direct beneficial

Clearance obtained	:	Yes
Director	:	EJ Marais
Date of transaction	:	25 September 2024
Nature of transaction	:	Off-market acceptance of RMH FSP awards
Class of securities	:	RMH FSP awards over ordinary shares
Number of awards	:	177 286
Value per award	:	38.0 cents*
Value of transaction	:	R67 368.68
Performance period	:	30 June 2020 to 31 March 2025
Vesting period	:	The earliest of date of monetisation of assets or staggered vesting of half-half on 25 September 2024 and 2025 respectively, subject to the fulfilment of performance conditions
Nature of interest	:	Direct beneficial
Clearance obtained	:	Yes

\*20-day Volume Weighted Average Price ("VWAP") following the last day to trade to qualify for the special dividend as per FSP rules

## VESTING OF AWARDS

The RMH FSP awards are subject to performance conditions. The Company purchased ordinary shares in the market, announced via SENS on 15 March 2022, and placed them in restricted accounts for the benefit of participants. These restrictions will be lifted once the performance conditions are met.

In compliance with the JSE Listings Requirements, the following dealings are disclosed in relation to the RMH FSP that vested on 25 September 2024.

Given that the required performance conditions have been met, both directors elected to lift the restrictions on the net shares after tax. The PAYE amount was calculated using a 5-day VWAP of RMH shares, and the shares required to settle PAYE will be returned to RMH. The Company will be in a closed period from 30 September 2024 and will consider selling the shares (along with the balance of September 2023 shares returned to RMH) in the open market after this period.

As a result of the settlement mechanics of the RMH FSP, the following disclosures are made:

Director	:	BM Roberts
Company	:	RMH
Original award date of RMH SARs	:	25 September 2020
Date of replacement awards	:	11 March 2022, 13 December 2022 and 25 September 2024
Performance period	:	30 June 2020 to 31 March 2025
Percentage of award vested	:	92.7%
Date of vesting	:	25 September 2024
Nature of transaction	:	Vesting post restriction on RMH ordinary shares lifted as a result of RMH FSP awards
Date of transaction	:	27 September 2024
Class of securities	:	RMH ordinary shares
Net number of shares	:	8 723 419
Number of shares returned to RMH to settle tax	:	6 791 570

Selling price per share	:	39.26989 cents*
Value of shares returned to RMH for tax purposes	:	R2 667 042.06
Net value of shares retained post vesting	:	R3 425 677.05
Total value	:	R6 092 719.11
Confirmation	:	Off-market
Nature of interest	:	Direct beneficial
Clearance obtained	:	Yes

Director	:	EJ Marais
Company	:	RMH
Original award date of RMH SARs	:	25 September 2020
Date of replacement awards	:	11 March 2022, 13 December 2022 and 25 September 2024
Performance period	:	30 June 2020 to 31 March 2025
Percentage of award vested	:	92.7%
Date of vesting	:	25 September 2024
Nature of transaction	:	Vesting post restriction on RMH ordinary shares lifted as a result of RMH FSP awards
Date of transaction	:	27 September 2024
Class of securities	:	RMH ordinary shares
Net number of shares	:	3 697 209
Number of shares returned to RMH to settle tax	:	2 685 890
Selling price per share	:	39.26989* cents
Value of shares returned to RMH for tax purposes	:	R1 054 746.05
Net value of shares retained post vesting	:	R1 451 889.91
Total value	:	R2 506 635.96
Confirmation	:	Off-market
Nature of interest	:	Direct beneficial
Clearance obtained	:	Yes

\*5-day VWAP starting on 12 September 2024 and ending on 18 September 2024.

**Bryanston**  
27 September 2024

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