

SASFIN HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1987/002097/06)

Share Code: SFN

ISIN Number: ZAE000006565

("Sasfin Holdings" or "the Company")

RESULTS OF GENERAL MEETING TO APPROVE THE SUBSCRIPTIONS FOR CASH, DELISTING AND THE SHARE REPURCHASE

1. INTRODUCTION

Shareholders are referred to the Circular to Shareholders and Notice of General Meeting, which was distributed to Shareholders on 1 November 2024, wherein they were advised that Sasfin Holdings, and its wholly owned subsidiary Sasfin Wealth, had entered into agreements with Unitas and Wipfin, in terms of which these major shareholders of Sasfin would subscribe for shares in Sasfin Wealth for cash, thereby facilitating an Offer by Sasfin Wealth to all Sasfin Holdings Shareholders at an Offer price of R30.00 per Share, to enable the Company to apply for its Delisting from the stock exchange operated by the JSE.

The capitalised terms used but not defined in this announcement shall bear the same meaning given to such terms in the Circular.

2. RESULTS OF GENERAL MEETING

Shareholders are hereby advised that at the General Meeting of Shareholders held on Monday, 2 December 2024, all the proposed Resolutions, as set out in the Notice of General Meeting contained in the Circular, were passed by the requisite majority of Shareholders present and able to vote, in person or by proxy. Details of the results of voting at the General Meeting are as follows:

Total number of Shares in issue as at the date of the General Meeting: **32 124 161**

Total number of Shares in issue net of Excluded Shares (25 549 254 Concert Party and Related Party Shares excluded from voting at the General Meeting): **6 574 907** ("Total Votable Shares")

Number of Shares present/ represented at the General Meeting: **4 313 887** being **66%** of the Total Votable Shares.

Ordinary Resolutions

Ordinary resolution number 1: Approval of the Subscription for Cash in Sasfin Wealth by Unitas and Wipfin			
For ¹ Number (%)	Against ¹ Number (%)	Abstentions ² Number (%)	Shares voted ³ Number (%)
4 311 698 99.96%	1 919 0.04%	270 0%	4 313 617 65.61%

Ordinary resolution number 2: Authority to Delist and apply for the Delisting of the Company on the JSE			
For	Against	Abstentions	Shares voted
4 311 698 99.96%	1 919 0.04%	270 0%	4 313 617 65.61%
Ordinary resolution number 3: Authority to give effect to the Resolutions			
For	Against	Abstentions	Shares voted
4 311 698 99.96%	1 919 0.04%	270 0%	4 313 617 65.61%

Special Resolution

Special Resolution number 1: Specific Authority for Sasfin Wealth to Repurchase Offer Shares from Offer Participants			
For	Against	Abstentions	Shares voted
4 311 698 99.96%	1 919 0.04%	270 0%	4 313 617 65.61%

- (1) The votes carried for and against each individual resolution are disclosed as a percentage in relation to the total number of Shares voted (whether in person or by proxy) in respect of such individual resolution at the General Meeting.
- (2) The total number of Shares abstained in respect of each individual resolution (whether in person or by proxy) is disclosed as a percentage in relation to the Total Votable Shares.
- (3) The total number of Shares voted (whether in person or by proxy) at the General Meeting in respect of each individual resolution is disclosed as a percentage in relation to the Total Votable Shares.

3. FULFILMENT OF THE SUSPENSIVE CONDITIONS TO THE OFFER AND DELISTING AND THE MAXIMUM ACCEPTANCES CONDITION

Shareholders are advised that on 22 November 2024 the Prudential Authority approved the Subscription for Cash detailed in the Circular. The Resolutions now having been approved by the requisite majority of Shareholders at the General Meeting, all Suspensive Conditions to the Offer and Delisting have been fulfilled and the Offer has become unconditional as to acceptances. The Offer remains subject to the fulfilment of the Maximum Acceptances Condition, namely that the Offer is accepted by Shareholders holding no more than 10% of the Company's Shares. As detailed in the Circular, Shareholders collectively holding 28 957 332 Shares, representing 90.14% of the Shares in issue, have provided irrevocable undertakings not to accept the Offer and will remain invested in Sasfin Holdings post the Delisting. The Company therefore expects the Maximum Acceptances Condition to be met.

4. SALIENT DATES AND TIMES

The salient dates and times relating to the Offer and Delisting are set out below:

Last day to trade in Shares in order to participate in the Offer on (refer to note 4 below)	Tuesday, 17 December 2024
Date on which the Offer closes at 12:00 pm on	Friday, 20 December 2024
Offer record date on which Shareholders must be recorded in the register in order to participate in the Offer on (refer to note 4 below)	Friday, 20 December 2024
Results of the Offer announced on SENS on	Friday, 20 December 2024
Suspension of the listing of the Shares on the JSE with effect from the commencement of trade on	Monday, 23 December 2024
Payment of Offer Consideration to Offer participants (refer to notes 5 and 6 below), with the last payment on	Monday, 23 December 2024
Results of the Offer published in the South African press on	Tuesday, 24 December 2024
Termination of the listing of the Shares at the commencement of trade on the JSE on	Monday, 30 December 2024

Notes:

- 1 The above dates and times are subject to amendment. Any amendment to the dates and times will be approved by the JSE and published on SENS.
- 2 All times referred to are local times in South Africa.
- 3 Shareholders should note that as transactions in Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trade. Persons who acquire Shares after the last day to trade will therefore not be eligible to vote at the General Meeting.
- 4 For purposes of being eligible to participate in the Offer, no dematerialisation or rematerialisation of Shares may take place after the last date to trade in the Shares for participation in the Offer being Tuesday, 17 December 2024 and Offer participants will not be able to dematerialise or rematerialise any Shares once they have validly accepted the Offer.
- 5 Certificated Shareholders who accept the Offer will have the Offer Consideration transferred to them by EFT into the bank account nominated by them in the form of acceptance, surrender and transfer, by no later than the payment date.
- 6 Dematerialised Shareholders who accept the Offer will have their accounts at their CSDP or broker updated with the Offer Consideration by no later than the payment date.

Johannesburg
2 December 2024

Corporate Advisor to Sasfin Holdings
Rothschild and Co

Legal Advisor to Sasfin Holdings
Edward Nathan Sonnenbergs Inc.

Independent Expert

BDO Corporate Finance Proprietary Limited

Transaction Sponsor and Sponsor

Questco Corporate Advisory Proprietary Limited