

CLIENTÈLE LIMITED

Incorporated in the Republic of South Africa

(Registration number: 2007/023806/06)

Share code: CLI

ISIN: ZAE000117438

("Clientèle" or "the Company")



RESULTS OF GENERAL MEETING – THE ACQUISITION OF EMERALD LIFE PROPRIETARY LIMITED

1. INTRODUCTION

- 1.1. Shareholders are referred to the announcement released on the Stock Exchange News Service ("**SENS**") on 1 November 2024, wherein shareholders were advised that the Company had entered into a sale of shares agreement with André van der Westhuizen ("**Seller**") and Emerald Life Proprietary Limited ("**Emerald Life**"), in terms of which the Company will acquire 100% of the issued share capital of Emerald Life from the Seller ("**the Acquisition**"). Shareholders were further advised that an amendment of the Company's memorandum of incorporation ("**MOI**") would be required to create a new class of preference shares and their related terms to facilitate the preference share funding required for the Acquisition, which requires shareholder approval by way of a special resolution ("**Amendment of MOI**") and that shareholders will be requested to approve the issuance of the preference shares ("**Preference Share Issuance**").
- 1.2. Shareholders are further referred to the announcement released on SENS on Friday, 15 November 2024, regarding the distribution of the circular providing relevant information on the Acquisition, the Amendment of the MOI, the Preference Share Issuance and related resolutions ("**Circular**"), which Circular incorporated a notice convening a general meeting of shareholders for the purpose of considering and, if deemed fit, to pass, with or without modification, the resolutions contained therein.
- 1.3. Unless otherwise defined herein, capitalised words and terms contained in this announcement shall bear the meanings ascribed thereto in the Circular.

2. RESULTS OF GENERAL MEETING

- 2.1. Shareholders are hereby advised that the General Meeting of the Company was held at 08h00 today, 13 December 2024, physically at Clientèle's offices at Building 7, Clientèle Office Park, C/O Alon & Rivonia Roads, Morningside, Johannesburg.
- 2.2. Shareholders are further advised that at the General Meeting all of the Resolutions were passed by the requisite majorities of the Company's Shareholders.
- 2.3. Details of the results of the voting at the General Meeting are as follows:

| Resolutions proposed at the General Meeting | Shares voted at the General Meeting (number) | Shares voted (%) ¹ | Votes for resolution (%) ² | Votes against resolution (%) ² | Shares abstained (%) ¹ |
|---|---|--------------------------------------|--|--|--|
| Special Resolution Number 1: Increase of authorised share capital | 338 446 298 | 74.69% | 100% | - | 0.15% |
| Special Resolution Number 2: Amendment of the MOI | 338 446 298 | 74.69% | 100% | - | 0.15% |
| Special Resolution Number 3: The provision of financial assistance for the subscription of securities | 338 446 298 | 74.69% | 100% | - | 0.15% |
| Special Resolution Number 4: Authority to undertake the Preference Share Issuance | 338 446 298 | 74.69% | 100% | - | 0.15% |
| Ordinary Resolution Number 1: Issuing and allotting the Preference Shares in terms of the MOI | 338 446 298 | 74.69% | 100% | - | 0.15% |

Notes:

1. As a percentage of the total number of Shares that could be exercised at the General Meeting, which was 453 158 983 ordinary shares.
2. As a percentage of the total number of Shares voted at the General Meeting.
3. No resolutions were added or amended at the General Meeting.

Johannesburg
13 December 2024

Transaction sponsor
Valeo Capital (Pty) Limited

 Valeo Capital