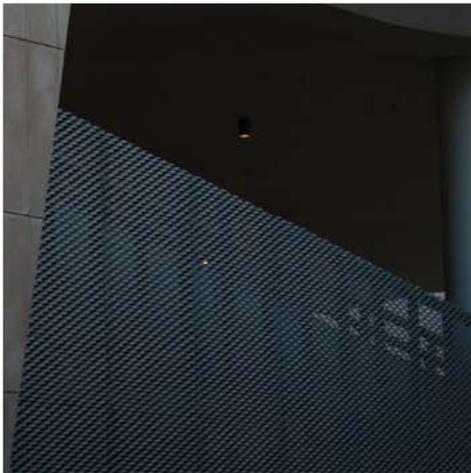


NOTICE OF
ANNUAL
GENERAL
MEETING
AND FORM
OF PROXY

2022



Notice of the annual general meeting

This document (which is available in English only) is important and requires your immediate attention. The action you need to take is set out in this notice. If you are in any doubt as to what action to take, please consult your broker, attorney or other professional advisor immediately.

RMB HOLDINGS LIMITED

Incorporated in the Republic of South Africa
Registration number: 1987/005115/06
Share code: RMH ISIN: ZAE000024501
(RMH or the company)

Notice is hereby given to the holders of ordinary shares in the company (shareholders), in terms of section 62(3)(a) of the Companies Act, 71 of 2008 (Companies Act), that the thirty fifth annual general meeting of the ordinary shareholders of RMH will be held entirely through electronic communication on Tuesday, 20 September 2022 at 10 am to consider and, if approved, pass the resolutions set out below, with or without modification, as well as such other matters as may be required to be dealt with at the annual general meeting in terms of the Companies Act.

As the annual general meeting will be conducted entirely through electronic communication as envisaged in the Companies Act, references in this notice of annual general meeting to 'in person' or 'represented' when used in connection with the annual general meeting will include a reference to a person who is able, whether on their own behalf or via proxy, to participate in the virtual annual general meeting by electronic communication as envisaged in the Companies Act.

Salient dates

Record date to be eligible to receive the notice of the annual general meeting	Friday, 15 July 2022
Posting date of notice	Friday, 29 July 2022
Last day to trade to be eligible to attend and vote at the annual general meeting	Tuesday, 6 September 2022
Record date to be eligible to attend and vote at the annual general meeting	Friday, 9 September 2022
Proxies due (for administrative purposes)*	Friday, 16 September 2022
Annual general meeting	Tuesday, 20 September 2022

Notes:

The above dates, times and place are subject to amendment, provided that, in the event of an amendment, an announcement will be released on SENS. All dates and times indicated above are references to South African dates and times.

Agenda

Presentation of the audited consolidated and separate financial statements

The presentation of the audited consolidated and separate financial statements (as approved by the board of directors of the company) and reports of the external auditor, audit and risk committee and directors for the year ended 31 March 2022, all of which are available on the company's website, www.rmh.co.za, and the summary financial statements, which are included in the integrated report, of which this notice forms a part (integrated report) in accordance with section 30(3)(d) of the Companies Act.

1. Ordinary resolutions numbers 1.1 and 1.2

Re-election of directors by way of separate resolutions

To re-elect, by way of separate ordinary resolutions, the following directors, who retire in terms of article 25.7 of the company's memorandum of incorporation (MOI) and who, being eligible, offer themselves for re-election in accordance with the Companies Act and the company's MOI:

1.1 Sonja Emilia Ncumisa (Sonja) De Bruyn (50)

INDEPENDENT NON-EXECUTIVE DIRECTOR

Date of appointment: 15 February 2008

Educational qualifications: LLB (Hons) LSE MA (McGill)
SFA (UK) Executive Leadership Programme (Harvard)

Other listed directorships: Remgro Limited.

Ordinary resolution 1.1: "Resolved as an ordinary resolution that the re-election of Sonja De Bruyn as independent non-executive director, who in terms of the company's MOI retires by rotation at the annual general meeting (but being eligible to do so, offers herself for re-election), is hereby approved."

1.2 Per-Erik (Per) Lagerström (58)

INDEPENDENT NON-EXECUTIVE DIRECTOR

Date of appointment: 30 June 2014

Educational qualifications: BSc (Accounting) MSc (Economics) (London School of Economics)

Other listed directorship: Rand Merchant Investment Holdings Limited.

Ordinary resolution 1.2: “Resolved as an ordinary resolution that the re-election of Per Lagerström as independent non-executive director, who in terms of the company’s MOI retires by rotation at the annual general meeting (but being eligible to do so, offers herself for re-election), is hereby approved.”

2. Ordinary resolution number 2

Place authorised and unissued ordinary shares totalling 5% (five percent) of the issued ordinary shares under the control of the directors

“Resolved as an ordinary resolution that authorised and unissued ordinary shares totalling 5% (five percent) of the issued ordinary shares in the company, which equates to 70 585 161 ordinary shares as at the date of this notice of annual general meeting, be and are hereby placed under the control of the directors as a general authority until the forthcoming annual general meeting and that the directors be and are hereby authorised to allot, issue and otherwise dispose of such shares to such person or persons upon such terms and conditions as the directors in their discretion deem fit, subject to the Companies Act, the company’s MOI and the JSE Listings Requirements, if and to the extent applicable.”

Additional information in respect of ordinary resolution number 2

Shareholders should note that 5% (five percent) or 70 585 161 of the company’s authorised issued ordinary shares at the date of this notice of annual general meeting had a value of R114.3 million using the closing price at 31 March 2022. The directors have no current plans to make use of this authority, but are seeking its renewal to ensure that the company has flexibility in managing the group’s capital resources.

3. Ordinary resolution number 3

General authority to issue ordinary shares for cash (subject to the passing of ordinary resolution 2)

“Resolved as an ordinary resolution, that the board of directors of the company be and are hereby authorised, by way of a renewable general authority, to issue those ordinary shares (including securities convertible into ordinary shares and/or options over ordinary shares) in the share capital of the company under the control of the directors for cash as and when they in their discretion deem fit, subject to the Companies Act, the company’s MOI and the JSE Listings Requirements.

The JSE Listings Requirements currently provide, *inter alia*, that:

- This authority shall be valid until the company’s next annual general meeting or for 15 (fifteen) months from the date of this resolution, whichever period is shorter;

- The ordinary shares must be issued to public shareholders as such term is defined by the JSE Listings Requirements and to related parties, subject to the paragraph below;

Related parties may participate in a general issue for cash through a bookbuild process provided that –

- they may only participate with a maximum bid price at which they are prepared to take up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price the relevant related party will be “out of the book” and not be allocated shares; and
 - equity securities must be allocated equitably “in the book” through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild.
- Securities which are the subject of this authority may not exceed 70 585 161 ordinary shares, being 5.0% (five percent) of the number of listed equity securities of the company as at the date of this notice of annual general meeting, provided that:
 - Any equity securities issued under this authority during the period must be deducted from the number above;
 - In the event of a sub-division or consolidation of issued equity securities during the period contemplated above, the existing authority must be adjusted accordingly to represent the same allocation ratio; and
 - The calculation of the listed equity securities is a factual assessment of the listed equity securities as at the date of the notice of annual general meeting, excluding treasury shares;
 - In determining the price at which an issue of shares may be made in terms of this authority, the maximum discount at which the ordinary shares may be issued is 10% (ten percent) of the weighted average traded price of the company’s ordinary shares measured over 30 (thirty) business days prior to the date that the price of the issue is determined or agreed by the directors of the company and the party subscribing for the securities;
 - Full details will be provided at the time of any issue representing, on a cumulative basis within the period of this authority, 5% (five percent) or more of the number of ordinary shares in issue prior to that issue, in terms of the JSE Listings Requirements; and
 - Any such general issue is subject to exchange control regulations and approval at that time (if and to the extent applicable).”

Additional information in respect of ordinary resolution number 3

The board has no immediate intention to issue shares for cash. The board however is of the opinion that it is better to have such authority in place should the need arise. Approval for this ordinary resolution is obtained by achieving a 75% (seventy-five percent) majority of the votes cast in favour of this resolution at the annual general meeting by all equity security holders entitled to vote thereon and present or represented by proxy.

4. Ordinary resolution number 4

Approval of reappointment of the auditor

“Resolved as an ordinary resolution that, as nominated by the audit and risk committee, Deloitte & Touche be reappointed as auditor of the company for the financial year ending 31 March 2023 and until the conclusion of the next annual general meeting and that their remuneration for the year ended 31 March 2023 be determined by the audit and risk committee.” The individual auditor responsible is Patrick Kleb.

5. Ordinary resolutions numbers 5.1 to 5.3

Election of the company’s audit and risk committee members

It is proposed that the shareholders resolve, by way of separate ordinary resolutions, that in terms of section 94(2) of the Companies Act, the following persons, who are independent non-executive directors of the company, be and are hereby elected as members of the audit and risk committee with effect from the end of the annual general meeting:

5.1 Sonja Emilia Ncumisa (Sonja) De Bruyn (50)

(subject to the passing of ordinary resolution 1.1)

INDEPENDENT NON-EXECUTIVE DIRECTOR

Date of appointment: 15 February 2008

Educational qualifications: LLB (Hons) LSE MA (McGill) SFA (UK) Executive Leadership Programme (Harvard)

Other listed directorships: Remgro Limited.

Ordinary resolution 5.1: “Resolved as an ordinary resolution that the election of Sonja De Bruyn as a member of the audit and risk committee (until the conclusion of the next annual general meeting), be and is hereby approved.”

5.2 Per-Erik (Per) Lagerström (58)

(subject to the passing of ordinary resolution 1.2)

INDEPENDENT NON-EXECUTIVE DIRECTOR

Date of appointment: 30 June 2014

Educational qualifications: BSc (Accounting) MSc (Economics) (London School of Economics)

Other listed directorship: Rand Merchant Investment Holdings Limited.

Ordinary resolution 5.2: “Resolved as an ordinary resolution that the election of Per-Erik Lagerström as a member of the audit and risk committee (until the conclusion of the next annual general meeting), be and is hereby approved.”

5.3 James Andrew (James) Teeger (55)

INDEPENDENT NON-EXECUTIVE DIRECTOR

Date of appointment: 31 March 2018

Educational qualifications: BCom BAcc CA(SA) HDip Tax
Other listed directorship: Rand Merchant Investment Holdings Limited

Ordinary resolution 5.3: “Resolved as an ordinary resolution that the election of James Teeger as a member of the audit and risk committee (until the conclusion of the next annual general meeting), be and is hereby approved.”

This resolution is subject to ordinary resolution 1.1.

Additional information in respect of ordinary resolutions numbers 5.1 to 5.3

6. Ordinary resolution number 6

Signing authority

“Resolved as an ordinary resolution that each director and/ or the company secretary of the company, be and is hereby authorised to do all such things and sign all such documents as may be necessary for, or incidental to the implementation of the resolutions passed at the annual general meeting of the company and set out in this notice.”

Additional information in respect of ordinary resolution number 6

For the sake of practicality, the directors and/or the company secretary of the company must be empowered to enforce the resolutions so passed by the shareholders at this annual general meeting, if any.

7. Ordinary resolutions number 7.1 and 7.2

7.1 Advisory endorsement of remuneration policy

7.2 Advisory endorsement of remuneration implementation report

 To endorse, through a non-binding advisory vote, the company's remuneration implementation report, as set out on pages 62 to 69 of the integrated report.

Additional information in respect of advisory endorsement of remuneration policy and implementation report

The endorsement of the remuneration policy and implementation report is tabled as a non-binding advisory vote. The outcome of each vote will, however, be acknowledged when considering the remuneration policy and the implementation thereof. In the event that either the remuneration policy or the implementation report, or both, are voted against by 25% or more of the voting rights exercised, the board will initiate engagement with the relevant dissenting shareholders and the outcome thereof will be disclosed in the 2021 integrated report.

8. Special resolution number 1

Approval of non-executive directors' remuneration with effect from 1 December 2022

"Resolved as a special resolution that in terms of section 66(9) of the Companies Act, the following annual remuneration (excluding value added tax) of the non-executive directors for their services as directors of the company from 1 December 2022, as set out below, be and is hereby approved:"

Rand	From 1 December	
	2022	2021
Board (4 meetings per annum)		
– Chairman	413 000	393 000
– Director	208 000	197 000
<i>Ad hoc</i> meetings (per hour)	4 900	4 700
Audit and risk committee (2 meetings per annum)		
– Chairman	104 000	99 000
– Member	51 000	49 000
Social, ethics and transformation committee (2 meetings per annum)		
– Chairman	51 000	49 000
– Member	26 000	25 000
Remuneration committee (2 meetings per annum)		
– Chairman	51 000	49 000
– Member	26 000	25 000
Investment committee (per meeting)		
– Chairman	6 000	6 000
– Member	5 000	5 000

Additional information in respect of special resolution number 1

The reason for special resolution number 1 is to approve the annual remuneration of the non-executive directors, effective from 1 December 2022.

9. Special resolution number 2

General authority to repurchase company shares

"Resolved as a special resolution that the acquisition by the company, and/or any subsidiary of the company, from time to time of the issued ordinary shares of the company, upon such terms and conditions and in such amounts as the directors of the company may from time to time determine, be and is hereby authorised, but subject to the company's MOI, the Companies Act and JSE Listings Requirements.

The JSE Listings Requirements currently provide, *inter alia*, that:

- This authority shall be valid until the company's next annual general meeting, provided that it shall not extend beyond fifteen (15) months from the date of passing this special resolution;
- Any such repurchase be effected through the order book operated by the JSE Limited trading system and done without any prior understanding or agreement between the company and the counterparty (reported trades are prohibited);
- Details as may be required in terms of the JSE Listings Requirements will be provided when the company or its subsidiaries have cumulatively repurchased 3% (three percent) of the initial number of the relevant class of shares, and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter;
- A general repurchase may not in the aggregate in any one financial year exceed 10% (ten percent) of the number of shares in the company's issued share capital as at the beginning of the financial year;
- No repurchases will be effected during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements, unless there is in place a repurchase programme. In this regard, the company will instruct an independent third party, which makes its investment decisions in relation to the company's securities independently of, and uninfluenced by, the company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE Limited in writing prior to the commencement of the prohibited period and must include the following details:
 - (i) the name of the independent agent;
 - (ii) the date the independent agent was appointed by the issuer

- (iii) the commencement and termination date of the repurchase programme; and
- (iv) where the quantities of securities to be traded during the relevant period are fixed (not subject to any variation);
- At any point in time, the company may only appoint one agent to effect repurchases on the company's behalf;
- A resolution has been passed by the board of directors of the company authorising the repurchase and the company and its subsidiaries have passed the solvency and liquidity test as set out in section 4 of the Companies Act and that, since the application of the solvency and liquidity test, there have been no material changes to the financial position of the company and the group;
- In determining the price at which shares may be repurchased in terms of this authority, the maximum premium permitted will be 10% (ten percent) above the weighted average traded price of the ordinary shares as determined over the five (5) business days prior to the date of repurchase; and
- Any such general repurchase is subject to exchange control regulations and approvals at the point in time, if and to the extent applicable."

Additional information in respect of special resolution number 2

The board has no immediate intention to use this authority to repurchase company shares. The board is, however, of the opinion that this authority should be in place should it become appropriate to undertake a share repurchase in the future.

After having considered the effect on the company of the repurchase contemplated under this general authority, the directors are of the opinion that, and undertake that they will not commence a general repurchase of shares as contemplated above, unless the following can be met:

- The company and the group will, in the ordinary course of business, be able to pay their debts for a period of 12 months after the date of the repurchase;
- The assets of the company and the group will be in excess of the liabilities of the company and its subsidiaries for a period of 12 months after the date of the repurchase. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the audited consolidated financial statements for the nine months ended 31 March 2022;
- The company's and the group's ordinary share capital and reserves will be adequate for ordinary business purposes for a period of 12 months following the date of the repurchase; and

- The company and the group will, after such repurchase, have sufficient working capital for ordinary business purposes for a period of 12 months following the date of the repurchase.

For purposes of considering this special resolution and in compliance with section 11.26 of the JSE Listings Requirements, the information listed below has been included in the integrated report in the places indicated:

- ① 2. There have been no material changes in the financial and trading position of the company that have occurred since the end of the last financial period for which audited consolidated and separate financial statements have been published, as set out in the integrated report, of which this notice forms part; and

10. Special resolution number 3

Financial assistance to directors, prescribed officers and employee share scheme beneficiaries

"Resolved as a special resolution of the company in terms of sections 44 and 45 of the Companies Act, that the directors of the company may, subject to compliance with the requirements of the company's MOI, the Companies Act and the JSE Listings Requirements, when applicable, each as presently constituted and as amended from time to time during the 2 (two) years commencing on the date of this special resolution, authorise the company to provide direct or indirect financial assistance (as contemplated in sections 44 and 45 of the Companies Act) to, *inter alia*, any present or future director or prescribed officer of the company or of a related or inter-related company (as defined in section 2 of the Companies Act) or any employee share scheme beneficiary on such terms and conditions as the directors of the company determine, provided that nothing in this approval will limit the provision by the company of financial assistance that does not require approval by way of a special resolution of the shareholders in terms of sections 44 and 45 of the Companies Act or falls within the exemptions contained in these sections."

Additional information in respect of special resolution number 3

The reason for special resolution number 3 is to grant the directors of the company the authority required by the Companies Act to provide direct or indirect financial assistance through, *inter alia*, the lending of money,

guaranteeing of a loan or other obligation and securing any debt or obligation, to directors or prescribed officers of the company or of a related or inter-related company or to employee share scheme beneficiaries.

11. Special resolution number 4

Financial assistance to related or inter-related entities

“Resolved as a special resolution of the company in terms of section 44 and 45 of the Companies Act, that the directors of the company may, subject to compliance with the requirements of the company’s MOI, the Companies Act and the JSE, when applicable, each as presently constituted and as amended from time to time during the 2 (two) years commencing on the date of this special resolution, authorise the company to provide direct or indirect financial assistance (as contemplated in sections 44 and 45 of the Companies Act) to, *inter alia*, any related or inter-related (as contemplated in section 2 of the Companies Act) company, trust or other entity in the company’s group (wheresoever incorporated) on such terms and conditions as the directors of the company determine, provided that nothing in this approval will limit the provision by the company of financial assistance that does not require approval by way of special resolution of the shareholders in terms of sections 44 and 45 of the Companies Act or falls within the exemptions contained in these sections.”

Additional information in respect of special resolution number 4

The reason for special resolution number 4 is to grant the directors of the company the authority required by the Companies Act to provide direct or indirect financial assistance through, *inter alia*, the lending of money, guaranteeing of a loan or other obligation and securing any debt or obligation, to any related or inter-related company, trust or other entity in the company’s group in the ordinary course of business.

Important notice regarding attendance at the annual general meeting

General

Shareholders wishing to attend the annual general meeting have to confirm beforehand with the transfer secretaries of the company that their shares are in fact registered in their name.

Certificated shareholders

Shareholders who have not dematerialised their shares or who have dematerialised their shares with “own name” registration are entitled to attend and vote at the meeting and are entitled to appoint a proxy or proxies to attend, speak and vote in their stead.

The person so appointed need not be a shareholder. It is requested that proxy forms be forwarded to reach the company’s transfer secretaries, Computershare Investor Services Proprietary Limited at 15 Biermann Avenue, Rosebank, 2196

(Private Bag X9000, Saxonwold, 2132) or at fax number 011 688 5238, or email to proxy@computershare.co.za and be received by them, for administrative purposes, no later than 10 am on Friday, 16 September 2022.

Dematerialised shareholders

Dematerialised shareholders who are not own-name dematerialised shareholders who wish to attend the annual general meeting in person should request their CSDP or Broker to provide them with the necessary letter of representation in terms of their Custody Agreement with their CSDP or Broker.

Dematerialised shareholders who are not own-name dematerialised shareholders who do not wish to attend but wish to be represented at the annual general meeting must advise their CSDP or Broker of their voting instructions. Dematerialised shareholders who are not own-name registered dematerialised shareholders should contact their CSDP or Broker with regard to the cut-off time for their voting instructions.

Voting will be by way of a poll and every shareholder of the company present, whether in person or represented by proxy, shall have one vote for every share held in the company by such shareholder.

Shares held by a share trust or scheme, treasury shares and unlisted shares will not have their votes at the annual general meeting taken into account for the purposes of any resolution proposed in terms of the JSE Listings Requirements.

Electronic participation

RMH has retained the services of Computershare to host the annual general meeting on an interactive electronic platform, in order to facilitate electronic participation and voting by shareholders.

Shareholders who wish to participate at the annual general meeting must register online at <https://meetnow.global/za>. Shareholders are encouraged to connect to the General Meeting through <https://meetnow.global/za> and by following the relevant prompts.

The Transfer Secretaries will by no later than Monday, 19 September 2022 notify eligible shareholders of the link and activation code through which eligible shareholders can participate electronically.

In-person registration of annual general meeting participants will not be carried out at the registered office of RMH.

Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the annual general meeting. Any such charges will not be for the account of the JSE, RMH and/or Computershare. None of the JSE, RMH or Computershare can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such shareholder from participating in and/or voting at the annual general meeting.

It is the responsibility of each shareholder to ensure that it has provided the necessary voting instructions to its CSDP or Broker in relation to resolutions set out above. RMH does not accept responsibility, and will not be held liable, under applicable law or regulation, for any action of, or omission by, any CSDP or Broker including, without limitation, any failure on the part of the CSDP or Broker of any beneficial owner of shares to notify such beneficial owner of the annual general meeting or the details set out in this notice of the annual general meeting.

Summary of shareholder rights

In compliance with the provisions of section 58(8)(b)(i) of the Companies Act, a summary of the rights of a shareholder to be represented by proxy, as set out in section 58 of the Companies Act, is set out below:

- A shareholder entitled to attend and vote at the annual general meeting may appoint any individual (or two or more individuals) as a proxy or as proxies to attend, participate in and vote at the annual general meeting in the place of the shareholder. A proxy need not be a shareholder of the company;
- A proxy appointment must be in writing, dated and signed by the shareholder appointing the proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the annual general meeting;
- A proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy;
- The appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a shareholder;
- The appointment of a proxy is revocable by the shareholder in question by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the company as required in the first sentence of this paragraph; and
- If the instrument appointing the proxy or proxies has been delivered to the company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the MOI to be delivered by the company to the shareholder, must be delivered by the company to (a) the shareholder, or (b) the proxy or proxies, if the shareholder has (i) directed the company to do so in writing; and (ii) paid any reasonable fee charged by the company for doing so.

By order of the board of directors



Ellen Marais
Company secretary

29 July 2022

Form of proxy

Only for use by shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration.

RMB HOLDINGS LIMITED

Incorporated in the Republic of South Africa • Registration number: 1987/005115/06 • Share code: RMH • ISIN: ZAE000024501 (RMH or the company)

For use by shareholders who have not dematerialised their shares or who have dematerialised their shares but with "own name" registration, at the annual general meeting to be held on Tuesday, 20 September 2022 at 10 am, entirely through electronic communication or any adjourned or postponed meeting.

Shareholders who have dematerialised their shares, other than with "own name" registration, must inform their Central Securities Depository Participant (CSDP) or broker of their intention to attend the annual general meeting and request their CSDP or broker to issue them with the necessary authorisation to attend or they must provide their CSDP or broker with their voting instructions should they not wish to attend the annual general meeting in person.

RMH does not accept responsibility, and will not be held liable, under applicable law or regulation, for any action of, or omission by, any CSDP or Broker including, without limitation, any failure on the part of the CSDP or Broker of any beneficial owner of shares to notify such beneficial owner of the annual general meeting or the details set out in this notice.

I/We, the undersigned (name)

of (address)

and (contact number)

the registered holder of

ordinary shares in RMB Holdings Limited (Registration number: 1987/005115/06)

1. _____ of, _____ or failing him/her
2. _____ of, _____ or failing him/her
3. the chairman of the annual general meeting, as my/our proxy to be present and act on my/our behalf, speak and on a poll, vote on my/our behalf as indicated below on the special and ordinary resolutions, with or without modification, to be proposed at the annual general meeting of shareholders of the company to be held on Tuesday, 20 September 2022 at 10 am, entirely through electronic communication or at any adjournment thereof as follows: (see note 2)

	For	Against	Abstain
Ordinary resolutions number 1.1 and 1.2: Re-election of directors by way of separate resolutions:			
1.1 Sonja Emilia Ncumisa (Sonja) De Bruyn (50)			
1.2 Per-Erik (Per) Lagerström (58)			
Ordinary resolution number 2: Place 70 585 161 of the authorised unissued ordinary shares under the control of the directors			
Ordinary resolution number 3: General authority to issue ordinary shares for cash			
Ordinary resolution number 4: Approval of reappointment of the auditor			
Ordinary resolutions numbers 5.1 to 5.3: Election of the company's audit and risk committee members:			
5.1 Sonja Emilia Ncumisa (Sonja) De Bruyn (50)			
5.2 Per-Erik (Per) Lagerström (58)			
5.3 James Andrew (James) Teeger (55)			
Ordinary resolutions number 6: Signing authority			
Ordinary resolutions numbers 7.1 and 7.2: Non-binding advisory endorsement of remuneration policy and implementation report			
7.1 Advisory endorsement of the remuneration policy			
7.2 Advisory endorsement of the remuneration implementation report			
Special resolution number 1: Approval of non-executive directors' remuneration with effect from 1 December 2022			
Special resolution number 2: General authority to repurchase company shares			
Special resolution number 3: Financial assistance to directors, prescribed officers and employee share scheme beneficiaries			
Special resolution number 4: Financial assistance to related or inter-related entities			

Instructions to my/our proxy are indicated by a cross (X) in the space provided above, or by the number of shares in the appropriate boxes, where all shares held are not being voted.

Date

2022

Signature of registered shareholder (assisted by me as applicable)

PLEASE SEE THE NOTES ON THE REVERSE SIDE OF THIS FORM

Notes to the form of proxy

1. A shareholder, who is entitled to attend and vote at the annual general meeting, may appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a shareholder of the company.
2. Every shareholder present in person or by proxy and entitled to vote at the annual general meeting of the company shall, on a show of hands, have one vote only, irrespective of the number of shares such shareholder holds, but in the event of a poll, every ordinary share in the company shall have one vote.
3. Dematerialised shareholders with "own name" registration are shareholders who appointed Computershare Custodial Services as their Central Securities Depository Participant (CSDP) with the express instruction that their uncertificated shares are to be registered in the electronic sub-register of members in their own names.

Instructions regarding signing and lodging the proxy form

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided overleaf, with or without deleting "the chairman of the annual general meeting", but any such deletion must be initialled by the shareholder. Should this space be left blank, the chairman of the annual general meeting will exercise the proxy. The person whose name appears first on the proxy form and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's voting instructions to the proxy must be indicated by the insertion of the number of votes exercisable by that shareholder in the appropriate spaces provided overleaf. Failure to do so shall be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she thinks fit in respect of all the shareholder's exercisable votes. A shareholder or his/ her proxy is not obliged to use all the votes exercisable by him/her or his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
3. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the death of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no notification in writing of such death, revocation or transfer as aforesaid shall have been received timeously by the transfer secretaries.
4. A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
5. The company requests that completed proxy forms be forwarded to reach the company's transfer secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) or by e-mail: proxy@computershare.co.za to be received by no later than 10 am Friday, 16 September 2022, for administrative purposes only. Proxy forms may only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration.
6. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the transfer secretaries or waived by the chairman of the annual general meeting.
7. The completion and lodging of this proxy form shall not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
8. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this proxy form must be initialled by the signatory.
9. The chairman of the annual general meeting may reject or accept any proxy form which is completed other than in accordance with these instructions or with the RMH MOI, provided that he is satisfied as to the manner in which a shareholder wishes to vote.
10. In terms of section 58(8)(d) of the Companies Act, unless revoked, an appointment of a proxy pursuant to this form of proxy remains valid only until the end of the annual general meeting or any adjournment of the annual general meeting.



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