

RMB Holdings Ltd.		2015	
	Classification	Meeting Type	Meeting Date
RMH	Banking	AGM F2015	20/11/2015
NUMBER	RESOLUTION	INFORMATION	VOTE
<b>Ordinary resolution number 1</b>	Re-election of directors		
<b>1.1</b>	Leon Crouse (62) Non-executive director Appointed 2011 Qualifications: CA(SA)		FOR
<b>1.2</b>	Lauritz Lanser Dippenaar (66) Non-executive director Appointed 1987 Qualifications: MCom, CA(SA)	[ <b>MOTIVATION:</b> Mr Dippenaar has been on the board since 1987 ]	AGAINST
<b>1.3</b>	Jan Willem Dreyer (64) Independent non-executive director Appointed 1987 Qualifications: BCom, LLB, HDip Co Law; HDip Tax	[ <b>MOTIVATION:</b> Mr Dreyer has been on the board since 1987 ]	AGAINST
<b>1.4</b>	Paul Kenneth Harris (65) Non-executive director Appointed 1987 Qualifications: MCom	[ <b>COMMENT:</b> Mr Harris has been on the board since 1987 ]	AGAINST
<b>1.5</b>	Albertina Kekana (42) Non-executive director Appointed 2013 Qualifications: BCom (Hons), CA(SA), Advanced Management Programme (Harvard)		FOR
<b>Ordinary resolution number 2</b>	Approval of remuneration policy	[ <b>MOTIVATION:</b> The policy as put forward provides insufficient information for shareholders to hold the company to account.]	AGAINST
<b>Ordinary resolution number 3</b>	Place 15% (fifteen percent) of the authorised but unissued ordinary shares under the control of the directors	[ <b>MOTIVATION:</b> Our policy is to vote against these requests unless specifically motivated; preferring that shareholders authorise issues only when required for specific transactions.]	AGAINST
<b>Ordinary resolution number 4</b>	General authority to issue ordinary shares for cash	[ <b>COMMENT:</b> We prefer that shareholders authorise issues only when required for specific transactions.]	FOR
<b>Ordinary resolution number 5</b>	Approval of re-appointment of auditor	[ <b>MOTIVATION:</b> PricewaterhouseCoopers has been the auditor for longer than 10 years without a tender process.]	AGAINST
<b>Ordinary resolution number 6</b>	Election of the audit and risk committee members		

<b>6.1</b>	Jan Willem Dreyer	[ <b>MOTIVATION:</b> Mr Dreyer is not independent since he has been a director since 1987.]	AGAINST
<b>6.2</b>	Sonja Emilia Ncumisa De Bruyn-Sebotsa (43) Independent non-executive director Appointed: 2008 Qualifications: LLB (Hons) LSE, MA (McGill), SFA (UK), Executive Leadership Programme (Harvard University)		FOR
<b>6.3</b>	Per-Erik Lagerström (51) Independent non-executive director Appointed: 2014 Educational qualifications: BSc (Accounting), MSc (Economics) (London School of Economics)		FOR
<b>Special resolution number 1</b>	Approval of non-executive directors' remuneration with effect from 1 December 2015	[ <b>COMMENT:</b> We do not regard the omnibus nature of this resolution to be appropriate.]	FOR
<b>Special resolution number 2</b>	General authority to repurchase company shares	[ <b>COMMENT:</b> We do not regard share buy-backs to be in the interests of a company generally.]	FOR
<b>Special resolution number 3</b>	Financial assistance to directors, prescribed officers, employee share scheme beneficiaries and related or interrelated companies	[ <b>MOTIVATION:</b> We do not support providing financial assistance to directors and staff.]	AGAINST
<b>Special resolution number 4</b>	Creation of an additional class of authorised shares required in order to implement the company's proposed R15 000 000 000 DMTN and Preference Share Programme.		FOR
<b>Special resolution number 5</b>	Adoption of a revised MOI in order to give effect to the increase in the number of authorised shares in the company as contemplated in special resolution number 4.		FOR