

RMB Holdings Limited		F2017	
	Classification	Meeting Type	Meeting Date
RMH	Banks	AGM F2017	24/11/2017
NUMBER	RESOLUTION	INFORMATION	VOTE
<b>Ordinary resolution number 1</b>	To re-elect, by way of separate ordinary resolutions, the following directors, who retire in terms 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 MOI.		
<b>1.1</b>	Mr Jan Jonathan (Jannie) Durand (50) Deputy chairman and non-executive director Appointed: 17 September 2012 Qualifications: BAcc (Hons) MPhil (Oxford) CA(SA)	<b>[MOTIVATION:</b> We regard Mr Durand as over-extended as over-extended given his number of directorships.]	AGAINST
<b>1.2</b>	Mr Peter Cooper (61) Non-executive director Appointed: 11 September 2014 Qualifications: BCom (Hons) CA(SA)		FOR
<b>1.3</b>	Mr Lauritz Lanser (Laurie) Dippenaar (68) Non-executive director Appointed: 12 November 1987 Qualifications: MCom CA(SA)		FOR
<b>1.4</b>	Mr Per-Erik (Per) Lagerström (53) Independent non-executive director Appointed: 30 June 2014 Qualifications: BSc (Accounting) MSc (Economics) (London School of Economics)		FOR
<b>1.5</b>	Mr Mafison Murphy (Murphy) Morobe (60) Independent non-executive director Appointed: 30 June 2014 Qualifications: MCEF (Princeton)		FOR
<b>Ordinary resolution number 2</b>	Resolved as an ordinary resolution that 5% (five percent) of the authorised ordinary shares in the company, which equates to 100 000 000 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 MOI and the JSE Listings Requirements, if and to the extent applicable.	<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 3</b>	Resolved as an ordinary resolution, subject to ordinary resolution number 2 being passed 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 di-	<b>[MOTIVATION:</b> Our policy is to vote against these requests unless specifically motivated; preferring that shareholders authorise issues only when required for	AGAINST

	rectors for cash as and when they in their discretion deem fit, subject to the Companies Act, the MOI and the JSE Listings Requirements, if and to the extent applicable.	specific transactions.]	
<b>Ordinary resolution number 4</b>	Resolved as an ordinary resolution that, as nominated by the audit and risk committee, PricewaterhouseCoopers Inc. be re-appointed as auditor of the company for the financial year ending 30 June 2018 and until the conclusion of the next annual general meeting and that their remuneration for the financial year ending 30 June 2018 be determined by the audit and risk committee.	[ <b>MOTIVATION:</b> PricewaterhouseCoopers has been the auditor for longer than 10 years without a tender process.]	AGAINST
<b>Ordinary resolution number 5</b>	Resolved, 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 this annual general meeting:		
<b>5.1</b>	Mr Jan Willem Dreyer (66) Independent non-executive director Appointed: 19 October 1987 Qualifications: BCom, LLB, HDip Co Law, HDip Tax	[ <b>MOTIVATION:</b> Mr Dreyer is not independent since he has been a director since 1987.]	AGAINST
<b>5.2</b>	Ms Sonja Emilia Ncumisa De Bruyn Sebotsa (45) Independent non-executive director Appointed: 15 February 2008 Qualifications: LLB (Hons), LSE, MA (McGill), SFA (UK), Executive Leadership Programme (Harvard)	[ <b>MOTIVATION:</b> We regard Ms De Bruyn Sebotsa as over-extended given her number of directorships.]	AGAINST
<b>5.3</b>	Mr Per-Erik (Per) Lagerström (see above)		FOR
<b>Special resolutions</b>			
<b>Special resolution number 1</b>	Approval of non-executive directors' remuneration with effect from 1 December 2017	[ <b>MOTIVATION:</b> We do not regard the omnibus nature of this resolution to be appropriate. We also do not support remuneration resolutions where the chairperson's fee is more than 150% of the fees paid to an ordinary member of the board.]	AGAINST
<b>Special resolution number 2</b>	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 MOI, the Companies Act and JSE Listings Requirements, if and to the extent applicable.	[ <b>MOTIVATION:</b> There is no specific reason given for the repurchase. We do not find share buy-backs to be in the company's interests.]	AGAINST
<b>Special resolution number 3</b>	Resolved, as a special resolution, that if and to the extent required in terms of section 41(1) of the Companies Act, but subject to the provisions of the Companies Act, the MOI and the JSE Listings Requirements, the directors of the company be and are hereby authorised, as and when they deem appropriate, to allot and issue shares (including securities convertible into shares and/or options over shares) to directors, future directors, prescribed officers, future prescribed officers, persons related or inter-related to the company, or a director or a prescribed officer of the company and/or a nominee of any of the aforementioned persons, for the purpose of affording such persons (as shareholders of the company) an opportunity to participate alongside the company's other shareholders in a reinvestment option or similar corporate action from time to time pursuant to which	[ <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	

	each of them may elect to reinvest all or part of their dividends in new shares of the company (including securities convertible into shares and/or options over shares).		
<b>Special resolution number 4</b>	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 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 present or future director or prescribed officer of the company or corporation which is related or inter-related to the company (as defined in section 2 of the Companies Act) on such term 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 ordinary shareholders in terms of sections 44 and 45 of the Companies Act or falls within the exemptions contained in these sections.	<b>[MOTIVATION:</b> The resolution seeks authority for the board to provide financial assistance to future directors or prescribed officers. We do not support providing financial assistance to natural persons.]	AGAINST
<b>Special resolution number 5</b>	Resolved, as a special resolution in accordance with section 16(1)(c) of the Companies Act, that the revised MOI, in the form of the draft tabled at this annual general meeting and initialled by the chairman of the meeting for the purposes of identification, be and is hereby adopted in substitution for and to the exclusion of the entire current MOI, with effect from the date on which the amended MOI is filed with the Companies and Intellectual Property Commission in accordance with requirements of section 16(9) of the Companies Act.		FOR