

RMB Holdings Ltd		F2018	
RMH	Classification	Meeting Type	Meeting Date
	Banks	AGM F2018	21/11/2018
Ordinary resolutions			
1	Re-election of non-executive directors who are to retire at the meeting and hold themselves available for re-election.		
1.1	Johan Petrus (Johan) Burger (59) Non-executive director Qualifications: BCom (Hons) CA(SA) Appointed: 2014		FOR
1.2	Lauritz Lanser (Laurie) Dippenaar (69) Non-executive director Qualifications: MCom CA(SA) Appointed: 1987 Other directorships: Director of Rand Merchant Investment Holdings Ltd	[MOTIVATION: We do not support the election of a director who has been on the board for 15 years or longer.]	AGAINST
1.3	Paul Kenneth (Paul) Harris (68) Non-executive director Qualifications: MCom Appointed: 1987	[MOTIVATION: We do not support the election of a director who has been on the board for 15 years or longer.]	AGAINST
1.4	Albertinah Kekana (45) Non-executive director Qualifications: BCom (Hons) CA(SA) Advanced Management Programme (Harvard) Appointed: 2013		FOR
	Vacancies filled by the directors during the year		
1.5	Matsotso Mamongae (Mamongae) Mahlare (43) Independent Non-executive director Qualifications: BSc (Chemical engineering) MBA (Harvard) Appointed: 2018		FOR
1.6	Ralph Tendai (Ralph) Mupita (46) Independent Non-executive director Qualifications: BSc Eng (Hons), MBA, GMP (Harvard) Appointed: 2018		FOR
1.7	James Andrew (James) Teeger (51) Independent Non-executive director Qualifications: BComm, BAcc, CA(SA), HDip Tax Appointed: 2018		FOR
2	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		FOR

	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.		
3	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 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.		FOR
4	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 2019 and until the conclusion of the next annual general meeting and that its remuneration for the financial year ending 30 June 2019 be determined by the audit and risk committee.	[MOTIVATION: PwC Inc. is one of the big 4 audit firms. It has the skills, size and resources to perform the mandate successfully, but has been auditing the company for 11 years.]	AGAINST
5	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 (46) Independent Non-executive director Qualifications: LLB (Hons), LSE, MA (McGill), SFA (UK), Executive Leadership Programme (Harvard) Appointed: 2008	[MOTIVATION: Due to her long tenure on the board we do not consider the director to be independent.]	AGAINST
5.2	Per-Erik Lagerström (54) Independent Non-executive director Qualifications: BSc (Accounting), MSc (Economics) (London School of Economics) Appointed: 2014		FOR
5.3	James Andrew (James) Teeger (51)		FOR
6	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.		FOR
Special resolutions			
1	Special resolution 1: Approval of non-executive directors' remuneration with effect from 1 December 2018. 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 nonexecutive directors for their services as directors of the company from 1 December 2018, as set out below, be and is hereby approved.	[MOTIVATION: This is in the form of an omnibus resolution which we believe is an inappropriate manner to approve the non-executive directors' remuneration. We also do not support remuneration resolutions where the chairperson's fee is more than 150% of the fee paid to an ordinary member of the board.]	AGAINST

2	<p>Special resolution 2: General authority to repurchase company shares.</p> <p>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.</p>	<p>[MOTIVATION: There is no specific reason given for the repurchase. We do not find share buy-backs to be in the company's interests.]</p>	<p>AGAINST</p>
3	<p>Special resolution 3: Issue of shares, convertible securities and/or options to persons listed in section 41(1) of the Companies Act for the purposes of their participation in a reinvestment option</p>		<p>FOR</p>
4	<p>Special resolution 4: Financial assistance to directors, prescribed officers and employee share scheme beneficiaries</p>	<p>[MOTIVATION: The resolution seeks authority for the company to provide financial assistance to future directors or prescribed officers. We do not support providing financial assistance to natural persons.]</p>	<p>AGAINST</p>
5	<p>Special resolution 5: Financial assistance to related or inter-related entities Financial assistance to related or inter-related entities</p>		<p>FOR</p>