

NOTICE OF 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(1) of the Companies Act, 71 of 2008, (Companies Act), that the thirtieth annual general meeting of the ordinary shareholders of RMH will be held in the boardroom, 4th Floor, 2 Merchant Place, Corner Rivonia Road and Fredman Drive Sandton, 2196 on Wednesday, 22 November 2017 at 10:00 to consider and, if approved, pass the following resolutions with or without modification.

The record date in terms of section 59 of the Companies Act for shareholders to be recorded in the securities register of the company in order to be able to attend, participate and vote at the annual general meeting is Friday, 17 November 2017. Accordingly, the last day to trade in order to be able to attend, participate and vote at the annual general meeting is Tuesday, 14 November 2017. This notice will be sent to all shareholders who are recorded as such in the company's securities register on Friday, 13 October 2017.

AGENDA

1. PRESENTATION OF THE AUDITED CONSOLIDATED AND SEPARATE ANNUAL FINANCIAL STATEMENTS

The presentation of the audited consolidated and separate annual financial statements (as approved by the board of directors of the company), including the reports of the external auditor, audit and risk committee and directors for the financial year ended 30 June 2017, all of which are included in the 2017 annual integrated report, of which this notice forms a part (annual integrated report) in accordance with section 30(3)(d) of the Companies Act.

>	Shareholders are referred to page 63 of the annual integrated report for the report from the social, ethics and transformation committee of RMH.
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2. ORDINARY RESOLUTIONS NUMBER 1.1 – 1.5

Re-election of directors

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.

2.1 Jan Jonathan (Jannie) Durand (50)

Deputy chairman and non-executive director

Date of appointment: 17 September 2012

Educational qualifications: BAcc (Hons) MPhil (Oxford) CA(SA)

Listed directorships: Capevin Limited, Distell Group Limited, FirstRand Limited, Mediclinic International Limited, RCL Foods Limited, Rand Merchant Investment Holdings Limited and Remgro Limited.

2.2 Peter Cooper (61)

Non-executive director

Date of appointment: 11 September 2014

Educational qualifications: BCom (Hons) CA(SA)

Listed directorships: Imperial Holdings Limited, MMI Holdings Limited and Rand Merchant Investment Holdings Limited.

2.3 Lauritz Lanser (Laurie) Dippenaar (68)

Non-executive director

Date of appointment: 12 November 1987

Educational qualifications: MCom CA(SA)

Listed directorships: FirstRand Limited and Rand Merchant Investment Holdings Limited.

2.4 Per-Erik (Per) Lagerström (53)

Independent non-executive director

Date of appointment: 30 June 2014

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

Listed directorships: Rand Merchant Investment Holding Limited.

2.5 Mafison Murphy (Murphy) Morobe Diploma in Project Management (60)

Independent non-executive director

Date of appointment: 30 June 2014

Educational qualifications: MCEF (Princeton)

Listed directorships: Remgro Limited and Rand Merchant Investment Holdings Limited.

Additional information in respect of ordinary resolutions number 1.1 – 1.5

>	A brief CV of each of the persons mentioned above appears on pages 52 to 57 of the annual integrated report.
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3. ORDINARY RESOLUTION NUMBER 2

Place 5% (five percent) of the authorised ordinary shares under the control of the directors

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.

Additional information in respect of ordinary resolution number 2

Shareholders should note that 5% (five percent) or 100 000 000 of the company's authorised ordinary shares represents approximately 7.1% (seven point one percent) of the issued ordinary shares, calculated as at the date of this notice of annual general meeting. As at 30 June 2017 7.1% (seven point one percent) was valued at approximately R5.9 billion. 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.

4. ORDINARY RESOLUTION NUMBER 3 (SUBJECT TO THE PASSING OF ORDINARY RESOLUTION 2)

General authority to issue ordinary shares for cash

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 MOI and the JSE Listings Requirements, if and to the extent applicable, and provided 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 not to related parties;
- ▶ securities which are the subject of the general issue of shares for cash may not exceed 100 000 000 ordinary shares, being 7.1% (seven point one 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;
- ▶ a paid press announcement giving full details, will be published 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

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.

5. ORDINARY RESOLUTION NUMBER 4

Approval of re-appointment of auditor

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.

6. ORDINARY RESOLUTIONS NUMBER 5.1 – 5.3

Election of the company's audit and risk committee members

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:

6.1 Jan Willem Dreyer (66)

Independent non-executive director

Date of appointment: 19 October 1987

Educational qualifications: BCom, LLB, HDip Co Law, HDip Tax

Listed directorships: Rand Merchant Investment Holdings Limited.

6.2 Sonja Emilia Ncumisa De Bruyn Sebotsa (45)

Independent non-executive director

Date of appointment: 15 February 2008

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

Listed directorships: Aquarius Platinum Limited (chairperson), Discovery Limited, Rand Merchant Investment Holdings Limited and Remgro Limited.

6.3 Per-Erik Lagerström (53) (Subject to the passing of ordinary resolution number 1.4)

Independent non-executive director

Date of appointment: 30 June 2014

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

Listed directorships: Rand Merchant Investment Holdings Limited.

Additional information in respect of ordinary resolution number 5.1 – 5.3

>	A brief CV of each of the persons mentioned above appears on pages 52 to 57 of the annual integrated report.
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7. SPECIAL RESOLUTION NUMBER 1

Approval of non-executive directors' remuneration with effect from 1 December 2017

Resolved as a special resolution that in terms of section 66(9) of the Companies Act, the following remuneration (excluding value-added tax) of the non-executive directors for their services as directors of the company from 1 December 2017, as set out below, be and is hereby approved:

	Per annum
Board (4 meetings per annum)	
– Chairman	R340 200
– Director	R170 700
Ad hoc meetings (per hour)	R4 100
Audit and risk committee (2 meetings per annum)	
– Chairman	R85 200
– Member	R42 600
Social, ethics and transformation committee (2 meetings per annum)	
– Chairman	R16 400
– Member	R13 100

The reason for special resolution number 1 is to approve the remuneration of the non-executive directors, effective from 1 December 2017.

8. 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 MOI, the Companies Act and JSE Listings Requirements, if and to the extent applicable, and provided 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);
- ▶ a paid press release, giving such details as may be required in terms of the JSE Listings Requirements, be published 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, provided that subsidiaries of the company may not at any one time hold more than 10% (ten percent) in aggregate of the number of issued shares of the company;
- ▶ no repurchases will be effected during a prohibited period unless there is in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and details thereof have been submitted to the JSE Limited in writing. 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;
- ▶ 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) 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. However, the board is 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 its 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 annual financial statements for the year ended 30 June 2017;
- ▶ 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 annual integrated report in the places indicated:



1. Major shareholders – refer **page 70**;

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 annual financial statements have been published, as set out in the annual integrated report, of which this notice forms part;



3. Share capital of the company – refer **page 70**;



The directors, whose names are given in on **pages 52 to 57** of this annual integrated report, collectively and individually accept full responsibility for the accuracy of the information given in these notes 1 to 3 and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement in these notes 1 to 3 false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the notice contains all information required by law and the JSE Listings Requirements.

9. SPECIAL RESOLUTION NUMBER 3

Issue of shares or options to persons listed in section 41(1) of the Companies Act for the purposes of participation in a reinvestment option

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 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).

Additional information in respect of special resolution number 3

The reason for special resolution number 3 is to enable the company to extend an offer, pursuant to a reinvestment option or similar corporate action, to the class of persons contemplated in section 41(1) of the Companies Act (which includes directors, prescribed officers, persons related or inter-related to the company and/or a nominee of any of such persons). Absent the authorisation contemplated in terms of the resolution, such persons would not be eligible to participate – as a shareholder of the company – in a reinvestment option or similar opportunity made available to the company's shareholders.

10. SPECIAL RESOLUTION NUMBER 4**Financial assistance to directors, prescribed officers, employee share scheme beneficiaries and related or inter-related companies**

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.

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 its subsidiaries, associates and inter-related parties of the company.

11. SPECIAL RESOLUTION NUMBER 5**Adoption of a new MOI**

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.

The purpose of this proposed special resolution number 5 is the following:

- ▶ to align the requirements for the issue of shares and securities with the relevant provisions of the Companies Act and the JSE Listings Requirements;
- ▶ to provide a more comprehensive list of instances in which new equity securities are not required to be issued pro rata to the existing holding of equity securities in the company;
- ▶ to make the provisions regulating pre-emptive offers also applicable to the issue of a class of authorised equity securities which have not been issued previously;
- ▶ to provide that the directors of the company may authorise and issue capitalisation shares on a pro rata basis to the company's shareholders;
- ▶ to bring the MOI in line with recent judicial pronouncements in respect of the delivery and validity of proxy forms; and
- ▶ to allow, provide for and regulate odd-lots and odd-lots offers.

The effect of special resolution number 5 will be to replace the company's existing MOI with the proposed new MOI referred to in special resolution number 5.

Additional information in respect of special resolution number 5

Sections 16(1)(c)(ii) and 16(5)(a) of the Companies Act provides that a company's MOI may be amended at any time if a special resolution to amend it is adopted at a shareholders' meeting. The amendment may take the form of a new MOI in substitution for the existing MOI.

The amended new MOI has been approved by the board and JSE Limited and the board's intention is for the shareholders to pass a special resolution adopting the new MOI in substitution for the existing MOI.

In compliance with section 65(4) of the Companies Act, an explanatory note identifying the salient differences between the current MOI and the proposed MOI is contained on page 138. As the aforementioned explanatory note is not an exhaustive list of the differences between the current MOI and the proposed MOI, shareholders are advised to review the current MOI and proposed MOI prior to this annual general meeting. Both the current MOI and the proposed MOI will be available for inspection from the date of issue of the notice to the date of the annual general meeting, at the company's registered office (3rd floor, 2 Merchant Place, corner Fredman Drive and Rivonia Road, Sandton), during normal business hours from the date of issue of this notice of annual general meeting up to and including Wednesday, 22 November 2017 or on the company's website, being www.rmh.co.za.

Special resolution number 5 is proposed to enable the company to adopt a new MOI to more closely align with the requirements of the JSE Listings Requirements and any applicable legislation. The principal changes being proposed in the proposed MOI are summarised on **page 138**. The proposed MOI will substitute the company's current MOI in its entirety.

The percentage of voting rights required for this special resolution number 5 to be adopted is at least 75% (seventy five percent) of the voting rights exercised on the resolution.

A copy of the new MOI is available on the company's website www.rmh.co.za or can be obtained from the company secretary by email at company.secretary@rmbh.co.za.

12. TO TRANSACT ANY OTHER BUSINESS THAT MAY BE TRANSACTED AT AN ANNUAL GENERAL MEETING

Approvals required for resolutions

Ordinary resolutions number 1.1 – 1.5, 2, 4, and 5.1 – 5.3 contained in this notice of annual general meeting require the approval of more than 50% (fifty percent) of the votes exercised on each resolution by shareholders present, or represented by proxy, at the annual general meeting.

Ordinary resolution number 3 (general authority to issue shares for cash) and special resolutions number 1, 2, 3, 4 and 5 contained in this notice of annual general meeting require the approval of at least 75% (seventy five percent) of the votes exercised on each resolution by shareholders present, or represented by proxy, at the annual general meeting.

IMPORTANT NOTICE REGARDING ATTENDANCE AT THE ANNUAL GENERAL MEETING

GENERAL

Shareholders wishing to attend the annual general meeting have to ensure 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 (Pty) Limited at 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) or at fax number 011 688 5238 and be received by them, for administrative purposes, no later than 09:00 on Monday, 20 November 2017. Any forms of proxy not submitted by this time may nevertheless be submitted to the transfer secretaries before the meeting or handed to the chairman of the annual general prior to the shareholder exercising any rights of a shareholder at the annual general meeting.

DEMATERIALISED SHAREHOLDERS

Shareholders who have dematerialised their shares, other than those members who have dematerialised their shares with "own name" registration, should contact their Central Securities Depository Participant (CSDP) or broker in the manner and time stipulated in their agreement:

- ▶ to furnish them with their voting instructions; and
- ▶ in the event that they wish to attend the meeting, to obtain the necessary authority to do so.

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

Shareholders or their proxies may participate in the annual general meeting by way of a teleconference call, provided that if they wish to do so they must contact the company secretary by email at company.secretary@rmbh.co.za by no later than 17h00 on 20 November 2017 in order to obtain a PIN number and dial-in details for that conference call.

Voting by way of teleconference call will only be permitted if the applicable shareholder is represented by a proxy who is physically present at the meeting and in respect of whom a proxy form has been duly submitted in accordance with the provisions contained in this notice of annual general meeting.

Shareholders wishing to participate in this manner are reminded that they will be billed separately by their respective telephone service providers.

PROOF OF IDENTIFICATION REQUIRED

Kindly note that, in terms of section 63(1) of the Companies Act, participants at the meeting (including shareholders and proxies) will be required to provide reasonably satisfactory identification, and the person presiding at the annual general meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as a shareholder or as proxy for a shareholder) has been reasonably verified, before being entitled to attend or participate in a shareholders' meeting.

Acceptable forms of identification include valid identity documents, driver's licences and passports.

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 (a) 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.
- ▶ 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.

> Attention is also drawn to the instructions on signing and lodging the form of proxy on **page 144**.

By order of the board of directors



Ellen Marcis
Company secretary
25 October 2017

EXPLANATORY NOTE REGARDING SPECIAL RESOLUTION NUMBER 5

IDENTIFYING THE SALIENT DIFFERENCES BETWEEN THE CURRENT MOI AND THE PROPOSED MOI

The explanatory table below is to be read with the special resolution for the approval and adoption of the proposed MOI, which shall be tabled at the annual general meeting to be held on Wednesday, 22 November 2017 (or any adjournment or postponement thereof), and which seeks to identify some of the salient amendments made to the existing MOI in order to align more closely with the provisions of the Companies Act, and all relevant provisions of the Listings Requirements and to provide the board of directors with more flexibility in managing the capital structure of the group.

This table has been compiled, in compliance with provisions of section 65(4) of the Companies Act, to highlight only the salient differences between the current MOI and the proposed amendments to the company's MOI as embodied in the new MOI. Nonetheless, all shareholders are advised to conduct their own review of the current MOI and the proposed MOI before voting on the adoption of new MOI, as this table is not an exhaustive list of the differences between the current MOI and the proposed MOI but merely sets out the salient differences between the two.

Accordingly, this document must be read in conjunction with the current MOI and the proposed MOI. Both the current MOI and the proposed MOI will be available for inspection from the date of issue of this notice to the date of the annual general meeting, being Wednesday,

22 November 2017, at both (i) the registered office of the company during office hours, being the 3rd Floor, 2 Merchant Place, Corner Fredman Drive and Rivonia Road, Sandton, 2196 and (ii) on the company's website, being www.rmh.co.za

CLAUSE	SUBJECT	EXISTING REGIME IN THE CURRENT MOI	PROPOSED REGIME IN NEW MOI
1.2.6 1.2.7 1.2.7.1 1.2.7.2 1.2.8 1.2.9	Companies Act and JSE Listings Requirements	New clauses 1.2.6 to 1.2.9 proposed.	1.2.6 each provision and each sentence and each part of a sentence in this Memorandum of Incorporation is separate and severable from each other, and to the extent any provision or sentence or part thereof is found to be illegal or unenforceable or inconsistent with or contravenes any provision of the Companies Act and/or the JSE Listings Requirements, or void, such may to that extent only be modified or severed from this Memorandum of Incorporation, so that the remaining part of that provision or sentence or part thereof, as the case may be, is legal, enforceable or consistent with or does not contravene the Companies Act and/or the JSE Listings Requirements or is not void; 1.2.7 if any provision of this Memorandum of Incorporation imposes any obligation or requirement pursuant only to the JSE Listings Requirements, then: 1.2.7.1 unless the Company is a "listed company" as such term is defined in the JSE Listings Requirements, any such provision shall be deemed not to apply to the Company; and 1.2.7.2 insofar as the JSE exempts or no longer requires compliance with such obligation or requirements, the obligation shall be deemed to have been complied with; 1.2.8 if any provision of this Memorandum of Incorporation limits, restricts or prohibits any power or authority of the Company or the Board pursuant only to the JSE Listings Requirements, then insofar as such limitation, restriction or prohibition is waived, relaxed, repealed or amended by the JSE, the power or authority shall be deemed not to be subject to such limitation, restriction or prohibition to the extent of such waiver, relaxation, repeal or amendment without anything further being required; 1.2.9 if any provision of this Memorandum of Incorporation has been inserted to comply with a then applicable provision of the JSE Listings Requirements, which is subsequently removed or modified, the provision in question shall no longer apply as if the relevant provision has been removed or shall apply as modified in the JSE Listings Requirements;
		Old clauses 1.2.6 to 1.2.9 renumbered.	1.2.10 - 1.2.13

CLAUSE	SUBJECT	EXISTING REGIME IN THE CURRENT MOI	PROPOSED REGIME IN NEW MOI
7.7	Issue of shares and variation of rights	<p>Replaced old clauses 7.7 to 7.8 with new clauses 7.7 to 7.11.</p> <p>Renumbered clauses 7.6 as 7.12.</p> <p>Deleted old clauses 7.10 to 7.12.</p>	<p>7.7 As regards the issue of Shares or Securities convertible into Shares, including options in respect thereof:</p> <p>7.7.1 that require the approval of Shareholders by way of a special resolution as contemplated in sections 41(1) and/or (3) of the Companies Act or as contemplated in the JSE Listings Requirements, the Directors shall not have the power to allot or issue same without the prior approval of a special resolution of Shareholders;</p> <p>7.7.2 that require the approval of Shareholders by way of an ordinary resolution in terms of the Companies Act or the JSE Listings Requirements, the Directors shall not have the power to allot or issue same, without the prior approval of an ordinary resolution of Shareholders;</p> <p>7.7.3 other than as contemplated in clauses 7.7.1 and 7.7.2, the Directors shall have the power to allot and issue same, without any Shareholder approval, provided that the JSE has, to the extent required, granted the requisite consent to the listing of such Securities and such issue is made subject to, and in accordance with, the JSE Listings Requirements, where applicable (including all issues of Shares for cash and all issues of options and convertible Securities granted or issued for cash).</p> <p>7.8 In the event that the Company proposes to issue any equity Securities (or options over equity Securities) other than in respect of the following instances (it being recorded that, notwithstanding any other provision to the contrary in this Memorandum of Incorporation, each of the instances set out in clauses 7.8.1 to 7.8.11 shall not require Shareholder approval, or further Shareholder approval, as applicable):</p> <p>7.8.1 Shares issued for cash pursuant to a general or specific approval given by the Shareholders in general meeting;</p> <p>7.8.2 Shares issued in accordance with, or pursuant to, an authority approved by Shareholders;</p> <p>7.8.3 Shares issued in terms of options or conversion rights, provided that such options or conversion rights have been previously approved, to the extent necessary;</p> <p>7.8.4 Shares issued in terms of a rights offer to be undertaken by the Company;</p> <p>7.8.5 Shares to be held under an employee share scheme in terms of section 97 of the Companies Act, a share incentive scheme which complies with the provisions of Schedule 14 of the JSE Listings Requirements or any other employee share option or incentive scheme, provided that such issue of shares was previously approved, to the extent required;</p> <p>7.8.6 the issue of capitalisation Shares as contemplated in section 47 of the Companies Act;</p> <p>7.8.7 Shares issued in terms of an election by Shareholders to reinvest the proceeds of a distribution (including a dividend) or pursuant to an analogous process;</p>

CLAUSE	SUBJECT	EXISTING REGIME IN THE CURRENT MOI	PROPOSED REGIME IN NEW MOI
			<p>7.8.8 Shares issued pursuant to a scrip dividend, as contemplated by the JSE Listings Requirements;</p> <p>7.8.9 Shares issued for the acquisition of assets, as a vendor consideration placing directly or indirectly related to an acquisition of assets, or for the purposes of an amalgamation or merger;</p> <p>7.8.10 Shares issued or to be issued as consideration for any assets, corporeal or incorporeal, or for services rendered; or</p> <p>7.8.11 the Shares issue otherwise falls within a category in respect of which it is not, in terms of the JSE Listings Requirements, a requirement for the relevant Shares to be so offered to existing Shareholders,</p> <p>each Shareholder already holding issued equity Securities in the class of equity Securities proposed to be issued has the right, before any other person who is not a holder of that class of equity Securities, to be offered, on such terms and in compliance with such procedures as the Board may determine, to subscribe for, that number of equity Securities proposed to be issued which in relation to the total number of equity Securities proposed to be issued bears (as close as possible) the same ratio (as determined by the Board) as the number of equity Securities in that class already registered in the holder's name at the time of such offer bears to the then total number of issued equity Securities in that class, calculated at the time the offer was made, provided that if any entitlement to a fraction of an equity Security pursuant to such an offer, all allocations of Securities will be calculated in accordance with the then prevailing JSE Listings Requirements. After the expiration of the time within which an offer may be accepted, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the equity Security so offered, the Directors may, subject to the foregoing provisions, issue such equity Security in such manner as they consider most beneficial to the Company. The Directors may exclude any Shareholders or category of Shareholders who are resident outside of the Republic from an offer contemplated in this clause 7.8. if and to the extent that they consider it necessary or expedient to do so because of legal impediments or compliance with the laws or the requirements of any jurisdiction and/or regulatory body of any territory, outside of the Republic, that may be applicable to the offer arising from or in connection with the participation (or potential participation) of the relevant Shareholder or category of Shareholder.</p> <p>7.9 The provisions of clause 7.8 will apply mutatis mutandis to a class of authorised equity Securities (if applicable) which have not been issued, based on the percentage voting rights which that Shareholder has in relation to the aggregate general voting rights, calculated at the time the offer was made.</p> <p>7.10 The Company may apply to the Commission to exclude from any rights offer any category of holders of the Company's Securities who are not resident within the Republic, in terms of section 99(7).</p> <p>7.11 Notwithstanding clause 7.10, any pro rata offer of any Securities to any person shall be subject to the possible exclusion of any persons who are prohibited by any law of any country to whose jurisdiction they are subject, from participation in that offer.</p>

CLAUSE	SUBJECT	EXISTING REGIME IN THE CURRENT MOI	PROPOSED REGIME IN NEW MOI
14	Capitalisation shares	Amended paragraph 14.1.1	the Board, by resolution, may approve the issue of any authorised Shares as capitalisation Shares on a pro rata basis to the Shareholders of one or more classes of Shares and, to this end, may resolve to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserves or of any share premium account or capital redemption reserve fund or to the credit of the income statement or otherwise available for distribution and not required for the payment of dividends on any preference shares of the Company
		Amended paragraph 14.3	Replaced the word "distribution" with "issue"
19	Shareholders meetings	New clause 19.5 proposed. Old clauses 19.5 to 19.24 renumbered.	Notwithstanding anything to the contrary contained in this Memorandum of Incorporation, including this clause 19 and clauses 20 to 22, the requirements for convening and holding meetings in respect of Securities other than Shares, including location, notices, notice periods, requisition rights, quorum provisions, adjournment, proxies, voting rights and voting percentages for adoption of resolutions, shall be in accordance with the specific terms and conditions, if any, set out in the document(s) in terms of which such Securities are issued, insofar as such terms and conditions amend the relevant provisions of the Companies Act and to the extent such amendments are permissible in terms of the Companies Act.
22	Proxies and representatives	Clause 22.3.4	amended to delete the 48 (forty eight) hours or lesser period as determined by Directors
		Clause 22.3.5	amended to delete the 48 (forty eight) hours or lesser period as determined by Directors.
		Clause 22.3.6	amended to delete the 48 (forty eight) hours or lesser period as determined by Directors
		Clause 22.4	
		Clause 22.5	renumbered to 22.4

CLAUSE	SUBJECT	EXISTING REGIME IN THE CURRENT MOI	PROPOSED REGIME IN NEW MOI
38	Odd-lots	Inserted detail on how the company will deal with Odd-lots; previously the MOI was silent on Odd-lots.	<p>38.1 For purposes hereof:</p> <p>38.1.1 “Odd-lot” means any total holding by a Shareholder (which for the purposes of this clause 38 shall include a dematerialised Shareholder without “own-name registration”) that holds the Shares through a nominee in accordance with the rules and procedures of Strate Proprietary Limited of less than 100 Shares (or such other number as may be permitted by the JSE), or any total holding of less than 100 Securities (or such other number as may be permitted by the JSE) or a minimum number of Securities with an aggregate nominal value of less than R100.00 (or such other rand amount as may be permitted by the JSE); and</p> <p>38.1.2 “Odd-lot Offer” means an offer by the Company, or its nominee (which for the avoidance of doubt shall include any of the Company’s subsidiaries from time to time) to the holders of Odd-lots in terms of which the holders of the Odd-lots may elect to retain their holdings or sell their Odd-lots, subject to the JSE Listings Requirements to the extent applicable.</p> <p>38.2 The Company, or its nominee, may make and implement Odd-lot Offers on such terms and conditions as the Board may determine, in accordance with the JSE Listings Requirements or as otherwise permitted by the JSE; and if it does so and any Shareholder or holder of Securities who qualifies to participate in that Odd-lot Offer does not elect any of the election alternatives (namely to retain their Odd-lots or to sell their Odd-lots) in accordance with the terms of the Odd-lot Offer, such holder (and any person with a beneficial interest in such Odd-lots) shall be deemed to have agreed to sell Odd-lots, and the Company or its nominee, as the case may be, shall be entitled (on implementation of the Odd-lot Offer) to cause the Odd-lots to be sold on behalf of such persons to any party (including the Company) on such terms and conditions as the Board may determine; provided that the Company shall account to the registered holders, after deducting the costs of the sales, if any, for the remaining proceeds attributable to them pursuant to the sale of such Odd-lots.</p> <p>38.3 The Company shall be obliged to hold all moneys due to Shareholders in trust indefinitely, but subject to the laws of prescription.</p>
38 – 43			Renumbered clauses 38 to 43 to 39 to 44 due to new clause 38.