

REMGRO LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1968/006415/06)
ISIN: ZAE000026480
JSE and A2X Share code: REM
("Remgro" or "the Company")

REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING

At the 2024 annual general meeting ("AGM") of the shareholders of Remgro held on Thursday, 28 November 2024 all the ordinary and special resolutions proposed were approved by the requisite majority of votes.

Remgro confirms the voting statistics from the AGM as follows:

Resolutions	Votes cast disclosed as a percentage in relation to the total number of shares voted at the meeting		Number of shares voted Ordinary shares ("Ord") B ordinary shares ("B Ord")	Shares voted disclosed as a percentage in relation to the total issued share capital* Ordinary shares ("Ord") B ordinary shares ("B Ord")	Shares abstained disclosed as a percentage in relation to the total issued share capital* Ordinary shares ("Ord") B ordinary shares ("B Ord")
	For	Against			
Ordinary Resolution Number 1 - Approval of annual financial statements	99.98% Ord 100% B Ord	0.02% Ord 0% B Ord	361 288 956 Ord 39 056 987 B Ord	68.27% Ord 100% B Ord	0.91% Ord 0% B Ord
Ordinary Resolution Number 2 - Appointment of auditor	99.99 Ord 100% B Ord	0.01% Ord 0% B Ord	361 454 047 Ord 39 056 987 B Ord	68.30% Ord 100% B Ord	0.88% Ord 0% B Ord
Ordinary Resolution Number 3 - Election of director, Mr J J Durand	90.74% Ord 100% B Ord	9.26% Ord 0% B Ord	361 454 747 Ord 39 056 987 B Ord	68.30% Ord 100% B Ord	0.88% Ord 0% B Ord

Ordinary Resolution Number 4 - Election of director, Mr J Malherbe	77.17% Ord 100% B Ord	22.83% Ord 0% B Ord	361 444 397 Ord 39 056 987 B Ord	68.30% Ord 100% B Ord	0.88% Ord 0% B Ord
Ordinary Resolution Number 5 - Election of director, Mr P J Neethling	81.77% Ord 100% B Ord	18.23% Ord 0% B Ord	361 453 747 Ord 39 056 987 B Ord	68.30% Ord 100% B Ord	0.88% Ord 0% B Ord
Ordinary Resolution Number 6 - Election of director, Mr F Robertson	47.00% Ord 100% B Ord	53.00% Ord 0% B Ord	356 739 723 Ord 39 056 987 B Ord	67.41% Ord 100% B Ord	1.77% Ord 0% B Ord
Ordinary Resolution Number 7 - Election of director, Mr A E Rupert	81.55% Ord 100% B Ord	18.45% Ord 0% B Ord	361 454 747 Ord 39 056 987 B Ord	68.30% Ord 100% B Ord	0.88% Ord 0% B Ord
Ordinary Resolution Number 8 - Appointment of alternate director, Mr C P F Vosloo	99.88% Ord 100% B Ord	0.12% Ord 0% B Ord	361 433 022 Ord 39 056 987 B Ord	68.30% Ord 100% B Ord	0.88% Ord 0% B Ord
Ordinary Resolution Number 9 - Election of member of the Audit and Risk Committee, Ms S E N De Bruyn	93.16% Ord 100% B Ord	6.84% Ord 0% B Ord	356 739 413 Ord 39 056 987 B Ord	67.41% Ord 100% B Ord	1.77% Ord 0% B Ord
Ordinary Resolution Number 10 - Election of member of the Audit and Risk Committee, Mr G G Nieuwoudt	98.83% Ord 100% B Ord	1.17% Ord 0% B Ord	356 739 413 Ord 39 056 987 B Ord	67.41% Ord 100% B Ord	1.77% Ord 0% B Ord

Ordinary Resolution Number 11 - Election of member of the Audit and Risk Committee, Mr K S Rantloane	99.99% Ord 100% B Ord	0.01% Ord 0% B Ord	356 739 413 Ord 39 056 987 B Ord	67.41% Ord 100% B Ord	1.77% Ord 0% B Ord
Ordinary Resolution Number 12 - General authority to place 5% of the unissued ordinary shares under the control of the directors	71.38% Ord 100% B Ord	28.62% Ord 0% B Ord	361 454 747 Ord 39 056 987 B Ord	68.30% Ord 100% B Ord	0.88% Ord 0% B Ord
Ordinary Resolution Number 13 - Non-binding advisory vote on Remuneration Policy	88.11% Ord 100% B Ord	11.89% Ord 0% B Ord	361 446 557 Ord 39 056 987 B Ord	68.30% Ord 100% B Ord	0.88% Ord 0% B Ord
Ordinary Resolution Number 14 - Non-binding advisory vote on Remuneration Implementation Report	66.04% Ord 100% B Ord	33.96% Ord 0% B Ord	361 446 557 Ord 39 056 987 B Ord	68.30% Ord 100% B Ord	0.88% Ord 0% B Ord
Ordinary Resolution Number 15 - Amendments to the rules of the Remgro Limited Conditional Share Plan	99.67% Ord 100% B Ord	0.33% Ord 0% B Ord	361 450 977 Ord 39 056 987 B Ord	68.30% Ord 100% B Ord	0.88% Ord 0% B Ord
Ordinary Resolution Number 16 - Amendments to the rules of the Remgro Limited Share Appreciation Rights Plan	99.68% Ord 100% B Ord	0.32% Ord 0% B Ord	361 450 977 Ord 39 056 987 B Ord	68.30% Ord 100% B Ord	0.88% Ord 0% B Ord

Special Resolution Number 1 - Approval of directors' remuneration	95.57% Ord 100% B Ord	4.43% Ord 0% B Ord	361 447 407Ord 39 056 987 B Ord	68.30% Ord 100% B Ord	0.88% Ord 0% B Ord
Special Resolution Number 2 - General authority to repurchase shares	98.46% Ord 0% B Ord	1.54% Ord 0% B Ord	361 434 912 Ord 39 056 987 B Ord	68.30% Ord 0% B Ord	0.88% Ord 100% B Ord
Special Resolution Number 3 - General authority to provide financial assistance for the subscription and/or purchase of securities in the Company or in related or inter-related companies	98.50% Ord 100% B Ord	1.50% Ord 0% B Ord	361 033 252 Ord 39 056 987 B Ord	68.22% Ord 100% B Ord	0.96% Ord 0% B Ord
Special Resolution Number 4 - General authority to provide financial assistance to related and inter-related companies and corporations	99.97% Ord 100% B Ord	0.03% Ord 0% B Ord	361 033 252 Ord 39 056 987 B Ord	68.22% Ord 100% B Ord	0.96% Ord 0% B Ord

*Total issued share capital is 529 217 007 ordinary shares with total voteable shares, excluding Treasury shares, being 516 008 842 ordinary shares and 39 056 987 B ordinary shares.

Remuneration Policy

The Company's 2024 Remuneration Policy as published in the Integrated Annual Report (IAR) and tabled at the AGM was approved. Shareholders are reminded that the Company indicated in its IAR that it is still in the process of developing suitable performance targets for the new performance measures for the 2024 Conditional Share Plan awards.

Subsequent to the AGM, the Remgro Remuneration and Nomination Committee approved these targets which is available on the Remgro website at <https://www.remgro.com/wp-content/uploads/Approved-Targets-Remgro-Remuneration-Policy-2024.pdf>.

Remuneration Implementation Report

Shareholders are advised that Remgro wishes to engage its shareholders on the Company's Remuneration Implementation Report to better understand the reasons why shareholders voted against the Remuneration Implementation Report, and to enable the Remuneration and Nomination Committee to consider these concerns on behalf of the Board of the Company.

Shareholders are invited to engage with Remgro, in line with the recommendations of the King IV Report on Corporate Governance for South Africa, 2016 and paragraph 3.84(j) of the JSE Limited Listings Requirements, as follows:

- to attend virtual engagement sessions, to be hosted via a Teams video facility;
- shareholders wishing to participate in these sessions are requested to please register their interest by emailing the Company Secretary, ljoubert@remgro.com, by no later than close of business on 5 December 2024. Once registered, shareholders will be emailed a meeting request for the Teams session; and
- to submit any concerns, questions or recommendations on the Remuneration Implementation Report to the Company Secretary by email to ljoubert@remgro.com, by close of business on 9 December 2024.

Stellenbosch
29 November 2024

Sponsor
RAND MERCHANT BANK (A division of FirstRand Bank Limited)