

Finbond Group Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2001/015761/06)
Share code: FGL ISIN: ZAE000138095
('Finbond' or 'the Company')

RESULTS OF ANNUAL GENERAL MEETING

Shareholders are hereby advised that at the annual general meeting of shareholders of the company held on Friday, 29 June 2018, all the proposed ordinary and special resolutions, as set out in the notice of annual general meeting contained in the integrated report for the year ended 28 February 2018, were passed by the requisite majority of shareholders present and voting, in person or by proxy.

Details of the results of voting at the annual general meeting are as follows:

- Total number of issued ordinary shares: 944 907 501
- Total number of issued ordinary shares which were present/represented at the annual general meeting: 877 699 708 being 92.89% of the total number of issued ordinary shares

Ordinary Resolutions

Resolution to consider the audited annual financial statements

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 669 314, being 99.99%	1, being 0%	30 393, being 0.01%	877 669 315, being 92.66%

Ordinary resolution number 1: Control over unissued share capital

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 666 665, being 99.99%	2 749, being 0%	30 393, being 0.01%	877 669 315, being 92.66%

Ordinary resolution number 2: General authority to issue shares for cash

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 666 665, being 99.99%	2 749, being 0%	30 393, being 0.01%	877 669 315, being 92.66%

Ordinary resolution number 3: Re-election of Adv N Melville to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 666 665, being 99.99%	2 749, being 0%	30 393, being 0.01%	877 669 315, being 92.66%

Ordinary resolution number 4: Re-election of Dr M Motlatla to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 666 665, being 99.99%	2 749, being 0%	30 393, being 0.01%	877 669 315, being 92.66%

Ordinary resolution number 5: Re-election of Mrs R Xaba to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 666 665, being 99.99%	2 749, being 0%	30 393, being 0.01%	877 669 315, being 92.89%

Ordinary resolution number 6: Re-election of Ms H Wilken-Jonker to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 666 665, being 99.99%	2 749, being 0%	30 393, being 0.01%	877 669 315, being 92.89%

Ordinary resolution number 7: Re-election of Mr DJ Brits to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 666 665, being 99.99%	2 749, being 0%	30 393, being 0.01%	877 669 315, being 92.89%

Ordinary resolution number 8: Re-election of Mr H Kotze to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 666 665, being 99.99%	2 749, being 0%	30 393, being 0.01%	877 669 315, being 92.89%

Ordinary resolution number 9: Election of Mr PA Naude to the board of directors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 666 665, being 99.99%	2 749, being 0%	30 393, being 0.01%	877 669 315, being 92.89%

Ordinary resolution 10: Re-election of Mr DJ Brits to the audit committee

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 666 665, being 99.99%	2 749, being 0%	30 393, being 0.01%	877 669 315, being 92.89%

Ordinary resolution 11: Re-election of Adv N Melville to the audit committee

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 666 665, being 99.99%	2 749, being 0%	30 393, being 0.01%	877 669 315, being 92.89%

Ordinary resolution 12: Re-election of Ms R Xaba to the audit committee

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 666 665, being 99.99%	2 749, being 0%	30 393, being 0.01%	877 669 315, being 92.89%

Special resolutions

Special resolution 1: Remuneration policy

For (1)	Against (1)	Abstentions (2)	Shares voted (3)

877 656 791, being 99.99%	2 749, being 0%	40 168, being 0.01%	877 659 540, being 92.89%
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Special resolution 2: Remuneration implementation report

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 656 791, being 99.99%	2 749, being 0%	40 168, being 0.01%	877 659 540, being 92.89%

Special resolution 3: Ratification of the inter group loans

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 656 791, being 99.99%	2 749, being 0%	40 168, being 0.01%	877 659 540, being 92.89%

Special resolution 4: General authority to repurchase shares

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
877 666 665, being 99.99%	2 749, being 0%	30 393, being 0.01%	877 669 315, being 92.89%

Finbond conducted a formal tender process to appoint a firm of auditors, the result of which was that the Audit Committee recommended the appointment of Deloitte as the new auditors of Finbond Group Limited. All shareholders present and by proxy unanimously approved the appointment of Deloitte.

Notes:

(1) The votes carried for and against each individual resolution are disclosed as a percentage in relation to the total number of ordinary shares voted (whether in person or by proxy) in respect of such individual resolution at the annual general meeting.

(2) The total number of ordinary shares abstained in respect of each individual resolution (whether in person or by proxy) is disclosed as a percentage in relation to the total number of issued ordinary shares.

(3) The total number of ordinary shares voted (whether in person or by proxy) at the annual general meeting in respect of each individual resolution is disclosed as a percentage in relation to the total number of issued ordinary shares.

The relevant special resolutions will be lodged with the Companies and Intellectual Property Commission in due course.

Pretoria

2 July 2018

Sponsor: Grindrod Bank Limited