

ZARCLEAR HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2000/013674/06)

("Zarclear" or "the Company")

RESULTS OF SCHEME MEETING

Shareholders are referred to the announcement and to the circular to Zarclear shareholders published on 4 July 2023 relating to a scheme of arrangement (the "**Scheme**") between Zarclear and Zarclear shareholders in terms of section 114(1) of the Companies Act, 71 of 2008 (the "**Companies Act**") Terms defined in the Scheme circular shall, where used in this announcement, bear the same meaning as ascribed to them in the Scheme circular.

Shareholders are advised that at the Scheme meeting held on Wednesday, 2 August 2023 (the "**Scheme Meeting**"), all resolutions required to be passed by Zarclear shareholders in order to approve the Scheme were passed by the requisite majority of shareholders.

Details of the results of voting at the Scheme Meeting are as follows:

- total number of Zarclear shares in issue (excluding treasury shares) as at the date of the Scheme meeting and that could have been voted on all resolutions, with the exception of special resolution number 1, at the Scheme Meeting: 223 161 205;
- total number of Zarclear shares that could have been voted on special resolution number 1 at the Scheme Meeting, excluding treasury shares and the voting rights of African Phoenix, Hampden Capital, Zolospan, Sui Generis and Ancilla Capital, being the Deemed Concert Parties, who voluntarily consented (on a without prejudice basis) that the voting rights controlled by them will not be included in calculating the percentage of voting rights (i) required to be present in determining whether the quorum requirements are satisfied; and (ii) required to be voted in support of the Scheme Resolution: 17 062 025;
- total number of Zarclear shares that were present/represented at the Scheme Meeting: 190 191 569, being 85.23% of the total number of Zarclear shares (excluding treasury shares) that could have been voted at the Scheme Meeting with the exception of special resolution number 1;
- total number of Zarclear shares that were present/represented at the Scheme Meeting and that could have been voted in respect of special resolution 1: 15 902 373, being 93.20% of the total number of Zarclear shares that could have been voted on special resolution number 1 (excluding treasury shares and the shares held by the Deemed Concert Parties).

Special resolution number 1: Approval of the Scheme in terms of sections 114(1)(f) and 115 of the Companies Act

Shares voted [#]	For	Against	Abstentions [^]
15 902 373, being 93.20%	15 902 373, being 100%	-	-

Special resolution number 2: Revocation of special resolution number 1 if the Scheme is terminated

Shares voted [*]	For	Against	Abstentions [^]
190 191 569, being 85.23%	190 191 569, being 100%	-	-

Special resolution number 3: Increase in authorised share capital

Shares voted [*]	For	Against	Abstentions [^]
190 191 569, being 85.23%	190 191 569, being 100%	-	-

Special resolution number 4: Adoption of replacement MOI

Shares voted [*]	For	Against	Abstentions [^]
190 191 569, being 85.23%	190 191 569, being 100%	-	-

Special resolution number 5: Approval to issue shares in terms of section 41(1) of the Companies Act

Shares voted*	For	Against	Abstentions^
190 191 569, being 85.23%	190 191 569, being 100%	-	-

Special resolution number 6: Authority to issue shares in terms of the Companies Act

Shares voted*	For	Against	Abstentions^
190 191 569, being 85.23%	190 191 569, being 100%	-	-

Ordinary resolution number 1: Authority to give effect to resolutions

Shares voted*	For	Against	Abstentions^
190 191 569, being 85.23%	190 191 569, being 100%	-	-

shares voted (excluding abstentions) in relation to the total number of Zarclear shares that could have been voted on special resolution number 1 (excluding treasury shares and the shares held by the Deemed Concert Parties).

* shares voted (excluding abstentions) in relation to total shares in issue (excluding treasury shares)

^ in relation to total shares in issue

The Scheme remains conditional on, *inter alia*, the closing of the Mandatory Offer in accordance with its terms. A further announcement regarding the fulfilment and/or waiver of the outstanding conditions precedent to the Scheme, as the case may be, will be released in due course.

Responsibility statement

The independent board and Zarclear board collectively and individually accept responsibility for the information contained in this announcement and certify that, to the best of their knowledge and belief, the information contained in this announcement relating to Zarclear is true and this announcement does not omit anything that is likely to affect the import of such information.

2 August 2023

Corporate advisor



Legal advisor

