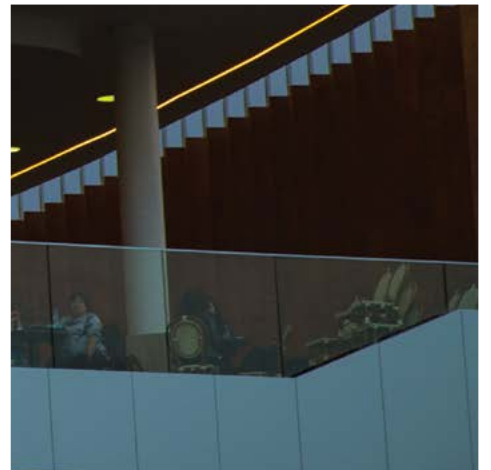


INTEGRATED
REPORT

2022

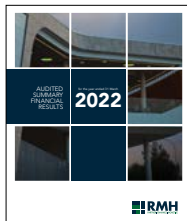


About this report

The following reports are available online:



Our annual financial statements (including the external auditor's unmodified report and the report of the audit and risk committee)



Our summary financial results announcement



B-BBEE 1 compliance report



Our King IV application summary



Social, ethics and transformation report

Scope

This integrated report of RMB Holdings Limited (RMH) for the year ended 31 March 2022 was prepared for all RMH's stakeholders, including existing and potential shareholders. Stakeholders provide RMH with a variety of capitals: financial, human, intellectual, social, relationship and natural capital.

The report contains comprehensive information about RMH's financial performance, stakeholders, governance, material issues, risks and opportunities and how these influence RMH's strategy.

Frameworks used

The report is compiled and presented in accordance with the:

- Companies Act of South Africa, 71 of 2008 (Companies Act);
- International Financial Reporting Standards (IFRS);
- International Integrated Reporting Framework (<IR> Framework) of the Value Reporting Foundation (VRF);
- JSE Limited Listings Requirements (JSE Listings Requirements);
- King IV Report on Corporate Governance for South Africa, 2016 (King IV); and the
- United Nations Sustainable Development Goals (SDGs).

Materiality

The most material issues, being those which have the potential to substantially impact RMH's ability to create and sustain value for its stakeholders, are discussed. Management is not aware of the unavailability of any reliable information or any legal prohibitions to disclosing any material information.

This report focuses on reporting material aspects under the control of RMH which can significantly impact capital resources and financial performance or could lead to significant reputational damage or negatively impact RMH's position as a responsible corporate citizen.

Assurance

Assurance was received from RMH's external auditor, Deloitte & Touche, on the fair presentation of the financial statements.

The external auditor also read the integrated report and considered whether any information is materially inconsistent with the audited financial statements or their knowledge obtained during the course of their audit or otherwise appears to be materially misstated. No such misstatement was reported.

The audit and risk committee had oversight over the preparation of the integrated report and recommended it for board approval.

Forward-looking information

Certain statements in this integrated report may be regarded as forward-looking statements or forecasts but do not represent an earnings forecast. All forward-looking statements are based solely on the views and considerations of the directors. Those statements have not been reviewed and reported on by the external auditor.

Responsibility

The board is ultimately responsible for this report. The board acknowledges its responsibility to ensure that this report enables stakeholders to make an informed assessment of the performance and the short-, medium- and long-term prospects of RMH. Some information, however, remains the opinion of the board and stakeholders are encouraged to seek independent advice before an investment decision is made.

The company secretary and financial manager, Ellen Marais CA(SA), prepared this report; the chief executive officer (CEO) and financial director (FD), Herman Bosman LLM CFA, supervised the preparation; and management convened and contracted the relevant skills and experience to undertake the reporting process and provided management oversight.

Basis of preparation

This report covers the audited summary financial results of RMH, based on IFRS, for the year ended 31 March 2022.

During the prior period, RMH changed its financial year-end to 31 March from 30 June.

The results reflected in this integrated report are for the year ended 31 March 2022 while comparatives are for the nine months ended 31 March 2021.

Approval

The board, after consultation with the audit and risk committee, concluded that this report is presented in accordance with the <IR> Framework and approved it for publication.



Sonja De Bruyn
Chairman



Herman Bosman
CEO



Per Lagerström
Independent non-executive director



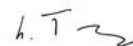
Udo Lucht
Non-executive director



Mamongae Mahlare
Independent non-executive director



Murphy Morobe
Independent non-executive director



James Teeger
Independent non-executive director

Rosebank
22 July 2022

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About RMH

WHO WE ARE

RMH is a JSE Limited (JSE) listed investment holding company with a track record of investing in disruptive and entrepreneurial businesses, complemented by innovative corporate actions.

We seek to instil the values and ethos that have defined the successes of RMH and Rand Merchant Investment Holdings Limited (RMI) to date.

Evolution over time

RMH was established to provide growth capital to its investee companies, coupled with a partnership ethos, an empowered owner-manager culture and a set of traditional values to help develop these businesses into significant stand-alone entities. This has led to meaningful value being created for shareholders since its listing in 1992.

True to the ethos of partnership, RMH played a significant role in the establishment and growth of some of South Africa's most iconic financial services businesses, including FirstRand, Discovery and OUTsurance. In 2011, RMH's insurance interests (Discovery, Momentum Metropolitan and OUTsurance) were separately listed as RMI. RMI recently unbundled its interests in Discovery and Momentum Metropolitan. This is in alignment with the approach to liberate investments at the appropriate stage in their life cycle and to achieve the best value reflection.

In 2016, RMH expanded its investment strategy to include a property investment business (RMH Property). RMH Property partnered with entrepreneurial management teams with proven track records in developing and managing unlisted property. RMH Property is RMH's most significant remaining asset following the unbundling of RMH's investment in FirstRand in June 2020.

WHERE WE ARE

Since 2016, RMH Property has acquired significant equity interests in unlisted property development companies, both domestically and internationally, with attractive net asset value growth return profiles.

RMH continues to assess options to monetise or liberate the RMH Property business and return maximum value to RMH shareholders. This strategic intention is reflected in the announcement by RMH of the agreement RMH and RMH Property have concluded with Brightbridge Real Estate Limited in relation to the proposed disposal of its equity interest in Atterbury Europe. Shareholders are referred to the separate announcement made on 24 June 2022 and the circular posted on 25 July 2022, for further detail.

In relation to RMH Property and its remaining investee companies, RMH will continue to execute its role as a supportive, committed and enabling shareholder.

RMH does not have a fixed ordinary dividend policy.



Value created and delivered

for the year ended 31 March 2022

**RMH produced
pleasing results**
despite the challenging
macroeconomic
environment

Market capitalisation

R BILLION

2.3



Cash resources

R MILLION

464



Net asset value per share (excluding cash retained for special dividend)

CENTS

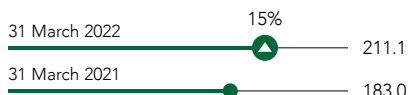
277.0



RMH Property carrying value per share

CENTS

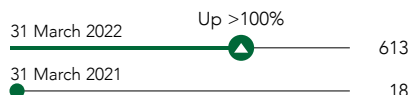
211.1



Share of after-tax profits of associates and joint ventures

R MILLION

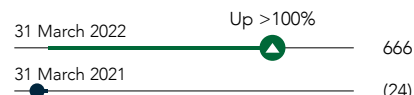
613



Net profit

R MILLION

666



ASSET VALUE MONETISED

Net asset value

as at 31 March 2022

R MILLION

4 622

Net asset value monetised

during the year

R MILLION

1 129

Special dividend

% of net asset value monetised

since 31 March 2021

%

24



RMH group structure



(RMH's largest shareholder)

12.5%



Market capitalisation of R2.3 billion
as at 31 March 2022

100%



37.5%

Office and retail property



27.5%

Office, retail and
industrial property



Various %

Mezzanine, debt and equity
funding business

9%

Integer Properties 1
Proprietary Limited
(%)

20%

Integer Properties 2
Proprietary Limited
(%)

50%

Integer Properties 3
Proprietary Limited
(%)



10.9%*



Urban renewal

* Following the subscription of CDC Group Plc on 18 June 2021, RMH Property's interest in Divercity was diluted to 10.9%. Consequently, RMH Property's influence over the strategic direction of Divercity was decreased and as such RMH Property's interest in Divercity will, going forward, be treated as a fair value investment rather than as an investment in an associate.



Our business model for delivering value

RMH uses the resources and expertise at its disposal to maximise return for stakeholders within its stated strategy of monetisation over the shortest period of time within the limits of macroeconomic conditions and the level of influence over underlying investee companies:

Capitals	Provider of capital	Inputs		
 FINANCIAL	Shareholders and underlying investee companies	Net asset value of R3.9 billion	Cash resources of R464 million	Monetisation period of four years
 HUMAN	Board of directors and employees	Seven directors	Two employees	Two part-time employees
 INTELLECTUAL	Board of directors and employees	RMH CEO with extensive corporate finance experience	RMH Property CEO with more than 25 years of property industry experience	Strong transactional and capital allocation skills
 SOCIAL AND RELATIONSHIP	The wider community and shareholders	Value-driven governance model		
 NATURAL	The natural environment with limited resources	Lean operational structure	Understanding the impact of the underlying investees' environmental impact	

Business activities

RMH, in conjunction with RMH Property, manages the underlying portfolio companies on a decentralised basis (and in separate legal entities) and is not involved in the day-to-day management.

RMH Property management is empowered to execute the stated strategy of monetisation. This entails:

- Being an influential, actively involved and stable shareholder
- Providing a strategic roadmap and partnering with management of the underlying portfolio companies to execute on the stated monetisation strategy while protecting net asset value
- Creating a filter and environment through which to assess opportunities presented to both RMH and RMH Property jointly or individually
- Capital structure optimisation and efficiency of capital allocation in the group and at investee level
- Managerial oversight, financial support and reporting, investor engagement and positioning.

RMH Property is an active investor, providing strategic oversight, deal-making insights and strong governance.

RMH Property is represented on the boards and relevant governance forums to ensure that portfolio companies adhere to the highest standards of corporate governance, internal controls, financial management, risk management, legal compliance, safety, health and environmental management, internal audit, ethics management, information management, stakeholder relationships and sustainability.

Outputs and outcomes

- **Market capitalisation** of R2.3 billion
- 24% of net asset value monetised in the form of a **special dividend** of R1.1 billion

- **Established owner-manager culture**
- **Highly regarded employer**

- **Stimulating** environment
- **Knowledge** sharing

- Reputation of **ethical values** and integrity
- **Level 7 B-BBEE** contributor
- In line with monetisation strategy and within limitation of a holding company structure to maximise return of committed spend of R500 000 per annum

- Maintaining **small carbon footprint**
- **Challenge investees'** to reduce carbon footprint


Key performance indicators

- **Total shareholders' return** since the unbundling of FirstRand of 42.4% and the one-year return of 35.9%
- **Net asset value** excluding the special dividend increased 12% – protection and growth while monetising assets.
- **Performance management** results
- **Board evaluation** results – overall score of 3.82 out of 4
- **Performance management** results
- **Board evaluation** results overall score of 3.82 out of 4
- **B-BBEE** status
- **Maximising points** available to RMH within its limits as investment holding company with limited operations

What is material for our stakeholders

To create value for RMH and its stakeholders, we engage on the issues that are material to each stakeholder.

RMH strives to have meaningful, timely and open communication with its key stakeholders, based on its enduring values of transparency, accountability and integrity.

Key stakeholder	Their material requirements	RMH interaction and strategic response	Value created and delivered
Shareholders and analysts	<ul style="list-style-type: none"> ■ Clear strategy ■ Solid operational performance, irrespective of volatility in macroeconomic environment ■ Delivering on stated strategy of monetisation ■ Reflection of underlying portfolio value in RMH's share price 	<p>RMH communicates with shareholders through SENS and when it announces interim and year-end results. This is accompanied by comprehensive reports, which are distributed to all shareholders.</p> <p> RMH's interim and final results announcements are accessible on the company's website, www.rmh.co.za</p> <p>Management meets with investors and investment analysts from time to time.</p>	Total shareholder returns and net asset value monetised
Tenants	<ul style="list-style-type: none"> ■ Trust ■ Quality ■ Low carbon impact ■ Affordability 	Our investees aim to provide superior service to enable tenants with the necessary physical space to achieve their ambitions.	Satisfied tenants, who trust the investees and who contribute to economic growth
Suppliers	<ul style="list-style-type: none"> ■ Fair treatment ■ B-BBEE 	The group and its investees subscribe to fair practices.	Reliable and empowered suppliers
Media	<ul style="list-style-type: none"> ■ Sharing expert knowledge ■ Transparent performance reporting 	Engagement with the media is open, honest and based on facts.	Building trusted brands
Communities	<ul style="list-style-type: none"> ■ Mutually beneficial relationship 	Our investees are committed to uplifting the societies in which they operate by following sound employment practices and meeting the real needs of the communities.	No harm done Reinforcing the importance of open and honest values
Government and regulatory bodies	<ul style="list-style-type: none"> ■ Open and honest relationship and communication ■ Adherence to laws 	RMH engages with government and regulatory bodies in a transparent manner to ensure that South African industry practice remains among the best in the world and builds trust and confidence in society.	Leading by example and reducing industry risk



The **Atterbury Europe** portfolio has maintained a strong capital base.

The portfolio has relatively low levels of gearing. There were no covenant breaches during the period.



The property sector in South Africa remains under pressure with demand for new and existing developments muted given the challenging macroeconomic environment.

As such, **Atterbury** continues to focus on its capital position. There were no covenant breaches during the period.



The **Integer Properties** portfolio is operationally cash neutral and no funding calls are expected.

Integer Properties continued to fully meet its funding obligations and there were no covenant breaches during the period.



The **Diversity** portfolio maintained its gearing levels with no covenant breaches during the period.

Our material matters

Management has identified the matters most likely to influence RMH's ability to deliver value in the short, medium and long term as:

- Navigating a successful post-pandemic recovery
- Maintaining net asset value while assessing opportunities for monetisation
- Balancing the needs of stakeholders and investee companies
- Meeting our joint responsibility to the planet within acceptable shareholder returns.





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COMMITMENT TO THE STATED STRATEGY OF MONETISATION REMAINS A PRIORITY

It gives me pleasure to report to shareholders on the performance of RMH. In many ways, RMH continued its holding pattern as we considered various approaches to monetising assets in delivering the maximum return to our various stakeholders within the limitations of the macroeconomic conditions.



Chairman's statement

The year in review

External environment

RMH's macroeconomic environment is characterised by the following:

Invasion of Ukraine and its effect on the world economy

- Russia's invasion of Ukraine has resulted in extreme **commodity price swings** that will have a profound impact on the global economy over the short term.
- Russia is a major **oil and gas** producer. The oil price continues to spike as buyers shunned Russian oil in protest against the Ukraine invasion. **Coal** prices rose sharply due to concerns over Russian coal supplies.
- Russia and Ukraine combined are responsible for more than 25% of global **wheat** exports. Amid concerns over the disruption of both harvesting and exports, global wheat prices have surged.
- Belarus, one of the world's largest producers of potash, a key input in **fertiliser**, was hit by severe sanctions for supporting Russia's war efforts. Grain and fertiliser prices will push already record-high global food prices even higher.
- The additional upward pressure on inflation will **squeeze household purchasing power** across the globe, especially in the Euro Zone and the UK where gas forms an important part of the energy mix.
- Escalation and expansion of the conflict and the resultant economic sanctions can have a **lasting and dramatic effect** on the world economy in the medium to long term.

South African economy

- While **coal** exports generate significant export revenue for South Africa, this will not adequately counter the inflationary impact of **higher fuel and food prices**.
- After the third and fourth COVID-19 waves, brought on by the Delta and Omicron variants, respectively, and the riot-induced quarterly **GDP decline** in the third quarter of 2021, real GDP growth is estimated at 2.2% in 2022, with output and employment expected to remain well below pre-pandemic levels until 2023.
- **Structural constraints** and the slow pace of economic reforms are likely to continue to constrain medium-term economic growth but the expectation is that partnerships across government, the private sector and civil groups will facilitate a turnaround in the **medium to long term**.

COVID-19

- South Africa's vaccination programme got off to a slow start, but vaccines are now readily available. **Vaccine hesitancy** remains a challenge to reaching government vaccination targets.
- It is expected that COVID-19 will be with us for some time yet, although vaccinations and the development of effective treatment protocols are expected to, over time, ameliorate the effects.

Recovery in Europe

- GDP in **Serbia** is expected to expand by 3.9% in 2022 and 3.9% in 2023, however, the war in Ukraine will weigh on activity. Exports of goods and services will moderate due to sanctions placed on Russia, causing a drag on the tourism and trade sectors, while higher commodity prices will fuel inflation. This will hamper household consumption, despite a tightening labour market and solid wage growth.
- GDP in **Cyprus** is expected to grow by 3.0% in 2022 and 3.2% in 2023. The all-important tourism sector will be impacted by decreased arrivals from its key Russian market while increasing inflation does not bode well for domestic demand. More positively, a tighter labour market should soften the downturn in household spending growth.
- The economy in **Romania** is forecast to grow by 3.3% in 2022 and 4.2% in 2023. Economic growth this year is projected to decelerate from last year's rally due to a fading base effect and the fallout from the war, though renewed government spending and EU-backed investments should support activity. Persistently higher energy and food prices, new COVID-19 variants and a potentially slower-than-expected absorption of EU funds cloud the outlook for 2022.

Climate change

- Climate-related **weather events** and **cyberattacks** continue to be key risks.
- Severe weather events are expected to become **more frequent and increase in severity** in the coming decade.
- Momentum of climate change action and **ESG disclosures** is growing.

Outlook

Following a contraction of 3.5% in 2020, the world economy grew by 5.7% in 2021 with the current predictions for 2022 being as low as 2.9%. This is a result of the war in Ukraine that continues to disrupt activity, investment and trade in the near term, pent-up demand weakens and fiscal and monetary policy accommodation is withdrawn. This, together with the damage from the COVID-19 pandemic, leads to economic recovery remaining fragile.

The economic recovery in South Africa lagged that of the rest of the world as high unemployment, continued recurring power outages, slow progress with reforms, high public debt and constraints to public spending, particularly investment, continue. Growth in South Africa is forecast to fall back to 2.1% in 2022 and an average of 1.7% in 2023-24. Should the Atterbury Europe disposal proceed on 23 August 2022, the remainder of the investment portfolio will be exposed to South Africa, with the macroeconomic environment remaining under pressure. This will impact the period and level at which the portfolio may be monetised.

For and on behalf of the board.



Sonja De Bruyn
Chairman

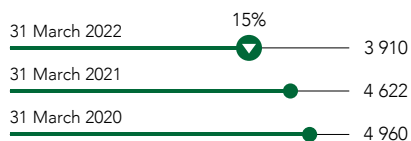
Rosebank
22 July 2022

PERFORMANCE MATRIX

Equity

R MILLION

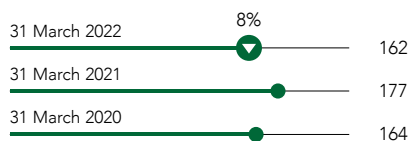
3 910



Share price closing

CENTS

162



Market capitalisation

R BILLION

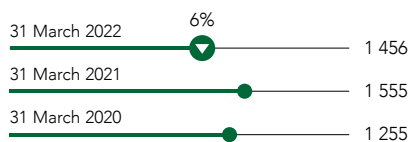
2 287



Volume of shares traded

MILLIONS

1 456



The post-COVID-19 macroeconomic recovery has been slow. Further uncertainty has been introduced by Russia's invasion of Ukraine.



Chief executive officer's review

Financial performance

RMH's net asset value increased by 12% from R3 493 million (excluding cash retained for the special dividend) at 31 March 2021 to R3 910 million at 31 March 2022. The biggest contributor was the recovery of property valuations as a result of the COVID-19 cap rate penalty being removed by external valuers in Eastern Europe. This led to an increase in valuations of investment properties of R543 million (2021: loss of R22 million). The net increase was offset by the strengthening of the Rand/Euro exchange rate over the period, contributing a loss of R204 million (2021: loss of R243 million). The operating performance of the underlying RMH Property investees remained buoyant in the context of the current operating environment, showing some improvement due to COVID-19 concessions granted to tenants in the prior year not being

repeated. The gross value of RMH Property increased by 15% to R2 980 million (2021: R2 584 million).

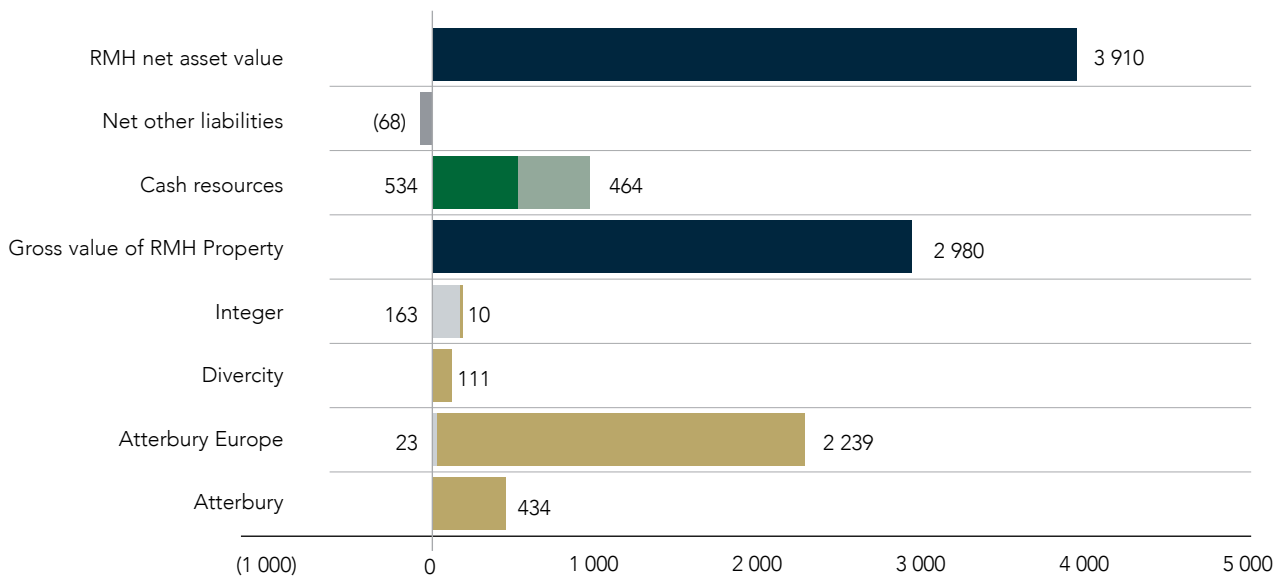
Income after tax for the year improved by more than 100% to R611 million (2021: loss of R72 million for the nine months). The biggest contributor to this performance was the increase in underlying investment properties as mentioned above, which resulted in the share of after-tax profits from associates and joint ventures increasing from R18 million to R613 million.

The cash resources earmarked for ongoing RMH operating expenses and liabilities as at 31 March 2022 amounted to R464 million (2021: R418 million) despite the low-interest rate environment. Cash for the disposal of Atterbury Mauritius was received in April 2021 and the loan extended to Integer 3 decreased.

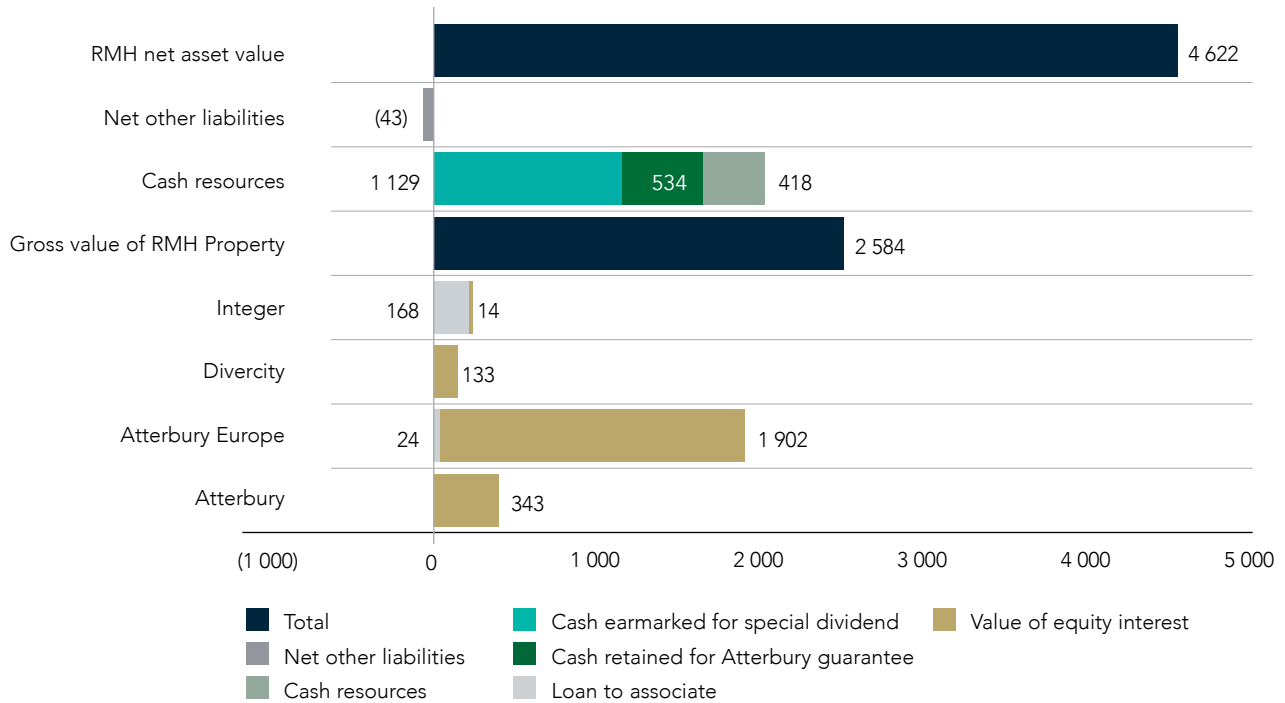
The portfolio mix remains Atterbury-concentrated, with **91%** (2021: 88%) of the portfolio mix comprising RMH Property's investments in Atterbury Europe and Atterbury.



Net asset value breakdown as at 31 March 2022 (R million)



Net asset value breakdown as at 31 March 2021 (R million)



The decrease in the net asset value including the special dividend of RMH from R4 622 million to R3 910 million is a result of the following factors:

- The special dividend of R1 129 million paid on 10 May 2021. R16 million of the special dividend was received on treasury shares bought in the prior period as a hedge for RMH share appreciation rights granted to employees as part of employee retention and remuneration packages;
- A stronger Rand relative to the Euro, which reduced the carrying value of Atterbury Europe by R204 million;
- A strong recovery of valuations of investment properties which led to an increase in after-tax profits from associates and joint ventures that amounted to R613 million;
- Treasury shares bought to the value of R6 million as forfeitable shares granted to employees; and
- The net operating results of income earned on cash resources less expenses paid.

Proposed monetisation of RMH's interest in Atterbury Europe

Shareholders are advised that RMH and RMH Property have entered into an agreement with Brightbridge to dispose of all the shareholder loan claims and the A ordinary shares held by RMH Property in Atterbury Europe (representing 37.5% of the total issued A ordinary shares in Atterbury Europe) for a total consideration of R1 750 million.

As RMH shareholders are aware, following the unbundling of RMH's interest in FirstRand in June 2020, RMH's strategic intent has been to actively seek various monetisation alternatives to extract maximum value for its shareholders. This includes the orderly monetisation of RMH Property's individual portfolio companies over time.

The RMH board is of the view that Brightbridge, as an Atterbury group affiliated entity, is the most suitable acquirer of RMH Property's interest in Atterbury Europe as part of this monetisation strategy, particularly in view of their deep knowledge of the businesses and contractual arrangements between the Atterbury group companies. Accordingly, having considered all relevant quantitative and qualitative factors, the RMH board has concluded that the disposal is aligned with RMH's monetisation strategy to realise value for shareholders.

This transaction constitutes 58% of the net asset value of RMH as at 31 March 2022. At a 12% discount to net asset value (including tax considerations), RMH believes that shareholders will be supportive of the outcome.

Shareholders are referred to the circular posted on 25 July 2022 for more detail. Shareholders are due to vote on 23 August 2022.

Outlook

The year under review has been a challenging one. The South African economy was impacted by the following:

- In July 2021, South Africa experienced civil unrest causing billions of Rand in damage;
- Continued uncertainty as a result of COVID-19 with the State of Emergency only being lifted in April 2022;
- Changing weather patterns led to unusual rainfall and, in April 2022, floods hit the province of KwaZulu-Natal, resulting in an estimated 400 lives lost and R10 billion in damage to infrastructure;
- The struggling electricity grid led to 1 150 hours of load shedding in 2021 with the outlook for 2022 not improving. Eskom implemented loadshedding for 31 days for the period 1 January 2022 to 10 May 2022, compared to 26 days for the same period last year;
- Rising interest rates – South Africa experienced three increases of 25 basis points each in the repo rate in November, January and March with a 50 basis points increase in May; and
- Rising fuel, wheat, corn and sunflower oil prices as a result of the invasion of Ukraine by Russia.

All these factors had a negative impact on economic recovery in South Africa and did not leave the property sector unscathed. In the first quarter of 2022, office vacancy rates reached a new all-time high at 16.7%. Petrol prices rose above R21 per litre for the first time. As a result, inflation has been testing the 6% upper limit of the South African Reserve Bank's monetary policy target range each month for the first quarter of 2022.

Eastern Europe's proximity to Ukraine and Russia negatively impacted the post-pandemic economic recovery. It further led to an influx of refugees and an increase in the prices of oil, gas, metal, food and fertiliser. As a result, currencies and inflation have come under pressure. Eastern European banks responded by increasing interest rates. In light of the above, both local and international economic recovery will be slow. The need for liquidity and the pressure to reduce loan-to-value (LTV) ratios place further pressure on property investors. We are, however, buoyed by the recent activity, including indications of improved trading density across the Atterbury and Atterbury Europe portfolios.

The board remains committed to the monetisation strategy of the balance of the RMH Property business, taking into account prevailing trading conditions, which may have an impact on the timing of the execution of the strategy.

For and on behalf of the board



Herman Bosman
CEO

Rosebank
22 July 2022








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Portfolio review

In 2016, RMH identified the property industry as one where value can be unlocked by partnering with specialist property entrepreneurs and developers.

RMH Property currently owns the following investments:

	Atterbury Europe Retail and office property	Atterbury Office, retail and industrial property	Integer Properties Mezzanine debt and equity funding business
			
% held	37.5%	27.5%	Various %
Date acquired	February 2018	July 2016	December 2016 and September 2018
Cost (R million)	643	484	32
Contribution to RMH Property (%)	76	15	6
Carrying value, including loans (R million)	2 262 31 March 2021: 1 926	434 31 March 2021: 343	173 31 March 2021: 182
Change in carrying value, including loans (%)	17	27	(5)

	Divercity Urban renewal fund	RMH Property
		
% held	10.9%	100%
Date acquired	October 2018	July 2016
Cost (R million)	157	1 783
Contribution to RMH Property (%)	3	100
Carrying value, including loans (R million)	111 31 March 2021: 133	2 980 31 March 2021: 2 584
Change in carrying value, including loans (%)	(17)	15

The carrying value of RMH Property for the year ended 31 March 2022 improved as the cap rate penalties as a result of the COVID-19 pandemic were lifted by external valuers in Eastern Europe. The macroeconomic recovery in South Africa has been slow. This combined with the civil unrest in July 2021, continuing structural constraints and the recent floods in KwaZulu-Natal have impacted the rate of recovery in the South African property market.

The carrying value of RMH Property for the current period was impacted by the following:

- The exchange rate resulted in a decrease in the net asset value of R204 million (2021: decrease of R243 million);
- The Atterbury Europe net asset value in Euro terms increased from Euro 293 million to Euro 377 million, mainly driven by the valuation of underlying investment properties;
- The net asset value of Atterbury has seen some improvement since 31 March 2021 as the Castle Gate Retail Centre commenced trading towards the end of 2020 and the Ascencia shares increased in its value following its move to the primary exchange in Mauritius;
- The decrease in the carrying value of Integer is due to some repayment on the loan received as certain assets have been sold. After year-end, funds were withdrawn to complete certain developments in Integer Properties 3 Proprietary Limited; and
- The carrying value of Divercity remained under pressure as a result of the slow macroeconomic recovery and the impact it has on inner-city developments.

Financial performance of the portfolio companies

The following tables were extracted from the audited note of investment in associates and joint ventures to the audited annual financial statements for the year ended 31 March 2022.



Atterbury Europe was founded in 2014, when Atterbury co-invested with a consortium of private investors to form an Eastern European-focused property company.

Its investment portfolio comprises three investments, namely a

97.5%

share in Atterbury Cyprus, a

50%

share in Atterbury Romania and a

37.5%

share in BreAtt in Serbia.

Atterbury Europe partners with leading real estate developers and entrepreneurs in each market and contributes world-class development and asset management skills to these partnerships.

These partnerships allow Atterbury Europe to obtain in-country expertise and local insights, allowing it to source lucrative real estate development opportunities that can deliver superior returns for shareholders.

The COVID-19 pandemic caused global disruptions to businesses and economic activities throughout 2020 and 2021. Many countries (including the Atterbury Europe operational countries Cyprus, Serbia and Romania) have all adopted extraordinary and economically costly containment measures requiring businesses to either severely limit or fully suspend normal business operations and governments to implement strict quarantine measures. These measures severely impacted retail business, with some businesses only returning to 50% capacity in the first quarter of 2022. The operational results could negatively be impacted should these restrictions reappear and contribute to the uncertainty in predicting future financial performance.

The geopolitical stress in Eastern Europe accelerated in February 2022, with Russia's invasion of Ukraine.

The conflict will have macroeconomic consequences on the European economies and worldwide, which at present are difficult to estimate precisely.

	For the		% change
	Year ended 31 March 2022	Nine months ended 31 March 2021	
R million			
Current assets	373	1 027	
Non-current assets	10 331	9 153	
Total assets	10 704	10 180	5
Current liabilities	446	317	
Non-current liabilities	4 232	4 699	
Total liabilities	4 678	5 016	(7)
Non-controlling interest	54	53	
Net asset value	5 972	5 111	17
RMH Property's share of net asset value	2 239	1 902	18
Loan	23	24	
Carrying value of Atterbury Europe	2 262	1 926	17
Net profit for the period	1 414	119	>100
Earnings/(loss) contributed to RMH Property	541	(62)	>100
Headline loss contributed to RMH Property	(2)	(40)	>100

The exchange rates used for the periods were as follows:

	For the		% change
	Year ended 31 March 2022	Nine months ended 31 March 2021	
Rand			
Average rate (R/€)	17.25	18.76	(8)

	As at		% change
	31 March 2022	31 March 2021	
Rand			
Closing rate	15.84	17.29	(8)

All properties were externally valued as at 31 December 2021 and no subsequent adjustments were made. The cap rate penalty added in 2020 was removed in 2021, however, the valuers still reported a valuation uncertainty per VPGA 10 of the RICS Valuation – Global Standards in their valuation reports and valuations were still penalised in the short-term cash flow assumptions based on this uncertainty. This does not equate to limited or no reliability of the valuation that management uses for the determination of fair value for financial reporting purposes. The removal of the cap rate penalty was the biggest contributor to the increase in the net asset value of Atterbury Europe.



Atterbury Property Holdings has significant experience in property development, having developed more than two million square metres of commercial, retail and residential property since its establishment in 1994. Its expertise includes property development, fund management, corporate services and asset management.

The most noteworthy completed real estate assets in its investment portfolio are an

81%

ownership of the Grove Mall in Namibia, a

16%

stake in Mall of Africa and an

8%

stake in Ascencia Limited, a property company listed on the Stock Exchange of Mauritius.

The group's development expertise is unrivalled in the South African market with a core team of development professionals that has consistently demonstrated the ability to manage development risk in delivering shareholder returns.

R million	For the		% change
	Year ended 31 March 2022	Nine months ended 31 March 2021	
Current assets	1 311	1 546	
Non-current assets	8 006	7 572	
Total assets	9 317	9 118	2
Current liabilities	1 943	1 347	
Non-current liabilities	5 125	6 067	
Total liabilities	7 068	7 414	(5)
Non-controlling interest	672	457	47
Net asset value	1 577	1 247	26
Carrying value of Atterbury	434	343	27
Net profit/(loss) for the period (100%)	477	(16)	>100
Profit/(loss) contributed to RMH Property	95	(7)	>100
Headline earnings contributed to RMH Property	55	5	>100

The net asset value of Atterbury has increased by 27% since 31 March 2021. The underlying growth in net asset value relates mainly to the revaluation of Castle Gate Retail Centre, which commenced trading towards the end of 2020, and the value increase in the Ascencia shares following its move to the primary exchange in Mauritius. RMH used the unaudited net asset value as at 31 December 2021 to prepare its results. All properties were externally valued as at 30 June 2021 and the valuations were rolled forward to 31 December 2021. The only asset which was externally valued was Mall of Africa. The improvement in the net asset value is due to certain COVID-19 adjustments made in the comparative period not being repeated. Management remains committed to the deleveraging of the balance sheet and improving the debt service coverage ratio. Both of these key performance indicators have improved compared to the comparative period. Net operating results remained satisfactory, with collections remaining strong and trading density showing improvement.



Integer was formed in 2010, when the management team identified a funding gap in the property market created as a result of financial institutions providing only 70% to 80% towards funding for new property developments.

Integer partners with reputable property developers who have secured attractive development opportunities but lack the equity to bridge the gap between the level of senior institutional debt and the development cost. It provides this equity as an unsecured loan and takes a shareholding in the deal.

The company focuses on the development and ownership of prime office, industrial and retail properties with strong long-term leases from blue-chip tenants. Its portfolio comprises new developments and existing income-producing properties.

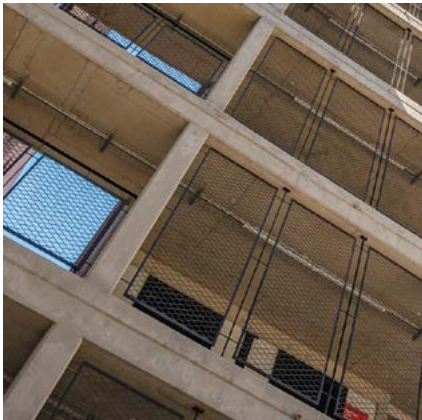
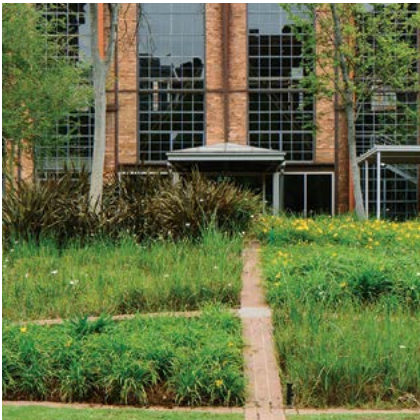
	For the		% change
	Year ended 31 March 2022	Nine months ended 31 March 2021	
R million			
Current assets	73	49	
Non-current assets	658	837	
Total assets	731	886	(17)
Current liabilities	7	131	
Non-current liabilities	714	699	
Total liabilities	721	830	(13)
Non-controlling interest	(4)	–	
Net asset value	14	56	(75)
RMH Property's share of net asset value	10	14	
Loan	163	168	
Carrying value of Integer	173	182	(5)
Net loss for the period (100%)	(44)	(25)	(76)
Earnings contributed to RMH Property	7	5	40
Headline earnings/(loss) contributed to RMH Property	24	6	>100

Integer continued with its phase of realisation. In the period under review, three sales were executed. Subsequent to year-end, a further three sales were secured. While the realisation of the portfolio is ongoing, the operational performance remained intact, with low vacancy rates, collections remaining strong and the interest coverage ratios remaining comfortable.

DIVERCITY
URBAN PROPERTY FUND



**Divercity
Urban
Property
Fund**



Diversity is focused on regenerating South African cities and demonstrating a new model of affordable housing delivery that promotes better urban form.

The fund invests exclusively in urban renewal through the development of inner-city (thereby well-located) precincts, which feature a dense mix of affordable rental housing, commercial spaces, a rich mix of urban and social amenities as well as high-quality public spaces.

The model is in contrast to the current dominant model of affordable housing delivery in South Africa, where lower-income households are confined to the urban periphery, far from opportunities and essential services.

Diversity currently holds a **R2 billion** portfolio, jointly seeded with assets from Atterbury and Ithemba and seed investments from RMH Property and Nedbank Property Partners.

In June 2021, the CDC subscribed for 39.5% in Diversity. The CDC is one of the largest impact investors in Africa and their endorsement of Diversity's impact and ESG credentials will go a long way in the long-term focus of Diversity of creating integrated neighbourhoods in centrally located areas.

R million	For the		% change
	Year ended 31 March 2022	Nine months ended 31 March 2021	
Net asset value	1 023	649	58
Carrying value of investment in Diversity	111	133	(17)
Loss contributed to RMH Property	(21)	(10)	>(100)
Fair value loss	(6)	–	(100)
Headline loss contributed to RMH Property	(16)	(11)	(45)

Following the dilution of RMH Property's interest to 10.9%, the investment in Diversity will be treated as a fair value investment going forward. The net asset value is used as a basis to determine the fair value of the investment in Diversity. The residential portfolios were the most impacted by the COVID-19 pandemic. Good recoveries have been experienced with occupancy levels better than anticipated for the first quarter of 2022. Collections remained good. The slow return of corporates to the inner-city impacted the portfolio negatively. The unaudited results as at 31 March 2022 were used to determine the fair value.

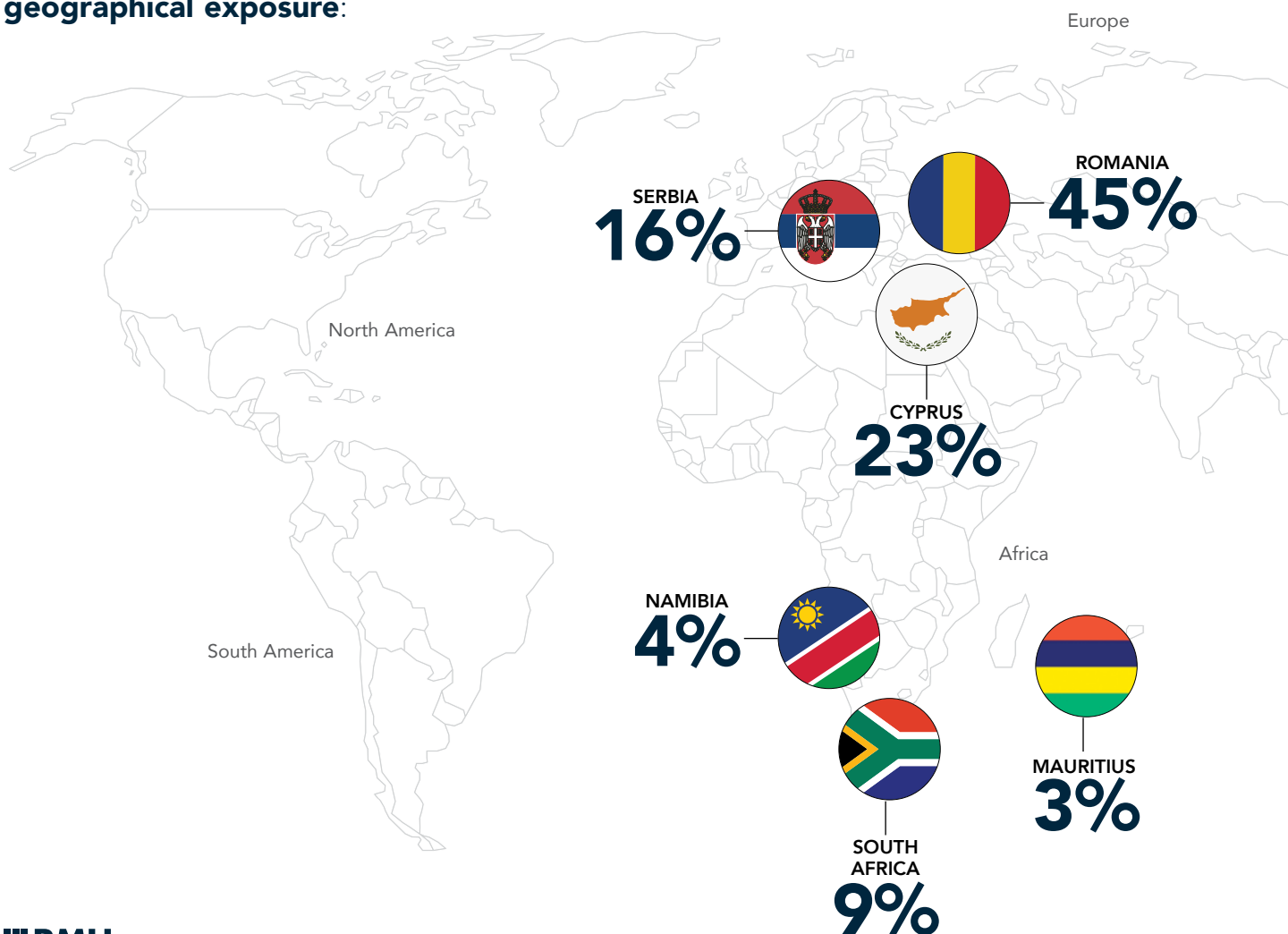
RMH Property strategic update

RMH is defined by its value-adding shareholding in its most significant asset, RMH Property.

RMH, through RMH Property, invested in property and property-related entities with best-of-breed management teams and an attractive net asset value growth return profile. RMH facilitates disciplined capital allocation over the long term to grow these investments into businesses that will ultimately deliver sustainable earnings and dividend yields.

RMH Property's portfolio companies utilise gearing to enhance equity returns, given the low cost of funding in most of the regions that they are invested in.

RMH Property has, since its founding, built a **sizeable investment portfolio** with the following **geographical exposure**:



RMH Property's portfolio companies conduct their business in **two focus areas, namely investments and developments.** RMH Property's strategy is to:



PARTNER

Continue to manage the RMH Property portfolio together with our **partners** in Atterbury, Divercity and Integer to ensure capital preservation and growth.

ENHANCE

Enhance our established investments to create and maintain value for our shareholders:

- Assist with capital allocation, strategic oversight and governance
- Ensure that gearing levels are within set limits to ensure sustainable earnings
- Grow the net asset value of underlying investees
- Establish a sustainable income stream over the long term
- Ensure that a balance is achieved in the underlying investees between investments and developments.

MONETISE

RMH continues to assess options to **monetise** the RMH Property business, in an orderly manner over time, and to return maximum value to RMH shareholders. These options include monetisation at an RMH level or through separate listings and/or disposals of the individual RMH Property portfolio companies.





Environmental, social and corporate governance

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Governance

RMH is committed to the highest standards of ethics and corporate governance.

Statement of compliance

In upholding its enduring values of the highest levels of business ethics and personal integrity, RMH has to comply with various legislation, regulations, standards and codes. The most important thereof are the Companies Act, the JSE Listings Requirements and its memorandum of incorporation (MOI). During 2022, RMH complied in all material respects with all applicable legislation, regulations, standards, codes and its MOI. RMH engaged the services of a compliance officer and has implemented a whistle-blowing hotline on 010 211 4910.

The Companies Act places certain duties on directors and determines that they should apply the necessary care and skill in fulfilling their duties. To ensure that this is achieved, the board applies best practice principles, as contained in King IV, where appropriate.

King IV

Section 3.84 of the JSE Listings Requirements has the effect of making certain King IV practices mandatory and requires disclosure of the extent to which a company adheres to those practices in its integrated report. These requirements are dealt with in the King IV compliance report.

It contains these exceptions:

- Murphy Morobe was appointed as lead independent director as the previous chairman, Jannie Durand, was not classified as independent in terms of King IV. Even though Sonja De Bruyn, the current chairman, is classified as an independent, RMH retained Murphy Morobe as lead independent director.
- Sonja De Bruyn, the current chairman, is a member of the audit committee. She was a member of the audit and risk committee before she was appointed as chairman of the board. Due to the limited number of independent, non-executive directors with the necessary financial skills and knowledge, she was retained as a member of the audit and risk committee. Her deep knowledge of RMH and its history is invaluable within the stated strategy of monetisation.

Governing structures and delegation

RMH's governance structure supports it to execute its strategy. It takes into consideration the size and constitution of the group. It ensures clear and appropriate segregation of responsibilities without unnecessary complexities. This enables RMH to be agile and respond to opportunities in a quick and precise manner.

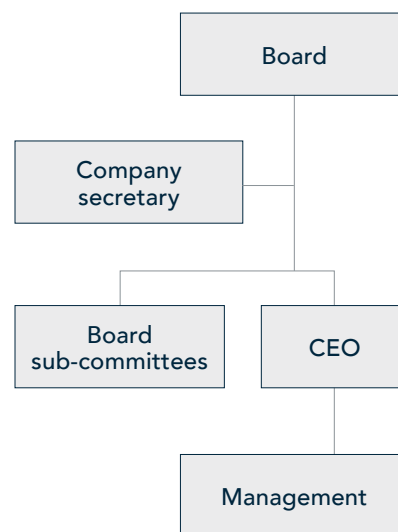
The board charter defines each director's authority. This, together with the composition of the board, ensures that no single director has unfettered powers of decision-making.

The board takes the ultimate responsibility for effective governance.

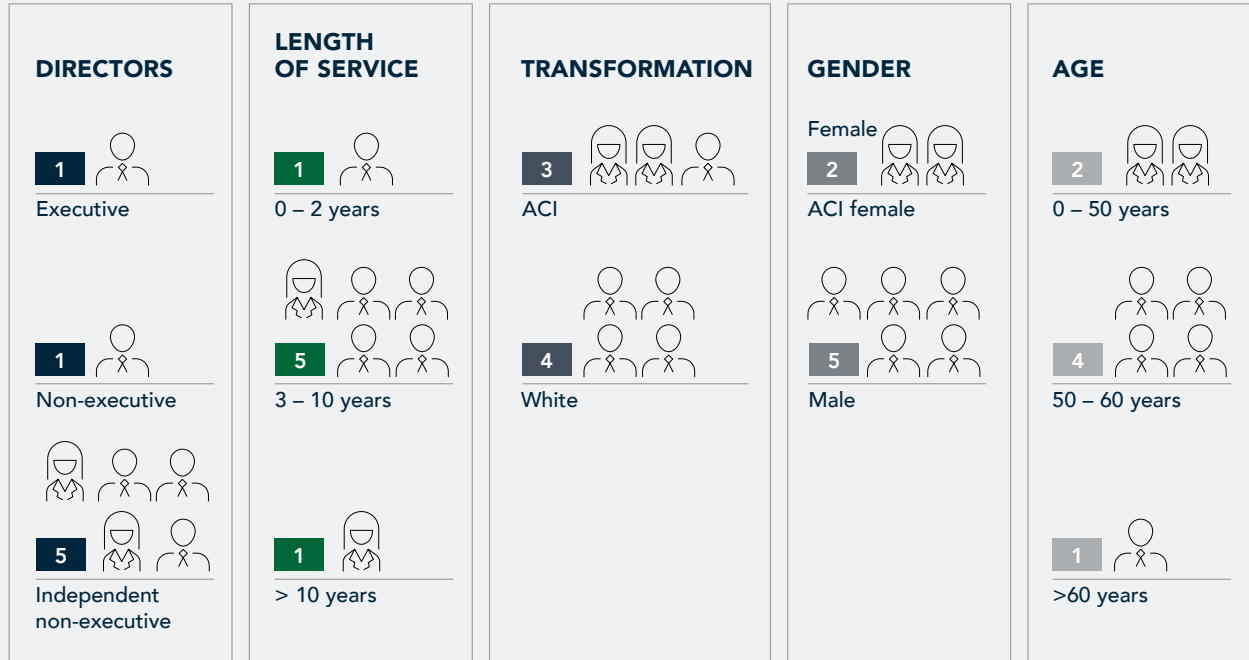
The company secretary provides the board (as a collective and individually) with guidance in respect of their duties, responsibilities and powers.

The CEO, together with senior investment executives, is responsible for setting and executing the strategy under the guidance of the board.

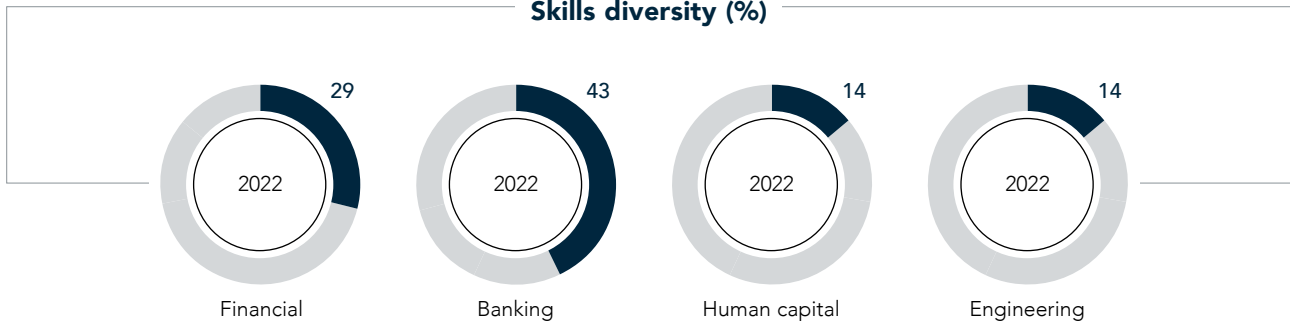
The day-to-day duties reside with management, under the guidance of the CEO.



Composition of the board



Skills diversity (%)



Board accountability and delegation

The board is ultimately accountable for the governance of RMH. The board has constituted the following sub-committees and has prepared detailed charters to assist the board with discharging its responsibilities:

Sub-committee	Role and responsibilities	Capital of which the committee is a custodian
Audit and risk committee	<p>The duties of the committee include those prescribed by section 94 (7) of the Companies Act. It entails safeguarding the group's assets, the financial reporting process, the internal control system, management of financial and non-financial risks, audit process and approval of non-audit services, the group's process for monitoring compliance with the laws and regulations applicable to it, the group's compliance with corporate governance practices, review of the integrated report, including key audit matters outlined in the external auditor's report, the business conduct of the group and its officials, ensuring that the accounting policies applied are consistent, appropriate and in compliance with IFRS, the appointment of the external auditor, taking into consideration paragraph 3.84 (g) (ii) and section 22.15 (h) of the JSE Listings Requirements, and the evaluation of their services and independence. Deloitte & Touche was reappointed as external auditor until the next annual general meeting. The committee also ensures that the company has established appropriate financial reporting procedures and that those procedures are operating. This includes the assessment of financial information received from all group entities used in the preparation of the consolidated financial statements. It is responsible for determining internal materiality levels to ensure that material internal control deficiencies are reported to shareholders. On an annual basis, it reviews the performance, appropriateness and expertise of the FD, the company secretary and the chief audit executive. It further oversees risk management and information technology governance. The committee executed all its duties, including the above-mentioned duties, during the current period.</p> <p> <i>The audit and risk committee report is included in the audited annual financial statements at www.rmh.co.za</i></p>	
Directors' affairs and governance committee	<p>Determining and evaluating the adequacy, efficiency and appropriateness of the corporate governance structures. This committee is also responsible for succession planning for both executive and non-executive directors.</p>	
Investment committee	<p>This committee is responsible for approval of new investments up to an amount of R500 million; the extension of existing investments up to an amount of R500 million; the disposal of existing investments up to an amount of R300 million; and to consider and make recommendations to the board regarding investments falling outside the scope of the committee's mandate.</p>	
Nominations committee	<p>Identifies suitable candidates for nomination as directors, with cognisance of diversity attributes of culture, age, field of knowledge, skills and experience, gender and race. Conducts interviews and reference checks of suitable candidates, ensuring that they have the necessary skills and integrity. The RMH board considered its composition, it concluded that in line with the stated strategy of monetisation the current composition and constitution of the board are appropriate. No new appointments were made. The board currently consists of 43% ACI and 57% white candidates of which 29% are female and 71% male. RMH in line with its diversity policy, will aim with future appointments to increase its race and skills diversification to a majority of ACI candidates, maintaining skills diversity and a third of candidates being female.</p>	
Remuneration committee	<p>This committee is responsible for establishing the remuneration policy of RMH and approving the implementation report for inclusion in the integrated report. It is the committee which is responsible for principle 14 of King IV, which states: 'The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.'</p>	

Sub-committee	Role and responsibilities	Capital of which the committee is a custodian
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Social, ethics and transformation committee

- Monitoring RMH's performance as a good and responsible citizen. This includes:
- The social and economic development, including the ten principles as set out in the United Nations Global Compact principles, the 17 Sustainable Development Goals (SDGs) set by the United Nations General Assembly in 2015, the Organisation for Economic Co-operation and Development recommendations regarding corruption, the Employment Equity Act, 55 of 1998, and the Broad-Based Black Economic Empowerment Act, 53 of 2003;
 - Good corporate citizenship, including promotion of equality, prevention of unfair discrimination and corruption, contribution to the development of communities and record of sponsorship, donations and charitable giving; and
 - Environment, health and public safety, including the impact of the company's activities, consumer relationships, including the company's public relations and compliance with consumer protection laws.



The report from the social, ethics and transformation committee is available on www.rmh.co.za

The board has implemented a detailed delegation of authority, which assists management in executing the board-approved strategy. The delegation is reviewed on an annual basis. No changes were made.

Director	Board	Audit and risk committee	Directors' affairs and governance committee	Investment committee*	Nominations committee*	Remuneration committee	Social, ethics and transformation committee
Non-executive							
Udo Lucht	4 of 4		4 of 4			2 of 2	
Independent non-executive							
Sonja de Bruyn	C 4 of 4	2 of 2	4 of 4			2 of 2	2 of 2
Per Lagerström	4 of 4	C 2 of 2	4 of 4				2 of 2
Mamongae Mahlare	4 of 4		4 of 4				
Murphy Morobe	4 of 4		C 4 of 4			C 2 of 2	C 2 of 2
James Teeger	4 of 4	2 of 2	4 of 4				
Executive							
Herman Bosman (CEO and FD)	4 of 4						

C = Chairman

* No separate investment or nominations committee meeting was held during the period.

The company secretary

The company secretary is also the secretary of the various sub-committees. The company secretary, currently Ellen Marais, is required to provide the directors, collectively and individually, with guidance on their duties, responsibilities and powers.

The company secretary is required to ensure that minutes of all shareholders'

meetings, directors' meetings and the meetings of any committees of the board are properly recorded and that all required returns are lodged in accordance with the requirements of the Companies Act.

In compliance with section 3.84(h) of the JSE Listings Requirements, the board has considered and has satisfied itself that the company secretary is competent, appropriately qualified and experienced to fulfil her role as company secretary of the group. Furthermore, the board is

satisfied that the company secretary maintains an arm's length relationship with the board of directors. The company secretary is not a director of the company.

Annual general meeting

All the directors attended the annual general meeting of shareholders, which was held on 15 September 2021.


Directors

RMH's board epitomises its ethical values. The members are highly skilled and vastly experienced, enabling them to oversee enduring value creation.



1 Sonja De Bruyn 50

(Sonja Emilia Ncumisa)

 15 FEBRUARY 2008

Independent non-executive chairman
LLB (Hons) LSE MA (McGill) SFA (UK)
Executive Leadership Programme
(Harvard)

Sonja is the principal partner of Identity Capital Partners, an investment firm which holds equity investments, and manages Identity Fund Managers. Sonja's areas of study included law, business and economics.

She was previously executive director of WDB Investment Holdings from 2002 to 2007, where she led several large B-BBEE acquisitions including Bidvest, FirstRand, Discovery and Anglo-Coal Inyosi. She started her career in investment banking at Deutsche Bank in 1997, working in their Johannesburg, London and Tokyo offices.



Remgro Limited
(Lead independent director).

2 Herman Bosman 53

(Hermanus Lambertus)

 2 APRIL 2014

CEO and FD
BCom (Law) LLB LLM, CFA

Herman was with Rand Merchant Bank (RMB) for 12 years and headed up its corporate finance practice between 2000 and 2006. He returned to the group in 2014 after serving as CEO of Deutsche Bank South Africa from 2006 to 2013.



Discovery Limited; and
Rand Merchant Investment
Holdings Limited (CEO and FD).

COMMITTEES

■ Audit and risk ■ Directors' affairs and governance ■ Investment ■ Nominations ■ Remuneration ■ Social, ethics and transformation ■  Chairperson

3 Murphy Morobe 65

(Mafison Murphy)

 1 AUGUST 2014

Lead independent non-executive director

Diploma in Project Management, MCEF (Princeton)

Murphy has a 49-year career spanning the worlds of student activism, trade unionism, politics, conservation and the public and corporate sectors. In 1994, he was appointed as the first CEO and chairman of the Financial and Fiscal Commission established in terms of the constitution of South Africa to make recommendations to Parliament regarding the equitable sharing of nationally collected revenue between national-, provincial- and local governments. In 2004, he joined the Presidency as Head of Communications. Thereafter he served as CEO of then JSE-listed Kagiso Media Limited from 2006 to 2013 and National Director of the Programme to Improve Learner Outcomes (PILO) from 2013 to 2020.

In addition, he also served on the Council on Higher Education (1999 – 2000) and as chairman of the South African National Parks Board (1999 – 2005), Ernst & Young (SA) (2001 – 2005) and Johannesburg Housing Company (2003–2006). Currently, he is a trustee on the boards of the DG Murray Trust and the Rothschild Foundation.



Rand Merchant Investment Holdings Limited; and Remgro Limited.

4 Per Lagerström 58

(Per-Erik)

 30 JUNE 2014

Independent non-executive director

BSc (Accounting) MSc (Economics) (London School of Economics)

Per is the co-founder of Ireland-based Yellowspot, a venture studio focused on AI-driven BehaviorTech solutions. He was previously a partner at McKinsey & Company, where he headed up the Financial Services Sector and the Organisation Practice.



Rand Merchant Investment Holdings Limited.

5 Mamongae Mahlare 47

(Matsotso Mamongae)

 31 MARCH 2018

Independent non-executive director

BSc (Chemical Engineering) MBA (Harvard)

Mamongae is currently the CEO of Takealot Group Limited. Before this she was Managing Director of Illovo Sugar South Africa. Her previous experience includes general management, commercial and operational experience from roles at SABMiller, Bain & Company, Unilever and Coca-Cola Beverages Africa.



Rand Merchant Investment Holdings Limited.

6 James Teeger 54

(James Andrew)

 31 MARCH 2018

Independent non-executive director

BCom BAcc CA(SA) HDip Tax

James serves as a director of Stockdale Street Limited and leads the investment activities of the Oppenheimer family. James previously served as a director of De Beers Société Anonyme. He spent 12 years at RMB, where he held the position of co-head of structured finance.



Rand Merchant Investment Holdings Limited.

7 Udo Lucht 45

(Udo Hermann)

 3 SEPTEMBER 2019

Non-executive director

BCom (Hons) CA(SA) CFA

Udo is the current Chief Investment Officer at Royal Bafokeng Holdings Proprietary Limited. He is a qualified chartered accountant and chartered financial analyst. He spent 13 years at RMB, before joining Royal Bafokeng in 2016.



Rand Merchant Investment Holdings Limited (alternate); and Yebo Yethu Limited.



Other listed directorships



Appointed

Remuneration report

This report sets out RMH's remuneration practices for both executive and non-executive directors and is presented in three parts:

Part 1

A background statement, which provides context to the company's remuneration policy and performance during the reporting period;

Part 2

An overview of the forward-looking remuneration policy applicable to the 2022 financial year; and

Part 3

The implementation report, which sets out how the existing policy was implemented during the reporting period from 1 April 2021 to 31 March 2022 (due to the change in year-end in the previous year, comparatives are for a nine-month period).

The mandate of the remuneration committee (the committee) is to ensure that RMH's policies and decisions continue to support the achievement of the group's strategic objectives in a fair and responsible way while encouraging individual performance.

The committee is committed to maintaining a strong and healthy relationship with RMH's shareholders and other stakeholders, which is built on strong values, trust and a clear understanding of our remuneration policy and the practices that have been, and continue to be, implemented. The committee annually reviews and makes changes to the remuneration policy to align it closer to shareholder expectations.

The committee is satisfied that it has fulfilled its responsibilities in accordance with its mandate for the period and that the remuneration policy achieved its stated objectives.

Part 1: Background statement

Dear shareholders

In line with our remuneration policy, RMH's remuneration practices seek not only to attract and retain top talent but to do so in relationship with shareholders, while upholding the company's values, ethics and business strategy.

The current strategy of monetising the remaining assets in RMH Property, which represents RMH's most significant remaining asset post the FirstRand unbundling, means that our approach to remuneration had to be updated. Due to the change in strategy, the committee applied its mind during the year to the approach to remuneration and, in particular the long-term incentives (LTI) plan, to support the desired outcomes.

To this end, the most significant decision that the committee has taken is to make forfeitable share plan (FSP) awards which represent the reduced value of share appreciation rights (SAR) plan upon any special dividend. The committee feels that this is the best way to align the interests of executives with shareholders, due to the nature of FSP awards, particularly the fact that these awards receive dividends in the same manner as any other shareholder. Further detail on these awards is included in the report below.

Remuneration governance

Following the unbundling of FirstRand in 2020, a remuneration committee was constituted. The committee is appointed by the board of directors and its terms of reference represent the scope of responsibility delegated to the committee by the board of directors, as regards.

The committee reports on its activities at board meetings, following committee meetings. The committee met twice during the reporting period. The chairman of the committee attends the annual general meeting to respond to

questions from shareholders within the committee's areas of responsibility and engages with shareholders where appropriate throughout the year. The CEO/FD and company secretary are invited to attend meetings but are not present when their own remuneration is discussed and do not vote on any matters.

Voting outcomes and shareholder engagement

We are pleased to advise that, at our 2021 annual general meeting, our remuneration policy and implementation report received approval votes of 83.1% (2020: 50.5%) and 88.2% (2020: 63.37%), respectively. As reported in 2021, we engaged with our shareholders in April 2021 to solicit their views and feedback on our policy, and again in July 2021 when we were ready to share more concrete details on amendments to the policy. During these sessions, we considered their feedback and discussed their concerns relating to our remuneration structures, and the implementation and disclosure thereof. Having engaged extensively and received a significant improvement in the level of shareholder support for our remuneration policy and its implementation, we received minimal additional feedback during 2022. Notwithstanding this, we set out the additional feedback received in the table below, along with our response thereto. We continue to improve our remuneration policy according to best practice, which includes providing enhanced disclosure in successive versions of this report and ensuring that the principles of our revised remuneration policy align with our communicated strategy, most notably in respect of our LTIs.

Shareholder concern

An insufficient portion of LTI awards is made in shares to align executives and shareholders

OUR RESPONSE

As further elaborated upon in our remuneration policy in part 2 below, we have since implemented an additional LTI structure, FSP. Given the nature of our existing LTI, being SAR plan, the required adjustment of unvested awards each time an asset in RMH's portfolio is monetised (that is, the number of awards, the strike price, or both) is extremely complicated and could lead to unwanted outcomes. Accordingly, the committee determined that, instead of adjusting the unvested SAR awards for their reduced value after the monetisation of each asset, a top-up FSP award equivalent to the 'reduced' value would be made to SAR participants. The FSP awards ensure that, particularly in the context of RMH's communicated strategy, the interests of executives are aligned with shareholders, as recipients of FSP awards receive dividends on their awards (like any other shareholder). Any distributions received on the FSP shares will, however, be locked-up until the eventual vesting dates.

The remuneration policy and implementation report will be tabled for non-binding votes by shareholders at the annual general meeting on 20 September 2022. If either the remuneration policy or implementation

report receives dissenting votes in excess of 25%, the committee will:

- Embark on formal engagements with dissenting shareholders regarding their dissenting votes;
- Address legitimate and reasonable objections raised; and
- If required, amend the remuneration policy or clarify and/or adjust the remuneration governance, processes or disclosure.

Areas of focus during the period

The committee's practices, in line with King IV, fulfilled the following main duties during the reporting period:

- In response to the shareholder feedback received and in consultation with PwC, reviewed and updated the remuneration policy to ensure its appropriateness to our business strategy and revised remuneration structures. This included retrospective changes to existing SAR awards and the implementation of the FSP plan, together with the first issue under such plan;
- Granting the first FSP awards to compensate for the value loss on the September 2020 SAR allocations, following the special dividend declared in April 2021 of 80 cents per share;
- Recommended adjustments to non-executive directors' fees for approval by the board and, ultimately, shareholders; and
- Prepared the remuneration report for inclusion in the integrated report and for voting at the annual general meeting.

Future areas of focus

During the next reporting period, the committee plans to focus on:

- Ongoing monitoring of the remuneration policy to ensure alignment with strategy; and
- Continuing to engage with shareholders proactively.

Remuneration consultants

The committee once again engaged the services of PwC as remuneration consultants during the 2022 financial year.

During the reporting period, PwC assisted the committee with the review of its policies and practices and specifically, with the design and implementation of our new LTI structure, the FSP. The committee is satisfied that the consultants were independent and objective in providing the relevant services.

Approval

The committee is satisfied that the remuneration policy is fair, transparent and responsible in that it is reviewed and approved annually. The committee is satisfied that the remuneration policy achieved its stated objectives during the reporting period. In addition, the committee is satisfied that it has satisfactorily discharged its functions and has complied with its terms of reference during the period under review.

The committee recommended this remuneration report to the RMH board for approval on 22 July 2022, which was obtained.

RMH strives to improve its remuneration practices and looks forward to receiving the support of shareholders on the non-binding resolutions for the remuneration policy and implementation report at the 2022 annual general meeting.

On behalf of the remuneration committee.



Murphy Morobe

Chairman of the remuneration committee

Rosebank
22 July 2022

Part 2: Remuneration policy

Scope and application

RMH is in a unique position in that it has only one full-time employee, namely Brian Roberts, the CEO of RMH Property. All other management services are delivered by RMI employees in terms of a service level agreement (SLA).

In addition, Herman Bosman is RMH's only executive director and holds office as CEO and FD of both RMH and RMI. Special dispensation has been obtained from the JSE for him to serve as both CEO and FD for both RMH and RMI.

RMH's remuneration policy applies to full-time employees and the executive director and, where appropriate, to non-executive directors.

Remuneration philosophy, principles and objectives

The following principles, informed by best practice as prescribed by King IV, form the foundation of RMH's remuneration philosophy and policy, and represent the RMH's remuneration approach, guiding the basis upon which employees and executives are rewarded, namely:

- Human capital plays a pivotal role in delivering on RMH's value proposition;
- RMH's remuneration practices must consider the macroeconomic environment, the medium- and long-term strategy of the company as well as support changes in its corporate structure and portfolio;
- RMH seeks to attract high-quality individuals and retain such individuals through competitive compensation;
- RMH's reward policies should be transparent and easy for stakeholders to understand, aligning the rewards of employees with the risk and exposure of shareholders and other stakeholders;
- RMH must ensure that the compensation of executives and employees is affordable and reasonable in terms of the value created for shareholders; and
- RMH's remuneration practices must promote risk management by encouraging behaviour that is consistent with the RMH code of ethics, values and long-term strategy, in addition to protecting RMH's rights as an employer.

Remuneration packages are structured depending on the required skill, the experience of individuals at each level and the employee's level of influence on the business strategy. The committee monitors executive remuneration on an ongoing basis to ensure that it remains market-related and drives sustainable value creation for all stakeholders in line with RMH's remuneration philosophy. The pay mix for executive directors is weighted more heavily towards LTIs to ensure that total remuneration is within the 50th to 75th quartile of its comparator group.

Remuneration overview and processes

Benchmarking and position in the market

RMH believes that its remuneration policy plays an essential and vital role in realising the business strategy. Therefore, it should be competitive in the markets in which the company operates.

To ensure this, all elements of remuneration are subject to regular reviews against relevant market and peer data. Reviews are performed to benchmark the group's remuneration against an appropriate peer group of comparable companies.

Benchmarking is undertaken by an external remuneration consultant and to ensure that the group is able to attract and retain executives and key talent in a competitive job market, fixed remuneration is paid in line with the median of the market. The positioning may be amended from time to time, as required to align with the group's strategies.

Elements of remuneration

The table below illustrates the alignment between the remuneration principles applied in the remuneration policy and the strategic objectives of RMH, together with policy changes that occurred during 2022:

Strategic objective	Element		Overview	Alignment with stakeholders	Policy changes during 2022
Partner and enhance	Guaranteed remuneration	Total guaranteed package (TGP)	Total guaranteed package comprises salary and contributions to retirement funds and medical aid schemes. It is compulsory for an employee to be a member of a medical aid. Salaries are reviewed on an annual basis and adjusted for inflation and changes in responsibility.	Fixed remuneration reflects the value of the role and individual performance.	No changes.
	Variable pay	Short-term incentive (STI)	In line with the company's long-term strategic objectives, RMH does not offer an STI as part of its variable pay.		No change.
Monetise		Long-term incentive (LTI) – share appreciation rights (SARs) subject to prospective performance conditions	SARs are subject to performance conditions and vest in tranches after the third, fourth and fifth anniversary of the award date. Management, including the CEO/FD of RMH and the CEO of RMH Property, participate in the RMH SAR scheme, with performance criteria set with each allocation. More detail on this scheme is provided below.	LTI plans ensure that management's personal wealth creation is aligned with that of shareholders.	During the year it became evident that the SAR results in several complexities upon a monetisation or when a special distribution occurs. As a result, the SAR will not be used for any further allocations. Furthermore, as and when a monetisation occurs, SAR awards will not be adjusted, but the fair value lost will rather be awarded in shares under the FSP as explained below.

Strategic objective	Element		Overview	Alignment with stakeholders	Policy changes during 2022
	Variable pay	LTI – forfeitable share plan (FSP) awards, subject to performance conditions	<p>The FSP will be used in the following fashion:</p> <ul style="list-style-type: none"> i) for future top-up awards (instead of using SAR awards) ii) in the event of monetisation or special distribution, the SARs will lose value and the FSP will be used to compensate participants for the value lost (this is explained in further detail below). <p>All FSP awards will be subject to performance conditions.</p> <p>Management, including the CEO/FD of RMH and the CEO of RMH Property, participate in the RMH FSP scheme. More detail on this scheme is provided below.</p>		This structure was introduced during the year.
Monetise		Management participation structure (carry interest)	A management participation structure enables the founders of RMH Property, including the CEO/FD and the CEO of RMH Property, to share in the value created by RMH Property.	This scheme rewards participants for outperformance above a hurdle rate and supports long-term retention and value creation.	No new awards will be made and the current scheme, which will end in 2028, will run its course.

Guaranteed remuneration and benefits

RMH follows a total guaranteed packages (TGP) approach to structure remuneration for full-time employees in which all benefits, both compulsory and additional benefits, are convertible to cash. The TGP is the total benefit to the individual, as well as the total cost to the company. Guaranteed remuneration reflects the employee's role and job worth within RMH, is payable for doing the expected day-to-day job requirements and forms the basis of the company's ability to attract and retain the necessary skills. No benchmarking was conducted during the year for TGP.

Variable remuneration

RMH endeavours to ensure that there is a strong link between strategic objectives and remuneration policies and practices. Performance-related remuneration (variable remuneration) is designed to encourage and reward superior performance and to align the interests of employees with those of shareholders and those of the company. To achieve this outcome, RMH provides a competitive LTI plan for eligible employees in addition to TGP.

Short-term incentives (STIs)

As noted above and in line with RMH's long-term strategy, no STIs are offered as part of the policy.

Long-term incentives (LTIs)

Share appreciation rights (SARs)

The scheme was originally designed to provide selected employees with the opportunity to share in the success of the company's portfolio and to be incentivised to deliver the business strategy over the long term.

The SAR scheme is therefore discontinued but existing awards will continue to vest under the scheme. For this reason, we have provided limited detail of the elements of the SAR scheme below, full details of the scheme can be found in previous reports.

The SAR scheme offered participants the opportunity to share in the appreciation/growth of the share price of a defined number of shares and is non-dilutive (settled in cash or at the election of the committee, in equity). Awards were made once every three years, with tranches vesting on the 3rd, 4th and 5th anniversary of the award date with minor inflation-linked top-up awards occurring in years 2 and 3.

In general, all unvested SARs lapse on termination of employment. Unvested SARs may be adjusted to compensate participants for the fair value lost, but as described elsewhere in this report, the committee has determined that the fair value lost in such instances will instead be awarded as forfeitable shares under the FSP.

The performance conditions and vesting profile apply to the awards made in September 2020:

Component	Explanation					
Performance conditions and vesting profile	The following performance conditions and vesting profile apply to the awards made in September 2020 (linear vesting applies between threshold and outperformance vesting):					
	Vesting conditions	Weighting	Target range of vesting conditions target	Percentage of allocation vesting if not zero	Threshold performance level of vesting	Outperformance level of vesting
	TSR linked to nominal GDP growth (Unchanged)	30%	83% to 216% of nominal GDP growth (At current forecasts of nominal GDP growth total shareholders' return should be between 5% and 14%)	15% to 60%	15% (30% x 50% vesting)	60% (30% x 200% vesting)
	Explanation	RMH believes that this vesting condition unconditionally ensures alignment with the position of shareholders. TSR is linked to growth in market capitalisation and distributions with the latter being supported in the execution of an orderly monetisation strategy.				
NAV growth (Amended in 2021)	15%	Compound annual rate of between 9.02% and 23.39% for three years.	7.5% to 15%	7.5% (15% x 50% vesting)	30% (15% x 200% vesting)	
Explanation	RMH believes that retaining some mechanism of NAV growth incentivises management to maintain focus on growing value while assets are monetised. At each vesting date, the change in NAV will be determined to test whether the condition has been met. Any asset monetisation in the interim period will not change this approach, except that an asset realisation will 'freeze' the value for that particular asset and such 'frozen' value will be rolled forward at the relevant vesting date at the rate equal to compound growth rate achieved up to the disposal date.					

Component	Explanation					
Performance conditions and vesting profile continued	Vesting conditions	Weighting	Target range of vesting conditions target	Percentage of allocation vesting if not zero	Threshold performance level of vesting	Outperformance level of vesting
	Monetisation of underlying assets (New condition introduced in 2021)	3.75% per underlying asset. RMH Property currently has four underlying assets, which give a total of 15%	Any asset monetisation approved by the RMH board will trigger the immediate vesting of 3.75% per asset. A linear formula will be applied between 45% to 100% of gross NAV for a monetisation from years 2 to 5 with a different minimum gross NAV to be achieved per year to trigger the minimum vesting of 3.75%. (See table below)	7.5% or 15%	7.5% (15% x 50% vesting)	30% (15% x 200% vesting)
	Explanation Retained for 2020. Not for awards from 2021 and forwards	Vesting will be accelerated to the monetisation date of the asset. RMH believes that this aligns with the monetisation strategy. For clarity: Gross NAV is equal to the carrying value of the investment at the date of the award, ignoring any tax consequences that will be dependent on the underlying transaction.				
	Qualitative criteria Retained for 2020. Not for awards from 2021 onwards	40%	0% to 40%		40% (40% x 100%)	40% (40% x 100%)
	Explanation Retained for 2020. Not for awards from 2021 and forwards	RMH believes that this is in the best interests of shareholders. To deliver on the monetisation strategy, management will need to deliver on the specific qualitative measures. Qualitative criteria include the assessment of the following: <ul style="list-style-type: none"> ■ Definition and execution of strategy following the FirstRand unbundling; ■ Ongoing relationship with investee company's executive team, representation and role on relevant forums, proactive involvement, relevant insight and input, role in driving transformation; ■ Managing public relations; ■ Engagement with regulators and investors; and ■ Maintaining high standards of governance and reporting. 				
Total	100%	0% to 160%		70%	160%	

The asset monetisation vesting condition can be illustrated as follows and will be the same for each of the four assets:

Monetisation of underlying asset	Percentage of allocation vesting
Not sold	0%
Monetisation approved by RMH board	3.75%
Monetised at 45% to 60% of gross NAV by September 2022	3.75% (for 45%) up to 7.5% (for 60%)
Monetised at 60% to 75% of gross NAV by September in 2023	3.75% (for 60%) up to 7.5% (for 75%)
Monetised at 75% to 90% of gross NAV by September in 2024	3.75% (for 75%) up to 7.5% (for 90%)
Monetised at 90% to 100% of gross NAV by September in 2025	3.75% (for 90%) up to 7.5% (for 100%)

Linear interpolation will apply between levels

In 2021, the performance conditions relating to the 2020 September SAR award were amended, the TSR and qualitative vesting conditions were retained. The comparison below focuses on the NAV condition versus NAV and asset realisation conditions. The table summarises the ranges of outcomes based on different combinations between NAV growth and assets realisations, on the old versus the new basis:

Scenario	Percentage of allocation vesting			
	NAV only – old	NAV – new	Realisations – new	Total – new
NAV growth below 9.02% and no asset monetised	0%	0%	0%	0%
NAV growth below 9.02% and assets are monetised	0%	0%	0%-30%	0%-30%
NAV growth of 9.02% to 23.39% and no asset monetised	30%-60%	15%-30%	0%-30%	15%-60%
NAV growth of 9.02% to 23.39% and board approved the monetisation of assets below the minimum required NAV target	30%-60%	15%-30%	3.75%-15%	18.75%-45%
One asset monetised and NAV growth of between 9.02% to 23.39% is achieved	30%-60%	15%-30%	3.75%-7.5%	18.75%-37.5%
Two assets monetised and NAV growth of between 9.02% to 23.39% is achieved	30%-60%	15%-30%	7.5%-15%	22.5%-45%
Three assets monetised and NAV growth of between 9.02% to 23.39% is achieved	30%-60%	15%-30%	11.25-22.5%	26.25%-52.5%
Four assets monetised and NAV growth of between 9.02% to 23.39% is achieved	30%-60%	15%-30%	15%-30%	30%-60%

For all scenarios, the lower end of the vesting outcome range is unlocked at the lower NAV growth hurdle, and the higher end of the vesting outcome is unlocked at the higher NAV growth target, with linear interpolation between these levels.

Forfeitable share plan (FSP)

RMH recognised that the pursuance of its orderly monetisation strategy will result in a loss of value in the SAR awards held by participants each time an additional asset within the portfolio is disposed of and as a result of the inherent special distributions thereafter. Due to the inherent complexities in adjusting the SAR awards for these disposals (that is, adjusting the number of SARs comprising the award, the strike price, or both) and the fact that multiple adjustments will be required as the asset portfolio is gradually disposed of, the committee, with the advice and guidance of its external advisor PwC, implemented a forfeitable share plan as a less complicated solution to compensating SAR participants for value lost.

The purpose of the FSP can be noted on two fronts:

- i) to ensure that SAR participants are compensated to a 'no worse off' position following the disposal of each RMH asset through the making of 'replacement awards'; and
- ii) as FSP participants receive dividends on their awards immediately after the making thereof, and in line with the current use of the SAR, to encourage monetisation of RMH's investments at the highest possible value. Accordingly, the scheme aims to align the interests of participants with those of shareholders and to create value for executives on the same basis as which it is created for shareholders. The FSP will also be used for top-up awards in line with the company's policy to top LTI awards up on an annual basis.

Component	Explanation	
Structure and instrument	Full value shares which offer participants the opportunity to receive RMH shares. Two award types are envisaged as explained below	
Performance conditions and vesting profile continued	<p>Replacement awards</p> <p>Replacement awards to compensate participants for any value lost in respect of their SAR award upon a monetisation or special distribution. The salient features of the award (such as the performance period, performance conditions, employment condition and vesting date) will be identical to those of the original SAR award, the loss of value in which is being compensated.</p>	Annual top-up awards
Participants	Senior management and middle management, including RMI employees who provide services to RMH by virtue of the SLA (proportional to employment cost borne by RMH).	
Allocations	Replacement awards will be made as and when a monetisation or special distribution occurs that requires SAR awards to be adjusted. FSP awards will be made to SAR participants, equal to the value lost on SAR awards, following the disposal of each RMH investment, per the following formula: (value lost on SAR award) / 20-day VWAP = number of forfeitable shares .	Annual top-up awards (instead of using the SARs)
Vesting profile	Replacement awards will vest on the same dates as the originally awarded SARs being tranche vesting in years 3, 4 and 5.	The annual top-up awards will vest in tranches in years 3, 4 and 5.
Distributions	As normal shareholders, participants will share in distributions, but distributions will not vest in participants and remain subject to the normal vesting and performance conditions attached to the forfeitable shares.	
Performance conditions and performance vesting percentages	Replacement FSP awards will remain subject to the same performance conditions that were set for the SAR award that is being replaced (please refer to the disclosure table above).	The performance conditions that will apply to the annual top-up award for FY23 will align with the monetisation strategy.
Plan limits and settlement	FSP awards are settled in RMH shares. The FSP is not dilutionary to shareholders.	
Termination provisions	<p>Fault termination: All unvested FSPs are forfeited upon termination of employment.</p> <p>No-fault termination: At the committee's absolute discretion, a pro-rata portion of the unvested FSP award will vest on the date of termination of employment or the date as soon as reasonably possible thereafter when the committee determines the extent to which the performance conditions and/or any further conditions have been fulfilled. The portion of the award which does not vest will lapse.</p>	

Management participation structure (carry interest participation)

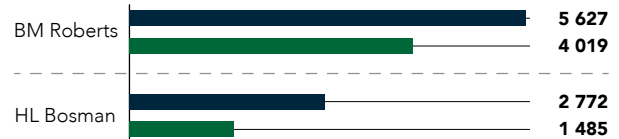
Component	Explanation
Overview	<p>In alignment with the entrepreneurial ethos of the group, the board established a management participation structure in 2016 (the scheme). In the development of the scheme, the board borrowed from the private equity models of a management fee and carry structure over and above a certain hurdle rate. In the case of RMH, the focus was on the carry element only and is designed as management participation in growth over and above the initial capital invested and after RMH has been compensated for the cost of capital. This was an internationally recognised and proven fund management compensation model. The structure was implemented in 2018 upon the activation of the portfolio and the establishment of the RMH Property portfolio.</p>
Rationale and alignment with strategy	<p>The rationale of this scheme is to:</p> <ul style="list-style-type: none"> ■ Encourage long-term focus by aligning the objectives of management and shareholders, thereby building on the group's owner-manager culture; ■ Incentivise management to also focus on RMH Property, which, before the unbundling of FirstRand, had an insignificant impact on the RMH share price over the short- to medium term, but which will contribute to the long-term value creation going forward; and ■ Attract and retain key employees in a competitive market. <p>The scheme provides exposure to participants aligned with the strategy of orderly monetisation as participants will only have the potential to realise value if they monetise the portfolio assets in excess of an agreed minimum NAV. Furthermore, as a consequence of the hurdle rate, the carry incentive also motivates an orderly monetisation over a shorter period.</p>
Structure and valuation methodology	<p>The purpose of this structure was to provide participants, including executive directors and prescribed officers, with the opportunity to participate in the creation of long-term value in the RMH Property portfolio after RMH has been compensated for the capital it provided. The structure aimed to reward participants in accordance with the outperformance of the relevant investments over a hurdle rate and support long-term retention.</p> <p>Vesting occurred on day one, and the structure included no exercise period. Other than the hurdle rate, there were no other performance conditions attached.</p> <p>Monetisation of the structure was designed to occur after ten years, through a put option to RMH, available for 365 days, or through the realisation of the underlying investment, whichever occurs first. The structure is not settled in RMH shares and the board has discretion concerning:</p> <ul style="list-style-type: none"> ■ The allocation per individual participant; ■ The hurdle rate per individual participant per individual allocation; ■ Good leaver principles, should a participant leave before the monetisation of the underlying investment; and ■ The maximum exposure provided to the participants. <p>Details concerning the current allocation are provided in part 3 and no future allocations are to be made.</p> <p>The following approach is followed in the valuation of the scheme:</p> <p>Step 1: Determine the value of the underlying investment In the previous year, underlying investments were valued at their carrying values. In the current year, RMH used the offer value or their carrying value where no offer value was available.</p> <p>Step 2: Determine value per share A value per share is determined by dividing the proportionate value of the underlying investment by the number of shares.</p> <p>Step 3: Calculate cost per share A cost per share is then calculated by taking the capital amount injected and accruing the agreed-upon hurdle rate on the amount. These numbers are added and divided by the number of shares.</p> <p>Step 4: Determine the value of the liability The value per share calculated in Step 2 is reduced by the value per share calculated in Step 3. The determined value is then multiplied by the number of shares issued to participants to determine the value of the liability. An increase in the value of the liability leads to the charge of a share-based payment expense in profit or loss. If the value of the liability decreases, a negative share-based payment expense is charged to profit or loss.</p>

Component	Explanation
Participation details	<p>Brian Roberts Upon joining, Brian Roberts exchanged his existing Integer exposure for carry participation in RMH Property. Combined with a sign-on award, the value represented a 4% carry exposure (in the form of a special class of RMH Property shares) to RMH Property's NAV growth with a hurdle rate of 1% (given the fact that actual value was contributed). Brian Roberts was also offered the opportunity to receive financial assistance from RMH (up to a maximum loan of R50 million, with interest charged at the official interest rate in terms of the Income Tax Act, currently being 4.5%) to supplement his carry exposure (in the form of RMH Property ordinary shares) upon further investment by RMH Property. The RMH Property ordinary shares serve as collateral for the loan. At the time, Brian Roberts did not participate in the LTI at an RMH level.</p> <p>Herman Bosman Upon sign-on, it was agreed that the investment executives would participate up to a maximum of 10% of the portfolio, based on a portfolio value of R2 billion (R200 million value at work in total). Herman Bosman, as head of the teams, had his participation capped at 2.5% of the 10%. The total value at work would therefore be R50 million, which equalled an annual participation of R5 million for an investment horizon of 10 years. The hurdle rate for his carry rights is linked to the prime interest rate.</p>
Duration	The management participant structure is 'under water' for most participants except for Brian Roberts and nearing the end of its life cycle, which is anticipated to occur in 2028. In consultation with PwC during 2021, RMH has elected to let the scheme run its course and no future carry participation opportunities will be offered.

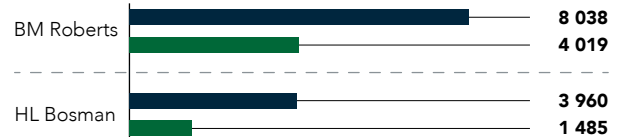
Scenario graphs

The graphs below illustrate the potential effects of threshold, on-target and stretch performance outcomes on the total remuneration in 2023 for Herman Bosman and Brian Roberts.

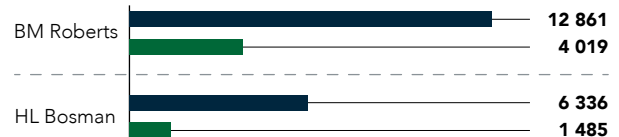
Threshold



On-target



Stretch



LTI ■
TGP ■

Malus and clawback

RMH does not currently have a stand-alone malus and clawback policy which is applied to incentives. The rules of the FSP and SAR do, however, contain a malus clause.

Service agreements for executive management

Herman Bosman holds a permanent contract of employment with RMI and his contract is subject to a termination period of a minimum of one month.

RMH does not grant sign-on payments to any executive directors or other employees upon employment with the company and termination of an executive director's employment does not trigger any payments related to a restraint of trade agreement, nor does a change of control of the company.

Minimum shareholding requirement

RMH does not currently enforce a minimum shareholding requirement for Herman Bosman or Brian Roberts.

Non-executive directors' fees

Non-executive directors do not have employment contracts and do not receive any benefits associated with permanent employment. Furthermore, they do not participate in any STI or LTI schemes which RMH implements from time to time.

Non-executive directors are paid according to a fixed annual fee, based on an agreed number of meetings.

The fees paid to non-executive directors during the reporting period are disclosed in the implementation report below, as are the proposed fees for the 2023 financial year. An inflationary adjustment has been proposed for the forthcoming period.

Non-binding vote

RMH's remuneration policy, as set out in this part 2 of the report, will be tabled for a non-binding advisory vote by shareholders at the annual general meeting.



Part 3: Implementation report

The remuneration outcomes for the executive director and prescribed officers, Herman Bosman (CEO/FD) and Brian Roberts (CEO of RMH Property) respectively, are disclosed below for the year ended 31 March 2022.

Adjustments to guaranteed remuneration

Executive pay increase in 2022 took into account inflation, that no inflationary adjustment was made in 2021 and the prior years' reduction in pay for the purposes of establishing the RMI/RMH COVID-19 fund.

Variable remuneration outcomes

2022 STI

In line with our policy, no STI participation was offered during the period under review.

SARs vesting during 2022

No SAR awards vested during 2022.

Outstanding LTIs

Type of award	Vesting date
Herman Bosman	
SAR	2023/09/25
SAR	2024/09/25
SAR	2025/09/25
FSP	2023/09/25
FSP	2024/09/25
FSP	2025/09/25

1. The management participant structure for Herman Bosman is 'under water' as at 31 March 2021 and is therefore valued at R0 per share.
2. The management participation structure for Brian Roberts is valued at intrinsic value at year-end. The collective carry value of the two awards is R37.8 million and the strike price is R47 million. The awards are therefore 'under water' and included at a fair value of R0 as at 31 March 2021.
3. The unvested SAR awards are valued at intrinsic value at year-end as the 20-day VWAP as at 31 March 2021 less the strike price (R1.56 – R1.15) multiplied by the number of SARs outstanding.
4. The management participant structure for Herman Bosman is 'under water' as at 31 March 2022 and therefore valued at R0 per share.

2022 SARs awarded

During 2022, no SARs were awarded. However, FSPs were awarded equivalent to the SAR value lost attributable to the Bucharest special dividend.

2022 FSP awards

Accordingly, the number of FSPs awarded was calculated on the following basis:

Name	Value lost per SAR award [A]	20-day VWAP [B]	Number of FSP awards [C = A/B]
	Rand	Rand	Number of FSP
Herman Bosman	6 576 630	R1.26	5 215 408
Brian Roberts	14 501 517	R1.26	11 500 014

2022 Management participation scheme awards

No further participation was extended.

Opening number on 1 July 2020 '000	Granted during 2021 '000	Closing number on 31 March 2021 '000	Cash value of receipts during 2021 '000	Closing estimated fair value as at 31 March 2021 ³ '000	Granted during 2022 '000	Closing number on 31 March 2022 '000	Cash value of receipts during 2022 '000	Closing estimated fair value as at 31 March 2022 ^{6,7} '000
–	3 043	3 043	–	1 258	–	3 043	–	1 582
–	3 043	3 043	–	1 258	–	3 043	–	1 582
–	3 043	3 043	–	1 258	–	3 043	–	1 582
–	–	–	–	–	1 738	1 738	–	2 902
–	–	–	–	–	1 738	1 738	–	2 902
–	–	–	–	–	1 738	1 738	–	2 902
–	9 129	–	–	3 775	5 214	14 343	–	13 452

- The management participation structure for Brian Roberts is valued at intrinsic value at year-end. The collective value of the two awards is R44.1 million and the strike price is R47 million. The awards are therefore 'under water' and included at a fair value of R0 as at 31 March 2022.
- The unvested SAR awards are valued at intrinsic value at year-end as the 20-day VWAP as at 31 March 2022 less the strike price (R1.67 – R1.15) multiplied by the number of SARs outstanding.
- The unvested FSP awards are valued at intrinsic value at year-end as the 20-day VWAP as at 31 March 2022 less the strike price (R1.67 – R0) multiplied by the number of FSPs outstanding.

Type of award

Herman Bosman

Management participation scheme: RMH Prop Holdco 1 Proprietary Limited

Management participation scheme: RMH Prop Holdco 2 Proprietary Limited

Management participation scheme: RMH Prop Holdco 3 Proprietary Limited

Management participation scheme: RMH Prop Holdco 4 Proprietary Limited

Management participation scheme: RMH Prop Holdco 5 Proprietary Limited

Type of award	Vesting date	Opening number on 1 July 2020 '000	Granted during 2021 '000
Brian Roberts			
SAR	2023/09/25	–	6 711
SAR	2024/09/25	–	6 711
SAR	2025/09/25	–	6 711
FSP	2023/09/25	–	–
FSP	2024/09/25	–	–
FSP	2025/09/25	–	–
		–	20 133

Type of award	Opening number on 1 July 2020	Granted during 2021
Brian Roberts		
Management participation scheme: RMH Property Holdings Proprietary Limited	1 280 080	751 793
	1 280 080	751 793

1. The management participant structure for Herman Bosman is 'under water' as at 31 March 2021 and is therefore valued at R0 per share.
2. The management participation structure for Brian Roberts is valued at intrinsic value at year-end. The collective carry value of the two awards is R37.8 million and the strike price is R47 million. The awards are therefore 'under water' and included at a fair value of R0 as at 31 March 2021.
3. The unvested SAR awards are valued at intrinsic value at year-end as the 20-day VWAP as at 31 March 2021 less the strike price (R1.56 – R1.15) multiplied by the number of SARs outstanding.
4. The management participant structure for Herman Bosman is 'under water' as at 31 March 2022 and therefore valued at R0 per share.

Opening number on 1 July 2020	Closing number on 31 March 2021	Cash value of receipts during 2021	Closing estimated fair value as at 31 March 2021 ¹	Closing number on 31 March 2022	Cash value of receipts during 2022	Closing estimated fair value as at 31 March 2022 ⁴
265	265	–	–	265	–	–
700	700	–	–	700	–	–
450	450	–	–	450	–	–
1 250	1 250	–	–	1 250	–	–
–	1 350	–	–	1 350	–	–
1 402	4 015	–	–	4 015	–	–

Closing number on 31 March 2021 '000	Cash value of receipts during 2021 '000	Closing estimated fair value as at 31 March 2021 ³ '000	Granted during 2022 '000	Closing number on 31 March 2022 '000	Cash value of receipts during 2022 '000	Closing estimated fair value as at 31 March 2022 ^{6,7} '000
6 711	–	2 775	–	6 711	–	3 489
6 711	–	2 775	–	6 711	–	3 489
6 711	–	2 775	–	6 711	–	3 489
–	–	–	3 833	3 833	–	6 400
–	–	–	3 833	3 833	–	6 400
–	–	–	3 833	3 833	–	6 400
20 133	–	8 325	11 499	31 632	–	29 667

Closing number on 31 March 2021 '000	Cash value of receipts during 2020 '000	Closing estimated fair value as at 31 March 2021 ² '000	Granted during 2022 '000	Closing number on 31 March 2022 '000	Cash value of receipts during 2022 '000	Closing estimated fair value as at 31 March 2022 ⁵ '000
2 031 873	–	–	–	2 031 873	–	10 306
2 031 873	–	–	–	2 031 873	–	10 306

- The management participation structure for Brian Roberts is valued at intrinsic value at year-end. The collective value of the two awards is R57.3 million and the strike price is R47 million. The estimated fair value at 31 March 2022 therefor is R10.3 million.
- The unvested SAR awards are valued at intrinsic value at year-end as the 20-day VWAP as at 31 March 2022 less the strike price (R1.67 – R1.15) multiplied by the number of SARs outstanding.
- The unvested FSP awards are valued at intrinsic value at year-end as the 20-day VWAP as at 31 March 2022 less the strike price (R1.67 – R0) multiplied by the number of FSPs outstanding.

RMH Property equity-settled structure

RMH extended a loan to Brian Roberts, the CEO of RMH Property, to acquire ordinary shares in RMH Property Holdings Proprietary Limited. The shares acquired serve as collateral for the loan. The loan met the requirements of an equity-settled share-based payment transaction per *IFRS 2: Share-based Payments*.

The arrangements do not have any vesting or performance conditions attached. The terms of the loan were agreed upon upfront when Mr Roberts was appointed as CEO of RMH Property.

Terms of loan	Detail
Maximum exposure	R50 million
Interest rate	SARS official interest rate, capitalised monthly
Repayment date	No fixed repayment date
Current capital utilisation	R26 million

	CONSOLIDATED	
	As at	
	31 March 2022	31 March 2021
Number of shares at the beginning of the period	751 793	751 793
Shares issued during the period	–	–
Number of shares at the end of the period	751 793	751 793
% of RMH Property	1.48%	1.48%

Total single figure of remuneration
For the year ended 31 March 2022

R'000	Salary	Benefits	STI	LTI reflected	Total reward
Herman Bosman	1 310	175	–	–	1 485
Brian Roberts	3 994	25	–	–	4 019

For the nine months ended 31 March 2021

R'000	Salary	Benefits	STI	LTI reflected	Total reward ¹
Herman Bosman	764	123	–	–	887
Brian Roberts	2 714	–	–	–	2 714

1. Herman Bosman and Brian Roberts both took a reduction in guaranteed pay effective from 1 April 2020 until April 2021 in establishing the RMI/RMH COVID-19 fund. The amounts reflected for 31 March 2021 are after such reductions and only for the period of nine months. The amounts included above are after the sacrificed amounts.

Directors' and prescribed officer emoluments

Non-executive directors' remuneration

The fees paid to non-executive directors for the year ended 31 March 2022 are reflected in the table below, as approved by the committee and the board under the authority granted by shareholders at the annual general meeting held on 15 September 2021. We also set out the proposed fees which will be tabled for approval at the 2022 annual general meeting:

Non-executive directors' emoluments

R'000	For the	
	Year ended 31 March 2022	Nine months ended 31 March 2021
	Services as director	Services as director
Non-executive		
JJ Durand ^{1,4}	–	9
JP Burger ⁴	–	1
P Cooper	–	46
SEN De Bruyn (Chairman from 7 July 2020)	486	277
LL Dippenaar ⁴	–	1
PK Harris ⁴	–	1
A Kekana ^{2,6}	12	99
P Lagerström	311	166
UH Lucht ^{2,5}	224	101
MM Mahlare	191	103
MM Morobe	278	204
R Mupita ^{3,4}	–	1
O Phetwe ⁷	–	1
JA Teeger	239	128
DA Frankel (alternate) ⁴	–	1
Total	1 741	1 139

Notes

1. Directors' fees for services rendered by JJ Durand were paid to the Remgro group.
2. Directors' fees for services rendered by A Kekana and UH Lucht were paid to Royal Bafokeng Holdings Proprietary Limited.
3. Directors' fees for services rendered by R Mupita were paid to MTM Group Limited.
4. Resigned 7 July 2020.
5. UH Lucht changed from alternate to A Kekana to replacing O Phetwe effective 7 July 2020.
6. Resigned 24 March 2021.
7. O Phetwe became the alternate to A Kekana on 7 July 2020 and resigned on 24 March 2021.

Non-executive directors' emoluments

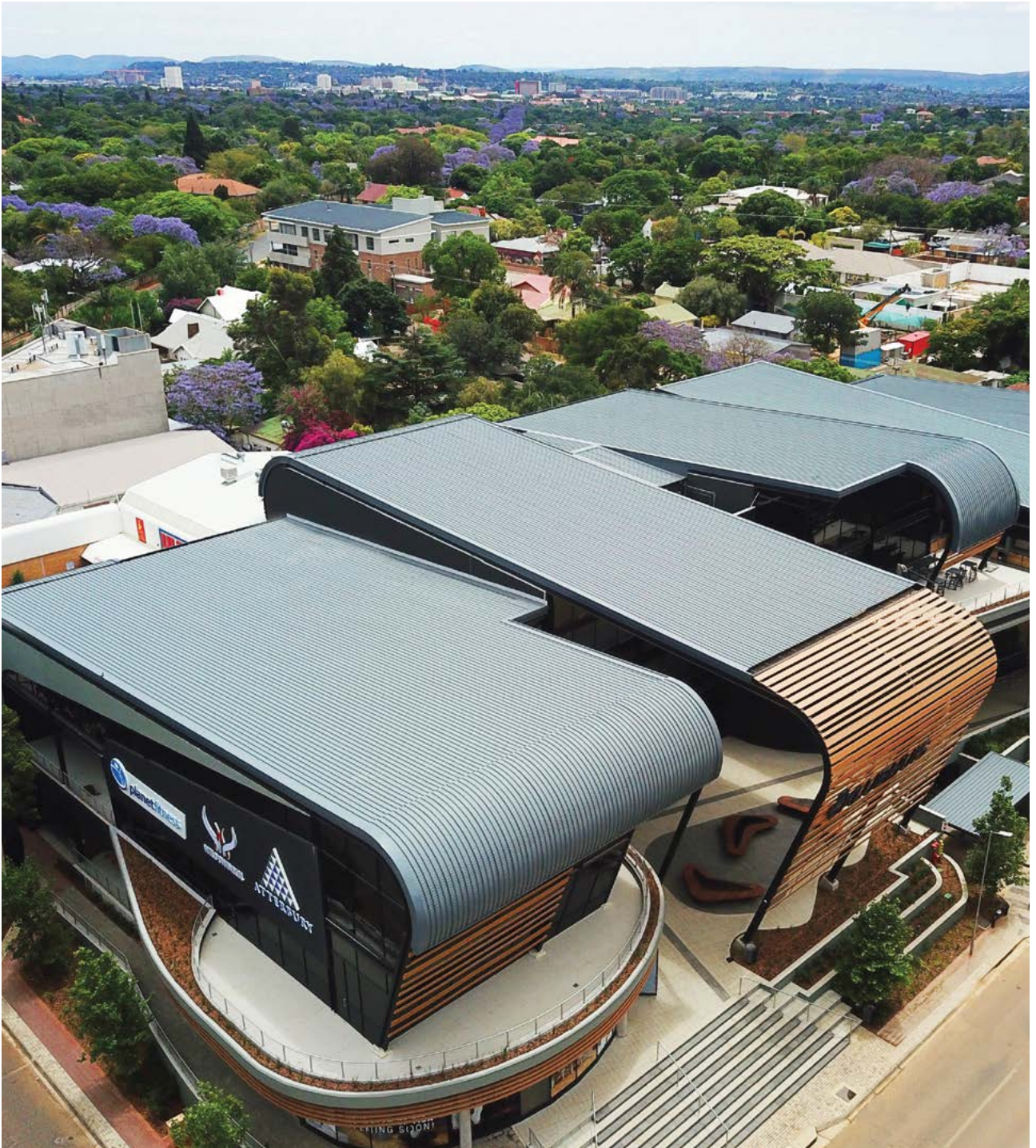
Rand	Effective 1 December	
	2022	2021
Board (4 meetings per annum)		
– Chairperson	413 000	393 000
– Director	208 000	197 000
<i>Ad hoc</i> meetings (per hour)	4 900	4 700
Audit and risk committee (2 meetings per annum)		
– Chairperson	104 000	99 000
– Member	51 000	49 000
Social, ethics and transformation committee (2 meetings per annum)		
– Chairperson	51 000	49 000
– Member	26 000	25 000
Remuneration committee (2 meetings per annum)		
– Chairperson	51 000	49 000
– Member	26 000	25 000
Investment committee (per meeting)		
– Chairperson	6 000	6 000
– Member	5 000	5 000

Compliance with the remuneration policy

The committee is satisfied that all remuneration practices during the 2022 financial year complied with the company's remuneration policy without deviation, details of which are provided above.

Non-binding vote

The remuneration implementation report, as set out in this part 3 of the report, will be tabled for a separate non-binding advisory vote at the annual general meeting.









RMH's sustainability framework

Our purpose is to create sustainable value for our stakeholders. We do so as an active shareholder and in our own operations.









The United Nations Sustainable Development Goals (SDGs)

Our impact and influence on the SDGs in the context of our stated strategy of monetisation are:



ENVIRONMENTAL

SDG						
RMH impact	Low	Low	High	Low	Low	Low
RMH level of influence	Low	Low	High	Low	Low	Low

SOCIAL

SDG								
RMH impact	Low	Low	Low	Medium	Medium	Medium	Medium	High
RMH level of influence	Low	Low	Low	Medium	Medium	Medium	Medium	High

ECONOMIC

SDG			
RMH impact	High	High	Low
RMH level of influence	High	High	Low

Sustainability framework – own operations

Favourable financial performance and financial strength are necessary prerequisites for RMH to be able to create long-term value for its shareholders and pursue its strategy of supporting its investees over time. During the last three-, five- and ten-year periods, RMH's stock has generated a higher total return than the JSE.

RMH's sustainability framework in respect of its own operations is as follows:

GOALS

- Maintain RMH's negligible environmental impact and carbon footprint; and
- Promote diversity and gender equality at investee companies.

ACTIVITIES

- Implement processes for broadened competence and diversity; and
- Reduce the printed number of pages posted to shareholders. The integrated report will no longer be distributed to shareholders in hard copy.

AGENDA 2030



SDG 5: Diversity and gender equality is an important issue both in RMH's own operations and in the investees as it strengthens capabilities; and



SDG 13: Having a high ambition with respect to climate issues both in RMH's own operations and in the investees as it is a prerequisite for sustainable value creation

Sustainability framework – active ownership

As an active owner, RMH contributes to the development of responsible companies that capitalise on sustainability-related opportunities. This creates competitive companies, enables growth in value and benefits sustainable societal development. Against this background, RMH puts a strong emphasis on ensuring that its portfolio companies have a sustainable approach to all aspects of their operations.

RMH's sustainability framework in respect of its investees is as follows:

GOALS

- Be an active, responsible owner that contributes to successful investees for the benefit of sustainable development in society;
- To maintain and improve net asset values of investees while monetising assets over the shortest period of time to return maximum value to RMH shareholders;
- Ensuring that the new owner of investees shares in long-term goals and values of investees.

ACTIVITIES

- Analyse and continuously monitor all investees in accordance with RMH's integrated sustainability analysis; and
- Formulate action plans for the respective investees and exercise influence in accordance with RMH's business model.

AGENDA 2030



SDG 8: Sustainable economic growth is a central pillar in the work on contributing to the development of responsible and successful companies that can create competitive value over time; it strengthens capabilities; and



SDG 9: Promotion of sustainable industrialisation and innovation is a clear focus of the investees and is encouraged within the framework of active ownership. By taking advantage of sustainability-related development opportunities, our investees can stay at the forefront in their respective business areas; and



SDG 12: Sustainable consumption and production is a strategic perspective that is integrated in the investees' business models. They offer long-term sustainable and efficiently delivered products and services that contribute to sustainable production and consumption.

Task Force on Climate-Related Financial Disclosures (TCFD) statement

RMH supports the Paris Agreement goal to reduce global carbon emissions to limit the average global temperature rise to well below two degrees Celsius. In doing so, the board has committed to addressing climate risk at the highest level to gain a better understanding of potential exposure to risks, gauge their impact on the business and identify meaningful mitigation responses.

- We believe that a sustainable approach is not only good for the environment but makes good business sense. As an investor in companies that own, develop and manage properties, we recognise the role we have to play.
- We acknowledge the increasing risks related to a changing climate and the demand from investors to know how we are responding.
- We are committed to aligning our climate risk assessments and disclosures with the TCFD guidelines and commence this process with this statement, demonstrating the priority and importance we place on understanding and responding to the challenges presented by a changing climate.

Risk management

The board, assisted by the audit and risk committee, continuously monitors the top risks to ensure timeous value creation or preservation action in line with its approved risk appetite and risk management strategy. RMH is an investment holding company and, as such, risk management takes into consideration the risks of the company as well as those inherent to the investment portfolio.

Below is a summary of the top two risks per category that RMH faces:

External risks

Risks associated with external factors such as economic, political and legislative change or the environment

Risk	Possible impact on value creation or preservation	Strategic response in mitigation
1 Sovereign risk Including the post-COVID-19 pandemic recovery	Impact on equity valuation	<ul style="list-style-type: none"> ■ Systematic monitoring of macroeconomic environment ■ Open engagement with government
2 Climate change	Changes to returns on investment	<ul style="list-style-type: none"> ■ Open engagement with activist shareholders ■ Balance between returns and impact on the environment

Risk management strategy

The risk management strategy is linked to the business strategy. It is based on the principle that risk assumed, within a set risk appetite, will ultimately lead to value creation. Risk management can be divided between strategies which will lead to value creation and value preservation.

Risk environment

RMH's significant risk categories are external risks (not under the control of RMH), strategic and financial risks (under the control of RMH).

Risk appetite

The strategic plan incorporates both qualitative and quantitative limits, these limits are approved by the board. The limits have been translated into a firm metrics which are reviewed on an annual basis and performance is measured against this metrics.

Strategic risks

Risks resulting from the definition, implementation and continuation of the group's guidelines and strategic developments

Risk	Possible impact on value creation or preservation	Strategic response in mitigation
Structure of the company	Diminishing shareholder value due to an inefficient structure	<ul style="list-style-type: none"> ■ Regular review of the company structure and cost base
Investment strategy	The risk of the portfolio value being adversely affected by movements in equity and interest rate markets, currency exchange rates and commodity prices	<ul style="list-style-type: none"> ■ Proper understanding of the businesses of the investee companies ■ Appropriate RMH representatives on the board of investee companies

Financial risks

Risks associated with the management of cash and cash equivalents, financial instruments and financing

Risk	Possible impact on value creation or preservation	Strategic response in mitigation
Portfolio risk	Concentration of RMH Property on a specific asset class or counterparty	<ul style="list-style-type: none"> ■ Systematic portfolio reviews ■ Regular engagement with investee companies
Ineffective financial reporting	The risk that financial information is not prepared timeously and complete	<ul style="list-style-type: none"> ■ Financial results reviewed internally, then by the audit and risk committee and the board of directors ■ External audit

We continue to evaluate and improve our management techniques and processes to build our reputation as a trusted and reliable holding company.





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Directors' responsibility statement

The summary consolidated financial statements are not the group's statutory financial statements and do not contain all the disclosures required by IFRS. Reading the summary consolidated financial statements is not a substitute for reading the audited consolidated and separate financial statements of the group, as they do not contain sufficient information to allow for a complete understanding of the results and state of affairs of the group. The consolidated financial statements have been audited by the group's external auditor. Their unmodified report is available for inspection at the group's registered office.



Basis of presentation of results

The summary consolidated financial statements are prepared in accordance with the requirements of the Companies Act of South Africa as applicable to summary financial statements.

This report is prepared in accordance with:

- The framework concepts and the recognition and measurement requirements of International Financial Reporting Standards (IFRS), including interpretations issued by the IFRS Interpretations Committee;
- Financial Reporting Pronouncements as issued by Financial Reporting Standards Council;
- SAICA Financial Reporting Guide as issued by the Accounting Practices Committee; and
- As a minimum, the information required by IAS 34: *Interim Financial Reporting*.

Accounting policies

These summary results incorporate accounting policies that are in terms of IFRS and consistent with those used in preparing the audited financial results for the nine months ended 31 March 2021, being the most recent year-end.

These results are prepared in accordance with the going concern principle under the historical cost basis as modified by the fair value accounting of certain assets and liabilities, where required or permitted by IFRS.

The following amendments were applicable from 1 January 2021:

Title	Effective date
COVID-19-related Rent Concessions – Amendments to IFRS 16	1 June 2020/1 April 2021*
Interest Rate Benchmark Reform Phase 2 – Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	1 January 2021

* Applicable to reporting periods commencing on or after the given date.

None of the new or amended IFRS which became effective for the year ended 31 March 2022 had a significant impact on the group's reported earnings, financial position or reserves, or the accounting policies.

Significant judgement and estimates impacted by COVID-19

The specific areas of judgement and estimates used at 31 March 2022 impacted by COVID-19 did not change since 31 March 2021.

Consistent with the approach followed at 31 March 2021, the impact of COVID-19 has been incorporated in the going concern statement and, where applicable, factors have been updated with developments in the last year. In the current year, cap rate penalties were removed by external valuers which had a positive impact on the underlying valuation of investment properties in Eastern Europe. On the basis of this review, the directors are satisfied that RMH has adequate resources to continue in business for the foreseeable future. The going concern basis, therefore, continues to apply and was used in preparing the results.

Auditor's report

The summary consolidated financial statements for the period ended 31 March 2022 have not been audited by Deloitte & Touche.

The auditor expressed an unmodified opinion on the consolidated financial statements from which the summary consolidated financial statements were derived.

A copy of the auditor's report which includes key audit matters on the consolidated financial statements is available for inspection at RMH's registered office, 12th floor, The Bank, Corner Cradock and Tyrwhitt Avenues, Rosebank, Johannesburg or on the website, www.rmh.co.za.

The forward-looking information has not been commented or reported on by the group's external auditor. The directors take full responsibility for the preparation of the summary consolidated financial statements. The board acknowledges its responsibility to ensure the integrity of the summary consolidated financial statements. The board has applied its mind to the summary consolidated financial statements and believes that this document addresses all material issues and fairly presents the group's integrated performance and impacts.

The company secretary and financial manager, Ellen Marais CA(SA), prepared these financial results under the supervision of Herman Bosman LLM CFA.

The board of directors of RMH takes full responsibility for the results and confirms that all information was correctly extracted from the audited financial statements.

The summary consolidated financial statements were approved by the board of directors and are signed on its behalf by:



Sonja De Bruyn

Chairman

22 July 2022



Herman Bosman

CEO

Summary consolidated statement of financial position

R million	As at		% change
	31 March 2022	31 March 2021	
ASSETS			
Current assets			
Cash and cash equivalents	76	980	
Investment securities	1 033	1 101	
Loans and receivables	1	30	
Taxation receivable	–	12	
Non-current assets			
Loans and receivables	186	192	
Investment in associates and joint ventures	2 683	2 392	
Total assets	3 979	4 707	(15)
EQUITY			
Share capital and premium	8 825	8 825	
Reserves	(4 915)	(4 203)	
Total equity	3 910	4 622	(15)
LIABILITIES			
Current liabilities			
Trade and other payables	32	30	
Provisions	1	28	
Taxation payable	–	2	
Non-current liabilities			
Financial liabilities	7	6	
Long-term liabilities	29	19	
Total liabilities	69	85	(19)
Total equity and liabilities	3 979	4 707	(15)

Summary consolidated statement of profit or loss and other comprehensive income

R million	For the		% change
	Year ended 31 March 2022	Nine months ended 31 March 2021	
Investment income	16	20	
Share of after-tax profit of associates and joint ventures	613	18	
Revenue	629	38	>100
Fee income	6	5	
Net fair value gains/(losses) on financial assets and liabilities	30	(59)	
Net impairment reversal/(losses)	1	(8)	
Net income/(loss)	666	(24)	
Operating expenses	(37)	(38)	
Income/(loss) before tax	629	(62)	
Income tax expense	(18)	(10)	
Profit/(loss) for the period	611	(72)	>100
Profit/(loss) attributable to:			
Ordinary equity holders of the company	611	(72)	
Profit/(loss) for the period	611	(72)	>100
Earnings/(loss) per share (cents)			
– Basic	43.9	(5.1)	>100
– Diluted	43.9	(5.1)	>100

R million	For the		% change
	Year ended 31 March 2022	Nine months ended 31 March 2021	
Profit/(loss) for the period	611	(72)	>100
Other comprehensive income/(loss), after tax:			
Items that may subsequently be reclassified to profit or loss			
Share of other comprehensive profit of associate after tax and non-controlling interests	1	–	
Exchange difference on translating foreign operations*	(204)	(243)	
Other comprehensive loss	(203)	(243)	
Total comprehensive income/(loss) for the period	408	(315)	>100
Total comprehensive profit/(loss) attributable to:			
Ordinary equity holders of the company	408	(315)	
Total comprehensive income/(income) for the period	408	(315)	>100

* Large movement due to translation of Atterbury Europe.

Computation of headline earnings

R million	For the		% change
	Year ended 31 March 2022	Nine months ended 31 March 2021	
Profit/(loss) attributable to equity holders	611	(72)	
Adjusted for:			
RMH's share of adjustments made by RMH Property and its associates			
– RMH Property's associates' adjustments	(566)	34	
– Impairment of goodwill by RMH Property	–	8	
– Loss on dilution of Divercity	11	–	
Headline earnings/(loss)	56	(30)	>100

Computation of per share information

R million	For the		% change
	Year ended 31 March 2022	Nine months ended 31 March 2021	
Earnings/(loss) attributable to equity holders	611	(72)	>100
Headline earnings/(loss) attributable to equity holders	56	(30)	>100
Net asset value including special dividend	3 910	4 622	(15)
Net asset value excluding special dividend	3 910	3 493	12
Number of shares in issue (millions)	1 411.7	1 411.7	–
Weighted average number of shares in issue (millions)	1 392.0	1 405.3	–
Diluted weighted average number of shares in issue (millions)	1 392.0	1 405.3	–
Earnings/(loss) per share (cents)	43.9	(5.1)	>100
Diluted earnings/(loss) per share (cents)	43.9	(5.1)	>100
Headline earnings/(loss) per share (cents)	4.0	(2.1)	>100
Diluted headline (loss)/earnings per share (cents)	4.0	(2.1)	>100
Net asset value per share including special dividend (cents)	277.0	327.4	(15)
Net asset value per share excluding special dividend (cents)	277.0	274.4	12

Summary consolidated statement of cash flows

R million	For the		% change
	Year ended 31 March 2022	Nine months ended 31 March 2021	
Cash flow from operating activities			
Cash generated from/(utilised in) operations	24	(15)	
Interest received	4	4	
Income tax paid	(8)	(3)	
Liquidation costs paid	(27)	–	
Net cash utilised in operating activities	(7)	(14)	50
Cash flow from investing activities			
Loans repaid by associates	19	894	
Loans granted to associates	–	(53)	
Additional subscription in Diverscity	(6)	–	
Additions to investment securities	(984)	(544)	
Disposal of investment securities	1 164	–	
Proceeds on disposal of Atterbury Mauritius Limited	29	–	
Net cash inflow from investment activities	222	297	(25)
Cash flow from financing activities			
Treasury shares bought	(6)	(27)	
Special dividend received on treasury shares	16	–	
Special dividend paid to equity holders	(1 129)	–	
Net cash outflow to financing activities	(1 119)	(27)	>(100)
Net (decrease)/increase in cash and cash equivalents	(904)	256	
Cash and cash equivalents at the beginning of the period	980	724	
Cash and cash equivalents at the end of the period	76	980	(92)

Summary consolidated statement of changes in equity

R million	Share capital and premium	Equity-accounted reserves	Foreign currency translation reserve	Other reserves	Retained earnings	Equity of ordinary equity holders
Balance as at 1 July 2020	8 825	1 554	473	15	(5 907)	4 960
Total comprehensive loss	–	–	(243)	–	(72)	(315)
Income of associate retained	–	(263)	–	–	263	–
Share option expense – IFRS 2	–	–	–	(6)	–	(6)
Movement in treasury shares	–	–	–	(27)	–	(27)
Reserve movements relating to associates	–	10	–	–	–	10
Balance as at 31 March 2021	8 825	1 301	230	(18)	(5 716)	4 622
Balance as at 1 April 2021	8 825	1 301	230	(18)	(5 716)	4 622
Total comprehensive income/(loss)	–	1	(204)	–	611	408
Special dividends paid	–	–	–	–	(1 129)	(1 129)
Special dividend received on treasury shares	–	–	–	–	16	16
Income of associate retained	–	(41)	–	–	41	–
Share option expense – IFRS 2	–	–	–	6	–	6
Movement in treasury shares	–	–	–	(6)	–	(6)
Reserve movements relating to associates	–	466	–	–	(473)	(7)
Balance as at 31 March 2022	8 825	1 727	26	(18)	(6 650)	3 910

Other disclosures

Fair value measurements and analysis of assets and liabilities

This note provides information about the judgements and estimates made to determine the fair values of the financial instruments that are recognised and measured at fair value in the annual financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level is contained in the table below.

Valuation methodology applied

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, i.e., an exit price.

Fair value is therefore a market-based measurement and, when measuring fair value, RMH uses the assumptions that market participants would use when pricing an asset or liability under current market conditions, including assumptions about risk. When determining fair value, it is presumed that the entity is a going concern and the fair value is therefore not an amount that represents a forced transaction, involuntary liquidation or a distressed sale.

Fair value measurement

Fair value measurements are determined on both a recurring and non-recurring basis.

Recurring fair value measurements

Recurring fair value measurements are those for assets and liabilities that IFRS requires or permits to be recognised at fair value and are recognised in the statement of financial position at the reporting date. This includes financial assets, financial liabilities and non-financial assets.

Other fair value measurements

Other fair value measurements include assets and liabilities not measured at fair value but for which fair value disclosures are required under another IFRS standard, e.g., financial instruments at amortised cost. The fair values of these items are determined by using observable quoted market prices where these are available, or in accordance with generally acceptable pricing models such as a discounted cash flow analysis.

Fair value hierarchy and measurements

R million	Level 1	Level 3	Total
As at 31 March 2022			
Recurring fair value measurements			
Financial assets measured at fair value			
Investment securities	922	111	1 033
Loans and receivables	–	23	23
Fair value of financial assets	922	134	1 056
Recurring fair value measurements			
Financial liabilities measured at fair value			
Financial liabilities	–	7	7
Fair value of financial liabilities	–	7	7
As at 31 March 2021			
Recurring fair value measurements			
Financial assets measured at fair value			
Investment securities	1 101	–	1 101
Loans and receivables	–	24	24
Fair value of financial assets	1 101	24	1 125
Recurring fair value measurements			
Financial liabilities measured at fair value			
Financial liabilities	–	6	6
Fair value of financial liabilities	–	6	6

Valuations based on observable inputs include:

- **Level 1** – Fair value is based on quoted market prices (unadjusted) in active markets for identical instruments as measured on the reporting date. An active market is one in which transactions occur with sufficient volume and frequency to reliably provide pricing information on an ongoing basis.
- **Level 2** – Fair value is determined through valuation techniques based on observable market inputs. These valuation techniques maximise the use of observable market data where available and rely as little as possible on entity-specific estimates.

Valuations based on unobservable inputs include:

- **Level 3** – Fair value is determined through valuation techniques that use significant unobservable inputs.

The table below sets out the valuation techniques applied by RMH for fair value measurements of financial assets categorised as Level 3 assets in the fair value hierarchy:

Instrument	Valuation technique	Description of valuation technique and main assumptions	Unobservable inputs
Loans and receivables including loans to associates	Discounted cash flows	The future cash flows are discounted using a market-related interest rate adjusted for credit inputs over the contractual period.	Interest rates
Investment securities – unlisted equity investments	Net asset value per share of underlying investment	The carrying value is determined by calculating the net asset value per share times the number of shares owned. The unlisted investment relates to Divercity. Divercity's primary business is long-term investing in urban renewal, income-generating properties and developments in South Africa. Given the asset-intense investment and inconsistent earnings, it remains appropriate to value the investment on a market-related net asset value basis. These valuations are supported by external valuations.	Net asset value

Reconciliation of Level 3 assets measured at fair value

	For the	
	Year ended 31 March 2022	Nine months ended 31 March 2021
R million		
Balance at the beginning of the period	24	1 012
Additions in the current period	118	–
Disposals	–	(894)
Fair value movement recognised in profit or loss	(8)	(94)
Balance at the end of the period	134	24

The table below sets out the valuation techniques applied by RMH for fair value measurements of financial liabilities categorised as Level 3 liabilities in the fair value hierarchy:

Instrument	Valuation technique	Description of valuation technique and main assumptions	Unobservable inputs
Financial guarantee contracts	Discounted cash flows	The present value of the cumulative unearned fee received in exchange for providing the guarantee.	Discount rate

Reconciliation of Level 3 liabilities measured at fair value

	For the	
	Year ended 31 March 2022	Nine months ended 31 March 2021
R million		
Balance at the beginning of the period	6	16
Fair value movement recognised in profit or loss	1	(10)
Balance at the end of the period	7	6

Segmental information

R million	South Africa	Europe	RMH
For the year ended 31 March 2022			
Revenue	87	542	629
Share of after-tax profit of associates and joint ventures	71	542	613
Profit for the period	69	542	611
As at 31 March 2022			
Investment in associates and joint ventures	444	2 239	2 683
For the nine months ended 31 March 2021			
Revenue	9	29	38
Share of after-tax (loss)/profit of associates and joint ventures	(11)	29	18
(Loss)/profit for the period	(101)	29	(72)
As at 31 March 2021			
Investment in associates and joint ventures	490	1 902	2 392

Subsequent events

On 24 June 2022, RMH released a firm intention announcement: RMH, through the relevant RMH Property holding company, has entered into a disposal agreement with Brightbridge, a company incorporated in Cyprus and an existing shareholder of Atterbury Europe. As part of the transaction, RMH Property will be disposing of its equity interest and the loan claim in Atterbury Europe to Brightbridge for a total consideration of R1 750 million.

As at 31 March 2022, RMH Property's portfolio was 91% exposed to the Atterbury Group. Since the change in RMH's strategy to monetise RMH Property following the unbundling of its interest in FirstRand Limited in June 2020, RMH has actively sought various alternatives to extract maximum value for its shareholders. As previously communicated, Brightbridge, as an Atterbury group-affiliated entity and closely aligned to Louis van der Watt, was a natural acquirer for the interests of RMH Property. RMH believe that this is a

fair outcome for both RMH shareholders and Atterbury Europe. As this transaction constitutes 58% of the net asset value of RMH as at 31 March 2022, it is significant progress in the monetisation of the group and returning value to RMH shareholders. At a 12% discount to net asset value (including tax considerations), RMH believes that shareholders will be pleased with the outcome. Approval from RMH shareholders will be sought at a special general meeting on a date to be announced.

The 31 December 2021 Atterbury Europe results were used in the preparation of these results. The geopolitical stress in Eastern Europe accelerated during February 2022, when Russia launched a military operation in Ukraine. The war between the two countries continues to evolve as military activity proceeds and additional sanctions are imposed. Political events and sanctions are continually changing and differ from country to country. However, many governments are taking increasingly stringent measures against Russia and Belarus. These measures have already

slowed down the majority of the economies in Europe and globally as well with the potential of having wider impacts on the respective economies as the measures persist for a greater period. The conflict may have macroeconomic consequences on the European economies and even worldwide, which are difficult to precisely estimate. Up to the date of signing this report, there has been no significant negative impact on the sales and traffic in the malls of Atterbury Europe, due to the geopolitical stress in Eastern Europe. The main concern at the moment is the rise of inflation, the uncertainty mainly about tourism and financial services together with the increase in fuel and energy prices, which will affect household incomes and business operating costs. Management is monitoring the situation closely together with the local 'in-country' teams.

There were no other material events that occurred between the date of the statement of financial position and the date of this report.

Going concern

The annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business. The directors have satisfied themselves that the group is in a sound financial position and that it has access to sufficient cash reserves and borrowing facilities over the next 12 months to meet its cash requirements. The directors are not aware of any new material changes that may adversely impact the group. The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the group and/or company. In making the above assessment, the directors considered the following:

Solvency

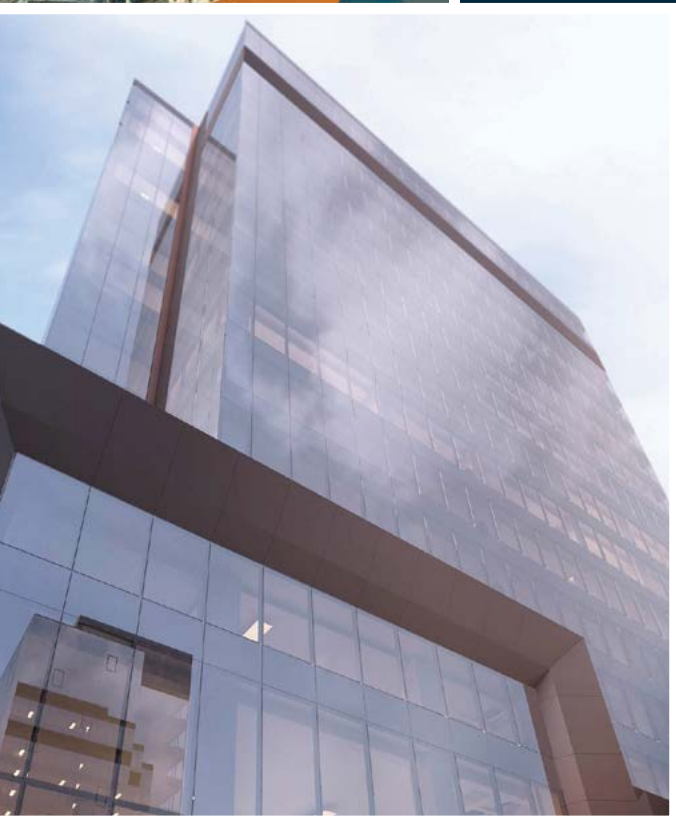
As at 31 March 2022, the group had a positive net asset value of R3.9 billion (2021: R4.6 billion) and its current assets exceeded its current liabilities by R1.1 billion (2021: R2 billion).

Liquidity

As at 31 March 2022, the group had available liquidity of R392 million (2021: R1.5 billion) comprising unrestricted cash, cash equivalents and listed unit trusts.

The directors have reviewed the group's cash flow forecasts for the next 24 months and, in light of this review and the current financial position, the directors believe that the group has adequate financial resources to continue in operation for the ensuing 12-month period. Accordingly, the annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business. The directors have satisfied themselves that the group is in a sound financial position and that they have access to sufficient cash reserves over the next 12 months to meet their cash requirements.





Shareholder information

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Shareholding

The shareholders of RMH are:

	As at 31 March 2022			As at 31 March 2021		
	Number of shareholders	Shares held (000's)	%	Number of shareholders	Shares held (000's)	%
Major shareholders holding more than 5%						
Public Investment Corporation (PIC)		*	*		168 728	12
Royal Bafokeng Holdings		176 463	13		176 463	13
Visio Capital Management		120 930	9		120 593	9
Sygnia Asset Management		124 042	9		*	*
Steyn Capital Management		*	*		118 025	8
Alan Gray		*	*		77 307	6
RMB Morgan Stanley		*	*		71 757	5
SBG Securities		92 548	7		71 446	5
Coronation Fund Managers		76 113	5			
Shareholders holding more than 5% each		590 096	43		804 319	58
Shareholders holding less than 5% each		821 607	57		607 384	42
Total		1 411 703	100		1 411 703	100
* Shareholding less than 5%						
Shareholder type						
Corporates		176 463	13		176 463	13
Unit trusts		243 610	17		339 101	24
Pension funds		153 066	11		258 440	18
Insurance companies and banks		124 214	9		104 033	7
Individuals		138 282	10		99 232	7
Other		576 068	40		434 434	31
Total		1 411 703	100		1 411 703	100
Public and non-public shareholders						
Public	62 262	1 217 702	86	52 677	1 234 469	87
Non-public						
– Corporates	1	176 463	13	1	176 463	13
– Directors and their associates	3	17 538	1	2	771	–
Total	62 266	1 411 703	100	52 680	1 411 703	100
Geographic ownership						
South Africa		1 269 649	90		1 278 937	91
International		142 054	10		132 766	9
Total		1 411 703	100		1 411 703	100

Performance on the JSE Limited

	For the period of	
	Year ended 31 March 2022	Nine months ended 31 March 2021
Number of shares in issue at the end of the period (000's)	1 411 703	1 411 703
Market price (cents)		
– Closing	162	177
– High for the period	210	177
– Low for the period	115	107
– Weighted average for the period	157	137
Closing price/net asset value per share	0.58	0.54
Volumes of shares traded (million)	1 456	1 554
Value of shares traded (R million)	2 282	2 136
Market capitalisation (R million)	2 287	2 498

Shareholders' diary

Reporting

INTERIM RESULTS

ANNOUNCEMENT FOR THE SIX MONTHS
ENDING 30 SEPTEMBER 2022

December 2022

FINAL RESULTS

ANNOUNCEMENT FOR THE YEAR ENDING
31 MARCH 2023

June 2023

POSTING OF INTEGRATED REPORT

July 2023

ANNUAL GENERAL MEETING

August 2023

Notice of the 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(3)(a) of the Companies Act, 71 of 2008 (Companies Act), that the thirty fifth annual general meeting of the ordinary shareholders of RMH will be held entirely through electronic communication on Tuesday, 20 September 2022 at 10 am to consider and, if approved, pass the resolutions set out below, with or without modification, as well as such other matters as may be required to be dealt with at the annual general meeting in terms of the Companies Act.

As the annual general meeting will be conducted entirely through electronic communication as envisaged in the Companies Act, references in this notice of annual general meeting to 'in person' or 'represented' when used in connection with the annual general meeting will include a reference to a person who is able, whether on their own behalf or via proxy, to participate in the virtual annual general meeting by electronic communication as envisaged in the Companies Act.

Salient dates

Record date to be eligible to receive the notice of the annual general meeting	Friday, 15 July 2022
Posting date of notice	Friday, 29 July 2022
Last day to trade to be eligible to attend and vote at the annual general meeting	Tuesday, 6 September 2022
Record date to be eligible to attend and vote at the annual general meeting	Friday, 9 September 2022
Proxies due (for administrative purposes)	Friday, 16 September 2022
Annual general meeting	Tuesday, 20 September 2022

Notes:

The above dates, times and place are subject to amendment, provided that, in the event of an amendment, an announcement will be released on SENS. All dates and times indicated above are references to South African dates and times.

Agenda

Presentation of the audited consolidated and separate financial statements

The presentation of the audited consolidated and separate financial statements (as approved by the board of directors of the company) and reports of the external auditor, audit and risk committee and directors for the year ended 31 March 2022, all of which are available on the company's website, www.rmh.co.za, and the summary financial statements, which are included in the integrated report, of which this notice forms a part (integrated report) in accordance with section 30(3)(d) of the Companies Act.

1. Ordinary resolutions numbers 1.1 and 1.2

Re-election of directors by way of separate resolutions

To re-elect, by way of separate ordinary resolutions, the following directors, who retire in terms of article 25.7 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 company's MOI:

1.1 Sonja Emilia Ncumisa (Sonja) De Bruyn (50)

INDEPENDENT NON-EXECUTIVE DIRECTOR

Date of appointment: 15 February 2008

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

Other listed directorships: Remgro Limited.

Ordinary resolution 1.1: "Resolved as an ordinary resolution that the re-election of Sonja De Bruyn as independent non-executive director, who in terms of the company's MOI retires by rotation at the annual general meeting (but being eligible to do so, offers herself for re-election), is hereby approved."

1.2 Per-Erik (Per) Lagerström (58)

INDEPENDENT NON-EXECUTIVE DIRECTOR

Date of appointment: 30 June 2014

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

Other listed directorship: Rand Merchant Investment Holdings Limited.

Ordinary resolution 1.2: “Resolved as an ordinary resolution that the re-election of Per Lagerström as independent non-executive director, who in terms of the company’s MOI retires by rotation at the annual general meeting (but being eligible to do so, offers herself for re-election), is hereby approved.”

2. Ordinary resolution number 2

Place authorised and unissued ordinary shares totalling 5% (five percent) of the issued ordinary shares under the control of the directors

“Resolved as an ordinary resolution that authorised and unissued ordinary shares totalling 5% (five percent) of the issued ordinary shares in the company, which equates to 70 585 161 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 company’s 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 70 585 161 of the company’s authorised issued ordinary shares at the date of this notice of annual general meeting had a value of R114.3 million using the closing price at 31 March 2022. 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.

3. Ordinary resolution number 3

General authority to issue ordinary shares for cash (subject to the passing of ordinary resolution 2)

“Resolved as an ordinary resolution, 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.

The JSE Listings Requirements currently provide, *inter alia*, 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 to related parties, subject to the paragraph below;

Related parties may participate in a general issue for cash through a bookbuild process provided that –

- they may only participate with a maximum bid price at which they are prepared to take up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price the relevant related party will be “out of the book” and not be allocated shares; and
 - equity securities must be allocated equitably “in the book” through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild.
- Securities which are the subject of this authority may not exceed 70 585 161 ordinary shares, being 5.0% (five 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;
 - Full details will be provided 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

The board has no immediate intention to issue shares for cash. The board however is of the opinion that it is better to have such authority in place should the need arise. 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.

4. Ordinary resolution number 4

Approval of reappointment of the auditor

“Resolved as an ordinary resolution that, as nominated by the audit and risk committee, Deloitte & Touche be reappointed as auditor of the company for the financial year ending 31 March 2023 and until the conclusion of the next annual general meeting and that their remuneration for the year ended 31 March 2023 be determined by the audit and risk committee.” The individual auditor responsible is Patrick Kleb.

5. Ordinary resolutions numbers 5.1 to 5.3

Election of the company’s audit and risk committee members

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 (50)

(subject to the passing of ordinary resolution 1.1)

INDEPENDENT NON-EXECUTIVE DIRECTOR

Date of appointment: 15 February 2008

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

Other listed directorships: Remgro Limited.

Ordinary resolution 5.1: “Resolved as an ordinary resolution that the election of Sonja De Bruyn as a member of the audit and risk committee (until the conclusion of the next annual general meeting), be and is hereby approved.”

5.2 Per-Erik (Per) Lagerström (58)

(subject to the passing of ordinary resolution 1.2)

INDEPENDENT NON-EXECUTIVE DIRECTOR

Date of appointment: 30 June 2014

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

Other listed directorship: Rand Merchant Investment Holdings Limited.

Ordinary resolution 5.2: “Resolved as an ordinary resolution that the election of Per-Erik Lagerström as a member of the audit and risk committee (until the conclusion of the next annual general meeting), be and is hereby approved.”

5.3 James Andrew (James) Teeger (55)

INDEPENDENT NON-EXECUTIVE DIRECTOR

Date of appointment: 31 March 2018

Educational qualifications: BCom BAcc CA(SA) HDip Tax
Other listed directorship: Rand Merchant Investment Holdings Limited

Ordinary resolution 5.3: “Resolved as an ordinary resolution that the election of James Teeger as a member of the audit and risk committee (until the conclusion of the next annual general meeting), be and is hereby approved.”

This resolution is subject to ordinary resolution 1.1.

Additional information in respect of ordinary resolutions numbers 5.1 to 5.3

6. Ordinary resolution number 6

Signing authority

“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.”

Additional information in respect of ordinary resolution number 6

For the sake of practicality, the directors and/or the company secretary of the company must be empowered to enforce the resolutions so passed by the shareholders at this annual general meeting, if any.

7. Ordinary resolutions number 7.1 and 7.2

7.1 Advisory endorsement of remuneration policy

7.2 Advisory endorsement of remuneration implementation report

Additional information in respect of advisory endorsement of remuneration policy and implementation report

The endorsement of the remuneration policy and implementation report is tabled as a non-binding advisory vote. The outcome of each vote will, however, be acknowledged when considering the remuneration policy and the implementation thereof. In the event that either the remuneration policy or the implementation report, or both, are voted against by 25% or more of the voting rights exercised, the board will initiate engagement with the relevant dissenting shareholders and the outcome thereof will be disclosed in the 2021 integrated report.

8. Special resolution number 1

Approval of non-executive directors' remuneration with effect from 1 December 2022

"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 non-executive directors for their services as directors of the company from 1 December 2022, as set out below, be and is hereby approved:"

Rand	From 1 December	
	2022	2021
Board (4 meetings per annum)		
– Chairman	413 000	393 000
– Director	208 000	197 000
<i>Ad hoc</i> meetings (per hour)	4 900	4 700
Audit and risk committee (2 meetings per annum)		
– Chairman	104 000	99 000
– Member	51 000	49 000
Social, ethics and transformation committee (2 meetings per annum)		
– Chairman	51 000	49 000
– Member	26 000	25 000
Remuneration committee (2 meetings per annum)		
– Chairman	51 000	49 000
– Member	26 000	25 000
Investment committee (per meeting)		
– Chairman	6 000	6 000
– Member	5 000	5 000

Additional information in respect of special resolution number 1

The reason for special resolution number 1 is to approve the annual remuneration of the non-executive directors, effective from 1 December 2022.

9. 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 company's MOI, the Companies Act and JSE Listings Requirements.

The JSE Listings Requirements currently provide, *inter alia*, 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);
- Details as may be required in terms of the JSE Listings Requirements will be provided 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;
- No repurchases will be effected during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements, unless there is in place a repurchase programme. 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 in writing prior to the commencement of the prohibited period and must include the following details:
 - (i) the name of the independent agent;
 - (ii) the date the independent agent was appointed by the issuer

- (iii) the commencement and termination date of the repurchase programme; and
- (iv) where the quantities of securities to be traded during the relevant period are fixed (not subject to any variation);

- 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) business 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. The board is, however, 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 their 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 financial statements for the nine months ended 31 March 2022;
- 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 integrated report in the places indicated:

- Ⓜ 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 consolidated and separate financial statements have been published, as set out in the integrated report, of which this notice forms part; and*

10. Special resolution number 3

Financial assistance to directors, prescribed officers and employee share scheme beneficiaries

"Resolved as a special resolution of the company in terms of sections 44 and 45 of the Companies Act, that the directors of the company may, subject to compliance with the requirements of the company's MOI, the Companies Act and the JSE Listings Requirements, 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 of a related or inter-related company (as defined in section 2 of the Companies Act) or any employee share scheme beneficiary on such terms 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 a special resolution of the 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 3

The reason for special resolution number 3 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 directors or prescribed officers of the company or of a related or inter-related company or to employee share scheme beneficiaries.

11. Special resolution number 4

Financial assistance to related or inter-related entities

“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 company’s 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 related or inter-related (as contemplated in section 2 of the Companies Act) company, trust or other entity in the company’s group (wheresoever incorporated) on such terms 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 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 any related or inter-related company, trust or other entity in the company’s group in the ordinary course of business.

Important notice regarding attendance at the annual general meeting

General

Shareholders wishing to attend the annual general meeting have to confirm 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 Proprietary Limited at 15 Biermann Avenue, Rosebank, 2196

(Private Bag X9000, Saxonwold, 2132) or at fax number 011 688 5238, or email to proxy@computershare.co.za and be received by them, for administrative purposes, no later than 10 am on Friday, 16 September 2022.

Dematerialised shareholders

Dematerialised shareholders who are not own-name dematerialised shareholders who wish to attend the annual general meeting in person should request their CSDP or Broker to provide them with the necessary letter of representation in terms of their Custody Agreement with their CSDP or Broker.

Dematerialised shareholders who are not own-name dematerialised shareholders who do not wish to attend but wish to be represented at the annual general meeting must advise their CSDP or Broker of their voting instructions. Dematerialised shareholders who are not own-name registered dematerialised shareholders should contact their CSDP or Broker with regard to the cut-off time for their voting instructions.

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

RMH has retained the services of Computershare to host the annual general meeting on an interactive electronic platform, in order to facilitate electronic participation and voting by shareholders.

Shareholders who wish to participate at the annual general meeting must register online at <https://meetnow.global/za>. Shareholders are encouraged to connect to the General Meeting through <https://meetnow.global/za> and by following the relevant prompts.

The Transfer Secretaries will by no later than Monday, 19 September 2022 notify eligible shareholders of the link and activation code through which eligible shareholders can participate electronically.

In-person registration of annual general meeting participants will not be carried out at the registered office of RMH.

Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the annual general meeting. Any such charges will not be for the account of the JSE, RMH and/or Computershare. None of the JSE, RMH or Computershare can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such shareholder from participating in and/or voting at the annual general meeting.

It is the responsibility of each shareholder to ensure that it has provided the necessary voting instructions to its CSDP or Broker in relation to resolutions set out above. RMH does not accept responsibility, and will not be held liable, under applicable law or regulation, for any action of, or omission by, any CSDP or Broker including, without limitation, any failure on the part of the CSDP or Broker of any beneficial owner of shares to notify such beneficial owner of the annual general meeting or the details set out in this notice of the annual general meeting.

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 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; and
- 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.

By order of the board of directors



Ellen Marais
Company secretary

29 July 2022

Form of proxy

Only for use by shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration.

RMB HOLDINGS LIMITED

Incorporated in the Republic of South Africa • Registration number: 1987/005115/06 • Share code: RMH • ISIN: ZAE000024501 (RMH or the company)

For use by shareholders who have not dematerialised their shares or who have dematerialised their shares but with "own name" registration, at the annual general meeting to be held on Tuesday, 20 September 2022 at 10 am, entirely through electronic communication or any adjourned or postponed meeting.

Shareholders who have dematerialised their shares, other than with "own name" registration, must inform their Central Securities Depository Participant (CSDP) or broker of their intention to attend the annual general meeting and request their CSDP or broker to issue them with the necessary authorisation to attend or they must provide their CSDP or broker with their voting instructions should they not wish to attend the annual general meeting in person.

RMH does not accept responsibility, and will not be held liable, under applicable law or regulation, for any action of, or omission by, any CSDP or Broker including, without limitation, any failure on the part of the CSDP or Broker of any beneficial owner of shares to notify such beneficial owner of the annual general meeting or the details set out in this notice.

I/We, the undersigned (name)

of (address)

and (contact number)

the registered holder of

ordinary shares in RMB Holdings Limited (Registration number: 1987/005115/06)

1. _____ of, _____ or failing him/her
2. _____ of, _____ or failing him/her
3. the chairman of the annual general meeting, as my/our proxy to be present and act on my/our behalf, speak and on a poll, vote on my/our behalf as indicated below on the special and ordinary resolutions, with or without modification, to be proposed at the annual general meeting of shareholders of the company to be held on Tuesday, 20 September 2022 at 10 am, entirely through electronic communication or at any adjournment thereof as follows: (see note 2)

	For	Against	Abstain
Ordinary resolutions number 1.1 and 1.2: Re-election of directors by way of separate resolutions:			
1.1 Sonja Emilia Ncumisa (Sonja) De Bruyn (50)			
1.2 Per-Erik (Per) Lagerström (58)			
Ordinary resolution number 2: Place 70 585 161 of the authorised unissued ordinary shares under the control of the directors			
Ordinary resolution number 3: General authority to issue ordinary shares for cash			
Ordinary resolution number 4: Approval of reappointment of the auditor			
Ordinary resolutions numbers 5.1 to 5.3: Election of the company's audit and risk committee members:			
5.1 Sonja Emilia Ncumisa (Sonja) De Bruyn (50)			
5.2 Per-Erik (Per) Lagerström (58)			
5.3 James Andrew (James) Teeger (55)			
Ordinary resolutions number 6: Signing authority			
Ordinary resolutions numbers 7.1 and 7.2: Non-binding advisory endorsement of remuneration policy and implementation report			
7.1 Advisory endorsement of the remuneration policy			
7.2 Advisory endorsement of the remuneration implementation report			
Special resolution number 1: Approval of non-executive directors' remuneration with effect from 1 December 2022			
Special resolution number 2: General authority to repurchase company shares			
Special resolution number 3: Financial assistance to directors, prescribed officers and employee share scheme beneficiaries			
Special resolution number 4: Financial assistance to related or inter-related entities			

Instructions to my/our proxy are indicated by a cross (X) in the space provided above, or by the number of shares in the appropriate boxes, where all shares held are not being voted.

Date

2022

Signature of registered shareholder (assisted by me as applicable)

PLEASE SEE THE NOTES ON THE REVERSE SIDE OF THIS FORM

Notes to the form of proxy

1. A shareholder, who is entitled to attend and vote at the annual general meeting, may appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a shareholder of the company.
2. Every shareholder present in person or by proxy and entitled to vote at the annual general meeting of the company shall, on a show of hands, have one vote only, irrespective of the number of shares such shareholder holds, but in the event of a poll, every ordinary share in the company shall have one vote.
3. Dematerialised shareholders with "own name" registration are shareholders who appointed Computershare Custodial Services as their Central Securities Depository Participant (CSDP) with the express instruction that their uncertificated shares are to be registered in the electronic sub-register of members in their own names.

Instructions regarding signing and lodging the proxy form

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided overleaf, with or without deleting "the chairman of the annual general meeting", but any such deletion must be initialled by the shareholder. Should this space be left blank, the chairman of the annual general meeting will exercise the proxy. The person whose name appears first on the proxy form and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's voting instructions to the proxy must be indicated by the insertion of the number of votes exercisable by that shareholder in the appropriate spaces provided overleaf. Failure to do so shall be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she thinks fit in respect of all the shareholder's exercisable votes. A shareholder or his/ her proxy is not obliged to use all the votes exercisable by him/her or his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
3. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the death of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no notification in writing of such death, revocation or transfer as aforesaid shall have been received timeously by the transfer secretaries.
4. A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
5. The company requests that completed proxy forms be forwarded to reach the company's transfer secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) or by e-mail: proxy@computershare.co.za to be received by no later than 10 am Friday, 16 September 2022, for administrative purposes only. Proxy forms may only be completed by shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration.
6. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the transfer secretaries or waived by the chairman of the annual general meeting.
7. The completion and lodging of this proxy form shall not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
8. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this proxy form must be initialled by the signatory.
9. The chairman of the annual general meeting may reject or accept any proxy form which is completed other than in accordance with these instructions or with the RMH MOI, provided that he is satisfied as to the manner in which a shareholder wishes to vote.
10. In terms of section 58(8)(d) of the Companies Act, unless revoked, an appointment of a proxy pursuant to this form of proxy remains valid only until the end of the annual general meeting or any adjournment of the annual general meeting.

Administration

RMB Holdings Limited (RMH)

(Incorporated in the Republic of South Africa)

Registration number: 1987/005115/06

JSE ordinary share code: RMH

ISIN code: ZAE000024501

Sector: Financials

ICB sector: Diversified financial services

Directors

(Ms) SEN De Bruyn (chairman), HL Bosman (CEO and FD), P Lagerström, UH Lucht, (Ms) MM Mahlare, MM Morobe and JA Teeger

Secretary and registered office

(Ms) EJ Marais

Physical address:

12th Floor, The Bank, Corner of Cradock and Tyrwhitt Avenues, Rosebank, 2196

Postal address:

Private Bag X1000, Saxonwold, 2132

Telephone: +27 10 753 2430

Website: www.rmh.co.za

Sponsor

(in terms of the JSE Limited Listings Requirements)

Rand Merchant Bank

(a division of FirstRand Bank Limited)

Physical address:

1 Merchant Place,
Corner of Fredman Drive and Rivonia Road,
Sandton, 2196

Transfer secretaries

Computershare Investor Services Proprietary Limited

Physical address:

Rosebank Towers, 15 Biermann Avenue,
Rosebank, 2196

Postal address:

Private Bag X9000, Saxonwold, 2132

Telephone: +27 11 370 5000

Telefax: +27 11 688 5221



www.rmh.co.za