

JSE LIMITED
(Incorporated in the Republic of South Africa)
Registration number: 2005/022939/06
Share code: JSE
ISIN: ZAE000079711
LEI: 213800MZ1VUQEBWRF039
("JSE" or "the Company")

REPORT ON PROCEEDINGS AT THE ANNUAL GENERAL MEETING AND CHANGE TO DIRECTOR RESPONSIBILITIES

Report on proceedings at the annual general meeting

At the 17th annual general meeting ("AGM") of the shareholders of the JSE held on Tuesday, 3 May 2022 all the ordinary and special resolutions proposed at the AGM were approved by the requisite majority of votes. In this regard, the Company confirms the voting statistics from the AGM as follows:

Resolutions	Votes disclosed as a percentage in relation to the total number of shares voted at the AGM		Number of shares voted	Shares voted disclosed as a percentage in relation to the total issued share capital*	Shares abstained disclosed as a percentage in relation to the total issued share capital*
	For	Against			
Ordinary resolutions					
1 To elect Mr Phuthuma Nhleko as a director	96.62%	3.38%	61 383 642	70.66%	9.28%
2.1 To re-elect Dr Suresh Kana as a director	99.80%	0.20%	69 171 659	79.62%	0.32%
2.2 To re-elect Ms Faith Khanyile as a director	99.87%	0.13%	69 171 438	79.62%	0.32%
2.3 To re-elect Ms Zarina Bassa as a director	95.39%	4.61%	69 169 938	79.62%	0.32%
2.4 To re-elect Mr Ben Kruger as a director	99.55%	0.45%	69 178 344	79.63%	0.31%

Resolutions	Votes disclosed as a percentage in relation to the total number of shares voted at the AGM		Number of shares voted	Shares voted disclosed as a percentage in relation to the total issued share capital*	Shares abstained disclosed as a percentage in relation to the total issued share capital*	
	For	Against				
Ordinary resolutions						
3	To re-elect Dr Mantsika Matooane as a director for the ensuing year	99.02%	0.98%	69 167 909	79.62%	0.32%
4	To re-appoint Ernst & Young Inc as the independent auditors of the Company for the ensuing year and Mr I Akoodie as the designated auditor for the ensuing year	99.81%	0.19%	69 180 229	79.63%	0.31%
5.1	To re-appoint Dr Suresh Kana to serve as a member and chairman of the Group Audit Committee	99.99%	0.01%	69 170 159	79.62%	0.32%
5.2	To re-appoint Ms Faith Khanyile to serve as a member of the Group Audit Committee	99.90%	0.10%	69 169 444	79.62%	0.32%
5.3	To re-appoint Ms Zarina Bassa to serve as a member of the Group Audit Committee	95.65%	4.35%	69 172 044	79.62%	0.32%
6	Authorisation for a director or Group Company Secretary of the Company to implement resolutions	99.99%	0.01%	69 171 659	79.62%	0.32%
7	Non-binding advisory vote on the remuneration policy of the Company	87.30%	12.70%	69 165 042	79.61%	0.33%

Resolutions	Votes disclosed as a percentage in relation to the total number of shares voted at the AGM		Number of shares voted	Shares voted disclosed as a percentage in relation to the total issued share capital*	Shares abstained disclosed as a percentage in relation to the total issued share capital*	
	For	Against				
Ordinary resolutions						
8	Non-binding advisory vote on the implementation report as set out in the remuneration report of the Company	86.25%	13.75%	69 164 704	79.61%	0.33%
Special resolutions						
9	Special Resolution 1: General authority to repurchase shares	96.79%	3.21%	69 179 134	79.63%	0.31%
10	Special Resolution 2: General authority to provide financial assistance to subsidiaries in terms of sections 44 and 45 of the Companies Act	99.27%	0.73%	69 170 279	79.62%	0.32%
11	Special Resolution 3: Specific authority to provide financial assistance solely for the LTIS 2018 scheme	99.42%	0.58%	69 169 029	79.62%	0.32%
12	Special Resolution 4: Non-executive directors' emoluments for 2022	88.07%	11.93%	69 168 808	79.62%	0.32%

* Total issued share capital is 86 877 600 shares

The special resolutions will, where necessary, be lodged for registration with the Companies and Intellectual Property Commission in due course.

Change to director responsibilities

Shareholders are advised, in accordance with the provisions of paragraph 3.59 of the JSE Listings Requirements, that the following changes to director responsibilities took effect at the AGM:

- Ms N Nyembezi retired as a director and Chairman of the Board, in accordance with the JSE’s policy on non-executive director tenure, having served for the maximum twelve-year term.
- Mr P Nhleko, who joined the Board as an independent non-executive director on 1 July 2021, assumed the Chairmanship of the Board as part of the Board’s planned succession process.
- Ms MS Cleary completed her term of service as a member of the Group Audit Committee and retired as a committee member. She continues to serve on the Group Sustainability and Group SRO Oversight Committees of the Board.
- Dr MA Matookane, independent non-executive director, stepped down as Chairman of the Group Risk Management Committee as part of a planned succession process, and will continue to serve as a member of both the Group Risk Management Committee and the Group Sustainability Committee.
- Mr Ian Kirk, independent non-executive director, assumed the Chairmanship of the Group Risk Management Committee of the Board.

Sandton
4 May 2022

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