

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 18th annual general meeting ("AGM") of the shareholders of the JSE held on Tuesday, 9 May 2023 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 Ms Fawzia Suliman as a director	99,99%	0,01%	68 458 358	78,80%	0,33%
2.1 To re-elect Ms Siobhan Cleary as a director	100%	0,00%	68 458 358	78,80%	0,33%
2.2 To re-elect Dr Leila Fourie as a director	100%	0,00%	68 456 358	78,80%	0,34%

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-appoint Ernst & Young Inc as the independent auditors of the Company for the ensuing year and Mr Kuben Moodley as the designated auditor for the ensuing year	99,85%	0,15%	68 456 358	78,80%	0,34%
4.1 To re-appoint Dr Suresh Kana to serve as a member and chairman of the Group Audit Committee	95,05%	4,95%	68 456 258	78,80%	0,34%
4.2 To re-appoint Ms Faith Khanyile to serve as a member of the Group Audit Committee	99,95%	0,05%	68 458 258	78,80%	0,33%
4.3 To re-appoint Ms Zarina Bassa to serve as a member of the Group Audit Committee	97,93%	2,07%	68 456 257	78,80%	0,34%
5 Authorisation for a director or Group Company Secretary of the Company to implement resolutions	99,99%	0,01%	68 459 915	78,80%	0,33%
6 Non-binding advisory vote on the remuneration policy of the Company	90,60%	9,40%	68 364 817	78,69%	0,44%

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						
7	Non-binding advisory vote on the implementation report as set out in the remuneration report of the Company	90,87%	9,13%	68 364 820	78,69%	0,44%
Special resolutions						
8	Special Resolution 1: General authority to repurchase shares	96,28%	3,72%	68 422 716	78,76%	0,37%
9	Special Resolution 2: General authority to provide financial assistance to subsidiaries in terms of sections 44 and 45 of the Companies Act	98,72%	1,28%	68 439 736	78,78%	0,35%
10	Special Resolution 3: Non-executive directors' emoluments for 2023	91,19%	8,81%	68 349 432	78,67%	0,46%

* 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.

Changes to directors' responsibilities

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

- Dr M. Matoane retired as an independent non-executive director, in accordance with the JSE's policy on non-executive director tenure, having served a 10-year term.
- Ms F Suliman was elected to the Board as an executive director, having been appointed as Group Chief Financial Officer on 9 January 2023.

Sandton

10 May 2023

Sponsor

RAND MERCHANT BANK (A division of FirstRand Bank Limited)