

RESULTS OF GENERAL MEETING

Shareholders are referred to the previous announcements released on SENS (the last of which was released on 26 August 2021) and to the circular issued to shareholders dated 26 August 2021 (the “**circular**”) relating to the proposed delisting of Zarclear from the Main Board of the JSE and A2X (the “**delisting**”) and offer by Zarclear to all of its shareholders to voluntarily tender for repurchase all, or only a portion, of their existing shareholding in the Company at an offer price of R4.60 per share, which offer will be made in compliance with the relevant provisions of the Companies Act 71 of 2008 (the “**Companies Act**”), the Takeover Regulations promulgated thereunder, the JSE Listings Requirements and the A2X Listings Requirements (the “**share repurchase offer**”).

Shareholders are advised that at the general meeting held on Monday, 27 September 2021 (the “**general meeting**”), all resolutions required to be passed by Zarclear shareholders in order to approve the share repurchase offer and delisting were passed by the requisite majority of shareholders. A further announcement regarding the fulfilment and/or waiver of the outstanding conditions precedent to the share repurchase offer and delisting will be released in due course.

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

- total number of Zarclear shares in issue at the date of the general meeting and that could have been voted at the general meeting for special resolution 1 and ordinary resolution 2: 226 065 696;
- total number of Zarclear shares that could have been voted at the general meeting for special resolution 2 and ordinary resolution 1: 51 799 480;
- total number of Zarclear shares that were present/represented at the general meeting in respect of special resolution 1 and ordinary resolution 2: 221 706 860; and
- total number of Zarclear shares that were present/represented at the general meeting in respect of special resolution 2 and ordinary resolution 1: 47 441 334.

Special resolution 1: Approval of the abrogation of the existing MOI in its entirety and the adoption of the new MOI

Shares voted*	For	Against	Abstentions [^]
221 706 860, being 98.07%	221 706 860, being 100.00%	-	-

Ordinary resolution 1: Authority to apply for the Company’s delisting on the JSE and A2X

Shares voted [#]	For	Against	Abstentions [^]
47 441 334, being 91.59%	47 441 334, being 100.00%	-	-

Special resolution 2: Approval of the share repurchase offer in terms of sections 48(8), 114(1)(e) and 115 of the Companies Act

Shares voted [#]	For	Against	Abstentions [^]
47 441 334, being 91.59%	47 441 334, being 100.00%	-	-

Ordinary resolution 2: Authority to give effect to resolutions

Shares voted*	For	Against	Abstentions [^]
221 706 860, being 98.07%	221 706 860, being 100.00%	-	-

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

shares voted (excluding abstentions) in relation to total shares in issue (excluding shares held by the excluded shareholders)

^ in relation to total shares in issue

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

27 September 2021

Corporate advisor and sponsor

JAVACAPITAL