
RESULTS OF GENERAL MEETING – ACQUISITION OF 1LIFE INSURANCE

1. INTRODUCTION

- 1.1. Shareholders are referred to the announcement released on SENS on 3 November 2023 wherein shareholders were advised that the Company had entered into an exchange of shares agreement with Telesure Investment Holdings Proprietary Limited (“TIH”), in terms of which the Company will acquire 100% of the issued share capital of 1Life Insurance (RF) Limited (“1Life”) held by TIH for a purchase consideration that will be settled through an issue of shares in Clientèle (“1Life Acquisition”).
- 1.2. Shareholders are further referred to the announcement released on SENS on Monday, 26 February 2024, regarding the distribution of the circular detailing the 1Life Acquisition (“Circular”), which Circular incorporated a notice convening a general meeting of shareholders for the purpose of considering and, if deemed fit, to pass, with or without modification, the resolutions contained therein.
- 1.3. Unless otherwise defined herein, capitalised words and terms contained in this announcement shall bear the meanings ascribed thereto in the Circular.

2. RESULTS OF GENERAL MEETING

- 2.1. Shareholders are hereby advised that the General Meeting of the Company was held at 08h00 today, 27 March 2024, physically at Clientèle’s offices at Building 7, Clientèle Office Park, C/O Alon & Rivonia Roads, Morningside, Johannesburg.
- 2.2. Shareholders are further advised that at the General Meeting all of the Resolutions were passed by the requisite majorities of the Company’s Shareholders.
- 2.3. Details of the results of the voting at the General Meeting are as follows:

Resolutions proposed at the General Meeting	Shares voted at the General Meeting (number)	Shares voted (%) ¹	Votes for resolution (%) ²	Votes against resolution (%) ²	Shares abstained (%) ¹
Special Resolution Number 1: Authority to allot and issue the Consideration Shares in terms of the Companies Act	313 951 344	93.62%	100.00%	0.00%	0.49%
Ordinary Resolution					

Number 1: Approval of the 1Life Acquisition in terms of JSE Listings Requirements	43 391 652	12.94%	100.00%	0.00%	0.49%
Ordinary Resolution Number 2: Election of Murray Raisbeck as a Director	313 951 344	93.62%	100.00%	0.00%	0.49%
Ordinary Resolution Number 3: Election of Thomas John Creamer as a Director	313 951 344	93.62%	100.00%	0.00%	0.49%

Notes:

1. As a percentage of the total number of Shares in issue as at the date of the General Meeting, which was 335 329 220 ordinary shares.
2. As a percentage of the total number of Shares voted at the General Meeting.
3. No resolutions were added or amended at the General Meeting.

Johannesburg
27 March 2024

Transaction sponsor
Valeo Capital (Pty) Limited

 Valeo Capital