

Invicta Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1966/002182/06)
Ordinary Share code: IVT Ordinary Share ISIN: ZAE000029773
Preference Share code: IVTP Preference Share ISIN: ZAE000173399
("Invicta" or "the Company")

RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that the voting results for the annual general meeting ("AGM") of Invicta held entirely through electronic communication on Tuesday, 13 September 2022 were as follows:

Resolution	Number of ordinary shares voted	As a percentage of ordinary shares in issue* (%)	For** (%)	Against** (%)	Abstained* (%)
Ordinary Resolution 1: Re-election of Christo Wiese as a director of the Company	84 304 501	80.50	98.10	1.90	0.03
Ordinary Resolution 2: Re-election of Frank Davidson as a director of the Company	84 304 501	80.50	99.99	0.01	0.03
Ordinary Resolution 3: Re-election of Jacob Wiese as a director of the Company	84 304 501	80.50	98.10	1.90	0.03
Ordinary Resolution 4: Election of Rashid Wally as member of the Audit Committee	84 334 335	80.53	99.84	0.16	0.00
Ordinary Resolution 5: Election of Frank Davidson as member of the Audit Committee	84 304 501	80.50	99.99	0.01	0.03
Ordinary Resolution 6: Election of Mpho Makwana as member of the Audit Committee	84 304 501	80.50	99.23	0.77	0.03
Ordinary Resolution 7: Re-appointment of Ernst & Young Inc. as independent auditors for the 2023 financial year	84 304 501	80.50	99.51	0.49	0.03
Ordinary Resolution 8: Placing the authorised but unissued shares under the control of the directors	84 304 501	80.50	73.44	26.56	0.03

Ordinary Resolution 9: Authorising the directors to issue shares for cash – limited to 5%	84 304 001	80.50	74.67	25.33	0.03
Ordinary Resolution 10: Non-binding advisory vote on the Company's Remuneration Policy	84 291 001	80.49	88.96	11.04	0.04
Ordinary Resolution 11: Non-binding advisory vote on the Company's Remuneration Implementation Report	84 291 001	80.49	90.15	9.85	0.04
Special Resolution 1.1: Approval of annual retainer fees for chairman of Invicta Board	84 291 501	80.49	99.99	0.01	0.04
Special Resolution 1.2: Approval of annual retainer fees for chairman of Invicta Audit Committee	84 291 001	80.49	99.99	0.01	0.04
Special Resolution 1.3: Approval of annual retainer fees for chairman of Invicta Remuneration Committee	84 291 001	80.49	99.99	0.01	0.04
Special Resolution 1.4: Approval of annual retainer fees for chairman of Invicta Investment Committee	84 291 001	80.49	99.99	0.01	0.04
Special Resolution 1.5: Approval of annual retainer fees for chairman of Invicta Social and Ethics Committee	84 291 001	80.49	99.99	0.01	0.04
Special Resolution 1.6: Approval of per meeting fee for chairman of Invicta Nomination Committee	84 289 501	80.48	99.99	0.01	0.04
Special Resolution 1.7: Approval of annual retainer fees for Invicta Board members	84 291 001	80.49	99.99	0.01	0.04
Special Resolution 1.8: Approval of annual retainer fees for Invicta Audit Committee members	84 334 335	80.53	99.94	0.06	0.00
Special Resolution 1.9:	84 291 001	80.49	99.99	0.01	0.04

Approval of annual retainer fees for Invicta Remuneration Committee members					
Special Resolution 1.10: Approval of annual retainer fees for Invicta Investment Committee members	84 291 001	80.49	99.99	0.01	0.04
Special Resolution 1.11: Approval of annual retainer fees for members of Invicta Social and Ethics Committee	84 291 001	80.49	99.99	0.01	0.04
Special Resolution 1.12: Approval of per meeting fee for Invicta Nomination Committee members	84 289 501	80.48	99.99	0.01	0.04
Special Resolution 1.13: Approval of annual retainer fees for Invicta South Africa Holdings (Pty) Ltd Board members	84 334 335	80.53	99.94	0.06	0.00
Special Resolution 2: General authority to repurchase ordinary shares	84 334 335	80.53	98.53	1.47	0.00
Special Resolution 3: General authority to repurchase preference shares	84 304 501	80.50	100.00	0.00	0.03
Special Resolution 4: Approval for the provision of financial assistance in terms of section 44(3)(a)(ii) of the Companies Act	84 303 001	80.50	99.40	0.60	0.03
Special Resolution 5: Approval for the provision of financial assistance in terms of section 45(3)(a)(ii) of the Companies Act	84 303 001	80.50	91.83	8.17	0.03

* Based on 104 727 070 shares in issue at the date of the AGM.

** In relation to the total number of shares voted at the AGM.

Based on the above voting results, all resolutions were passed by the requisite majority of Invicta shareholders represented at the AGM, except for Ordinary Resolution 9 (authorising the directors to issue shares for cash – limited to 5%) which did not obtain 75% approval as required in terms of JSE Listings Requirements.

13 September 2022

Sponsor

Nedbank Corporate and Investment Banking, a division of Nedbank Limited