

**Bowler Metcalf Limited****BOWLER METCALF LIMITED**

(Registration number 1972/005921/06)

Share code: BCF ISIN number: ZAE000030797

("the Company")

RESULTS OF ANNUAL GENERAL MEETING ("AGM") AND CONFIRMATION OF APPOINTMENT OF NEW AUDITORS

The Board of Directors ("**Board**") is pleased to announce the results of the Company's AGM held yesterday, Tuesday, 7 November 2023, where all the resolutions proposed at the AGM, as set out in the notice of AGM contained in the Company's integrated annual report for the year ended 30 June 2023, were passed by the requisite majority of shareholders present and voting, in person or by proxy.

The following information is provided:

Total number of issued ordinary shares:	74 703 569
Total number of ordinary shares represented at the meeting:	53 843 285
Total number of ordinary shares eligible to vote (excluding 5 926 325 treasury shares):	47 916 960
Percentage of total ordinary shares represented at the meeting:	72.08%

The resolutions proposed at the AGM, together with the percentage of votes carried for and against each resolution, are set out below:

Resolution	For (% of total votes cast)	Against (% of total votes cast)	Abstain (% of total issued share capital)	Total number of votes cast (excluding abstentions)
Ordinary resolution No 1: Approval of annual financial statements	47 916 960 100.00%	- 0.00%	- 0.00%	47 916 960 100.00%
Ordinary resolution No 2: Endorsement of remuneration policy	45 895 019 95.78%	2 021 941 4.22%	- 0.00%	47 916 960 100.00%
Ordinary resolution No 3: Endorsement of the implementation report of the remuneration policy	46 396 348 96.83%	1 520 612 3.17%	- 0.00%	47 916 960 100.00%
Ordinary resolution No 4: Re-Election of director – Mr Craig MacGillivray	47 253 460 98.62%	663 500 1.38%	- 0.00%	47 916 960 100.00%
Ordinary resolution No 5: Director's authority to negotiate and sign	47 910 960 99.99%	6 000 0.01%	- 0.00%	47 916 960 100.00%
Ordinary resolution No 6: Appointment of Moore's Cape Town Inc as auditors	46 985 219 98.06%	931 741 1.94%	- 0.00%	47 916 960 100.00%
Ordinary resolution No 7.1: Re-Election of Audit and Risk Committee member – Mr Craig MacGillivray	46 427 253 96.89%	1 489 707 3.11%	- 0.00%	47 916 960 100.00%
Ordinary resolution No 7.2: Appointment to Audit and Risk Committee member – Ms Sarah Sonnenberg	46 816 512 97.70%	1 100 448 2.30%	- 0.00%	47 916 960 100.00%

Ordinary resolution No 7.3: Re-Election of Audit and Risk Committee member – Ms Deborah van Duyn	46 159 012 96.33%	1 757 948 3.67%	- 0.00%	47 916 960 100.00%
Special resolution No 1: General authority to repurchase shares	47 084 753 98.26%	832 207 1.74%	- 0.00%	47 916 960 100.00%
Special resolution No 2: Provision of financial assistance	47 916 960 100.00%	- 0.00%	- 0.00%	47 916 960 100.00%
Special resolution No 3: Non-executive directors' fees	47 259 460 98.63%	657 500 1.37%	- 0.00%	47 916 960 100.00%

Confirmation of appointment of new auditors

As announced on SENS on 1 September 2023, while mandatory audit firm rotation is no longer a requirement, the Board subscribes to the underlying principles thereof and had engaged in a process of voluntary audit firm rotation. Accordingly, in terms of paragraph 3.78 of the Listings Requirements of the JSE Limited and following the approval of Ordinary Resolution 6 referred to above by the requisite majority of shareholders, the appointment of Moore Cape Town Inc. as the Company's new auditors, with Adele Smit as audit partner, with effect from 7 November 2023, is confirmed.

Cape Town

8 November 2023

Sponsor

AcaciaCap Proprietary Limited

