

FIRST MUTUAL

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NOTICE TO SHAREHOLDERS

ANNOUNCEMENT OF THE RESULTS OF VOTING AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FIRST MUTUAL HOLDINGS LIMITED HELD ON 31 AUGUST 2017

Shareholders are advised that all resolutions put to the vote at the Extraordinary General Meeting of the Company held on 31 August 2017 were passed with the requisite majorities, as tabulated below.

	Resolution	Result
1	<p>The Proposed NDIL Acquisition</p> <p>"That, the Company be and is hereby authorised, to acquire up to the entire issued share capital of NicosDiamond Insurance Limited ("NDIL") as follows:</p> <ul style="list-style-type: none">the Company will acquire from the National Social Security Authority ("NSSA"), up to 477,424,440 NDIL shares, representing 80.92% of the NDIL share capital at a consideration of 1 new FMHL ordinary share for every 5.02 NDIL ordinary shares held by NSSA and to issue and allot up to 95,104,470 new FMHL ordinary shares to NSSA with respect to the NDIL shares; andsubsequent to the acquisition of up to 80.92% of NDIL, the Company is further authorised to make a mandatory offer to the remaining 19.08% NDIL shareholders at terms and conditions to be determined by the Directors in line with prevailing market conditions".	Carried
2	<p>FMHL renounceable Rights Offer</p> <p>"That the Directors of the Company be and are hereby authorised to raise up to US\$17.25 million by way of a renounceable rights offer of 210,371,395 (two hundred and ten million three hundred and seventy one thousand three hundred and ninety five) new FMHL shares at a ratio of 44 new FMHL ordinary shares of a nominal value of US\$0.001 per share for every 100 FMHL ordinary shares of a nominal value of US\$0.001 per share held as of the FMHL Rights Offer Record date at a price of US8.20 cents and to issue and allot such shares as may be subscribed to pursuant to the Rights Offer to such Shareholders, their renounees, or the Underwriters".</p>	Carried
3	<p>Proposed Merger of NDIL and Tristar</p> <p>"That, subject to the passing of Resolution 1 (above), the Company be and is hereby authorised, to merge, subject to regulatory and any other necessary approvals, the operations of NDIL and TristarInsurance Company Limited ("Tristar") through the acquisition of Tristar by NDIL or any other appropriate mechanism".</p>	Carried
4	<p>Directors' Authority to give effect to the above Resolutions</p> <p>"That, the Directors of the Company be and are hereby authorised to do any and all such things as may generally be required or necessary to give effect to the above Resolutions".</p>	Carried

BY ORDER OF THE BOARD

S F Lorimer (Mrs)
Company Secretary
4 September 2017