

Imperial Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1946/021048/06)
Share code: IPL
ISIN: ZAE000067211
("Imperial" or "the Company")

APPORTIONMENT OF TAX COST FOR SOUTH AFRICAN TAX PURPOSES IN RESPECT OF THE UNBUNDLING OF MOTUS HOLDINGS LIMITED ("MOTUS")

1. Introduction

Shareholders of Imperial ("Shareholders") are referred to the finalisation announcement relating to the unbundling of Motus and the name change of Imperial Holdings Limited to Imperial Logistics Limited, released on the Stock Exchange News Service ("SENS") of the JSE Limited ("JSE") on 14 November 2018 ("the Unbundling") and the listing of MOTUS on the main board of the JSE on Thursday, 22 November 2018 ("the Listing").

Shareholders are hereby advised that the Unbundling was implemented in terms of section 46 of the Companies Act No 71 of 2008 and section 46 of the Income Tax Act No 58 of 1962 ("Income Tax Act").

The purpose of this announcement is to notify Shareholders of the apportionment ratio to be applied in determining the portion of their existing expenditure and/or market value (if relevant) in their Imperial ordinary shares to be allocated to the unbundled MOTUS ordinary shares whilst the balance of their existing expenditure and/or market value (if relevant) will remain attributable to the retained Imperial ordinary shares.

2. Apportionment tax principles

Shareholders are required to allocate their expenditure and/or market value (if relevant) in their Imperial ordinary shares held immediately before the Unbundling between the MOTUS ordinary shares received pursuant to the Unbundling and the Imperial ordinary shares held after the Unbundling.

Imperial ordinary shares held as trading stock: Any Imperial Shareholder holding Imperial ordinary shares as trading stock will be deemed to acquire the unbundled MOTUS ordinary shares as trading stock. The combined expenditure of such Imperial and MOTUS ordinary shares will be the amount taken into account by the Shareholder in respect of those Imperial ordinary shares, as contemplated in section 11(a), section 22(1), or section 22(2) of the Income Tax Act. The portion of the above combined expenditure to be allocated to the unbundled MOTUS ordinary shares will be determined by applying the ratio that the market value of the MOTUS ordinary shares bears to the sum of the market value of Imperial and MOTUS ordinary shares at the end of the date of Unbundling, being Thursday, 22 November 2018. The expenditure so allocated to the unbundled MOTUS ordinary shares will reduce the expenditure relating to the Imperial ordinary shares so retained.

Imperial shares held as capital assets: Any Shareholder holding Imperial ordinary shares as capital assets will be deemed to acquire the unbundled MOTUS ordinary shares as capital assets. The combined expenditure of such Imperial and MOTUS ordinary shares will be the original expenditure incurred in respect of the Imperial ordinary shares, in terms of paragraph 20 of the Eighth Schedule to the Income Tax Act, and where the Imperial

ordinary shares were acquired before October 1 2001, the expenditure and/or market value, as the case may be, adopted or determined as contemplated in paragraph 29 of the Eighth Schedule to the Income Tax Act. The portion of the above combined expenditure to be allocated to the unbundled MOTUS ordinary shares will be determined by applying the ratio that the expenditure and/or market value, as the case may be of the MOTUS ordinary shares bears to the sum of the expenditure and/or market value, as the case may be, of Imperial and MOTUS ordinary shares at the end of the date of Unbundling, being Thursday, 22 November 2018. The expenditure and market value, as the case may be, so allocated to the unbundled MOTUS ordinary shares will reduce the expenditure and market value of the Imperial ordinary shares that are retained.

Shareholders are advised to consult their own professional tax advisors should they have any queries regarding the taxation consequences of the Unbundling and the calculation of their costs for taxation purposes.

3. Apportionment ratio

Shareholders are hereby advised that the expenditure and market value, as the case may be, of their Imperial ordinary shares as referred to above must be apportioned in the ratio of 40.39941% to an Imperial ordinary share held after the Unbundling and 59.60059% to an unbundled MOTUS ordinary share ("Apportionment Ratios").

The Apportionment Ratios are based on the closing price of R57.25 per Imperial ordinary share and R84.46 per MOTUS ordinary share on Thursday, 22 November 2018, being the Unbundling date.

Johannesburg
23 November 2018

Joint financial advisor and transaction sponsor

The Standard Bank of South Africa Limited

Joint financial advisor

J.P. Morgan Chase Bank

Independent reporting accountants and auditors

Deloitte & Touche

Legal advisers as to South African law

Bowman Gilfillan Inc.
Tugendhaft Wapnick Banchetti and
Partners

Legal advisers as to US law
Freshfields Bruckhaus Deringer LLP

Independent Expert

PricewaterhouseCoopers Corporate
Finance