

## ELB GROUP LIMITED

Incorporated in the Republic of South Africa

(Registration number 1930/002553/06)

ISIN: ZAE000035101

JSE Code: ELR

("ELB" or "the Company")



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### FIRM INTENTION ANNOUNCEMENT BY ELB IN RESPECT OF AN OFFER TO SHAREHOLDERS TO REPURCHASE THEIR SHARES AND THE DELISTING OF ELB FROM THE JSE

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#### 1. Introduction

1.1 The board of directors of ELB (the "**Board**") has resolved to propose a transaction (the "**Transaction**") to shareholders incorporating:

1.1.1 an offer to all eligible ELB shareholders ("**Eligible Shareholders**"), being all shareholders ("**Shareholders**") except Apex Partners Holdings Proprietary Limited ("**Apex**"), to acquire all of their ordinary shares ("**Shares**") in the issued share capital of ELB ("**Scheme Shares**") for a cash consideration of R2.00 per Scheme Share ("**Scheme Consideration**"), in accordance with the provisions of sections 48 and 114(1)(e) of the Companies Act, No. 71 of 2008, as amended ("**Companies Act**") and paragraph 1.17(b) of the Listings Requirements of the JSE ("**Listings Requirements**"), by way of a scheme of arrangement ("**Scheme**"); and

1.1.2 separate to the Scheme, but concurrently with it, a conditional general offer ("**General Offer**") by ELB to the Eligible Shareholders, to acquire all of their Shares ("**General Offer Shares**") for a cash consideration of R2.00 per General Offer Share ("**General Offer Consideration**"), in accordance with the provisions of sections 48 and 117(1)(c)(v) of the Companies Act and paragraphs 1.15(c) and 5.69 of the Listings Requirements, which will be implemented only if the Scheme fails; and

1.1.3 the subsequent delisting of all of the issued shares in ELB from the securities exchange operated by the JSE Limited ("**JSE**"), in terms of paragraph 1.17(b) of the Listings Requirements ("**Delisting**"), pursuant to the implementation of the Scheme or, if the Scheme fails, pursuant to the Delisting Resolution (as defined in paragraph 4.3.3 below) being approved, and the General Offer being implemented.

1.2 The Scheme and the General Offer are proposed concurrently on the basis that the implementation of the General Offer will be conditional upon, amongst others, the Scheme not becoming operative. In the event that the Scheme becomes operative, the General Offer will lapse. Alternatively, if the Scheme does not become operative and the General Offer becomes wholly unconditional, the General Offer will be implemented.

1.3 The Delisting will occur if: (i) pursuant to paragraph 1.17(b) of the Listings Requirements, the Scheme becomes operative; or (ii) the General Offer becomes wholly unconditional and is implemented and the Delisting Resolution is approved by Shareholders.

1.4 The contents of this announcement ("**Firm Intention Announcement**") constitute a firm intention by ELB to make an offer to the Eligible Shareholders as contemplated in Chapter 5 of the Companies Act and Chapter 5 of the Companies Regulations, 2011, promulgated under the Companies Act (which includes the "**Takeover Regulations**" issued pursuant to sections 120 and 223 of the Companies Act) ("**Companies Regulations**").

1.5 ELB has constituted an independent board of directors of ELB ("**Independent Board**") for purposes of the Scheme and General Offer, including, evaluating the terms and conditions of the Scheme and General Offer and advising Shareholders thereon as required by the Takeover Regulations. The Independent Board comprises Ms R S Nkabinde, Ms B Makhunga and Mr J van Zyl.

1.6 In respect of the Scheme and the General Offer, the Board advises Shareholders of the following:

- 1.6.1 all members of the Board have indicated that, to the extent that they may vote on the requisite resolutions and/or participate in the Transaction, they will vote in favour of all resolutions and, to the extent that the General Offer will be implemented, accept the General Offer in respect of all ELB Shares that they may own and/or control;
- 1.6.2 a critical component of the Board's turnaround strategy includes a reduction of expenditure in relation to ELB and its subsidiaries (together "**ELB Group**"), including the costs and administrative burden associated with ELB's continued listing on the JSE; and
- 1.6.3 support has been received from significant voting Shareholders (as set out in paragraph 6 below) in respect of the Delisting who will vote in favour of all requisite resolutions.

1.7 The purpose of this Firm Intention Announcement is to advise Shareholders of the Transaction and specifically the terms and conditions of the Scheme and the General Offer.

## **2. Rationale for the Transaction**

- 2.1 Since the beginning of the year, ELB has undertaken a number of restructuring initiatives. However, despite the implementation of these initiatives, the ELB Group continues to face challenges, in particular in ELB Engineering Services where new business forecasts have not been achieved. This led to this business entering voluntary business rescue as announced on the Stock Exchange News Service of the JSE ("**SENS**") on 6 April 2020.
- 2.2 Furthermore, as a result of the ongoing downturn in the construction sector and the impact of the COVID-19 lockdown, the remaining ELB Group businesses are expected to be loss making in the current financial year and will require further external funding support.
- 2.3 In this context, the Board has resolved that ELB can no longer justify the costs and associated administrative burden of a JSE listing and furthermore will be better able to secure continued funding support for its operations in an unlisted environment.
- 2.4 As a result of the reduced size of the ELB Group, in terms of both operations and market capitalisation, ELB's Shares have become highly illiquid on the JSE and the Scheme or General Offer, as the case may be, is therefore also intended to provide Eligible Shareholders with an exit opportunity at a fair price, which may otherwise not be forthcoming in the current economic climate and in particular as it relates to the sectors in which the ELB Group operates.
- 2.5 The share buyback will cost ELB approximately R48 500 000, comprising the Scheme Consideration, or General Offer Consideration, as the case may be, plus estimated Transaction expenses.
- 2.6 The offer price of R2.00 per Share is a 66.67% premium to the closing price on the date preceding this Firm Intention Announcement and a 57.48% premium to the weighted average traded price over the 30 business days preceding the date of this Firm Intention Announcement.

## **3. Terms and Conditions of the Scheme**

The Scheme constitutes an "affected transaction" as defined in section 117(1)(c)(iii) of the Companies Act, and as such the Scheme is regulated by the Companies Act and the Companies Regulations. The salient terms of and other information pertaining to the Scheme are set out below:

### **3.1 Terms of the Scheme**

- 3.1.1 The Scheme will be proposed by the Board between ELB and the Eligible Shareholders.
- 3.1.2 The Scheme will be subject to the fulfilment of the Scheme Conditions Precedent set out in paragraph 3.3 below.

- 3.1.3 In the event that the Scheme becomes operative, the Eligible Shareholders, excluding those Shareholders who validly exercise their appraisal rights in accordance with section 164 of the Companies Act as a consequence of the approval of the Scheme and whose Shareholder rights have not been reinstated as envisaged in sections 164(9) and 164(10) of the Companies Act or who have not been ordered by any South African court of competent jurisdiction ("**Court**") to withdraw their demands in terms of section 164(15)(c)(v)(aa) of the Companies Act ("**Scheme Participants**"), will be deemed to have disposed of all of their Scheme Shares at the Scheme Consideration, such that ELB will acquire (and immediately cancel) all of the Scheme Shares previously held by the Scheme Participants.
- 3.1.4 Following implementation of the Scheme, the listing of all Shares on the JSE will be terminated in accordance with paragraph 1.17(b) of the Listings Requirements.

### 3.2 Scheme Consideration

The Scheme Participants shall receive the Scheme Consideration, in the amount of R2.00 per Scheme Share held by such Scheme Participant on the Scheme record date.

### 3.3 Scheme Conditions Precedent

- 3.3.1 The implementation of the Scheme is subject to the fulfilment or waiver, as the case may be, of the following conditions ("**Scheme Conditions Precedent**") by no later than 30 October 2020 ("**Longstop Date**"):
- 3.3.1.1 all approvals, consents or waivers from those South African regulatory authorities as may be necessary for ELB to implement the Scheme, including the Takeover Regulation Panel ("**TRP**") (by means of the issue of a compliance certificate in terms of section 121(b)(i) of the Companies Act), the South African Reserve Bank ("**SARB**") and the South African Competition Commission are obtained on an unconditional basis or, to the extent that any such regulatory approvals, consents or waivers are obtained subject to any condition or qualification, ELB (to the extent that it is adversely affected by the condition or qualification) confirms in writing that the condition or qualification is acceptable to it, which confirmation shall not be unreasonably withheld or delayed;
  - 3.3.1.2 all necessary Shareholder approvals and/or resolutions as may be necessary to give effect to the Scheme have been obtained, including, but not limited to, the special resolution at the general meeting of Shareholders ("**General Meeting**") in order to consider and, if deemed fit, pass, the special resolution in accordance with sections 48 and 115(2) of the Companies Act (the "**Scheme Resolution**");
  - 3.3.1.3 ELB has not elected to treat the Scheme Resolution as a nullity pursuant to section 115(5)(b) of the Companies Act;
  - 3.3.1.4 in the circumstances where ELB has not elected to treat the Scheme Resolution as a nullity pursuant to section 115(5)(b) of the Companies Act, a Court has granted its approval pursuant to section 115(3) of the Companies Act in circumstances where:
    - 3.3.1.4.1 the Scheme Resolution is opposed by 15% or more of the voting rights that were exercised in respect of the Scheme Resolution; and
    - 3.3.1.4.2 a Shareholder who voted against the Scheme Resolution requires ELB, within five business days after the vote, to seek Court approval pursuant to section 115(3)(a) of the Companies Act;
  - 3.3.1.5 no Shareholder who voted against the Scheme Resolution applies to Court within 10 business days after the vote for leave to apply for a review of the Scheme in accordance with the requirements of sections 115(3)(b) and 115(6) of the Companies Act;

- 3.3.1.6 ELB waives the Scheme Condition Precedent in paragraph 3.3.1.5 and the Court does not grant leave to any Shareholder to apply to Court for a review of the Scheme, as contemplated in sections 115(3)(b), 115(6) and 115(7) of the Companies Act;
- 3.3.1.7 ELB waives the Scheme Condition Precedent in paragraph 3.3.1.6 and the Court approves the Scheme Resolution pursuant to section 115(7) of the Companies Act; and
- 3.3.1.8 with regard to Shareholders entitled to and exercising their appraisal rights, either: (i) Shareholders give notice objecting to the Scheme as contemplated in section 164(3) of the Companies Act and vote against the Scheme at the relevant meeting in respect of less than or equal to 1% of all of the Scheme Shares; or (ii) if Shareholders give notice objecting to the Scheme and vote against the Scheme at the meeting in respect of more than 1% of all of the Scheme Shares, then, within the time period permitted in terms of the Companies Act, dissenting Shareholders have exercised appraisal rights, by giving valid demands in terms of sections 164(5) to 164(8) of the Companies Act, in respect of less than or equal to 1% of all the Scheme Shares, or not at all.
- 3.3.2 ELB shall be entitled to waive (in whole or in part) in writing any one or more of the Scheme Conditions Precedent stipulated in paragraphs 3.3.1.3, 3.3.1.4, 3.3.1.5, 3.3.1.6, 3.3.1.7 and 3.3.1.8. The remaining Scheme Conditions Precedent stipulated above are not capable of waiver. The Longstop Date may be extended by ELB, subject to any approval as may be required from the TRP. Any extension of the Longstop Date will be announced on SENS.

#### **4. Terms and Conditions of the General Offer**

##### **4.1 Terms of the General Offer**

- 4.1.1 Simultaneously with the Scheme, ELB will make a separate but concurrent General Offer, in terms of sections 48(8) and 117(1)(c)(v) of the Companies Act and paragraph 1.15(c) of the Listings Requirements, to the Eligible Shareholders, whereby each Eligible Shareholder will be entitled to elect whether or not to dispose of all of their General Offer Shares to ELB for the General Offer Consideration ("**General Offer Participants**").
- 4.1.2 For the avoidance of doubt, implementation of the General Offer will be conditional on, amongst others, the Scheme not becoming operative. In the event that the Scheme does become operative, the General Offer will lapse and be of no force and effect.
- 4.1.3 If the Scheme does not become operative and the General Offer becomes wholly unconditional and is implemented, then, subject to the passing of the Delisting Resolution (as defined below), the Delisting will be implemented in terms of paragraph 1.14 of the Listings Requirements and each General Offer Participant who elected to accept the General Offer will receive the General Offer Consideration in exchange for the General Offer Shares tendered and disposed of.
- 4.1.4 In the event that the General Offer becomes wholly unconditional and is implemented, ELB will acquire all the General Offer Shares tendered and previously held by the General Offer Participants who elect to accept the General Offer. The repurchase of the General Offer Shares by ELB will be subject to the acceptance of the General Offer and the provisions of section 124(1) of the Companies Act. In the event that the General Offer is implemented and accepted by Eligible Shareholders holding at least 90% of the General Offer Shares, ELB may, at its election, invoke the provisions of section 124(1) of the Companies Act, to compulsorily acquire all of the General Offer Shares not already tendered by the Eligible Shareholders.
- 4.1.5 If the Scheme does not become operative and the General Offer becomes wholly unconditional and is implemented, and ELB elects not to invoke the provisions of section 124(1) of the Companies Act, Eligible Shareholders who have not accepted the General Offer will remain Shareholders in ELB post the closing of the General Offer and the subsequent Delisting, and will therefore retain shares in ELB in an unlisted environment.

## 4.2 General Offer Consideration

General Offer Participants who elect to accept the General Offer shall receive the General Offer Consideration, in the amount of R2.00 per General Offer Share held by such General Offer Participant.

## 4.3 The General Offer Conditions Precedent

Implementation of the General Offer is subject to the fulfilment or waiver, as the case may be, of the following conditions ("**General Offer Conditions Precedent**") by no later than 30 October 2020:

- 4.3.1 the Scheme does not become operative due to the failure of one or more of the Scheme Conditions Precedent as stated above;
- 4.3.2 all necessary Shareholder approvals and/or resolutions as may be necessary to give effect to the General Offer (including the special resolution as required pursuant to sections 48(8) and 115(2)(a) of the Companies Act ("**Repurchase Resolution**") and the resolution to approve the General Offer as a specific repurchase in terms of paragraph 5.69(b) of the Listings Requirements ("**Specific Repurchase Resolution**") have been passed by the requisite majority of Shareholders at the General Meeting;
- 4.3.3 the Delisting resolution is adopted by the requisite majority of Shareholders at the General Meeting as contemplated in paragraphs 1.15(a) and 1.16 of the Listings Requirements ("**Delisting Resolution**");
- 4.3.4 ELB has not elected to treat the Repurchase Resolution as a nullity pursuant to section 115(5)(b) of the Companies Act;
- 4.3.5 in the circumstances where ELB has not elected to treat the Repurchase Resolution as a nullity pursuant to section 115(5)(b) of the Companies Act, a Court has granted its approval pursuant to section 115(3) of the Companies Act in circumstances where:
  - 4.3.5.1 the Repurchase Resolution is opposed by 15% or more of the voting rights that were exercised in respect of the Repurchase Resolution; and
  - 4.3.5.2 a Shareholder who voted against the Repurchase Resolution requires ELB, within five business days after the vote, to seek Court approval pursuant to section 115(3)(a) of the Companies Act;
- 4.3.6 no Shareholder who voted against the Repurchase Resolution applies to Court within 10 business days after the vote for leave to apply for a review of the General Offer in accordance with the requirements of sections 115(3)(b) and 115(6) of the Companies Act;
- 4.3.7 ELB waives the General Offer Condition Precedent in paragraph 4.3.1.6 and the Court does not grant leave to any Shareholder to apply to Court for a review of the General Offer, as contemplated in sections 115(3)(b), 115(6) and 115(7) of the Companies Act;
- 4.3.8 ELB waives the General Offer Condition Precedent in paragraph 4.3.1.7 and the Court approves the Repurchase Resolution pursuant to section 115(7) of the Companies Act;
- 4.3.9 with regard to Eligible Shareholders purportedly exercising their appraisal rights: (i) Shareholders give notice objecting to the General Offer as contemplated in section 164(3) of the Companies Act and vote against the Repurchase Resolution at the relevant meeting in respect of less than or equal to 1% of all of the General Offer Shares; or (ii) if Shareholders give notice objecting to the General Offer and vote against the Repurchase Resolution at the meeting in respect of more than 1% of all of the General Offer Shares, then, within the time period permitted in terms of the Companies Act, dissenting Shareholders have exercised appraisal rights, by giving valid demands in terms of sections 164(5) to 164(8) of the Companies Act, in respect of less than or equal to 1% of all the General Offer Shares, or not at all;

- 4.3.10 Eligible Shareholders accept the General Offer in respect of so many General Offer Shares as will result in ELB reacquiring more than 90% of the General Offer Shares, such that ELB can rely on the provisions of section 124 of the Companies Act; and
- 4.3.11 the receipt of all approvals, consents or waivers from those South African regulatory authorities as may be necessary for ELB to implement the General Offer and Delisting, including but not limited to the JSE and the TRP (by means of issue of a compliance certificate in terms of section 121(b)(i) of the Companies Act), the SARB and the South African Competition Commission on an unconditional basis or, to the extent that any such regulatory approvals, consents or waivers are obtained subject to any condition or qualification, ELB (to the extent that it is adversely affected by the condition or qualification) confirms in writing that the condition or qualification is acceptable to it, which confirmation shall not be unreasonably withheld or delayed.

#### **4.4 Waiver and extension of General Offer Conditions Precedent**

- 4.4.1 The General Offer Conditions Precedent set out in paragraphs 4.3.3, 4.3.4, 4.3.5, 4.3.6, 4.3.7, 4.3.8, 4.3.9 and 4.3.10 are capable of waiver by ELB, and the time and/or date for fulfilment or waiver of such General Offer Conditions Precedent may be extended by ELB as may be agreed between ELB and the TRP.
- 4.4.2 The General Offer Conditions Precedent set out in paragraphs 4.3.1, 4.3.2 and 4.3.11 are not capable of waiver but the time and/or date for fulfilment of these General Offer Conditions Precedent may be extended by ELB as may be agreed between ELB and the TRP.
- 4.4.3 An announcement will be released on SENS as soon as practicable after all the General Offer Conditions Precedent have been fulfilled or waived, if the General Offer Conditions Precedent are not fulfilled or waived timeously, or if the time and/or date for fulfilment or waiver of the General Offer Conditions Precedent is extended.

#### **5. Concert Parties**

- 5.1.1 For purposes of facilitating the Transaction, Apex has consented to be excluded from the operation of the Scheme and the General Offer (as applicable). Apex will, accordingly, abstain from voting on the Scheme Resolution and the Repurchase Resolution at the General Meeting.
- 5.1.2 As at the date of this Firm intention Announcement, Apex holds or controls, directly or indirectly, 19.6% of the Shares, excluding treasury shares or shares held by the employee scheme.
- 5.1.3 ELB and Apex are deemed to be concert parties in relation to the Transaction in terms of regulation 84 of the Takeover Regulations (by virtue of Apex being a company controlled by a director of ELB, being Charles Pettit) and have therefore made declarations in the required form to the TRP, as required by regulation 84(5) of the Takeover Regulations.

#### **6. Irrevocable Undertakings**

As at the date of this Firm Intention Announcement, the following Eligible Shareholders have provided irrevocable undertakings to vote their Shares, which are either held as principal or on behalf of clients, in favour of all the resolutions to be proposed at the General Meeting in respect of both the Scheme and the General Offer (and the Delisting) and such additional number of Shares as they may hold at the time of the General Meeting:

| <b>Name of Shareholder</b>    | <b>Number of Shares Held</b> | <b>% of Shares<sup>1</sup></b> | <b>% of Eligible Shares<sup>2</sup></b> |
|-------------------------------|------------------------------|--------------------------------|-----------------------------------------|
| Visio Fund Management Pty Ltd | 5 399 899                    | 19.0%                          | 23.6%                                   |
| Laurium Capital Pty Ltd       | 3 394 015                    | 11.9%                          | 14.8%                                   |
| Tanjo One Pty Ltd             | 3 294 612                    | 11.6%                          | 14.4%                                   |
| The Capital Incubator Pty Ltd | 1 175 000                    | 4.1%                           | 5.1%                                    |
| <b>Total</b>                  | <b>13 263 526</b>            | <b>46.6%</b>                   | <b>57.9%</b>                            |

- 1 Based on an outstanding number of ELB Shares in issue of 28 473 542, which excludes 4 029 352 treasury shares, as defined in the Listings Requirements.
- 2 Based on (1) above less 5 578 931 shares held by Apex which are excluded from the Transaction.

## 7. Solvency and Liquidity

The Board has concluded that ELB will: (i) satisfy the solvency and liquidity test contemplated in section 4 of the Companies Act immediately after completing the repurchase by ELB of the Scheme Shares in terms of the Scheme or the General Offer Shares in terms of the General Offer as required in terms of sections 48 of the Companies Act; and (ii) for purposes of paragraph 5.69(c) of the Listings Requirements, that after considering the effect of the repurchase, the provisions of sections 4 and 48 of the Companies Act have been complied with and that:

- 7.1 the Company and the ELB Group will be able, in the ordinary course of business, to pay its debts for a period of 12 months after the date of the approval of the Circular (as defined below);
- 7.2 the assets of the Company and the ELB Group will exceed the liabilities of the Company and the ELB Group for a period of 12 months after the date of the approval of the Circular (for this purpose the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements of the ELB Group which comply with the Companies Act and the Listings Requirements);
- 7.3 the share capital and reserves of the Company and the ELB Group will be adequate for ordinary business purposes for a period of 12 months after the date of the Circular;
- 7.4 the working capital of the Company and the ELB Group will be adequate for ordinary business purposes for a period of 12 months after the date of approval of the Circular; and
- 7.5 the Board will provide a resolution that it has authorised the repurchase, that the Company and the ELB Group have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the ELB Group.

## 8. Funding

In accordance with regulation 111(4) and 111(5) of the Takeover Regulations, ELB has procured from RMB, A Division of FirstRand Bank Limited, and has delivered to the TRP, an irrevocable, unconditional bank guarantee in respect of the maximum possible Scheme Consideration or General Offer Consideration, whichever is applicable.

## 9. Independent Expert and Fair and Reasonable Opinion

In accordance with paragraph 1.15(d) and, to the extent applicable, paragraph 5.69(e) of the Listings Requirements and section 114(2) of the Companies Act, Moore Advisory Johannesburg Pty Ltd has been appointed as the independent expert in terms of section 114(2) of the Companies Act, regulation 90 of the Companies Regulations and Schedule 5 to the Listings Requirements (“**Independent Expert**”) to provide the Board and the Independent Board with external advice in relation to the Scheme and the General Offer, in the form of an independent expert report as required in terms of section 114(3) of the Companies Act, a fair and reasonable opinion as required by and in compliance with the Takeover Regulations, and a fairness opinion as required by and in compliance with paragraph 1.15(d) and, to the extent applicable, paragraph 5.69(e) of the Listings Requirements, which is required to be fair from a JSE perspective should the Delisting Resolution and/or Specific Repurchase Resolution, respectively, be applicable, and will be made available to Shareholders in due course.

## 10. Board Support

All members of the Board have indicated that, to the extent that they may vote on and/or participate in the Transaction, they will vote in favour of all resolutions relating to the Scheme and General Offer (and the Delisting) and, if applicable, accept the General Offer, in respect of all of the Shares that they may own and/or control.

## 11. Responsibility Statement

- 11.1 The Independent Board and the Board, individually and collectively, accept full responsibility for the accuracy of the information contained in this Firm Intention Announcement which relates to ELB, the Scheme, the General Offer and the Delisting, and certify that, to the best of their knowledge and belief, such information is true and this Firm Intention Announcement does not omit any facts that would make any of the information false or misleading or would be likely to affect the importance of any information contained in this Firm Intention Announcement.
- 11.2 The Independent Board and the Board have made all reasonable enquiries to ascertain that no facts have been omitted and this Firm Intention Announcement contains all information required by law, the Companies Act and the Listings Requirements.

## 12. Offer Circular to Shareholders

- 12.1 A circular providing full details of the Scheme and the General Offer and containing a notice of the General Meeting, the report by the Independent Expert, the recommendations of the Independent Board and the Board, the salient dates and times relating to the Scheme, General Offer and the Delisting, and the necessary forms in order to effect the Scheme and General Offer, whichever is applicable ("**Circular**"), will be distributed to Shareholders on or about 14 August 2020.
- 12.2 The General Meeting will be held entirely via electronic facility/communication in terms of section 63(2)(a) of the Companies Act given the impact of COVID-19 on in-person meetings and is expected to be held on or about 15 September 2020. A further announcement setting out details to enable Shareholders or their proxies to access the electronic General Meeting will be published in due course.

## 13. Salient Dates and Times

At the date of this Firm Intention Announcement, the salient dates and times in relation to the Scheme and the General Offer are anticipated to be as follows:

| Action                                                                                                                                                                                                      | 2020                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
| General Offer opening date at 10:00 on                                                                                                                                                                      | Monday, 17 August     |
| Record date for Shareholders to be recorded in the register in order to be eligible to attend, participate in and vote at the General Meeting by close of trade on                                          | Friday, 4 September   |
| General Meeting to be held at 10:00 on                                                                                                                                                                      | Tuesday, 15 September |
| <b>SCHEME</b>                                                                                                                                                                                               |                       |
| <i>If the Scheme is approved by Shareholders at the General Meeting (refer to note 2 below):</i>                                                                                                            |                       |
| Finalisation announcement expected to be released on SENS on                                                                                                                                                | Friday, 16 October    |
| Expected last day to trade, being the last day to trade Shares on the JSE in order to be eligible to participate in the Scheme                                                                              | Tuesday, 27 October   |
| Suspension of listing of Shares on or about                                                                                                                                                                 | Wednesday, 28 October |
| Expected "Scheme Consideration Record Date", being the date on which Scheme Participants must be recorded in the register in order to be eligible to receive the Scheme Consideration, by close of trade on | Friday, 30 October    |
| Scheme operative date, and date of payment/crediting of Scheme Consideration, on or about (refer to note 4 below)                                                                                           | Monday, 2 November    |
| Termination of listing of Shares at the commencement of trade on or about                                                                                                                                   | Tuesday, 3 November   |
| <b>GENERAL OFFER</b>                                                                                                                                                                                        |                       |



|                                                                                                                    |                       |
|--------------------------------------------------------------------------------------------------------------------|-----------------------|
| If the Scheme does not become unconditional and the General Offer is implemented ( <i>refer to note 2 below</i> ): |                       |
| Finalisation announcement expected to be released on SENS on                                                       | Friday, 16 October    |
| First date on which the General Offer Consideration is expected to be paid ( <i>refer to note 5 below</i> )        | Tuesday, 27 October   |
| Expected last day to trade to take up the General Offer                                                            | Tuesday, 27 October   |
| Suspension of listing of Shares on or about                                                                        | Wednesday, 28 October |
| Expected General Offer record date                                                                                 | Friday, 30 October    |
| Expected General Offer closing date. Acceptance forms to be submitted by 12:00 on                                  | Friday, 30 October    |
| Last date on which the General Offer Consideration is expected to be paid/credited, on or about                    | Monday, 2 November    |
| Termination of listing of Shares at the commencement of trade on or about                                          | Tuesday, 3 November   |

#### Notes

1. All dates and times are local in South Africa, and are subject to change with the approval of the JSE and/or TRP to the extent required. Any change will be released on SENS.
2. The remainder of the dates and times applicable to the Scheme and General Offer, respectively, assume that no Court approval or review of the Scheme and Repurchase Resolution, as applicable, is required and will be confirmed in the finalisation announcement if the Scheme becomes unconditional or if the General Offer becomes unconditional (whichever is applicable).
3. Shareholders should note that as transactions in Shares are settled in the electronic settlement system used by Strate Proprietary Limited, settlement of trades takes place three business days after such trade.
4. The date of payment of the Scheme Consideration, which is expected to be Monday, 2 November 2020, in respect of dematerialised Shareholders and certificated Shareholders.
5. The date of payment of the General Offer Consideration, will take place within six business days of the later of the General Offer being declared wholly unconditional and acceptance of the General Offer by the General Offer Participant and in accordance with the Circular in respect of certificated Shareholders.

By order of the Board

Johannesburg  
1 July 2020

Transaction Sponsor  
Questco Proprietary Limited

Legal Advisor  
Webber Wentzel

Independent Expert  
Moore Advisory Johannesburg Pty Ltd