



Barloworld Limited
(Incorporated in the Republic of South Africa)
(Registration number 1918/000095/06)
(Income Tax Registration number 9000/051/71/5)
(Share code: BAW)
(JSE ISIN: ZAE000026639)
(Share code: BAWP)
(Bond issuer code: BIBAW)
(JSE ISIN: ZAE000026647)
(Namibian Stock Exchange share code: BWL)
("Barloworld" or the "Company")

Further update on the proposed acquisition of Tongaat Hulett Starch business and renewal of cautionary announcement

Shareholders are referred to the announcements dated 12 and 28 May 2020 and 4 June 2020 ("**update announcements**") regarding the update on the proposed acquisition of the Sale Business and the material adverse change ("**MAC**") notice delivered by KLL Group Proprietary Limited, a wholly owned subsidiary of Barloworld ("**KLL**" or "**Barloworld**"), to Tongaat Hulett Limited ("**THL**") in terms of the sale and purchase agreement pertaining to the proposed acquisition of the Sale Business (the "**SPA**") (the "**Transaction**").

Shareholders are reminded that the process to resolve the dispute as to whether a MAC has occurred continues and the appointment of the independent expert to adjudicate the MAC dispute is imminent. It is anticipated that the independent expert will deliver its opinion as to whether a MAC has occurred on or about 21 September 2020.

In the interim, Barloworld continues to perform its obligations in terms of the SPA. Approval of the Transaction by the Competition Commission of the Common Market for Eastern and Southern Africa (COMESA) was obtained without conditions on 8 June 2020. Barloworld has been advised that the Competition Tribunal of South Africa has, on 6 July 2020, approved the Transaction without conditions. Other suspensive conditions to the Transaction still remain to be fulfilled, including *inter alia* lender consents and the approval of the competition regulator in Indonesia.

Shareholders should note that the Transaction cannot complete until the MAC dispute is finally determined as it is a suspensive condition to the SPA that no MAC has occurred.

Barloworld will update shareholders in due course. Resultantly, shareholders are advised to continue to exercise caution when dealing in the Company's securities until a further announcement is made.

Sandton
7 July 2020

Financial Advisor and Transaction Sponsor
Absa Corporate and Investment Banking, a division of Absa Bank Limited



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