

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" or the "Group")

Closing of the acquisition of Wagner Asia Equipment LLC

1. Background

Shareholders are referred to the announcements released by the Company on SENS on 3 February 2020 and 17 July 2020, detailing the proposed acquisition of Wagner Asia Equipment LLC ("Wagner Asia Equipment").

Barloworld Mongolia Limited ("Purchaser"), an indirect wholly-owned subsidiary of Barloworld, entered into an agreement dated 31 January 2020, together with an addendum dated 17 July 2020, with Wagner Asia Group Limited ("Seller") and Wagner International LLC (acting as the Seller's guarantor) (together, the "Parties"), to purchase 100% of the issued share capital of Wagner Asia Equipment and 49% of the issued share capital of SGMS LLC ("Proposed Transaction").

2. Fulfilment of the final remaining condition precedent and closing of the Proposed Transaction

Shareholders are advised the last remaining condition precedent has been fulfilled and the Parties closed the Proposed Transaction on Tuesday, 1 September 2020 ("Closing Date") and the Purchaser paid an amount of USD168.1 million (ZAR2,847.4m¹) in cash to the Seller on the Closing Date, funded from existing offshore cash balances. A further potential "Earn-Out Payment" not exceeding USD30m (ZAR508.0m¹) may become payable by the Purchaser to the Seller over a maximum 4-year period subject to certain pre-agreed performance criteria.

Johannesburg
2 September 2020

Equity and Debt Sponsor:
Nedbank Corporate and Investment Banking, a division of Nedbank Limited

Legal Advisor:
Freshfields Bruckhaus Deringer

¹ Converted at the ZAR/USD exchange rate of 16.9345 on 31 August 2020, on Bloomberg, being the closing exchange rate on the business day before the Closing Date