

**Tongaat Hulett Limited**

(Incorporated in the Republic of South Africa)  
Registration number 1892/000610/06  
JSE Share Code: TON  
ISIN: ZAE000096541  
("THL")

**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")

**Implementation of the disposal by THL of its starch business to a wholly owned subsidiary of Barloworld**

Shareholders of THL and Barloworld are referred to the:

- various announcements regarding the proposed acquisition by KLL Group Proprietary Limited, a wholly-owned subsidiary of Barloworld, ("KLL Group") of the Tongaat Hulett starch business (the "Starch Business") from THL in terms of a sale and purchase agreement between THL, Barloworld and KLL Group (the "SPA"); and
- announcement of 5 October 2020 confirming the fulfilment or waiver of all the suspensive conditions in the SPA.

On 31 October 2020, THL delivered the Starch Business to KLL Group, and KLL Group paid an initial cash amount of ZAR4,986,184,000 (four billion nine hundred and eighty six million one hundred and eighty four thousand Rand) (the "Initial Amount"), being an estimate of the final purchase consideration based on financial position of the Starch Business at 30 September 2020.

An amount of ZAR4,536,184,000 (four billion five hundred and thirty-six million one hundred and eighty-four thousand Rand) has been paid to THL's lenders in reduction of THL's South African debt. The balance of ZAR450,000,000 (four hundred and fifty million Rand) has been paid into an escrow account to cater for the possibility of claims being made by KLL Group against THL under the warranties or other provisions of the SPA. Once the 31 October 2020 closing accounts have been finalised, and the final purchase consideration determined:

- a further payment will need to be made by KLL Group if the final purchase consideration exceeds the Initial Amount; or
- a payment will need to be made by THL to KLL Group if the Initial Amount exceeds the final purchase consideration.

Sandton  
2 November 2020

**Financial Adviser and Transaction Sponsor to THL**  
PricewaterhouseCoopers Corporate Finance Proprietary Limited



**Legal Adviser to THL**  
Bowmans



**Financial Adviser and Transaction Sponsor to Barloworld**  
Absa Corporate and Investment Banking, a division of Absa Bank Limited



**Legal Advisor to Barloworld**  
DLA Piper Advisory Services Proprietary Limited



**JSE Equity and Debt Sponsor to Barloworld**  
Nedbank Corporate and Investment Banking, a division of Nedbank Limited

