

UNICORN CAPITAL PARTNERS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1992/001973/06)
Share code: UCP
ISIN: ZAE000244745
("UCP" or "the Company")



AFRIMAT LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2006/022534/06)
Share code: AFT
ISIN: ZAE000086302
("Afrimat")



CASH VALUE OF FRACTIONAL ENTITLEMENTS TO AFRIMAT CONSIDERATION SHARES PURSUANT TO THE SCHEME

Shareholders are referred to the finalisation announcement by UCP and Afrimat on SENS on 1 December 2020, regarding an offer by Afrimat to acquire all the ordinary shares in UCP not already held by Afrimat (or by its subsidiaries) or by subsidiaries of UCP, by way of a scheme of arrangement ("**Scheme**") in terms of section 114 of the Companies Act, No. 71 of 2008 and to the circular, detailing the Scheme, which was distributed to UCP shareholders on 9 September 2020 ("**Circular**").

Capitalised terms used below and that are not otherwise defined, bear the meanings ascribed to them in the Circular.

As set out in the Circular, Scheme Participants will receive the Scheme Consideration of 1 Afrimat Share for every 280 UCP Scheme Shares held by them on the Scheme Consideration Record Date, being Friday, 11 December 2020.

As indicated in paragraph 4.4 of the Circular, only whole numbers of Afrimat Shares will be issued in terms of the Scheme on the Scheme Implementation Date, and where a Scheme Participant's entitlement to the Scheme Consideration gives rise to a fraction of a Consideration Share, such fraction will be rounded down to the nearest whole number, resulting in allocations of whole Consideration Shares and a cash payment for the fraction to the Scheme Participants.

In accordance with the JSE Listings Requirements, the weighted average traded price ("**VWAP**") for a Consideration Share on Wednesday, 9 December 2020 (being the Scheme LDT of Tuesday, 8 December 2020 plus one Business Day) less 10% will be used to calculate the cash value applicable to the respective fractions of Consideration Shares to be paid to the applicable Scheme Participants.

The VWAP of an Afrimat Share traded on the JSE on Wednesday, 9 December 2020 was 4340.40852 cents per share. This amount, discounted by 10%, is 3906.36767 cents per share, which amount will be used to determine the cash payment for the fractional entitlements.

The fractional entitlements will be delivered in aggregate to each CSDP and they will be responsible for the payment of the cash fractional payment to Scheme Participants, in the

manner contemplated in the Circular, which will be funded through the disposal of the fractional entitlements in the market, with Afrimat being liable for any shortfall.

Certificated UCP Shareholders whose bank account details are not held by the Transfer Secretaries, are requested to provide such details to the Transfer Secretaries to enable payment of the cash amount due for the aforementioned fraction of a Consideration Share. Should no details be on record, the funds will be held by the Transfer Secretaries on behalf of UCP in trust until such time as the details have been provided and the cash fraction will thereafter be paid to a Scheme Participant upon its request without interest, provided that such funds shall be held by Computershare on behalf of UCP in trust until lawfully claimed by such Scheme Participant, or until the Scheme Participant's claim to such funds has prescribed in terms of the applicable laws of prescription.

UCP Shareholders are informed that, as far as the tax implications of the cash payment of the fractional entitlements are concerned, the receipt of the cash payment will not be subject to dividend withholding tax.

The above is a general guide and is not intended to constitute a complete analysis of the taxation consequences of the cash payment of fractional entitlements in terms of South African taxation law. It is not intended to be, nor should it be considered as legal or taxation advice and shareholders are advised to seek their own tax advice from an independent tax adviser. UCP, Afrimat and their advisers cannot be held responsible for the taxation consequences that the Scheme may have on individual shareholders and therefore shareholders are advised to consult their own tax advisers if they are in any doubt about their tax position.

The independent board of UCP accepts responsibility for the information contained in this announcement which relates to UCP and confirms that, to the best of its knowledge and belief, such information which relates to UCP is true and this announcement does not omit anything likely to affect the importance of such information.

The board of directors of Afrimat accepts responsibility for the information contained in this announcement which relates to Afrimat and confirms that, to the best of its knowledge and belief, such information which relates to Afrimat is true and this announcement does not omit anything likely to affect the importance of such information.

10 December 2020

Transaction Advisor to Afrimat and
Transaction Sponsor



PSG CAPITAL

Sponsor to UCP



Transaction Advisor to UCP

