

LONG4LIFE LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2016/216015/06)
Share code: L4L ISIN: ZAE000243119
("Long4Life" or "the Company")

PROJECT OXYGEN BIDCO PROPRIETARY LIMITED
Incorporated in the Republic of South Africa
(Registration number 2021/104878/07)
("OMPE Bidco")

POSTING OF CIRCULAR AND NOTICE OF GENERAL MEETING

Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings ascribed thereto in the Circular.

1. INTRODUCTION

Shareholders are referred to the joint firm intention announcement published by Long4Life and OMPE Bidco on SENS on 20 December 2021 regarding OMPE Bidco's firm intention to make an offer, to be implemented by way of a scheme of arrangement in accordance with section 114 of the Companies Act, to acquire all of the issued ordinary Shares in the capital of Long4Life, save for the Treasury Shares, at R6.20 per Share (subject to any potential adjustments as outlined in paragraphs 5.6 to 5.8 of the Circular).

2. POSTING OF CIRCULAR

Shareholders are advised that the Circular containing, *inter alia*, further details of the Scheme and a notice of general meeting to be held for purposes of, *inter alia*, considering and, if deemed fit, passing the special resolution required to approve the Scheme was posted to Shareholders today, Monday, 31 January 2022.

3. NOTICE CONVENING THE GENERAL MEETING

Notice is hereby given that a meeting of the Long4Life Shareholders will be held at 09h00 on Monday, 28 February 2022 at 7th Floor, Rosebank Towers, 13 –15 Biermann Avenue, Rosebank, Johannesburg, as well as virtually via a remote interactive electronic platform, for the purpose of considering, and, if deemed fit, passing, with or without modification, the Resolutions set out in the notice convening the General Meeting.

Although Shareholders are allowed to attend, participate in and vote at the General Meeting, Shareholders are encouraged to make use of the electronic platform and proxies for purposes of attending, participating in and voting at the General Meeting due to COVID-19.

The Circular is available in English only. Copies of the Circular may be obtained during normal business hours from the registered office of Long4Life at 7th Floor, Rosebank Towers, 13 –15 Biermann Avenue, Rosebank, Johannesburg and on the website of Long4Life at <https://www.long4life.co.za/> from the date of posting of the Circular up to and including the Operative Date.

4. IMPORTANT DATES AND TIMES RELATING TO THE SCHEME

	2022
Record date to determine which Long4Life Shareholders are eligible to receive the Circular	Friday, 21 January
Circular posted to Long4Life Shareholders and detailed notice convening the General Meeting published on SENS on	Monday, 31 January
Notice of posting of the Circular and notice of General Meeting published in the South African press on	Tuesday, 1 February
Last day to trade Long4Life Shares in order to be recorded in the Register to attend, participate and vote at the General Meeting (refer to note 3 below)	Tuesday, 15 February
Record date for Long4Life 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, 18 February
Last day and time Shareholders are requested to lodge Forms of Proxy with the Transfer Secretaries by 09:00 on (refer to note 4 below). Forms of Proxy may be provided at any time before the proxy exercises any rights of the Long4Life Shareholder at the General Meeting	Thursday, 24 February
Last date for Long4Life Shareholders to give notice to Long4Life of their objections to the Scheme Special Resolution in terms of section 164(3) of the Companies Act by no later than 09:00 on	Monday, 28 February
General Meeting to be held at 09:00 on	Monday, 28 February
Results of the General Meeting released on SENS on or about	Monday, 28 February
Results of General Meeting published in the South African press on or about	Tuesday, 1 March
<i>If the Scheme is approved by Long4Life Shareholders at the General Meeting:</i>	
Last day for Shareholders who voted against the Scheme to require Long4Life to seek Court approval for the Scheme in terms of section 115(3)(a) of the Companies Act, if at least 15% of the total votes of Shareholders at the General Meeting were exercised against the Scheme	Monday, 7 March
Last date on which Long4Life Shareholders who voted against the Scheme may apply to Court to be granted leave by a Court for a review of the Scheme in terms of section 115(3)(b) of the Companies Act	Monday, 14 March
Last date for Long4Life to give notice of adoption of the Scheme Special Resolution approving the Scheme to Dissenting	Monday, 14 March

Shareholders in accordance with section 164(4) of the Companies Act	
<i>The following dates assume that no Court approval or review of the Scheme is required and will be confirmed in the finalisation announcement if the Scheme becomes unconditional</i>	
Finalisation announcement with regard to the Scheme published on SENS (assuming no Shareholder exercises their right in terms of section 115(3)(a) or section 115(3)(b) of the Companies Act) expected to be on or about	Tuesday, 31 May
Finalisation announcement published in the South African press expected to be on or about	Wednesday, 1 June
Expected last day to trade, being the last day to trade Long4Life Shares on the JSE in order to participate in the Scheme	Tuesday, 7 June
Expected suspension of listing of Long4Life Shares on the JSE at the commencement of trade	Wednesday, 8 June
Expected Scheme Consideration Record date, being the date on which Scheme Participants must be recorded in the register to receive the Scheme Consideration, by close of trade	Friday, 10 June
Form of Surrender and Transfer to be lodged with the Transfer Secretaries by 12:00 on	Friday, 10 June
Expected Operative Date on	Monday, 13 June
Scheme Consideration expected to be sent by EFT to Scheme Participants who are Certificated Long4Life Shareholders and who have lodged their Form of Surrender and Transfer with the Transfer Secretaries on or prior to 12:00 on the Scheme Consideration Record Date, on	Monday, 13 June
Dematerialised Scheme Participants expected to have their accounts (held at their CSDP or Broker) credited with the Scheme Consideration on	Monday, 13 June
Expected Date for termination of the listing of Long4Life Shares in terms of the Scheme and the Delisting at the commencement of trade on the JSE	Tuesday, 14 June

Notes:

1. All of the above dates and times are subject to change, with the approval of the JSE and/or TRP, if required. The dates have been determined based on certain assumptions regarding the dates by which certain regulatory approvals including, but not limited to, that of the JSE, competition authorities and TRP, will be obtained and that no Court approval or review of the Scheme will be required. Any change will be released on SENS and published in the South African press.
2. Shareholders are referred to paragraph **Error! Reference source not found.** of the Circular (which contains a summary of Dissenting Shareholders' Appraisal Rights in respect of the Scheme) regarding timing considerations relating to the Appraisal Rights afforded to Shareholders.

3. Shareholders should note that, as transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three Business Days after such trade. Therefore, persons who acquire Shares after close of trade on Tuesday, 15 February 2022 will not be eligible to attend, participate and vote at the General Meeting, but will, provided that the Scheme is approved and that they acquire Long4Life Shares on or prior to the Scheme Last Day to Trade (expected to be Tuesday, 7 June 2022), participate in the Scheme.
4. For administrative purposes, Forms of Proxy are requested to be submitted so as to reach the Transfer Secretaries by no later than 48 hours (excluding Saturdays, Sundays and official public holidays) before the General Meeting (or any adjourned or postponed General Meeting).
5. If the General Meeting is adjourned or postponed, Forms of Proxy submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.
6. All times given in the Circular / this announcement are local times in the South Africa.
7. If the Scheme becomes operative, Share certificates may not be Dematerialised or rematerialised after the Scheme Last Day to Trade.
8. Should sufficient Long4Life Shareholders vote against the Scheme Special Resolution at the General Meeting so that a Shareholder may require Long4Life to obtain Court approval regarding the Scheme Special Resolution as contemplated in section 115(3)(a) of the Companies Act, and if a Shareholder in fact delivers such a request, the dates and times set out above will need to be amended. Shareholders will be notified separately of the applicable dates and times under this process.
9. If any Shareholder who votes against the Scheme Special Resolution exercises its rights in terms of section 115(3)(b) of the Companies Act and applies to Court for a review of the Scheme, the dates and times set out above will need to be amended. Long4Life Shareholders will be notified separately of the applicable dates and times under this process.

5. RESPONSIBILITY STATEMENTS

The Long4Life Independent Board accepts responsibility for the information contained in this announcement and certifies that, to the best of the Long4Life Independent Board's knowledge and belief, such information is true and this announcement does not omit anything likely to affect the importance of the information included.

OMPE Bidco accepts responsibility for the accuracy of the information contained in this announcement and certifies that, to the best of its knowledge and belief, such information is true and this announcement does not omit anything likely to affect the importance of such information

Johannesburg
31 January 2022

Financial adviser and Transaction Sponsor to Long4Life
Investec Bank Limited

Legal adviser to Long4Life
Werksmans Attorneys

Financial adviser to OMPE and OMPE Bidco and sole funder to OMPE Bidco
Rand Merchant Bank (a division of FirstRand Bank Limited)

Legal adviser to OMPE and OMPE Bidco
Cliffe Dekker Hofmeyr Inc.

Independent Expert
PSG Capital