

## ZEDER INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2006/019240/06)

Share code: ZED

ISIN: ZAE000088431

LEI: 37890022AF5FD117D649

("the Company" or "Zeder")



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## FINALISATION ANNOUNCEMENT IN RESPECT OF THE ZEDER UNBUNDLING

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Shareholders are referred to the announcement released by the Company on the Stock Exchange News Service ("SENS") on 28 February 2022 ("**Declaration Announcement**") regarding the unbundling of the Company's shareholding in Kaap Agri Limited ("**Kaap Agri**") ("**Zeder Unbundling**"). In particular, the Company intends to unbundle 31 286 956 Kaap Agri no par value ordinary shares ("**Kaap Agri Distribution Shares**"), comprising approximately 42.2% of the total issued share capital of Kaap Agri, to shareholders of Zeder ("**Shareholders**") by way of a *pro rata* distribution *in specie*, in the ratio of 1 Kaap Agri share for every 49.22692 Zeder shares held by Shareholders on the record date of the Zeder Unbundling ("**Zeder Unbundling Record Date**") ("**Distribution Ratio**").

Terms appearing in title case and that are not otherwise defined herein, shall bear the meanings ascribed to those terms in the Declaration Announcement.

Zeder is pleased to announce that the required exchange control approval for the declaration of the distribution *in specie* in terms of the Zeder Unbundling has been obtained from the Financial Surveillance Department of the South African Reserve Bank and that, accordingly, the Zeder Unbundling Condition (as defined in the Declaration Announcement) has now been fulfilled.

Accordingly, the salient dates for the Zeder Unbundling, as set out in the Declaration Announcement have been amended and accelerated. The relevant dates are set out below:

### 2022

Last day to trade in Zeder shares in order to be recorded in the securities register of Zeder to participate in the Zeder Unbundling	Tuesday, 29 March
Trading ex entitlement to participate in the Zeder Unbundling to commence on	Wednesday, 30 March
Announcement in respect of the apportionment of base cost and market value of shares (for tax purposes) as well as cash value of fractional entitlements applicable to the Zeder Unbundling to occur by 11:00 a.m. on	Thursday, 31 March
Zeder Unbundling Record Date on	Friday, 1 April
Announcement of Zeder's closing share price to occur after market close on the Zeder Unbundling Record Date on	Friday, 1 April
Implementation of Zeder Unbundling (CSDP or Broker accounts updated to reflect the Kaap Agri Distribution Shares, alternatively, statements of allocation issued in respect of applicable Kaap Agri Distribution Shares)	Monday, 4 April

Note:

- (i) Share certificates may not be dematerialised or rematerialised between Wednesday, 30 March 2022 and Friday, 1 April 2022, both dates inclusive.

Shareholders are referred, *inter alia*, to paragraphs 3.2, 3.3, 3.4, 3.5 and 3.7 of the Declaration Announcement, dealing with the implementation of the Zeder Unbundling, the treatment of fractional entitlements, tax considerations in relation to the Zeder Unbundling and related aspects.

Shareholders are also referred to the disclaimers included in the Declaration Announcement, which apply equally to this announcement.

## Exchange Control

The Exchange Control Regulations provide for restrictions on the exportation of capital from the Common Monetary Area. The Common Monetary Area consists of South Africa, the Republic of Namibia and the Kingdoms of Lesotho and eSwatini. Transactions between residents of the countries comprising the Common Monetary Area and foreigners are subject to Exchange Control Regulations provisions, which are administered by the South African Reserve Bank ("**SARB**").

Various reforms have been made to the Exchange Control Regulations with a view to relax the rules pertaining to foreign investments. A considerable degree of flexibility is built into the system and the SARB has substantial discretionary powers in approving or rejecting a specific application that has been submitted through an authorised dealer in foreign exchange appointed by the SARB ("**Authorised Dealer**"). The relaxations of the provisions of the Exchange Control Regulations are contained in the Currency and Exchanges Manual for Authorised Dealers ("**AD Manual**").

It was announced in the 2020 Budget that the Exchange Control Regulations will be replaced by a new capital flow management flow framework and regulations. Previously a distinction was made between residents, non-residents and emigrants. The concept of "emigration" as recognised by SARB is being phased out with effect from 1 March 2021. Exchange Control Circular 6/2021 dated 26 February 2021 and 8/2021 dated 21 May 2021 set out the changes in relation to emigrants with effect from 1 March 2021. From this date natural person residents and natural person emigrants are treated identically. The process of blocking an emigrant's remaining assets fell away and is treated as normal fund transfers in line with any other foreign capital allowance transfer. Authorised Dealers can now allow the transfer of assets of an emigrant abroad provided the natural person has ceased to be a resident of South Africa, has obtained a tax compliance status confirmation from SARS and is tax compliant upon verification of such confirmation. To ensure a smooth transition from the previous framework to the new framework, natural persons that applied to emigrate under the previous framework by obtaining an MP336(b) form that was attested to by an Authorised Dealer on or before 28 February 2021, will be dealt with under the previous framework should their emigration applications have been approved on or before 28 February 2021. Shareholders of Zeder should consult their relevant Authorised Dealer should they be unsure of their status or the way in which they need to deal with the Kaap Agri Distribution Shares.

In the context of securities control with regard to natural persons, it will continue to apply until discussions with various stakeholders have been finalised. There are no restrictions on the part of residents to receive their Kaap Agri Distribution Shares.

With reference to non-residents, generally in the case of dematerialised shares, the Kaap Agri Distribution Shares will be credited directly to the share account of the relevant CSDP or broker controlling their portfolios and an appropriate electronic entry will be made in the relevant register reflecting a “non-resident” endorsement. A similar process applies to Kaap Agri Distribution Shares held by emigrants as these shares will be credited to the emigrant’s share account of the relevant CSDP or broker controlling their remaining portfolios and a similar electronic entry will be made in the relevant register reflecting a “non-resident” endorsement (which may be held to the order of the Authorised Dealer concerned under whose auspices the person’s remaining assets are held, should it be relevant in the case of emigrants).

In the case of certificated shares held by non-residents, the Kaap Agri Distribution Shares will be endorsed non-resident. In the case of emigrants the share certificates will equally be endorsed “non-resident” (to be deposited with the Authorised Dealer under whose auspices the remaining assets are held in appropriate cases in the case of an emigrant or where the Zeder shares have been restrictively endorsed, it being noted that it would be up to the relevant shareholder to notify the Authorised Dealer).

Generally the CSDP or the broker will ensure that all requirements of the Exchange Control Regulations will be adhered to in respect of their clients, whether the shares are held in dematerialised or certificated format.

Stellenbosch  
22 March 2022

Transaction Advisor and Sponsor  
PSG Capital



Independent Joint Sponsor  
Tamela Holdings

