

FIRSTRAND LIMITED

Incorporated in the Republic of South Africa

(Registration number 1966/010753/06)

JSE share code: FSR

ISIN: ZAE000066304

JSE B preference share code: FSRP

ISIN: ZAE000060141

NSX share code: FST

LEI: 529900XYOP8CUZU7R671

(FirstRand or the group)

DISTRIBUTION OF CIRCULAR AND NOTICE OF SHAREHOLDERS' MEETINGS IN RESPECT OF THE OFFER TO FIRSTRAND PREFERENCE SHAREHOLDERS TO ACQUIRE ALL OF THEIR "B" VARIABLE RATE NON-CUMULATIVE, NON-REDEEMABLE PREFERENCE SHARES, TO BE IMPLEMENTED BY WAY OF A SCHEME OF ARRANGEMENT OR A STANDBY GENERAL OFFER

Unless otherwise defined in this announcement, words and expressions contained herein shall have the same meanings as assigned to them in the firm intention announcement released on the Stock Exchange News Service (SENS) on Friday, 8 July 2022.

1. INTRODUCTION

- 1.1. Shareholders are referred to the firm intention announcement published on SENS on Friday, 8 July 2022 in which they were advised that the FirstRand board had resolved to make an offer for the proposed repurchase of all of the "B" variable rate non-cumulative, non-redeemable preference shares (**Preference Shares**) issued, being 45 000 000 Preference Shares, by FirstRand by way of two alternative but concurrent offers, comprising:
 - 1.1.1. a scheme of arrangement (**Scheme**) in terms of section 114(1), read with section 115(2)(a), of the Companies Act, in terms of which, if the Scheme becomes operative, FirstRand will repurchase all the Scheme Shares for a cash consideration per Scheme Share of ZAR100 plus the *Pro Rata* Preference Dividend Amount (in aggregate the **Scheme Consideration**), and the subsequent delisting of the Scheme Shares from the Main Board of the JSE and the cancellation thereof as issued shares of FirstRand; or
 - 1.1.2. if the Scheme does not become operative, a general offer by FirstRand to the Eligible Shareholders in terms of which FirstRand will offer, in terms of section 48 (read with the requirements of sections 114 and 115) of the Companies Act, to repurchase all of the Preference Shares held by the Eligible Shareholders for a cash consideration per Preference Share of ZAR100 plus the *Pro Rata* Preference Dividend Amount (in aggregate the **Standby Offer Consideration**), and the subsequent delisting of only those Preference Shares that are repurchased from the Main Board of the JSE and the cancellation thereof as issued shares of FirstRand.
- 1.2. Following the implementation of the Basel III framework, the Preference Shares no longer qualify as regulatory capital since 1 January 2022. It is FirstRand's view that the Preference Shares are also unlikely to qualify as first loss after capital instruments once current proposals have been incorporated into prudential standards. As a result, FirstRand does not consider it appropriate to continue to have the Preference Shares as part of its issued share capital structure.

2. DISTRIBUTION OF THE CIRCULAR AND NOTICES CONVENING THE GENERAL MEETING AND THE MEETING OF PREFERENCE SHAREHOLDERS

- 2.1. The Circular, providing full details of the Scheme and the Standby Offer and containing, *inter alia*, notices of a general meeting of the Preference Shareholders and ordinary shareholders of FirstRand (**Ordinary Shareholders**) (**General Meeting**) and a meeting of the Preference Shareholders (**Meeting of Preference Shareholders**) (collectively, **Meetings**), the Independent Expert's Report, the recommendations of the Independent Board, the salient dates and times relating to the Scheme and the Standby Offer, and the necessary forms in order to effect the Scheme and the Standby Offer, was distributed to Shareholders today, Monday, 11 July 2022.
- 2.2. The Circular containing, *inter alia*, the notices of the general and preferences shareholders meeting, is also available on FirstRand's website: <https://www.firstrand.co.za/investors/other-shareholder-documents/>.

3. ELECTRONIC PARTICIPATION

- 3.1. The Company has chosen to conduct the Meetings entirely by electronic communication.

- 3.2. The electronic meeting facilities will allow the Ordinary Shareholders and the Preference Shareholders (collectively, **Shareholders**) (in respect of the General Meeting) and the Preference Shareholders (in respect of the Meeting of Preference Shareholders) to communicate concurrently with any participants at the relevant Meeting without an intermediary and to participate reasonably effectively in the Meetings. Voting via the electronic facility will be the only method available to vote at the Meetings. FirstRand has retained the services of Computershare virtual meeting platform to host the Meetings on an interactive electronic platform to facilitate remote participation and voting using a smartphone, tablet or computer.
- 3.3. Should Shareholders wish to participate in the Meetings, they will be required to pre-register their personal details by registering online at <https://meetnow.global/za> by no later than 09h00 on Tuesday, 23 August 2022 for the general meeting and by no later than 09h30 on Tuesday, 23 August 2022 for the meeting of preference shareholders. Registrations will still be accepted up until commencement of the meetings but will be subject to a vetting and verification process which may delay the Shareholder's receipt of login credentials.

Full details regarding registration and participation are provided in the Circular under the heading "Annexure M: *Electronic Participation in the general meeting and the meeting of preference shareholders via Computershare*".

4. IMPORTANT DATES AND TIMES

2022	
Record date to determine Shareholders who are eligible to receive the Circular, the notice of the General Meeting and the notice of the Meeting of Preference Shareholders	Friday, 1 July
Circular distributed to Shareholders and the notice of the General Meeting and notice of the Meeting of Preference Shareholders published on SENS on	Monday, 11 July
Notice of the General Meeting and notice of the Meeting of Preference Shareholders published in the South African press on	Tuesday, 12 July
Standby Offer opening date	Tuesday, 12 July
Last day to trade in order to be recorded on the securities register of FirstRand (Register) in order to be eligible to attend and vote at the General Meeting and/or the Meeting of Preference Shareholders	Tuesday, 16 August
Record date to be recorded on the Register in order to be eligible to attend and vote at the General Meeting and/or the Meeting of Preference Shareholders (Meetings Record Date)	Friday, 19 August
Last day to lodge forms of proxy in respect of the General Meeting and/or the Meeting of Preference Shareholders, for administrative purposes, by 09h00 and 09h30 respectively on <small>*Kindly note that registrations will still be accepted until commencement of the Meetings but will be subject to a vetting and verification process which may delay the receipt of login credentials.</small>	Tuesday, 23 August
General Meeting to be held electronically at 09h00 on	Thursday, 25 August
Last day for Shareholders to give notice in terms of section 164(3) of the Companies Act to FirstRand objecting to the Section 48(8)(b) Resolution prior to voting on such resolution on	Thursday, 25 August
Meeting of Preference Shareholders to be held electronically at 09h30 on	Thursday, 25 August
Last day for Preference Shareholders to give notice in terms of section 164(3) of the Companies Act to FirstRand objecting to the Scheme Resolution prior to voting on such resolution on	Thursday, 25 August
Results of the Meetings published on SENS on	Thursday, 25 August
Results of the Meetings published in the South African press on	Friday, 26 August
If the Section 48(8)(b) Resolution is adopted by the requisite majority of Shareholders at the General Meeting and/or the Scheme Resolution is adopted by the requisite majority of Preference Shareholders at the Meeting of Preference Shareholders:	
Last day on which Shareholders who voted against the Section 48(8)(b) Resolution can require FirstRand to seek court approval for the Section 48(8)(b) Resolution in terms of section 115(3)(a) of the Companies Act on	Thursday, 1 September
Last day on which Preference Shareholders who voted against the Scheme Resolution can require FirstRand to seek court approval for the Scheme Repurchase in terms of section 115(3)(a) of the Companies Act (if applicable) on	Thursday, 1 September
Last day for Shareholders who voted against the Section 48(8)(b) Resolution to apply to court for leave to apply for review of the Section 48(8)(b) Resolution in terms of section 115(3)(b) of the Companies Act (if applicable) on	Thursday, 8 September
Last day for Preference Shareholders who voted against the Scheme Resolution to apply to court for leave to apply for a review the Scheme in terms of section 115(3)(b) of the Companies Act (if applicable) on	Thursday, 8 September

Last date for FirstRand to give notice of adoption of the Scheme Resolution and/or Section 48(8)(b) Resolution in terms of section 164(4) of the Companies Act to Dissenting Shareholders on	Thursday, 8 September
Scheme Conditions are fulfilled or waived (to the extent applicable) and no Shareholders exercise their rights in terms of section 115(3) of the Companies Act:	
Compliance certificate expected to be received from the TRP on	Thursday, 8 September
Finalisation Date in respect of the Scheme expected to be on	Friday, 9 September
Finalisation Date announcement in respect of the Scheme expected to be released on SENS on	Friday, 9 September
Finalisation Date announcement in respect of the Scheme expected to be published in the South African press on	Monday, 12 September
Expected last day to trade in order to be recorded on the Register to be eligible to participate in the Scheme	Tuesday, 20 September
Suspension of listing of Preference Shares on the JSE expected to take place at the commencement of trade on	Wednesday, 21 September
Forms of Surrender and Transfer to be received by the Transfer Secretaries on or before 12h00 on	Friday, 23 September
Expected Scheme Record Date	Friday, 23 September
Scheme Participants, who are dematerialised Preference Shareholders, expected to have their accounts held at their CSDP or broker credited with the Scheme Consideration on or about	Monday, 26 September
Scheme Consideration expected to be paid to Scheme Participants who are certificated Preference Shareholders (provided their Forms of Surrender and Transfer and documents of title is received on or prior to 12:00 on the Scheme Record Date) by EFT on or about	Monday, 26 September
Termination of listing of the Preference Shares on the JSE expected to take place at the commencement of trade on or about	Tuesday, 27 September
If the Section 48(8)(b) Resolution is approved by the requisite majority of Shareholders but the Scheme Resolution is not approved by the requisite majority of Preference Shareholders, and Standby Offer Conditions are fulfilled or waived (to the extent applicable):	
Finalisation Date announcement in respect of the Standby Offer expected to be released on SENS on	Friday, 9 September
Finalisation Date announcement in respect of the Standby Offer expected to be published in the South African press on	Monday, 12 September
Expected last day to trade in order to participate in the Standby Offer	Tuesday, 20 September
Expected Ex-Standby Offer Date	Wednesday, 21 September
Expected Standby Offer Record Date	Friday, 23 September
Expected Standby Offer Closing Date. Forms of Acceptance and Surrender to be submitted by 12h00 on	Friday, 23 September
First date on which the Standby Offer Consideration is expected to be paid by EFT to Standby Offer Participants who are certificated Preference Shareholders and who have lodged their Forms of Acceptance and Surrender with the transfer secretaries on or prior to the Standby Offer being declared wholly unconditional, on or about	Monday, 26 September
First date on which dematerialised Standby Offer Participants are expected to have their accounts with their broker or CSDP credited with the Standby Offer Consideration, on or about	Monday, 26 September
Results of the Standby Offer published on SENS on	Monday, 26 September
Results of the Standby Offer published in the South African press on	Tuesday, 27 September
Last date on which the Standby Offer Consideration is expected to be paid by EFT to Standby Offer Participants who are certificated Preference Shareholders and who have lodged their Form of Acceptance and Surrender with the transfer secretaries on or prior to the last day to trade in order to participate in the Standby Offer, on	Tuesday, 27 September

Last date on which dematerialised Standby Offer Participants are expected to have their accounts with their broker or CSDP credited with the Standby Offer Consideration on	Tuesday, 27 September
<p>Notes:</p> <ol style="list-style-type: none"> 1. All dates and times above are South African dates and times, unless otherwise stated. 2. All of the above dates and times are subject to change. The dates have been determined based on certain assumptions including that no court approval or review of the Section 48(8)(b) Resolution or the Scheme Resolution will be required. Shareholders will be notified of any amendments to these salient dates and times on SENS. 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 the last day to trade in order to be recorded in the Register to be eligible to vote at the General Meeting and/or the Meeting of Preference Shareholders, namely Tuesday, 16 August 2022, will not be able to vote thereat, but may, nevertheless, provided the Scheme is adopted or the Standby Offer is becomes operative, as the case may be, and they acquire the Preference Shares on or prior to the last day to trade in order to participate in the Scheme or Standby Offer, which date is expected to be Tuesday, 20 September 2022 in respect of the Scheme and Tuesday, 20 September 2022 in respect of the Standby Offer, participate in the Scheme or the Standby Offer, as the case may be. 4. Ordinary Shareholders may not dematerialise or rematerialise their Ordinary Shares between Wednesday, 21 September 2022 and Friday, 23 September 2022, both days inclusive. Preference Shareholders may not dematerialise or rematerialise their Preference Shares after Friday, 23 September 2022. 5. A Shareholder may submit a form of proxy at any time before the commencement of the General Meeting or the Meeting of Preference Shareholders (or any adjournment of such meetings) or hand it to the chairperson of the General Meeting or the Meeting of Preference Shareholders, as the case may be, before the appointed proxy exercises any of the relevant Shareholder's rights at such meeting (or any adjournment thereof). Forms of proxy not lodged with the transfer secretaries may still be lodged by emailing such form of proxy to the transfer secretaries up until commencement of the meeting 09h00 and 09h30, respectively, on Thursday, 25 August 2022. A Shareholder will also be required to furnish a copy of such form of proxy to the chairperson of the General Meeting or the Meeting of Preference Shareholders, as the case may be, before the appointed proxy exercises any of such Shareholder's rights at such meeting (or any adjournment thereof). 6. If the General Meeting or the Meeting of Preference Shareholders, as the case may be, is adjourned or postponed, forms of proxy submitted for the initial General Meeting or the initial Meeting of Preference Shareholders, as the case may be, will remain valid in respect of any such adjournment or postponement. 	

5. RESPONSIBILITY STATEMENT

The Independent Board and the board, collectively and individually, accept responsibility for information contained in this announcement which relates to FirstRand, the Scheme and the Standby Offer, and certify that, to the best of their knowledge and belief, such information is true and that this announcement does not omit any facts that would make any of the information false or misleading or would be likely to affect the importance of any information contained in this announcement. The Independent Board and the board have made all reasonable enquiries to ascertain that no facts have been omitted and that this announcement contains all information required by law.

Sandton
11 July 2022

EXCLUSIVE FINANCIAL ADVISOR AND SPONSOR
Rand Merchant Bank (a division of FirstRand Bank Limited)

INDEPENDENT SPONSOR
Deloitte & Touche Sponsor Services (Pty) Ltd

LEGAL ADVISOR
DLA Piper Advisory Services (Pty) Ltd

INDEPENDENT EXPERT
KPMG Services (Pty) Ltd

TRANSFER SECRETARY
Computershare Investor Services (Pty) Ltd