



NAMPAK LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1968/008070/06)
Ordinary Share Code: NPK
Ordinary share ISIN: ZAE000322095
6.0% Preference Share Code: NPKP ISIN: ZAE000004958
6.5% Preference Share Code: NPP1 ISIN: ZAE000004966
LEI: 3789003820EC27C76729
("Nampak" or the "Company" or the "Group")

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DECLARATION ANNOUNCEMENT IN RESPECT OF THE NAMPAK RIGHTS OFFER

Shareholders of the Company ("**Shareholders**") are referred to the announcement published by the Company on the Stock Exchange News Service ("**SENS**") of the JSE Limited ("**JSE**") on Monday, 14 August 2023 in terms of which, *inter alia*, Shareholders were advised that the Company intends to raise an amount of ZAR1.0 billion by way of a partially underwritten renounceable rights offer ("**Rights Offer**").

Shareholders are hereby advised that Nampak intends to launch the Rights Offer of ordinary no par value shares in Nampak ("**Ordinary Shares**") as contemplated in a Rights Offer circular to be published on or around Monday, 4 September 2023 (the "**Rights Offer Circular**").

The final terms of the Rights Offer, including the subscription price per Rights Offer Share ("**Rights Offer Price**") and the ratio of Rights Offer Shares for every Ordinary Share held ("**Ratio of Entitlement**"), will be announced by Nampak on SENS on the finalisation date of the Rights Offer, expected to be on Thursday, 31 August 2023.

RATIONALE FOR THE RIGHTS OFFER

The events that have given rise to the need for the Group to pursue the Rights Offer at this time are varied and include *inter alia* macroeconomic headwinds emanating from the countries in which the Group operates and the impact of operational headwinds, including but not limited to new entrants in the beverage can market in South Africa. Furthermore, the impact of the COVID-19 pandemic, resultant national lockdowns and alcohol bans, placed further significant pressure on the Group's balance sheet since the 2020 financial year.

A number of impairments together with the net effects of hyperinflation in Zimbabwe, an expected credit loss raised in 2019 against the debt from the Reserve Bank of Zimbabwe and a weaker rand, have all resulted in elevated levels of gearing.

The Board and management have undertaken to implement various turn-around initiatives, seeking to shift the Company from being a conglomerate to a business that is more focused on specific packaging operations delivering a higher quality of earnings, reduced risk and an improved cash generative ability, and thus better positioned to deliver returns to Shareholders.

In order to optimise the capital structure of the Group, management has committed to the Rights Offer and an asset disposal plan, which intend to raise ZAR1.0 billion and ZAR2.6 billion in gross proceeds, respectively.

SALIENT TERMS OF THE RIGHTS OFFER

Nampak intends to raise gross proceeds of ZAR1.0 billion through an offer of renounceable rights to subscribe for new Ordinary Shares ("**Rights Offer Shares**") to Nampak Shareholders (excluding Nampak Shareholders resident or located in certain restricted jurisdictions) who are recorded in the register on the record date for the Rights Offer ("**Qualifying Shareholders**"), expected to be on Friday, 8 September 2023.

The Rights Offer is to be made by way of the issue of nil paid renounceable rights to Qualifying Shareholders ("**Rights**") to subscribe for Rights Offer Shares at the Rights Offer Price in the Ratio of Entitlement. The final terms of the Rights Offer, including the Rights Offer Price and the Ratio of Entitlement, will be announced on SENS by Nampak on the finalisation date, expected to be on Thursday, 31 August 2023.

Upon issue, the Rights Offer Shares will rank *pari passu* with all other Ordinary Shares of the same class.

SHAREHOLDER COMMITMENTS AND UNDERWRITING

Nampak has received commitments from certain of its major Shareholders, to follow their Rights in terms of the Rights Offer and subscribe for Rights Offer Shares to the value of approximately R500 000 000 (five hundred million Rand) in aggregate.

Nampak has furthermore received commitments from Coronation Asset Management (Pty) Limited ("**Coronation**") up to a maximum of R300 000 000, A2 Investment Partners (Pty) Limited up to a maximum of R100 000 000 and Numus Capital (Pty) Limited up to a maximum of R50 000 000 (or their respective duly authorised nominees, which nominees shall be a wholly owned subsidiary of the respective underwriter), to partially underwrite the Rights Offer. Accordingly, the Rights Offer is underwritten by the underwriters for a maximum value of R450 000 000 (four hundred and fifty million Rand) in aggregate.

The Directors have made due and careful enquiry to confirm that the underwriters are able to meet their commitments in terms of the Rights Offer. Further particulars of the underwriters will be set out in the Rights Offer Circular.

It is intended that, pursuant to the terms of the underwriting agreements entered into between the Company and the underwriters, an underwriting fee equal to 2.33% of their respective underwritten amounts shall be payable by Nampak to the underwriters in their respective proportions. The independent directors of the Board have considered a number of precedent rights offers on the JSE since 2014 and are of the opinion that, taking into account all relevant circumstances, the underwriting fees payable to the Underwriters are market related.

EXCESS APPLICATIONS

Qualifying Shareholders (or their renounees) will be permitted to apply for Rights Offer Shares not taken up in excess of their *pro rata* entitlement in terms of the Rights Offer, should there be excess Rights Offer Shares available for allocation. Excess applications will be allowed in respect of 90% (ninety percent) of the Rights Offer Shares ("**Excess Application Portion**").

For the avoidance of doubt, Qualifying Shareholders (or their renounees) shall not be entitled to apply for additional excess Rights Offer Shares outside of the Excess Application Portion, which may only be subscribed for by Coronation in terms of their underwriting agreement. The Excess Application Portion will be allocated equitably, taking cognisance of the number of Ordinary Shares held by the Qualifying Shareholder that applies for excess Rights Offer Shares prior to such allocation, including Rights Offer Shares taken up as a result of the Rights Offer, and the number of excess Rights Offer Shares applied for by such Qualifying Shareholder and the allocation rights of Coronation in terms of their underwriting agreement.

SALIENT DATES AND TIMES

Unless otherwise stated, capitalised terms used in the table below have the same meanings given in the Rights Offer Circular.

2023

Declaration announcement released on SENS	Tuesday, 29 August
Finalisation announcement released on SENS by 11:00	Thursday, 31 August
Rights Offer Circular including Form of Instruction published on the Nampak website	Monday, 4 September
Last day to trade in Ordinary Shares in order to participate in the Rights Offer (<i>cum entitlement</i>)	Tuesday, 5 September
Ordinary Shares commence trading ex-Rights on the JSE at 09:00 on	Wednesday, 6 September
Nil paid Letters of Allocation listed and traded under share code: NPKN and ISIN ZAE000317319	Wednesday, 6 September
Rights Offer Circular posted/emailed to certificated shareholders, together with a Form of Instruction	Thursday, 7 September
Record Date for the Rights Offer	Friday, 8 September
Rights Offer opens at 09:00 on	Monday, 11 September
Certificated shareholders will have their Letters of Allocation credited to an electronic account held at the transfer secretaries	Monday, 11 September
Dematerialised shareholders will have their accounts at their CSDP or broker credited with their Letters of Allocation	Monday, 11 September
Rights Offer Circular posted to dematerialised shareholders on	Monday, 11 September
Last day to trade in respect of the take-up (no trading permitted in the Form of Instruction in respect of the Letters of Allocation which is issued for processing purposes only)	Tuesday, 19 September
Listing of Rights Offer Shares at the commencement of business	Wednesday, 20 September
Payment made and form of instruction lodged by certificated shareholders wishing to exercise all or part of their entitlement at the transfer secretaries by 12:00	Friday, 22 September
Rights Offer closes at 12:00	Friday, 22 September
Record Date for take-up in terms of the Rights Offer	Friday, 22 September
CSDP or broker accounts in respect of Qualifying Shareholders holding Dematerialised Shares will be updated with Rights Offer Shares and debited with any payments due on	Tuesday, 26 September

Rights Offer Shares issued and posted to Qualifying Shareholders holding Certificated Shares	Tuesday, 26 September
Results of Rights Offer announced on SENS	Tuesday, 26 September
In respect of successful excess applications for Rights Offer Shares (if applicable), Rights Offer Shares issued to Qualifying Shareholders holding Dematerialised Shares and / or share certificates posted to Qualifying Shareholders holding Certificated Shares	Thursday, 28 September
In respect of unsuccessful excess applications for Rights Offer Shares (if applicable), refunds made to Qualifying Shareholders holding Certificated Shares	Thursday, 28 September

Notes:

1. Qualifying Shareholders will be notified of any material amendments to the important dates and times on SENS and in the South African press.
2. Unless otherwise indicated, all times are South African times.
3. Shareholders may not Dematerialise or rematerialise their Ordinary Shares between Wednesday, 6 September 2023, and Friday, 8 September 2023, both dates inclusive.
4. CSDPs effect payment on a delivery versus payment method in respect of Qualifying Shareholders holding Dematerialised Shares.
5. Nampak share certificates will be posted by registered post at the risk of the Qualifying Shareholder.

TAXATION

The tax treatment of the purchase, subscription, renouncing, holding and disposal of the nil paid letters of allocation or Rights Offer Shares in the hands of ordinary Shareholders is dependent on their individual circumstances and the tax jurisdiction applicable to those ordinary Shareholders. No ordinary Shareholder should construe the contents of this announcement or the Rights Offer Circular and the documentation accompanying it as tax or other advice. Ordinary Shareholders are advised to consult their tax and financial advisors regarding any taxation implications pertaining to them regarding the acceptance of their Rights in terms of the Rights Offer.

FOREIGN SHAREHOLDERS

Foreign Shareholders may be affected by the Rights Offer, having regard to prevailing laws in their relevant jurisdictions. Such foreign Shareholders should inform themselves with regard to and observe any applicable legal requirements of such jurisdiction in relation to all aspects of this announcement that may affect them, including the Rights Offer. It is the responsibility of each foreign Shareholder to satisfy himself as to the full observation of the laws and regulatory requirements of the relevant foreign jurisdiction in connection with the Rights Offer, including obtaining any governmental, exchange or other consents or the making of any filing which may be required, the compliance with any other necessary formalities and the payment of any issue, transfer or other taxes or other requisite payments due in such jurisdictions. The Rights Offer is governed by the laws of South Africa and is subject to applicable laws and regulations, including Exchange Control regulations. Nothing in this declaration announcement or the Rights Offer Circular referred to herein constitutes an offer of securities for sale in any jurisdiction where it is unlawful to do so.

RIGHTS OFFER CIRCULAR

Further details of the Rights Offer will be disclosed in the Rights Offer Circular, which is anticipated to be made available on Nampak's website (www.nampak.co.za) on Monday, 4 September 2023, and will be posted, together with a form of instruction in respect of the Letters of Allocation, to certificated Shareholders on Thursday, 7 September 2023 and to qualifying dematerialised Shareholders on Monday, 11 September 2023.

INVESTOR PRESENTATION

Shareholders are referred to a recent investor presentation available on the Company's website at <https://www.nampak.com/Investors/Financial-Information>

Johannesburg
Tuesday, 29 August 2023

Lead Financial Advisor to the Company and Independent Corporate Advisor to the Board
PSG Capital

Joint Transaction Sponsors

Nedbank Corporate and Investment Banking, a division of Nedbank Limited
The Standard Bank of South Africa Limited

Legal Advisor to Nampak

Edward Nathan Sonnenbergs Inc.

IMPORTANT NOTICE

This announcement does not constitute or form a part of any offer or solicitation or advertisement to purchase and/or subscribe for securities in South Africa, including an offer to the public for the sale of, or subscription for, or the solicitation or advertisement of an offer to buy and/or subscribe for, shares as defined in the South African Companies Act 71 of 2008, as amended, or otherwise ("**Companies Act**") and will not be distributed to any person in South Africa in any manner that could be construed as an offer to the public in terms of the Companies Act. As a result, this announcement does not comply with the substance and form requirements for a prospectus set out in the Companies Act and the South African Companies Regulations of 2011, and has been approved by, and/or registered with, the South African Companies and Intellectual Property Commission or any other South African authority. Nothing in this announcement should be viewed, or construed, as "advice", as that term is used in the South African Financial Markets Act 19 of 2012, as amended, and/or Financial Advisory and Intermediary Services Act 37 of 2002, as amended, ("**FAIS Act**").

The announcement constitutes factual, objective information about Nampak and nothing contained herein should be construed as constituting any form of investment advice or recommendation, guidance or proposal of a financial nature as contemplated in the FAIS Act in respect of Nampak or any transaction in relation thereto. Nampak and/or its representatives and advisors are not (and are not required to be) Financial Services Providers as contemplated in the FAIS Act in South Africa and the contents of this announcement must not be construed as constituting the canvassing for, or marketing or advertising of, financial services by Nampak and/or its representatives and advisors in South Africa. To the extent that any of Nampak's representatives and advisors, are registered Financial Services Providers, none of them purport to provide, market or advertise financial services to any person in respect of Nampak and this announcement does not constitute financial advice, or financial services, provided by the aforesaid to any person who is in possession of this announcement.

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