

AFRICAN EQUITY EMPOWERMENT INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1996/006093/06)

JSE share code: AEE

ISIN: ZAE000195731

("AEEI" or "the Company")

UPDATE TO THE FIRM INTENTION ANNOUNCEMENT AND REPURCHASE

1. INTRODUCTION

- 1.1 Shareholders are referred to the Firm Intention Announcement released on SENS on 16 October 2023 and published in the South Africa press on 17 October 2023 (and using the terms defined therein unless otherwise stated herein) wherein they were advised that the Board has resolved to propose a Transaction to Shareholders incorporating:
 - 1.1.1 an offer by AEEI to all Eligible Shareholders, being all Shareholders other than Sekunjalo Investment Holdings Proprietary Limited ("**SIH**"), to acquire all of the AEEI ordinary shares ("**Shares**"), other than the 346 685 622 Shares held by SIH ("**Offer Shares**"), for a cash consideration of R1.15 per Share ("**Offer**"), in accordance with the provisions of sections 48 and 117(1)(c) of the Companies Act and paragraphs 1.15 and 1.16 of the Listings Requirements; and
 - 1.1.2 the subsequent delisting of the Shares from the JSE, subject to approval thereof by Eligible Shareholders in General Meeting in accordance with the provisions of paragraph 1.16 of the Listings Requirements.
- 1.2 Shareholders are hereby advised of the following updates and changes to the Firm Intention Announcement:
 - 1.2.1 the Offer will be effected by way of a scheme of arrangement in terms of section 114(1) (e) of the Companies Act ("**Scheme**"), read with section 115 thereof, between AEEI and Eligible Shareholders, in terms of which such Shareholders ("**Repurchase Scheme Participants**") will be entitled to elect that all or some of the Shares held by them ("**Repurchase Scheme Shares**") are repurchased, in accordance with the provisions of section 48 of the Companies Act, for a cash consideration of R1.15 per Repurchase Scheme Share ("**Scheme Consideration**"), or that they elect to retain all or some of the Shares held by them and, failing election by a Repurchase Scheme Participant, such Repurchase Scheme Participant shall be deemed to have elected that all of its Shares are repurchased for a cash consideration of R1.15;
 - 1.2.2 the Delisting Resolution will not be put to Shareholders for approval at the General Meeting and instead, the Delisting will be implemented in terms of paragraph 1.17(b) of the Listings Requirements.

2. REPURCHASE

2.1 Conditions precedent and effective date

- 2.1.1 The Repurchase is subject to AEEI obtaining, by no later than 29 February 2024, all

approvals as may be required in terms of the Companies Act, the Takeover Regulations, the Listings Requirements and any other necessary approvals that will be clearly stated in the Circular.

2.2 Financial information pertaining to the Repurchase

2.2.1 Impact of the Repurchase on the financial information of AEEI is as follows:

2.2.1.1 a decrease in cash of up to a total maximum of R165 987 333.80; and

2.2.1.2 a decrease in equity of up to a total maximum of R165 987 333.80.

2.2.2 The Repurchase will be funded from the cash held in the trust account of Abraham Kiewitz Inc, as set out in the Firm Intention Announcement.

3. DISTRIBUTION OF THE CIRCULAR

3.1 The Circular providing full details of the Scheme and the Repurchase, including the date on which these will be implemented, and containing, *inter alia*, a notice of the General Meeting, the report by the Independent Expert and the recommendation of the Independent Board, will be distributed to Shareholders in due course.

3.2 A further announcement setting out details of the salient dates and times will be published on SENS and in the press at the time of distribution of the Circular.

4. RESPONSIBILITY STATEMENT

4.1 The Independent Board and the Board, individually and collectively, accept responsibility for the information contained in this announcement which relates to AEEI, the Scheme and the Repurchase, and certify that to the best of their knowledge and belief, such information contained in this announcement is true and nothing has been omitted which is likely to affect the importance of such information.

Cape Town
01 December 2023

Legal adviser to AEEI

Smith Tabata Buchanan Boyes Inc.

Corporate Advisor and Sponsor to AEEI

Vunani Capital Sponsors

Joint Sponsor to AEEI

Merchantec Capital