

CLIENTÈLE LIMITED

Incorporated in the Republic of South Africa
(Registration number: 2007/023806/06)
Share code: CLI
ISIN: ZAE000117438
("Clientèle" or "the Company")



DISTRIBUTION OF CIRCULAR - ACQUISITION OF 1LIFE INSURANCE AND NOTICE OF GENERAL MEETING

1. INTRODUCTION

- 1.1. Shareholders are referred to the announcement released on SENS on 3 November 2023 wherein shareholders were advised that the Company had entered into an exchange of shares agreement with Telesure Investment Holdings Proprietary Limited ("**TIH**"), in terms of which the Company will acquire 100% of the issued share capital of 1Life Insurance (RF) Limited ("**1Life**") held by TIH for a purchase consideration that will be settled through an issue of shares in Clientèle ("**1Life Acquisition**").
- 1.2. Shareholders are hereby advised that a circular ("**Circular**") detailing the 1Life Acquisition will be distributed to shareholders today, 26 February 2024.
- 1.3. Unless otherwise defined herein, capitalised words and terms contained in this announcement shall bear the meanings ascribed thereto in the Circular.

2. DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

- 2.1. The Circular distributed today also incorporates a Notice of General Meeting at which General Meeting Shareholders will be requested to consider and, if deemed fit, to pass, with or without modification, the Resolutions set out in the Notice of General Meeting. Shareholders should note the change to the Effective Date as detailed in the Circular.
- 2.2. Shareholders can also obtain copies of the Circular as follows –
 - 2.2.1. by accessing an electronic copy of the Circular on the Company's website, available at <https://clientele.co.za/notices/>; and
 - 2.2.2. by contacting the Company Secretary, at esmit@clientele.co.za to request an electronic copy of the Circular or to make reasonable alternative arrangements to obtain a copy.
- 2.3. Accordingly, notice is hereby given that the General Meeting will be held at Clientèle's offices on Wednesday, 27 March 2024 at 08h00, physically at Building 7, Clientèle Office Park, C/O Alon & Rivonia Roads, Morningside, Johannesburg, at which General Meeting, Shareholders will be requested to consider and, if deemed fit, to pass, with or without modification, the Resolutions set out in the Notice of General Meeting.

3. SALIENT DATES AND TIMES

The salient dates and times relating to the General Meeting are set out below:

2024

Record Date to Receive Notice being the record date to be eligible to receive the Circular and the Notice of General Meeting	Friday, 16 February
Announcement of distribution of Circular and Notice of General Meeting on SENS on	Monday, 26 February
Circular, incorporating Notice of General Meeting and Form of Proxy (grey), posted to Shareholders on	Monday, 26 February
Last day to trade Shares in order to be eligible to vote at the General Meeting	Monday, 18 March
Record Date to Vote being the record date to be eligible to attend, participate and vote at the General Meeting	Friday, 22 March
For administrative reasons, Forms of Proxy (grey) in respect of the General Meeting to be lodged at or received via hand, post or e-mail by the Transfer Secretaries by no later than 08h00 on	Monday, 25 March
Form of Proxy (grey) in respect of the General Meeting to be handed to the chairman of the General Meeting at the General Meeting, at any time before the proxy exercises any rights of the Shareholder at the General Meeting on	Wednesday, 27 March
General Meeting of Shareholders held at Floor 3, Building 7, Clientèle Office Park, C/O Alon & Rivonia Roads, Morningside, Johannesburg at 08h00 on	Wednesday, 27 March
Results of the General Meeting released on SENS on	Wednesday, 27 March

Notes

1. The above dates and times are subject to change. Any changes will be announced on SENS.
2. All times quoted in the Circular are local times in South Africa.
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, namely, Monday, 18 March 2024, will not be eligible to attend, participate in and vote at the General Meeting in respect of those Shares acquired after the last day to trade.
4. Forms of Proxy (grey) are to be lodged with Transfer Secretaries, for administrative purposes only, by no later than Monday, 25 March 2024. Alternatively, Forms of Proxy (grey) may be handed to the chairperson of the General Meeting or the Transfer Secretaries at the General Meeting at any time before the appointed proxy exercises any Shareholder rights at the General Meeting.
5. If the General Meeting is adjourned or postponed, Forms of Proxy (grey) submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting unless the contrary is stated on such Forms of Proxy.

Johannesburg
26 February 2024

Transaction sponsor
Valeo Capital (Pty) Limited



Legal advisors
Cliffe Dekker Hofmeyr Incorporated



Independent reporting accountants
Deloitte & Touche

Deloitte.

Independent expert
BDO Corporate Finance Proprietary Limited

