
AFRICAN PHOENIX INVESTMENTS LIMITED
Incorporated in the Republic of South Africa
(Registration number 1946/021193/06)
Ordinary share code: AXL ISIN: ZAE000221370
("the Company")

APPRAISAL RIGHTS UPDATE

Terms defined in the circular distributed to Shareholders on 18 February 2019 shall, unless otherwise stated, bear the same meaning in this announcement.

In the 'Scheme Repurchase and Finalisation Announcement and Timetable' announcement released on SENS on 7 June 2019, the Company advised Shareholders that certain Preference Shareholders, holding in aggregate 1 252 598 Preference Shares (the "**Dissenting Shareholders**"), had demanded that the Company acquire their Preference Shares as envisaged in section 164 of the Companies Act ("**Affected Shares**"). In terms of section 164(11) of the Companies Act and following the receipt of the demands, the Company was required to send a written offer to each Dissenting Shareholder to pay an amount considered by the Board to be the fair value of the Affected Shares. Accordingly, and in compliance with section 164(11) of the Companies Act, the Company offered to acquire the Affected Shares from the Dissenting Shareholders.

After having made the offer to the Dissenting Shareholders, the Company implemented the Scheme Repurchase and has, accordingly, acquired the Preference Shares held by the Preference Shareholders (excluding the Affected Shares).

The Company has since received a notice of motion in which a Dissenting Shareholder makes application to court in terms of section 164(14) of the Companies Act for, among others, a determination of the fair value of the Affected Shares with a view to requiring the Company to pay the Dissenting Shareholders the fair value of the Affected Shares. Further, in terms of section 164(15) of the Companies Act, Dissenting Shareholders who have not accepted the Company's offer must be joined as parties to an application instituted in terms of section 164(14), as contemplated under the notice of motion.

The Board is considering the application and will keep Shareholders updated via SENS in this regard.

Johannesburg
24 July 2019

Financial advisor
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Sponsor
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