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

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**APPRAISAL RIGHTS UPDATE – FILING OF ANSWERING AFFIDAVIT**

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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 the 'Appraisal Rights Update' announcement released on SENS on 24 July 2019, the Company advised Shareholders that it had received a notice of motion in which a Dissenting Shareholder made application to court in terms of section 164(14) of the Companies Act for, among others, a determination by the court of the fair value of the Affected Shares (the "**Section 164 Application**").

In the 'Appraisal Rights Update – Notice of Intention to Oppose' announcement released on SENS on 2 August 2019, the Company advised Shareholders that after having considered the Section 164 Application and having due regard to the offer made, and the process followed by the Board in making such offer to the Dissenting Shareholders in compliance with section 164(11) of the Companies Act, the Board is of the view that the offers made by the Company to the Dissenting Shareholders represent the fair value of the Affected Shares as envisaged in the Companies Act and accordingly, the Company had filed a notice of intention to oppose the Section 164 Application and will subsequently file an answering affidavit to the Section 164 Application with a view to defending the Section 164 Application.

Shareholders are hereby advised that the Company today served the aforementioned answering affidavit, which answering affidavit will be filed at court tomorrow morning.

The Board will continue to keep Shareholders updated via SENS of any developments.

Johannesburg  
11 September 2019

**Financial advisor**  
RAND MERCHANT BANK (A division of FirstRand Bank Limited)

**Legal advisor**  
Webber Wentzel

**Sponsor**  
Merchantec Capital