

Sephaku Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2005/003306/06)
Share code: SEP
ISIN: ZAE000138459
("Sephaku")



Settlement of the Métier purchase consideration, issue of additional shares and notification of share dealings by directors and the company secretary of Sephaku

1. Settlement of Métier purchase consideration and issue of additional shares

- 1.1. Shareholders are referred to the circular dated 30 November 2012 and the subsequent announcement dated 28 February 2013 in terms of which Sephaku advised shareholders that it had entered into an agreement to acquire 100% of the shares in Métier Mixed Concrete Proprietary Limited ("Métier Mixed Concrete") ("the Acquisition") from KJ Capes, the JTR Trust, RS Thompson and WM Witherspoon (collectively, "the Sellers").
- 1.2. The total purchase consideration in respect of the Acquisition was an amount of R365 million, settled as follows –
 - 1.2.1. **On the closing date of the Acquisition:**
 - 1.2.1.1. an initial cash payment of R110 million;
 - 1.2.1.2. the issue of 5 million Sephaku shares at an issue price of R6 per Sephaku share, amounting to R30 million ("First Tranche Consideration Shares"); and
 - 1.2.1.3. the issue of 11.1 million Sephaku shares at an issue price of R9 per Sephaku share, amounting to R100 million ("Second Tranche Consideration Shares").
 - 1.2.2. **On 1 December 2014:**
 - 1.2.2.1. a final cash payment of R125 million, adjusted for any uncollected debtors ("Final Cash Payment"); and
 - 1.2.2.2. the issue of an additional number of Sephaku shares ("Additional Consideration Shares"), but only if the Second Tranche Consideration Shares multiplied by the 60-day volume weighted average price ("VWAP") of the Sephaku shares at 30 November 2014 (which is limited to a maximum of R9 and a minimum of R4 per share) is less than R100 million.
- 1.3. Shareholders were advised in the announcement of 28 February 2013 that the First Tranche Consideration Shares and the Second Tranche Consideration Shares were issued on 28 February 2013, following fulfilment of all conditions precedent to the Acquisition.
- 1.4. Shareholders are hereby advised that Sephaku yesterday settled the remaining consideration owing and accordingly has made the following payments:
 - 1.4.1. a cash payment of R117 million (being R125 million less R8 million relating to an uncollected debtor) to the Sellers in settlement of the Final Cash Payment; and
 - 1.4.2. 4 429 196 Additional Consideration Shares have been allotted to the Sellers at the 60-day VWAP of 643.488 cents (calculated as the difference between the minimum required payment of R100 million and the Second Consideration Shares multiplied by the 60-day VWAP of 643.488 cents).

1.5. It is expected that the Additional Consideration Shares will be issued and listed on the JSE on or about Friday, 5 December 2014, following receipt of the requisite JSE approvals.

2. Directors' dealings

2.1. In compliance with paragraph 3.63 to 3.66 of the JSE Listings Requirements, shareholders are hereby advised of the following dealings by directors and the company secretary of Sephaku in Sephaku shares:

2.2. Allocation of the Additional Consideration Shares:

The following disclosure is made in respect of the Additional Consideration Shares issued to directors and/or their associates:

Name of director:	Wayne Moores Witherspoon
Category of director:	Executive director of Métier, a major subsidiary of Sephaku
Nature of transaction:	Off-market acquisition
Date of transaction:	1 December 2014
Class of securities:	Ordinary shares
Number of shares:	974 423 shares
Price per share:	643.4879 cents per share
Total value:	R6 270 294.03
Interest (direct or indirect):	Direct beneficial
Clearance given in terms of paragraph 3.66:	Yes*

*Issue of shares approved as part of the Acquisition agreement

Name of director:	Richard Shaun Thompson
Category of director:	Executive director of Métier, a major subsidiary of Sephaku
Nature of transaction:	Off-market acquisition
Date of transaction:	1 December 2014
Class of securities:	Ordinary shares
Number of shares:	974 423 shares
Price per share:	643.4879 cents per share
Total value:	R6 270 294.03
Interest (direct or indirect):	Direct beneficial
Clearance given in terms of paragraph 3.66:	Yes*

*Issue of shares approved as part of the Acquisition agreement

Name of director:	Kenneth John Capes
Category of director:	Executive director of Métier, a major subsidiary of Sephaku and an executive director of Sephaku
Nature of transaction:	Off-market acquisition
Date of transaction:	1 December 2014
Class of securities:	Ordinary shares
Number of shares:	1 018 715 shares
Price per share:	643.4879 cents per share
Total value:	R6 555 307.69
Interest (direct or indirect):	Direct beneficial
Clearance given in terms of paragraph 3.66:	Yes*

*Issue of shares approved as part of the Acquisition agreement

2.3. Dealings by an associate of a directors of Sephaku

The following disclosure is made in respect of disposals by directors of shares in Sephaku:

Name of director:	Pieter Fourie
Category of director:	Executive director of Sephaku
Name of associate	Pieter Fourie Business Trust
Relationship to associate	Trustee and Beneficiary
Nature of transaction:	On-market disposal
Date of transaction:	27 November 2014
Class of securities:	Ordinary shares
Number of shares:	200 000 shares
Price per share:	680.00 cents per share
Total value:	R1 360 000.00
Interest (direct or indirect):	Indirect beneficial
Clearance given in terms of paragraph 3.66:	Yes

2.4. Dealings by a directors of Sephaku

Name of director:	Moss Ngoasheng
Category of director:	Non-executive director of Sephaku
Nature of transaction:	On-market disposal
Date of transaction:	27 November 2014
Class of securities:	Ordinary shares
Number of shares:	300 000 shares
Price per share:	680.00 cents per share
Total value:	R2 040 000.00
Interest (direct or indirect):	Direct beneficial
Clearance given in terms of paragraph 3.66:	Yes

2.5. Dealings by the company secretary of Sephaku

2.5.1. The Sephaku employee scheme option rules ("the Rules") provide that a participant, rather than exercise options which he or she is entitled to exercise under the Rules, may elect to terminate any such options, in whole or in part, and, in lieu of receiving shares to which the terminated options relate (the "Designated Shares"), receive the difference between the market value per share for the Designated Shares and the exercise price per share of the Designated Shares ("Cashless Exercise").

2.5.2. The following disclosure is made in respect of a Cashless Exercise of options by the company secretary of Sephaku:

Name of company secretary:	Jennifer Bennette
Nature of transaction:	Off-market Cashless Exercise of options
Date of exercise of the options:	28 November 2014
Class of securities:	Options in respect of ordinary shares
Date options vested:	175 000 options vested on 31 March 2011 50 000 options vested on 15 October 2014
Number of options exercised:	225 000 options
Option exercise price:	175 000 options at R2.50 50 000 options at R2.68
Total exercise price:	R571 500.00

Nature of transaction:	On-market disposal of Designated Shares
Date of transaction:	28 November 2014
Class of securities:	Ordinary shares
Number of Designated Shares:	225 000 shares
Price received per Designated Share:	R6.80 per share
Total value of Designated Shares:	R1 530 000.00

Net proceeds received (being the difference between the market value per Designated Share and the option exercise price)	R958 500.00
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Interest (direct or indirect):	Direct beneficial
Clearance given in terms of paragraph 3.66:	Yes

Authorised by

Chief executive officer

Dr. Lelau Mohuba

2 December 2014

Enquiries contact: Sakhile Ndlovu Sephaku Holdings Investor Relations 012 622 9400

Sponsor to Sephaku Holdings: Questco (Pty) Ltd

About Sephaku Holdings Limited

Sephaku Holdings Limited (SepHold) is a building and construction materials company with a portfolio of investments in the cement sector in South Africa. The company's core investments are a 36% stake in Sephaku Cement (Pty) Ltd and 100% in Métier Mixed Concrete (Pty) Ltd. The strategy of SepHold is to generate income and realise value for shareholders through the production of cement and ready-mixed concrete in southern Africa. www.sephakuholdings.com