

African Phoenix Investments Limited
(Incorporated in the Republic of South Africa)
(Registration number 1946/021193/06)
JSE ordinary share code: AXL ISIN: ZAE000221370
("African Phoenix" or the "Company")



POSTING OF CIRCULAR AND SALIENT DATES AND TIMES IN RESPECT OF THE OFFER

Posting of circular and notice of general meeting

Shareholders are referred to the announcements published on SENS on 28 February 2020 and 23 April 2020 wherein African Phoenix shareholders were advised that the African Phoenix board of directors ("**African Phoenix Board**") had resolved that, subject to securing the requisite approval from its shareholders in a general meeting and the JSE approving the Company's delisting application, it would be in the best interest of the Company to seek a delisting of the Company's shares from the JSE (the "**delisting**").

African Phoenix has, on Friday, 8 May 2020, distributed a circular (the "**circular**") to its shareholders relating to the Company's delisting on the JSE, a general offer to African Phoenix shareholders and the manner in which the offer and delisting will be implemented.

Copies of the circular are available on the Company's website at www.phoenixinvestments.co.za. Due to the lockdown restrictions imposed as a result of the COVID-19 pandemic, shareholders will not be able to obtain any copies of the circular from the offices of African Phoenix.

A general meeting of African Phoenix shareholders will be held at 10:00 am on Monday, 8 June 2020 at 9th Floor, Katherine Towers, 1 Park Lane, Wierda Valley, Sandton, 2196, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions required to approve, *inter alia*, the delisting of the Company from the JSE.

In light of the directive announced on 23 March 2020 by the President of South Africa in terms of section 27(1) of the Disaster Management Act, No. 57 of 2002 implementing a nationwide lockdown with effect from 26 March 2020 and extended to the end of April 2020, which may be extended or re-instated from time to time, (the "**Lockdown**") and the guidance from the South African Government regarding the need for social distancing as a result of the COVID-19 pandemic, shareholders are encouraged to make use of proxies for purposes of voting at the general meeting.

In the event of a future Lockdown, future regulations or directives or preventative measures relating to COVID-19, shareholders or their proxies may be prevented from attending the general meeting in person. In such circumstances, African Phoenix may determine, by way of notice to shareholders published on SENS and in the South African press by no later than 10 (ten) business days prior to the general meeting, that the general meeting will take place entirely by electronic means and/or that shareholders or their proxies will be entitled to vote electronically, which notice will include details and instructions of such arrangement.

Terms of the offer

In compliance with the JSE Listings Requirements that the delisting must be accompanied by an offer (that must be fair) to be made to holders of all the Company's listed securities, being the A ordinary shares (the "**AXL shares**"), Legae Peresec Proprietary Limited ("**Legae Peresec**" or the "**offeror**"), which currently holds (directly or indirectly) c.33.45% of the issued AXL share capital has made a general offer to acquire all the AXL shares in issue from any shareholder, who, post the approval of the delisting, either cannot or does not wish to continue to hold AXL shares in an unlisted structure for an offer consideration of 40 cents per AXL share (the "**offer**"). The salient dates and times relating to the offer are set out below.

The offer remains conditional upon the delisting being approved by African Phoenix shareholders at a general meeting, in terms of the JSE Listings Requirements.

Notwithstanding the condition precedent set out above, acceptances of the offer will be irrevocable.

Opinions and recommendations of the independent board

The independent board of African Phoenix, comprising of Koketso Mabe, Raisaka Ronald Masebelanga and Lungile Ngakane (the “**independent board**”) appointed Mazars Corporate Finance Proprietary Limited (“**Mazars**”) to provide the independent board with its opinion as to whether the terms of the offer are fair and reasonable to African Phoenix shareholders, in accordance with the requirements of Chapter 5 of the regulations promulgated in terms of the Companies Act 71 of 2008, as amended and the JSE Listings Requirements.

Mazars has delivered to the independent board its opinion that, as at the date of issue of its opinion, the offer is fair and reasonable to African Phoenix shareholders. This opinion is annexed to the circular.

The independent board, having considered the terms of the offer and, *inter alia*, the opinion of Mazars, is of the view that the offer is fair and reasonable to shareholders.

The independent board and African Phoenix Board responsibility statement

The independent board and African Phoenix Board (to the extent that the information relates to African Phoenix) collectively and individually accept responsibility for the information contained in this announcement and certify that, to the best of their knowledge and belief, the information contained in this announcement relating to African Phoenix is true and this announcement does not omit anything that is likely to affect the import of such information.

Offeror responsibility statement

The offeror and (to the extent that the information relates directly to the offeror) accepts responsibility for the information contained in this announcement and certify that, to the best of its knowledge and belief, the information contained in this announcement relating to the offeror is true and this announcement does not omit anything that is likely to affect the import of such information.

Salient dates and times

	2020
Record date to receive circular (together with the notice convening the general meeting)	Friday, 24 April
Announcement relating to the issue of the circular (together with the notice convening the general meeting) released on SENS on	Friday, 8 May
Circular (together with the notice convening the general meeting) posted on	Friday, 8 May
Offer opens at 09:00 (see notes 7 and 8 below)	Monday, 11 May
Announcement relating to the issue of the circular (together with the notice convening the general meeting) published in the press	Monday, 11 May
Last day to trade in order to be eligible to vote at the general meeting	Tuesday, 26 May
Record date in order to be eligible to vote at the general meeting	Friday, 29 May
Last day forms of proxy should be lodged with the transfer secretaries for the general meeting (by 10:00)	Thursday, 4 June
General meeting held at 10:00	Monday, 8 June
Results of the general meeting released on SENS (offer becomes wholly unconditional)	Monday, 8 June

Results of the general meeting published in the press	Tuesday, 9 June
Publication of finalisation announcement relating to the offer released on SENS	Tuesday, 9 June
Publication of finalisation announcement relating to the offer published in the press	Wednesday, 10 June
Last day to trade in African Phoenix shares in order to participate in the offer	Tuesday, 23 June
Listing African Phoenix shares suspended on the JSE with effect from the commencement of trade on	Wednesday, 24 June
Expected date on which the offer closes at 12:00 on	Friday, 26 June
Record date on which African Phoenix shareholders must hold African Phoenix shares in order to accept the offer	Friday, 26 June
Results of the offer announced on SENS	Monday, 29 June
Offer consideration paid to offer participants as per notes 9 and 10 below, with the last payment on	Monday, 29 June
Results of the offer published in the press	Tuesday, 30 June
Termination of the listing of African Phoenix shares at the commencement of trade on the JSE on	Tuesday, 30 June

Notes:

1. All dates and times in the circular are local dates and times in South Africa.
2. The above dates and times are subject to change. Any changes will be released on SENS and, if required, published in the press.
3. Shareholders should note that as transactions in African Phoenix shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trade. Therefore, shareholders who acquire African Phoenix shares after Tuesday, 26 May 2020 will not be eligible to vote at the general meeting.
4. In order to ensure an orderly arrangement of affairs at the general meeting, forms of proxy should be lodged with the transfer secretaries by 10:00 on Thursday, 4 June 2020, failing which forms of proxy may be handed to the chairman of the general meeting or the transfer secretaries at the general meeting at any time prior to the commencement of the general meeting or prior to voting on any resolution to be proposed at the general meeting.
5. If the general meeting is adjourned or postponed, forms of proxy submitted for the initial general meeting will remain valid in respect of any adjournment or postponement of the general meeting.
6. No dematerialisation and rematerialisation of African Phoenix shares may take place after the last day to trade in African Phoenix shares in order to participate in the offer.
7. The offer must remain open for at least 30 business days after the opening date.
8. African Phoenix shareholders should note that acceptance of the offer will, subject to paragraph 2.6.2 of the circular, be irrevocable.
9. Certificated shareholders who accept the offer will have the offer consideration transferred to them by EFT by no later than the payment date, being on the first business day after the closing date.
10. Dematerialised shareholders who accept the offer will have their accounts at their CSDP or broker updated by no later than the payment date, being on the first business day after the closing date.

8 May 2020

Corporate advisor and Transaction sponsor

JAVACAPITAL

Independent expert



CORPORATE FINANCE (PTY) LTD