

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 21 apply throughout this Circular.

If you are in any doubt as to the action you should take, please consult your broker, CSDP, attorney, accountant, banker or other professional advisor immediately.

If you have disposed of all your Shares, then this Circular together with the accompanying Notice(s), the Form(s) of Proxy and the Form(s) of Surrender, should be forwarded to the purchaser to whom, or the broker, agent, CSDP or banker through whom, you disposed of your Shares.

Shareholders should note that, whilst the entire Circular is important and should be read in its entirety, particular attention should be paid to the sections entitled "Action required by Ordinary Shareholders", "Action required by A Class Preference Shareholders in respect of the A Class Preference Share Scheme" and "Action required by B Class Preference Shareholders in respect of the B Class Preference Share Scheme", commencing on pages 5, 10 and 12, respectively of this Circular.



Indequity Group Limited

INDEQUITY GROUP LIMITED

Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)
Share code: IDQ ISIN: ZAE000016606
("Indequity" or "the Company")

CIRCULAR TO SHAREHOLDERS

regarding -

- the Ordinary Share Scheme proposed by the Board between Indequity and Ordinary Shareholders in terms of a scheme of arrangement proposed in accordance with section 114(1)(e) of the Companies Act (read with paragraph 1.17(b) of the Listings Requirements), which, if implemented, will result in Indequity repurchasing all of the Ordinary Scheme Shares from Ordinary Scheme Participants (other than certain Excluded Ordinary Shares) for a cash consideration of R8.00 per Ordinary Share Scheme Share;
- separate but concurrent to the Ordinary Share Scheme, a Delisting Resolution and conditional General Offer by Indequity to the Eligible Ordinary Shareholders in terms of sections 48 and 117(1)(c)(v) of the Companies Act and paragraphs 1.15(c) and 5.69 of the Listings Requirements, to acquire all of the General Offer Shares for a cash consideration of R8.00 per General Offer Share, which will be implemented only if the Ordinary Share Scheme fails;
- the Delisting of all Ordinary Shares from the JSE pursuant to the implementation of the Ordinary Share Scheme or, if the Ordinary Share Scheme fails, pursuant to the Delisting Resolution being approved and the General Offer being implemented;
- the A Class Preference Share Scheme proposed by the Indequity Board to A Class Preference Shareholders, in terms of section 114 of the Companies Act, which, if implemented, will result in Indequity voluntarily repurchasing all of the A Class Preference Share Scheme Shares (other than certain Excluded A Class Preference Shares) from A Class Preference Share Scheme Participants for a cash consideration of R0.102 per A Class Preference Share Scheme Share;
- the B Class Preference Share Scheme proposed by the Indequity Board to B Class Preference Shareholders, in terms of section 114 of the Companies Act, which, if implemented, will result in Indequity voluntarily repurchasing all of the B Class Preference Share Scheme Shares (other than certain Excluded B Class Preference Shares) from B Class Preference Share Scheme Participants for a cash consideration of R0.01 per B Class Preference Share Scheme Share;

and incorporating -

- the reports prepared by the Independent Expert in terms of section 114(3) of the Companies Act and regulation 110(1) of the Takeover Regulations;
- a copy of sections 115 and 164 of the Companies Act;
- a Notice convening the General Meeting of Indequity Shareholders (*purple*);
- a Form of Proxy in respect of the General Meeting of Indequity Shareholders for use by Certificated Ordinary Shareholders and "own-name" Dematerialised Ordinary Shareholders, A Class Preference Shareholders and B Class Preference Shareholders (*pink*);
- a Notice convening the Ordinary Share Scheme Meeting (*white*);
- a Form of Proxy in respect of the Ordinary Share Scheme Meeting for use by Certificated Ordinary Shareholders and "own-name" Dematerialised Ordinary Shareholders only (*yellow*);

- a Form of Surrender and Transfer in respect of the Ordinary Share Scheme for use by Certificated Ordinary Shareholders only (*orange*);
- a Form of Acceptance and Transfer in respect of the General Offer for use by Certificated Ordinary Shareholders only (*brown*);
- a Notice convening the A Class Preference Share Scheme Meeting (*blue*);
- a Form of Proxy in respect of the A Class Preference Share Scheme Meeting for use by A Class Preference Shareholders (*green*);
- a Form of Surrender and Transfer in respect of the A Class Preference Share Scheme for use by A Class Preference Shareholders (*grey*);
- a Notice convening the B Class Preference Share Scheme Meeting (*turquoise*);
- a Form of Proxy in respect of the B Class Preference Share Scheme Meeting for use by B Class Preference Shareholders (*lime*); and
- a Form of Surrender and Transfer in respect of the B Class Preference Share Scheme for use by B Class Preference Shareholders (*violet*).

Corporate Adviser and Sponsor to Indequity



Independent Expert



PSG CAPITAL

Date of issue: Wednesday, 7 October 2020

Additional copies of this Circular, in its printed format, may be obtained from the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709, and from the Sponsor at 13th Floor, Illovo Point, 68 Melville Road, Illovo, Sandton, 2196, during normal business hours from Wednesday, 7 October 2020 up to and including Thursday, 19 November 2020 subject to the lockdown restrictions imposed as a result of the COVID-19 pandemic, or on the Company's website (www.indequity.com). Copies of this Circular are available in the English language only.

CORPORATE INFORMATION

Indequity Group Limited

Date of incorporation: 13 August 1998

Place of incorporation: South Africa

Company Secretary and registered address of Indequity

Werner du Preez, CA(SA), ACMA, CGMA

First Floor, Cascade House

Constantia Office Park

Corner 14th Avenue and Hendrik Potgieter Road

Constantia Kloof, 1709

(PO Box 5433, Weltevredenpark, 1715)

Corporate Advisor and Sponsor to Indequity

Merchantec Capital

(Registration number 2008/027362/07)

13th Floor, Illovo Point

68 Melville Road

Illovo, Sandton, 2196

(PO Box 41480, Craighall, 2024)

Independent Expert

PSG Capital Proprietary Limited

(Registration number 2006/015817/07)

1st Floor, Ou Kollege Building

35 Kerk Street

Stellenbosch, 7600

(PO Box 7403, Stellenbosch, 7599)

Transfer Secretaries

Link Market Services South Africa Proprietary Limited

(Registration number 2000/007239/07)

13th Floor

19 Ameshoff Street

Braamfontein, Johannesburg, 2001

(PO Box 4844, Johannesburg, 2000)

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IMPORTANT LEGAL NOTICES

The release, publication or distribution of this Circular in certain jurisdictions may be restricted by law and, therefore, persons in any such jurisdictions into which this Circular is released, published or distributed should inform themselves about and observe such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of such jurisdiction. This Circular does not constitute the solicitation of an offer to purchase or sell securities or the solicitation of any vote or approval in any jurisdiction in which such solicitation would be unlawful or in which securities may not be offered or sold without registration or an exemption from registration. There will be no public offering of securities in any jurisdiction that would require registration.

The Schemes and the General Offer, which are the subject of this Circular, may be affected by the laws of the relevant jurisdictions of Foreign Shareholders. Shareholders who are not resident in, or who have registered addresses outside of South Africa must satisfy themselves as to the full observance of any applicable laws concerning the receipt of the Scheme Considerations, including (without limitation) obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any transfer or other taxes due in such jurisdiction. Foreign Shareholders who are in any doubt as to their positions should consult their professional advisors immediately.

The Schemes and the General Offer are governed by the laws of South Africa and are subject to any applicable laws and regulations in South Africa only, including the Companies Act and the Takeover Regulations.

Any Shareholder who is in doubt as to his position, including, without limitation, his tax status, should consult an appropriate professional advisor in his jurisdiction without delay.

This Circular contains statements about Indequity and/or the Group that are, or may be, forward-looking statements. All statements (other than statements of historical fact) are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: strategy; the economic outlook for the industry; production; cash costs and other operating results; growth prospects and outlook for operations, individually or in the aggregate; liquidity, capital resources and expenditure and the outcome and consequences of any pending litigation proceedings. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as “believe”, “aim”, “expect”, “anticipate”, “intend”, “foresee”, “forecast”, “likely”, “should”, “planned”, “may”, “estimated”, “potential” or similar words and phrases.

Examples of forward-looking statements include statements regarding a future financial position or future profits, cash flows, corporate strategy, anticipated levels of growth, estimates of capital expenditures, acquisition strategy, expansion prospects or future capital expenditure levels and other economic factors, such as, *inter alia*, interest rates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Indequity cautions that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, liquidity and the developments within the industry in which Indequity operates may differ materially from those made in, or suggested by, the forward-looking statements contained in this Circular.

All these forward-looking statements are based on estimates and assumptions, as regards Indequity, made by Indequity as communicated in publicly available documents, all of which estimates and assumptions, although Indequity believes them to be reasonable, are inherently uncertain. Such estimates, assumptions or statements may not eventuate. Factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in those statements or assumptions include other matters not yet known to Indequity or not currently considered material by Indequity.

Shareholders should keep in mind that any forward-looking statement made in this Circular or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of Indequity not to develop as expected may emerge from time to time and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement are not known. Indequity has no duty to, and does not intend to, update or revise the forward-looking statements contained in this Circular after the date of this Circular, except as may be required by law.

Any forward-looking statement has neither been reviewed nor reported on by the external auditors.

ACTION REQUIRED BY ORDINARY SHAREHOLDERS

If you have disposed of all your Ordinary Shares, then this Circular, together with the accompanying Notices, Forms of Proxy and Forms of Surrender, should be forwarded to the purchaser to whom, or the broker, agent, CSDP or banker through whom, you disposed of your Ordinary Shares.

Please take careful note of the following provisions regarding the action to be taken by Ordinary Shareholders:

A General Meeting of Inequity Shareholders will be held at 10:00 on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709, for the purpose of considering and, if deemed fit, passing, *inter alia*, the:

- (i) Repurchase (A Class Preference Shares) Resolution; (ii) Repurchase (B Class Preference Shares) Resolution; (iii) Repurchase (Ordinary Shares) Resolution; (iv) Specific Repurchase Resolution; (v) Delisting Resolution; and (vi) Section 75 Resolution,

which General Meeting of Inequity Shareholders will be followed at 10:30 or immediately thereafter, whichever is earlier, by the Ordinary Share Scheme Meeting required to enable Inequity to repurchase the Ordinary Share Scheme Shares in terms of a scheme of arrangement under section 114(1)(e) of the Companies Act. The Ordinary Share Scheme Meeting will be followed at 11:00 or immediately thereafter, whichever is the earlier, by the A Class Preference Share Scheme Meeting. The A Class Preference Share Scheme Meeting will be followed at 11:30 or immediately thereafter, whichever is the earlier, by the B Class Preference Share Scheme Meeting.

The Notices convening the aforementioned meetings are attached to, and form part of, this Circular.

The General Offer will run concurrently to the Ordinary Share Scheme, however, implementation of the General Offer will be conditional on, *inter alia*, the Ordinary Share Scheme not becoming operative.

Inequity accepts no responsibility and will not be held liable for any failure on the part of any CSDP or broker of a Dematerialised Ordinary Shareholder to notify such Ordinary Shareholder of the General Meeting of Inequity Shareholders and the Ordinary Share Scheme or any business to be concluded thereat.

1. DEMATERIALIZED ORDINARY SHAREHOLDERS WHO ARE NOT "OWN-NAME" DEMATERIALIZED ORDINARY SHAREHOLDERS

1.1 Voting at the General Meeting of Inequity Shareholders and/or the Ordinary Share Scheme Meeting

1.1.1 If you wish to attend the General Meeting of Inequity Shareholders and/or the Ordinary Share Scheme Meeting, you should instruct your CSDP or broker to issue you with the necessary letter/s of representation to attend the aforementioned meeting/s in person, in the manner stipulated in the custody agreement governing the relationship between you and your CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature.

1.1.2 If you do not wish to or are unable to attend the General Meeting of Inequity Shareholders and/or the Ordinary Share Scheme Meeting, but wish to vote thereat, you should provide your CSDP or broker with your voting instructions in the manner stipulated in the custody agreement governing the relationship between you and your CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature. If your CSDP or broker does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the custody agreement concluded between you and your CSDP or broker.

1.1.3 You must **not** complete the attached Form/s of Proxy in respect of the General Meeting of Inequity Shareholders (*pink*) and/or the Ordinary Share Scheme Meeting (*yellow*).

1.2 Surrender of Documents of Title

You do not have to surrender any Documents of Title. The transfer of your Ordinary Share Scheme Shares will be handled by your CSDP or broker.

2. DEMATERIALIZED ORDINARY SHAREHOLDERS WHO ARE “OWN-NAME” DEMATERIALIZED ORDINARY SHAREHOLDERS

2.1 Voting at the General Meeting of Inequity Shareholders and/or the Ordinary Share Scheme Meeting

- 2.1.1 You may attend the General Meeting of Inequity Shareholders and/or the Ordinary Share Scheme Meeting and vote thereat.
- 2.1.2 If you do not wish to or are unable to attend the General Meeting of Inequity Shareholders and/or the Ordinary Share Scheme Meeting, but wish to be represented thereat, you must complete the attached Form/s of Proxy in respect of the General Meeting of Inequity Shareholders (*pink*) and/or the Ordinary Share Scheme Meeting (*yellow*) in accordance with the instructions contained therein and return it to the Transfer Secretaries, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) or by email to meetfax@linkmarketservices.co.za, to be received by them by no later than 10:00 on Tuesday, 17 November 2020. Alternatively, the Form/s of Proxy in respect of the General Meeting of Inequity Shareholders (*pink*) and/or the Ordinary Share Scheme Meeting (*yellow*) may be handed to the chairperson of the relevant meeting before the appointed proxy exercises any of the Shareholder's votes thereat.

2.2 Surrender of Documents of Title

You do not have to surrender any Documents of Title. The transfer of your Ordinary Share Scheme Shares will be handled by your CSDP or broker.

3. CERTIFICATED ORDINARY SHAREHOLDERS

3.1 Voting at the General Meeting of Inequity Shareholders and/or the Ordinary Share Scheme Meeting

- 3.1.1 You may attend the General Meeting of Inequity Shareholders and/or the Ordinary Share Scheme Meeting and vote thereat.
- 3.1.2 If you do not wish to or are unable to attend the General Meeting of Inequity Shareholders and/or the Ordinary Share Scheme Meeting, but wish to be represented thereat, you must complete the attached Form/s of Proxy in respect of the General Meeting of Inequity Shareholders (*pink*) and/or the Ordinary Share Scheme Meeting (*yellow*) in accordance with the instructions contained therein and return it to the Transfer Secretaries, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) or by email to meetfax@linkmarketservices.co.za, to be received by them by no later than 10:00 on Tuesday, 17 November 2020. Alternatively, the Form/s of Proxy in respect of the General Meeting of Inequity Shareholders (*pink*) and/or the Ordinary Share Scheme Meeting (*yellow*) may be handed to the chairperson of the relevant meeting before the appointed proxy exercises any of the Shareholder's votes thereat.

3.2 Surrender of Documents of Title

- 3.2.1 If the Ordinary Share Scheme becomes operative, you will be required to surrender your Documents of Title in respect of all your Certificated Ordinary Shares in order to claim the Ordinary Share Scheme Consideration payable to you.
- 3.2.2 If you wish to expedite receipt of the Ordinary Share Scheme Consideration and surrender your Documents of Title in anticipation of the Ordinary Share Scheme becoming operative, you should complete the attached Form of Surrender (*orange*) and return it, together with the relevant Documents of Title relating to all your Ordinary Shares, in accordance with the instructions contained therein, to the Transfer Secretaries, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000).
- 3.2.3 If Documents of Title relating to any Certificated Ordinary Shares to be surrendered are lost or destroyed, Inequity may dispense with the surrender of such Documents of Title upon production of evidence satisfactory to Inequity that the Documents of Title to the Certificated Ordinary Shares in question have been lost or destroyed, and upon provision of a suitable indemnity on terms satisfactory to them. Accordingly, if the Documents of Title in respect of any of your Certificated Ordinary Shares have been lost or destroyed, you should nevertheless return the attached Form of Surrender (*orange*), duly signed and completed, together with a duly signed and completed indemnity form which is obtainable from the Transfer Secretaries.
- 3.2.4 Should you surrender your Documents of Title in anticipation of the Ordinary Share Scheme becoming operative and the Ordinary Share Scheme then does not become operative, the Transfer Secretaries shall, within five Business Days of either the date upon which it becomes known that the Ordinary Share Scheme will not be implemented or on receipt by the Transfer Secretaries of the relevant Documents of Title, whichever is the later, return the Documents of Title to you by post at your risk.

4. GENERAL

4.1 Approval of the Ordinary Share Scheme at the Ordinary Share Scheme Meeting

The Ordinary Share Scheme must be approved by a special resolution, in accordance with section 115(2)(a) of the Companies Act, at the Ordinary Share Scheme Meeting, at which at least three Ordinary Shareholders are present and sufficient Ordinary Share Scheme Members are present to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised at the Ordinary Share Scheme Meeting. In order to be approved, the special resolution must be supported by at least 75% of voting rights exercised thereon.

The Ordinary Share Scheme is further subject to the passing of the Section 75 Resolution at the General Meeting of Indequity Shareholders.

4.2 Court approval

4.2.1 Ordinary Shareholders are advised that, in accordance with section 115(3) of the Companies Act, Indequity may in certain circumstances not proceed to implement the special resolution required to approve the Ordinary Share Scheme, despite the fact that it will have been adopted at the Ordinary Share Scheme Meeting, without the approval of the Court.

4.2.2 A copy of section 115 of the Companies Act pertaining to the required approval for the Ordinary Share Scheme is set out in **Annexure 5** to this Circular.

4.3 Dissenting Ordinary Shareholders

4.3.1 An Ordinary Shareholder who is entitled to vote at the Ordinary Share Scheme Meeting is entitled to seek relief under section 164 of the Companies Act if that Ordinary Shareholder: notified Indequity in advance in writing of its intention to oppose the special resolution to be proposed at the Ordinary Share Scheme for purposes of approving the Ordinary Share Scheme; was present at the Ordinary Share Scheme Meeting; voted against such special resolution; and sent the Company a demand contemplated in section 164(5) of the Companies Act.

4.3.2 A copy of section 164 of the Companies Act pertaining to Dissenting Shareholders' Appraisal Rights is set out in **Annexure 6** to this Circular.

4.4 Dematerialisation

If you wish to dematerialise your Ordinary Shares, please contact your CSDP or broker. Ordinary Shareholders are advised that no dematerialisation or rematerialisation of Ordinary Shares may take place after the Ordinary Share Scheme LDT, which is expected to be Monday, 21 December 2020.

4.5 Foreign Shareholders

Ordinary Shareholders who are not resident in, or who have registered addresses outside of South Africa, must satisfy themselves as to the full observance of any applicable laws concerning the receipt of the Ordinary Share Scheme Consideration, including (without limitation) obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any transfer or other taxes due in such jurisdiction. Ordinary Shareholders who are in any doubt as to their positions should consult their professional advisors immediately.

5. ACTION REQUIRED IN RESPECT OF THE GENERAL OFFER

5.1 Dematerialised Ordinary Shareholders

If you are a Dematerialised Ordinary Shareholder, you may be contacted by your CSDP or broker in the manner stipulated in your custody agreement and subject to the cut-off time in order to ascertain whether or not you wish to accept the General Offer. If you wish to accept the General Offer, you must notify your CSDP or broker of your acceptance of the General Offer in the time and manner stipulated in your custody agreement.

If you are a Dematerialised Ordinary Shareholder and wish to accept the General Offer, but have not been contacted by your CSDP or broker, it would be advisable for you to contact and furnish your CSDP or broker with instructions in regard to the acceptance of the General Offer. These instructions must be provided in the manner and by the cut-off date and time stipulated in your custody agreement, and must be communicated by your CSDP or broker to the Transfer Secretaries by no later than 12:00 on the General Offer Closing Date.

You must **NOT** complete the attached Form of Acceptance and Transfer (*brown*).

If you notify your CSDP or broker of your desire to accept the General Offer, you will **NOT** be able to rematerialise and/or trade your Ordinary Shares from the date on which you notify your CSDP or broker of your acceptance of the General Offer. Dematerialised Ordinary Shareholders will, however, be entitled to sell such General Offer Shares Tendered to Indequity in terms of the Ordinary Share Scheme and to receive the Ordinary Share Scheme Consideration in respect of such General Offer Shares Tendered in the event that the Ordinary Share Scheme becomes operative.

5.2 Certificated Ordinary Shareholders

If you are a Certificated Ordinary Shareholder and wish to accept the General Offer, you must complete the Form of Acceptance and Transfer (*brown*) attached to this Circular in accordance with its instructions, and forward it, together with your Documents of Title, to the Transfer Secretaries, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000), by no later than 12:00 on the General Offer Closing Date.

If you accept the General Offer and surrender your Documents of Title, you will **NOT** be able to Dematerialise and/or trade your General Offer Shares from the date that you surrender your Documents of Title in respect of those General Offer Shares.

5.3 Approval of the Specific Repurchase and Delisting at the General Meeting of Indequity Shareholders

As the General Offer is considered to be a Repurchase in terms of section 48(8) of the Companies Act and a Specific Repurchase in terms of paragraph 5.69(b) of the Listings Requirements, the Repurchase and the Specific Repurchase are required to be approved by separate Special Resolutions of the Shareholders at the General Meeting of Indequity Shareholders in accordance with the quorum requirements specified above.

In accordance with sections 48(8)(a) and 48(8)(b) of the Companies Act, a decision by Indequity to Repurchase its Shares: (i) must be approved by a Special Resolution if any of the Shares are to be acquired by Indequity from a Director, or a person related to a Director; and (ii) is subject to the requirements of sections 114 and 115 of the Companies Act if it involves the acquisition by Indequity of more than 5% of its Shares. In accordance with section 115(4) of the Companies Act, the Remaining Shareholders will not be entitled to vote on the Repurchase (A Class Preference Shares) Resolution, the Repurchase (B Class Preference Shares) Resolution or the Repurchase (Ordinary Shares) Resolution at the General Meeting of Indequity Shareholders.

In accordance with paragraph 5.69(b) of the Listings Requirements, Shareholders who are participants in the Specific Repurchase, and their respective associates (as defined in the Listings Requirements), will not be entitled to vote on the Specific Repurchase Resolution at the General Meeting of Indequity Shareholders. The Remaining Shareholders will, however, be able to vote on the Specific Repurchase Resolution.

The Delisting must also be approved by an Ordinary Resolution, at the General Meeting of Indequity Shareholders, at which at least three Shareholders are present and sufficient Shareholders are present to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised at the General Meeting, in accordance with paragraphs 1.15(a) and 1.16 of the Listings Requirements. In order to be approved, the Ordinary Resolution must be supported by more than 50% of the voting rights exercised thereon.

In accordance with paragraph 1.16 of the Listings Requirements, controlling Shareholder/s, their associate/s and persons who are considered to be acting in concert with Indequity will not be entitled to vote on the Delisting Resolution. Therefore, Indo-Atlantic and its associates, will not be entitled to vote on the Delisting Resolution.

For the avoidance of doubt, Eligible Ordinary Shareholders will be entitled to accept the General Offer from 11:00 on the General Offer Opening Date, however, any General Offer Shares Tendered will not be acquired by Indequity until such time as the General Offer is implemented, which is conditional, *inter alia*, on the Ordinary Share Scheme not becoming operative and the General Offer becoming wholly unconditional.

Eligible Ordinary Shareholders shall be entitled to either:

- accept the General Offer in respect of all (and not some) of their General Offer Shares (accordingly no partial acceptances will be accepted); or
- reject the General Offer.

If you wish to accept the General Offer, you must do so in the manner described below, depending on whether you are a Certificated Shareholder or a Dematerialised Shareholder.

5.4 Tax

The General Offer Consideration constitutes a dividend for tax purposes and would be subject to dividends tax, to the extent applicable as set out in paragraph 4 of the Circular, depending on the profile of the Shareholder. To the extent that any Ordinary Shareholder is exempt from dividends tax, it will be required to complete the prescribed declaration and undertaking before the distribution, as it would in the course of normal dividends being declared. Ordinary Shareholders should consult their professional advisors immediately if they are in any doubt as to their tax position.

Should the General Offer become unconditional and be implemented in accordance with its terms, the default impact of dividends tax on the gross General Offer Consideration (excluding the application of any relief or exemption as may be granted to any particular Ordinary Shareholder) will be set out in the finalisation announcement, which is expected to be published on or about Friday, 11 December 2020.

5.5 Dematerialisation or rematerialisation of and trading in Ordinary Shares

If you wish to Dematerialise your Shares, please contact the Transfer Secretaries, your broker or CSDP. You are **NOT** required to Dematerialise your General Offer Shares in order to participate in the General Offer or to receive the General Offer Consideration.

You should note that once you have surrendered your Documents of Title in respect of your General Offer Shares, pursuant to your acceptance of the General Offer, you may not Dematerialise or trade any of the General Offer Shares to which those Documents of Title relate.

Furthermore, you should note that, after acceptance of the General Offer you may not Dematerialise or trade any of the General Offer Shares in respect of which the General Offer has been accepted. You will however, be entitled to sell such General Offer Shares Tendered, to Inequity in terms of the Ordinary Share Scheme and to receive the Ordinary Share Scheme Consideration in respect of such General Offer Shares Tendered in the event that the Ordinary Share Scheme becomes operative.

For the avoidance of doubt, you may not, after acceptance of the General Offer, instruct any broker or CSDP to hold your General Offer Shares in respect of which the General Offer has been accepted as nominee on your behalf or, where such General Offer Shares are already held by the broker or CSDP as nominee, request the broker or CSDP to release the General Offer Shares in respect of which the General Offer has been accepted.

No Dematerialisation or rematerialisation of Ordinary Shares may take place:

- from the Business Day following the last day to trade prior to the General Meeting of Inequity Shareholders up to and including the Scheme Voting Record Date; and
- if the General Offer is declared wholly unconditional, on or after the Business Day following the General Offer Last Day to Trade.

5.6 Posting Forms of Acceptance and Transfer and Documents of Title

Forms of Acceptance and Transfer (*brown*) and Documents of Title that are sent through the post are sent at the risk of the Eligible Ordinary Shareholder concerned. Accordingly, Eligible Ordinary Shareholders should take note of postal delivery times so as to ensure that the forms and relevant Documents of Title are received timeously. It is therefore recommended that such forms and Documents of Title rather be sent by registered post or delivered by hand to the Transfer Secretaries.

5.7 Lost or Destroyed Documents of Title in respect of Certificated Ordinary Shareholders

If Documents of Title have been lost or destroyed, Certificated Ordinary Shareholders should nevertheless return the Form of Acceptance and Transfer (*brown*) duly signed and completed. The Transfer Secretaries shall issue a suitable indemnity form to such Certificated Ordinary Shareholder, such indemnity form to be in a form and substance acceptable to Inequity (in its sole and absolute discretion) and Inequity and the Transfer Secretaries must be satisfied that the Documents of Title have been lost or destroyed.

Only upon receipt of such indemnity form, duly completed and signed by such Certificated Ordinary Shareholder, to be received by 12:00 on the General Offer Closing Date, will Inequity consider the action taken by such Certificated Ordinary Shareholder in terms of the General Offer.

5.8 Other

As the General Offer may constitute the acquisition by a regulated company “of more than 5% of the issued shares of any particular class of the company’s shares”, as contemplated in section 48(8)(b) of the Companies Act, it may constitute a scheme of arrangement as contemplated in section 114 of the Companies Act, and accordingly an affected transaction in terms of section 117(c)(iii) of the Companies Act. Consequently, the General Offer complies with the requirements applicable to the Ordinary Share Scheme under the Companies Act and the Takeover Regulations.

The General Offer complies with the requirements of section 114 of the Companies Act. In this regard, please refer to the opinions and recommendations expressed by the Independent Board in paragraph 14 of this Circular and the opinion of the Independent Expert contained in **Annexure 1** to this Circular. The General Offer furthermore complies with the requirements of section 115 of the Companies Act in relation to the approval by Shareholders of the General Offer in terms of section 48(8) of the Companies Act. Please refer to Special Resolution Number 3 as contained in the Notice convening the General Meeting of Inequity Shareholders (*purple*).

To the extent that Appraisal Rights apply in respect of the General Offer, the provisions of paragraph 5.1.6 of this Circular shall apply *mutatis mutandis* to the General Offer Participants in respect of Special Resolution Number 3 as contained in the Notice convening the General Meeting of Inequity Shareholders (*purple*). Shareholders are referred to **Annexure 6** to this Circular, which contains an extract of the provisions of section 164 of the Companies Act.

As regards compliance with the Takeover Regulations generally in relation to the General Offer, please refer to paragraphs 1 to 4 and paragraphs 9 to 22 of this Circular, which paragraphs apply in respect of both the Ordinary Share Scheme and the General Offer.

ACTION REQUIRED BY A CLASS PREFERENCE SHAREHOLDERS

If you have disposed of all your A Class Preference Shares, then this Circular, together with the accompanying Notices, Forms of Proxy and Forms of Surrender, should be forwarded to the purchaser to whom, or the broker, agent, CSDP or banker through whom, you disposed of your A Class Preference Shares.

Please take careful note of the following provisions regarding the action to be taken by A Class Preference Shareholders:

A General Meeting of Indequity Shareholders will be held at 10:00 on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709, for the purpose of considering and, if deemed fit, passing, *inter alia*, the:

- (i) Repurchase (A Class Preference Shares) Resolution; (ii) Repurchase (B Class Preference Shares) Resolution; (iii) Repurchase (Ordinary Shares) Resolution; (iv) Specific Repurchase Resolution; (v) Delisting Resolution; and (vi) Section 75 Resolution,

which General Meeting of Indequity Shareholders will be followed at 10:30 or immediately thereafter, whichever is earlier, by the Ordinary Share Scheme Meeting required to enable Indequity to repurchase the Ordinary Share Scheme Shares in terms of a scheme of arrangement under section 114(1)(e) of the Companies Act. The Ordinary Share Scheme Meeting will be followed at 11:00 or immediately thereafter, whichever is the earlier, by the A Class Preference Share Scheme Meeting for the purpose of considering and, if deemed fit, passing the resolutions required to enable Indequity to voluntarily repurchase the A Class Preference Share Scheme Shares in terms of a scheme of arrangement under section 114(1) of the Companies Act. The A Class Preference Share Scheme Meeting will be followed at 11:30 or immediately thereafter, whichever is the earlier, by the B Class Preference Share Scheme Meeting for the purpose of considering and, if deemed fit, passing the resolutions required to enable Indequity to voluntarily repurchase the B Class Preference Share Scheme Shares in terms of a scheme of arrangement under section 114(1) of the Companies Act.

The Notices convening the aforementioned meetings are attached to, and form part of, this Circular.

1. A CLASS PREFERENCE SHAREHOLDERS

1.1 Voting at the General Meeting of Indequity Shareholders and/or the A Class Preference Share Scheme Meeting

- 1.1.1 You may attend the General Meeting of Indequity Shareholders and vote thereat, and/or you may attend the Preference Share Scheme Meeting and vote thereat.
- 1.1.2 If you do not wish to or are unable to attend the General Meeting of Indequity Shareholders and/or the A Class Preference Share Scheme Meeting, but wish to be represented thereat, you must complete the attached Form/s of Proxy in respect of the General Meeting of Indequity Shareholders (*pink*) or the A Class Preference Share Scheme Meeting (*green*) in accordance with the instructions contained therein and return it to the Transfer Secretaries, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) or by email to meetfax@linkmarketservices.co.za, to be received by them by no later than 10:00 on Tuesday, 17 November 2020. Alternatively, the Form/s of Proxy in respect of the General Meeting of Indequity Shareholders (*pink*) and/or the A Class Preference Share Scheme Meeting (*green*) may be handed to the chairperson of the relevant meeting before the appointed proxy exercises any of the Shareholder's votes thereat.

1.2 Surrender of Documents of Title

- 1.2.1 If the A Class Preference Share Scheme becomes operative, you will be required to surrender your Documents of Title in respect of all your A Class Preference Shares in order to claim the A Class Preference Share Scheme Consideration payable to you.
- 1.2.2 If you wish to expedite receipt of the A Class Preference Share Scheme Consideration and surrender your Documents of Title in anticipation of the A Class Preference Share Scheme becoming operative, you should complete the attached Form of Surrender (*grey*) and return it, together with the relevant Documents of Title relating to all your A Class Preference Shares, in accordance with the instructions contained therein, to the Transfer Secretaries, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000).
- 1.2.3 If Documents of Title relating to any A Class Preference Shares to be surrendered are lost or destroyed, Indequity may dispense with the surrender of such Documents of Title upon production of evidence satisfactory to Indequity that the Documents of Title to the A Class Preference Shares in question have been lost or destroyed, and upon provision of a suitable indemnity on terms satisfactory to the Company. Accordingly, if the Documents of Title in respect of any of your A Class Preference Shares have been lost or destroyed, you should nevertheless return the attached Form of Surrender (*grey*), duly signed and completed, together with a duly signed and completed indemnity form which is obtainable from the Transfer Secretaries.

- 1.2.4 Should you surrender your Documents of Title in anticipation of the A Class Preference Share Scheme becoming operative and the A Class Preference Share Scheme then does not become operative, the Transfer Secretaries shall, within five Business Days of either the date upon which it becomes known that the A Class Preference Share Scheme will not be implemented or on receipt by the Transfer Secretaries of the relevant Documents of Title, whichever is the later, return the Documents of Title to you by post at your risk.

2. GENERAL

2.1 Approval of the A Class Preference Share Scheme at the A Class Preference Share Scheme Meeting

The A Class Preference Share Scheme must be approved by a special resolution, in accordance with section 115(2)(a) of the Companies Act, at the A Class Preference Share Scheme Meeting, at which at least three A Class Preference Shareholders are present and sufficient A Class Preference Share Scheme Members are present to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised at the A Class Preference Share Scheme Meeting. In order to be approved, the special resolution must be supported by at least 75% of voting rights exercised thereon.

2.2 Court approval

2.2.1 A Class Preference Shareholders are advised that, in accordance with section 115(3) of the Companies Act, Indequity may in certain circumstances not proceed to implement the special resolution required to approve the A Class Preference Share Scheme, despite the fact that it will have been adopted at the A Class Preference Share Scheme Meeting, without the approval of the Court.

2.2.2 A copy of section 115 of the Companies Act pertaining to the required approval for the A Class Preference Share Scheme is set out in **Annexure 5** to this Circular.

2.3 Dissenting A Class Preference Shareholders

2.3.1 An A Class Preference Shareholder who is entitled to vote at the A Class Preference Share Scheme Meeting is entitled to seek relief under section 164 of the Companies Act if that A Class Preference Shareholder: notified Indequity in advance in writing of its intention to oppose the special resolution; was present at the A Class Preference Share Scheme Meeting; voted against the special resolution; and sent the Company a demand contemplated in section 164(5) of the Companies Act.

2.3.2 A copy of section 164 of the Companies Act pertaining to Dissenting Shareholders' Appraisal Rights is set out in **Annexure 6** to this Circular.

2.4 Foreign Shareholders

A Class Preference Shareholders who are not resident in, or who have registered addresses outside of South Africa, must satisfy themselves as to the full observance of any applicable laws concerning the receipt of the A Class Preference Share Scheme Consideration, including (without limitation) obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any transfer or other taxes due in such jurisdiction. A Class Preference Shareholders who are in any doubt as to their positions should consult their professional advisors immediately.

ACTION REQUIRED BY B CLASS PREFERENCE SHAREHOLDERS

If you have disposed of all your B Class Preference Shares, then this Circular, together with the accompanying Notices, Forms of Proxy and Forms of Surrender, should be forwarded to the purchaser to whom, or the broker, agent, CSDP or banker through whom, you disposed of your B Class Preference Shares.

Please take careful note of the following provisions regarding the action to be taken by B Class Preference Shareholders:

A General Meeting of Indequity Shareholders will be held at 10:00 on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709, for the purpose of considering and, if deemed fit, passing, *inter alia*, the:

- (i) Repurchase (A Class Preference Shares) Resolution; (ii) Repurchase (B Class Preference Shares) Resolution; (iii) Repurchase (Ordinary Shares) Resolution; (iv) Specific Repurchase Resolution; (v) Delisting Resolution; and (vi) Section 75 Resolution,

which General Meeting of Indequity Shareholders will be followed at 10:30 or immediately thereafter, whichever is earlier, by the Ordinary Share Scheme Meeting required to enable Indequity to repurchase the Ordinary Share Scheme Shares in terms of a scheme of arrangement under section 114(1)(e) of the Companies Act. The Ordinary Share Scheme Meeting will be followed at 11:00 or immediately thereafter, whichever is the earlier, by the A Class Preference Share Scheme Meeting for the purpose of considering and, if deemed fit, passing the resolutions required to enable Indequity to voluntarily repurchase the A Class Preference Share Scheme Shares in terms of a scheme of arrangement under section 114(1) of the Companies Act. The A Class Preference Share Scheme Meeting will be followed at 11:30 or immediately thereafter, whichever is the earlier, by the B Class Preference Share Scheme Meeting for the purpose of considering and, if deemed fit, passing the resolutions required to enable Indequity to voluntarily repurchase the B Class Preference Share Scheme Shares in terms of a scheme of arrangement under section 114(1) of the Companies Act.

The Notices convening the aforementioned meetings are attached to, and form part of, this Circular.

1. B CLASS PREFERENCE SHAREHOLDERS

1.1 Voting at the General Meeting of Indequity Shareholders and/or the B Class Preference Share Scheme Meeting

- 1.1.1 You may attend the General Meeting of Indequity Shareholders and vote thereat, and/or you may attend the Preference Share Scheme Meeting and vote thereat.
- 1.1.2 If you do not wish to or are unable to attend the General Meeting of Indequity Shareholders and/or the B Class Preference Share Scheme Meeting, but wish to be represented thereat, you must complete the attached Form/s of Proxy in respect of the General Meeting of Indequity Shareholders (*pink*) or the B Class Preference Share Scheme Meeting (*lime*) in accordance with the instructions contained therein and return it to the Transfer Secretaries, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) or by email to meetfax@linkmarketservices.co.za, to be received by them by no later than 10:00 on Tuesday, 17 November 2020. Alternatively, the Form/s of Proxy in respect of the General Meeting of Indequity Shareholders (*pink*) and/or the B Class Preference Share Scheme Meeting (*lime*) may be handed to the chairperson of the relevant meeting before the appointed proxy exercises any of the Shareholder's votes thereat.

1.2 Surrender of Documents of Title

- 1.2.1 If the B Class Preference Share Scheme becomes operative, you will be required to surrender your Documents of Title in respect of all your B Class Preference Shares in order to claim the B Class Preference Share Scheme Consideration payable to you.
- 1.2.2 If you wish to expedite receipt of the B Class Preference Share Scheme Consideration and surrender your Documents of Title in anticipation of the B Class Preference Share Scheme becoming operative, you should complete the attached Form of Surrender (*violet*) and return it, together with the relevant Documents of Title relating to all your B Class Preference Shares, in accordance with the instructions contained therein, to the Transfer Secretaries, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000).
- 1.2.3 If Documents of Title relating to any B Class Preference Shares to be surrendered are lost or destroyed, Indequity may dispense with the surrender of such Documents of Title upon production of evidence satisfactory to Indequity that the Documents of Title to the B Class Preference Shares in question have been lost or destroyed, and upon provision of a suitable indemnity on terms satisfactory to the Company. Accordingly, if the Documents of Title in respect of any of your B Class Preference Shares have been lost or destroyed, you should nevertheless return the attached Form of Surrender (*violet*), duly signed and completed, together with a duly signed and completed indemnity form which is obtainable from the Transfer Secretaries.

- 1.2.4 Should you surrender your Documents of Title in anticipation of the B Class Preference Share Scheme becoming operative and the B Class Preference Share Scheme then does not become operative, the Transfer Secretaries shall, within five Business Days of either the date upon which it becomes known that the B Class Preference Share Scheme will not be implemented or on receipt by the Transfer Secretaries of the relevant Documents of Title, whichever is the later, return the Documents of Title to you by post at your risk.

2. GENERAL

2.1 Approval of the B Class Preference Share Scheme at the B Class Preference Share Scheme Meeting

The B Class Preference Share Scheme must be approved by a special resolution, in accordance with section 115(2)(a) of the Companies Act, at the B Class Preference Share Scheme Meeting, at which at least three B Class Preference Shareholders are present and sufficient B Class Preference Share Scheme Members are present to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised at the B Class Preference Share Scheme Meeting. In order to be approved, the special resolution must be supported by at least 75% of voting rights exercised thereon.

2.2 Court approval

2.2.1 B Class Preference Shareholders are advised that, in accordance with section 115(3) of the Companies Act, Indequity may in certain circumstances not proceed to implement the special resolution required to approve the B Class Preference Share Scheme, despite the fact that it will have been adopted at the B Class Preference Share Scheme Meeting, without the approval of the Court.

2.2.2 A copy of section 115 of the Companies Act pertaining to the required approval for the B Class Preference Share Scheme is set out in **Annexure 5** to this Circular.

2.3 Dissenting B Class Preference Shareholders

2.3.1 A B Class Preference Shareholder who is entitled to vote at the B Class Preference Share Scheme Meeting is entitled to seek relief under section 164 of the Companies Act if that B Class Preference Shareholder: notified Indequity in advance in writing of its intention to oppose the special resolution; was present at the B Class Preference Share Scheme Meeting; voted against the special resolution; and sent the Company a demand contemplated in section 164(5) of the Companies Act.

2.3.2 A copy of section 164 of the Companies Act pertaining to Dissenting Shareholders' Appraisal Rights is set out in **Annexure 6** to this Circular.

2.4 Foreign Shareholders

B Class Preference Shareholders who are not resident in, or who have registered addresses outside of South Africa, must satisfy themselves as to the full observance of any applicable laws concerning the receipt of the B Class Preference Share Scheme Consideration, including (without limitation) obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any transfer or other taxes due in such jurisdiction. B Class Preference Shareholders who are in any doubt as to their positions should consult their professional advisors immediately.

IMPORTANT DATES AND TIMES IN RESPECT OF THE ORDINARY SHARE SCHEME AND THE GENERAL OFFER

2020

Record date to determine which Shareholders are entitled to receive the Circular	Friday, 2 October
Circular distributed to Shareholders and Notices of the General Meeting of Indequity Shareholders and the Ordinary Share Scheme Meeting released on SENS on	Wednesday, 7 October
Notices of the General Meeting of Indequity Shareholders and the Ordinary Share Scheme Meeting published in the South African press on	Thursday, 8 October
Indequity's reviewed results for the year ended 30 September 2020 released on SENS	Tuesday, 3 November
Last day to trade Ordinary Shares in order to be recorded in the Register to vote at the General Meeting of Indequity Shareholders and/or the Ordinary Share Scheme Meeting (see note 2 below) on	Tuesday, 10 November
Record date to be eligible to vote at the General Meeting of Indequity Shareholders and the record date to be eligible to vote at the Ordinary Share Scheme Meeting (being the Ordinary Share Scheme Voting Record Date) by close of trade on	Friday, 13 November
Last day to lodge Form/s of Proxy in respect of the General Meeting of Indequity Shareholders (<i>pink</i>) and/or the Ordinary Share Scheme Meeting (<i>yellow</i>) with the Transfer Secretaries by 10:00 on (alternatively the Form/s of Proxy in respect of the General Meeting of Indequity Shareholders (<i>pink</i>) and/or the Ordinary Share Scheme Meeting (<i>yellow</i>) may be handed to the chairperson of relevant meeting immediately before the appointed proxy exercises any of the Shareholder's votes thereat)	Tuesday, 17 November
Last date and time for Ordinary Shareholders (but excluding the holders of the Excluded Ordinary Shares) to give notice of their objections to the special resolution approving the Ordinary Share Scheme, in terms of section 164(3) of the Companies Act, by no later than 10:00 on	Thursday, 19 November
General Meeting of Indequity Shareholders to be held at 10:00 on	Thursday, 19 November
Ordinary Share Scheme Meeting to be held at 10:30 (or immediately following the General Meeting of Indequity Shareholders, whichever is earlier) on	Thursday, 19 November
Results of the General Meeting of Indequity Shareholders and the Ordinary Share Scheme Meeting released on SENS on	Thursday, 19 November
Results of the General Meeting of Indequity Shareholders and the Ordinary Share Scheme Meeting published in the South African press on	Friday, 20 November
<i>If the Ordinary Share Scheme is approved by Ordinary Shareholders at the Ordinary Share Scheme Meeting with sufficient voting rights such that no Ordinary Shareholders may require the Company to obtain Court approval for the Ordinary Share Scheme as contemplated in section 115(3)(a) of the Companies Act:</i>	
Last date for Ordinary Shareholders who voted against the Ordinary Share Scheme to require the Issuer to seek Court Approval for the Ordinary Share Scheme in terms of section 115(3)(a) of the Companies Act, if at least 15% of the total votes of Ordinary Shareholders at the Ordinary Share Scheme Meeting were exercised against the Ordinary Share Scheme	Thursday, 26 November
Last date for an Ordinary Shareholder who voted against the Ordinary Share Scheme to apply to the Court for leave to apply to Court for a review of the Ordinary Share Scheme in terms of section 115(3)(b) of the Companies Act on	Thursday, 3 December
Last date for Indequity to give notice of the adoption of the special resolution approving the Ordinary Share Scheme to Dissenting Shareholders objecting to the special resolution, in terms of section 164(4) of the Companies Act, on	Thursday, 3 December
<i>If no Ordinary Shareholders exercise their rights in terms of section 115(3)(b) of the Companies Act:</i>	
Finalisation Date in respect of the Ordinary Share Scheme expected to be on	Friday, 11 December
Finalisation Date announcement in respect of the Ordinary Share Scheme expected to be released on SENS by no later than 11:00 on	Friday, 11 December
Finalisation Date announcement in respect of the Ordinary Share Scheme expected to be published in the South African press on	Monday, 14 December
Expected Ordinary Share Scheme LDT, being the last day to trade Ordinary Shares on the JSE in order to be recorded in the Register to receive the Ordinary Share Scheme Consideration, on	Monday, 21 December
Suspension of listing of Ordinary Shares on the JSE expected to take place at the commencement of trade on	Tuesday, 22 December

Expected Ordinary Share Scheme Consideration Record Date, being the date on which Ordinary Share Scheme Participants must be recorded in the Register to receive the Ordinary Share Scheme Consideration, by close of trade on	Thursday, 24 December
Expected date on which the Ordinary Share Scheme is implemented	Monday, 28 December
Ordinary Share Scheme Consideration expected to be paid/posted to Ordinary Share Scheme Participants who are Certificated Ordinary Shareholders (provided their Forms of Surrender and Transfer (<i>orange</i>) and Documents of Title are received on or prior to 12:00 on the Ordinary Share Scheme Consideration Record Date) on or about	Monday, 28 December
Ordinary Share Scheme Participants who are Dematerialised Ordinary Shareholders expected to have their accounts (held at their CSDP or broker) credited with the Ordinary Share Scheme Consideration, on or about	Monday, 28 December
Termination of listing of Ordinary Shares on the JSE expected to take place at the commencement of trade on or about	Tuesday, 29 December
<i>If the Ordinary Share Scheme does not become unconditional and the General Offer is implemented:</i>	
General Offer Opening Date	Friday, 23 October
Expected finalisation announcement published on SENS on or about	Friday, 11 December
Expected finalisation announcement published in the South African press on	Monday, 14 December
Expected date of lodging an application for the termination of listing of the Shares on the JSE on	Tuesday, 15 December
Expected last day to trade to take up the General Offer	Monday, 21 December
Expected suspension of the listing of the Shares at the commencement of trade on the JSE	Tuesday, 22 December
Expected General Offer record date	Thursday, 24 December
Expected General Offer Closing Date Forms to be submitted by 12:00 on	Thursday, 24 December
Date on which the General Offer Consideration is expected to be sent by EFT or by cheque to General Offer Participants who are Certificated Shareholders who have lodged their Form of Acceptance and Transfer (<i>brown</i>) with the Transfer Secretaries on or prior to the last day to trade to take up the General Offer, on or about	Monday, 28 December
Date on which Dematerialised General Offer Participants are expected to have their accounts with their broker or CSDP credited with the General Offer Consideration on or about	Monday, 28 December
Expected termination of the listing of the Shares at commencement of trade on the JSE	Tuesday, 29 December

Notes:

1. All dates and times may be changed by Indequity (subject to the approval of the JSE and/or the Panel, if required). The dates have been determined based on certain assumptions regarding the date by which certain regulatory approvals will have been obtained and that no Court approval or review of the special resolution required to approve the implementation of the Ordinary Share Scheme will be required. Any change in the dates and times will be released on SENS and published in the South African press.
2. Ordinary Shareholders should note that, as transactions in Ordinary Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three Business Days after such trade. Therefore, Ordinary Shareholders who acquire Indequity Ordinary Shares after close of trade on Tuesday, 10 November 2020 will not be eligible to vote at the General Meeting of Indequity Shareholders and/or the Ordinary Share Scheme Meeting.
3. All times given in this document are local times in South Africa.
4. Indequity Ordinary Shares may not be dematerialised or rematerialised after the Ordinary Share Scheme LDT, which date is expected to be Monday, 21 December 2020.
5. If the Ordinary Share Scheme is approved by an insufficient number of Ordinary Share Scheme Members at the Ordinary Share Scheme Meeting so that an Ordinary Share Scheme Member may require Indequity to obtain Court approval of the Ordinary Share Scheme, as contemplated in section 115(3)(a) of the Companies Act, and an Ordinary Share Scheme Member in fact delivers such a request, the dates and times set out above in respect of the period after receipt of such request will not be relevant. If this is the case, Ordinary Shareholders will be notified separately of the applicable dates and times under this process.
6. If any Ordinary Share Scheme Member who votes against the Ordinary Share Scheme exercises its rights in accordance with section 115(3)(b) of the Companies Act and applies to Court for a review of the Ordinary Share Scheme, the dates and times set out above in respect of the period of such application will not be relevant. If this is the case, Ordinary Shareholders will be notified separately of the applicable dates and times under this process.

7. If the Ordinary Share Scheme Meeting is adjourned or postponed, Forms of Proxy in respect of the Ordinary Share Scheme Meeting (*yellow*) submitted for the initial Ordinary Share Scheme Meeting will remain valid in respect of any adjournment or postponement of the Ordinary Share Scheme Meeting.
8. The date of payment of the Ordinary Share Scheme Consideration is expected to be Monday, 28 December 2020 in respect of Dematerialised Ordinary Shareholders and Certificated Ordinary Shareholders.
9. The date of payment of the General Offer Consideration, will take place within six Business Days of the later of the General Offer being declared wholly unconditional and acceptance of the General Offer by the General Offer Participant and in accordance with paragraph 6.7.6 of this Circular in respect of Certificated Ordinary Shareholders.
10. Should sufficient Ordinary Shareholders vote against the Ordinary Share Scheme Resolution at the Ordinary Share Scheme Meeting so that an Ordinary Shareholder may require Inequity to obtain Court approval regarding the Ordinary Share Scheme Resolution as contemplated in section 115(3)(a) of the Companies Act, and if an Ordinary Shareholder in fact delivers such a request, the dates and times set out above will need to be amended. Ordinary Shareholders will be notified separately of the applicable dates and times under this process.
11. If any Ordinary Shareholder who votes against the Ordinary Share Scheme Resolution exercises its rights in terms of section 115(3)(b) of the Companies Act and applies to Court for a review of the Ordinary Share Scheme, the dates and times set out above will need to be amended. Ordinary Shareholders will be notified separately of the applicable dates and times under this process.

IMPORTANT DATES AND TIMES IN RESPECT OF THE A CLASS PREFERENCE SHARE SCHEME

2020

Record date to determine which A Class Preference Shareholders are entitled to receive the Circular	Friday, 2 October
Circular distributed to A Class Preference Shareholders and Notices of the General Meeting of Indequity Shareholders and the A Class Preference Share Scheme Meeting released on SENS on	Wednesday, 7 October
Notices of the General Meeting of Indequity Shareholders and the A Class Preference Share Scheme Meeting published in the South African press on	Thursday, 8 October
Indequity's reviewed results for the year ended 30 September 2020 released on SENS	Tuesday, 3 November
Last day to trade Indequity A Class Preference Shares in order to be recorded in the Register to vote at the General Meeting of Indequity Shareholders and/or the A Class Preference Share Scheme Meeting (see note 2 below) on	Tuesday, 10 November
Record date to be eligible to vote at the General Meeting of Indequity Shareholders and the record date to be eligible to vote at the A Class Preference Share Scheme Meeting (being the A Class Preference Share Scheme Voting Record Date) by close of trade on	Friday, 13 November
Last day to lodge Form/s of Proxy in respect of the General Meeting of Indequity Shareholders (<i>pink</i>) and/or the A Class Preference Share Scheme Meeting (<i>green</i>) with the Transfer Secretaries by 10:00 on (alternatively the Form/s of Proxy in respect of the General Meeting of Indequity Shareholders (<i>pink</i>) and/or the A Class Preference Share Scheme Meeting (<i>green</i>) may be handed to the chairperson of relevant meeting immediately before the appointed proxy exercises any of the Shareholder's votes thereat)	Tuesday, 17 November
Last date and time for A Class Preference Shareholders (but excluding the holders of the Excluded A Class Preference Shares) to give notice of their objections to the special resolution approving the A Class Preference Share Scheme, in terms of section 164(3) of the Companies Act, by no later than 10:00 on	Thursday, 19 November
General Meeting of Indequity Shareholders to be held at 10:00 on	Thursday, 19 November
A Class Preference Share Scheme Meeting to be held at 11:00 (or immediately following the Ordinary Share Scheme Meeting, whichever is earlier) on	Thursday, 19 November
Results of the General Meeting of Indequity Shareholders and the A Class Preference Share Scheme Meeting released on SENS on	Thursday, 19 November
Results of the General Meeting of Indequity Shareholders and the A Class Preference Share Scheme Meeting published in the South African press on	Friday, 20 November
<i>If the A Class Preference Share Scheme is approved by A Class Preference Shareholders at the A Class Preference Share Scheme Meeting with sufficient voting rights such that no A Class Preference Shareholders may require the Company to obtain Court approval for the A Class Preference Share Scheme as contemplated in section 115(3)(a) of the Companies Act:</i>	
Last date for A Class Preference Shareholders who voted against the A Class Preference Share Scheme to require the Issuer to seek Court Approval for the A Class Preference Share Scheme in terms of section 115(3)(a) of the Companies Act, if at least 15% of the total votes of A Class Preference Shareholders at the A Class Preference Share Scheme Meeting were exercised against the A Class Preference Share Scheme	Thursday, 26 November
Last date for an A Class Preference Shareholder who voted against the A Class Preference Share Scheme to apply to the Court for leave to apply to Court for a review of the A Class Preference Share Scheme in terms of section 115(3)(b) of the Companies Act on	Thursday, 3 December
Last date for Indequity to give notice of the adoption of the special resolution approving the A Class Preference Share Scheme to Dissenting A Class Preference Shareholders objecting to the special resolution, in terms of section 164(4) of the Companies Act, on	Thursday, 3 December
<i>If no A Class Preference Shareholders exercise their rights in terms of section 115(3)(b) of the Companies Act:</i>	
Finalisation Date in respect of the A Class Preference Share Scheme expected to be on	Friday, 11 December
Finalisation Date announcement in respect of the A Class Preference Share Scheme expected to be released on SENS by no later than 11:00 on	Friday, 11 December
Finalisation Date announcement in respect of the A Class Preference Share Scheme expected to be published in the South African press on	Monday, 14 December
Expected A Class Preference Share Scheme LDT, being the last day to trade A Class Preference Shares in order to be recorded in the Register to receive the A Class Preference Share Scheme Consideration, on	Monday, 21 December

Expected A Class Preference Share Scheme Consideration Record Date, being the date on which A Class Preference Share Scheme Participants must be recorded in the Register to receive the A Class Preference Share Scheme Consideration, by close of trade on	Thursday, 24 December
Expected date on which the A Class Preference Share Scheme is implemented	Monday, 28 December
A Class Preference Share Scheme Consideration expected to be paid/posted to A Class Preference Share Scheme Participants who are Certificated Shareholders (provided their Forms of Surrender and Transfer (<i>grey</i>) and Documents of Title are received on or prior to 12:00 on the A Class Preference Share Scheme Consideration Record Date) on or about	Monday, 28 December

Notes:

1. All dates and times may be changed by Indequity (subject to the approval of the JSE and/or the Panel, if required). The dates have been determined based on certain assumptions regarding the date by which certain regulatory approvals will have been obtained and that no Court approval or review of the special resolution required to approve the implementation of the A Class Preference Share Scheme will be required. Any change in the dates and times will be released on SENS and published in the South African press.
2. A Class Preference Shareholders who acquire Indequity A Class Preference Shares after close of trade on Tuesday, 10 November 2020 will not be eligible to vote at the General Meeting of Indequity Shareholders and/or the A Class Preference Share Scheme Meeting.
3. All times given in this document are local times in South Africa.
4. If the A Class Preference Share Scheme is approved by an insufficient number of A Class Preference Share Scheme Members at the A Class Preference Share Scheme Meeting so that an A Class Preference Share Scheme Member may require Indequity to obtain Court approval of the A Class Preference Share Scheme, as contemplated in section 115(3)(a) of the Companies Act, and an A Class Preference Share Scheme Member in fact delivers such a request, the dates and times set out above in respect of the period after receipt of such request will not be relevant. If this is the case, A Class Preference Shareholders will be notified separately of the applicable dates and times under this process.
5. If any A Class Preference Share Scheme Member who votes against the A Class Preference Share Scheme exercises its rights in accordance with section 115(3)(b) of the Companies Act and applies to Court for a review of the A Class Preference Share Scheme, the dates and times set out above in respect of the period of such application will not be relevant. If this is the case, A Class Preference Shareholders will be notified separately of the applicable dates and times under this process.
6. If the A Class Preference Share Scheme Meeting is adjourned or postponed, Forms of Proxy in respect of the A Class Preference Share Scheme Meeting (*green*) submitted for the initial A Class Preference Share Scheme Meeting will remain valid in respect of any adjournment or postponement of the A Class Preference Share Scheme Meeting.

IMPORTANT DATES AND TIMES IN RESPECT OF THE B CLASS PREFERENCE SHARE SCHEME

2020

Record date to determine which B Class Preference Shareholders are entitled to receive the Circular	Friday, 2 October
Circular distributed to B Class Preference Shareholders and Notices of the General Meeting of Indequity Shareholders and the B Class Preference Share Scheme Meeting released on SENS on	Wednesday, 7 October
Notices of the General Meeting of Indequity Shareholders and the B Class Preference Share Scheme Meeting published in the South African press on	Thursday, 8 October
Indequity's reviewed results for the year ended 30 September 2020 released on SENS	Tuesday, 3 November
Last day to trade Indequity B Class Preference Shares in order to be recorded in the Register to vote at the General Meeting of Indequity Shareholders and/or the B Class Preference Share Scheme Meeting (see note 2 below) on	Tuesday, 10 November
Record date to be eligible to vote at the General Meeting of Indequity Shareholders and the record date to be eligible to vote at the B Class Preference Share Scheme Meeting (being the B Class Preference Share Scheme Voting Record Date) by close of trade on	Friday, 13 November
Last day to lodge Form/s of Proxy in respect of the General Meeting of Indequity Shareholders (<i>pink</i>) and/or the B Class Preference Share Scheme Meeting (<i>lime</i>) with the Transfer Secretaries by 10:00 on (alternatively the Form/s of Proxy in respect of the General Meeting of Indequity Shareholders (<i>pink</i>) and/or the B Class Preference Share Scheme Meeting (<i>lime</i>) may be handed to the chairperson of relevant meeting immediately before the appointed proxy exercises any of the Shareholder's votes thereat)	Tuesday, 17 November
Last date and time for Indequity B Class Preference Shareholders (but excluding the holders of the Excluded B Class Preference Shares) to give notice of their objections to the special resolution approving the B Class Preference Share Scheme, in terms of section 164(3) of the Companies Act, by no later than 10:00 on	Thursday, 19 November
General Meeting of Indequity Shareholders to be held at 10:00 on	Thursday, 19 November
B Class Preference Share Scheme Meeting to be held at 11:30 (or immediately following the A Class Preference Share Scheme Meeting, whichever is earlier) on	Thursday, 19 November
Results of the General Meeting of Indequity Shareholders and the B Class Preference Share Scheme Meeting released on SENS on	Thursday, 19 November
Results of the General Meeting of Indequity Shareholders and the B Class Preference Share Scheme Meeting published in the South African press on	Friday, 20 November
<i>If the B Class Preference Share Scheme is approved by B Class Preference Shareholders at the B Class Preference Share Scheme Meeting with sufficient voting rights such that no B Class Preference Shareholders may require the Company to obtain Court approval for the B Class Preference Share Scheme as contemplated in section 115(3)(a) of the Companies Act:</i>	
Last date for B Class Preference Shareholders who voted against the B Class Preference Share Scheme to require the Issuer to seek Court Approval for the B Class Preference Share Scheme in terms of section 115(3)(a) of the Companies Act, if at least 15% of the total votes of B Class Preference Shareholders at the B Class Preference Share Scheme Meeting were exercised against the B Class Preference Share Scheme	Thursday, 26 November
Last date for a B Class Preference Shareholder who voted against the B Class Preference Share Scheme to apply to the Court for leave to apply to Court for a review of the B Class Preference Share Scheme in terms of section 115(3)(b) of the Companies Act on	Thursday, 3 December
Last date for Indequity to give notice of the adoption of the special resolution approving the B Class Preference Share Scheme to Dissenting B Class Preference Shareholders objecting to the special resolution, in terms of section 164(4) of the Companies Act, on	Thursday, 3 December
<i>If no B Class Preference Shareholders exercise their rights in terms of section 115(3)(b) of the Companies Act:</i>	
Finalisation Date in respect of the B Class Preference Share Scheme expected to be on	Friday, 11 December
Finalisation Date announcement in respect of the B Class Preference Share Scheme expected to be released on SENS by no later than 11:00 on	Friday, 11 December
Finalisation Date announcement in respect of the B Class Preference Share Scheme expected to be published in the South African press on	Monday, 14 December
Expected B Class Preference Share Scheme LDT, being the last day to trade B Class Preference Shares in order to be recorded in the Register to receive the B Class Preference Share Scheme Consideration, on	Monday, 21 December

Expected B Class Preference Share Scheme Consideration Record Date, being the date on which B Class Preference Share Scheme Participants must be recorded in the Register to receive the B Class Preference Share Scheme Consideration, by close of trade on	Thursday, 24 December
Expected date on which the B Class Preference Share Scheme is implemented	Monday, 28 December
B Class Preference Share Scheme Consideration expected to be paid/posted to B Class Preference Share Scheme Participants who are Certificated Shareholders (provided their Forms of Surrender and Transfer (<i>violet</i>) and Documents of Title are received on or prior to 12:00 on the B Class Preference Share Scheme Consideration Record Date) on or about	Monday, 28 December

Notes:

1. All dates and times may be changed by Indequity (subject to the approval of the JSE and/or the Panel, if required). The dates have been determined based on certain assumptions regarding the date by which certain regulatory approvals will have been obtained and that no Court approval or review of the special resolution required to approve the implementation of the B Class Preference Share Scheme will be required. Any change in the dates and times will be released on SENS and published in the South African press.
2. B Class Preference Shareholders who acquire Indequity B Class Preference Shares after close of trade on Tuesday, 10 November 2020 will not be eligible to vote at the General Meeting of Indequity Shareholders and/or the B Class Preference Share Scheme Meeting.
3. All times given in this document are local times in South Africa.
4. If the B Class Preference Share Scheme is approved by an insufficient number of B Class Preference Share Scheme Members at the B Class Preference Share Scheme Meeting so that a B Class Preference Share Scheme Member may require Indequity to obtain Court approval of the B Class Preference Share Scheme, as contemplated in section 115(3)(a) of the Companies Act, and a B Class Preference Share Scheme Member in fact delivers such a request, the dates and times set out above in respect of the period after receipt of such request will not be relevant. If this is the case, B Class Preference Shareholders will be notified separately of the applicable dates and times under this process.
5. If any B Class Preference Share Scheme Member who votes against the B Class Preference Share Scheme exercises its rights in accordance with section 115(3)(b) of the Companies Act and applies to Court for a review of the B Class Preference Share Scheme, the dates and times set out above in respect of the period of such application will not be relevant. If this is the case, B Class Preference Shareholders will be notified separately of the applicable dates and times under this process.
6. If the B Class Preference Share Scheme Meeting is adjourned or postponed, Forms of Proxy in respect of the B Class Preference Share Scheme Meeting (*lime*) submitted for the initial B Class Preference Share Scheme Meeting will remain valid in respect of any adjournment or postponement of the B Class Preference Share Scheme Meeting.

DEFINITIONS AND INTERPRETATIONS

In this Circular, the annexures hereto, the Notice(s), the Form(s) of Proxy and the Form(s) of Surrender, unless the context otherwise indicates, references to the singular include the plural and *vice versa*, words denoting one gender include the others, expressions denoting natural persons include juristic persons and associations of persons and *vice versa*, and the words in the first column hereunder have the meaning stated opposite them in the second column, as follows:

“A Class Preference Share Scheme” or “Repurchase of the A Class Preference Shares”	the scheme of arrangement in terms of section 114(1) of the Companies Act, proposed by the Indequity Board between Indequity and its A Class Preference Shareholders, which, if implemented, will result in Indequity voluntarily repurchasing the A Class Preference Share Scheme Shares from the A Class Preference Share Scheme Participants, and such A Class Preference Share Scheme Participants will be obliged to sell to Indequity, all of the A Class Preference Share Scheme Shares to Indequity for the A Class Preference Share Scheme Consideration;
“A Class Preference Share Scheme Conditions”	the conditions to which the implementation of the A Class Preference Share Scheme is subject, as set out in paragraph 7.1.2 of this Circular;
“A Class Preference Share Scheme Consideration”	an amount of R0.102 which is payable in cash to each A Class Preference Share Scheme Participant for each A Class Preference Share Scheme Share held by such A Class Preference Share Scheme Participant on the A Class Preference Share Scheme Consideration Record Date;
“A Class Preference Share Scheme Consideration Record Date”	the third Business Day after the A Class Preference Share Scheme LDT, being the last date for Indequity A Class Preference Shareholders to be recorded in the Register in order to receive the A Class Preference Share Scheme Consideration, which date is expected to be Thursday, 24 December 2020;
“A Class Preference Share Scheme Implementation Date”	the Business Day on which the Company will commence paying the A Class Preference Share Scheme Consideration to A Class Preference Share Scheme Participants as at that date, being the Business Day following the Preference Share Scheme Consideration Record Date, which implementation date is expected to be Monday, 28 December 2020;
“A Class Preference Share Scheme LDT”	the last day to trade Indequity A Class Preference Shares in order to be recorded in the Register on the A Class Preference Share Scheme Consideration Record Date, which date is expected to be Monday, 21 December 2020;
“A Class Preference Share Scheme Meeting”	the meeting of A Class Preference Share Scheme Members convened in terms of the Companies Act (including any adjournment or postponement thereof), to be held at 11:00 (or immediately following the Ordinary Share Scheme Meeting, whichever is earlier) on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709, to consider and, if deemed fit, to pass, with or without modification, the resolutions necessary to implement the A Class Preference Share Scheme;
“A Class Preference Share Scheme Members”	A Class Preference Shareholders (other than the holders of Excluded A Class Preference Shares) recorded in the Register on the A Class Preference Share Scheme Voting Record Date, who are lawfully entitled to attend and vote at the A Class Preference Share Scheme Meeting;
“A Class Preference Share Scheme Participants”	holders of A Class Preference Share Scheme Shares recorded in the Register at 17:00 on the A Class Preference Share Scheme Consideration Record Date; provided that (i) A Class Preference Shareholders who become Excluded Dissenting A Class Preference Shareholders after the A Class Preference Share Scheme Consideration Record Date will not be regarded as A Class Preference Share Scheme Participants; and (ii) since Dissenting A Class Preference Shareholders may become Excluded Dissenting A Class Preference Shareholders, Dissenting A Class Preference Shareholders will only be regarded as A Class Preference Share Scheme Participants once they cease to be Dissenting A Class Preference Shareholders as contemplated in paragraph 7.1.6.5 of this Circular;
“A Class Preference Scheme Resolution”	the special resolution required to be approved by A Class Preference Shareholders in order to implement and give effect to the A Class Preference Share Scheme;
“A Class Preference Share Scheme Shares”	all of the A Class Preference Shares in issue on the A Class Preference Share Scheme Implementation Date excluding Excluded A Class Preference Shares, being a total of 7 536 545 A Class Preference Shares;
“A Class Preference Share Scheme Voting Record Date”	the last date to be recorded in the Register in order for A Class Preference Shareholders to become A Class Preference Share Scheme Members and, therefore, be eligible to attend, speak and vote at the A Class Preference Share Scheme Meeting (or any adjournment or postponement thereof), being the close of trade on Friday, 13 November 2020;
“Appraisal Rights”	the rights afforded to Shareholders under section 164 of the Companies Act, as set out in Annexure 6 to this Circular;

“B Class Preference Share Scheme” or “Repurchase of the B Class Preference Shares”	the scheme of arrangement in terms of section 114(1) of the Companies Act, proposed by the Indequity Board between Indequity and its B Class Preference Shareholders, which, if implemented, will result in Indequity voluntarily repurchasing the B Class Preference Share Scheme Shares from the B Class Preference Share Scheme Participants, and such B Class Preference Share Scheme Participants will be obliged to sell to Indequity, all of the B Class Preference Share Scheme Shares to Indequity for the B Class Preference Share Scheme Consideration;
“B Class Preference Share Scheme Conditions”	the conditions to which the implementation of the B Class Preference Share Scheme is subject, as set out in paragraph 8.1.2 of this Circular;
“B Class Preference Share Scheme Consideration”	an amount of R0.01 which is payable in cash to each B Class Preference Share Scheme Participant for each B Class Preference Share Scheme Share held by such B Class Preference Share Scheme Participant on the B Class Preference Share Scheme Consideration Record Date;
“B Class Preference Share Scheme Consideration Record Date”	the third Business Day after the B Class Preference Share Scheme LDT, being the last date for Indequity B Class Preference Shareholders to be recorded in the Register in order to receive the B Class Preference Share Scheme Consideration, which date is expected to be Thursday, 24 December 2020;
“B Class Preference Share Scheme Implementation Date”	the Business Day on which the Company will commence paying the B Class Preference Share Scheme Consideration to B Class Preference Share Scheme Participants as at that date, being the Business Day following the Preference Share Scheme Consideration Record Date, which implementation date is expected to be Monday, 28 December 2020;
“B Class Preference Share Scheme LDT”	the last day to trade Indequity B Class Preference Shares in order to be recorded in the Register on the B Class Preference Share Scheme Consideration Record Date, which date is expected to be Monday, 21 December 2020;
“B Class Preference Share Scheme Meeting”	the meeting of B Class Preference Share Scheme Members convened in terms of the Companies Act (including any adjournment or postponement thereof), to be held at 11:30 (or immediately following the A Class Preference Share Scheme Meeting, whichever is earlier) on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709, to consider and, if deemed fit, to pass, with or without modification, the resolutions necessary to implement the B Class Preference Share Scheme;
“B Class Preference Share Scheme Members”	B Class Preference Shareholders (other than the holders of Excluded B Class Preference Shares) recorded in the Register on the B Class Preference Share Scheme Voting Record Date, who are lawfully entitled to attend and vote at the B Class Preference Share Scheme Meeting;
“B Class Preference Share Scheme Participants”	holders of B Class Preference Share Scheme Shares recorded in the Register at 17:00 on the B Class Preference Share Scheme Consideration Record Date; provided that (i) B Class Preference Shareholders who become Excluded Dissenting B Class Preference Shareholders after the B Class Preference Share Scheme Consideration Record Date will not be regarded as B Class Preference Share Scheme Participants; and (ii) since Dissenting B Class Preference Shareholders may become Excluded Dissenting B Class Preference Shareholders, Dissenting B Class Preference Shareholders will only be regarded as B Class Preference Share Scheme Participants once they cease to be Dissenting B Class Preference Shareholders as contemplated in paragraph 8.1.6.5 of this Circular;
“B Class Preference Scheme Resolution”	the special resolution required to be approved by B Class Preference Shareholders in order to implement and give effect to the B Class Preference Share Scheme;
“B Class Preference Share Scheme Shares”	all of the B Class Preference Shares in issue on the B Class Preference Share Scheme Implementation Date excluding Excluded B Class Preference Shares, being a total of 5 414 552 B Class Preference Shares;
“B Class Preference Share Scheme Voting Record Date”	the last date to be recorded in the Register in order for B Class Preference Shareholders to become B Class Preference Share Scheme Members and, therefore, be eligible to attend, speak and vote at the B Class Preference Share Scheme Meeting (or any adjournment or postponement thereof), being the close of trade on Friday, 13 November 2020;
“Business Day”	any day other than a Saturday, a Sunday or an official public holiday in South Africa;
“Certificated Ordinary Share”	an Indequity Ordinary Share that has not been Dematerialised, and title to which is evidenced by a Document of Title;
“Certificated Ordinary Shareholder”	an Indequity Ordinary Shareholder who holds Certificated Ordinary Shares;
“Circular”	this bound document, dated Wednesday, 7 October 2020, including the annexures hereto and incorporating the Notices, the Forms of Proxy and the Forms of Surrender;
“Common Monetary Area”	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Eswatini;

“Companies Act”	the South African Companies Act, 2008 (Act 71 of 2008), as amended;
“Company Secretary”	Werner du Preez, being the company secretary of Indequity;
“Corporate Advisor”	Merchantec Proprietary Limited (Registration number 2008/027362/07), a private company duly incorporated in accordance with the laws of South Africa and appointed by the Independent Board as the corporate advisor;
“Court”	any South African court with competent jurisdiction to approve the implementation of the special resolution set out in the Notice convening the Ordinary Share Scheme (<i>white</i>) and/or the Notice convening the A Class Preference Share Scheme (<i>blue</i>) and/or the Notice convening the B Class Preference Share Scheme (<i>turquoise</i>) pursuant to section 115 of the Companies Act and/or to determine the fair value of the Indequity Share/s and make an order pursuant to section 164(14) of the Companies Act;
“COVID-19”	the name given by the World Health Organisation on 11 February 2020 for the disease caused by the coronavirus SARS-CoV-2. COVID-19 is the acronym that stands for coronavirus disease of 2019 ;
“CSDP”	Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act;
“Delisting”	the termination of the listing of the Ordinary Shares on the JSE pursuant to the Ordinary Share Scheme becoming operative or the Delisting Resolution being adopted and the General Offer being implemented, as applicable;
“Delisting Resolution”	the Ordinary Resolution to be proposed at the General Meeting of Indequity Shareholders to approve the Delisting in terms of paragraphs 1.15(a) and 1.16 of the Listings Requirements, should the Ordinary Share Scheme not become operative and pursuant to the General Offer;
“Dematerialise” or “Dematerialisation”	the process by which Certificated Shares are converted into electronic format as Dematerialised Shares and recorded in Indequity’s Uncertificated Securities Register;
“Dematerialised Ordinary Shareholder”	an Ordinary Shareholder who holds Dematerialised Ordinary Shares;
“Dematerialised Share”	an Ordinary Share that has been Dematerialised or has been issued in Dematerialised form, and recorded in Indequity’s Uncertificated Securities Register;
“Directors” or “Indequity Board”	the board of directors of Indequity at the Last Practicable Date, whose details are set out on page 29 of this Circular;
“Dissenting A Class Preference Shareholders”	A Class Preference Shareholders who (i) validly exercise their Appraisal Rights by demanding, in accordance with the requirements of sections 164(5) to 164(8) of the Companies Act, that the Company pay them the fair value of all of their A Class Preference Shares; (ii) do not withdraw that demand before the Company makes an offer to them in accordance with the requirements of section 164(11) of the Companies Act; and (iii) do not, after an offer is made to them by Indequity in accordance with the requirements of section 164(11) of the Companies Act, allow such offer to lapse;
“Dissenting B Class Preference Shareholders”	B Class Preference Shareholders who (i) validly exercise their Appraisal Rights by demanding, in accordance with the requirements of sections 164(5) to 164(8) of the Companies Act, that the Company pay them the fair value of all of their B Class Preference Shares; (ii) do not withdraw that demand before the Company makes an offer to them in accordance with the requirements of section 164(11) of the Companies Act; and (iii) do not, after an offer is made to them by Indequity in accordance with the requirements of section 164(11) of the Companies Act, allow such offer to lapse;
“Dissenting Ordinary Shareholders”	Ordinary Shareholders who (i) validly exercise their Appraisal Rights by demanding, in accordance with the requirements of sections 164(5) to 164(8) of the Companies Act, that the Company pay them the fair value of all of their Ordinary Shares; (ii) do not withdraw that demand before the Company makes an offer to them in accordance with the requirements of section 164(11) of the Companies Act; and (iii) do not, after an offer is made to them by Indequity in accordance with the requirements of section 164(11) of the Companies Act, allow such offer to lapse;
“Dissenting Shareholders”	collectively, Dissenting Ordinary Shareholders in respect of the Ordinary Share Scheme, Dissenting A Class Preference Shareholders in respect of the A Class Preference Share Scheme and Dissenting B Class Preference Shareholders in respect of the B Class Preference Share Scheme;
“Documents of Title”	a share certificate, securities transfer form, balance receipt and/or any other form of acceptable document of title acceptable to Indequity in respect of Indequity Shares;
“EFT”	electronic funds transfer;
“Eligible Ordinary Shareholders”	Ordinary Shareholders, other than the Remaining Shareholders who have confirmed they will not be accepting the General Offer, who are eligible to accept the General Offer;

“Exchange Control Regulations”	the South African Exchange Control Regulations, promulgated in terms of section 9 of the South African Currency and Exchanges Act, 1933 (Act 9 of 1933), as amended;
“Excluded A Class Preference Shares”	7 333 455 A Class Preference Shares held by the Remaining Shareholders;
“Excluded B Class Preference Shares”	6 255 128 B Class Preference Shares held by the Remaining Shareholders;
“Excluded Dissenting A Class Preference Shareholders”	Dissenting A Class Preference Shareholders who accept an offer made to them by the Company in accordance with the requirements of section 164(11) of the Companies Act or who, pursuant to an order of Court, tender their A Class Preference Shares to the Company pursuant to section 164(15)(c)(v) of the Companies Act;
“Excluded Dissenting B Class Preference Shareholders”	Dissenting B Class Preference Shareholders who accept an offer made to them by the Company in accordance with the requirements of section 164(11) of the Companies Act or who, pursuant to an order of Court, tender their B Class Preference Shares to the Company pursuant to section 164(15)(c)(v) of the Companies Act;
“Excluded Dissenting Ordinary Shareholders”	Dissenting Ordinary Shareholders who accept an offer made to them by the Company in accordance with the requirements of section 164(11) of the Companies Act or who, pursuant to an order of Court, tender their Ordinary Shares to the Company pursuant to section 164(15)(c)(v) of the Companies Act;
“Excluded Ordinary Shares”	5 384 072 Ordinary Shares held by the Remaining Shareholders;
“Finalisation Date”	the date on which: <ul style="list-style-type: none"> - in respect of the Ordinary Share Scheme, all the Ordinary Share Scheme Conditions shall have been fulfilled or waived, as the case may be; - in respect of the A Class Preference Share Scheme, all the A Class Preference Share Scheme Conditions shall have been fulfilled or waived, as the case may be; - in respect of the B Class Preference Share Scheme, all the B Class Preference Share Scheme Conditions shall have been fulfilled or waived, as the case may be;
“Financial Markets Act”	the South African Financial Markets Act, 2012 (Act 19 of 2012), as amended;
“Firm Intention Announcement”	the announcement by Indequity setting out, <i>inter alia</i> , the terms of the firm intention by Indequity to effect the Schemes as released on SENS on Monday, 24 August 2020;
“Foreign Shareholder”	an Indequity Shareholder who is not resident in, or who has a registered address outside of South Africa, as contemplated in the Exchange Control Regulations;
“Form(s) of Proxy”	the forms of proxy attached to and forming part of this Circular in respect of: <ul style="list-style-type: none"> - the General Meeting of Indequity Shareholders (<i>pink</i>) for use by Certificated Ordinary Shareholders, “own-name” Dematerialised Ordinary Shareholders, Certificated A Class Preference Shareholders and Certificated B Class Preference Shareholders only; - the Ordinary Share Scheme Meeting (<i>yellow</i>) for use by Certificated Ordinary Shareholders and “own-name” Dematerialised Ordinary Shareholders only; - the A Class Preference Share Scheme Meeting (<i>green</i>) for use by A Class Preference Shareholders only; and - the B Class Preference Share Scheme Meeting (<i>lime</i>) for use by B Class Preference Shareholders only;
“Form(s) of Surrender”	the: <ul style="list-style-type: none"> - form of surrender and transfer (<i>orange</i>) attached to and forming part of this Circular for use by Certificated Ordinary Shareholders only who wish to surrender their Ordinary Shares in terms of the Ordinary Share Scheme; - for purposes of the accepting the General Offer, the form of acceptance and transfer (<i>brown</i>) attached to and forming part of this Circular for use only by General Offer Participants holding Certificated Ordinary Shares; - form of surrender and transfer (<i>grey</i>) attached to and forming part of this Circular for use by A Class Preference Shareholders only who wish to surrender their A Class Preference Shares in terms of the A Class Preference Share Scheme; and - form of surrender and transfer (<i>violet</i>) attached to and forming part of this Circular for use by B Class Preference Shareholders only who wish to surrender their B Class Preference Shares in terms of the B Class Preference Share Scheme;
“General Meeting of Indequity Shareholders”	the general meeting of Indequity Shareholders (including any adjournment or postponement thereof), to be held at 10:00 on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709, to consider and, if deemed fit, to pass, with or without modification, the General Meeting of Indequity Shareholders’ Resolutions;

“General Meeting of Indequity Shareholders’ Resolutions”	the resolutions to be voted on at the General Meeting of Indequity Shareholders to approve (i) the Repurchase (A Class Preference Shares) Resolution; (ii) the Repurchase (B Class Preference Shares) Resolution; (iii) the Repurchase (Ordinary Shares) Resolution; (iv) the Specific Repurchase Resolution; (v) the Delisting Resolution; and (vi) the Section 75 Resolution;
“General Offer”	the general offer to the Eligible Ordinary Shareholders, made by Indequity, as contemplated by section 48(8) and section 117(1)(c)(v) of the Companies Act and paragraph 1.15(c) of the Listings Requirements, to repurchase all of the General Offer Shares for the General Offer Consideration, subject to the General Offer Conditions (subject to any modification or amendment made thereto to which Indequity may agree in writing, and which the Panel approves, to the extent that the Panel’s approval is required);
“General Offer Closing Date”	the last date on which Eligible Ordinary Shareholders will be entitled to accept the General Offer, which date shall be a Friday and no less than 10 Business Days after the date on which the General Offer is declared wholly unconditional, which date is expected to be Thursday, 24 December 2020;
“General Offer Conditions”	the conditions to the implementation of the General Offer set out in paragraph 6.5 of this Circular;
“General Offer Consideration”	R8.00 in cash for every General Offer Share repurchased in terms of the General Offer;
“General Offer Last Day to Trade”	Monday, 21 December 2020, being the expected last day to trade in Ordinary Shares in order to be recorded in the Register on the General Offer Closing Date;
“General Offer Opening Date”	the opening date of the General Offer, being Friday, 23 October 2020;
“General Offer Participants”	Eligible Ordinary Shareholders to whom the General Offer is made and who lawfully and validly accept the General Offer by 12:00 on the General Offer Closing Date and who are entitled, subject to the General Offer being implemented, to receive the General Offer Consideration and “General Offer Participant” shall mean any one of them as the context requires;
“General Offer Payment Date”	in relation to a General Offer Participant, a period of six Business Days after the later of the General Offer being declared unconditional in all respects as contemplated by regulation 102(12)(a) of the Takeover Regulations and acceptance of the General Offer by such General Offer Participant;
“General Offer Period”	the period beginning at 11:00 on the General Offer Opening Date and ending at 12:00 on the General Offer Closing Date, during which the Eligible Ordinary Shareholders are entitled to accept the General Offer;
“General Offer Shares”	all of the Ordinary Shares, other than the Ordinary Shares that the Remaining Shareholders own, being a maximum of 3 303 736 Ordinary Shares;
“Group”	Indequity and its Subsidiaries;
“Guardians Fund”	the fund which falls under the administration of the Master of the High Court of South Africa and which was created to hold and administer funds that are paid to the Master on behalf of persons, known or unknown;
“Income Tax Act”	the South African Income Tax Act, 1962 (Act 58 of 1962), as amended;
“Independent Board”	those members of the Board who have been appointed to fulfill the role of an “independent board”, as contemplated in regulation 108 of the Takeover Regulations, consisting of Johan F Zwarts (Chairperson), Adriaan V van Jaarsveldt and George Williamson, all of whom are independent as contemplated in regulation 108(8) of the Takeover Regulations;
“Independent Expert”	PSG Capital Proprietary Limited (Registration number 2006/015817/07), a private company duly incorporated in accordance with the laws of South Africa and appointed to provide external advice to the Independent Board in relation to the Schemes, and the General Offer, in accordance with the requirements of section 114(3) of the Companies Act and regulation 110(1) of the Takeover Regulations;
“Indequity” or “the Company”	Indequity Group Limited (Registration number 1998/015883/06), a public company duly registered and incorporated under the laws of South Africa and listed on the JSE;
“Indequity Ordinary Shareholders” or “Ordinary Shareholders”	holders of Indequity Ordinary Shares;
“Indequity Ordinary Shares” or “Ordinary Shares”	ordinary shares of R0.001 each in the authorised and issued ordinary share capital of Indequity, being 100 000 000 Ordinary Shares and 9 637 808 Ordinary Shares, respectively;
“Indequity A Class Preference Shareholders” or “A Class Preference Shareholders”	holders of the Indequity A Class Preference Shares;

“Indequity A Class Preference Shares” or “A Class Preference Shares”	unlisted non-redeemable A Class preference shares of R0.0000001 each in the authorised and issued preference share capital of Indequity, being 120 000 000 000 A Class Preference Shares and 14 870 000 A Class Preference Shares;
“Indequity B Class Preference Shareholders” or “B Class Preference Shareholders”	holders of the Indequity B Class Preference Shares;
“Indequity B Class Preference Shares” or “B Class Preference Shares”	unlisted non-redeemable B Class preference shares of R0.001 each in the authorised and issued preference share capital of Indequity, being 12 000 000 B Class Preference Shares and 11 669 680 B Class Preference Shares;
“Indequity Shareholder/s” or “Shareholders”	collectively, Indequity Ordinary Shareholders, Indequity A Class Preference Shareholders and Indequity B Class Preference Shareholders;
“Indequity Share/s” or “Shares”	collectively, Indequity Ordinary Shares, Indequity A Class Preference Shares and Indequity B Class Preference Shares;
“Indequity Specialised Insurance”	Indequity Specialised Insurance Limited (Registration number 1999/010069/06), a private company duly registered and incorporated in accordance with the laws of South Africa, and a wholly-owned Subsidiary of Indequity;
“Indo-Atlantic”	Indo-Atlantic Investment Corporation Inc (Registration number 171823B), incorporated in accordance with the laws of the Bahamas, whose directors are L J van Rensburg and A V van Jaarsveldt, and whose shareholder is a trust of which L J van Rensburg is the trustee;
“JSE”	JSE Limited (Registration number 2005/022939/06), a public company duly incorporated in accordance with the laws of South Africa and licensed as an exchange under the Financial Markets Act;
“Last Practicable Date”	Friday, 18 September 2020, being the last practicable date prior to the finalisation of this Circular;
“Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time;
“Long-Stop Date”	31 December 2020;
“L J van Rensburg”	Lourens Jansen van Rensburg, being the Chief Executive Officer of Indequity;
“Non-accepting Ordinary Shareholders”	in the event that the Ordinary Share Scheme does not become operative but the General Offer is implemented, those Eligible Ordinary Shareholders who do not accept the General Offer in respect of all of the General Offer Shares held by them and who hold the remaining General Offer Shares, subject to the provisions of section 124(1) of the Companies Act, and “Non-accepting Ordinary Shareholder” shall mean any one of them as the context may require;
“Notice convening the A Class Preference Share Scheme Meeting (<i>blue</i>)”	the Notice convening the A Class Preference Share Scheme Meeting;
“Notice convening the B Class Preference Share Scheme Meeting (<i>turquoise</i>)”	the Notice convening the B Class Preference Share Scheme Meeting;
“Notice convening the General Meeting of Indequity Shareholders (<i>purple</i>)”	the Notice convening the General Meeting of Indequity Shareholders;
“Notice convening the Ordinary Share Scheme Meeting (<i>white</i>)”	the Notice convening the Ordinary Share Scheme Meeting;
“Notice(s) convening the Scheme Meetings”	collectively, the Notice convening the Ordinary Share Scheme Meeting (<i>white</i>), the Notice convening the A Class Preference Share Scheme Meeting (<i>blue</i>) and the Notice convening the Preference Share Scheme Meeting (<i>turquoise</i>);
“Notice(s)”	collectively, the Notice convening the General Meeting of Indequity Shareholders (<i>purple</i>) and the Notice(s) convening the Scheme Meetings;
“Offer Period”	bears the meaning ascribed to such term in section 117(1)(g) of the Companies Act;
“Ordinary Share Scheme” or “Repurchase of Ordinary Shares”	the scheme of arrangement in terms of section 114(1)(e) of the Companies Act, proposed by the Board between Indequity and Ordinary Share Scheme Participants, in terms of which, if the Ordinary Share Scheme becomes operative, will result in Indequity repurchasing all of the Ordinary Share Scheme Shares from the Ordinary Scheme Participants (other than certain Excluded Ordinary Shares), with the Ordinary Share Scheme Participants being obliged to transfer their rights, title and interest in and to the Ordinary Share Scheme Shares to Indequity in exchange for the Ordinary Share Scheme Consideration;

“Ordinary Share Scheme Conditions”	the conditions precedent to which the implementation of the Ordinary Share Scheme is subject, as set out in paragraph 5.1.2 of this Circular;
“Ordinary Share Scheme Consideration”	an amount of R8.00 which is payable in cash to each Ordinary Share Scheme Participant for each Ordinary Share Scheme Share held by such Ordinary Share Scheme Participant on the Ordinary Share Scheme Consideration Record Date;
“Ordinary Share Scheme Consideration Record Date”	the third Business Day after the Ordinary Share Scheme LDT, being the last date for Ordinary Shareholders to be recorded in the Register in order to receive the Ordinary Share Scheme Consideration, which date is expected to be Thursday, 24 December 2020;
“Ordinary Share Scheme Implementation Date”	the date on which the Ordinary Share Scheme will be implemented, being the earliest date after the date on which the last of the Ordinary Share Scheme Conditions are fulfilled, on which the Ordinary Share Scheme can be implemented in accordance with the Takeover Regulations and the Listings Requirements, provided that this date shall not be earlier than eight Business Days after the date upon which the last of the Ordinary Share Scheme Conditions, other than the obtaining of any regulatory consent requiring the issue by the Panel of a compliance certificate with respect to the Ordinary Share Scheme in terms of section 121(b) of the Companies Act, has been fulfilled or waived, as the case may be;
“Ordinary Share Scheme LDT”	the last day to trade Ordinary Shares on the JSE in order to be recorded in the Register on the Ordinary Share Scheme Consideration Record Date, which date is expected to be Monday, 21 December 2020;
“Ordinary Share Scheme Meeting”	the meeting of Ordinary Share Scheme Members convened in terms of the Companies Act (including any adjournment or postponement thereof), to be held at 10:30 (or immediately following the General Meeting of Indequity Shareholders, whichever is earlier) on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709, to consider and, if deemed fit, to pass, with or without modification, the resolutions necessary to implement the Ordinary Share Scheme;
“Ordinary Share Scheme Members”	Ordinary Shareholders (other than the holders of Excluded Ordinary Shares) recorded in the Register on the Ordinary Share Scheme Voting Record Date, who are lawfully entitled to attend and vote at the Ordinary Share Scheme Meeting;
“Ordinary Share Scheme Participants”	holders of Ordinary Share Scheme Shares recorded in the Register at 17:00 on the Ordinary Share Scheme Consideration Record Date; provided that (i) Indequity Ordinary Shareholders who become Excluded Dissenting Ordinary Shareholders after the Ordinary Share Scheme Consideration Record Date will not be regarded as Ordinary Share Scheme Participants; and (ii) since Dissenting Ordinary Shareholders may become Excluded Dissenting Ordinary Shareholders, Dissenting Ordinary Shareholders will only be regarded as Ordinary Share Scheme Participants once they cease to be Dissenting Ordinary Shareholders as contemplated in paragraph 5.1.6.5 of this Circular;
“Ordinary Share Scheme Resolution”	the special resolution required to be approved by Ordinary Shareholders in accordance with sections 48(8)(a), 48(8)(b), 114(1)(e) and 115(2)(a) of the Companies Act in order to implement and give effect to the Ordinary Share Scheme;
“Ordinary Share Scheme Shares”	all of the Ordinary Shares in issue on the Ordinary Share Scheme Implementation Date, excluding the Treasury Shares and Excluded Ordinary Shares, being a total of 3 303 736 Shares;
“Ordinary Share Scheme Voting Record Date”	the last date to be recorded in the Register in order for Ordinary Shareholders to become Ordinary Share Scheme Members and, therefore, be eligible to attend, speak and vote at the Ordinary Share Scheme Meeting (or any adjournment or postponement thereof), being the close of trade on Friday, 13 November 2020;
“Panel”	the Takeover Regulation Panel established in accordance with section 196 of the Companies Act;
“Rand” or “R”	South African Rand, the official currency of South Africa;
“Register”	the Indequity securities register, including the Uncertificated Securities Register;
“Remaining Shareholders”	collectively, Indo-Atlantic, L J van Rensburg and T E Vorster and their associates;
“Repurchase”	bears the meaning assigned to it in paragraph 6.2.1 of the Circular;
“Repurchase (A Class Preference Shares) Resolution”	means Special Resolution Number 1 required to be approved by Shareholders at the General Meeting of Indequity Shareholders in order to implement and give effect to the repurchase by Indequity of its own A Class Preference Shares in terms of section 48(8) of the Companies Act;
“Repurchase (B Class Preference Shares) Resolution”	means Special Resolution Number 2 required to be approved by Shareholders at the General Meeting of Indequity Shareholders in order to implement and give effect to the repurchase by Indequity of its own B Class Preference Shares in terms of section 48(8) of the Companies Act;

“Repurchase (Ordinary Shares) Resolution”	means Special Resolution Number 3 required to be approved by Shareholders at the General Meeting of Indequity Shareholders in order to implement and give effect to the Repurchase under the General Offer, in terms of section 48(8) of the Companies Act;
“SARB”	the South African Reserve Bank;
“Schemes Consideration”	collectively, the Ordinary Share Scheme Consideration, the A Class Preference Share Scheme Consideration and the B Class Preference Share Scheme Consideration;
“Scheme Meetings”	collectively, the Ordinary Share Scheme Meeting, the A Class Preference Share Scheme Meeting and the B Class Preference Share Scheme Meeting;
“Scheme Participants”	collectively, Ordinary Share Scheme Participants, A Class Preference Share Scheme Participants and B Class Preference Share Scheme Participants;
“Schemes”	collectively, the Ordinary Share Scheme, the A Class Preference Share Scheme and the B Class Preference Share Scheme;
“SENS”	the Stock Exchange News Service of the JSE;
“South Africa”	the Republic of South Africa;
“Section 75 Resolution”	the ordinary resolution to be voted on at the General Meeting of Indequity Shareholders to approve, to the extent necessary in terms of section 75(7)(b)(i) of the Companies Act, the entering into of any and all agreements by Indequity pertaining to the Ordinary Share Scheme, the A Class Preference Share Scheme, and the B Class Preference Share Scheme;
“Specific Repurchase”	bears the meaning assigned to it in paragraph 6.2.2 of the Circular;
“Specific Repurchase Resolution”	means Special Resolution Number 4 required to be approved by Shareholders in order to implement and give effect to the specific repurchase contemplated in paragraph 5.59(b) of the Listings Requirements;
“Sponsor”	Merchantec Proprietary Limited (Registration number 2008/027362/07), a private company duly incorporated in accordance with the laws of South Africa and the sponsor to Indequity;
“Strate”	the settlement and clearing system used by the JSE, managed by Strate Proprietary Limited (Registration number 1998/022242/07), a private company duly incorporated in accordance with the laws of South Africa;
“Subsidiary(ies)”	a subsidiary as defined in the Companies Act;
“Takeover Regulations”	the regulations published in terms of section 120 of the Companies Act;
“Tender” or “Tendered”	the tender by Eligible Ordinary Shareholders of all of the General Offer Shares held by them, for disposal in terms of the General Offer;
“T E Vorster”	Theo E Vorster, being the Chief Financial Officer of Indequity;
“Transactions”	collectively, the Schemes, the General Offer and the Delisting;
“Transfer Secretaries”	Link Market Services South Africa Proprietary Limited (Registration number 2000/007239/07), a private company duly incorporated in accordance with the laws of South Africa;
“Treasury Shares”	950 000 Shares in the issued share capital of Indequity held by Indequity Specialised Insurance as treasury shares; and
“Uncertificated Securities Register”	the record of Dematerialised Shares administered and maintained by a CSDP and which forms part of the Register.



Indequity Group Limited

INDEQUITY GROUP LIMITED
Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)
Share code: IDQ ISIN: ZAE000016606
("Indequity" or "the Company")

Directors

Executive

Lourens Jansen van Rensburg (Chief Executive Officer)
Theo E Vorster (Chief Financial Officer)

Non-executive

Johan F Zwarts[^] (Chairman)
Adriaan V van Jaarsveldt[^]
George Williamson[^]

[^]Independent

CIRCULAR TO SHAREHOLDERS

1. INTRODUCTION

In the Firm Intention Announcement, released on SENS on Monday, 24 August 2020 and published in the press on Tuesday, 25 August 2020, Shareholders were informed of Indequity's intention to:

- acquire all of the Ordinary Shares, excluding Treasury Shares and 5 384 072 Excluded Ordinary Shares held by the Remaining Shareholders, being a total of 3 303 736 Ordinary Shares, for a cash consideration of R8.00 per Ordinary Share Scheme Share, in accordance with the provisions of sections 48 and 114(1)(e) of the Companies Act, by way of a scheme of arrangement, and the subsequent delisting of all of the Ordinary Shares from the JSE in terms of paragraph 1.17(b) of the Listings Requirements;
- separate to the Ordinary Share Scheme, but concurrently with it, as part of the Delisting Resolution make a General Offer to Eligible Ordinary Shareholders for a cash consideration of R8.00 per General Offer Share, in accordance with the provisions of sections 48 and 117(1)(c)(v) of the Companies Act and paragraphs 1.15(c) and 5.69 of the Listings Requirements, which will be implemented only if the Ordinary Share Scheme fails;
- voluntarily repurchase all of the A Class Preference Shares, excluding 7 333 455 A Class Preference Shares held by the Remaining Shareholders, being a total of 7 536 545 A Class Preference Shares, for a cash consideration of R0.102 per A Class Preference Scheme Share; and
- voluntarily repurchase all of the B Class Preference Shares, excluding 6 255 128 B Class Preference Shares held by the Remaining Shareholders, being a total of 5 414 552 B Class Preference Shares, for a cash consideration of R0.01 per B Class Preference Scheme Share.

The Schemes and the General Offer are proposed concurrently on the basis that the implementation of the General Offer will be conditional upon, amongst others, the Ordinary Share Scheme not becoming operative. If the Ordinary Share Scheme does not become operative and the General Offer becomes wholly unconditional, the General Offer will be implemented.

The Delisting will occur if: (i) pursuant to paragraph 1.17(b) of the Listings Requirements, the Ordinary Share Scheme becomes operative; or (ii) the Delisting is approved by Ordinary Shareholders and the General Offer becomes wholly unconditional and is implemented.

In the event of the Ordinary Share Scheme becoming unconditional in accordance with its terms, the JSE has, in terms of paragraph 1.17(b) of the Listings Requirements, granted approval for the suspension of the listing of the Ordinary Shares on the JSE with effect from the commencement of trade on the Business Day immediately following the Ordinary Share Scheme LDT, which Ordinary Share Scheme LDT is expected to be Monday, 21 December 2020, and the termination of the listing of the Ordinary Shares on the JSE from the commencement of trade on the Business Day immediately following the Ordinary Share Scheme Implementation Date, which Ordinary Share Scheme Implementation Date is expected to be Monday, 28 December 2020.

Should the General Offer become wholly unconditional and be implemented, and the Delisting is approved, the listing of Indequity on the JSE will be terminated. Subject to the General Offer becoming unconditional in accordance with its terms, the JSE has granted approval for the suspension of the listing of the Ordinary Shares on the JSE with effect from the commencement of trade on the JSE on the day following the General Offer Last Day to Trade, and the termination of the listing of the Ordinary Shares on the JSE from the commencement of trade on the day following the General Offer Closing Date, which date shall be a Friday and no less than 10 Business Days after the date on which the General Offer is declared wholly unconditional.

2. PURPOSE OF THIS CIRCULAR

The purpose of this Circular is to provide Shareholders with the relevant information regarding the Schemes and the General Offer and the subsequent delisting of the Ordinary Shares from the JSE, including, *inter alia*, the reports of the Independent Expert prepared in accordance with the requirements of section 114(3) of the Companies Act and regulations 90 and 110(1) of the Takeover Regulations, and paragraph 115(c) of the Listings Requirements, and the recommendations of the Independent Board in respect of the Schemes and the General Offer, and to give notice convening the General Meeting of Indequity Shareholders and the Scheme Meetings in order to consider and, if deemed fit, to pass, *inter alia*, the resolutions necessary to approve and implement the Schemes or the General Offer (including the Delisting) in accordance with the Companies Act, the Takeover Regulations and the Listings Requirements.

The notices convening the General Meeting of Indequity Shareholders and the Scheme Meetings are attached to, and form part of, this Circular.

3. NATURE OF THE BUSINESS OF THE INDEQUITY GROUP

The Group's operations are focused on the short-term insurance industry.

Indequity, which entered the insurance market in 1996 as an insurance broker writing personal lines business on behalf of the larger insurance companies in South Africa, was listed on the JSE in November 1998 with operations earning small but stable fixed broker commissions on a monthly basis.

From the outset, Indequity targeted the professional/high net worth market. In 2002, an application was lodged with the then Financial Services Board to extend its existing licence to a full short-term insurance licence to allow the Company to write all classes of insurance so as to enable the Company to provide the pricing structure essential to this niche market.

Following approval of the aforementioned, Indequity developed a unique personal lines product, Uniq-cover, focused specifically on the target market's requirements. The Group then further expanded its product offering to include a business insurance product, Probiz, which encapsulates the professional needs of Indequity's clients.

4. RATIONALE FOR THE TRANSACTIONS

Indequity, which has been successfully listed on the JSE since 1998, is currently held 57.2% by Indo-Atlantic, L J van Rensburg and T E Vorster and their associates, resulting in a high level of strategic shareholding.

The combination of this strategic shareholding, low share liquidity and the onerous requirements and costs associated with being a listed entity, has led the Board and the Independent Board to believe that Indequity is more suited to an unlisted environment.

The Board has therefore proposed that Indequity uses, in respect of the:

- Ordinary Share Scheme Consideration or the General Offer Consideration, as the case may be, being R8.00 per Ordinary Share, R7.91 from its available contributed tax capital and R0.09 from its profits;
 - A Class Preference Share Scheme Consideration, being R0.102 per A Class Preference Share, R0.102 from its profits; and
 - B Class Preference Share Scheme Consideration, being R0.01 per B Class Preference Share, R0.01 from its profits,
- and subsequently delist all of the Ordinary Shares from the JSE.

All amounts paid out of profits will attract dividend withholding tax.

The Schemes and/or the General Offer, which will collectively cost Indequity approximately R27 252 761.11, will provide minority Shareholders with a valuable liquidity event.

The Ordinary Share Scheme Consideration and the General Offer Consideration of R8.00 per Ordinary Share Scheme Share or General Offer Share, as the case may be, is a 3.90% premium to the closing price preceding the Firm Intention Announcement, 0.21% premium to the 30-day volume weighted average price on the date preceding the Firm Intention Announcement and a 0.39% premium to the 60-day volume weighted average price on the date preceding the Firm Intention Announcement.

5. ORDINARY SHARE SCHEME

5.1 Terms and conditions of the Ordinary Share Scheme

In terms of section 114(1) of the Companies Act, the Board, on recommendation of the Independent Board, hereby proposes the Ordinary Share Scheme, on the terms set out in this paragraph 5, between Indequity and its Ordinary Shareholders.

5.1.1 The Ordinary Share Scheme

- 5.1.1.1 In terms of the Ordinary Share Scheme, Indequity will acquire the Ordinary Share Scheme Shares from the Ordinary Share Scheme Participants for the Ordinary Share Scheme Consideration.
- 5.1.1.2 Subject to the Ordinary Share Scheme becoming unconditional and with effect from the Ordinary Share Scheme Implementation Date:
 - 5.1.1.2.1 the Ordinary Share Scheme Participants (whether or not they voted in favour of the Ordinary Share Scheme Resolution or abstained from voting) will be deemed to have disposed of (and will be deemed to have undertaken to transfer) each of their Ordinary Share Scheme Shares, free of encumbrances, to Indequity in exchange for the Ordinary Share Scheme Consideration, and Indequity will be deemed to have acquired registered and beneficial ownership of each such Ordinary Share Scheme Share;
 - 5.1.1.2.2 the disposal and transfer by each Ordinary Share Scheme Participant of the Ordinary Share Scheme Shares held by each such Ordinary Share Scheme Participant to Indequity, and the acquisition and ownership of those Ordinary Share Scheme Shares by Indequity, pursuant to the provisions of the Ordinary Share Scheme, will be effected;
 - 5.1.1.2.3 each Ordinary Share Scheme Participant will be deemed to have transferred to Indequity all of the Ordinary Share Scheme Shares held by such Ordinary Share Scheme Participant, without any further act or instrument being required; and
 - 5.1.1.2.4 Ordinary Share Scheme Participants will be entitled to receive the Ordinary Share Scheme Consideration for each Ordinary Share Scheme Share transferred to Indequity in terms of the Ordinary Share Scheme, subject to the remaining provisions of this paragraph 5.
- 5.1.1.3 Each Ordinary Share Scheme Participant irrevocably and *in rem suam* authorises and nominates Indequity, as principal, with power of substitution, to cause the Ordinary Share Scheme Shares disposed of by such Ordinary Share Scheme Participant in terms of the Ordinary Share Scheme to be transferred to, and registered in the name of, Indequity on or at any time after the Ordinary Share Scheme Implementation Date, and to do all such things and take all such steps (including the signing of any transfer form) as Indequity, in its discretion, considers necessary in order to give effect to that transfer and registration.
- 5.1.1.4 The Ordinary Share Scheme Consideration shall be settled, in full, in accordance with the terms of the Ordinary Share Scheme without regard to any lien, right of set-off, counterclaim or other analogous right to which Indequity may otherwise be, or claim to be, entitled against an Ordinary Share Scheme Participant.
- 5.1.1.5 The rights of the Ordinary Share Scheme Participants to receive the Ordinary Share Scheme Consideration will be enforceable by Ordinary Share Scheme Participants against Indequity only.
- 5.1.1.6 The effect of the Ordinary Share Scheme will be that, *inter alia*, Indequity will, with effect from the Ordinary Share Scheme Implementation Date, become the registered and beneficial owner of all Ordinary Share Scheme Shares. None of the Ordinary Share Scheme Shares will be transferred to any other person.
- 5.1.1.7 As a consequence of the Ordinary Share Scheme becoming operative, an application will be made to the JSE for the delisting of all of the Ordinary Shares from the JSE.

5.1.2 Conditions precedent to the implementation of the Ordinary Share Scheme

- 5.1.2.1 The implementation of the Ordinary Share Scheme will be subject to the fulfilment of the following Ordinary Share Scheme Conditions by no later than 17:00 on the Long-Stop Date or such other date as may be decided by Indequity:
 - 5.1.2.1.1 all approvals or consents from those South African regulatory authorities as may be necessary for Indequity to implement the Ordinary Share Scheme, including the Panel, the JSE and the Financial Surveillance Department of the South African Reserve Bank in terms of the Exchange Control Regulations, being obtained;
 - 5.1.2.1.2 the Ordinary Share Scheme Resolution being approved by the requisite majority of Ordinary Shareholders, in accordance with sections 48(8) and 115(2)(a) of the Companies Act, and in the event of the provisions of section 115(2)(c) becoming applicable:

- 5.1.2.1.2.1 by no later than 40 Business Days after the Ordinary Share Scheme Resolution is approved, the Ordinary Share Scheme is approved by the High Court of South Africa; and
 - 5.1.2.1.2.2 if applicable, the Company not treating the Ordinary Share Scheme Resolution as a nullity as contemplated in section 115(5)(b) of the Companies Act;
- 5.1.2.2 with regards to Ordinary Shareholders exercising their Appraisal Rights (if any), either:
- 5.1.2.2.1 Ordinary Shareholders give notice objecting to the Ordinary Share Scheme Resolution as contemplated in section 164(3) of the Companies Act and vote against the Ordinary Share Scheme Resolution at the Ordinary Share Scheme Meeting, in respect of less than or equal to 10% of all Indequity Shares in issue; or
 - 5.1.2.2.2 if Ordinary Shareholders do give notice objecting to the Ordinary Share Scheme Resolution and vote against the Ordinary Scheme in respect of more than 10% or more of all Indequity Ordinary Shares in issue, then, within the time period permitted in terms of the Companies Act, Dissenting Ordinary Share Scheme Shareholders have not exercised Appraisal Rights, by giving valid demands in terms of sections 164(5) to 164(8) of the Companies Act, in respect of less than or equal to 10% of all Ordinary Shares in issue.
- 5.1.2.3 The voting rights of the holders of the Excluded Ordinary Shares will be excluded for purposes of both determining whether the applicable quorum requirements are satisfied and voting on, *inter alia*, the Ordinary Share Scheme Resolution.

5.1.3 Termination of the Ordinary Share Scheme

The Ordinary Share Scheme will terminate and the Ordinary Share Scheme Resolution will be treated as a nullity with immediate effect upon the Board's determination that any or all of the Ordinary Share Scheme Conditions Precedent have not been fulfilled on or before the relevant date for fulfilment.

5.1.4 Ordinary Share Scheme Consideration and settlement of the Ordinary Share Scheme Consideration

- 5.1.4.1 Subject to paragraphs 5.1.4.7 and 5.1.4.8 below, and subject to the Ordinary Share Scheme becoming operative, Ordinary Share Scheme Participants will be entitled to receive the Ordinary Share Scheme Consideration in respect of each Ordinary Share Scheme Share held by them on the Ordinary Share Scheme Consideration Record Date.
- 5.1.4.2 Ordinary Share Scheme Participants will, if the Ordinary Share Scheme is implemented, receive the Ordinary Share Scheme Consideration on the Ordinary Share Scheme Implementation Date.
- 5.1.4.3 Settlement of the Ordinary Share Scheme Consideration is subject to the Exchange Control Regulations, the salient provisions of which are set out in **Annexure 4** to this Circular.
- 5.1.4.4 Indequity or its Transfer Secretaries, will administer and effect payment of the Ordinary Share Scheme Consideration and/or will transfer or post the Ordinary Share Scheme Consideration to Ordinary Share Scheme Participants.
- 5.1.4.5 The Ordinary Share Scheme Consideration will be settled in cash and paid, free of exchange and bank commission and without any set-off and/or deduction, to the Transfer Secretaries as soon as possible after the date of the fulfilment of the last of the Ordinary Share Scheme Conditions but in any event not later than 10 business days after the date of the fulfilment of the last of the Ordinary Share Scheme Conditions, for the Transfer Secretaries to make payment to the Ordinary Share Scheme Participants on the Ordinary Share Scheme Implementation Date.
- 5.1.4.6 Ordinary Share Scheme Participants who hold Dematerialised Ordinary Shares will:
 - 5.1.4.6.1 if they are not Dissenting Ordinary Shareholders on the Ordinary Share Scheme Consideration Record Date, have their accounts held at their CSDPs debited on the Ordinary Share Scheme Implementation Date with the Ordinary Share Scheme Shares they are transferring to Indequity pursuant to the Ordinary Share Scheme and credited with the Ordinary Share Scheme Consideration on the Ordinary Share Scheme Implementation Date; or
 - 5.1.4.6.2 if they are still Dissenting Ordinary Shareholders on the Ordinary Share Scheme Consideration Record Date, have their accounts held at their CSDPs debited with the Ordinary Share Scheme Shares that they are transferring to Indequity pursuant to the Ordinary Share Scheme within five Business Days of the date on which they cease to be Dissenting Ordinary Shareholders and become Ordinary Share Scheme Participants, and credited with the Ordinary Share Scheme Consideration.
- 5.1.4.7 Ordinary Share Scheme Participants who hold Certificated Ordinary Shares, and who are not Dissenting Ordinary Shareholders on the Ordinary Share Scheme Consideration Record Date, will:

- 5.1.4.7.1 if they have surrendered their Documents of Title and delivered a completed Form of Surrender and Transfer in respect of the Ordinary Share Scheme (*orange*) to the Transfer Secretaries on or before 12:00 on the Ordinary Share Scheme Consideration Record Date, have the cheques in respect of the Ordinary Share Scheme Consideration posted to them, at their risk, within five Business Days of the Ordinary Share Scheme Implementation Date, unless they have elected to receive the Ordinary Share Scheme Consideration by way of EFT, in which case the Ordinary Share Scheme Consideration will be paid to them on the Ordinary Share Scheme Implementation Date by way of EFT; or
- 5.1.4.7.2 if they surrender their Documents of Title and deliver a completed Form of Surrender and Transfer in respect of the Ordinary Share Scheme (*orange*) to the Transfer Secretaries after 12:00 on the Ordinary Share Scheme Consideration Record Date, have the cheques in respect of the Ordinary Share Scheme Consideration posted to them, at their risk, or the Ordinary Share Scheme Consideration paid to them by way of EFT, within five Business Days of the Transfer Secretaries receiving their Documents of Title and completed Form of Surrender and Transfer in respect of the Ordinary Share Scheme (*orange*).
- 5.1.4.8 Where, on or subsequent to the Ordinary Share Scheme Implementation Date, a person, who was not a registered holder of Ordinary Share Scheme Shares on the Ordinary Share Scheme Consideration Record Date, tenders to the Transfer Secretaries Documents of Title, together with a completed Form of Surrender and Transfer in respect of the Ordinary Share Scheme (*orange*), purporting to have been executed by or on behalf of the registered holder of such Ordinary Share Scheme Shares and, provided that the Ordinary Share Scheme Consideration will not already have been posted or delivered to the registered holder of the Ordinary Share Scheme Shares, then such transfer may be accepted by Indequity as if it were a valid transfer to such person of the Ordinary Share Scheme Shares concerned, provided that Indequity has been, if so required, provided with an indemnity on terms acceptable to it in respect of such Ordinary Share Scheme Consideration.
- 5.1.4.9 The Ordinary Share Scheme Consideration will be paid to Ordinary Share Scheme Participants, in full, in accordance with the terms of the Ordinary Share Scheme without regard to any lien, right of set-off, counterclaim or other analogous right to which Indequity may otherwise be, or claim to be, entitled.
- 5.1.4.10 In the case of Ordinary Share Scheme Participants who are Foreign Shareholders, if the information regarding authorised dealers is not given or written instructions to the contrary are provided but no address is given, as required in terms of paragraphs 2.2 and 2.3 of **Annexure 4**, the Ordinary Share Scheme Consideration will be held in trust by Indequity, or the Transfer Secretaries on behalf of Indequity, for the Ordinary Share Scheme Participants concerned, pending receipt of the necessary information or instructions. No interest will be paid on the Ordinary Share Scheme Consideration so held. If the necessary information or instructions have not been provided after a period of five years, such Ordinary Share Scheme Consideration shall be paid over to the Guardians Fund, from which it can be claimed.
- 5.1.4.11 If the Ordinary Share Scheme Consideration is not paid or posted to Certificated Ordinary Shareholders entitled thereto because the relevant Documents of Title have not been surrendered or if any Ordinary Share Scheme Consideration posted to a Certificated Ordinary Shareholder is returned undelivered to the Transfer Secretaries, that Ordinary Share Scheme Consideration will be held in trust by Indequity, or the Transfer Secretaries on behalf of Indequity, until claimed. No interest will be paid on the Ordinary Share Scheme Consideration so held. If the Ordinary Share Scheme Consideration remains unclaimed after a period of five years, such Ordinary Share Scheme Consideration shall be paid over to the Guardians Fund, from which it can be claimed.

5.1.5 Effects of the Ordinary Share Scheme and prospects of Indequity in the unlisted environment

- 5.1.5.1 The effect of the Ordinary Share Scheme will be that Indequity will, with effect from the Ordinary Share Scheme Implementation Date, become the registered and beneficial owner of all the Ordinary Share Scheme Shares, upon which such Ordinary Share Scheme Shares shall be immediately cancelled and have the status of authorised but unissued Shares. Indequity shall have its Register updated accordingly.
- 5.1.5.2 The nature of Indequity's business is not likely to change pursuant to the Delisting.
- 5.1.5.3 The unlisted environment may not meet certain Ordinary Shareholders' investment objectives and Ordinary Shareholders are given the opportunity to dispose of the Ordinary Shares prior to the Delisting in terms of the Ordinary Share Scheme.

5.1.6 Dissenting Ordinary Shareholders

Ordinary Shareholders are advised of their Appraisal Rights under section 164 of the Companies Act:

- 5.1.6.1 Ordinary Shareholders who wish to exercise their rights in terms of section 164 of the Companies Act are required, before the Ordinary Share Scheme Resolution is voted on at the Ordinary Share Scheme Meeting, to give notice to the Company in writing objecting to such Ordinary Share Scheme Resolution in accordance with the requirements of section 164(3) of the Companies Act.
- 5.1.6.2 If the Ordinary Share Scheme Resolution is adopted by the Company, the Company is required, in accordance with section 164(4) of the Companies Act, within 10 Business Days after the Ordinary Share Scheme Members adopt the Ordinary Share Scheme Resolution, to send a notice to Ordinary Shareholders who gave written notice to the Company objecting to the Ordinary Share Scheme Resolution and did not withdraw such written notice or vote in support of the Ordinary Share Scheme Resolution, notifying them that the Ordinary Share Scheme Resolution has been adopted.
- 5.1.6.3 Ordinary Shareholders who gave written notice to the Company in accordance with the requirements of section 164(3) of the Companies Act (and have not withdrawn that notice), who voted against the Ordinary Share Scheme Resolution and who have complied with all the procedural requirements set out in section 164 of the Companies Act may, in accordance with sections 164(5) to 164(8) of the Companies Act, demand that the Company pay them fair value of the Ordinary Shares held by them and in respect of which they have given the aforesaid written notice.
- 5.1.6.4 If Indequity receives a demand in terms of sections 164(5) to 164(8) of the Companies Act and such demand is not withdrawn by the Ordinary Share Scheme Implementation Date, the Company will, in accordance with section 164(11) of the Companies Act, within five Business Days of the Ordinary Share Scheme Implementation Date, make an offer to those Ordinary Shareholders to purchase their Ordinary Shares at fair value.
- 5.1.6.5 A Dissenting Ordinary Shareholder who has sent a demand in accordance with the requirements of sections 164(5) to 164(8) of the Companies Act may withdraw that demand before Indequity makes an offer in accordance with section 164(11) of the Companies Act or if Indequity fails to make such an offer. If a Dissenting Ordinary Shareholder voluntarily withdraws its demand made in accordance with the requirements of sections 164(5) to 164(8) of the Companies Act, it will cease to be a Dissenting Ordinary Shareholder and will become an Ordinary Share Scheme Participant whose Ordinary Shares will be acquired by Indequity, in accordance with paragraph 5.1.4 above, with retrospective effect from the Ordinary Share Scheme Implementation Date.
- 5.1.6.6 A Dissenting Ordinary Shareholder who has sent a demand in accordance with the requirements of sections 164(5) to 164(8) of the Companies Act has no further rights in respect of the Ordinary Shares in respect of which it has made such demand, other than to be paid the fair value of such Ordinary Shares, unless:
 - 5.1.6.6.1 that Dissenting Ordinary Shareholder withdraws that demand before Indequity makes an offer in accordance with section 164(11) of the Companies Act;
 - 5.1.6.6.2 Indequity fails to make an offer in accordance with section 164(11) of the Companies Act and that Dissenting Ordinary Shareholder withdraws its demand;
 - 5.1.6.6.3 Indequity makes an offer in accordance with section 164(11) of the Companies Act below and the Dissenting Ordinary Shareholder allows such offer to lapse; or
 - 5.1.6.6.4 Indequity revokes the Ordinary Share Scheme Resolution, by means of a subsequent special resolution,

in which case that Ordinary Shareholder's rights will, in accordance with section 164(10) of the Companies Act, be reinstated without interruption.
- 5.1.6.7 The offer made in accordance with section 164(11) of the Companies Act will, in accordance with the requirements of section 164(12)(b) of the Companies Act, lapse if it is not accepted by the Dissenting Ordinary Shareholder within 30 Business Days after it was made. If the Dissenting Ordinary Shareholder allows that offer to lapse, it will cease to be a Dissenting Ordinary Shareholder and will become an Ordinary Share Scheme Participant whose Ordinary Shares will be acquired by Indequity, in accordance with paragraph 5.1.4 above.
- 5.1.6.8 A Dissenting Ordinary Shareholder who accepts an offer made in accordance with the requirements of section 164(11) of the Companies Act will become an Excluded Dissenting Ordinary Shareholder and will not participate in the Ordinary Share Scheme. The Excluded Dissenting Ordinary Shareholder must thereafter, if it (i) holds Certificated Ordinary Shares, tender the Documents of Title in respect of such Certificated Ordinary Shares to Indequity or the Transfer Secretaries; or (ii) holds Dematerialised Ordinary Shares, instruct its CSDP or broker to transfer those Ordinary Shares to Indequity or the Transfer Secretaries. Indequity must pay that Excluded Dissenting Ordinary Shareholder the agreed amount within 10 Business Days after the Excluded Dissenting Ordinary Shareholder has accepted the offer and tendered the Documents of Title or directed the

transfer to Indequity or the Transfer Secretaries of the Dematerialised Ordinary Shares.

- 5.1.6.9 A Dissenting Ordinary Shareholder who considers the offer made by Indequity in accordance with section 164(11) of the Companies Act to be inadequate, may, in accordance with section 164(14) of the Companies Act, apply to a Court to determine a fair value in respect of the Ordinary Shares that were the subject of that demand, and an order requiring Indequity to pay the Dissenting Ordinary Shareholder the fair value so determined. The Court will, in accordance with section 164(15)(c)(v) of the Companies Act, be obliged to make an order requiring:
- 5.1.6.9.1 the Dissenting Ordinary Shareholders to either withdraw their respective demands or to tender their Ordinary Shares as contemplated in paragraph 5.1.6.8 above; or
- 5.1.6.9.2 Indequity to pay the fair value in respect of the Ordinary Shares (as determined by the Court) to each Dissenting Ordinary Shareholder who tenders its Ordinary Shares, subject to any conditions the Court considers necessary to ensure that Indequity fulfils its obligations under section 164 of the Companies Act.
- 5.1.6.10 If, pursuant to the order of the Court, any Dissenting Ordinary Shareholder withdraws its demand, the Dissenting Ordinary Shareholder will cease to be a Dissenting Ordinary Shareholder and will become an Ordinary Share Scheme Participant whose Ordinary Shares will be acquired by Indequity, in accordance with paragraph 5.1.4 above, with retrospective effect from the Ordinary Share Scheme Implementation Date.
- 5.1.6.11 If, pursuant to the order of the Court, a Dissenting Ordinary Shareholder tenders its Ordinary Shares to Indequity, such Dissenting Ordinary Shareholder will become an Excluded Dissenting Ordinary Shareholder and will not participate in the Ordinary Share Scheme. The Excluded Dissenting Ordinary Shareholder must thereafter, if it (i) holds Certificated Ordinary Shares, tender the Documents of Title in respect of such Certificated Ordinary Shares to Indequity or the Transfer Secretaries; or (ii) holds Dematerialised Ordinary Shares, instruct its CSDP or broker to transfer those Ordinary Shares to Indequity or the Transfer Secretaries. Indequity must pay that Excluded Dissenting Ordinary Shareholder the fair value determined by the Court within 10 Business Days after the Excluded Dissenting Ordinary Shareholder has accepted the offer and tendered the Documents of Title or directed the transfer to Indequity or the Transfer Secretaries of the Dematerialised Ordinary Shares.
- 5.1.6.12 A copy of section 164 of the Companies Act, which sets out the Appraisal Rights, is included in **Annexure 6** to this Circular.

5.2 Suspension and termination of the listing of the Ordinary Shares

Subject to the Ordinary Share Scheme becoming operative, which Ordinary Scheme Implementation Date is expected to be Monday, 28 December 2020, the JSE has granted approval for the suspension of the listing on the JSE of the Ordinary Shares, which suspension is expected to take place with effect from the commencement of trade on the JSE on Tuesday, 22 December 2020 and the termination of the listing on the JSE of the Ordinary Shares, which termination is expected to take place from the commencement of trade on Tuesday, 29 December 2020.

5.3 Ordinary Shareholder undertakings

- 5.3.1 As at the Last Practicable Date, irrevocable undertakings to vote in favour of the Ordinary Share Scheme have been received from the following Ordinary Shareholders holding in aggregate 1 505 455 Ordinary Shares, representing 45.57% of the voting power if all Ordinary Share Scheme Shares are voted at the Ordinary Share Scheme Meeting or any adjournment thereof.

Ordinary Shareholder	Date of irrevocable undertaking	Ordinary Shares subject to undertaking	Ordinary Share Scheme voting rights (%)
Heiden Grimaud Limited and associates	17 August 2020	988 442	29.92
Cannon Asset Managers Proprietary Limited	14 August 2020	517 013	15.65
		1 505 455	45.57

5.3.2 Dealings in Ordinary Shares by the parties who have provided irrevocable undertakings for the period beginning six months before the Offer Period and ending on the Last Practicable Date are as follows:

Ordinary Shareholder	Date	Purchase/ Sale	Volume Purchased / sold	Purchase / Selling Price (cents)
Heiden Grimaud Limited and associates				
	13/03/2020	Purchase	4 100	730
	20/03/2020	Purchase	2 000	731
	30/03/2020	Purchase	8 000	650
	15/04/2020	Purchase	5 000	620
	15/04/2020	Sell	614	650
	16/04/2020	Purchase	5 000	625
	16/04/2020	Sell	14 400	630
	17/04/2020	Purchase	2 000	625
	17/04/2020	Sell	2 000	625
	22/04/2020	Sell	2 986	630
	05/05/2020	Sell	295	650
	07/05/2020	Sell	6 253	650
	11/05/2020	Sell	3 452	650
	21/05/2020	Sell	40 000	700
	25/06/2020	Sell	296 649	795
	26/06/2020	Sell	3 351	795
	08/07/2020	Purchase	2 000	790
	08/07/2020	Sell	80 000	793
	23/07/2020	Sell	357 706	800
	24/07/2020	Sell	100 000	800
	24/07/2020	Sell	142 294	800
	27/07/2020	Purchase	1 000	750
	27/07/2020	Sell	42 338	801
	27/07/2020	Sell	15 220	800
	27/07/2020	Sell	300 000	800
	30/07/2020	Sell	8 638	800
Cannon Asset Managers Proprietary Limited				
	25/02/2020	Sell	195	800
	28/02/2020	Sell	120	800
	03/03/2020	Sell	208	800
	03/03/2020	Purchase	27 860	799
	03/03/2020	Sell	27 860	799
	03/03/2020	Purchase	8	730
	09/03/2020	Purchase	8 000	730
	10/03/2020	Purchase	20	730
	12/03/2020	Purchase	2 709	731
	12/03/2020	Sell	2 709	731
	03/06/2020	Sell	100	820
	04/06/2020	Sell	1 000	820
	09/06/2020	Sell	26	820
	10/06/2020	Sell	164	820
	22/06/2020	Sell	44 874	800
	22/06/2020	Sell	66 557	800
	29/06/2020	Sell	6 552	799
	30/06/2020	Sell	8	799
	20/07/2020	Sell	12 471	790
	20/07/2020	Sell	9 598	790
	20/07/2020	Sell	47 895	790
	20/07/2020	Sell	13 041	790
	20/07/2020	Sell	47 824	790

6. THE GENERAL OFFER

6.1 Terms of the General Offer

- 6.1.1 If the Ordinary Share Scheme fails, Indequity will implement the Delisting Resolution and a General Offer, in terms of sections 48 and 117(1)(c)(v) of the Companies Act and paragraph 1.15(c) of the Listings Requirements, to the Eligible Ordinary Shareholders, whereby each Eligible Ordinary Shareholder will be entitled to elect whether or not to dispose of all of their General Offer Shares to Indequity for the General Offer Consideration.
- 6.1.2 For the avoidance of doubt, implementation of the General Offer will be conditional on, *inter alia*, the Ordinary Share Scheme not becoming operative. In the event that the Ordinary Share Scheme does become operative, the General Offer will lapse and be of no force and effect.
- 6.1.3 If the Ordinary Share Scheme does not become operative, and the Delisting Resolution and General Offer become wholly unconditional and are implemented, then the Delisting will be implemented in terms of paragraph 1.14 of the Listings Requirements and each General Offer Participant that accepts the General Offer will receive the General Offer Consideration in exchange for the General Offer Shares Tendered and disposed of to Indequity.
- 6.1.4 The effect of the General Offer will be that, with effect from the General Offer Payment Date, Indequity will acquire and own all the General Offer Shares Tendered and previously held by the General Offer Participants. The repurchase of the General Offer Shares by Indequity, following the implementation of the General Offer, will be subject to the acceptances of the General Offer.
- 6.1.5 If the Ordinary Share Scheme does not become operative and the General Offer becomes wholly unconditional and is implemented, Eligible Ordinary Shareholders who have not accepted the General Offer will remain Ordinary Shareholders in Indequity.

6.2 The General Offer in terms of section 48 of the Companies Act and paragraphs 5.67 and 5.69 of the Listings Requirements

- 6.2.1 The General Offer is considered to be a repurchase by Indequity of its own Ordinary Shares in terms of section 48 of the Companies Act (“**Repurchase**”).
- 6.2.2 The General Offer is also considered to be a specific repurchase by Indequity from the General Offer Participants in terms of the Listings Requirements (“**Specific Repurchase**”).
- 6.2.3 Indequity is permitted to implement the General Offer in terms of its Memorandum of Incorporation.

6.3 The General Offer Consideration

- 6.3.1 If the Ordinary Share Scheme does not become operative and the General Offer becomes wholly unconditional, Indequity will acquire all of the General Offer Shares Tendered by the General Offer Participants for the General Offer Consideration.
- 6.3.2 The General Offer Consideration shall be settled in full, in accordance with the terms of the General Offer without regard to any *lien*, right of set-off, counterclaim or other analogous right to which Indequity, may otherwise be, or claim to be, entitled against a General Offer Participant.
- 6.3.3 For details regarding the settlement of the General Offer Consideration, Eligible Ordinary Shareholders are referred to paragraph 6.7 of this Circular for more information.

6.4 The General Offer Period

- 6.4.1 The General Offer is irrevocable and will be open for acceptance from 11:00 on the General Offer Opening Date, and will, in the event that the Ordinary Share Scheme does not become operative but subject to it becoming unconditional, close at 12:00 on the General Offer Closing Date, in accordance with Takeover Regulations 102(4) and 105(5)(b).
- 6.4.2 Accordingly, the General Offer will remain open for acceptance by those Eligible Ordinary Shareholders that are recorded in the Register at any time during the General Offer Period, subject to the Ordinary Share Scheme not becoming operative. In the event that the Ordinary Share Scheme becomes operative the General Offer will lapse.
- 6.4.3 In accordance with Takeover Regulation 103(1)(b)(i), Indequity may, in its absolute and sole discretion, extend the General Offer Period. Shareholders will be notified of any such extension on SENS and in the South African press.

6.5 The General Offer Conditions

- 6.5.1 Implementation of the General Offer is subject to the fulfilment or waiver, as the case may be, of the following conditions (“**General Offer Conditions**”) by no later than Friday, 11 December 2020:
- 6.5.1.1 The Ordinary Share Scheme does not become operative;
- 6.5.1.2 all necessary Shareholder approvals and/or resolutions as may be necessary to give effect to the General Offer have been obtained, including, but not limited to the Repurchase (Ordinary Shares) Resolution and the Specific Repurchase Resolution;

- 6.5.1.3 the Delisting Resolution is adopted by the requisite majority of Ordinary Shareholders at the General Meeting of Indequity Shareholders as contemplated in paragraphs 1.15(a) and 1.16 of the Listings Requirements;
- 6.5.1.4 the receipt of all approvals, consents or waivers from those South African regulatory authorities as may be necessary for Indequity to implement the General Offer and Delisting, including the Panel (by means of issue of a compliance certificate in terms of section 121(b)(i) of the Companies Act) on an unconditional basis or, to the extent that any such regulatory approvals, consents or waivers are obtained subject to any condition or qualification, Indequity (to the extent that it is adversely affected by the condition or qualification) confirms in writing that the condition or qualification is acceptable to it, which confirmation shall not be unreasonably withheld or delayed; and
- 6.5.1.5 to the extent that Appraisal Rights are found to apply to the General Offer, and Ordinary Shareholders exercise such Appraisal Rights, either: (i) Ordinary Shareholders give notice objecting to the Repurchase (Ordinary Shares) Resolution as contemplated in section 164(3) of the Companies Act and vote against the Repurchase (Ordinary Shares) Resolution at the relevant meeting in respect of less than or equal to 5% of all of the General Offer Shares; or (ii) if Ordinary Shareholders give notice objecting to the Repurchase (Ordinary Shares) Resolution and vote against the Repurchase (Ordinary Shares) Resolution at the meeting in respect of more than 10% of all of the General Offer Shares, then, within the time period permitted in terms of the Companies Act, such Ordinary Shareholders have exercised Appraisal Rights, by giving valid demands in terms of sections 164(5) to 164(8) of the Companies Act, in respect of less than or equal to 10% of all the General Offer Shares, or not at all.

6.5.2 Waiver and extension of General Offer Conditions

- 6.5.2.1 The General Offer Conditions set out in paragraphs 6.5.1.3 and 6.5.1.5 above are capable of waiver by Indequity, and the time and/or date for fulfilment or waiver of such General Offer Conditions may be extended by Indequity as may be agreed between Indequity and the Panel.
- 6.5.2.2 The General Offer Conditions set out in paragraphs 6.5.1.1, 6.5.1.2 and 6.5.1.4 above are not capable of waiver but the time and/or date for fulfilment of these General Offer Conditions may be extended by Indequity as may be agreed between Indequity and the Panel.
- 6.5.2.3 An announcement will be released on SENS as soon as practicable after all the General Offer Conditions have been fulfilled or waived, if the General Offer Conditions are not fulfilled or waived timeously, or if the time and/or date for fulfilment or waiver of the General Offer Conditions is extended.

6.6 Procedures for acceptance of the General Offer

- 6.6.1 Subject to the Ordinary Share Scheme not becoming operative, if an Eligible Ordinary Shareholder does not wish to accept the General Offer in respect of any of the General Offer Shares held by them they do not need to take any further action and will continue to hold their General Offer Shares and will be deemed to be a Non-accepting Ordinary Shareholder. Non-accepting Ordinary Shareholders are advised that in the event that the General Offer is implemented, Indequity may invoke the provisions of section 124(1) of the Companies Act.
- 6.6.2 For the avoidance of doubt, Eligible Ordinary Shareholders will be entitled to accept the General Offer from 11:00 on the General Offer Opening Date however, any General Offer Shares Tendered will not be acquired by Indequity until such time as the General Offer is implemented (which itself is conditional on the Ordinary Share Scheme not becoming operative and the General Offer becoming wholly unconditional).

6.6.3 Dematerialised Ordinary Shareholders

- 6.6.3.1 Eligible Ordinary Shareholders who hold Dematerialised Ordinary Shares and who wish to accept the General Offer in respect of all of their General Offer Shares are required to accept the General Offer in accordance with the instructions commencing on page 5 of this Circular.
- 6.6.3.2 Once an Eligible Ordinary Shareholder's acceptance of the General Offer in respect of any of its General Offer Shares has been communicated to the Transfer Secretaries, such acceptance of the General Offer will be final and irrevocable, and the Eligible Ordinary Shareholder may not withdraw its acceptance of the General Offer unless expressly permitted by the Companies Regulations.
- 6.6.3.3 If an Eligible Ordinary Shareholder's acceptance is not communicated to the Transfer Secretaries through a broker or CSDP by 12:00 on the General Offer Closing Date, such Eligible Ordinary Shareholder who holds Dematerialised Ordinary Shares will be deemed to have declined the General Offer and will continue to hold its General Offer Shares and remain an Ordinary Shareholder, subject to the Ordinary Share Scheme not becoming operative or section 124(1) of the Companies Act. Late acceptances of the General Offer may be accepted or rejected at Indequity's sole discretion.
- 6.6.3.4 Dematerialised Ordinary Shareholders must **NOT** complete the Form of Acceptance and Transfer (*brown*).

- 6.6.3.5 The attention of Dematerialised Ordinary Shareholders is drawn to the fact that, if they accept the General Offer, they will not be entitled to rematerialise and/or trade or otherwise deal in their General Offer Shares that have been Tendered between the date of acceptance and the General Offer Payment Date, or if the General Offer is not implemented, between the date of acceptance and the date on which the General Offer lapses. Dematerialised Ordinary Shareholders will, however, be entitled to sell such General Offer Shares Tendered to Indequity in terms of the Ordinary Share Scheme and to receive the Ordinary Share Scheme Consideration in respect of such General Offer Shares Tendered in the event that the Ordinary Share Scheme becomes operative.

6.6.4 Certificated Ordinary Shareholders

- 6.6.4.1 Eligible Ordinary Shareholders who hold Certificated Ordinary Shares and who wish to accept the General Offer in respect of all of their General Offer Shares are required to accept the General Offer by completing the Form of Acceptance and Transfer (*brown*) and delivering it, together with the Documents of Title in respect of the General Offer Shares Tendered by them, in accordance with the instructions set out in the section titled “*Action Required by Ordinary Shareholders*” of this Circular, to the Transfer Secretaries by no later than 12:00 on the General Offer Closing Date.
- 6.6.4.2 Once a duly completed and signed Form of Acceptance and Transfer (*brown*) together with the Documents of Title in respect of the General Offer Shares Tendered is received by the Transfer Secretaries in respect of any of an Eligible Ordinary Shareholder’s General Offer Shares, such acceptance of the General Offer will be final and irrevocable and such Eligible Ordinary Shareholder may not withdraw its acceptance of the General Offer unless expressly permitted by the Companies Regulations.
- 6.6.4.3 If the General Offer is not validly accepted by an Eligible Ordinary Shareholder who holds Certificated Ordinary Shares by 12:00 on the General Offer Closing Date, the General Offer will be deemed to have been declined by that Eligible Ordinary Shareholder. Late acceptances may be accepted or rejected at Indequity’s sole discretion.
- 6.6.4.4 Eligible Ordinary Shareholders holding Certificated Ordinary Shares and who complete the Form of Surrender and Transfer (*orange*) and return it, together with the relevant Documents of Title, to the Transfer Secretaries in anticipation of the Ordinary Share Scheme becoming operative, and who wish to accept the General Offer, will still be required to complete the Form of Acceptance and Transfer (*brown*), but will not be required to surrender their Documents of Title again.
- 6.6.4.5 Forms of Acceptance and Transfer (*brown*) and Documents of Title that are sent through the post are sent at the risk of the Certificated Ordinary Shareholders concerned. Accordingly, Certificated Ordinary Shareholders should take note of the postal delivery times so as to ensure that acceptances of the General Offer are received timeously. It is therefore recommended that duly completed Forms of Acceptance and Transfer (*brown*), and Documents of Title be sent by registered post, or delivered by hand to the Transfer Secretaries.
- 6.6.4.6 No receipt will be issued for Documents of Title surrendered unless specifically requested.
- 6.6.4.7 Documents of Title surrendered in acceptance of the General Offer will be held in trust by the Transfer Secretaries, at the risk of the relevant Certificated Ordinary Shareholders, pending the General Offer being implemented.
- 6.6.4.8 If Documents of Title relating to any General Offer Shares Tendered are lost or destroyed, Indequity may dispense with the surrender of such Documents of Title upon production of evidence satisfactory to Indequity that the Documents of Title in respect of any of the General Offer Shares in question have been lost or destroyed and upon provision of a suitable indemnity on terms satisfactory to Indequity. Accordingly, if the Documents of Title in respect of any General Offer Shares Tendered by a Certificated Ordinary Shareholder have been lost or destroyed, such Certificated Ordinary Shareholder should nevertheless return the Form of Acceptance and Transfer (*brown*), duly signed and completed, to the Transfer Secretaries, together with a duly signed and completed indemnity form which is obtainable from the Transfer Secretaries.
- 6.6.4.9 The attention of Eligible Ordinary Shareholders who are Certificated Ordinary Shareholders is drawn to the fact that, if they surrender their Documents of Title pursuant to their acceptance of the General Offer, they:
- 6.6.4.9.1 will continue to be entitled to attend, speak and vote at the General Meeting of Indequity Shareholders as if the surrender of Documents of Title had not occurred; and
- 6.6.4.9.2 will not be entitled to Dematerialise, trade or otherwise deal in their General Offer Shares that have been Tendered between the date of surrender and the General Offer Payment Date, or if the General Offer is not implemented, between the date of surrender and the date on which their General Offer Shares are returned to them as set out in this Circular, provided that they will be entitled to sell such General Offer Shares Tendered in terms of the Ordinary Share Scheme and to receive the Ordinary Share Scheme Consideration in respect of such General Offer Shares Tendered in the event that the Ordinary Share Scheme becomes operative.

- 6.6.4.10 If the General Offer lapses because any of the General Offer Conditions are not fulfilled or waived, then any Documents of Title surrendered and held by the Transfer Secretaries will be returned to the relevant Eligible Ordinary Shareholders by the Transfer Secretaries, at such Eligible Ordinary Shareholders' own risk, by registered post within approximately five Business Days from the date on which the General Offer lapses or the Ordinary Share Scheme does not become operative, whichever is the later.
- 6.6.4.11 Indequity reserves the right, in its absolute and sole discretion:
 - 6.6.4.11.1 to treat as valid, Forms of Acceptance and Transfer (*brown*) not accompanied by the relevant Documents of Title (or, if applicable, evidence reasonably satisfactory to Indequity that the Documents of Title in respect of the relevant General Offer Shares have been lost or destroyed and an indemnity reasonably acceptable to Indequity, (as detailed above);
 - 6.6.4.11.2 to treat as valid, Forms of Acceptance and Transfer that have not been completed in accordance with the instructions set out in this Circular and the Form of Acceptance and Transfer (*brown*); and
 - 6.6.4.11.3 to require proof of the authority of the person signing a Form of Acceptance and Transfer (*brown*), where such proof has not been lodged with, or recorded by, the Transfer Secretaries.

6.7 Settlement of the General Offer Consideration

- 6.7.1 In the event that the General Offer becomes wholly unconditional and is implemented, General Offer Participants will be entitled to receive the General Offer Consideration in respect of the General Offer Shares Tendered by them in terms of the General Offer.
- 6.7.2 Settlement of the General Offer Consideration shall be subject to the Exchange Control Regulations, the salient provisions of which are set out in **Annexure 4** to this Circular.
- 6.7.3 Settlement of the General Offer Consideration will be administered and effected by Indequity or the Transfer Secretaries, on behalf of Indequity.
- 6.7.4 Indequity's obligation to make payment of the General Offer Consideration to the General Offer Participants will be fully and finally discharged upon Indequity making payment of the General Offer Consideration to the Transfer Secretaries.

6.7.5 Dematerialised Ordinary Shareholders

If the General Offer becomes wholly unconditional and is implemented, General Offer Participants who hold Dematerialised Ordinary Shares will have their accounts held at their broker or CSDP debited with the relevant number of General Offer Shares Tendered and credited with the General Offer Consideration in respect of such General Offer Shares Tendered, within six Business Days of the later of the General Offer being declared wholly unconditional and acceptance of the General Offer.

6.7.6 Certificated Ordinary Shareholders

- 6.7.6.1 If the General Offer becomes wholly unconditional and is implemented, General Offer Participants who hold Certificated Ordinary Shares and who deliver a duly completed Form of Acceptance and Transfer (*brown*) and surrender their Documents of Title to the Transfer Secretaries in accordance with the instructions set out in the section titled "*Action Required by Ordinary Shareholders*" of this Circular on or before 12:00 on the General Offer Closing Date, will have the General Offer Consideration in respect of such General Offer Shares Tendered:
 - 6.7.6.1.1 posted to them by cheque, at their own risk, within six Business Days of the later of the General Offer being declared wholly unconditional and acceptance of the General Offer; or
 - 6.7.6.1.2 paid into the bank account nominated by them in Part C of the Form of Acceptance and Transfer (*brown*) within six Business Days of the later of the General Offer being declared wholly unconditional and acceptance of the General Offer, if they elect to receive the General Offer Consideration by way of EFT on the Form of Acceptance and Transfer (*brown*). If Part C on the Form of Acceptance and Transfer (*brown*) is left blank or partially completed, the General Offer Consideration will be withheld until the correct details are provided by the Certificated Ordinary Shareholder.
- 6.7.6.2 If any General Offer Consideration that is posted is returned undelivered for any reason whatsoever, Indequity will hold that General Offer Consideration in trust until it is claimed by any person legally entitled to it, for a maximum period of five years, after which period such funds shall be paid over to the Guardians Fund of the Court. No interest will accrue or be paid on any General Offer Consideration so held in trust.

6.8 General

Within one Business Day of the fulfilment or waiver (to the extent permitted) of all of the General Offer Conditions, Indequity shall publish an announcement on SENS to such effect. Upon publication of the aforementioned SENS announcement, all of the General Offer Conditions shall be deemed to have been fulfilled or waived (to the extent permitted) notwithstanding that Indequity may subsequently discover that any General Offer Condition may not have been fulfilled or waived (as applicable).

6.9 Appraisal Rights

To the extent applicable, the provisions of paragraph 5.1.6 (and any related provisions of the Notice of General Meeting of Indequity Shareholders) apply *mutatis mutandis* to General Offer Participants in respect of Special Resolution Number 3 as contained in the of General Meeting of Indequity Shareholders. Shareholders are also referred to **Annexure 6** to this Circular, which contains an extract of the provisions of section 164 of the Companies Act.

7. A CLASS PREFERENCE SHARE SCHEME

As set out in the Firm Intention Announcement, Shareholders were advised that the Board has resolved, in addition to the Ordinary Share Scheme, subject to the fulfilment of the conditions set out in paragraph 7.1.2 below, to implement the voluntary repurchase of the A Class Preference Shares from the A Class Preference Shareholders by way of a scheme of arrangement in terms of section 114 of the Companies Act to be proposed by the Board to the A Class Preference Shareholders.

7.1 Terms and conditions of the A Class Preference Share Scheme

In terms of section 114(1) of the Companies Act, the Board hereby proposes the A Class Preference Share Scheme, on the terms set out in this paragraph 7, between Indequity and the A Class Preference Shareholders.

7.1.1 The A Class Preference Share Scheme

- 7.1.1.1 In terms of the A Class Preference Share Scheme, Indequity will acquire the A Class Preference Share Scheme Shares from the A Class Preference Share Scheme Participants for the A Class Preference Share Scheme Consideration.
- 7.1.1.2 Subject to the A Class Preference Share Scheme becoming unconditional with effect from the A Class Preference Share Scheme Implementation Date:
 - 7.1.1.2.1 the A Class Preference Share Scheme Participants (whether or not they voted in favour of the A Class Preference Share Scheme or abstained from voting) will dispose of each of their A Class Preference Share Scheme Shares, free of encumbrances, to Indequity on the A Class Preference Share Scheme Implementation Date in exchange for the A Class Preference Share Scheme Consideration, and Indequity will voluntarily acquire all of the A Class Preference Share Scheme Shares on the A Class Preference Share Scheme Implementation Date;
 - 7.1.1.2.2 the disposal and transfer by each A Class Preference Share Scheme Participant of the A Class Preference Share Scheme Shares held by each such A Class Preference Share Scheme Participant to Indequity, and the voluntary acquisition of those A Class Preference Share Scheme Shares by Indequity, pursuant to the provisions of the A Class Preference Share Scheme, will be effected on the A Class Preference Share Scheme Implementation Date;
 - 7.1.1.2.3 each A Class Preference Share Scheme Participant will be deemed to have transferred to Indequity on the A Class Preference Share Scheme Implementation Date, all of the A Class Preference Share Scheme Shares held by such A Class Preference Share Scheme Participant, without any further act or instrument being required; and
 - 7.1.1.2.4 A Class Preference Share Scheme Participants will be entitled to receive the A Class Preference Share Scheme Consideration for each A Class Preference Share Scheme Share, subject to the remaining provisions of this paragraph 7.
- 7.1.1.3 Each A Class Preference Share Scheme Participant irrevocably and *in rem suam* authorises Indequity, as principal, with power of substitution, to cause the A Class Preference Share Scheme Shares disposed of by the A Class Preference Share Scheme Participants in terms of the A Class Preference Share Scheme to be transferred to Indequity on or at any time after the A Class Preference Share Scheme Implementation Date, and to do all such things and take all such steps (including the signing of any transfer form) as Indequity, in its discretion, considers necessary in order to give effect to that transfer.
- 7.1.1.4 The A Class Preference Share Scheme Consideration will be settled, in full, in accordance with the terms of the A Class Preference Share Scheme without regard to any lien, right of set-off, counterclaim or other analogous right to which Indequity may otherwise be, or claim to be, entitled against an A Class Preference Share Scheme Participant.

- 7.1.1.5 The rights of the A Class Preference Share Scheme Participants to receive the A Class Preference Share Scheme Consideration will be rights enforceable by A Class Preference Share Scheme Participants against Indequity only.
- 7.1.1.6 The effect of the A Class Preference Share Scheme will be that, *inter alia*, Indequity will, with effect from the A Class Preference Share Scheme Implementation Date, acquire all of the A Class Preference Share Scheme Shares which shall be cancelled. None of the A Class Preference Share Scheme Shares will be transferred to any other person.

7.1.2 Conditions to the implementation of the A Class Preference Share Scheme

The implementation of the A Class Preference Share Scheme is subject to the suspensive conditions that by not later than 23:59 on the Long-Stop Date:

- 7.1.2.1 the requisite approvals have been obtained from, *inter alia*, all governmental and regulatory bodies, including but not limited to the JSE, the Panel and the SARB.

7.1.3 A Class Preference Share Scheme Consideration

In terms of the A Class Preference Share Scheme, A Class Preference Share Scheme Participants will, if the A Class Preference Share Scheme is implemented, receive an amount, payable in cash, of R0.102 for each A Class Preference Share Scheme Share held by such A Class Preference Share Scheme Participant on the A Class Preference Share Consideration Record Date. The A Class Preference Share Scheme Consideration will be distributed out of Indequity's profits.

7.1.4 Settlement of the A Class Preference Share Scheme Consideration

- 7.1.4.1 Subject to paragraphs 7.1.4.4 and 7.1.4.5 below, and subject to the A Class Preference Share Scheme becoming operative, A Class Preference Share Scheme Participants will be entitled to receive the A Class Preference Share Scheme Consideration in respect of each A Class Preference Share Scheme Share held by them on the A Class Preference Share Scheme Consideration Record Date.
- 7.1.4.2 Settlement of the A Class Preference Share Scheme Consideration is subject to the Exchange Control Regulations, the salient provisions of which are set out in **Annexure 4** to this Circular.
- 7.1.4.3 Indequity or its agents will administer and effect payment of the A Class Preference Share Scheme Consideration and/or will transfer or post the A Class Preference Share Scheme Consideration to A Class Preference Share Scheme Participants.
- 7.1.4.4 A Class Preference Share Scheme Participants who hold Certificated A Class Preference Shares, and who are not Dissenting A Class Preference Shareholders on the A Class Preference Share Scheme Consideration Record Date, will:
 - 7.1.4.4.1 if they have surrendered their Documents of Title and completed Form of Surrender (*grey*) to the Transfer Secretaries on or before 12:00 on the A Class Preference Share Scheme Consideration Record Date:
 - 7.1.4.4.1.1 have the cheques in respect of the A Class Preference Share Scheme Consideration posted to them, at their risk, within five Business Days of the A Class Preference Share Scheme Implementation Date, unless they have elected to receive the A Class Preference Share Scheme Consideration by way of an EFT, in which case the A Class Preference Share Scheme Consideration will be paid to them on the A Class Preference Share Scheme Implementation Date by way of EFT; or
 - 7.1.4.4.2 if they surrender their Documents of Title and completed Form of Surrender (*grey*) to the Transfer Secretaries after 12:00 on the A Class Preference Share Scheme Consideration Record Date:
 - 7.1.4.4.2.1 have the cheques in respect of the A Class Preference Share Scheme Consideration posted to them, at their risk, or the A Class Preference Share Scheme Consideration paid to them by way of an EFT, within five Business Days of the Transfer Secretaries receiving their Documents of Title and completed Form of Surrender (*grey*).

- 7.1.4.5 Where, on or subsequent to the A Class Preference Share Scheme Implementation Date, a person, who was not a registered holder of A Class Preference Share Scheme Shares on the A Class Preference Share Scheme Consideration Record Date, tenders to the Transfer Secretaries Documents of Title, together with a duly stamped Form of Surrender (*grey*), purporting to have been executed by or on behalf of the registered holder of such A Class Preference Share Scheme Shares and, provided that the A Class Preference Share Scheme Consideration will not already have been posted or delivered to the registered holder of the relevant A Class Preference Share Scheme Shares, then such transfer may be accepted by Indequity as if it were a valid transfer to such person of the A Class Preference Share Scheme Shares concerned, provided that Indequity has been provided with an indemnity on terms acceptable to the Company in respect of such A Class Preference Share Scheme Consideration.
- 7.1.4.6 The A Class Preference Share Scheme Consideration will be paid to A Class Preference Share Scheme Participants, in full, in accordance with the terms of the A Class Preference Share Scheme without regard to any lien, right of set-off, counterclaim or other analogous right to which Indequity may otherwise be, or claim to be, entitled.
- 7.1.4.7 In the case of A Class Preference Share Scheme Participants who are Foreign Shareholders, if the information regarding authorised dealers is not given or written instructions to the contrary are provided but no address is given, as required in terms of paragraphs 2.2 and 2.3 of **Annexure 4** to this Circular, the A Class Preference Share Scheme Consideration will be held in trust by Indequity, or the Transfer Secretaries on behalf of Indequity, for the A Class Preference Share Scheme Participants concerned, pending receipt of the necessary information or instructions. No interest will be paid on the A Class Preference Share Scheme Consideration so held. If the necessary information or instructions have not been provided after a period of five years, such A Class Preference Share Scheme Consideration shall be paid over to the Guardians Fund of the High Court, from which it can be claimed.
- 7.1.4.8 If the A Class Preference Share Scheme Consideration is not paid or posted to A Class Preference Shareholders entitled thereto because the relevant Documents of Title have not been surrendered or if any A Class Preference Share Scheme Consideration posted to an A Class Certificated Preference Shareholder is returned undelivered to the Transfer Secretaries, that A Class Preference Share Scheme Consideration will be held in trust by Indequity, or the Transfer Secretaries on behalf of Indequity, until claimed. No interest will be paid on the A Class Preference Share Scheme Consideration so held. If the A Class Preference Share Scheme Consideration remains unclaimed after a period of five years, such A Class Preference Share Scheme Consideration shall be paid over to the Guardians Fund of the High Court, from which it can be claimed.

7.1.5 Effects of the A Class Preference Share Scheme

The A Class Preference Share Scheme will, if implemented, result in the voluntary repurchase by Indequity of all the A Class Preference Shares, other than the Excluded A Class Preference Shares, whereby, the A Class Preference Shareholders will be obliged to sell to the Company, 100% of the A Class Preference Shares for the A Class Preference Share Scheme Consideration, being a cash consideration of R0.012 per A Class Preference Share Scheme Share held on the A Class Preference Share Scheme Record Date.

7.1.6 Dissenting A Class Preference Shareholders

A Class Preference Shareholders are advised of their Appraisal Rights under section 164 of the Companies Act:

- 7.1.6.1 A Class Preference Shareholders who wish to exercise their rights in terms of the aforementioned section of the Companies Act are required, before the A Class Preference Share Scheme Resolution to approve the A Class Preference Share Scheme is voted on at the A Class Preference Share Scheme Meeting, to give notice to the Company in writing objecting to the A Class Preference Share Scheme Resolution in accordance with the requirements of section 164(3) of the Companies Act.
- 7.1.6.2 If the A Class Preference Share Scheme Resolution is adopted by the Company, the Company is required, in accordance with section 164(4) of the Companies Act, within 10 Business Days after the A Class Preference Share Scheme Members adopt the A Class Preference Share Scheme Resolution, to send a notice to A Class Preference Shareholders who gave written notice to the Company objecting to the A Class Preference Share Scheme Resolution and did not withdraw such written notice or vote in support of the A Class Preference Share Scheme Resolution, notifying them that the A Class Preference Share Scheme Resolution has been adopted.
- 7.1.6.3 A Class Preference Shareholders who gave written notice to the Company in accordance with the requirements of section 164(3) of the Companies Act (and have not withdrawn that notice), who voted against the A Class Preference Share Scheme Resolution and who have complied with all the procedural requirements set out in section 164 may, in accordance with sections 164(5) to 164(8) of the Companies Act, demand that the Company pay them fair value of the A Class Preference Shares held by them and in respect of which they have given the aforesaid written notice.

- 7.1.6.4 If Indequity receives a demand in terms of 164(5) to 164(8) of the Companies Act and such demand is not withdrawn by the A Class Preference Share Scheme Implementation Date, the Company will, in accordance with section 164(11) of the Companies Act, within five Business Days of the A Class Preference Share Scheme Implementation Date, make an offer to those A Class Preference Shareholders to purchase their A Class Preference Shares at fair value.
- 7.1.6.5 A Dissenting A Class Preference Shareholder who has sent a demand in accordance with the requirements of sections 164(5) to 164(8) may withdraw that demand before Indequity makes an offer in accordance with section 164(11) of the Companies Act or if Indequity fails to make such an offer. If a Dissenting A Class Preference Shareholder voluntarily withdraws its demand made in accordance with the requirements of sections 164(5) to 164(8) of the Companies Act, it will cease to be a Dissenting A Class Preference Shareholder and will become an A Class Preference Share Scheme Participant whose A Class Preference Shares will be acquired by Indequity, in accordance with paragraph 7.1.4 above, with retrospective effect from the A Class Preference Share Scheme Implementation Date.
- 7.1.6.6 A Dissenting A Class Preference Shareholder who has sent a demand in accordance with the requirements of sections 164(5) to 164(8) has no further rights in respect of the A Class Preference Shares in respect of which it has made such demand, other than to be paid the fair value of such A Class Preference Shares, unless:
- 7.1.6.6.1 that Dissenting A Class Preference Shareholder withdraws that demand before Indequity makes an offer in accordance with section 164(11) of the Companies Act;
 - 7.1.6.6.2 Indequity fails to make an offer in accordance with section 164(11) of the Companies Act and that Dissenting A Class Preference Shareholder withdraws its demand; or
 - 7.1.6.6.3 Indequity makes an offer in accordance with section 164(11) of the Companies Act below and the Dissenting A Class Preference Shareholder allows such offer to lapse; or
 - 7.1.6.6.4 Indequity revokes the A Class Preference Share Scheme Resolution, by means of a subsequent special resolution,
- in which case that A Class Preference Shareholder's rights will, in accordance with section 164(10) of the Companies Act, be reinstated without interruption.
- 7.1.6.7 The offer made in accordance with section 164(11) of the Companies Act will, in accordance with the requirements of section 164(12)(b) of the Companies Act, lapse if it is not accepted by the Dissenting A Class Preference Shareholder within 30 Business Days after it was made. If the Dissenting A Class Preference Shareholder allows that offer to lapse, it will cease to be a Dissenting A Class Preference Shareholder and will become an A Class Preference Share Scheme Participant whose A Class Preference Shares will be acquired by Indequity, in accordance with paragraph 7.1.4 above.
- 7.1.6.8 A Dissenting A Class Preference Shareholder who accepts an offer made in accordance with the requirements of section 164(11) of the Companies Act will become an Excluded Dissenting A Class Preference Shareholder and will not participate in the A Class Preference Share Scheme. The Excluded Dissenting A Class Preference Shareholder must thereafter, tender the Documents of Title in respect of such A Class Preference Shares to Indequity or the Transfer Secretaries. Indequity must pay that Excluded Dissenting A Class Preference Shareholder the agreed amount within 10 Business Days after the Excluded Dissenting A Class Preference Shareholder has accepted the offer and tendered the Documents of Title.
- 7.1.6.9 A Dissenting A Class Preference Shareholder who considers the offer made by Indequity in accordance with section 164(11) of the Companies Act to be inadequate, may, in accordance with section 164(14) of the Companies Act, apply to a Court to determine a fair value in respect of the A Class Preference Shares that were the subject of that demand, and an order requiring Indequity to pay the Dissenting A Class Preference Shareholder the fair value so determined. The Court will, in accordance with section 164(15)(v) of the Companies Act, be obliged to make an order requiring:
- 7.1.6.9.1 the Dissenting A Class Preference Shareholders to either withdraw their respective demands or to tender their A Class Preference Shares as contemplated in paragraph 7.1.6.8 above; or
 - 7.1.6.9.2 Indequity to pay the fair value in respect of the A Class Preference Shares (as determined by the Court) to each Dissenting A Class Preference Shareholder who tenders its A Class Preference Shares, subject to any conditions the Court considers necessary to ensure that Indequity fulfils its obligations under section 164 of the Companies Act.

7.1.6.10 If, pursuant to the order of the Court, any Dissenting A Class Preference Shareholder withdraws its demand, the Dissenting A Class Preference Shareholder will cease to be a Dissenting A Class Preference Shareholder and will become an A Class Preference Share Scheme Participant whose A Class Preference Shares will be acquired by Indequity, in accordance with paragraph 7.1.4 above, with retrospective effect from the A Class Preference Share Scheme Implementation Date.

7.1.6.11 If, pursuant to the order of the Court, a Dissenting A Class Preference Shareholder tenders its A Class Preference Shares to Indequity, such Dissenting A Class Preference Shareholder will become an Excluded Dissenting A Class Preference Shareholder and will not participate in the A Class Preference Share Scheme. The Excluded Dissenting A Class Preference Shareholder must thereafter, tender the Documents of Title in respect of such A Class Preference Shares to Indequity or the Transfer Secretaries. Indequity must pay that Excluded Dissenting A Class Preference Shareholder the fair value determined by the Court within 10 Business Days after the Excluded Dissenting A Class Preference Shareholder has accepted the offer and tendered the Documents of Title.

7.1.6.12 A copy of section 164 of the Companies Act, which sets out the Appraisal Rights, is included in **Annexure 6** to this Circular.

7.2 Interests of the Directors in A Class Preference Shares

At the Last Practicable Date, the Directors of Indequity held, directly or indirectly, beneficial interests in 7 349 264 A Class Preference Shares in Indequity, representing approximately 49.42% of the total issued A Class Preference Share capital of Indequity, being 14 870 000 A Class Preference Shares. The direct and indirect beneficial interests of members of the Board are as follows:

Director	Beneficial		Total Shares	Total %
	Direct	Indirect		
Executive Director				
L J van Rensburg	541 339	6 478 853	7 020 192	47.21
T E Vorster	20 889	-	20 889	0.14
Non-executive Director				
J F Zwarts	6 323	-	6 323	0.04
A V van Jaarsveldt	63 737	-	63 737	0.43
G Williamson	238 123	-	238 123	1.60
	870 411	6 478 853	7 349 264	49.42

There have been no changes to the Directors' interests as set out in the table above since the last financial year-end, being 30 September 2019, and the Last Practicable Date.

The Directors of Indequity did not engage in any dealings in A Class Preference Shares during the period beginning six months before the Offer Period and ending on the Last Practicable Date.

7.3 A Class Preference Shareholder undertakings

7.3.1 As at the Last Practicable Date, irrevocable undertakings to vote in favour of the A Class Preference Share Scheme have been received from the following A Class Preference Shareholders holding in aggregate 6 005 456 A Class Preference Shares, representing 79.68% of the voting power if all A Class Preference Share Scheme Shares are voted at the A Class Preference Share Scheme Meeting or any adjournment thereof.

A Class Preference Shareholder	Date of irrevocable undertaking	A Class Preference Shares subject to undertaking	A Class Preference Share Scheme voting rights (%)
Heiden Grimaud Limited and associates	17 August 2020	6 005 456	79.68
		6 005 456	79.68

7.3.2 There have been no dealings in A Class Preference Shares by the parties who have provided irrevocable undertakings for the period beginning six months before the Offer Period and ending on the Last Practicable Date.

8. B CLASS PREFERENCE SHARE SCHEME

As set out in the Firm Intention Announcement, Shareholders were advised that the Board has resolved, in addition to the Ordinary Share Scheme, subject to the fulfilment of the conditions set out in paragraph 8.1.2 below, to implement the voluntary repurchase of the B Class Preference Shares from the B Class Preference Shareholders by way of a scheme of arrangement in terms of section 114 of the Companies Act to be proposed by the Board to the B Class Preference Shareholders.

8.1 Terms and conditions of the B Class Preference Share Scheme

In terms of section 114(1) of the Companies Act, the Board hereby proposes the B Class Preference Share Scheme, on the terms set out in this paragraph 8, between Indequity and the B Class Preference Shareholders.

8.1.1 The B Class Preference Share Scheme

- 8.1.1.1 In terms of the B Class Preference Share Scheme, Indequity will acquire the B Class Preference Share Scheme Shares from the B Class Preference Share Scheme Participants for the B Class Preference Share Scheme Consideration.
- 8.1.1.2 Subject to the B Class Preference Share Scheme becoming unconditional with effect from the B Class Preference Share Scheme Implementation Date:
 - 8.1.1.2.1 the B Class Preference Share Scheme Participants (whether or not they voted in favour of the B Class Preference Share Scheme or abstained from voting) will dispose of each of their B Class Preference Share Scheme Shares, free of encumbrances, to Indequity on the B Class Preference Share Scheme Implementation Date in exchange for the B Class Preference Share Scheme Consideration, and Indequity will voluntarily acquire all of the B Class Preference Share Scheme Shares on the B Class Preference Share Scheme Implementation Date;
 - 8.1.1.2.2 the disposal and transfer by each B Class Preference Share Scheme Participant of the B Class Preference Share Scheme Shares held by each such B Class Preference Share Scheme Participant to Indequity, and the voluntary acquisition of those B Class Preference Share Scheme Shares by Indequity, pursuant to the provisions of the B Class Preference Share Scheme, will be effected on the B Class Preference Share Scheme Implementation Date;
 - 8.1.1.2.3 each B Class Preference Share Scheme Participant will be deemed to have transferred to Indequity on the B Class Preference Share Scheme Implementation Date, all of the B Class Preference Share Scheme Shares held by such B Class Preference Share Scheme Participant, without any further act or instrument being required; and
 - 8.1.1.2.4 B Class Preference Share Scheme Participants will be entitled to receive the B Class Preference Share Scheme Consideration for each B Class Preference Share Scheme Share, subject to the remaining provisions of this paragraph 8.
- 8.1.1.3 Each B Class Preference Share Scheme Participant irrevocably and *in rem suam* authorises Indequity, as principal, with power of substitution, to cause the B Class Preference Share Scheme Shares disposed of by the B Class Preference Share Scheme Participants in terms of the B Class Preference Share Scheme to be transferred to Indequity on or at any time after the B Class Preference Share Scheme Implementation Date, and to do all such things and take all such steps (including the signing of any transfer form) as Indequity, in its discretion, considers necessary in order to give effect to that transfer.
- 8.1.1.4 The B Class Preference Share Scheme Consideration will be settled, in full, in accordance with the terms of the B Class Preference Share Scheme without regard to any lien, right of set-off, counterclaim or other analogous right to which Indequity may otherwise be, or claim to be, entitled against a B Class Preference Share Scheme Participant.
- 8.1.1.5 The rights of the B Class Preference Share Scheme Participants to receive the B Class Preference Share Scheme Consideration will be rights enforceable by B Class Preference Share Scheme Participants against Indequity only.
- 8.1.1.6 The effect of the B Class Preference Share Scheme will be that, *inter alia*, Indequity will, with effect from the B Class Preference Share Scheme Implementation Date, acquire all of the B Class Preference Share Scheme Shares which shall be cancelled. None of the B Class Preference Share Scheme Shares will be transferred to any other person.

8.1.2 Conditions to the implementation of the B Class Preference Share Scheme

The implementation of the B Class Preference Share Scheme is subject to the suspensive conditions that by not later than 23:59 on the Long-Stop Date:

- 8.1.2.1 the requisite approvals have been obtained from, *inter alia*, all governmental and regulatory bodies, including but not limited to the JSE, the Panel and the SARB.

8.1.3 B Class Preference Share Scheme Consideration

In terms of the B Class Preference Share Scheme, B Class Preference Share Scheme Participants will, if the B Class Preference Share Scheme is implemented, receive an amount, payable in cash, of R0.01 for each B Class Preference Share Scheme Share held by such B Class Preference Share Scheme Participant on the B Class Preference Share Consideration Record Date. The B Class Preference Share Scheme Consideration will be distributed from Indequity's profits.

8.1.4 Settlement of the B Class Preference Share Scheme Consideration

- 8.1.4.1 Subject to paragraphs 8.1.4.4 and 8.1.4.5 below, and subject to the B Class Preference Share Scheme becoming operative, B Class Preference Share Scheme Participants will be entitled to receive the B Class Preference Share Scheme Consideration in respect of each B Class Preference Share Scheme Share held by them on the B Class Preference Share Scheme Consideration Record Date.
- 8.1.4.2 Settlement of the B Class Preference Share Scheme Consideration is subject to the Exchange Control Regulations, the salient provisions of which are set out in **Annexure 4** to this Circular.
- 8.1.4.3 Indequity or its agents will administer and effect payment of the B Class Preference Share Scheme Consideration and/or will transfer or post the B Class Preference Share Scheme Consideration to B Class Preference Share Scheme Participants.
- 8.1.4.4 B Class Preference Share Scheme Participants who hold B Class Preference Shares, and who are not Dissenting B Class Preference Shareholders on the B Class Preference Share Scheme Consideration Record Date, will:
 - 8.1.4.4.1 if they have surrendered their Documents of Title and completed Form of Surrender (*violet*) to the Transfer Secretaries on or before 12:00 on the B Class Preference Share Scheme Consideration Record Date:
 - 8.1.4.4.1.1 have the cheques in respect of the B Class Preference Share Scheme Consideration posted to them, at their risk, within five Business Days of the B Class Preference Share Scheme Implementation Date, unless they have elected to receive the B Class Preference Share Scheme Consideration by way of an EFT, in which case the B Class Preference Share Scheme Consideration will be paid to them on the B Class Preference Share Scheme Implementation Date by way of EFT; or
 - 8.1.4.4.2 if they surrender their Documents of Title and completed Form of Surrender (*violet*) to the Transfer Secretaries after 12:00 on the B Class Preference Share Scheme Consideration Record Date:
 - 8.1.4.4.2.1 have the cheques in respect of the B Class Preference Share Scheme Consideration posted to them, at their risk, or the B Class Preference Share Scheme Consideration paid to them by way of an EFT, within five Business Days of the Transfer Secretaries receiving their Documents of Title and completed Form of Surrender (*violet*).
- 8.1.4.5 Where, on or subsequent to the B Class Preference Share Scheme Implementation Date, a person, who was not a registered holder of B Class Preference Share Scheme Shares on the B Class Preference Share Scheme Consideration Record Date, tenders to the Transfer Secretaries Documents of Title, together with a duly stamped Form of Surrender (*violet*), purporting to have been executed by or on behalf of the registered holder of such B Class Preference Share Scheme Shares and, provided that the B Class Preference Share Scheme Consideration will not already have been posted or delivered to the registered holder of the relevant B Class Preference Share Scheme Shares, then such transfer may be accepted by Indequity as if it were a valid transfer to such person of the B Class Preference Share Scheme Shares concerned, provided that Indequity has been provided with an indemnity on terms acceptable to the Company in respect of such B Class Preference Share Scheme Consideration.
- 8.1.4.6 The B Class Preference Share Scheme Consideration will be paid to B Class Preference Share Scheme Participants, in full, in accordance with the terms of the B Class Preference Share Scheme without regard to any lien, right of set-off, counterclaim or other analogous right to which Indequity may otherwise be, or claim to be, entitled.

- 8.1.4.7 In the case of B Class Preference Share Scheme Participants who are Foreign Shareholders, if the information regarding authorised dealers is not given or written instructions to the contrary are provided but no address is given, as required in terms of paragraphs 2.2 and 2.3 of **Annexure 4** to this Circular, the B Class Preference Share Scheme Consideration will be held in trust by Indequity, or the Transfer Secretaries on behalf of Indequity, for the B Class Preference Share Scheme Participants concerned, pending receipt of the necessary information or instructions. No interest will be paid on the B Class Preference Share Scheme Consideration so held. If the necessary information or instructions have not been provided after a period of five years, such B Class Preference Share Scheme Consideration shall be paid over to the Guardians Fund of the High Court, from which it can be claimed.
- 8.1.4.8 If the B Class Preference Share Scheme Consideration is not paid or posted to Certificated B Class Preference Shareholders entitled thereto because the relevant Documents of Title have not been surrendered or if any B Class Preference Share Scheme Consideration posted to a B Class Certificated Preference Shareholder is returned undelivered to the Transfer Secretaries, that B Class Preference Share Scheme Consideration will be held in trust by Indequity, or the Transfer Secretaries on behalf of Indequity, until claimed. No interest will be paid on the B Class Preference Share Scheme Consideration so held. If the B Class Preference Share Scheme Consideration remains unclaimed after a period of five years, such B Class Preference Share Scheme Consideration shall be paid over to the Guardians Fund of the High Court, from which it can be claimed.

8.1.5 Effects of the B Class Preference Share Scheme

The B Class Preference Share Scheme will, if implemented, result in the voluntary repurchase by Indequity of all the B Class Preference Shares, other than the Excluded B Class Preference Shares, whereby, the B Class Preference Shareholders will be obliged to sell to the Company, 100% of the B Class Preference Shares for the B Class Preference Share Scheme Consideration, being a cash consideration of R0.01 per B Class Preference Share Scheme Share held on the B Class Preference Share Scheme Record Date.

8.1.6 Dissenting B Class Preference Shareholders

B Class Preference Shareholders are advised of their Appraisal Rights under section 164 of the Companies Act:

- 8.1.6.1 B Class Preference Shareholders who wish to exercise their rights in terms of the aforementioned section of the Companies Act are required, before the B Class Preference Share Scheme Resolution to approve the B Class Preference Share Scheme is voted on at the B Class Preference Share Scheme Meeting, to give notice to the Company in writing objecting to the B Class Preference Share Scheme Resolution in accordance with the requirements of section 164(3) of the Companies Act.
- 8.1.6.2 If the B Class Preference Share Scheme Resolution is adopted by the Company, the Company is required, in accordance with section 164(4) of the Companies Act, within 10 Business Days after the B Class Preference Share Scheme Members adopt the B Class Preference Share Scheme Resolution, to send a notice to B Class Preference Shareholders who gave written notice to the Company objecting to the B Class Preference Share Scheme Resolution and did not withdraw such written notice or vote in support of the B Class Preference Share Scheme Resolution, notifying them that the B Class Preference Share Scheme Resolution has been adopted.
- 8.1.6.3 B Class Preference Shareholders who gave written notice to the Company in accordance with the requirements of section 164(3) of the Companies Act (and have not withdrawn that notice), who voted against the B Class Preference Share Scheme Resolution and who have complied with all the procedural requirements set out in section 164 may, in accordance with sections 164(5) to 164(8) of the Companies Act, demand that the Company pay them fair value of the B Class Preference Shares held by them and in respect of which they have given the aforesaid written notice.
- 8.1.6.4 If Indequity receives a demand in terms of 164(5) to 164(8) of the Companies Act and such demand is not withdrawn by the B Class Preference Share Scheme Implementation Date, the Company will, in accordance with section 164(11) of the Companies Act, within five Business Days of the B Class Preference Share Scheme Implementation Date, make an offer to those B Class Preference Shareholders to purchase their B Class Preference Shares at fair value.
- 8.1.6.5 A Dissenting B Class Preference Shareholder who has sent a demand in accordance with the requirements of sections 164(5) to 164(8) may withdraw that demand before Indequity makes an offer in accordance with section 164(11) of the Companies Act or if Indequity fails to make such an offer. If a Dissenting B Class Preference Shareholder voluntarily withdraws its demand made in accordance with the requirements of sections 164(5) to 164(8) of the Companies Act, it will cease to be a Dissenting B Class Preference Shareholder and will become a B Class Preference Share Scheme Participant whose B Class Preference Shares will be acquired by Indequity, in accordance with paragraph 8.1.4 above, with retrospective effect from the B Class Preference Share Scheme Implementation Date.

- 8.1.6.6 A Dissenting B Class Preference Shareholder who has sent a demand in accordance with the requirements of sections 164(5) to 164(8) has no further rights in respect of the B Class Preference Shares in respect of which it has made such demand, other than to be paid the fair value of such B Class Preference Shares, unless:
- 8.1.6.6.1 that Dissenting B Class Preference Shareholder withdraws that demand before Indequity makes an offer in accordance with section 164(11) of the Companies Act;
 - 8.1.6.6.2 Indequity fails to make an offer in accordance with section 164(11) of the Companies Act and that Dissenting B Class Preference Shareholder withdraws its demand; or
 - 8.1.6.6.3 Indequity makes an offer in accordance with section 164(11) of the Companies Act below and the Dissenting B Class Preference Shareholder allows such offer to lapse; or
 - 8.1.6.6.4 Indequity revokes the B Class Preference Share Scheme Resolution, by means of a subsequent special resolution,
- in which case that B Class Preference Shareholder's rights will, in accordance with section 164(10) of the Companies Act, be reinstated without interruption.
- 8.1.6.7 The offer made in accordance with section 164(11) of the Companies Act will, in accordance with the requirements of section 164(12)(b) of the Companies Act, lapse if it is not accepted by the Dissenting B Class Preference Shareholder within 30 Business Days after it was made. If the Dissenting B Class Preference Shareholder allows that offer to lapse, it will cease to be a Dissenting B Class Preference Shareholder and will become a B Class Preference Share Scheme Participant whose B Class Preference Shares will be acquired by Indequity, in accordance with paragraph 8.1.4 above.
- 8.1.6.8 A Dissenting B Class Preference Shareholder who accepts an offer made in accordance with the requirements of section 164(11) of the Companies Act will become an Excluded Dissenting B Class Preference Shareholder and will not participate in the B Class Preference Share Scheme. The Excluded Dissenting B Class Preference Shareholder must thereafter, tender the Documents of Title in respect of such Certificated B Class Preference Shares to Indequity or the Transfer Secretaries. Indequity must pay that Excluded Dissenting B Class Preference Shareholder the agreed amount within 10 Business Days after the Excluded Dissenting B Class Preference Shareholder has accepted the offer and tendered the Documents of Title.
- 8.1.6.9 A Dissenting B Class Preference Shareholder who considers the offer made by Indequity in accordance with section 164(11) of the Companies Act to be inadequate, may, in accordance with section 164(14) of the Companies Act, apply to a Court to determine a fair value in respect of the B Class Preference Shares that were the subject of that demand, and an order requiring Indequity to pay the Dissenting B Class Preference Shareholder the fair value so determined. The Court will, in accordance with section 164(15)(v) of the Companies Act, be obliged to make an order requiring:
- 8.1.6.9.1 the Dissenting B Class Preference Shareholders to either withdraw their respective demands or to tender their B Class Preference Shares as contemplated in paragraph 8.1.6.8 above; or
 - 8.1.6.9.2 Indequity to pay the fair value in respect of the B Class Preference Shares (as determined by the Court) to each Dissenting B Class Preference Shareholder who tenders its B Class Preference Shares, subject to any conditions the Court considers necessary to ensure that Indequity fulfils its obligations under section 164 of the Companies Act.
- 8.1.6.10 If, pursuant to the order of the Court, any Dissenting B Class Preference Shareholder withdraws its demand, the Dissenting B Class Preference Shareholder will cease to be a Dissenting B Class Preference Shareholder and will become an B Class Preference Share Scheme Participant whose B Class Preference Shares will be acquired by Indequity, in accordance with paragraph 8.1.4 above, with retrospective effect from the B Class Preference Share Scheme Implementation Date.
- 8.1.6.11 If, pursuant to the order of the Court, a Dissenting B Class Preference Shareholder tenders its B Class Preference Shares to Indequity, such Dissenting B Class Preference Shareholder will become an Excluded Dissenting B Class Preference Shareholder and will not participate in the B Class Preference Share Scheme. The Excluded Dissenting B Class Preference Shareholder must thereafter, tender the Documents of Title in respect of such B Class Preference Shares to Indequity or the Transfer Secretaries. Indequity must pay that Excluded Dissenting B Class Preference Shareholder the fair value determined by the Court within 10 Business Days after the Excluded Dissenting B Class Preference Shareholder has accepted the offer and tendered the Documents of Title.
- 8.1.6.12 A copy of section 164 of the Companies Act, which sets out the Appraisal Rights, is included in **Annexure 6** to this Circular.

8.2 Interests of the Directors in B Class Preference Shares

At the Last Practicable Date, the Directors of Indequity held, directly or indirectly, beneficial interests in 6 267 278 B Class Preference Shares in Indequity, representing approximately 53.71% of the total issued B Class Preference Share capital of Indequity, being 11 669 680 B Class Preference Shares. The direct and indirect beneficial interests of members of the Board are as follows:

Director	Beneficial		Total Shares	Total %
	Direct	Indirect		
Executive Director				
L J van Rensburg	424 838	5 584 447	6 009 285	51.49
T E Vorster	16 100	-	16 100	0.14
Non-executive Director				
J F Zwarts	5 000	-	5 000	0.04
A V van Jaarsveldt	49 998	-	49 998	0.43
G Williamson	186 895	-	186 895	1.60
	682 831	5 584 447	6 267 278	53.71

There have been no changes to the Directors' interests as set out in the table above since the last financial year-end, being 30 September 2019, and the Last Practicable Date.

The Directors of Indequity did not engage in any dealings in B Class Preference Shares during the period beginning six months before the Offer Period and ending on the Last Practicable Date.

8.3 B Class Preference Shareholder undertakings

8.3.1 As at the Last Practicable Date, irrevocable undertakings to vote in favour of the B Class Preference Share Scheme have been received from the following B Class Preference Shareholders holding in aggregate 4 212 985 B Class Preference Shares, representing 77.81% of the voting power if all B Class Preference Share Scheme Shares are voted at the B Class Preference Share Scheme Meeting or any adjournment thereof.

B Class Preference Shareholder	Date of irrevocable undertaking	B Class Preference Shares subject to undertaking	B Class Preference Share Scheme voting rights (%)
Heiden Grimaud Limited and associates	17 August 2020	4 212 985	77.81
		4 212 985	77.81

8.3.2 There have been no dealings in B Class Preference Shares by the parties who have provided irrevocable undertakings for the period beginning six months before the Offer Period and ending on the Last Practicable Date.

9. FUNDING OF THE SCHEMES AND THE GENERAL OFFER

ABSA Bank Limited ("ABSA") has delivered an irrevocable, unconditional bank guarantee in the amount of R27 252 761.11 (twenty seven million two hundred and fifty two thousand seven hundred and sixty one Rand and eleven cents) in respect of the Schemes Consideration, which includes:

- 9.1 the Ordinary Share Scheme Consideration or the General Offer Consideration, as the case may be, in the amount of R26 429 888.00 (twenty six million four hundred and twenty nine thousand eight hundred and eighty eight Rand);
- 9.2 the A Class Preference Share Scheme Consideration in the amount of R768 727.59 (seven hundred and sixty eight thousand seven hundred and twenty seven Rand and fifty nine cents); and
- 9.3 the B Class Preference Share Scheme Consideration in the amount of R54 145.52 (fifty four thousand one hundred and forty five Rand and fifty two cents),

to the Panel in compliance with regulations 111(4) and 111(5) of the Takeover Regulations.

10. FOREIGN SHAREHOLDERS AND EXCHANGE CONTROL REGULATIONS

Annexure 4 to this Circular contains a summary of the Exchange Control Regulations as they apply to Scheme Participants. Scheme Participants who are Foreign Shareholders must satisfy themselves as to the full observance of the laws of any relevant jurisdiction concerning the receipt of the Schemes Consideration, including (without limitation) obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such jurisdiction. If in doubt, Scheme Participants should consult their professional advisors immediately.

11. RESTRICTED JURISDICTIONS

- 11.1 To the extent that the release, publication or distribution of this Circular in certain jurisdictions outside of South Africa may be restricted or prohibited by the laws of such jurisdiction, then this Circular is deemed to have been provided for information purposes only and the Board accepts no responsibility for any failure by Foreign Shareholders to inform themselves about, and to observe, any applicable legal requirements in any such relevant foreign jurisdiction.
- 11.2 Shareholders who are in doubt as to their position should consult their professional advisors immediately.

12. GOVERNING LAW AND JURISDICTION

The Schemes and General Offer are governed by the laws of South Africa (excluding the conflicts of laws rules of the jurisdiction to the extent such rules indicate the application of the laws of any other country) and are subject to applicable South African laws and regulations, including the Companies Act, the Takeover Regulations and the Listings Requirements.

Indequity consents (and Shareholders shall be deemed to have consented) to the non-exclusive jurisdiction of the Court in relation to the Schemes and the General Offer.

13. AGREEMENTS IN RELATION TO THE SCHEMES AND THE GENERAL OFFER AND THE REMAINING SHAREHOLDERS

- 13.1 The Remaining Shareholders have agreed not to participate in the Schemes and not to accept the General Offer (collectively referred to hereinafter as the “**Offers**”) and thereby not receive the Schemes Consideration and the General Offer Consideration (collectively referred to hereinafter as the “**Offer Consideration**”, or any one or each of them, as the context may require.
- 13.2 With the exception of the arrangement noted in paragraphs 13.1 and 13.3, no agreements or understandings which have any connection with or dependence on the Offers exist between Indequity or any person acting in concert with it or any Directors or any person who was an Indequity director within the period commencing 12 months prior to the date on which details of the Offer were published in the press, or any person which is or was a Shareholder within the abovementioned period as at the Last Practicable Date.
- 13.3 Other than the irrevocable undertakings to vote in favour of the Schemes given by certain Shareholders, as referred to in paragraphs 5.3.1, 7.3.1 and 8.3.1 above, no other written agreements exist between Indequity and any Shareholders which could be considered material to a decision regarding the Offer to be taken by Shareholders.

14. OPINIONS AND RECOMMENDATIONS

14.1 Appointment of an Independent Expert

The Independent Board has appointed the Independent Expert, an independent advisor acceptable to the Panel, to provide an independent professional expert's opinion regarding the Ordinary Share Scheme, the General Offer, the A Class Preference Share Scheme and the B Class Preference Share Scheme and to make appropriate recommendations to the Independent Board in the form of a report contemplated in section 114(3) of the Companies Act.

14.2 Reports of the Independent Expert

The Independent Expert has, as contemplated in regulation 110(1) of the Takeover Regulations, performed a valuation on the Ordinary Shares (in terms of the Ordinary Share Scheme and the General Offer, as is also required pursuant to the Delisting Resolution in terms of paragraph 1.15 of the Listings Requirements), the A Class Preference Shares and the B Class Preference Shares.

The reports of the Independent Expert also includes the items required by section 114(3) of the Companies Act.

Taking into consideration the terms and conditions of the:

- 14.2.1 Ordinary Share Scheme and the General Offer, the Independent Expert is of the opinion that such terms and conditions are fair and reasonable to Ordinary Shareholders. Ordinary Shareholders are referred to **Annexure 1** to this Circular, which sets out the full text of the report of the Independent Expert regarding the Ordinary Share Scheme and the General Offer; and
- 14.2.2 A Class Preference Share Scheme and the B Class Preference Share Scheme, the Independent Expert is of the opinion that such terms and conditions are fair and reasonable to A Class Preference Shareholders and B Class Preference Shareholders, respectively. A Class Preference Shareholders and B Class Preference Shareholders are referred to **Annexure 2** to this Circular, which sets out the full text of the report of the Independent Expert regarding the A Class Preference Share Scheme and the B Class Preference Share Scheme.

14.3 Opinion of the Independent Board

- 14.3.1 The Independent Board, after due consideration of the reports of the Independent Expert regarding the Ordinary Share Scheme, the General Offer, the A Class Preference Share Scheme and the B Class Preference Share Scheme, and in accordance with its responsibilities in terms of regulation 110 of the Takeover Regulations (and paragraph 1.15 of the Listings Requirements pursuant to the Delisting Resolution), has formed a view of the range of the:

- 14.3.1.1 fair value of the Ordinary Shares, which accords with the valuation range contained in the Independent Expert's opinion. The Ordinary Share Scheme Consideration and the General Offer Consideration exceeds both the midpoint of the fair value range per Ordinary Share and the current traded price per share as at the Last Practicable Date; and
 - 14.3.1.2 fair value of the A Class Preference Shares and the B Class Preference Shares, respectively, which accords with the valuation range contained in the Independent Expert's opinion. The A Class Preference Share Scheme Consideration and the B Class Preference Share Scheme Consideration, exceed the fair value per A Class Preference Share and B Class Preference Share, respectively.
- 14.3.2 The Independent Board, taking into account the reports of the Independent Expert regarding the Ordinary Share Scheme, the General Offer, the A Class Preference Share Scheme and the B Class Preference Share Scheme, has considered the terms and conditions thereof, and are unanimously of the opinion that the terms and conditions of the:
- 14.3.2.1 Ordinary Share Scheme and the General Offer are fair and reasonable to Ordinary Shareholders and, accordingly, recommend that Ordinary Share Scheme Members and Eligible Ordinary Shareholders vote in favour of the Ordinary Share Scheme Resolution and the Repurchase (Ordinary Shares) Resolution and Specific Repurchase Resolution, as the case may be; and
 - 14.3.2.2 A Class Preference Share Scheme and the B Class Preference Share Scheme are fair and reasonable to A Class Preference Shareholders and B Class Preference Shareholders and, accordingly, recommend that A Class Preference Share Scheme Members and B Class Preference Share Scheme Members vote in favour of the A Class Preference Share Scheme Resolution and the B Class Preference Share Scheme Resolution, as the case may be.

14.4 Voting of Directors

The Directors who hold Ordinary Shares, A Class Preference Shares and B Class Preference Shares, and who are not excluded from voting on the Ordinary Share Scheme Resolution, the Repurchase (Ordinary Shares) Resolution, the Specific Repurchase Resolution, the Delisting Resolution, the A Class Preference Share Scheme Resolution and the B Class Preference Share Scheme Resolution intend to vote their Shares in favour of the such resolutions, as the case may be.

L J van Rensburg and T E Vorster, who hold Excluded Ordinary Shares, Excluded A Class Preference Shares and Excluded B Class Preference Shares will be excluded for purposes of voting on the Ordinary Share Scheme Resolution, the Repurchase (Ordinary Shares) Resolution, the A Class Preference Share Scheme Resolution and the B Class Preference Share Scheme Resolution.

15. ADEQUACY OF CAPITAL AND SOLVENCY AND LIQUIDITY TEST

- 15.1 The Directors have considered the impact of implementing the Repurchase of the Ordinary Shares, the Repurchase of the A Class Preference Shares and the Repurchase of the B Class Preference Shares and are of the opinion that the provisions of section 4 and section 48 of the Companies Act have been complied with and that:
- Indequity and the Indequity Group will be able in the ordinary course of business to pay its debts for a period of 12 months after the date of approval of this Circular;
 - the assets of Indequity and the Indequity Group will be in excess of the liabilities of Indequity and the Indequity Group for a period of 12 months after the date of approval of this Circular. For this purpose, the assets and liabilities have been measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements which comply with the Companies Act;
 - the share capital and reserves of Indequity and the Indequity Group will be adequate for ordinary business purposes for a period of 12 months after the date of approval of this Circular; and
 - the working capital of Indequity and the Indequity Group will be adequate for ordinary business purposes for a period of 12 months after the date of approval of this Circular.
- 15.2 It is further recorded that:
- in terms of section 46(1)(a)(ii) of the Companies Act, the Board has, by resolution, approved the Repurchase of the Ordinary Shares (to be implemented by way of the Ordinary Share Scheme), the Repurchase of the A Class Preference Shares (to be implemented by way of the A Class Preference Share Scheme) and the Repurchase of the B Class Preference Shares (to be implemented by way of the B Class Preference Share Scheme);
 - in terms of section 46(1)(b) of the Companies Act, the Board is satisfied that it reasonably appears that Indequity will satisfy the solvency and liquidity test, as set out in section 4(1) of the Companies Act ("**Solvency and Liquidity Test**"), immediately after completing the Repurchase of the Ordinary Shares pursuant to the Ordinary Share Scheme, the Repurchase of the A Class Preference Shares pursuant to the A Class Preference Share Scheme and the Repurchase of the B Class Preference Shares pursuant to the B Class Preference Share Scheme;

- in terms of section 46(1)(c) of the Companies Act, the Board has, by resolution, acknowledged that it has applied the Solvency and Liquidity Test, and reasonably concluded that Indequity will satisfy the Solvency and Liquidity Test immediately after completing the Repurchase of the Ordinary Shares pursuant to the Ordinary Share Scheme, the Repurchase of the A Class Preference Shares pursuant to the A Class Preference Share Scheme and the Repurchase of the B Class Preference Shares pursuant to the B Class Preference Share Scheme; and
- the
 - Ordinary Share Scheme Consideration will be distributed firstly, from Indequity's "Contributed Tax Capital" (as defined in section 1 of the Income Tax Act) to the extent of the "Contributed Tax Capital" attributable to the Ordinary Share, with the balance (if any) being distributed from Indequity's profits / reserves; and
 - the A Class Preference Share Scheme Consideration and the B Class Preference Share Scheme Consideration will be distributed from Indequity's profits / reserves.

16. INFORMATION RELATING TO INDEQUITY

16.1 Major Shareholders

Those Ordinary Shareholders (excluding Directors whose interests are detailed in paragraph 17.1 below) who, as at the Last Practicable Date insofar as is known to Indequity, directly or indirectly, were beneficially interested in 5% or more of the issued share capital of Indequity, are set out below:

Ordinary Shareholder	Number of Ordinary Shares		Percentage shareholding (%)
	Direct shareholding	Indirect shareholding	
Heiden Grimaud Limited and associates	988 442	-	10.26
Cannon Asset Managers Proprietary Limited	517 013	-	5.36
Total	1 505 455	-	15.62

16.2 Share Capital

The authorised and issued share capital of Indequity at the Last Practicable Date is set out in the table below.

	R
Authorised share capital	
100 000 000 Ordinary Shares of R0.001 each	100 000.00
26 000 000 cumulative redeemable convertible preference shares of R0.001 each	26 000.00
120 000 000 000 A Class Preference Shares of R0.0000001 each	12 000.00
12 000 000 B Class Preference Shares of R0.001 each	12 000.00
Issued share capital	
9 637 808 Ordinary Shares of R0.001 each	9 637.81
14 870 000 A Class Preference Shares of R0.0000001 each	1.49
11 669 680 B Class Preference Shares of R0.001 each	11 669.68

Note: Indequity has 950 000 Treasury Shares in issue.

16.3 Material changes

There have been no material changes in the financial or trading position of Indequity and the Group since the end of the six month period ended 30 June 2020 and the Last Practicable Date.

17. DIRECTORS OF INDEQUITY

17.1 Interests of the Directors in Ordinary Shares

At the Last Practicable Date, the Directors of Indequity held, directly or indirectly, beneficial interests in 5 384 072 Ordinary Shares in Indequity, representing approximately 55.86% of the total issued ordinary share capital of Indequity, being 9 637 808 Ordinary Shares. The direct and indirect beneficial interests of members of the Board are as follows:

Director	Beneficial		Total Shares	Total %
	Direct	Indirect		
Executive Director				
L J van Rensburg	245 772	4 867 200	5 112 972	53.05
T E Vorster	16 100	-	16 100	0.17
Non-executive Director				
J F Zwarts	5 000	-	5 000	0.05
A V van Jaarsveldt	50 000	-	50 000	0.52
G Williamson	200 000	-	200 000	2.08
	516 872	4 867 200	5 384 072	55.86

There have been no changes to the Directors' interests as set out in the table above since the last financial year-end, being 30 September 2019, and the Last Practicable Date.

The Directors of Indequity did not engage in any dealings in Ordinary Shares during the period beginning six months before the Offer Period and ending on the Last Practicable Date.

17.2 Directors' remuneration and service contracts

17.2.1 Directors' remuneration

The Directors' remuneration is set out in note 24 of the audited annual financial statements of Indequity for the financial year ended 30 September 2019, which is available on Indequity's website at:

<http://www.indequity.com/wp-content/uploads/2019/11/Indequity-Group-Audited-Annual-Report-2019.pdf>

There will be no change in the remuneration of any of the Directors as a consequence of the Transactions.

17.2.2 Service contracts

Each of the Executive Directors has concluded service contracts with terms and conditions that are standard for such appointments. The notice periods for L J van Rensburg and T E Vorster are 24-months and one month, respectively. The service contracts are available for inspection as set out in paragraph 22 below.

Should the Ordinary Share Scheme become operative, each of the Executive Directors will remain on their existing terms of employment.

The business of Indequity will continue to be managed and operated in accordance with the *status quo* after the implementation of the Ordinary Share Scheme.

None of the non-executive Directors have service contracts with the Company.

18. TAX CONSEQUENCES FOR SHAREHOLDERS

The tax implications of the Schemes and the General Offer, as the case may be, are dependent on the individual circumstances of the Shareholder concerned and the tax jurisdiction applicable to such Shareholder. It is recommended that the Scheme Participants and the General Offer Participants seek appropriate advice if they are in any doubt whatsoever about their tax position.

19. DIRECTORS' RESPONSIBILITY STATEMENTS

The Independent Board and the Board, individually and collectively, accept full responsibility for the accuracy of the information contained in this Circular which relates to Indequity, the Schemes, the General Offer and the Delisting, and certify that, to the best of their knowledge and belief, such information is true and this Circular does not omit any facts that would make any of the information false or misleading or would be likely to affect the importance of any information contained in this Circular. The Independent Board and the Board have made all reasonable enquiries to ascertain that no facts have been omitted and this Circular contains all information required by law, the Companies Act and the Listings Requirements.

20. CONSENTS

The Sponsor to Indequity, the Adviser to the Independent Board, the Independent Expert and the Transfer Secretaries listed in the section entitled "Corporate Information" have consented in writing to act in the capacities stated and to their names being stated in this Circular and, where applicable, to the inclusion of their reports in the form and context in which they have been reproduced in this Circular, and have not, prior to the Last Practicable Date, withdrawn their consents prior to publication of this Circular.

21. COSTS

The total costs relating to the Transactions, which amount to approximately R1 409 800 excluding VAT, are set out in the table below:

	Estimated amount R
Merchantec Capital – Corporate Advisor and Sponsor	740 000
Link Market Services South Africa Proprietary Limited – Transfer Secretaries	175 000
Panel – Documentation inspection fees	150 000
Printing and postage fees	140 000
PSG Capital – Independent Expert	100 000
JSE - Documentation inspection fees	56 800
Other	45 000
Exchange control	3 000
Total	1 409 800

22. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection at the office of Indequity, First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709, and the office of the Sponsor, 13th Floor, Illovo Point, 68 Melville Road, Illovo, Sandton, 2196, during normal business hours from Wednesday, 7 October 2020 up to and including Thursday, 19 November 2020 subject to the lockdown restrictions imposed as a result of the COVID-19 pandemic, or on the Company's website at www.indequity.com, as the case may be:

- the memoranda of incorporation of the Company and its major Subsidiaries, Indequity Specialised Insurance and IDQ Investments Incorporated;
- the opinions of the Independent Expert;
- Indequity's audited annual financial statements for the three years ended 30 September 2019;
- copies of the service contracts referred to in paragraph 17.2.2 above;
- copies of the irrevocable undertaking/s referred to in paragraphs 5.3, 7.3 and 8.3 above;
- the letter of approval of the Circular from the Panel;
- the written consents referred to in paragraph 20 above; and
- a signed copy of this Circular.

SIGNED ON BEHALF OF THE INDEPENDENT BOARD

J F Swartz

Chairperson

7 October 2020

SIGNED ON BEHALF OF THE INDEQUITY BOARD

L J van Rensburg

Chief Executive Officer

7 October 2020

OPINION OF THE INDEPENDENT EXPERT IN RESPECT OF THE ORDINARY SHARE SCHEME

“The Independent Board
 Indequity Group Limited (“**Indequity**” or the “**Company**”)
 First Floor, Cascade House
 Constantia Office Park
 Corner 14th Avenue and Hendrik Potgieter Road
 Constantia Kloof
 1709

Dear Sirs

29 September 2020

INDEPENDENT EXPERT’S REPORT IN RESPECT OF THE OFFER TO ACQUIRE ALL OF THE ISSUED ORDINARY SHARES (OTHER THAN CERTAIN EXCLUDED ORDINARY SHARES) AND THE PROPOSED SUBSEQUENT DELISTING OF INDEQUITY FROM THE JSE LIMITED

1. INTRODUCTION

In terms of the firm intention announcement published by Indequity on the Stock Exchange News Service of the JSE Limited (“**JSE**”) (“**SENS**”) on Monday, 24 August 2020, Indequity ordinary shareholders (“**Ordinary Shareholders**”) were advised that the board of directors of Indequity (the “**Board**”) has proposed the following transaction (the “**Transaction**”), *inter alia*:

- an offer by Indequity to acquire all of the ordinary shares of R0.001 each in the issued ordinary share capital of Indequity (“**Ordinary Shares**”), excluding treasury shares and 5 384 072 Ordinary Shares held by Indo-Atlantic Investment Corporation Inc., L J van Rensburg and T E Vorster and their associates (“**Remaining Shareholders**”) (the “**Excluded Ordinary Shares**”) (“**Ordinary Share Scheme Shares**”), for a cash consideration of R8.00 per Ordinary Share (“**Ordinary Share Scheme Consideration**”), in accordance with the provisions of sections 48 and 114(1)(e) of the Companies Act 71 of 2008, as amended (“**Companies Act**”), by way of a scheme of arrangement (“**Ordinary Share Scheme**”);
- separate to the Ordinary Share Scheme, but concurrently with it, a conditional general offer (“**General Offer**”) by Indequity to holders of Ordinary Shares, other than Remaining Shareholders (“**Eligible Ordinary Shareholders**”), to acquire all of the Ordinary Shares, other than the Excluded Ordinary Shares (“**General Offer Shares**”) for a cash consideration of R8.00 per General Offer Share (“**General Offer Consideration**”), in accordance with the provisions of sections 48 and 117(1)(c)(v) of the Companies Act and paragraphs 1.15(c) and 5.69 of the Listings Requirements of the JSE Limited (“**JSE Listings Requirements**”), which will be implemented only if the Ordinary Share Scheme fails;
- the subsequent delisting of all of the Ordinary Shares from the JSE in terms of paragraph 1.17(b) of the JSE Listings Requirements, pursuant to the implementation of the Ordinary Share Scheme, pursuant to the delisting resolution proposed in terms of paragraphs 1.15(a) and 1.16 of the JSE Listings Requirements (“**Delisting Resolution**”);

2. SCOPE

The Indequity board of independent directors (the “**Independent Board**”) must retain an independent expert to compile a report on the terms and conditions of the Transaction and opine as to the fair and reasonableness in respect of the Transaction (the “**Opinion**”), as the Transaction constitutes a firm intention by Indequity to make an offer to relevant Ordinary Shareholders as contemplated in Chapter 5 of the Companies Act and the regulations published in terms of section 120 of the Companies Act (“**Takeover Regulations**”).

PSG Capital Proprietary Limited (“**PSG Capital**”) has been appointed by the Independent Board as the independent expert to advise, in accordance with the Companies Act and the Takeover Regulations on whether the terms and conditions of the Transaction are fair and reasonable as far as Ordinary Shareholders are concerned and advise on the fairness of the Transaction in terms of the JSE Listings Requirements.

3. RESPONSIBILITY

Compliance with the Companies Act and Takeover Regulations is the responsibility of the Independent Board. PSG Capital’s responsibility is to report on the terms and conditions of the Ordinary Share Scheme and the General Offer as they relate to Ordinary Shareholders.

We confirm that our Opinion has been provided to the Independent Board, and that it will be distributed to shareholders in connection with the Transaction. We understand that the results of our work will be used by the Independent Board to satisfy the requirements of the Companies Act and Takeover Regulations.

4. DEFINITION OF THE TERMS “FAIR” AND “REASONABLE”

A transaction will generally be considered fair to a company’s shareholders if the benefits received by shareholders, as a result of a corporate action, are equal to or greater than the value surrendered by a company.

The assessment of fairness is primarily based on quantitative considerations. Accordingly, the Transaction may be considered fair if the Ordinary Share Scheme Consideration or General Offer Consideration is equal or higher than the value attributable to the Ordinary Shares being surrendered by Ordinary Shareholders.

In terms of the Companies Regulations, a transaction will be considered reasonable if the value received by the shareholders in terms of the corporate action is higher than the market price of the company’s securities at the time that the corporate action was announced, if same is applicable. In addition, the assessment of reasonableness is also based on qualitative considerations surrounding a transaction. Even though the consideration may differ from the market value of the assets being acquired, a transaction may still be reasonable after considering other significant qualitative factors.

We have applied the aforementioned principles in preparing our Opinion. This fair and reasonable opinion does not purport to cater for an individual shareholder’s position but rather the general body of shareholders subject to the Transaction. A shareholder’s decision regarding fair and reasonableness of the terms of the Transaction may be influenced by their particular circumstances (for example taxation and the original price paid for the shares).

5. SOURCES OF INFORMATION

In the course of our valuation analysis, we relied upon financial and other information, including prospective financial information, obtained from Indequity management (“**Management**”) and from various public, financial and industry sources. Our conclusion is dependent on such information being complete and accurate in all material respects.

The principal sources of information used in formalising our Opinion include:

- The audited annual financial statements of Indequity for the financial years ended 30 September 2017 to 30 September 2019;
- The unaudited interim financial statements of Indequity for the six months ended 31 March 2020;
- Management’s forecast for the years ending 30 September 2020 to 30 September 2025;
- Other financial and non-financial information provided by Management;
- Discussions with Management, including directors of the Board, regarding the financial information relating to prevailing market, economic, legal and other conditions which may affect the underlying value and the rationale for the Transaction;
- Publicly available information relating to Indequity that we deemed to be relevant; and
- Publicly available information relating to the industry in which Indequity operates that we deemed relevant, including company announcements, analysts’ reports and media articles.

6. ASSUMPTIONS

We have arrived at our Opinion based on the following assumptions:

- That the terms and conditions of the Transaction are legally enforceable and suspensive conditions to the Transaction will be duly fulfilled;
- That reasonable reliance can be placed on the financial information provided;
- The current economic, regulatory and market conditions will not change materially;
- That Indequity is not involved in any material legal proceedings;
- That Indequity has no material outstanding disputes with any regulatory body, including the South African Revenue Service;
- There are no undisclosed contingencies that could affect the value of the relevant securities;
- The structure of the Transaction will not give rise to any undisclosed tax liabilities; and
- Reliance can be placed on the representations made by Management during the course of forming this Opinion.

7. APPROPRIATENESS AND REASONABLENESS OF UNDERLYING INFORMATION AND ASSUMPTIONS

We satisfied ourselves as to the appropriateness and reasonableness of the information and assumptions employed in arriving at our Opinion by:

- Considering the historical trends of provided information and assumptions;
- Comparing and corroborating such information and assumptions with external sources of information, if such information is available; and
- Determining the extent to which representations from Management and other industry experts were confirmed by documentary evidence as well as our understanding of Indequity and the economic environment in which it operates.

8. PROCEDURES

In arriving at our Opinion, we relied upon financial and other information, obtained from Management together with industry-related and other information in the public domain. Our conclusion is dependent on such information being accurate in all material respects.

In arriving at our Opinion, we have, *inter alia*, undertaken the following procedures in reporting on the Transaction:

- Reviewed and analysed the aforementioned financial information;
- Reviewed the reasonableness of the information made available by and from discussions held with Management, such as, *inter alia*:
 - the rationale for the Transaction;
 - the events leading up to the Transaction;
 - the current market conditions relating to Indequity; and
 - such other matters as we considered necessary;
- Where relevant, corroborated representations made by Management to source documents;
- Reviewed certain publicly available information relating to Indequity that we have deemed relevant;
- Obtained letters of representation from Management asserting that we have been provided with all relevant material information and that no material information was omitted and that all such information provided to us is accurate in all material respects; and
- Considered other relevant facts and information relevant to concluding this Opinion.

9. VALUATION APPROACH

In considering the Transaction, PSG Capital performed an independent valuation of Indequity.

For the purposes of our valuation we have applied the discounted cash flow valuation (“DCF”) method as our primary valuation methodology and valued Indequity as a going concern, with a base value calculated for the Company amounting to R7.39 per Ordinary Share (“**Base Value**”). We furthermore applied a market multiple approach as a secondary valuation approach.

Key external and internal value drivers identified in the valuation of Indequity include, *inter alia*:

- Gross and net premium growth, EBITDA margins, net profit/loss margins, free cash flow margins and growth in free cash flow where applicable, capital expenditure requirements, regulatory capital requirements and estimated return thereon and the optimal weighted average cost of capital.

The key value drivers as set out above are influenced by various factors, including, *inter alia*:

- the growth opportunities in the industry in which Indequity operates; and
- the ability of Indequity to achieve the forecasted gross and net premium growth and EBITDA and free cash flow forecasted margins.

Sensitivity analyses were conducted, where practical, utilising key value drivers, which included, *inter alia*:

- a variance range of 2% in the discount rate of 22.8% applied and a 1.5x variance range in the price to free cash flow exit multiple of 7.9x applied to the Base Value, which analysis resulted in a variation range on the calculated value of the Company of 6.6% and 9.6% respectively; and
- a variance range of 4% to the forecasted revenue growth rate for the Company and a 2% variance range in the forecasted free cash flow to revenue margin was applied to the Base Value, which analysis resulted in a variation range on the calculated value of the Company of 7.7% and 25.0% respectively.

10. OPINION

We have considered the terms and conditions of the Transaction, and based on the aforementioned, we are of the opinion, subject to the limiting conditions as set out below, that the indicative market value of the Ordinary Shares, amounts to between R7.15 per share and R8.39 per share (“**Value Range**”), with the likely core value of R7.77 per share being the midpoint of the value range, compared to the Ordinary Share Scheme Consideration and General Offer Scheme of R8.00 per share.

In considering the values listed above, Ordinary Shareholders should take particular notice of the following factors:

- i) We determined it reasonable to apply a Value Range in calculating the indicative market value per Ordinary Share, given the nature of, *inter alia*, the uncertainty of the forecasts and exit multiple applied in the primary and secondary valuation methodologies and relevant sensitivities thereto; and
- i) The actual market value achieved in a specific transaction may be higher or lower than our estimate of the market value depending upon the circumstances of the transaction (for example strategic considerations of the purchaser) and the nature of the business (for example the purchaser’s perception of potential synergies).

We considered the terms of conditions of the Transaction and, based upon and subject to the conditions set out herein, are of the opinion that the Transaction is fair and reasonable to Ordinary Shareholders.

11. LIMITING CONDITIONS

This Opinion is provided to the Independent Board in connection with and for the purpose of the Transaction, for the sole purpose of assisting the Independent Board in forming and expressing an opinion for the benefit of Ordinary Shareholders. This Opinion is prepared solely for the Independent Board and therefore should not be regarded as suitable for use by any other party or give rise to third party rights.

The forecasted probabilities relate to future events and are based on assumptions, which may not remain valid for the whole of the relevant period. Consequently, this information cannot be relied upon to the same extent as that derived from audited financial statements for completed accounting periods. We express no opinion as to how closely actual results will correspond to those forecasts by Management.

We relied upon the accuracy of the information used by us in deriving our Opinion, albeit that, where practicable, we have corroborated the reasonableness of such information and assumptions through, amongst other things, reference to historic precedent and our knowledge and understanding. Whilst our work has involved an analysis of the annual financial statements and other information provided to us, our engagement does not constitute, nor does it include an audit conducted in accordance with applicable auditing standards. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided to us in respect of the Transaction.

The Opinion expressed is necessarily based upon information available to us, the financial, regulatory, securities market and other conditions and circumstances existing and disclosed to us as at the date hereof. We have furthermore assumed that all conditions precedent, including any material regulatory and other approvals required in connection with the Transaction have been or will be properly fulfilled. Subsequent developments may affect our Opinion; however, we are under no obligation to update, revise or re-affirm such.

12. SECTIONS 115 AND 164 OF THE COMPANIES ACT

Sections 115 and 164 of the Companies Act have been included as an annexure to this Circular.

13. MATERIAL INTEREST OF INDEQUITY DIRECTORS

The effective interests of Indequity directors, who hold Indequity shares before the Transaction, are set out in paragraph 17.1 of the Circular.

14. INDEPENDENCE AND ADDITIONAL REGULATORY DISCLOSURES

We confirm that PSG Capital holds no shares in Indequity, directly or indirectly. We have no interest, direct or indirect, beneficial or non-beneficial, and to the best of our knowledge, we are not related to a person who has or has had such interest in Indequity within the immediately preceding two years or in the outcome of the Transaction.

The directors, partners, officers and employees of PSG Capital allocated to this assignment have the necessary qualifications, expertise and competencies to (i) understand the Transaction; (ii) evaluate the consequences of the Transaction; and (iii) assess the effect of the Transaction on the value of the shares and on the rights and interests of Ordinary Shareholders, or a creditor of Indequity and are able to express opinions, exercise judgement and make decisions impartially in carrying out this assignment.

Furthermore, we confirm that our professional fee for the Opinion is R100 000 (excluding VAT), payable in cash, and is not contingent on the outcome of the Transaction.

15. CONSENT

We hereby consent to the inclusion of this Opinion and references thereto, in whole or in part, in the form and context in which they appear to be included in any required regulatory announcement or documentation regarding the Transaction.

Yours faithfully

RIAAN VAN HEERDEN
PSG CAPITAL PROPRIETARY LIMITED

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(PO Box 7403, Stellenbosch, 7599)"

OPINION OF THE INDEPENDENT EXPERT IN RESPECT OF THE A CLASS PREFERENCE SHARE SCHEME AND THE B CLASS PREFERENCE SHARE SCHEME

The Independent Board
 Indequity Group Limited (“**Indequity**” or the “**Company**”)
 First Floor, Cascade House
 Constantia Office Park
 Corner 14th Avenue and Hendrik Potgieter Road
 Constantia Kloof
 1709

Dear Sirs

29 September 2020

INDEPENDENT EXPERT’S REPORT IN RESPECT OF THE PROPOSED VOLUNTARY REPURCHASE OF ALL OF THE ISSUED A AND B CLASS PREFERENCE SHARES (OTHER THAN CERTAIN EXCLUDED A AND B CLASS PREFERENCE SHARES) OF INDEQUITY

1. INTRODUCTION

In terms of the firm intention announcement published by Indequity on the Stock Exchange News Service of the JSE Limited (“**JSE**”) (“**SENS**”) on Monday, 24 August 2020, Indequity shareholders were advised that the board of directors of Indequity (the “**Board**”) has proposed, *inter alia*:

- the voluntarily repurchase by Indequity of all of the non-redeemable A Class preference shares of R0.0000001 each in the issued preference share capital of Indequity (“**A Class Preference Shares**”), excluding 7 333 455 A Class Preference Shares held by Indo-Atlantic Investment Corporation Inc., L J van Rensburg and T E Vorster and their associates (the “**Excluded A Class Preference Shares**”), for a cash consideration of R0.102 per A Class Preference Share (“**A Class Preference Share Consideration**”) (“**A Class Preference Share Offer**”); and
- the voluntarily repurchase by Indequity of all of the non-redeemable B Class preference shares of R0.001 each in the issued preference share capital of Indequity (“**B Class Preference Shares**”), excluding 6 255 128 B Class Preference Shares held by Indo-Atlantic Investment Corporation Inc., L J van Rensburg and T E Vorster and their associates (the “**Excluded B Class Preference Shares**”), for a cash consideration of R0.01 per B Class Preference Share (“**B Class Preference Share Consideration**”) (“**B Class Preference Share Offer**”);

hereby collectively referred to as the “**Transaction**”.

2. SCOPE

The Indequity board of independent directors (the “**Independent Board**”) must retain an independent expert to compile a report on the terms and conditions of the Transaction and opine as to the fair and reasonableness in respect of the Transaction (the “**Opinion**”), as the Transaction constitutes a comparable offer by Indequity to make an offer to relevant holders of A Class Preference Shares (“**A Class Preference Shareholders**”) and B Class Preference Shares (“**B Class Preference Shareholders**”) (together, “**Preference Shareholders**”) as contemplated in Chapter 5 of the Companies Act and the regulations published in terms of section 120 of the Companies Act (“**Takeover Regulations**”).

PSG Capital Proprietary Limited (“**PSG Capital**”) has been appointed by the Independent Board as the independent expert to advise, in accordance with the Companies Act and the Takeover Regulations on whether the terms and conditions of the Transaction are fair and reasonable as far as Preference Shareholders are concerned.

3. RESPONSIBILITY

Compliance with the Companies Act and Takeover Regulations is the responsibility of the Independent Board. PSG Capital’s responsibility is to report on the terms and conditions of the Transaction as they relate to Preference Shareholders.

We confirm that our Opinion has been provided to the Independent Board, and that it will be distributed to shareholders in connection with the Transaction. We understand that the results of our work will be used by the Independent Board to satisfy the requirements of the Companies Act and Takeover Regulations.

4. DEFINITION OF THE TERMS “FAIR” AND “REASONABLE”

A transaction will generally be considered fair to a company’s shareholders if the benefits received by shareholders, as a result of a corporate action, are equal to or greater than the value surrendered by a company.

The assessment of fairness is primarily based on quantitative considerations. Accordingly, the Transaction may be considered fair if the A Class Preference Share Consideration and B Class Preference Share Consideration (“**Offer Consideration**”) is equal or higher than the value attributable to the A Class Preference Shares and B Class Preference Shares (“**Preference Shares**”), respectively, being surrendered by Preference Shareholders.

In terms of the Companies Regulations, a transaction will be considered reasonable if the value received by the shareholders in terms of the corporate action is higher than the market price of the company's securities at the time that the corporate action was announced, if same is applicable. In addition, the assessment of reasonableness is also based on qualitative considerations surrounding a transaction. Even though the consideration may differ from the market value of the assets being acquired, a transaction may still be reasonable after considering other significant qualitative factors.

We have applied the aforementioned principles in preparing our Opinion. This fair and reasonable opinion does not purport to cater for an individual shareholder's position but rather the general body of shareholders subject to the Transaction. A shareholder's decision regarding fair and reasonableness of the terms of the Transaction may be influenced by their particular circumstances (for example taxation and the original price paid for the shares).

5. SOURCES OF INFORMATION

In the course of our valuation analysis, we relied upon financial and other information, including prospective financial information, obtained from Indequity management ("**Management**") and from various public, financial and industry sources. Our conclusion is dependent on such information being complete and accurate in all material respects.

The principal sources of information used in formalising our Opinion include:

- The audited annual financial statements of Indequity for the financial years ended 30 September 2017 to 30 September 2019;
- The unaudited interim financial statements of Indequity for the six months ended 31 March 2020;
- Management's forecast for the years ending 30 September 2020 to 30 September 2026;
- Other financial and non-financial information provided by Management – including the Memorandum of Incorporation, stipulating the rights and particulars relating to the Preference Shares;
- Discussions with Management, including directors of the Board, regarding the financial information relating to prevailing market, economic, legal and other conditions which may affect the underlying value and the rationale for the Transaction;
- Publicly available information relating to Indequity that we deemed to be relevant; and
- Publicly available information relating to the industry in which Indequity operates that we deemed relevant, including company announcements, analysts' reports and media articles.

6. ASSUMPTIONS

We have arrived at our Opinion based on the following assumptions:

- That the terms and conditions of the Transaction are legally enforceable and suspensive conditions to the Transaction will be duly fulfilled;
- In terms of management forecasts, no dividends are to be paid to shareholders from **FY20 – FY25**, whereafter the ordinary dividend cycle will resume;
- B Class Preference Shares are not entitled to any dividends (as stipulated in the Memorandum of Incorporation);
- That reasonable reliance can be placed on the financial information provided;
- The current economic, regulatory and market conditions will not change materially;
- That Indequity is not involved in any material legal proceedings;
- That Indequity has no material outstanding disputes with any regulatory body, including the South African Revenue Service;
- There are no undisclosed contingencies that could affect the value of the relevant securities;
- The structure of the Transaction will not give rise to any undisclosed tax liabilities; and
- Reliance can be placed on the representations made by Management during the course of forming this Opinion.

7. APPROPRIATENESS AND REASONABLENESS OF UNDERLYING INFORMATION AND ASSUMPTIONS

We satisfied ourselves as to the appropriateness and reasonableness of the information and assumptions employed in arriving at our Opinion by:

- Considering the historical trends of provided information and assumptions, as well as expectations of future assumptions to be utilised in the valuation of the Preference Shares provided by Management;
- Comparing and corroborating such information and assumptions with external sources of information, if such information is available; and
- Determining the extent to which representations from Management and other industry experts were confirmed by documentary evidence as well as our understanding of Indequity and the economic environment in which it operates.

8. PROCEDURES

In arriving at our Opinion, we relied upon financial and other information, obtained from Management together with industry-related and other information in the public domain. Our conclusion is dependent on such information being accurate in all material respects.

In arriving at our Opinion, we have, *inter alia*, undertaken the following procedures in reporting on the Transaction:

- Reviewed and analysed the aforementioned financial information;
- Reviewed the reasonableness of the information made available by and from discussions held with Management, such as, *inter alia*:
 - the rationale for the Transaction;
 - the events leading up to the Transaction;
 - the current market conditions relating to Indequity; and
 - such other matters as we considered necessary;
- Where relevant, corroborated representations made by Management to source documents;
- Reviewed certain publicly available information relating to Indequity that we have deemed relevant;
- Obtained letters of representation from Management asserting that we have been provided with all relevant material information and that no material information was omitted and that all such information provided to us is accurate in all material respects; and
- Considered other relevant facts and information relevant to concluding this Opinion.

9. VALUATION APPROACH

In considering the Transaction, PSG Capital performed an independent valuation of the Preference Shares.

For the purposes of our valuation we have applied a dividend discount valuation methodology where applicable and valued Indequity as a going concern.

Key external and internal value drivers identified in the valuation of the **A Class Preference Shares** include, *inter alia*:

- Forecasted growth in dividends paid to ordinary shareholders of Indequity ("**Ordinary Dividends**") – as A Class Preference Shares are entitled to a cumulative dividend equal to twenty percent of the cumulative dividend (including interim dividends) declared and approved to ordinary shareholders ("**A Class Preference Share Dividends**").

The key value drivers as set out above are influenced by various factors, including, *inter alia*:

- the growth opportunities in the industry in which Indequity operates; and
- the declaration and approval of Ordinary Dividends, as well as the declaration and payment of A Class Preference Share Dividends;

Further to the above, and due to the current uncertainties in the market as a result of COVID-19 and the stagnation of the South African economy, Management indicated that Indequity did not plan to pay Ordinary Dividends (and thus A Class Preference Share Dividends) for at least the next 5 years in order to build its capital base – and only thereafter would consider paying Ordinary Dividends and A Class Preference Share Dividends again.

Thus, for purposes of the valuation of A Class Preference Shares, no dividends were assumed for **FY20 – FY25**, and thereafter dividends were assumed to have resumed.

Key external and internal value drivers identified in the valuation of the **B Class Preference Shares** include, *inter alia*:

- B Class Preference Shares are not entitled to any dividends and were thus valued on the assumption that no dividends were attributable to same.

Sensitivity analyses were conducted, where practical, utilising key value drivers, which included, *inter alia*:

- a variance range of 3% in the discount rate applied and a variance range of 3% in the growth rate of the Ordinary Dividends (and thus the A Class Preference Share Dividend) in the dividend discount model, which analysis resulted in a variation range on the calculated value of the A Class Preference Shares of 17.6% and 2.9% respectively.

10. OPINION

We have considered the terms and conditions of the Transaction, and based on the aforementioned, we are of the opinion, subject to the limiting conditions as set out below, that the indicative market value of the:

- A Class Preference Shares amounts to between 8.94 cents per share and 10.37 cents per share, with the likely core value of 9.66 cents per share being the midpoint of the value range, compared to the A Class Preference Share Consideration of 10.2 cents per share; and
- B Class Preference Shares amounts to nominal value (in essence, the par value of the B Class Preference Shares due to the shares not being entitled to any economic benefits), compared to be B Class Preference Share Consideration of 1 cent per share.

In considering the values listed above, Preference Shareholders should take particular notice of the following factors:

- i) The actual market value achieved in a specific transaction may be higher or lower than our estimate of the market value depending upon the circumstances of the transaction (for example strategic considerations of the purchaser) and the nature of the business (for example the purchaser's perception of potential synergies).

We considered the terms of conditions of the Transaction and, based upon and subject to the conditions set out herein, are of the opinion that the Transaction is fair and reasonable to Preference Shareholders.

11. LIMITING CONDITIONS

This Opinion is provided to the Independent Board in connection with and for the purpose of the Transaction, for the sole purpose of assisting the Independent Board in forming and expressing an opinion for the benefit of Preference Shareholders. This Opinion is prepared solely for the Independent Board and therefore should not be regarded as suitable for use by any other party or give rise to third party rights.

The forecasted probabilities relate to future events and are based on assumptions, which may not remain valid for the whole of the relevant period. Consequently, this information cannot be relied upon to the same extent as that derived from audited financial statements for completed accounting periods. We express no opinion as to how closely actual results will correspond to those forecasts by Management.

We relied upon the accuracy of the information used by us in deriving our Opinion, albeit that, where practicable, we have corroborated the reasonableness of such information and assumptions through, amongst other things, reference to historic precedent and our knowledge and understanding. Whilst our work has involved an analysis of the annual financial statements and other information provided to us, our engagement does not constitute, nor does it include an audit conducted in accordance with applicable auditing standards. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided to us in respect of the Transaction.

The Opinion expressed is necessarily based upon information available to us, the financial, regulatory, securities market and other conditions and circumstances existing and disclosed to us as at the date hereof. We have furthermore assumed that all conditions precedent, including any material regulatory and other approvals required in connection with the Transaction have been or will be properly fulfilled. Subsequent developments may affect our Opinion; however, we are under no obligation to update, revise or re-affirm such.

12. SECTIONS 115 AND 164 OF THE COMPANIES ACT

Sections 115 and 164 of the Companies Act have been included as an annexure to this Circular.

13. MATERIAL INTEREST OF INDEQUITY DIRECTORS

The effective interests of Indequity directors, who hold Indequity shares before the Transaction, are set out in paragraph 17.1 of the Circular.

14. INDEPENDENCE AND ADDITIONAL REGULATORY DISCLOSURES

We confirm that PSG Capital holds no shares in Indequity, directly or indirectly. We have no interest, direct or indirect, beneficial or non-beneficial, and to the best of our knowledge, we are not related to a person who has or has had such interest in Indequity within the immediately preceding two years or in the outcome of the Transaction.

The directors, partners, officers and employees of PSG Capital allocated to this assignment have the necessary qualifications, expertise and competencies to (i) understand the Transaction; (ii) evaluate the consequences of the Transaction; and (iii) assess the effect of the Transaction on the value of the shares and on the rights and interests of Preference Shareholders, or a creditor of Indequity and are able to express opinions, exercise judgement and make decisions impartially in carrying out this assignment.

Furthermore, we confirm that our professional fee for the Opinion is R100 000 (excluding VAT), payable in cash, and is not contingent on the outcome of the Transaction.

15. CONSENT

We hereby consent to the inclusion of this Opinion and references thereto, in whole or in part, in the form and context in which they appear to be included in any required regulatory announcement or documentation regarding the Transaction.

Yours faithfully

RIAAN VAN HEERDEN
PSG CAPITAL PROPRIETARY LIMITED

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HISTORICAL FINANCIAL INFORMATION OF INDEQUITY

AUDITED RESULTS FOR THE THREE FINANCIAL YEARS ENDED 30 SEPTEMBER 2019

The full set of audited annual financial statements for the three financial years ended 30 September 2019 are available on the Company's website at <http://www.indequity.com/document>, and at its registered address.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

as at 30 September 2019, 2018 and 2017

	Audited 30 September 2019 R'000	Audited 30 September 2018 R'000	Audited 30 September 2017 R'000
ASSETS			
Property and equipment	2 586	1 336	2 058
Intangible assets	383	806	825
Investments	17 576	10 695	3 985
Deferred tax asset	668	248	250
Subrogation and salvage recoveries	2 116	2 080	2 095
Reinsurance portion of insurance contract provisions	30	31	42
Normal tax receivable	-	7	-
Loans and receivables	62	84	145
Cash and cash equivalents	40 497	38 997	45 781
Total assets	63 918	54 284	55 181
EQUITY			
Capital and reserves attributed to the Company's equity holders			
Share capital	24	25	25
Share Premium	10 478	16 964	23 268
Retained income	40 058	29 125	24 086
Non-distributable reserve	-	-	(292)
Foreign currency translation reserve	1 140	(1 036)	-
Total equity	51 700	45 078	47 087
LIABILITIES			
Insurance contract provisions	4 921	5 354	5 187
Deferred tax liability	250	183	352
Normal tax payable	343	264	39
Dividends payable	351	258	215
Trade and other payables provisions	6 353	3 147	2 301
Total liabilities	12 218	9 206	8 094
Total shareholders' equity and liabilities	63 918	54 284	55 181

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the years ended 30 September 2019, 2018 and 2017

	Audited 2019 R'000	Audited 2018 R'000	Audited 2017 R'000
Gross written premium	63 565	59 148	53 956
Less: reinsurance premium	(1 385)	(1 179)	(1 847)
Net written premium	62 180	57 969	52 109
Change in provision for gross unearned premiums	47	(33)	12
Net insurance premiums earned	62 227	57 936	52 121
Other income	172	388	59
Investment income	4 190	1 006	2 331
Total income	66 589	59 330	54 511
Gross claims incurred	(26 214)	(25 424)	(24 763)
Reinsurance recoveries	(1)	(11)	(11)
Administration expenses	(20 810)	(17 694)	(15 467)
Acquisition costs	(4 377)	(4 163)	(3 924)
Profit before taxation	15 187	12 038	10 346
Taxation	(4 254)	(3 442)	(2 812)
Profit for the year	10 933	8 596	7 534
Other comprehensive income, net of tax			
<i>Items that may subsequently be reclassified to profit or loss:</i>			
Fair value adjustment on available-for-sale-assets	-	405	61
Related tax on fair value movement of available-for-sale assets	-	(113)	(17)
Exchange differences on translation of foreign operations	2 176	(1 036)	-
Total comprehensive income for the year	13 109	7 852	7 578
Earnings attributable to the equity holders			
Basic earnings per share (cents)	96.47	71.41	58.92
Diluted earnings per share (cents)	96.47	71.41	58.92

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

for the years ended 30 September 2019, 2018 and 2017

	Share Capital and premium R'000	Retained Income R'000	Fair value reserve R'000	Foreign currency translation reserve R'000	Total R'000
Balance at 1 October 2016	11 334	20 051	(336)	-	31 049
<i>Changes in Equity for the year ended 30 September 2017</i>					
Share issue (1 700 000 shares at R10.00 each)	17 000	-	-	-	17 000
Profit for the year	-	7 534	-	-	7 534
Fair value adjustment on available for sale assets	-	-	44	-	44
<i>Transactions with owner of the company</i>					
Dividend paid to shareholders	-	(3 499)	-	-	(3 499)
Group shares purchased by subsidiary	(5 041)	-	-	-	(5 041)
Balance at 30 September 2017	23 393	24 086	(292)	-	47 087
<i>Changes in Equity for the year ended 30 September 2018</i>					
Profit for the year	-	8 596	-	-	8 596
Fair value adjustment on available-for-sale assets	-	-	292	-	292
Exchange differences on foreign operations	-	-	-	(1 036)	(1 036)
<i>Transactions with owner of the company</i>					
Dividend paid to shareholders	-	(3 557)	-	-	(3 557)
Group shares purchased by subsidiary	(5 924)	-	-	-	(5 924)
Group shares repurchased and cancelled	(380)	-	-	-	(380)
Balance at 30 September 2018	16 989	29 125	-	(1 036)	45 078
<i>Changes in Equity for the year ended 30 September 2019</i>					
Profit for the year	-	10 933	-	-	10 933
Exchange differences on foreign operations	-	-	-	2 176	2 176
<i>Transactions with owner of the company</i>					
Capital distribution paid to shareholders	(4 158)	-	-	-	(4 158)
Group shares repurchased and cancelled	(2 329)	-	-	-	(2 329)
Balance at 30 September 2019	10 502	40 058	-	1 140	51 700

CONSOLIDATED STATEMENTS OF CASH FLOWS
for the years ended 30 September 2019, 2018 and 2017

	Audited 2019 R'000	Audited 2018 R'000	Audited 2017 R'000
Operating activities			
Cash generated / (utilised) by operations	14 704	12 726	9 388
Interest received	2 190	1 987	1 771
Dividends received	207	125	295
Taxation paid	(4 534)	(3 504)	(3 027)
Net cash movement in operating activities	12 567	11 334	8 427
Investing Activities			
Proceeds from the disposal of property and equipment	257	475	90
Acquisition of property and equipment	(2 032)	(300)	(1 567)
Acquisition of intangible assets		(28)	(330)
Acquisition of shares	(10 915)	(16 692)	(19 364)
Proceeds from the disposal of shares	7 025	10 386	24 720
Decrease in loan to subsidiaries	-	-	-
Increase in loan to subsidiaries	-	-	-
Net cash movement in investing activities	(5 665)	(6 159)	3 549
Financing activities			
Purchase of treasury shares	-	(5 924)	(5 041)
Shares repurchased and cancelled	(2 329)	(380)	-
Proceeds from issue of shares	-	-	17 000
Dividends paid to shareholders	(4 065)	(3 514)	(3 495)
Net cash movement in financing activities	(6 394)	(9 818)	8 464
Movement in cash and cash equivalents	508	(4 643)	20 440
At the beginning of the year	38 997	45 781	25 341
Movement per above	508	(4 643)	20 440
Effect of exchange rate changes	992	(2 141)	-
At the end of the year	40 497	38 997	45 781

EXCHANGE CONTROL REGULATIONS

The following is a summary of the Exchange Control Regulations. It is intended as a guide only and is not a comprehensive statement of the Exchange Control Regulations which apply to Ordinary Share Scheme Participants and/or General Offer Participants, A Class Preference Share Scheme Participants and B Class Preference Share Scheme Participants (“**Scheme Participants**”). Scheme Participants and/or General Offer Participants who have any queries regarding the Exchange Control Regulations should contact their own professional advisors without delay.

2.1 Residents of the Common Monetary Area

In the case of:

Ordinary Share Scheme Participants or General Offer Participants holding Certificated Ordinary Shares, A Class Preference Shares or B Class Preference Shares (“**Certificated Shares**”) whose registered addresses in the Register are within the Common Monetary Area and whose Documents of Title are not restrictively endorsed in terms of the Exchange Control Regulations, the relevant Ordinary Share Scheme Consideration or General Offer Consideration, A Class Preference Share Scheme Consideration or B Class Preference Share Scheme Consideration (“**Consideration**”) will be posted or transferred to such Scheme Participants and/or General Offer Participants by EFT (should this option have been selected on the applicable Form(s) of Surrender;

or

Ordinary Share Scheme Participants or General Offer Participants holding Dematerialised Ordinary Shares (“**Dematerialised Shares**”) whose registered addresses in the Register are within the Common Monetary Area and whose accounts with their CSDP or broker have not been restrictively designated in terms of the Exchange Control Regulations, the relevant Ordinary Share Scheme Consideration or General Offer Consideration will be credited directly to the accounts nominated for the Ordinary Share Scheme Participants or the General Offer Participants by their duly appointed CSDP or broker in terms of the provision for the custody agreement with their CSDP or broker.

2.2 Emigrants from the Common Monetary Area

2.2.1 The relevant Schemes Consideration or General Offer Consideration is not freely transferable from South Africa and must be dealt with in terms of the Exchange Control Regulations.

2.2.2 The relevant Schemes Consideration or the General Offer Consideration due to a Certificated Scheme Participant or General Offer Participant who is an emigrant from South Africa, whose registered address is outside the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations will be deposited in a blocked Rand account with the authorised dealer in foreign exchange in South Africa controlling the Scheme Participant’s or the General Offer Participant’s blocked assets in accordance with his instructions, against delivery of the relevant Documents of Title.

2.2.3 In terms of a recent relaxation to the Exchange Control rulings, emigrants may externalise the Schemes Consideration or the General Offer Consideration by making application to the Financial Surveillance Department of the SARB via the requisite authorised dealer channel. Previously, a 10% levy would have been payable on externalisation. This is however, no longer the position and the Schemes Consideration or the General Offer Consideration may, on application, be externalised free of the levy.

2.2.4 The authorised dealer releasing the relevant Documents of Title in terms of the Scheme(s) or the General Offer must countersign the relevant Form(s) of Surrender in respect of the Scheme(s) thereby indicating that the relevant Schemes Consideration or General Offer Consideration will be placed directly in its control.

2.2.5 The attached Form(s) of Surrender in respect of the Scheme(s) or the General Offer make provision for the details and signature of the authorised dealer concerned to be provided.

2.3 All other non-residents of the Common Monetary Area

2.3.1 The relevant Schemes Consideration or General Offer Consideration due to a Certificated Scheme Participant who is a non-resident of South Africa and who has never resided in the Common Monetary Area, whose registered address is outside the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, will be deposited with the authorised dealer in foreign exchange in South Africa nominated by such Scheme Participant or General Offer Participant. It will be incumbent on the Scheme Participant or the General Offer Participant concerned to instruct the nominated authorised dealer as to the disposal of the amounts concerned, against delivery of the relevant Documents of Title.

2.3.2 The Form(s) of Surrender and in respect of the Scheme(s) and the General Offer attached to this Circular make provision for the nomination required in terms of the paragraph 2.3.1 above. If the information regarding the authorised dealer is not given in terms of such paragraph 2.3.1, the relevant Schemes Consideration or General Offer Consideration will be held in trust by Indequity for the Scheme Participants or the General Offer Participant concerned pending receipt of the necessary information or instruction.

SECTION 115: REQUIRED APPROVAL FOR TRANSACTIONS CONTEMPLATED IN CHAPTER 5 OF THE COMPANIES ACT

- (1) Despite section 65, and any provision of a company's Memorandum of Incorporation, or any resolution adopted by its board or holders of its securities, to the contrary, a company may not dispose of, or give effect to an agreement or series of agreements to dispose of, all or the greater part of its assets or undertaking, implement an amalgamation or a merger, or implement a scheme of arrangement, unless:
- (a) the disposal, amalgamation or merger, or scheme of arrangement—
 - (i) has been approved in terms of this section; or
 - (ii) is pursuant to or contemplated in an approved business rescue plan for that company, in terms of Chapter 6; and
 - (b) to the extent that Parts B and C of this Chapter and the Takeover Regulations apply to a company that proposes to—
 - (i) dispose of all or the greater part of its assets or undertaking;
 - (ii) amalgamate or merge with another company; or
 - (iii) implement a scheme of arrangement,
 the Panel has issued a compliance certificate in respect of the transaction, in terms of section 119(4)(b), or exempted the transaction in terms of section 119(6).
- (2) A proposed transaction contemplated in subsection (1) must be approved —
- (a) by a special resolution adopted by persons entitled to exercise voting rights on such a matter, at a meeting called for that purpose and at which sufficient persons are present to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter, or any higher percentage as may be required by the company's Memorandum of Incorporation, as contemplated in section 64(2); and
 - (b) by a special resolution, also adopted in the manner required by paragraph (a), by the shareholders of the company's holding company if any, if—
 - (i) the holding company is a company or an external company;
 - (ii) the proposed transaction concerns a disposal of all or the greater part of the assets or undertaking of the subsidiary; and
 - (iii) having regard to the consolidated financial statements of the holding company, the disposal by the subsidiary constitutes a disposal of all or the greater part of the assets or undertaking of the holding company; and
 - (c) by the court, to the extent required in the circumstances and manner contemplated in subsections (3) to (6).
- (3) Despite a resolution having been adopted as contemplated in subsections (2)(a) and (b), a company may not proceed to implement that resolution without the approval of a court if—
- (a) the resolution was opposed by at least 15% of the voting rights that were exercised on that resolution and, within five business days after the vote, any person who voted against the resolution requires the company to seek court approval; or
 - (b) the court, on an application within 10 business days after the vote by any person who voted against the resolution, grants that person leave, in terms of subsection (6), to apply to a court for a review of the transaction in accordance with subsection (7).
- (4) For the purposes of subsections (2) and (3), any voting rights controlled by an acquiring party, a person related to an acquiring party, or a person acting in concert with either of them, must not be included in calculating the percentage of voting rights—
- (a) required to be present, or actually present, in determining whether the applicable quorum requirements are satisfied; or
 - (b) required to be voted in support of a resolution, or actually voted in support of the resolution.
- (4A) In subsection (4), 'act in concert' has the meaning set out in section 117(1)(b).
- (5) If a resolution requires approval by a court as contemplated in terms of subsection (3)(a), the company must either—
- (a) within 10 business days after the vote, apply to the court for approval, and bear the costs of that application; or
 - (b) treat the resolution as a nullity.
- (6) On an application contemplated in subsection (3)(b), the court may grant leave only if it is satisfied that the applicant—
- (a) is acting in good faith;
 - (b) appears prepared and able to sustain the proceedings; and
 - (c) has alleged facts which, if proved, would support an order in terms of subsection (7).

- (7) On reviewing a resolution that is the subject of an application in terms of subsection (5)(a), or after granting leave in terms of subsection (6), the court may set aside the resolution only if—
- (a) the resolution is manifestly unfair to any class of holders of the company's securities; or
 - (b) the vote was materially tainted by conflict of interest, inadequate disclosure, failure to comply with the Act, the Memorandum of Incorporation or any applicable rules of the company, or other significant and material procedural irregularity.
- (8) The holder of any voting rights in a company is entitled to seek relief in terms of section 164 if that person—
- (a) notified the company in advance of the intention to oppose a special resolution contemplated in this section; and
 - (b) was present at the meeting and voted against that special resolution.
- (9) If a transaction contemplated in this Part has been approved, any person to whom assets are, or an undertaking is, to be transferred, may apply to a court for an order to effect—
- (a) the transfer of the whole or any part of the undertaking, assets and liabilities of a company contemplated in that transaction;
 - (b) the allotment and appropriation of any shares or similar interests to be allotted or appropriated as a consequence of the transaction;
 - (c) the transfer of shares from one person to another;
 - (d) the dissolution, without winding-up, of a company, as contemplated in the transaction;
 - (e) incidental, consequential and supplemental matters that are necessary for the effectiveness and completion of the transaction; or
 - (f) any other relief that may be necessary or appropriate to give effect to, and properly implement, the amalgamation or merger.

SECTION 164: DISSENTING SHAREHOLDERS' APPRAISAL RIGHTS

- (1) This section does not apply in any circumstances relating to a transaction, agreement or offer pursuant to a business rescue plan that was approved by shareholders of a company, in terms of section 152.
- (2) If a company has given notice to shareholders of a meeting to consider adopting a resolution to—
 - (a) amend its Memorandum of Incorporation by altering the preferences, rights, limitations or other terms of any class of its shares in any manner materially adverse to the rights or interests of holders of that class of shares, as contemplated in section 37(8); or
 - (b) enter into a transaction contemplated in sections 112, 113, or 114,
 that notice must include a statement informing shareholders of their rights under this section.
- (3) At any time before a resolution referred to in subsection (2) is to be voted on, a dissenting shareholder may give the company a written notice objecting to the resolution.
- (4) Within 10 business days after a company has adopted a resolution contemplated in this section, the company must send a notice that the resolution has been adopted to each shareholder who—
 - (a) gave the company a written notice of objection in terms of subsection (3); and
 - (b) has neither—
 - (i) withdrawn that notice; or
 - (ii) voted in support of the resolution.
- (5) A shareholder may demand that the company pay the shareholder the fair value for all of the shares of the company held by that person if—
 - (a) the shareholder—
 - (i) sent the company a notice of objection, subject to subsection (6); and
 - (ii) in the case of an amendment to the company's Memorandum of Incorporation, holds shares of a class that is materially and adversely affected by the amendment;
 - (b) the company has adopted the resolution contemplated in subsection (2); and
 - (c) the shareholder—
 - (i) voted against that resolution; and
 - (ii) has complied with all of the procedural requirements of this section.
- (6) The requirement of subsection (5)(a)(i) does not apply if the company failed to give notice of the meeting, or failed to include in that notice a statement of the shareholders rights under this section.
- (7) A shareholder who satisfies the requirements of subsection (5) may make a demand contemplated in that subsection by delivering a written notice to the company within—
 - (a) 20 business days after receiving a notice under subsection (4); or
 - (b) if the shareholder does not receive a notice under subsection (4), within 20 business days after learning that the resolution has been adopted.
- (8) A demand delivered in terms of subsections (5) to (7) must also be delivered to the Panel, and must state—
 - (a) the shareholder's name and address;
 - (b) the number and class of shares in respect of which the shareholder seeks payment; and
 - (c) a demand for payment of the fair value of those shares.
- (9) A shareholder who has sent a demand in terms of subsections (5) to (8) has no further rights in respect of those shares, other than to be paid their fair value, unless—
 - (a) the shareholder withdraws that demand before the company makes an offer under subsection (11), or allows an offer made by the company to lapse, as contemplated in subsection (12)(b);
 - (b) the company fails to make an offer in accordance with subsection (11) and the shareholder withdraws the demand; or
 - (c) the company, by a subsequent special resolution, revokes the adopted resolution that gave rise to the shareholder's rights under this section.
- (10) If any of the events contemplated in subsection (9) occur, all of the shareholder's rights in respect of the shares are reinstated without interruption.

- (11) Within five business days after the later of—
- (a) the day on which the action approved by the resolution is effective;
 - (b) the last day for the receipt of demands in terms of subsection (7)(a); or
 - (c) the day the company received a demand as contemplated in subsection (7)(b), if applicable, the company must send to each shareholder who has sent such a demand a written offer to pay an amount considered by the company's directors to be the fair value of the relevant shares, subject to subsection (16), accompanied by a statement showing how that value was determined.
- (12) Every offer made under subsection (11)—
- (a) in respect of shares of the same class or series must be on the same terms; and
 - (b) lapses if it has not been accepted within 30 business days after it was made.
- (13) If a shareholder accepts an offer made under subsection (12)—
- (a) the shareholder must either in the case of—
 - (i) shares evidenced by certificates, tender the relevant share certificates to the company or the company's transfer agent; or
 - (ii) uncertificated shares, take the steps required in terms of section 53 to direct the transfer of those shares to the company or the company's transfer agent; and
 - (b) the company must pay that shareholder the agreed amount within 10 business days after the shareholder accepted the offer and—
 - (i) tendered the share certificates; or
 - (ii) directed the transfer to the company of uncertificated shares.
- (14) A shareholder who has made a demand in terms of subsections (5) to (8) may apply to a court to determine a fair value in respect of the shares that were the subject of that demand, and an order requiring the company to pay the shareholder the fair value so determined, if the company has—
- (a) failed to make an offer under subsection (11); or
 - (b) made an offer that the shareholder considers to be inadequate, and that offer has not lapsed.
- (15) On an application to the court under subsection (14)—
- (a) all dissenting shareholders who have not accepted an offer from the company as at the date of the application must be joined as parties and are bound by the decision of the court;
 - (b) the company must notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to participate in the court proceedings; and
 - (c) the court—
 - (i) may determine whether any other person is a dissenting shareholder who should be joined as a party;
 - (ii) must determine a fair value in respect of the shares of all dissenting shareholders, subject to subsection (16);
 - (iii) in its discretion may—
 - (aa) appoint one or more appraisers to assist it in determining the fair value in respect of the shares; or
 - (bb) allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective, until the date of payment;
 - (iv) may make an appropriate order of costs, having regard to any offer made by the company, and the final determination of the fair value by the court; and
 - (v) must make an order requiring—
 - (aa) the dissenting shareholders to either withdraw their respective demands, or to comply with subsection (13)(a); and
 - (bb) the company to pay the fair value in respect of their shares to each dissenting shareholder who complies with subsection (13)(a), subject to any conditions the court considers necessary to ensure that the company fulfils its obligations under this section.
- (15A) At any time before the court has made an order contemplated in subsection (15)(c)(v), a dissenting shareholder may accept the offer made by the company in terms of subsection (11), in which case—
- (a) that shareholder must comply with the requirements of subsection 13(a); and
 - (b) the company must comply with the requirements of subsection 13(b);

- (16) The fair value in respect of any shares must be determined as at the date on which, and time immediately before, the company adopted the resolution that gave rise to a shareholder's rights under this section.
- (17) If there are reasonable grounds to believe that compliance by a company with subsection (13)(b), or with a court order in terms of subsection (15)(c)(v)(bb), would result in the company being unable to pay its debts as they fall due and payable for the ensuing 12 months—
- (a) the company may apply to a court for an order varying the company's obligations in terms of the relevant subsection; and
 - (b) the court may make an order that—
 - (i) is just and equitable, having regard to the financial circumstances of the company; and
 - (ii) ensures that the person to whom the company owes money in terms of this section is paid at the earliest possible date compatible with the company satisfying its other financial obligations as they fall due and payable.
- (18) If the resolution that gave rise to a shareholder's rights under this section authorised the company to amalgamate or merge with one or more other companies, such that the company whose shares are the subject of a demand in terms of this section has ceased to exist, the obligations of that company under this section are obligations of the successor to that company resulting from the amalgamation or merger.
- (19) For greater certainty, the making of a demand, tendering of shares and payment by a company to a shareholder in terms of this section do not constitute a distribution by the company, or an acquisition of its shares by the company within the meaning of section 48, and therefore are not subject to—
- (a) the provisions of that section; or
 - (b) the application by the company of the solvency and liquidity test set out in section 4.
- (20) Except to the extent-
- (a) expressly provided in this section; or
 - (b) that the Panel rules otherwise in a particular case,

a payment by a company to a shareholder in terms of this section does not obligate any person to make a comparable offer under section 125 to any other person.

TRADING HISTORY OF ORDINARY SHARES

The highest, lowest and closing prices of Indequity Ordinary Shares on the JSE for each month commencing on 1 September 2019 and ending on 31 August 2020, and the aggregated monthly volumes, are as follows:

Month ended	High (cents)	Low (cents)	Close (cents)	Volume
30 September 2019	730	650	730	39 883
31 October 2019	949	655	949	4 325
30 November 2019	825	705	790	41 227
31 December 2019	824	705	824	6 307
31 January 2020	825	705	814	531 398
28 February 2020	851	800	800	69 798
31 March 2020	810	650	650	55 630
30 April 2020	650	620	630	32 199
31 May 2020	701	600	700	293 501
30 June 2020	820	699	760	505 253
31 July 2020	820	703	800	1 213 655
31 August 2020	770	770	770	126

The highest, lowest and closing prices of Indequity Ordinary Shares on the JSE for the 30 trading days commencing on 11 August 2020 and ending on 18 September 2020 (being the Last Practicable Date prior to the finalisation of this Circular), and the daily volumes, are as follows:

Day ended	High (cents)	Low (cents)	Close (cents)	Volume
11 August	-	-	800	-
12 August	-	-	800	-
13 August	-	-	800	-
14 August	-	-	800	-
17 August	-	-	800	-
18 August	770	770	770	126
19 August	-	-	770	-
20 August	-	-	770	-
21 August	-	-	770	-
24 August	-	-	770	-
25 August	-	-	770	-
26 August	-	-	770	-
27 August	-	-	770	-
28 August	-	-	770	-
31 August	-	-	770	-
1 September	-	-	770	-
2 September	-	-	770	-
3 September	-	-	770	-
4 September	-	-	770	-
7 September	-	-	770	-
8 September	-	-	770	-
9 September	655	650	655	6 670
10 September	-	-	-	-
11 September	677	677	677	7
14 September	700	700	700	2 416
15 September	701	701	701	7
16 September	-	-	701	-
17 September	-	-	701	-
18 September	-	-	701	-

Source: JSE limited



Indequity Group Limited

INDEQUITY GROUP LIMITED

Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)

Share code: IDQ ISIN: ZAE000016606

("Indequity" or "the Company")

NOTICE CONVENING THE GENERAL MEETING OF INDEQUITY SHAREHOLDERS

If you are in any doubt as to what action you should take in respect of the General Meeting of Indequity Shareholders ("General Meeting") and/or the following resolutions, please consult your CSDP, broker, banker, attorney, accountant or other professional advisor immediately.

All terms used in this Notice convening the General Meeting of Indequity Shareholders ("Notice convening the General Meeting") shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular to which this Notice convening the General Meeting is attached.

Shareholders are reminded that:

- a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to attend, speak and vote in its stead at the General Meeting in the place of that Shareholder, and Shareholders are referred to the attached Form of Proxy in respect of the General Meeting (*pink*) in this regard;
- a proxy need not also be a Shareholder; and
- in terms of section 63(1) of the Companies Act, any person attending or participating in a meeting of Shareholders must present reasonably satisfactory identification to the chairperson of the General Meeting, and the chairperson must be reasonably satisfied that the right of any person to participate in and vote (whether as Shareholder or as proxy for a Shareholder) has been reasonably verified.

A. NOTICE

Notice is hereby given that a General Meeting, as at the General Meeting Voting Record Date of Friday, 13 November 2020, will be held at 10:00 on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709, for the purpose of considering, and, if deemed fit, passing, with or without modification, the resolutions set out hereafter.

B. WHO MAY ATTEND AND VOTE?

General Meeting Record Date

The Board determined that, in accordance with the requirements of section 62(3)(a), read with section 59 of the Companies Act, the General Meeting Voting Record Date, being the date on which Shareholders who are entitled to attend and vote at the General Meeting will be determined, will be Friday, 13 November 2020. Accordingly, the last day to trade Shares in order to be recorded in the Register to vote at the General Meeting will be Tuesday, 10 November 2020.

Attending in person or by proxy

If you hold Dematerialised Shares which are registered in your own-name or if you are the registered holder of Certificated Shares:

- you may attend the General Meeting in person; or
- alternatively, you may appoint a proxy to represent you at the General Meeting by completing the attached Form of Proxy in respect of the General Meeting (*pink*) in accordance with the instructions contained therein and returning it to the Transfer Secretaries to be received by not later than 10:00 on Tuesday, 17 November 2020 (or 48 hours before the resumption of an adjourned General Meeting which date, if necessary, will be released on SENS), being 48 hours, excluding Saturdays, Sundays and South African public holidays, before the time of the General Meeting). Alternatively, the Form of Proxy in respect of the General Meeting (*pink*) may be handed to the chairperson of the General Meeting immediately before the appointed proxy exercises any of the Shareholder's votes at the General Meeting. A proxy need not be a Shareholder of the Company.

The attached Form of Proxy in respect of the General Meeting (*pink*) is only to be completed by those Shareholders who:

- hold Shares in Certificated form; or
- are recorded on the Uncertificated Securities Register in "own-name" dematerialised form.

If you hold Dematerialised Shares which are not registered in your name:

- and wish to attend the General Meeting, you must obtain the necessary letter of representation from your CSDP or broker to attend the General Meeting in person or by proxy and vote;
- and do not wish to attend the General Meeting but would like your vote to be recorded at the meeting, you should contact your CSDP or broker and furnish them with your voting instructions in terms of the relevant custody agreement entered into between you and your CSDP or broker; and
- you must not complete the attached Form of Proxy in respect of the General Meeting (*pink*).

Identification

In terms of section 63(1) of the Companies Act, any person attending or participating in a meeting of shareholders must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as shareholder or as proxy for a shareholder) has been reasonably verified. Accordingly, all Shareholders will be required to provide reasonably satisfactory identification to the chairperson of the General Meeting in order to participate in and vote at the General Meeting.

Voting

On a show of hands, every Shareholder who is present in person, by proxy or represented at the General Meeting shall have one vote (irrespective of the number of Shares held) and on a poll, one vote in respect of each Share held.

All Shareholders of the Company are entitled to attend and speak at the General Meeting or any adjournment thereof.

Note: Shares held by the Company's trust or share scheme or Subsidiaries will not have their votes taken into account for Listings Requirements resolution approval purposes.

C. PURPOSE OF THE GENERAL MEETING

The purpose of the General Meeting is to consider, and if deemed fit, pass, with or without modification, all resolutions set out below.

SPECIAL RESOLUTION NUMBER 1:

APPROVAL OF THE REPURCHASE OF A CLASS PREFERENCE SHARES IN TERMS OF SECTION 48(8) OF THE COMPANIES ACT

“Resolved that, in terms of section 48(8) of the Companies Act, the repurchase by Indequity of all of the A Class Preference Shares from A Class Preference Shareholders for a cash consideration of R0.102 per A Class Preference Share, be and is hereby approved.”

The percentage of voting rights required for Special Resolution Number 1 to be adopted: at least 75% of the voting rights that are entitled to be exercised on such special resolution.

SPECIAL RESOLUTION NUMBER 2:

APPROVAL OF THE REPURCHASE OF B CLASS PREFERENCE SHARES IN TERMS OF SECTION 48(8) OF THE COMPANIES ACT

“Resolved that, in terms of section 48(8) of the Companies Act, the repurchase by Indequity of all of the B Class Preference Shares from B Class Preference Shareholders for a cash consideration of R0.01 per B Class Preference Share, be and is hereby approved.”

The percentage of voting rights required for Special Resolution Number 2 to be adopted: at least 75% of the voting rights that are entitled to be exercised on such special resolution.

SPECIAL RESOLUTION NUMBER 3:

APPROVAL OF THE REPURCHASE OF ORDINARY SHARES IN TERMS OF SECTION 48 OF THE COMPANIES ACT IF THE ORDINARY SHARE SCHEME TERMINATES OR LAPSES

“Resolved that, subject to, and conditional upon the passing of Special Resolution Number 4, the Repurchase (as more fully described in paragraph 6.2 of the Circular to which this Notice is attached), in terms of which Indequity will, subject to the fulfilment or waiver of the General Offer Conditions (save for any General Offer Condition relating to the passing of this Special Resolution Number 3), and on and from the General Offer Payment Date, repurchase up to 100% of the General Offer Shares, in exchange for the General Offer Consideration, be and is hereby approved as a Special Resolution in terms of section 48(8) of the Companies Act.”

The percentage of voting rights required for Special Resolution Number 3 to be adopted: at least 75% of the voting rights that are entitled to be exercised on such special resolution.

SPECIAL RESOLUTION NUMBER 4:

APPROVAL OF THE SPECIFIC REPURCHASE OF ORDINARY SHARES IN TERMS OF PARAGRAPH 5.69(B) OF THE LISTINGS REQUIREMENTS IF THE ORDINARY SHARE SCHEME TERMINATES OR LAPSES

“**Resolved that**, subject to, and conditional upon the passing of Special Resolution Number 3, the Specific Repurchase (as more fully described in paragraph 6.2 of the Circular to which this Notice is attached), in terms of which Indequity will, subject to the fulfilment or waiver of the General Offer Conditions (save for any General Offer Condition relating to the passing of this Special Resolution Number 4), and on the Ordinary Share Scheme Implementation Date or on and from the General Offer Payment Date (as applicable), repurchase up to 100% of the General Offer Shares, in exchange for the General Offer Consideration, be and is hereby approved as a Special Resolution in terms of paragraph 5.69(b) of the Listings Requirements.”

The percentage of voting rights required for Special Resolution Number 4 to be adopted: at least 75% of the voting rights that are entitled to be exercised on such special resolution, excluding any Shareholders and their associates that are participating in the Specific Repurchase (as contemplated in paragraph 5.69(b) of the Listings Requirements). For this purpose, the Remaining Shareholders will be entitled to vote on this Special Resolution number 4.

ORDINARY RESOLUTION NUMBER 1:

APPROVAL FOR THE DELISTING IN TERMS OF PARAGRAPHS 1.15 AND 1.16 OF THE LISTINGS REQUIREMENTS

“**Resolved that**, subject to, and conditional upon the passing of Special Resolution Number 3 and Special Resolution Number 4 and the implementation of the General Offer in accordance with its terms, the listing of all Ordinary Shares on the JSE be terminated with effect from Tuesday, 29 December 2020, or such other date as the JSE may determine.”

The percentage of voting rights required for Ordinary Resolution Number 1 to be adopted is more than 50% of the voting rights that are entitled to be exercised on such ordinary resolution, excluding any controlling Shareholder, its associates and any party acting in concert. Accordingly, Indo-Atlantic and their associates are not allowed to vote on this Ordinary Resolution Number 1.

ORDINARY RESOLUTION NUMBER 2: APPROVAL OF THE ENTRY INTO ALL AND ANY AGREEMENTS PURSUANT TO SECTION 75(7)(b)(i) OF THE COMPANIES ACT, TO THE EXTENT REQUIRED

“**Resolved that**, to the extent necessary as regards the Schemes and/or the General Offer, including without limitation, the entry into by the Company of the resolutions in respect thereto, be and are hereby approved and/or ratified pursuant to section 75(7)(b)(i) of the Companies Act.”

The percentage of voting rights required for Ordinary Resolution Number 2 to be adopted is more than 50% of the voting rights that are entitled to be exercised on such ordinary resolution.

By order of the Board

Werner du Preez

Company Secretary

7 October 2020

Registered office

First Floor, Cascade House

Constantia Office Park

Corner 14th Avenue and Hendrik Potgieter Road

Constantia Kloof, 1709

(PO Box 5433, Weltevredenpark, 1715)

Transfer Secretaries

Link Market Services South Africa Proprietary Limited

(Registration number 2000/007239/07)

13th Floor

19 Ameshoff Street

Braamfontein, Johannesburg, 2001

(PO Box 4844, Johannesburg, 2000)



Indequity Group Limited

INDEQUITY GROUP LIMITED
Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)
Share code: IDQ ISIN: ZAE000016606
("Indequity" or "the Company")

FORM OF PROXY IN RESPECT OF THE GENERAL MEETING OF INDEQUITY SHAREHOLDERS

For use only by Shareholders who:

- hold Shares in certificated form ("**Certificated Shareholders**"); or
- have dematerialised their Ordinary Shares ("**Dematerialised Shareholders**") and are registered with "own-name" registration, at the meeting of Shareholders of the Company ("**General Meeting**") to be held at 10:00 on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709.

All terms used in this Form of Proxy in respect of the General Meeting shall, unless the context otherwise requires or they are otherwise defined herein, have the meaning attributed to them in the Circular to which this Form of Proxy in respect of the General Meeting is attached.

Dematerialised Shareholders holding Shares, other than with "own-name" registration, who wish to attend the General Meeting must inform their CSDP or broker of their intention to attend the General Meeting and request their CSDP or broker to issue them with the relevant letter of representation to attend the General Meeting in person or by proxy and vote. If they do not wish to attend the General Meeting in person or by proxy, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. **Such Shareholders must not use this Form of Proxy in respect of the General Meeting.**

Companies and other corporate bodies who are Shareholders having Shares registered in their own names may, instead of completing this Form of Proxy in respect of the General Meeting, appoint a duly authorised representative to represent them and exercise all of their rights at the General Meeting by giving written notice of the appointment of that representative.

Each Shareholder is entitled to appoint one or more proxies (who need not be a Shareholder of the Company) to attend, speak and vote in place of that Shareholder at the General Meeting.

Please read the notes on the reverse hereof carefully, which, amongst other things, set out the rights of Shareholders in terms of section 58 of the Companies Act with regard to the appointment of proxies.

I/We _____

(full name/s in BLOCK LETTERS)

of (address) _____

Telephone work () _____

Telephone home () _____

Cellphone number _____

Email address _____

being the holder of Shares in the capital of the Company, do hereby appoint (see note):

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the chairperson of the General Meeting,

as my/our proxy to act for me/us at the General Meeting convened for purposes of considering and, if deemed fit, passing, with or without modification, the resolutions ("**resolutions**") to be proposed thereat and at each adjournment or postponement thereof and to vote for and/or against the resolutions, and/or to abstain from voting for and/or against the resolutions, in respect of the shares registered in my/our name in accordance with the following instructions:



	Number of Shares		
	For	Against	Abstain
Special Resolution Number 1 Approval of the Repurchase of A Class Preference Shares in terms of section 48(8) of the Companies Act	Ordinary Shares		
	A Class Preference Shares		
	B Class Preference Shares		
Special Resolution Number 2 Approval of the Repurchase of B Class Preference Shares in terms of section 48(8) of the Companies Act	Ordinary Shares		
	A Class Preference Shares		
	B Class Preference Shares		
Special Resolution Number 3 Approval of the Repurchase of Ordinary Shares in terms of section 48(8) of the Companies Act if the Ordinary Share Scheme terminates or lapses	Ordinary Shares		
	A Class Preference Shares		
	B Class Preference Shares		
Special Resolution Number 4 Approval of the Specific Repurchase of Ordinary Shares in terms of paragraph 5.69(b) of the Listings Requirements if the Ordinary Share Scheme terminates or lapses	Ordinary Shares		
	A Class Preference Shares		
	B Class Preference Shares		
Ordinary Resolution Number 1 Approval of the Delisting in terms of paragraphs 1.15 and 1.16 of the Listings Requirements	Ordinary Shares		
	A Class Preference Shares		
	B Class Preference Shares		
Ordinary Resolution Number 2 Approval of the entry into all and any agreements pursuant to section 75(7)(b)(i) of the Companies Act, to the extent required	Ordinary Shares		
	A Class Preference Shares		
	B Class Preference Shares		

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of Shares than you own in the Company, insert the number of Shares held in respect of which you desire to vote.

If no directions are given, the proxy holder will be entitled to vote or to abstain from voting, as that proxy holder deems fit.

Signed at _____ on _____ 2020

Signature _____

Assisted by (where applicable) _____

Notes:

1. Summary of rights contained in section 58 of the Companies Act

In terms of section 58 of the Companies Act:-

- **a Shareholder may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a Shareholder) as a proxy to participate in, and speak and vote at, a shareholders meeting on behalf of such Shareholder;**
 - **a proxy may delegate his or her authority to act on behalf of a Shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;**
 - **irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant Shareholder chooses to act directly and in person in the exercise of any of such Shareholder's rights as a Shareholder;**
 - **any appointment by a Shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;**
 - **any appointment remains valid until the end of the meeting (or any adjournment or postponement thereof), unless it is revoked in the manner contemplated herein;**
 - **if an appointment of a proxy is revocable, a Shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the Company; and**
 - **a proxy appointed by a Shareholder is entitled to exercise, or abstain from exercising, any voting right of such Shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise (see notes 9 and 11).**
2. The Form of Proxy in respect of the General Meeting must only be used by Shareholders who hold Shares in certificated form or who are recorded on the sub-register in electronic form in "own name".
 3. This Form of Proxy in respect of the General Meeting will apply to all the Shares registered in the name of the Shareholder who signs this Form of Proxy on the General Meeting Voting Record Date (and all the votes associated with those shares) unless a lesser number of shares is inserted.
 4. A Shareholder entitled to attend and vote at the General Meeting may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space provided, with or without deleting "the chairperson of the General Meeting". The proxy need not be a Shareholder. If more than one name is inserted, the person whose name stands first on the Form of Proxy in respect of the General Meeting and who is present at the General Meeting will be entitled to act as proxy to the exclusion of such proxy(ies) whose names follow. If the name of the proxy is not inserted, the chairperson of the General Meeting will be appointed as proxy.
 5. The proxy appointed in this Form of Proxy in respect of the General Meeting may delegate the authority given to him or her in this Form of Proxy in respect of the General Meeting by delivering to the Company, in the manner required by these instructions, a further Form of Proxy in respect of the General Meeting which has been completed in a manner consistent with the authority given to the proxy in this Form of Proxy in respect of the General Meeting.
 6. Unless revoked in the manner contemplated in note 12 below, the appointment of proxy in terms of this Form of Proxy in respect of the General Meeting shall remain valid until the end of the General Meeting, even if the General Meeting or a part thereof is postponed or adjourned, to a date that is two months after the date on when it was signed. This Form of Proxy in respect of the General Meeting shall not be used at the resumption of the General Meeting (if adjourned), if it could not have been used at the General Meeting from which the adjournment took place for any reason other than that it was not lodged timeously for the General Meeting from which the adjournment took place.
 7. This Form of Proxy in respect of the General Meeting shall, in addition to the authority granted under the Companies Act, be deemed to confer the power generally to act at the General Meeting, subject to the specific direction as to the manner of voting in this Form of Proxy in respect of the General Meeting or on separate written instructions which accompany this Form of Proxy in respect of the General Meeting. A proxy is therefore entitled to exercise, or abstain from exercising, any voting right of the Shareholder without direction, except to the extent that the voting instructions are indicated on this Form of Proxy in respect of the General Meeting or on separate written instructions which accompany this Form of Proxy in respect of the General Meeting.
 8. If a Shareholder does not indicate on this Form of Proxy in respect of the General Meeting that its proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the General Meeting be proposed, or any resolution listed in the Form of Proxy in respect of the General Meeting is modified or amended, such proxy shall be entitled to vote as he or she thinks fit. If, however, the Shareholder has provided separate written instructions which accompany this Form of Proxy in respect of the General Meeting and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to above, then the proxy shall comply with those instructions.
 9. A Shareholder or the proxy is not obliged to cast all the votes exercisable by the Shareholder or by the proxy, but the total of the votes cast in respect of which abstention is recorded may not exceed the total number of the votes exercisable by the Shareholder or by the proxy.

10. A vote cast or act done in accordance with the terms of this Form of Proxy in respect of the General Meeting shall be valid in relation to the General Scheme Meeting, notwithstanding the previous death, insanity or other legal disability of the person appointing the proxy, or the revocation of the proxy, or the transfer of the shares in respect of which the proxy is given, unless notice as to any of the abovementioned matters shall have been received by the Transfer Secretaries or the chairperson of the General Meeting before the commencement or resumption of the General Meeting.
11. The completion and lodging of this Form of Proxy in respect of the General Meeting will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so. Accordingly, the appointment of a proxy in terms hereof is suspended at any time and to the extent that the Shareholder chooses to act directly and in person in the exercise of any rights as a Shareholder.
12. A Shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy, and (ii) delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Shareholder as of the later of (i) the date stated in the revocation instrument, if any, or (ii) the date on which the revocation instrument was delivered to the Company.
13. Any alteration or correction made to this Form of Proxy in respect of the General Meeting, other than the deletion of alternatives, must be initialled by the signatory(ies).
14. The chairperson of the General Meeting may reject or accept any Form of Proxy in respect of the General Meeting which is completed and/or received, other than in compliance with these notes and instructions or with the Memorandum of Incorporation of the Company, provided that the chairperson is satisfied as to the manner in which the Shareholder wishes to vote.
15. Documentary evidence establishing the authority of a person signing this Form of Proxy in respect of the General Meeting in a representative capacity must be attached to this Form of Proxy in respect of the General Meeting, unless previously recorded by the Company or unless this requirement is waived by the chairperson of the General Meeting.
16. A minor or any other person under legal incapacity must be assisted by his parent or guardian, as applicable, unless the relevant documents establishing his capacity are produced or have been registered with the Company.
17. Where there are joint holders of Shares:
 - any one holder may sign this Form of Proxy in respect of the General Meeting;
 - the vote(s) of the senior Shareholders (for that purpose, seniority will be determined by the order in which the names of Shareholders appear in the Company's Register of Shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint Shareholder(s).
18. **Forms of Proxy in respect of the General Meeting (pink) must be lodged with or mailed to Link Market Services South Africa Proprietary Limited:**

Hand deliveries to:

Link Market Services South Africa Proprietary Limited
 13th Floor, 19 Ameshoff Street
 Braamfontein, Johannesburg, 2001

Postal deliveries to:

Link Market Services South Africa Proprietary Limited
 PO Box 4844
 Johannesburg, 2000

or be **emailed** to meetfax@linkmarketservices.co.za,

to be received by no later than 10:00 on Tuesday, 17 November 2020 (or 48 hours (on Business Days only) before the resumption of an adjourned General Meeting which date, if necessary, will be released on SENS. Alternatively, the Form of Proxy in respect of the General Meeting (pink) may be handed to the chairperson of the Meeting immediately before the appointed proxy exercises any of the Shareholder's votes at the General Meeting.

19. If this Form of Proxy in respect of the General Meeting has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to the Shareholder must be delivered by the Company to (i) the Shareholder or (ii) the proxy or proxies, if the Shareholder has directed the Company in writing to do so and paid any reasonable fee charged by the Company for doing so.



Indequity Group Limited

INDEQUITY GROUP LIMITED
Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)
Share code: IDQ ISIN: ZAE000016606
("Indequity" or "the Company")

NOTICE CONVENING THE ORDINARY SHARE SCHEME MEETING

If you are in any doubt as to what action you should take in respect of the Ordinary Share Scheme Meeting and/or the following resolutions, please consult your CSDP, broker, banker, attorney, accountant or other professional advisor immediately.

All terms used in this notice convening the Ordinary Share Scheme Meeting ("**Notice convening the Ordinary Share Scheme Meeting**") shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular to which this Notice convening the Ordinary Share Scheme Meeting is attached.

Ordinary Shareholders are reminded that:

- an Ordinary Shareholder entitled to attend and vote at the Ordinary Share Scheme Meeting is entitled to appoint one or more proxies to attend, speak and vote in its stead at the Ordinary Share Scheme Meeting in the place of that Ordinary Shareholder, and Ordinary Shareholders are referred to the attached Form of Proxy in respect of the Ordinary Share Scheme Meeting (*yellow*) in this regard;
- a proxy need not also be an Ordinary Shareholder; and
- in terms of section 63(1) of the Companies Act, any person attending or participating in a meeting of Ordinary Shareholders must present reasonably satisfactory identification to the chairperson of the Ordinary Share Scheme Meeting, and the chairperson must be reasonably satisfied that the right of any person to participate in and vote (whether as Ordinary Shareholder or as proxy for an Ordinary Shareholder) has been reasonably verified.

A. NOTICE

Notice is hereby given that an Ordinary Share Scheme Meeting, as at the Ordinary Share Scheme Voting Record Date of Friday, 13 November 2020, will be held at 10:30 (or immediately following the General Meeting of Indequity Shareholders, whichever is earlier) on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709, for the purpose of considering, and, if deemed fit, passing, with or without modification, the resolutions set out hereafter.

B. WHO MAY ATTEND AND VOTE?

Ordinary Share Scheme Record Date

The Board determined that, in accordance with the requirements of section 62(3)(a), read with section 59 of the Companies Act, the Ordinary Share Scheme Voting Record Date, being the date on which Ordinary Shareholders who are entitled to attend and vote at the Ordinary Share Scheme Meeting will be determined, will be Friday, 13 November 2020. Accordingly, the last day to trade Ordinary Shares in order to be recorded in the Register to vote at the Ordinary Share Scheme Meeting will be Tuesday, 10 November 2020.

Attending in person or by proxy

If you hold Dematerialised Ordinary Shares which are registered in your own-name or if you are the registered holder of Certificated Ordinary Shares:

- you may attend the Ordinary Share Scheme Meeting in person; or
- alternatively, you may appoint a proxy to represent you at the Ordinary Share Scheme Meeting by completing the attached Form of Proxy in respect of the Ordinary Share Scheme Meeting (*yellow*) in accordance with the instructions contained therein and returning it to the Transfer Secretaries to be received by not later than 10:00 on Tuesday, 17 November 2020 (or 48 hours before the resumption of an adjourned Ordinary Share Scheme Meeting which date, if necessary, will be released on SENS), being 48 hours, excluding Saturdays, Sundays and South African public holidays, before the time of the Ordinary Share Scheme Meeting). Alternatively, the Form of Proxy in respect of the Ordinary Share Scheme Meeting (*yellow*) may be handed to the chairperson of the Ordinary Share Scheme Meeting immediately before the appointed proxy exercises any of the Ordinary Shareholder's votes at the Ordinary Share Scheme Meeting. A proxy need not be an Ordinary Shareholder of the Company.

The attached Form of Proxy in respect of the Ordinary Share Scheme Meeting (*yellow*) is only to be completed by those Ordinary Shareholders who:

- hold Ordinary Shares in Certificated form; or
- are recorded on the Uncertificated Securities Register in “own-name” dematerialised form.

If you hold Dematerialised Ordinary Shares which are not registered in your name:

- and wish to attend the Ordinary Share Scheme Meeting, you must obtain the necessary letter of representation from your CSDP or broker to attend the Ordinary Share Scheme Meeting in person or by proxy and vote;
- and do not wish to attend the Ordinary Share Scheme Meeting but would like your vote to be recorded at the meeting, you should contact your CSDP or broker and furnish them with your voting instructions in terms of the relevant custody agreement entered into between you and your CSDP or broker; and
- you must not complete the attached Form of Proxy in respect of the Ordinary Share Scheme Meeting (*yellow*).

Identification

In terms of section 63(1) of the Companies Act, any person attending or participating in a meeting of shareholders must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as shareholder or as proxy for a shareholder) has been reasonably verified. Accordingly, all Ordinary Shareholders will be required to provide reasonably satisfactory identification to the chairperson of the Ordinary Share Scheme Meeting in order to participate in and vote at the Ordinary Share Scheme Meeting.

Voting

On a show of hands, every Ordinary Shareholder who is present in person, by proxy or represented at the Ordinary Share Scheme Meeting shall have one vote (irrespective of the number of Ordinary Shares held) and on a poll, one vote in respect of each Ordinary Share held.

C. PURPOSE OF THE ORDINARY SHARE SCHEME MEETING

The purpose of the Ordinary Share Scheme Meeting is to consider, and if deemed fit, pass, with or without modification, all resolutions set out below.

SPECIAL RESOLUTION NUMBER 1: APPROVAL OF THE ORDINARY SHARE SCHEME RESOLUTION IN ACCORDANCE WITH SECTIONS 48(8), 114 AND 115 OF THE COMPANIES ACT

“**Resolved that**, subject to the passing of the Section 75 Resolution at the General Meeting of Indequity Shareholders, the Ordinary Share Scheme in terms of section 114(1) of the Companies Act (as more fully described in the Circular to which this notice convening the Ordinary Share Scheme Meeting is attached), proposed by the Board between Indequity and its Ordinary Shareholders, other than the Excluded Ordinary Shareholders, in terms of which, *inter alia*, Indequity will, subject to the fulfilment or waiver of the Ordinary Share Scheme Conditions (save for the Ordinary Share Scheme Condition relating to the passing of this special resolution), and on the Ordinary Share Scheme Implementation Date, repurchase all of the Ordinary Share Scheme Shares held by the Ordinary Share Scheme Participants, being a total of 3 303 736 Ordinary Shares, for a cash amount of R8.00 per Ordinary Share Scheme Share, pursuant to which the Ordinary Shares will be delisted, in accordance with paragraph 1.17(b) of the Listings Requirements from the Main Board of the JSE, be and is hereby approved as a special resolution in accordance with the requirements of sections 48(8)(a), 48(8)(b), 114(1)(e) and 115(2)(a) of the Companies Act, provided that the Ordinary Share Scheme will terminate and that this Special Resolution Number 1 will be treated as a nullity with immediate effect upon the Board’s determination that any or all of the Ordinary Share Scheme Conditions have not been fulfilled (or waived, to the extent possible) on or before the relevant date for fulfilment (or waiver, to the extent possible).”

The quorum requirement for Special Resolution Number 1 to be adopted is at least three Ordinary Shareholders present and sufficient persons being present to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised on such special resolution.

In accordance with section 115(4) of the Companies Act, the voting rights of holders of the Excluded Ordinary Shares are excluded for purposes of both determining whether the applicable quorum requirements are satisfied and voting on Special Resolution Number 1.

The percentage of voting rights required for Special Resolution Number 1 to be adopted is at least 75% of the voting rights that are entitled to be exercised on such special resolution.

ORDINARY RESOLUTION NUMBER 1: APPROVAL FOR THE DELISTING IN TERMS OF PARAGRAPHS 1.15 AND 1.16 OF THE LISTINGS REQUIREMENTS

“**Resolved that**, subject to, and conditional upon the passing of Special Resolution Number 1, the listing of all the Ordinary Shares on the JSE be terminated with effect from Tuesday, 29 December 2020, or such other date as the JSE may determine.”

The quorum requirement for Ordinary Resolution Number 1 to be adopted is at least three Ordinary Shareholders present and sufficient persons being present to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised on such ordinary resolution.

The percentage of voting rights required for Ordinary Resolution Number 1 to be adopted is more than 50% of the voting rights that are entitled to be exercised on such ordinary resolution.

ORDINARY RESOLUTION NUMBER 2: AUTHORITY GRANTED TO DIRECTORS

“Resolved that each Director of Indequity be and is hereby individually authorised to sign all such documents and do all such other things as may be necessary for or incidental to the implementation of the Ordinary Share Scheme.”

The quorum requirement for Ordinary Resolution Number 2 to be adopted is at least three Ordinary Shareholders present and sufficient persons being present to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised on such ordinary resolution.

The percentage of voting rights required for Ordinary Resolution Number 2 to be adopted is more than 50% of the voting rights that are entitled to be exercised on such ordinary resolution.

D. APPRAISAL RIGHTS FOR DISSENTING ORDINARY SHAREHOLDERS

In accordance with section 164 of the Companies Act, at any time before the special resolution as set out in this notice convening the Ordinary Share Scheme Meeting is voted on, an Ordinary Shareholder may give the Company a written notice objecting to the special resolution.

Within 10 Business Days after the Company has adopted the special resolution, the Company must send a notice that the special resolution has been adopted to each Ordinary Shareholder who:

- gave the Company a written notice of objection as contemplated above; and
- has neither withdrawn that notice nor voted in support of the special resolution.

An Ordinary Shareholder may demand that the Company pay the Ordinary Shareholder the fair value for all of the Ordinary Shares of the Company held by that person if:

- the Ordinary Shareholder has sent the Company a written notice of objection;
- the Company has adopted the special resolution; and
- the Ordinary Shareholder voted against the special resolution and has complied with all of the procedural requirements of section 164 of the Companies Act.

A copy of section 164 of the Companies Act is set out in **Annexure 6** to the Circular to which this notice convening the Ordinary Share Scheme Meeting is attached. Further detail regarding the process and consequences of an Ordinary Shareholder exercising its Appraisal Rights are set out in paragraph 5.1.6 of the Circular.

By order of the Board

Werner du Preez

Company Secretary

7 October 2020

Registered office

First Floor, Cascade House
Constantia Office Park
Corner 14th Avenue and Hendrik Potgieter Road
Constantia Kloof, 1709
(PO Box 5433, Weltevredenpark, 1715)

Transfer Secretaries

Link Market Services South Africa Proprietary Limited
(Registration number 2000/007239/07)
13th Floor
19 Ameshoff Street
Braamfontein, Johannesburg, 2001
(PO Box 4844, Johannesburg, 2000)



Indequity Group Limited

INDEQUITY GROUP LIMITED
Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)
Share code: IDQ ISIN: ZAE000016606
("Indequity" or "the Company")

FORM OF PROXY IN RESPECT OF THE ORDINARY SHARE SCHEME MEETING

For use only by Ordinary Shareholders (other than holders of the Excluded Ordinary Shares) who:

- hold Ordinary Shares in certificated form ("**Certificated Ordinary Shareholders**"); or
- have dematerialised their Ordinary Shares ("**Dematerialised Ordinary Shareholders**") and are registered with "own-name" registration,

at the meeting of Shareholders of the Company ("**Ordinary Share Scheme Meeting**") to be held at 10:30 (or immediately after the General Meeting of Indequity Shareholders, whichever is earlier) on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709.

All terms used in this Form of Proxy in respect of the Ordinary Share Scheme Meeting shall, unless the context otherwise requires or they are otherwise defined herein, have the meaning attributed to them in the Circular to which this Form of Proxy in respect of the Ordinary Share Scheme Meeting is attached.

Dematerialised Shareholders holding Ordinary Shares, other than with "own-name" registration, who wish to attend the Ordinary Share Scheme Meeting must inform their CSDP or broker of their intention to attend the Ordinary Share Scheme Meeting and request their CSDP or broker to issue them with the relevant letter of representation to attend the Ordinary Share Scheme Meeting in person or by proxy and vote. If they do not wish to attend the Ordinary Share Scheme Meeting in person or by proxy, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. **Such Ordinary Shareholders must not use this Form of Proxy in respect of the Ordinary Share Scheme Meeting.**

Companies and other corporate bodies who are Ordinary Shareholders having Ordinary Shares registered in their own names may, instead of completing this Form of Proxy in respect of the Ordinary Share Scheme Meeting, appoint a duly authorised representative to represent them and exercise all of their rights at the Ordinary Share Scheme Meeting by giving written notice of the appointment of that representative.

Each Ordinary Shareholder is entitled to appoint one or more proxies (who need not be an Ordinary Shareholder of the Company) to attend, speak and vote in place of that Ordinary Shareholder at the Ordinary Share Scheme Meeting.

Please read the notes on the reverse hereof carefully, which, amongst other things, set out the rights of Ordinary Shareholders in terms of section 58 of the Companies Act with regard to the appointment of proxies.

I/We _____

(full name/s in BLOCK LETTERS)

of (address) _____

Telephone work () _____

Telephone home () _____

Cellphone number _____

Email address _____

being the holder of Ordinary Shares in the capital of the Company, do hereby appoint (see note):

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the chairperson of the Ordinary Share Scheme Meeting,

as my/our proxy to act for me/us at the Ordinary Share Scheme Meeting convened for purposes of considering and, if deemed fit, passing, with or without modification, the resolutions ("**resolutions**") to be proposed thereat and at each adjournment or postponement thereof and to vote for and/or against the resolutions, and/or to abstain from voting for and/or against the resolutions, in respect of the shares registered in my/our name in accordance with the following instructions:

	Number of Ordinary Shares		
	For	Against	Abstain
Special Resolution Number 1 Approval of the Ordinary Share Scheme Resolution in accordance with the requirements of sections 48(8), 114 and 115 of the Companies Act			
Ordinary Resolution Number 1 Approval for the Delisting in terms of paragraphs 1.15 and 1.16 of the Listings Requirements			
Ordinary Resolution Number 2 Authority granted to directors			

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of Ordinary Shares than you own in the Company, insert the number of shares held in respect of which you desire to vote.

If no directions are given, the proxy holder will be entitled to vote or to abstain from voting, as that proxy holder deems fit.

Signed at _____ on _____ 2020

Signature _____

Assisted by (where applicable) _____

Notes:

1. Summary of rights contained in section 58 of the Companies Act

In terms of section 58 of the Companies Act:-

- **a Shareholder may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a Shareholder) as a proxy to participate in, and speak and vote at, a shareholders meeting on behalf of such Shareholder;**
 - **a proxy may delegate his or her authority to act on behalf of a Shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;**
 - **irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant Shareholder chooses to act directly and in person in the exercise of any of such Shareholder's rights as a Shareholder;**
 - **any appointment by a Shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;**
 - **any appointment remains valid until the end of the meeting (or any adjournment or postponement thereof), unless it is revoked in the manner contemplated herein;**
 - **if an appointment of a proxy is revocable, a Shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the Company; and**
 - **a proxy appointed by a Shareholder is entitled to exercise, or abstain from exercising, any voting right of such Shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise (see notes 9 and 11).**
2. The Form of Proxy in respect of the Ordinary Share Scheme Meeting must only be used by Ordinary Shareholders who hold shares in certificated form or who are recorded on the sub-register in electronic form in "own name".
 3. This Form of Proxy in respect of the Ordinary Share Scheme Meeting will apply to all the Ordinary Shares registered in the name of the Ordinary Shareholder who signs this Form of Proxy on the Ordinary Share Scheme Voting Record Date (and all the votes associated with those shares) unless a lesser number of shares is inserted.
 4. An Ordinary Shareholder entitled to attend and vote at the Ordinary Share Scheme Meeting may insert the name of a proxy or the names of two alternative proxies of the Ordinary Shareholder's choice in the space provided, with or without deleting "the chairperson of the Ordinary Share Scheme Meeting". The proxy need not be an Ordinary Shareholder. If more than one name is inserted, the person whose name stands first on the Form of Proxy in respect of the Ordinary Share Scheme Meeting and who is present at the Ordinary Share Scheme Meeting will be entitled to act as proxy to the exclusion of such proxy(ies) whose names follow. If the name of the proxy is not inserted, the chairperson of the Ordinary Share Scheme Meeting will be appointed as proxy.
 5. The proxy appointed in this Form of Proxy in respect of the Ordinary Share Scheme Meeting may delegate the authority given to him or her in this Form of Proxy in respect of the Ordinary Share Scheme Meeting by delivering to the Company, in the manner required by these instructions, a further Form of Proxy in respect of the Ordinary Share Scheme Meeting which has been completed in a manner consistent with the authority given to the proxy in this Form of Proxy in respect of the Ordinary Share Scheme Meeting.
 6. Unless revoked in the manner contemplated in note 12 below, the appointment of proxy in terms of this Form of Proxy in respect of the Ordinary Share Scheme Meeting shall remain valid until the end of the Ordinary Share Scheme Meeting, even if the Ordinary Share Scheme Meeting or a part thereof is postponed or adjourned, to a date that is two months after the date on when it was signed. This Form of Proxy in respect of the Ordinary Share Scheme Meeting shall not be used at the resumption of the Ordinary Share Scheme Meeting (if adjourned), if it could not have been used at the Ordinary Share Scheme Meeting from which the adjournment took place for any reason other than that it was not lodged timeously for the Ordinary Share Scheme Meeting from which the adjournment took place.
 7. This Form of Proxy in respect of the Ordinary Share Scheme Meeting shall, in addition to the authority granted under the Companies Act, be deemed to confer the power generally to act at the Ordinary Share Scheme Meeting, subject to the specific direction as to the manner of voting in this Form of Proxy in respect of the Ordinary Share Scheme Meeting or on separate written instructions which accompany this Form of Proxy in respect of the Ordinary Share Scheme Meeting. A proxy is therefore entitled to exercise, or abstain from exercising, any voting right of the Ordinary Shareholder without direction, except to the extent that the voting instructions are indicated on this Form of Proxy in respect of the Ordinary Share Scheme Meeting or on separate written instructions which accompany this Form of Proxy in respect of the Ordinary Share Scheme Meeting.
 8. If an Ordinary Shareholder does not indicate on this Form of Proxy in respect of the Ordinary Share Scheme Meeting that its proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the Ordinary Share Scheme Meeting be proposed, or any resolution listed in the Form of Proxy in respect of the Ordinary Share Scheme Meeting is modified or amended, such proxy shall be entitled to vote as he or she thinks fit. If, however, the Ordinary Shareholder has provided separate written instructions which accompany this Form of Proxy in respect of the Ordinary Share Scheme Meeting and

which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to above, then the proxy shall comply with those instructions.

9. An Ordinary Shareholder or the proxy is not obliged to cast all the votes exercisable by the Ordinary Shareholder or by the proxy, but the total of the votes cast in respect of which abstention is recorded may not exceed the total number of the votes exercisable by the Ordinary Shareholder or by the proxy.
10. A vote cast or act done in accordance with the terms of this Form of Proxy in respect of the Ordinary Share Scheme Meeting shall be valid in relation to the Ordinary Share Scheme Meeting, notwithstanding the previous death, insanity or other legal disability of the person appointing the proxy, or the revocation of the proxy, or the transfer of the Shares in respect of which the proxy is given, unless notice as to any of the abovementioned matters shall have been received by the Transfer Secretaries or the chairperson of the Ordinary Share Scheme Meeting before the commencement or resumption of the Ordinary Share Scheme Meeting.
11. The completion and lodging of this Form of Proxy in respect of the Ordinary Share Scheme Meeting will not preclude the relevant Ordinary Shareholder from attending the Ordinary Share Scheme Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Ordinary Shareholder wish to do so. Accordingly, the appointment of a proxy in terms hereof is suspended at any time and to the extent that the Ordinary Shareholder chooses to act directly and in person in the exercise of any rights as an Ordinary Shareholder.
12. An Ordinary Shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy, and (ii) delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Ordinary Shareholder as of the later of (i) the date stated in the revocation instrument, if any, or (ii) the date on which the revocation instrument was delivered to the Company.
13. Any alteration or correction made to this Form of Proxy in respect of the Ordinary Share Scheme Meeting, other than the deletion of alternatives, must be initialled by the signatory(ies).
14. The chairperson of the Ordinary Share Scheme Meeting may reject or accept any Form of Proxy in respect of the Ordinary Share Scheme Meeting which is completed and/or received, other than in compliance with these notes and instructions or with the Memorandum of Incorporation of the Company, provided that the chairperson is satisfied as to the manner in which the Ordinary Shareholder wishes to vote.
15. Documentary evidence establishing the authority of a person signing this Form of Proxy in respect of the Ordinary Share Scheme Meeting in a representative capacity must be attached to this Form of Proxy in respect of the Ordinary Share Scheme Meeting, unless previously recorded by the Company or unless this requirement is waived by the chairperson of the Ordinary Share Scheme Meeting.
16. A minor or any other person under legal incapacity must be assisted by his parent or guardian, as applicable, unless the relevant documents establishing his capacity are produced or have been registered with the Company.
17. Where there are joint holders of Ordinary Shares:
 - any one holder may sign this Form of Proxy in respect of the Ordinary Share Scheme Meeting;
 - the vote(s) of the senior Ordinary Shareholders (for that purpose, seniority will be determined by the order in which the names of Ordinary Shareholders appear in the Company's Register of Shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint Ordinary Shareholder(s).

18. Forms of Proxy in respect of the Ordinary Share Scheme Meeting (green) must be lodged with or mailed to Link Market Services South Africa Proprietary Limited:

Hand deliveries to:

Link Market Services South Africa Proprietary Limited
13th Floor, 19 Ameshoff Street
Braamfontein, Johannesburg, 2001

Postal deliveries to:

Link Market Services South Africa Proprietary Limited
PO Box 4844
Johannesburg, 2000

or be **emailed** to meetfax@linkmarketservices.co.za,

to be received by no later than 10:00 on Tuesday, 17 November 2020 (or 48 hours (on Business Days only) before the resumption of an adjourned Ordinary Share Scheme Meeting which date, if necessary, will be released on SENS. Alternatively, the Form of Proxy in respect of the Ordinary Share Scheme Meeting (yellow) may be handed to the chairperson of the Ordinary Share Scheme Meeting immediately before the appointed proxy exercises any of the Ordinary Shareholder's votes at the Ordinary Share Scheme Meeting.

19. If this Form of Proxy in respect of the Ordinary Share Scheme Meeting has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to the Ordinary Shareholder must be delivered by the Company to (i) the Ordinary Shareholder or (ii) the proxy or proxies, if the Ordinary Shareholder has directed the Company in writing to do so and paid any reasonable fee charged by the Company for doing so.



Indequity Group Limited

INDEQUITY GROUP LIMITED
Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)
Share code: IDQ ISIN: ZAE000016606
("Indequity" or "the Company")

**FORM OF SURRENDER AND TRANSFER IN RESPECT OF THE ORDINARY SHARE SCHEME
("FORM")**

Important notes concerning this Form:

- This Form is only for use in respect of the scheme of arrangement proposed by the Board between Indequity and its Ordinary Shareholders ("**the Ordinary Share Scheme**") in accordance with the requirements of section 114(1) of the Companies Act, 2008 (Act 71 of 2008), as amended ("**Companies Act**").
- Full details of the Ordinary Share Scheme are contained in the Circular to Shareholders of Indequity, dated Wednesday, 7 October 2020 ("**Circular**"), to which this Form is attached and forms part. Accordingly, all terms used in this Form shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular.
- **This Form is attached for use by Certificated Ordinary Shareholders who, as set out in paragraph 3.2 of the section of the Circular entitled 'Action Required by Ordinary Shareholders', if the Ordinary Share Scheme becomes operative, will be required to surrender their Documents of Title in respect of all their Ordinary Shares in order to claim the Ordinary Share Scheme Consideration payable to them.**
- **HOLDERS OF DEMATERIALISED ORDINARY SHARES MUST NOT COMPLETE THIS FORM.**

INSTRUCTIONS:

1. The surrender of Documents of Title is for use only by Ordinary Share Scheme Participants who are Certificated Ordinary Shareholders.
2. A separate Form is required for each Certificated Ordinary Share Scheme Participant.
3. Part A must be completed by all Ordinary Share Scheme Participants who return this Form.
4. Part B must be completed by all Ordinary Share Scheme Participants who are emigrants from South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Eswatini (collectively "the Common Monetary Area").
5. If this Form is returned with the relevant Documents of Title to Shares, it will be treated as a conditional surrender which is made subject to the Ordinary Share Scheme becoming operative. In the event of the Ordinary Share Scheme not becoming operative for any reason whatsoever, Link Market Services South Africa Proprietary Limited will, by not later than five Business Days after the date upon which it becomes known that the Ordinary Share Scheme will not be operative, return the Documents of Title to the Ordinary Shareholders concerned, by registered post, at the risk of such Ordinary Shareholders.
6. Persons who have acquired Ordinary Shares in Indequity after the date of the issue of the Circular to which this Form is attached, may obtain copies of the Form and the Circular from Link Market Services South Africa Proprietary Limited, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000).
7. The Ordinary Share Scheme Consideration will not be sent to Certificated Ordinary Share Scheme Participants unless and until Documents of Title in respect of the relevant Ordinary Share Scheme Shares have been surrendered to Link Market Services South Africa Proprietary Limited.

To: **Link Market Services South Africa Proprietary Limited**
13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001
(PO Box 4844, Johannesburg, 2000)



Dear Sirs

PART A: To be completed by ALL Ordinary Share Scheme Participants who return this Form.

I/We, the undersigned Ordinary Share Scheme Participant, hereby surrender the Indequity share certificate/s and/or other Documents of Title attached hereto, representing ordinary shares with a par value of R0.001 each, registered in the name of the person mentioned below and authorise the Transfer Secretaries, conditional upon the Ordinary Share Scheme becoming operative, to register the transfer of such Ordinary Shares into the name of Indequity as follows:

Name of Ordinary Shareholder	Certificate number(s)	Number of Ordinary Shares covered by each certificate(s) enclosed
Total		

Surname or Name of corporate body:
First name(s) in full
Title (Mr, Mrs, Miss, Ms, etc)
Address to which the Ordinary Share Scheme Consideration should be sent (if different from registered address)
Postal code

Note:

Signature of Ordinary Shareholders	Name and address of agent lodging this Form (if any)
Assisted by me (if applicable)	
(State full name and capacity)	
Date 2020	
Telephone number (Home) ()	
Telephone number (Work) ()	
Cellphone number	

PART B: To be completed by emigrants of the Common Monetary Area.

Nominated authorised dealer in the case of an Ordinary Share Scheme Participant who is an emigrant from the Common Monetary Area (see note 3 below). **NB: PART A must also be completed.**

Name of dealer	Account number
Address	

PART C: Bank Account details of Ordinary Shareholders.

To be completed in BLOCK CAPITALS by Ordinary Shareholders wishing to receive payment of the Ordinary Share Scheme Consideration by means of EFT.

I/We, being a holder/s of Ordinary Shares hereby request that the Ordinary Share Scheme Consideration be electronically deposited into my/our bank account, the details of which are as follows:

Name of account holder (no third party accounts):		
Bank name:		
Branch name:		
Branch code:		
Account number:		
Signature of Ordinary Shareholder:		
Assisted by me (if applicable):		
(State full name and capacity):		
Date:		
Tel (Home) ()	Tel (Work) ()	Cell phone

In terms of FICA, Link Market Services South Africa Proprietary Limited will only be able to record the bank details if certified true copies of the Ordinary Shareholder's identity document and bank statement are submitted with this Form.

PART D: To be completed in BLOCK CAPITALS by Ordinary Shareholders who are emigrants from the Common Monetary Area (“emigrants”) and non-residents of the Common Monetary Area (see notes 3 and 4 below).

The Ordinary Share Scheme Consideration will be forwarded to the authorised dealer in foreign exchange in South Africa controlling the emigrant’s blocked assets in terms of the Exchange Control Regulations as nominated below for its control and credited to the emigrant’s blocked assets account. Accordingly, Ordinary Shareholder emigrants must provide the following information:

Name of authorised dealer:
Account number:
Address:
Signature of authorised dealer:

If emigrants make no nomination above, the Company Secretary will hold the consideration in trust for the benefit of the emigrants concerned until lawfully claimed by such Ordinary Share Scheme Participant for a maximum period of five years, after which such funds shall be made over to the Guardian’s Fund. Non-residents: Must complete Part D if they wish the Ordinary Share Scheme Consideration to be paid to an authorised dealer in South Africa.

Notes and instructions:

1. Applications under this Form are irrevocable and may not be withdrawn once submitted.
2. Ordinary Share Scheme Participants should consult their professional advisors in case of doubt as to the correct completion of this Form.
3. Emigrants from the Common Monetary Area must complete Part B.
4. All other non-residents of the Common Monetary Area must complete Part D if they wish the Ordinary Share Scheme Consideration to be paid to an authorised dealer in South Africa.
5. If Part B is not properly completed by emigrants, the Ordinary Share Scheme Consideration will be held in trust by the Company Secretary pending receipt of the necessary nomination or instruction. No interest will be paid on the amount so held in trust.
6. No receipts will be issued for documents lodged unless specifically requested. In compliance with the requirements of the JSE Limited (“JSE”), lodging agents are requested to prepare special transaction receipts, if required. Signatories may be called upon for evidence of their authority or capacity to sign this Form.
7. Persons who are emigrants from the Common Monetary Area should nominate the authorised dealer in foreign exchange in South Africa which has control of their blocked assets in Part B of this Form. Failing such nomination, the Ordinary Share Scheme Consideration due to such Ordinary Share Scheme Participants in accordance with the provisions of the Ordinary Share Scheme will be held by Indequity, pending instructions from the Ordinary Share Scheme Participants concerned.
8. Any alteration to this Form must be signed in full and not merely initialled.
9. If this Form is signed under a power of attorney, then such power of attorney, or a notarially certified copy thereof, must be sent with this Form for noting (unless it has already been noted by Indequity or the Transfer Secretaries). This does not apply in the event of this Form bearing a JSE broker’s stamp.
10. Where the Ordinary Share Scheme Participant is a company or a close corporation, unless it has already been registered with Indequity or the Transfer Secretaries, a certified copy of the directors’ or members’ resolution authorising the signing of this Form must be submitted if so requested by Indequity.
11. If this Form is not signed by the Ordinary Share Scheme Participant, the Ordinary Share Scheme Participant will be deemed to have irrevocably appointed the Transfer Secretaries to implement the Ordinary Share Scheme Participant’s obligations under the Ordinary Share Scheme on his or her behalf.
12. Where there are any joint holders of any Ordinary Share Scheme Shares, only that holder whose name stands first in the Register in respect of such Ordinary Shares need sign this Form.
13. A minor must be assisted by his or her parent or guardian, unless the relevant documents establishing his or her legal capacity are produced or have been registered by the Transfer Secretaries.
14. Should you surrender your Documents of Title in anticipation of the Ordinary Share Scheme becoming operative and the Ordinary Share Scheme then does not become operative, the Transfer Secretaries shall, within five Business Days of either the date upon which it becomes known that the Ordinary Share Scheme will not be implemented or on receipt by the Transfer Secretaries of the relevant Documents of Title, whichever is the later, return the Documents of Title to you by post at your risk.





Indequity Group Limited

INDEQUITY GROUP LIMITED
Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)
Share code: IDQ ISIN: ZAE000016606
("Indequity" or "the Company")

FORM OF ACCEPTANCE AND TRANSFER FOR THE GENERAL OFFER (FOR USE BY CERTIFICATED ORDINARY SHAREHOLDERS ONLY)

Important notes concerning this Form:

- This Form is only for use by Eligible Ordinary Shareholders holding Certificated Ordinary Shares ("**Certificated Eligible Ordinary Shareholders**") in respect of the General Offer proposed by Indequity.
- Full details of the General Offer are contained in the Circular to Shareholders of Indequity, dated Wednesday, 7 October 2020 ("**Circular**"), to which this Form is attached and forms part. Accordingly, all terms used in this Form shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular.
- **This Form is attached for use by Certificated Eligible Ordinary Shareholders for purposes of accepting the General Offer and Tendering General Offer Shares in terms of the General Offer.**
- **HOLDERS OF DEMATERIALISED ORDINARY SHARES MUST NOT COMPLETE THIS FORM.**

INSTRUCTIONS:

1. A separate Form is required for each Certificated Eligible Ordinary Shareholder.
2. Certificated Eligible Ordinary Shareholders must complete this form in **BLOCK CAPITALS**.
3. The surrender of Documents of Title is for use only by General Offer Participants who are Certificated Ordinary Shareholders.
4. If you complete the Form of Surrender and Transfer (*orange*) and return it, together with the relevant Documents of Title, to the Transfer Secretaries in anticipation of the Ordinary Share Scheme becoming operative, you will still be required to complete this Form, but you will not be required to surrender your Documents of Title again.
5. Part A must be completed by all Certificated Eligible Ordinary Shareholders who return this Form.
6. Part B must be completed by a Certificated Eligible Ordinary Shareholder who completed Part A and who is an emigrant from, or non-resident of, South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Eswatini (collectively, the "**Common Monetary Area**").
7. Part C must be completed by Certificated Eligible Ordinary Shareholders who completed Part A and who elect to receive the General Offer Consideration to be made by way of the electronic flow of funds.
8. The completed Form and the Documents of Title in respect of the General Offer Shares Tendered must be returned to the Transfer Secretaries so as to be received by not later than 12:00 on the General Offer Closing Date.
9. Once this Form is received by the Transfer Secretaries, your acceptance of the General Offer will be final, and you may not withdraw your acceptance unless expressly permitted by the Companies Regulations.
10. If you do not validly accept the General Offer by 12:00 on the General Offer Closing Date, you will be deemed to have declined the General Offer. Late acceptances may be accepted or rejected at Indequity's absolute and sole discretion.
11. If this Form is returned with the relevant Documents of Title to the General Offer Shares, it will be treated as a conditional surrender which is made subject to the General Offer becoming wholly unconditional. In the event of the General Offer not becoming wholly unconditional for any reason whatsoever the Transfer Secretaries will, by not later than five Business Days after the date upon which it becomes known that the General Offer will not become wholly unconditional, return the Documents of Title to the Shareholders concerned, by registered post, at the risk of such Ordinary Shareholders.
12. Persons who have acquired Ordinary Shares after the date of the issue of the Circular to which this Form is attached, may obtain copies of the Form and the Circular from the Transfer Secretaries.
13. The General Offer Consideration will not be sent to Certificated General Offer Participants unless and until Documents of Title in respect of the relevant General Offer Shares have been surrendered to the Transfer Secretaries.

To: **Link Market Services South Africa Proprietary Limited**
13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001
(PO Box 4844, Johannesburg, 2000)

Dear Sirs

PART A: To be completed by ALL General Offer Participants who return this Form.

I/We hereby surrender the Indequity share certificate/s and/or other Documents of Title attached hereto, representing ordinary shares with a par value of R0.001 each, registered in the name of the person mentioned below and authorise the Transfer Secretaries, conditional upon the General Offer becoming operative, to register the transfer of such Ordinary Shares into the name of Indequity as follows:

Name of Ordinary Shareholder	Certificate number(s)	Number of Ordinary Shares covered by each certificate(s) enclosed
	Total	

Surname or Name of corporate body:
First name(s) in full
Title (Mr, Mrs, Miss, Ms, etc)
Address to which the General Offer Consideration should be sent (if different from registered address)
Postal code

Note:

Signature of Ordinary Shareholder	Name and address of agent lodging this Form (if any)
Assisted by me (if applicable)	
(State full name and capacity)	
Date 2020	
Telephone number (Home) ()	
Telephone number (Work) ()	
Cellphone number	

PART B: To be completed by a Certificated Eligible Ordinary Shareholder who completed Part A and who is an emigrant from, or non-resident of, the Common Monetary Area (see notes 3 and 4 below).

In the case of Certificated Eligible Ordinary Shareholders who are emigrants: The General Offer Consideration will be posted, or transferred (at the risk of the Certificated Eligible Ordinary Shareholders) to the Authorised Dealer nominated by the Certificated Eligible Ordinary Shareholders below for its control and credited to the emigrant's capital account. Accordingly, non-residents who are emigrants must provide the following information:

NB: PART A must also be completed.

Name of Authorised Dealer:	Stamp and address of agent lodging this Form (if any)
Account number:	
Address:	
Signature of Authorised Dealer:	

If emigrants make no nomination above, the Transfer Secretaries will hold the consideration in trust for the benefit of the emigrants concerned until lawfully claimed by such General Offer Participant for a maximum period of five years, after which such funds shall be paid over to the Guardian's Fund.

In the case of all other Certificated Eligible Ordinary Shareholders: The General Offer Consideration will be posted, to the registered address of the non-resident concerned, unless written instructions to the contrary are received and a substitute address is provided below (in each case at the risk of the Certificated Eligible Ordinary Shareholder):

Substitute address:	Stamp and address of agent lodging this Form (if any)
Signature of Shareholder:	
Name of Authorised Dealer:	
Signature of Authorised Dealer:	

PART C: To be completed by Certificated Eligible Ordinary Shareholders who completed Part A and who elect to receive the General Offer Consideration to be made by way of the electronic flow of funds.

To be completed in BLOCK CAPITALS by Certificated Eligible Ordinary Shareholders wishing to receive payment of the General Offer Consideration by means of EFT.

I/We, being a holder/s of General Offer Shares hereby request that the General Offer Consideration be electronically deposited into my/our bank account, the details of which are as follows:

Name of account holder (no third party accounts):		
Bank name:		
Branch name:		
Branch code:		
Account number:		
Signature of Ordinary Shareholder:		
Assisted by me (if applicable):		
(State full name and capacity):		
Date:		
Tel (Home) ()	Tel (Work) ()	Cell phone

In terms of FICA, Link Market Services South Africa Proprietary Limited will only be able to record the bank details if certified true copies of the Ordinary Shareholder's identity document and bank statement are submitted with this Form.

Indequity undertakes no responsibility for verification of the banking details provided above nor for the authenticity of the signature above. Certificated Eligible Ordinary Shareholders warrant the correctness of the above banking details and indemnify and hold Indequity harmless against any loss for funds having been paid into the account, details of which have been provided above.



Notes and instructions:

1. Applications under this Form are irrevocable and may not be withdrawn once submitted.
2. General Offer Participants should consult their professional advisors in case of doubt as to the correct completion of this Form.
3. Emigrants of the Common Monetary Area must, in addition to Part A, also complete Part B. If Part B is not properly completed, the General Offer Consideration will be held in trust by Indequity or the Transfer Secretaries until claimed for a maximum period of five years, after which period such funds shall be paid over to the Guardians Fund of the Court. No interest will accrue or be paid on any General Offer Consideration so held in trust.
4. All other non-residents of the Common Monetary Area must also complete Part B if they wish the General Offer Consideration to be to be paid to an Authorised Dealer in South Africa.
5. Persons who are emigrants from the Common Monetary Area should nominate the Authorised Dealer in foreign exchange in South Africa which has control of their remaining assets in Part B of this Form. Failing such nomination, the General Offer Consideration due to such General Offer Participants in accordance with the provisions of the General Offer will be held by Indequity or the Transfer Secretaries, pending instructions from the General Offer Participants concerned.
6. The General Offer Consideration will not be sent to General Offer Participants unless and until Documents of Title in respect of the relevant General Offer Shares have been surrendered to the Transfer Secretaries.
7. If a Certificated Eligible Ordinary Shareholder produces evidence to the satisfaction of Indequity that Documents of Title in respect of General Offer Shares have been lost or destroyed, Indequity may waive the surrender of such Documents of Title against delivery of a duly executed indemnity (including against any damage, expense, loss or payment that Indequity, or any of its duly authorised representatives, may incur or suffer by reason of, or arising from, the payment of the General Offer Consideration to such person) in a form and on terms and conditions approved by Indequity, or may in their discretion waive such indemnity.
8. If this Form is not signed by the Certificated Eligible Ordinary Shareholder, the Certificated Eligible Ordinary Shareholder will be deemed to have irrevocably appointed the Transfer Secretaries to implement that Certificated Eligible Ordinary Shareholder's obligations under the General Offer, as the case may be, on his/her behalf.
9. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the JSE, lodging agents are requested to prepare special transaction receipts. Signatories may be called upon for evidence of their authority or capacity to sign this Form.
10. Any alteration to this Form must be signed in full and should not be merely initialled.
11. If this Form is signed under a power of attorney, then such power of attorney, or a notarially certified copy hereof, must be sent with this Form for noting (unless it has already been noted by Indequity or the Transfer Secretaries).
12. Where the Certificated Eligible Ordinary Shareholder is a company or a close corporation, unless it has already been registered with Indequity or the Transfer Secretaries, a certified copy of the directors' or members' resolution authorising the signing of this Form must be submitted if so requested by Indequity.
13. A minor must be assisted by his parent or guardian, unless the relevant documents establishing his legal capacity are produced or have been registered by Indequity or the Transfer Secretaries.
14. Notes 11, 12 and 13 do not apply in the case of a form bearing a JSE Broker's stamp.
15. Where General Offer Shares are held jointly, only the holder whose name stands first in the Register must sign this Form.



Indequity Group Limited

INDEQUITY GROUP LIMITED
Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)
Share code: IDQ ISIN: ZAE000016606
("Indequity" or "the Company")

NOTICE CONVENING THE A CLASS PREFERENCE SHARE SCHEME MEETING

If you are in any doubt as to what action you should take in respect of the A Class Preference Share Scheme Meeting and/or the following resolutions, please consult your CSDP, broker, banker, attorney, accountant or other professional advisor immediately.

All terms used in this notice convening the A Class Preference Share Scheme Meeting ("**Notice convening the A Class Preference Share Scheme Meeting**") shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular to which this Notice convening the A Class Preference Share Scheme Meeting is attached.

A Class Preference Shareholders are reminded that:

- **an A Class Preference Shareholder entitled to attend and vote at the A Class Preference Share Scheme Meeting is entitled to appoint one or more proxies to attend, speak and vote in its stead at the A Class Preference Share Scheme Meeting in the place of that A Class Preference Shareholder, and A Class Preference Shareholders are referred to the attached Form of Proxy in respect of the A Class Preference Share Scheme Meeting (*green*) in this regard;**
- **a proxy need not also be an A Class Preference Shareholder; and**
- **in terms of section 63(1) of the Companies Act, any person attending or participating in a meeting of A Class Preference Shareholders must present reasonably satisfactory identification to the chairperson of the A Class Preference Share Scheme Meeting, and the chairperson must be reasonably satisfied that the right of any person to participate in and vote (whether as A Class Preference Shareholder or as proxy for an A Class Preference Shareholder) has been reasonably verified.**

A. NOTICE

Notice is hereby given that an A Class Preference Share Scheme Meeting, as at the A Class Preference Share Scheme Voting Record Date of Friday, 13 November 2020, will be held at 11:00 (or immediately following the Ordinary Share Scheme Meeting, whichever is earlier) on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709, for the purpose of considering, and, if deemed fit, passing, with or without modification, the resolutions set out hereafter.

B. WHO MAY ATTEND AND VOTE?

A Class Preference Share Scheme Record Date

The Board determined that, in accordance with the requirements of section 62(3)(a), read with section 59 of the Companies Act, the A Class Preference Share Scheme Voting Record Date, being the date on which A Class Preference Shareholders who are entitled to attend and vote at the A Class Preference Share Scheme Meeting will be determined, will be Friday, 13 November 2020. Accordingly, the last day to trade A Class Preference Shares in order to be recorded in the Register to vote at the A Class Preference Share Scheme Meeting will be Tuesday, 10 November 2020.

Attending in person or by proxy

If you are the registered holder of A Class Preference Shares:

- you may attend the A Class Preference Share Scheme Meeting in person; or
- alternatively, you may appoint a proxy to represent you at the A Class Preference Share Scheme Meeting by completing the attached Form of Proxy in respect of the A Class Preference Share Scheme Meeting (*green*) in accordance with the instructions contained therein and returning it to the Transfer Secretaries to be received by not later than 10:00 on Tuesday, 17 November 2020 (or 48 hours before the resumption of an adjourned A Class Preference Share Scheme Meeting which date, if necessary, will be released on SENS), being 48 hours, excluding Saturdays, Sundays and South African public holidays, before the time of the A Class Preference Share Scheme Meeting). Alternatively, the Form of Proxy in respect of the A Class Preference Share Scheme Meeting (*green*) may be handed to the chairperson of the A Class Preference Share Scheme Meeting immediately before the appointed proxy exercises any of the A Class Preference Shareholder's votes at the A Class Preference Share Scheme Meeting. A proxy need not be an A Class Preference Shareholder of the Company.

Identification

In terms of section 63(1) of the Companies Act, any person attending or participating in a meeting of shareholders must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as shareholder or as proxy for a shareholder) has been reasonably verified. Accordingly, all A Class Preference Shareholders will be required to provide reasonably satisfactory identification to the chairperson of the A Class Preference Share Scheme Meeting in order to participate in and vote at the A Class Preference Share Scheme Meeting.

Voting

On a show of hands, every A Class Preference Shareholder who is present in person, by proxy or represented at the A Class Preference Share Scheme Meeting shall have one vote (irrespective of the number of A Class Preference Shares held) and on a poll, one vote in respect of each A Class Preference Share held.

C. PURPOSE OF THE A CLASS PREFERENCE SHARE SCHEME MEETING

The purpose of the A Class Preference Share Scheme Meeting is to consider, and if deemed fit, pass, with or without modification, all resolutions set out below.

SPECIAL RESOLUTION NUMBER 1: APPROVAL OF THE A CLASS PREFERENCE SHARE SCHEME RESOLUTION IN ACCORDANCE WITH SECTIONS 48(8), 114 AND 115 OF THE COMPANIES ACT

“Resolved that, subject to the passing of the Section 75 Resolution at the General Meeting of Indequity Shareholders, the A Class Preference Share Scheme in terms of section 114(1) of the Companies Act (as more fully described in the Circular to which this notice convening the A Class Preference Share Scheme Meeting is attached), proposed by the Board between Indequity and its A Class Preference Shareholders, other than the Excluded A Class Preference Shareholders, in terms of which, *inter alia*, Indequity will, subject to the fulfilment or waiver of the A Class Preference Share Conditions (save for the A Class Preference Share Condition relating to the passing of this special resolution), and on the A Class Preference Share Scheme Implementation Date, repurchase all of the A Class Preference Share Scheme Shares held by the A Class Preference Share Scheme Participants, being a total of 7 536 545 A Class Preference Shares, for a cash amount of R0.102 per A Class Preference Share Scheme Share, be and is hereby approved as a special resolution in accordance with the requirements of sections 48(8)(a), 48(8)(b), 114(1)(e) and 115(2)(a) of the Companies Act, provided that the A Class Preference Share Scheme will terminate and that this Special Resolution Number 1 will be treated as a nullity with immediate effect upon the Board’s determination that any or all of the A Class Preference Share Scheme Conditions Precedent have not been fulfilled (or waived, to the extent possible) on or before the relevant date for fulfilment (or waiver, to the extent possible).”

The quorum requirement for Special Resolution Number 1 to be adopted is at least three A Class Preference Shareholders present and sufficient persons being present to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised on such special resolution.

In accordance with section 115(4) of the Companies Act, the voting rights of holders of the Excluded A Class Preference Shares are excluded for purposes of both determining whether the applicable quorum requirements are satisfied and voting on Special Resolution Number 1.

The percentage of voting rights required for Special Resolution Number 1 to be adopted is at least 75% of the voting rights that are entitled to be exercised on such special resolution.

ORDINARY RESOLUTION NUMBER 1: AUTHORITY GRANTED TO DIRECTORS

“Resolved that each Director of Indequity be and is hereby individually authorised to sign all such documents and do all such other things as may be necessary for or incidental to the implementation of the A Class Preference Share Scheme.”

The quorum requirement for Ordinary Resolution Number 1 to be adopted is at least three A Class Preference Shareholders present and sufficient persons being present to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised on such ordinary resolution.

The percentage of voting rights required for Ordinary Resolution Number 1 to be adopted is more than 50% of the voting rights that are entitled to be exercised on such ordinary resolution.

D. APPRAISAL RIGHTS FOR DISSENTING A CLASS PREFERENCE SHAREHOLDERS

In accordance with section 164 of the Companies Act, at any time before the special resolution as set out in this notice convening the A Class Preference Share Scheme Meeting is voted on, an A Class Preference Shareholder may give the Company a written notice objecting to the special resolution.

Within 10 Business Days after the Company has adopted the special resolution, the Company must send a notice that the special resolution has been adopted to each A Class Preference Shareholder who:

- gave the Company a written notice of objection as contemplated above; and
- has neither withdrawn that notice nor voted in support of the special resolution.

An A Class Preference Shareholder may demand that the Company pay the A Class Preference Shareholder the fair value for all of the A Class Preference Shares of the Company held by that person if:

- the A Class Preference Shareholder has sent the Company a written notice of objection;
- the Company has adopted the special resolution; and
- the A Class Preference Shareholder voted against the special resolution and has complied with all of the procedural requirements of section 164 of the Companies Act.

A copy of section 164 of the Companies Act is set out in **Annexure 6** to the Circular to which this notice convening the A Class Preference Share Scheme Meeting is attached. Further detail regarding the process and consequences of an A Class Preference Shareholder exercising its Appraisal Rights are set out in paragraph 7.1.6 of the Circular.

By order of the Board

Werner du Preez
Company Secretary

7 October 2020

Registered office

First Floor, Cascade House
Constantia Office Park
Corner 14th Avenue and Hendrik Potgieter Road
Constantia Kloof, 1709
(PO Box 5433, Weltevredenpark, 1715)

Transfer Secretaries

Link Market Services South Africa Proprietary Limited
(Registration number 2000/007239/07)
13th Floor
19 Ameshoff Street
Braamfontein, Johannesburg, 2001
(PO Box 4844, Johannesburg, 2000)



Indequity Group Limited

INDEQUITY GROUP LIMITED
Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)
Share code: IDQ ISIN: ZAE000016606
("Indequity" or "the Company")

FORM OF PROXY IN RESPECT OF THE A CLASS PREFERENCE SHARE SCHEME MEETING

For use only by A Class Preference Shareholders (other than holders of the Excluded A Class Preference Shares) who hold A Class Preference Shares in certificated form ("**Certificated A Class Preference Shareholders**" at the meeting of A Class Preference Shareholders of the Company ("**A Class Preference Share Scheme Meeting**") to be held at 11:00 (or immediately after the Ordinary Share Scheme Meeting, whichever is earlier) on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709.

All terms used in this Form of Proxy in respect of the A Class Preference Share Scheme Meeting shall, unless the context otherwise requires or they are otherwise defined herein, have the meaning attributed to them in the Circular to which this Form of Proxy in respect of the A Class Preference Scheme Meeting is attached.

Companies and other corporate bodies who are A Class Preference Shareholders having A Class Preference Shares registered in their own names may, instead of completing this Form of Proxy in respect of the A Class Preference Scheme Meeting, appoint a duly authorised representative to represent them and exercise all of their rights at the A Class Preference Share Scheme Meeting by giving written notice of the appointment of that representative.

Each A Class Preference Shareholder is entitled to appoint one or more proxies (who need not be an A Class Preference Shareholder of the Company) to attend, speak and vote in place of that A Class Preference Shareholder at the A Class Preference Scheme Meeting.

Please read the notes on the reverse hereof carefully, which, amongst other things, set out the rights of A Class Preference Shareholders in terms of section 58 of the Companies Act with regard to the appointment of proxies.

I/We

(full name/s in BLOCK LETTERS)

of (address)

Telephone work ()

Telephone home ()

Cellphone number

Email address

being the holder of A Class Preference Shares in the capital of the Company, do hereby appoint (see note):

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the chairperson of the A Class Preference Share Scheme Meeting,

as my/our proxy to act for me/us at the A Class Preference Scheme Meeting convened for purposes of considering and, if deemed fit, passing, with or without modification, the resolutions ("**resolutions**") to be proposed thereat and at each adjournment or postponement thereof and to vote for and/or against the resolutions, and/or to abstain from voting for and/or against the resolutions, in respect of the shares registered in my/our name in accordance with the following instructions:



	Number of A Class Preference Shares		
	For	Against	Abstain
Special Resolution Number 1 Approval of the A Class Preference Share Scheme Resolution in accordance with the requirements of sections 48(8), 114 and 115 of the Companies Act			
Ordinary Resolution Number 1 Authority granted to directors			

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of A Class Preference Shares than you own in the Company, insert the number of shares held in respect of which you desire to vote.

If no directions are given, the proxy holder will be entitled to vote or to abstain from voting, as that proxy holder deems fit.

Signed at _____ on _____ 2020

Signature _____

Assisted by (where applicable) _____

Notes:

1. Summary of rights contained in section 58 of the Companies Act

In terms of section 58 of the Companies Act:-

- a Shareholder may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a Shareholder) as a proxy to participate in, and speak and vote at, a shareholders meeting on behalf of such shareholder;
 - a proxy may delegate his or her authority to act on behalf of a Shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;
 - irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant Shareholder chooses to act directly and in person in the exercise of any of such Shareholder's rights as a Shareholder;
 - any appointment by a Shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
 - any appointment remains valid until the end of the meeting (or any adjournment or postponement thereof), unless it is revoked in the manner contemplated herein;
 - if an appointment of a proxy is revocable, a Shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the Company; and
 - a proxy appointed by a Shareholder is entitled to exercise, or abstain from exercising, any voting right of such Shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise (see notes 9 and 11).
2. The Form of Proxy in respect of the A Class Preference Share Scheme Meeting must only be used by A Class Preference Shareholders who hold shares in certificated form or who are recorded on the sub-register in electronic form in "own name".
 3. This Form of Proxy in respect of the A Class Preference Share Scheme Meeting will apply to all the A Class Preference Shares registered in the name of the A Class Preference Shareholder who signs this Form of Proxy on the A Class Preference Share Scheme Voting Record Date (and all the votes associated with those shares) unless a lesser number of shares is inserted.
 4. An A Class Preference Shareholder entitled to attend and vote at the A Class Preference Share Scheme Meeting may insert the name of a proxy or the names of two alternative proxies of the A Class Preference Shareholder's choice in the space provided, with or without deleting "the chairperson of the A Class Preference Share Scheme Meeting". The proxy need not be an A Class Preference Shareholder. If more than one name is inserted, the person whose name stands first on the Form of Proxy in respect of the A Class Preference Share Scheme Meeting and who is present at the A Class Preference Share Scheme Meeting will be entitled to act as proxy to the exclusion of such proxy(ies) whose names follow. If the name of the proxy is not inserted, the chairperson of the A Class Preference Share Scheme Meeting will be appointed as proxy.
 5. The proxy appointed in this Form of Proxy in respect of the A Class Preference Share Scheme Meeting may delegate the authority given to him or her in this Form of Proxy in respect of the A Class Preference Share Scheme Meeting by delivering to the Company, in the manner required by these instructions, a further Form of Proxy in respect of the A Class Preference Share Scheme Meeting which has been completed in a manner consistent with the authority given to the proxy in this Form of Proxy in respect of the A Class Preference Share Scheme Meeting.
 6. Unless revoked in the manner contemplated in note 12 below, the appointment of proxy in terms of this Form of Proxy in respect of the A Class Preference Share Scheme Meeting shall remain valid until the end of the A Class Preference Share Scheme Meeting, even if the A Class Preference Share Scheme Meeting or a part thereof is postponed or adjourned, to a date that is two months after the date on when it was signed. This Form of Proxy in respect of the A Class Preference Share Scheme Meeting shall not be used at the resumption of the A Class Preference Share Scheme Meeting (if adjourned), if it could not have been used at the A Class Preference Share Scheme Meeting from which the adjournment took place for any reason other than that it was not lodged timeously for the A Class Preference Share Scheme Meeting from which the adjournment took place.
 7. This Form of Proxy in respect of the A Class Preference Share Scheme Meeting shall, in addition to the authority granted under the Companies Act, be deemed to confer the power generally to act at the A Class Preference Share Scheme Meeting, subject to the specific direction as to the manner of voting in this Form of Proxy in respect of the A Class Preference Share Scheme Meeting or on separate written instructions which accompany this Form of Proxy in respect of the A Class Preference Share Scheme Meeting. A proxy is therefore entitled to exercise, or abstain from exercising, any voting right of the A Class Preference Shareholder without direction, except to the extent that the voting instructions are indicated on this Form of Proxy in respect of the A Class Preference Share Scheme Meeting or on separate written instructions which accompany this Form of Proxy in respect of the A Class Preference Share Scheme Meeting.
 8. If an A Class Preference Shareholder does not indicate on this Form of Proxy in respect of the A Class Preference Share Scheme Meeting that its proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the A Class Preference Share Scheme Meeting be proposed, or any resolution listed in the Form of Proxy in respect of the A Class Preference Share Scheme Meeting is modified or amended, such proxy shall be entitled to vote as he or she thinks fit. If, however, the A Class Preference Shareholder has provided separate written instructions which accompany this Form of Proxy in respect of the A Class Preference Share Scheme Meeting and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to above, then the proxy shall comply with those instructions.

9. An A Class Preference Shareholder or the proxy is not obliged to cast all the votes exercisable by the A Class Preference Shareholder or by the proxy, but the total of the votes cast in respect of which abstention is recorded may not exceed the total number of the votes exercisable by the A Class Preference Shareholder or by the proxy.
10. A vote cast or act done in accordance with the terms of this Form of Proxy in respect of the A Class Preference Share Scheme Meeting shall be valid in relation to the A Class Preference Share Scheme Meeting, notwithstanding the previous death, insanity or other legal disability of the person appointing the proxy, or the revocation of the proxy, or the transfer of the shares in respect of which the proxy is given, unless notice as to any of the abovementioned matters shall have been received by the Transfer Secretaries or the chairperson of the A Class Preference Share Scheme Meeting before the commencement or resumption of the A Class Preference Share Scheme Meeting.
11. The completion and lodging of this Form of Proxy in respect of the A Class Preference Share Scheme Meeting will not preclude the relevant A Class Preference Shareholder from attending the A Class Preference Share Scheme Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such A Class Preference Shareholder wish to do so. Accordingly, the appointment of a proxy in terms hereof is suspended at any time and to the extent that the A Class Preference Shareholder chooses to act directly and in person in the exercise of any rights as an A Class Preference Shareholder.
12. An A Class Preference Shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy, and (ii) delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the A Class Preference Shareholder as of the later of (i) the date stated in the revocation instrument, if any, or (ii) the date on which the revocation instrument was delivered to the Company.
13. Any alteration or correction made to this Form of Proxy in respect of the A Class Preference Share Scheme Meeting, other than the deletion of alternatives, must be initialled by the signatory(ies).
14. The chairperson of the A Class Preference Share Scheme Meeting may reject or accept any Form of Proxy in respect of the A Class Preference Share Scheme Meeting which is completed and/or received, other than in compliance with these notes and instructions or with the Memorandum of Incorporation of the Company, provided that the chairperson is satisfied as to the manner in which the A Class Preference Shareholder wishes to vote.
15. Documentary evidence establishing the authority of a person signing this Form of Proxy in respect of the A Class Preference Share Scheme Meeting in a representative capacity must be attached to this Form of Proxy in respect of the A Class Preference Share Scheme Meeting, unless previously recorded by the Company or unless this requirement is waived by the chairperson of the A Class Preference Share Scheme Meeting.
16. A minor or any other person under legal incapacity must be assisted by his parent or guardian, as applicable, unless the relevant documents establishing his capacity are produced or have been registered with the Company.
17. Where there are joint holders of A Class Preference Shares:
 - any one holder may sign this Form of Proxy in respect of the A Class Preference Share Scheme Meeting;
 - the vote(s) of the senior A Class Preference Shareholders (for that purpose, seniority will be determined by the order in which the names of A Class Preference Shareholders appear in the Company's Register of A Class Preference Shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint A Class Preference Shareholder(s).

18. Forms of Proxy in respect of the A Class Preference Share Scheme Meeting (*green*) must be lodged with or mailed to Link Market Services South Africa Proprietary Limited:

Hand deliveries to:	Postal deliveries to:
Link Market Services South Africa Proprietary Limited 13th Floor, 19 Ameshoff Street Braamfontein, Johannesburg, 2001	Link Market Services South Africa Proprietary Limited PO Box 4844 Johannesburg, 2000

or be **emailed** to meetfax@linkmarketservices.co.za,

to be received by no later than 10:00 on Tuesday, 17 November 2020 (or 48 hours (on Business Days only) before the resumption of an adjourned A Class Preference Share Scheme Meeting which date, if necessary, will be released on SENS). Alternatively, the Form of Proxy in respect of the A Class Preference Share Scheme Meeting (*green*) may be handed to the chairperson of the A Class Preference Share Scheme Meeting immediately before the appointed proxy exercises any of the A Class Preference Shareholder's votes at the A Class Preference Share Scheme Meeting.

19. If this Form of Proxy in respect of the A Class Preference Share Scheme Meeting has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to the A Class Preference Shareholder must be delivered by the Company to (i) the A Class Preference Shareholder or (ii) the proxy or proxies, if the A Class Preference Shareholder has directed the Company in writing to do so and paid any reasonable fee charged by the Company for doing so.



Indequity Group Limited

INDEQUITY GROUP LIMITED
Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)
Share code: IDQ ISIN: ZAE000016606
("Indequity" or "the Company")

FORM OF SURRENDER AND TRANSFER IN RESPECT OF THE A CLASS PREFERENCE SHARE SCHEME ("FORM")

Important notes concerning this Form:

- This Form is only for use in respect of the scheme of arrangement proposed by the Board between Indequity and its A Class Preference Shareholders ("**the A Class Preference Share Scheme**") in accordance with the requirements of section 114(1) of the Companies Act, 2008 (Act 71 of 2008), as amended ("**Companies Act**").
- Full details of the A Class Preference Share Scheme are contained in the Circular to Shareholders of Indequity, dated Wednesday, 7 October 2020 ("**Circular**"), to which this Form is attached and forms part. Accordingly, all terms used in this Form shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular.
- **This Form is attached for use by A Class Preference Shareholders who, as set out in paragraph 1.2 of the section of the Circular entitled 'Action Required by A Class Preference Shareholders', if the A Class Preference Share Scheme becomes operative, will be required to surrender their Documents of Title in respect of all their A Class Preference Shares in order to claim the A Class Preference Share Scheme Consideration payable to them.**

INSTRUCTIONS:

1. A separate Form is required for each A Class Preference Share Scheme Participant.
2. Part A must be completed by all A Class Preference Share Scheme Participants who return this Form.
3. Part B must be completed by all A Class Preference Share Scheme Participants who are emigrants from South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Eswatini (collectively "the Common Monetary Area").
4. If this Form is returned with the relevant Documents of Title to Shares, it will be treated as a conditional surrender which is made subject to the A Class Preference Share Scheme becoming operative. In the event of the A Class Preference Share Scheme not becoming operative for any reason whatsoever, Link Market Services South Africa Proprietary Limited will, by not later than five Business Days after the date upon which it becomes known that the A Class Preference Share Scheme will not be operative, return the Documents of Title to the A Class Preference Shareholders concerned, by registered post, at the risk of such A Class Preference Shareholders.
5. Persons who have acquired A Class Preference Shares in Indequity after the date of the issue of the Circular to which this Form is attached, may obtain copies of the Form and the Circular from Link Market Services South Africa Proprietary Limited, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000).
6. The A Class Preference Share Scheme Consideration will not be sent to A Class Preference Share Scheme Participants unless and until Documents of Title in respect of the relevant A Class Preference Share Scheme Shares have been surrendered to Link Market Services South Africa Proprietary Limited.

To: **Link Market Services South Africa Proprietary Limited**
13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001
(PO Box 4844, Johannesburg, 2000)



Dear Sirs

PART A: To be completed by ALL A Class Preference Share Scheme Participants who return this Form.

I/We, the undersigned A Class Preference Share Scheme Participant, hereby surrender the Inequity share certificate/s and/or other Documents of Title attached hereto, representing A Class Preference Shares with a par value of R0.0000001 each, registered in the name of the person mentioned below and authorise the Transfer Secretaries, conditional upon the A Class Preference Share Scheme becoming operative, to register the transfer of such A Class Preference Shares into the name of Inequity as follows:

Name of A Class Preference Shareholder	Certificate number(s)	Number of A Class Preference Shares covered by each certificate(s) enclosed
	Total	

Surname or Name of corporate body:

First name(s) in full

Title (Mr, Mrs, Miss, Ms, etc)

Address to which the A Class Preference Share Scheme Consideration should be sent (if different from registered address)

Postal code

Note:

Signature of A Class Preference Shareholders	Name and address of agent lodging this Form (if any)
Assisted by me (if applicable)	
(State full name and capacity)	
Date 2020	
Telephone number (Home) ()	
Telephone number (Work) ()	
Cellphone number	

PART B: To be completed by emigrants of the Common Monetary Area.

Nominated authorised dealer in the case of an A Class Preference Share Scheme Participant who is an emigrant from the Common Monetary Area (see note 3 below). **NB: PART A must also be completed.**

Name of dealer	Account number
Address	

PART C: Bank Account details of Shareholders.

To be completed in BLOCK CAPITALS by A Class Preference Shareholders wishing to receive payment of the A Class Preference Share Scheme Consideration by means of EFT.

I/We, being a holder/s of A Class Preference Shares hereby request that the A Class Preference Share Scheme Consideration be electronically deposited into my/our bank account, the details of which are as follows:

Name of account holder (no third party accounts):		
Bank name:		
Branch name:		
Branch code:		
Account number:		
Signature of A Class Preference Shareholder:		
Assisted by me (if applicable):		
(State full name and capacity):		
Date:		
Tel (Home) ()	Tel (Work) ()	Cell phone

In terms of FICA, Link Market Services South Africa Proprietary Limited will only be able to record the bank details if certified true copies of the A Class Preference Shareholder's identity document and bank statement are submitted with this Form.

PART D: To be completed in BLOCK CAPITALS by A Class Preference Shareholders who are emigrants from the Common Monetary Area ("emigrants") and non-residents of the Common Monetary Area (see notes 3 and 4 below).

The A Class Preference Share Scheme Consideration will be forwarded to the authorised dealer in foreign exchange in South Africa controlling the emigrant's blocked assets in terms of the Exchange Control Regulations as nominated below for its control and credited to the emigrant's blocked assets account. Accordingly, A Class Preference Shareholder emigrants must provide the following information:

Name of authorised dealer:
Account number:
Address:
Signature of authorised dealer:

If emigrants make no nomination above, the Company Secretary will hold the consideration in trust for the benefit of the emigrants concerned until lawfully claimed by such A Class Preference Share Scheme Participant for a maximum period of five years, after which such funds shall be made over to the Guardian's Fund. Non-residents: Must complete Part D if they wish the A Class Preference Share Scheme Consideration to be paid to an authorised dealer in South Africa.



Notes and instructions:

1. Applications under this Form are irrevocable and may not be withdrawn once submitted.
2. A Class Preference Share Scheme Participants should consult their professional advisors in case of doubt as to the correct completion of this Form.
3. Emigrants from the Common Monetary Area must complete Part B.
4. All other non-residents of the Common Monetary Area must complete Part D if they wish the A Class Preference Share Scheme Consideration to be paid to an authorised dealer in South Africa.
5. If Part B is not properly completed by emigrants, the A Class Preference Share Scheme Consideration will be held in trust by the Company Secretary pending receipt of the necessary nomination or instruction. No interest will be paid on the amount so held in trust.
6. No receipts will be issued for documents lodged unless specifically requested. In compliance with the requirements of the JSE Limited ("JSE"), lodging agents are requested to prepare special transaction receipts, if required. Signatories may be called upon for evidence of their authority or capacity to sign this Form.
7. Persons who are emigrants from the Common Monetary Area should nominate the authorised dealer in foreign exchange in South Africa which has control of their blocked assets in Part B of this Form. Failing such nomination, the A Class Preference Share Scheme Consideration due to such A Class Preference Share Scheme Participants in accordance with the provisions of the A Class Preference Share Scheme will be held by Indequity, pending instructions from the A Class Preference Share Scheme Participants concerned.
8. Any alteration to this Form must be signed in full and not merely initialled.
9. If this Form is signed under a power of attorney, then such power of attorney, or a notarially certified copy thereof, must be sent with this Form for noting (unless it has already been noted by Indequity or the Transfer Secretaries). This does not apply in the event of this Form bearing a JSE broker's stamp.
10. Where the A Class Preference Share Scheme Participant is a company or a close corporation, unless it has already been registered with Indequity or the Transfer Secretaries, a certified copy of the directors' or members' resolution authorising the signing of this Form must be submitted if so requested by Indequity.
11. If this Form is not signed by the A Class Preference Share Scheme Participant, the A Class Preference Share Scheme Participant will be deemed to have irrevocably appointed the Transfer Secretaries to implement the A Class Preference Share Scheme Participant's obligations under the A Class Preference Share Scheme on his or her behalf.
12. Where there are any joint holders of any A Class Preference Share Scheme Shares, only that holder whose name stands first in the Register in respect of such A Class Preference Shares need sign this Form.
13. A minor must be assisted by his or her parent or guardian, unless the relevant documents establishing his or her legal capacity are produced or have been registered by the Transfer Secretaries.
14. Should you surrender your Documents of Title in anticipation of the A Class Preference Share Scheme becoming operative and the A Class Preference Share Scheme then does not become operative, the Transfer Secretaries shall, within five Business Days of either the date upon which it becomes known that the A Class Preference Share Scheme will not be implemented or on receipt by the Transfer Secretaries of the relevant Documents of Title, whichever is the later, return the Documents of Title to you by post at your risk.



Indequity Group Limited

INDEQUITY GROUP LIMITED
Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)
Share code: IDQ ISIN: ZAE000016606
("Indequity" or "the Company")

NOTICE CONVENING THE B CLASS PREFERENCE SHARE SCHEME MEETING

If you are in any doubt as to what action you should take in respect of the B Class Preference Share Scheme Meeting and/or the following resolutions, please consult your CSDP, broker, banker, attorney, accountant or other professional advisor immediately.

All terms used in this notice convening the B Class Preference Share Scheme Meeting ("**Notice convening the B Class Preference Share Scheme Meeting**") shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular to which this Notice convening the B Class Preference Share Scheme Meeting is attached.

B Class Preference Shareholders are reminded that:

- a B Class Preference Shareholder entitled to attend and vote at the B Class Preference Share Scheme Meeting is entitled to appoint one or more proxies to attend, speak and vote in its stead at the B Class Preference Share Scheme Meeting in the place of that B Class Preference Shareholder, and B Class Preference Shareholders are referred to the attached Form of Proxy in respect of the B Class Preference Share Scheme Meeting (*lime*) in this regard;
- a proxy need not also be an B Class Preference Shareholder; and
- in terms of section 63(1) of the Companies Act, any person attending or participating in a meeting of B Class Preference Shareholders must present reasonably satisfactory identification to the chairperson of the B Class Preference Share Scheme Meeting, and the chairperson must be reasonably satisfied that the right of any person to participate in and vote (whether as B Class Preference Shareholder or as proxy for a B Class Preference Shareholder) has been reasonably verified.

A. NOTICE

Notice is hereby given that a B Class Preference Share Scheme Meeting, as at the B Class Preference Share Scheme Voting Record Date of Friday, 13 November 2020, will be held at 11:30 (or immediately following the A Class Preference Share Scheme Meeting, whichever is earlier) on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709, for the purpose of considering, and, if deemed fit, passing, with or without modification, the resolutions set out hereafter.

B. WHO MAY ATTEND AND VOTE?

B Class Preference Share Scheme Record Date

The Board determined that, in accordance with the requirements of section 62(3)(a), read with section 59 of the Companies Act, the B Class Preference Share Scheme Voting Record Date, being the date on which B Class Preference Shareholders who are entitled to attend and vote at the B Class Preference Share Scheme Meeting will be determined, will be Friday, 13 November 2020. Accordingly, the last day to trade B Class Preference Shares in order to be recorded in the Register to vote at the B Class Preference Share Scheme Meeting will be Tuesday, 10 November 2020.

Attending in person or by proxy

If you are the registered holder of Certificated B Class Preference Shares:

- you may attend the B Class Preference Share Scheme Meeting in person; or
- alternatively, you may appoint a proxy to represent you at the B Class Preference Share Scheme Meeting by completing the attached Form of Proxy in respect of the B Class Preference Share Scheme Meeting (*lime*) in accordance with the instructions contained therein and returning it to the Transfer Secretaries to be received by not later than 10:00 on Tuesday, 17 November 2020 (or 48 hours before the resumption of an adjourned B Class Preference Share Scheme Meeting which date, if necessary, will be released on SENS), being 48 hours, excluding Saturdays, Sundays and South African public holidays, before the time of the B Class Preference Share Scheme Meeting). Alternatively, the Form of Proxy in respect of the B Class Preference Share Scheme Meeting (*lime*) may be handed to the chairperson of the B Class Preference Share Scheme Meeting immediately before the appointed proxy exercises any of the B Class Preference Shareholder's votes at the B Class Preference Share Scheme Meeting. A proxy need not be a B Class Preference Shareholder of the Company.

Identification

In terms of section 63(1) of the Companies Act, any person attending or participating in a meeting of shareholders must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as shareholder or as proxy for a shareholder) has been reasonably verified. Accordingly, all B Class Preference Shareholders will be required to provide reasonably satisfactory identification to the chairperson of the B Class Preference Share Scheme Meeting in order to participate in and vote at the B Class Preference Share Scheme Meeting.

Voting

On a show of hands, every B Class Preference Shareholder who is present in person, by proxy or represented at the B Class Preference Share Scheme Meeting shall have one vote (irrespective of the number of B Class Preference Shares held) and on a poll, one vote in respect of each B Class Preference Share held.

C. PURPOSE OF THE B CLASS PREFERENCE SHARE SCHEME MEETING

The purpose of the B Class Preference Share Scheme Meeting is to consider, and if deemed fit, pass, with or without modification, all resolutions set out below.

SPECIAL RESOLUTION NUMBER 1: APPROVAL OF THE B CLASS PREFERENCE SHARE SCHEME RESOLUTION IN ACCORDANCE WITH SECTIONS 48(8), 114 AND 115 OF THE COMPANIES ACT

“Resolved that, subject to the passing of the Section 75 Resolution at the General Meeting of Indequity Shareholders, the B Class Preference Share Scheme in terms of section 114(1) of the Companies Act (as more fully described in the Circular to which this notice convening the B Class Preference Share Scheme Meeting is attached), proposed by the Board between Indequity and its B Class Preference Shareholders, other than the Excluded B Class Preference Shareholders, in terms of which, *inter alia*, Indequity will, subject to the fulfilment or waiver of the B Class Preference Share Conditions (save for the B Class Preference Share Condition relating to the passing of this special resolution), and on the B Class Preference Share Scheme Implementation Date, repurchase all of the B Class Preference Share Scheme Shares held by the B Class Preference Share Scheme Participants, being a total of 5 414 552 B Class Preference Shares, for a cash amount of R0.01 per B Class Preference Share Scheme Share, be and is hereby approved as a special resolution in accordance with the requirements of sections 48(8)(a), 48(8)(b), 114(1)(e) and 115(2)(a) of the Companies Act, provided that the B Class Preference Share Scheme will terminate and that this Special Resolution Number 1 will be treated as a nullity with immediate effect upon the Board’s determination that any or all of the B Class Preference Share Scheme Conditions Precedent have not been fulfilled (or waived, to the extent possible) on or before the relevant date for fulfilment (or waiver, to the extent possible).”

The quorum requirement for Special Resolution Number 1 to be adopted is at least three B Class Preference Shareholders present and sufficient persons being present to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised on such special resolution.

In accordance with section 115(4) of the Companies Act, the voting rights of holders of the Excluded B Class Preference Shares are excluded for purposes of both determining whether the applicable quorum requirements are satisfied and voting on Special Resolution Number 1.

The percentage of voting rights required for Special Resolution Number 1 to be adopted is at least 75% of the voting rights that are entitled to be exercised on such special resolution.

ORDINARY RESOLUTION NUMBER 1: AUTHORITY GRANTED TO DIRECTORS

“Resolved that each Director of Indequity be and is hereby individually authorised to sign all such documents and do all such other things as may be necessary for or incidental to the implementation of the B Class Preference Share Scheme.”

The quorum requirement for Ordinary Resolution Number 1 to be adopted is at least three B Class Preference Shareholders present and sufficient persons being present to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised on such ordinary resolution.

The percentage of voting rights required for Ordinary Resolution Number 1 to be adopted is more than 50% of the voting rights that are entitled to be exercised on such ordinary resolution.

D. APPRAISAL RIGHTS FOR DISSENTING B CLASS PREFERENCE SHAREHOLDERS

In accordance with section 164 of the Companies Act, at any time before the special resolution as set out in this notice convening the B Class Preference Share Scheme Meeting is voted on, a B Class Preference Shareholder may give the Company a written notice objecting to the special resolution.

Within 10 Business Days after the Company has adopted the special resolution, the Company must send a notice that the special resolution has been adopted to each B Class Preference Shareholder who:

- gave the Company a written notice of objection as contemplated above; and
- has neither withdrawn that notice nor voted in support of the special resolution.

A B Class Preference Shareholder may demand that the Company pay the B Class Preference Shareholder the fair value for all of the B Class Preference Shares of the Company held by that person if:

- the B Class Preference Shareholder has sent the Company a written notice of objection;
- the Company has adopted the special resolution; and
- the B Class Preference Shareholder voted against the special resolution and has complied with all of the procedural requirements of section 164 of the Companies Act.

A copy of section 164 of the Companies Act is set out in **Annexure 6** to the Circular to which this notice convening the B Class Preference Share Scheme Meeting is attached. Further detail regarding the process and consequences of an B Class Preference Shareholder exercising its Appraisal Rights are set out in paragraph 8.1.6 of the Circular.

By order of the Board

Werner du Preez
Company Secretary

7 October 2020

Registered office

First Floor, Cascade House
Constantia Office Park
Corner 14th Avenue and Hendrik Potgieter Road
Constantia Kloof, 1709
(PO Box 5433, Weltevredenpark, 1715)

Transfer Secretaries

Link Market Services South Africa Proprietary Limited
(Registration number 2000/007239/07)
13th Floor
19 Ameshoff Street
Braamfontein, Johannesburg, 2001
(PO Box 4844, Johannesburg, 2000)



Indequity Group Limited

INDEQUITY GROUP LIMITED
Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)
Share code: IDQ ISIN: ZAE000016606
("Indequity" or "the Company")

FORM OF PROXY IN RESPECT OF THE B CLASS PREFERENCE SHARE SCHEME MEETING

For use only by B Class Preference Shareholders (other than holders of the Excluded B Class Preference Shares) who hold B Class Preference Shares in certificated form ("**Certificated B Class Preference Shareholders**") at the meeting of B Class Preference Shareholders of the Company ("**B Class Preference Share Scheme Meeting**") to be held at 11:30 (or immediately after the A Class Preference Share Scheme Meeting, whichever is earlier) on Thursday, 19 November 2020 at the registered office of the Company at First Floor, Cascade House, Constantia Office Park, corner 14th Avenue and Hendrik Potgieter Road, Constantia Kloof, 1709.

All terms used in this Form of Proxy in respect of the B Class Preference Share Scheme Meeting shall, unless the context otherwise requires or they are otherwise defined herein, have the meaning attributed to them in the Circular to which this Form of Proxy in respect of the B Class Preference Scheme Meeting is attached.

Companies and other corporate bodies who are B Class Preference Shareholders having B Class Preference Shares registered in their own names may, instead of completing this Form of Proxy in respect of the B Class Preference Scheme Meeting, appoint a duly authorised representative to represent them and exercise all of their rights at the B Class Preference Meeting by giving written notice of the appointment of that representative.

Each B Class Preference Shareholder is entitled to appoint one or more proxies (who need not be a B Class Preference Shareholder of the Company) to attend, speak and vote in place of that B Class Preference Shareholder at the B Class Preference Scheme Meeting.

Please read the notes on the reverse hereof carefully, which, amongst other things, set out the rights of B Class Preference Shareholders in terms of section 58 of the Companies Act with regard to the appointment of proxies.

I/We

(full name/s in BLOCK LETTERS)

of (address)

Telephone work ()

Telephone home ()

Cellphone number

Email address

being the holder of B Class Preference Shares in the capital of the Company, do hereby appoint (see note):

- 1. or failing him/her,
- 2. or failing him/her,

3. the chairperson of the B Class Preference Share Scheme Meeting,

as my/our proxy to act for me/us at the B Class Preference Scheme Meeting convened for purposes of considering and, if deemed fit, passing, with or without modification, the resolutions ("**resolutions**") to be proposed thereat and at each adjournment or postponement thereof and to vote for and/or against the resolutions, and/or to abstain from voting for and/or against the resolutions, in respect of the shares registered in my/our name in accordance with the following instructions:

	Number of B Class Preference Shares		
	For	Against	Abstain
Special Resolution Number 1 Approval of the B Class Preference Share Scheme Resolution in accordance with the requirements of sections 48(8), 114 and 115 of the Companies Act			
Ordinary Resolution Number 1 Authority granted to directors			

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of B Class Preference Shares than you own in the Company, insert the number of shares held in respect of which you desire to vote.

If no directions are given, the proxy holder will be entitled to vote or to abstain from voting, as that proxy holder deems fit.

Signed at on 2020

Signature

Assisted by (where applicable)

Notes:

1. Summary of rights contained in section 58 of the Companies Act

In terms of section 58 of the Companies Act:-

- a Shareholder may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a Shareholder) as a proxy to participate in, and speak and vote at, a shareholders meeting on behalf of such shareholder;
 - a proxy may delegate his or her authority to act on behalf of a Shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;
 - irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant Shareholder chooses to act directly and in person in the exercise of any of such Shareholder's rights as a Shareholder;
 - any appointment by a Shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
 - any appointment remains valid until the end of the meeting (or any adjournment or postponement thereof), unless it is revoked in the manner contemplated herein;
 - if an appointment of a proxy is revocable, a Shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the Company; and
 - a proxy appointed by a Shareholder is entitled to exercise, or abstain from exercising, any voting right of such Shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise (see notes 9 and 11).
2. The Form of Proxy in respect of the B Class Preference Share Scheme Meeting must only be used by B Class Preference Shareholders who hold shares in certificated form or who are recorded on the sub-register in electronic form in "own name".
 3. This Form of Proxy in respect of the B Class Preference Share Scheme Meeting will apply to all the B Class Preference Shares registered in the name of the B Class Preference Shareholder who signs this Form of Proxy on the B Class Preference Share Scheme Voting Record Date (and all the votes associated with those shares) unless a lesser number of shares is inserted.
 4. A B Class Preference Shareholder entitled to attend and vote at the B Class Preference Share Scheme Meeting may insert the name of a proxy or the names of two alternative proxies of the B Class Preference Shareholder's choice in the space provided, with or without deleting "the chairperson of the B Class Preference Share Scheme Meeting". The proxy need not be a B Class Preference Shareholder. If more than one name is inserted, the person whose name stands first on the Form of Proxy in respect of the B Class Preference Share Scheme Meeting and who is present at the B Class Preference Share Scheme Meeting will be entitled to act as proxy to the exclusion of such proxy(ies) whose names follow. If the name of the proxy is not inserted, the chairperson of the B Class Preference Share Scheme Meeting will be appointed as proxy.
 5. The proxy appointed in this Form of Proxy in respect of the B Class Preference Share Scheme Meeting may delegate the authority given to him or her in this Form of Proxy in respect of the B Class Preference Share Scheme Meeting by delivering to the Company, in the manner required by these instructions, a further Form of Proxy in respect of the B Class Preference Share Scheme Meeting which has been completed in a manner consistent with the authority given to the proxy in this Form of Proxy in respect of the B Class Preference Share Scheme Meeting.
 6. Unless revoked in the manner contemplated in note 12 below, the appointment of proxy in terms of this Form of Proxy in respect of the B Class Preference Share Scheme Meeting shall remain valid until the end of the B Class Preference Share Scheme Meeting, even if the B Class Preference Share Scheme Meeting or a part thereof is postponed or adjourned, to a date that is two months after the date on when it was signed. This Form of Proxy in respect of the B Class Preference Share Scheme Meeting shall not be used at the resumption of the B Class Preference Share Scheme Meeting (if adjourned), if it could not have been used at the B Class Preference Share Scheme Meeting from which the adjournment took place for any reason other than that it was not lodged timeously for the B Class Preference Share Scheme Meeting from which the adjournment took place.
 7. This Form of Proxy in respect of the B Class Preference Share Scheme Meeting shall, in addition to the authority granted under the Companies Act, be deemed to confer the power generally to act at the B Class Preference Share Scheme Meeting, subject to the specific direction as to the manner of voting in this Form of Proxy in respect of the B Class Preference Share Scheme Meeting or on separate written instructions which accompany this Form of Proxy in respect of the B Class Preference Share Scheme Meeting. A proxy is therefore entitled to exercise, or abstain from exercising, any voting right of the B Class Preference Shareholder without direction, except to the extent that the voting instructions are indicated on this Form of Proxy in respect of the B Class Preference Share Scheme Meeting or on separate written instructions which accompany this Form of Proxy in respect of the B Class Preference Share Scheme Meeting.

8. If a B Class Preference Shareholder does not indicate on this Form of Proxy in respect of the B Class Preference Share Scheme Meeting that its proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the B Class Preference Share Scheme Meeting be proposed, or any resolution listed in the Form of Proxy in respect of the B Class Preference Share Scheme Meeting is modified or amended, such proxy shall be entitled to vote as he or she thinks fit. If, however, the B Class Preference Shareholder has provided separate written instructions which accompany this Form of Proxy in respect of the B Class Preference Share Scheme Meeting and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to above, then the proxy shall comply with those instructions.
9. A B Class Preference Shareholder or the proxy is not obliged to cast all the votes exercisable by the B Class Preference Shareholder or by the proxy, but the total of the votes cast in respect of which abstention is recorded may not exceed the total number of the votes exercisable by the B Class Preference Shareholder or by the proxy.
10. A vote cast or act done in accordance with the terms of this Form of Proxy in respect of the B Class Preference Share Scheme Meeting shall be valid in relation to the B Class Preference Share Scheme Meeting, notwithstanding the previous death, insanity or other legal disability of the person appointing the proxy, or the revocation of the proxy, or the transfer of the shares in respect of which the proxy is given, unless notice as to any of the abovementioned matters shall have been received by the Transfer Secretaries or the chairperson of the B Class Preference Share Scheme Meeting before the commencement or resumption of the B Class Preference Scheme Meeting.
11. The completion and lodging of this Form of Proxy in respect of the B Class Preference Share Scheme Meeting will not preclude the relevant B Class Preference Shareholder from attending the B Class Preference Share Scheme Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such B Class Preference Shareholder wish to do so. Accordingly, the appointment of a proxy in terms hereof is suspended at any time and to the extent that the B Class Preference Shareholder chooses to act directly and in person in the exercise of any rights as an B Class Preference Shareholder.
12. A B Class Preference Shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy, and (ii) delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the B Class Preference Shareholder as of the later of (i) the date stated in the revocation instrument, if any, or (ii) the date on which the revocation instrument was delivered to the Company.
13. Any alteration or correction made to this Form of Proxy in respect of the B Class Preference Share Scheme Meeting, other than the deletion of alternatives, must be initialled by the signatory(ies).
14. The chairperson of the B Class Preference Share Scheme Meeting may reject or accept any Form of Proxy in respect of the B Class Preference Share Scheme Meeting which is completed and/or received, other than in compliance with these notes and instructions or with the Memorandum of Incorporation of the Company, provided that the chairperson is satisfied as to the manner in which the B Class Preference Shareholder wishes to vote.
15. Documentary evidence establishing the authority of a person signing this Form of Proxy in respect of the B Class Preference Share Scheme Meeting in a representative capacity must be attached to this Form of Proxy in respect of the B Class Preference Scheme Meeting, unless previously recorded by the Company or unless this requirement is waived by the chairperson of the B Class Preference Share Scheme Meeting.
16. A minor or any other person under legal incapacity must be assisted by his parent or guardian, as applicable, unless the relevant documents establishing his capacity are produced or have been registered with the Company.



17. Where there are joint holders of B Class Preference Shares:
- any one holder may sign this Form of Proxy in respect of the B Class Preference Share Scheme Meeting;
 - the vote(s) of the senior B Class Preference Shareholders (for that purpose, seniority will be determined by the order in which the names of B Class Preference Shareholders appear in the Company's Register of B Class Preference Shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint B Class Preference Shareholder(s).

18. Forms of Proxy in respect of the B Class Preference Share Scheme Meeting (*lime*) must be lodged with or mailed to Link Market Services South Africa Proprietary Limited:

Hand deliveries to:	Postal deliveries to:
Link Market Services South Africa Proprietary Limited 13th Floor, 19 Ameshoff Street Braamfontein, Johannesburg, 2001	Link Market Services South Africa Proprietary Limited PO Box 4844 Johannesburg, 2000

or be **emailed** to meetfax@linkmarketservices.co.za,

to be received by no later than 10:00 on Tuesday, 17 November 2020 (or 48 hours (on Business Days only) before the resumption of an adjourned B Class Preference Share Scheme Meeting which date, if necessary, will be released on SENS). Alternatively, the Form of Proxy in respect of the B Class Preference Share Scheme Meeting (*lime*) may be handed to the chairperson of the B Class Preference Share Scheme Meeting immediately before the appointed proxy exercises any of the B Class Preference Shareholder's votes at the B Class Preference Share Scheme Meeting.

19. If this Form of Proxy in respect of the B Class Preference Share Scheme Meeting has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to the B Class Preference Shareholder must be delivered by the Company to (i) the B Class Preference Shareholder or (ii) the proxy or proxies, if the B Class Preference Shareholder has directed the Company in writing to do so and paid any reasonable fee charged by the Company for doing so.



Indequity Group Limited

INDEQUITY GROUP LIMITED
Incorporated in the Republic of South Africa
(Registration number 1998/015883/06)
Share code: IDQ ISIN: ZAE000016606
("Indequity" or "the Company")

FORM OF SURRENDER AND TRANSFER IN RESPECT OF THE B CLASS PREFERENCE SHARE SCHEME ("FORM")

Important notes concerning this Form:

- This Form is only for use in respect of the scheme of arrangement proposed by the Board between Indequity and its B Class Preference Shareholders ("**the B Class Preference Share Scheme**") in accordance with the requirements of section 114(1) of the Companies Act, 2008 (Act 71 of 2008), as amended ("**Companies Act**").
- Full details of the B Class Preference Share Scheme are contained in the Circular to Shareholders of Indequity, dated Wednesday, 7 October 2020 ("**Circular**"), to which this Form is attached and forms part. Accordingly, all terms used in this Form shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular.
- **This Form is attached for use by B Class Preference Shareholders who, as set out in paragraph 1.2 of the section of the Circular entitled 'Action Required by B Class Preference Shareholders', if the B Class Preference Share Scheme becomes operative, will be required to surrender their Documents of Title in respect of all their B Class Preference Shares in order to claim the B Class Preference Share Scheme Consideration payable to them.**

INSTRUCTIONS:

1. A separate Form is required for each B Class Preference Share Scheme Participant.
2. Part A must be completed by all B Class Preference Share Scheme Participants who return this Form.
3. Part B must be completed by all B Class Preference Share Scheme Participants who are emigrants from South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Eswatini (collectively "the Common Monetary Area").
4. If this Form is returned with the relevant Documents of Title to Shares, it will be treated as a conditional surrender which is made subject to the B Class Preference Share Scheme becoming operative. In the event of the B Class Preference Share Scheme not becoming operative for any reason whatsoever, Link Market Services South Africa Proprietary Limited will, by not later than five Business Days after the date upon which it becomes known that the B Class Preference Share Scheme will not be operative, return the Documents of Title to the B Class Preference Shareholders concerned, by registered post, at the risk of such B Class Preference Shareholders.
5. Persons who have acquired B Class Preference Shares in Indequity after the date of the issue of the Circular to which this Form is attached, may obtain copies of the Form and the Circular from Link Market Services South Africa Proprietary Limited, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000).
6. The B Class Preference Share Scheme Consideration will not be sent to B Class Preference Share Scheme Participants unless and until Documents of Title in respect of the relevant B Class Preference Share Scheme Shares have been surrendered to Link Market Services South Africa Proprietary Limited.

To: **Link Market Services South Africa Proprietary Limited**
13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001
(PO Box 4844, Johannesburg, 2000)



Dear Sirs

PART A: To be completed by ALL B Class Preference Share Scheme Participants who return this Form.

I/We, the undersigned B Class Preference Share Scheme Participant, hereby surrender the Indequity share certificate/s and/or other Documents of Title attached hereto, representing B Class Preference Shares with a par value of R0.001 each, registered in the name of the person mentioned below and authorise the Transfer Secretaries, conditional upon the B Class Preference Share Scheme becoming operative, to register the transfer of such B Class Preference Shares into the name of Indequity as follows:

Name of B Class Preference Shareholder	Certificate number(s)	Number of B Class Preference Shares covered by each certificate(s) enclosed
	Total	

Surname or Name of corporate body:

First name(s) in full

Title (Mr, Mrs, Miss, Ms, etc)

Address to which the B Class Preference Share Scheme Consideration should be sent (if different from registered address)

Postal code

Note:

Signature of B Class Preference Shareholders	Name and address of agent lodging this Form (if any)
Assisted by me (if applicable)	
(State full name and capacity)	
Date 2020	
Telephone number (Home) ()	
Telephone number (Work) ()	
Cellphone number	

PART B: To be completed by emigrants of the Common Monetary Area.

Nominated authorised dealer in the case of an B Class Preference Share Scheme Participant who is an emigrant from the Common Monetary Area (see note 3 below). **NB: PART A must also be completed.**

Name of dealer	Account number
Address	

PART C: Bank Account details of Shareholders.

To be completed in BLOCK CAPITALS by B Class Preference Shareholders wishing to receive payment of the B Class Preference Share Scheme Consideration by means of EFT.

I/We, being a holder/s of B Class Preference Shares hereby request that the B Class Preference Share Scheme Consideration be electronically deposited into my/our bank account, the details of which are as follows:

Name of account holder (no third party accounts):		
Bank name:		
Branch name:		
Branch code:		
Account number:		
Signature of B Class Preference Shareholder:		
Assisted by me (if applicable):		
(State full name and capacity):		
Date:		
Tel (Home) ()	Tel (Work) ()	Cell phone

In terms of FICA, Link Market Services South Africa Proprietary Limited will only be able to record the bank details if certified true copies of the B Class Preference Shareholder's identity document and bank statement are submitted with this Form.

PART D: To be completed in BLOCK CAPITALS by B Class Preference Shareholders who are emigrants from the Common Monetary Area ("emigrants") and non-residents of the Common Monetary Area (see notes 3 and 4 below).

The B Class Preference Share Scheme Consideration will be forwarded to the authorised dealer in foreign exchange in South Africa controlling the emigrant's blocked assets in terms of the Exchange Control Regulations as nominated below for its control and credited to the emigrant's blocked assets account. Accordingly, B Class Preference Shareholder emigrants must provide the following information:

Name of authorised dealer:
Account number:
Address:
Signature of authorised dealer:

If emigrants make no nomination above, the Company Secretary will hold the consideration in trust for the benefit of the emigrants concerned until lawfully claimed by such B Class Preference Share Scheme Participant for a maximum period of five years, after which such funds shall be made over to the Guardian's Fund. Non-residents: Must complete Part D if they wish the B Class Preference Share Scheme Consideration to be paid to an authorised dealer in South Africa.



Notes and instructions:

1. Applications under this Form are irrevocable and may not be withdrawn once submitted.
2. B Class Preference Share Scheme Participants should consult their professional advisors in case of doubt as to the correct completion of this Form.
3. Emigrants from the Common Monetary Area must complete Part B.
4. All other non-residents of the Common Monetary Area must complete Part D if they wish the B Class Preference Share Scheme Consideration to be paid to an authorised dealer in South Africa.
5. If Part B is not properly completed by emigrants, the B Class Preference Share Scheme Consideration will be held in trust by the Company Secretary pending receipt of the necessary nomination or instruction. No interest will be paid on the amount so held in trust.
6. No receipts will be issued for documents lodged unless specifically requested. In compliance with the requirements of the JSE Limited ("JSE"), lodging agents are requested to prepare special transaction receipts, if required. Signatories may be called upon for evidence of their authority or capacity to sign this Form.
7. Persons who are emigrants from the Common Monetary Area should nominate the authorised dealer in foreign exchange in South Africa which has control of their blocked assets in Part B of this Form. Failing such nomination, the B Class Preference Share Scheme Consideration due to such B Class Preference Share Scheme Participants in accordance with the provisions of the B Class Preference Share Scheme will be held by Indequity, pending instructions from the B Class Preference Share Scheme Participants concerned.
8. Any alteration to this Form must be signed in full and not merely initialled.
9. If this Form is signed under a power of attorney, then such power of attorney, or a notarially certified copy thereof, must be sent with this Form for noting (unless it has already been noted by Indequity or the Transfer Secretaries). This does not apply in the event of this Form bearing a JSE broker's stamp.
10. Where the B Class Preference Share Scheme Participant is a company or a close corporation, unless it has already been registered with Indequity or the Transfer Secretaries, a certified copy of the directors' or members' resolution authorising the signing of this Form must be submitted if so requested by Indequity.
11. If this Form is not signed by the B Class Preference Share Scheme Participant, the B Class Preference Share Scheme Participant will be deemed to have irrevocably appointed the Transfer Secretaries to implement the B Class Preference Share Scheme Participant's obligations under the B Class Preference Share Scheme on his or her behalf.
12. Where there are any joint holders of any B Class Preference Share Scheme Shares, only that holder whose name stands first in the Register in respect of such B Class Preference Shares need sign this Form.

A minor must be assisted by his or her parent or guardian, unless the relevant documents establishing his or her legal capacity are produced or have been registered by the Transfer Secretaries.

13. Should you surrender your Documents of Title in anticipation of the B Class Preference Share Scheme becoming operative and the B Class Preference Share Scheme then does not become operative, the Transfer Secretaries shall, within five Business Days of either the date upon which it becomes known that the B Class Preference Share Scheme will not be implemented or on receipt by the Transfer Secretaries of the relevant Documents of Title, whichever is the later, return the Documents of Title to you by post at your risk.

