

ENX GROUP LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2001/029771/06)

JSE share code: ENX ISIN: ZAE000195723

("enX" or "the Company")



NOTIFICATION IN TERMS OF SECTION 45(5) OF THE COMPANIES ACT 71 OF 2008

Notice is hereby given that, in terms of the provisions of section 45(5) of the Companies Act 71 of 2008 (the "**Companies Act**"), and pursuant to the special resolution passed at the annual general meeting of the Company held on 1 April 2016 authorising the board of directors of the company (the "**board**") to provide financial assistance to current and future subsidiaries and to current and future associated companies of the Company, the board adopted a resolution on 12 May 2016 to provide financial assistance in terms of section 45 of the Companies Act on the basis as set out below.

1. As previously published on SENS on 26 June 2015, enX had entered into a facilities agreement with The Standard Bank of South Africa Limited ("**SBSA**") in terms of which SBSA granted a loan facility of an aggregate amount of R55 000 000 to the Company, who in turn provided financial assistance to Austro Proprietary Limited, Power02 Proprietary Limited and New Way Power Proprietary Limited. SBSA has agreed to increase the loan facility to an aggregate amount of R80 000 000 in terms of an amendment and restatement agreement; and
2. enX has entered into a cession of claims agreement in terms of which enX agreed to cede to and in favour of FirstRand Bank Limited its claims against Centlube Proprietary Limited ("**Centlube**"), a wholly-owned subsidiary of enX, in respect of a loan granted to Centlube by the Company, in the amount of R52 233 846.

both of which constitute financial assistance in terms of the provisions of section 45(5) of the Companies Act.

3. In accordance with section 45(3)(b) of the Companies Act, the board is satisfied and acknowledges, in respect of the financial assistance granted that:
 - 3.1. the Company will satisfy the solvency and liquidity test as set out in section 4 of the Act immediately after providing the financial assistance; and
 - 3.2. the terms under which the financial assistance is to be given are fair and reasonable to enX.

17 May 2016

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