

ENX GROUP LIMITED

(formerly Austro Group Limited)
(Incorporated in the Republic of South Africa)
(Registration number 2001/029771/06)
JSE share code: ENX ISIN: ZAE000195723
("enX" or the "company")



SPECIFIC ISSUE OF SHARES FOR CASH

Shareholders are advised that a subscription agreement has been entered into between enX, on the one hand, and each of Paul Mansour, Jarrod Friedman and Christian Neuberger (the "**subscribers**") on the other hand (the "**subscription agreement**"), in terms of which the subscribers (or their nominees) will, subject to the fulfilment and/or waiver of certain conditions precedent, subscribe for 7 629 694 enX shares (the "**subscription shares**") for an aggregate subscription amount of R17 472 000 (the "**specific issue**").

In terms of the management agreement dated 18 April 2013 entered into between enX and Wild Rose Management Proprietary Limited (formerly JFN Management Proprietary Limited) ("**Wild Rose Management**"), Wild Rose Management has become entitled to an additional management fee of R35 490 000 payable by enX to Wild Rose Management in accordance with the terms of the management agreement.

The subscribers, in their capacity as shareholders of Wild Rose Management, have become entitled to a portion of the aforesaid management fee on terms and conditions agreed to between themselves and Wild Rose Management. In order to increase their shareholding in enX and provide enX with additional capital in its existing business operations and to fund potential acquisitions, the subscribers (or their nominees) will, subject to the fulfilment and/or waiver of certain conditions precedent, use a portion of the management fee received by them to subscribe for the subscription shares.

The subscription price of R2.29 per subscription share (the "**subscription price**") represents the 40 day volume weighted average traded price ("**VWAP**") per enX share as at 31 December 2015 and represents a 9.63% premium to the 30 day VWAP per enX share at the date the subscription agreement was entered into.

As each of Paul Mansour and Jarrod Friedman are executive directors of enX and Christian Neuberger is a director of New Way Power Proprietary Limited, Power O2 Proprietary Limited and Austro Proprietary Limited which are major subsidiaries of enX, the specific issue of shares for cash is to non-public shareholders, as defined in paragraph 4.25 of the JSE Listings Requirements, and to related parties, as described in paragraphs 10.1 to 10.3 of the JSE Listings Requirements.

The subscription agreement remains conditional upon:

- enX shareholders approving the issue of the subscription shares to the subscribers in terms of section 41(1) of the Companies Act;
- enX shareholders approving the issue of the subscription shares to the subscribers in terms of section 5.51 of the JSE Listings Requirements;
- the JSE approving the circular and any other documentation required to be published and/or distributed by enX in terms of the JSE Listings Requirements for the purposes of the specific issue;
- Wild Rose Management confirming in writing to enX that each subscriber (in his capacity as a shareholder of Wild Rose Management) has received as a distribution (as defined in the Companies Act) an amount equal to not less than the subscription price payable by that subscriber.

A circular containing details of the specific issue and convening a general meeting will be posted to enX shareholders in due course.

26 January 2016

Corporate advisor and sponsor

JAVACAPITAL

Legal advisor

enS AFRICA