

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 5 of this circular have, where appropriate, been used on this cover page.

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

### Action required

If you have disposed of all of your enX shares, this circular, together with the attached notice of general meeting and form of proxy, should be handed to the purchaser of such shares or to the broker, banker, investment dealer, CSDP or other agent through whom the disposal was effected.

Beneficial shareholders who hold dematerialised shares through a CSDP or broker but who have not elected own-name registration who wish to attend the general meeting must request their CSDP or broker to provide them with the necessary letter of representation to attend the general meeting or must instruct their CSDP or broker to vote on their behalf in terms of their agreement with their CSDP or broker.

Shareholders are referred to page 2 of this circular, which sets out the detailed action required of them in respect of the transaction and ancillary matters set out in this circular. If you are in any doubt as to the action you should take, please consult your broker, CSDP, banker, legal advisor, accountant or other professional advisor immediately.

**enX does not accept responsibility and will not be held liable for any failure on the part of the broker, banker, investment dealer or CSDP of any holder of dematerialised shares to notify such shareholder of the action required of them in respect of the transaction and ancillary matters set out in this circular.**



## CIRCULAR TO ENX SHAREHOLDERS

relating to:

- the proposed disposal by enX, through enX Leasing Investments Proprietary Limited, a wholly-owned subsidiary of enX, of 100% of the issued share capital of Impact Fork Trucks Limited; and
- the approval by shareholders of a special resolution in terms of section 44 of the Companies Act authorising any financial assistance given by the Company to the purchaser for the purpose of, or in connection with, the transaction,

and enclosing:

- a notice of general meeting of enX shareholders; and
- a form of proxy to attend and vote at the general meeting of enX shareholders, for use only by certificated shareholders and dematerialised shareholders who have elected own-name registration.

Transaction sponsor

Independent reporting accountants

Legal advisor

JAVACAPITAL

Deloitte.

MUNRO SMITH  
PARKER

Date of issue: Monday, 3 May 2021

*This circular is available in English only. Due to the COVID-19 pandemic and the resultant lockdown regulations, hard copies of this circular will not be available at the registered address of the Company. The circular will only be available on enX's website [www.enxgroup.co.za/circulars\\_1](http://www.enxgroup.co.za/circulars_1) from Monday, 3 May 2021.*

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## CORPORATE INFORMATION

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### **Registered office of the Company**

enX Group Limited  
(Registration number 2001/029771/06)  
11 Gross Street  
Tunney Industrial Estate  
Isando, 1401  
(PostNet Suite X86, Private Bag X7, Aston Manor, 1630)

### **Transaction sponsor**

Java Capital Trustees and Sponsors Proprietary Limited  
(Registration number 2006/005780/07)  
6<sup>th</sup> Floor, 1 Park Lane  
Wierda Valley  
Sandton, 2196  
(PO Box 522606, Saxonwold, 2132)

### **Legal Advisor**

Munro Smith Parker Incorporated  
(Registration number 2020/652762/21)  
9th Floor, Bidvest Bank Building  
1 Park Lane  
Wierda Valley  
Sandton, 2196  
(Postal address as above)

### **Transfer secretaries**

Computershare Investor Services Proprietary Limited  
(Registration number 2004/003647/07)  
Rosebank Towers  
15 Biermann Avenue  
Rosebank, 2196  
(Private Bag X9000, Saxonwold, 2132)

### **Date and place of incorporation of the Company**

Incorporated on 12 December 2001 in the Republic of South Africa

### **Company secretary**

Acorim Proprietary Limited  
(Registration number 2013/087325/07)  
13th Floor, Illovo Point  
68 Melville Road  
Illovo  
Sandton, 2196  
(Postal address as above)

### **Independent reporting accountants**

Deloitte & Touche  
(Practice number 902276)  
Deloitte Place  
5 Magwa Crescent  
Waterfall City  
Midrand, 2090  
(Private Bag X6, Gallo Manor, 2052)

### **Transfer secretaries**

Computershare Investor Services Proprietary Limited  
(Registration number 2004/003647/07)  
Rosebank Towers  
15 Biermann Avenue  
Rosebank, 2196  
(Private Bag X9000, Saxonwold, 2132)

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## ACTION REQUIRED BY ENX SHAREHOLDERS

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The definitions and interpretations commencing on page 5 of this circular have, where appropriate, been used in this section.

### THE GENERAL MEETING

A general meeting of enX shareholders will be held at 10:30 on Tuesday, 1 June 2021, at 9th Floor, Katherine Towers, 1 Park Lane, Wierda Valley, Sandton, 2196, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions required to be approved by shareholders in order to authorise and implement the transaction. The notice of general meeting is attached to and forms part of this circular.

Certificated shareholders and own-name dematerialised shareholders who are unable to attend the general meeting but who wish to be represented thereat are requested to complete and return the attached form of proxy (*green*) in accordance with the instructions contained therein. The duly completed forms of proxy are requested to be received by the transfer secretaries by no later than 10:30 on Friday, 28 May 2021. Forms of proxy not lodged with the transfer secretaries in time may be handed to the chairperson of the general meeting immediately before the commencement thereof.

Dematerialised shareholders who have not elected own-name registration and who wish to attend the general meeting must instruct their CSDP or broker timeously in order that such CSDP or broker issues them with the necessary letter of representation.

Dematerialised shareholders who have not elected own-name registration and who do not wish to attend the general meeting but wish to vote thereat, must provide their CSDP or broker with their instruction for voting at the general meeting in the manner stipulated in the agreement governing the relationship between such shareholders and his/her 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. Such shareholders should **not** complete the form of proxy (*green*).

**enX does not accept responsibility and will not be held liable for any failure on the part of the CSDP of a dematerialised shareholder to notify such shareholder of the general meeting or any business to be conducted thereat.**

### ELECTRONIC PARTICIPATION

The Company has made provision for enX shareholders or their proxies to participate electronically in the general meeting by way of telephone conferencing. Should you wish to participate in the general meeting by telephone conference call, you, or your proxy, should advise the Company as such by no later than 10:30 on Friday, 28 May 2021 by submitting by email to the company secretary at [enx@acorim.co.za](mailto:enx@acorim.co.za) relevant contact details, including an email address, cellular number and landline as well as full details of your title to enX shares and proof of identity, in the form of copies of identity documents and share certificates (in the case of certificated shares) or written confirmation from your CSDP confirming your title to the dematerialised shares (in the case of dematerialised shares). Upon receipt of the required information, you will be provided with a secure code and instructions to access the electronic communication during the general meeting. Shareholders should note that access to the electronic communication will be at the expense of the enX shareholders who wish to utilise the facility.

enX shareholders and their appointed proxies attending by conference call will not be able to cast their votes at the general meeting through this medium. Accordingly, enX shareholders making use of the electronic participation facility are requested to either complete the form of proxy (*green*) (in the case of certificated shareholders and dematerialised shareholders who have elected own-name registration) or contact their CSDP or broker (in the case of dematerialised shareholders who have not elected own-name registration), in both instances, as set out above.

In light of the guidance from the South African Government regarding the need for social distancing, as a result of the COVID-19 pandemic, shareholders are encouraged to make use of proxies for purposes of voting at the general meeting.

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

## **VOTING PROCEDURE AND QUORUM FOR THE GENERAL MEETING**

The quorum requirement for the general meeting to begin or for a matter to be considered at the general meeting is at least three enX shareholders present in person or represented by proxy. In addition:

- the general meeting may not begin until sufficient persons are present in person or represented by proxy to exercise, in aggregate, at least 25% of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the general meeting; and
- a matter to be decided at the general meeting may not begin to be considered unless sufficient persons are present in person or represented by proxy to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised in respect of that matter at the time the matter is called on the agenda.

Every enX shareholder present in person or represented by proxy and entitled to exercise voting rights at the general meeting shall be entitled to vote on a show of hands, irrespective of the number of voting rights that shareholder would otherwise be entitled to exercise. On a poll, any person who is present at the general meeting, whether as a enX shareholder or as proxy for a enX shareholder, has the number of votes determined in accordance with the voting rights associated with the enX shares held by that enX shareholder.

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## SALIENT DATES AND TIMES

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Set out below are the salient dates and times in relation to the transaction:

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**2021**

Record date to receive the circular and notice of general meeting	Friday, 23 April
Circular and notice of general meeting issued	Monday, 3 May
Announcement relating to the issue of the circular and notice of general meeting released on SENS	Monday, 3 May
Last day to trade on the JSE in order to be eligible to participate in and vote at the general meeting	Tuesday, 18 May
Voting record date	Friday, 21 May
Last day to lodge forms of proxy ( <i>green</i> ) for the general meeting with the transfer secretaries, by 10:30 (forms of proxy not lodged with the transfer secretaries in time may be handed to the chairperson of the general meeting immediately before the commencement thereof)	Friday, 28 May
General meeting held at 10:30	Tuesday, 1 June
Results of the general meeting released on SENS	Tuesday, 1 June

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**Notes:**

1. All dates and times in this circular are local dates and times in South Africa and are subject to change. Any changes will be released on SENS.
2. enX shareholders are referred to page 5 of this circular for information on the action required to be taken by them.
3. enX shareholders should note that as transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trades. Therefore, enX shareholders who acquire enX shares after close of trade on Tuesday, 18 May 2021 will not be eligible to vote at the general meeting.
4. No dematerialisation and rematerialisation of enX shares may take place between Wednesday, 19 May 2021 and Friday, 21 May 2021, both days inclusive.

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## DEFINITIONS AND INTERPRETATIONS

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In this circular and the annexures to it, unless the context indicates otherwise, 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 have the meanings stated opposite them in the second column.

“ <b>board</b> ” or “ <b>board of directors</b> ” or “ <b>directors</b> ”	the board of directors of enX;
“ <b>business day</b> ”	any day other than a Saturday, Sunday or an official public holiday in South Africa;
“ <b>certificated shareholders</b> ”	shareholders who hold certificated shares;
“ <b>certificated shares</b> ”	shares which have not been dematerialised into the Strate system, title to which is represented by physical documents of title;
“ <b>circular</b> ”	this circular dated Monday, 3 May 2021, including all annexures;
“ <b>Companies Act</b> ”	the Companies Act, No. 71 of 2008, as amended from time to time;
“ <b>Company</b> ” or “ <b>enX</b> ”	enX Group Limited (Registration number: 2001/029771/06), a public company incorporated and registered in accordance with the laws of South Africa and listed on the JSE, full details of which are set out in the “Corporate Information” section;
“ <b>completion date</b> ”	one of the following dates, as appropriate: (a) the potential completion date, as defined in the transaction agreement, which next follows the day on which the last of the conditions precedent to be fulfilled or waived has been fulfilled or waived and notice of such fact has been given to the other party or parties (as the case may be) in accordance with the transaction agreement (the date of such notice being the “ <b>notification date</b> ”); or (b) if the notification date is less than 10 transaction business days prior to such potential completion date, then the next following potential completion date; or (c) such other date as the purchaser and the seller may agree, provided that in the case of paragraphs (a) and (b) (other than in circumstances where the completion date is deferred under clause 9.7 of the transaction agreement to a date after the longstop date) they occur on or before the longstop date.
“ <b>conditions precedent</b> ”	the conditions precedent to the transaction as set out in Part I, paragraph 4 of this circular;
“ <b>CSDP</b> ”	a Central Securities Depository Participant in South Africa, appointed to hold and administer dematerialised shares;
“ <b>dematerialised shareholder</b> ”	shareholders who hold dematerialised shares;
“ <b>dematerialised shares</b> ”	shares which have been incorporated into the Strate system, title to which is not represented by physical documents of title;
“ <b>disposal</b> ” or “ <b>transaction</b> ”	the proposed disposal by enX Leasing Investments, a wholly-owned subsidiary of the Company, of Impact Handling (UK), in consideration for the disposal consideration, as more fully detailed in this circular;
“ <b>disposal consideration</b> ”	has the meaning ascribed to it in paragraph 3.3 of this circular;
“ <b>documents of title</b> ”	share certificates, certified transfer deeds, balance receipts and any other documents of title to shares acceptable to the board;
“ <b>enX Leasing Investments</b> ” or the “ <b>seller</b> ”	enX Leasing Investments Proprietary Limited (Registration number: 2015/323818/07), a private company incorporated and registered in accordance with the laws of South Africa and a wholly-owned subsidiary of the Company;

<b>“Financial Markets Act”</b>	the Financial Markets Act, 19 of 2012, as amended;
<b>“general meeting”</b>	the general meeting of enX shareholders to be held at 10:30 on Tuesday, 1 June 2021 at 9th Floor, Katherine Towers, 1 Park Lane, Wierda Valley, Sandton, 2196, convened for the purpose of considering, and if deemed fit passing, with or without modification, the resolutions set out in the notice of general meeting which is attached to and forms part of this circular;
<b>“Group” or “enX Group”</b>	the Company and its subsidiaries;
<b>“IFRS”</b>	International Financial Reporting Standards;
<b>“Impact Handling (UK)”</b>	Impact Fork Trucks Limited (Registration number 2250150), a UK-domiciled and wholly-owned subsidiary of enX Leasing Investments, which company and its subsidiaries are the subject of the disposal;
<b>“independent reporting accountants” or “Deloitte”</b>	Deloitte & Touche (Practice number 902276), full details of which are set out in the “Corporate Information” section;
<b>“Java Capital” or “transaction sponsor”</b>	Java Capital Trustees and Sponsors Proprietary Limited (Registration number 2006/005780/07), in its capacity as transaction sponsor to the Company, a private company incorporated and registered in accordance with the laws of South Africa, full details of which are set out in the “Corporate Information” section;
<b>“JSE”</b>	the exchange operated by the JSE Limited (Registration number 2005/022939/06), a public company incorporated and registered in accordance with the laws of South Africa and licensed as an exchange under the Financial Markets Act, No. 19 of 2012, as amended from time to time;
<b>“JSE Listings Requirements”</b>	the Listings Requirements of the JSE, as amended from time to time;
<b>“last practicable date”</b>	Thursday, 22 April 2021, being the last practicable date prior to the finalisation of this circular;
<b>“legal advisor” or “Munro Smith Parker”</b>	Munro Smith Parker Incorporated (Registration number 2020/652762/21), full details of which are set out in the “Corporate Information” section;
<b>“longstop date”</b>	the last day by which the conditions precedent must be fulfilled or, where appropriate, waived, being 17:00 (UK time) on 30 June 2021, or such later date as the purchaser and the Seller may agree in writing;
<b>“material contracts”</b>	restrictive funding arrangements and/or a contract entered into otherwise than in the ordinary course of the business carried on, or proposed to be carried on, by the Company and (i) entered into within the two years prior to the date of this circular; or (ii) entered into at any time and containing an obligation or settlement that is material to a company as at the date of this circular;
<b>“MOI”</b>	the memorandum of incorporation of the Company;
<b>“own-name dematerialised shareholders”</b>	dematerialised shareholders who have elected own-name registration;
<b>“purchaser” or “Aprolis”</b>	Aprolis Holding SAS (Registration number. 821093259), whose registered office is 117 rue Charles Michels, 93200, Saint-Denis, France and which company is registered before the Commercial Registry of Bobigny, France and is a subsidiary of Monnoyeur SAS;
<b>“Rand” or “R”</b>	South African Rand;
<b>“record date”</b>	the date on which enX shareholders are to be recorded in the register in order to be eligible to attend, speak and vote at the general meeting (or any adjournment thereof), being Friday, 21 May 2021;
<b>“register”</b>	the securities register of enX (including the relevant sub-registers of the CSDP (as contemplated in the Financial Markets Act) administering the sub-registers of enX);



<b>“SENS”</b>	the Stock Exchange News Service operated by the JSE;
<b>“share” or “enX share”</b>	an ordinary share of no par value in the share capital of enX;
<b>“shareholders” or “enX shareholders”</b>	the registered holders of enX shares;
<b>“signature date”</b>	Wednesday, 14 April 2021, being the date of signature of the transaction agreement;
<b>“South Africa”</b>	the Republic of South Africa;
<b>“sterling” or “GBP” or “£”</b>	Great British Pound, the lawful currency of the United Kingdom;
<b>“Strate”</b>	Strate Proprietary Limited (Registration number 1998/022242/07), a private company incorporated and registered in accordance with the laws of South Africa, a registered central securities depository responsible for the electronic settlement system used by the JSE;
<b>“transaction agreement”</b>	the agreement entered into between the Company (as the parent), enX Leasing Investments (as the seller) and the Purchaser in respect of the transaction on the signature date;
<b>“transaction business day”</b>	a day which is not a Saturday or Sunday or a bank or national holiday in England;
<b>“transfer secretaries” or “Computershare”</b>	Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07), a private company incorporated and registered in South Africa, full details of which are set out in the “Corporate Information” section; and
<b>“UK”</b>	United Kingdom and Ireland.



## enX Group Limited

(Incorporated in the Republic of South Africa)

(Registration number 2001/029771/06)

JSE share code: ENX

ISIN: ZAE000222253

("enX" or the "Company")

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### Directors

Paul Baloyi (*Non-executive chairman*)  
Vuyani Jarana (*Lead independent director*)  
Andrew Hannington (*Chief executive officer*)  
Robert Lumb (*Chief financial officer*)  
Warren Chapman (*Non-executive director*)  
Oyama Mabandla (*Non-executive director*)  
Zolani Matthews (*Independent non-executive director*)  
Lerato Molefe (*Independent non-executive director*)  
Babalwa Ngonyama (*Independent non-executive director*)

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## CIRCULAR TO ENX SHAREHOLDERS

### PART I: THE TRANSACTION

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#### 1. INTRODUCTION

- 1.1 enX is a diversified industrial group listed on the Main Board of the JSE providing quality branded industrial equipment, petrochemicals, fleet management and logistics products and related services to a wide range of economic sectors in South Africa, sub-Saharan Africa and the UK.
- 1.2 As announced on SENS on Thursday, 15 April 2021, the Company has entered into the transaction agreement (as the parent) with its wholly-owned subsidiary enX Leasing Investments (as the seller) and Aprolis (as the purchaser) for the disposal of Impact Handling (UK) for the disposal consideration, as more fully described in paragraph 3 below and subject to the satisfaction or waiver of the conditions precedents set out in paragraph 4 below.
- 1.3 The transaction constitutes a category 1 disposal in terms of section 9.5(b) of the JSE Listings Requirements, requiring the approval of enX shareholders by way of an ordinary resolution.
- 1.4 Shareholders will also be asked to approve a special resolution in terms of section 44 of the Companies Act authorising any financial assistance given by the Company to the purchaser for the purpose of, or in connection with, the transaction.
- 1.5 The purpose of this circular is to:
  - 1.5.1 provide enX shareholders with information relating to the transaction and the manner in which it will be implemented, so as to enable shareholders to make an informed decision as to whether or not they should vote in favour thereof; and
  - 1.5.2 give notice convening the general meeting at which the resolutions necessary to approve and implement the transaction, as more fully detailed in this circular, will be considered and, if deemed fit, approved with or without modification. The notice convening the general meeting is attached to and forms part of this circular.

## 2. RATIONALE, STRATEGY AND PROSPECTS

- 2.1 Impact Handling (UK) provides distribution, rental and value-added services for industrial and materials handling equipment in the UK. Impact Handling (UK) is the exclusive distributor for Cat Lift Trucks and Konecranes heavy duty forklifts and container handling equipment in the UK.
- 2.2 The value of the net assets of Impact Handling (UK) as at 31 August 2020 was R552.2 million (£24.4 million). The net profit after tax attributable to enX Group of Impact Handling (UK) for the year ended 31 August 2020 was R41.1 million (£1.8 million).
- 2.3 The transaction represents an attractive opportunity for the Company to monetise its investment at a valuation that the board believes fairly reflects the future prospects and cash flows of the business. The transaction also allows enX to realise its investment in Impact Handling (UK) at a valuation that the board believes is higher than that incorporated in the enX share price.
- 2.4 Impact Handling (UK) is a standalone business in the UK. There are no synergies, shared operations or joint management between the southern African industrial and materials handling business (EIE SA), the enX Group and Impact Handling (UK). As a result, the disposal of the business can be achieved without undue operational disruption or loss of economies of scale. Furthermore, the disposal consideration will strengthen the financial position of enX.
- 2.5 The disposal consideration will be used to reduce Group debt.
- 2.6 The purchaser is engaged in the provision of handling solutions to customers, with operations in France, Belgium, Luxembourg, Spain, Portugal and China and engages in the sale, rental and maintenance of the material handling equipment it supplies. The purchaser is a wholly-owned subsidiary of Monnoyeur SAS, which in turn is part of the Monnoyeur Group, a French family-owned business engaged in the provision of capital goods for construction, energy production and motorisation, agricultural machinery, handling solutions and digitalisation of construction. The Monnoyeur Group operates in various countries throughout Europe and North Africa.
- 2.7 Neither the purchaser nor any member of the Monnoyeur Group has any presence or activities in the UK. The purchaser views the acquisition of Impact Handling (UK) as an attractive opportunity to add the UK to its existing territorial footprint and increase distribution volumes of products and a brand in which it has significant expertise.

## 3. DETAILS OF THE TRANSACTION

- 3.1 On Wednesday, 14 April 2021, the Company (as the parent) and its wholly-owned subsidiary enX Leasing Investments (as the seller), entered into the transaction agreement for the sale of Impact Handling (UK) to the purchaser for the disposal consideration, subject to the conditions precedent.
- 3.2 The effective date of the transaction is the completion date, being a date after the fulfilment or waiver, as the case may be, of the conditions precedent, which is required to take place on or prior to the longstop date.
- 3.3 The agreed disposal consideration for Impact Handling (UK) is £31 000 000 (approximately R619.1 million) plus the profit after tax of Impact Handling (UK) from 1 September 2020 until the completion date, subject to a maximum disposal consideration of £33 000 000 (approximately R659.0 million).
- 3.4 The seller has agreed to compensate the purchaser for any leakage that occurs outside of the ordinary course of business or that is directly related to the implementation of the disposal up to and including the completion date.
- 3.5 enX has undertaken not to compete with the business carried on by Impact Handling (UK) and its subsidiaries in the UK and/or Ireland for a period of two years commencing on the completion date.
- 3.6 The transaction agreement contains certain warranties and indemnities standard for a transaction of its nature. Furthermore, enX Leasing Investments has given standard interim undertakings regarding the manner in which Impact Handling (UK) and its subsidiaries conduct their business. All such warranties, indemnities and undertakings are subject to mutually agreed limitation of liability regime which is normal for a transaction of this nature.
- 3.7 enX has agreed to guarantee all the obligations of the seller under the transaction agreement and any other agreement or document entered into between the purchaser, the seller and/or Impact Handling (UK) or any of its subsidiaries in connection with the transaction.

#### 4. **CONDITIONS PRECEDENT**

The implementation of the transaction remains subject to, *inter alia*, the fulfilment and/or waiver of the following conditions precedent by no later than the longstop date, as the case may be:

- 4.1 shareholders approving the transaction by way of ordinary resolution as required in terms of section 9 of the JSE Listings Requirements, as well as a special resolution in terms of section 44 of the Companies Act approving any financial assistance given by the Company to the purchaser for the purpose of, or in connection with, the disposal, which resolutions are set out in the notice of general meeting attached to this circular;
- 4.2 Impact Handling (UK)'s bankers confirming that they will not be terminating Impact Handling (UK)'s banking facilities as a result of the change of control of the company; and
- 4.3 all applicable regulatory and statutory approvals for the implementation of the transaction having been obtained from the Competition and Markets Authority of the UK and the Financial Conduct Authority in the UK.

#### 5. **SHAREHOLDER APPROVAL REQUIRED**

- 5.1 The transaction constitutes a category one disposal in terms of section 9.5 of the JSE Listings Requirements. Accordingly, an ordinary resolution of shareholders in terms of section 9.20 of the JSE Listings Requirements will be presented to shareholders at the general meeting in order to approve the transaction.
- 5.2 Shareholders will also be asked to approve a special resolution in terms of section 44 of the Companies Act authorising any financial assistance given by the Company to the purchaser for the purpose of, or in connection with, the transaction.

#### 6. **THE GENERAL MEETING**

- 6.1 A general meeting of enX shareholders will be held at 10:30 on Tuesday, 1 June 2021 at 9th Floor, Katherine Towers, 1 Park Lane, Wierda Valley, Sandton, 2196, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions required to be approved by shareholders in order to authorise and implement the transaction. The notice of general meeting is attached to and forms part of this circular.
- 6.2 In light of the guidance from the South African Government regarding the need for social distancing, as a result of the COVID-19 pandemic, shareholders are encouraged to make use of proxies for purposes of voting at the general meeting.
- 6.3 In the event of a future regulations or directives or preventative measures relating to COVID-19, shareholders or their proxies may be prevented from attending the general meeting in person. In such circumstances, enX may determine, by way of notice to shareholders published on SENS and in the South African press by no later than 10 (ten) business days prior to the general meeting, that the general meeting will take place entirely by electronic means and/or that shareholders or their proxies will be entitled to vote electronically, which notice will include details and instructions of such arrangement.

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## PART II: FINANCIAL INFORMATION

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### 7. PRO FORMA FINANCIAL INFORMATION

- 7.1 The *pro forma* statement of financial position and statement of comprehensive income of enX, showing the *pro forma* effects of the transaction (the “*pro forma financial information*”), is set out in **Annexure 1**.
- 7.2 The *pro forma* financial information has been provided for illustrative purposes only, to provide information on how the transaction may have affected the financial position of enX, assuming it was implemented on 31 August 2020 and the statement of comprehensive income assuming it was implemented on 1 September 2019. Because of its nature, the *pro forma* financial information may not fairly represent enX’s financial position, changes in equity, results of operations or cash flows after the transaction.
- 7.3 The *pro forma* financial information, including the assumptions on which it is based and the financial information from which it has been prepared, is the responsibility of the board of directors. The *pro forma* financial information has been prepared in accordance with enX’s accounting policies and in compliance with IFRS and are consistent with those applied in the audited annual financial statements of enX for the year ended 31 August 2020. The *pro forma* financial information is presented in accordance with the JSE Listings Requirements and the Guide on *pro forma* financial information issued by the South African Institute of Chartered Accountants (“SAICA”).
- 7.4 Extracts from the *pro forma* financial information of enX are set out below:

	Before the transaction	Pro forma after the transaction	Percentage change (%)
Basic (loss)/earnings per share (cents)	(283.1)	(240.5)	15.0
Diluted (loss)/earnings per share (cents)	(283.1)	(240.5)	15.0
Headline (loss)/earnings per share (cents)	(20.1)	22.46	> 100
Net asset value per share (cents)	1 361	1 425	4.7
Net tangible asset value per share (cents)	1 280	1 415	10.5
Number of shares in issue	182 312 650	182 312 650	–
Weighted number of shares in issue (net of treasury shares)	181 017 311	181 017 311	–

- 7.5 Detailed notes and assumptions regarding the *pro forma* financial information are set out in **Annexure 1**. The *pro forma* financial information should be read in conjunction with the independent reporting accountant’s assurance report thereon, as contained in **Annexure 2**.

### 8. HISTORICAL FINANCIAL INFORMATION

- 8.1 The historical financial information of Impact Handling (UK), which was extracted from the audited financial statements of enX for the years ended 31 August 2020, 31 August 2019 and 31 August 2018 has been incorporated by reference in terms of paragraph 11.61 of the JSE Listings Requirements and is available on the company’s website at the following link: [www.enxgroup.co.za/sens/circulars\\_/](http://www.enxgroup.co.za/sens/circulars_/).
- 8.2 The historical financial information is the responsibility of the board of directors.
- 8.3 The independent reporting accountants’ report on the historical financial information of Impact Handling (UK) is presented in **Annexure 3**.

## PART III: GENERAL

### 9. MAJOR AND CONTROLLING SHAREHOLDERS

- 9.1 Set out below are the names of enX shareholders, other than directors, that were, directly or indirectly, beneficially interested in 5% or more of the issued shares as at the last practicable date:

Shareholder	Direct beneficial	Indirect beneficial	Total shares	% of issued share capital
MCC Contracts Proprietary Limited	31 305 360	30 000 000	61 305 360	33.63
PSG Group Limited	–	19 612 866	19 612 866	10.76
Prudential Investment Managers Proprietary Limited	–	16 958 974	16 958 974	9.30
Samvenice Trading 1 Proprietary Limited	12 785 271	–	12 785 271	7.01
CoroCapital Proprietary Limited	–	9 890 195	9 890 195	5.42
Sunwood Trading and Investments	9 769 375	–	9 769 375	5.36
<b>Total</b>	<b>53 860 006</b>	<b>76 462 035</b>	<b>130 322 041</b>	<b>71.48</b>

- 9.2 As at the last practicable date, the company does not have a controlling shareholder and the transaction will not result in the company having a controlling shareholder.

### 10. DIRECTORS' INTERESTS

#### 10.1 Directors' interests in enX shares

- 10.1.1 Set out below are the interests of directors (including their associates) in enX shares as at 31 August 2020. Direct and indirect beneficial interests are disclosed.

Director	Direct beneficial	Indirect beneficial	Held by associates	Total shares	% of total shares
A Hannington	–	646 880	–	646 880	0.4
P Baloyi	–	11 203 354	–	11 203 354	6.1
W Chapman	–	9 490 983	–	9 490 983	5.2
O Mabandla	–	1 157 229	–	1 157 229	0.6
A Joffe <sup>1</sup>	110 000	1 366 442	–	1 476 442	0.8
P O'Flaherty <sup>1</sup>	–	3 196 318	–	3 196 318	1.8
J Friedman <sup>2</sup>	463 162	196 764	–	659 926	0.4
G Neubert <sup>3</sup>	233 014	245 433	–	478 447	0.3
<b>Total</b>	<b>806 176</b>	<b>27 503 403</b>	<b>–</b>	<b>28 309 579</b>	<b>15.5</b>

**Notes:**

1. Resigned effective 22 June 2020.
2. Resigned effective 31 March 2020.
3. Resigned effective 13 August 2020.

- 10.1.2 There were no changes to the interests of directors in enX shares between 31 August 2020 and the last practicable date.

#### 10.2 Directors' interests in transactions

Save in respect of the directors' interests in enX shares, as set out in paragraph 10.1 above, no director of enX has or had any material beneficial interest, whether direct or indirect, in any transaction that was effected by enX during the current or immediately preceding financial year or during an earlier financial year and which remains in any respect outstanding or unperformed.

## 11. DIRECTORS' EMOLUMENTS

11.1 The emoluments of the directors of enX for the year ended 31 August 2020 is as follows:

	<b>Directors' fees</b>	<b>Salary</b>	<b>Incentive</b>	<b>Retirement contributions</b>	<b>Other benefits</b>	<b>Total</b>
	<b>R'000</b>	<b>R'000</b>	<b>R'000</b>	<b>R'000</b>	<b>R'000</b>	<b>R'000</b>
<i>Executive directors</i>						
J Friedman <sup>1</sup>	–	1 630	–	–	–	<b>1 630</b>
R Lumb <sup>2</sup>	–	1 646	–	–	–	<b>1 646</b>
G Neubert <sup>3</sup>	–	5 470	4 049	622	2 721	<b>12 862</b>
<i>Non-executive directors</i>						
S Booysen <sup>4</sup>	1 896	–	–	–	–	<b>1 896</b>
P Baloyi <sup>5</sup>	1 264	–	–	–	–	<b>1 264</b>
L Molefe	921	–	–	–	–	<b>921</b>
P O'Flaherty <sup>4</sup>	598	–	–	–	–	<b>598</b>
A Phillips <sup>6</sup>	471	–	–	–	–	<b>471</b>
A Joffe <sup>4</sup>	1 246	–	–	–	–	<b>1 246</b>
B Ngonyama	1 060	–	–	–	–	<b>1 060</b>
E Oblowitz <sup>7</sup>	541	–	–	–	–	<b>541</b>
Z Matthews <sup>8</sup>	178	–	–	–	–	<b>178</b>
O Mbandla <sup>8</sup>	107	–	–	–	–	<b>107</b>
W Chapman <sup>8</sup>	107	–	–	–	–	<b>107</b>
<b>Total</b>	<b>8 389</b>	<b>8 746</b>	<b>4 049</b>	<b>622</b>	<b>2 721</b>	<b>24 527</b>

### Notes:

1. Resigned effective 31 March 2020.
2. Appointed effective 1 March 2020.
3. Resigned effective 13 August 2020.
4. Resigned effective 22 June 2020.
5. Appointed as chairman effective 3 July 2020.
6. Resigned effective 12 February 2020.
7. Appointed effective 6 December 2019 and resigned effective 22 June 2020.
8. Appointed effective 3 July 2020.

11.2 Save as set out in paragraph 11.1 above, no director of enX received any emoluments for the last financial period, being the year ended 31 August 2020, in the form of:

11.2.1 fees for services as a director;

11.2.2 management, consulting, technical or other fees paid for services rendered as a director, directly or indirectly, including payments to management companies, a part of which is then paid to a director of the Company;

11.2.3 basic salaries;

11.2.4 bonuses and performance-related payments;

11.2.5 sums paid by way of expense allowance;

11.2.6 any other material benefits;

11.2.7 contributions paid under any pension scheme; or

11.2.8 any commission, gain or profit-sharing arrangements.

11.3 No share options or any other right has been given to a director in respect of providing a right to subscribe for shares in enX.

11.4 No shares or share options have been issued and allotted in terms of a share purchase or option scheme for employees or other share purchase or option scheme.

- 11.5 All directors are remunerated by the enX Group. No director receives any remuneration or benefit in any form from any holding company or subsidiary of enX (or from their associates), from any joint venture of enX or any holding company or subsidiary of enX, or from any third party management or advisor to enX or to any holding company or subsidiary of enX.
- 11.6 Save as set out in this paragraph 11, the Company has not entered into any contracts relating to directors' and managerial remuneration, secretarial and technical fees or restraint payments. Contracts of employment with executive directors of enX were concluded on terms and conditions that are standard for such appointments and contain normal terms of employment. The contracts of employment are available for inspection as described in paragraph 21 of this circular. There are no service contracts in place in respect of non-executive directors of enX.
- 11.7 The remuneration of directors of enX will not be varied as a consequence of the transaction.

## 12. MATERIAL CONTRACTS

Save for:

- 12.1 the transaction agreement, the salient features of which are set out in paragraph 3;
- 12.2 the loan agreements detailed in in **Annexure 5**; and
- 12.3 the material contracts, the salient features of which are set out in **Annexure 4**,

no material contracts, being restrictive funding arrangements and/or contracts entered into otherwise than in the ordinary course of business have been entered into either verbally or in writing by enX, any of its major subsidiaries or by any subsidiary within two years prior to the last practicable date or concluded at any time, and which contain an obligation or settlement that is material to the Company and/or its subsidiaries.

## 13. MATERIAL CHANGES

- 13.1 There has been no material change in the financial or trading position of the Company between 31 August 2020, being the latest reported period, and the date of this circular, save for:
- 13.1.1 the impact that the COVID-19 pandemic and resultant national lockdown has had, and is anticipated to continue to have on enX and its operations. Low business confidence levels, consumer caution and pressure on disposable income will continue to constrain year-on-year growth in the general economy. Although, the liquidity in all Group companies has been resilient during the lockdown period, there has been a significant impact on the financial and trading results for the year ended 31 August 2020 and beyond. The Group has adopted, and will continue to adopt all necessary measures to protect the financial position and preserve cash flows; and
- 13.1.2 the impact that the COVID-19 pandemic and resultant national lockdown has had, and is anticipated to continue to have on equity capital markets for an extended period.

## 14. MATERIAL BORROWINGS

Details of all material loans made to enX and/or to its subsidiaries that remain outstanding as at the last practicable date, and that will remain outstanding following implementation of the transaction, are set out in **Annexure 5**.

## 15. STATEMENT AS TO WORKING CAPITAL

Having considered the effects of the transaction and on the assumption that the transaction takes place on the longstop date, the directors are of the opinion that:

- 15.1 enX and the enX 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;
- 15.2 the consolidated assets of the enX Group, fairly valued, will be in excess of the consolidated liabilities of the enX Group for a period of 12 months after the date of approval of this circular;
- 15.3 the share capital and reserves of enX and the enX Group will be adequate for ordinary business purposes for a period of 12 months after the date of approval of the circular; and
- 15.4 the working capital of enX and the enX Group will be adequate for ordinary business purposes for a period of 12 months after the date of the approval of this circular.



## 16. LITIGATION

There are no legal or arbitration proceedings, including any proceedings that are pending or threatened, of which the board of directors is aware, that may have had, or have during the 12 months preceding the last practicable date had, a material effect on the Group's financial position.

## 17. RESPONSIBILITY STATEMENT

The directors, whose names are given on page 11 of this circular, collectively and individually accept full responsibility for the accuracy of the information contained in this circular and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, that all reasonable enquiries to ascertain such facts have been made, and that the circular contains all information required by the JSE Listings Requirements.

## 18. OPINION AND RECOMMENDATION

18.1 The board of directors is of the opinion that the transaction is beneficial to enX shareholders and, accordingly, recommends that enX shareholders vote in favour of the resolutions to be proposed at the general meeting. The opinion of the directors as to the prospects of the company following implementation of the transaction is set out in paragraph 2 above.

18.2 Those directors that hold a beneficial interest in enX shares intend voting in favour of the transaction and all resolutions to be proposed at the general meeting.

## 19. ADVISORS' CONSENTS

19.1 The transaction sponsor, independent reporting accountant, legal advisor, company secretary, and transfer secretaries have each consented in writing to act in the capacities stated and to their names appearing in this circular, which consent has not been withdrawn prior to the issue of this circular.

19.2 The independent reporting accountant has consented to the inclusion of its reports in the circular in the form and context in which they appear, which consent has not been withdrawn prior to the issue of this circular. The independent reporting accountant has confirmed that the contents of the circular are not contradictory to the information contained in their reports.

## 20. PRELIMINARY AND ISSUE EXPENSES

The estimated total amount of expenses (excluding VAT) incurred by enX in respect of the transaction within the three years preceding the last practicable date are set out below:

<b>Fees incurred by enX</b>	<b>Recipient</b>	<b>Rands</b>
JSE transaction sponsor fees	Java Capital	400 000
JSE sponsor fees	Standard Bank	50 000
Independent reporting accountant's fees	Deloitte	300 000
Legal fees	Browne Jacobson LLP	1 554 750
Legal fees	Oxygen Consulting	383 250
Legal fees	Munro Smith Parker	812 000
Printing and typesetting costs	Ince	100 000
JSE documentation fees	JSE	55 862
Contingency		90 586
<b>Total</b>		<b>3 746 448</b>

## 21. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the documents below will be available for inspection at the registered address of the Company from the date of issue of this circular up to and including the date of the general meeting. In light of the COVID-19 pandemic and the resultant lockdown regulations, copies of these documents will also be available for inspection electronically and may be obtained from the Company by sending a request to [info@enxgroup.co.za](mailto:info@enxgroup.co.za).

- 21.1 this circular;
- 21.2 the MOI;
- 21.3 the memorandum of incorporation of each of the company's major subsidiaries;
- 21.4 the transaction agreement;
- 21.5 the material contracts referenced in paragraph 12;
- 21.6 the employment contracts of the executive directors;
- 21.7 the signed reports by the independent reporting accountant as set out in **Annexure 2** and **Annexure 3**;
- 21.8 the audited annual financial statements of the Company for the financial years ended 31 August 2020, 31 August 2019 and 31 August 2018;
- 21.9 the historical financial information of Impact Handling (UK), which was extracted from the audited financial statements of enX, for the years ended 31 August 2020, 31 August 2019 and 31 August 2018; and
- 21.10 the written consents referenced in paragraph 19.

## 22. DOCUMENTS INCORPORATED BY REFERENCE

The following information has been incorporated by reference and is available for viewing on the company's website at [www.enxgroup.co.za/sens/circulars\\_/](http://www.enxgroup.co.za/sens/circulars_/) and is available for inspection at the company's registered office in accordance with the provision of paragraph 21 above:

- 22.1 The historical financial information of Impact Handling (UK), which was extracted from the audited financial statements of enX, for the years ended 31 August 2020, 31 August 2019 and 31 August 2018.

Signed on behalf of the board of directors

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**Andrew Hannington**  
*Chief Executive Officer*

**3 May 2021**

## PRO FORMA FINANCIAL INFORMATION

Set out below is the *pro forma* statement of financial position and statement of comprehensive income of enX, showing the *pro forma* effects of the transaction (the “*pro forma financial information*”).

The *pro forma* financial information has been provided for illustrative purposes only, to provide information on how the transaction may have affected the financial position of enX, assuming it was implemented on 31 August 2020 and the statement of comprehensive income assuming it was implemented on 1 September 2019. Because of its nature, the *pro forma* financial information may not fairly represent enX’s financial position, changes in equity, results of operations or cash flows after the transaction.

The *pro forma* financial information, including the assumptions on which it is based and the financial information from which it has been prepared, is the responsibility of the board of directors. The *pro forma* financial information has been prepared in accordance with enX’s accounting policies and in compliance with IFRS and are consistent with those applied in the audited annual financial statements of enX for the year ended 31 August 2020. The *pro forma* financial information is presented in accordance with the JSE Listings Requirements and the Guide on *pro forma* financial information issued by SAICA.

The *pro forma* financial information should be read in conjunction with the independent reporting accountant’s assurance report thereon, which is presented in **Annexure 2**.

### enX Group Limited

*Pro forma* Statement of Financial Position as at 31 August 2020

R’000	enX last published results <i>Note 1</i>	Disposal of Impact Handling (UK) <i>Note 2.2 and 2.3</i>	Adjustment for Impact Handling (UK) balances recognised at a group level <i>Note 2.4</i>	Allocation of selling price a fter costs <i>Note 2.5</i>	<i>Pro forma</i> after the adjustments <i>Note 3</i>
<b>ASSETS</b>					
<b>Non-current assets</b>	<b>7 019 397</b>	<b>(1 677 453)</b>	<b>(55 128)</b>	–	<b>5 286 816</b>
Property, plant, equipment and right-of-use assets	621 446	(155 160)	–	–	466 286
Leasing assets	6 087 417	(1 435 242)	–	–	4 652 175
Goodwill	92 461	(53 303)	(39 158)	–	–
Intangible assets	73 308	(33 748)	(15 970)	–	23 590
Investment in associate	70 916	–	–	–	70 916
Unlisted investments and loans	9 175	–	–	–	9 175
Deferred taxation	60 050	–	–	–	60 050
Trade and other receivables	4 624	–	–	–	4 624
<b>Current assets</b>	<b>3 592 610</b>	<b>(666 278)</b>	–	–	<b>2 926 332</b>
Trade, other receivables and derivatives	1 064 879	(238 062)	–	–	826 817
Inventories	1 622 021	(280 976)	–	–	1 341 045
Taxation receivable	19 801	–	–	–	19 801
Bank and cash balances	885 909	(147 240)	–	–	738 669
<b>Total assets</b>	<b>10 612 007</b>	<b>(2 343 731)</b>	<b>(55 128)</b>	–	<b>8 213 148</b>

R'000	enX last published results <i>Note 1</i>	Disposal of Impact Handling (UK) <i>Note 2.2 and 2.3</i>	Adjustment for Impact Handling (UK) balances recognised at a group level <i>Note 2.4</i>	Allocation of selling price a fter costs <i>Note 2.5</i>	<i>Pro forma</i> after the adjustments <i>Note 3</i>
<b>EQUITY AND LIABILITIES</b>					
<b>Capital and reserves</b>	<b>2 497 447</b>	<b>(502 234)</b>	<b>(50 656)</b>	668 801	<b>2 613 358</b>
Share capital	3 134 092	–	–	–	<b>3 134 092</b>
Other reserves	(595 867)	(133 699)	–	–	<b>(729 566)</b>
Accumulated (loss)/profits	(75 261)	(368 535)	(50 656)	668 801	<b>174 349</b>
Equity attributable to owners of the parent	2 462 964	(502 234)	(50 656)	668 801	<b>2 578 875</b>
Non-controlling interests	34 483	–	–	–	<b>34 483</b>
<b>Liabilities</b>					
<b>Non-current liabilities</b>	<b>4 159 009</b>	<b>(1 479 894)</b>	<b>(4 472)</b>	–	<b>2 674 643</b>
Interest-bearing liabilities	3 620 250	(1 402 480)	–	–	<b>2 217 770</b>
Deferred vendor considerations	–	–	–	–	–
Lease liabilities	95 741	(37 325)	–	–	<b>58 416</b>
Employee benefits	5 090	(644)	–	–	<b>4 446</b>
Deferred taxation	437 928	(39 445)	(4 472)	–	<b>394 011</b>
<b>Current liabilities</b>	<b>3 955 551</b>	<b>(361 603)</b>	–	<b>(668 801)</b>	<b>2 925 147</b>
Interest-bearing liabilities	2 241 028	(4 295)	–	(668 801)	<b>1 567 932</b>
Deferred vendor considerations	33 895	–	–	–	<b>33 895</b>
Lease liabilities	115 675	(22 690)	–	–	<b>92 985</b>
Trade, other payables and provisions	1 536 226	(327 912)	–	–	<b>1 208 314</b>
Taxation payable	23 350	(6 706)	–	–	<b>16 644</b>
Bank overdrafts	5 377	–	–	–	<b>5 377</b>
<b>Total equities and liabilities</b>	<b>10 612 007</b>	<b>(2 343 731)</b>	<b>(55 128)</b>	–	<b>8 213 148</b>
<b>Number of shares in issue</b>	182 312 650				<b>182 312 650</b>
<b>Weighted number of shares in issue (net of treasury shares)</b>	181 017 311				<b>181 017 311</b>
<b>Net asset value per share (cents)</b>	1 361				<b>1 425</b>
<b>Net tangible asset value per share (cents)</b>	1 280				<b>1 415</b>

## Notes and assumptions

1. Extracted without adjustment from the audited condensed consolidated financial statements of enX for the year ended 31 August 2020.
2. The figures in the “*Pro forma* after the adjustments” column above reflect the *pro forma* effects on the “enX last published results” column resulting from the implementation of the transaction after taking into account the following transaction assumptions:
  - 2.1 The transaction is assumed to have been implemented on 31 August 2020 for the net asset value per share and net tangible value per share purposes.
  - 2.2 The Impact Handling (UK) figures have been extracted from the audited accounts of Impact Handling (UK) for the year ended 31 August 2020.
  - 2.3 These numbers have been adjusted to exclude the stated capital as this is consolidated out at a group level and therefore cannot be deducted from the group numbers.
  - 2.4 The adjustment for the Impact Handling (UK) balances at a group level takes into account the disposal of the goodwill and intangible assets (and the deferred tax relating to the intangibles) that arose on the acquisition of Impact Handling (UK) which have been disposed of as part of the transaction.
  - 2.5 The net price associated with the transaction is R668.8 million, being the Transaction Value (“TV”). This has been reduced by the costs associated with the transaction amounting to R3.7 million. These once-off costs include the estimated costs of preparing and distributing this circular, holding the general meeting and implementing the transaction, including the fees payable to the professional advisors as well as any costs as categorised in the transaction agreement. An amount of R29.9 million has been included in respect of exit bonuses payable to management. It has been assumed that net cash received has been applied to reduce the current group debt. The GBP to ZAR exchange rate used equals 22.66 Rands per 1 GBP.

The net proceeds applied to reduce the current debt (as assumed) is reconciled as follows:

	<b>R'000</b>
Gross proceeds (TV)	702 460
Transaction costs	(3 746)
Exit bonuses to be paid from proceeds (including tax)	(29 913)
<b>Net proceeds</b>	<b>668 801</b>

- 2.6 The maximum net price associated with the transaction is R709.0 million, being the maximum TV. This value includes the profit after tax of Impact Handling (UK) from 1 September 2020 to the closing date up to a maximum value of GBP2 million (R45.3 million). This has been reduced by the costs associated with the transaction amounting to R3.7 million. These once-off costs include the estimated costs of preparing and distributing this circular, holding the general meeting and implementing the transaction, including the fees payable to the professional advisors as well as any costs as categorised in the transaction agreement. An amount of R35.1 million has been included in respect of exit bonuses payable to management. It has been assumed that net cash received has been applied to reduce the current group debt. The GBP to ZAR exchange rate used equals 22.66 Rands per 1 Pound.

The net proceeds applied to reduce the current debt (as assumed) is reconciled as follows:

	<b>R'000</b>
Gross proceeds (TV)	702 460
Maximum PAT adjustment	45 320
Transaction costs	(3 746)
Exit bonuses to be paid from proceeds (including tax)	(35 070)
<b>Net proceeds</b>	<b>708 964</b>

This maximum TV will result in a net asset value per share of 1 447 cents and tangible net asset value per share of 1 437 cents.

3. The *pro forma* financial information under note 3 (after the adjustments described in notes 2.2 to 2.5) represents the statement of financial position of enX after the implementation of the transaction.
4. There are no other post-balance sheet events which require adjustment to the *pro forma* statement of financial position.

R'000	enX last published results <i>Note 1</i>	Disposal of Impact Handling (UK) <i>Note 2.2</i>	Once-off net gain on disposal of Impact Handling (UK) <i>Note 2.5</i>	Transaction costs <i>Note 2.6 and 2.7</i>	<i>Pro forma</i> after the adjustments <i>Note 3</i>
<b>Revenue</b>	<b>7 206 109</b>	<b>(1 448 496)</b>	–	–	<b>5 757 613</b>
Net operating expenses	(5 411 346)	1 044 958	–	–	<b>(4 366 388)</b>
<b>Profit from operations before depreciation and amortisation</b>	<b>1 794 763</b>	<b>(403 538)</b>	–	–	<b>1 391 225</b>
Depreciation and amortisation	(1 429 536)	313 144	–	–	<b>(1 116 392)</b>
Profit/(loss) on disposal of property, plant and equipment	6 410	(3 538)	–	–	<b>2 872</b>
Share-based payment (expense)/ credit	(2 547)	(438)	–	–	<b>(2 985)</b>
Foreign exchange gains/(losses)	12 660	2 850	–	–	<b>15 510</b>
<b>Operating profit</b>	<b>381 750</b>	<b>(91 520)</b>	–	–	<b>290 230</b>
Impairment of goodwill and intangible assets	(543 080)	–	–	–	<b>(543 080)</b>
Adjustment on deferred vendor loan	(30 688)	–	–	–	<b>(30 688)</b>
Income/(expenses) on sale of the Impact business	–	–	115 911	(33 659)	<b>82 252</b>
<b>(Loss)/profit before interest and taxation</b>	<b>(192 018)</b>	<b>(91 520)</b>	<b>115 911</b>	<b>(33 659)</b>	<b>(201 286)</b>
Net finance costs	(409 352)	40 044	–	49 826	<b>(319 482)</b>
Interest received	13 945	–	–	–	<b>13 945</b>
Interest expense	(423 297)	40 044	–	49 826	<b>(333 427)</b>
Share of profits from associate	11 711	–	–	–	<b>11 711</b>
<b>(Loss)/profit before taxation</b>	<b>(589 659)</b>	<b>(51 476)</b>	<b>115 911</b>	<b>16 167</b>	<b>(509 057)</b>
Taxation	76 729	10 420	–	(13 951)	<b>73 198</b>
<b>(Loss)/profit after taxation</b>	<b>(512 930)</b>	<b>(41 056)</b>	<b>115 911</b>	<b>2 216</b>	<b>(435 860)</b>

<b>R'000</b>	<b>enX last published results <i>Note 1</i></b>	<b>Disposal of Impact Handling (UK) <i>Note 2.2</i></b>	<b>Once-off net gain on disposal of Impact Handling (UK) <i>Note 2.5</i></b>	<b>Transaction costs <i>Note 2.6 and 2.7</i></b>	<b><i>Pro forma</i> after the adjustments <i>Note 3</i></b>
<i>Attributable to:</i>					
Equity holders of the parent	(512 469)	(41 056)	115 911	2 216	(435 399)
Non-controlling interests	(461)	–	–	–	(461)
<b>Net (loss)/profit after taxation</b>	<b>(512 930)</b>	<b>(41 056)</b>	<b>115 911</b>	<b>2 216</b>	<b>(435 860)</b>
<i>Other comprehensive (loss)/income net of taxation:</i>					
(Loss)/profit after taxation	(512 930)	(41 056)	115 911	2 216	(435 860)
Items that may be reclassified subsequently to profit or loss:					
– Foreign currency translation reserve	102 941	(89 778)	–	–	13 163
<b>Total comprehensive (loss)/ income</b>	<b>(409 989)</b>	<b>(130 834)</b>	<b>115 911</b>	<b>2 216</b>	<b>(422 697)</b>
<i>Attributable to:</i>					
Equity holders of the parent	(409 528)	(130 834)	115 911	2 216	(422 236)
Non-controlling interests	(461)	–	–	–	(461)
<b>Total comprehensive (loss)/ income</b>	<b>(409 989)</b>	<b>(130 834)</b>	<b>115 911</b>	<b>2 216</b>	<b>(422 697)</b>
<b>Basic loss/(earnings) per share (cents)</b>	(283.1)				(240.5)
<b>Diluted loss/(earnings) per share (cents)**</b>	(283.1)				(240.5)
<b>Headline loss/(earnings) per share (cents)</b>	(20.1)				22.46
<b>Number of shares in issue</b>	182 312 650			–	182 312 650
<b>Weighted number of shares in issue (net of treasury shares)</b>	181 017 311				181 017 311
<i>Headline earnings reconciliation</i>					
Net profit after taxation attributable to equity holders of the parent	(512 469)	(41 056)	115 911	2 216	(435 399)
Adjusted for:					
Profit on disposal of property, plant and equipment	(6 410)		–	–	(6 410)
Impairment of goodwill, intangible assets and property	544 111		–	–	544 111
Taxation effect on adjustments	(61 642)		–	–	(61 642)
<b>Headline earnings attributable to ordinary shareholders</b>	<b>(36 410)</b>	<b>(41 056)</b>	<b>115 911</b>	<b>2 216</b>	<b>40 660</b>

\*\*The dilutionary instruments in issue have an anti-dilutionary effect in the current year.

## Notes and assumptions

1. Extracted without adjustment from the audited condensed consolidated financial statements of enX for the year ended 31 August 2020.
2. The figures in the “*Pro forma* after the adjustments” column above reflect the *pro forma* effects on the “enX last published results” column resulting from the implementation of the transaction after taking into account the following transaction assumptions:
  - 2.1 The transaction is assumed to have been implemented on 1 September 2019 for earnings per share, diluted earnings per share, headline earning per share and diluted headline earning per share and adjusted headline earnings per share purposes.
  - 2.2 The Impact Handling (UK) figures have been extracted from the audited accounts of Impact Handling (UK) for the year ended 31 August 2020.
  - 2.3 The proceeds of the transaction as at 1 September 2019 are R668.8 million. This is seen to have been received on 1 September 2019 as though the transaction was implemented on this day.
  - 2.4 The net proceeds receivable in respect of the disposal of Impact Handling (UK) is an amount equal to R668.8 million on 31 August 2020. This has been reduced by the costs associated with the transaction amounting to R3.7 million. These once-off costs include the estimated costs of preparing and distributing this circular, holding the general meeting and implementing the transaction, including the fees payable to the professional advisors. In addition, a further R29.9 million has been provided for exit bonuses paid to senior management. It has been assumed that the net cash received has been applied to reduce the current group debt.
  - 2.5 The once-off net gain on the sale of the Impact Handling (UK) business is R115.9 million. This gain is based on the proceeds received of R668.8 million less the net asset value of Impact Handling (UK) as at 31 August 2020, being R552.9 million, including the goodwill and intangibles at a group level of R50.7 million.
  - 2.6 The once-off costs associated with the transaction amount to R3.7 million. These costs include the estimated costs of preparing and distributing this circular, holding the general meeting and implementing the transaction, including the fees payable to the professional advisors associated with the transaction.
  - 2.7 The net cash received of R668.8 million has been applied to reduce the current group debt. This resulted in an interest saving for the 12 months ended 31 August 2020 of R49.8 million at an average interest rate of 7.25%. This adjustment will have a continuing impact.
  - 2.8 The maximum one-off net gain on the sale of the Impact Handling (UK) business is R159.8 million. This gain is based on the maximum proceeds receivable of R712.7 million, being the maximum net price associated with the transaction including the profit after tax of Impact Handling (UK) from 1 September 2020 to the closing date up to a maximum value of GBP2 million (R45.3 million), less the net asset value of Impact Handling (UK) as at 31 August 2020 being R552.9 million, including the goodwill and intangibles at a group level of R50.7 million.
  - 2.9 Should the maximum net cash received of R712.7 million be applied to reduce the current group debt, this would result in an interest saving for the 12 months ended 31 August 2020 of R53.1 million at an average interest rate of 7.25%. This adjustment will have continuing impact.
  - 2.10 The maximum TV will result in a basic loss per share of 215 cents and a headline earnings per share of 48 cents.
  - 2.11 The GBP to ZAR exchange rate used equals 22.66 Rands per 1 GBP.
3. The *pro forma* financial information under note 3 (after the adjustments described in notes 2.2 to 2.7 and 2.11) represents the condensed consolidated statement of profit or loss and other comprehensive income of enX after the implementation of the transaction.
4. There are no other subsequent events that require adjustments to the *pro forma* financial information.
5. All adjustments are of a continuing nature unless otherwise indicated.



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**INDEPENDENT REPORTING ACCOUNTANT’S ASSURANCE REPORT ON THE  
COMPILATION OF THE *PRO FORMA* FINANCIAL INFORMATION**

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**The Directors**

enX Group Limited  
11 Gross Street  
Tunney Industrial Estate  
Elandsfontein  
1600

Dear Sirs/Mesdames

**REPORT ON THE ASSURANCE ENGAGEMENT ON THE COMPILATION OF *PRO FORMA* FINANCIAL  
INFORMATION INCLUDED IN A CIRCULAR**

We have completed our assurance engagement to report on the compilation of *pro forma* financial information of enX Group Limited (“the Group”) by the directors. The *pro forma* financial information, as set out in paragraph 7 and **Annexure 1** of the circular (“the circular”), to be dated on or about 3 May 2021, consists of *pro forma* consolidated statement of profit or loss and the *pro forma* consolidated statement of financial position and related notes. The *pro forma* financial information has been compiled on the basis of the applicable criteria specified in the JSE Limited (“JSE”) Listings Requirements.

The *pro forma* financial information has been compiled by the directors to illustrate the impact of the corporate action or event, described in paragraph 3 of the circular, on the Group’s financial position as at 31 August 2020, and the Group’s financial performance for the period then ended, as if the corporate action or event had taken place at 1 September 2019 and for the period then ended. As part of this process, information about the Group’s financial position and financial performance has been extracted by the directors from the Group’s financial statements for the period ended 31 August 2020, on which an auditor’s report was issued on 23 November 2020 and contained an unqualified audit opinion.

*Directors’ responsibility for the pro forma financial information*

The directors are responsible for compiling the *pro forma* financial information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in paragraph 7 and **Annexure 1** of the circular.

*Our independence and quality control*

We have complied with the independence and other ethical requirements of the Code of Professional Conduct for Registered Auditors issued by the Independent Regulatory Board for Auditors (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (Parts A and B).

The firm applies the International Standard on Quality Control 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

*Reporting accountant’s responsibility*

Our responsibility is to express an opinion about whether the *pro forma* financial information has been compiled, in all material respects, by the directors on the basis specified in the JSE Listings Requirements based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of *Pro Forma* Financial Information Included in a Prospectus which is applicable to an engagement of this nature. This standard requires that we comply with ethical requirements and plan and perform our procedures to obtain reasonable assurance about whether the *pro forma* financial information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the *pro forma* financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the *pro forma* financial information.

The purpose of *pro forma* financial information included in a prospectus is solely to illustrate the impact of a significant corporate action or event on unadjusted financial information of the entity as if the corporate action or event had occurred or had been undertaken at an earlier date selected for purposes of the illustration, we do not provide any assurance that the actual outcome of the event or transaction at 31 August 2020 would have been as presented.

A reasonable assurance engagement to report on whether the *pro forma* financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used in the compilation of the *pro forma* financial information provides a reasonable basis for presenting the significant effects directly attributable to the corporate action or event, and to obtain sufficient appropriate evidence about whether:

- the related *pro forma* adjustments give appropriate effect to those criteria; and
- the *pro forma* financial information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgement, having regard to our understanding of the nature of the company, the corporate action or event in respect of which the *pro forma* financial information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the *pro forma* financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Opinion*

In our opinion, the *pro forma* financial information has been compiled, in all material respects, on the basis of the applicable criteria specified by the JSE Listings Requirements and described in paragraph 7 and **Annexure 1** of the circular.

#### **Deloitte & Touche**

Registered Auditor  
Per: Tumellano Lavhengwa  
Partner

*22 April 2021*

Deloitte & Touche, Registered Auditors, 5 Magwa Crescent Waterfall City Waterfall (Private Bag X6, Gallo Manor, 2052)

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**INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF IMPACT HANDLING (UK)**

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**The Directors**

enX Group Limited  
11 Gross Street  
Tunney Industrial Estate  
Elandsfontein  
1600

Dear Sirs/Mesdames

**INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON THE CONSOLIDATED HISTORICAL FINANCIAL INFORMATION INCLUDED IN THE CIRCULAR**

**Introduction**

We have:

- audited the consolidated historical financial information of Impact Fork Trucks LLC (“the Company”) in respect of the year ended 31 August 2020 included by reference in paragraphs 8 and 22 of the circular dated on or about 3 May 2021 (“the Circular”); and
- we have reviewed the consolidated historical financial information of the Company in respect of the years ended 31 August 2018 and 31 August 2019 included by reference in terms of paragraphs 8 and 22 of the Circular.

**Consolidated historical financial information for the year ended 31 August 2020***Opinion*

The consolidated historical financial information in respect of the year ended 31 August 2020 included by reference in paragraphs 8 and 22 of the Circular comprises the statement of financial position as at 31 August 2020, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated historical financial information, including a summary of significant accounting policies.

In our opinion, the consolidated historical financial information presents fairly, in all material respects, the statement of financial position of the Company as at 31 August 2020, and its statements of comprehensive income, changes in equity and cash flows for the year then ended in accordance with International Financial Reporting Standards and the JSE Listings Requirements.

*Basis for opinion*

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the group in accordance with the Independent Regulatory Board for Auditors’ Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Directors’ responsibility for the consolidated historical financial information*

The Company’s directors are responsible for the preparation and fair presentation of the consolidated historical financial information for the year ended 31 August 2020 in accordance International Financial Reporting Standards and the JSE Listings Requirements, and for such internal control as the directors determine is necessary to enable the preparation of consolidated historical financial information that is free from material misstatement, whether due to fraud or error.

In preparing the consolidated historical financial information, the directors are responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going-concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### *Auditor's responsibilities for the audit of consolidated historical financial information for the year ended 31 August 2020*

Our objectives are to obtain reasonable assurance about whether the consolidated historical financial information for the year ended 31 August 2020 as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated historical financial information.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated historical financial information, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going-concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated historical financial information or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities activities within the Company to express an opinion on the consolidated historical financial information. We are responsible for the direction, supervision and performance of the Company's audit. We remain solely responsible for our audit opinion.
- Evaluate the overall presentation, structure and content of the consolidated historical financial information, including the disclosures, and whether the consolidated historical financial information represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated historical financial information of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Consolidated historical financial information for the years ended 31 August 2018 and 31 August 2019**

We have reviewed the consolidated historical financial information of the Company in respect of the years ended 31 August 2018 and 31 August 2019 included by reference in paragraphs 8 and 22 of the Circular, comprising the statement of financial position, and the statements of comprehensive income, changes in equity and cash flows, including a summary of significant accounting policies and selected explanatory notes.

### *Directors' responsibility for the consolidated historical financial information*

The directors are responsible for the preparation and fair presentation of the historical financial information in accordance with International Financial Reporting Standards and the JSE Listings Requirements, and for such internal control as the directors determine is necessary to enable the preparation of the consolidated historical financial information that is free from material misstatement, whether due to fraud or error.

*Auditor's responsibility for the reviews of the consolidated historical financial information for the years ended 31 August 2018 and 31 August 2019*

Our responsibility is to express conclusions on the consolidated historical financial information for the years ended 31 August 2018 and 31 August 2019. We conducted our review in accordance with International Standard on Review Engagements (ISRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity (ISRE 2410), which applies to a review of the consolidated historical financial information performed by the independent auditor of the entity. ISRE 2410 requires us to conclude whether anything has come to our attention that causes us to believe that the historical financial information is not prepared, in all material respects, in accordance with International Financial Reporting Standards and the JSE Listings Requirements. This standard also requires us to comply with relevant ethical requirements.

A review of the consolidated historical financial information in accordance with ISRE 2410 is a limited assurance engagement. We perform procedures, primarily consisting of making inquiries of the directors and others within the entity, as appropriate, and applying analytical procedures, and evaluate the evidence obtained.

The procedures performed in a review are substantially less than and differ in nature from those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on the consolidated historical financial information.

*Conclusion on the consolidated historical financial information*

Based on our review, nothing has come to our attention that causes us to believe that the consolidated historical financial information of the Company for the years ended 31 August 2018 and 31 August 2019 do not present fairly, in all material respects, the financial position of the Company as at 31 August 2018 and 31 August 2019, and its financial performance and cash flows for the years then ended, in accordance with the International Financial Reporting Standards and the JSE Listings Requirements.

**Purpose of the report**

The purpose of our report is for the disposal of the Company and is not to be used for any other purpose.

**Deloitte & Touche**

Registered Auditor

Per: Tumellano Lavhengwa

Partner

*22 April 2021*

Deloitte & Touche, Registered Auditors, 5 Magwa Crescent Waterfall City Waterfall (Private Bag X6, Gallo Manor, 2052)

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## MATERIAL CONTRACTS

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In addition to the transaction agreement, the salient features of which are set out in paragraph 3 of the circular the loan agreements described in **Annexure 5**, the following are details of material contracts, being (i) contracts entered into otherwise than in the ordinary course of business, within the two years prior to the date of this circular or at any time containing an obligation or settlement that is or may be material to the company or its subsidiaries at the last practicable date; and (ii) contracts that are otherwise considered material by the company.

### 1. EXIT BONUS AGREEMENT

1.1 On 8 December 2020, enX Leasing Investments, a wholly-owned subsidiary of the Company, concluded an exit bonus agreement (the “**Exit Bonus Agreement**”) with Impact Handling (UK) in relation to certain employees of Impact Handling (UK), being Terry Kendrew, Robin Harris and Steve Shakespeare (collectively, the “**employees**”) in terms of which the employees shall be entitled to certain monies (the “**bonus**”) in the event of a sale of more than 75% of the equity share capital of Impact Handling (UK) in one or a series of connected transactions (a “**sale**”).

1.2 In the event of a sale, the employees shall be entitled to a bonus payable by Impact Handling (UK) equal to the proportion of the aggregate sale price as set out in the table below:

<b>Proceeds</b>	<b>Percentage</b>
For all proceeds up to and including £22 000 000	3%
For all proceeds from and including £22 000 001 up to and including £30 000 000	5%
For all proceeds from and including £30 000 001	10%

1.3 The bonus shall be paid by Impact Handling (UK) to the employees on the completion of a sale in the following proportions:

1.3.1 Terry Kendrew, 40%;

1.3.2 Robin Harris, 40%; and

1.3.3 Steve Shakespeare, 20%.

1.4 enX Leasing Investments guarantees Impact Handling (UK)’s obligation to pay the bonus to the employees in terms of the Exit Bonus Agreement.

## MATERIAL BORROWINGS

Set out below are details of all material loans made to enX and/or to any of its subsidiaries, that remain outstanding as at the last practicable date and will remain in the enX Group following the implementation of the transaction:

### Amounts owing by enX Corporation Limited to the Eqstra Fleet Management and Logistics (“EFML”) lenders<sup>1</sup>:

Details as to how loan arose	Counterparty	Original term	Facility (R)	Base rate	Margin	Interest rate	Amount utilised (R)	Advance date	Maturity date	Notes
Refinance of bank loans and debt capital market notes, which funding was employed to fund EFML's assets, primarily its fleet lease book	ABSA/ Nedbank/ RMB/SBSA	4 years	850 000 000	3m Jibar	4,16	7,7338	850 000 000	17 December 2020	16 December 2024	Bullet payment on maturity
	ABSA/ Nedbank/ RMB/SBSA/HIBC	2 years	850 000 000	3m Jibar	2,50	7,1338	850 000 000	17 December 2020	16 December 2024	Bullet payment on maturity
	ABSA/ Nedbank/ RMB/SBSA	3 years	400 000 000	1m/3m Jibar	2,00	7,392	60 000 000	17 December 2020	16 December 2024	Revolving credit facility. Outstanding balance due on maturity
	ABSA/ Nedbank/ RMB/SBSA	90 days notice	200 000 000	Prime	-0,0233 <sup>2</sup>	6,9825	19 680 000	17 December 2020	Evergreen	Repayable in 90 days if called
<b>Total</b>			<b>2 300 000 000</b>				<b>1 799 680 000</b>			

### Notes

- The amounts due to the EFML lenders are secured primarily by guarantees, counter-indemnities, pledges and cessions over receivables and bank accounts and general notarial bonds over moveable assets granted by enX Corporation Limited, Eqstra NH Equipment Proprietary Limited, GPS Tracking Solutions Proprietary Limited, Eqstra Fleet Services Proprietary Limited, Omatemba Fleet Services Proprietary Ltd (Namibia), Amasondo Fleet Services Proprietary Limited and enX Fleet Management Botswana Proprietary Ltd (Botswana). Eqstra Investment Holdings Proprietary Limited is a guarantor of the facilities and enX Group Limited has provided a limited recourse causa guarantee in respect of the shares that it owns in Eqstra Investment Holdings Proprietary Limited.
- Weighted average margin.

### EFML Financial Covenants

As at 28 February 2021 (the “relevant testing date”), EMFL's financial ratios were at the levels set out below:

Financial covenant ratio	Calculated value	Required covenant level	Compliance (Yes/No)
Net total debt : EBITDA	2.32	≤ 3.5x	Yes
EBITDA : Net finance charges	1.56	≥ 1.2x	Yes
Net total debt : Equity	2.28	≤ 3.5x	Yes
Loan to value	58%	≤ 85%	Yes

### Amounts owing by Saficon Industrial Equipment ("SIE") to the SIE lenders<sup>1</sup>:

Details as to how loan arose	Counterparty	Original term	Facility (R)	Base rate	Margin	Interest rate	Amount utilised (R)	Advance date	Maturity date	Notes
Refinance of bank loans and debt capital market notes which funding which was employed to fund SIE's assets, primarily its inventory and fleet lease book	Investec/Sanlam/Sanlam Investment Management	5 years	1 585 000 000	Prime	(0.125%)	6.875%	1 507 155 822	17 December 2020	17 December 2025	Outstanding balance due at maturity
	Investec	Call notice	400 000 000	Prime	(0.75%)	6.25%	345 201 764	17 December 2020	Evergreen	Outstanding balance due at maturity
	Investec	Call notice	100 000 000	Prime	(0.75%) <sup>2</sup>	6.25% <sup>2</sup>	–	17 December 2020	Evergreen	Outstanding balance due at maturity
<b>Total</b>			<b>2 085 000 000</b>				<b>1 852 357 586</b>			

#### Notes

- The amounts due to the SIE lenders are secured primarily by guarantees, counter-indemnities, pledges and cessions over receivables and bank accounts and general notarial bonds over moveable assets granted by SIE, EIE Group Proprietary Limited ("EIE") and 600SA Proprietary Limited.
- A further 35bps per month commission is charged on outstanding balances.

### EIE Financial Covenants

As at the relevant testing date, EIE's financial ratios were at the levels set out below:

Financial covenant ratio	Calculated value	Required covenant level	Compliance (Yes/No)
% of non-performing long term lease book vs. total long term lease book	0%	< 10%	Yes
Utilised portion of short-term assets	85.5%	≥ 75%	Yes
Suspended fleet	R17 145 098	≤ R150 000 000	Yes
Blended weighted residual value	27%	≤ 35%	Yes
Credit loss ratio	0%	≤ 2.5%	Yes
Interest cover ratio	4.09x	> 3x	Yes

### Amounts owing by enX Trading Investments Proprietary Limited ("enX Trading"):

Details as to how loan arose	Counterparty	Original term	Facility (R)	Base rate	Margin	Interest rate	Amount utilised (R)	Advance date	Maturity date	Notes
Finance Trading businesses	SBSA/RMB	18 months	45 000 000	1m/3m JIBAR	3.5	6.833	45 000 000	31 August 2017	31 August 2022	Bullet loan Repayable in 365 days if called
Finance Trading businesses	SBSA/RMB	Call	150 000 000	Prime	–	7.0%	53 541 581	31 August 2017	N/A	
<b>Total</b>			<b>195 000 000</b>				<b>98 541 581</b>			

#### Notes

The amounts due to RMB and SBSA are secured by:

- Cession in security over the book debts of the Centlube, WAG, Austro, New Way Power, Power 02 and AGL.
- Cession in security of the domestic debtor cover policies held by WAG and AGL.
- General notarial bond over the moveable assets of Centlube, WAG, Austro, New Way Power, Power 02 and AGL.
- Cession in security of the South African bank accounts of Centlube, WAG, Austro, New Way Power, Power 02 and AGL.
- Pledge and cession of enX Group Limited's shares in enX Trading and enX's Trading shares in Centlube, WAG, Austro, New Way Power, Power 02 and AGL.
- Unlimited corporate guarantee from enX Group Limited.



There are no conversion or redemption rights applicable to any of the above borrowings.

The material loans made to enX and/or to any of its subsidiaries as set out above will remain outstanding following implementation of the transaction.

### enX Trading Financial Covenants

As at the relevant testing date, enX Trading's financial ratios were at the levels set out below:

Financial covenant ratio	Calculated value	Required covenant level	Compliance (Yes/No)
Net total debt : EBITDA	N/A – No debt <sup>1</sup>	< 2x	Yes
Net interest cover ratio	6.19x	> 3.5x	Yes
Security cover ratio	N/A – No debt <sup>1</sup>	> 1.67x	Yes
Eligible receivables : GSTBF	8.56x	> 2x	Yes

### Note

- enX Trading had no net total debt exposure at the relevant testing date and as such these credit metrics could not be calculated.

Set out below are details of all material loans made to Impact Handling (UK), that remain outstanding as at the last practicable date and will be assumed by the purchaser following the implementation of the transaction:

### Amounts owing by Impact Handling (UK)<sup>1</sup>:

Details as to how loan arose	Counterparty	Original term	Facility (R)	Base rate	Margin	Interest rate	Amount utilised (R)	Advance date	Maturity date	Notes
Finance UK leasing business	HSBC	3 years + option to extend by a further 2 years	1 442 413 000	BOE base rate	2.25%	2.35%	1 148 778 925	14 August 2020	13 August 2023	Asset based finance
Finance UK leasing business	HSBC	3 years + option to extend by a further 2 years	206 059 000	BOE base rate	1.75%	1.85%	–	13 August 2020	12 August 2023	Invoice factoring
Finance UK leasing business	HSBC	1 year	20 605 900	BOE base rate	2.75	2.85%	–	1 August 2020	31 July 2021	Overdraft facility
<b>Total</b>			<b>1 669 077 900</b>				<b>1 148 778 925</b>			

### Notes

- The amounts due to the HSBC are secured by the leased fleet and inventory of forklifts, rental agreements, receivables, bank accounts, certain land and buildings and shares in and guarantees from subsidiary companies.
- All loans are GBP denominated and shown in ZAR and are translated at a rate of GBP:ZAR of 20.6059.

### Impact Handling (UK) Financial Covenants

As at the relevant testing date, Impact Handling (UK)'s financial ratios were at the levels set out below:

Financial covenant ratio	Calculated value	Required covenant level	Compliance (Yes/No)
Net tangible assets	£21 177 559	> £9 500 000	Yes
Gross borrowings : EBITDA	3.5x	≤ 4.5x	Yes
EBITDA : Gross financing costs	9.29x	≥ 4.5x	Yes
Rental fleet value cover	89.0%	≤ 90.0%	Yes



## enX Group Limited

(Incorporated in the Republic of South Africa)

(Registration number 2001/029771/06)

JSE share code: ENX

ISIN: ZAE000222253

("enX" or the "Company")

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### NOTICE OF GENERAL MEETING OF SHAREHOLDERS

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Where appropriate and applicable, the terms defined in the circular to which this notice of general meeting is attached bear the same meanings in this notice of general meeting and, in particular, in the resolutions set out below.

Notice is hereby given that a general meeting of enX shareholders will be held at 10:30 on Tuesday, 1 June 2021 at 9th Floor, Katherine Towers, 1 Park Lane, Wierda Valley, Sandton, 2196, for the purpose of considering and, if deemed fit, passing with or without modification, the resolutions set out below.

Shareholders are referred to the circular, which sets out the information and explanatory material that they may require in order to determine whether to participate in the general meeting and vote on the resolutions set out below.

#### Salient dates and times

	<b>2021</b>
Record date to receive the circular and notice of general meeting	Friday, 23 April
Last day to trade on the JSE in order to be eligible to participate in and vote at the general meeting	Tuesday, 18 May
Voting record date	Friday, 21 May
Last day to lodge forms of proxy ( <i>green</i> ) for the general meeting with the transfer secretaries, by 10:30 (forms of proxy not lodged with the transfer secretaries in time may be handed to the chairperson of the general meeting immediately before the commencement thereof)	Friday, 28 May
General meeting held at 10:30	Tuesday, 1 June
Results of the general meeting released on SENS	Tuesday, 1 June

#### Notes:

1. All dates and times in this circular are local dates and times in South Africa and are subject to change. Any changes will be released on SENS.
2. enX shareholders are referred to page 2 of this circular for information on the action required to be taken by them.
3. enX shareholders should note that as transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trades. Therefore, enX shareholders who acquire enX shares after close of trade on Tuesday, 18 May 2021 will not be eligible to vote at the general meeting.
4. No dematerialisation and rematerialisation of enX shares may take place between Wednesday, 19 May 2021 and Friday, 21 May 2021, both days inclusive.

#### ORDINARY RESOLUTION 1: DISPOSAL OF IMPACT HANDLING (UK)

“Resolved in terms of paragraph 9.20 of the JSE Listings Requirements that the disposal, as detailed in Part I of the circular, by enX Leasing Investments (as the seller) and the Company (as the parent) of Impact Handling (UK) to the purchaser for the disposal consideration pursuant to the implementation of the transaction agreement, be and is hereby authorised.”

In order for ordinary resolution 1 to be adopted, the support of more than 50% of the voting rights exercised on the resolution by shareholders, present in person or by proxy at the general meeting, is required. Only shareholders reflected on the register as such on the voting record date are entitled to vote on ordinary resolution 1.

## **SPECIAL RESOLUTION 1: PROVISION OF FINANCIAL ASSISTANCE TO THE PURCHASER**

“Resolved that, to the extent required by section 44 of the Companies Act, the board of directors of the Company may, subject to compliance with the requirements of the Company’s memorandum of incorporation and the Companies Act, each as presently constituted and as amended from time to time, authorise the Company to provide financial assistance, as defined in the Companies Act, to the purchaser for the purpose of, or in connection with, the transaction in accordance with the transaction agreement.

At the time of providing the financial assistance, as defined in the Companies Act, to the purchaser pursuant the terms and conditions of the transaction agreement, the board of directors of the Company shall satisfy itself that immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test, as set out in section 4 of the Companies Act, and the terms under which the financial assistance is given are fair and reasonable to the Company.”

In order for special resolution 1 to be adopted, the support of at least 75% of the total number of votes exercised on the resolution by shareholders, present in person or by proxy, is required to pass this resolution.

### **Reasons for the special resolution**

enX would like the ability to provide financial assistance (within the meaning attributed to that term in section 44 of the Companies Act), to the purchaser in accordance with the provisions of the transaction agreement, as detailed in the circular of which this notice forms part, entered into by the Company, the seller and the purchaser.

Further information in respect of the transaction and the purchaser is set out in the circular of which this notice forms part.

## **ORDINARY RESOLUTION 2: AUTHORITY TO GIVE EFFECT TO RESOLUTIONS**

“Resolved that any director or the company secretary of enX be and is hereby authorised to do all such things and sign all such documents required to give effect to the resolutions passed at the general meeting.”

In order for ordinary resolution 2 to be adopted, the support of more than 50% of the voting rights exercised on the resolution by shareholders, present in person or by proxy at the general meeting, is required. Only shareholders reflected on the register as such on the voting record date are entitled to vote on ordinary resolution 2.

## **VOTING AND QUORUM**

The quorum requirement for the general meeting to begin or for a matter to be considered at the general meeting is at least three enX shareholders present in person or represented by proxy. In addition:

- the general meeting may not begin until sufficient persons are present in person or represented by proxy to exercise, in aggregate, at least 25% of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the general meeting; and
- a matter to be decided at the general meeting may not begin to be considered unless sufficient persons are present in person or represented by proxy to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised in respect of that matter at the time the matter is called on the agenda.

Every shareholder present in person or represented by proxy and entitled to exercise voting rights at the general meeting shall be entitled to vote on a show of hands, irrespective of the number of voting rights that shareholder would otherwise be entitled to exercise. On a poll, any person who is present at the general meeting, whether as a shareholder or as proxy for a shareholder, has the number of votes determined in accordance with the voting rights associated with the shares held by that shareholder.

## **SHAREHOLDERS**

### **General instructions**

Shareholders who are entitled to attend, speak and vote at the general meeting are encouraged to do so.

### **Electronic participation**

The Company has made provision for enX shareholders or their proxies to participate electronically in the general meeting by way of telephone conferencing. Should you wish to participate in the general meeting by telephone conference call, you, or your proxy, should advise the Company as such by no later than 10:30 on Friday, 28 May 2021 by submitting by email to the company secretary at [enx@acorim.co.za](mailto:enx@acorim.co.za) relevant contact details, including an email address, cellular number and landline as well as full details of your title to enX shares and proof of identity, in the form of copies of identity documents and share certificates (in the case of certificated shares) or written confirmation from your CSDP confirming your title to the dematerialised shares (in the case of dematerialised shares). Upon receipt of the required information, you will be provided with a secure code and instructions to access the electronic communication during the general meeting. Shareholders should note that access to the electronic communication will be at the expense of the enX shareholders who wish to utilise the facility.

enX shareholders and their appointed proxies attending by conference call will not be able to cast their votes at the general meeting through this medium. Accordingly, enX shareholders making use of the electronic participation facility are requested to either complete the form of proxy (*green*) (in the case of certificated shareholders and dematerialised shareholders who have elected own-name registration) or contact their CSDP or broker (in the case of dematerialised shareholders who have not elected own-name registration), in both instances, as set out above.

In light of the guidance from the South African Government regarding the need for social distancing, as a result of the COVID-19 pandemic, shareholders are encouraged to make use of proxies for purposes of voting at the general meeting.

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

### **Proxies and authority for representatives to act**

The attached form of proxy (*green*) is only to be completed by:

- certificated shareholders; or
- own-name dematerialised shareholders,

who cannot attend the general meeting but wish to be represented thereat.

All other beneficial owners who have dematerialised their shares through a CSDP or broker, without own-name registration, and who wish to attend the general meeting, must instruct their CSDP or broker to provide them with the necessary letter of representation, or they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. These shareholders must not use a form of proxy.

Forms of proxy are requested to be delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posted to Private Bag X9000, Saxonwold, 2132, or faxed to +27 11 688 5238, or emailed to proxy@computershare.co.za, so as to arrive no later than 10:30 on Friday, 28 May 2021. Forms of proxy not lodged with the transfer secretaries in time may be handed to the chairperson of the general meeting immediately before the commencement thereof. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend, speak and vote in person at the general meeting should the shareholder decide to do so.

A company that is a shareholder, wishing to attend and participate at the general meeting should ensure that a resolution authorising a representative to so attend and participate at the general meeting on its behalf, is passed by its directors.

**enX does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of a dematerialised enX shareholder to notify such shareholder of the general meeting of or any business to be conducted thereat.**

### **GENERAL NOTES**

1. Shareholders who are companies or other bodies corporate may, by resolution of its directors or other governing body, authorise any person to act as its representative at the general meeting.
2. The chairperson of the general meeting will be making a demand that all resolutions put to the vote shall be decided by way of a poll.

### **By order of the board**

**enX Group Limited**

3 May 2021

### **Registered office**

11 Gross Street  
Tunney Industrial Estate  
Isando, 1401



## enX Group Limited

(Incorporated in the Republic of South Africa)

(Registration number 2001/029771/06)

JSE share code: ENX

ISIN: ZAE00022253

("enX" or the "Company")

### FORM OF PROXY

Where appropriate and applicable, the terms defined in the circular to which this form of proxy is attached bear the same meanings in this form of proxy.

#### THIS FORM OF PROXY IS ONLY FOR USE BY:

- certificated shareholders; and
- own-name dematerialised shareholders.

For completion by the aforesaid registered shareholders who are unable to attend the general meeting to be held at 10:30 on Tuesday, 1 June 2021 at 9th Floor, Katherine Towers, 1 Park Lane, Wierda Valley, Sandton, 2196.

If you are a dematerialised shareholder, other than with own-name registration, do not use this form. Dematerialised shareholders, other than with own-name registration, should provide instructions to their appointed CSDP or broker in the form as stipulated in the agreement entered into between the shareholder and the CSDP or broker.

I/We (FULL NAMES IN BLOCK LETTERS PLEASE)

Email address

Telephone number

Cellphone number

of (address)

being the holder(s) of  enX shares hereby appoint:

- or failing him/her
- of failing him/her
- the chairperson of the general meeting

as my/our proxy to attend and speak and to vote for me/us and on my/our behalf at the general meeting of shareholders and at any adjournment or postponement thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the general meeting, and to vote on the resolutions in respect of the shares registered in my/our name(s).

Please indicate with an "X" in the appropriate spaces below how you wish your votes to be cast. Unless this is done the proxy will vote as he/she thinks fit.

	Number of votes		
	*In favour of	*Against	*Abstain
Ordinary resolution 1: Disposal of Impact Handling (UK) to the purchaser			
Special resolution 1: Provision of financial assistance to the purchaser			
Ordinary resolution 2: Authority to give effect to resolutions			

One vote per enX share held by shareholders, recorded in the registers on the voting record date

Unless otherwise instructed my proxy may vote or abstain from voting as he/she thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Signature

Assisted by me (where applicable)

(State capacity and full name)

A shareholder entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. A proxy need not be a shareholder of enX. Each shareholder is entitled to appoint one or more proxies to attend, speak and, on a poll, vote in place of that shareholder at the general meeting.

Forms of proxy are requested to be delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posted to Private Bag X9000, Saxonwold, 2132, or faxed to +27 11 688 5238, or emailed to proxy@computershare.co.za, so as to arrive no later than 10:30 on Friday, 28 May 2021. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend, speak and vote in person at the general meeting should the shareholder decide to do so.

**Please read notes on the reverse side hereof**

## NOTES TO THE FORM OF PROXY:

1. Only shareholders who are registered in the register of the Company under their own name on the voting record date may complete a form of proxy or attend the general meeting. This includes certificated shareholders or own-name dematerialised shareholders. A proxy need not be a shareholder of the Company.
2. Certificated shareholders wishing to attend the general meeting have to ensure beforehand with the transfer secretaries that their shares are registered in their own name.
3. Beneficial shareholders whose shares are not registered in their own name, but in the name of another, for example, a nominee, may not complete a proxy form, unless a form of proxy is issued to them by a registered shareholder and they should contact the registered shareholder for assistance in issuing instructions on voting their shares, or obtaining a proxy to attend, speak and vote at the general meeting.
4. Dematerialised shareholders who have not elected own-name registration in the register of the Company through a CSDP and who wish to attend the general meeting, must instruct the CSDP or broker to provide them with the necessary letter of representation to attend.
5. Dematerialised shareholders who have not elected own-name registration in the register of the Company through a CSDP and who are unable to attend, but wish to vote at the general meeting, must timeously provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between that shareholder and the CSDP or broker.
6. A shareholder may insert the name of a proxy or the names of two or more alternative proxies of the shareholder's choice in the space, with or without deleting "the chairperson of the general meeting of shareholders". The person whose name stands first on the form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
7. The completion and lodging of this form of proxy 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, should such shareholder wish to do so. In addition to the foregoing, a shareholder may revoke the proxy appointment by:
  - 7.1 cancelling it in writing, or making a later inconsistent appointment of a proxy; and
  - 7.2 delivering a copy of the revocation instrument to the proxy, and to the Company.
8. 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 the date:
  - 8.1 stated in the revocation instrument, if any; or
  - 8.2 upon which the revocation instrument is delivered to the proxy and the Company as required in section 58(4)(c)(ii) of the Companies Act.
9. Should the instrument appointing a proxy or proxies have been delivered to the transfer secretaries, as long as that appointment remains in effect, any notice that is required by the Companies Act or the MOI to be delivered by the Company to the shareholder must be delivered to:
  - 9.1 the shareholder; or
  - 9.2 the proxy or proxies if the shareholder has in writing directed the Company to do so and has paid any reasonable fee charged by the Company for doing so.
10. A proxy is entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction, except to the extent that the MOI or the instrument appointing the proxy provide otherwise.
11. If the Company issues an invitation to shareholders to appoint one or more persons named by the Company as a proxy, or supplies a form of instrument appointing a proxy:
  - 11.1 such invitation must be sent to every shareholder who is entitled to receive notice of the meeting at which the proxy is intended to be exercised;
  - 11.2 the Company must not require that the proxy appointment be made irrevocable; and
  - 11.3 the proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Companies Act.
12. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies. A deletion of any printed matter and the completion of any blank space(s) need not be signed or initialled.
13. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the transfer secretaries or waived by the chairperson of the general meeting.
14. A minor must be assisted by his/her parent/guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
15. A company holding shares in the Company that wishes to attend and participate at the general meeting should ensure that a resolution authorising a representative to act is passed by its directors. Resolutions authorising representatives in terms of section 57(5) of the Companies Act must be lodged with the transfer secretaries prior to the general meeting.
16. Where there are joint holders of shares any one of such persons may vote at any meeting in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders wishes to be present or represented at the general meeting, that one of the said persons whose name appears first in the register or his proxy, as the case may be, shall alone be entitled to vote in respect thereof.
17. The chairperson of the general meeting may reject or accept any proxy which is completed and/or received other than in accordance with the instructions, provided that he shall not accept a proxy unless he is satisfied as to the matter in which a shareholder wishes to vote.
18. A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person.
19. A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of shares to be voted on behalf of that shareholder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the chairperson of the general meeting, if the chairperson is the authorised proxy, to vote in favour of the resolutions at the general meeting or other proxy to vote or to abstain from voting at the general meeting as he/she deems fit, in respect of the shares concerned. A shareholder or the proxy is not obliged to use all of the votes exercisable by the shareholder or the proxy, but the total of votes cast in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.
20. Forms of proxy are requested to be delivered to the transfer secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posted to Private Bag X9000, Saxonwold, 2132, or faxed to +27 11 688 5238, or emailed to proxy@computershare.co.za, so as to arrive no later than 10:30 on Friday, 28 May 2021. Forms of proxy not lodged with the transfer secretaries in time may be handed to the chairperson of the general meeting immediately before the commencement of the general meeting. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend, speak and vote in person at the general meeting should the shareholder decide to do so.
21. This form of proxy may be used at any adjournment or postponement of the general meeting, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
22. The foregoing notes include a summary of the relevant provisions of section 58 of the Companies Act, as required in terms of that section.