

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 5 of this Circular apply throughout this Circular, including this cover page.

Action required:

If you have disposed of all your Shares in Vunani Limited (“Vunani”) then this Circular, together with the attached Form of Proxy and Forms of Election and Surrender, should be handed to the purchaser of such Shares or to the Broker, CSDP, banker or other agent through whom the disposal was effected.

Beneficial Shareholders who have already dematerialised their Shares through a CSDP or Broker who wish to attend the General Meeting must request their CSDP or Broker to provide them with the necessary authorisation to attend the General Meeting or must instruct their CSDP or Broker to vote on their behalf in terms of their respective agreements 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 transactions set out in this Circular.

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

Vunani does not accept responsibility and will not be held liable for any failure on the part of the CSDP or Broker of any holder of dematerialised Shares to notify such shareholder of the transactions set out in this Circular.

VUNANI

LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1997/020641/06)

Share code: VUN ISIN: ZAE000163382

(“Vunani” or “the Company”)

CIRCULAR TO VUNANI SHAREHOLDERS

regarding:

- an Odd-lot Offer to Shareholders holding less than 100 Shares in the share capital of Vunani;
- a Specific Offer to repurchase Shares from Shareholders holding 100 Shares or more but equal to or less than 1 000 Shares;
- a specific authority for Vunani to repurchase its own Shares for purposes of implementing the Offers; and
- an amendment to Vunani’s MOI to authorise Vunani to implement the Odd-lot Offer.

and incorporating:

- a Notice of General Meeting;
 - a Form of Proxy (*grey*) for the General Meeting (for use by Certificated Shareholders and Dematerialised Shareholders with “own name registration only”);
 - a Form of Election and Surrender for the Odd-lot Offer (*green*) (for use by Certificated Shareholders only); and
 - a Form of Election and Surrender for the Specific Offer (*pink*) (for use by Certificated Shareholders only).
-

Corporate Adviser

VUNANI
CORPORATE FINANCE

Designated Adviser

**G GRINDROD
BANK**

Date of issue: Friday, 21 September 2018

This Circular is available in English only. Copies may be obtained during normal business hours from the registered office of Vunani and from the office of the Designated Adviser, whose addresses are set out in the “Corporate Information” section of this Circular from Friday, 21 September 2018 until the General Meeting (both days inclusive). A copy of this Circular will also be available on Vunani’s website (www.vunanilimited.co.za) from Friday, 21 September 2018.

CORPORATE INFORMATION

Directors

Executive

E Dube (*Chief Executive Officer*)

T Mika (*Chief Financial Officer*)

BM Khoza

NM Anderson

Independent Non-Executive

L Jacobs (*Chairman*)

GS Nzalo

JR Macey

NS Mazwi

XP Guma

S Mthethwa

M Golding

Company secretary and registered office

CIS Company Secretaries Proprietary Limited

Vunani House

Vunani Office Park

151 Katherine Street

Sandown, Sandton, 2196

(PO Box 652419, Benmore, 2010)

Website: <http://www.vunanilimited.co.za>

Transfer secretaries

Computershare Investor Services

Proprietary Limited

(Registration number 2004/003647/07)

Rosebank Towers

15 Biermann Avenue

Rosebank, Johannesburg, 2196

(PO Box 61051, Marshalltown, 2107)

Designated Adviser

Grindrod Bank Limited

(Registration number 1994/007994/06)

4th Floor, Grindrod Tower

8a Protea Place

Sandton, 2196

(PO Box 78011, Sandton, 2146)

This Circular is available in English. Copies may be obtained from the registered office of Vunani and the Designated Adviser whose addresses are set out above.

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ACTION REQUIRED

This Circular is important and requires your immediate attention. The action you need to take, is set out below. If you are in any doubt as to what action to take, please consult your Broker, CSDP, banker, attorney, accountant or other professional advisor immediately. If you have disposed of all of your Vunani Shares, this Circular together with the attached forms of proxy and forms of election and surrender should be handed to the purchaser, or the CSDP, Broker or other agent through whom, the disposal was effected.

A General Meeting of Vunani Shareholders will be held at Vunani House, Vunani Office Park, 151 Katherine Street, Sandown, Sandton at 11:00 on Tuesday, 23 October 2018, at which General Meeting, Vunani Shareholders will be requested to consider and, if deemed fit, to pass, with or without modification, the Resolutions set out in the Notice of General Meeting on page 17 to this Circular.

ACTION REQUIRED BY SHAREHOLDERS REGARDING THE GENERAL MEETING

1. DEMATERIALISED SHAREHOLDERS WITHOUT “OWN-NAME” REGISTRATION

1.1 Voting at the General Meeting

1.1.1 If you do not wish to, or are unable to, attend the General Meeting and you have not been contacted by your CSDP or Broker, it is advisable for you to contact your CSDP or Broker immediately and furnish your CSDP or Broker with your voting instructions in the manner and by the cut-off time stipulated by your CSDP or Broker in terms of the custody agreement between you and your CSDP or Broker.

1.1.2 If your CSDP or Broker does not obtain voting instructions from you, your CSDP or Broker will be obliged to act in accordance with the instructions contained in the custody agreement between you and your CSDP or Broker.

1.1.3 You must **not** complete the attached Form of Proxy.

1.2 Attendance and representation at the General Meeting

1.2.1 In accordance with the custody agreement between you and your CSDP or Broker, you must advise your CSDP or Broker if you wish to:

1.2.1.1 attend, speak and vote at the General Meeting; or

1.2.1.2 send a proxy to represent you at the General Meeting.

1.2.2 Your CSDP or Broker should then issue the necessary letter of representation to you for you or your proxy to attend, speak and vote at the General Meeting.

2. CERTIFICATED SHAREHOLDERS OR DEMATERIALISED SHAREHOLDERS WITH “OWN-NAME” REGISTRATION

You may attend, speak and vote at the General Meeting in person (or, if you are a company or other body corporate, be represented by a duly authorised natural person). Alternatively, you may appoint a proxy to represent you at the General Meeting by completing the attached Form of Proxy in accordance with its instructions and returning it to the Transfer Secretaries, Computershare, at proxy@computershare.co.za or Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (PO Box 61051, Marshalltown, 2107), to be received by them for administrative purposes only no later than 11:00 on Friday, 19 October 2018, provided that any Form of Proxy not delivered to the Transfer Secretaries by this time may be handed to the chairman of the General Meeting at any time before the appointed proxy exercises any shareholder rights at the General Meeting.

ACTION REQUIRED IN TERMS OF THE OFFERS

If you own less than 100 Shares in total as at the close of business on Friday, 23 November 2018, you are deemed to be an Odd-lot Holder. Additionally, if you hold 100 Shares or more but equal to or less than 1 000 Shares as at the close of business on Friday, 23 November 2018, you are deemed to be a Specific Holder.

If you are an Odd-lot Holder you must choose to either:

- dispose of your Odd-lot Holding at the Offer Price to Vunani; or
- retain your Odd-lot Holding

with your election being explicitly indicated in the attached Form of Election and Surrender.

Those Odd-lot Holders who do not make an election by completing the attached Form of Election and Surrender for the Odd-lot Offer and returning it to Computershare to be received by no later than 12:00 on Friday, 23 November 2018 will automatically be regarded as having accepted the Odd-lot Offer and elected to receive the Offer Consideration.

If you are a Specific Holder

The Specific Offer is being extended to you, allowing you to sell your Shares at the Offer Price. If you do not make an election to sell your Shares, your shareholding will remain unchanged.

Odd-lot Holders and Specific Holders, should note that the Offers open on Wednesday, 31 October 2018 with the Offers being conditional on the Resolutions, which will be considered at the General Meeting to be held on Tuesday, 23 October 2018, being passed. Should the Resolutions be approved by the Shareholders, the Offers will be unconditional following the announcement of the results of the General Meeting.

1. IF YOU ARE A CERTIFICATED HOLDER

1.1 Certificated Odd-lot Holder

- 1.1.1 you must complete the Form of Election and Surrender for the Odd-lot Offer, and elect to either sell or retain your Odd-lot Holding; and
- 1.1.2 if you choose to retain your Odd-lot Holding you must complete the Form of Election and Surrender for the Odd-lot Offer, and return it to Computershare at the address set out in that form to be received by no later than 12:00 on Friday, 23 November 2018. If Computershare does not receive your completed form in time, you will automatically be regarded as having accepted the Odd-lot Offer and you will receive the Offer Consideration.

1.2 Certificated Specific Holder

- 1.2.1 You may elect to sell your shareholding to Vunani by completing the Form of Election and Surrender for the Specific Offer and returning it to Computershare at the address set out in that form to be received by no later than 12:00 on Friday, 23 November 2018.

- 1.3 If any Documents of Title of Certificated Holders have been lost or destroyed, and the Certificated Holder concerned produces evidence to this effect to the satisfaction of Computershare and Vunani, then Computershare, subject to obtaining Vunani's consent, may dispense with the surrender of such existing Documents of Title against provision of an acceptable indemnity.

2. IF YOU ARE A DEMATERIALISED HOLDER WITH OR WITHOUT "OWN NAME" REGISTRATION

- 2.1 Your CSDP or Broker is obliged to contact you in the manner stipulated in the agreement concluded between you and your CSDP or Broker to ascertain what choice you wish to make in terms of the Offers and thereafter to advise Computershare of such choice.
- 2.2 If you have not been contacted, you should contact your CSDP or Broker and furnish it with your instructions relating to your choice.
- 2.3 If your CSDP or Broker does not obtain instructions from you regarding your choice, it will be obliged to act in accordance with the provisions contained in the agreement concluded between you and your CSDP or Broker.
- 2.4 You must **NOT** complete either the Form of Election and Surrender for the Odd-lot Offer or the Form of Election and Surrender for the Specific Offer.

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 5 of this Circular apply to this section headed "Salient Dates and Times".

2018

Record date to determine which Shareholders are entitled to receive the Circular	Friday, 14 September
Publication of declaration announcement released on SENS on or before Circular and Notice of General Meeting to be posted to Shareholders on	Friday, 21 September
Last day to trade in order to be eligible to attend and vote at the General Meeting	Friday, 21 September
Record date to determine which Shareholders are entitled to attend and vote at the General Meeting	Tuesday, 9 October
Date by which Forms of Proxy for the General Meeting are requested to be lodged, by 11:00 on	Friday, 12 October
General Meeting to be held at 11:00 on	Friday, 19 October
Results of the General Meeting announced on SENS on	Tuesday, 23 October
Resolution amending the MOI submitted to CIPC	Tuesday, 23 October
Offers open at 09:00 on	Tuesday, 23 October
Finalisation announcement released on SENS on or before	Wednesday, 31 October
Last day to trade in order to participate in the Offers	Thursday, 8 November
Shares trade "ex" the Offers on	Tuesday, 20 November
Forms of Election and Surrender for the Offers to be received by Computershare by 12:00 on	Wednesday, 21 November
Offers close at 12:00 on	Friday, 23 November
Record date for the Offers (to determine which Shareholders are entitled to participate in the Odd-lot Offer and the Specific Offer) at close of business on	Friday, 23 November
Implementation of the Odd-Lot offer takes effect after close of business on	Friday, 23 November
Payment date in respect of Certificated Shareholders who accepted either of the Offers	Monday, 26 November
Accounts at CSDP or Broker updated in respect of Dematerialised Shareholders	Monday, 26 November
Results of the Offers released on SENS on	Monday, 26 November
Cancellation and termination of listing of Vunani Shares repurchased in terms of the Offers expected on or about	Friday, 30 November

Notes:

1. The above dates and times (South African) are subject to change. Any changes will be released on SENS.
2. Odd-lot Holders and Specific Holders who have not dematerialised their Shares will not be able to do so between Wednesday, 21 November 2018 and Friday, 23 November 2018, both dates inclusive.
3. Dematerialised Holders are required to notify their duly appointed CSDP or Broker of their response to the Odd-lot Offer in the manner and time stipulated in the agreement governing the relationship between the Odd-lot Holder and his/her CSDP or Broker.
4. Certificated Odd-lot Holders and Specific Holders will have payments for the proceeds of the sale of their Odd-lot or Specific Shares processed in the manner set out in paragraph 3.3 of the Circular, on Monday, 26 November 2018, or within 5 (five) business days after they have submitted their Share certificates to the Transfer Secretaries, whichever is the later. Payment will only be made once the Transfer Secretaries have received the relevant Share certificates.
5. Any Form of Proxy not delivered to the Transfer Secretaries by 11:00 on Friday, 19 October 2018 may be handed to the chairman of the General Meeting at any time before the appointed proxy exercises any shareholder rights at the General Meeting.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless the context indicates otherwise, reference to the singular shall include the plural and *vice versa*, words denoting one gender include others, words and expressions denoting natural persons include juristic persons and associations of persons, and the words in the first column have the meanings stated opposite them in the second column, as follows:

“AltX”	the Alternative Exchange of the JSE;
“Board” or “Directors”	the board of directors of Vunani, further details of whom appear on page 8 of this Circular;
“Business Day”	any day other than a Saturday, Sunday or official public holiday in South Africa;
“Certificated Holder”	collectively, Certificated Odd-lot Holders and Certificated Specific Holders;
“Certificated Odd-lot Holders”	Odd-lot Holders represented by a share certificate(s) or other physical Document(s) of Title, which has not been surrendered for dematerialisation in terms of the requirements of Strate;
“Certificated Shareholders”	Shareholders represented by a share certificate(s) or other physical Document(s) of Title, which has not been surrendered for dematerialisation in terms of the requirements of Strate;
“Certificated Shares”	Vunani Shares in respect of which share certificates have been issued;
“Certificated Specific Holder”	Specific Holders represented by a share certificate(s) or other physical Document(s) of Title, which has not been surrendered for dematerialisation in terms of the requirements of Strate;
“Circular”	this circular to Shareholders, dated Friday, 21 September 2018, together with any annexures hereto, and including the Notice of General Meeting and the relevant forms in relation to the General Meeting and the Offers;
“Common Monetary area”	collectively, South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
“Companies Act”	the Companies Act, 2008 (No. 71 of 2008), as amended;
“CSDP”	a Central Securities Depository Participant registered in terms of the Securities Services Act and appointed by individual shareholder(s) for and in regard to dematerialisation of his (their) Vunani Share(s);
“Dematerialised Holder”	collectively, Dematerialised Odd-lot Holders and Dematerialised Specific Holders;
“Dematerialised Odd-lot Holder”	a Dematerialised Shareholder holding an Odd-lot Holding;
“Dematerialised Shareholders”	Vunani Shareholder(s) that has dematerialised its Vunani Share(s) through a CSDP and has instructed the CSDP to hold its Vunani Share(s) on the sub-register maintained by the CSDP and forming part of the Vunani share register;
“Dematerialised Specific Holder”	a Dematerialised Shareholder holding a Specific Holding;
“Dematerialisation” or “Dematerialised”	the process by which Certificated Shares are converted to an electronic form as uncertificated shares and recorded in the sub-register of shareholders maintained by a CSDP;
“Documents of Title”	Share certificates, certified deeds, balance receipts, or any other documents of title to certificated shares acceptable to Vunani;

“Exchange Control Regulations”	the Exchange Control Regulations, 1961, as amended, issued in terms of section 9 of the Currency and Exchanges Act, No. 9 of 1933;
“Form of Election and Surrender for the Odd-lot Offer”	Form of election and surrender (<i>green</i>) for use by Certificated Odd-lot Holders in order for such Certificated Shareholders to sell or retain their Odd-lot Holdings;
“Form of Election and Surrender for the Specific Offer”	Form of election and surrender (<i>pink</i>) for use by Certificated Specific Holders in order for such Certificated Shareholders to sell or retain their Specific Holdings;
“Form of Proxy”	the form of proxy (<i>grey</i>) attached to and forming part of this Circular;
“General Meeting”	The general meeting of shareholders to be held at Vunani House, Vunani Office Park, 151 Katherine Street, Sandton, Johannesburg on Tuesday, 23 October 2018 at 11:00 to consider and, if deemed appropriate, approve the Resolutions;
“IFRS”	International Financial Reporting Standards;
“JSE”	JSE Limited (Registration number 2005/022939/06), a company duly registered and incorporated with limited liability under the company laws of South Africa, and licensed as an Exchange under the Securities Services Act, 2004;
“Last Practicable Date”	the last practicable date prior to the finalisation of the Circular, being Thursday, 13 September 2018;
“Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time;
“MOI”	the Memorandum of Incorporation of Vunani;
“Notice of General Meeting”	the notice of the General Meeting of Shareholders attached to and forming part of this Circular;
“Odd-lot Holders”	Shareholders owning an Odd-lot Holding at the close of business on the record date;
“Odd-lot Holdings”	aggregate shareholdings of fewer than 100 shares at the close of business on the record date;
“Odd-lot Offer”	the offer to Odd-lot Holders to repurchase all of their Shares at the Offer Price should an Odd-Lot Holder make an election to sell their Odd-lot Holdings or fail to make an election;
“Offer Consideration”	the Offer Price multiplied by the number of Vunani Shares held by a Shareholder on the Record Date, to be settled in cash, to be received by: <ul style="list-style-type: none"> • Odd-lot Holders who have elected to sell their Odd-lot Holdings; • Odd-lot Holders who have not made an election and are therefore deemed to elect to sell their Odd-lot Holdings; and • Specific Holders who elect to sell their Specific Holdings;
“Offer Price”	the offer price payable in terms of the Odd-lot Offer and the Specific Offer which shall be R2.75;
“Offers”	collectively the Odd-lot Offer and the Specific Offer;
“Rand” or “R”	South African rand;
“Record Date”	the time and date at which Odd-lot Holders and Specific Holders must be recorded in the shareholder register of Vunani in order to participate in the Offers;
“Resolutions”	the special and ordinary resolutions which are set out in the Notice of General Meeting which are required to be approved by Shareholders in order to amend Vunani’s MOI and implement the Offers;

“SENS”	the Securities Exchange News Service operated by the JSE;
“Shareholders”	holder(s) of Vunani Share(s);
“Shares” or “Vunani Shares”	ordinary issued shares of Vunani;
“South Africa”	the Republic of South Africa;
“Specific Holder”	Shareholders owning a Specific Holding at the close of business on the record date;
“Specific Holdings”	aggregate shareholdings greater than or equal to 100 Shares but less than or equal to 1 000 Shares at the close of business on the record date;
“Specific Offer”	the offer to Specific Holders to repurchase all of their Shares at the Offer Price should a Specific Holder make an election to sell their Specific Holdings;
“Strate”	Strate Proprietary Limited (Registration number 1998/022242/07), a private company registered and incorporated in South Africa, and the electronic settlement system for transactions that take place on the JSE and off-market transactions;
“Transfer Secretaries”	Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07), a private company duly registered and incorporated with limited liability in accordance with the laws of South Africa, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (PO Box 61051, Marshalltown, 2107);
“Vunani Shareholders” or “Shareholders”	holder(s) of Vunani Share(s);
“Vunani” or the “Company”	value-added tax; and
“VWAP”	volume weighted average price.

VUNANI

LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1997/020641/06)
Share code: VUN ISIN: ZAE000163382
(“Vunani” or “the Company”)

Directors

L Jacobs (*Independent Chairman*) * #

T Mika (*Chief Financial Officer*)

BM Khoza

NM Anderson

S Mthethwa #

M Golding #

E Dube (*Chief Executive Officer*)

GS Nzalo *#

JR Macey *#

NS Mazwi *#

XP Guma *#

* *Independent*

Non-executive

CIRCULAR TO SHAREHOLDERS

1. INTRODUCTION AND PURPOSE OF THE CIRCULAR

1.1 Odd-lot Offer

1.1.1 The shareholding within Vunani is currently comprised of a large number of Shareholders who hold 1 000 Shares or less. The board of Vunani wishes to make the Offers to Odd-lot Holders and Specific Holders in order to reduce the ongoing administration costs associated with having a large number of Shareholders who collectively hold a small percentage of Shares. A high-level analysis of Vunani’s shareholder register as at the Last Practicable Date is shown in the table below.

Lot size	Number of Shareholders in lot	Percentage of Shareholders in lot	Number of Shares held in lot	Percentage of Shares held in lot
1 – 99 Shares	92	26%	2 875	0.002%
100 – 1 000 Shares	98	28%	38 212	0.023%
Greater than 1 000 Shares	165	46%	164 855 855	99.975%
Total	355	100%	164 896 942	100%

1.1.2 As can be seen above, Vunani has 355 Shareholders, 54% of whom, own 1 000 Shares or less, which amounts to less than 0.03% of the total number of Shares in issue.

1.1.3 The Odd-lot Offer will be made to 92 Shareholders, representing 26% of the total number of Shareholders of Vunani.

1.1.4 The Specific Offer will be made to 98 Shareholders, representing 28% of the total number of Shareholders of Vunani.

1.1.5 The Offers are therefore, a relatively inexpensive way to reduce administration costs for Vunani.

1.2 **Amendment to Vunani's MOI**

- 1.2.1 The MOI of Vunani currently does not provide the Company with the authority to make and implement the Odd-lot Offer as described in the Circular – most notably the ability to automatically regard those Odd-lot Holders who have not made an election as having accepted the Odd-lot Offer and elected to receive the Offer Consideration.
- 1.2.2 This Circular contains a resolution to propose the amendment of Vunani's MOI which, if approved by Shareholders, would allow Vunani to execute the Odd-lot Offer as per this Circular.

2. **GENERAL MEETING**

- 2.1 A General Meeting of Shareholders will be held at Vunani House, Vunani Office Park, 151 Katherine Street, Sandown, Sandton at 11:00 on Tuesday, 23 October 2018 in order to consider and approve the Resolutions proposed in the Notice of General Meeting.
- 2.2 Certificated Shareholders and Dematerialised Shareholders with "own name" registration may attend the General Meeting in person and may vote at the General Meeting.
- 2.3 Alternatively, they may appoint a proxy to represent them at the General Meeting by completing the attached Form of Proxy in relation to the General Meeting in accordance with the instructions contained therein. It is requested that, for administrative purposes, the Form of Proxy be returned to the Transfer Secretaries to be received by no later than 11:00 on Friday, 19 October 2018. The Form of Proxy may however be handed to the chairman of the General Meeting, at any time before the proxy exercises any Shareholder rights at the General Meeting.
- 2.4 At the General Meeting, the following resolutions will be table for Shareholders to consider and approve:
 - 2.4.1 authority to amend the MOI to allow for Odd-lot Offers;
 - 2.4.2 authority for the Directors to make and implement the Odd-lot Offer;
 - 2.4.3 specific authority for Vunani to repurchase Shares in terms of the Odd-lot Offer; and
 - 2.4.4 specific authority for Vunani to repurchase Shares in terms of the Specific Offer.
- 2.5 The Offers are conditional upon all of the above Resolutions being passed at the General Meeting.

3. **THE OFFERS**

3.1 **Offers Record Date**

3.1.1 **Odd-lot Offer**

The Record Date to participate in the Odd-lot Offer is Friday, 23 November 2018.

The relevant Forms of Election and Surrender in respect of Certificated Odd-lot Holders must be received by the Transfer Secretaries, together with, where applicable, the Documents of Title, by no later than 12:00 on the Record Date for those Odd-lot Shareholders who choose to sell or retain their Odd-lot Shares, or by informing their CSDP or Broker (for Dematerialised Shareholders) in line with the custody agreement entered into between them and their CSDP or Broker.

No late forms of election and surrender will be accepted.

3.1.2 **Specific Offer**

In terms of the Specific Offer to Specific Shareholders, such Specific Shareholders are being given the opportunity to sell their Specific Holdings at the Offer Price.

The Record Date to participate in the Specific Offer is Friday, 23 November 2018.

Specific Shareholders wishing to sell their Specific Holdings must make this election by completing the attached Specific Offer Form of Election and Surrender for Certificated Specific Holders, or by informing their CSDP or Broker (for Dematerialised Shareholders) in line with the custody agreement entered into between them and their CSDP or Broker.

The shareholdings of Specific Shareholders who do not elect to sell their Specific Shares will remain unchanged if they do not elect to sell their Specific Holdings.

3.2 Surrender of Documents of Title

Certificated Shareholders whose Odd-lot Shares are expropriated in terms of the Odd-lot Offer or those Certificated Shareholders who have elected to sell their Odd-lot Holding to the Company and those Certificated Shareholders who elect to accept the Specific Offer, will be required to submit all existing Documents of Title under cover of the appropriate Form of Election and Surrender (Odd-lot Offer Form of Election and Surrender for Odd-lot Shareholders and Specific Offer Form of Election and Surrender for Specific Shareholders) to the Transfer Secretaries in order to receive the Offer Price. The Transfer Secretaries will hold in trust all monies due to these Odd-lot and Specific Shareholders until such time as the relevant Documents of Title have been received. No interest will be paid on such amounts owing.

In the case of Certificated Shareholders whose Documents of Title have been lost or destroyed and who produces evidence to this effect to the satisfaction of the Transfer Secretaries and the Company, then the Transfer Secretaries, subject to obtaining Vunani's consent, may dispense with the surrender of such Documents of Title, subject to the provision of an acceptable indemnity.

Odd-lot Shareholders who elect to retain their Odd-lot Shareholding, by completing the relevant option set out in the Odd-Lot Form of Election and Surrender, should retain their current share certificates.

3.3 Payment of the Offer Price

Subject to the receipt of the relevant Documents of Title, payment of the Offer Price will be made by electronic fund transfers into Certificated Odd-lot and Certificated Specific Shareholders' bank accounts on Monday, 26 November 2018, if such Certificated Shareholders have provided their banking details on the relevant forms. Alternatively, if such Certificated Shareholders have not provided their banking details on the relevant forms, cheques will be posted on Monday, 26 November 2018, by ordinary post, to the respective Certificated Shareholders at their risk.

The accounts of Dematerialised Odd-lot and Specific Shareholders, who elect to participate in the Offers, or in the case of Odd-lot Shareholders who fail to make an election, at their CSDP or Broker will be updated and credited with the Offer Price on Monday, 26 November 2018.

3.4 Financial effects

- 3.4.1 The repurchase of Shares pursuant to the Offers will aggregately reduce the share capital of the Company as detailed in paragraph 5 below.
- 3.4.2 Assuming the maximum number of 2 875 Shares are repurchased in terms of the Odd-lot Offer, the financial cost is expected to be approximately R7 906 (excluding transfer costs).
- 3.4.3 Assuming the maximum number of 38 212 Shares are repurchased in terms of the Specific Offer, the financial cost is expected to be approximately R105 083 (excluding transfer costs).
- 3.4.4 Vunani's existing cash resources will be utilised to satisfy all cash requirements arising out of the election or deemed election of the Offers.

3.5 Offers Price

The Offer Price shall be R2.75 which represents a premium of 31% above the 30 day VWAP as at the Last Practicable Date of R2.10. Shareholders who choose the Offer Consideration will receive an amount equal to the product of the Offer Price multiplied by the number of Vunani Shares held by them on the Record Date.

3.6 Dividends tax

Shareholders who have elected or are deemed to have elected the Odd-lot Offer or have elected to participate in the Specific Offer and:

- 3.6.1 are exempt from dividends tax will receive a gross Offer Price of R2.75000; or
- 3.6.2 are not exempt from dividends tax will receive a net Offer Price of R2.20000 after accounting for and withholding dividends tax equivalent to 20% of the gross Offer Price.

3.7 **Conditions precedent**

The implementation of the Offers are subject to the fulfilment of the conditions precedent that the Resolutions relating to the amendment of the MOI, the Odd-lot Offer and the Specific Offer contained in the Notice of General Meeting attached to and forming part of this Circular are duly passed by Shareholders.

3.8 **Transaction costs**

- 3.8.1 Save as set out in paragraph 3.8.4, 3.8.5 and 3.10.6 below, Odd-lot Holders and Specific Holders will not have to incur costs relating to the Offers.
- 3.8.2 The transfer costs of Odd-lot Holders and Specific Holders who elect or are deemed to have elected to sell their holdings to Vunani, will be borne by Vunani.
- 3.8.3 Vunani, by proposing the Offers, is therefore making it possible for the Odd-lot Holders and Specific Holders who wish to dispose of their shareholding to do so in a cost effective manner.
- 3.8.4 The Offer Consideration payable to Odd-lot Holders and Specific Holders will constitute a "dividend" as defined in section 1 of the Income Tax Act. The Offer Consideration will give rise to a liability for dividends tax in accordance with the Income Tax Act in the event that any Odd-lot Holder or Specific Holder does not qualify for an exemption from the dividends tax.
- 3.8.5 In the event that any Odd-lot Holder or Specific Holder does not qualify for an exemption from dividends tax, the relevant portion will be withheld from the Offer Consideration in relation to a particular Shareholder, in order to facilitate the payment of such liability for dividends tax.

3.9 **Mechanism**

- 3.9.1 The Offers are expected to be open for acceptance from 09:00 on Wednesday 31 October 2018 and will close at 12:00 on Friday, 23 November 2018. All Shareholders who hold a total of less than 100 Shares as at the Record Date will be entitled to participate in the Odd-lot Offer, and Shareholders with shareholdings of 100 Shares or more but equal to or less than 1 000 Shares as at the Record Date will be entitled to take part in the Specific Offer.
- 3.9.2 **The Shares of those Odd-lot Holders who do not make an election or who choose to accept the Offer Consideration will be repurchased by Vunani at the Offer Price.** Any such repurchase will be regarded as a specific repurchase of Shares in terms of the Companies Act and the Listings Requirements.
- 3.9.3 The Shares of those Specific Holders who choose to accept the Offer Consideration will be repurchased by Vunani at the Offer Price. Any such repurchase will be regarded as a specific repurchase in terms of the Companies Act and the Listings Requirements.
- 3.9.4 Odd-lot Holders who do not make an election should note that their Shares will automatically be repurchased by Vunani, without any further action being required on their part and without any further notice to them.
- 3.9.5 Specific Holders who do not make an election will retain their shareholding in Vunani.
- 3.9.6 No Shares from any Shareholder considered to be a related party as defined in section 10.1(b) of the Listings Requirements will be acquired by Vunani in terms of the Specific Offer.

3.10 **Election and surrender procedure**

- 3.10.1 Odd-lot Holders may choose to either:
 - 3.10.1.1 sell their Odd-lot Holdings to Vunani at the Offer Price; or
 - 3.10.1.2 retain their Odd-lot Holdings. If such Shareholders want to retain their Odd-lot Holding they have to make this election. Those Odd-lot Holders who do not make an election will automatically be regarded as having chosen and accepted the Offer Consideration.

- 3.10.2 Specific Holders may choose to sell their Specific Holdings to Vunani at the Offer Price. Those Specific Holders who do not make an election will retain their existing shareholding.
- 3.10.3 The choice made by Odd-lot Holders and Specific Holders is final and may not be withdrawn once made.
- 3.10.4 Certificated Odd-lot Holders must complete the attached Form of Election and Surrender for the Odd-lot Offer and return it to Computershare, to be received by no later than 12:00 on Friday, 23 November 2018. Certificated Specific Holders must complete the attached Form of Election and Surrender for the Specific Offer and return it to Computershare, to be received by no later than 12:00 on Friday, 23 November 2018.
- 3.10.5 Dematerialised Odd-lot Holders and Dematerialised Specific Holders should instruct their CSDP or Broker as to what action they wish to take in the time and manner stipulated in the agreement entered into between them and their CSDP or Broker. Dematerialised Odd-lot Holders and Specific Holders must NOT return their respective forms to Computershare.
- 3.10.6 Securities transfer tax, if any, will be withheld and paid by the Transfer Secretary.
- 3.10.7 Nominee companies will be treated as a single Shareholder, but should a nominee company choose to dispose of Odd-lot and/or Specific Holdings on behalf of principals whose shareholdings constitute Odd-lot or Specific Holdings, it may do so by applying in writing to Computershare, giving details of the number of Shares involved, such application to be received by no later than 12:00 on Friday, 23 November 2018.

3.11 **Directors statement on working capital**

Having considered the possible effects of repurchasing Shares in terms of the Offers, the Directors are of the opinion that:

- 3.11.1 Vunani will be able in the ordinary course of business to pay its debts for a period of 12 months after the date of the approval of the Circular;
- 3.11.2 the assets of Vunani will be in excess of liabilities for a period of 12 months after the date of the approval of the Circular. For this purpose, assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements;
- 3.11.3 the share capital and reserves of Vunani will be adequate for ordinary business purposes for a period of 12 months after the date of the approval of the Circular; and
- 3.11.4 working capital of Vunani will be adequate for ordinary business purposes for a period of 12 months after the date of the approval of the Circular.

3.12 **Non-resident Shareholders**

- 3.12.1 All transactions arising from the provisions of this Circular shall be governed by and be subject to the laws of South Africa. The Offers may be affected by the laws of the relevant jurisdictions of foreign Shareholders. Such foreign Shareholders should inform themselves about and observe any applicable legal requirements of such jurisdictions in relation to all aspects of this Circular that may affect them.
- 3.12.2 The release, publication or distribution of this Circular in jurisdictions other than South Africa may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than South Africa should inform themselves about, and observe, any applicable requirements. Any failure to comply with the applicable requirements may constitute a violation of the securities laws of any such jurisdiction.
- 3.12.3 It is the responsibility of any foreign Shareholder to satisfy himself as to the full observation of the laws and regulatory requirements of the relevant jurisdiction in connection with the Offers, including the obtaining of any governmental, exchange control or other consent or the making of any filings which may be required, the compliance with other necessary formalities, the payment of any issue, transfer or other taxes or requisite payments due in such jurisdiction. The Offers are further subject to any other applicable laws and regulations, including the Exchange Control Regulations.

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

3.13 Exchange Control Regulations

The following is a summary of the Exchange Control Regulations. It is intended as a guide only and is not a comprehensive statement of the Exchange Control Regulations which apply to Shareholders. Shareholders who have any queries regarding the Exchange Control Regulations should contact their own professional advisors without delay.

3.13.1 *Emigrants from the Common Monetary Area*

- 3.13.1.1 The Offer Consideration is not freely transferable from South Africa and must be dealt with in terms of the Exchange Control Regulations.
- 3.13.1.2 The Offer Consideration due to an Odd-lot Holder or Specific Holder who is an emigrant from South Africa, whose registered address is outside the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, will be deposited in a blocked account with the Odd-lot Holder or Specific Holder's authorised dealer in foreign exchange in South Africa (controlling the Odd-lot Holder or Specific Holder's blocked assets in accordance with his instructions), against delivery of the relevant Documents of Title
- 3.13.1.3 The authorised dealer releasing the relevant Documents of Title in terms of the Offers must countersign the relevant attached forms of election and surrender thereby indicating that the Offer Consideration will be placed directly in its control.
- 3.13.1.4 The attached forms of election and surrender makes provision for the details of the authorised dealer concerned to be provided.

3.13.2 *All other non-residents of the Common Monetary Area*

- 3.13.2.1 The Offer Consideration due to an "own-name" Odd-lot Holder or Specific Holder who is a non-resident of South Africa and who has never resided in the Common Monetary Area, whose registered address is outside the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, will be deposited with the authorised dealer in foreign exchange in South Africa nominated by such Odd-lot Holder or Specific Holder. It will be incumbent on the Odd-lot Holder or Specific Holder concerned to instruct the nominated authorised dealer as to the disposal of the Offer Consideration against delivery of the relevant Documents of Title.
- 3.13.2.2 The relevant forms of election and surrender attached to this Circular makes provision for the nomination required in terms of paragraph 3.13.2.1 above. If the information regarding the authorised dealer is not given in terms of paragraph 3.13.2.1 above, the Offer Consideration will be held in trust by the Transfer Secretary for the Odd-lot Holders or Specific Holders concerned pending receipt of the necessary information or instruction.
- 3.13.2.3 All CSDPs and Brokers with whom Shares have been Dematerialised should note that they are required to comply with the Exchange Control Regulations set out above.

3.14 Prohibited period

Vunani will not undertake the Odd-lot Offer or Specific Offer during a prohibited period as defined in the Listings Requirements.

4. MEMORANDUM OF INCORPORATION

Odd-lot Offer

The MOI of Vunani currently does not provide the Directors with the authority to make and implement the Odd-lot Offer hence the special resolution to amend the MOI.

Specific Offer

As per paragraph 17 of the MOI, any decision by Vunani to acquire its own shares must satisfy the JSE Listings Requirements and must have been approved by a special resolution of the Shareholders, whether in respect of a particular repurchase or generally approved by Shareholders and must comply with the provisions of the Companies Act.

5. SHARE CAPITAL

The share capital of Vunani before and after the Implementation of the Offers, assuming the Offers are fully accepted, is as follows:

Before the Implementation of the Offers	R'000
Authorised share capital	
Ordinary Shares	
500 000 000 Shares of no par value	–
Issued share capital	
Ordinary Shares	
164 896 942 Shares of no par value	321 549
Treasury Shares	
4 604 625 Shares	8 979
After the Implementation of the Offers	R'000
Authorised share capital	
Ordinary Shares	
500 000 000 Shares of no par value	–
Issued share capital	
Ordinary Shares	
164 855 855 Shares of no par value	321 469
Treasury Shares	
4 604 625 Shares	8 979

1. The Implementation of the Offers has no impact on the number of Vunani Shares held as treasury Shares being 4 604 625 treasury Shares.
2. The calculation of the change in share capital above assumes a 100% acceptance of the Offers.

6. MAJOR SHAREHOLDERS OF VUNANI

To the best of Vunani's knowledge and belief, the following major beneficial Shareholders were, as at the Last Practicable Date, directly, the beneficial owners of 5% or more of the issued share capital of Vunani.

Shareholder	Number of Vunani Shares held ('000s)	Percentage of Vunani Shares held %
Vunani Group Proprietary Limited	79 360	48.1
Geomer Investments Proprietary Limited	30 040	18.2
Total	109 400	66.3

7. DIRECTORS' INTEREST IN VUNANI SHARES

The Directors' interests in Vunani Shares as at the Last Practicable Date, are as follows:

Director	Direct beneficial ('000s)	Indirect beneficial ('000s)	Total number of Shares held ('000s)	% held*
E Dube	–	24 932	24 932	15.12%
B Khoza	–	15 468	15 468	9.38%
NM Anderson	109	15 468	15 577	9.45%
T Mika	37	–	37	0.02%
M Golding	–	30 040	30 040	18.22%
S Mthethwa	–	7 200	7 200	4.37%
JJ Rossouw	55	413	468	0.28%
R Krepelka	2 990	–	2 990	1.81%
M Brown	2 616	–	2 616	1.59%
G Gould	2 616	–	2 616	1.59%
Total	8 423	93 521	101 944	61.82%

8. MATERIAL CHANGES

There have been no material changes in the affairs or financial position of the Company and its subsidiaries between 28 February 2018 and the Last Practicable Date.

9. CONSENTS

Grindrod Bank Limited, Vunani Corporate Finance, CIS Company Secretaries and Computershare have provided their written consents to act in the capacity stated and to their name being used in the Circular and have not withdrawn their consent prior to the publication of the Circular.

10. EXPENSES RELATING TO THE OFFERS

The expenses relating to the Offers are estimated at approximately R 571 000 (excluding VAT) and comprise the following:

Description	R
Corporate Advisor – Vunani Capital	400 000
Designated Advisor – Grindrod Bank Limited	50 000
Transfer Secretary – Computershare	54 000
JSE documentation fees	32 000
Printing costs – Ince	35 000
Total	571 000

11. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of Vunani, whose names are given on page 8 of the Circular:

- have considered all statements of fact and opinion in the Circular;
- collectively and individually, accept full responsibility for the accuracy of the information given;
- certify that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement false or misleading;
- have made all reasonable enquiries in this regard; and
- certify that, to the best of their knowledge and belief, that the Circular contains all information required by law and the JSE Listings Requirements.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection by Vunani Shareholders at the registered office of Vunani from Friday, 21 September 2018 up to and including the date of the General Meeting, during normal business hours:

- the MOI of Vunani;
- the audited annual financial statements of Vunani for the 2016, 2017 and 2018 financial years;
- consent letters referred to in paragraph 9 above; and
- a copy of this Circular.

T Mika

Chief Financial Officer, on behalf of the board of directors of Vunani Limited

Sandton

Thursday, 20 September 2018

VUNANI

LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1997/020641/06)
Share code: VUN ISIN: ZAE000163382
(“Vunani” or “the Company”)

NOTICE OF GENERAL MEETING

Unless specifically defined herein, the definitions and interpretations commencing on page 5 of the Circular to which this Notice of General Meeting forms part of apply, mutatis mutandis, to this Notice of General Meeting.

Notice is hereby given of a General Meeting of Shareholders to be held at Vunani House, Vunani Office Park, 151 Katherine Street, Sandown, Sandton at 11:00 on Tuesday, 23 October 2018, for the purpose of considering and, if deemed fit, passing with or without modification, the special and ordinary resolutions set out below:

1. SPECIAL RESOLUTION NUMBER 1 – SPECIFIC AUTHORITY TO AMEND VUNANI’S MOI

“Resolved that, Vunani’s MOI be amended by the addition of clause 34, as detailed below:

34. ODD-LOT OFFERS

In this clause 34

- 34.1 Odd-lot Offer means an offer by the Company to Shareholders which own Odd-lot Holdings.
- 34.2 Odd-lot Holding means aggregate shareholdings of fewer than 100 shares or such greater amount as approved by the JSE.
- 34.3 Odd-lot Holders means Shareholders owning an Odd-lot Holding.
- 34.4 The Company may make Odd-lot Offers to Odd-lot Holders, provided that the Company complies with clause 17 above.
- 34.5 Any Odd-lot Offer must provide Shareholders with a choice to
 - 34.5.1 sell their Odd-lot Holding; or
 - 34.5.2 retain their Odd-lot Holding.
- 34.6 Any Odd-lot Offer may provide that if an Odd-lot Holder does not make an election as per clause 34.5 above, then such Odd-lot Holder will by default be deemed to have elected to sell his Odd-lot Holding to the Company and the Shares shall be acquired by the Company in accordance with the Odd-lot Offer, provided that the specific Odd-lot Offer has been approved by Shareholders in general meeting.

Reason for and effect of Special Resolution Number 1

The reason for, and effect of, Special Resolution Number 1 is to allow Vunani to implement the Odd-lot Offer as described in this Circular.

Voting requirement

In order for this resolution to be adopted, the support of at least 75% of the voting rights exercised on the resolution by Vunani shareholders present in person or represented by proxy at the general meeting and entitled to exercise voting rights on the resolution is required.

2. **SPECIAL RESOLUTION NUMBER 2 – SPECIFIC AUTHORITY TO REPURCHASE FROM THE ODD-LOT HOLDERS**

“Resolved that, subject to the passing of Special Resolution Number 1, the Company is hereby authorised by way of a specific authority in terms of section 48 of the Companies Act, clause 34 of the Company’s memorandum of incorporation and in accordance with the Listings Requirements, to acquire, at the Offer Price per Share pursuant to the Odd-lot Offer, details of which are contained in the Circular, the Shares of those Odd-lot Holders holding less than 100 Shares in the Company, who elect, pursuant to the Odd-lot Offer, to sell their Odd-lot Holdings or who fail to make an election to retain their Odd-lot Holdings.”

Reason for and effect of Special Resolution Number 2

The reason for Special Resolution Number 2 is to obtain a specific approval in terms of section 48 of the Companies Act, the Listings Requirements and the Company’s memorandum of incorporation for the acquisition by the Company, from the Odd-lot Holders of their Odd-lot Holdings as proposed in the Odd-lot Offer. The effect of Special Resolution Number 2 is that Vunani will be authorised, to acquire Shares in Vunani in terms of the Odd-lot Offer from the Odd-lot Holders who elect to sell their Odd-lot Holding or who fail to make an election.

Voting requirement

In order for this resolution to be adopted, the support of at least 75% of the voting rights exercised on the resolution by Vunani shareholders present in person or represented by proxy at the general meeting and entitled to exercise voting rights on the resolution is required.

3. **SPECIAL RESOLUTION NUMBER 3 – SPECIFIC AUTHORITY TO REPURCHASE FROM THE SPECIFIC HOLDERS**

“Resolved that, subject to the passing of Special Resolution Numbers 1 and 2, the Company is hereby authorised by way of a specific authority in terms of section 48 of the Companies Act, clause 17 of the Company’s memorandum of incorporation and in accordance with the Listings Requirements, to acquire, at the Offer Price per Share pursuant to a Specific Offer, the details of which are contained in the Circular, the Shares of those Specific Holders holding 100 Shares or more but equal to or less than 1 000 Shares who elect, pursuant to the Specific Offer, to sell their Specific Holdings.”

Reason for and effect of Special Resolution Number 3

The reason for Special Resolution Number 3 is to obtain a specific approval in terms of section 48 of the Companies Act, the Listings Requirements and the Company’s memorandum of incorporation for the acquisition by the Company, from Specific Holders of their Specific Holdings as proposed in the Specific Offer. The effect of Special Resolution Number 3 is that Vunani will be authorised, to acquire Shares in Vunani in terms of the Specific Offer from Specific Holders who elect to sell their Specific Holdings.

Voting requirement

In order for this resolution to be adopted, the support of at least 75% of the voting rights exercised on the resolution by Vunani shareholders present in person or represented by proxy at the general meeting and entitled to exercise voting rights on the resolution is required. Any Specific Holder and their associates will not be eligible to vote its direct or indirect shareholding on this Special Resolution Number 3.

4. **ORDINARY RESOLUTION NUMBER 1 – IMPLEMENTATION OF THE ODD-LOT OFFER**

“Resolved that, subject to the passing of Special Resolution Number 1 and 2 the Directors are hereby authorised to make and implement the Odd-lot Offer to Shareholders holding less than 100 Shares in the Company at the close of business on Friday, 23 November 2018 (or such other date as approved by the JSE) according to the terms and conditions of the Odd-lot Offer contained in the Circular.”

Reason for and effect of Ordinary Resolution Number 1

The reason for Ordinary Resolution Number 1 is to obtain the authority of Shareholders in order for the Company to make and implement the Odd-lot Offer. The effect of Ordinary Resolution Number 1 is that the Company will be authorised to make and implement the Odd-lot Offer.

Voting requirement

In order for this resolution to be adopted, the support of at least 50% plus 1 vote of the voting rights exercised on the resolution by Vunani shareholders present in person or represented by proxy at the general meeting and entitled to exercise voting rights on the resolution is required.

5. ORDINARY RESOLUTION NUMBER 2 – IMPLEMENTATION OF THE SPECIFIC OFFER

“Resolved that, subject to the passing of Special Resolution Number 2 and 3, the Directors are hereby authorised to make and implement the Specific Offer to Shareholders holding 100 Shares or more but equal to or less than 1 000 Shares in the Company at the close of business on Friday, 23 November 2018 (or such other date as approved by the JSE) according to the terms and conditions of the Specific Offer contained in the Circular.”

Reason for and effect of Ordinary Resolution Number 2

The reason for Ordinary Resolution Number 2 is to obtain the authority of Shareholders in order for the Company to make and implement the Specific Offer. The effect of Ordinary Resolution Number 2 is that the Company will be authorised to make and implement the Specific Offer.

Voting requirement

In order for this resolution to be adopted, the support of at least 50% plus 1 vote of the voting rights exercised on the resolution by Vunani shareholders present or represented by proxy at the general meeting and entitled to exercise voting rights on the resolution is required. Any Specific Holder and their associates will not be eligible to vote its direct or indirect shareholding on this Ordinary Resolution Number 2.

6. ORDINARY RESOLUTION NUMBER 3 – ENABLING RESOLUTION

“Resolved that, subject to the passing of Special Resolution Numbers 1,2 and 3 and Ordinary Resolution Numbers 1 and 2, the Directors and/or the Company Secretary be and are hereby authorised to do all such things and sign all such documents as may be necessary to implement the aforementioned resolutions.”

Reason for and effect of Ordinary Resolution Number 3

The reason for Ordinary Resolution Number 3 is to obtain the authority of Shareholders to permit the Directors and/or the Company Secretary to implement the aforementioned resolutions. The effect of Ordinary Resolution Number 3 is that Directors and/or the Company Secretary shall be authorised to implement the aforementioned resolutions.

Voting requirement

In order for this resolution to be adopted, the support of at least 50% plus 1 vote of the voting rights exercised on the resolution by Vunani shareholders present in person or represented by proxy at the general meeting and entitled to exercise voting rights on the resolution is required.

7. VOTING AND PROXIES

Certificated Shareholders and Dematerialised Shareholders with “own name” registration who are unable to attend the General Meeting but wish to be represented thereat, should complete and return the attached Form of Proxy, in accordance with the instructions contained therein, to the office of the Transfer Secretaries, Computershare, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (PO Box 61051, Marshalltown, 2107) or by email to proxy@computershare.co.za, to be received by them for administrative purposes only, by no later than 11:00 on Friday, 19 October 2018, provided that any Form of Proxy not delivered to the Transfer Secretaries by this time may be handed to the chairman of the General Meeting at any time before the appointed proxy exercises any shareholder rights at the General Meeting

Dematerialised Shareholders, other than those with “own name” registration, who wish to attend the General Meeting must instruct their Central Securities Depository Participant (“CSDP”) or Broker to issue them with the necessary letter of representation to attend. Should Shareholders who have already Dematerialised their Vunani Shares, other than those with “own name” registration, wish to vote by way of proxy, they must provide their CSDP or Broker with their voting instructions in terms of the custody agreement entered into between them and their CSDP or Broker. A proxy need not also be a Shareholder of the Company. In respect of Dematerialised Shares, it is important to ensure that the person or entity (such as a nominee) whose name has been entered into the relevant sub-register maintained by a CSDP completes the Form of Proxy in terms of which he/she appoints a proxy to vote at the General Meeting of Shareholders in accordance with the instructions received from Dematerialised Shareholders.

On a show of hands, every Shareholder present in person shall have only one vote in respect of the number of Shares he/she holds or represents, provided that a proxy shall, irrespective of the number of Shareholders he/she represents, have only one vote.

On a poll, every Vunani Shareholder present in person or represented by proxy shall have one vote for every Share held in Vunani by such Shareholder.

By order of the Board

T Mika

Chief Financial Officer

Johannesburg
Thursday, 20 September 2018

Registered office

Vunani House
Vunani Office Park
151 Katherine Street
Sandown
Sandton

Transfer secretaries

Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue
Rosebank, 2196
(PO Box 61051, Marshalltown, 2107)

VUNANI

LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1997/020641/06)
Share code: VUN ISIN: ZAE000163382
("Vunani" or "the Company")

FORM OF PROXY

Unless specifically defined herein, the definitions and interpretations commencing on page 5 of the Circular to which this Form of Proxy forms part apply, mutatis mutandis, to this Form of Proxy.

ONLY FOR USE BY CERTIFICATED SHAREHOLDERS AND "OWN NAME" REGISTERED DEMATERIALIZED SHAREHOLDERS

For use by Shareholders at the General Meeting of Vunani Shareholders to be held at Vunani House, Vunani Office Park, 151 Katherine Street, Sandown, Sandton at 11:00 on Tuesday, 23 October 2018, or any adjourned or postponed meeting.

If you are a Dematerialised Shareholder without "own-name" registration you must not complete this Form of Proxy but must instruct your CSDP or broker as to how you wish to vote. This must be done in terms of the custody agreement between you and your CSDP or broker.

I/We (Please Print names in full)

of (address)

Telephone numbers: Landline

Mobile

E-mail address:

being the holder of Certified Shares or

Dematerialised Shares with "own name" registration do hereby appoint (see notes 1 and 2):

1. _____ or falling him/her

2. _____ or falling him/her

3. the chairperson of the General Meeting,

as my/our proxy to attend, speak and vote for me/us at the General Meeting (or any adjournment thereof) for purposes of considering and, if deemed fit, passing, with or without modification, the Resolutions to be proposed thereat and at each adjournment thereof and to vote for and/or against the Resolutions and/or abstain from voting in respect of the Shares registered in my/our name(s), in accordance with the following instruction (see notes):

	For*	Against*	Abstain*
Special Resolution Number 1 Specific authority to amend Vunani's MOI			
Special Resolution Number 2 Specific authority for repurchase from the Odd-lot Holders			
Special Resolution Number 3 Specific authority for repurchase from the Specific Holders			
Ordinary Resolution Number 1 Implementation of the Odd-lot Offer			
Ordinary Resolution Number 2 Implementation of the Specific Offer			
Ordinary Resolution Number 3 Authority to sign documents			

* One vote per Share held by Shareholders. Shareholders must insert the relevant number of votes they wish to vote in the appropriate box provided or "X" should they wish to vote all Shares held by them. If the Form of Proxy is returned without an indication as to how the proxy should vote on any particular matter, the proxy will exercise his/her discretion as to whether, and if so, how he/she votes.

Signed at _____ on this _____ 2018

Signature

Capacity of signatory (where applicable)

Assisted by (where applicable) (state capacity and full name)

Note: Authority of signatory to be attached – see notes 8 and 9

Telephone number

Mobile number

Assisted by me (where applicable)

Full name

Capacity

Important notes about the General Meeting

1. This form of proxy will not be effective at the General Meeting unless received by the Company's Transfer Secretaries, Computershare Investor Services (Pty) Ltd, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107), by no later than 11:00 on Friday, 19 October 2018. If a shareholder does not wish to deliver this form of proxy to that address, it may also be posted, at the risk of the shareholder, to Computershare Investor Services (Pty) Ltd.
2. This form of proxy is for use by registered shareholders who wish to appoint another person (a proxy) to represent them at the General Meeting. If duly authorised, companies and other corporate bodies who are registered shareholders may appoint a proxy using this form of proxy, or may appoint a representative in accordance with paragraph 12 below. Other shareholders should not use this form of proxy. All beneficial shareholders who have dematerialised their shares through a CSDP or Broker must provide the CSDP or Broker with their voting instruction. Alternatively, if they wish to attend the General Meeting in person, they should request the CSDP or Broker to provide them with a letter of representation in terms of the custody agreement entered into between the beneficial shareholder and the CSDP or Broker.
3. This proxy shall apply to all ordinary shares registered in the name of the shareholder who signs this form of proxy at the record date unless a lesser number of shares is inserted.
4. A shareholder may appoint one person of his own choice as his proxy by inserting the name of such proxy in the space provided. Any such proxy need not be a shareholder of the Company. If the name of the proxy is not inserted, the Chairman of the General Meeting will be appointed as proxy. If more than one name is inserted, then the person whose name appears 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 any persons whose names follow. The proxy appointed in this form of proxy may not delegate the authority given to him in this form of proxy.
5. Unless revoked, the appointment of a proxy in terms of this form of proxy remains valid until the end of the General Meeting, even if the General Meeting or part thereof is postponed or adjourned.
6. If:
 - 6.1 a shareholder does not indicate on this instrument that the proxy is to vote in favour of or against or to abstain from voting on any resolution; or
 - 6.2 the shareholder gives contradictory instructions in relation to any matter; or
 - 6.3 any additional resolution/s which are properly put before the General Meeting; or
 - 6.4 any resolution listed in the form of proxy is modified or amended, then the proxy shall be entitled to vote or abstain from voting, as he thinks fit, in relation to that resolution or matter. If, however, the shareholder has provided further written instructions which accompany this form of proxy and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in paragraphs 6.1 to 6.4, then the proxy shall comply with those instructions.
7. If this form of proxy is signed by a person (signatory) on behalf of the shareholder, whether in terms of a power of attorney or otherwise, then this form of proxy will not be effective unless:
 - 7.1 it is accompanied by a certified copy of the authority given by the shareholder to the signatory; or
 - 7.2 the Company has already received a certified copy of that authority.
8. The Chairman of the General Meeting may, in his discretion, accept or reject any form of proxy or other written appointment of a proxy which is received by the Chairman prior to the time when the General Meeting deals with a resolution or matter to which the appointment of the proxy relates, even if that appointment of a proxy has not been completed and/or received in accordance with these instructions. However, the Chairman shall not accept any such appointment of a proxy unless the chairman is satisfied that it reflects the intention of the shareholder appointing the proxy.
9. Any alterations made in this form of proxy must be initialled by the authorised signatory/ies.
10. This form of proxy is revoked if the shareholder who granted the proxy:
 - 10.1 gives written notice of such revocation to the Company, so that it is received by the Company before 11:00 on Friday, 19 October 2018; or
 - 10.2 subsequently appoints another proxy for the General Meeting; or
 - 10.3 attends the General Meeting himself in person.
11. If duly authorised, companies and other corporate bodies who are shareholders of the Company having shares registered in their own names may, instead of completing this form of proxy, appoint a representative to represent them and exercise all of their rights at the General Meeting by giving written notice of the appointment of that representative. That notice will not be effective at the General Meeting unless it is accompanied by a duly certified copy of the resolution/s or other authorities in terms of which that representative is appointed and is received at the Company's transfer office, Computershare Investor Services (Pty) Ltd, by no later than 11:00 on Friday, 19 October 2018. If a shareholder does not wish to deliver that notice to that address, it may also be posted, at the risk of the shareholder to Computershare Investor Services (Pty) Ltd, PO Box 61051, Marshalltown, 2107.
12. The completion and lodging of this form of proxy does not preclude the relevant shareholder from attending the General Meeting and speaking and voting in person to the exclusion of any proxy appointed by the shareholder.
13. The Chairman of the General Meeting may accept or reject any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he shall not accept a proxy unless he is satisfied as to the manner in which a shareholder wishes to vote.

VUNANI

LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1997/020641/06)
Share code: VUN ISIN: ZAE000163382
(“Vunani” or “the Company”)

FORM OF ELECTION AND SURRENDER FOR THE ODD LOT OFFER

Unless specifically defined herein, the definitions and interpretations commencing on page 5 of the Circular to which this Form of Election and Surrender forms part apply, mutatis mutandis, to this Form of Election and Surrender.

For completion by Certificated Shareholders who hold less than 100 Shares in total (“Odd-lot Holdings”) as at close of business on Friday, 23 November 2018 (“Odd-lot Holders”). Your share certificate must be submitted along with this form in the event that you do not elect to retain your Odd-lot Holding.

Note: A separate form is required for each Shareholder.

Instructions:

- Part 1 must be completed by ALL Odd-lot Holders who hold a share certificate in respect of their Shares and who return this form.
- Part 2 must ONLY be completed by Odd-lot Holders who hold a share certificate and WHO WISH TO SELL THEIR ODD-LOT HOLDINGS.
- Part 3 must ONLY be completed by Odd-lot Holders who hold a share certificate in respect of their Shares and WHO ARE EMIGRANTS FROM OR NON-RESIDENTS OF THE COMMON MONETARY AREA, and who wish to sell their Odd-lot Holdings.
- Additional forms of election and surrender may be obtained from Computershare at the applicable address set out below.
- ALL Odd-lot Holders who complete this form of election and surrender must attach a certified copy of their identity document or other suitable form of identification.
- If this form of election and surrender is returned with the relevant Documents of Title before the Odd-lot Offer is implemented, it will be treated as a conditional surrender which is made subject to the Odd-lot Offer (details of which are set out in the Circular to which this form is attached) being implemented. In the event of the Odd-lot Offer not being implemented for any reason whatsoever the Transfer Secretaries will, within five business days of the date upon which it becomes known that the Odd-lot Offer will not be implemented, return the Documents of Title to the Odd-lot Holders concerned, by registered post, at the risk of such Odd-lot Holders.
- All forms of election and surrender must be lodged with Computershare at the address set out below, so as to be received by no later than Friday, 23 November 2018.

To be delivered at:
Computershare Investors Services
Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank
2196

or posted the risk of the Odd-lot Holder to:
Computershare Investor Services
Proprietary Limited
PO Box 61763
Marshalltown
2107

- Odd-lot Holders who have Dematerialised their Shares must advise their Central Securities Depository Participant (“CSDP”) or broker as to the action they wish to take in terms of the agreement entered into between them and their CSDP or broker. Such Shareholders must NOT return this form of election and surrender to Computershare.

ALL CERTIFICATED ODD-LOT HOLDERS MUST COMPLETE THIS SIGNATURE AND CONTACT DETAILS SECTION

Name	
Surname	
Share certificate number	
ID number/Company registration number	
Assisted by me (if applicable)	
(State full name and capacity)	
Date	
Telephone number (Home)	()
Telephone number (Work)	()
Cellular number	()
Postal address	
Signature of Shareholder	

PART 1 – To be completed by ALL Odd-lot Holders who return this form.

Odd-lot Holders who hold a share certificate in respect of their Shares and who do not complete and return this form of election and surrender so as to be received by no later than 12:00 on Friday, 23 November 2018 should note that their Shares will be repurchased without any further action on their part and without any further notice to them.

Indicate your choice by means of an "X".

Option A – I would like to sell all my Shares at the Offer Price.

Option B – I would like to retain all my Shares.

If Option A is chosen, please complete Part 2. If you do not provide bank account details, payment will be made by cheque to you which will be sent to the postal address provided above and where no postal address is given or such address is incomplete, payment will be posted to your address contained in the share register of Vunani on Monday, 26 November 2018. The posting of such cheque will be by ordinary post at your risk.

Part 2 – To be completed if you have elected to sell your Odd-lot Holding

I have a bank account and would like to sell my Shares. Please pay the cash owing to me for purchasing my Shares in to the following bank account:

Banking details	
Account holder	
Bank name	
Account number	
Bank branch	
Branch code	
Signature of Shareholder	

NB: In order to comply with FICA requirements, the Transfer Secretaries will be unable to record any changes of address or payment mandates unless a certified true copy of the undermentioned documentation is received from the relevant Shareholder. (i) a copy of an identification document (in respect of change of address and payment mandate) and (ii) a copy of a bank statement (in respect of bank mandate).

PART 3 – To be completed by ODD-LOT HOLDERS WHO ARE EMIGRANTS FROM OR NON-RESIDENTS OF THE COMMON MONETARY AREA who wish to sell their Shares

Name of authorised dealer	
Address	
Account number	
Stamp and address of agent lodging this form (if any)	
Signature of Shareholder	

Notes:

1. This form is to be used by Odd-lot Holders who have not Dematerialised their Shares and who wish to sell or retain their Shares in terms of the Odd-lot Offer and who are registered as such as at the close of business on Friday, 23 November 2018.
2. Odd-lot Holders who have elected to sell their Shares will have payments for the proceeds of the sale of their Shares processed in the manner set out in paragraph 3.3 of the Circular, on or about Monday, 26 November 2018.
3. If this form of election and surrender is signed under a power of attorney, then such power of attorney, or a certified copy of the original, must be sent with this form of election and surrender for noting (unless it has already been noted by Vunani or Computershare).
4. Where the Odd-lot Holder is a company or a close corporation, unless it has already been registered with Vunani or Computershare, a certified copy of the directors' or members' resolution authorising the signing of this form of election and surrender must be submitted if so requested by Vunani.
5. Note 4 above does not apply in the event of this form of election and surrender bearing the stamp of a broking member of the JSE.
6. Where there are joint holders of any Shares, only that holder whose name appears first in the register in respect of such Shares need sign this form of election and surrender.
7. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the JSE, lodging agents are required to prepare special transaction receipts.
8. The Directors of Vunani reserve the right to accept or reject any form of election and surrender where the Odd-lot Holder has not completed all the required information or has not delivered all the required documents to Computershare.

VUNANI

LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1997/020641/06)
Share code: VUN ISIN: ZAE000163382
("Vunani" or "the Company")

FORM OF ELECTION AND SURRENDER FOR THE SPECIFIC OFFER

Unless specifically defined herein, the definitions and interpretations commencing on page 5 of the Circular to which this Form of Election and Surrender forms part apply, mutatis mutandis, to this Form of Election and Surrender.

For completion by Certificated Shareholders who hold 100 Shares or more but equal to or less than 1 000 Shares in total ("Specific Holdings") as at close of business on Friday, 23 November 2018 ("Specific Holders"). Your share certificate must be submitted along with this form.

Note: A separate form is required for each Shareholder.

Instructions:

- Part 1 and Part 2 must be completed by ALL Specific Holders who hold a share certificate in respect of their Shares and who wish to sell ALL their Shares.
- Part 3 must ONLY be completed by Specific Holders who hold a share certificate, who wish to sell their Shares and WHO ARE EMIGRANTS FROM OR NON-RESIDENTS OF THE COMMON MONETARY AREA.
- Additional forms of election and surrender may be obtained from Computershare at the applicable address set out below.
- ALL Specific Holders who complete this form of election and surrender must attach a certified copy of their identity document.
- All forms of election and surrender must be lodged with Computershare at the address set out below, so as to be received by no later than 12:00 on Friday, 23 November 2018.

To be delivered at:

Computershare Investors Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank
2196

or posted the risk of the Odd-lot Holder to:

Computershare Investor Services Proprietary Limited
PO Box 61763
Marshalltown
2107

- Specific Holders who have Dematerialised their Shares must advise their Central Securities Depository Participant ("CSDP") or broker as to the action they wish to take in terms of the agreement entered into between them and their CSDP or broker. Such Shareholders must NOT return this form of election and surrender to Computershare.

ALL CERTIFICATED SPECIFIC HOLDERS WHO WISH TO SELL THEIR SHARES MUST COMPLETE THIS SIGNATURE AND CONTACT DETAILS SECTION

Name	
Surname	
Share certificate number	
ID number/Company registration number	
Assisted by me (if applicable)	
(State full name and capacity)	
Date	
Telephone number (Home)	()
Telephone number (Work)	()
Cellular number	()
Postal address	
Signature of Shareholder	

PART 1 – To be completed by ALL Certificated Specific Holders who wish to sell their Shares.

Specific Holders who hold a share certificate in respect of their Shares and who elect to sell their Shares should note that their Shares will be repurchased without any further action on their part and without any further notice to them.

Indicate that you wish to sell all your Shares by means of an "X".

I would like to sell all my Shares at the Offer Price.

If you have elected to sell your Specific Holding, please complete PART 2. If you do not provide bank account details, payment will be made by cheque to you which will be sent to the postal address provided above and where no postal address is given or such address is incomplete, payment will be posted to your address contained in the share register of Vunani on Monday, 26 November 2018. The posting of such cheque will be by ordinary post at your risk.

PART 2 – To be completed if you have elected to sell your Odd-lot Holding

I have a bank account and would like to sell my Shares. Please pay the cash owing to me for purchasing my Shares in to the following bank account:

Banking details	
Account holder	
Bank name	
Account number	
Bank branch	
Branch code	
Signature of Shareholder	

NB: In order to comply with FICA requirements, the Transfer Secretaries will be unable to record any changes of address or payment mandates unless a certified true copy of the undermentioned documentation is received from the relevant Shareholder. (i) a copy of an identification document (in respect of change of address and payment mandate) and (ii) a copy of a bank statement (in respect of bank mandate).

PART 3 – To be completed by Specific Holders who are emigrants from or non-resident of the common monetary area who wish to sell their Shares

Name of authorised dealer	
Address	
Account number	
Stamp and address of agent lodging this form (if any)	

NB: In order to comply with FICA requirements, the Transfer Secretaries will be unable to record any changes of address or payment mandates unless a certified true copy of the undermentioned documentation is received from the relevant Shareholder. (i) a copy of an identification document (in respect of change of address and payment mandate) and (ii) a copy of a bank statement (in respect of bank mandate).

Notes:

1. This form is to be used by Specific Holders who have not Dematerialised their Shares and who wish to sell their Shares in terms of the specific repurchase and who are registered as such as at the close of business on Friday, 23 November 2018.
2. Specific Holders who have elected to sell their Shares will have payments for the proceeds of the sale of their Shares processed in the manner set out in paragraph 3.3 of the Circular, on or about Monday, 26 November 2018.
3. If this form of election and surrender is signed under a power of attorney, then such power of attorney, or a certified copy of the original, must be sent with this form of election and surrender for noting (unless it has already been noted by Vunani or Computershare).
4. Where the specific holder is a company or a close corporation, unless it has already been registered with Vunani or Computershare, a certified copy of the directors' or members' resolution authorising the signing of this form of election and surrender must be submitted if so requested by Vunani.
5. Note 4 above does not apply in the event of this form of election and surrender bearing the stamp of a broking member of the JSE.
6. Where there are joint holders of any Shares, only that holder whose name appears first in the register in respect of such Shares need sign this form of election and surrender.
7. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the JSE, lodging agents are required to prepare special transaction receipts.
8. The Directors of Vunani reserve the right to accept or reject any form of election and surrender where the Specific Holder has not completed all the required information or has not delivered all the required documents to Computershare.

