

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

Action required:

- This document is important and should be read with particular attention to the section of this Circular entitled "Action required by ELB Shareholders", which sets out the action required of them with regard to this Circular.
- If you have disposed of all your Shares in ELB, then this Circular should be forwarded to the purchaser to whom, or the Broker, agent or CSDP through whom, you disposed of your Shares.

ELB does not accept any responsibility and will not be held liable for any failure on the part of CSDPs or Brokers of Dematerialised Shareholders to notify such Shareholders of the information set out in this Circular.



ELB Group Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1930/002553/06)

Share code: ELR

ISIN: ZAE000035101

CIRCULAR TO ELB SHAREHOLDERS

relating to:

- an **Odd-lot Offer to Odd-lot Shareholders holding less than 100 Shares;**
- a **Specific Offer to Specific Shareholders holding from 100 to 500 Shares inclusive; and**
- a **specific authority to repurchase the Offer Shares,**

including:

- a **notice of a General Meeting;**
- a **Form of Proxy for use by Certificated Shareholders and Own Name Dematerialised Shareholders only; and**
- an **Odd-lot Offer Form of Election and Surrender (blue) for use by Certificated Odd-lot Shareholders only; and**
- a **Specific Offer Form of Election and Surrender (green) for use by Certificated Specific Shareholders only.**

Date of issue: 12 February 2018

Sponsor



Questco Corporate Advisory Proprietary Limited

This Circular is available in English only and copies may be obtained from the registered office of ELB or Questco during normal office hours from the date of issue hereof until the date of the General Meeting. An electronic copy of this Circular will be available on the Company's website, www.elb.co.za from the issue date of this Circular.

CORPORATE INFORMATION

Directors

Executive

Anthony Garth Fletcher (*Chairman*)
Dr Stephen John Meijers (*Group CEO*)
Michael Craig Easter (*Group Financial Director*)
Peter John Blunden (*CEO – ELB Equipment*)
Mollo Victor Ramollo
Cornelius Johannes Smith (*Alternate*)

Independent Non-Executive

Theunis de Bruyn
Dr John Paul Herselman
Buyisiwe Makhunga
Refilwe Nkabinde
Ian Alan Richard Thomson
Johannes Christiaan van Zyl (*Lead Independent Director*)

Company secretary and registered office

Elbex Proprietary Limited
14 Atlas Road
Anderbolt
Boksburg, 1459
(PO Box 565, Boksburg, 1460)

Sponsor

Questco Corporate Advisory Proprietary Limited
1st Floor, Yellowwood House,
Ballywoods Office Park
33 Ballyclare Drive, Bryanston, 2191

Transfer secretaries

Computershare Investor Services Proprietary Limited
2nd Floor, Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(PO Box 61051, Marshalltown, 2107)

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ACTION REQUIRED BY ELB SHAREHOLDERS

If you are in any doubt as to what action to take, you should consult your CSDP, Broker, attorney or other professional adviser immediately.

1. ACTION REQUIRED IN RESPECT OF THE GENERAL MEETING

A General Meeting will be held at 12:30 on Tuesday, 13 March 2018 in the Boardroom of ELB Engineering Services Proprietary Limited at 345 Rivonia Road, Rivonia, Johannesburg, to consider, and if deemed fit, approve the Resolutions.

You should read this Circular carefully and decide how you wish to vote on the Resolutions to be proposed at the General Meeting. The notice convening the General Meeting is attached to, and forms part of, this Circular.

1.1 If you have Dematerialised your ELB Shares without Own Name Registration:

1.1.1 Voting at the General Meeting

1.1.1.1 Your CSDP/Broker is obliged to contact you in the manner stipulated in the agreement concluded between you and your CSDP/Broker to ascertain how you wish to cast your vote at the General Meeting and thereafter to cast your vote in accordance with your instructions.

1.1.1.2 If you have not been contacted, it would be advisable for you to contact your CSDP/Broker and furnish it with your voting instructions.

1.1.1.3 If your CSDP/Broker does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the agreement concluded between you and your CSDP/Broker.

1.1.1.4 You must NOT complete the attached Form of Proxy.

1.1.2 Attendance and representation at the General Meeting

In accordance with the agreement between you and your CSDP/Broker, you must advise your CSDP/Broker if you wish to attend the General Meeting in person or if you wish to appoint a proxy to represent you thereat and your CSDP/Broker will issue the necessary letter of representation for you or your proxy to attend the General Meeting.

1.2 If you have not Dematerialised your ELB Shares or you have Dematerialised your ELB Shares with Own Name Registration:

1.2.1 Voting, attendance and representation at the General Meeting

1.2.1.1 You may attend and vote at the General Meeting in person.

1.2.1.2 Alternatively, you may appoint a proxy to represent you at the General Meeting by completing the attached Form of Proxy in accordance with the instructions contained therein and returning it to the Transfer Secretaries to be received by no later than the commencement of the General Meeting.

2. ACTION REQUIRED IN RESPECT OF THE OFFERS

If you own less than 100 Shares at the close of business on the Offers Record Date, you are an Odd-lot Shareholder and this Circular is important and requires your immediate attention. Additionally, if you hold from 100 to 500 Shares inclusive on the Offers Record Date, you are a Specific Shareholder and this Circular is important and requires your immediate attention. The action that Odd-lot Shareholders and Specific Shareholders need to take is set out below.

Odd-lot Shareholders who do not make an election in terms of the Odd-lot Offer will automatically be regarded as having accepted the Odd-lot Offer at the Odd-lot Offer Price.

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 (blue) for Odd-lot Shareholders and Specific Offer Form of Election and Surrender (green) for Specific Shareholders) to the Transfer Secretaries in order to receive, whichever is applicable, the Odd-lot Offer Price or the Specific 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.

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

Certificated Shareholders whose Odd-lot Shares are expropriated by the Company in terms of the Odd-lot Offer are advised that their Share certificates will no longer be good for trading after the Offers Record Date, other than to receive the Odd-lot Offer Price once Documents of Title have been surrendered.

2.1 If you have Dematerialised your ELB Shares with or without Own Name Registration:

- 2.1.1 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 establish what action you wish to take in respect of the Odd-lot Offer or the Specific Offer and thereafter to advise the Transfer Secretaries thereof in accordance with your instructions.
- 2.1.2 If you have not been contacted, you should contact your CSDP or Broker and furnish it with your instructions relating to the action you wish to take.
- 2.1.3 If your CSDP or Broker does not obtain instructions from you regarding the action you wish to take, it will be obliged to make an election on your behalf in accordance with the instructions contained in the agreement concluded between you and your CSDP or Broker.
- 2.1.4 You must NOT complete either the Odd-lot Offer Form of Election and Surrender (blue) or the Specific Offer Form of Election and Surrender (green).

2.2 If you are a Certificated Shareholder:

2.2.1 Odd-lot Offer: If you are a Certificated Odd-lot Shareholder you must choose to either:

- 2.2.1.1 sell your Odd-lot Holding to the Company for the Odd-lot Offer Price and on the terms and conditions set out in this Circular; or
- 2.2.1.2 retain your Odd-lot Holding.

If you wish to sell or retain your Odd-lot Holding you must specifically make this choice by completing the attached Odd-lot Offer Form of Election and Surrender (*blue*).

Odd-lot Shareholders who do not make an election will automatically be regarded as having accepted the Odd-lot Offer at the Odd-lot Offer Price.

2.2.2 Specific Offer: If you are a Specific Shareholder:

ELB is extending a specific offer to you to sell all your Specific Shares at the Specific Offer Price. **If you do not elect to sell your Specific Shares your shareholding will remain unchanged.**

If you are a Certificated Specific Shareholder on the Offers Record Date and you wish to sell your Specific Holding, you must complete the Specific Offer Form of Election and Surrender (*green*) and return it to, together with your Documents of Title, the Transfer Secretaries by 12:00 on the Offers Record Date.

It is a term of the Offers that ELB shall be entitled to refuse to implement the purchase or sale of Shares pursuant to the Offers in respect of any Shareholder whom ELB reasonably believes has become an Odd-lot or Specific Shareholder in order to take advantage of the Offers and such Shareholder will have no claim against ELB arising out of or in connection with such refusal.

ELB does not accept responsibility and will not be held liable for any failure on the part of any CSDP or Broker of a Dematerialised Shareholder to notify such Shareholder of the General Meeting, the Odd-lot Offer or the Specific Offer.

SALIENT DATES AND TIMES

Event	2018
Record date for ELB Shareholders to be eligible to receive the Circular and notice of General Meeting	Friday, 2 February
Declaration data announcement, including posting of Circular and notice of General Meeting released on SENS	Monday, 12 February
Circular posted to ELB Shareholders	Monday, 12 February
Declaration data announcement published in the press	Tuesday, 13 February
Last day to trade in order to be eligible to vote at the General Meeting	Tuesday, 27 February
Record date in order to vote at the General Meeting	Friday, 2 March
Receipt of Forms of Proxy requested to be lodged by 12:30 on (note 3)	Friday, 9 March
General Meeting to be held at 12:30 on	Tuesday, 13 March
Results of the General Meeting released on SENS	Wednesday, 14 March
Offers open at 09:00 on	Wednesday, 14 March
Finalisation announcement released on SENS	Friday, 23 March
Finalisation announcement published in the press	Monday 26 March
Last day to trade in order to participate in the Offers	Tuesday, 3 April
Shares trade ex the Offers	Wednesday, 4 April
Forms of Election and Surrender (Odd-lot Offer Form of Election and Surrender (blue) and Specific Offer Form of Election and Surrender (green)) to be received by the Transfer Secretaries by 12:00	Friday, 6 April
Offers Record Date (Offers close at 12:00)	Friday, 6 April
Results of the Offers released on SENS	Monday, 9 April
Payment date in respect of Certificated Shareholders who accepted either of the Offers (notes 4 and 5)	Monday, 9 April
Accounts at CSDP or Broker updated in respect of Dematerialised Shareholders	Monday, 9 April
Results of the Offers released in the press	Tuesday, 10 April
Cancellation and termination of listing of the Offer Shares on	Thursday, 12 April

Notes:

1. The above dates and times are subject to amendment and any amendment made will be released on SENS.
2. All times given are South African local times.
3. Forms of Proxy may also be handed to the Chairman at the commencement of the General Meeting.
4. Payment will be made either by:
 - 4.1 electronic funds transfer into the bank accounts of Certificated Shareholders if their banking details were provided on the relevant forms of election and surrender, or
 - 4.2 by cheque which will be posted at the risk of such Certificated Shareholders by ordinary post.
5. Certificated Odd-lot and Specific Shareholders will have payments for the proceeds of the sale of their Odd-lot or Specific Shares processed in the manner set out in paragraph 4.5 of the Circular, on Monday, 9 April 2018, or within 5 (five) business days after they have submitted their Share certificates to the Transfer Secretaries, whichever is the later.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless the context indicates otherwise, the words in the first column shall have the meanings assigned to them in the second column, the singular includes the plural and vice versa, an expression which denotes one gender includes the other gender, a natural person includes a juristic person and vice versa, and cognate expressions shall bear corresponding meanings:

“Board” or “Directors”	the board of directors of ELB from time to time;
“Broker”	any person registered as a “broking member (equities)” in terms of the Rules of the JSE made in accordance with the provisions of the Financial Markets Act;
“Certificated Shareholders”	Shareholders holding Shares represented by a paper share certificate or other Document of Title, which Shares have not been surrendered for Dematerialisation in terms of the Strate system and which may no longer be traded on the JSE;
“Circular”	this bound document, dated 12 February 2018, which includes the notice of General Meeting, the Form of Proxy, the Odd-lot Offer Form of Election and Surrender (blue) and the Specific Offer Form of Election and Surrender (green);
“Common Monetary Area”	collectively, South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
“Companies Act”	the Companies Act, No. 71 of 2008, as amended;
“CSDP”	Central Securities Depository Participant as defined in the Financial Markets Act;
“Dematerialised” or “Dematerialisation”	the process by which securities held by Certificated Shareholders are converted or held in an electronic form as uncertificated securities and recorded in a sub-register of security holders maintained by a CSDP or Broker;
“Dematerialised Shareholders”	Shareholders who hold Shares which have been Dematerialised;
“Documents of Title”	Share certificates, certified transfer deeds, balanced receipts, or any other documents of title as the case may be;
“ELB” or “the Company”	ELB Group Limited (registration number 1930/002553/06), a public company incorporated in accordance with the laws of South Africa and listed on the JSE;
“ELB Group” or “Group”	ELB and its subsidiaries;
“ELB Shareholders” or “Shareholders”	the holders of ELB Shares;
“ELB Shares” or “Shares”	ordinary shares with a par value of 4 cents per share in the issued share capital of ELB;
“Finalisation Date Announcement”	the announcement to be released on Friday, 23 March 2018 which will detail the Odd-lot Offer Price and the Specific Offer Price;
“Financial Markets Act”	the Financial Markets Act, No. 19 of 2012;
“Form of Proxy”	the Form of Proxy attached to and forming part of this Circular;
“General Meeting”	the General Meeting of Shareholders to be held in the Boardroom of ELB Engineering Services Proprietary Limited at 345 Rivonia Road, Rivonia, Johannesburg at 12:30 on Tuesday, 13 March 2018 for the purposes of considering and, if deemed fit, to pass the Resolutions, with or without amendment;
“Income Tax Act”	the South African Income Tax Act, No. 58 of 1902, as amended;
“JSE”	JSE Limited (registration number 2005/022939/06), a public company incorporated in accordance with the laws of South Africa, which is licensed as an exchange under the Financial Markets Act;

“Last Practicable Date”	Friday, 2 February 2018, being the last practicable date prior to the finalisation of this Circular;
“Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time;
“Odd-lot Offer”	the odd-lot offer by the Company to repurchase Odd-lot Shares held by Odd-lot Shareholders for the Odd-lot Offer Price and on such terms and conditions set out in paragraph 4 of this Circular;
“Odd-lot Offer Form of Election and Surrender”	the Odd-lot Offer Form of Election and Surrender (blue) attached to this Circular to be completed by Certificated Shareholders holding Odd-lot Shares;
“Odd-lot Offer Price”	the offer price relating to the Odd-lot Offer which will be determined with reference to the 30-day VWAP of an ELB Share on the day immediately prior to the Finalisation Date Announcement;
“Odd-lot Shareholders”	Shareholders holding Odd-lot Shares on the Offers Record Date;
“Odd-lot Shares” or “Odd-lot Holding”	shareholdings of less than 100 Shares per Shareholder;
“Offers”	the Odd-lot Offer and the Specific Offer;
“Offers Record Date”	12:00 on Friday, 6 April 2018, the date by which the relevant forms of election and surrender must be received by the Transfer Secretaries in terms of the Offers;
“Offer Shares”	the Odd-lot Shares and the Specific Shares;
“Own Name Registration”	Dematerialised Shareholders who have registered their Shares in their own name with a CSDP in terms of the Financial Markets Act;
“Register”	the register of Certificated Shareholders maintained by ELB and the sub-registers of Dematerialised Shareholders maintained by the relevant CSDPs;
“Resolutions”	the special and ordinary resolutions required to be approved by Shareholders in order to give effect to the Offers;
“SENS”	the Stock Exchange News Service of the JSE;
“South Africa”	the Republic of South Africa;
“Specific Offer”	the specific offer by the Company to repurchase the Specific Shares held by Specific Shareholders for the Specific Offer Price and on such terms and conditions set out in paragraph 4 of this Circular;
“Specific Offer Form of Election and Surrender”	the Specific Offer Form of Election and Surrender (green) attached to this Circular to be completed by Certificated Shareholders holding Specific Shares;
“Specific Offer Price”	the offer price relating to the Specific Offer which will be determined with reference to the 30-day VWAP of an ELB Share on the day immediately prior to the Finalisation Date Announcement and includes a premium of 5% on the 30-day VWAP;
“Specific Shareholder”	Shareholders holding Specific Shares on the Offers Record Date;
“Specific Shares” or “Specific Holding”	a holding from 100 to 500 Shares inclusive per Specific Shareholder;
“Strate”	Strate Proprietary Limited (registration number 1998/022242/07), a private company incorporated in accordance with the laws of South Africa, and a licensed CSD in terms of the Financial Markets Act;
“Specific Repurchase”	the specific repurchase by the Company of the Offer Shares;
“Transfer Secretaries” or “Computershare”	Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), a private company incorporated in accordance with the laws of South Africa and the transfer secretary of ELB; and
“VWAP”	the volume weighted average price of shares traded on the JSE.



ELB Group Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1930/002553/06)

Share code: ELR

ISIN: ZAE000035101

CIRCULAR TO ELB SHAREHOLDERS

1. INTRODUCTION AND PURPOSE OF THIS CIRCULAR

The purpose of this Circular is to furnish ELB Shareholders with all the relevant information relating to the Offers in accordance with the Listings Requirements and/or the Companies Act and to convene a General Meeting of Shareholders in order for them to consider and, if deemed fit, to approve, with or without amendment, the Resolutions to approve the Offers, in terms of the notice of General Meeting attached to and forming part of this Circular.

2. RATIONALE FOR THE OFFERS

ELB currently has a large number of Odd-lot Shareholders, each holding less than 100 Shares and collectively holding 0.1% of the entire issued Shares. The Company also has a large number of Shareholders holding from 100 to 500 Shares inclusive. A high-level analysis of ELB's Shareholder register as at 31 December 2017 is set out below:

Shares	No. of Shareholders	% total Shareholders	No. of Shares held	% of Shares issued
Less than 100	508	34.3	19 451	0.1
From 100 to 500 Shares inclusive	298	20.1	74 052	0.2
More than 500	676	45.6	32 425 076	99.7
Total	1 482	100.0	32 518 579	100.0

The annual cost of servicing the Company's Shareholder base is significant and given its composition is not considered efficient or cost-effective for ELB to manage. Corporate actions requiring Shareholders' approval are also more expensive due to the posting and distribution of large numbers of circulars. The Company wishes to reduce the ongoing administration costs associated with this minority Shareholder base.

Furthermore, the Offers will facilitate an inexpensive method for minority Shareholders to exit their investment in ELB whereby they will receive either the Odd-lot Offer Price or the Specific Offer Price and will not be required to incur any transaction costs, such as brokerage and securities transfer tax.

Accordingly, the Directors have resolved to undertake the Offers to acquire the Odd-lot and Specific Shares in order to rationalise the Company's minority shareholding base.

All Shares acquired by the Company in terms of the Offers will be cancelled, delisted and restored to the status of authorised but unissued Share capital.

The terms of the Offers are described in more detail in paragraph 4.

3. APPROVAL OF THE OFFERS

3.1 The Odd-lot Offer

In terms of Clause 19 of the Company's Memorandum of Incorporation, the Company:

- may make an Odd-lot Offer to Shareholders holding less than 100 Shares, in terms of which Shareholders have the right to make an election as to whether or not to retain or sell their shareholdings; and
- the Company will be entitled to expropriate such Odd-lot Shares by way of a repurchase thereof at the Odd-lot Offer Price and reimburse the Odd-lot Shareholders accordingly if no election is made.

The Listings Requirements provide for Shareholders to approve an Odd-lot Offer in terms of an ordinary resolution, which will require the support of at least 50% of the total number of votes exercisable by Shareholders, present in person or by proxy, at the General Meeting but excluding Odd-lot Shareholders and their associates entitled to participate in the Odd-lot Offer.

3.2 The Specific Offer

In terms of Clause 18 of the Company's Memorandum of Incorporation, the Company may repurchase its own Shares and accordingly the Company hereby offers to purchase the shareholding of Shareholders holding from 100 to 500 Shares inclusive and for the those Specific Shareholders to make an election as to whether or not to sell their Specific Holdings. If no election is made, the shareholdings of Specific Shareholders will remain unchanged.

The Specific Offer requires the approval of Shareholders by way of a special resolution, approved by at least 75% of the votes of Shareholders, present or represented at the General Meeting, but excluding Specific Shareholders and their associates entitled to participate in the Specific Offer.

3.3 Condition precedent

The Offers are conditional upon the Resolutions being passed at the General Meeting.

4. THE OFFERS

4.1 Offers Record Date

The cut-off date and time in order to participate in the Offers is 12:00 on Friday, 6 April 2018.

The relevant forms of election and surrender in respect of Certificated Shareholders must be received by the Transfer Secretaries, together with, where applicable, the Documents of Title, by no later than 12:00 on the Offers Record Date in respect of those Odd-lot Shareholders who choose to sell or retain their Odd-lot Shares and in respect of those Specific Shareholders who choose to sell their Specific Shares, for the Specific Offer Price.

No late forms of election and surrender will be accepted.

4.2 Compulsory sale of Odd-lot Holdings

Odd-lot Shareholders who do not make an election to either sell or retain their Odd-lot Holdings will automatically be regarded as having chosen to sell their Odd-lot Shares and will accordingly receive the Odd-lot Offer Price and no further action is required of them.

Certificated Odd-lot Shareholders who do not elect to retain their Odd-lot Holdings and whose Odd-lot Holdings are accordingly sold are advised that their Share certificates will no longer be good for trading after the Offers Record Date.

4.3 Election and surrender procedures in respect of the Offers

4.3.1 Odd-lot Offer

In terms of the Odd-lot Offer, Odd-lot Shareholders are given the opportunity to:

- **sell** their Odd-lot Holding; or
- **retain** their Odd-lot Holding.

Odd-lot Shareholders wishing to retain their Odd-lot Holdings must specifically make this choice by completing the attached Odd-lot Offer Form of Election and Surrender (blue) (for Certificated Odd-lot Shareholders), or by informing their CSDP or Broker (for Dematerialised Odd-Lot Shareholders) in line with the custody agreement entered into between them and their CSDP or Broker.

If no election is made, the Company will be entitled to expropriate such Odd-lot Shares by way of a repurchase thereof at the Odd-lot Offer Price and reimburse the Odd-lot Shareholders accordingly.

The choice made by Odd-lot Shareholders is final and may not be withdrawn once made. No late forms of election and surrender will be accepted.

4.3.2 Specific Offer

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

Specific Shareholders wishing to sell their Specific Shareholdings must specifically make this choice by completing the attached Specific Offer Form of Election and Surrender (green) (for Certificated Specific Shareholders), or by informing their CSDP or Broker (for Dematerialised Specific 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 Shareholdings.

4.4 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 (blue) for Odd-lot Shareholders and Specific Offer Form of Election and Surrender (green) for Specific Shareholders) to the Transfer Secretaries in order to receive, whichever is applicable, the Odd-lot Offer Price or the Specific 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.

Certificated Shareholders whose Documents of Title have been lost or destroyed and the Shareholder concerned produces evidence to this effect to the satisfaction of the Transfer Secretaries and the Company, then the Transfer Secretaries, subject to obtaining ELB's consent, may dispense with the surrender of such existing Documents of Title against 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 (blue), should retain their current Share certificates.

4.5 Payment of the Odd-lot Offer Price and the Specific Offer Price

Subject to the receipt of the relevant Documents of Title, payment of the Odd-lot Offer Price and the Specific Offer Price will be made by electronic fund transfers into Certificated Odd-lot and Certificated Specific Shareholders' bank accounts on Monday, 9 April 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, 9 April 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 relevant Offer Price on Monday, 9 April 2018.

4.6 Transaction costs

Odd-lot and Specific Shareholders will not have to bear any transaction costs. The transfer costs will be borne by ELB thereby making it possible for Odd-lot and Specific Shareholders who wish to dispose of their Offer Shares to do so in a cost effective manner.

4.7 Financial effects

Odd-lot Offer:

Assuming that there is 100% acceptance of the Odd-lot Offer, and based on an assumed 30-day VWAP of R20.00 per Share at the Finalisation Date Announcement, the financial impact of the Odd-lot Offer on the Group will be as follows:

- a decrease in earnings with the allocated expenses associated with the Odd-lot Offer, being approximately R113 000 (once-off cost);
- a decrease in the number of Shares in issue (by approximately 19 451 Shares); and
- a decrease in cash resources in the amount of R502 020.

Specific Offer:

Assuming that there is 100% acceptance of the Specific Offer, and based on an assumed 30-day VWAP of R20.00 plus 5% per Share at the Finalisation Date Announcement (i.e. R21.00), the financial impact of the Odd-lot Offer on the Group will be as follows:

- a decrease in earnings with the allocated expenses associated with the Specific Offer, being approximately R113 000 (once-off cost);
- a decrease in the number of Shares in issue (by approximately 74 052 Shares); and
- a decrease in cash resources in the amount of R1 668 092.

Odd-lot Offer and Specific Offer combined:

On the assumptions set out above, the combined financial impact of the Odd-lot Offer and the Specific Offer on the Group will be as follows:

- a decrease in earnings with the allocated expenses associated with the Offers, being approximately R226 000 (once-off cost);
- a decrease in the number of Shares in issue (by approximately 93 503 Shares); and
- a decrease in cash resources in the amount of R2 170 112.

The impact on Earnings per Share, Diluted Earnings per Share and the Net Asset Value per share measures are expected to be negligible.

4.8 Sources of funds

The Company's existing cash resources will be utilised to satisfy the cash requirements arising out of the Offers.

4.9 Adequacy of capital

The Directors have considered the impact of the Specific Repurchase and are of the opinion that, for a period of 12 months after the date of the approval of this Circular, the:

- provisions of section 4 and section 48 of the Companies Act will have been complied with;
- the Company and the Group will be able to pay their respective debts as they become due in the ordinary course of business;
- assets of the Company and the Group will be in excess of the liabilities of the Company and the Group. For this purpose, the assets and liabilities were recognised and measured in accordance with the accounting policies used in the latest audited consolidated financial statements of the Company and the Group;
- Share capital and reserves of the Company and the Group will be adequate for ordinary business purposes; and
- working capital of the Company and the Group will be adequate for ordinary business purposes.

In addition, in terms of section 46(1) of the Companies Act, the Board has by resolution:

- authorised the Specific Repurchase in terms of section 46(1)(a)(ii) of the Companies Act, and
- acknowledged that it has applied the solvency and liquidity test, confirmed that there have been no material changes to the financial position of the Company and Group since the test was applied and has reasonably concluded that the Company and Group will satisfy the solvency and liquidity test immediately after completing the Specific Repurchase in terms of section 46(1)(c) of the Companies Act.

4.10 Non-resident Shareholders

The making of the Offers in, or to Shareholders resident in, jurisdictions outside South Africa, or to persons who are, or are nominees of or trustees for, citizens, residents or nationals of other countries, may be affected by the laws of the relevant country in which they reside. Such persons must acquaint themselves with and observe any applicable legal requirements. It is the responsibility of any person wishing to accept the Offers to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including obtaining any governmental or other consents which may be required or compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction. Any such Shareholder will be responsible for any such issue, transfer or other taxes outside South Africa by whomsoever payable.

4.11 Exchange Control Regulations

The following summary is intended only as a guide and is, therefore, not comprehensive. If Shareholders are in any doubt as to the appropriate course of action they are advised to consult their professional advisor.

Emigrants from the Common Monetary Area

A cheque in respect of cash arising from the sale of Odd-lot and/or Specific Holdings will be forwarded to the authorised dealer in foreign exchange in South Africa controlling the Shareholder's blocked assets.

The attached forms of election and surrender make provision for details of the authorised dealer concerned to be given.

If the information regarding the authorised dealers is not given, any cash will be held by the Company for the Odd-lot and/or Specific Shareholders concerned pending receipt of the necessary information or instructions. No interest will be paid on any cash so held.

All other non-residents of the Common Monetary Area

A cheque in respect of cash arising from the sale of Odd-lot and/or Specific Holdings will be forwarded to the Shareholder's authorised dealer in foreign exchange. Where the Shareholder does not have an authorised dealer in South Africa, a cheque will be posted by ordinary post, at the risk of such Shareholder, to the address of such Shareholder in the Register on the Offers Record Date.

The attached forms of election and surrender make provision for details of the authorised dealer concerned to be given.

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.

4.12 Taxation

The repurchase of ordinary Shares in terms of the Offers will be funded out of contributed tax capital (which shall bear the meaning as defined in the Income Tax Act). Odd-lot and Specific Shareholders are advised to consult their tax and/or financial advisors regarding any taxation implications pertaining to them regarding the acceptance of the Offers.

5. MAJOR SHAREHOLDERS

The only Shareholder holding a 5% or greater direct beneficial shareholding in the issued ordinary Share capital of ELB as at the Last Practicable Date is as follows:

Shareholder	Number of shares held	Percentage of issued share capital
Tanjo One (Pty) Ltd*	3 294 612	10.1

*- Entity through which AG Fletcher, a Director, holds an indirect beneficial interest in the Company.

6. MATERIAL CHANGES

There have been no material changes in the financial or trading position of the ELB Group since the Company's financial year ended 30 June 2017.

7. DIRECTORS' INTERESTS

The interests of the directors and their associates in the Share capital of ELB as the Last Practicable Date are set out below:

Director	Direct beneficial	Indirect beneficial	Percentage of total issued ordinary share capital	Number of unexercised share options
PJ Blunden	860 000	–	2.6	
T de Bruyn	15 000	10 100	0.1	
MC Easter*	75 000	–	0.2	150 000
AG Fletcher	100	3 294 612	10.1	
Dr JP Herselman	–	158 600	0.5	
B Makhunga	–	–	–	
Dr SJ Meijers	1 310 000	–	4.0	
R Nkabinde	–	–	–	
MV Ramollo	12 376	–	0.0	30 000
CJ Smith*	409 769	–	1.3	
IAR Thomson	100	7 000	0.0	
JC van Zyl	–	–	–	
	2 682 345	3 470 312	18.8	180 000

*- On 17 October 2017, Mr MC Easter exercised 75 000 previously unexercised share options at R20.83 per option and Mr CJ Smith acquired 7 769 additional shares between 11 October 2017 and 8 November 2017 at a weighted average price of R18.73 per Share.

There have been no other changes to the aforementioned interests between 30 June 2017 (the date of the Company's financial year end) and the Last Practicable Date.

8. SHARE CAPITAL

The table below sets out the authorised and issued Share capital of ELB before and after the Offers on the assumption that there will be 100% acceptance thereof:

BEFORE THE OFFERS	R'000
Authorised	
50 000 000 Shares of 4 cents each	2 000
Issued	
32 518 579 Shares of 4 cents each	1 301
Share premium	108 178
	109 479
AFTER THE OFFERS	R'000
Authorised	
50 000 000 Shares of 4 cents each	2 000
Issued	
32 425 076 Shares of 4 cents each	1 297
Share premium	106 238
	107 535
	Number
Treasury Shares held before and after the Offers	4 253 865

9. COST OF THE OFFERS

The costs relating to the Offers are anticipated to be approximately R226 000 (VAT exclusive) calculated as follows:

Description	Name	Rand
Sponsor fees	Questco Corporate Advisory (Pty) Ltd	150 000
Regulator fees	JSE	30 000
Printing, publishing and distribution costs	BR Advertising	30 000
Securities Transfer Tax	SARS	16 000
		226 000

No other preliminary expenses have been incurred by ELB in the three years preceding the date of this Circular.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names are set out in the "Corporate Information" section of this Circular, collectively and individually, accept full responsibility for the accuracy of the information given 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 and that all reasonable enquiries to ascertain such facts have been made and that this Circular contains all information required by law and the Listings Requirements.

11. CONSENTS

Questco Corporate Advisory Proprietary Limited and the Transfer Secretaries have consented in writing to act in the capacity stated in this Circular and to their names being stated in this Circular and have not withdrawn their consents prior to the publication of this Circular.

12. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or copies thereof will be available for inspection at the registered office of ELB during normal office hours from 09:00 to 16:30 from the date of posting of this Circular up until the date of the General Meeting:

- the Memoranda of Incorporation of ELB and its major subsidiaries;
- Integrated Annual Report of ELB for each of the years ended 30 June 2017, 2016 and 2015; and
- copies of the resolutions passed by the Company authorising the Offers, dated 31 January 2018.

Authorised on behalf of the Board

MC EASTER

Group Financial Director

ELB Group Limited

ELB Group Limited

(Incorporated in the Republic of South Africa)
(Registration number: 1930/002553/06)
Share code: ELR
ISIN: ZAE000035101

NOTICE OF GENERAL MEETING

All the terms defined in the Circular, to which this notice of General Meeting and Form of Proxy are attached, shall bear the same meaning when used in this notice of General Meeting and Form of Proxy.

Notice is hereby given that a General Meeting of the Company's Shareholders will be held in the Boardroom of ELB Engineering Services Proprietary Limited, 345 Rivonia Road, Rivonia, Johannesburg at 12:30 on Tuesday, 13 March 2018, for the purpose of considering and, if deemed fit, passing, with or without modification, the Resolutions set out below.

The following dates apply to the General Meeting:

2018

Record date to receive the notice of General Meeting in terms of section 59(1) of the Companies Act	Friday, 2 February
Last day to trade in order to be eligible to participate in and vote at the General Meeting	Tuesday, 27 February
Record date (for voting purposes)	Friday, 2 March

Shareholders entitled to attend and vote at the General Meeting may, in terms of section 58 of the Companies Act, appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a Shareholder of the Company. A Form of Proxy, which sets out the instructions for its completion, is enclosed for the use of Certificated Shareholders or Own Name Registered Dematerialised Shareholders who wish to be represented at the General Meeting.

Completion of a Form of Proxy will not preclude such Shareholders from attending and voting (in preference to that Shareholder's proxy) at the General Meeting. It is requested that the Form of Proxy reach the Transfer Secretaries at the address given below by 12:30 on Friday, 9 March 2018. Alternatively, they may be handed to the Chairman at the commencement of the General Meeting up until voting on the specific resolution.

IDENTIFICATION OF MEETING PARTICIPANTS

In terms of Section 63(1) of the Companies Act, before any person may attend or participate in a shareholders' meeting, that person must present reasonable satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of that person to participate and vote, either as a shareholder, or as a proxy of a shareholder, has been reasonably verified.

ELECTRONIC PARTICIPATION IN THE GENERAL MEETING

Shareholders or their proxies may participate in the General Meeting by way of a teleconference call, provided that if they wish to do so:

- they should contact the company secretary by email at the address: admin@elb.co.za by no later than 12:30 on Friday, 9 March 2018 in order to obtain a pin number and dial-in details for that conference call;
- they will be required to provide reasonably satisfactory identification; and
- they will be billed separately by their own telephone service providers for their telephone call to participate in the General Meeting.

ORDINARY RESOLUTION NUMBER 1 – AUTHORITY TO MAKE AND IMPLEMENT AN ODD-LOT OFFER

“RESOLVED, as an ordinary resolution, that the Directors of the Company be and are hereby authorised and empowered to make and implement an Odd-lot Offer to Shareholders holding less than 100 Shares in the Company, according to the terms and conditions set out in the Circular to which this notice of General Meeting is attached.”

SPECIAL RESOLUTION NUMBER 1 – SPECIFIC AUTHORITY TO REPURCHASE SHARES IN TERMS OF A SPECIFIC OFFER

“RESOLVED, as a special resolution, that the Company be and is hereby authorised by way of a specific authority, in terms of section 48 of the Companies Act No. 71 of 2008, as amended, its Memorandum of Incorporation, the Listings Requirements of the JSE Limited and as detailed in the Circular to which this notice of General Meeting is attached, to approve and implement the Specific Repurchase, according to the terms and conditions set out in the Circular to which this notice of General Meeting is attached.”

Reason for and effect of Special Resolution Number 1

The reason for Special Resolution Number 1 is to grant the Company a specific authority to repurchase the Specific Shareholdings in terms of the Offers.

The effect of Special Resolution Number 1, if adopted, is to enable the Company by way of a specific authority to acquire the relevant Specific Offer Shares.

Voting requirement:

In terms of sections 48(8)(b), 62(3)(c) and 65(9) of the Companies Act and paragraph 5.69(b) of the Listings Requirements, in order for the special resolution to be adopted, the support of at least 75% of the voting rights exercised thereon by Shareholders entitled to vote, present or by proxy at the General Meeting, is required.

ORDINARY RESOLUTION NUMBER 2 – DIRECTORS’ AUTHORITY

“RESOLVED, as an ordinary resolution, that any Director of the Company or the Company Secretary be, and hereby is authorised, on behalf of the Company, to do or cause to be done, all such things, and to sign all such documentation as may be necessary or requisite so as to give effect to and implement Special Resolution Number 1 and Ordinary Resolution Number 1 to be considered at the General Meeting at which this ordinary resolution will be proposed and considered.”

Voting requirement:

In order for Ordinary Resolutions Numbers 1 and 2 to be approved by ELB Shareholders, such resolutions must be supported by more than 50% of the voting rights exercised thereon but in respect of Ordinary Resolution Number 1, excluding the Odd-lot Shareholders and their associates entitled to participate in the Odd-lot Offer.

VOTING AND PROXIES

ELB Shareholders who have not Dematerialised their Shares or who have Dematerialised their Shares with Own Name Registration, and who are entitled to attend and vote at the General Meeting, are entitled to appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a Shareholder and shall be entitled to vote on a show of hands or poll. Forms of Proxy must only be completed by ELB Shareholders who have not Dematerialised their Shares or who have Dematerialised their Shares with Own Name Registration.

On a show of hands, every ELB Shareholder present in person or represented by proxy and entitled to vote shall have only one vote irrespective of the number of Shares such member holds. On a poll, every ELB Shareholder present in person or represented by proxy and entitled to vote shall be entitled to one vote for every Share held or represented by that Shareholder. On a poll taken at any such meeting a Shareholder entitled to more than one vote need not, if he votes, use all of his votes, or cast all the votes he uses in the same way.

ELB Shareholders who have Dematerialised their Shares, other than those Shareholders who have Dematerialised their Shares with Own Name Registration, should contact their CSDP or Broker in the manner and time stipulated in the agreement entered into between them and their CSDP or Broker:

- to furnish them with their voting instructions; or
- in the event that they wish to attend the General Meeting, to obtain the necessary Letter of Representation to do so.

By order of the board
Company Secretary

Boksburg
12 February 2018

Registered office

14 Atlas Road
Anderbolt 2nd Floor,
Boksburg, 1459
(PO Box 565, Boksburg, 1460)

Transfer Secretaries

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



ELB GROUP LIMITED

(Incorporated in the Republic of South Africa)
Registration No: 1930/002553/06
ISIN : ZAE000035101 Share Code ELR

FORM OF PROXY

For use by Certificated Shareholders and Own Name registered Dematerialised Shareholders, at the General Meeting of the Company to be held at 12:30 on Tuesday, 13 March 2018 in the Boardroom of ELB Engineering Services Proprietary Limited, 345 Rivonia Road, Rivonia, Johannesburg.

Dematerialised Shareholders (other than Own Name Dematerialised Shareholders) who wish to attend the General Meeting must obtain the necessary authorisation from their CSDP or Broker to attend the General Meeting or advise their CSDP or Broker as to what action they wish to take in respect of voting at the General Meeting.

I/We (please print)
of address (please print)
Telephone numberCellphone numberEmail.....

being the holder/s of shares in the Company, do hereby appoint

- 1. or failing him/her
- 2. or failing him/her
- 3. the Chairman of the shareholder meeting;

as my/our proxy to act for me/us and on my/our behalf at the General Meeting which will be held for the purposes of considering and, if deemed fit, for the passing, with or without modification, the special and ordinary resolutions to be proposed thereat and at any adjournment thereof, and to vote for and/or against such resolutions and/or abstain from voting in respect of the Shares registered in my/our name(s), in accordance with the following (see note 4):

	In Favour	Against	Abstain
Ordinary resolution number 1 – authority to make and implement an Odd-lot Offer			
Special resolution number 1 – specific authority to repurchase shares in terms of a Specific Offer			
Ordinary resolution number 2 – Directors’ authority			

Shareholders entitled to attend and vote at the General Meeting may, in terms of section 58 of the Companies Act, appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a Shareholder of the Company.

Signed at on 2018

Signature
Assisted by me (where applicable):

Name Capacity Signature.....

Please see notes on the reverse hereof.

Notes to the Form of Proxy

Summary of the rights of a Shareholder to be represented by proxy, as set out in section 58 of the Companies Act:

1. A proxy appointment must be in writing, dated and signed by the Shareholder appointing a proxy and, subject to the rights of a Shareholder to revoke such appointment (as set out below), remains valid only until the end of the meeting.
2. A proxy may delegate the proxy's authority to act on behalf of a Shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.
3. The appointment of a proxy is suspended at any time and to the extent that the Shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a Shareholder.
4. The appointment of a proxy is revocable by the Shareholder in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Shareholder as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.
5. If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to the Shareholder, must be delivered by the Company to (a) the Shareholder, or (b) the proxy or proxies, if the Shareholder has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.
6. Attention is also drawn to the "Notes to the Form of Proxy"
7. The completion of a Form of Proxy does not preclude any Shareholder attending the meeting.

Notes to the Form of Proxy

1. A Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a Shareholder of the Company.
2. A Shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the spaces provided, with or without deleting "the Chairman of the meeting", but any such deletion must be initialed by the Shareholder. The person whose name is first on this Form of Proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. Please insert an "X" in the relevant spaces indicating how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of Shares than you own in the Company, insert the number of Shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the meeting as he/she deems fit in respect of all the Shareholders' votes exercisable thereat. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by the Shareholder or by his/her proxy, but the total of the votes cast in respect of which abstention is recorded may not exceed the total of the votes exercisable by the Shareholder or by his/her proxy.
4. The Form of Proxy must reach the Transfer Secretaries, Computershare Investor Services Proprietary Limited, 2nd Floor, Rosebank Towers 15 Biermann Avenue Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) by not later than the commencement of the meeting at 12:30 on Friday, 9 March 2018. Any Forms of Proxy not received by this time must be handed to the Chairman of the meeting immediately prior to the meeting.
5. The completion and lodging of this Form of Proxy will not preclude the relevant Shareholder from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
6. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached hereto, unless previously recorded by the Transfer Secretaries or waived by the Chairman of the meeting.
7. Any alteration or correction made to this Form of Proxy must be initialed by the signatory/ies.
8. A minor must be assisted by his/her parents or guardian unless the relevant documents establishing his/her capacity are produced or have been registered by the Transfer Secretaries.
9. The Chairman of the meeting may reject or accept any Form of Proxy which is completed other than in accordance with these instructions provided he is satisfied as to the manner in which the Shareholder wishes to vote.



ELB Group Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1930/002553/06)

Share code: ELR

ISIN: ZAE000035101

ODD-LOT OFFER FORM OF ELECTION AND SURRENDER

FOR COMPLETION BY CERTIFICATED ODD-LOT SHAREHOLDERS WHO HOLD ELB SHARES IN CERTIFICATED FORM ON FRIDAY, 6 APRIL 2018. YOUR SHARE CERTIFICATES MUST BE SUBMITTED TOGETHER WITH THIS FORM.

All the terms defined in the Circular, to which this Odd-lot Offer Form of Election and Surrender is attached, shall bear the same meaning when used herein.

Instructions for Certificated Odd-lot Shareholders:

- PART 1** must be completed by ALL Odd-lot Shareholders who hold a Share certificate in respect of their Shares and who wish to sell their Odd lot Shares to ELB or who wish to retain their Odd-lot Holding. Odd-lot Shareholders who fail to return this form to the Transfer Secretaries by 12:00 on the Offers Record Date will be deemed to have sold their Odd-lot Holding to the Company.
- PART 2** must ONLY be completed by Odd-lot Shareholders who hold a Share certificate and WHO WISH TO SELL THEIR ODD-LOT HOLDINGS.
- PART 3** must ONLY be completed by Odd-lot Shareholders 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 copies of this form may be obtained from the Transfer Secretaries at the applicable address set out below.
- ALL Odd-lot Shareholders who complete this form must attach a certified copy of their identity document.
- If an Odd-lot Holder chooses to sell his Odd-lot Holding and wishes to have the proceeds in respect thereof deposited directly in his bank account, a "certified true" copy of a recent bank statement must be attached to this form.
- All Odd-lot Offer Forms of Election and Surrender must be lodged with the Transfer Secretaries at the address set out below, so as to be received by no later than 12:00 on the Offers Record Date.

To be delivered at:

Computershare Investor Services Proprietary Limited
2nd Floor, Rosebank Towers
15 Biermann Avenue
Rosebank, 2196

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

Computershare Investor Services Proprietary Limited
PO Box 61051, Marshalltown, 2107

Dematerialised Odd-lot Shareholders

Odd-lot Shareholders who have Dematerialised their Shares must advise their CSDP or Broker as to the action they wish to take in terms of the agreement entered into between them and their CSDP. Such Shareholders must **NOT** complete this form.

ALL CERTIFICATED ODD-LOT SHAREHOLDERS MUST COMPLETE THIS SECTION

Forename/s	
Surname	
ID number/Company registration number	
Assisted by me (if applicable)	
(State full name and capacity)	
Date	
Telephone number (Home)	
Telephone number (Work)	
Cellular number	
E-mail address	
Postal address	
Share certificate number	Number of Shares held for each certificate
Signature of Shareholder	

PART 1 – to be completed by ALL Odd-lot Shareholders who return this form.

Odd-lot Shareholders who hold a Share certificate in respect of their ELB Shares and who do not complete and return this form so as to be received by the Transfer Secretaries by no later than 12:00 on the Offers Record Date should note that their ELB Shares will be purchased by ELB without any further action on their part and without any further notice to them. However, until such Odd-lot Shareholders have completed the form and submitted their Documents of Title, the amount owing to them will be held in trust by the Transfer Secretaries on their behalf. No interest will be paid in this regard.

Indicate that you wish to sell or retain your Shares by means of an “X”.

OPTION A	<input type="checkbox"/>	I would like to sell all my Odd-lot Shares at the Odd-lot Offer Price
OPTION B	<input type="checkbox"/>	I would like to retain my Odd-lot Shares

If OPTION A is chosen:

Please complete PART 2. If you do not provide bank account details, payment will be made by cheque, 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 Register. The posting of such cheque will be by ordinary post at your risk.

PART 2 – To be completed by Odd-lot Shareholders who WISH TO SELL THEIR ODD-LOT HOLDINGS

I have a bank account and would like to sell my Odd-lot Holding. Please pay the cash owing to me for my Odd-lot Shares into the following bank account:

Banking details	
Account holder	
Bank name	
Account number	
Bank branch	
Branch code	

NB: In order to comply with the Financial Intelligence Act, 2001 (Act 38 of 2001) (“FICA requirements”), the Transfer Secretaries will be unable to record any change 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 or a signed and stamped letter from your bankers on a letterhead confirming your banking details (in respect of a payment mandate). No third party banking details will be accepted.**

Payment by cheque **(For Certificated Shareholders who wish to provide a substitute address)**

Cheques will be posted to the registered address held on the Register by ordinary post, unless written instructions to the contrary are received and a substitute address is provided below:

Substitute address:

.....

.....

PART 3 – EMIGRANTS FROM OR NON-RESIDENTS OF THE COMMON MONETARY AREA who wish to sell their Odd-lot Holdings, must complete this section

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

Notes

1. This form is to be used by Odd-lot Shareholders who have not Dematerialised their Shares and who wish to sell their Odd-lot Shareholding in terms of the Odd-lot Offer and who are registered as such at 12:00 on Offers Record Date.
2. Odd-lot Shareholders will have payments for the proceeds of the sale of their Odd-lot Shares processed in the manner set out in paragraph 4.5 of the Circular, on Monday, 9 April 2018, or within 5 (five) business days after they have submitted their Share Certificates to the Transfer Secretaries, whichever is the latter.
3. If this form is signed under a power of attorney, then such power of attorney, or a notarially certified copy thereof, must be sent with this form for noting (unless it has already been noted by ELB or the Transfer Secretaries).
4. Where the Odd-lot Shareholder is a company or a close corporation, unless it has already been registered with ELB or the Transfer Secretaries, a certified copy of the directors’ or members’ resolution authorising the signing of this form must be submitted if so requested by ELB.
5. Note 4 does not apply in the event of this form bearing the stamp of a broking member of the JSE Limited.
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.
7. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the JSE Limited, lodging agents are required to prepare special transaction receipts.
8. The directors of ELB reserve the right to accept or reject any form where the Odd-lot Shareholder has not completed all the required information or has not delivered all the required documents to the Transfer Secretaries.



ELB Group Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1930/002553/06)

Share code: ELR

ISIN: ZAE000035101

SPECIFIC OFFER FORM OF ELECTION AND SURRENDER

FOR COMPLETION BY CERTIFICATED SPECIFIC SHAREHOLDERS WHO HOLD ELB SHARES IN CERTIFICATED FORM ON FRIDAY, 6 APRIL 2018 AND WHO WISH TO SELL THEIR SPECIFIC SHARES TO ELB. YOUR SHARE CERTIFICATES MUST BE SUBMITTED TOGETHER WITH THIS FORM.

All the terms defined in the Circular, to which this Specific Offer Form of Election and Surrender is attached, shall bear the same meaning when used herein.

Instructions for Certificated Specific Shareholders:

1. PART 1 and PART 2 must be completed by ALL Specific Shareholders who hold a Share certificate in respect of their ELB Shares and who wish to sell their Specific Shares to ELB.
2. PART 3 must ONLY be completed by Specific Shareholders 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 Specific Shares.
3. Additional copies of this form may be obtained from the Transfer Secretaries at the applicable address set out below.
4. ALL Specific Shareholders who complete this form must attach a certified copy of their identity document.
5. A Specific Shareholder accepting the Specific Offer and who wishes to have the proceeds in respect thereof deposited directly in his bank account, must attach a "certified true" copy of a recent bank statement to this form.
6. All Specific Offer Forms of Election and Surrender must be lodged with the Transfer Secretaries at the address set out below, so as to be received by no later than 12:00 on the Offers Record Date.
7. **To be delivered at:**
Computershare Investor Services Proprietary Limited
2nd Floor, Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
8. **or posted at the risk of the Odd-lot Holder to:**
Computershare Investor Services Proprietary Limited
PO Box 61051, Marshalltown, 2107

Dematerialised Specific Shareholders

Specific Shareholders who have Dematerialised their Shares must advise their CSDP or Broker as to the action they wish to take in terms of the agreement entered into between them and their CSDP. Such Shareholders must NOT return this form to the Transfer Secretaries.

PART 1 - ALL CERTIFICATED SPECIFIC SHAREHOLDERS WHO WISH TO SELL THEIR SPECIFIC SHARES TO ELB MUST COMPLETE THIS SIGNATURE AND CONTACT DETAILS SECTION

Forename/s	
Surname	
ID number/Company registration number	
Assisted by me (if applicable)	
(State full name and capacity)	
Date	
Telephone number (Home)	
Telephone number (Work)	
Cellular number	
E-mail address	
Postal address	
Share certificate number	Number of Shares held for each certificate
Signature of Shareholder	

Specific Shareholders who elect to sell their Specific Shares should note that their Specific Shares will be repurchased by ELB without any further action on their part and without any further notice to them.

However, until such Specific Shareholders have submitted their Documents of Title, the amount owing to them will be held in trust by the Transfer Secretaries on their behalf. No interest will be paid in this regard.

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

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

PART 2 – To be completed by Specific Shareholders who WISH TO SELL THEIR SHARES TO ELB AND WHO WISH TO HAVE THE SPECIFIC OFFER PRICE DEPOSITED INTO THEIR BANK ACCOUNT

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

Banking details	
Account holder	
Bank name	
Account number	
Bank branch	
Branch code	

NB: In order to comply with the Financial Intelligence Act, 2001 (Act 38 of 2001) ("FICA requirements"), the Transfer Secretaries will be unable to record any change 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 or a signed and stamped letter from your bankers on a letterhead confirming your banking details (in respect of a payment mandate). No third party banking details will be accepted.

Payment by cheque **(For Certificated Shareholders who wish to provide a substitute address)**

Cheques will be posted to the registered address held on the Register by ordinary post, unless written instructions to the contrary are received and a substitute address is provided below:

Substitute address:

.....

.....

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 Register. The posting of such cheque will be by ordinary post at your risk.

PART 3 – EMIGRANTS FROM OR NON-RESIDENTS OF THE COMMON MONETARY AREA who wish to sell their Specific Shares, must complete this section

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

Notes

1. This form is to be used by Specific Shareholders who have not Dematerialised their Shares and who wish to sell their Specific Shares in terms of the Specific Offer and who are registered as such at 12:00 on the Offers record date.
2. Specific Shareholders will have payments for the proceeds of the sale of their Specific Shares processed in the manner set out in paragraph 4.5 of the Circular, on Monday, 9 April 2018, or within 5 (five) business days after they have submitted their Share certificates to the Transfer Secretaries, whichever is the later.
3. If this form is signed under a power of attorney, then such power of attorney, or a notarially certified copy thereof, must be sent with this form for noting (unless it has already been noted by ELB or the Transfer Secretaries).
4. Where the Specific Shareholder is a company or a close corporation, unless it has already been registered with ELB or the Transfer Secretaries, a certified copy of the directors’ or members’ resolution authorising the signing of this form must be submitted if so requested by ELB.
5. Note 4 does not apply in the event of this form bearing the stamp of a broking member of the JSE Limited.
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.
7. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the JSE Limited, lodging agents are required to prepare special transaction receipts.
8. The directors of ELB reserve the right to accept or reject any form where the Specific Shareholder has not completed all the required information or has not delivered all the required documents to the Transfer Secretaries.