

ELB GROUP LIMITED

Incorporated in the Republic of South Africa

(Registration number 1930/002553/06)

ISIN: ZAE000035101

JSE Code: ELR

("ELB" or "the Company")



PLANNED DISTRIBUTION OF A SUPPLEMENTARY CIRCULAR, RESCHEDULED GENERAL MEETING AND TERMINATION OF GENERAL OFFER

1. SUPPLEMENTARY CIRCULAR

- 1.1 Shareholders are referred to the circular distributed to shareholders on Friday, 14 August 2020 ("**the Circular**") containing the details of the Offer and the Delisting. Unless the context dictates otherwise, capitalised terms used in this announcement are as defined in the Circular.
- 1.2 On 1 July 2020, ELB announced the Offer to acquire all of the Scheme Shares held by Scheme Participants (other than the Remaining Shareholder) for the Scheme Consideration in accordance with the provisions of section 114(1)(e) of the Companies Act and paragraph 1.17(b) of the Listings Requirements by way of the Scheme and separate to the Scheme, but concurrently with it, a conditional General Offer by ELB to General Offer Participants (other than the Remaining Shareholder) for the General Offer Consideration, in accordance with the provisions of sections 48 and 117(1)(c)(v) of the Companies Act and paragraphs 1.15(c) and 5.69 of the Listings Requirements, which was to be implemented only if the Scheme fails.
- 1.3 As detailed in the Circular, a General Meeting for the purpose of approving the Resolutions required to give effect to the Scheme and the General Offer was scheduled to be held on Tuesday, 15 September 2020, but which date was contingent on ELB publishing the reviewed consolidated provisional financial results of the Group for the year ended 30 June 2020 ("**Reviewed Financial Results**") by no later than 8 September 2020.
- 1.4 As per the SENS announcement dated 8 September 2020, the Reviewed Financial Results were not published by 8 September 2020 and as a consequence, the planned General Meeting was postponed but would be rescheduled on further notice.
- 1.5 Subsequent to the publication of the Circular, the JSE has requested that additional financial information be provided to Shareholders prior to the General Meeting being convened, including inter alia the ELB Group audited financial statements for the year ended 30 June 2020 ("**Audited Financial Results**").
- 1.6 In accordance with regulation 90(3)(b) of the Companies Regulations, the TRP has additionally requested a further, updated independent expert's report ("**Second Expert's Report**") to be prepared by a newly appointed independent expert in light of, inter alia, the delay in release of the Reviewed Financial Results.
- 1.7 A Supplementary Circular (which will include the Second Expert's Report, a new Notice of General Meeting and provide details of material changes to the Circular) is expected to be distributed to Shareholders on or about 16 November 2020.

2. RESCHEDULED GENERAL MEETING

- 2.1 The Company intends to publish the Audited Financial Results by no later than 30 November 2020.

2.2 In order to ensure that Shareholders are afforded sufficient time to consider the content of the Audited Financial Results, the General Meeting is expected to be held on or about 22 December 2020.

2.3 A new Notice of General Meeting and revised timetable in relation to the Scheme and the subsequent Delisting will be included with the Supplementary Circular to be issued to Shareholders on or about 16 November 2020. A further announcement setting out details of the publication of the Supplementary Circular, including revised salient dates and times, will be published in due course.

3. TERMINATION OF GENERAL OFFER

3.1 As the Offer timetable will deviate materially from what was anticipated in the Circular, it will not be possible for the General Offer to be declared unconditional as to acceptances by 16:30 on 20 October 2020 as required in terms of Regulation 102(10) of the Companies Regulations. The 90% acceptance condition will also not be waived by the Independent Board and the ELB Board. Consequently, the General Offer is terminated.

3.2 The General Meeting will therefore be convened only to vote on Special Resolution 1 – Approval of the Scheme Resolution. All other Resolutions proposed in the Circular (including the Repurchase Resolution, Specific Repurchase Resolution and the Delisting Resolution) will no longer be proposed to Shareholders to vote thereon.

4. RESPONSIBILITY STATEMENT

4.1 The Independent Board and the ELB Board, individually and collectively, accept full responsibility for the accuracy of the information contained in this announcement and certify that, to the best of their knowledge and belief, such information is true and this announcement does not omit any facts that would make any of the information false or misleading or would be likely to affect the importance of any information contained in this announcement.

4.2 The Independent Board and the ELB Board have made all reasonable enquiries to ascertain that no facts have been omitted and this announcement contains all information required by law, the Companies Act and the JSE Listings Requirements.

By order of the ELB Board

Johannesburg
19 October 2020

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