

NIVEUS INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1996/005744/06)

Share code: NIV

ISIN: ZAE000169553

("Niveus" or "the Company")

UNBUNDLING AND RELATED PARTY TRANSACTION CIRCULAR: PROPOSED UNBUNDLING AND DISPOSAL BY NIVEUS OF CERTAIN GAMING BUSINESSES

1. INTRODUCTION

Shareholders of Niveus ("**Shareholders**") are referred to the announcement by Niveus, released on SENS on 27 June 2017, advising that Niveus has elected to distribute its South African gaming interests (other than its sports betting and lottery interests), currently housed in its wholly-owned subsidiary, Niveus Invest 19 Limited ("**GameCo**"), to its Shareholders ("**Unbundling**"), prior to the implementation of certain transactions conditional upon the implementation of the Unbundling ("**Proposed Transaction**").

In terms of the Unbundling, Niveus will distribute up to 431 250 094 GameCo shares, comprising up to 93.75% of the total issued share capital of GameCo, to Shareholders by way of a distribution *in specie* pro rata to their respective shareholding in Niveus as at the record date for the Unbundling, which is anticipated to be Friday, 20 October 2017 ("**Unbundling Record Date**"), in the ratio of 3.6190 GameCo shares for every 1 Niveus share held by any such Shareholder on the Unbundling Record Date.

Subject to certain conditions precedent and following the Unbundling, the Proposed Transaction will be implemented comprising of various inter-conditional steps, including the disposal by Niveus of the remaining GameCo shares held by it after the implementation of the Unbundling, to Tsogo Sun Holdings Limited ("**Tsogo**"), by accepting the offer to be made by Tsogo to the GameCo minority shareholders, to acquire their GameCo shares ("**Tsogo Minority Offer**") and electing the cash based consideration alternative, being: (i) 20% in Tsogo shares (in the ratio of 1 Tsogo share for every 2.875 GameCo shares); and (ii) 80% in cash in the amount of R9.739 per GameCo share.

2. DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

Shareholders are further advised that a circular ("**Circular**"), containing all the relevant information relating to the Unbundling and the Proposed Transaction, will be distributed today, Wednesday, 16 August 2017. The Circular also incorporates a notice convening a general meeting of Shareholders ("**General Meeting**") for the purpose of considering, and, if deemed fit, passing, with or without modification, the resolutions to effect the Unbundling and Proposed Transaction in terms of the notice of General Meeting attached to and forming part of the Circular.

The General Meeting will be held at 12:00 on Thursday, 14 September 2017 at SunSquare City Bowl, 23 Buitengracht Street, Cape Town City Centre, to consider and, if deemed fit, to pass, with or without modification, the requisite resolutions required to give effect to the Unbundling and the Proposed Transaction.

The Circular is available in English only. Copies may be obtained during normal business hours from the registered office of Niveus and from the offices of PSG Capital Proprietary Limited, whose addresses are set out in the "Corporate Information" section of the Circular from Wednesday, 16 August 2017 until Thursday, 14 September 2017 (both days inclusive). A copy of the Circular will also be available on Niveus' website (www.niveus.co.za).

3. IMPORTANT DATES AND TIMES

Shareholders are referred to the table below setting out important dates and times in relation to the Unbundling.

Salient dates and times	2017
Notice record date, being the date on which a Shareholder must be registered in the securities register in order to be eligible to receive notice of the General Meeting on	Friday, 11 August
Circular incorporating the notice of General Meeting and form of proxy, distributed to Shareholders on	Wednesday, 16 August
Announcement of distribution of Circular and notice convening the General Meeting released on SENS on	Wednesday, 16 August
Announcement of distribution of Circular and notice convening the General Meeting published in the South African press on	Thursday, 17 August
Last day to trade Niveus shares in order to be recorded in the securities register to vote at the General Meeting (see note 2 below) on	Tuesday, 5 September
General Meeting record date, being the date on which a Shareholder must be registered in the securities register in order to be eligible to attend and participate in the General Meeting and to vote thereat, by close of trade on	Friday, 8 September
For administrative reasons, forms of proxy in respect of the General Meeting to be lodged at or received via post by the transfer secretaries or company secretary by no later than 12:00 on	Tuesday, 12 September
Last date and time for Shareholders to give notice in terms of section 164 of the Companies Act to Niveus, objecting to the special resolution approving the Unbundling by 12:00 on	Thursday, 14 September
Form of proxy in respect of the General Meeting to be handed to the chairperson of the General Meeting or the transfer secretaries at the General Meeting, at any time before the proxy exercises any rights of the Shareholder at the General Meeting on	Thursday, 14 September
General Meeting held at 12:00 on	Thursday, 14 September
Results of the General Meeting published on SENS on	Thursday, 14 September
Results of the General Meeting published in the South African press on	Friday, 15 September
If the Unbundling is approved by Shareholders:	
Last date on which Shareholders who voted against the special resolution approving the Unbundling may require Niveus to seek court approval in terms of section 115(3)(a), but only if the special resolution was opposed by at least 15% of the voting rights exercised thereon	Thursday, 21 September
Last date on which Shareholders who voted against the special resolution approving the Unbundling may make application to the court in terms of section 115(3)(b) of the Companies Act	Friday, 29 September

Last date for Niveus to send objecting Shareholders notice of the adoption of the special resolution approving the Unbundling, in terms of section 164 of the Companies Act Friday, 29 September

Special resolution approving the Unbundling passed, if Shareholders do not exercise their rights in terms of section 115(3)(a) and 115(3)(b) of the Companies Act Friday, 29 September

Assuming that all the Unbundling Conditions are fulfilled or waived (see note 5 below):

Finalisation announcement in respect of the Unbundling released on SENS on Tuesday, 10 October

Last day to trade Niveus shares in order to be recorded in the securities register to participate in the Unbundling (see note 2 below) on Tuesday, 17 October

Niveus shares trade *ex right* to GameCo shares Wednesday, 18 October

Unbundling Record Date Friday, 20 October

Unbundling completion date on which Shareholders will have their accounts at their CSDP or broker updated to reflect the GameCo shares Monday, 23 October

Detailed timetable in relation to the Tsogo Minority Offer will be announced in due course.

Notes:

1. All dates and times indicated above are South African Standard Time.
2. The above dates and times are subject to amendment at the discretion of Niveus. Any such amendment will be released on SENS and published in the South African press.
3. Shareholders should note that as transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trade. Therefore, Shareholders who acquire Niveus shares after close of trade on: (i) Tuesday, 5 September 2017 will not be eligible to attend, participate in and vote at the General Meeting; and (ii) Tuesday, 17 October 2017 will not be eligible to participate in the Unbundling.
4. Share certificates may not be dematerialised or rematerialised between Wednesday, 18 October 2017 and Friday, 20 October 2017, both days inclusive.
5. The above dates may be amended to the extent that any Shareholders exercise their appraisal rights in terms of section 164 of the Companies Act.

Cape Town
16 August 2017

Sponsor: PSG Capital Proprietary Limited
Independent Reporting Accountant: Grant Thornton
Legal Adviser: Edward Nathan Sonnenbergs Incorporated
Independent Expert: KPMG Services Proprietary Limited