

NIVEUS INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1996/005744/06)

Share code: NIV

ISIN: ZAE000169553

(“Niveus” or the “Company”)



FINALISATION ANNOUNCEMENT IN RELATION TO NIVEUS UNBUNDLING

Shareholders are referred to the Company’s circular dated 21 February 2018 (“**Circular**”), detailing the proposed distribution *in specie* by the Company of its shareholding (“**Distribution Shares**”) in Hosken Passenger Logistics and Rail Limited (“**HPLR**”), referred to in the Circular as “Newco”, to Niveus shareholders (“**Niveus Unbundling**”), as well as to the Company’s announcement dated 23 March 2018, advising that the Niveus Unbundling had been approved by shareholders at the shareholders meeting held on that date.

Shareholders are advised that all conditions precedent to the Niveus Unbundling have been fulfilled and that the Niveus Unbundling will be implemented on Monday, 30 April 2018, on the basis detailed in the Circular, which is available on Niveus’s website at <http://www.niveus.co.za>. In this regard, shareholders are referred to the *Salient Dates and Times* section of the Circular, which sets out the applicable dates for the Niveus Unbundling.

As indicated in the Circular, upon implementation of the Niveus Unbundling, shareholders will receive their Distribution Shares in dematerialised form only. Accordingly, all certificated shareholders wishing to receive their Distribution Shares in dematerialised form must appoint a central securities depository participant (“**CSDP**”) under the terms of the Financial Markets Act, 2012 (“**FMA**”), directly or through a broker, to receive such shares on their behalf. Should a certificated shareholder not appoint a CSDP under the terms of the FMA, directly or through a broker, to receive Distribution Shares on its behalf, it will be issued with a statement of allocation, representing its Distribution Shares, by the Company’s transfer secretaries, Computershare Investor Services Proprietary Limited (“**Transfer Secretaries**”). Such shareholders can instruct the Transfer Secretaries to transfer their Distribution Shares represented by the statement of allocation to their appointed CSDP or can instruct the Transfer Secretaries to issue them with a share certificate at any time following the Niveus Unbundling. Should any shareholder be in any doubt as to what action they should take, they are to consult their broker, CSDP, banker, attorney or other professional adviser.

Where a shareholder’s entitlement to the Distribution Shares in terms of the Niveus Unbundling, calculated in the manner detailed in the Circular, gives rise to a fraction of a Distribution Share, such fraction will be rounded down to the nearest whole number, resulting in allocations of whole Distribution Shares and a cash payment for the fraction. The value of such cash payment will be calculated with reference to the weighted average traded price of the Distribution Share as at Tuesday, 24 April 2018, less 10%. Such amount will be announced on SENS on Wednesday, 25 April 2018.

CERTAIN SOUTH AFRICAN TAX CONSIDERATIONS

The distribution of the Distribution Shares will constitute a “dividend” as defined in the Income Tax Act, 1962 (“**Income Tax Act**”). The distribution will give rise to a liability for dividends tax in accordance with

the Income Tax Act in the event that any beneficial owner of the Distribution Shares does not qualify for an exemption from the dividends tax, in which case Niveus will withhold the relevant Niveus Tax Withholding Shares (as defined in the Circular) in order to enable it to make payment of such liability for dividends tax to the South African Revenue Service.

In terms of the Securities Transfer Tax Act, 2007, securities transfer tax (“**STT**”) will be payable on the transfer of the Distribution Shares to Niveus shareholders pursuant to the Niveus Unbundling. The amount of STT to be imposed will be calculated as 0.25% of the closing price of the Distribution Shares on Thursday, 26 April 2018, being the record date for the Niveus Unbundling (“**Niveus Unbundling Record Date**”). The STT payable on the transfer of the Distribution Shares distributed to a shareholder pursuant to the Niveus Unbundling, will be automatically debited by such shareholder's CSDP to such shareholder's banking account maintained with such shareholder's CSDP.

Shareholders are referred to paragraph 5.8 of the Circular, which summarised the tax consequences of the Niveus Unbundling. In particular, shareholders are referred to paragraph 5.8.4 in relation to the treatment of and method of settlement of STT, as well as paragraph 5.8.5 in relation to the treatment of dividends tax in relation to the Niveus Unbundling.

The above is a general description of certain South African tax considerations relating to the Niveus Unbundling as at the date hereof. It is not intended to be, nor should it be considered as legal or taxation advice. Shareholders should consult their own professional advisers regarding the tax implications arising in respect of the Niveus Unbundling.

FOREIGN SHAREHOLDERS

Foreign shareholders are referred to paragraph 3 of the section entitled *Action required by Shareholders*, in the Circular and are reminded that:

- 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;
- the distribution of the Distribution Shares to shareholders not resident in South Africa (“**Foreign Shareholders**”) in terms of the Niveus Unbundling may be affected by the laws of such Foreign Shareholders' relevant jurisdiction. Niveus reiterates that those Foreign Shareholders should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to take up their entitlements;
- it is the responsibility of any Foreign Shareholder (including, without limitation, nominees, agents and trustees for such persons) to satisfy themselves as to full observance of the applicable laws of any relevant territory, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories. Foreign Shareholders are obliged to observe the applicable legal requirements of their relevant jurisdictions;
- Foreign Shareholders who are not entitled to receive Distribution Shares pursuant to the Niveus Unbundling should dispose of their Niveus Shares such that they are no longer reflected as a holder of Niveus Shares on the Niveus Unbundling Record Date, or alternatively, to the extent lawful under

the applicable laws of the relevant territory, require the applicable CSDP and/or nominees, agents and trustees for such persons receiving the Distribution Shares on behalf of the shareholder to approach the Transfer Secretaries to dispose of the Distribution Shares on behalf of and for the benefit of the relevant Foreign Shareholder as soon as is reasonably practical after the implementation of the Niveus Unbundling;

- Niveus reserves the right, but shall not be obliged, to treat as invalid any distribution of Distribution Shares, in terms of the Niveus Unbundling, which appears to Niveus or its agents to have been executed, effected or dispatched in a manner which may involve a breach of the securities laws or regulations of any jurisdiction or if Niveus believes or its agents believe that the same may violate applicable legal or regulatory requirements; and
- any 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.

Cape Town
16 April 2018

Corporate advisor and sponsor



PSG CAPITAL

Legal advisor

