

NIVEUS INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1996/005744/06)

Share code: NIV

ISIN: ZAE000169553

("Niveus" or the "Company")



NIVEUS UNBUNDLING – CERTAIN SOUTH AFRICAN TAX CONSIDERATIONS

Shareholders are referred to the Company's circular dated 21 February 2018 ("**Circular**"), detailing the 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**") and to the Company's finalisation announcement dated 16 April 2018 ("**Finalisation Announcement**"), advising 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.

Shareholders are referred to the details regarding certain South African tax considerations, as set out in the Finalisation Announcement, as well paragraph 5.8 of the Circular, which summarises 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 securities transfer tax ("**STT**"), as well as paragraph 5.8.5 in relation to the treatment of dividends tax in relation to the Niveus Unbundling.

The value of R7.78 per Distribution Share will be applied in determining the dividends tax and STT payable in respect of the distribution *in specie* of the Distribution Shares.

In this regard, dematerialised shareholders are reminded, as indicated in paragraph 5.8.4.4 of the Circular, that unless a dematerialised shareholder is exempt from STT, the STT payable in respect of the Distribution Shares distributed to such shareholder (net of dividend tax) will be automatically debited by such shareholder's central securities depository participant ("**CSDP**") to the shareholder's bank account maintained with such CSDP. Against such debit being made, the CSDP will credit the securities account of such shareholder with the Distribution Shares to which such shareholder is entitled pursuant to the Niveus Unbundling. Dematerialised shareholders are therefore reminded that they should ensure that their above accounts are funded to ensure that the Distribution Shares in question are credited to them on the Niveus Unbundling's implementation date of Monday, 30 April 2018.

The above relates to certain South African tax considerations applicable 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.

Cape Town
26 April 2018

Corporate advisor and sponsor



PSG CAPITAL

Legal advisor

