



SERVING THOSE WHO SERVE SINCE 1913

ASSUPOL HOLDINGS LIMITED

Incorporated in the Republic of South Africa

(Registration Number: 2010/015888/06)

CTSE Share Code: 4AASP

ISIN: ZAE400000051

("Assupol Holdings" or "the Company")

SPECIFIC SHARE REPURCHASE

1. INTRODUCTION

- 1.1. Assupol Holdings shareholders ("**Shareholders**") are advised that the board of directors of the Company ("**Board**") approved the execution of a share sale agreement ("**Repurchase Agreement**") in terms of which Assupol Holdings Investments Proprietary Limited ("**Assupol Investments**"), being a wholly owned subsidiary of the Company, will repurchase ordinary shares ("the **Repurchase**") in the Company ("**Assupol Shares**") from the Seller (as defined below).
- 1.2. On 31 December 2021, Assupol Investments entered into the Repurchase Agreement whereby it intends to acquire a certain number of Assupol Shares (the "**Repurchase Shares**"), in exchange for a purchase consideration of R9.02 per Assupol Share ("**the Repurchase Price**") (which is equal to a premium of R1.32 or 17.12% to the 30 day VWAP per share of the Company on 30 December 2021, being the date prior to which the repurchase consideration was agreed between Assupol Investments and the Seller).
- 1.3. The implementation of the Repurchase is subject to the fulfilment of the conditions precedent as stipulated in paragraph 4 below.

2. RATIONALE FOR THE REPURCHASE

- 2.1. Shareholders are referred to the announcement released on the CTSE news service on 8 November 2021 in which they were advised that Mr Riaan van Dyk ("**Mr van Dyk**") stepped down as the group chief executive officer of Assupol Holdings ("**Resignation**")
- 2.2. Furthermore, as detailed the Company's annual financial statements for the period 30 June 2021, Assupol Life Proprietary Limited ("**Assupol Life**"), a wholly owned subsidiary of the Company, granted an interest-bearing loan ("**Loan**") to Mr van Dyk for the purchase of Assupol Shares.
- 2.3. As a result of the aforementioned Resignation, Assupol Investments would like to acquire the Repurchase Shares equivalent to the outstanding loan amount ("**Outstanding Loan Amount**"), which as at 31 March 2022 is estimated to be R5,581,537.58.

2.4. The Repurchase Shares to be repurchased by Assupol Investments will be deemed to be held as treasury shares and will not be delisted from the CTSE.

3. PURCHASE CONSIDERATION

3.1. As detailed in paragraph 2.3, Assupol Investments will acquire a certain number of Assupol Shares at the Repurchase Price, being R9.02, in settlement of the Outstanding Loan Amount.

3.2. As the Loan is an interest-bearing loan, it is estimated that the total Outstanding Loan Amount will be R5,581,537.58 at 31 March 2022. As such, it is anticipated that Assupol Investments will acquire a maximum number of Assupol Shares, being 618 796, at the Repurchase Price from the Seller towards the settlement of the Outstanding Loan Amount.

3.3. For the avoidance of doubt, the final number of Assupol Shares to be repurchased by Assupol Investments will only be determined on such date when all conditions precedent to the Repurchase have been fulfilled.

4. CONDITIONS PRECEDENT

4.1. the Repurchase of the Assupol Shares is subject to:

4.1.1. The requisite approval being received from the Cape Town Stock Exchange (“**CTSE**”), for the posting of the Circular (as detailed in paragraph 5 below) in compliance with the listings requirements (“**Listings Requirements**”) of the CTSE;

4.1.2. The requisite approval being received from the Prudential Authority for the Repurchase in terms of section 38(1) of the Insurance Act, 2017; and

4.1.3. The Shareholders, excluding the votes belonging to the Seller and his associates, approving the Repurchase as required in terms of paragraph 14.3 of the Listings Requirements.

5. CIRCULAR TO SHAREHOLDERS

5.1. The Repurchase is classified in terms of the Listings Requirements as a specific repurchase of shares, requiring a circular (“**Circular**”) to be prepared for distribution to Shareholders. The Circular to consider the relevant resolutions required to be approved in connection with the Repurchase will be posted to Shareholders in due course.

31 December 2021

CTSE External Issuer Agent:

Pallidus
EXCHANGE SERVICES