

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 11 of this Circular have, where appropriate, been used on this cover page.

Action required

- If you have disposed of all your Infrasors Shares, then this Circular, together with the attached 'Form of proxy' and 'Form of surrender, election and transfer in respect of the Scheme', should be handed to the purchaser of such Infrasors Shares or to the broker, banker or other agent through whom the disposal was effected.
- Infrasors Shareholders are referred to page 5 of this Circular, which sets out the detailed action required of them in respect of the proposed Scheme set out in this Circular.
- If you are in any doubt as to the action you should take, please consult your broker, banker, legal advisor, accountant or other professional advisor immediately.

Infrasors and Afrimat do not accept responsibility and will not be held liable for any act by, failure of any registered holder of Infrasors Shares to notify the holder of any beneficial interest in those Infrasors Shares of the Scheme set out in this Circular.



Infrasors Holdings Proprietary Limited

Incorporated in the Republic of South Africa
(Registration number: 2007/002405/06)
("Infrasors" or "the Company")



Afrimat Limited

Incorporated in the Republic of South Africa
(Registration number: 2006/022534/06)
Share code: AFT ISIN: ZAE000086302
("Afrimat")

COMBINED CIRCULAR TO INFRASORS SHAREHOLDERS

regarding:

- **A Scheme of Arrangement in terms of section 114(1) of the Companies Act, proposed by the Board between Infrasors and the Remaining Shareholders, and to which Afrimat is a party, in terms of which, if implemented, Afrimat will acquire all the Scheme Shares from the Scheme Participants, and as consideration therefor each Scheme Participant will be entitled to elect to receive:**
 - a cash consideration of an amount equal to the 30-day VWAP of 1 (one) Afrimat Share as at the Trading Day immediately preceding the Scheme Record Date for every 11 (eleven) Infrasors Shares disposed of pursuant to the Scheme; or
 - 1 (one) Afrimat Share to be issued for every 11 (eleven) Infrasors Shares disposed of pursuant to the Scheme; or
 - a combination of the cash consideration and the consideration shares, determined in accordance with the election of the Scheme Participant,

on the basis that in the absence of an election by 12:00 on the Scheme Record Date, a Scheme Participant will be deemed to have elected to receive its scheme consideration in the form of the cash consideration;

and including:

- a report prepared by the Independent Expert in terms of sections 114(2) and 114(3) of the Companies Act;
- a notice convening the Shareholders Meeting (*orange*);
- a 'Form of proxy' in respect of the Shareholders Meeting (*green*);
- a 'Form of surrender, election and transfer in respect of the Scheme' (*pink*);
- an 'Application Form for subscription for consideration shares' (*white*) (for use by all Scheme Participants who elect to receive consideration shares); and
- extracts of section 115 of the Companies Act, dealing with the approval requirements for the Scheme and section 164 of the Companies Act, dealing with Dissenting Shareholders' appraisal rights.

Legal Advisors



Corporate Advisor and Sponsor of Afrimat



Independent Expert



Date of issue: Thursday, 19 December 2019

This Circular is only available in English. Copies of this Circular may be obtained during normal business hours from the registered office of Infrasors, the registered office of Afrimat and the Transfer Secretaries at their respective addresses set out in the "Corporate Information and Advisors" section of this Circular, and on the company's website www.infrasors.co.za, from the date of issue hereof until the date of the Shareholders Meeting.

CORPORATE INFORMATION AND ADVISORS

Corporate advisor and Sponsor to Afrimat

Bridge Capital Advisors Proprietary Limited
(Registration number: 1998/016302/07)
50 Smits Road
Dunkeld, 2196
(PO Box 651010, Benmore, 2010)

Registered address of Infrasors

Lyttelton Dolomite mine
Botha Avenue
Lyttelton, 0157
(PO Box 14014, Lyttelton, 0140)

Company Secretary of Infrasors

Du Toit van Tonder Associates Proprietary Limited
2 Malan Street
Worcester
6850

Directors of Afrimat

Executive

Andries J van Heerden
Pieter GS de Wit
Collin Ramukhubathi

Non-Executive

Gert J Coffee
Johannes HP van der Merwe*
Loyiso Dotwana
Francois Louw*
Marthinus (Matie) W von Wielligh*
Helmut N Pool*
Hendrik (Hennie) JE van Wyk*
Phuti RE Tsukudu*
Jacobus Frederick (Derick) van der Merwe*

** Independent*

Transfer Secretaries of Afrimat

Computershare Investor Services Proprietary Limited
(Registration number: 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(PO Box 61051, Marshalltown, 2107)

Place of incorporation of Infrasors

South Africa

Legal Advisor to Afrimat

Cliffe Dekker Hofmeyr Inc.
(Registration number: 2008/018923/21)
11 Buitengracht Street
Cape Town, 8001
(PO Box 695, Cape Town, 8000)

Registered address of Afrimat

Tyger Valley Office Park No. 2
Corner Willie van Schoor Avenue and Old Oak Road
Tyger Valley, 7530
(PO Box 5278, Tyger Valley, 7530)

Independent Expert

St John Capital Proprietary Limited
(Registration number: 2013/099150/07)
4 Morris Street West
Rivonia, 2196
(PO Box 784638, Sandton, 2146)

Directors of Infrasors

Executive

Pieter GS de Wit

Non-Executive

Collin Ramukhubathi*
Johannes M Kalo*
Esther F Teffo*

** Independent*

Transfer Secretaries of Infrasors

Link Market Services South Africa Proprietary Limited
(Registration number: 2000/007239/07)
13th floor, Rennie House
19 Ameshoff Street
Braamfontein, 2001
(PO Box 4844, Johannesburg, 2000)

Date of incorporation of Infrasors

29 January 2007

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IMPORTANT LEGAL NOTICES

The definitions and interpretations commencing on page 11 of this Circular have been used in these legal notices.

APPLICABLE LAWS

The release, publication or distribution of this Circular in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Circular is released, published or distributed should inform themselves about any applicable legal requirements, which they are obliged to observe. It is the responsibility of any such Shareholder wishing to participate in the Scheme to satisfy himself/herself as to the full observance of the laws of any relevant jurisdiction in connection with the Scheme. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. This Circular does not constitute the solicitation of an offer to purchase shares or a solicitation of any vote or approval in any jurisdiction in which such solicitation would be unlawful.

The Scheme, which is the subject of this Circular, may be affected by the laws of the relevant jurisdictions of non-resident Shareholders. Such non-resident Shareholders should familiarise themselves with and observe any applicable legal requirements of such jurisdictions. It is the responsibility of any non-resident Shareholder to satisfy himself/herself as to the full observance of the laws and regulatory requirements of the relevant jurisdiction in connection with the Scheme, which is the subject of this Circular, including the obtaining of any governmental, exchange control or other consents or the making of any filings which may be required, the compliance with other necessary formalities, the payment of any issue, transfer or other taxes or other requisite payments due to such jurisdiction.

The Scheme is governed by the law of South Africa and is subject to any applicable laws and regulations, including the Companies Act. Infrasors is currently not a regulated company as envisaged in section 117(1)(i) read with section 118(1) of the Companies Act. Accordingly, Part B and Part C of the Companies Act, and the Takeover Regulations, do not apply to the Scheme.

Any Shareholder who is in doubt as to their position, including, without limitation, their tax status, should consult an appropriate independent professional advisor in the relevant jurisdiction without delay.

FORWARD-LOOKING STATEMENTS

This Circular contains statements about Infrasors and Afrimat that are or may be forward-looking statements. All statements, other than statements of historical fact, are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: strategy; the economic outlook for the industry; operating results; growth prospects and outlook for operations, individually or in the aggregate; liquidity and capital resources and expenditure and the outcome and consequences of any pending litigation proceedings. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as “believe”, “aim”, “expect”, “anticipate”, “intend”, “foresee”, “forecast”, “likely”, “should”, “planned”, “may”, “estimated”, “potential” or similar words and phrases.

Examples of forward-looking statements include statements regarding a future financial position or future profits, cash flows, corporate strategy, anticipated levels of growth, estimates of capital expenditure, acquisition strategy, and expansion prospects for future capital expenditure levels and other economic factors, such as, *inter alia*, interest rates. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Infrasors and Afrimat caution that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, liquidity and the developments within the industry in which Infrasors and Afrimat operate may differ materially from those made in, or suggested by, the forward-looking statements contained in this circular.

All these forward-looking statements are based on estimates and assumptions, as regards Infrasors, made by Infrasors and as regards Afrimat, made by Afrimat as communicated in publicly available documents issued by Infrasors and Afrimat, all of which estimates and assumptions, although Infrasors and Afrimat believe them to be reasonable, are inherently uncertain. Such estimates, assumptions or statements may not eventuate. Factors which may cause the actual results, performance or achievements to be materially different from

any future results, performance or achievements expressed or implied in those statements or assumptions include other matters not yet known to Infradors and Afrimat or not currently considered material by Infradors and Afrimat.

Shareholders should keep in mind that any forward-looking statement made in this Circular or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of Infradors and Afrimat not to develop as expected may emerge from time to time and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement are not known. Infradors and Afrimat have no duty to, and do not intend to, update or revise the forward-looking statements contained in this Circular after the date of issue of this Circular, except as may be required by law.

ACTION REQUIRED BY INFRASORS SHAREHOLDERS

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 11 of this Circular shall apply *mutatis mutandis* to this statement regarding the action required by Infrasors Shareholders.

Please take careful note of the following provisions regarding the action required by Shareholders. If you are in any doubt as to the action you should take, please consult your broker, attorney, banker or professional advisor immediately.

The Shareholders Meeting will be held at 11:00 on Monday, 20 January 2020, or any other adjourned date and time determined in accordance with sections 64(4) or 64(11)(a)(i) of the Companies Act at Afrimat's offices, Tyger Valley Office Park No. 2, Corner Willie van Schoor Avenue and Old Oak Road, Tyger Valley, 7530 to consider and, if deemed fit, pass the Resolutions required to enable Afrimat to acquire the Scheme Shares from the Scheme Participants for the scheme consideration in terms of the Scheme of Arrangement under section 114 of the Companies Act.

1. INTRODUCTION

1.1 Approval of the Scheme at the Shareholders Meeting

The Scheme must be approved by a special resolution adopted in accordance with section 115 of the Companies Act at the Shareholders Meeting, at which Shareholders Meeting sufficient Remaining Shareholders are present to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised on the Scheme Resolution. In order to be approved, the Scheme Resolution must be supported by at least 75% of the voting rights exercised on the Scheme Resolution.

If the Scheme Resolution is not approved by the Remaining Shareholders at the Shareholders Meeting and the Scheme is, as a result, not declared unconditional, then the Remaining Shareholders will, subject to the ensuing provisions of this paragraph, retain their Infrasors Shares and will not be entitled to receive the scheme consideration.

1.2 Scheme consideration

Scheme Participants shall be entitled to elect, in accordance with the scheme consideration election provisions contained in paragraph 2.3 of the "Action Required by Infrasors Shareholders" section of this Circular, to receive the scheme consideration in the form of:

- a cash consideration of an amount equal to the 30-day VWAP of 1 (one) Afrimat Share as at the Trading Day immediately preceding the Scheme Record Date for every 11 (eleven) Infrasors Shares disposed of pursuant to the Scheme; or
- 1 (one) Afrimat Share to be issued for every 11 (eleven) Infrasors Shares disposed of pursuant to the Scheme; or
- a combination of the cash consideration and the consideration shares,

on the basis that in the absence of an election being received by the Transfer Secretaries by 12:00 on the Scheme Record Date, a Scheme Participant will be deemed to have elected to receive the cash consideration.

2. ACTION REQUIRED IN RELATION TO THE SCHEME

2.1 Voting, attendance and representation at the Shareholders Meeting

You may attend, speak and vote (or abstain from voting) at the Shareholders Meeting in person (or, if you are a company or other body corporate, be represented by a duly authorised natural person) subject to sections 57 and 58 of the Companies Act.

Alternatively, you may appoint a proxy to represent you at the Shareholders Meeting by completing the relevant attached 'Form of proxy' (*green*) in accordance with the instructions therein and return it to the Transfer Secretaries: Link Market Services South Africa Proprietary Limited, 13th floor, Rennie House, 19 Ameshoff Street Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000), to be received by no later than 48 hours before the Shareholders Meeting that is to be held at 11:00, Monday, 20 January 2020 (i.e. by no later than 11:00, Thursday, 16 January 2020). The 'Form of proxy' (*green*) may also be handed to the Chairman of the Shareholders Meeting or adjourned Shareholders Meeting before the Shareholders Meeting is due to commence or recommence, as the case may be.

2.2 Electronic participation at the Shareholders Meeting

Remaining Shareholders or their proxies may participate in (but not vote at) the Shareholders Meeting by way of a teleconference call and, if they wish to do so:

- must contact the Company Secretary of Afrimat (by email at mariette.swart@afrimat.co.za) no later than 12:00 on Thursday, 16 January 2020, in order to obtain a pin number and dial-in details for that conference call;
- will be required to provide reasonably satisfactory identification; and
- will be billed separately by their own telephone service providers for their telephone call to participate in the Shareholders Meeting,

provided that Remaining Shareholders and their proxies will not be able to vote telephonically at the Shareholders Meeting and will still need to appoint a proxy to vote on their behalf at the Shareholders Meeting.

2.3 Election of scheme consideration

If you do not wish to receive the scheme consideration in the form of the cash consideration only, you must complete the 'Application Form for subscription for consideration shares' (*white*) attached to this Circular in accordance with its instructions reflected therein and forward it, together with your Documents of Title to the Transfer Secretaries. The 'Application Form for subscription for consideration shares' (*white*) and Documents of Title must be received by no later than 12:00 on the Scheme Record Date. The 'Application Form for subscription for consideration shares' (*white*) may be delivered by hand or sent by mail to the following addresses:

If delivered by hand

Link Market Services South Africa
Proprietary Limited
13th floor, Rennie House
19 Ameshoff Street
Braamfontein, 2001

If sent by mail

Link Market Services South Africa
Proprietary Limited
PO Box 4844
Johannesburg
2000

In the absence of the 'Application Form for subscription for consideration shares' (*white*) being received by the Transfer Secretaries by 12:00 on the Scheme Record Date, you will be deemed to have elected to receive the scheme consideration in the form of the cash consideration only, as noted above.

2.4 Surrender of Documents of Title

You are required to surrender your Documents of Title in respect of all your Shares in order to claim the scheme consideration should the Scheme become unconditional in accordance with its terms, by completing the attached 'Form of surrender, election and transfer in respect of the Scheme' (*pink*) in accordance with its instructions, and returning it, together with the relevant share certificates or Documents of Title, to the Transfer Secretaries: Link Market Services South Africa Proprietary Limited, 13th floor, Rennie House, 19 Ameshoff Street Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000), to be received by no later than 12:00 on the Scheme Record Date.

Documents of Title surrendered prior to 12:00 on the Scheme Record Date in anticipation of the Scheme becoming operative will be held in trust by the Transfer Secretaries, at the risk of the surrendering Infractors Shareholder, pending the Scheme becoming operative.

Should the Conditions Precedent be fulfilled and the Scheme become operative, the Documents of Title held by any Scheme Participant will cease to be of any value, and shall not be good for delivery, from the Implementation Date onwards, other than for surrender in terms of the Scheme and/or the appraisal rights in terms of section 164 of the Companies Act.

Should the Scheme not become unconditional, the Transfer Secretaries shall, within 5 (five) Business Days of either the date upon which it becomes known that the Scheme will not be implemented or on receipt by the Transfer Secretaries of the required Documents of Title, whichever is the later, return the Documents of Title to the Remaining Shareholder concerned by registered post at the risk of such certificated Remaining Shareholder.

Shareholders are advised to consult their professional advisors about their personal tax positions regarding the receipt of the scheme consideration.

2.5 Settlement of the scheme consideration

2.5.1 **Cash consideration**

If the Scheme becomes unconditional and operative and you have surrendered your Documents of Title to the Transfer Secretaries on or before 12:00 on the Scheme Record Date, to the extent that you have elected that Afrimat settle the scheme consideration wholly or partly in cash, or where you have failed to make an election in accordance with the provisions of paragraph 2.3 of the “Action Required by Infrasers Shareholders” section of this Circular, the cash consideration becoming due and payable to you in terms of the Scheme will be settled on or about the Implementation Date in the following manner:

- the cash consideration will be paid into your bank account by way of an EFT, if your bank account details are on the Register or if you have confirmed your bank account details by including such details in Part C of the ‘Form of surrender, election and transfer in respect of the Scheme’ (*pink*) which form has been duly delivered to the Transfer Secretaries on or before 12:00 on the Scheme Record Date in accordance with the provisions of paragraph 2.4 of the “Action Required by Infrasers Shareholders” section of this Circular; or
- the cash consideration will be posted to you at your own risk by ordinary post on or about the Implementation Date if you have failed to confirm your bank account details in accordance with the abovementioned provision,

provided that if the Scheme becomes unconditional and you surrender your Documents of Title after 12:00 on the Scheme Record Date, the cash consideration will be settled in the same manner as contemplated above, save that it shall be settled within 5 (five) Business Days of receipt of such Documents of Title.

2.5.2 **Consideration shares**

2.5.2.1 Unless otherwise requested, the consideration shares may only be issued in Dematerialised form. In this regard, should the Scheme become operative, subject to the Exchange Control Regulations:

2.5.2.1.1 Scheme Participants who wish to receive the consideration shares in Dematerialised form, who already have an account with a broker or CSDP and have provided the details of their CSDP or broker account in the appropriate box in the ‘Application Form for subscription for consideration shares’ (*white*), will have their accounts at their brokers or CSDPs credited with the consideration shares;

2.5.2.1.2 Scheme Participants who wish to receive the consideration shares in Dematerialised form, but who do not have an account with a broker or CSDP or who failed to provide the details of their CSDP or broker account in the appropriate box in the ‘Application Form for subscription for consideration shares’ (*white*), will be issued with statements of allocation and will be required to appoint a broker or CSDP so that the consideration shares can be made available to them in Dematerialised form following implementation of the Scheme; and

- 2.5.2.1.3 Scheme Participants who do not wish to hold their consideration shares in Dematerialised form and prefer to hold their consideration shares in certificated form, will be afforded the option to “withdraw” their Dematerialised consideration shares and replace these with a physical Afrimat share certificate Document of Title.
- 2.5.2.2 If the Scheme becomes operative and you have surrendered your Documents of Title to the Transfer Secretaries at Link Market Services South Africa Proprietary Limited, 13th floor, Rennie House, 19 Ameshoff Street Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000), received by no later than 12:00 on the Scheme Record Date, then, subject to the Exchange Control Regulations:
- 2.5.2.2.1 should you be a Scheme Participant referred to in paragraph 2.5.2.1.1 above, your account at your broker or CSDP will be credited with the consideration shares on the Implementation Date;
- 2.5.2.2.2 should you be a Scheme Participant referred to in paragraph 2.5.2.1.2 above, your statement of allocation in respect of the consideration shares will be posted to you, at your risk, within 5 (five) Business Days of the Implementation Date; or
- 2.5.2.2.3 should you be a Scheme Participant referred to in paragraph 2.5.2.1.3 above, the share certificates in respect of your consideration shares will be posted to you, at your own risk, within 5 (five) Business Days of the Implementation Date.
- 2.5.2.3 If the Scheme becomes operative and you have surrendered your Documents of Title to the Transfer Secretaries at Link Market Services South Africa Proprietary Limited, 13th floor, Rennie House, 19 Ameshoff Street Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000), received after 12:00 on the Scheme Record Date, then, subject to the Exchange Control Regulations:
- 2.5.2.3.1 should you be a Scheme Participant referred to in paragraph 2.5.2.1.1 above, your account at your broker or CSDP will be credited with the consideration shares within 5 (five) Business Days after the date on which your ‘Form of surrender, election and transfer in respect of the Scheme’ (*pink*) has been received by the Transfer Secretaries;
- 2.5.2.3.2 should you be a Scheme Participant referred to in paragraph 2.5.2.1.2 above, your statement of allocation in respect of the consideration shares will be posted to you, at your own risk, within 5 (five) Business Days after the date on which your ‘Form of surrender, election and transfer in respect of the Scheme’ (*pink*) has been received by the Transfer Secretaries; or
- 2.5.2.3.3 should you be a Scheme Participant referred to in paragraph 2.5.2.1.3 above, the share certificates in respect of your consideration shares will be posted to you, at your own risk, within 5 (five) Business Days after the date on which your ‘Form of surrender, election and transfer in respect of the Scheme’ (*pink*) has been received by the Transfer Secretaries.
- 2.5.2.4 If the Scheme becomes operative and you fail to return a completed ‘Form of surrender, election and transfer in respect of the Scheme’ (*pink*) to the Transfer Secretaries within 3 (three) years after the Implementation Date or, if you are a Dissenting Shareholder who subsequently becomes a Scheme Participant pursuant to paragraph 9.1 of this Circular, within 3 (three) years after the date on which you subsequently became a Scheme Participant pursuant to paragraph 9.1 of this Circular, the consideration shares due to you will be disposed of at the ruling market price and the disposal consideration, less the costs incurred in disposing of the consideration shares, will be paid to the benefit of the Guardian’s Fund of the Master of the High Court, from which it may be claimed by you, subject to the requirements imposed by the Master of the High Court. In this regard such Scheme Participants irrevocably authorise and appoint Infrasons (or

its successor-in-title), *in rem suam*, with full power of substitution, to act as agent in the name, place and stead of such Scheme Participants to dispose of the consideration shares and to pay the proceeds to the benefit of the Guardian's Fund in the aforesaid manner.

2.5.2.5 To facilitate an orderly process and ease of administration, the Board has resolved that the Register shall be closed from close of business on the Scheme Record Date to close of business on the Implementation Date. Accordingly, in order to participate in the Scheme and receive the scheme consideration, a Scheme Participant must be registered as an Infradors Shareholder in the Register by close of business on the Scheme Record Date.

2.5.2.6 Scheme Participants who are non-resident in or who have registered addresses outside South Africa must satisfy themselves as to the full observance of the laws of any applicable territory concerning the receipt of the scheme consideration, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territory. Remaining Shareholders who are in any doubt as to their position should consult their professional advisers.

2.6 **Court approval**

Remaining Shareholders are advised that, in terms of section 115(3) of the Companies Act, Infradors may in certain circumstances not proceed to implement the Scheme Resolution, despite the fact that it has been adopted at the Shareholders Meeting, without the approval of the Court.

A copy of section 115 of the Companies Act pertaining to the required approval for the Scheme is set out in Annexure 3 to this Circular.

2.7 **Dissenting shareholders' appraisal rights**

A Remaining Shareholder who is entitled to vote at the Shareholders Meeting is entitled to seek relief in terms of section 164 of the Companies Act, if that Remaining Shareholder has notified Infradors in advance in writing of its objection to the Scheme Resolution, was present at the Shareholders Meeting and voted against the Scheme Resolution.

A copy of section 164 of the Companies Act pertaining to Dissenting Shareholders' appraisal rights is set out in Annexure 4 to this Circular.

2.8 **Infradors is not a regulated company**

Remaining Shareholders should take note that Infradors is currently not a regulated company as envisaged in section 117(1)(i) read with 118(1) of the Companies Act. Accordingly, Part B and Part C of the Companies Act, and the Takeover Regulations, do not apply to the Scheme.

IMPORTANT DATES AND TIMES

The definitions and interpretations commencing on page 11 of this Circular shall apply *mutatis mutandis* to the dates and times set out hereunder:

Action	2019/2020
Record date to determine which Shareholders are entitled to receive the Circular	Wednesday, 18 December
Posting of the Circular to Shareholders and notice convening Shareholders Meeting	Thursday, 19 December
Last day to trade in Shares in order to be recorded on the Register on the Voting Record Date (Voting Last Day to Trade)	Friday, 10 January
Voting Record Date in respect of being eligible to vote at the Shareholders Meeting	Friday, 10 January
Last day to lodge 'Form of proxy' with the Transfer Secretaries by 11:00	Thursday, 16 January
Last date and time for Shareholders to give notice to Infrasers objecting to the Scheme Resolution in terms of section 164(3) of the Companies Act, prior to 11:00	Monday, 20 January
Shareholders Meeting at 11:00	Monday, 20 January

Timetable if the Scheme is approved by the Remaining Shareholders:

Action	2020
Last day for a Remaining Shareholder who voted against the Scheme Resolution to require Infrasers to apply to Court for approval of the Scheme, under section 115(3)(a) of the Companies Act, if at least 15% of the total votes of shareholders at the Shareholders Meeting were exercised against the Scheme	Monday, 27 January
Last day for a Remaining Shareholder who voted against the Scheme Resolution to apply to Court for leave to apply for review of the Scheme, under section 115(3)(b) of the Companies Act	Monday, 3 February
Last date for Infrasers to give notice of adoption of the Scheme Resolution to Dissenting Shareholders in accordance with section 164(4) of the Companies Act	Monday, 3 February
Expected last day to trade in Shares in order to be recorded on the Register on the Scheme Record Date (Scheme Last Day to Trade)	Friday, 14 February
Expected Scheme Record Date on which Shareholders must be recorded in the Register to receive the scheme consideration	Friday, 14 February
Expected Implementation Date of the Scheme	Monday, 17 February

Notes

1. All dates and times in respect of the Scheme are subject to change by mutual agreement between Infrasers and Afrimat.
2. The Remaining Shareholders are referred to in paragraph 9 of this Circular (which contains a summary of Dissenting Shareholders' appraisal rights in respect of the Scheme) as well as Annexure 4 which contains a copy of the provisions of section 164 of the Companies Act.
3. A Remaining Shareholder may submit a proxy at any time before the commencement of the Shareholders Meeting (or any adjournment of the Shareholders Meeting), or hand it to the Chairman of the Shareholders Meeting before the appointed proxy exercises any of the relevant Remaining Shareholder's rights at the Shareholders Meeting (or any adjournment of the Shareholders Meeting). For administrative purposes, Remaining Shareholders are requested to lodge a 'Form of proxy' with the Transfer Secretaries not less than 48 hours before the Shareholders Meeting. Remaining Shareholders will also be entitled to furnish a copy of such 'Form of proxy' to the Chairman of the Shareholders Meeting before the appointed proxy exercises any of such Remaining Shareholder's rights at the Shareholders Meeting (or any adjournment of the Shareholders Meeting).
4. If the Shareholders Meeting is adjourned or postponed, 'Forms of proxy' submitted for the initial Shareholders Meeting will remain valid in respect of any adjournment or postponement of the Shareholders Meeting.
5. All times given in this Circular are local times in South Africa.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless the context indicates a contrary intention, an expression which denotes any gender includes the other genders, a natural person includes a juristic person and *vice versa*, the singular includes the plural and *vice versa* and the following expressions bear the meanings assigned to them below and cognate expressions bear cognate meanings:

“30-day VWAP”	the VWAP of the Afrimat shares on the exchange operated by the JSE for the 30 (thirty) Trading Days immediately preceding a relevant date;
“the Act” or “the Companies Act”	the Companies Act, 2008 (No. 71 of 2008), as amended, and where appropriate in the context includes a reference to the Regulations promulgated in terms of such Act;
“Afrimat”	Afrimat Limited (Registration number: 2006/022534/06), a company duly incorporated and registered under the company laws of South Africa, all the Afrimat Shares of which are listed on the JSE, and where appropriate in the context includes a reference to the subsidiaries of Afrimat Limited;
“Afrimat Share”	an ordinary share of no par value in the share capital of Afrimat;
“the Board”	the Board of directors of Infradors, information on whom is set out in Annexure 2;
“Bridge Capital” or “Sponsor to Afrimat”	Bridge Capital Advisors Proprietary Limited, the details of which are contained in the front inside cover of this Circular;
“Business Day”	any day other than a Saturday, Sunday or official public holiday in South Africa;
“cash consideration”	an amount equal to the 30-day VWAP of 1 (one) Afrimat Share to be issued as at the Trading Day immediately preceding the Scheme Record Date for every 11 (eleven) Scheme Shares disposed of by a Scheme Participant;
“the/this Circular”	all the documents contained in this bound document dated Thursday, 19 December 2019, including the notice of Shareholders Meeting, the ‘Form of proxy’, the ‘Form of surrender, election and transfer in respect of the Scheme’ and the ‘Application Form for subscription for consideration shares’;
“Common Monetary Area”	means South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
“the Conditions Precedent”	the conditions precedent to the Scheme as set out in paragraph 8 of this Circular;
“consideration shares”	1 (one) Afrimat Share to be issued for every 11 (eleven) Scheme Shares disposed of by a Scheme Participant;
“Court”	any South African court of competent jurisdiction to approve the implementation of the Scheme Resolution set out in the notice of the Shareholders Meeting pursuant to section 115 of the Companies Act, and/or to determine the fair value of Infradors Shares pursuant to section 164(14) of the Companies Act;
“CSDP”	a “Participant”, as defined in section 1 of the Financial Markets Act;
“Dematerialise” or “Dematerialised” or “Dematerialisation”	the process by which certificated shares are converted into an electronic format as dematerialised shares and recorded in a company’s uncertificated securities register administered by a CSDP;
“Dissenting Shareholders”	Remaining Shareholders who have exercised their appraisal rights in terms of section 164 of the Companies Act, and in respect of whom none of the events contemplated in section 164(9) of the Companies Act has occurred;

“Documents of Title”	Infrasors Share certificates and/or certified transfer deeds and/or balance receipts or any other Documents of Title in respect of Infrasors Shares acceptable to Infrasors;
“EFT”	Electronic Funds Transfer;
“Excluded Dissenting Shareholder”	a Dissenting Shareholder who either (i) accepts an offer made to it by Infrasors in terms of section 164(11) of the Companies Act or, pursuant to an order of Court, tenders its Infrasors Shares to Infrasors in terms of section 164(15)(v) of the Companies Act;
“the Exchange Control Regulations”	the Exchange Control Regulations, 1961, as amended, made in terms of section 9 of the Currency and Exchanges Act, 1933 (Act 9 of 1933), as amended;
“FICA”	the Financial Intelligence Centre Act, 2001 (No. 38 of 2001), as amended;
“Financial Markets Act”	the Financial Markets Act, 2012 (No. 19 of 2012), as amended;
“IFRS”	International Financial Reporting Standards;
“Implementation Date”	the date on which the Scheme is to be implemented, on which date Afrimat will commence settling the scheme consideration, which date is expected to be Monday, 17 February 2020, being the first Business Day following the Scheme Record Date;
“Independent Board”	the following members of the Board, namely Johannes M Kalo, Esther F Teffo and Collin Ramukhubathi (comprising Infrasors Board members who are considered to be impartial and have no conflict of interest in relation to the Scheme), it being recorded that Pieter GS de Wit has recused himself from meetings and decisions by the Infrasors Board in relation to the Scheme, and references in this Circular to decisions made by the Independent Board, are decisions by the Board of directors of Infrasors in the absence of Pieter GS de Wit;
“Independent Expert” or “St John Capital”	St John Capital Proprietary Limited, the independent expert appointed by the Independent Board to advise as to whether the terms of the Scheme are fair and reasonable to shareholders in terms of section 114(3) of the Companies Act;
“Infrasors” or “the Company”	Infrasors Holdings Proprietary Limited (Registration number: 2007/002405/06), a private company incorporated in accordance with the laws of South Africa;
“Infrasors Group”	Infrasors and its subsidiaries;
“JSE”	the securities exchange operated by JSE Limited (Registration number: 2005/022939/06), a public company registered and incorporated in accordance with the laws of South Africa and licensed as an exchange under the Financial Markets Act;
“Last Practicable Date”	Friday, 13 December 2019, being the Last Practicable Date prior to the finalisation of this Circular;
“R” or “Rand”	South African Rand;
“Register” or “Share Register”	Infrasors share register, including all sub-registers;
“Regulations”	the Companies Regulations 2011 promulgated under the Companies Act, as amended;
“Remaining Shares”	4 054 409 Infrasors Shares, being all the issued Infrasors Shares, excluding the Infrasors Shares held by Afrimat as at the Last Practicable Date;
“Remaining Shareholders”	the holders of the Remaining Shares from time to time reflected as such in the Register;

“Resolutions”	the resolutions contained in the notice of Shareholders Meeting requiring approval by Shareholders to implement the Scheme;
“Scheme” or “Scheme of Arrangement”	the scheme of Arrangement in terms of section 114 read with section 115 of the Companies Act, proposed by the Board between Infrasors and the Remaining Shareholders, and to which Afrimat is a party, in terms of which Afrimat will acquire the Scheme Shares in exchange for the scheme consideration;
“scheme consideration”	the consideration owing by Afrimat to the Scheme Participants, being either the cash consideration or the consideration shares, or a combination thereof, as elected by the relevant Scheme Participant, provided that in the absence of an election, Scheme Participants will be deemed to have elected to receive the entire scheme consideration in the form of the cash consideration;
“Scheme Participant(s)”	refers to the Remaining Shareholders registered as such on the Scheme Record Date, other than the Dissenting Shareholders;
“Scheme Record Date”	the date on which Remaining Shareholders must be recorded in the Register in order to participate in the Scheme and receive the scheme consideration, which date is expected to be Friday, 14 February 2020;
“Scheme Resolution”	the special resolution to be proposed at the Shareholders Meeting for the approval by the Remaining Shareholders of the Scheme, the full terms of which are set out in the notice of Shareholders Meeting (<i>orange</i>) attached to and forming part of this Circular;
“Scheme Shares”	Infrasors Shares held by the Scheme Participants on the Scheme Record Date;
“Shareholders” or “Infrasors Shareholders”	the holders of Infrasors Shares recorded as such in the Register from time to time;
“Shareholders Meeting”	the general meeting of Infrasors Shareholders in their capacity as the registered holders of Infrasors Shares, to be convened in connection with the Scheme for the purposes of considering and, if deemed fit, approving, <i>inter alia</i> , the Scheme Resolution, including any adjournment or postponement thereof to be held at 11:00 on Monday, 20 January 2020, at Tyger Valley Office Park No. 2, Corner Willie van Schoor Avenue and Old Oak Road, Tyger Valley, 7530;
“Shares” or “Infrasors Shares”	issued ordinary shares having no par value in the share capital of Infrasors;
“South Africa”	the Republic of South Africa;
“Subsidiary”	a subsidiary as defined in section 1 of the Companies Act;
“Trading Day”	means any day on which trading takes place through the usual trading systems of the JSE;
“Transfer Secretaries” or “Link Market Services”	Link Market Services South Africa Proprietary Limited, (Registration number: 2000/007239/07), a private company incorporated in accordance the laws of South Africa;
“Voting Record Date”	the date on, and the time at, which a Remaining Shareholder must be recorded in the Register in order to vote at the Shareholders Meeting, which date is, as at the date of this Circular, expected to be Friday, 10 January 2020;
“Voting Last Day to Trade”	the last day to trade to be able to vote at the Shareholders Meeting, being the Voting Record Date; and
“VWAP”	Volume weighted average traded price.

CIRCULAR TO INFRASORS SHAREHOLDERS



Infrasors Holdings Proprietary Limited

Incorporated in the Republic of South Africa
(Registration number: 2007/002405/06)
("Infrasors" or "the Company")



Afrimat Limited

Incorporated in the Republic of South Africa
(Registration number: 2006/022534/06)
Share code: AFT ISIN: ZAE000086302
("Afrimat")

DETAILS IN RESPECT OF THE SCHEME

1. INTRODUCTION

- 1.1 Infrasors is an unregulated privately held South African mining resources company, mining and producing a spread of base minerals for the industrial, building and construction sectors. Infrasors has 155 957 326 Shares in issue, in terms of which 4 054 409 Shares are held by the Remaining Shareholders. As at the Last Practicable Date, Afrimat holds 151 902 917 Infrasors Shares, comprising 97,4% of the total Infrasors Shares in issue.
- 1.2 The Independent Board has obtained a report from the Independent Expert regarding the Scheme. A copy of the Independent Expert's report, which states that the Scheme is fair and reasonable to Scheme Participants, is set out in Annexure 1.
- 1.3 After due consideration and taking into account the report of the Independent Expert, the members of the Independent Board are unanimously of the view that the terms and conditions of the Scheme are fair and reasonable to the Remaining Shareholders, and therefore recommends that the Remaining Shareholders vote in favour of the Scheme Resolution.
- 1.4 Implementation of the Scheme is subject to the fulfilment or waiver (as applicable) of the Conditions Precedent including, *inter alia*, approval of the Scheme by the Remaining Shareholders in terms of section 115 of the Act.
- 1.5 Subject to the fulfilment or waiver (as applicable) of the Condition Precedent set out in paragraph 8 and if, following the Scheme becoming unconditional, it subsequently becomes operative Afrimat will acquire the Scheme Shares from the Scheme Participants for the scheme consideration.
- 1.6 The Scheme requires approval by way of a special resolution adopted in accordance with section 115 of the Companies Act at the Shareholders Meeting, at which Shareholders Meeting sufficient Remaining Shareholders are present to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised on the Scheme Resolution. In order to be approved, the Scheme Resolution must be supported by at least 75% of the voting rights exercised on the Scheme Resolution.

2. PURPOSE OF THIS CIRCULAR

The purpose of this Circular is to provide Infrasors Shareholders with:

- 2.1 Relevant information regarding the Scheme;

- 2.2 The Independent Expert's report in respect of the Scheme prepared in terms of section 114(3) of the Companies Act;
- 2.3 The Independent Board's recommendation in respect of the terms of the Scheme (as supported by the Independent Expert's report);
- 2.4 The notice of the Shareholders Meeting to be convened to consider and, if deemed appropriate, to approve the Resolutions as set out in the notice thereof attached to and forming part of this document; and
- 2.5 Information regarding Dissenting Shareholders' appraisal rights and the manner in which such Dissenting Shareholders may exercise those rights.

3. **RATIONALE**

Afrimat wishes to acquire all Infradors Shares not already held by Afrimat, in order for Infradors to become a wholly owned subsidiary of Afrimat. This acquisition will enable Afrimat to reorganise entities within the group in order to reduce costs, simplify management and to increase operational efficiency.

The Scheme will enable Scheme Participants to realise their unlisted holdings in Infradors for cash or in exchange for a more liquid listed security in the form of Afrimat Shares.

4. **SCHEME CONSIDERATION**

The scheme consideration becoming owing by Afrimat to Scheme Participants under the Scheme shall be settled in the form of either the cash consideration or the consideration shares or a combination thereof, as elected by each Scheme Participant.

Scheme Participants who make no election in respect of the form in which the scheme consideration becoming owing to such Scheme Participants should be settled by 12:00 on Scheme Record date shall be deemed to have elected that the scheme consideration be settled in its entirety in the form of the cash consideration.

Remaining Shareholders are referred to in paragraph 2.3 of the "Action Required by Infradors Shareholders" section of this Circular which sets out the action to be taken by them for purposes of making their elections regarding the form in which their scheme consideration shall be settled.

5. **TREATMENT OF FRACTIONS**

Where a Scheme Participant elects to receive all or a portion of its scheme consideration in the form of the consideration shares, fractional entitlements to such consideration shares may arise.

Should a Scheme Participant's entitlement to consideration shares result in a fractional entitlement, such fraction of an Afrimat Share will be rounded down to the nearest whole number resulting in allocations of whole Afrimat Shares and a cash payment will be made to the Scheme Participant for the fraction.

The quantum of the applicable cash payment in respect of the fractional element will be determined with reference to the VWAP of an Afrimat Share as at the Trading Day immediately succeeding the Scheme Record Date, discounted by 10%.

6. **FUNDING OF THE CASH CONSIDERATION**

Afrimat has confirmed to Infradors that sufficient cash resources are available for the payment of the maximum cash consideration in terms of the Scheme.

7. **THE SCHEME**

7.1 The Board proposes the Scheme in terms of section 114 read with section 115 of the Companies Act, between Infradors and the Remaining Shareholders, to which Afrimat is a party, pursuant to which, if the Scheme becomes operative, Afrimat will acquire all the Scheme Shares.

7.2 Subject to the fulfilment or waiver (as applicable) of the Conditions Precedent detailed in paragraph 8 of this Circular:

- 7.2.1 The Scheme will, with effect from the Implementation Date, become binding on the Scheme Participants (irrespective of whether or not such Scheme Participants voted in favour of the Scheme Resolution).
- 7.2.2 Subject to the Scheme becoming unconditional, the Scheme Participants shall be deemed with effect from the Implementation Date to have:
- 7.2.2.1 ceded and disposed of their Scheme Shares to Afrimat, who will be deemed to have acquired registered and beneficial ownership of such Scheme Shares on the Implementation Date free of encumbrances, in exchange for the scheme consideration payable for those Scheme Shares which scheme consideration is to be settled in terms of paragraph 12 of this Circular;
- 7.2.2.2 authorised Infrasers and/or the Transfer Secretaries on their behalf to transfer the Scheme Shares into the name of Afrimat; and
- 7.2.2.3 authorised Infrasers as principal with power of substitution on their behalf to collect from Afrimat the scheme consideration for delivery to those Scheme Participants and all risk and benefit in the Scheme Shares will pass from those Scheme Participants to Afrimat with effect from the Implementation Date against settlement of the scheme consideration.
- 7.2.3 Afrimat shall, on the Implementation Date, deliver to Infrasers as principal, or to the Transfer Secretaries of Infrasers for and behalf of Infrasers, the scheme consideration, in full and final discharge of Afrimat's obligations to settle the scheme consideration under the Scheme.
- 7.2.4 Infrasers, as principal, shall procure that Afrimat complies with its obligations under the Scheme, and Infrasers alone shall have the right to enforce these obligations (if necessary) against Afrimat.
- 7.2.5 A Scheme Participant's right to receive the scheme consideration shall be conditional upon against the surrender by such Scheme Participant of their Documents of Title in accordance with the provisions contained in relation thereto in the "Action Required by Infrasers Shareholders" section of this Circular.
- 7.2.6 The rights of the Scheme Participants to receive the scheme consideration in respect of the Scheme Shares disposed of by them will be the rights enforceable by Scheme Participants against Infrasers only. Such rights will only be enforceable against Infrasers if Infrasers or its agents has received the scheme consideration from Afrimat. The Scheme Participants shall be entitled to require Infrasers to enforce its rights in terms of the Scheme against Afrimat. Scheme Participants shall not be entitled to require Infrasers to deliver or procure the delivery of the scheme consideration if Infrasers or its agents has not received the scheme consideration or, to hold Infrasers liable for damages or the payment of any amount, save to the extent that Infrasers itself is in breach of its obligations in terms of the Scheme.
- 7.2.7 The effect of the Scheme will be that, with effect from the Implementation Date, the Scheme Shares will be acquired by Afrimat, resulting in Afrimat owning the Scheme Shares and Infrasers becoming a wholly owned subsidiary of Afrimat.
- 7.2.8 With effect from the Implementation Date, each and every officer/director of Infrasers or any other person nominated by Infrasers, will irrevocably be deemed to be the attorney and agent in *rem suam* of the Scheme Participants to implement the transfer of their Scheme Shares in terms of paragraph 7.2.2 above and, to sign any instrument of transfer in respect thereof or any other documents and to do any and all other acts required or desirable to implement the Scheme.
- 7.2.9 Afrimat, by becoming a party to the Scheme, confirms its obligations *vis-à-vis* Infrasers as set out in the Circular.

8. **CONDITIONS PRECEDENT**

The Scheme is subject, *inter alia*, to the following conditions precedent:

- by no later than Monday, 20 January 2020 (or any adjournment date), the Scheme Resolution having been approved by the requisite majority of Remaining Shareholders; and
- by no later than Monday, 3 February 2020, to the extent required under section 115(3) of the Companies Act, approval of the implementation of the Scheme Resolution by the Court is obtained and Infrasers not having treated the Scheme Resolution as a nullity as contemplated in section 115(5)(b) of the Companies Act.

DETAILS IN RESPECT OF THE SCHEME

9. DISSENTING SHAREHOLDERS' APPRAISAL RIGHTS

This paragraph 9 contains only a summary of the provisions of section 164 of the Companies Act. The full section is set out in Annexure 4 to this Circular.

9.1 The Remaining Shareholders are hereby advised of their appraisal rights in terms of section 164 of the Companies Act:

9.1.1 Any Remaining Shareholder that wishes to exercise their appraisal rights will be required to, at any time before the Scheme Resolution is voted on, give Infrasors a written notice objecting to the Scheme Resolution in accordance with the provisions of section 164(3) of the Companies Act ("**Notice of Objection**").

9.1.2 If the Scheme Resolution is subsequently adopted by the Remaining Shareholders, within 10 (ten) Business Days after Infrasors has adopted the Scheme Resolution, Infrasors must send a notice confirming that the Scheme Resolution has been adopted to each Remaining Shareholder who gave Infrasors a Notice of Objection and has neither withdrawn the Notice of Objection nor voted in favour of the Scheme Resolution ("**Scheme Resolution Adoption Notice**").

9.1.3 A Remaining Shareholder who validly delivered their Notice of Objection to Infrasors, voted against the Scheme Resolution and who has complied with all procedural requirements set out in section 164 of the Act, will be entitled in terms of section 164(5) to 164(8) of the Companies Act to demand in writing within 20 (twenty) Business Days after receipt of the Scheme Resolution Adoption Notice or, if such Remaining Shareholder does not receive the notice referred to in paragraph 9.1.2, within 20 (twenty) Business Days after learning that the Scheme Resolution was adopted, that Infrasors pay the Remaining Shareholder the fair value for all the Shares held by that Remaining Shareholder in respect of which such Remaining Shareholder gave Notice of Objection.

9.1.4 If Infrasors receives a demand in terms of sections 164(5) to (8) of the Companies Act and such demand is not withdrawn by the Implementation Date, Infrasors shall, in accordance with section 164(11) of the Companies Act, by no later than the final date for making an offer as contemplated in section 164(11) of the Companies Act, make an offer to that Dissenting Shareholder to purchase such Remaining Share(s).

9.1.5 A Dissenting Shareholder who has sent a demand in terms of sections 164(5) to 164(8) of the Companies Act may withdraw that demand before Infrasors makes an offer in accordance with section 164(11) of the Companies Act or, if Infrasors fails to make such an offer. If a Dissenting Shareholder voluntarily withdraws its demand made in terms of sections 164(5) to 164(8) of the Companies Act, it will cease to be a Dissenting Shareholder and will become a Scheme Participant whose Remaining Shares will be acquired by Afrimat, in accordance with the terms of the Scheme, with retrospective effect from the Implementation Date.

9.1.6 A Dissenting Shareholder who has sent a demand in terms of sections 164(5) to 164(8) of the Companies Act has no further rights in respect of the Remaining Shares in respect of which it has made such demand, other than to be paid the fair value of such Remaining Shares, unless:

9.1.6.1 that Dissenting Shareholder withdraws that demand before Infrasors makes an offer in accordance with section 164(11) of the Companies Act;

9.1.6.2 Infrasors fails to make an offer in accordance with section 164(11) of the Companies Act and that Dissenting Shareholder withdraws its demand; or

9.1.6.3 Infrasors makes an offer in accordance with section 164(11) of the Companies Act below and the Dissenting Shareholder allows such offer to lapse,

in which case that Remaining Shareholder's rights shall, in terms of section 164(10) of the Companies Act, be reinstated without interruption.

- 9.1.7 The offer made in accordance with section 164(11) of the Companies Act will, in terms of section 164(12)(b) of the Companies Act, lapse if it is not accepted by the Dissenting Shareholder within 30 (thirty) Business Days after it was made. If the Dissenting Shareholder allows that offer to lapse, it will cease to be a Dissenting Shareholder and will become a Scheme Participant whose Scheme Shares will be acquired by Afrimat, in accordance with the terms of the Scheme, with retrospective effect from the Implementation Date.
- 9.1.8 A Dissenting Shareholder who accepts an offer made in terms of section 164(11) of the Companies Act, will become an Excluded Dissenting Shareholder and will not participate in the Scheme. The Excluded Dissenting Shareholder must, thereafter, tender the Documents of Title in respect of such Remaining Shares to Infrasers or the Transfer Secretaries. Infrasers must pay that Excluded Dissenting Shareholder the agreed amount within 10 (ten) Business Days after the Excluded Dissenting Shareholder has accepted the offer and tendered the Documents of Title.
- 9.1.9 A Dissenting Shareholder who considers the offer made by Infrasers in accordance with section 164(11) of the Companies Act to be inadequate, may, in accordance with section 164(14) of the Companies Act, apply to a Court to determine a fair value in respect of the Remaining Shares that were the subject of that demand, and an order requiring Infrasers to pay the Dissenting Shareholder the fair value so determined. The Court will, in accordance with section 164(15)(v) of the Companies Act, be obliged to make an order requiring:
- 9.1.9.1 the Dissenting Shareholders to either withdraw their respective demands or to tender their Shares as contemplated in paragraph 9.1.10; and
- 9.1.9.2 Infrasers to pay the fair value in respect of the Shares (as determined by the Court) to each Dissenting Shareholder who tenders its Shares, subject to any conditions the Court considers necessary to ensure that Infrasers fulfils its obligations under section 164 of the Companies Act.
- 9.1.10 If, pursuant to the order of the Court, any Dissenting Shareholder withdraws its demand, the Dissenting Shareholder will cease to be a Dissenting Shareholder and will become a Scheme Participant whose Shares will be acquired by Afrimat, in accordance with the terms of the Scheme, with retrospective effect from the Implementation Date.
- 9.1.11 If, pursuant to the order of the Court, a Dissenting Shareholder tenders its Shares to Infrasers, such Dissenting Shareholder will become an Excluded Dissenting Shareholder and will not participate in the Scheme.
- 9.1.12 A copy of section 164 of the Companies Act, which sets out the appraisal rights, is included in Annexure 4 to this Circular.
- 9.1.13 Any Remaining Shareholder that is in doubt as to what action to take must consult their legal or professional advisor in this regard. A copy of section 164 of the Companies Act is attached to this Circular as Annexure 4.

10. SHAREHOLDERS MEETING

- 10.1 The Scheme Resolution will be put to a vote at the Shareholders Meeting to be held at 11:00 on Monday, 20 January 2020, at Afrimat's offices, Tyger Valley Office Park No. 2, Corner Willie van Schoor Avenue and Old Oak Road, Tyger Valley, 7530.
- 10.2 Each Remaining Shareholder recorded in the Register on the Voting Record Date can attend, speak and vote at the Shareholders Meeting in person or give a proxy to someone else (including the Chairman of the Shareholders Meeting) to represent him/her at the Shareholders Meeting by completing the attached 'Form of proxy' (*green*).
- 10.3 The relevant 'Form of proxy' (*green*) must be completed in accordance with the instructions therein and returned to the Transfer Secretaries: Link Market Services South Africa Proprietary Limited, 13th floor, Rennie House, 19 Ameshoff Street Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000), before the Shareholders Meeting that is to be held at 11:00 on Monday, 20 January 2020 (i.e. by no later than 11:00 on Thursday, 16 January 2020). Should the 'Form of proxy' (*green*) not be lodged with the Transfer Secretaries by this time, it may be handed to the Chairman of the

Shareholders Meeting before the Shareholders Meeting is due to commence or recommence, as the case may be. For administrative purposes Remaining Shareholders are requested to return the relevant 'Form of proxy' (*green*) to the Transfer Secretaries so that it is received no later than 48 hours before the Shareholders Meeting.

10.4 Electronic participation at the Shareholders Meeting

Remaining Shareholders or their proxies may participate in (but not vote at) the Shareholders Meeting by way of a teleconference call and, if they wish to do so:

- must contact the Company Secretary of Afrimat (by email at mariette.swart@afrimat.co.za) no later than 12:00 on Thursday, 16 January 2020, in order to obtain a pin number and dial-in details for that conference call;
- will be required to provide reasonably satisfactory identification; and
- will be billed separately by their own telephone service providers for their telephone call to participate in the Shareholders Meeting,

provided that Remaining Shareholders and their proxies will not be able to vote telephonically at the Shareholders Meeting and, will still need to appoint a proxy to vote on their behalf at the Shareholders Meeting.

11. PROCEDURE FOR ACCEPTANCE OF THE SCHEME CONSIDERATION

11.1 Remaining Shareholders shall, subject to the Scheme becoming unconditional and implemented, only be entitled to receive the scheme consideration in respect of their Scheme Shares once they have surrendered their Documents of Title.

11.2 A Remaining Shareholder who wishes to surrender his/her Documents of Title in anticipation of the Scheme being implemented may complete the 'Form of surrender, election and transfer in respect of the Scheme' (*pink*) and return it, together with the Documents of Title relating to all his/her Remaining Shares, to the Transfer Secretaries: Link Market Services South Africa Proprietary Limited, 13th floor, Rennie House, 19 Ameshoff Street Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000) prior to 12:00 on the Scheme Record Date.

11.3 Alternatively, Remaining Shareholders can submit their Documents of Title after 12:00 on the Scheme Record Date, and surrender their Documents of Title representing all of their Scheme Shares under cover of a completed 'Form of surrender, election and transfer in respect of the Scheme' (*pink*) at that time. In this regard, if requested by any of those Remaining Shareholders, a further 'Form of surrender, election and transfer in respect of the Scheme' will be sent to such requesting Shareholders for use by those Remaining Shareholders who may not yet have surrendered their Documents of Title.

11.4 The scheme consideration will be settled to Scheme Participants in accordance with the provisions contained in paragraph 2.5 of the "Actions Required by Infrasers Shareholders" section of this Circular.

11.5 If the Documents of Title relating to the Remaining Shares held by any Remaining Shareholders have been lost or destroyed, such Shareholders should nevertheless return a duly completed 'Form of surrender, election and transfer in respect of the Scheme' (*pink*), together with an indemnity on terms satisfactory to Infrasers. Infrasers may, in its sole discretion dispense with the surrender of such Documents of Title upon production of satisfactory evidence that the Documents of Title have been lost or destroyed and upon provision of an indemnity on terms acceptable to it. Unless otherwise agreed by Infrasers, only indemnity forms obtained from the Transfer Secretaries (available on request) will be regarded as suitable. Infrasers shall be entitled, in its absolute discretion, by way of agreement to waive the requirement of an indemnity.

11.6 No receipt will be issued for Documents of Title surrendered unless specifically requested.

11.7 Documents of Title surrendered by Remaining Shareholders prior to the Implementation Date of the Scheme will be held in trust by the Transfer Secretaries, at the risk of the Remaining Shareholders

concerned, pending the Scheme becoming operative. In the event of the Scheme not being implemented or on receipt by the Transfer Secretaries of the required Documents of Title, whichever is the later, for any reason whatsoever, the Transfer Secretaries will, by not later than 5 (five) Business Days after the date upon which it becomes known that the Scheme will not be implemented, return the Documents of Title to the Certificated Shareholders concerned by, registered post, at the risk of such Shareholders, to the address recorded in the Register.

11.8 Election of scheme consideration

11.8.1 If a Remaining Shareholder does not wish to receive the scheme consideration in the form of the cash consideration only, such Remaining Shareholder must complete the 'Application Form for subscription for consideration shares' (*white*) attached to this Circular in accordance with its instructions reflected therein and forward it, together with your Documents of Title to the Transfer Secretaries. The 'Application Form for subscription for consideration shares' (*white*) and Documents of Title must be received by no later than 12:00 on the Scheme Record Date. The 'Application Form for subscription for consideration shares' (*white*) may be delivered by hand or sent by mail to the addresses specified in paragraph 2.3 of the "Action Required by Infradors Shareholders" section of this Circular.

11.8.2 In the absence of the 'Application Form for subscription for consideration shares' (*white*) being received by the Transfer Secretaries by 12:00 on the Scheme Record Date, the Remaining Shareholder having failed to deliver such form will be deemed to have elected to receive the scheme consideration in the form of the cash consideration only.

12. SETTLEMENT OF THE SCHEME CONSIDERATION

12.1 In the event that the Scheme becomes unconditional and the Scheme is implemented, Scheme Participants, subject to the Exchange Control Regulations, will be entitled to receive the scheme consideration in respect of the Scheme Shares held by them on the Scheme Record Date. The scheme consideration shall be fully paid-up and Infradors will, in the manner contemplated in paragraph 7.2 of this Circular, procure the settlement of the scheme consideration to the Scheme Participants.

12.2 Subject to Exchange Control Regulations, details of which are set out in paragraph 14 below, the scheme consideration will:

12.2.1 if it is to be settled in the form of cash consideration, it will be settled in accordance with the provisions contained in paragraph 2.5.1 of the "Action Required by Infradors Shareholders" section of this Circular; and/or

12.2.2 if it is to be settled in the form of consideration shares, it will be settled in accordance with the provisions contained in paragraph 2.5.2 of the "Action Required by Infradors Shareholders" section of this Circular.

13. OTHER MATTERS

13.1 Infradors may, but only after the receipt of Afrimat's written consent:

13.1.1 before or at the Shareholders Meeting, agree to any amendment, variation or modification of the Scheme. The Remaining Shareholders will be notified of any such variation or modification; or

13.1.2 after the Shareholders Meeting, agree to any amendment, variation or modification Infradors may deem fit to approve or impose, provided that no amendment, variation or modification made after the Shareholders Meeting may have the effect of diminishing the rights which will accrue to a Remaining Shareholder in terms of the Scheme.

13.2 A certificate signed by two directors of the Independent Board stating that all Conditions Precedent have been fulfilled and/or waived (as the case may be) and that the Scheme is capable of implementation shall be binding on Infradors and the Scheme Participants.

- 13.3 Upon the Scheme being implemented, the Documents of Title held by any Scheme Participants will cease to be of any value, other than for the purposes of surrender in terms of the Scheme, and no certificates or deeds or documents will be issued by Infrasers in place thereof.
- 13.4 Infrasers will be entitled, and will have the authority on behalf of itself and each Remaining Shareholder, to authorise any person nominated by Infrasers to sign all documents, and do any other things required to be done in order to implement the terms of the Scheme, including but not limited to, all transfer forms, forms of transfer, changes in address and cessions of rights to dividends, distributions and other entitlements to Infrasers.
- 13.5 All times and dates referred to herein are subject to change, as contemplated in this Circular.
- 13.6 The tax implications of the Scheme on the Scheme Participants Shareholders will depend on the individual circumstances of each Scheme Participant. The Remaining Shareholders should seek advice from appropriate professional advisors if they are in any doubt whatsoever about their tax position and ascertain whether there are any additional or exceptional tax consequences which could apply to them. No dividend tax is applicable to the scheme consideration.
- 13.7 The Scheme shall be governed by the laws of South Africa only. Each Scheme Participant shall be deemed to have irrevocably submitted to the non-exclusive jurisdiction of the Courts of South Africa in relation to all matters arising out of or in connection with the Scheme.

EXCHANGE CONTROL REGULATIONS

14. EXCHANGE CONTROL REGULATIONS

14.1 The settlement of the scheme consideration for Scheme Participants will be made subject to the Exchange Control Regulations.

14.2 The following is a summary of the Exchange Control Regulations. The Remaining Shareholders who are not residing in South Africa, or who have registered addresses outside South Africa, must satisfy themselves as to the full observance of the laws of the relevant jurisdiction concerning the receipt of the cash consideration, including obtaining any required governmental or other consents, observing any other required formalities and paying any issue, transfer or other taxes due in that jurisdiction. If any Remaining Shareholder is in any doubt, he/she should consult his/her professional advisors without delay.

14.3 Residents of the Common Monetary Area

In the case of:

14.3.1 Scheme Participants whose registered address in the Register are within the Common Monetary Area and whose Documents of Title are not restrictively endorsed in terms of the Exchange Control Regulations, the scheme consideration will be posted to such Scheme Participant in accordance with the provisions contained in paragraph 2.5 of the "Action Required by Infradors Shareholders" section of this Circular; or

14.4 Emigrants from the Common Monetary Area

In the case of Scheme Participants who are emigrants from the Common Monetary Area and whose Shares form part of their blocked assets, the scheme consideration will:

14.4.1 be forwarded to the authorised dealer in foreign exchange in South Africa controlling such Shareholders' blocked assets in terms of the Exchange Control Regulations against delivery of the relevant Documents of Title. The attached 'Form of surrender, election and Transfer in respect of the Scheme' (*pink*) makes provision for details of the authorised dealer concerned to be given; or

14.5 All other non-residents of the Common Monetary Area

The Scheme consideration accruing to non-resident Scheme Participants whose registered addresses are outside the Common Monetary Area and who are not emigrants from the Common Monetary Area will:

14.5.1 in the case of Shareholders whose Documents of Title have been restrictively endorsed in terms of the Exchange Control Regulations, be deposited with their authorised dealer in foreign exchange in South Africa nominated by such Shareholder. The attached 'Form of surrender, election and transfer in respect of the Scheme' (*pink*) makes provision for details of the authorised dealer concerned to be given.

14.6 Information not provided

If the information regarding authorised dealers is not given or the instructions are not given, the scheme consideration will be held in trust by Infradors or the Transfer Secretaries on behalf of Infradors for the Scheme Participants concerned, pending receipt of the necessary information or instructions. No interest will be paid on the scheme consideration so held.

GENERAL

15. INFRASORS SHARE CAPITAL

The authorised and stated capital of Infrasors at the Last Practicable Date is set out below:

Authorised and issued share capital

Authorised share capital

1 000 000 000 ordinary shares of no par value

Issued share capital

155 957 326 ordinary shares of no par value

1. There is no share premium.
2. At the Last Practicable Date there were no ordinary shares held as treasury shares.

16. MAJOR INFRASORS SHAREHOLDERS

As at the Last Practicable Date, the following Infrasors Shareholders beneficially hold 5% or more of the Infrasors issued share capital:

Shareholder	Number of Infrasors Shares Directly Held	% of Issued Infrasors Share Capital
Afrimat Limited	151 902 917	97,4%
Total	151 902 917	97,4%

No Infrasors Shares were acquired by Afrimat Limited, during the 6 (six) months prior to the date of issue of this Circular.

17. AFRIMAT SHARE CAPITAL

The authorised and issued share capital of Afrimat at the Last Practicable Date is set out below:

Authorised and issued share capital

Authorised share capital

1 000 000 000 ordinary shares of no par value

Issued share capital

143 262 412 ordinary shares of no par value

1. There is no share premium.
2. At the Last Practicable Date there were 8 220 365 ordinary shares held as treasury shares.

17.1 Confirmation of available authorised but unissued shares to implement the Scheme

Afrimat confirms that it has sufficient authorised and unissued shares to implement the Scheme.

18. HISTORICAL FINANCIAL INFORMATION RELATING TO INFRASORS

- 18.1 A copy of the historical financial information relating to the subsidiaries within the Infrasors group is available on request at Afrimat's registered office.
- 18.2 There are no known material changes to the expected financial or trading position of Infrasors subsequent to its latest published financial results for year ended 28 February 2019.
- 18.3 There have been no material variations in the accounting policies of Infrasors subsequent to its latest published financial results for the year ended 28 February 2019, except for the implementation of IFRS 16: *Leases*. The group adopted IFRS 16 from 1 March 2019 using the modified retrospective transition method.

19. INFORMATION ON DIRECTORS OF INFRASORS

The names, occupations and relevant business experience of the directors and executive management of Infrasors and Infrasors major subsidiaries are set out in Annexure 2 to this Circular.

20. DIRECTORS OF INFRASORS INTERESTS IN AFRIMAT

20.1 As at the Last Practicable Date, directors of Infrasors and its subsidiaries held the following interest in Afrimat:

Director	Direct Beneficial	Indirect Beneficial	Total	% of Issued Share Capital in Afrimat
Johannes M Kalo	130 605	105 000	235 605	0,16%
Pieter GS de Wit	194 706	–	194 706	0,14%
Collin Ramukhubathi	9 443	–	9 443	0,01%
Total	334 754	105 000	439 754	0,31%

20.2 In the period commencing 6 (six) months prior to the Last Practicable Date the following dealings took place by directors of Infrasors and its subsidiaries in Afrimat securities.

Director	Date	Volume	Nature of Transaction	Price (cents)
Pieter GS de Wit	6 November 2019	70 577	Receipt of shares as settlement of vested rights in the Afrimat Share Appreciation Rights Scheme	3 381
Pieter GS de Wit	6 November 2019	(31 759)	Disposal of shares to settle tax liability relating to vested rights in the Afrimat Share Appreciation Rights Scheme	3 381
Collin Ramukhubathi	6 November 2019	17 169	Receipt of shares as settlement of vested rights in the Afrimat Share Appreciation Rights Scheme	3 381
Collin Ramukhubathi	6 November 2019	(7 726)	Disposal of shares to settle tax liability relating to vested rights in the Afrimat Share Appreciation Rights Scheme	3 381
Johannes M Kalo	26 July 2019	13 622	Disposal	3 466
Johannes M Kalo	26 July 2019	6 378	Disposal	3 462
Johannes M Kalo	26 July 2019	8 051	Disposal	3 439
Johannes M Kalo	26 July 2019	1 949	Disposal	3 424
Johannes M Kalo	26 July 2019	12 307	Disposal	3 435
Johannes M Kalo	26 July 2019	97 187	Disposal	3 432
Johannes M Kalo	26 July 2019	3 044	Disposal	3 430
Johannes M Kalo	26 July 2019	2 462	Disposal	3 417

21. DIRECTORS OF INFRASORS INTERESTS IN INFRASORS

21.1 As at the Last Practicable Date, directors of Infrasors and its subsidiaries held the following interest in Infrasors:

Director	Direct Beneficial	Indirect Beneficial	Total	% of Issued Share Capital in Afrimat
Johannes M Kalo	1 000	–	1 000	0,00%

22. OTHER ARRANGEMENTS

No arrangements, agreements or understandings which have any connection with or dependence on the Scheme exist between Infrasors, the Shareholders, Afrimat or any person acting in concert with it, or any director of Infrasors or any person who was a director of Infrasors within the period commencing 12 (twelve) months prior to the date of this Circular, or any person who is or was an Infrasors Shareholder within the abovementioned period.

23. INFRASORS DIRECTORS SERVICE CONTRACTS

Service contracts with the executive directors of Infrasors were concluded on terms and conditions that are standard for such appointments and contain normal terms of employment. There are no service contracts in place in respect of the non-executive directors of Infrasors.

There are no service contracts entered into or amended within 6 (six) months before the date of the offer period.

24. AGREEMENTS IN RELATION TO THE SCHEME

No agreement exists between Infrasors and any Infrasors Shareholder which could be considered material to a decision regarding the Scheme to be taken by Infrasors Shareholders. As at the Last Practicable Date, no other agreements have been entered into between Infrasors and any of the directors of Infrasors or Infrasors Shareholders in relation to the Scheme.

25. OPINIONS AND RECOMMENDATIONS

25.1 The Independent Board appointed St John Capital as the Independent Expert (which meets the requirements set out in section 114(2) of the Companies Act, to advise it on the Scheme and scheme consideration and to compile a report in terms of section 114(3) of the Companies Act to the Independent Board concerning the Scheme).

25.2 The Independent Expert has advised the Independent Board that it has considered the terms and conditions of the Scheme and is of the opinion that these terms and conditions are fair and reasonable to the Remaining Shareholders. The content of the report from the Independent Expert is included in Annexure 1 to this Circular and the report has not been withdrawn prior to the publication of this Circular.

25.3 The Independent Board, after due consideration of the report by the Independent Expert and the fair and reasonable opinion presented therein, and having considered the terms of the Scheme concurs with the findings of the Independent Expert regarding the Scheme and recommends that the Remaining Shareholders vote in favour of the Resolutions to be proposed at the Shareholders Meeting.

26. MATERIAL CHANGES AND LITIGATION

26.1 There are no legal or arbitration proceedings against Infrasors (including any such proceedings that are pending or threatened), of which the directors are aware which may have or have had during the 12 (twelve) months preceding the date of this Circular, a material effect on the Infrasors financial position.

26.2 There are no material changes to the expected financial or trading position of Infrasors since the publication of the Afrimat audited consolidated financial results for the 12 (twelve) months ended 28 February 2019.

27. IRREVOCABLE UNDERTAKINGS

The following irrevocable undertaking has been provided by an Infrasors Shareholder to vote in favour of the Scheme:

Infrasors Shareholder	Number of Infrasors Shares held	% Infrasors issued share capital
The Boles Family Trust	3 500 000	2,24%
Total	3 500 000	2,24%

28. COSTS AND EXPENSES

The following expenses and provisions are expected or have been provided for by Afrimat in connection with the Scheme. All fees stated below are exclusive of value-added taxation.

Bridge Capital Advisors (Pty) Ltd	Transaction Sponsor	225 000
St John Capital (Pty) Ltd	Independent Expert	150 000
Cliffe Dekker Hofmeyr Inc.	Legal Advisor	175 000
Ince (Pty) Ltd	Printing costs	26 133
Total		576 133

29. CONSENTS

Bridge Capital, St John Capital, Cliffe Dekker Hofmeyr, Computershare Investor Services and Link Market Services have consented in writing to the inclusion of their names and reports, as applicable in this Circular, in the form and context in which they appear and have not withdrawn their consents prior to the publication of this Circular.

30. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at the registered office of Afrimat, from the date of posting of the Circular until the end of the date of the Shareholders Meeting:

- the standalone audited financial statements of the entities within the Infrasors group for the years ended 28 February 2019, 2018 and 2017;
- a signed copy of this Circular;
- the independent opinion letter from the Independent Expert;
- the written consents referred to in paragraph 29; and
- Infrasors directors' service contracts.

For and on behalf of Infrasors

Who is duly authorised hereto in terms of a resolution passed by the Board of directors of Infrasors Holdings Proprietary Limited

Signed on behalf of Independent Board of Infrasors

Esther Teffo
Director
Lyttelton
19 December 2019

Signed on behalf of Infrasors Board

Collin Ramukhubathi
Director
Cape Town
19 December 2019

Signed on behalf of Afrimat Board

Pieter GS de Wit
Director
Cape Town
19 December 2019

REPORT OF THE INDEPENDENT EXPERT

19 December 2019

The directors
Infrasors Holdings Proprietary Limited
Lyttelton Dolomite Mine
Botha Avenue
Lyttelton
0157
South Africa

Dear Sirs

INDEPENDENT EXPERT'S REPORT ON THE SCHEME OF ARRANGEMENT PROPOSED BY THE BOARD OF DIRECTORS OF INFRASORS HOLDINGS PROPRIETARY LIMITED

Introduction

Infrasors Holdings Proprietary Limited ("Infrasors") is a South African mining resources company, mining and producing a spread of base minerals for the industrial, building and construction sectors. Infrasors has 155 957 326 ordinary shares in issue, of which 151 902 917 (97,4%) are held by Afrimat Limited ("Afrimat"), a mining resources company listed on the Securities Exchange operated by the JSE Limited ("JSE"). The remaining 4 054 409 shares are held by minority shareholders ("Remaining Shareholders").

The Board of directors of Infrasors ("the Infrasors Board") intends to propose a Scheme of Arrangement in terms of Section 114(1) of the Companies Act (No. 71 of 2008) as amended ("Companies Act") ("the Scheme"), between Infrasors and the Remaining Shareholders, to which Afrimat is a party, in terms of which, if implemented, Afrimat will acquire all of the Infrasors Shares held by those Remaining Shareholders who participate in the Scheme.

In terms of the Scheme the Remaining Shareholders will be entitled to receive a cash consideration of an amount equal to the 30-day volume weighted average trading price ("30-day VWAP") of 1 (one) Afrimat Ordinary Share to be issued as at the JSE Trading Day immediately preceding the Scheme Record Date of Remaining Shareholders to participate in the Scheme for every 11 (eleven) Infrasors Shares (the "cash consideration"); or 1 (one) Afrimat Ordinary Share to be issued for every 11 (eleven) Infrasors Shares (the "Swop Ratio"); or a combination of the cash consideration and the consideration shares issued in terms of the Swop Ratio, on the basis that, in the absence of an election, an Infrasors Shareholder will be deemed to have elected to receive the cash consideration.

Infrasors does not constitute a "regulated company", as defined in section 117(1)(i) read together with section 118(1) and (2) of the Companies Act, and thus the Scheme does not constitute an "affected transaction" as contemplated in section 117(1)(c) of the Companies Act, and is accordingly not subject to Parts B and C of Chapter 5 of the Companies Act and the Takeover Regulations.

For purposes of the implementation of the Scheme, section 114 of the Companies Act provides that:

- Infrasors must retain an Independent Expert that meets the requirements as set out in section 114(2) of the Companies Act; and
- the Independent Expert must prepare a report to the Infrasors Board concerning the proposed Scheme, and cause it to be distributed to the Remaining Shareholders, which report must contain the information set out in section 114(3) of the Companies Act.

We have been appointed by the Infrasors Board to act as the Independent Expert, reporting in terms of section 114(2) and (3) of the Companies Act and Regulation 90 of the Companies Regulations, 2011 promulgated under the Companies Act ("Companies Regulations").

Qualification and independence

For purposes of our appointment as the Independent Expert, we confirm that we meet the competence, experience, and impartiality requirements of Section 114(2)(a) and, we confirm that we meet the independence requirements set out in Section 114(2)(b) and Regulation 90(3)(a).

Our fee payable for this engagement amounts to R150 000 and is not contingent upon or related to the outcome of the Scheme.

Scope of our work and report

Our report is provided to the Infrasors Board for the sole purpose of assisting the Infrasors Board in forming and expressing an opinion on the terms and conditions of the Scheme for the benefit of the Remaining Shareholders.

Our work and the contents of our Independent Expert report are regulated by section 114(3) of the Companies Act and Regulation 90 of the Companies Regulations. In short, we are required to consider the material effects that the proposed Scheme will have on the rights and interests of the Remaining Shareholders, the compensation that the Remaining Shareholders will receive under the Scheme, and any reasonably probable beneficial and significant effect of the Scheme on the business and prospects of Infrasors. We are also required to state any material interests of any director of Infrasors and state the effect of the proposed Scheme on those interests and persons.

We are required to express an opinion on the fairness and reasonableness of the consideration offered in terms of the Scheme to the Remaining Shareholders. Our assessment of fairness is primarily based on quantitative issues, whereas reasonableness includes a consideration of qualitative aspects.

The terms and conditions of the Scheme would be considered fair to the Remaining Shareholders if the measurable financial benefits of the Scheme equal or exceed the cost thereof. Thus, our assessment would be considered fair if the financial effects of the Scheme were either neutral or positive for the Remaining Shareholders.

To form this opinion, we have undertaken a valuation of the ordinary shares of Afrimat and of Infrasors and made assessments of the Swop Ratio and the cash consideration provided for in the Scheme.

Those factors which are difficult to quantify or are unquantifiable but nonetheless may affect a Shareholder's assessment of the Scheme, are also taken into account in forming an opinion on the reasonableness thereof.

Sources of information considered

In arriving at our opinion we have considered information, *inter alia*, from the following sources:

- the history of Afrimat and Infrasors, their nature of business, products or services, key customers and an overview of competitor activity. This information was acquired from public sources and from management;
- recent analyst reports on Afrimat and the industry;
- share price history of Afrimat and historic volumes traded;
- historical financial information on Afrimat and Infrasors for the years ended 28 February 2017 to 2019 and the period ended 31 August 2019;
- Afrimat and Infrasors managements' forecasts for the remainder of the financial year ending 28 February 2020 and the financial years ending 28 February 2021 to 2025;
- irrevocable commitments by certain Remaining Shareholders to vote in favour of the Scheme;
- the Circular to shareholders of Infrasors, of which this report forms part ("the Circular"); and
- discussions and correspondence with management of the Afrimat group.

Where practical, we have corroborated the reasonability of the information provided to us for the purpose of our opinion, including publicly available information, whether in writing or obtained in discussions with management of Afrimat.

Procedures performed in arriving at our opinion

In order to assess the fairness and reasonableness of the terms and conditions of the Scheme, we have performed, among others, the following procedures:

- considered the financial and other information described above;
- considered the rationale for the Scheme, as set out in the Circular;

- prepared a financial model for the purposes of our indicative valuations of the ordinary shares of Afrimat and Infradors;
- conducted appropriate sensitivity analyses on the valuations and the Swop Ratio, based on a reasonable range of assumptions; and
- considered qualitative aspects of the Scheme.

Valuation and quantitative assessment

In considering the terms and conditions of the Scheme, we performed independent indicative valuations of Afrimat and Infradors at the most recent practical date, which was 31 August 2019, and we rolled our valuations forward to 13 December 2019 the latest practical date for purpose of our report, using the weighted average cost of capital, taking account of any significant transactions and events subsequent to 31 August 2019, as discussed with management. We also considered market and economic conditions up to the date of issue of this report.

Our valuations were performed by application of the income approach, using discounted cash flow methodologies applied to forecasts, as our primary methodology. We supplemented this by applying the market approach, which primarily entailed a consideration of enterprise value (“EV”) to earnings before interest, taxes, depreciation, and amortisations (“EBITDA”) multiples.

We noted that our valuation outcomes were most sensitive to commodity price, revenue growth rates and operating margins and we applied appropriate sensitivity analysis on these cash flow drivers.

Based on the work described, we established our fair value ranges for the shares of both Afrimat and Infradors.

Our fair value range for the shares of Infradors is 223 cents to 251 cents per share with a mean or core value of 237 cents. Our fair value range for Afrimat shares is 2 985 cents to 3 150 cents per share with a mean or core value of 3 068 cents.

Applying our range of fair values for the shares of Afrimat and Infradors, we calculated a fair value swop ratio range of between 11,9 and 14,1 Infradors shares for one Afrimat share with a mean or core swop ratio of 13 Infradors shares for one Afrimat share.

The cash consideration to which Remaining Shareholders are entitled under the Scheme is to be based on the 30-day VWAP of the Afrimat share on the day preceding the Scheme Record Date, which is expected to be 14 February 2020. Under the Scheme the ratio to be used for determining the cash consideration is 11 Infradors shares for one Afrimat share. Accordingly, the cash consideration will amount to one eleventh (1/11th) of the 30-day VWAP at 13 February 2020.

Similarly, the Swop Ratio to which Remaining Shareholders are entitled under the Scheme, should they so elect, is 11 Infradors shares for each one Afrimat share.

The ratio of 11 for one for the cash consideration and the Swop Ratio is below our fair value swop ratio range of 11,9 to 14,1 indicating that the ratio of 11 for one under the Scheme is presently favourable to Remaining Shareholders.

Further, we note that the Afrimat share price closed at 3 175 cents on Friday, 13 December 2019, illustrating that the value of the Infradors share would have been implied at 289 cents if the ratio of 11 for one had been applied on that date, i.e. presently favourable for Remaining Shareholders.

However, the 30-day VWAP on the day preceding the Scheme Record Date is based on unknown future prices of the Afrimat share on the JSE and we cannot predict what the 30-day VWAP will be at that time.

Assessment of qualitative factors

We note the following qualitative factors for Infradors Shareholders, if the Scheme is implemented:

- Afrimat wish to acquire all Infradors Shares not already held by Afrimat, save for any Infradors Shares that may be reacquired by Infradors pursuant to a Dissenting Shareholder appraisal process in terms of section 164 of the Companies Act, in order for Infradors to become a wholly owned subsidiary of Afrimat. This acquisition will enable Afrimat to reorganise entities within the group in order to reduce costs, simplify the management structure, and increase operational efficiency;
- the costs incurred to implement the Scheme as set out in the Circular are not material in relation to the nature and size of the transaction and in relation to the benefit of simplifying the Afrimat group structure, eliminating accounting and regulatory complexities, and saving additional costs on administration. These are benefits which are difficult to quantify; and

- the Scheme provides an opportunity for the Remaining Shareholders electing to receive consideration shares to achieve liquidity for their investment in Infrasors which otherwise may be difficult to achieve.

Opinion and limiting conditions

Based upon and subject to the foregoing:

- We are of the opinion that the Swop Ratio to which Remaining Shareholders are entitled under the Scheme, should they so elect, is fair and reasonable to the Remaining Shareholders,
- The cash consideration will be fair and reasonable to the Remaining Shareholders if the 30-day VWAP of Afrimat share on the day preceeding the Scheme Record Date is equal to or more than 2 453c.
- Further, in our opinion the Scheme will not have a material adverse impact on the business and prospects of Infrasors or on the rights of the Remaining Shareholders.

Our opinion is addressed to the Infrasors Board, because each shareholder's decision may be influenced by their particular circumstances, we recommend that a shareholder should consult an independent advisor if they are in any doubt as to the merits of the Scheme considering their personal circumstances.

Our opinion is based upon the market, regulatory and trading conditions as they currently exist and can only be evaluated as at the date of this report. It should be understood that subsequent developments may affect our opinion, which we are under no obligation to update, revise or reaffirm.

Our procedures and enquiries did not constitute an audit in terms of International Standards on Auditing. Accordingly, we do not express an audit opinion on the financial data or other information used in arriving at our opinion.

Other matters

In accordance with Sections 114(3)(e) and (f) of the Companies Act, we confirm that the interests of the directors of Infrasors in the Shares of Afrimat and Infrasors are disclosed in the Circular, of which this report forms part, and, from our enquiries, we understand that the Scheme has the same effects on such directors that it has on other Remaining Shareholders.

Disclosure of statutory provisions for approval and relief

In accordance with the requirement of Section 114(3)(g) of the Companies Act, we confirm that Sections 115 and 164 of the Companies Act are reproduced as Annexures 3 and 4 to the Circular.

Consent

We hereby consent to the inclusion of this report and references thereto in the form and context in which they appear in the Circular.

Yours faithfully

Michael Dale

Director

St John Capital Proprietary Limited
Corporate Finance
Fullard-Mayer-Morrison Office Park
4 Morris Street West
Rivonia, Sandton, 2196

INFORMATION ON THE DIRECTORS OF INFRASORS AND MAJOR SUBSIDIARIES

Information on the directors of Infrasors is set out below:

Full name	Role	Relevant business experience
Pieter GS de Wit	CFO	Pieter was appointed as CFO of Afrimat Limited from 1 March 2016. Prior to his appointment as CFO he was the Regional Director of the group's Kwazulu-Natal and Free State operations where he was responsible for the strategic repositioning of these businesses since 1 October 2013. He also held other various leadership roles in Afrimat since joining the group in 2008, including Company Secretary and Chief Audit Executive. He qualified as a chartered accountant in 2002 and worked for 16 (sixteen) years at PriceWaterhouseCoopers prior to joining Afrimat.
Collin Ramukhubathi	Non-Executive Director	Collin started as a Quarry Manager and worked his way up into various leadership roles like Group Manager: Mineral Resources Compliance and then General Manager: Sustainability and now holds the position as an Executive Director: HR, Sustainability, Brand and Marketing. Prior to this he held leadership roles with Portland Quarry, Afrisam and Basil Read, with more than 20 (twenty) years of experience Collin is an asset with vast knowledge in the industry.
Johannes M Kalo	Non-Executive Director	Joe completed his Matric and also did various short courses in Business Management. Joe is a successful business man and owned several local stores in the area of Beaufort West. Joe has more than 20 (twenty) years of experience in the quarrying and mining industry and is a valuable asset.
Esther Teffo	Non-Executive Director	In 2017, Esther completed the Management Development Programme at the University of Stellenbosch. Esther has a real passion for her work within the communities. Esther thrives to be at the forefront within the community ensuring we continue creating value in the communities the company operates in.

Information on the directors of Infrasors major subsidiaries is set out below:

Full name	Role	Relevant business experience
Pieter GS de Wit	CFO	Same as above
Collin Ramukhubathi	Non-Executive Director	Same as above
Johannes M Kalo	Non-Executive Director	Same as above

SECTION 115 – REQUIRED APPROVAL FOR TRANSACTIONS CONTEMPLATED IN PART OF CHAPTER 5 OF THE COMPANIES ACT

- “(1) Despite section 65, and any provision of a Company's Memorandum of Incorporation, or any resolution adopted by its Board or holders of its securities, to the contrary, a Company may not dispose of, or give effect to an agreement or series of agreements to dispose of, all or the greater part of its assets or undertaking, implement an amalgamation or a merger, or implement a Scheme of Arrangement, unless:
- (a) the disposal, amalgamation or merger, or Scheme of Arrangement:
 - (i) has been approved in terms of this section; or
 - (ii) is pursuant to or contemplated in an approved business rescue plan for that Company, in terms of Chapter 6; and
 - (b) to the extent that Parts B and C of this Chapter and the Takeover Regulations apply to a Company that proposes to:
 - (i) dispose of all or the greater part of the assets or undertaking;
 - (ii) amalgamate or merge with another Company; or
 - (iii) implement a Scheme of Arrangement, the Panel has issued a compliance notice in respect of the transaction in terms of section 119(4)(b) or exempted the transaction in terms of section 119(6).
- (2) A proposed transaction contemplated in sub-section (1) must be approved:
- (a) by a Special Resolution adopted by persons entitled to exercise voting rights on such a matter, at a meeting called for that purpose and at which sufficient persons are present to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter, or any higher percentage as may be required by the company's Memorandum of Incorporation; and
 - (b) by a Special Resolution, also adopted in the manner required by paragraph (a), by the Shareholders of the Company's holding Company if any, if:
 - (i) the holding Company is a Company or an external Company;
 - (ii) the proposed transaction concerns a disposal of all or the greater part of the assets or undertaking of the subsidiary;
 - (iii) having regard to the consolidated financial statements of the holding Company, the disposal by the subsidiary substantially constitutes a disposal of all or the greater part of the assets or undertaking of the holding Company; and
 - (c) by the Court, to the extent required in the circumstances and manner contemplated in sub-sections (3) to (6).
- (3) Despite a resolution having been adopted as contemplated in sub-sections (2)(a) and (b), a Company may not proceed to implement that resolution without the approval of a Court if:
- (a) the resolution was opposed by at least 15% of the voting rights that were exercised on that resolution, and any person who voted against the resolution requires the Company to seek Court approval; or
 - (b) the Court, on an application within 10 (ten) business days after the vote by any person who voted against the resolution, grants that person leave, in terms of sub-section (6), to apply to a Court for a review of the Transaction in accordance with sub-section (7).
- (4) For the purposes of sub-sections (2) and (3), any voting rights controlled by an acquiring party, a person related to an acquiring party, or a person acting in concert with either of them, must not be included in calculating the percentage of voting rights:

- (a) present in satisfaction of the quorum requirement; or
 - (b) voted in support of a resolution.
- (5) If a resolution requires approval by a Court as contemplated in terms of sub-section (3) (a), the Company must either:
- (a) within 10 (ten) business days after the vote, apply to the Court for approval, and bear the costs of that application; or
 - (b) treat the resolution as a nullity.
- (6) On an application contemplated in sub-section (3) (b), the Court may grant leave only if it is satisfied that the applicant:
- (a) is acting in good faith;
 - (b) appears prepared and able to sustain the proceedings; and
 - (c) has alleged facts which, if proved, would support an order in terms of sub-section (7).
- (7) On reviewing a resolution that is the subject of an application in terms of sub-section (5)(a), or after granting leave in terms of sub-section (6), the Court may set aside the resolution only if:
- (a) the resolution is manifestly unfair to any class of holders of the Company's securities; or
 - (b) the vote was materially tainted by conflict of interest, inadequate disclosure, failure to comply with the Act, the Memorandum of Incorporation or any applicable rules of the Company, or other significant and material procedural irregularity.
- (8) The holder of any voting rights in a Company is entitled to seek relief in terms of section 164 if that person:
- (a) notified the Company in advance of the intention to oppose a Special Resolution contemplated in this section; and
 - (b) was present at the meeting and voted against that Special Resolution.
- (9) If a transaction contemplated in this part has been approved, any person to whom assets are, or an undertaking is, to be transferred, may apply to a Court for an order to effect:
- (a) the transfer of the whole or any part of the undertaking, assets and liabilities of a Company contemplated in that transaction;
 - (b) the allotment and appropriation of any shares or similar interests to be allotted or appropriated as a consequence of the transaction;
 - (c) the transfer of shares from one person to another;
 - (d) the dissolution, without winding up, of a Company, as contemplated in the transaction;
 - (e) incidental, consequential and supplemental matters that are necessary for the effectiveness and completion of the transaction; or
 - (f) any other relief that may be necessary or appropriate to give effect to, and properly implement, the amalgamation or merger."

SECTION 164 – DISSENTING SHAREHOLDERS APPRAISAL RIGHTS

- “(1) This section does not apply in any circumstances relating to a transaction, agreement or Offer pursuant to a business rescue plan that was approved by Shareholders of a Company, in terms of section 152.
- (2) If a Company has given notice to Shareholders of a meeting to consider adopting a resolution to:
- (a) amend its Memorandum of Incorporation by altering the preferences, rights, limitations or other terms of any class of its shares in any manner materially adverse to the rights or interests of holders of that class of shares, as contemplated in section 37(8); or
 - (b) enter into a transaction contemplated in section 112, 113, or 114, that notice must include a statement informing Shareholders of their rights under this section.
- (3) At any time before a resolution referred to in sub-section (2) is to be voted on, a Dissenting Shareholder may give the Company a written notice objecting to the resolution.
- (4) Within 10 (ten) Business Days after a Company has adopted a resolution contemplated in this section, the Company must send a notice that the resolution has been adopted to each Shareholder who:
- (a) gave the Company a written notice of objection in terms of sub-section (3); and
 - (b) has neither:
 - (i) withdrawn that notice; nor
 - (ii) voted in support of the resolution.
- (5) A Shareholder may demand that the Company pay the Shareholder the fair value for all of the shares of the Company held by that person if:
- (a) the Shareholder:
 - (i) sent the Company a notice of objection, subject to sub-section (6); and (ii) in the case of an amendment to the Company’s Memorandum of Incorporation, holds shares of a class that is materially and adversely affected by the amendment;
 - (ii) the Company has adopted the resolution contemplated in sub-section (2); and
 - (b) the Shareholder:
 - (i) voted against that resolution; and
 - (ii) has complied with all of the procedural requirements of this section.
- (6) The requirement of sub-section (5)(a)(i) does not apply if the Company failed to give notice of the meeting or failed to include in that notice a statement of the Shareholders rights under this section.
- (7) A Shareholder who satisfies the requirements of sub-section (5) may make a demand contemplated in that sub-section by delivering a written notice to the Company within:
- (a) 20 (twenty) Business Days after receiving a notice under sub-section (4); or
 - (b) if the Shareholder does not receive a notice under sub-section (4), within 20 (twenty) Business Days after learning that the resolution has been adopted.
- (8) A demand delivered in terms of sub-sections (5) to (7) must state:
- (a) the Shareholder’s name and address;
 - (b) the number and class of shares in respect of which the Shareholder seeks payment; and
 - (c) a demand for payment of the fair value of those shares.

- (9) A Shareholder who has sent a demand in terms of sub-sections (5) to (8) has no further rights in respect of those shares, other than to be paid their fair value, unless:
- (a) the Shareholder withdraws that demand before the Company makes an Offer under sub-section (11), or allows an Offer made by the Company to lapse, as contemplated in sub-section (12)(b);
 - (b) the Company fails to make an Offer in accordance with sub-section (11) and the Shareholder withdraws the demand; or
 - (c) the Company revokes the adopted resolution that gave rise to the Shareholder's rights under this section.
- (10) If any of the events contemplated in sub-section (9) occur, all of the Shareholder's rights in respect of the shares are reinstated without interruption.
- (11) Within 5 (five) Business Days after the later of:
- (a) the day on which the action approved by the resolution is effective;
 - (b) the last day for the receipt of demands in terms of sub-section (7)(a); or
 - (c) the day the Company received a demand as contemplated in sub-section (7)(b), if applicable, the Company must send to each Shareholder who has sent such a demand a written Offer to pay an amount considered by the Company's directors to be the fair value of the relevant shares, subject to sub-section (16), accompanied by a statement showing how that value was determined.
- (12) Every Offer made under sub-section (11):
- (a) in respect of shares of the same class or series must be on the same terms; and
 - (b) lapses if it has not been accepted within 30 (thirty) Business Days after it was made.
- (13) If a Shareholder accepts an Offer made under sub-section (12):
- (a) the Shareholder must either in the case of:
 - (i) shares evidenced by certificates, tender the relevant share certificates to the Company or the Company's transfer agent; or
 - (ii) uncertificated shares, take the steps required in terms of section 53 to direct the transfer of those shares to the Company or the Company's transfer agent; and
 - (b) the Company must pay that Shareholder the agreed amount within 10 (ten) Business Days after the Shareholder accepted the Offer and:
 - (i) tendered the share certificates; or
 - (ii) directed the transfer to the Company of uncertificated shares.
- (14) A Shareholder who has made a demand in terms of sub-sections (5) to (8) may apply to a Court to determine a fair value in respect of the shares that were the subject of that demand, and an order requiring the Company to pay the Shareholder the fair value so determined, if the Company has:
- (a) failed to make an Offer under sub-section (11); or
 - (b) made an Offer that the Shareholder considers to be inadequate, and that Offer has not lapsed.
- (15) On an application to the Court under sub-section (14):
- (a) all Dissenting Shareholders who have not accepted an Offer from the Company as at the date of the application must be joined as parties and are bound by the decision of the Court;
 - (b) the Company must notify each affected Dissenting Shareholder of the date, place and consequences of the application and of their right to participate in the Court proceedings; and
 - (c) the Court:

- (i) may determine whether any other person is a Dissenting Shareholder who should be joined as a party;
 - (ii) must determine a fair value in respect of the shares of all Dissenting Shareholders, subject to sub-section (16);
 - (iii) in its discretion may:
 - (aa) appoint one or more appraisers to assist it in determining the fair value in respect of the shares; or
 - (bb) allow a reasonable rate of interest on the amount payable to each Dissenting Shareholder from the date the action approved by the resolution is effective, until the date of payment;
 - (iv) may make an appropriate order of costs, having regard to any Offer made by the Company, and the final determination of the fair value by the Court; and
 - (v) must make an order requiring:
 - (aa) the Dissenting Shareholders to either withdraw their respective demands, in which case the Shareholder is reinstated to their full rights as a Shareholder, or to comply with sub-section (13)(a); and
 - (bb) the Company to pay the fair value in respect of their shares to each Dissenting Shareholder who complies with sub-section (13)(a), subject to any Conditions the Court considers necessary to ensure that the Company fulfils its obligations under this section.
- (16) The fair value in respect of any shares must be determined as at the date on which, and time immediately before, the Company adopted the resolution that gave rise to a Shareholder's rights under this section.
- (17) If there are reasonable grounds to believe that compliance by a Company with sub-section (13)(b), or with a Court order in terms of sub-section (15)(c)(v)(bb), would result in the Company being unable to pay its debts as they fall due and payable for the ensuing 12 (twelve) months:
- (a) the Company may apply to a Court for an order varying the Company's obligations in terms of the relevant sub-section; and
 - (b) the Court may make an order that:
 - (i) is just and equitable, having regard to the financial circumstances of the Company; and
 - (ii) ensures that the person to whom the Company owes money in terms of this section is paid at the earliest possible date compatible with the Company satisfying its other financial obligations as they fall due and payable.
- (18) If the resolution that gave rise to a Shareholder's rights under this section authorised the Company to amalgamate or merge with one or more other companies, such that the Company whose shares are the subject of a demand in terms of this section has ceased to exist, the obligations of that Company under this section are obligations of the successor to that Company resulting from the amalgamation or merger.
- (19) For greater certainty, the making of a demand, tendering of shares and payment by a Company to a Shareholder in terms of this section do not constitute a distribution by the Company, or an acquisition of its shares by the Company within the meaning of section 48, and therefore are not subject to:
- (a) the provisions of that section; or
 - (b) the application by the Company of the solvency and liquidity test set out in section 4.
- (20) Except to the extent:
- (a) expressly provided in this section; or
 - (b) that the Panel rules otherwise in a particular case,
- a payment by a Company to a Shareholder in terms of this section does not obligate any person to make a comparable Offer under section 125 to any other person."



Infrasors Holdings Proprietary Limited

Incorporated in the Republic of South Africa
(Registration number: 2007/002405/06)

("Infrasors" or "the Company")

NOTICE OF SHAREHOLDERS MEETING

All the terms defined in the Circular, to which this notice of Shareholders Meeting is attached, shall bear the same meaning when used in this notice of Shareholders Meeting.

Notice is hereby given that a Shareholders Meeting will be held at 11:00 on Monday, 20 January 2020, at Afrimat's offices, Tyger Valley Office Park No. 2, Corner Willie van Schoor Avenue and Old Oak Road, Tyger Valley, 7530 ("the Shareholders Meeting").

The record date on which Remaining Shareholders must be recorded as such in the Register for the purposes of being entitled to attend and vote at the Shareholders Meeting is Friday, 10 January 2020, accordingly, the last day to trade to be eligible to attend and vote at the Shareholders Meeting is Friday, 10 January 2020.

In terms of section 63(1) of the Companies Act, any person attending or participating in a meeting of shareholders must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as a Remaining Shareholder or as a proxy for a Remaining Shareholder) has been reasonably verified. Accordingly, all Remaining Shareholders will be required to provide identification reasonably satisfactory to the Chairman of the Shareholders Meeting in order to participate in and vote at the Shareholders Meeting.

The purpose of the Shareholders Meeting is to transact the business set out below, and to consider and, if deemed fit, to pass, with or without modification, the Resolutions set out below.

In respect of Special Resolution 1, Shareholders have rights under section 164 of the Companies Act, a copy of which is attached as Annexure 4 to the Circular.

SPECIAL RESOLUTION NUMBER 1 – APPROVAL OF THE SCHEME

"RESOLVED THAT the Scheme of Arrangement (more fully described in the Circular) proposed by the Board between Infrasors and the Remaining Shareholders, to which Afrimat is a party, in terms of which, subject to the fulfilment or waiver (as applicable) of the Conditions Precedent, if such Scheme of Arrangement becomes operative, Afrimat will on the Implementation Date acquire all of the Scheme Shares in exchange for the scheme consideration, which scheme consideration shall be settled by way of either the cash consideration or the consideration shares or a combination thereof, at the election of Scheme Participants in accordance with the election provisions contained in the Circular, provided that where a Scheme Participant fails to make an election by 12:00 on the Scheme Record Date, such Scheme Participant will be deemed to have elected to receive its entire scheme consideration in the form of the cash consideration, be and is hereby approved as a special resolution in terms of section 115(2)(a) of the Act."

In order for Special Resolution Number 1 to be passed the support of at least 75% of all of the voting rights exercised on the Special Resolution Number 1 by the Remaining Shareholders present at the Shareholder Meeting is required, excluding an acquiring party, a person related to an acquiring party, or a person acting in concert with either of them (as contemplated in section 115(4) of the Companies Act).

Special Resolution Number 1 is required to approve the Scheme pursuant to which Afrimat will acquire 100% of the Scheme Shares from the Scheme Participants (irrespective of whether such Scheme Participants voted in favour of this Special Resolution Number 1 or not or abstained or refrained from voting).

SPECIAL RESOLUTION NUMBER 2 – REVOCATION OF SPECIAL RESOLUTION NUMBER 1 IF THE SCHEME DOES NOT BECOME UNCONDITIONAL, IS NOT CONTINUED AND DISSENTING SHAREHOLDERS HAVE EXERCISED APPRAISAL RIGHTS UNDER SECTION 164 OF THE COMPANIES ACT

“RESOLVED THAT, subject to and in the event of:

- i. Special Resolution Number 1 being approved by the Remaining Shareholders;
- ii. the Scheme not becoming unconditional for whatever reason;
- iii. Infrasers making an announcement via its website to the effect that the Scheme shall not be continued or pursued any further, made unconditional or revived; and
- iv. any Dissenting Shareholder having exercised their appraisal rights under section 164 of the Companies Act.

Special Resolution Number 1 is revoked with effect from the date of the announcement contemplated in (iii) above, as contemplated in section 164(9)(c) of the Companies Act.”

Special Resolution Number 2 will only be put to Remaining Shareholders to vote on if Infrasers receives written notice from any shareholder objecting to the Scheme in terms of section 164(3) of the Companies Act.

In order for Special Resolution Number 2 to be passed the support of at least 75% of all of the voting rights exercised on the resolution by the Remaining Shareholders (eligible to vote) present in person or represented by proxy at the Shareholders Meeting.

Special Resolution Number 2 is required because the Scheme will not be given effect to in the circumstances.

ORDINARY RESOLUTION NUMBER 1 – AUTHORISATION OF DIRECTORS

“RESOLVED THAT any of the directors of Infrasers be and are hereby authorised to do all things and sign all documents required to give effect to and implement Special Resolution Number 1 set out above.”

Voting requirement

In terms of section 62(3)(c) of the Companies Act, the percentage of voting rights that will be required for this resolution to be adopted is more than 50% of the voting rights present and exercised on the resolution.

QUORUM

A quorum for the purposes of considering the Ordinary and Special Resolution shall comprise; (i) sufficient persons who are present at the meeting to exercise in aggregate 25% of all voting rights that are entitled to be exercised in respect of at least one matter to be decided at the Shareholders Meeting; (ii) sufficient persons who are present at the Shareholders Meeting to exercise in aggregate at least 25% of all the voting rights that are entitled to be exercised by Shareholders in respect of each matter to be decided at the Shareholders Meeting by the Shareholders. In addition, a quorum shall consist of 3 (three) Shareholders of Infrasers personally present or represented by proxy (and if the Shareholder is a body corporate, it must be represented) and entitled to vote at the Shareholder Meeting on matters to be decided by Shareholders.

‘FORM OF PROXY’

A ‘Form of proxy’ is attached for the convenience of any Shareholder holding Certificated Infrasers Shares who cannot attend the Shareholders Meeting and who wishes to be represented thereat. The ‘Form of proxy’ may also be obtained on request from Infrasers’ registered office. The completed ‘Form of proxy’ must be deposited at or posted to the office of the Transfer Secretaries of Infrasers, Link Market Services South Africa Proprietary Limited at 13th Floor, Rennie house, 19 Ameshoff Street, Braamfontein (PO Box 4844, Johannesburg, 2000) to be received by not later than 48 hours prior to the Shareholders Meeting that is being held at 11:00 on Monday, 20 January 2020, at Afrimat’s offices, Tyger Valley Office Park No. 2, Corner Willie van Schoor Avenue and Old Oak Road, Tyger Valley, 7530. The ‘Form of proxy’ may also be handed to the Chairman of the Shareholders Meeting or adjourned Shareholders Meeting before the Shareholders Meeting is due to commence or recommence. Any Shareholder who completes and lodges a ‘Form of proxy’ will nevertheless be entitled to attend and vote in person at the Shareholders Meeting should the Shareholder subsequently decide to do so.

Attached to the proxy form is an extract of Section 58 of the Companies Act, to which Shareholders are referred.

Infrasers Shareholders, who have any doubt as to the action they should take, should consult their stockbroker, accountant, attorney, banker or other professional advisor immediately.

Link Market Services

Hand deliveries to:

13th Floor Rennie House,
19 Ameshoff Street
Braamfontein
Johannesburg

Postal deliveries to:

PO Box 4844
Johannesburg
2000

By order of the Board

Du Toit van Tonder Associates Proprietary Limited

Company Secretary

19 December 2019

Registered office

Lyttelton Dolomite mine
Botha avenue
Lyttelton, 0140
(PO Box 14014, Lyttelton, 0140)



Infrasors Holdings Proprietary Limited

Incorporated in the Republic of South Africa
(Registration number: 2007/002405/06)

("Infrasors" or "the Company")

'FORM OF PROXY' (To be completed by Infrasors Shareholders)

All the terms defined in the Circular, to which this 'Form of proxy' is attached, shall bear the same meaning when used in this 'Form of proxy'.

Where appropriate and applicable the terms defined in the Circular to which this 'Form of proxy' is attached and forms part of shall bear the same meaning in this 'Form of proxy'.

For use by the holders of Infrasors Shares, registered as such at the close of business on the Voting Record Date, at a meeting of Shareholders to be held at 11:00 on Monday, 20 January 2020, at Afrimat's offices, Tyger Valley Office Park No. 2, Corner Willie van Schoor Avenue and Old Oak Road, Tyger Valley, 7530 ("Shareholders Meeting") or any postponement or adjournment thereof. The 'Form of proxy' may also be handed to the Chairman of the Shareholders Meeting or adjourned Shareholders Meeting before the Shareholders Meeting is due to commence or recommence.

(Please complete in BLOCK CAPITALS)

I/We (FULL NAMES OF SHAREHOLDER)

Of (ADDRESS OF SHAREHOLDER)

being the holder/s of (number of shares) shares in Infrasors, hereby appoint (see note 1)

1. _____ NAME OF PROXY) or failing him/her,
2. _____ (NAME OF PROXY) of failing him/her,
3. the Chairman of the Shareholders Meeting,

as my/our proxy to act for me/us on my/our behalf at the Shareholders Meeting in accordance with the following instructions (see note 2):

	Number of votes		
	*For	*Against	*Abstain
Special Resolution Number 1 - Approval of the Scheme			
Special Resolution Number 2 – Revocation of Special Resolution Number 1			
Ordinary Resolution Number 1 – Authorisation of Directors			

* One vote per share held by Infrasors Shareholders recorded in the Register on the Voting Record Date.

Signed at _____ on _____ 2019/2020

Signature _____

Assisted by me (where applicable) _____

Notes:

1. A Shareholder may insert the name of a proxy or the names of 2 (two) alternative proxies of the Shareholder's choice in the space(s) provided. The person whose name appears first on this 'Form of proxy' and who is present at the Shareholders Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A proxy appointed by a Shareholder in terms hereof may not delegate his authority to act on behalf of the Shareholder to any other person.
3. A Shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the Shareholders Meeting as he deems fit in respect of all the Shareholder's votes exercisable thereat.
4. 'Forms of proxy' must be lodged at or posted to Link Market Services South Africa Proprietary Limited at 13th Floor, Rennie house, 19 Ameshoff Street, Braamfontein (PO Box 4844, Johannesburg, 2000) to be received by not later than 11:00 on Thursday, 16 January 2020, or not less than 48 hours before the recommencement of any adjourned or postponed meeting. However, should the 'Form of proxy' not be returned to the Transfer Secretaries by the aforesaid time, it may be handed to the Chairman of the Shareholders Meeting before the meeting is due to commence or recommence, as the case may be.
5. The completion and lodging of this 'Form of proxy' will not preclude the relevant Shareholder from attending the Shareholders Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so. In addition to the foregoing, a Shareholder may revoke the proxy appointment by (i) cancelling it in writing or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy, and to Infrasons. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Shareholder as at the later of the date stated in the revocation instrument, if any; or the date on which the revocation instrument was delivered in the required manner.
6. The Chairman of the Shareholders Meeting may reject or accept any 'Form of proxy' which is completed and/or received otherwise than in accordance with these notes, provided that, in respect of acceptances, he is satisfied as to the manner in which the Shareholder(s) concerned wish(es) to vote.
7. Each Shareholder is entitled to appoint 1 (one) or more proxies (none of whom need be a member of Infrasons) to attend, speak and vote in place of that Shareholder at the Shareholders Meeting.
8. Documentary evidence establishing the authority of a person signing this 'Form of proxy' in a representative capacity must be attached to this 'Form of proxy' unless previously recorded by Infrasons or Link Market Services South Africa Proprietary Limited or waived by the Chairman of the Shareholders Meeting.
9. Any alteration or correction made to this 'Form of proxy' must be initialled by the signatory(ies).
10. Where there are joint holders of shares:
 - 10.1 any one holder may sign the 'Form of proxy'; and
 - 10.2 the vote of the senior (for that purpose seniority will be determined by the order in which the names of Shareholders appear in the Register of members) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of Infrasons Shares.
11. This 'Form of proxy' may be used at any adjournment or postponement of the Shareholders Meeting, including any postponement due to a lack of quorum, unless withdrawn by the Shareholder.



Infrasors Holdings Proprietary Limited

Incorporated in the Republic of South Africa

(Registration number: 2007/002405/06)

("Infrasors" or "the Company")

'FORM OF SURRENDER, ELECTION AND TRANSFER IN RESPECT OF THE SCHEME' (Form')

Important notes concerning this Form:

This Form is only for use in respect of the Scheme of Arrangement in terms of section 114 of the Companies Act, proposed by the Board between the Company and the Remaining Shareholders, to which Afrimat is a party, whereby, subject to the fulfilment or waiver (as applicable) of certain conditions precedent Afrimat will acquire all the Scheme Shares in issue on and with effect from the Implementation Date in exchange for the scheme consideration. Full details of the Scheme are contained in a document to shareholders of Infrasors dated Thursday, 19 December 2019 ("**Circular**"), to which Circular this Form is attached and forms part of. Accordingly, all definitions and terms used in this Form shall, unless the context otherwise requires, have the corresponding meaning and interpretation attributed in such Circular.

(To be completed BY REMAINING SHAREHOLDERS only)

1. The 'Form of surrender, election and transfer in respect of the Scheme' of Documents of Title is for use only by Remaining Shareholders recorded in the Register on the Scheme Record Date.
2. A separate Form required for each Remaining Shareholder.
3. Part A of this Form must be completed by all Scheme Participants, holding Infrasors Shares, who return this Form.
4. Part B of this Form must also be completed by all Scheme Participants, who are emigrants from the Republic of South Africa ("**South Africa**"), the Republic of Namibia and the Kingdoms of Lesotho and Swaziland ("**the common monetary area**").
5. If this Form is returned with the relevant Documents of Title, it will be treated as a conditional surrender which is made subject to the Scheme becoming operative. Details of which are set out in the Circular to which this form is attached and forms part of. In the event of the Scheme not becoming unconditional for any reason whatsoever, Link Market Services South Africa Proprietary Limited will, by no later than 5 (five) Business Days after the date upon which it becomes known that the Scheme of Arrangement will not be operative or the Scheme Resolution is not approved by the Remaining Shareholders, or on receipt by the Transfer Secretaries of the required Documents of Title, whichever is the later, return the Documents of Title to the Infrasors Shareholders concerned, by registered mail, at the risk of such Infrasors Shareholders.
6. Persons who have acquired Infrasors Shares after the date of the issue of the Circular to which this 'Form of surrender, election and transfer in respect of the Scheme' is attached can obtain copies of the Form and the Circular from Link Market Services South Africa Proprietary Limited at 13th Floor, Rennie house, 19 Ameshoff Street, Braamfontein (PO Box 4844, Johannesburg, 2000). The scheme consideration will not be sent to Infrasors Shareholders recorded in the Register on the Scheme Record Date unless and until Documents of Title in respect of the relevant shares have been surrendered to Link Market Services South Africa Proprietary Limited.

To: Link Market Services South Africa Proprietary Limited

13th Floor, Rennie house
19 Ameshoff Street, Braamfontein
(PO Box 4844
Johannesburg, 2000)

Dear Sirs

PART A:

To be completed by ALL SCHEME PARTICIPANTS HOLDING INFRASORS SHARES who are recorded in the Register on the Scheme Record Date and who return this form (including emigrants from the common monetary area).

I/We hereby surrender the Infrasors share certificate(s) and/or other Documents of Title attached hereto, representing Infrasors Shares with no par value, registered in the name of the person mentioned below and authorise the Transfer Secretaries, conditional upon the Scheme becoming unconditional and implemented, to register the transfer of these Infrasors Shares into Afrimat Limited's name:

Certificate number(s)	Number of Infrasors Shares covered by each certificate(s) enclosed
Total	

Election to be made by Scheme Participants

--

In terms of the Scheme, each Scheme Participant will be entitled to elect to receive:

- a cash consideration of an amount equal to the 30-day VWAP of 1 (one) Afrimat Share to be issued as at the Trading Day immediately preceding the Scheme Record Date for every 11 (eleven) Infrasors Shares disposed of pursuant to the Scheme; or
- 1 (one) ordinary share in Afrimat to be issued for every 11 (eleven) Infrasors Shares disposed of pursuant to the Scheme; or
- a combination of the cash consideration and the consideration shares, on the basis that in the absence of an election (and should Scheme Participants fail to complete and deliver the application form for subscription for consideration shares attached to the Circular), Scheme Participants will be deemed to have elected to receive the entire scheme consideration in the form of the cash consideration.

Election to be made by Scheme Participants:

	Number of Infrasors Shares
Cash consideration in respect of:	
Consideration shares in respect of:	

Note: Scheme Participants can elect to receive the cash consideration, the consideration shares, or a combination of the two. In the absence of an election by 12:00 on the Scheme Record Date, Scheme Participants will be deemed to have elected to receive the entire scheme consideration in the form of the cash consideration.

SCHEME PARTICIPANTS WHO ELECT TO RECEIVE THE CONSIDERATION SHARES MUST ALSO COMPLETE AND DELIVER THE APPLICATION FORM (REFER TO WHITE APPLICATION FORM) FOR SUBSCRIPTION FOR CONSIDERATION SHARES ATTACHED TO THE CIRCULAR IN ACCORDANCE WITH THE PROVISIONS THEREOF.

A Dissenting Shareholder who subsequently becomes a Scheme Participant pursuant to paragraph 9 of the Circular after the Scheme Record Date is deemed to have elected to receive the cash consideration.

Infrasors Shareholder surname or name of corporate body
First names (in full)
Title (Mr, Mrs, Miss, Ms, etc.)
Address to which the scheme consideration should be sent (if different from registered address)
Postal code

Signature of Infrasors Shareholder	Stamp and address of agent lodging this form (if any)
Assisted by (if applicable) (State full name and capacity)	
Date	
Telephone number (Home)	
Telephone number (Work)	
Cell phone number	

PART B:

To be completed by emigrants from the common monetary area who are SCHEME PARTICIPANTS HOLDING CERTIFICATED INFRASORS SHARES only.

Nominated authorised dealer in the case of a Scheme Participant that holds Infrasors Shares who is an emigrant from the common monetary area (see note 2 below)

Name of dealer
Account number
Address

NB: PART A MUST ALSO BE COMPLETED

PART C: Bank account details of Infrasors Shareholders

To be completed in BLOCK CAPITALS by Infrasors Shareholders wishing to receive payment of cash consideration by means of the electronic transfer of funds. The option of electronic payment into an Infrasors Shareholder's bank account is only applicable if Documents of Title are received on or before 12:00 on Friday, 14 February 2020.

In terms of FICA, the Transfer Secretaries will only be able to record the banking details if the following documents are submitted together with the surrender form:

- (a) a certified true copy of ID document; and**
- (b) a certified true copy of bank statement.**

I/We, being a holder(s) of Infradors Shares hereby request that the scheme consideration, be electronically deposited into my/our bank account, the details of which are as follows:

Name of account holder (no third-party accounts):
Bank name:
Branch name:
Branch code:
Account number:
Signature of Infradors Shareholder:
Assisted by me (if applicable):
(State full name and capacity):
Date:
Telephone number (Home): ()
Telephone number (Work): ()
Cellphone ()

PART D: To be completed in BLOCK CAPITALS by Scheme Participants who are emigrants from the common monetary area ("emigrants") and non-residents of the common monetary area (see notes 1 and 2 below).

The scheme consideration will be forwarded to the authorised dealer in foreign exchange in South Africa controlling the emigrant's blocked assets in terms of the Exchange Control Regulations as nominated below for its control and credited to the emigrant's blocked assets account. Accordingly, Scheme Participants who are emigrants must provide the following information:

Name of authorised dealer
Account number:
Address:
Account number:

If emigrants make no nomination above, the company secretary will hold the scheme consideration in trust. Non-residents must complete Part C if they wish the consideration to be paid or posted by registered post, as the case may be, to an authorised dealer in South Africa.

Instructions:

1. Emigrants from the common monetary area must complete Part C.
2. All other non-residents of the common monetary area must complete Part C if they wish the consideration to be paid to an authorised dealer in South Africa.
3. If Part C is not properly completed by emigrants, the scheme consideration will be held in trust by the company pending receipt of the necessary nomination or instruction. No interest will be paid on the amount so held in trust.
4. No receipts will be issued for documents lodged unless specifically requested.
5. Persons who are emigrants from the common monetary area (comprising South Africa and Namibia and the Kingdoms of Lesotho and Swaziland) should nominate the authorised dealer in foreign exchange in South Africa which has control of their blocked assets in Part B of this Form. Failing such nomination, the scheme consideration due to such Scheme Participants in accordance with the provisions of the Scheme will be held by Infradors, pending instructions from the Scheme Participants concerned.
6. Any alteration to this Form must be signed in full and not initialled.
7. If this Form is signed under a power of attorney, then such power of attorney or a notarially certified copy thereof must be sent with this Form for noting (unless it has already been noted by Infradors or the Transfer Secretaries).
8. Where the Scheme Participant is a company or a close corporation, unless it has already been registered with Infradors or the Transfer Secretaries, a certified copy of the directors' or members' resolution authorising the signing of this Form must be submitted if so requested by Infradors.
9. If this Form is not signed by the Scheme Participant, the Scheme Participant will be deemed to have irrevocably appointed the Transfer Secretaries to implement the Scheme Participant's obligations under the Scheme on his/her behalf.
10. Where there are any joint holders of any Scheme Shares, only that holder whose name stands first in the register in respect of such Scheme Shares need sign this Form.
11. A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Transfer Secretaries of Infradors.
12. A separate Form 'Form of surrender, election and transfer in respect of the Scheme' is also required for each Scheme Participant who elects to receive the consideration shares and must be submitted to the Transfer Secretaries of Infradors.



Infrasors Holdings Proprietary Limited

Incorporated in the Republic of South Africa

(Registration number: 2007/002405/06)

("Infrasors" or "the Company")

'APPLICATION FORM FOR SUBSCRIPTION FOR CONSIDERATION SHARES' ("FORM")

Important notes concerning this Form:

This Form is only for use in respect of the Scheme proposed by the Board between the Company and the Remaining Shareholders, to which Afrimat is a party, in terms of which, subject to the fulfilment or waiver of certain conditions precedent to the Scheme, Afrimat will on and with effect from the Implementation Date acquire all the Scheme Shares in issue.

Full details of the Scheme are contained in a Circular to the Remaining Shareholders dated Thursday, 19 December 2019 ("Circular"), to which this Form is attached and forms part. Accordingly, all definitions and terms used in this Form shall, unless the context otherwise requires, have the corresponding meaning and interpretation attributed in such Circular.

In terms of the Scheme, each Infrasors Shareholder will be entitled to elect to receive:

- a cash consideration in an amount equal to the 30-day VWAP of 1 (one) Afrimat Share to be issued as at the Trading Day immediately preceding the Scheme Record Date for every 11 (eleven) Infrasors Shares disposed of pursuant to the Scheme; or
- 1 (one) Afrimat Share to be issued for every 11 (eleven) Infrasors Shares disposed of pursuant to the Scheme; or
- a combination of the cash consideration and the consideration shares, on the basis that in the absence of an election, Scheme Participants will be deemed to have elected to receive the entire scheme consideration by way of the cash consideration.

THIS FORM MUST BE COMPLETED ONLY IF A SCHEME PARTICIPANT ELECTS TO RECEIVE THE CONSIDERATION SHARES AS A PART OR THE WHOLE OF ITS SCHEME CONSIDERATION.

Instructions:

1. Applications for consideration shares may only be submitted on this Form.
2. A separate 'Form of surrender, election and transfer in Respect of the Scheme' is also required for each Scheme Participant who elects to receive the consideration shares and must be submitted to the Transfer Secretaries of Infrasors.
3. Applications are irrevocable and may not be withdrawn once submitted.
4. The Form must be completed in full and be returned to the Transfer Secretaries of Infrasors, Link Market Services South Africa Proprietary Limited, either by hand to 13th floor, Rennie House, 19 Ameshoff Street Braamfontein or by post to: PO Box 4844, Johannesburg, 2000, by no later than 12:00 on the Scheme Record Date.
5. Applicants should consult their professional advisers in case of doubt as to the correct completion of this Form.
6. If this Form is returned to the Transfer Secretaries, it will be treated by Afrimat as a conditional offer of subscription which is made subject to the Scheme becoming operative. In the event of the Scheme not becoming operative for any reason whatsoever, the offer for subscription for the consideration shares shall lapse.
7. Persons who have acquired Infrasors Shares after the date of the issue of the Circular can obtain copies of the Form and the Circular from the Transfer Secretaries of Infrasors, Link Market Services South Africa Proprietary Limited, 13th floor, Rennie House, 19 Ameshoff Street Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000).
8. If the instructions set out in this Form and Circular are not fully complied with; Afrimat reserves the right to accept such applications in whole or in part at its discretion.
9. No receipts will be issued for documents lodged unless specifically requested.
10. Any alteration to this Form must be signed in full and not initialed.
11. If this Form is signed under a power of attorney, then such power of attorney or a notarially certified copy thereof must be sent with this Form for noting (unless it has already been noted by Infrasors or the Transfer Secretaries).
12. Where the Scheme Participant is a company or a close corporation, unless it has already been registered with Infrasors or the Transfer Secretaries, a certified copy of the directors' or members' resolution authorising the signing of this Form must be submitted if so requested by Infrasors.
13. If this Form is not signed by the Scheme Participant, the Scheme Participant will be deemed to have irrevocably appointed the Transfer Secretaries to implement the Scheme Participant's obligations under the Scheme on his/her behalf.
14. Where there are any joint holders of any Scheme Shares, only that holder whose name stands first in the register in respect of such Scheme Shares need sign this Form.
15. A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Transfer Secretaries of Infrasors.

To the Transfer Secretaries:
 Link Market Services South Africa Proprietary Limited,
 13th Floor, Rennie House
 19 Ameshoff Street
 (PO Box 4844, Johannesburg, 2000)

Dear Sirs

I/We, the undersigned, confirm that I/we have full legal capacity to contract and, having read the Circular, hereby irrevocably apply to subscribe for 1 (one) consideration share for every 11 (eleven) Infradors Shares set out below:

	Number of Infradors Shares
Consideration shares in respect of:	

Note: In terms of the Scheme, each Scheme Participant will be entitled to elect to receive the consideration shares as a part of the scheme consideration payable to them in exchange for their Infradors Shares disposed of pursuant to the Scheme. Scheme Participants who make an election to so receive the consideration shares will exchange the relevant proportion of Infradors Shares for the applicable proportion of the consideration shares.

Surname or name of corporate body
First names (in full)
Title (Mr, Mrs, Miss, Ms, etc.)
Address to which the scheme consideration should be sent (if different from registered address)
Postal code

Signature of Infradors Shareholder	Stamp and address of agent lodging this form (if any)
Assisted by me (if applicable)	
(State full name and capacity)	
Date	
Telephone number (Home)	
Telephone number (Work)	
Cellphone number	

SETTLEMENT OF SCHEME CONSIDERATION

Please tick this box **if you have an account with a broker or CSDP** and wish such account to be credited with the Scheme

Consideration shares, and insert the details of such account below:

Name of account holder:
Name of broker:
Name of CSDP:
Account number of broker:
Account number of CSDP:
Telephone number of broker/CSDP:
SCA number of broker/CSDP:

Please note: Should the account details provided by you above be incorrect or incomplete, it will not be possible to credit such account with the consideration shares, in which case you will be issued with a statement of allocation, confirming the number of consideration shares due to you. The statement of allocation will be sent to you, at your risk, at the address provided by you above.

Please tick this box **if you do not wish to hold your consideration shares in Dematerialised form and prefer to hold such consideration shares in certificated form**, pursuant to which request your Dematerialised consideration shares will be replaced with a physical Afrimat share certificate Document of Title.

Please note: Should you fail to tick the above box, your consideration shares will be issued in Dematerialised form.