

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action to take, please consult your central securities depository participant ("CSDP"), broker, banker, attorney or other professional advisor immediately.

If you have disposed of all your ordinary shares in Mpac on or before Tuesday, 27 February 2018, you should forward this Circular immediately with the enclosed form of election ("Form of Election") to the purchaser to whom, or the CSDP, broker, banker, attorney or agent through whom, you disposed of such shares.



smarter, sustainable solutions

Mpac Limited

Incorporated in the Republic of South Africa

(Registration number 2004/025229/06)

JSE share code: MPT

ISIN: ZAE000156501

("Mpac" or "the Company")

CIRCULAR TO MPACT ORDINARY SHAREHOLDERS ("THIS CIRCULAR")

regarding

THE DISTRIBUTION OF SCRIP DISTRIBUTION SHARES TO ORDINARY SHAREHOLDERS OR AN ELECTION TO RECEIVE A CASH DIVIDEND AS AN ALTERNATIVE TO THE SCRIP DISTRIBUTION

and including

A FORM OF ELECTION (ONLY FOR USE BY CERTIFICATED SHAREHOLDERS ELECTING THE CASH DIVIDEND)

The following information pertains to all of the Company's ordinary Shareholders ("Shareholders").

You are entitled to receive a distribution of new, fully-paid Mpac ordinary shares of no par value ("the Scrip Distribution") in proportion to your ordinary shareholding in Mpac on the record date, being Thursday, 29 March 2018 ("the Record Date") and in accordance with the ratio set out in this Circular. No action is required if you wish to receive the Scrip Distribution and you are not required to pay for the Mpac ordinary shares to which you are entitled in terms thereof.

However, should you so elect, you will be entitled to receive a cash dividend of 40 cents ("the Cash Dividend"), instead of all or part of your entitlement to the Scrip Distribution.

If you wish to receive the Cash Dividend in respect of all or part of your ordinary shareholding and

- **You hold dematerialised ordinary shares, you should instruct your CSDP or broker accordingly, in terms of the agreement entered into between you and your CSDP or broker; or**
- **You hold certificated ordinary shares, you must complete the attached form of election (*grey*) and return it to the Transfer Secretaries.**

Forms of election must be lodged with or mailed to the Transfer Secretaries to be received by no later than 12:00 on Thursday, 29 March 2018. Forms of election received after this time will not be accepted.

If you do not wish to receive the Cash Dividend, no further action is required.

Should you take no action, regardless of being a certificated or dematerialised shareholder, on Thursday, 29 March 2018 the Scrip Distribution will be distributed to you, subject to and in accordance with the provisions detailed in this Circular.

Friday, 9 March 2018

Merchant Bank and Sponsor



IMPORTANT DATES AND TIMES

EVENT	2018
Audited financial results of Mpac for the year ended 31 December 2017 and declaration of Scrip Distribution with Cash Dividend alternative released on the Stock Exchange News Service (“SENS”) on	Wednesday, 7 March
Audited financial results of Mpac for the year ended 31 December 2017 and declaration of Scrip Distribution with Cash Dividend alternative published in the press on	Thursday, 8 March
Circular and Form of Election posted to Shareholders on	Friday, 9 March
Announcement released on SENS in respect of the ratio applicable to the Scrip Distribution, based on the 30-day volume weighted average price ending on Thursday, 15 March 2018, by 11:00 on	Friday, 16 March
Announcement published in the press of the ratio applicable to the Scrip Distribution, based on the 30-day volume weighted average price ending on Thursday, 15 March 2018 on	Monday, 19 March
Last day to trade in order to be eligible to receive the Scrip Distribution or the Cash Dividend alternative	Monday, 26 March
Ordinary shares trade “ex” the Scrip Distribution and the Cash Dividend alternative on	Tuesday, 27 March
Listing and trading of maximum possible number of ordinary shares on the JSE in terms of the Scrip Distribution from the commencement of business on	Tuesday, 27 March
Announcement released on SENS in respect of the cash payment applicable to fractional entitlements, based on the volume weighted average price on Tuesday, 27 March 2018, discounted by 10%, by 11:00 on	Wednesday, 28 March
Last day to elect to receive the Cash Dividend alternative instead of the Scrip Distribution, Forms of Election to reach the Transfer Secretaries by 12:00 on	Thursday, 29 March
Record Date in respect of the Scrip Distribution and the Cash Dividend alternative	Thursday, 29 March
Scrip Distribution certificates posted and Cash Dividend payments made, CSDP/ broker accounts credited/updated, as applicable, on	Tuesday, 3 April
Announcement relating to the results of the Scrip Distribution and the Cash Dividend alternative released on SENS on	Tuesday, 3 April
Announcement relating to the results of the Scrip Distribution and the Cash Dividend alternative published in the press on	Wednesday, 4 April
JSE listing of ordinary shares in respect of the Scrip Distribution adjusted to reflect the actual number of ordinary shares issued in terms of the Scrip Distribution at the commencement of business on or about	Thursday, 5 April

All times provided in this Circular are South African local times. The above dates and times are subject to change. Any material change will be announced on SENS.

Share certificates may not be dematerialised or rematerialised between Tuesday, 27 March 2018 and Thursday, 29 March 2018, both days inclusive.



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Mpact Limited

Incorporated in the Republic of South Africa
(Registration Number 2004/025229/06)

JSE share code: MPT

ISIN: ZAE000156501

("Mpact" or "the Company")

Directors

A J Phillips (*Chairman*)*

B W Strong (*CEO*)

B D V Clark (*CFO*)

N P Dongwana*

N B Langa-Royds*

M Makanjee*

T D A Ross*

A M Thompson*

* *Independent non-executive*

CIRCULAR

1. INTRODUCTION

The audited financial results of Mpact for the year ended 31 December 2017 were released on SENS on Wednesday, 7 March 2018 and published in the press on Thursday, 8 March 2018. In these results announcements, Mpact Shareholders were advised that the board of directors of the Company ("Board") had resolved to declare a final distribution of fully-paid Mpact ordinary shares of no par value ("the Scrip Distribution") to ordinary Shareholders ("Shareholders") recorded in the register of the Company at the close of business on the Record Date, being Thursday, 29 March 2018.

Shareholders will, however, be entitled to elect to receive a cash dividend of 40 cents per ordinary share of no par value held on the Record Date, being Thursday, 29 March 2018, in respect of all or part of their ordinary shareholding, instead of the Scrip Distribution ("the Cash Dividend"). The Cash Dividend will be issued only to those:

- certificated Shareholders whose Forms of Election to receive the Cash Dividend, in respect of all or part of their shareholding, are received by the Transfer Secretaries on or before 12:00 on Thursday, 29 March 2018; and
- dematerialised Shareholders who have instructed their CSDP or broker accordingly and in the manner and time stipulated in their agreement with such CSDP or broker.

The terms of the Scrip Distribution are contained in paragraph 3 below.

Shareholders not electing to receive the Cash Dividend in respect of all or part of their ordinary shareholding will, without any action on their part, be entitled to receive the Scrip Distribution in proportion to their ordinary shareholding as at the close of business on the Record Date, being Thursday, 29 March 2018 and in accordance with the ratio set out in this Circular.

Mpact does not accept any responsibility, and will not be held liable, for any action on the part of, or omission by, any CSDP, broker or other agent of any beneficial owner of Mpact ordinary shares.

No payment to Shareholders contemplated in this Circular shall carry interest as against the Company. Furthermore, any reference in this Circular to the Cash Dividend payable to or receivable by Shareholders refers to the amount of such dividend, after the deduction of Dividend Withholding Tax, if any, as contemplated in paragraph 3.4 below.

2. **RATIONALE**

Mpact's current and forecast solvency and liquidity comfortably allows for the payment of a full cash dividend. The Scrip Distribution with the election to receive instead the Cash Dividend allows Mpact to increase its capital base to support continued growth, affords Shareholders the opportunity to increase their shareholding in Mpact and provides flexibility for those Shareholders who would prefer to receive the Cash Dividend. This will also facilitate Mpact's management of its internal liquidity.

3. **THE AWARD OF THE SCRIP DISTRIBUTION OR THE ELECTION TO RECEIVE THE CASH DIVIDEND ALTERNATIVE**

3.1 **Terms of the Scrip Distribution and the Cash Dividend Alternative**

Shareholders will be entitled to receive a final distribution of fully-paid Mpact ordinary shares of no par value in respect of all or part of their ordinary shareholding as at the close of business on the Record Date, being Thursday, 29 March 2018, in proportion to their ordinary shareholding and to the extent that such Shareholders have not elected to receive the Cash Dividend.

Shareholders will, however, and subject to due completion of the attached Form of Election, be entitled to elect to receive the Cash Dividend alternative of 40 cents per ordinary share of no par value held on the Record Date, being Thursday, 29 March 2018 in respect of all or part of their ordinary shareholding and instead of the Scrip Distribution.

The number of Scrip Distribution shares to which each of the Shareholders will become entitled pursuant to the Scrip Distribution (to the extent that such Shareholders have not elected to receive the Cash Dividend) will be determined by reference to such Shareholder's ordinary shareholding in Mpact (at the close of business on the Record Date, being Thursday, 29 March 2018) in relation to the ratio that 40 cents bears to the volume weighted average price ("VWAP") of an ordinary Mpact share traded on the JSE during the 30-day trading period ending on Thursday, 15 March 2018, provided that, where the application of this ratio gives rise to a fraction of an ordinary share, the rounding principles described in paragraph 3.2 below will be applied.

Example of Scrip Distribution entitlement:

This example assumes that a Shareholder holds 100 ordinary shares at the close of business on the Record Date, being Thursday, 29 March 2018, and does not elect to receive the Cash Dividend alternative for all or part of such ordinary shares, and that the VWAP of Mpact's ordinary shares traded on the JSE for the 30-day trading period ending on Thursday, 15 March 2018 is 2750 cents per ordinary share.

$$\begin{aligned} \text{New ordinary share entitlement} &= \frac{100 \times 40 \text{ cents}}{2750 \text{ cents}} \end{aligned}$$

= 1.45455 Scrip Distribution share per 100 ordinary shares held, subject to the rounding principles described in paragraph 3.2 below.

This would result in a shareholder with 100 shares receiving a new ordinary share entitlement of 1 Scrip Distribution share plus a cash payment in terms of paragraph 3.2 below.

The Cash Dividend will be paid out of the Company's distributable retained profits while the issue price of the Scrip Distribution (which will equal the volume weighted average price of Mpact's ordinary shares traded on the JSE for the 30-day trading day period ending on Thursday, 15 March 2018) will be settled by way of capitalisation of the Company's distributable retained profits. The Scrip Distribution shares will, upon their issue, rank *pari passu* in all respects with the other ordinary Mpact shares then in issue.

The Company's total number of issued ordinary shares at the date of this Circular is 171 461 623 (including 1 914 874 ordinary shares held as treasury shares). Mpact's income tax reference number is 9003862175.

If all Shareholders were to accept the Scrip Distribution, without electing to receive the Cash Dividend alternative, the number of Scrip Distribution shares issued would amount to 2 493 987, based on the assumed Scrip Distribution ratio in the example above (and ignoring rounding down for fractions on a per Shareholder basis) and the aggregate issue price of R68 584 642.50 being capitalised out of the Company's distributable retained profits.

If all Shareholders were to elect to receive the Cash Dividend the maximum gross cash dividend payable by the Company would be R68 584 649.20.

3.2 Fractions

Trading on the JSE in the Strate environment does not permit fractions and fractional entitlements. Accordingly, where a Shareholder's entitlement to new Mpac ordinary shares calculated in accordance with the above formula gives rise to a fraction of a new ordinary share, such fraction of a new ordinary share will be rounded down to the nearest whole number, resulting in allocations of whole ordinary shares and a cash payment for the fraction.

The applicable cash payment will be determined with reference to the VWAP of an ordinary Mpac share traded on the JSE on Tuesday, 27 March 2018, (being the day on which an ordinary Mpac share begins trading 'ex' the entitlement to receive the Scrip Distribution or the Cash Dividend alternative), discounted by 10%.

The applicable cash payment, together with the application of Dividend Withholding Tax to such payment, will be announced and detailed on SENS, by 11:00 on Wednesday, 28 March 2018.

3.3 Nominee companies

The Transfer Secretaries have been instructed to treat applications from nominee companies as separate applications on the submission of a breakdown of the beneficial owners of ordinary shares registered in the name of the nominee companies.

3.4 Tax implications

The Scrip Distribution and the Cash Dividend alternative are likely to have tax implications for both resident and non-resident Shareholders. Shareholders are therefore encouraged to consult their professional tax advisers, should they be in any doubt as to the appropriate action to take. In terms of the Income Tax Act, 58 of 1962 ("the Income Tax Act"), the Cash Dividend will, unless exempt, be subject to Dividend Withholding Tax ("DWT"). South African resident Shareholders that are liable for DWT will be subject to DWT at a rate of 20% of the Cash Dividend and this amount will be withheld from the Cash Dividend with the result that they will receive a net amount of 32 cents per share. Non-resident Shareholders may be subject to DWT at a rate of less than 20%, depending on their country of residence and the applicability of any Double Tax Agreement between South Africa and their country of residence; and

The Scrip Distribution is not subject to DWT in terms of the Income Tax Act, but the subsequent disposal of ordinary shares obtained as a result of the Scrip Distribution is likely to have Income Tax or Capital Gains Tax ("CGT") implications. Where any future disposals of ordinary shares obtained as a result of the Scrip Distribution falls within the CGT regime, the base cost of such shares will be deemed to be zero in terms of the Income Tax Act (or the value at which such ordinary shares will be included in the determination of the weighted average base cost method will be zero).

4. FOREIGN SHAREHOLDERS

The distribution of this Circular, and the rights to receive the Scrip Distribution shares in jurisdictions other than the Republic of South Africa, may be restricted by law and any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions. **Accordingly, Shareholders will not be entitled to receive the Scrip Distribution shares, directly or indirectly, in those jurisdictions and shall be deemed to have elected the Cash Dividend alternative.** Such non-resident Shareholders should inform themselves about and observe any applicable legal requirements in such jurisdictions. It is the responsibility of non-resident Shareholders to satisfy themselves as to the full observance of the laws and regulatory requirements of the relevant jurisdictions in respect of the Scrip Distribution, including the obtaining of any governmental, exchange control or other consents or the making of any filing which may be required, compliance with other necessary formalities and payment of any issue, transfer or other taxes or other requisite payments due in such jurisdictions. Shareholders who have any doubts as to their position, including, without limitation, their tax status, should consult appropriate adviser in the relevant jurisdictions without delay.

5. **PROCEDURE FOR CERTIFICATED SHAREHOLDERS WHO ELECT TO RECEIVE THE CASH DIVIDEND ALTERNATIVE**

Shareholders who wish to receive the Cash Dividend must take the following action:

5.1 **Certificated Shareholders wishing to receive the Cash Dividend:**

Shareholders who hold certificated ordinary shares (“Certificated Shareholders”) and who wish to receive the Cash Dividend must complete the attached Form of Election in respect of all or part of their shareholding in accordance with the instructions contained therein and lodge it with, or post it to, Link Market Services South Africa Proprietary Limited, 13th Floor, 19 Ameshoff Street, Braamfontein (PO Box 4844, Johannesburg, 2000) (the “Transfer Secretaries”) so as to be received no later than 12:00 on Thursday, 29 March 2018. Forms of Election received after this date and time will not be accepted.

5.2 **Dematerialised Shareholders wishing to receive the Cash Dividend:**

Shareholders who have dematerialised their ordinary shares (“Dematerialised Shareholders”) must **not** complete the attached Form of Election. Dematerialised Shareholders are required to notify their duly appointed CSDP or broker if they wish to receive the Cash Dividend, in the manner and the time stipulated in the agreement governing the relationship between such Shareholders and their CSDP or broker, failing which they will receive the Scrip Distribution.

Dematerialised Shareholders’ CSDP/broker accounts will be credited and updated on Tuesday, 3 April 2018, in accordance with any election made.

5.3 **Election in respect of all or part of the Shareholders’ ordinary shares**

Shareholders may make the election, using the Form of Election, in respect of all or any part of their ordinary shares held on the Record Date, being Thursday, 29 March 2018. If an election is made in respect of part of an ordinary shareholding, the Shareholder concerned will receive the Scrip Distribution in respect of the ordinary shares for which the election to receive the Cash Dividend is **not** made. Shareholders who do not wish to receive any Cash Dividend do not need to take any further action and will receive the Scrip Distribution. Shareholders electing to receive the Cash Dividend should note that the election is irrevocable and, once an election to receive the Cash Dividend is made, such election cannot be cancelled.

6. **POSTING OF SHARE CERTIFICATES, PAYMENT OF CASH DIVIDEND AND UPDATING/CREDITING OF CSDP/BROKER ACCOUNTS**

Where applicable, ordinary share certificates will be dispatched to all Certificated Shareholders by registered post at the risk of such Shareholders on Tuesday, 3 April 2018 to their registered addresses or in accordance with the instructions given to the Transfer Secretaries.

According to the election made, Cash Dividend payments will be made by electronic funds transfer into the personal bank accounts of Certificated Shareholders on Tuesday, 3 April 2018. Certificated Shareholders who have not already provided the Transfer Secretaries with their banking details are requested to complete **FORM B: Direct Credit – Bank Account Details** attached to this Circular and return same to the Transfer Secretaries. **(To combat the increase in cheque fraud, the Company has discontinued payments by cheque and accordingly, payment of any Cash Dividend to Certificated Shareholders is dependent on the Transfer Secretaries being in possession of such Certificated Shareholder’s banking details.)**

Shareholders’ CSDP/broker accounts will be updated on Tuesday, 3 April 2018.

7. **LISTING OF NEW ORDINARY SHARES**

Application has been made to the JSE to list the maximum possible number of Scrip Distribution shares issued in terms of the Scrip Distribution, with effect from the commencement of business on Tuesday, 27 March 2018. An adjustment of the number of ordinary shares listed will be made on or about Thursday, 5 April 2018, in accordance with the actual number of ordinary shares issued in terms of the Scrip Distribution.

The right to receive new ordinary shares in terms of the Scrip Distribution is not renounceable and may not be traded on the JSE.

8. **EXCHANGE CONTROL REGULATIONS**

In terms of the Exchange Control Regulations of the Republic of South Africa, which apply to Shareholders who are registered on the South African register, who are either non-residents, or emigrants from the

Common Monetary Area (comprising the Republics of South Africa and Namibia and the Kingdoms of Lesotho and Swaziland):

8.1 in the case of Certificated Shareholders:

- 8.1.1 any share certificate that may be issued to non-resident Shareholders will be endorsed “non-resident”;
- 8.1.2 any new share certificates issued based on emigrant Shareholders ordinary shares controlled in terms of the Exchange Control Regulations will be forwarded to the Authorised Dealer in foreign exchange controlling their remaining assets. The election by emigrant Shareholders for the above purpose must be made through the Authorised Dealer in foreign exchange controlling their remaining assets. Such new share certificates will be endorsed “non-resident”; and
- 8.1.3 cash dividend payments paid out of the Company’s distributable profits due to non-residents and emigrant Shareholders are freely transferable from South Africa. In respect of all non-residents of the Common Monetary Area (collectively, the Republics of South Africa and Namibia and the Kingdoms of Lesotho and Swaziland) the cash dividend payments due will be remitted to the bank account of the shareholder held at a foreign bank, or to the non-resident account of the Shareholder held at an Authorised Dealer, in accordance with instructions given to the Transfer Secretaries. In respect of all emigrants, the dividend payments will be sent to the Authorised Dealer in foreign exchange controlling their remaining assets.

8.2 in the case of Dematerialised Shareholders:

- 8.2.1 any ordinary shares issued to emigrant Shareholders from the Common Monetary Area will be credited to their remaining shares accounts at the CSDP of the Authorised Dealer controlling the particular emigrant’s remaining assets. Any ordinary shares issued to a non-resident of the Common Monetary Area will be credited to such non-residents CSDP or broker account, and a “non-resident” annotation will appear in the CSDP or broker register; and
- 8.2.2 any cash dividend payments paid out of the Company’s distributable profits to non-residents and emigrant Shareholders from the Common Monetary Area are freely transferable and will be credited to the CSDP or broker controlling their portfolios.

9. EXPERTS’ CONSENTS

The Merchant Bank and Sponsor and the Transfer Secretaries to Mpact have consented in writing to act in the capacity stated and to their names being included in this Circular and have not withdrawn their consents prior to the publication of this Circular.

This Circular is available in English only. Copies may be obtained from the Transfer Secretaries at the address set out in paragraph 5.1 of this Circular.

By order of the Board

Noriah Sepuru
Company Secretary

Tuesday, 6 March 2018
Melrose Arch



smarter, sustainable solutions

Mpact Limited

Incorporated in the Republic of South Africa
(Registration number 2004/025229/06)

JSE share code: MPT

ISIN: ZAE000156501

("Mpact" or "the Company")

FORM OF ELECTION

A SCRIP DISTRIBUTION OR, ALTERNATIVELY, A CASH DIVIDEND

Only for use by Shareholders who hold ordinary shares in Mpact in certificated form and who elect to receive the Cash Dividend alternative for all or part of their ordinary shareholding held, or deemed to be held, at the close of business on the Record Date, being Thursday, 29 March 2018, failing which the Scrip Distribution will, by default, be distributed to such Shareholders.

Dematerialised Shareholders who wish to receive the Cash Dividend alternative are required to notify their duly appointed CSDP or broker of their election in the manner and the time stipulated in the agreement governing the relationship between such Shareholders and their CSDP or broker and must not complete this Form of Election. Please refer to paragraph 5.2 of the Circular to which this Form of Election is attached ("Circular").

If you wish to receive the Cash Dividend for all or part of your ordinary shareholding and

- You hold dematerialised ordinary shares, you should instruct your CSDP or broker accordingly, in terms of the agreement entered into between you and your CSDP or broker; or
- You hold certificated ordinary shares, you must complete the attached Form of Election and return it to the Transfer Secretaries.

If you do not wish to receive the Cash Dividend, no further action is required.

Should you take no action, regardless of being a certificated or dematerialised shareholder, on Thursday, 29 March 2018 the Scrip Distribution will be distributed to you in accordance with the provisions detailed in the Circular.

Forms of election must be lodged with or mailed to the Transfer Secretaries so as to be received by no later than 12:00 on Thursday, 29 March 2018. Forms of election received after this time and date will not be accepted.

To the Transfer Secretaries:

Link Market Services South Africa Proprietary Limited
13th Floor
19 Ameshoff Street
Braamfontein
2001
(PO Box 4844, Johannesburg, 2000)

Attention: Corporate Actions Department

Tel: +2711 713 0800 (available between 08:00 and 16:30 SA time)

Fax: +2786 674 3330

Email: specialprojects@linkmarketservices.co.za

Shareholders should ensure that their election forms are faxed to +27 86 674 3330 or emailed to specialprojects@linkmarketservices.co.za.

Link Market Services South Africa Proprietary Limited will not be responsible for any loss and/or damage whatsoever in relation to or arising from the late or non-receipt of faxed or emailed Forms of Election or owing to Forms of Election being forwarded to any other facsimile or email address other than those provided above. Forms of Election shall be deemed to be received on the date reflected in the Transfer Secretaries' electronic or facsimile systems. Notwithstanding anything to the contrary it is the shareholder's responsibility to ensure that their Form of Election is received by Link Market Services South Africa Proprietary Limited.

I/We

(name in BLOCK LETTERS)

regarding the election of the Cash Dividend instead of the Scrip Distribution:

- hereby irrevocably, and on the terms and conditions contained in this Form of Election and in the Circular, elect to receive the Cash Dividend of 40 cents per ordinary share of no par value held on the Record Date, being Thursday, 29 March 2018, in respect of all or part of my/our ordinary shareholding, instead of the Scrip Distribution;
- acknowledge that this Form of Election is applicable only in respect of ordinary shares in the Company of which I/we was/were the registered holder(s) at the close business on the Record Date, being Thursday, 29 March 2018; and
- acknowledge that I/we am/are not entitled to a Scrip Distribution, the number of which will be determined in the ratio that 40 cents bears to the VWAP of an ordinary Mpact share traded on the JSE during the 30-day trading period ending on Thursday, 15 March 2018, in respect of the number of ordinary shares, reflected in Block (D) overleaf, held, or deemed to be held, by me/us at the close of business on the Record Date, being Thursday, 29 March 2018 in respect of which I/we have elected to receive the Cash Dividend.

Signed at _____ on _____ 2018

Assisted by (where applicable) _____

Signature _____

Telephone numbers including international and area codes: _____

Home: _____ Work: _____

Cellphone/mobile number: _____

Email address: _____

Telefax number: _____

CERTIFICATED SHAREHOLDERS ARE REQUIRED TO ACCURATELY COMPLETE THE INFORMATION IN THE BLOCKS BELOW:

Name, address and contact number of registered Shareholder	
(A)	
Name:	
Address:	
Contact telephone and/or cellular phone number:	
Email address:	
Nominated Authorised Dealer in the case of a certificated Shareholder who is an emigrant from, or non-resident of, the Common Monetary Area:	
(A)	
Name:	
Address in South Africa or substitute instructions:	
Contact telephone and/or cellular phone number:	
Email address:	
Account number/Investor Code (IVC)	Number of ordinary shares deemed to be held on the Record Date, being Thursday, 29 March 2018, based on your shareholding at the close of business on Tuesday, 27 February 2018.
(B)	(C)
Number of ordinary shares for which the Cash Dividend is elected – The remaining Scrip Distribution and Cash Dividend will be calculated by the Transfer Secretaries. The maximum number of ordinary shares for which the Cash Dividend alternative can be elected is the number of ordinary shares still registered in your name in the Company's registers on the Record Date, being Thursday, 29 March 2018.	(D)
(If Block D is not completed, but the remaining parts of the Form of Election are completed, then you are deemed to have elected to receive the Scrip Distribution, based on your entire holding of ordinary shares held, or deemed to be held, on the Record Date, being Thursday, 29 March 2018. Therefore, certificated Shareholders who wish to receive the Cash Dividend based on their entire holding of ordinary shares need not complete Block D (but may if they wish) but must complete and sign the rest of the Form of Election in accordance with the instructions herein and lodge this Form of Election with the Transfer Secretaries.	
Date of signature	Signature

Instructions on how to complete this Form of Election:

- For the terms and conditions governing the election, refer to the Circular and to the notes below.
- If you hold share certificate(s) and elect to receive the Cash Dividend alternative in respect of all or part of your shareholding, you should complete Block D above in accordance with the instructions herein and lodge this Form of Election with the Transfer Secretaries. If Block D is not completed, but the remaining parts of the Form of Election are completed, then you are deemed not to have elected to receive the Cash Dividend alternative and, on Tuesday, 3 April 2018 the Scrip Distribution will be distributed to you, subject to and in accordance with the provisions detailed in this Circular and based on your entire holding of ordinary shares held, or deemed to be held, on the Record Date, being Thursday, 29 March 2018.
- The signature on this Form of Election of any person who is under legal disability shall be accompanied by the signature of such person's parent or guardian or legal representative, as the case may be.
- Any alteration or correction made to this Form of Election must be initialled by the signatory(ies).
- In order to be valid, this Form of Election must be properly completed and received by the Transfer Secretaries detailed above, by no later than 12:00 on Thursday, 29 March 2018. If your Form of Election is received by the Transfer Secretaries by later than 12:00 on Thursday, 29 March 2018, on Tuesday, 3 April 2018 the Scrip Distribution will be distributed to you, subject to and in accordance with the provisions detailed in this Circular and based on your entire holding of ordinary shares held, or deemed to be held, on the Record Date, being Thursday, 29 March 2018.
- Should you have any queries as to the completion of this Form of Election, please contact the Transfer Secretaries.

Notes:

- Capitalised terms in the Form of Election bear the same meaning as in the Circular unless the context indicates otherwise.
- Please note that, if your preference is to participate in the Cash Dividend alternative, an election must be made in respect of the number of ordinary shares in the Company for which the Cash Dividend is required. If no election is made for a Cash Dividend, or if a Form of Election is received by the Transfer Secretaries timeously but it is not completed in accordance with the above instructions, the Shareholder will receive the Scrip Distribution in accordance with the Shareholder's ordinary shareholding in the Company as of the Record Date, being Thursday, 29 March 2018. Certificated Shareholders electing to participate in the Cash Dividend alternative and who have not previously provided the Transfer Secretaries with their banking details will need to do so by completing **FORM B: Direct Credit – Bank Account Details** attached hereto and returning same to the Transfer Secretaries.
- Mpact reserves the right, in its discretion, to:
 - treat as invalid (in which case the Scrip Distribution will be awarded) any Form of Election not complying with the terms of the election or any instruction contained in the Circular;
 - require proof of the authority of the person signing this Form of Election, where such proof has not yet been lodged with or recorded by the Transfer Secretaries.

FORM B DIRECT CREDIT - BANK ACCOUNT DETAILS FORM**FOR COMPLETION ONLY BY CERTIFICATED SHAREHOLDERS OF MPACT LIMITED ("MPACT") WHO HAVE NOT PREVIOUSLY PROVIDED THE TRANSFER SECRETARIES WITH THEIR LATEST BANKING DETAILS**

Full name of registered shareholder

Identity number of person signing this form

Your shareholder number (if known)

Email address

Cellphone number

Office phone number

Home phone number

Fax number

REQUEST FOR DIRECT CREDITING OF PAYMENTS - BANK ACCOUNT DETAILS**PLEASE NOTE: We cannot accept banking details in the name of a third party**

Name of bank account holder

Name of South African Bank

Name of bank branch

Bank account number

Bank branch code

Account type

Cheque

Transmission

Savings

I/We hereby authorise

Link Market Services South Africa (Proprietary) Limited and/or Mpact to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions relating to payments to which I/we am/are entitled to be paid in cash, but do not override any previous reinvestment instructions.Signature
of shareholder

Day

Month

Year

If you are signing this form in a representative capacity,
please indicate which capacity (see over)**BANK VERIFICATION**I/We confirm that the above information about the
abovementioned shareholders account at this Bank is
correct

Signed on behalf of Bank

THIS MUST BE COMPLETED BY YOUR BANK

BANK STAMP HERE

THIS FORM MUST BE SIGNED AND ACCOMPANIED BY AN ORIGINAL CERTIFIED COPY OF YOUR IDENTITY DOCUMENT. (COPIES OF CERTIFIED COPIES WILL NOT BE ACCEPTED).**PLEASE BE ADVISED THAT FACSIMILE/ELECTRONIC COPIES WILL NOT BE ACCEPTED.**

HOW TO COMPLETE THIS FORM

Request for Direct Crediting of payments

This form must be completed in full if you wish your cash dividend/distribution payments to be paid directly into your nominated South African bank account. Until cancelled in writing by you, all future cash payments will be paid into the nominated account.

IMPORTANT: Do not use the number quoted on your credit or debit card.

By signing this form you:

- Confirm that the details are true and correct.
- Understand that neither Mpace nor Link Market Services South Africa Proprietary Limited is obliged to post you a dividend cheque in the event that we are unable to transfer the funds due to you electronically and any decision to do so will be at the sole and absolute discretion of Mpace on a case by case basis.
- Agree that if Mpace determines that a cheque will be sent to you by post, it will be at your own risk.
- Understand and agree that neither Mpace nor Link Market Services South Africa Proprietary Limited shall be responsible in any way for any loss you may suffer as a result of transfer/deposits being made in accordance with the information provided on this form.
- Understand and agree that any such deposit shall constitute a full and sufficient discharge of Mpace and/or Link Market Services South Africa Proprietary Limited obligation to make such payments to me/us.
- Understand and agree that this payment instruction will be applied to all future cash payments.

This instruction only applies to the specific holding identified by the holder number and the name appearing on the front of this form.

NOTE: We cannot accept banking details in the name of a third party.

<u>IF YOU ARE SIGNING THIS FORM IN A REPRESENTATIVE CAPACITY, LINK MARKET SERVICES SOUTH AFRICA PROPRIETARY LIMITED REQUIRES THE FOLLOWING DOCUMENTATION IN ADDITION TO AN ORIGINAL CERTIFIED COPY OF YOUR IDENTITY DOCUMENT.</u>	
Joint holding:	Where the holding is in more than one name, the signature of the first mentioned shareholder is required
Power of attorney:	To sign under a Power of Attorney, you must have already lodged the Power of Attorney with Link Market Services South Africa Proprietary Limited. Alternatively, please attach an original certified copy of the Power of Attorney to this form when you return it together with an original certified copy of the registered holder's identity document.
Trusts:	The form must be signed by the authorised trustee. If you have not already done so, please attach an original certified copy of the Trustee Resolution/Power of Attorney authorising you to act on behalf of the trust, together with original certified copies of the Letters of Authority issued by the Master of the High Court and the Trust Deed.
Companies/Closed Corporations/Funds:	Any authorised company official/member may sign on behalf of the company/closed corporation/fund. Please indicate the office held when signing the form. If you have not already done so, please provide Link Market Services South Africa Proprietary Limited with an original certified copy of your authorisation to act on behalf of the company/closed corporation/fund in the form of an original certified copy of the board minute/resolution detailing the authorised signatories including specimen signatures and a company letterhead for noting in our records. In addition, Link Market Services South Africa Proprietary Limited requires an original certified copy of the Certificate of Incorporation/CK1 Founding Statement/Constitution.
Minors:	If the shares are registered in the name of a minor, the form must be completed by the natural guardian, stating the capacity in which he/she is signing or in the case of a legal guardian attach an original certified copy of the Letters of Guardianship (if not previously provided). The guardian must attach an original certified copy of his/her identity document together with an original certified copy of the birth certificate of the minor.
Deceased shareholders:	This form must be signed by the Executor/s of the Deceased Estate. If you have not already done so, please provide Link Market Services South Africa Proprietary Limited with an original certified copy of the Letters of Executorship together with an original certified copy of the Executor's identity document.
Shareholder under Curatorship:	The form must be signed by the Curator Bonis appointed by the Master of the High Court. If you have not already done so, please provide Link Market Services South Africa Proprietary Limited with an original certified copy of the Letters of Curatorship together with an original certified copy of the Curator's identity document.
Shareholder under Liquidation:	The form must be signed by the liquidator appointed by the Master of the High Court. If you have not already done so, please provide Link Market Services South Africa Proprietary Limited with an original certified copy of your Letter of Appointment together with an original certified copy of the shareholder's identity document.