

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 6 of this Circular apply *mutatis mutandis* throughout this Circular including this cover page.

Shareholders are referred to page 2 of this Circular, which sets out the action required of them with regard to the Rights Offer, full details of which are set out in this Circular.

If you are in any doubt as to the action that you should take, please consult your Broker, CSDP, banker, legal advisor, accountant or other professional advisor immediately.

If you have disposed of all of your Ordinary Shares, this Circular and the Form of Instruction should be forwarded to the purchaser to whom, or the Broker, CSDP or agent through whom you disposed of your Ordinary Shares, except that this Circular and Form of Instruction should not be forwarded or transmitted by you to any person in any territory other than South Africa unless the Rights Offer can lawfully be made to such person or in such territory.

The Ordinary Shares issued in terms of the Rights Offer will not be registered for purposes of the Rights Offer with the Securities and Exchange Commission, Washington, D.C., the Canadian Provincial Securities Commission, or the Australian Securities Commission under the Australian Corporation Law, as amended. Accordingly, the Rights Offer will not be made to or be open for acceptance by persons with registered addresses in the United States of America or any of its territories, dependencies, possessions or commonwealths or in the District of Columbia or in the Dominion of Canada or in the Commonwealth of Australia, its states, territories or possessions or in Japan. The CSDP or Broker will ensure that where such persons are holding Ordinary Shares in Dematerialised form that the CSDP or Broker adheres to the above restrictions. Please refer to **Annexure 3** of this Circular for further details in this regard.

Letters of Allocation, which are renounceable, can only be traded in Dematerialised form and, accordingly, Ecsponent will issue all Letters of Allocation in Dematerialised form. An electronic record for holders of Certificated Shares is being maintained by Computershare Investor Services Proprietary Limited which has made it possible for holders of Certificated Shares to enjoy the same rights and opportunities as holders of Dematerialised Shares in respect of the Letters of Allocation.

Only whole numbers of Ordinary Shares will be issued in terms of the Rights Offer and Shareholders will be entitled to rounded numbers of shares once the ratio of entitlement has been applied. Excess applications will not be allowed.

Ecsponent does not accept any responsibility and will not be held liable for any failure on the part of CSDPs or Brokers of Dematerialised Shareholders to notify such shareholders of the information set out in this Circular.



Ecsponent Limited
Incorporated in the Republic of South Africa
(Registration number 1998/013215/06)
JSE Code: ECS ISIN: ZAE000179594

CIRCULAR TO SHAREHOLDERS OF ECSPONENT

relating to:

- a partially underwritten renounceable Rights Offer of 333 333 292 Ordinary Shares at an issue price of 15 cents per share, in the ratio of 35.77420 Ordinary Shares for every 100 Ordinary Shares held at the close of business on the Rights Offer Record Date;

and enclosing:

- a Form of Instruction in respect of a Letter of Allocation (to be completed by holders of Certificated Shares only).

Rights Offer opens at 09:00 on

Monday, 13 February 2017

Rights Offer closes at 12:00 on

Friday, 24 February 2017

The Directors of Ecsponent whose names appear in the "Corporate Information and Advisors" section of this Circular, collectively and individually accept full responsibility for the accuracy of the information given in this Circular and certify that, to the best of their knowledge and belief, there are no facts the omission of which would make any statement in this Circular false or misleading and that they have made all reasonable enquiries to ascertain such facts and that this Circular contains all information required in law and by the Listings Requirements.

Sponsor and Corporate Advisor



Date of issue: 7 February 2017

This Circular is available in English only. Copies of this Circular may be obtained from the registered office of Ecsponent, the Sponsor and the Transfer Secretaries, whose addresses are set out in the "Corporate Information and Advisors" section of this Circular. The Circular will be available in electronic form from the Company's website (www.ecsponentlimited.com) on Tuesday, 7 February 2017. This document will be available up to 24 February 2017.

CORPORATE INFORMATION AND ADVISORS

Directors

Executive:

TP Gregory (Chief Executive Officer)
B Shanahan (Group Financial Director)

Independent non-executive

RJ Connellan (Chairman)
KA Rayner
B Topham

Non-executive

P Matute
E Engelbrecht

Company Secretary

Dirk van der Merwe
Acacia House
Green Hill Village Office Park
Cnr of Nentabos and Botterklapper Street
The Willows
Pretoria East, 0181
(PO Box 39660, Garsfontein East, 0060)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
2nd Floor, Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(PO Box 61051, Marshalltown, 2107)

Date of incorporation of Ecsponent

9 July 1998

Place of incorporation of Ecsponent

Pretoria, South Africa

Registered address of Ecsponent

Acacia House
Green Hill Village Office Park
Cnr of Nentabos and Botterklapper Street
The Willows
Pretoria East, 0181
(PO Box 39660, Garsfontein East, 0060)

Sponsor and Corporate Advisor

Questco Proprietary Limited
(Registration number 2002/005616/07)
1st Floor, Yellow Wood House
Ballywoods Office Park
33 Ballyclare Drive
Bryanston, 2021
(PO Box 98956, Sloane Park, 2152)

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Form of Instruction (where applicable)	Enclosed

ACTION REQUIRED BY SHAREHOLDERS

If you are in any doubt as to what action you should take, you should consult your Broker, CSDP, banker, legal advisor, accountant or other professional advisor immediately.

If you have disposed of all your Ordinary Shares, please forward this Circular, together with the enclosed Form of Instruction, to the purchaser of such Ordinary Shares or the Broker, CSDP or other agent through whom you disposed of such Ordinary Shares. This Circular and Form of Instruction should not be forwarded to any person in any territory other than South Africa unless the Rights Offer can lawfully be made to such person or in such territory.

1. ACTION REQUIRED BY HOLDERS OF CERTIFICATED SHARES

A Form of Instruction for completion by Qualifying Shareholders who hold Certificated Shares is enclosed with this Circular and the relevant procedure for participation in the Rights Offer is set out below:

- A Letter of Allocation will be created in electronic form with the Transfer Secretaries.
- If you are a Qualifying Shareholder holding Certificated Shares and do not wish to subscribe for all of the Rights allocated to you as reflected in the Form of Instruction, you may either dispose of or renounce all or part of your entitlement as follows:
 - if you wish to sell all or part of your entitlement, you must complete Form A in the enclosed Form of Instruction and return it to the Transfer Secretaries so as to be received by no later than 12:00 on Tuesday, 21 February 2017. The Transfer Secretaries will endeavour to procure the sale of Rights on the JSE on your behalf and to remit the net proceeds thereof in accordance with your instructions. In this regard, neither the Transfer Secretaries nor Ecsponent will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising from the timing of such sales, the price obtained, or the failure to dispose of such entitlements. Please note that the last day to trade Letters of Allocation is on Tuesday, 21 February 2017; and
 - if you wish to renounce your entitlement in favour of any named renounee, you must complete Form B in the enclosed Form of Instruction, and the renounee must complete Form C in the enclosed Form of Instruction and return it to the Transfer Secretaries, to be received by no later than 12:00 on Friday, 24 February 2017, together with a bank-guaranteed cheque or bank draft or EFT swift reference number (EFT to be made into the Designated Bank Account, details of which are available from the corporate actions department of the Transfer Secretaries +27 (0) 861 100 634 for the appropriate amount).
- If you are a Qualifying Shareholder holding Certificated Shares and wish to subscribe for all or part of your entitlement in terms of the enclosed Form of Instruction, you must complete the enclosed Form of Instruction in accordance with the instructions contained therein and lodge it, together with the amount due in Rand in the form of a bank-guaranteed cheque or bankers' draft or EFT swift reference number (EFT to be made into the Designated Bank Account, details of which are available from the corporate actions department of the Transfer Secretaries +27 (0) 861 100 634), with the Transfer Secretaries as follows:

By hand to:

Ecsponent Limited – Rights Offer
c/o Computershare Investor Services
Proprietary Limited
2nd Floor, Rosebank Towers
15 Biermann Avenue
Rosebank, 2196

By facsimile to:

Ecsponent Limited – Rights Offer
c/o Computershare Investor Services
Proprietary Limited
+27 (0) 11 688 5210

By post to:

Ecsponent Limited – Rights Offer
c/o Computershare Investor Services
Proprietary Limited
PO Box 61763
Marshalltown, 2107

By electronic mail to:

Ecsponent Limited – Rights Offer
c/o Computershare Investor Services
Proprietary Limited
corporate.events@computershare.co.za

so as to be received by the Transfer Secretaries by no later than 12:00 on Friday, 24 February 2017.

The Transfer Secretaries 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 Instruction or owing to Forms of Instruction being forwarded to any other facsimile or email address other than those provided above. Forms of Instruction 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 each Shareholder's responsibility to ensure that their Form of Instruction is received by the Transfer Secretaries.

Ecsponent and the Transfer Secretaries accept no responsibility and will not be held liable for any allocation of Rights Offer Shares pursuant to payment being made or alleged to have been made by way of electronic transfer and where proof of such payment has not been received or purported proof of such payment being insufficient or defective for Ecsponent together with the Transfer Secretaries, for any reason, not being able to reconcile a payment or purported payment with a particular application for Rights Offer Shares.

If you are a renounee, you may elect to receive your Rights Offer Shares in Dematerialised form by providing the information requested in respect of your CSDP or Broker in Form E in the enclosed Form of Instruction.

In compliance with the Financial Markets Act, 2012 the Rights Offer Shares may only be issued in Dematerialised form. In this regard –

- (a) Qualifying Shareholders holding Certificated Shares who wish to receive the Rights Offer Shares allocated to them in Dematerialised form and who already have an account with a Broker or CSDP, will have their accounts at their Brokers or CSDPs credited with their Rights Offer Shares (provided that they have elected "Option 1" on Form E of their Form of Instruction, along with the relevant CSDP details, to the Transfer Secretaries on or before 12:00 on Friday, 24 February 2017;
- (b) Qualifying Shareholders holding Certificated Shares who do not wish to hold the Rights Offers Shares allocated to them in Dematerialised form and prefer to hold their Rights Offer Shares in Certificated form, will be afforded the option to "rematerialise" their Dematerialised Rights Offer Shares and replace these with a physical Document of Title, provided that such Qualifying Shareholders have elected "Option 3" on Form E of their Form of Instruction and submitted their Form of Instruction to the Transfer Secretaries on or before 12:00 on Friday, 24 February 2017; or
- (c) Qualifying Shareholders holding Certificated Shares who wish to receive the Rights Offers Shares allocated to them in Dematerialised form, but who do not have an account with a Broker or CSDP, will be issued with statements of allocation and will be required to appoint a Broker or CSDP so that Dematerialised Rights Offer Shares can be made available to them following implementation of the Rights Offer (such Shareholders will be required to provide the statement of allocation to their Broker or CSDP as proof of their holdings), provided that such Qualifying Shareholders have elected "Option 2" on Form E of their Form of Instruction.

Certificated Shareholders should indicate which of the above applies when completing the Form of Instruction. Should a Certificated Shareholder contemplated in paragraph (a) above fail to provide the necessary Broker and CSDP account details and other information requested in the Form of Instruction, it will not be possible to credit such Shareholder's account at its Broker or CSDP with the Rights Offer Shares due to it, and such Shareholder will instead be issued with a statement of allocation.

Should you be a Qualifying Shareholder holding Certificated Shares –

- contemplated in paragraph (a) above and have provided your Form of Instruction to the Transfer Secretaries on or before 12:00 on Friday, 24 February 2017, the Rights Offer Shares allocated to you will be credited to your Broker or CSDP account on Monday, 27 February 2017; or
- contemplated in paragraph (b) above, and have provided your Form of Instruction to the Transfer Secretaries on or before 12:00 on Friday, 24 February 2017, the share certificate for your Rights Offer Shares will be posted to you, at your risk, on Monday, 27 February 2017; or
- should you be a Shareholder contemplated in paragraph (c) above, the statement of allocation in respect of your Rights Offer Shares will be posted to you, at your risk, on Monday, 27 February 2017.

Qualifying Shareholders who wish to "rematerialise" their Dematerialised Rights Offer Shares as provided for above and whose registered addresses in the Register are outside of the Common Monetary Area, or whose Ordinary Share certificates are restrictively endorsed in terms of the Exchange Control Regulations, should refer to paragraph 3.9 below.

If the required documentation and payment has not been received in accordance with the instructions contained in the enclosed Form of Instruction (either from the Qualifying Shareholders or from any person in whose favour the Rights have been renounced) by 12:00 on Friday, 24 February 2017, then the Rights to those unsubscribed Rights Offer Shares will be deemed to have been declined and the Rights Offer entitlement will lapse.

2. ACTION REQUIRED BY HOLDERS OF DEMATERIALISED SHARES

If you are a Qualifying Shareholder and have Dematerialised your Ordinary Shares, you will not receive a printed Form of Instruction and you should receive notification from your CSDP or Broker regarding the Rights to which you are entitled in terms of the Rights Offer.

Your CSDP or Broker will credit your account with the number of Rights to which you are entitled and will contact you to ascertain:

- whether you wish to follow your Rights in terms of the Rights Offer and, if so, in respect of how many Rights Offer Shares; and
- if you do not follow all or any of your Rights:
 - whether you wish to sell your Rights and, if so, how many Rights you wish to sell;
 - whether you wish to renounce your Rights and, if so, how many Rights and in favour of whom you wish to renounce those Rights; or
 - whether you wish your Rights to lapse.

CSDPs effect payment in respect of Dematerialised Shareholders on a delivery versus payment basis.

If you are a Qualifying Shareholder holding Dematerialised Shares and wish to follow your Rights in respect of the Rights Offer, you are required to notify your duly appointed CSDP or Broker of your acceptance of the Rights Offer in the manner and time stipulated in the custody agreement governing the relationship between yourself and your CSDP or Broker. If you are not contacted, you should proactively contact your CSDP or Broker and provide them with your instructions. If your CSDP or broker does not obtain instructions from you, they are obliged to act in terms of the mandate granted to them by you, or if the mandate is silent in this regard, not to subscribe for Ordinary Shares in terms of the Rights Offer.

Ecsponent does not take responsibility and will not be held liable for any failure on the part of any CSDP or Broker to notify you of the Rights Offer and/or to obtain instructions from you to subscribe for the Rights Offer shares and/or to sell the Rights allocated.

IMPORTANT DATES AND TIMES

2017

Declaration announcement released on SENS	Tuesday, 31 January
Finalisation announcement released on SENS	Thursday, 2 February
Last day to trade in Ordinary Shares in order to participate in the Rights Offer (<i>cum entitlement</i>) and publishing of the Circular on Ecsponent's website	Tuesday, 7 February
Listing of, and trading in, the Letters of Allocation under the JSE Code ECSN and ISIN ZAE000230603 on the JSE commences at 09:00 on	Wednesday, 8 February
Ordinary Shares commence trading ex-Rights on the JSE at 09:00 on	Wednesday, 8 February
Circular and Form of Instruction posted to Certificated Shareholders	Thursday, 9 February
Rights Offer Record Date at 17:00 on	Friday, 10 February
Rights Offer opens at 09:00 on	Monday, 13 February
Certificated Shareholders will have their Letters of Allocation credited to an electronic account held at the Transfer Secretaries at 09:00 on	Monday, 13 February
Dematerialised Shareholders will have their accounts at their CSDP or Broker credited with their entitlement at 09:00 on	Monday, 13 February
Circular posted to Dematerialised Shareholders on	Tuesday, 14 February
Last day for trading Letters of Allocation on the JSE	Tuesday, 21 February
Form of Instruction lodged by Certificated Shareholders wishing to sell all or part of their entitlement at the Transfer Secretaries by 12:00	Tuesday, 21 February
Listing of Rights Offer Shares and trading therein on the JSE commences at 09:00 on	Wednesday, 22 February
Letters of Allocation Record Date	Friday, 24 February
Rights Offer closes at 12:00 on	Friday, 24 February
Payment to be made and Form of Instruction lodged by Certificated Shareholders wishing to renounce or subscribe for all or part of the entitlement at the Transfer Secretaries by 12:00 on	Friday, 24 February
Results of Rights Offer announced on SENS	Monday, 27 February
CSDP or Broker accounts in respect of Dematerialised Shareholders will be updated with Rights Offer shares and debited with any payments due on	Monday, 27 February
Rights Offer Shares issued and posted to Shareholders in certificated form (where applicable) on or about	Monday, 27 February

CSDPs effect payment in respect of Dematerialised Shareholders on a delivery versus payment method.

Notes:

1. Unless otherwise indicated, all times are South African times.
2. Shareholders may not Dematerialise or rematerialise their Ordinary Shares between Wednesday, 8 February 2017 and Friday, 10 February 2017, both dates inclusive.

DEFINITIONS AND INTERPRETATIONS

In this Circular and the annexures hereto, unless otherwise stated or the context clearly indicates a contrary intention, the following words and expressions shall bear the meaning assigned to them hereunder. Words in the singular shall include the plural and vice versa, words signifying any one gender shall include the other genders and references to natural persons shall include juristic persons and associations of persons:

“Act” or “Companies Act”	the Companies Act, No. 71 of 2008, as amended from time to time, including the Companies Regulations 2011;
“Authorised Share Capital”	1 trillion Ordinary Shares of no par value of which 931 769 996 Ordinary Shares have been issued as at the Last Practicable Date;
“Board” or “Directors”	the board of Directors of Ecsponent;
“Broker”	any person registered as a broking member (equities) in terms of the Rules of the JSE made in accordance with the provisions of the Financial Markets Act;
“Business Day”	any day of the week, excluding Saturdays, Sundays and all official South African public holidays;
“Certificated Shares”	Ordinary Shares that have not been Dematerialised in terms of Strate, title to which is represented by Documents of Title;
“CSDP”	a Central Securities Depository Participant defined as a “participant” in section 1 of the Financial Markets Act and appointed by individual Shareholders for purposes of, and in regard to, Dematerialisation of Documents of Title for the purpose of incorporation into Strate;
“Certificated Shareholders”	holders of Certificated Shares;
“Circular”	this bound document, dated 7 February 2017, and incorporating a Form of Instruction;
“Common Monetary Area”	collectively, South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
“Dematerialise”	the process whereby share certificates and any other Documents of Title to shares in a tangible form are Dematerialised into electronic records for the purposes of Strate;
“Dematerialised Shareholders”	holders of Dematerialised Shares;
“Dematerialised Shares”	Ordinary Shares which have been Dematerialised in terms of the requirements of Strate and the ownership of which is no longer evidenced by physical Documents of Title but by electronic records;
“Designated Bank Account”	the bank account to be utilised for the purpose of the Rights Offer, the details of which will be provided on request from the corporate actions department of the Transfer Secretaries, contactable during ordinary business hours on +27(0) 861 100 634;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts, or any other documents of title as the case may be;
“EFT”	Electronic Funds Transfer;
“Ecsponent” or “Company”	Ecsponent Limited (registration number 1998/013215/06), a public company listed on the Main Board of the JSE, incorporated in accordance with the laws of South Africa;

“Exchange Control Regulations”	the Exchange Control Regulations, 1961, as amended, promulgated in terms of section 9 of the South African Currency and Exchanges Act, 1933 (Act 9 of 1933), as amended;
“Financial Markets Act”	the Financial Markets Act, No. 19 of 2012;
“Form of Instruction”	a form of instruction in respect of the Letter of Allocation;
“JSE”	JSE Limited (registration number 2005/022939/06), a public company incorporated in South Africa and licensed as an exchange under the Financial Markets Act;
“Last Practicable Date”	the last practicable date prior to the finalisation of this Circular, being 3 January 2017;
“Letter of Allocation”	a renounceable (nil paid) letter of allocation in electronic form relating to the Rights Offer;
“Letters of Allocation Record Date”	the last day for Shareholders to be recorded in the Register in order for Shareholders to subscribe for the Rights Offer Shares, being Friday, 24 February 2017;
“Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time by the JSE;
“Ordinary Shares” or “Shares”	ordinary shares of no par value in the Authorised Share Capital of the Company;
“Qualifying Shareholder”	a registered holder of Ordinary Shares on the Register of Shareholders of Ecsponent as at 17:00 on the Rights Offer Record Date and which does not have its registered address in any jurisdiction in which it would be unlawful to make the Rights Offer;
“Rand” or “R”	South African Rand, the official currency of South Africa;
“Ratio of Entitlement”	the number of Rights Offer Shares to which Shareholders are entitled to subscribe for in terms of the Rights Offer, being 35.77420 Ordinary Shares for every 100 Ordinary Shares held on the Rights Offer Record Date, and/or such proportionate lower number of Ordinary Shares in respect of a holding of less than 100 Ordinary Shares held on the Rights Offer Record Date;
“Rights Offer Record Date”	the last day for Shareholders to be recorded in the Register in order to participate in the Rights Offer, being close of business on Friday, 10 February 2017;
“Register”	means the register of Certificated Shareholders maintained by Ecsponent and the sub-registers of Dematerialised Shareholders maintained by the relevant CSDPs;
“Rights”	the entitlement to subscribe for Ordinary Shares pursuant to the Rights Offer;
“Rights Offer”	the Rights to subscribe for Ordinary Shares at the Rights Offer Share Price in the ratio of 35.77420 Rights Offer Shares for every 100 Ordinary Shares held on the Rights Offer Record Date;
“Rights Offer Share Price”	the price per new Ordinary Share to be offered to Shareholders in terms of the Rights Offer being 15 cents per Share;
“Rights Offer Shares”	the 333 333 292 Ordinary Shares representing approximately 36% of the current issued share capital of the Company and which are the subject of the Rights Offer;
“Shareholders”	holders of Ordinary Shares;
“SENS”	the Stock Exchange News Service of the JSE;

“SME”	small and medium enterprises;
“South Africa”	the Republic of South Africa;
“Sponsor and Corporate Advisor”	Questco Proprietary Limited (registration number 2002/005616/07), a private company incorporated in accordance with the laws of South Africa;
“Strate”	the settlement and clearing system used by the JSE, managed by Strate Proprietary Limited (registration number 1998/022242/07), a limited liability private company duly incorporated in South Africa;
“Transfer Secretaries”	Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), a private company incorporated in accordance with the laws of South Africa, being the Transfer Secretaries of Ecsponent;
“TRP”	the Takeover Regulation Panel established by section 196 of the Companies Act;
“Underwriter”	Mason Alexander Proprietary Limited (registration number 2015/351662/07), a private company registered and incorporated in accordance with the laws of South Africa, being a wholly-owned subsidiary of Mylesland Investment Holdings Limited, a company beneficially owned by George Manyere;
“Underwriting Agreement”	the agreement entered into between Ecsponent and the Underwriter, dated 21 October 2016, in terms of which the Underwriter has agreed, subject to certain limitations set out in paragraph 3.5.3, to subscribe for 133 333 333 Rights Offer Shares (with a total subscription of R20 million) in the event that such number of shares are not taken up by Qualifying Shareholders and/or their renounees in terms of the Rights Offer;
“VAT”	Value Added Tax; and
“VWAP”	volume weighted average price.



Ecsponent Limited
Incorporated in the Republic of South Africa
(Registration number 1998/013215/06)
JSE Code: ECS ISIN: ZAE000179594

CIRCULAR TO SHAREHOLDERS

1. INTRODUCTION

- 1.1 Shareholders are referred to the announcement released on SENS on 10 October 2016, in which Shareholders were advised that the Board had resolved to pursue the implementation of the Rights Offer in order to raise a maximum of R50 million.
- 1.2 In terms of the Rights Offer, Shareholders recorded in the Register at the close of trade on the Rights Offer Record Date, will receive the Rights to subscribe for Rights Offer Shares on the basis of 35.77420 Rights Offer Shares for every 100 Ordinary Shares held, for subscription at 15 cents per Rights Offer Share. Only whole numbers of Ordinary Shares will be issued and Shareholders will be entitled to rounded numbers of Ordinary Shares once the ratio has been applied. Fractional entitlements of 0.5 or greater will be rounded up and less than 0.5 will be rounded down.
- 1.3 Excess applications will not be allowed.
- 1.4 The Company and the Underwriter have concluded an underwriting agreement in terms of which the Underwriter has agreed to underwrite a maximum of 133 333 333 Rights Offer Shares in terms of the Underwriting Agreement, amounting to R20 million.
- 1.5 The JSE has agreed to the listing of the Rights Offer Shares and the purpose of this Circular is to furnish Shareholders with relevant information relating to the Rights Offer, the action required and the implications thereof, in accordance with the Companies Act and the Listings Requirements.

2. RATIONALE FOR THE RIGHTS OFFER AND UTILISATION OF FUNDS

- 2.1 Capital raised through the Rights Offer will be applied towards streamlining the Group's operations thereby re-aligning the Group for increased strategic growth, specifically through the growth of the loan book and the financial services business of the Group.
- 2.2 Shareholders are referred to the announcement released on 20 December 2016 in which the Company advised that it will undertake a process of rationalising its operations and aligning the Group's focus to its core business.

Shareholders are further referred to paragraph 5 for an overview of the Group and its prospects.
- 2.3 It is the Company's intention to grow the enterprise loan book and/or the SME loan book, which currently provide the highest returns to the Group. The Board believes that there is sufficient opportunity and depth in the market to grow these loan books, however, specific loans to be advanced will be assessed at the time of deployment of the funds.
- 2.4 A portion of the funds will also be used to settle the Rights Offer expenses, as set out in paragraph 4, as well as a portion of the expenses of approximately R1.2 million in respect of a related party transaction Circular to be issued.

3. PARTICULARS OF THE RIGHTS OFFER

3.1 Terms of the Rights Offer

- 3.1.1 Ecsponent hereby offers to Qualifying Shareholders a total of 333 333 292 Ordinary Shares for subscription, upon the terms and conditions set out in this Circular and in the attached

Form of Instruction, by way of renounceable Rights, at a subscription price of 15 cents per Ordinary Share on the basis of 35.77420 Rights Offer Shares for every 100 Ordinary Shares held by Qualifying Shareholders at the close of trade on the Rights Offer Record Date. Ecspontent will raise a maximum of R50 million in terms of the Rights Offer.

- 3.1.2 The subscription price represents a discount of 3.4% to the 30-day volume weighted average traded price of Ecspontent's Ordinary Shares of 15.53 cents per share, as at 10 October 2016, being the date of the initial announcement of the Rights Offer, and a premium of 17% to the 30-day VWAP of Ecspontent's Ordinary Shares of 12.44 cents per share on 30 January 2017.
- 3.1.3 Qualifying Shareholders recorded in the Register of Ecspontent at the close of business on the Rights Offer Record Date, will be entitled to participate in the Rights Offer.
- 3.1.4 The enclosed Form of Instruction contains details of the Rights to which holders of Certificated Shares are entitled, as well as the procedure for acceptance and/or sale and/or renunciation of all or part of those Rights. Holders of Dematerialised Shares will be advised of the Rights to which they are entitled as well as the procedure for acceptance and/or sale and/or renunciation of all or part of those Rights by their CSDP or Broker in terms of the custody agreement entered into between the Shareholder and his CSDP or Broker, as the case may be.
- 3.1.5 The subscription price is payable in full, in Rand, by Qualifying Shareholders holding Certificated Shares on acceptance of the Rights Offer. CSDPs will make payment, on a delivery versus payment basis, in respect of Qualifying Shareholders holding Dematerialised Shares who have accepted the Rights Offer. Qualifying Shareholders holding Dematerialised Shares who have accepted the Rights Offer must ensure that the necessary funds are deposited with the relevant CSDP or Broker, as the case may be.
- 3.1.6 The Rights Offer shares will, upon allotment and issue, rank *pari passu* with all other existing Ordinary Shares in terms of both voting rights and dividends.
- 3.1.7 The Letters of Allocation in respect of the Rights Offer are negotiable and will be listed on the JSE on Wednesday, 8 February 2017, under the JSE code ECSN and ISIN ZAE000230603. The Rights Offer Shares cannot be traded before such Shares are listed on the JSE on Wednesday, 22 February 2017.
- 3.1.8 The Rights Offer is partially underwritten as detailed in paragraph 3.5 of this Circular.

3.2 **Opening and closing dates of the rights offer**

The Rights Offer will open at 09:00 on Monday, 13 February 2017, and will close at 12:00 on Friday, 24 February 2017.

3.3 **Entitlement**

- 3.3.1 Qualifying Shareholders will receive the Right to subscribe for Rights Offer Shares on the basis of 35.77420 Rights Offer Shares for every 100 Shares held on the Rights Offer Record Date at the Rights Offer Share Price.
- 3.3.2 Qualifying Shareholders who hold less than 100 Shares or who do not hold a multiple of 100 Shares, will be entitled in respect of such holdings, to participate in the Rights Offer in accordance with the Table of Entitlement set out in **Annexure 1**. Only whole numbers of Ordinary Shares will be issued and Shareholders will be entitled to subscribe for rounded numbers of Ordinary Shares once the Ratio of Entitlement has been applied. Fractional entitlements of 0.5 or greater will be rounded up and less than 0.5 will be rounded down.

3.4 **Minimum subscription**

The Rights Offer is not conditional on any minimum subscription being obtained.

3.5 **Underwriting agreement**

- 3.5.1 The Underwriter currently owns 34.90% of the issued share capital of Ecspontent, which it acquired through an off-market transaction with Ecspontent Capital (RF) Limited, the Company's previous holding company on 29 September 2016. It is the intention for the

Underwriter to become a long-term investor in the Company, given certain synergies that can be achieved between the Underwriter and the Company in term of their respective strategies.

- 3.5.2 The Underwriter has agreed to underwrite a maximum of 133 333 333 Rights Offer Shares, to the extent that Shareholders do not follow their Rights. Other than pursuant to its underwriting, the Underwriter does not intend to follow its rights in terms of the Rights Offer, resulting in a maximum potential subscription amount of R20 million by the Underwriter.
- 3.5.3 Following the Rights Offer, the Underwriter may own equal to or more than 35% of the issued share capital of the Company. Accordingly, Shareholders are referred to a Circular posted to them on 31 October 2016 in terms of which they were requested, in terms of regulation 86(4) of the Companies Act Regulations, 2011, to waive the requirement for the Underwriter to make a mandatory offer under section 123 of the Companies Act (“the Proposed Waiver”), which Proposed Waiver was approved by Shareholders at a general meeting held on 28 November 2016.
- 3.5.4 In terms of the Underwriting Agreement, there will be no underwriting fee payable by the Company to the Underwriter.
- 3.5.5 The Underwriting Agreement was subject to the application for the listing of the Rights Offer shares and letters of allocation being approved by the JSE in terms of the timetable set out in the Listings Requirements.
- 3.5.6 The Board, after due and careful enquiry, are of the opinion that the Underwriter has sufficient resources to meet its financial commitments in terms of the Underwriting Agreement.
- 3.5.7 No securities are offered as a preferential right to any person, other than as contemplated by virtue of the Rights Offer.
- 3.5.8 Information relating to the Underwriter is set out in **Annexure 2**.

3.6 Procedures for acceptance

- 3.6.1 If you are a Qualifying Shareholder holding Certificated Shares and/or have had Rights renounced in your favour, and wish to subscribe for all or part of your entitlement in terms of the enclosed Form of Instruction, you must complete the enclosed Form of Instruction in accordance with the instructions contained therein and lodge it together with payment of the subscription price with the Transfer Secretaries at the addresses set out in paragraph 3.8.1.2 of this Circular, so as to be received by the Transfer Secretaries by no later than 12:00 on Friday, 24 February 2017. Once received by the Transfer Secretaries, the acceptance is irrevocable and may not be withdrawn.
- 3.6.2 If payment is not received on or before 12:00 on Friday, 24 February 2017, the day of the closing of the Rights Offer, the Qualifying Shareholder or renounee concerned will be deemed to have declined the Rights Offer to acquire Rights Offer Shares pursuant to the Rights Offer.
- 3.6.3 Qualifying Shareholders holding Certificated Shares are advised to take into consideration postal delivery times when posting their Forms of Instruction, as no late postal deliveries will be accepted. Qualifying Shareholders are advised to deliver their completed Forms of Instruction together with their **bank-guaranteed cheques or bankers’ drafts, or EFT swift reference number** by hand or by courier, where possible to the Transfer Secretaries as set out in the enclosed Form of Instruction. Forms of Instruction together with proof of EFT payment may also be faxed or emailed to the Transfer Secretaries in accordance with the provisions of the section of this Circular titled “Action Required by Shareholders”.
- 3.6.4 If you are a Qualifying Shareholder and have Dematerialised your Ordinary Shares you will not receive a printed Form of Instruction. You should receive notification from your CSDP or Broker regarding the Rights to which you are entitled in terms of the Rights Offer.
- 3.6.5 If you are a Qualifying Shareholder holding Dematerialised Shares and wish to follow your Rights in respect of the Rights Offer, you are required to notify your duly appointed CSDP or Broker of your acceptance of the Rights Offer in the manner and time stipulated in the custody agreement governing the relationship between yourself and your CSDP or Broker.

- 3.6.6 **Ecsponent does not take responsibility and will not be held liable for any failure on the part of any CSDP or Broker to notify you of the Rights Offer and/or to obtain instructions from you to subscribe for the Rights Offer Shares and/or to sell the Rights allocated.**

3.7 Procedures for sale and renunciation

- 3.7.1 If you are a Qualifying Shareholder holding Certificated Shares and do not wish to subscribe for all of the Rights allocated to you as reflected in the Form of Instruction, you may either dispose of or renounce all or part of your entitlement as follows:
- 3.7.1.1 if you wish to sell all or part of your entitlement, you must complete **Form A** in the enclosed Form of Instruction and return it to the Transfer Secretaries to be received by no later than 12:00 on Tuesday, 21 February 2017. The Transfer Secretaries will endeavour to procure the sale of Rights on the JSE on your behalf and to remit the net proceeds thereof in accordance with your instructions. In this regard, neither the Transfer Secretaries nor Ecsponent will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising from the timing of such sales, the price obtained, or the failure to dispose of such entitlements; and
- 3.7.1.2 if you wish to renounce your entitlement or any part thereof in favour of any named renounee, you must complete **Form B** in the enclosed Form of Instruction, and the renounee must complete **Form C** in the enclosed Form of Instruction and return it to the Transfer Secretaries, to be received by no later than 12:00 on Friday, 24 February 2017, **together with a bank-guaranteed cheque or bank draft or an EFT accompanied by an EFT swift reference number for the appropriate subscription amount.** If you wish to renounce parts of your entitlement in favour of different renounees, you may copy Form B and use a copied **Form B** for each additional renounee.
- 3.7.2 If you are a Qualifying Shareholder holding Dematerialised Shares and wish to renounce or sell some or all of the Rights allocated to you as a holder of Dematerialised Shares, you should make the necessary arrangements with your CSDP or Broker in the manner and time stipulated in the custody agreement governing the relationship between yourself and your CSDP or Broker.

3.8 Payment

3.8.1 Payment by holders of Certificated Shares

- 3.8.1.1 The amount due on acceptance of the Rights Offer is payable in Rand.
- 3.8.1.2 **A banker's draft drawn on a registered bank or a bank-guaranteed cheque drawn on a South African bank** (each of which should be crossed and marked "not transferable" and, in the case of a cheque, with the words "or bearer" deleted) in favour of "**Ecsponent Limited – Rights Offer**" in respect of the amount due **or an EFT accompanied by an EFT swift reference number** (obtainable from Computershare Investor Services Proprietary Limited, at +27 (0) 8611 00634), together with a properly completed Form of Instruction, should be clearly marked "**Ecsponent Limited – Rights Offer**", and delivered to:

Ecsponent Limited – Rights Offer

c/o Computershare Investor Services Proprietary Limited
2nd Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196

so as to be received by no later than 12:00 on Friday, 24 February 2017, or may be posted, at the risk of the Shareholder or his renounee, to:

Ecsponent Limited – Rights Offer

c/o Computershare Investor Services Proprietary Limited
PO Box 61763, Marshalltown, 2107

so as to be received by no later than 12:00 on Friday, 24 February 2017, or may be **faxed to (only in the case where payment is by way of EFT):**

Ecsponent Limited – Rights Offer

c/o Computershare Investor Services Proprietary Limited
+27 (0) 11 6885210

so as to be received by no later than 12:00 on Friday, 24 February 2017, or may be **e-mailed to (only in the case where payment is by way of EFT):**

Ecsponent Limited – Rights Offer

c/o Computershare Investor Services Proprietary Limited
corporate.events@computershare.co.za

so as to be received by no later than 12:00 on Friday, 24 February 2017.

- 3.8.1.3 All bank-guaranteed cheques or bankers' drafts received by the Transfer Secretaries will be deposited immediately for payment. The payment as referred to in paragraph 3.8.1.2 will constitute an irrevocable acceptance by the Shareholder or renouncee of the Rights Offer upon the terms and conditions set out in this Circular and in the enclosed Form of Instruction. In the event that any cheque or banker's draft is dishonoured, Ecsponent, in its sole discretion, may treat the relevant acceptance as void or may tender delivery of the relevant Rights Offer Shares to which it relates against payment in cash of the issue price for such Ordinary Shares.
- 3.8.1.4 Money received in respect of an application that is rejected or otherwise treated as void by Ecsponent, or which is otherwise not validly received in accordance with the terms stipulated, will be posted by registered post by way of a cheque drawn (without interest) in Rand to the applicant concerned, at the applicant's risk, on or about Monday, 27 February 2017. If the applicant concerned is not a Shareholder and gives no address in the attached Form of Instruction, then the relevant refund will be held by Ecsponent until collected by the applicant and no interest will accrue to the applicant in respect thereof.

3.8.2 Payment by holders of Dematerialised Shares

Payment will be effected on the Shareholder's behalf in Rand by the CSDP or Broker. The CSDP or Broker will make payment in respect of Qualifying Shareholders holding Dematerialised Shares on a delivery versus payment basis.

3.9 Exchange Control Regulations

- 3.9.1 An outline of the applicable Exchange Control Regulations is set out in **Annexure 3**. Relevant Qualifying Shareholders are advised to acquaint themselves with these regulations.
- 3.9.2 In the case of Qualifying Shareholders who wish to "rematerialise" their Dematerialised Rights Offer Shares as provided for above and whose registered addresses in the Register are outside of the Common Monetary Area, or where the relevant Ordinary Share certificates are restrictively endorsed in terms of the Exchange Control Regulations, the following will apply –
- 3.9.2.1 for non-residents who are emigrants, the replacement Documents of Title will be sent to the Qualifying Shareholder's authorised dealer in foreign exchange in South Africa controlling their blocked assets; and
- 3.9.2.2 for all other non-residents, the replacement Documents of Title will be restrictively endorsed "non-resident" in terms of the Exchange Control Regulations.

3.10 JSE Listings

- 3.10.1 The Issuer Regulation Division of the JSE has approved the listing of:
- 3.10.1.1 333 333 292 Letters of Allocation in respect of all of the Rights Offer Shares with effect from the commencement of trade on Wednesday, 8 February 2017, to the close of trade on Tuesday, 21 February 2017, both days inclusive; and
- 3.10.1.2 333 333 292 Rights Offer Shares with effect from the commencement of trade on Wednesday, 22 February 2017.

3.11 Documents of title

- 3.11.1 New Ordinary Share certificates to be issued to Qualifying Shareholders holding Certificated Shares or renouncees who have elected to “rematerialise” their Dematerialised Rights Offer Shares to which they are entitled as contemplated in the section titled “Action Required by Shareholders”, will be posted to persons entitled thereto, by registered post, at the risk of the Shareholders concerned, on or about Monday, 27 February 2017, provided that the Form of Instruction in respect thereof has been provided to the Transfer Secretaries before 12:00 on Friday, 24 February 2017.
- 3.11.2 Qualifying Shareholders receiving the Rights Offer Shares must note that such Certificated Shares are not good for delivery in respect of future trades on the JSE until they have been Dematerialised.
- 3.11.3 Qualifying Shareholders holding Dematerialised Shares who have applied for, and been allotted, Ordinary Shares under the Rights Offer will have their accounts updated with the Rights Offer Shares to which they are entitled and in respect of which they have accepted the Rights Offer, on Monday, 27 February 2017.

3.12 Taxation

Shareholders are advised to consult their tax and financial advisors regarding any taxation implications pertaining to them regarding the acceptance of their Rights in terms of the Rights Offer.

4. EXPENSES

- 4.1 The estimated expenses (excluding VAT) relating to the Rights Offer have been detailed below.

Nature of expense	Paid/Payable to	R
JSE documentation inspection fee	JSE	23 684
JSE listing fee	JSE	53 273
Printing, publication and distribution	Ince (Pty) Ltd	120 000
Sponsor and Corporate Advisor	Questco (Pty) Ltd	200 000
Transfer Secretaries	Computershare Investor Services (Pty) Ltd	163 888
Contingency		10 000
Total		570 845

- 4.2 The expenses of the Rights Offer will be written off against the stated capital.

5. INFORMATION IN RESPECT OF ECSPONENT

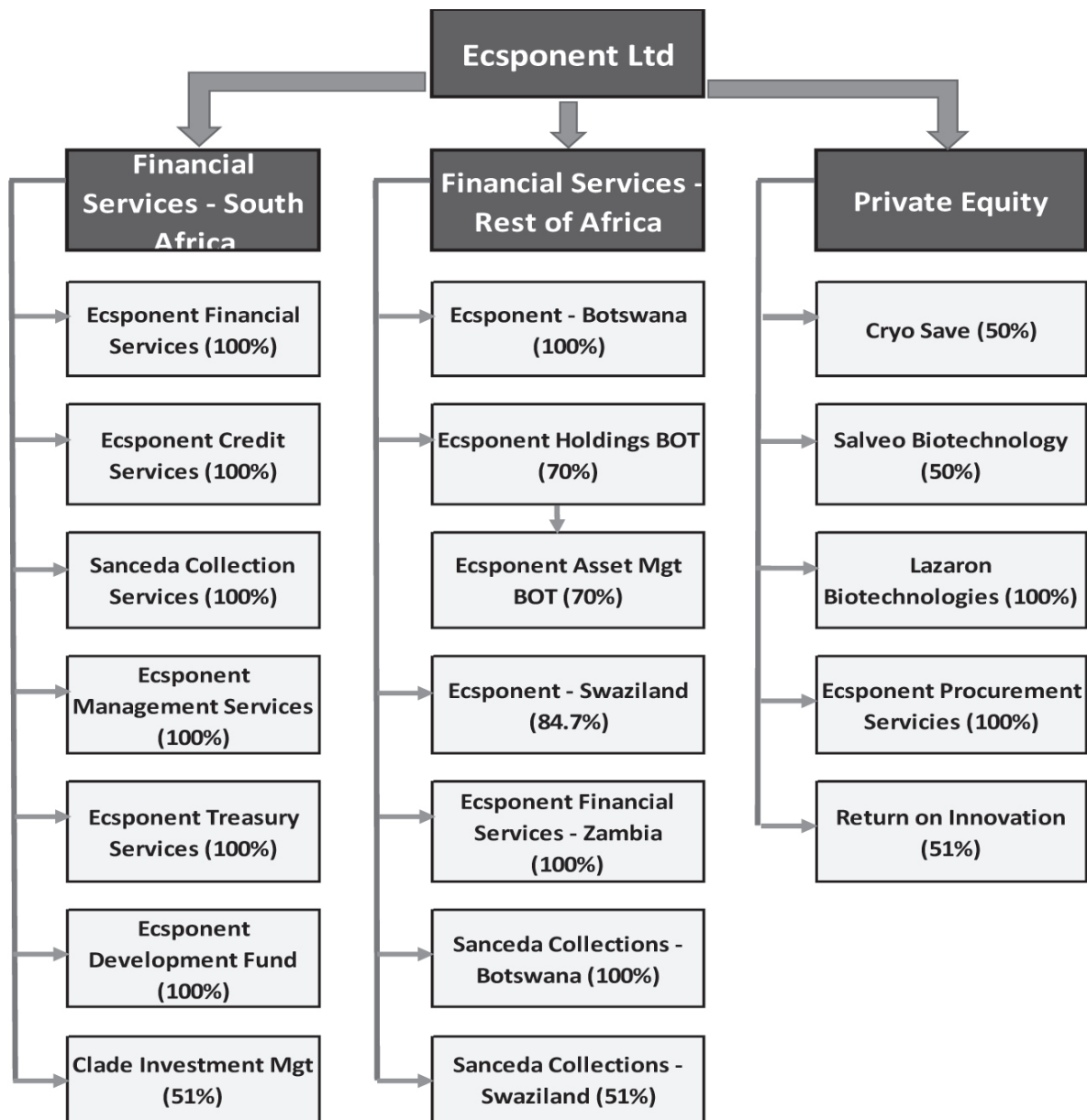
5.1 Overview of business and prospects

- 5.1.1 Ecsponent functions as a holding company which develops interests in operational subsidiaries and focuses on the following operational segments:

- Financial Services in South Africa;
- Financial Services in Africa; and
- Private Equity.

Ecsponent issued an announcement on 20 December 2016 relating to various transactions, which, once finalised, may impact the structure of the Group. A copy of the announcement is available on the Company's website: www.ecsponentlimited.com.

- 5.1.2 The Company's primary focus is financial services. Ecsponent ensures the strategic alignment of its investment targets by applying a highly focused approach to acquisitions. Core to the approach is that the target businesses should provide high barriers to entry and high gross profits resulting in above average levels of sustainable returns.
- 5.1.3 The diagram below sets out the operational structure and private equity investments of the Group at the Last Practicable Date.



5.1.4 Ecsponent's prospects are linked to the prospects of its investee companies, which are described in more detail below.

5.1.5 **Ecsponent Financial Services**

5.1.5.1 Ecsponent Financial Services was first incorporated as a private company under the name Tiespro 69 (Pty) Ltd, after which it changed its name to Ecsponent Financial Services. Ecsponent Financial Services became a subsidiary of Ecsponent with effect from 25 July 2014, after its acquisition from Ecsponent Capital.

5.1.5.2 Ecsponent Financial Services is registered with the Financial Services Board ("FSB") as a Financial Services Provider (licence number 32968) to provide intermediary services between product providers and the public in general. Ecsponent Financial Services' main business is the provision of financial services and it has been appointed to act as intermediary between Ecsponent and the public as a placement agent.

- 5.1.5.3 Ecspoint Financial Services recruits and manages qualified advisors under its FSB licence to market the products under the rules and regulations that are prescribed by the FSB.

Prospects of Ecspoint Financial Services

- 5.1.5.4 Ecspoint Financial Services provides access to, and control of, key elements of the channel to market financial products. FSB regulatory licences are an important component of the roll-out of the strategy and Ecspoint Financial Services provides the Group with the required licences, skills and infrastructure. The Group is expanding the range of products available to Ecspoint Financial Services which will result in improved client service and profitability.

5.1.6 ECS Developments

- 5.1.6.1 ECS Developments was incorporated as a private company on 5 June 2015 as a subsidiary of Ecspoint. ECS Developments acquired the business of Ecspoint Investment Holdings Proprietary Limited (“EIH”), being financial services, as a going concern with effect from 30 June 2016, as detailed in the Circular to shareholders dated 31 March 2016.

- 5.1.6.2 The business operations were established in October 2014 by EIH, with the core business being the provision of short-term bridging finance to SMEs and individuals in order to fund the supply of products or services to both municipal entities and private sector corporate entities.

Prospects of ECS Developments

- 5.1.6.3 ECS Developments has an innovative business approach which focuses on high impact transactions. It focuses on the SME market where the ultimate payment risk is from a blue chip company, state owned enterprises or credible national, provincial or local government departments. The innovative approach to funding allows SMEs with credible low risk transactions to access quick funding. The business has already established itself as a market-leader in its field and operates in several countries including South Africa, Swaziland, Botswana and Zambia.

- 5.1.6.4 ECS Developments is developing technology solutions to increase its capacity and deliver this funding at lower cost levels than traditional lenders. The Board believes that ECS Developments can continue to grow subject to the availability of capital and funding lines.

5.1.7 Sanceda Collections

- 5.1.7.1 Ecspoint acquired the business of Sanceda (i.e. assets, leased assets, marks, etc.) on 25 July 2014 from Ecspoint Capital. The business of Sanceda is now being conducted by Sanceda Collections, a wholly-owned subsidiary of Ecspoint, established for this purpose.

- 5.1.7.2 Sanceda Collections is a collections agency registered with the Council for Debt Collectors, which provides for collections on behalf of companies. Collections are call centre-based and Sanceda Collections has established the management and infrastructure to collect on a large volume of files concurrently.

- 5.1.7.3 Sanceda Collections’ expertise includes the management of debt portfolios, tracing of defaulters, repayment and contract agreement, debit order and related collection management and legal pursuance of defaulters should this become necessary.

Prospects of Sanceda Collections

- 5.1.7.4 The Sanceda Collections operations have expanded their footprint to include both Botswana and Swaziland. Both of the new operations have concluded agreements for third party collections with large blue chip multinational companies.

5.1.8 Ecspoint Botswana

- 5.1.8.1 Ecspoint Botswana was incorporated on 24 August 2010 under the name Loyn Proprietary Limited, following which it changed its name to Ecspoint Limited (incorporated in Botswana).

- 5.1.8.2 Ecsponent Botswana became a subsidiary of Ecsponent on 25 July 2014 following its acquisition from Ecsponent Capital.
- 5.1.8.3 The Botswana operations mirror the South African processes and the Group provides management oversight and liquidity to the country's credit operations. In addition to employee benefits Ecsponent Botswana provides both enterprise as well as SME credit on a secured basis to qualifying clients.

Prospects of Ecsponent Botswana

- 5.1.8.4 The performance of the Botswana operations for the period ended June 2016 reflected a continued steady improvement compared to the half year ended June 2015. Botswana grew revenue by 51% to R23.2 million, total assets increased by 21.3% to R126.2 million, and operating profits increased by 164.8% to R10.9 million.
- 5.1.8.5 The growth in the Botswana economy, stability of the currency and demand for credit continues to drive growth of the Ecsponent operation in the territory. The Directors are confident that the growth will continue.

5.1.9 Ecsponent Swaziland

- 5.1.9.1 Ecsponent Swaziland started its operations in the first half of 2014 and provides secured funding to select financial service companies and credit to small, medium and micro enterprises.
- 5.1.9.2 The Swaziland operation includes capital raising opportunities which mirror the South African process and provides ongoing liquidity to the country's credit operations which includes consumer credit, enterprise and SME finance.

Prospects of Ecsponent Swaziland

- 5.1.9.3 The six-month period ended 2016 witnessed the initiation of the roll-out of the Group's enterprise finance model in Swaziland. A co-operation agreement has been entered into with the Federation of the Swaziland Business Community in order to gauge demand for enterprise development services in Swaziland. The evaluation is well advanced and the Company will shortly be engaging the local Regulator to facilitate implementation.
- 5.1.9.4 The country has ambitious goals which are targeted for realisation by 2022 and which require significant development in the country's SME sector. The Directors believe that the Group is perfectly positioned to provide funding and services in support of the county's objectives.
- 5.1.9.5 The performance of the Swaziland operations for the interim period ended 30 June 2016 also reflected a steady improvement compared to the half year ended June 2015. Swaziland grew revenue by 209.2% to R16.4 million whilst operating profits increased by 1401.8% to R7.4 million. The company has a liability of R57.9 million to preference share investors in Swaziland.
- 5.1.9.6 The Directors have confidence that the business will continue to grow in the territory.

5.1.10 Ecsponent Zambia

- 5.1.10.1 The Zambian operation provides similar products and services as the rest of the Group. The country's demand for both retail and business credit ensures that the company's products are likely to be profitable and successful.
- 5.1.10.2 The Bank of Zambia awarded Ecsponent Zambia with a Tier 2 Deposit Taking Licence, thereby providing the company with the regulatory approvals to proceed with its operations.
- 5.1.10.3 Ecsponent Zambia already holds deposits from retail investors and provide loans to SMEs that qualify, as well as factoring finance for secured transactions.

Prospects of Ecsponent Zambia

- 5.1.10.4 The country has been depressed by the dramatic reduction in international commodity prices/demand and has also suffered significant currency fluctuation depressing both investments and business confidence. The Company has delayed its normally bold start-up planning as a result of the uncertain business climate and this is reflected in the financial returns of the territory.
- 5.1.10.5 Although in its infancy Ecsponent Zambia has begun providing credit to SMEs that qualify, as well as enterprise finance for secured transactions. The Directors are confident that the Zambian operations will provide significant returns to the Group.

5.1.11 Ecsponent CS

- 5.1.11.1 Ecsponent CS became a subsidiary of Ecsponent on 1 July 2011, after the acquisition by Ecsponent of 100% of the shares in, and claims against, Ecsponent CS for a cash consideration of R100.
- 5.1.11.2 Ecsponent CS specialises in providing financial services to third party companies. Ecsponent CS' core business remains unsecured small to SME credit. The company has expanded further by and its entrance into the transactional finance market, specifically for the SME market, focusing on secured loans.

Prospects of Ecsponent CS

- 5.1.11.3 The demand for funding to SME's in South Africa and Africa is uncapped. As a result, the company's growth is restricted only by access to capital and the Group's credit policies. Margins in the sector are substantial.

5.1.12 Cryo-Save SA

- 5.1.12.1 Experite NV and Ecsponent have a venture which provides for the harvesting and banking of stem cells from both cord blood as well as cord tissue. Cryo-Save SA became a subsidiary of Ecsponent on 1 July 2011.
- 5.1.12.2 Experite NV's Cryo-Save operation ("Cryo-Save") is the leading international family stem cell bank and already stores over 280 000 samples from cord blood and umbilical cord tissue for newborns and adipose tissue for adults. There are already several diseases that can be cured by the use of stem cells, and the Directors believe the number of treatments will increase. Driven by its international business strategy, Cryo-Save is represented in 40 countries on three continents, with ultra-modern processing and storage facilities in Belgium, Germany, Dubai, India and France.
- 5.1.12.3 Cryo-Save SA combines Cryo-Save's leading expertise in stem cell processing and storage with Ecsponent's local and African market expertise and offers customers the option of storing cord tissue and stem cells from cord blood in South Africa or off shore in Belgium.

Prospects of Cryo-Save SA

- 5.1.12.4 The local and international demand for cryogenically preserved stem cells and related products continues to grow exponentially. Management continue to investigate products and services which leverage the Group's infrastructure and expertise.

5.1.13 Salveo

- 5.1.13.1 Salveo is a Geneva-based biotechnology group specialising in stem cell therapies and cryogenic stem cell storage. The group also provide high technology pre- and postnatal testing for genetic and other diseases. In addition the group is on the forefront of international regenerative medicine developments.
- 5.1.13.2 Salveo initially became a subsidiary of Ecsponent on 24 February 2004, after which Ecsponent reduced its equity stake to 24% as a result of a public offering to raise working capital. During 2012 Ecsponent re-acquired 76% of the shares

from minority shareholders and in April 2014 Experite NV obtained a 50% interest in Salveo, with Ecsponent owning the remaining 50% interest.

- 5.1.13.3 The main aim and focus is to develop stem cell-related biotechnologies in South Africa, by leveraging health-enhancing knowledge and products into society through careful and ethical use of adult stem cells. This is achieved through collaboration with international consortiums, such as the Asian Pacific Cord Blood Bank Consortium, and overseas collaboration with leading individuals and companies.

Prospects of Salveo

- 5.1.13.4 The biotechnology sector is directly linked to the fluctuations in the international economy and margins remain under pressure. During the 2016 financial year the Group has continued to protect its market share and is bullish about the prospects for the future.

- 5.1.13.5 The contracts concluded by both Cryo-Save and Salveo have begun to translate into sales and this is anticipated to ramp up during the second half of the 2016 financial year. Further channels to market are being negotiated by management and these are anticipated to be realised in the near future.

- 5.1.13.6 As is the Group's policy, the development costs of all the new ventures have been absorbed and are included in the operating results.

5.1.14 Ecsponent Management Services

- 5.1.14.1 Ecsponent Management Services (previously known as Vanguard) provides the Group with administrative and management services, including treasury. Ecsponent Management Services initially became a subsidiary of Ecsponent on 29 October 2002 and permits management in the operational entities to focus on core business rather than back office functions.

Prospects of Ecsponent Management Services

- 5.1.14.2 Ecsponent Management Services is not a profit entity, but a cost centre for the Group. The continued growth of the Group will result in the continued growth in the scope of activities performed by Ecsponent Management Services on behalf of the Group.

5.1.15 Ecsponent Treasury Services

- 5.1.15.1 Ecsponent Treasury Services manages the Group's treasury function on a centralised basis. Ecsponent Treasury Services became a subsidiary of Ecsponent on 8 December 2015 and allows management in the operational entities to focus on the core business rather than back-office functions.

Prospects of Ecsponent Treasury Services

- 5.1.15.2 Ecsponent Treasury Services manages the Group's SME loan facilities in South Africa as a significant cash-generating unit. These facilities were moved from Ecsponent Management Services during the latter part of 2016 as part of the Groups re-organisation and restructuring. The continued growth of the Group will result in the continued growth in the scope of activities performed by Ecsponent Treasury Services on behalf of the Group.

5.2 Information relating to the Directors and executive management of Ecsponent

5.2.1 Directors and executive management

There will be no variation in the Directors and/or the executive management of Ecsponent as a consequence of this Rights Offer.

5.2.2 Directors' emoluments

There will be no variation in the remuneration receivable by any of the Directors as a consequence of the Rights Offer.

5.2.3 Directors' interests in securities

5.2.3.1 At the Last Practicable Date, the following Directors of Ecsponent (and their associates), including Directors who have resigned during the last 18 months, held, in aggregate, directly and indirectly, approximately 6.53% of the Company's Ordinary Shares, as follows:

Director	Beneficial		Total	Percentage Held ³
	Direct	Indirect		
E Engelbrecht ¹	1 239 192		1 239 192	0.13
TP Gregory	30 961 821		30 961 821	3.32
RJ Connellan	2 495 080		2 495 080	0.27
KA Rayner	3 349 366		3 349 366	0.36
BR Topham	–	2 492 222	2 492 222	0.27
B Shanahan	272 303		272 303	0.03
DP van der Merwe ²	14 500 000	5 500 000	20 000 000	2.15
	52 817 762	7 992 222	60 809 984	6.53

1. Mr E Engelbrecht holds a further 126 739 382 Shares in a non-beneficial capacity through the Holden Legacy Trust.

2. Resigned 1 December 2015

3. Based on 931 769 996 Ordinary Shares in issue at the Last Practicable Date.

5.2.3.2 The Company's Remuneration Committee approved the partial settlement of Directors' fees and salaries for the 2016 calendar year through the issue of Ordinary Shares in lieu of the cash settlement thereof. In terms of a Shareholders' resolution approved at a general meeting held on 3 May 2016, the following issues of Ordinary Shares to Directors and/or their associates, in off-market trades to partially settle their Directors' fees in respect of the 2016 calendar year ("the Directors" Issue), was approved:

Director	Anticipated fee/ remuneration package (gross) R	Portion of anticipated fee/ remuneration settlement in Shares (gross before PAYE) R	Portion of anticipated fee/ remuneration settlement in Shares (net after PAYE) R
RJ Connellan*	500 000	200 000	118 000
KA Rayner*	500 000	200 000	118 000
BR Topham*	500 000	200 000	118 000
E Engelbrecht ¹	2 100 000	405 000	238 950
TP Gregory	3 800 000	2 566 640	1 514 318
B Shanahan	1 270 000	70 000	41 300
Total	8 670 000	3 641 640	2 148 568

* The vesting date for the non-executive Directors was 31 May 2016.

1. Mr E Engelbrecht changed his status from an executive to a non-executive director with effect from 30 September 2016.

5.2.3.3 The vesting dates for the executive Directors are set out below:

Vesting date	T GREGORY Portion of gross salary that will be settled in Shares*	E ENGLEBRECHT Portion of gross salary that will be settled in Shares*	B SHANAHAN Portion of gross salary that will be settled in Shares*
31 May 2016	2 236 100	265 000	–
30 June 2016	47 220	20 000	–
29 July 2016	47 220	20 000	10 000
31 August 2016	47 220	20 000	10 000
30 September 2016	47 220	20 000	10 000
31 October 2016	47 220	–	10 000
30 November 2016	47 220	–	10 000
30 December 2016	47 220	–	20 000
Total	2 566 640	345 000	70 000

5.2.3.4 The number of Shares to be issued to Directors is calculated with reference to the 30-day VWAP per Share as at the vesting dates of the Shares, limited to a maximum number of 15 000 000 Shares.

5.2.3.5 At the Last Practicable Date, the following Shares have been issued in respect of the Directors' Issue:

Name of Director	Issue Date	Issue price per Share (cents per Share)	No. of Shares issued	Value of Shares issued (R)
RJ Connellan	31 May 2016	18.58	635 080	118 000
KA Rayner	31 May 2016	18.58	635 080	118 000
BR Topham ¹	31 May 2016	18.58	635 080	118 000
T Gregory	31 May 2016	18.58	7 100 515	1 319 299
	30 June 2016	17.87	155 884	27 860
	1 August 2016	18.62	149 661	27 860
	1 September 2016	17.51	159 066	27 860
	30 September 2016	15.54	179 259	27 860
	31 October 2016	15.37	181 258	27 860
	30 November 2016	13.54	205 779	27 860
	31 December 2016	13.56	205 398	27 860
E Engelbrecht	31 May 2016	18.58	841 481	156 350
	30 June 2016	17.87	66 024	11 800
	1 August 2016	18.62	63 389	11 800
	1 September 2016	17.51	67 373	11 800
	30 September 2016	15.54	75 925	11 800
B Shanahan	1 August 2016	18.62	31 694	5 900
	1 September 2016	17.51	33 686	5 900
	30 September 2016	15.54	37 962	5 900
	31 October 2016	15.37	38 386	5 900
	30 November 2016	13.54	43 579	5 900
	31 December 2016	13.56	86 995	11 800
Total			11 628 554	2 113 169

1 Issued to the Brat Trust, an associate of BR Topham in which he is a beneficiary and trustee.

- 5.2.3.6 The JSE has granted dispensation for the issue of these Shares to Directors to the extent that they fall within any prohibited periods.
- 5.2.3.7 There has been no other dealing in the Company's Shares since 31 December 2015 (the date of the most recent financial year-end).
- 5.2.3.8 The Directors do not intend to follow their Rights in terms of the Rights Offer.

5.2.4 Directors interests in transactions and contracts

The following Director of the Company had an indirect beneficial interest in the acquisition by Ecsponent Development Fund Proprietary Limited of the business of EIH Investment Holdings Limited in March 2016 due to his shareholding in Ecsponent Capital (RF) Limited ("Capital"), and the establishment of a convertible loan:

Shares held Name	Beneficially Held		Total Shares	Percentage
	Direct	Indirect		
E Engelbrecht*	125 000		125 000	0.01%

* Mr E Engelbrecht holds a further non-beneficial interest through the Holdem Legacy Trust, which is the 100% shareholder of Capital.

Ecsponent entered into an agreement with Capital for the provision of a convertible loan of up to R100 100 000 less the amount raised in terms of the rights offer concluded in 2014, including the underwritten portion of the said rights offer. To date, no portion of the facility has been utilised and currently the Board has no plans to draw-down on the facility.

The loan is convertible at 14 cents per Share (being the rights offer share price at the time) for a period of three years following Shareholders' approval, commencing from the closing date of the rights offer undertaken in 2014.

Other than as disclosed above, no Directors (or Directors who have resigned in the past 18 months) of the Company, or Directors of subsidiaries of the Company, have had any material beneficial interests, whether direct or indirect, in transactions, including any acquisitions or disposals that were effected during the current or immediately preceding financial year. Further to this, they have had no material beneficial interests in a transaction during an earlier financial year that remain in any respect outstanding or unperformed.

6. SHARE CAPITAL

- 6.1 The authorised and issued share capital of Ecsponent, before the Rights Offer is set out below:

Authorised share capital	Rand
Authorised Ordinary Shares (listed on the JSE)	
1 000 000 000 000 Ordinary Shares of no par value	<i>No par value</i>
Authorised Preference Shares	
1 000 000 000 Class A Preference Shares (listed on the JSE)	<i>No par value</i>
1 000 000 000 Class B Preference Shares (listed on the JSE)	<i>No par value</i>
1 000 000 000 Class C Preference Shares (listed on the JSE)	<i>No par value</i>
1 000 000 000 Class D Preference Shares	<i>No par value</i>
1 000 000 000 Class E Preference Shares	<i>No par value</i>
1 000 000 000 Class F Preference Shares	<i>No par value</i>
1 000 000 000 Class G Preference Shares	<i>No par value</i>

Issued share capital	Rand
Ordinary Shares	
931 769 996 ordinary shares of no par value	124 073 137
Preference Shares	
Class A – monthly dividend paid at a rate of 10% per annum	38 887 999
Class B – no monthly dividends are paid	143 126 600
Class C – monthly dividend paid at a rate of prime plus 4% per annum	422 500 800
Total	728 588 536

- 6.2 There will be no changes to the authorised share capital of Ecspontent as a result of the Rights Offer. The issued share capital of Ecspontent, after the Rights Offer, assuming that the maximum number of Rights Offer Shares (i.e. 333 333 292 Ordinary Shares) are taken up, is set out below:

Issued share capital	Rand
Ordinary Shares	
1 265 103 288 ordinary shares of no par value	174 073 137
Preference Shares	
Class A – monthly dividend paid at a rate of 10% per annum	38 887 999
Class B – no monthly dividends are paid	143 126 600
Class C – monthly dividend paid at a rate of prime plus 4% per annum	422 500 800
Total	778 588 536

- 6.3 At the Last Practicable Date, Ecspontent did not hold any Shares in treasury.

7. SHARE TRADING HISTORY

The Share trading history of Ecspontent on the JSE up to the Last Practicable Date is set out in **Annexure 4**.

8. RESPONSIBILITY STATEMENT

The Directors of Ecspontent, whose names appear in the “Corporate Information and Advisors” section of this Circular, collectively and individually accept full responsibility for the accuracy of the information given in this Circular, and certify that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular false or misleading, and that they have made all reasonable inquiries to ascertain such facts, and that this Circular contains all information required by law and the Listings Requirements. All the Directors have read, and understand and agree with, the contents of this Circular and have authorised the Chief Executive Officer of the Company, by way of powers of attorney granted to him, to sign this Circular on their behalf.

9. CONSENTS

The Underwriter, Sponsor and Corporate Advisor and the Transfer Secretaries have consented and have not, prior to the Last Practicable Date, withdrawn their written consents to the inclusion of their names in the form and context in which they appear in this Circular.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of Ecspontent and at the offices of the Sponsor and Corporate Advisor during normal business hours (excluding Saturdays, Sundays and public holidays) from the date of issue of this Circular up to and including Friday, 24 February 2017.

- 10.1 the memorandum of incorporation of Ecspontent and its major subsidiaries;
- 10.2 the audited financial statements of Ecspontent for the financial years ended 31 December 2015, 31 December 2014 and 31 December 2013, as well as the reviewed interim results for the six-month period ended 30 June 2016;

- 10.3 the Underwriting Agreement;
- 10.4 Directors' service contracts;
- 10.5 the consents letters as detailed in paragraph 9;
- 10.6 a signed copy of this Circular; and
- 10.7 powers of attorney signed by the Directors.

Signed on 31 January 2017 at Pretoria by Terence Gregory for and on behalf of all the other Directors of Ecsponent, in terms of powers of attorney granted to him by such Directors.

TERENCE GREGORY
Chief Executive Officer

TABLE OF ENTITLEMENT

Fractional entitlements of 0.5 or greater will be rounded up and less than 0.5 will be rounded down.

Number of existing Ecsponent Shares held	Number of Rights Offer Shares to which a Shareholder is entitled	Number of existing Ecsponent Shares held	Number of Rights Offer Shares to which a Shareholder is entitled	Number of existing Ecsponent Shares held	Number of Rights Offer Shares to which a Shareholder is entitled
1	–	42	15	83	30
2	1	43	15	84	30
3	1	44	16	85	30
4	1	45	16	86	31
5	2	46	16	87	31
6	2	47	17	88	31
7	3	48	17	89	32
8	3	49	18	90	32
9	3	50	18	91	33
10	4	51	18	92	33
11	4	52	19	93	33
12	4	53	19	94	34
13	5	54	19	95	34
14	5	55	20	96	34
15	5	56	20	97	35
16	6	57	20	98	35
17	6	58	21	99	35
18	6	59	21	100	36
19	7	60	21	500	179
20	7	61	22	1 000	358
21	8	62	22	2 000	715
22	8	63	23	3 000	1 073
23	8	64	23	4 000	1 431
24	9	65	23	5 000	1 789
25	9	66	24	6 000	2 146
26	9	67	24	7 000	2 504
27	10	68	24	8 000	2 862
28	10	69	25	9 000	3 220
29	10	70	25	10 000	3 577
30	11	71	25	20 000	7 155
31	11	72	26	30 000	10 732
32	11	73	26	40 000	14 310
33	12	74	26	50 000	17 887
34	12	75	27	60 000	21 465
35	13	76	27	70 000	25 042
36	13	77	28	80 000	28 619
37	13	78	28	90 000	32 197
38	14	79	28	100 000	35 774
39	14	80	29	200 000	71 548
40	14	81	29	300 000	107 323
41	15	82	29	400 000	143 097

INFORMATION IN RESPECT OF THE UNDERWRITER

The proposed Rights Offer has been partially underwritten to an amount of R20 million by the Underwriter. Details pertaining to the Underwriter as required by the Listings Requirements are set out below:

Directors	Rampersad Preetam Prayag Kiransingh Gulab
Date and place of incorporation	5 October 2015 South Africa
Registered address	16th Floor, 1 Thibault Square 1 Long Street Cape Town Western Cape 8001
Company secretary	Gerald Diamond
Bankers	Investec Bank Limited
Authorised share capital	1 000 ordinary shares of no par value
issued share capital	1 000 ordinary shares of no par value

EXCHANGE CONTROL REGULATIONS

The following summary is intended only as a guide and is, therefore, not comprehensive. If Shareholders are in any doubt as to the appropriate course of action they are advised to consult their professional advisor.

Pursuant to the Exchange Control Regulations and upon specific approval of the South African Reserve Bank, non-residents, excluding former residents, of the Common Monetary Area will be allowed to:

- take up Rights allocated to them in terms of the Rights Offer;
- purchase Letters of Allocation on the JSE; and
- subscribe for the Rights Offer Shares arising in respect of the Letters of Allocation purchased on the JSE provided payment is received either through normal banking channels from abroad or from a non-resident account.

All applications by non-residents for the above purposes must be made through an authorised dealer in foreign exchange. Electronic statements issued in terms of Strate and any share certificates issued pursuant to such applications will be endorsed "non-resident".

Where a Right in terms of the Rights Offer becomes due to a former resident of the Common Monetary Area, which right is based on shares blocked in terms of the Exchange Control Regulations of South Africa, then only emigrant blocked funds may be used to:

- take up the Rights allocated to them in terms of the Rights Offer;
- purchase Letters of Allocation on the JSE; and
- subscribe for the Rights Offer Shares arising in respect of the Letters of Allocation purchased on the JSE.

All applications by emigrants using blocked funds for the above purposes must be made through the authorised dealer in South Africa controlling their blocked assets. Share certificates issued to such emigrants will be endorsed "non-resident" and placed under the control of the authorised dealer in foreign exchange through whom the payment was made. The proceeds due to emigrants from the sale of the Letters of Allocation, if applicable, will be returned to the authorised dealer in foreign exchange for credit to such emigrants' blocked accounts. Electronic statements issued in terms of Strate and any Rights Offer Share certificates issued pursuant to blocked Rand transactions will be endorsed "non-resident" and placed under the control of the authorised dealer through whom the payment was made. The proceeds arising from the sale of Letters of Allocation or arising from the sale of blocked Shares will be credited to the blocked accounts of the emigrants concerned.

New Ordinary Share certificates issued pursuant to the Rights Offer to an emigrant will be endorsed "non-resident" and forwarded to the address of the relevant authorised dealer controlling such emigrant's blocked assets for control in terms of the Exchange Control Regulations of South Africa. Where the emigrant's Ordinary Shares are in Dematerialised form with a CSDP or Broker, the electronic statement issued in terms of Strate will be despatched by the CSDP or Broker to the address of the emigrant in the records of the CSDP or Broker.

Any Qualifying Shareholder resident outside the Common Monetary Area who receives this Circular and Form of Instruction should obtain advice as to whether any governmental and/or other legal consent is required and/or any other formality must be observed to enable a subscription to be made in terms of such Form of Instruction.

The Rights Offer does not constitute an offer in any jurisdiction in which it is illegal to make such an offer and this Circular and Form of Instruction should not be forwarded or transmitted by you to any person in any territory other than where it is lawful to make such an offer.

The Rights Offer Shares have not been and will not be registered under the Securities Act of the United States of America. Accordingly, the Rights Offer Shares may not be offered, sold, resold, delivered or transferred, directly or indirectly, in or into the United States or to, or for the account or benefit of, United States persons, except pursuant to exemptions from the Securities Act. This Circular and the accompanying documents are not being, and must not be, mailed or otherwise distributed or sent in, into or from the United States.

This Circular does not constitute an offer of any securities for sale in the United States or to United States persons.

The Rights Offer contained in this offering Circular does not constitute an offer in the District of Columbia, the United States, the Dominion of Canada, the Commonwealth of Australia, Japan or in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer ("Non-qualifying Shareholder"). Non-qualifying Shareholders should consult their professional advisors to determine whether any governmental or other consents are required or other formalities need to be observed to allow them to take up the Rights Offer, or trade their entitlement. Shareholders holding Ordinary Shares on behalf of persons who are Non-Qualifying Shareholders, are responsible for ensuring that taking up the Rights Offer, or trading in their entitlements under that offer, do not breach regulations in the relevant overseas jurisdictions.

To the extent that Non-qualifying Shareholders are not entitled to participate in the Rights Offer as a result of the aforementioned restrictions, such Non-qualifying Shareholders should not take up their Rights Offer entitlement or trade in their Rights Offer entitlement and should allow their Rights in terms of the Rights Offer to lapse.

SHARE TRADING HISTORY OF ECSPONENT SHARES

Set out in the table below are the aggregate volumes and values and the highest and lowest prices traded in the Company's Ordinary Shares in respect of:

- each day over the 30 trading days preceding the Last Practicable Date; and
- each month over the 12 months prior to the date of issue of this Circular.

Daily	High (cents)	Low (cents)	Volume	Value (Rand)
2016				
17 November	–	–	–	–
18 November	14	13	81 000	11 315
21 November	15	13	52 650	7 048
22 November	15	15	18 000	2 700
23 November	–	–	–	–
24 November	14	13	50 850	6 619
25 November	14	12	195 317	25 156
28 November	14	12	74 000	10 120
29 November	14	13	18 131	2 460
30 November	14	14	30 000	4 200
1 December	13	13	124 000	16 120
2 December	14	14	27 000	3 780
5 December	14	12	44 983	5 923
6 December	12	12	22 719	2 727
7 December	17	14	890 500	130 792
8 December	15	13	472 435	61 165
9 December	13	13	205 000	26 650
12 December	13	11	166 164	19 356
13 December	13	12	43 087	5 491
14 December	15	12	238 063	29 130
15 December	–	–	–	–
19 December	–	–	–	–
20 December	14	14	26 575	3 721
21 December	14	14	103 500	14 490
22 December	14	14	20 000	2 800
23 December	–	–	–	–
28 December	14	12	56 508	7 197
29 December	14	13	201 860	27 960
30 December	14	14	4 000	560
2017				
3 January	14	14	6 733	943
Monthly	High (cents)	Low (cents)	Volume	Value (Rand)
2016				
December	17	11	2 646 394	359 861
November	16	12	1 715 022	230 220
October	17	14	642 652	97 071
September	18	14	1 506 693	232 786
August	19	15	843 381	148 516
July	23	15	2 202 749	413 329

Monthly	High (cents)	Low (cents)	Volume	Value (Rand)
2016				
June	20	16	1 792 655	322 670
May	19	16	1 726 137	303 482
April	21	18	3 882 861	746 655
March	22	19	5 403 779	1 085 788
February	22	18	1 707 701	345 494
January	24	17	5 587 646	1 138 936

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Form of Instruction in respect of a renounceable (nil paid) letter of allocation ("**Form of Instruction**") is negotiable and may be traded on the JSE under JSE code ECSN and ISIN ZAE000230603. If you are in any doubt as to what action to take, please consult your Broker, banker, CSDP, attorney, accountant or other professional advisor immediately.

Ecsponent has issued all Letters of Allocation in dematerialised form and the electronic record for Certificated Ordinary Shareholders is being maintained by its Transfer Secretaries, Computershare Investor Services Proprietary Limited ("**Transfer Secretaries**"). This has made it possible for Certificated Ecsponent Ordinary Shareholders to enjoy the same rights and opportunities with respect to the Form of Instruction as those Ordinary Shareholders who have already dematerialised their Ordinary Shares. You must complete this Form of Instruction and return it to the Transfer Secretaries, at the address below, if you wish to dispose of or renounce or take up all or part of your Rights in terms hereof.

Each amendment to this Form of Instruction must be signed in full and must not be initialled.

EXCHANGE CONTROL
REGULATIONS
ENDORSEMENT
(see page 2 paragraph 6)



Ecsponent Limited
(Incorporated in the Republic of South Africa)
(Registration number 1998/013215/06)
JSE code: ECS ISIN: ZAE000179594

A renounceable Rights Offer of 333 333 292 Ordinary Shares at an issue price of 15 cents per Ordinary Share, in the ratio of 35.77420 Rights Offer Shares for every 100 Ordinary Shares held at the close of business on Friday, 10 February 2017.

FORM OF INSTRUCTION IN RESPECT OF A LETTER OF ALLOCATION ("FORM OF INSTRUCTION**")**

Issued only to holders of Certificated Ordinary Shares

2017

Declaration announcement released on SENS	Tuesday, 31 January
Finalisation announcement released on SENS	Thursday, 2 February
Last day to trade in Ordinary Shares in order to participate in the Rights Offer (<i>cum entitlement</i>) and publishing of the Circular on Ecsponent's website	Tuesday, 7 February
Listing of, and trading in, the Letters of Allocation under the JSE Code ECSN and ISIN ZAE000230603 on the JSE commences at 09:00 on	Wednesday, 8 February
Ordinary Shares commence trading ex-Rights on the JSE at 09:00 on	Wednesday, 8 February
Circular and Form of Instruction posted to Certificated Shareholders	Thursday, 9 February
Rights Offer Record Date at 17:00 on	Friday, 10 February
Rights Offer opens at 09:00 on	Monday, 13 February
Certificated Shareholders will have their Letters of Allocation credited to an electronic account held at the Transfer Secretaries	Monday, 13 February
Dematerialised Shareholders will have their accounts at their CSDP or Broker credited with their entitlement at 09:00 on	Monday, 13 February
Circular posted to Dematerialised Shareholders on	Tuesday, 14 February
Last day for trading Letters of Allocation on the JSE	Tuesday, 21 February
Form of Instruction lodged by Certificated Shareholders wishing to sell all or part of their entitlement at the Transfer Secretaries by 12:00 on	Tuesday, 21 February
Listing of Rights Offer Shares and trading therein on the JSE commences at 09:00 on	Wednesday, 22 February
Letters of Allocation Record Date	Friday, 24 February
Rights Offer closes at 12:00 on	Friday, 24 February
Payment to be made and Form of Instruction lodged by Certificated Shareholders wishing to renounce or subscribe for all or part of the entitlement at the Transfer Secretaries by 12:00 on	Friday, 24 February
Results of Rights Offer announced on SENS	Monday, 27 February
CSDP or Broker accounts in respect of Dematerialised Shareholders will be updated with Rights Offer shares and debited with any payments due on	Monday, 27 February
Rights Offer Shares issued and posted to Shareholders in certificated form (where applicable) on or about	Monday, 27 February

CSDPs effect payment in respect of Dematerialised Shareholders on a delivery versus payment method.

Notes:

1. Unless otherwise indicated, all times are South African times.
2. Shareholders may not Dematerialise or rematerialise their Ordinary Shares between Wednesday, 8 February 2017, and Friday, 10 February 2017, both dates inclusive.

GENERAL INSTRUCTIONS AND CONDITIONS

- (a) **Married persons:** Married persons wishing to exercise their rights must comply with the provisions of the Matrimonial Property Act (No. 88 of 1984) and proof of such person's capacity to exercise such rights may be required by the Transfer Secretaries.
- (b) **Powers of attorney:** If this form is signed under a power of attorney, then the original, or certified copy thereof, must be sent to the Transfer Secretaries for noting unless it has already been registered by the Transfer Secretaries.
- (c) **Companies or close corporations:** A company or close corporation wishing to exercise its rights must send the original or certified copy of the Directors' or members' resolution authorising the exercise of such rights, to the Transfer Secretaries for noting.
- (d) **Stamp of broking member of the JSE:** If any signature to **Form B** is confirmed by the stamp of a broking member of the JSE then (a), (b) or (c) above, as the case may be, will not apply.
- (e) **Deceased estates and trusts:** Rights Offer Shares will not be allotted in the name of an estate or a trust. Therefore, where the right to the Rights Offer Shares in Ecsponent has accrued to the estate of a deceased holder or a trust, the executor or administrator or trustee (as the case may be) must complete **Form B** in his/her representative capacity and **Form C** must be completed by the person in whose name the Rights Offer Shares are to be allotted without any reference to the estate or the trust.
- (f) **Joint holders:** Where applicable, all joint holders of Letters of Allocation must sign the Form of Instruction in the appropriate space provided therefor.
- (g) **Receipts and documents:** No receipts will be given for completed letters of allocation and remittances. Documents accompanying applications will be returned by the Transfer Secretaries in due course, at the risk of the applicant.
- (h) **Share certificates:** Ecsponent uses the "certified transfer deeds and other temporary documents of title" procedure approved by the JSE and, therefore, will issue only one "block" Ordinary Share certificate for the Rights Offer Shares allotted by it to each acceptor of the offer. Accordingly, in the event that a Certificated Shareholder holds more than one Ordinary Share certificate, all of the Rights Offer Shares allotted to such Certificated Shareholder who participates in the Rights Offer, will be allotted collectively through the issuance of one new Ordinary Share Certificate only.

All documentation to be forwarded to:

The Transfer Secretaries
Ecsponent Limited – Rights Offer
c/o Computershare Investor Services Proprietary Limited
2nd Floor, Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(PO Box 61763, Marshalltown, 2107)
(Telephone 0861 100 634)

Dear Ecsponent Ordinary Shareholder,

1. THE RIGHTS OFFER

Ordinary Shareholders recorded in the share register of the Company at the close of trade on Friday, 10 February 2017, are offered Rights Offer Shares at a subscription price of 15 cents per Rights Offer Share in the ratio of 35.77420 Rights Offer Shares for every 100 Ordinary Shares held.

The offer price is 15 cents per Rights Offer Share payable in full on acceptance in the currency of South Africa.

2. ALLOCATION

The Rights Offer Shares stated in **Block (3)** have been provisionally allocated for subscription at a price of 15 cents per Rights Offer Share to the Shareholder whose name is stated in **Block (1)**.

3. ACCEPTANCE AND PAYMENT

3.1 If you wish to accept the Rights Offer you must complete **Blocks (5), (6) and (7) and sign in the space provided below Block (7)**.

3.2 If you are the person(s) in whose name(s) this Form of Instruction was issued and wish to subscribe for **all** the Rights Offer Shares allocated to you, complete the applicable blocks as stated above. In such instance, **Forms B and C** of this Form of Instruction need not be completed.

3.3 If you are the person(s) in whose favour this Form of Instruction has been renounced and you wish to subscribe for the Rights Offer Shares, complete the applicable blocks as stated above as well as Form C of this Form of Instruction.

3.4 If you wish to subscribe for the Rights Offer Shares, you must lodge a properly completed Form of Instruction together with the amount due in the currency of South Africa by way of one of the following methods of payment to the Transfer Secretaries, so as to be received by no later than 12:00 on Friday, 24 February 2017:

- a bank guaranteed cheque (crossed "not transferable" and with the words "or bearer" deleted);
- banker's draft (drawn on a registered bank), payable to "Ecsponent Limited – Rights Offer"; or
- an EFT swift reference number (EFT to be made into the Designated Bank Account, details of which are available from the corporate actions department of the Transfer Secretaries +27 8611 00634).

3.5 Such payment, when the cheque or banker's draft or EFT has been received, will constitute acceptance of the Rights Offer upon the terms and conditions set out in the accompanying Circular and in this Form of Instruction.

3.6 No acknowledgement of receipt will be given for a cheque or banker's draft or EFT received in accordance with the Rights Offer.

3.7 **If this Form of Instruction and the bank guaranteed cheque or banker's draft or EFT swift reference number are not received as set out above, then the Rights Offer will be deemed to have been declined and the right to subscribe for the Rights Offer Shares offered to the addressee (or his/her renounee), will revert to the Underwriter as applicable.**

3.8 With reference to paragraph 3.4 above regarding EFTs, please note the following:

- Forms of Instruction and proof of payment (EFT swift reference number) may be faxed to +27 11 688 5210. Kindly note that this relates only to the subscription for Rights Offer Shares and not for the sale thereof;
- Forms of Instruction which are not posted must be faxed to +27 11 688 5210. Computershare Investor Services 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 Forms of Instruction or owing to Forms of Instruction being forwarded to any other facsimile number other than that provided above.
- Forms of Instruction shall be deemed to be received on the date reflected in the Computershare Investor Services Proprietary Limited facsimile system. Notwithstanding anything to the contrary, it is the responsibility of Shareholders to ensure that their Form of Instruction are received timeously by the Transfer Secretaries.

4. RENUNCIATION OR SALE

4.1 If you are a holder of Certificated Ordinary Shares and you do not wish to subscribe for the Rights Offer Shares allocated to you in terms of the Rights Offer, you may renounce your rights by signing **Form B**. In addition, the renounee who wishes to subscribe for the Rights Offer Shares in terms of the Rights Offer must complete **Form C**, lodge this Form of Instruction, and make payment, in terms of paragraph 3.4 above for the number of Rights Offer Shares in respect of which the Rights Offer is accepted. The renounee must also complete **Form E** to indicate if the renounee wishes to receive the Rights Offer Shares in Certificated or Dematerialised form.

4.2 The participant lodging this Form of Instruction, with **Form B** purporting to be signed by the Shareholder whose name appears thereon ("**the holder**"), will be taken to be conclusive evidence of the right of such holder:

- to deal with this Form of Instruction; or
- to have the Rights Offer Shares in question allotted and to receive a certificate for those Rights Offer Shares (i.e. Ecsponent Ordinary Shares).

4.3 Therefore, Ecsponent will not be obliged to investigate whether **Forms B and C** have been properly signed or completed or to investigate any fact surrounding the signing or lodging of either form.

4.4 If you wish to sell all or part of your entitlement, you must complete **Form A** of this Form of Instruction and return it to the Transfer Secretaries to be received by no later than 12:00 on Tuesday, 21 February 2017. Note that the Transfer Secretaries will endeavour to procure the sale of rights on the JSE on your behalf and to remit the net proceeds thereof in accordance with your instructions. In this regard, neither the Transfer Secretaries nor the Company will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising from the timing of such sales, the price obtained, or the failure to dispose of such entitlements.

5. EXCESS APPLICATIONS

5.1 Excess application for Rights Offer Shares (i.e. applications in excess of the number of shares as reflected in Block (3) on page 4), will not be allowed.

5.2 Those Rights Offer Shares that are not taken up by Qualifying Shareholders in terms of the Rights Offer, will revert to the Underwriter as applicable who shall thereafter be entitled to subscribe and pay, and/or procure subscriptions and payment (to the satisfaction of Ecsponent), for such Rights Offer Shares.

6. EXCHANGE CONTROL REGULATIONS

6.1 Pursuant to the Exchange Control Regulations of South Africa and upon specific approval of the South African Reserve Bank, non-residents, excluding former residents, of the Common Monetary Area will be allowed to:

- take up Rights allocated to them in terms of the Rights Offer;
- purchase Letters of Allocation on the JSE; and
- subscribe for the Rights Offer Shares arising from the Letters of Allocation purchased on the JSE,

provided payment is received either through normal banking channels from abroad or from a non-resident account.

6.2 All applications by non-residents for the above purposes must be made through an authorised dealer in foreign exchange. Electronic statements issued in terms of Strate and any Ordinary Share certificates issued pursuant to such applications will be endorsed "non-resident".

6.3 Where a Right in terms of the Rights Offer becomes due to a former resident of the Common Monetary Area, which right is based on Ordinary Shares blocked in terms of the Exchange Control Regulations of South Africa, then only emigrant blocked funds may be used to:

- take up the rights allocated to them in terms of the Rights Offer;
- purchase Letters of Allocation on the JSE; and
- subscribe for the Rights Offer Shares arising from the Letters of Allocation purchased on the JSE.

6.4 Any Qualifying Shareholder resident outside the Common Monetary Area who receives this Circular and Form of Instruction should obtain advice as to whether any governmental and/or other legal consent is required and/or any other formality must be observed to enable a subscription to be made in terms of such Form of Instruction.

6.5 All applications by emigrants using blocked funds for the above purposes must be made through the authorised dealer in South Africa controlling their blocked assets. Share certificates issued to such emigrants will be endorsed "non-resident" and placed under the control of the authorised dealer in foreign exchange through whom the payment was made. The proceeds due to emigrants from the sale of the Letters of Allocation, if applicable, will be returned to the authorised dealer in foreign exchange for credit to such emigrants' blocked accounts. Electronic statements issued in terms of Strate and any Rights Offer Share certificates issued pursuant to blocked Rand transactions will be endorsed "non-resident" and placed under the control of the authorised dealer through whom the payment was made. The proceeds arising from the sale of Letters of Allocation or arising from the sale of blocked Ordinary Shares will be credited to the blocked accounts of the emigrants concerned.

6.6 New Ordinary Share certificates issued pursuant to the Rights Offer to an emigrant will be endorsed "non-resident" and forwarded to the address of the relevant authorised dealer controlling such emigrant's blocked assets for control in terms of the Exchange Control Regulations of South Africa. Where the emigrant's Ordinary Shares are in dematerialised form with a CSDP or broker, the electronic statement issued in terms of Strate will be despatched by the CSDP or broker to the address of the emigrant in the records of the CSDP or broker.

6.7 The Rights Offer does not constitute an offer in any jurisdiction in which it is illegal to make such an offer and this Circular and Form of Instruction should not be forwarded or transmitted by you to any person in any territory other than where it is lawful to make such an offer.

6.8 The Rights Offer Shares have not been and will not be registered under the Securities Act of the United States of America. Accordingly, the Rights Offer Shares may not be offered, sold, resold, delivered or transferred, directly or indirectly, in or into the United States or to, or for the account or benefit of, United States persons, except pursuant to exemptions from the Securities Act. This Circular and the accompanying documents are not being, and must not be, mailed or otherwise distributed or sent in, into or from the United States. This Circular does not constitute an offer of any securities for sale in the United States or to United States persons.

6.9 The Rights Offer contained in this Circular does not constitute an offer in the District of Columbia, the United States, the Dominion of Canada, the Commonwealth of Australia, Japan or in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. Non-Qualifying Shareholders should consult their professional advisors to determine whether any governmental or other consents are required or other formalities need to be observed to allow them to take up the Rights Offer, or trade their entitlement. Shareholders holding Ordinary Share on behalf of persons who are non-Qualifying Shareholders, are responsible for ensuring that taking up the Rights Offer, or trading in their entitlements under that offer, do not breach regulations in the relevant overseas jurisdictions.

6.10 To the extent that non-Qualifying Shareholders are not entitled to participate in the Rights Offer as a result of the aforementioned restrictions, such non-qualifying shareholders should not take up their Rights Offer entitlement or trade in their Rights Offer entitlement and should allow their Rights in terms of the Rights Offer to lapse.

7. LISTINGS ON THE JSE

The JSE has granted a listing for:

- the Letters of Allocation in respect of 333 333 292 Rights Offer Shares with effect from the commencement of trade on Wednesday, 8 February 2017, to the close of trade on Tuesday, 21 February 2017, both days inclusive; and
- 333 333 292 Rights Offer Shares with effect from the commencement of trade on Wednesday, 22 February 2017.

8. DOCUMENTS OF TITLE

New Ordinary Share certificates to be issued to Qualifying Shareholders holding Certificated Shares or renounees who have opted to "rematerialise" their Dematerialised Rights Offer Shares to which they are entitled as contemplated in the section titled "*Action Required By Shareholders*" of the Circular, will be posted to persons entitled thereto, by registered post, at the risk of the Shareholders concerned, on or about Monday, 27 February 2017.

By order of the board

ECSPONENT LIMITED

Pretoria
7 February 2017

D van der Merwe
Company Secretary

Registered office
Acacia House
Green Hill Village Office Park
Cnr of Nentabos and Botterklapper Street
The Willows
Pretoria East, 0181
(PO Box 39660, Garsfontein East, 0060)

Transfer Secretaries
Computershare Investor Services
Proprietary Limited
2nd Floor, Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(PO Box 61763, Marshalltown, 2107)

FORM A: INSTRUCTION TO SELL

This form is to be signed by the Shareholder if the rights to the Rights Offer Shares are to be sold.

ECSPONENT LIMITED

I/We hereby instruct Computershare Investor Services Proprietary Limited to sell _____ of my Rights Offer Shares and pay the proceeds, if any, of the sale of the Rights allocated to me/us in terms of this Form of Instruction (less R154.48, all inclusive, for trades less than or equal to R40 000 and R154.48 plus 0.35% of the value of trades (plus value added tax, for amounts greater than R40 000).

Payment instruction
Tick appropriate box

1. By cheque, which should be posted at my/our own risk to the following address:

In order to comply with the requirements of the Financial Intelligence Act, 2001 (No. 38 of 2001), Computershare Investor Services Proprietary Limited will be unable to record any change of address mandated unless the following documentation is received from the relevant Shareholder:

- an original certified copy of your identity document;
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number, if you do not have a tax number, please submit a letter stating this and have the letter signed by a Commissioner of Oaths; and
- an original or original certified copy of a service (or utility) bill to verify your residential address.

2. By electronic funds transfer to the following bank account:

Name of Bank _____

Account Number _____

Branch Code _____

In order to comply with the requirements of the Financial Intelligence Act, 2001 (No. 38 of 2001), Computershare Investor Services (Pty) Limited will be unable to record any change of payment mandated unless the following documentation is received from the relevant Shareholder:

- an original certified copy of your identity document;
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number, if you do not have a tax number, please submit a letter stating this and have the letter signed by a Commissioner of Oaths; and
- a certified true copy of an original bank statement.

PLEASE NOTE THAT IF THE ABOVE INFORMATION IS NOT COMPLETE OR IF CONFLICTING INSTRUCTIONS ARE GIVEN, A CHEQUE PAYMENT OF THE AMOUNT DUE WILL BE SENT TO THE ADDRESS RECORDED IN ECSPONENT'S SHARE REGISTER.

Signed

Signature(s) of Ecsponent Shareholder selling his/her rights

Date _____ 2017

Assisted by me (where applicable) (all joint holders must sign)

Stamp of selling broker (if any) or stamp or name and address of lodging agent

FORM B: FORM OF RENUNCIATION

(To be signed by the Shareholder named in Block (1) on page 4 of the Form of Instruction if the right to the Rights Offer Shares is renounced.)

To the Directors,

ECSPONENT LIMITED

I/We hereby renounce my/our right to subscribe for the Rights Offer Shares allocated to me/us as stated in Block (3) on page 4 of the Form of Instruction in favour of the person(s) completing the Registration Application Form (Form C) in relation to such Rights Offer Shares.

Signed

Signature(s) of person(s) renouncing

FORM C: REGISTRATION APPLICATION FORM

(to be accompanied by a cheque or banker's draft or EFT swift reference number)

This form must be completed in respect of the person(s) (i.e. the renounee(s)) in whose name(s) the Rights Offer Shares must be allotted.

ONCE THIS FORM HAS BEEN COMPLETED THIS FORM OF INSTRUCTION WILL NO LONGER BE NEGOTIABLE.

To the Directors,

ECSPONENT LIMITED

I/We hereby request you to allot the Rights Offer Shares comprised in this Form of Instruction and as indicated in **Blocks (5) and (6) on page 4 of the Form of Instruction** hereof in the following name(s) upon the conditions set out in the accompanying Circular dated 7 February 2017.

I/We authorise you to place such name(s) on the register of Ordinary Shareholders in respect thereof.

Surname(s) or Name of company _____

*Mr/Mrs/Miss _____

First names in full _____

Postal address (preferably a PO Box address) _____

Postal Code _____

E-mail address _____

Telephone number (office hours) () _____ Cellphone number () _____

Date _____ 2017

Signature of renounee(s) _____

FORM D: POSTAL INSTRUCTIONS (to be completed only if you require an Ordinary Share certificate)

Holders of certificated Ordinary Shares accepting all the rights allocated to them in terms of the Rights Offer will receive their Rights Offer Shares in certificated form, which will not be good for delivery until they have been dematerialised.

Holders of certificated Ordinary Shares should complete the section below.

Kindly post the relevant share certificate to the following address by registered post:

Name _____

Address _____

In order to comply with the requirements of the Financial Intelligence Act, 2001 (No. 38 of 2001), Computershare Investor Services Proprietary Limited will be unable to record any change of address mandated unless the following documentation is received from the relevant Shareholder:

- an original certified copy of your identity document;
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number, if you do not have a tax number, please submit a letter stating this and have the letter signed by a Commissioner of Oaths; and
- an original or original certified copy of a service (or utility) bill to verify your residential address.

(If no specific instructions are given here, the certificated Ordinary Shares will be forwarded to the address as shown in Block (1) of page 4 of the Form of Instruction.)

A Shareholder wishing to collect his/her/their new Ordinary Share certificate from the Transfer Secretaries must tick this block:

FORM E: ELECTION RELATING TO THE ISSUE OF RIGHTS OFFER SHARES

In order to comply with recent legislative changes, the Rights Offer Shares may only be issued in Dematerialised form.

All Qualifying Shareholders holding Certificated Shares or renounee(s) who wish to follow their rights in terms of the Rights Offer should kindly complete the section below dealing with the issue of the Rights Offer shares.

1. Please tick this box if you have an account with a Broker or CSDP and wish such account to be credited with the Rights Offer Shares which have been allocated to or renounced to you, 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: The information provided above must be stamped and signed by your CSDP or Broker.

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 Rights Offer Shares, in which case you will be issued with a statement of allocation, confirming the number of Rights Offer Shares due to you. The statement of allocation will be posted to you at your risk.

2. Please tick this box if you do not have an account with a Broker or CSDP but wish to receive the Rights Offer Shares in Dematerialised form and not in certificated form. It will be necessary for you to appoint a Broker or CSDP before the Rights Offer Shares to which you are entitled can be credited to your Broker or CSDP account. In the meantime, you will be issued with a statement of allocation, confirming the number of Rights Offer Shares due to you. The statement of allocation will be posted to you at your risk.

3. Please tick this box if you do NOT wish to receive the Rights Offer Shares to which you are entitled in Dematerialised form and instead wish to "rematerialise" the Dematerialised Rights Offer Shares due to you and replace these with a physical Document of Title (share certificate). The Document of Title (share certificate) for the Rights Offer Shares will be posted to you at your risk.

THIS FORM MUST BE RETURNED IN ITS ENTIRETY TO THE TRANSFER SECRETARIES:

Transfer Secretaries:

Computershare Investor Services
 Proprietary Limited
 2nd Floor, Rosebank Towers
 15 Biermann Avenue
 Rosebank, 2196
 (PO Box 61763, Marshalltown, 2107)

Name and address of Ecsponent Shareholder		Account number
(1)		Enquiries in connection with this Letter of Allocation should be addressed to the Transfer Secretaries, quoting this account number:
Number of Ordinary Shares deemed to be held at close of business on Friday, 10 February 2017	Number of Rights Offer Shares which can be taken up in terms of paragraph 2 below based on the deemed shareholding as at Friday, 10 February 2017	Amount payable at 15 cents per Rights Offer Share
(2)	(3)	R (4)
Acceptance of Rights Offer Shares Please note that the same or a lesser number of Rights Offer Shares as the number mentioned in Block (3) may be accepted	Number of Rights Offer Shares accepted	Total amount due at 15 cents per Rights Offer Share
	(5)	R (6)
	TOTAL :	Amount of cheque/banker's draft/EFT
	R (6)	R (7)

EFT swift reference number (only applicable if payment made by EFT)

Addressee telephone number (office hours) () and/or cell phone number ()

Signature:

Email address:

FOR INFORMATION ONLY