

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 12 of this Circular apply *mutatis mutandis* throughout this Circular. If you are in any doubt as to the action you should take, please consult your Broker, CSDP, attorney, accountant, banker or other professional advisor immediately.

If you have disposed of all of your Shares in Mettle Investments, then this Circular should be forwarded to the purchaser to whom, or the Broker, agent, CSDP or banker through whom, you disposed of your Shares.

This Circular is important and should be read with particular attention to page 7 entitled "Action required by Shareholders", which sets out the action required by Mettle Shareholders with regard to this Circular.

Mettle Investments does not accept any responsibility and will not be held liable for any failure on the part of any CSDP or Broker of a Dematerialised Shareholder to notify such Shareholder of the General Meeting or any business to be concluded thereat.



Mettle Investments Limited

(Incorporated in the Republic of South Africa)
(Registration number 2008/002061/06)
JSE share code: MLE ISIN: ZAE000257622
("Mettle Investments" or the "Company")

Mantessa Equities Proprietary Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2015/358994/07)
("Mantessa")

Granadino Investments Proprietary Limited
(Incorporated in the Republic of South Africa)
(Registration number: 1984/002514/07)
("Granadino")

The Trustees of the Peridot Trust
Master's reference number IT432/2010
("Peridot Trust")

(Mantessa, Granadino and Peridot Trust collectively the "Offerors")

COMBINED CIRCULAR TO METTLE INVESTMENTS SHAREHOLDERS

Relating to, amongst other things:

- a scheme of arrangement in terms of sections 114 and 115 of the Companies Act proposed by the Mettle Investments Board between Mettle Investments and the Mettle Shareholders (other than the Excluded Shareholders) pursuant to which, if implemented, the Offerors will acquire all of the Scheme Shares from the Scheme Participants for the Scheme Consideration; and
- the subsequent delisting of all Mettle Shares from the AltX, in terms of paragraph 1.17(b) of the JSE Listings Requirements, pursuant to the implementation of the Scheme;

and incorporating:

- a report prepared by the Independent Expert in terms of sections 114(2) and 114(3) of the Companies Act and regulation 106(3) of the Companies Regulations;
- a notice convening the General Meeting;
- a Form of Proxy for use by Certificated Shareholders and Dematerialised Shareholders with own-name registration only (*blue*);
- a Form of Surrender for use by Certificated Shareholders only (*pink*);
- notification under section 164 of the Companies Act; and
- extracts of sections 115 and 164 of the Companies Act.

Joint Corporate Advisor and Designated Advisor



Legal Advisor to the Company



Joint Corporate Advisor



Legal Advisor to the Offerors



Independent Expert



Date of issue: Monday, 19 October 2020

This Circular is available in English only. Copies of this Circular are available on the website of the Company (www.mettleinvestments.com/investor-information/circulars).

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CORPORATE INFORMATION AND ADVISORS

Directors

Executive

Hendrik van der Merwe Scholtz (Chief executive officer)
Thomas More Flannery
Justin John Rookledge (Chief financial officer)
Hendrik Frederik Prinsloo

Independent Non-Executive

Bruce Andrew Chelius (Chairman)
Raymond Fenner
Marco Van Zyl Wentzel

Non-Executive

laan van Heerden

Place and date of incorporation

South Africa, 30 January 2008

Joint Corporate Advisor to Mettle Investments

Mettle Corporate Finance Proprietary Limited
(Registration number 2011/102921/07)
1st Floor, FedGroup Place
Willie van Schoor Avenue
Bellville, 7530
South Africa
(PO Box 3991, Tygervalley, 7536, Cape Town)

Joint Corporate Advisor to Mettle Investments

Questco Proprietary Limited
(Registration number 2002/005616/07)
1st Floor, Yellowwood House
Ballywoods Office Park
33 Ballyclare Drive, Bryanston, 2021

Designated Advisor

Questco Corporate Advisory Proprietary Limited
(Registration number 2011/106751/07)
1st Floor, Yellowwood House
Ballywoods Office Park
33 Ballyclare Drive, Bryanston, 2021

Independent Expert

Nodus Capital TS Proprietary Limited
(Registration number 2007/004535/07)
Building 2, Commerce Square Office Park,
39 Rivonia Road, Sandhurst, 2196
(PO Box 553696, Northlands, 2116)

Company secretary

Mettle Corporate Finance Proprietary Limited
(Registration number 2011/102921/07)
1st Floor, FedGroup Place
Willie van Schoor Avenue
Bellville, 7530
South Africa
(PO Box 3991, Tygervalley, 7536, Cape Town)

Registered office

1st Floor, FedGroup Place
Willie van Schoor Avenue
Bellville, 7530
South Africa

Transfer secretaries

Computershare Investor Services Proprietary
Limited
(Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(Private Bag X9000, Saxonwold, 2132)

Legal Advisor to the Company

RH Legal
7 Ray Close, Eversdal
Durbanville, 7550

Legal Advisor to the Offerors

Edward Nathan Sonnenbergs Inc t/a ENSafrica
(Registration number 2006/018200/21)
2nd Floor La Gratitude Office Park
97 Dorp Street
Stellenbosch, 7599
(PO Box 940, Stellenbosch, 7599)

IMPORTANT LEGAL NOTICES

FOREIGN SHAREHOLDERS

This Circular has been prepared for the purposes of complying with the JSE Listings Requirements, the Companies Act and the Companies Regulations and is published in terms thereof and the information disclosed may not be the same as that which would have been disclosed if this Circular had been prepared in accordance with the laws and regulations of any jurisdiction outside of South Africa. The release, publication or distribution of this Circular in jurisdictions other than South Africa may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than South Africa should inform themselves about and observe any applicable requirements. Any failure to comply with the applicable requirements may constitute a violation of the securities laws of any such jurisdiction.

This Circular is not intended to and does not constitute or form part of an offer to sell or an invitation to purchase or subscribe for any securities or a solicitation of any vote or approval in any jurisdiction other than South Africa. This Circular does not constitute a prospectus or a prospectus-equivalent document. Shareholders are advised to read this Circular, which contains the full terms and conditions of the Scheme, with care.

Any decision to approve or disapprove of the Scheme or to respond to the proposals set out herein should be made only on the basis of the information in this Circular.

FORWARD-LOOKING STATEMENTS

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

Examples of forward-looking statements include statements regarding a future financial position or future profits, cash flows, corporate strategy, anticipated levels of growth, estimates of capital expenditures, acquisition strategy, expansion prospects or future capital expenditure levels and other economic factors, such as, *inter alia*, interest rates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Mettle Investments cautions that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, liquidity and the developments within the industry in which Mettle Investments operates may differ materially from those made in, or suggested by, the forward-looking statements contained in this Circular.

All these forward-looking statements are based on estimates and assumptions regarding Mettle Investments, as made by Mettle Investments, and although Mettle Investments believes them to be reasonable, are inherently uncertain. Such estimates, assumptions or statements may not materialise. Factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in those statements or assumptions include other matters not yet known to Mettle Investments or not currently considered material by Mettle Investments.

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

Any forward-looking statement has not been reviewed nor reported on by the external auditors.

DISCLAIMER

The contents of this Circular do not purport to constitute legal advice or deal with the regulatory and tax implications of the Offer for each Mettle Shareholder comprehensively. Mettle Shareholders are accordingly advised to consult their professional advisers about their personal legal, regulatory and tax positions regarding the Offer, and in particular, the receipt of the Scheme Consideration.

Shareholders should take note that the TRP does not consider the commercial advantages or disadvantages of affected transactions when it approves such transactions.

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 12 of this Circular apply *mutatis mutandis* to these salient dates and times.

Salient dates and times are set out below:^{1,2}

Record date for Shareholders to be recorded in the Register in order to be entitled to receive the Circular	Friday, 9 October 2020
Posting of the Circular to Shareholders and Notice released on SENS	Monday, 19 October 2020
Expected date of publication of Mettle Investments' results for the 6 months ended 31 August 2020	Monday, 2 November 2020
LDT to be eligible to attend and vote at the General Meeting	Tuesday, 10 November 2020
Voting Record Date	Friday, 13 November 2020
Last date for Shareholders to lodge electronic participation form by no later than 14:00 on	Wednesday, 18 November 2020
Lodge Forms of Proxy (<i>blue</i>) by 10:00 on	Thursday, 19 November 2020
Last date for Shareholders to give Notice of Objection by no later than 10:00 on	Monday, 23 November 2020
General Meeting to be held at 10:00 on	Monday, 23 November 2020
Results of General Meeting published on SENS	Tuesday, 24 November 2020

If the Scheme is approved at the General Meeting by Scheme Members with sufficient voting rights:

Last day for Shareholders who voted against the Scheme Resolution to require the Company to seek Court approval for the Scheme in terms of section 115(3)(a) of the Companies Act (if at least 15% of the total votes of Shareholders at the General Meeting were exercised against the Scheme), on	Monday, 30 November 2020
Last day on which Shareholders who voted against the Scheme Resolution can make application to Court in terms of section 115(3)(b) of the Companies Act (if at least 15% of the total votes of Shareholders at the General Meeting were exercised against the Scheme), on	Monday, 7 December 2020
Last date for the Company to give Notice of Adoption on	Monday, 7 December 2020
Last date for Dissenting Shareholders, by reason of adoption of the Scheme Resolution, to make Valid Appraisal Demands	20 Business Days after Notice of Adoption issued

The following dates assume that no Court approval or review of the Scheme in terms of section 115(3) of the Companies Act is required and that all Conditions Precedent (save for the Condition Precedent in respect of receipt of unconditional approval from the TRP in terms of a compliance certificate or exemption to be issued in terms of the Companies Act in relation to the Scheme) are fulfilled or, where applicable, waived and will be confirmed in the finalisation announcement if the Scheme becomes unconditional:

Finalisation announcement expected to be published on SENS	Friday, 18 December 2020
Expected Scheme LDT to be recorded in the Register on the Scheme Record Date on	Monday, 28 December 2020
Expected date of suspension of listing of Shares on the Alt* on	Tuesday, 29 December 2020
Scheme Record Date to receive settlement of the Scheme Consideration in terms of the Scheme on	Thursday, 31 December 2020
Expected Operative Date on	Monday, 4 January 2021
Dematerialised Scheme Participants expected to have their accounts held at their Broker or CSDP debited with the Scheme Consideration on	Monday, 4 January 2021
Expected date of settlement of the Scheme Consideration to be paid electronically or posted by cheque to certificated Scheme Participants on	Monday, 4 January 2021
Expected date of the termination of listing of the Shares on the Alt* at the commencement of trade on	Tuesday, 5 January 2021

Notes:

1. All dates and times in respect of the Scheme are subject to change with the approval of the JSE and/or the TRP to the extent required. The dates have been determined based on certain assumptions regarding the dates by which certain regulatory approvals including, but not limited to, that of the JSE and TRP, will be obtained and that no Court approval or review of the Scheme will be required. Any change of the dates will be released on SENS.
2. Shareholders are referred to paragraph 7.7 of the Circular (which contains a summary of Dissenting Shareholders' Appraisal Rights) regarding timing considerations relating to the Appraisal Rights afforded to Shareholders.
3. Shareholders should note that as transactions in Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place 3 Business Days after such trade. Therefore, persons who acquire Mettle Shares after the Voting LDT (i.e. Tuesday, 10 November 2020) will not be eligible to vote at the General Meeting but will, provided the Scheme is approved and they acquire the Mettle Shares on or prior to the Scheme LDT (expected to be Monday, 28 December 2020), participate in the Scheme (i.e. sell their Mettle Shares to the Offerors in accordance with the Scheme for the Scheme Consideration).
4. A Shareholder may submit a Form of Proxy (*blue*) to the Transfer Secretaries at any time before the commencement of the General Meeting (or any adjournment of the General Meeting) or email it to the Transfer Secretaries who will provide it to the Chairman of the General Meeting before the appointed proxy exercises any of the relevant Shareholder's rights at the General Meeting (or any adjournment of the General Meeting).
5. If the General Meeting is adjourned or postponed, Forms of Proxy (*blue*) submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.
6. Certificated Shareholders are required to have completed the attached Form of Surrender (*pink*) in accordance with its instructions and returned it, together with the relevant Documents of Title, to the Transfer Secretaries, to be received by no later than the designated time and date set out in paragraph 5.2 of the "Action Required by Shareholders" section below.
7. All times given in this Circular are local times in South Africa.
8. If the Scheme becomes operative, share certificates may not be Dematerialised and Dematerialised Shares may not be rematerialised (i.e. converted into physical Documents of Title) after the Scheme LDT.
9. The General Meeting will be held entirely by video conference and Shareholders will be able to cast their votes electronically. The Company will facilitate the electronic participation and voting by Shareholders.
10. Shareholders who wish to attend and speak at the General Meeting are referred to paragraph 5 below.

ACTION REQUIRED BY SHAREHOLDERS

The definitions and interpretations commencing on page 12 of this Circular shall apply *mutatis mutandis* to this section.

Please take careful note of the following provisions regarding the actions required of Shareholders:

1. **DOUBT AS TO ACTION TO BE TAKEN**

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

2. **SHARES ALREADY DISPOSED OF**

If you have disposed of all your Shares, then this Circular, together with the attached Notice, Form of Proxy (*blue*) and Form of Surrender (*pink*), should be handed to the purchaser of such Shares or to the Broker, CSDP, banker or other agent through whom the disposal was affected.

3. **DISCLAIMER OF RESPONSIBILITY**

Mettle Investments does not accept any responsibility and will not be held liable for any act of, or omission by, any CSDP or Broker, including (without limitation) any failure on the part of a CSDP or Broker or any holder of Shares to notify the holder of beneficial interests in those Shares of the Scheme.

4. **GENERAL MEETING**

The General Meeting will be held in electronic format in accordance with the provisions of section 63(2) of the Companies Act at 10:00 on Monday, 23 November 2020 (or any other adjourned or postponed date and time in accordance with the provisions of section 64(11) of the Companies Act and the MOI, as read with the JSE Listings Requirements) to consider and vote on the Resolutions required to authorise and effect the implementation of the Scheme.

The Notice is attached to, and forms part of, this Circular.

5. **ATTENDANCE AND VOTING AT THE GENERAL MEETING**

5.1 **Dematerialised Shareholders without own-name registration:**

If you (or the relevant holder of voting rights as contemplated in section 57(1) of the Companies Act) wish to attend the General Meeting, you (or the relevant holder of voting rights) should instruct your CSDP or Broker to issue you (or the relevant holder of voting rights) with the necessary letter of representation to attend the General Meeting in person, in the manner stipulated in the Custody Agreement. These instructions must be provided to the CSDP or Broker by the cut-off time and date advised by the CSDP or Broker for instructions of this nature.

You will not be permitted to attend, participate or vote in the General Meeting, nor appoint a proxy to represent you at the General Meeting, without the necessary letter of representation being issued to you.

If you (or the relevant holder of voting rights) do not wish to, or are unable to, attend the General Meeting, but wish to vote at the General Meeting, you (or the relevant holder of voting rights) should provide the CSDP or Broker with your voting instructions, in the manner stipulated in the Custody Agreement. These instructions must be provided to the CSDP or Broker by the cut-off time and date advised by the CSDP or Broker for instructions of this nature.

If your CSDP or Broker does not obtain instructions from you, your CSDP or Broker will be obliged to act in accordance with the instructions contained in the Custody Agreement concluded between you and your CSDP or Broker.

If you have not been contacted, it would be advisable for you to contact your CSDP or Broker immediately and furnish your CSDP or Broker with your instructions.

You must **not** complete the attached Form of Proxy (*blue*).

5.2 Own-Name Dematerialised Shareholders and Certificated Shareholders

Own-Name Dematerialised Shareholders and Certificated Shareholders may, subject to section 58 of the Companies Act, attend, participate in and vote at the General Meeting as detailed in paragraph 5.3 below.

Alternatively, if you (or the person contemplated in section 57(1) of the Companies Act, as the case may be) do not wish to or are unable to attend the General Meeting and wish to be represented thereat, you (or such person) must complete the attached Form of Proxy (*blue*) in accordance with the instructions therein and return it to the Transfer Secretaries, to be received preferably for administration purposes by no later than 48 hours before the General Meeting, i.e. by 10:00 on Thursday, 19 November 2020. Should the Form of Proxy (*blue*) not be lodged with the Transfer Secretaries by 10:00 on Thursday, 19 November 2020, it may nevertheless be emailed to the Transfer Secretaries at the email address below, who will provide it to the chairman of the General Meeting or adjourned General Meeting (as the case may be) prior to commencement of the General Meeting (or any adjournment of the General Meeting).

The Form of Proxy (*blue*) may be delivered by hand or sent by mail or email to the following addresses:

If delivered by hand

Computershare Investor Services Proprietary
Limited
Rosebank Towers, 15 Biermann Avenue
Rosebank
2196

If sent by mail or email

Computershare Investor Services Proprietary
Limited
(Private Bag X9000, Saxonwold, 2132)
Email: proxy@computershare.co.za

5.3 Participation at the General Meeting

Mettle Shareholders are advised in terms of section 63(3) of the Companies Act, that Shareholders or their proxies may participate in the General Meeting by way of video conference, as contemplated in sub-section 63(2) of the Companies Act, and Mettle Shareholders and/or their proxies will be able, at their own expense, to participate in and vote at the General Meeting by means of a video conference facility.

Shareholders or their proxies who wish to participate in the General Meeting via the video conference facility should note that they will be able to exercise their vote at the General Meeting. They must make application to participate in and/or vote at the General Meeting to the Transfer Secretaries by completing the application form attached to this Circular and delivering the application form (a) to the Transfer Secretaries at First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or (b) posting it to Private Bag X9000, Saxonwold, 2132 (at the risk of the Shareholder), or (c) sending it by email to proxy@computershare.co.za, so as to be received by the Transfer Secretaries by no later than 14:00 on Wednesday, 18 November 2020. This is for administrative reasons, in order for the Transfer Secretaries to arrange such participation for the Shareholder and for the Transfer Secretaries to provide the Shareholder with the details as to how to access the General Meeting by means of electronic participation. Shareholders may still register/apply to participate electronically at the General Meeting after this date, provided, however, that such Shareholders will first have to be verified and registered (as required in terms of section 63(1) of the Companies Act) before the commencement of the General Meeting, in order to participate in and/or vote at the General Meeting. Every application should include all relevant contact details including an email address, cellular number and land line, as well as full details of the Mettle Shareholder's title to the Mettle Shares and proof of identity in the form of a certified copy of identity document, and certified copies of share certificates (in the case of Certificated Shareholders) and written confirmation from the Shareholder's CSDP confirming the Shareholder's title to the Dematerialised Shares (in the case of Dematerialised Shareholders).

Upon receipt of the required information, the Shareholder concerned will be provided with instructions for electronic participation in the General Meeting. Access to the video conference facility will be at the expense of the Shareholders who wish to utilise the video conference facility.

Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the General Meeting. Any such charges will not be for the account of Mettle Investments, the Offerors and/or Computershare. None of Mettle Investments, the Offerors and/or Computershare can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevent any such Shareholder from participating in and/or voting at the General Meeting.

5.4 **Electronic General Meeting Guide**

Attending the General Meeting electronically:

Shareholders or their proxies who wish to participate electronically will be able to view a live webcast of the General Meeting, ask questions and submit their votes in real time. If a Shareholder has a tablet or smartphone device with internet access the Shareholder can participate in the General Meeting by using the Lumi AGM application. The Lumi AGM application is available for devices running Android and iOS operating systems only. A Shareholder can also vote at the General Meeting by accessing Lumi AGM using a web browser on a personal computer, tablet or smartphone at <https://web.lumiagm.com>. In order to do so, however, such Shareholders or their proxies will need to either:

- a. download the Lumi AGM application from the Apple® App Store or Google Play™ Stores¹ prior to the start of the General Meeting, by searching for Lumi AGM; or
- b. visit <https://web.lumiagm.com> on their smartphone, tablet or computer. Shareholders or their proxies will need to install the latest versions of Chrome, Safari, Internet Explorer 11, Edge and/or Firefox and ensure their browsers are compatible with the operating platform upon which the electronic meeting will be hosted.

Shareholders or their proxies must have a username and password to login, which can be requested from the Transfer Secretaries at proxy@computershare.co.za.

Using the General Meeting online facility:

Once Shareholders or their proxies have either downloaded the Lumi AGM application or entered <https://web.lumiagm.com> into a web browser, they will be prompted to enter the following Meeting ID, namely **198-964-057** followed by their username and password.

Shareholders will only be able to log into the site from 10:00 on Monday, 23 November 2020.

Voting at the General Meeting:

Shareholders or their proxies will be able to exercise their vote at the General Meeting once the chairman has opened voting on all resolutions.

Any Shareholder or appointed proxy attending the meeting is eligible to ask questions.

Further details on access, navigation and voting of/on the online facility can be viewed on the Company website at the following link: <https://mettleinvestments.com/investor-information/circulars>.

6. **PROCEDURE FOR SHAREHOLDERS REGARDING THE SURRENDER OF DOCUMENTS OF TITLE**

6.1 **Dematerialised Shareholders:**

Should the Scheme become unconditional and operative, irrespective of whether or not you have voted in favour of the Resolutions or abstained from voting, you will have your account at your CSDP or Broker credited with the Scheme Consideration in respect of each Scheme Share held by you as at the Scheme Record Date, and debited with the Scheme Shares acquired by the Offerors on the Discharge Date.

Scheme Participants holding Dematerialised Shares do not have to surrender any Documents of Title and must **not** complete the attached Form of Surrender (*pink*).

¹ Google Play™ is a registered trademark of Google Inc. Apple® is a registered trademark of Apple Inc

6.2 **Certificated Shareholders:**

Should the Scheme become unconditional and operative, irrespective of whether or not you voted in favour of the Resolutions or abstained from voting, in order to receive the Scheme Consideration pertaining to your Scheme Shares, you are required to surrender your Documents of Title in respect of all your Scheme Shares by completing the attached Form of Surrender (*pink*) in accordance with its instructions and returning it, together with the relevant Documents of Title, to the Transfer Secretaries, by no later than 12:00 on the Scheme Record Date.

Certificated Shareholders must note that the Company reserves the right, in its sole and absolute discretion, to:

- treat as invalid a Form of Surrender (*pink*) not accompanied by valid Documents of Title;
- treat as invalid a Form of Surrender (*pink*) which has not been fully completed or which has been incorrectly completed; and/or
- require proof of the authority of the person signing the Form of Surrender (*pink*) where such proof has not yet been lodged with, or recorded by, the Transfer Secretaries.

The Form of Surrender (*pink*) may be delivered by hand or sent by mail to the following addresses:

If delivered by hand

Computershare Investor Services Proprietary
Limited
Rosebank Towers, 15 Biermann Avenue
Rosebank
2196

If sent by mail

Computershare Investor Services Proprietary
Limited
(PO Box 61763, Marshalltown, 2107)

If the Documents of Title relating to the Scheme Shares held by you have been lost or destroyed, you should nevertheless return a duly completed Form of Surrender (*pink*), together with an indemnity on terms satisfactory to the Company. The Company may, in its sole and absolute discretion, dispense with the surrender of such Documents of Title upon production of satisfactory evidence that the Documents of Title have been lost or destroyed and upon provision of an indemnity on terms acceptable to it. Unless otherwise agreed by the Company, only indemnity forms obtained from the Transfer Secretaries (available on request by emailing GroupAdmin1@Computershare.co.za) will be regarded as suitable. The Company shall be entitled, in its absolute discretion, by way of agreement to waive the requirement of an indemnity.

If the Scheme becomes unconditional and you do not submit a duly completed Form of Surrender (*pink*), together with the Documents of Title or indemnity, as the case may be, on or before 12:00 on the Scheme Record Date, then your Scheme Consideration will be held by the Transfer Secretaries for your benefit, pending receipt of the necessary information or instructions, for a maximum period of 5 years, after which period such funds shall be made over to the Guardians Fund of the High Court.

If you wish to Dematerialise your Shares, please contact a CSDP or Broker. You do not need to Dematerialise your Shares in order to receive the Scheme Consideration in respect thereof.

Certificated Shareholders must note that you will not be able to Dematerialise or deal in your Shares between (i) the date of surrender of your Documents of Title and (ii) the Operative Date or, if the Scheme does not become operative, the date on which your Documents of Title are returned to you as envisaged in the paragraph above.

7. **APPROVAL OF THE SCHEME AT THE GENERAL MEETING**

The Scheme must be approved by a special resolution, in accordance with section 115(2)(a) of the Companies Act, at the General Meeting, at which sufficient Scheme Members are present to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised at the General Meeting and at least 3 such Scheme Members are present at the electronic General Meeting. In order to be approved, the Scheme Resolution must be supported by at least 75% of voting rights exercisable on the Scheme Resolution.

The Excluded Shareholders will not exercise any voting rights in respect of the Scheme Resolution.

8. COURT APPROVAL

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

A copy of section 115 of the Companies Act pertaining to the required approval for the Scheme is set out in **Annexure 5** to this Circular.

9. SETTLEMENT OF THE SCHEME CONSIDERATION

9.1 Dematerialised Shareholders

If the Scheme becomes unconditional and operative, your account held with your CSDP or Broker will be credited with the Scheme Consideration and debited with the Scheme Shares acquired by the Offerors on the Discharge Date.

9.2 Certificated Shareholders

Should you surrender your Documents of Title in anticipation of the Scheme becoming operative and the Scheme then does not become operative, the Transfer Secretaries shall, within 5 Business Days of either the date upon which it becomes known that the Scheme will not be implemented or on receipt by the Transfer Secretaries of the required Documents of Title, whichever is the later, return the Documents of Title to you by registered post at your own risk.

If the Scheme becomes unconditional and you surrender your Documents of Title to the Transfer Secretaries on or before 12:00 on the Scheme Record Date, the Scheme Consideration in respect thereof will be paid into your bank account by way of EFT (if you provided your bank account details for this purpose in the Form of Surrender (*pink*) or if your bank account details are recorded in the Register), failing which it will be paid by cheque and posted to you (at your own risk) by registered post on or about the Operative Date. If you surrender your Documents of Title after 12:00 on the Scheme Record Date, the Scheme Consideration will be paid to you, as set out above, within 5 Business Days of receipt by the Transfer Secretaries of your Documents of Title.

If you do not return a duly completed Form of Surrender (*pink*) and/or properly surrender your Documents of Title or if your Scheme Consideration is returned undelivered to the Transfer Secretaries, your Scheme Consideration will be held by the Transfer Secretaries for your benefit, pending receipt of the necessary information or instructions, for a maximum period of 5 years, after which period such funds shall be made over to the Guardians Fund of the High Court.

10. DISSENTING SHAREHOLDERS' APPRAISAL RIGHTS IN TERMS OF SECTION 164 OF THE COMPANIES ACT

Section 115(8) of the Companies Act entitles Dissenting Shareholders to exercise appraisal rights under section 164 of the Companies Act. A detailed summary of section 164 of the Companies Act is provided in paragraph 7.7 of the Circular and a copy of the relevant provisions of the Companies Act is provided in **Annexure 5** of the Circular.

11. FOREIGN SHAREHOLDERS

Foreign Shareholders must satisfy themselves as to the full observance of any applicable laws concerning the receipt of the Scheme Consideration, including, without limitation, obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any transfer or other taxes due in such jurisdiction. Foreign Shareholders who are in any doubt as to their positions should consult their professional advisers immediately.

12. TRP APPROVAL OF THIS CIRCULAR

In approving this Circular and otherwise exercising its powers and functions with respect to the Scheme, the TRP has not considered, and the TRP expresses no opinion or view in relation to, the commercial advantages or disadvantages of the Scheme.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless the context otherwise indicates, references to the singular include the plural and *vice versa*, words denoting one gender include the others, expressions denoting natural persons include juristic persons and associations of persons and *vice versa*, and the words in the first column hereunder have the meaning stated opposite them in the second column, as follows:

“Alt”	Alternative Exchange of the JSE;
“Appraisal Demand”	written demand made by a Shareholder to the Company in terms of section 164(5) of the Companies Act, in terms of which the Shareholder demands that Mettle Investments pays such Shareholder the fair value for all the Shares which such Shareholder holds;
“Appraisal Rights”	the rights afforded to Mettle Shareholders under section 164 of the Companies Act, as set out in Annexure 5 of this Circular;
“Authorised Dealer”	a person authorised by the Financial Surveillance Department of the SARB to deal in foreign exchange;
“Board”, “Mettle Investments Board” or “Directors”	the board of directors of Mettle Investments for the time being and from time to time, which, as at the Last Practicable Date, comprise those persons identified as directors in the “Corporate Information and Advisors” section of this Circular;
“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 other than a Saturday, Sunday or an official public holiday in South Africa;
“C Wiese”	Caro Wiese, identity number 500328 0147 082, an adult female with full legal capacity, an existing shareholder of the Company;
“Clare Wiese-Wentzel”	Caroline Clare Wiese-Wentzel, identity number 821230 0240 085, an adult female with full legal capacity, and a related party to Marco Van Zyl Wentzel;
“Christina Wiese”	Christina Helmien Wiese, identity number 860513 0306 085, an adult female with full legal capacity, an existing shareholder of the Company;
“Certificated Shareholder”	a holder of Certificated Shares;
“Certificated Shares”	Shares which are not Dematerialised, title to which is represented by Documents of Title;
“CH Wiese”	Dr Christoffel Hendrik Wiese, identity number 410910 5008 085, an adult male with full legal capacity, an existing shareholder of the Company;
“Christo Wiese Family Trust”	the trustees for the time being of the Christo Wiese Family Trust (Master’s reference number IT16/828), a trust registered with the Master of the High Court of South Africa. The beneficiaries of this trust are CH Wiese, C Wiese, the children of CH Wiese and C Wiese (being Jacob Daniel Wiese, Clare Wiese-Wentzel and Christina Wiese), the Jacob Daniel Wiese Appointed Fund and its beneficiaries, the children and remote issue of Jacob Daniel Wiese, and such further persons as may from time to time be nominated;
“Circular”	this entire bound document dated Monday, 19 October 2020, including the annexures hereto, the Notice, Form of Proxy (<i>blue</i>) and the Form of Surrender (<i>pink</i>);

“Christopher Finance”	Christopher Finance Proprietary Limited (registration number 2015/260386/07), a private company incorporated in accordance with the laws of South Africa, in which Mettle Investments has a 49% shareholding;
“Common Monetary Area”	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and eSwatini;
“Companies Act”	the Companies Act, 71 of 2008, as amended;
“Company Secretary”	Mettle Corporate Finance, further details of which are set out in the “Corporate Information and Advisors” section of this circular;
“Companies Regulations”	the Companies Regulations 2011, promulgated in terms of section 223 of the Companies Act and Item 14 of Schedule 5 to the Companies Act under GN R351 in GG 34239 of 26 April 2011;
“Conditions Precedent”	the conditions precedent to which the Scheme is subject, as set out in paragraph 7.2 of this Circular;
“Concert Parties”	Titan Global Investments, Wikalox Investments, Cream Magenta 140, Metcap 14, Deuceprops 1015, Mantessa Capital and CSP Peridot, which collectively hold 108 910 203 Mettle Shares (44.06%);
“Court”	any South African High Court with competent jurisdiction to approve the implementation of the Scheme Resolution pursuant to section 115 of the Companies Act and/or to determine the fair value of Shares and make an order pursuant to section 164(14) of the Companies Act;
“COVID-19”	a disease caused by a new strain of coronavirus;
“Cream Magenta 140”	Cream Magenta 140 Proprietary Limited (registration number 2004/030300/07), a private company incorporated in accordance with the laws of South Africa, the sole shareholder of which is Cool Ideas 225 Proprietary Limited (registration number 2003/013490/07), a private company incorporated in accordance with the laws of South Africa, which is in turn wholly owned by The Christina Wiese Trust, of which Christina Wiese is a trustee and beneficiary;
“CSDP”	a Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act, appointed by an individual shareholder for the purposes of, and in regard to, the Dematerialisation of documents of title for purposes of incorporation into Strate;
“CSP Peridot”	CSP Peridot Proprietary Limited (registration number 2018/320384/07), a limited liability private company duly incorporated in accordance with the laws of South Africa, which is wholly owned by the Peridot Trust;
“Custody Agreement”	the custody mandate agreement between a Dematerialised Shareholder and a CSDP or Broker governing their relationship in respect of Dematerialised Shares held by the CSDP or Broker;
“Delisting”	the termination of the listing of all the Mettle Shares on the AltX;
“Dematerialise” or “Dematerialisation”	the process whereby certificated Shares are replaced by electronic records of ownership under Strate and recorded in the sub-register of Shareholders maintained by a CSDP or Broker;
“Dematerialised Shareholder”	a holder of Dematerialised Shares;
“Dematerialised Shares”	Shares which have been Dematerialised and which are no longer evidenced by physical documents of title, but the evidence of ownership of which is determined electronically and recorded in a sub-register maintained by a CSDP;

“Designated Advisor”	Questco Corporate Advisory Proprietary Limited (registration number 2011/106751/07), a limited liability private company incorporated in accordance with the laws of South Africa, further details of which are set out in the “Corporate Information and Advisors” section of this Circular;
“Deuceprops 1015”	Deuceprops 1015 Proprietary Limited (registration number 2012/067451/07), a private company incorporated in accordance with the laws of South Africa, the sole shareholder of which is CH Wiese;
“Dissenting Shareholder(s)”	the Shareholders who validly exercise Appraisal Rights in terms of section 164 of the Companies Act in respect of their shareholding in Mettle Investments;
“Discharge Date”	the date of discharge of the Scheme Consideration, which (i) for Dematerialised Shareholders will be the Operative Date; and (ii) for Certificated Shareholders will be the later of (a) the Operative Date and (b) within 6 Business Days after the date of receipt of the Form of Surrender (<i>pink</i>) together with the relevant Documents of Title (in negotiable form);
“Documents of Title”	share certificates, certified transfer deeds, balance receipts and/or any other form of acceptable documents of title in respect of shares;
“EFT”	electronic funds transfer;
“Encumber” and “Encumbrance”	includes any pledge, charge, hypothecation, lien, subordination, mortgage, option over, right of retention or any other encumbrance whatsoever, or any form of hedging over Mettle Shares, or lending Mettle Shares;
“the ESOP”	the employee share option program conducted by Mettle Investments to incentivise qualifying employees, conducted through the ESOP Trust;
“ESOP Options”	options to subscribe for Mettle Shares granted in terms of the ESOP;
“ESOP Participants”	the employees of the Group who have accepted an award of ESOP Options in terms of the ESOP, which options remain outstanding at the Last Practicable Date;
“the ESOP Trust”	the trustees from time to time of the Mettle Investments Limited Employee Share Option Trust, registered with the Master of the High Court under number IT872/2019;
“Exchange Control Regulations”	the Exchange Control Regulations, 1961, as amended, made in terms of section 9 of the Currency and Exchanges Act, No. 9 of 1933, as amended;
“Excluded Dissenting Shareholders”	Dissenting Shareholders who accept an offer made to them by the Company in terms of section 164(11) of the Companies Act or, pursuant to an order of Court, tender their Mettle Shares to Mettle Investments in terms of section 164(15)(v) of the Companies Act;
“Excluded Shareholders”	collectively, the Offerors and the Concert Parties, being the holders of 86.67% of the Mettle Shares;
“Financial Markets Act”	the Financial Markets Act (Act 19 of 2012), as amended;
“Firm Intention Announcement”	the joint announcement by Mettle Investments and the Offerors, detailing the terms of the Offer, as published on SENS on Friday, 11 September 2020;
“Foreign Shareholder”	a Mettle Shareholder who is a non-resident of South Africa in terms of the Exchange Control Regulations;
“Form of Proxy”	the form of proxy (<i>blue</i>) attached to this Circular to be completed by Certificated Shareholders and Own-Name Dematerialised Shareholders only;

“Form of Surrender”	the form of surrender, transfer and acceptance of Documents of Title attached hereto and forming part of this Circular (<i>pink</i>) for use only by Scheme Participants holding Certificated Shares;
“General Meeting”	the general meeting of Mettle Shareholders to be held in electronic format only, in accordance with the provisions of section 63(2) of the Companies Act, at 10:00 on Monday, 23 November 2020 (or any postponed or adjourned meeting in accordance with the provisions of section 64 of the Companies Act and the MOI, as read with the JSE Listings Requirements) to be convened in connection with the Scheme for the purpose of considering and, if deemed fit, approving, with or without modification, the Resolutions;
“G-PAY”	Inicatorque Proprietary Limited trading as “G-Pay” (registration number 2011/003109/07), a private company duly incorporated in accordance with the laws of South Africa, in which Mettle Investments is a 50% shareholder and which is classified as a joint venture in accordance with IFRS 11 (<i>Joint Arrangements</i>);
“GraySwan”	GraySwan Financial Services Proprietary Limited (registration number 2010/009813/07), a private company duly incorporated in accordance with the laws of South Africa, in which Mettle Investments is a 50% shareholder and which is classified as a joint venture in accordance with IFRS 11 (<i>Joint Arrangements</i>);
“Granadino”	Granadino Investments Proprietary Limited (registration number 1984/002514/07), a private company incorporated in accordance with the laws of South Africa, the sole shareholder of which is Titan Premier Investments;
“Group”	Mettle Investments, its Subsidiaries and investments (as contemplated in paragraph 4.3 below) from time to time;
“HvdM Scholtz”	Hendrik van der Merwe Scholtz, identity number 770919 5268 080, an adult male with full legal capacity, the ultimate beneficial owner of the Mantessa Group and a director of Mettle Investments;
“IFRS”	International Financial Reporting Standards;
“Implementation Agreement”	the written agreement entered into between the Offerors, Mettle Investments and the Concert Parties on Thursday, 10 September 2020, which written agreement, <i>inter alia</i> , regulates the conduct of the parties with respect to the Scheme and contains undertakings in relation thereto;
“Independent Board”	those members of the Mettle Investments Board who are independent non-executive directors and have been appointed as required by the Companies Regulations as the independent board of Mettle Investments, namely Messrs. Bruce Chelius, Raymond Fenner and Marco Wentzel, and all of whom are independent, as contemplated in regulation 108(8) of the Companies Regulations;
“Independent Expert” or “Nodus Capital”	the independent expert appointed to provide a fair and reasonable opinion to the Independent Board in respect of the Scheme in terms of section 114(3) of the Companies Act and Regulation 90 of the Companies Regulations, being Nodus Capital TS Proprietary Limited (registration number 2014/226782/07), a private company duly registered and incorporated in accordance with the laws of South Africa, further details of which are set out in the “Corporate Information and Advisors” section of this Circular;

“Initial Offer”	the offer by Mantessa Capital, which was the subject of the firm intention announcement published on SENS on 6 February 2020;
“Initial Scheme”	the scheme of arrangement in terms of sections 114 and 115 of the Companies Act which was proposed to Mettle Shareholders by the Mettle Independent Board in respect of the Initial Offer, which subsequently lapsed due to the non-fulfilment of the conditions precedent to which such scheme was subject;
“Irrevocable Undertakings” or “Undertakings”	the irrevocable undertakings given by certain Mettle Shareholders to vote in favour of the Scheme, as more fully described in paragraph 14 of this Circular;
“Joint Corporate Advisor” or “Mettle Corporate Finance”	Mettle Corporate Finance Proprietary Limited (registration number 2011/102921/07), a limited liability private company incorporated in accordance with the laws of South Africa, in which Mettle Investments has a 100% shareholding and which is the company secretary of Mettle Investments and is acting as the joint corporate advisor to Mettle Investments on the Scheme, further details of which are set out in the “Corporate Information and Advisors” section of this Circular;
“Joint Corporate Advisor” or “Questco”	Questco Proprietary Limited (registration number 2002/005616/07), a limited liability private company incorporated in accordance with the laws of South Africa, acting as the joint corporate advisor to Mettle Investments on the Scheme, further details of which are set out in the “Corporate Information and Advisors” section of this Circular;
“JSE”	JSE Limited (registration number 2005/022939/06), a public company duly registered and incorporated under the laws of South Africa, which is licensed as an exchange in terms of the Financial Markets Act;
“JSE Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time;
“LDT”	last day to trade;
“Last Practicable Date”	Monday, 5 October 2020, being the last practicable date prior to the finalisation of this Circular;
“Lendcor”	Lendcor Proprietary Limited (registration number 1998/013565/07), a private company duly incorporated in accordance with the laws of South Africa, in which Mettle Investments has a non-controlling, effective shareholding of 64.9% (the remaining interest is held 30.1% by Lendcor Holdings Proprietary Limited and 20% by National Housing Finance Corporation SOC Ltd (into which the Rural Housing Loan Fund (the previous holder) was merged in 2018));
“Mantessa”	Mantessa Equities Proprietary Limited (registration number 2015/358994/07), a limited liability private company duly incorporated in accordance with the laws of South Africa, which is wholly owned by Mantessa Holdings and a significant shareholder of the Company, holding 12.95% of the Mettle Shares on the Last Practicable Date;
“Mantessa Capital”	Mantessa Capital Proprietary Limited (formerly Genfin Holdings Proprietary Limited) (registration number 2015/358979/07), a limited liability private company duly incorporated in accordance with the laws of South Africa, which is wholly owned by the Mantessa Holdings and a significant shareholder of the Company, holding 19.96% of the Mettle Shares on the Last Practicable Date;
“Mantessa Group”	collectively Mantessa and Mantessa Capital;

“Mantessa Holdings”	Mantessa Holdings Proprietary Limited (registration number 2015/358975/07), a limited liability private company duly incorporated in accordance with the laws of South Africa, which is wholly owned by the Mantessa Trust;
“Mantessa Trust”	the trustees for the time being of the Mantessa Trust (Master’s reference number IT 5562/2007), a trust registered with the Master of the High Court of South Africa, being a trust established for the benefit of the family of HvdM Scholtz;
“MAS”	Mettle Administrative Services Proprietary Limited (registration number 2004/015618/07), a private company incorporated in accordance with the laws of South Africa, in which Mettle Investments has a 100% shareholding;
“Metcap 14”	Metcap 14 Proprietary Limited (registration number 2002/010619/07), a private company incorporated in accordance with the laws of South Africa, the sole shareholder of which is Capstone 597 Proprietary Limited (registration number 2003/010905/07), which is in turn owned by The Clare Wiese Trust of which Clare Wiese-Wentzel is a trustee and beneficiary;
“Mettle Investments” or “the Company”	Mettle Investments Limited (registration number 2008/002061/06), a public company incorporated under the laws of South Africa, having its registered address at 1 st Floor, FedGroup Place, Willie van Schoor Avenue, Bellville, 7530, South Africa, with its securities listed on the Alt*;
“Mettle Shareholders” or “Shareholders”	the registered holders of Mettle Shares;
“Mettle Shares” or “Shares”	issued ordinary shares of no par value in the share capital of the Company;
“MSI”	Mettle Solar Investments Proprietary Limited (registration number 2016/215610/07), a private company incorporated in accordance with the laws of South Africa, 35.19% of the ordinary shares of which are, at the Last Practicable Date, held by Mettle Investments;
“MSI Group”	MSI and its Subsidiaries;
“MOI”	the memorandum of incorporation of the Company, as amended from time to time;
“Notice”	the notice convening the General Meeting, which is attached to and forms part of this Circular;
“Notice of Adoption”	a written notice given by the Company to a Shareholder in terms of section 164(4) of the Companies Act;
“Notice of Objection”	a written notice given by a Shareholder to the Company in terms of section 164(3) of the Companies Act;
“Offer”	the cash offer made by the Offerors to acquire their respective Participation Numbers of the Scheme Shares, which offer will be effected by means of the Scheme and is embodied in the Implementation Agreement (and as read with this Circular);
“Offerors”	collectively Mantessa, Granadino and Peridot Trust;
“Operative Date”	the date on which the Scheme is to be implemented, being the 1 st Business Day following the Scheme Record Date, which is expected to be Monday, 4 January 2021, subject to the events set out in the “Salient Dates and Times” section of this Circular;
“Own-Name Dematerialised Shareholders”	Dematerialised Shareholders who have instructed their CSDP to hold their Shares in their own name on the Sub-Register;
“Participation Numbers”	the respective numbers of Scheme Shares which each of the Offerors will acquire, as set out in paragraph 7.1.1;

“Peridot Group”	collectively Peridot Trust and CSP Peridot;
“Peridot Trust”	the trustees for the time being of the Peridot Trust (Master’s reference number IT 432/2010), a trust registered with the Master of the High Court of South Africa, being a trust established for the benefit of the family of Mrs Suzaan Loots;
“Rand” or “R” or “ZAR”	South African Rand, the official currency of South Africa;
“Register”	Mettle Investments’ securities register maintained by the Transfer Secretaries in accordance with sections 50(1) and 50(3) of the Companies Act, including the relevant sub-registers and the register of disclosures of Mettle Investments;
“Resolutions”	the resolutions detailed in the Notice and including the Scheme Resolution;
“Reward”	Reward Investments Limited (registration number 09432546), a private limited liability company duly incorporated in accordance with the laws of England and Wales, in which Mettle Investments has a 100% shareholding;
“Reward Finance”	Reward Finance Group Limited, registration number 07385919, a private limited liability company incorporated in accordance with the laws of England and Wales in which Reward has an 82.5% shareholding;
“SARB”	the South African Reserve Bank, established in terms of section 9 of the Currency and Banking Act (Act 31 of 1920), and currently governed by the South African Reserve Bank Act (Act 90 of 1989), as amended;
“Scheme”	the scheme of arrangement in terms of section 114 of the Companies Act, read with section 115 of the Companies Act, proposed by the Board on the recommendation of the Independent Board between Mettle Investments and the Shareholders (other than the Excluded Shareholders) pursuant to which the Offerors will acquire their respective Participation Numbers of the Scheme Shares from Scheme Participants against payment by the Offerors of the Scheme Consideration, subject to the Dissenting Shareholders’ Appraisal Rights;
“Scheme Consideration”	the cash consideration payable to Scheme Participants in terms of the Scheme in consideration for each Scheme Share held on the Scheme Record Date, being an amount of R2.10 per Scheme Share;
“Scheme LDT”	the last day to trade in Shares in order to be recorded on the Register on the Scheme Record Date, which date is expected to be Monday, 28 December 2020, subject to the events set out in the “Salient Dates and Times” section of this Circular;
“Scheme Longstop Date”	Thursday, 7 January 2021, or such later date as the Independent Board and the Offerors may agree, with any such change being published on SENS;
“Scheme Members”	Mettle Shareholders recorded in the register on the Voting Record Date who are lawfully entitled to attend and vote at the General Meeting;
“Scheme Participants”	the Shareholders, other than the Excluded Shareholders, who are registered as such in the Register on the Scheme Record Date, including Dissenting Shareholders who are subsequently deemed to be Scheme Participants in the event that any of the circumstances contemplated in sections 164(9)(a) and (b) of the Companies Act occur, but excluding Dissenting Shareholders who have not, whether voluntarily or pursuant to a final order of the Court, withdrawn their Appraisal Demand or allowed any offer made to them in terms of section 164(11) of the Companies Act to lapse;

“Scheme Record Date”	the date on which Shareholders must be recorded in the Register in order to receive the Scheme Consideration, which date is expected to be Thursday, 31 December 2020, subject to the events set out in the Salient Dates and Times section of this Circular;
“Scheme Resolution”	the special resolution to be proposed at the General Meeting in accordance with section 115(2) of the Companies Act for the approval of the Scheme in terms of section 115(2) of the Companies Act, the full terms of which are set out in the Notice;
“Scheme Shares”	all the issued Shares held by the Scheme Participants on the Scheme Record Date, being 32 936 703 Shares;
“SENS”	the Stock Exchange News Service of the JSE;
“SME”	small or medium enterprise;
“South Africa”	the Republic of South Africa;
“Strate”	Strate Proprietary Limited (registration number 1998/022242/07), a private company duly registered and incorporated in accordance with the laws of South Africa, and licensed Central Securities Depository (“CSD”) in terms of the Financial Markets Act;
“Subsidiary”	a subsidiary as defined by IFRS and/or the Companies Act;
“Takeover Regulations”	the takeover regulations issued pursuant to sections 120 and 223 of the Companies Act;
“Titan Global Investments”	Titan Global Investments Proprietary Limited (registration number 1981/008623/07), a private company incorporated in accordance with the laws of South Africa, the sole shareholder of which is Titan Premier Investments;
“Titan Group Investments”	Titan Group Investments Proprietary Limited (registration number 1979/000777/07), a private company incorporated in accordance with the laws of South Africa, which is held by the Christo Wiese Family Trust;
“Titan Premier Investments”	Titan Premier Investments Proprietary Limited (registration number 1979/000776/07), a private company incorporated in accordance with the laws of South Africa, which indirectly controls Mettle Investments and in which Titan Group Investments holds 90% and the Christo Wiese Family Trust holds the remaining 10%;
“Tradehold”	Tradehold Limited (registration number 1970/009054/06), a public company incorporated in accordance with the laws of South Africa, the ordinary shares of which are listed on the Main Board of the JSE;
“Transfer Secretaries” or “Computershare”	Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), a private company duly registered and incorporated in accordance with the laws of South Africa, further details of which are set out in the “Corporate Information and Advisors” section of this Circular;
“TRP”	the Takeover Regulation Panel, established in terms of section 196 of the Companies Act;
“United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“Valid Appraisal Demand(s)”	appraisal demands that comply with section 164(5) of the Companies Act, made by Shareholders within the time period in section 164(7) of the Companies Act and which comply with sections 165(a) and (c) of the Companies Act;

“VAT”	Value Added Tax, levied in terms of the provisions of the Value-Added Tax Act No. 89 of 1991, as amended;
“Voting LDT”	last day to trade in Shares in order to be recorded on the Register on the Voting Record Date, which date is expected to be Tuesday, 10 November 2020, subject to the events set out in the “Salient Dates and Times” section of this Circular;
“Voting Record Date”	the date on, and time which, a Shareholder must be recorded in the Register in order to be eligible to vote at the General Meeting, which is expected to be Friday, 13 November 2020, subject to the events set out in the “Salient Dates and Times” section of this Circular;
“VWAP”	volume weighted average share price;
“Wikalox Investments”	Wikalox Investments Proprietary Limited (registration number 1981/1004645/07), a private company incorporated in accordance with the laws of South Africa, the sole shareholder of which is Incaprox Investments Proprietary Limited (registration number 2011/002258/07), which is in turn owned by the JD Wiese Trust, of which Jacob Daniel Wiese is a trustee and beneficiary; and
“Written Notice”	the written notice that was to be issued by Mantessa Capital after fulfilment of certain conditions precedent to the Initial Scheme as set out in paragraph 7.2 of the circular to Mettle Shareholders dated 4 March 2020, which can be viewed on the Company website at the following link: https://mettleinvestments.com/wp-content/uploads/2020/03/Mettle-Investments-Limited-Circular.pdf , confirming that Mantessa Capital was satisfied that no material adverse event had occurred or was expected to occur which, in its opinion, could have <i>inter alia</i> had an adverse effect on the business, financial condition, operating results, assets or liabilities of the Company or the value of Mettle Shares.



Mettle Investments Limited
(Incorporated in the Republic of South Africa)
(Registration number 2008/002061/06)
JSE share code: MLE ISIN: ZAE000257622
("Mettle Investments" or the "Company")

CIRCULAR TO METTLE INVESTMENTS SHAREHOLDERS

1. INTRODUCTION AND BACKGROUND

- 1.1 Mettle Shareholders are referred to the various announcements released on SENS by Mettle Investments relating to the Initial Offer by Mantessa Capital, which was to be implemented by way of the Initial Scheme.
- 1.2 As a condition precedent to the Initial Scheme, Mantessa Capital was to provide Mettle Investments with the Written Notice. Mettle Shareholders were advised in the announcement published on SENS on Tuesday, 31 March 2020, that Mantessa Capital had confirmed that, given the uncertainty brought about by the COVID-19 pandemic, it would not be issuing such Written Notice. Accordingly, the resolutions in respect of the Initial Scheme were withdrawn at the General Meeting of Mettle Shareholders held on Thursday, 2 April 2020, and the Initial Scheme did not become unconditional and was not implemented.
- 1.3 On 17 July 2020 the TRP granted exemption to, *inter alia*, Mantessa Capital and Mantessa from the prohibition contained in section 127(3)(a) of the Companies Act from making an offer for Mettle Shares within the 12 month period after termination of the Initial Scheme and, accordingly, to allow Mantessa to proceed with the Offer prior to 1 April 2021.
- 1.4 Mettle Shareholders were advised in the Firm Intention Announcement published on SENS on Friday, 11 September 2020, that following further discussions with the Offerors, the Company had entered into the Implementation Agreement. In terms of the Implementation Agreement, the Offerors have agreed, *inter alia*, to make an offer to acquire the Scheme Shares for the Scheme Consideration, to be implemented by way of a scheme of arrangement in terms of section 114(1)(c) of the Companies Act.
- 1.5 The Offer is subject to the fulfilment or waiver (as the case may be) of the Conditions Precedent.
- 1.6 If the Scheme becomes unconditional and operative, all Mettle Shareholders, other than the Excluded Shareholders, will be deemed to have sold all of their Mettle Shares for the Scheme Consideration and application will be made by Mettle Investments to the JSE to terminate the listing of its Shares on the Alt^x with effect from Tuesday, 5 January 2021, subject to the events set out in the "Salient Dates and Times" section of this Circular.

2. PURPOSE OF THIS CIRCULAR

The purpose of this Circular is to provide Shareholders with information relating to the Scheme and incorporates:

- 2.1 the report of the Independent Expert prepared in terms of section 114(3) of the Companies Act;

- 2.2 the recommendation of the Independent Board in respect of the Scheme; and
- 2.3 a notice convening the General Meeting at which Shareholders will consider and, if deemed fit, approve, with or without modification, the Resolutions necessary to give effect to the Scheme in accordance with the Companies Act, the Companies Regulations and the JSE Listings Requirements.

3. **RATIONALE FOR THE SCHEME**

- 3.1 The Board remains of the view that the Company and its Subsidiaries are more suited to an unlisted environment, and that the listing provides little benefit to the Company at this stage of its operating cycle. In addition, a Delisting will enable the Company to save on the costs associated with being listed on the AltX.
- 3.2 The Mantessa Group has accumulated a material interest in Mettle Shares over the past 18 months and wishes to provide additional capital in order to facilitate and support organic and acquisitive growth in an unlisted environment. By doing so, it is able to facilitate the Delisting.
- 3.3 The Offer provides Scheme Participants with an opportunity to realise their investment in Mettle Investments at a premium of 35% to the 30-day VWAP on the date preceding the date of the Firm Intention Announcement, being R1.56 per Mettle Share.

4. **OVERVIEW OF METTLE INVESTMENTS**

4.1 **History and nature of business**

The Company was incorporated in 2008 and became a wholly-owned Subsidiary of Tradehold when it was acquired in March 2014. In May 2018, the Company became the investment vehicle through which Tradehold held its financial services assets, at which time it was separately listed on AltX and unbundled by Tradehold to its shareholders.

4.2 **Subsidiaries of Mettle Investments**

4.2.1 **Reward**

Reward was established in 2014, when the shareholding structure of Reward Finance was changed from a partnership to a company. Reward Finance was initially established in 2010. Today, the Reward Finance management team collectively own 17.5% of Reward Finance. Reward provides asset secured short and medium-term loans and invoice discounting to the United Kingdom's SME market. Loan sizes are between £50 000 and £2 million and loan periods vary between 2 and 24 months. Reward's strategy is to target SMEs that are not adequately serviced by traditional banks. It is Reward's experience that the traditional banks are finding it increasingly difficult to service the SME market given the increasing regulatory burdens the banks have to deal with. Reward's highly skilled and experienced directors and staff allow it to compete on the back of its quick decision making and high service levels, allowing it to charge a premium for its funding without taking unnecessary credit risk (bad debts have averaged 1.3% of the loan book for the last 3 years).

Reward has its head office in Leeds, United Kingdom, with an additional branch in Manchester. Reward's target market is the 'M62 Corridor' which runs between Liverpool in the West and Hull in the East. Reward is the largest contributor to the financial performance of Mettle Investments, with good growth potential. At 29 February 2020, it had a loan book of £77.5 million.

4.2.2 **MAS**

MAS was established in 2005 and provides working capital finance backed by invoices issued to various short-term insurance companies and other corporates. For non-insurance counter parties, MAS focuses on listed companies as well as companies that may not be listed but are well-known and established. Accordingly, its business model is specifically designed to ensure that MAS only assumes credit risk on the insurance industry and companies with an approved risk profile.

4.3 Investments of Mettle Investments

4.3.1 Lendcor

Lendcor is a provider of unsecured loans for home improvements for the lower living standard measure market in South Africa through a network of 690 building supply merchants. Lendcor's average loan size is R6 628 and the average loan term is 18 months. Lendcor was established in 2003 and has been part of the Group since 2006. Due to the developmental nature of the loans that it provides, Lendcor is primarily funded by the National Housing Finance Corporation SOC NPC, which owns 20% of Lendcor. Lendcor's head office is in Durban, South Africa.

4.3.2 MSI Group

MSI Group focuses on the design, installation, financing and maintenance of commercial and industrial solar photovoltaic ("PV") systems. These solutions range from 80kWp to 10MWp systems for private consumption to 5MWp systems for public consumption. The solutions are either grid-connected, hybrid (solar and fuel powered generator) or off-grid (storage) solar PV solutions located across Sub-Saharan Africa and the adjacent Indian Ocean islands. The terms on which these systems are provided range from turn-key engineer, procure and construct solutions with full performance warranties to fully funded solar PV systems that are leased by the client.

4.3.3 G-PAY

Established in 2011, G-PAY provides payment technology solutions to various industries. Its solutions support the ability to configure pre-defined process flows to initiate and process payments and electronically manage and control funds for very specific utilisation. It is an authorised payment services provider enrolled with the Payments Association South Africa or 'PASA'. As such, it complies as a System Operator in accordance with the National Systems Payment Act, 1998 (Act 78 of 1998). Its solutions provide full integration to the banking services of ABSA Bank Limited, First National Bank (a division of FirstRand Bank Limited), Standard Bank Group Limited, Nedbank Limited and Ecobank Transnational Incorporated. Its business has close links to Mettle Investments' specialist lending activities in South Africa, with some of Mettle Investments' clients having made use of G-PAY's solutions in the past.

4.3.4 GraySwan

Established in 2010, GraySwan is an independent investment advisory and wealth management company. GraySwan's clients range across institutional, corporate family office and private client investors and they currently advise and manage more than R20 billion in assets.

4.3.5 Christopher Finance

Established in 2015, Christopher Finance is a niche financial services company providing working capital finance to selected firms of attorneys. The finance provided by Christopher Finance is secured by claims for costs the attorneys have against reputable third parties. Mettle Investments acquired its 49% shareholding in Christopher Finance in 2018.

5. BUSINESS AND HISTORY OF THE OFFERORS

- 5.1 The companies comprising the Mantessa Group were established in 2015 as the vehicles through which Mantessa Holdings (and, ultimately, Mantessa Trust) holds certain of its investments.
- 5.2 The Mantessa Group comprises investment holding companies focused on investing in companies that provide finance to small and medium enterprises. Its investment in Mettle Investments was made in pursuit of this investment strategy.
- 5.3 The Mantessa Group's two largest investments, other than its investment in the Company, are in companies which specialise in providing funding solutions to SMEs. These investee companies currently operate in South Africa and in Australia under the names 'Business Fuel Proprietary Limited' and 'Business Fuel Holdings Proprietary Limited', respectively.

- 5.4 The Peridot Trust was established in 2010 for the benefit of the family of Mrs Suzaan Loots. CSP Peridot is wholly owned by the Peridot Trust. CSP Peridot holds shares in Business Fuel Proprietary Limited and the Peridot Group holds shares in Mettle, together with the Mantessa Group.
- 5.5 Granadino was established in 1984 and is one of the vehicles through which Titan Group Investments holds shares in Mettle Investments and in Business Fuel Proprietary Limited.

6. OFFERORS' INTENTIONS REGARDING THE CONTINUATION OF METTLE INVESTMENTS' BUSINESS AND THE METTLE INVESTMENTS BOARD SUBSEQUENT TO THE IMPLEMENTATION OF THE SCHEME

- 6.1 It is not envisaged that the Company's strategy will change significantly following the implementation of the Scheme. The Directors' view of the prospects of the Company are set out below.
- 6.2 The composition of the Board will be considered post the Operative Date and it may be reconstituted in light of the fact that the Company will no longer be listed on the AltX and will, accordingly, be subjected to simpler and less onerous governance requirements.
- 6.3 **Prospects**
- 6.3.1 Whilst there is a short-term impact as a result of COVID-19 and the associated lockdowns, the Board's medium-term view for Reward remains unchanged. As a result of increasing regulation, an uncertain Brexit and now COVID-19, banks in the United Kingdom remain hesitant to lend to smaller businesses, thereby creating Reward's market opportunity. The Directors expect that Reward's contribution to the Group's results will remain significant.
- 6.3.2 The Company's South African Subsidiaries continue to experience profitability challenges. However, a number of changes that are expected to deliver results in the medium term are being implemented throughout the Group and the Board believes that the Company is positioned for growth.

7. SCHEME AND MECHANISM

7.1 Scheme details and Scheme Consideration

- 7.1.1 The Scheme is proposed by the Board between Mettle Investments and the Mettle Shareholders pursuant to which, if approved by the requisite majority of Scheme Members, the Offerors will acquire all of the Scheme Shares from the Scheme Participants as follows:

	Number of Scheme Shares to be acquired (Participation Numbers)	Portion of aggregate Scheme Consideration	% of Scheme Shares acquired
Granadino	6 986 400	R14 671 440.00	21.21%
Mantessa	24 013 600	R50 428 560.00	72.91%
Peridot Trust	1 936 703	R4 067 076.30	5.88%
Total	32 936 703	R69 167 076.30	100.00%

The Scheme will be implemented in accordance with the Companies Act and the Companies Regulations and will be regulated by the TRP.

Once the Scheme becomes unconditional and operative, the Offerors will acquire the Scheme Shares for the Scheme Consideration. The Scheme shall not constitute an offer to purchase or the solicitation of an offer to sell any Mettle Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful under the laws of such jurisdiction.

Mettle Investments has, in terms of the Implementation Agreement, warranted that it shall not declare or make any distributions to Mettle Shareholders in the period between the signature date of the Implementation Agreement and the Operative Date.

The Scheme Consideration will be paid in cash, in respect of which further details are provided in paragraph 19 below.

7.2 Conditions Precedent

- 7.2.1 The Scheme is subject to the fulfilment and/or waiver (in whole or in part where capable of waiver) of the following Conditions Precedent:
- 7.2.1.1 the Scheme Resolution being approved by the the requisite majority of votes exercised by Scheme Members, contemplated in the Companies Act;
 - 7.2.1.2 in respect of the Appraisal Rights, no Valid Appraisal Demands are received by Mettle Investments or, if any Valid Appraisal Demands are received, such Valid Appraisal Demands are received from Mettle Shareholders who, in aggregate, hold less than 5% of the aggregate number of Mettle Shares;
 - 7.2.1.3 if the Scheme Resolution is opposed by 15% or more of the voting rights exercised and any person who voted against the Scheme Resolution requires Mettle to apply to Court for approval of the Scheme in terms of section 115(3)(a):
 - 7.2.1.3.1 the Company elects not to treat the Scheme Resolution as a nullity, subject to the approval of the Offerors; and
 - 7.2.1.3.2 the Court approves the Scheme Resolution, following the Company's application to Court for such approval;
 - 7.2.1.4 if any Mettle Shareholder who voted against the Scheme Resolution applies to Court for a review of the Scheme in terms of section 115(3)(b) and section 115(6) of the Companies Act and either (i) the Court refuses to grant leave to apply for such review, or (ii) if leave to apply for review is granted, the Court refuses to set aside the Scheme Resolution; and
 - 7.2.1.5 the TRP issuing a compliance certificate in respect of the Scheme in terms of section 119(4)(b) and 121(b)(i) of the Companies Act.
- 7.2.2 The condition precedent in paragraph 7.2.1.2 may be waived by the Offerors. All remaining conditions precedent are regulatory in nature and may not be waived.
- 7.2.3 The Scheme shall not be implemented and shall be of no force and effect if the Conditions Precedent are not fulfilled or waived, where applicable, on or before the Scheme Longstop Date.

7.3 Scheme Mechanics

- 7.3.1 In terms of the Scheme, the Offerors will acquire the Scheme Shares from the Scheme Participants for the Scheme Consideration. If the Scheme becomes unconditional and operative:
- 7.3.1.1 the Scheme Participants (whether or not they have voted in favour of the Resolutions or abstained from voting) shall dispose of each of their Scheme Shares, free of Encumbrances, to the Offerors (who will each acquire their respective Participation Numbers of the Scheme Shares) on the Operative Date in exchange for the Scheme Consideration and the Offerors shall acquire all the registered and beneficial ownership of such Scheme Shares as of the Operative Date;
 - 7.3.1.2 the disposal and transfer by each Scheme Participant of their Scheme Shares to the Offerors, pursuant to the provisions of the Scheme, shall be effected on the Operative Date;
 - 7.3.1.3 the Scheme Participants shall be deemed to have transferred to the Offerors (in their respective Participation Numbers) all their Scheme Shares, without any further act or instrument being required;
 - 7.3.1.4 each Scheme Participant shall be deemed, on and with effect from the Operative Date, to have warranted and undertaken in favour of the Offerors that (i) the relevant Scheme Shares are not subject to a pledge or otherwise Encumbered,

or (ii) if subject to such pledge or Encumbrance, such Scheme Shares shall be released from such pledge or other Encumbrance immediately on payment and discharge of the Scheme Consideration. In this regard such Scheme Participants irrevocably authorise and appoint Mettle Investments, *in rem suam* (for the advantage of Mettle Investments and the Offerors), with full power of substitution, to act as agent in the name, place and stead of such Scheme Participants in doing all things and signing all documents in ensuring that the relevant Scheme Shares are released from any pledge or Encumbrance, including the removal of any endorsements to that effect in the Register; and

- 7.3.1.5 Scheme Participants shall be entitled to receive the Scheme Consideration, subject to the remaining provisions of this paragraph 7.3.
- 7.3.2 In terms of the Scheme, each Scheme Participant irrevocably and *in rem suam* (for their own advantage) authorises each and every officer/director of the Company, as its agent, with full power of substitution, to cause the Scheme Shares disposed of by the Scheme Participant in terms of the Scheme to be transferred to the Offerors on the Operative Date so that each Offeror receives its respective Participation Number of the Scheme Shares, and to do all such things and take all such steps (including the signing of any transfer form) as may be necessary or expedient in order to effect the transfer.
- 7.3.3 The Scheme Consideration shall be paid in full, in accordance with the terms of the Scheme, without regard to any lien, right of set-off, counterclaim or other analogous right to which the Company or the Offerors may otherwise be, or claim to be, entitled against any Scheme Participant, unless otherwise agreed to between the Offerors and the relevant Scheme Participant.
- 7.3.4 Mettle Investments, as principal, shall procure that the Offerors comply with their obligations under the Scheme, and Mettle Investments alone shall have the right to enforce those obligations (if necessary) against the Offerors.
- 7.3.5 The rights of the Scheme Participants to receive the Scheme Consideration will be rights enforceable by a Scheme Participant against the Company only. Scheme Participants will be entitled to require Mettle Investments to enforce its rights in terms of the Scheme against the Offerors.
- 7.3.6 Mettle Investments and the Offerors have agreed that, upon the Scheme becoming unconditional and operative, they will give effect to the terms and conditions of the Scheme and will take all actions and sign all necessary documents to give effect to the Scheme.

7.4 **Effects of the Scheme**

The effect of the Scheme will be that the Offerors will, with effect from the Operative Date, become the registered and beneficial owners of their respective Participation Numbers of the Scheme Shares. Mettle Investments will, accordingly, become jointly owned by the Offerors and the Concert Parties and Mettle Investments' listing on the Alt^x will be terminated.

7.5 **Amendment, variations and modifications of the Scheme**

- 7.5.1 Subject to compliance with the Companies Act, the Takeover Regulations and the JSE Listings Requirements and consent from the TRP, Mettle Investments will, with the consent of the Offerors, be entitled to make any amendment, variation or modification to the Scheme as may be required.
- 7.5.2 Mettle Shareholders will be notified of any changes to the Scheme on SENS.

7.6 **Shareholder approval and rights in respect of the Scheme**

- 7.6.1 Section 115(2) of the Companies Act requires that the Scheme be approved by a special resolution adopted by Mettle Shareholders (other than the Excluded Shareholders) entitled to exercise voting rights in respect thereof, at a meeting called for that purpose. In terms of the MOI, read with section 115(2) of the Companies Act, at least 3 Mettle Shareholders entitled to vote on the special resolution and holding at least 25% of the voting rights that are entitled to be exercised, must be present (in person or by proxy) at the General Meeting.

- 7.6.2 If (i) 15% or more of the voting rights oppose the Scheme Resolution and (ii) a person who voted against the Scheme Resolution, within 5 Business Days after the vote, requires Mettle Investments to seek Court approval for the Scheme, then Mettle Investments must either (i) within 10 Business Days of the vote apply to Court to approve the Scheme Resolution or (ii) subject to the approval of the Offerors, treat the Scheme Resolution as a nullity, in accordance with section 115(3)(a) read with section 115(5) of the Companies Act.
- 7.6.3 Further, any person who voted against the Scheme Resolution may, within 10 Business Days after the vote, apply to Court for leave to launch an application to review the Scheme Resolution in terms of section 115(3)(b) of the Companies Act. In such circumstances, Mettle Investments may not proceed to implement the Scheme Resolution unless the Court refuses leave to launch the application to review the Scheme Resolution or, having granted leave to launch the application to review the Scheme Resolution, the Court refuses to set aside the Scheme Resolution.

7.7 Dissenting Shareholders' Appraisal Rights

Mettle Shareholders are hereby advised of their Appraisal Rights:

- 7.7.1 Mettle Shareholders who wish to exercise their Appraisal Rights are required, before the Scheme Resolution is voted on at the General Meeting, to give a Notice of Objection to Mettle Investments.
- 7.7.2 If the Scheme Resolution is adopted, Mettle Investments is required in terms of section 164(4) of the Companies Act to send a Notice of Adoption, within 10 Business Days after the Scheme Resolution is adopted, to all Mettle Shareholders who gave Notice of Objection and who have not (i) withdrawn their Notice of Objection nor (ii) voted in support of the Scheme Resolution, which Notice of Adoption notifies the Mettle Shareholders that the Scheme Resolution has been adopted.
- 7.7.3 Mettle Shareholders may, within 20 Business Days after receipt of the Notice of Adoption or, if the Mettle Shareholder does not receive the Notice of Adoption from Mettle Investments, within 20 Business Days after learning that the Scheme Resolution has been adopted, issue an Appraisal Demand, provided that:
 - 7.7.3.1 such Mettle Shareholder sent Mettle Investments a Notice of Objection and has not withdrawn that notice;
 - 7.7.3.2 Mettle Investments has adopted the Scheme Resolution; and
 - 7.7.3.3 such Mettle Shareholder voted against the Scheme Resolution and has complied with all the procedural requirements set out in section 164 of the Companies Act.
- 7.7.4 The Appraisal Demand must set out:
 - 7.7.4.1 the relevant Mettle Shareholder's name and address;
 - 7.7.4.2 the number of Mettle Shares in respect of which the relevant Mettle Shareholder seeks payment; and
 - 7.7.4.3 a demand for payment of the fair value of those Mettle Shares.
- 7.7.5 If Mettle Investments receives (i) Valid Appraisal Demand/s and (ii) such demand is not withdrawn before the Operative Date, Mettle Investments shall, in accordance with section 164(11) of the Companies Act, within 5 Business Days after the later of:
 - 7.7.5.1 the Operative Date; and
 - 7.7.5.2 the last day for receipt of Valid Appraisal Demands in terms of section 164(7)(a) of the Companies Act; or
 - 7.7.5.3 the day Mettle Investments received the relevant Valid Appraisal Demand/s, if the circumstances contemplated in section 164(7)(b) of the Companies Act are applicable,

make a written offer to the Dissenting Shareholder/s to purchase their Mettle Shares at a purchase price considered by the Mettle Directors to be the fair value thereof, determined as at the date on which, and time immediately before, Mettle Investments adopted the Scheme Resolution, which offer must be accompanied by a statement showing how the fair value was determined.

- 7.7.6 The offer made by Mettle Investments in accordance with section 164(11) of the Companies Act will, in terms of section 164(12)(b) of the Companies Act, lapse if it is not accepted by the Dissenting Shareholder within 30 Business Days after it was made. If the Dissenting Shareholder allows the offer to lapse, it will cease to be a Dissenting Shareholder and will become a Scheme Participant whose Mettle Shares will be acquired by the Offerors, in accordance with paragraphs 9.4.4 and 9.4.5 below, with retrospective effect from the Operative Date.
- 7.7.7 A Dissenting Shareholder who accepts an offer made by Mettle Investments in terms of section 164(11) of the Companies Act will become an Excluded Dissenting Shareholder and will not participate in the Scheme. The Excluded Dissenting Shareholder must, if it (i) holds Certificated Shares, tender the Documents of Title in respect of such Certificated Shares to Mettle Investments or the Transfer Secretaries, or (ii) holds Dematerialised Shares, instruct its CSDP or Broker to transfer those Dematerialised Shares to Mettle Investments or the Transfer Secretaries. Mettle Investments must pay that Excluded Dissenting Shareholder the offer consideration within 10 Business Days after the Excluded Dissenting Shareholder has accepted the offer in terms of section 164(11) of the Companies Act and tendered the Documents of Title or directed the transfer of the Dematerialised Mettle Shares, as the case may be, to Mettle Investments.
- 7.7.8 A Dissenting Shareholder who considers the purchase price offered by Mettle Investments in accordance with section 164(11) of the Companies Act to be inadequate may, in accordance with section 164(14) of the Companies Act, apply to Court to determine a fair value in respect of the Mettle Shares that were the subject of the Appraisal Demand and an order requiring Mettle Investments to pay the Dissenting Shareholder the fair value so determined.
- 7.7.9 A Dissenting Shareholder who has sent Mettle Investments an Appraisal Demand may withdraw that demand before Mettle Investments makes an offer in accordance with section 164(11) of the Companies Act or if Mettle Investments fails to make such an offer. If a Dissenting Shareholder voluntarily withdraws its Appraisal Demand, it will cease to be a Dissenting Shareholder and will become a Scheme Participant whose Mettle Shares will be acquired by the Offerors, in accordance with the Scheme, with retrospective effect from the Operative Date.
- 7.7.10 A Dissenting Shareholder who has sent Mettle Investments an Appraisal Demand has no further rights in respect of the Mettle Shares which are the subject of the Appraisal Demand, other than to be paid the fair value of such Mettle Shares, unless:
- 7.7.10.1 that Dissenting Shareholder withdraws that Appraisal Demand before Mettle Investments makes an offer in accordance with section 164(11) of the Companies Act;
 - 7.7.10.2 Mettle Investments makes an offer in accordance with section 164(11) of the Companies Act and the Dissenting Shareholder allows such offer to lapse; or
 - 7.7.10.3 Mettle Investments fails to make an offer in accordance with section 164(11) of the Companies Act and that Dissenting Shareholder withdraws its Appraisal Demand, in which case such Mettle Shareholder's rights shall, in terms of section 164(10) of the Companies Act, be reinstated without interruption.
- 7.7.11 If a Dissenting Shareholder withdraws its Appraisal Demand, the Dissenting Shareholder will cease to be a Dissenting Shareholder and will become a Scheme Participant whose Mettle Shares will be acquired by the Offerors, in accordance with paragraphs 9.4.4 and 9.4.5 below, with retrospective effect from the Operative Date.
- 7.7.12 For the purpose of section 164 of the Companies Act, any Notice of Objection or Appraisal Demand or withdrawal of an Appraisal Demand to be sent by a Mettle Shareholder to Mettle Investments should be sent by registered post for the attention of the Company Secretary at Mettle Investment's address set out in the "Corporate Information and Advisors" sections of this Circular.
- 7.7.13 Before exercising their rights under section 164 of the Companies Act, Mettle Shareholders should have regard to the following:

- 7.7.13.1 having considered the terms and conditions of the Scheme, the Independent Expert has concluded that the Scheme is unfair but reasonable to Scheme Participants. Mettle Shareholders are referred to **Annexure 1** of this Circular, which sets out the full text of the Independent Expert's report on the Scheme; and
- 7.7.13.2 the Court is empowered to grant a costs order in favour of, or against, a Dissenting Shareholder.
- 7.7.14 The above summary of the provisions of section 164 of the Companies Act is not intended to provide specific advice and no action should be taken or omitted to be taken in reliance upon it. A copy of section 164 of the Companies Act, which sets out the Appraisal Rights, is included in **Annexure 5** to this Circular.
- 7.7.15 Mettle Shareholders that are in doubt as to what action to take must consult their legal or professional advisor in this regard.

7.8 Key provisions of the Implementation Agreement

The material terms of the Implementation Agreement are the following:

- 7.8.1 the Offerors agreed to make the Offer to acquire their respective Participation Numbers of the Scheme Shares for a cash consideration of R2.10 per Scheme Share;
- 7.8.2 Mettle Investments agreed and undertook to propose the Scheme to Mettle Shareholders in accordance with the Implementation Agreement and to appoint the Independent Expert as required in terms of the Companies Regulations;
- 7.8.3 the Scheme is subject to the Conditions Precedent (which are set out in paragraph 7.2 of this Circular);
- 7.8.4 the Scheme, if successful, will result in the Delisting;
- 7.8.5 Mettle Investments has undertaken and agreed that, in the period between 10 September 2020 (being the date of signature of the Implementation Agreement) and the Operative Date:
 - 7.8.5.1 it will conduct the business of Mettle Investments in its ordinary course and in the same manner as before signature of the Implementation Agreement;
 - 7.8.5.2 it will not, without the Offerors' prior written consent, do anything which could in any way harm or adversely affect Mettle Investments' business; and
 - 7.8.5.3 it will not, without the Offerors' prior consent:
 - 7.8.5.3.1 incur any material liabilities, other than in the ordinary course of business or in respect of its day-to-day trading activities;
 - 7.8.5.3.2 make or declare any distributions to Shareholders;
 - 7.8.5.3.3 incur or become committed to incur any material capital expenditure other than as budgeted;
 - 7.8.5.3.4 sell, alienate, dispose of or otherwise Encumber any of its material assets otherwise than in the ordinary course of business;
 - 7.8.5.3.5 materially vary the terms of employment of, or remuneration payable to, any of its employees; or
 - 7.8.5.3.6 issue any Mettle Shares or enter into any agreement for the purpose of issuing Mettle Shares.

8. THE METTLE INVESTMENTS EMPLOYEE SHARE OPTION TRUST

- 8.1 In August 2019, the trustees of the ESOP Trust issued options to acquire, in aggregate, 3 600 000 Mettle Shares to the ESOP Participants, which options vest in 3 equal annual tranches (each a "**Tranche**") commencing in and during August 2022. In terms of the Companies Act, read with the Companies Regulations, the ESOP Participants are entitled to receive an offer comparable to the Offer.

- 8.2 In August 2020, ESOP Participants holding 1 800 000 ESOP Options in aggregate waived their right to receive a comparable offer, in terms of section 125(2) of the Companies Act (as read with regulation 87 of the Companies Regulations), from the Offerors in exchange for the cash settlement of their ESOP Options.
- 8.3 The cash settlement was as follows: an amount of R1.32 for each Share in respect of which the ESOP Participant had ESOP Options under the first Tranche, an amount of R1.37 for each Share in respect of which the ESOP Participant had ESOP Options under the second Tranche, and an amount of R1.43 for each Share in respect of which the ESOP Participant had ESOP Options under the third Tranche (as such first, second and third Tranches are contemplated in the rules currently applicable to the ESOP).
- 8.4 The ESOP Participants holding the remaining 1 800 000 ESOP Options in aggregate have agreed to waive their right to receive a comparable offer, in terms of section 125(2) of the Companies Act (as read with regulation 87 of the Companies Regulations), from the Offerors in exchange for the right to participate in the ESOP as amended (the “**Amended Scheme**”), whereby the ESOP Options will be cash settled. In terms of the Amended Scheme, the relevant ESOP Participants will sell their right to subscribe for Shares in terms of the ESOP to Mettle Investments, at their election, either (i) within 90 days of the Operative Date, or (ii) on the dates and in the amounts at which they currently vest in terms of the ESOP. In the former instance the Company will pay an amount of R1.32 for each Share in respect of which the ESOP Participant had options under the first Tranche, R1.37 for each Share in respect of which the ESOP Participant had options under the second Tranche, and R1.43 for each Share in respect of which the ESOP Participant had options under the third Tranche (as such first, second and third Tranches are contemplated in the rules currently applicable to the ESOP), and in the latter instance the price that Mettle Investments will pay for these rights is an amount per Share equal to the higher of the net asset value per Mettle Share on the relevant vesting date and an amount per Share equal to the net profit after tax of Mettle Investments for the financial year ending immediately prior to the relevant vesting date multiplied by a factor of 10.
- 8.5 The amendment to the ESOP referred to in paragraph 8.4 above is subject, *inter alia*, to the Scheme becoming operative.
- 8.6 Gemma Wright, Justin John Rookledge and William Daniel Marais are the ESOP Participants at the Last Practicable Date.

9. **PROCEDURE FOR THE RECEIPT OF THE SCHEME CONSIDERATION**

All Mettle Shareholders recorded in the Register on the Scheme Record Date, save for the Excluded Shareholders, will be eligible to participate in the Scheme. Shareholders are also referred to the “Action Required by Shareholders” section on page 7 of the Circular.

9.1 **Validity of Forms of Surrender**

In respect of Certificated Shares, the Company reserves the right, in its sole and absolute discretion, to:

- 9.1.1 treat as invalid Forms of Surrender not accompanied by valid Documents of Title; or
- 9.1.2 require proof of the authority of the person signing the Form of Surrender where such proof has not yet been lodged with, or recorded by, the Transfer Secretaries.

9.2 **Certificated transfers**

Where Documents of Title have been surrendered, no receipts will be issued to the Mettle Shareholders for the Form of Surrender and the Documents of Title lodged with the Transfer Secretaries, unless specifically requested by such Mettle Shareholders. Lodging agents who require special transaction receipts are requested to prepare such receipts and submit them for stamping, together with the Documents of Title lodged.

9.3 **Lost or destroyed Documents of Title in respect of Certificated Shareholders**

If Documents of Title relating to the Mettle Shares have been lost or destroyed, Mettle Shareholders should nevertheless return the Form of Surrender duly signed and completed. Provided that the

properly completed Form of Surrender and evidence has been received on or before the Scheme Record Date and, such evidence is satisfactory to the Company or the Transfer Secretaries in their sole and absolute discretion, indicating that they have been lost or destroyed, the Transfer Secretaries shall issue a suitable indemnity form to such Shareholder. Such indemnity shall be in a form and substance acceptable to the Company in its sole and absolute discretion.

9.4 Settlement of the Scheme Consideration

- 9.4.1 Subject to paragraph 9.4.2 and the Scheme becoming operative, Scheme Participants will be entitled to receive the Scheme Consideration in respect of each Scheme Share held by them on the Scheme Record Date.
- 9.4.2 Settlement of the Scheme Consideration is subject to the Exchange Control Regulations, the salient provisions of which are set out in **Annexure 3** to this Circular.
- 9.4.3 Mettle Investments or its agents will administer and effect payment of the Scheme Consideration and/or will transfer or post the Scheme Consideration to Scheme Participants. To the extent that the Scheme Consideration is posted, it will be at the risk of the Scheme Participant concerned.
- 9.4.4 Scheme Participants who hold Dematerialised Shares will, if they are not Dissenting Shareholders on the Scheme Record Date, have their accounts held at their CSDPs credited with the Scheme Consideration and debited with the Scheme Shares that they are transferring to the Offerors pursuant to the Scheme on the Operative Date.
- 9.4.5 Scheme Participants who hold Certificated Shares, and who are not Dissenting Shareholders on the Scheme Record Date, will:
 - 9.4.5.1 if they have surrendered their Documents of Title and completed the Form of Surrender (*pink*) to the Transfer Secretaries on or before 12:00 on the Scheme Record Date, have the cheques in respect of the Scheme Consideration posted to them, at their risk, within 5 Business Days of the Operative Date, unless they have elected to receive the Scheme Consideration by way of an EFT by completing the relevant section on the Form of Surrender (*pink*), in which case the Scheme Consideration will be paid to them on the Operative Date by way of an EFT; or
 - 9.4.5.2 if they surrender their Documents of Title and completed Form of Surrender (*pink*) to the Transfer Secretaries after 12:00 on the Scheme Record Date, have the cheques in respect of the Scheme Consideration posted to them, at their risk, or the Scheme Consideration paid to them by way of an EFT (if this option was selected on the Form of Surrender (*pink*)), within 5 Business Days of the Transfer Secretaries receiving their Documents of Title and completed Form of Surrender (*pink*).
- 9.4.6 Scheme Participants who hold Certificated Shares and who are Dissenting Shareholders on the Scheme Record Date, but who become Scheme Participants after the Scheme Record Date, will need to surrender their Documents of Title, together with completed Forms of Surrender (*pink*), to the Transfer Secretaries, and will have the Scheme Consideration posted to them, at their risk, or the Scheme Consideration paid to them by way of EFT (if this option was selected on the Form of Surrender (*pink*)), within 5 Business Days of the later of the date on which the Transfer Secretaries receive their Documents of Title and completed Forms of Surrender (*pink*) and the date on which they cease to be Dissenting Shareholders.
- 9.4.7 In the case of Mettle Shareholders who are Dissenting Shareholders on the Scheme Record Date, the Scheme Shares held by such Dissenting Shareholders and the Scheme Consideration due to such Dissenting Shareholders shall be held in abeyance until such Dissenting Shareholders either:
 - 9.4.7.1 become Scheme Participants, as a result of the fact they withdrew their Appraisal Demand or allowed an offer made by Mettle Investments in terms of section 164(11) of the Companies Act to lapse or a court ordered them to withdraw their Appraisal Demand; or
 - 9.4.7.2 become Excluded Dissenting Shareholders, as a result of the fact they accepted an offer made by Mettle Investments in terms of section 164(11) of the Companies Act or a court ordered Mettle to make them an offer to purchase their Mettle Shares.

- 9.4.8 Where, on or subsequent to the Operative Date, a person, who was not a registered holder of Scheme Shares on the Scheme Record Date, tenders to the Transfer Secretaries Documents of Title, together with a duly stamped Form of Surrender (*pink*), purporting to have been executed by or on behalf of the registered holder of such Scheme Shares and, provided that the Scheme Consideration has not already been posted to the registered holder of the relevant Scheme Shares, then such transfer may be accepted by Mettle Investments and the Offerors who have been, if so required by any or all of them, provided with an indemnity on terms acceptable to them in respect of such Scheme Consideration.
- 9.4.9 In the case of Scheme Participants who are Foreign Shareholders, if the information regarding Authorised Dealers is not given or written instructions to the contrary are provided but no address is given, as required in terms of paragraphs 2 and 3 of **Annexure 3**, the Scheme Consideration will be held in trust by Mettle Investments, or the Transfer Secretaries on behalf of Mettle Investments, for the Scheme Participants concerned, pending receipt of the necessary information or instructions. No interest will be paid on the Scheme Consideration so held. If the necessary information or instructions have not been provided after a period of 5 years, such Scheme Consideration shall be paid over to the Guardians Fund of the High Court, from which it can be claimed.
- 9.4.10 If the Scheme Consideration is not paid or posted to Certificated Shareholders entitled thereto because the relevant Documents of Title have not been properly surrendered or if the Scheme Consideration is returned undelivered to the Transfer Secretaries, the Scheme Consideration will be held by the Transfer Secretaries for the benefit of the Certificated Shareholders concerned, pending receipt of the necessary information or instructions, for a maximum period of 5 years, after which period such funds shall be made over to the Guardians Fund of the High Court.

9.5 Restricted Jurisdictions

- 9.5.1 To the extent that the release, publication or distribution of this Circular in certain jurisdictions outside of South Africa may be restricted or prohibited by the laws of such jurisdiction, then this Circular is deemed to have been provided for information purposes only and neither the Mettle Investments Board nor the board of directors or trustees, as the case may be, of the Offerors accept any responsibility for any failure by Foreign Shareholders to inform themselves about, and to observe, any applicable legal requirements in any such relevant foreign jurisdiction.
- 9.5.2 Mettle Shareholders who are in doubt as to their position should consult their professional advisers immediately.

10. AGREEMENTS IN RELATION TO THE SCHEME AND OTHER ARRANGEMENTS

- 10.1 Other than the Irrevocable Undertakings and the Implementation Agreement entered into by the Company, the Offerors and the Concert Parties, no agreements exist between:
- 10.1.1 the Offerors and any person acting in concert with the Offerors, on the one hand, and Mettle Investments or any Directors (or persons who were directors of Mettle Investments within the preceding 12-month period); or
- 10.1.2 Mettle Investments and any directors or trustees of the Offerors (or persons who were directors or trustees of the Offerors within the preceding 12-month period).
- 10.2 Other than the Irrevocable Undertakings, no other agreements, that are considered to be material to a decision regarding the Scheme to be taken by Mettle Shareholders, exist between:
- 10.2.1 the Offerors and any person acting in concert with the Offerors, on the one hand, and Mettle Shareholders (or persons who were holders of Mettle Shares within the preceding 12-month period); or
- 10.2.2 Mettle Investments and holders of shares (or a beneficial interest in shares) in the Offerors (or persons who were holders of shares or a beneficial interest in share in the Offerors within the preceding 12-month period).

11. CONCERT PARTIES

The Concert Parties are acting in concert with the Offerors for purposes of the Takeover Regulations, and CH Wiese, C Wiese, Clare Wiese-Wentzel and Christina Wiese are related parties (as contemplated in section 2 of the Companies Act) to certain of the Concert Parties. The Concert Parties, CH Wiese, C Wiese, Clare Wiese-Wentzel and Christina Wiese are accordingly precluded from voting on the Resolutions. The Offerors are also not entitled to vote on the Resolutions.

12. AUTHORITY TO IMPLEMENT THE SCHEME AND DELISTING

12.1 At the General Meeting the Scheme Resolution, which is required to approve the Scheme, will be proposed to Mettle Shareholders.

12.2 No approval will be sought from Mettle Shareholders for the Delisting of the Mettle Shares from the Alt^x as such approval is not required by virtue of paragraph 1.17(b) of the Listings Requirements. The JSE has approved the Delisting, subject to the Company no longer qualifying for listing and the Scheme becoming unconditional and operative, which will be implemented immediately following implementation of the Scheme.

13. INTERESTS OF THE OFFERORS AND THE DIRECTORS OF THE EXCLUDED SHAREHOLDERS

13.1 The Excluded Shareholders, collectively, hold between them the following Mettle Shares:

Shareholder	Total Shares	Total %*
Granadino	71 713 434	29.01%
Mantessa Capital	49 341 201	19.96%
Mantessa	32 014 035	12.95%
Titan Global Investments	28 695 605	11.61%
Cream Magenta 140	12 951 674	5.24%
Metcap 14	12 685 834	5.13%
CSP Peridot	5 200 000	2.10%
Peridot Trust	1 600 000	0.65%
Wikalox Investments	30 308	0.01%
Deuceprops 1015	5 581	0.00%
Total	214 237 672	86.67%

* Of all Mettle Shares.

Granadino, Titan Global Investments, Cream Magenta 140, Metcap 14, Wikalox Investments and Deuceprops 1015 are associates of CH Weise. Mantessa Capital and Mantessa are associates of HvdM Scholtz and Peridot Trust and CSP Peridot are associates of Suzaan Loots. Accordingly, following the implementation of the Scheme, all of the Mettle Shares will be held in aggregate by entities associated with CH Weise, HvdM Scholtz and Suzaan Loots.

13.2 HvdM Scholtz is the sole director of Mantessa and Mantessa Capital. All of the issued shares of Mantessa and Mantessa Capital are held by Mantessa Holdings and the Mantessa Trust, in turn, holds 100% of the issued shares of Mantessa Holdings. The beneficiaries of the Mantessa Trust are HvdM Scholtz, Cornelia Jacoba Scholtz and their minor children. All of the issued shares of Granadino are held by Titan Premier Investments, in which Titan Group Investments holds 90% and Christo Wiese Family Trust holds the remaining 10%. Suzaan Loots is the sole director of CSP Peridot. All the issued shares of CSP Peridot are held by the Peridot Trust. The beneficiaries of the Peridot Trust are Suzaan Loots, Janlo Christiaan Loots and their minor children.

14. IRREVOCABLE UNDERTAKINGS

The Company and the Offerors have received Irrevocable Undertakings from the following Mettle Shareholders to vote in favour of the Resolutions to be proposed in relation to the Scheme (such Mettle Shareholders collectively holding between them 11 448 241 of the issued Mettle Shares):

Shareholder	Mettle Shares held	% of Mettle Shares held	% of voting rights*
Prinsloo Family Investments (Pty) Ltd	9 591 972	3.88	29.12
Peter William Judge^	23 400	0.01	0.07
Richmond Trust^	319 857	0.13	0.97
Afterguard Advisors (Pty) Ltd^	597 860	0.24	1.82
Afterguard Investments (Pty) Ltd ^	915 152	0.37	2.78
Total	11 448 241	4.63	34.76

* The percentage of voting rights indicated above is the percentage of voting rights which may be exercised on the Scheme Resolution and, accordingly, excludes the voting rights of the Excluded Shareholders.

^ The shareholding of Peter William Judge and his associates in Mettle Investments.

15. EXCHANGE CONTROL REGULATION

15.1 A summary of the relevant Exchange Control Regulations is contained in **Annexure 3** of this Circular.

15.2 Scheme Participants who are Foreign Shareholders must satisfy themselves as to the full observance of the laws of any relevant jurisdiction concerning the receipt of the Scheme Consideration, including (without limitation) obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such jurisdiction. If in doubt, Scheme Participants should consult their professional advisers immediately.

16. TAX IMPLICATIONS

The tax implications of the Scheme on the Mettle Shareholders will depend on the individual circumstances of each independent Mettle Shareholder. Accordingly, Mettle Shareholders are advised to obtain independent tax advice in relation to the tax implications of the Scheme.

17. INDEPENDENT EXPERT'S OPINION

17.1 In accordance with section 114(3) of the Companies Act and regulations 90(1) and (2) of the Companies Regulations, the Independent Board appointed Nodus Capital as the Independent Expert (which meets the requirements set out in section 114(2) of the Companies Act and Regulation 90 of the Companies Act) for the purposes of providing independent advice in regard to, among other things, the Scheme and to make appropriate recommendations to the Independent Board for the benefit of Shareholders in respect of the Scheme.

17.2 The Independent Expert performed a valuation on the Mettle Shares for the purposes of the Scheme. Taking into consideration the terms and conditions of the Scheme, the Independent Expert is of the opinion, based on the assumptions and other considerations set forth in its opinion included in **Annexure 1** of the Circular, that the terms and conditions of the Scheme are unfair but reasonable to Mettle Shareholders.

17.3 The full text of such opinion from the Independent Expert is set out in **Annexure 1** of the Circular.

18. RECOMMENDATIONS BY THE INDEPENDENT BOARD

18.1 The Independent Board has been tasked to consider whether the terms and conditions of the Scheme are fair and/or reasonable to Mettle Shareholders. In discharging its obligations, the Independent Board undertook an independent assessment of the terms of the Scheme and engaged the Independent Expert to provide an opinion in this regard.

- 18.2 The Independent Board has taken cognisance of, and is in agreement with, the fair value range determined by the Independent Expert. In accordance with its responsibilities in terms of regulation 110 of the Companies Regulations, the Independent Board has considered the terms of the Scheme and is of the opinion that such terms are unfair, but reasonable, to Mettle Shareholders. The Independent Board is of the view that, while the Scheme Consideration falls outside of the fair value range determined by the Independent Expert, Mettle Shares have never traded at the Scheme Consideration, save for the period between the announcement of the Initial Offer and up to 1 April 2020, when the Mettle Shares traded in a band between 183 cents per Share and 205 cents per Share. After the Initial Scheme failed to become unconditional and was terminated, the price at which Mettle Shares traded immediately reverted to levels seen prior to the announcement of the Initial Offer.
- 18.3 The Independent Board is of the view that as a company with a small market capitalisation and poor liquidity, a consequence of a very small free float, Mettle's growth prospects will be limited by its inability to raise funds from the South African equity capital markets. Furthermore, in the absence of an ability to attract institutional capital, the costs of being listed are prohibitive and the associated benefits limited.
- 18.4 Accordingly, the Independent Board is of the view that the Scheme is an opportunity for Scheme Participants to realise their investment in Mettle Shares at a price that is unlikely to present itself again in the foreseeable future, having regard to the unattractiveness to the broader South African investment community of small, illiquid stocks such as Mettle Investments. Accordingly, the Independent Board recommends that all Mettle Shareholders who are eligible to vote, vote in favour of the Scheme. All the Directors (save for those associated with the Excluded Shareholders, who are precluded from voting) intend, in respect of their own beneficial holdings of relevant securities, to vote in favour of the Scheme.

19. FUNDING OF THE SCHEME CONSIDERATION AND CONFIRMATION OF FINANCIAL RESOURCES

- 19.1 The Offerors confirm, in accordance with Regulation 106(6)(c) of the Companies Regulations, that the repayment by the Offerors of the financing obtained to fund the Scheme Consideration is not dependent upon the business of Mettle Investments.
- 19.2 In accordance with Regulation 111(4) and Regulation 111(5) of the Companies Regulations, Investec Bank Limited has provided an unconditional and irrevocable bank guarantee to the TRP confirming that, in aggregate, the Offerors have sufficient cash resources available to them to satisfy payment of the aggregate Scheme Consideration, totalling R69 167 076.30.
- 19.3 This guarantee further confirms that, if the Scheme Consideration is not paid within the relevant time period, Investec Bank Limited agrees to make payment of the aggregate Scheme Consideration to the Transfer Secretaries in respect of the Scheme or such other designated payment agent as the TRP may direct in writing, for the benefit of the Scheme Participants. Payment under any guarantee is subject to the Scheme becoming unconditional and being implemented in accordance with the terms and conditions of the Scheme.

20. DEALINGS IN SECURITIES BY THE EXCLUDED SHAREHOLDERS

The dealings in Mettle Shares by the Excluded Shareholders during the period commencing 6 months prior to the Offer and ending on the Last Practicable Date are set out in the table below:

Name	Volume	Order type	Date	Price (cents)
Mantessa Group	3 427 750	Buy	08/06/2020	210.00
	28 586 285	Buy	08/06/2020	210.00
	15 692 857	Buy	25/06/2020	140.00
Granadino Investments	20 892 857	Sell	25/06/2020	140.00
Peridot Group	1 600 000	Buy	09/06/2020	125.00
	5 200 000	Buy	25/06/2020	140.00

21. INFORMATION RELATING TO METTLE INVESTMENTS

21.1 Major Shareholders

Insofar as is known to Mettle Investments, only the Shareholders identified in the table below were, directly or indirectly, beneficially interested in 5% or more of the Shares on the Last Practicable Date:

Shareholder	Beneficial		Total Shares	Total % ⁽¹⁾
	Direct	Indirect		
Granadino Investments	71 713 434	–	71 713 434	29.01%
Mantessa Capital	49 341 201	–	49 341 201	19.96%
Mantessa	32 014 035	–	32 014 035	12.95%
Titan Global Investments	28 695 605	–	28 695 605	11.61%
Cream Magenta 140	12 951 674	–	12 951 674	5.24%
Metcap 14	12 685 834	–	12 685 834	5.13%
Total	207 401 783	–	207 401 783	83.91%

1. Based on 247 174 375 Shares in issue as at the Last Practicable Date.

21.2 Share capital

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

	R'000
Authorised	
500 000 000 ordinary shares of no par value	
Issued	
247 174 375 ordinary shares of no par value	545 828

22. INFORMATION ON DIRECTORS

22.1 Statement of Directors' interests

22.1.1 Directors' interests in Mettle Investments

The direct and indirect beneficial interests of the Mettle Investments Directors in Mettle Shares as at the Last Practicable Date are set out in the table below:

Director	Beneficial		Total	Total %
	Direct	Indirect		
HF Prinsloo	-	9 591 972	9 591 972	3.88
TM Flannery	192 634	-	192 634	*
JJ Rookledge	683 622	-	683 622	*
MVZ Wentzel	-	667 954	667 954	*
BA Chelius	-	1 394 392	1 394 392	*
HvdM Scholtz	-	81 355 236	81 355 236	32.91
Total	876 256	93 009 554	93 885 810	37.98

* Less than 1%.

22.1.2 Directors' dealings in Mettle Shares

Save for the dealings by Directors set out below, no other Directors have dealt in Mettle Shares in the period beginning 6 months before the date of the Firm Intention Announcement.

Director	Date	Order type	Volume	Price (cents)
HvdM Scholtz	08/06/2020	Buy	3 427 750	210.00
	08/06/2020	Buy	28 586 285	210.00
	25/06/2020	Buy	15 692 857	140.00
BA Chelius	02/06/2020	Buy	23 390	102.41

22.1.3 **Directors' interests in the Scheme**

No Directors other than HvdM Scholtz, who is the ultimate beneficial owner of the Mantessa Group, and I Van Heerden, who is an advisor to Granadino, have any interests in the Offer.

22.1.4 **Remuneration of Directors**

Subject to paragraph 6.2, there will be no amendment or variation in the remuneration payable to Directors as a result of the Scheme.

22.1.5 **Service Agreements**

Save for the executive service contract entered into by the Company pursuant to the appointment of HvdM Scholtz as chief executive officer on 18 June 2020, on terms and conditions that are market related, there were no service contracts with Directors entered into or amended within 6 months before the date of the Firm Intention Announcement, and subject to paragraph 6.2, there will be no amendment to the service contracts with Directors as a result of the Scheme. Service contracts with Directors are open for inspection in accordance with paragraph 28 below. The senior management and executive Directors of Mettle are expected to continue with their employment in terms of their current contracts of employment following implementation of the Scheme.

23. **FINANCIAL INFORMATION**

23.1 Extracts from the audited financial information of Mettle Investments for the years ended 28 February 2018, 28 February 2019 and 29 February 2020 are included in **Annexure 2** to this Circular. The full Annual Financial Statements of Mettle Investments for the 3 financial years ended 29 February 2020 can be obtained from the Company's website (<https://mettleinvestments.com/investor-information/financial-results>) and will also be available for inspection as set out in paragraph 24 below.

23.2 The results for the 6 months ended 31 August 2020 are expected to be published on SENS on or about 2 November 2020, failing which the Company will publish a detailed trading update.

23.3 In terms of Regulation 106(7)(c) of the Companies Regulations, since the Scheme Consideration is a cash offer and not an offer for shares, no *pro forma* financial effects are required.

24. **ADVISORS' CONSENTS**

The advisors whose names appear in the "Corporate Information and Advisors" section of this Circular have all consented in writing to act in the capacities stated in this Circular and to their names being stated in this Circular and, in the case of the Independent Expert, reference to their reports in the form and context in which they appear, and have not withdrawn their consent prior to the publication of this Circular.

25. **METTLE INVESTMENTS' RESPONSIBILITY STATEMENT**

The Independent Board and the Mettle Investments Board, individually and collectively, accept full responsibility for the accuracy of the information contained in this Circular which relates to the Scheme as well as the extracts of information relating to Mettle Investments and certify that, to the best of their knowledge and belief, such information is true and this Circular does not omit any facts that would make any of the information false or misleading or would be likely to affect the importance of any information contained in this Circular. The Independent Board and the Mettle Investments Board have made all reasonable enquiries to ascertain that no facts have been omitted and this Circular contains all information required by law, the Companies Act and the JSE Listings Requirements.

26. **OFFERORS' RESPONSIBILITY STATEMENT**

The Offerors accept responsibility for the accuracy of the information contained in this Circular which relates to the Scheme as well as the extracts of information relating to the Offerors and confirm that, to the best of their knowledge and belief, such information is true and that this Circular does not omit any facts that would be likely to affect the importance of any information contained in this Circular.

27. COSTS

The following costs pertaining to the Scheme shall be borne by the Company. It is estimated that these expenses will amount to approximately R1.44 million (exclusive of VAT) and includes the following:

Description	Service Provider	Estimated Amount R'000
Independent Expert	Nodus Capital	250
Joint Corporate Advisor and Designated Advisor	Questco	390
Joint Corporate Advisor	Mettle Corporate Finance	260
Legal Advisor	RH Legal	50
Documentation review	JSE	39
Documentation review	TRP	121
Transfer Secretaries	Computershare	197
Exchange Control	SARB	5
Printing and postage	Ince	100
Other miscellaneous costs	Various	30
Total		1 442

28. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection by Shareholders at Mettle Investments' registered office and the offices of the Joint Corporate Advisor and Designated Advisor (the addresses of which appear in the "Corporate Information and Advisors" section of this Circular) during normal office hours from the date of posting of this Circular until the Operative Date:

- 28.1 a signed copy of this Circular;
- 28.2 a signed copy of the report of the Independent Expert;
- 28.3 signed copies of the Irrevocable Undertakings;
- 28.4 a signed copy of the Implementation Agreement;
- 28.5 the MOI;
- 28.6 executive directors' service agreements;
- 28.7 the TRP approval letter for the Circular;
- 28.8 the TRP exemption letter as mentioned in paragraph 1.2 of this Circular;
- 28.9 the written consents by the advisors; and
- 28.10 the consolidated audited financial information of Mettle Investments for the 3 years ended 28 February 2018, 28 February 2019 and 29 February 2020.

SIGNED AT JOHANNESBURG ON BEHALF OF THE INDEPENDENT BOARD

Raymond Fenner
19 October 2020

SIGNED AT JOHANNESBURG ON BEHALF OF THE METTLE INVESTMENTS BOARD

Raymond Fenner
19 October 2020

REPORT OF THE INDEPENDENT EXPERT

The Board
Mettle Investments Ltd
1st Floor, Fedgroup Place
Willie van Schoor Avenue
Bellville
7530
Cape Town

7 October 2020

Dear Sirs

INDEPENDENT EXPERT OPINION ON THE OFFER BY MANTESSA EQUITIES (PTY) LTD, GRANADINO INVESTMENTS (PTY) LTD AND THE TRUSTEES OF THE PERIDOT TRUST (the “Offerors”) TO ACQUIRE THE ISSUED SHARE CAPITAL OF METTLE INVESTMENTS LTD (“Mettle” or the “Company”) (the “Transaction” or “Offer”) BY WAY OF A PROPOSED SCHEME OF ARRANGEMENT (the “Scheme”)

Introduction

In terms of the firm intention announcement (the “Firm Intention Announcement”) published by Mettle on the Stock Exchange News Service of the JSE Ltd (“JSE”) (“SENS”) on Friday, 11 September 2020, holders of ordinary shares with no par value in the issued share capital of Mettle (“Mettle Shares” or the “Shares”) (“Mettle Shareholders”) excluding:

- the Shares held by the Offerors, Titan Global Investments (Pty) Ltd, Wikalox Investments (Pty) Ltd, Cream Magenta 140 (Pty) Ltd, Metcap 14 (Pty) Ltd, Deuceprops 1015 (Pty) Ltd Mantessa Capital (Pty) Ltd and CSP Peridot (Pty) Ltd (collectively, the “Excluded Shares”) (the “Excluded Shareholders”) were advised that Mettle and the Offerors have entered into a transaction agreement (“Offer”) to acquire the Mettle Shares from the Mettle Shareholders. The Offer is made at a cash consideration of R2.10 per Mettle Share (the “Scheme Consideration”).

The Offer will be implemented by way of Scheme in terms of section 114 of the Companies Act 71 of 2008 (the “Companies Act”), to be proposed by the Mettle board of directors between Mettle and Mettle Shareholders (excluding the Excluded Shareholders) (the “Scheme Participants”), at the Scheme Consideration and upon the terms and subject to the conditions set out in the circular (“Circular”).

Mettle Shares forming the subject matter of the Offer are collectively referred to as the “Scheme Shares”.

As at the date of this opinion, the share capital of the Company comprises of the following:

- Authorised share capital comprising 500 000 000 Mettle Shares; and
- Issued share capital comprising 247 174 375 Mettle Shares.

The Company had 3 600 000 share options and held no treasury shares.

Holders of the share options have, as set out in section 8 of the Circular, waived their right to receive a comparable offer from the Offerors for the share options held by them in exchange for either a cash settlement or the right to participate in an amended scheme whereby the options will be cash settled on terms more appropriate to an unlisted environment.

Full details of the Scheme are contained in the Circular, which includes a copy of this letter.

The material interests of the Directors are set out in section 22 of the Circular.

The Offer provides Scheme Participants with an opportunity to realise their investment in Mettle at a premium of ~35% to the 30-day volume weighted average price (“VWAP”) on the date preceding the date of the Firm Intention Announcement, being R1.56 per Mettle Share.

Scope

The Scheme will constitute an “affected transaction” as defined in section 117(1)(c)(iii) of the Companies Act. It will be implemented in accordance with the Companies Act and the Companies Regulations, 2011 (“Companies Regulations”) and will be regulated by the Takeover Regulation Panel.

In terms of the Scheme, the Offerors will acquire the Scheme Shares from the Scheme Participants for the Scheme Consideration, whereupon the Offerors will increase its shareholding in Mettle by their respective Participation Numbers, as set out in section 7 of the Circular. Mettle will, accordingly, become jointly owned by the Offerors and the Excluded Shareholders and Mettle’s listing on the AltX will be terminated.

An Independent Expert’s opinion is required to be obtained by the independent board of directors of Mettle (the “Independent Board”) to express an opinion dealing with the matters set out in sections 114(2) and 114(3) of the Companies Act and regulations 90 and 110(1) of the Companies Regulations, on whether the terms and conditions of the Scheme are fair and reasonable to the Mettle Shareholders (the “Opinion” or “Fair and Reasonable Opinion”). The Independent Expert must meet the requirements of section 114(2) of the Companies Act.

Nodus Capital TS Proprietary Limited (“Nodus”) has been appointed by the Independent Board as the Independent Expert to advise on whether the terms and conditions of the Scheme are fair and reasonable to the Shareholders of Mettle.

Copies of Sections 115 and 164 of the Companies Act are included in **Annexure 5** of the Circular.

Responsibility

The compliance with the Companies Act and the Companies Regulations is the responsibility of the Independent Board. Our responsibility is to report on the terms and conditions of the Offer in compliance with the related provisions of the Companies Act and Companies Regulations.

We confirm that our Fair and Reasonable opinion has been provided to the Independent Board for the sole purpose of assisting them in forming and expressing an opinion for the benefit of Mettle Shareholders in relation to the Offer.

Definition of the terms “fair” and “reasonable”

The “fairness” of a transaction is based on quantitative issues. A transaction may be said to be fair if the benefits received by the shareholders, as a result of the transaction, are equal to or greater than the value ceded by the shareholders.

The Scheme may be said to be fair if the Scheme Consideration is greater than or equal to the value of one Mettle Share or unfair if the Scheme Consideration is less than the value of one Mettle Share.

In terms of the Companies Regulations, a transaction will be considered reasonable if the offer consideration received by shareholders in terms of the corporate action is higher than the market price of the company’s securities at the time that the corporate action was announced, or at some other more appropriate identifiable time. In addition, other qualitative considerations may be taken into account when considering the reasonableness of the corporate action. Even though the consideration may differ from the market value of the assets being acquired, a transaction may still be reasonable after considering other significant qualitative factors.

Our approach in considering the Scheme

In considering the Scheme Consideration, we have independently calculated the fair value of one Mettle Share and compared our fair value of one Mettle Share to the Scheme Consideration.

Details and sources of information

The principal sources of information used in performing our work include:

- The Firm Intention Announcement;
- The Implementation Agreement;
- The terms and conditions of the Scheme, as set out in the Circular;
- Representations and assumptions made available by, and discussions held with, the management of Mettle and the Independent Board;
- Publicly available information relating to the industries in which Mettle operates;

- Publicly available information relating to Mettle that we deemed to be relevant, including company announcements, media articles and analyst presentations, where applicable;
- Share price information of Mettle over the last 12 months to assess the relative liquidity and relative volatility of Mettle Shares;
- Published market data on Mettle;
- Audited annual financial statements of Mettle (including its subsidiaries, associates and joint ventures) for the four years ended 29 February 2020;
- Unaudited management accounts of Mettle (including its subsidiaries, associates and joint ventures), for the period ended 30 June 2020;
- Forecast information for Mettle's material investments, being Reward Finance, Christopher Finance and MAS, for the four years ending 29 February 2024 (the "Material Assets");
- The joint announcement by Mettle and Tradehold Ltd, released on SENS on 16 September 2020, announcing that Mettle acquired an additional 10% of Reward Investments Ltd (the "Reward Announcement");
- Circular dated 26 November 2019 relating to Gridworks Development Partners LLP ("Gridworks") becoming a 40% shareholder in MSI (the "Gridworks Circular"); and
- The 30-day, 60-day and 90-day VWAP as at 10 September 2020, being the date preceding the date of the Firm Intention Announcement.

The information above was obtained from:

- Directors and management of Mettle; and
- Third party sources, including information related to publicly available economic, market and other data which we considered applicable to, or potentially influencing Mettle.

Procedures performed

In arriving at our Opinion we have undertaken the following procedures in evaluating the fairness of the Scheme:

- Considered the rationale for the Scheme, as represented by Mettle management and the Independent Board;
- Reviewed the terms and conditions of the Scheme;
- Supplemented our knowledge and understanding Mettle as well as the industries in which it operates;
- Held discussions with management on the prospects of the underlying businesses within Mettle;
- Reviewed the Implementation Agreement;
- Reviewed and analysed the historical financial information of Mettle;
- Considered the value of Mettle using a sum of the parts ("SOTP") valuation, taking cognisance of the market multiples of comparable companies and comparable/recent transactions and the discounted cash flow valuations performed on the Material Assets;
- Assessed the budgets of Mettle (including its subsidiaries, associates and joint ventures) as prepared by management and challenged certain assumptions;
- Assessed the forecast of the Material Assets as prepared by management and challenged certain assumptions;
- Reviewed Mettle's historic traded share prices and trading volumes on the AltX of the JSE to ascertain the relative trading activities, liquidity and volatility of the Mettle Shares;
- Reviewed certain publicly available information relating to Mettle and the industries in which it operates that we deemed to be relevant, including company announcements and media articles;
- Performed an analysis of other information considered pertinent to our valuation and Opinion;
- Considered the fact that ~35% of the Mettle Shareholders, who are eligible as Scheme Participants, have provided irrevocable undertakings to vote in favour of the Scheme;
- Considered the fact that Mettle's Shares are tightly held, minimal capital has been raised from the market and that trading in Mettle Shares is low;
- Reviewed the Gridworks Circular and considered its implications on the implied value of MSI;
- Reviewed the Reward Announcement and considered its implications on the implied value of Reward Finance;

- Considered the prevailing economic and market conditions, including the impact of the COVID-19 pandemic as far as practical possible, on Mettle;
- Considered the fact that the Scheme Consideration is settled in cash; and
- Obtained from the management of Mettle a letter of representation in respect of amongst other things the information shared and/or statements made to us and upon which we have relied.

We have not interviewed any of the Mettle Shareholders to obtain their views on the Scheme.

Based on the results of the procedures mentioned above, we determined the fairness and reasonableness of the Scheme to Mettle Shareholders. We believe that the above considerations justify the opinion outlined below.

Limiting conditions

This Opinion of the Independent Expert is provided to the Independent Board in connection with and for the purposes of the Offer. The Opinion of the Independent Expert does not purport to cater for each individual Mettle Shareholder's perspective, but rather that of the general body of Mettle Shareholders.

We have relied upon and assumed the accuracy of the information provided to and obtained by us in deriving our Opinion. Where practical, we have corroborated the reasonableness of the information provided to us for the purpose of our Opinion, whether in writing or obtained in discussion with Mettle management, by reference to publicly available or independently obtained information.

While our work has involved an analysis of, inter alia, the annual financial statements and other information provided to us, our engagement does not constitute an audit conducted in accordance with generally accepted auditing standards.

This Opinion of the Independent Expert is provided in terms of the Companies Act. It does not constitute a recommendation to any Mettle Shareholder as to how to vote at any Shareholders' meeting relating to the Scheme or on any matter relating to it. Therefore, it should not be relied upon for any other purpose. We assume no responsibility to anyone if this Opinion of the Independent Expert is used or relied upon for anything other than its intended purpose. Should an individual Mettle Shareholder have any doubts as to what action to take, such Shareholder should consult an independent advisor.

Budgets/projections/forecasts relate to future events and are based on assumptions, which may not remain valid for the whole of the forecast period. Accordingly, this information cannot be relied upon to the same extent as that derived from audited financial statements for completed accounting periods.

We express no opinion as to how closely actual results will correspond to those projected/forecast by the management of Mettle. We have compared the projected/forecast financial information to past trends as well as discussed the assumptions inherent therein with management.

Our Opinion is based on current economic, regulatory and market as well as other conditions. Subsequent developments may affect the opinion, and we are under no obligation to update, review or re-affirm our opinion based on such developments. We have assumed that all conditions precedent in the transaction agreements, including any material regulatory and other approvals, if any, will be properly fulfilled/obtained.

The valuation of companies and businesses is not a precise science and conclusions arrived at, will, in many cases, be subjective and dependent on the exercise of individual judgment.

Valuation

Overview

Nodus performed an independent valuation of Mettle to determine whether the Scheme Consideration represents fair value to the Mettle Shareholders.

For the purposes of our valuation of Mettle we used a SOTP valuation by utilising the market approach (based on financial data for comparable publicly traded companies and/or comparable/recent transactions) as our primary valuation methodology. In addition, we used the income approach (discounted cash flow) as a corroborative valuation methodology to support the results of our market approach for the Material Assets.

The valuation was performed taking cognisance of risk and other market and industry factors affecting Mettle. Additionally, sensitivity analyses were performed considering key assumptions. Prevailing market and industry conditions were also considered in assessing the risk profile of Mettle.

Mettle valuation

Mettle is the holding company of a group of specialised lending businesses operating in South Africa and the United Kingdom. The Company owns an effective ~82.5% of Reward Finance.

Reward Finance provides asset secured short and medium-term loans and invoice discounting to the UK's small and medium-sized enterprises ("SME") market. Loan sizes are between £50,000 and £2 million. Reward Finance's strategy is to target SMEs that are not adequately serviced by traditional banks. Reward Finance is the largest contributor to the profits and net asset value of Mettle.

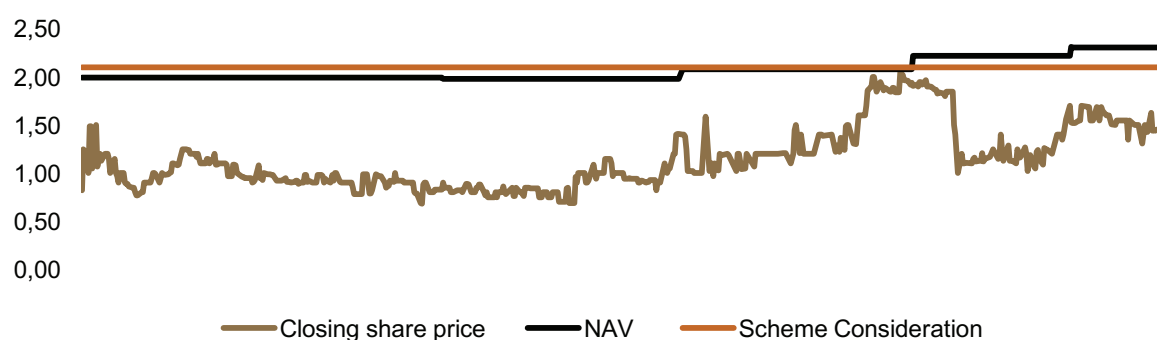
Mettle's South African businesses are focussed mainly on lending, financial advisory and solar power solutions. Key internal value drivers included the discount rate, revenue growth and operating margins.

Key external value drivers including gross domestic product growth rates, interest rates, headline inflation rates and prevailing market and industry conditions in respect of the industry in which the group companies operates were also considered in assessing the forecast cash flows and risk profile of the group companies.

Our valuation results are also sensitive to sustainable profit margins and discount rate applied in the DCF valuation.

Lastly, we performed a net asset value ("NAV") analysis of Mettle. This analysis, dating back to 23 May 2018, revealed that Mettle's share price has historically traded at a substantial discount to NAV, Mettle's share price performance viz a viz its NAV since 23 May 2018 to the date preceding the Firm Intention Announcement is graphically represented below:

Price vs NAV (23 May 2018 to 10 September 2020)



Assumptions

Our Opinion is based on the following key assumptions:

- The agreements that have been entered into in terms of the Scheme will be legally enforceable;
- The Scheme will have the legal, accounting and taxation consequences described in discussions with, and materials furnished to us by representatives and advisors of Mettle;
- Reliance can be placed on the financial information of Mettle;
- For the purposes of this Opinion of the Independent Expert, we assumed Mettle's existing businesses to be ongoing under current business plans and management;
- Global financial markets are currently faced with significant uncertainty as a result of the COVID-19 pandemic, with the full impact remaining uncertain at this stage. We have assumed economic, regulatory and market conditions remain stable over the forecast period after factoring in the impact of COVID-19, as far as practically possible. There is, however, significant uncertainty, which could persist for some time, as to the full impact of COVID-19 on Mettle and its underlying investments, and as a result, our work may not have identified or reliably quantified the impact of all such uncertainties; and
- Representations made by Mettle management and their advisors during the course of forming this Opinion of the Independent Expert.

Appropriateness and reasonableness of underlying information and assumptions

We satisfied ourselves as to the appropriateness and reasonableness of the information and assumptions employed in arriving at our Opinion by:

- Placing reliance on audit reports in the financial statements of Mettle;

- Conducting analytical reviews on the historical financial results and the forecast financial information, such as key ratio and trend analyses; and
- Determining the extent to which representations from management were confirmed by documentary and audited financial evidence, as well as our understanding of Mettle and the economic environment in which it operates.

Valuation results

In undertaking the valuation exercise of Mettle above, we determined a valuation range of the Mettle Shares of R2.20 to R2.76 per share.

The Scheme Consideration falls below our concluded valuation range of Mettle.

The valuation above is provided solely in respect of this Opinion and should not be used for any other purposes.

Qualitative considerations

In arriving at our Opinion, we have also considered the following key qualitative considerations in evaluating the reasonableness of the Scheme:

- The rationale for the Scheme, as set out in the Circular;
- The trading liquidity of Mettle Shares;
- The historic trading price of Mettle Shares;
 - In evaluating the reasonableness of the Offer to arrive at our Opinion, we have considered that the Scheme Consideration is at a premium to the traded price of the Mettle Shares as well as the 30-, 60-, and 90-day VWAP price immediately prior to the Firm Intention Announcement; and
- The Scheme provides Mettle Shareholders the opportunity to exit an illiquid share at a premium.

Opinion

Nodus has considered the terms and conditions of the Scheme and, based on and subject to the conditions set out herein, is of the opinion that the terms and conditions of the Scheme, based on quantitative considerations, are unfair to the Mettle Shareholders.

Based on qualitative factors, we are of the opinion that the terms and conditions of the Scheme are reasonable from the perspective of the Mettle Shareholders.

Our Opinion is necessarily based upon the information available to us up to 16 September 2020, including in respect of the financial information as well as other conditions and circumstances existing and disclosed to us.

Independence, competence and fees

We confirm that we have no direct or indirect interest in Mettle or the Offer nor do we have any relationship with Mettle or any person related to Mettle such as would lead a reasonable and informed third party to conclude that our integrity, impartiality or objectivity has been compromised by such relationship. We also confirm that we have the necessary competence and experience to provide the Independent Expert Report.

Furthermore, we confirm that our professional fee of R250 000 (excluding VAT) is not contingent upon the success of the Offer.

Consent

We consent to the inclusion of this letter and the reference to our Opinion in the Circular to be issued to the Shareholders of Mettle in the form and context in which it appears and in any required regulatory announcement or documentation.

Yours faithfully

Johan le Roux CA(SA)

Director: Nodus Capital TS (Proprietary) Limited
 Building 2
 Commerce Square Office Park
 39 Rivonia Road
 Sandhurst
 2196

EXTRACT OF CONSOLIDATED AUDITED HISTORICAL FINANCIAL INFORMATION OF METTLE INVESTMENTS FOR THE YEARS ENDED 28 FEBRUARY 2018, 28 FEBRUARY 2019 AND 29 FEBRUARY 2020

The historical financial information is the responsibility of the Directors. The full set of annual financial statements for the years ended 29 February 2020, 28 February 2019 and 28 February 2018 are available on the Company's website: <https://mettleinvestments.com/investor-information/financial-results>, and also open for inspection.

A summary of the aforesaid financial information is also set out below.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Audited	Audited	Audited
	29-Feb	28-Feb	28-Feb
	2020	2019	2018
	R'000	R'000	R'000
Assets			
Non-current assets			
Property, plant and equipment	2 930	1 693	592
Right-of-use assets	7 029	–	–
Goodwill	2 905	5 595	7 475
Deferred taxation	1 774	1 644	1 142
Investments in joint ventures	36 032	29 020	7 073
Investments in associates	87 030	37 111	53 123
Loans due from joint ventures	8 740	24 768	–
Loans due from associates	–	47 647	32 390
Financial assets at fair value through profit or loss	–	10 932	31 234
Loan receivables	32 593	36 421	18 285
Total non-current assets	179 033	194 831	151 314
Current assets			
Taxation	59	11	1
Financial assets at fair value through profit or loss	11 177	–	–
Loans due from joint ventures	564	–	–
Loans due from associates	24	21	8 189
Loan receivables	3 472	25 991	21 467
Trade and other receivables	1 566 637	1 201 909	35 826
Cash and cash equivalents	90 702	109 648	6 278
Total current assets	1 672 635	1 337 580	71 761
Total assets	1 851 668	1 532 411	223 075

	Audited 29-Feb 2020 R'000	Audited 28-Feb 2019 R'000	Audited 28-Feb 2018 R'000
Equity and liabilities			
Capital and reserves			
Stated capital	545 828	545 828	100 622
Share-based payment reserve	348	–	–
Retained income	67 910	38 765	22 198
	614 086	584 593	122 820
Foreign currency translation reserve	58 177	28 572	–
Common control reserve	(123 560)	(123 560)	–
Capital and reserves attributable to the owners	548 703	489 605	122 820
Non-controlling interest	70 495	60 317	–
Total equity	619 198	549 922	122 820
Non-current liabilities			
Deferred taxation	1 247	771	309
Borrowings	960 225	731 098	43 757
Borrowings due to related parties	160 648	194 824	–
Lease liabilities	6 404	–	–
Other financial liabilities	8 218	2 611	–
Total non-current liabilities	1 136 742	929 304	44 066
Current liabilities			
Borrowings	49 394	2 658	8 106
Borrowings due to related parties	–	–	42 000
Bank overdrafts	17 787	19 241	1 355
Taxation	7 771	7 800	82
Lease liabilities	1 586	–	–
Provisions	7 782	4 884	329
Trade and other payables	11 408	18 602	4 317
Total current liabilities	95 728	53 185	56 189
Total equity and liabilities	1 851 668	1 532 411	223 075

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Audited Year ended 29-Feb 2020 R'000	Audited Year ended 28-Feb 2019 R'000	Audited Year ended 28-Feb 2018 R'000
Revenue			
• Interest income	211 539	141 651	14 043
• Fee and commission income	85 681	85 326	30 147
Other income	9 821	12 708	8 665
Loss allowance	(18 847)	(11 565)	(99)
Operating expenses	(115 756)	(95 409)	(28 385)
Profit from operations	172 438	132 711	24 371
Interest expense	(84 338)	(56 975)	(6 905)
Fair value loss on other financial liabilities	(5 607)	(2 611)	–
Impairment of goodwill	(2 690)	(1 880)	–
Impairment of investment in joint venture	–	(2 341)	–
Impairment of investments in associates	(7 715)	(12 860)	–
Profit/(loss) from joint ventures	3 945	1 379	(240)
(Loss)/profit from associates	(9 751)	(8 114)	3 294
Profit before taxation	66 282	49 309	20 520
Taxation	(20 124)	(17 270)	(4 686)
Profit after taxation before non-controlling interest	46 158	32 039	15 834
Other comprehensive income			
Items that may be subsequently reclassified to profit			
Exchange difference on translation of foreign operation	35 261	33 807	–
Total comprehensive income	81 419	65 846	15 834
Profit attributable to:			
Equity holders of the parent	23 533	15 417	15 834
Non-controlling interest	22 625	16 622	–
	46 158	32 039	15 834
Total comprehensive income attributable to:			
Equity holders of the parent	53 355	43 989	15 834
Non-controlling interest	28 064	21 857	–
	81 419	65 846	15 834
Basic earnings per share	9.52	7.14	16.44
Diluted earnings per share	9.49	7.14	16.44

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Stated capital R'000	Share based payment reserve R'000	Retained income R'000	Foreign currency translation reserve R'000	Common control reserve R'000	Non- controlling interest R'000	Total R'000
Equity at 28 February 2018	100 622	–	22 198	–	–	–	122 820
Issue of ordinary shares	445 206	–	–	–	–	–	445 206
Acquisition of subsidiary	–	–	–	–	(123 560)	48 557	(75 003)
Profit after taxation	–	–	15 417	–	–	16 622	32 039
Profit on purchase of loan claim	–	–	1 150	–	–	–	1 150
Other comprehensive income	–	–	–	28 572	–	5 235	33 807
Dividends paid to non-controlling interest	–	–	–	–	–	(10 097)	(10 097)
Equity at 28 February 2019	545 828	–	38 765	28 572	(123 560)	60 317	549 922
Adoption of IFRS 16 <i>Leases</i>	–	–	(214)	–	–	(100)	(314)
Transaction with non-controlling interest	–	–	5 826	(217)	–	2 479	8 088
Profit after taxation	–	–	23 533	–	–	22 625	46 158
Employee share scheme – value of employee services	–	348	–	–	–	–	348
Other comprehensive income	–	–	–	29 822	–	5 439	35 261
Dividends paid to non-controlling interest	–	–	–	–	–	(20 265)	(20 265)
Equity at 29 February 2020	545 828	348	67 910	58 177	(123 560)	70 495	619 198

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Audited Year ended 29-Feb 2020 R'000	Audited Year ended 28-Feb 2019 R'000	Audited Year ended 28-Feb 2018 R'000
Cash flows from operating activities	(192 243)	(61 656)	5 696
Net cash utilised in operations	(233 483)	(133 715)	(2 328)
Preference dividends received	–	–	192
Interest received	146 316	140 860	14 806
Interest paid	(83 726)	(53 161)	(4 065)
Taxation paid	(21 350)	(15 640)	(2 909)
Cash flows from investing activities	20 410	(349 152)	(36 843)
Acquisition of property, plant and equipment	(2 657)	(1 053)	(119)
Proceeds on disposal of property, plant and equipment	147	94	–
Cash outflow on acquisition of subsidiaries	–	(318 097)	–
Cash outflow on disposal of subsidiary	(315)	(1 853)	–
Additional investment in associate	(3 146)	–	(7 260)
Acquisition of investments in joint ventures	–	(19 919)	(4 000)
Acquisition of loans to joint ventures	–	(21 250)	–
Investment in preference shares	–	–	(24 750)
Proceeds on redemption of preference share investment	–	–	84
Disposal of financial assets at fair value through profit or loss	–	20 500	–
Acquisition of financial assets at fair value through profit or loss	–	–	(30 001)
Loans recovered from associates	1 758	28 951	15 215
Loans advanced to associates	(2 731)	(43 975)	–
Loan recovered from joint venture	4 194	–	–
Loans advanced to joint ventures	(1 975)	(430)	–
Loan receivables advanced	(10 690)	(45 842)	(39 411)
Loan receivables recovered	35 444	51 598	46 773
Proceeds on disposal of asset held for sale	–	–	6 626
Dividend received from joint venture	381	124	–
Dividend received from associate	–	2 000	–
Cash flows from financing activities	150 278	488 508	25 459
Issue of ordinary shares	–	403 206	–
Receipt of borrowings	249 480	72 336	62 000
Repayment of borrowings	(44 000)	(11 255)	(35 560)
Receipt of borrowings due to related parties	93 400	54 252	1 650
Repayment of lease liabilities	(1 243)	–	–
Repayment of borrowings due to related parties	(139 579)	(19 934)	(2 631)
Dividends paid to non-controlling interest	(7 780)	(10 097)	–
Net (decrease)/increase in cash and cash equivalents	(21 555)	77 700	(5 688)
Effect of changes in exchange rate	4 063	7 784	–
Cash and cash equivalents at beginning of the year	90 407	4 923	10 611
Cash and cash equivalents at end of the year	72 915	90 407	4 923

The full set of audited annual financial statements for the years ended 28 February 2018, 28 February 2019 and 29 February 2020 are available on the Company's website <http://mettleinvestments.com>. Physical copies may also be requested from the Company Secretary.

EXCHANGE CONTROL REGULATIONS

The settlement of the Scheme Consideration for both Certificated Shareholders and Dematerialised Shareholders will be made subject to the Exchange Control Regulations.

Shareholders that are to receive the Scheme Consideration who are not resident in South Africa, or who have registered addresses outside South Africa, must satisfy themselves as to the full observance of the laws of the relevant jurisdiction concerning the receipt of the Scheme Consideration, including obtaining any required governmental or other consents, observing any other required formalities and paying any issue, transfer or other taxes due in that jurisdiction.

The following is a summary of the Exchange Control Regulations insofar as they apply to Mettle Shareholders. In the event of any doubts, Mettle Shareholders are advised to consult their professional advisors as soon as possible.

1. RESIDENTS OF THE COMMON MONETARY AREA

In the case of:

- 1.1 Certificated Shareholders whose registered addresses in the Register are within the Common Monetary Area and whose Documents of Title are not restrictively endorsed in terms of the Exchange Control Regulations, the Scheme Consideration will be posted by registered post to such Mettle Shareholders, in accordance with the "Action required by Shareholders" section of this document as set out on page 7; or
- 1.2 Dematerialised Shareholders whose registered addresses in the Register are within the Common Monetary Area and have not been restrictively endorsed in terms of the Exchange Control Regulations, the Scheme Consideration will be transferred directly to the accounts nominated for the relevant Mettle Shareholders by their duly appointed CSDP or Broker in terms of the provisions of the Custody Agreement with their CSDP or Broker.

2. EMIGRANTS FROM THE COMMON MONETARY AREA

In the case of Mettle Shareholders who are emigrants from the Common Monetary Area, the Scheme Consideration will:

- 2.1 in the case of Certificated Shareholders whose Documents of Title are restrictively endorsed under the Exchange Control Regulations, be forwarded to the Authorised Dealer in foreign exchange in South Africa controlling such Certificated Shareholders' remaining assets in terms of the Exchange Control Regulations. The attached Form of Surrender makes provision for details of the Authorised Dealer concerned to be given; or
- 2.2 in the case of Dematerialised Shareholders, be transferred to the emigrant capital account of the Mettle Shareholders held at the CSDP of the Authorised Dealer controlling the particular emigrant's remaining assets, or the CSDP contracted by such an Authorised Dealer, under the auspices of the controlling Authorised Dealer.

3. ALL OTHER NON-RESIDENTS OF THE COMMON MONETARY AREA

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

- 3.1 in the case of Certificated Shareholders, whose Documents of Title are restrictively endorsed under the Exchange Control Regulations, be posted to the registered addresses of the non-resident Mettle Shareholders concerned, unless written instructions to the contrary are received and an address provided. The attached Form of Surrender makes provision for a substitute address; or
- 3.2 in the case of Dematerialised Shareholders, be credited by their duly appointed CSDP or Broker directly to the accounts nominated by the Mettle Shareholders in terms of the provisions of the Custody Agreement with his/her/its CSDP or Broker.

4. **INFORMATION NOT PROVIDED**

If the information regarding Authorised Dealers is not given or the instructions are not given, the Scheme Consideration will be held in trust by Mettle Investments or the Transfer Secretaries on behalf of Mettle Investments for the Mettle Shareholders concerned, pending receipt of the necessary information or instructions.

SHARE PRICE HISTORY FOR METTLE INVESTMENTS

The daily closing share price, highest share price, lowest share price and volumes and values traded for the 30 trading days preceding the Last Practicable Date is set out below.

Date	Closing price (cents)	Highest price (cents)	Lowest price (cents)	Volume	Values (Rand)
24 Aug 2020	131	131	131	1 010	1 323
25 Aug 2020	141	141	141	1 134	1 599
26 Aug 2020	150	150	150	516	774
27 Aug 2020	144	144	144	974	1 403
28 Aug 2020	143	144	143	194	278
31 Aug 2020	163	163	162	3 910	6 344
01 Sep 2020	144	164	144	12 171	19 905
02 Sep 2020	145	145	145	225	326
03 Sep 2020	144	144	144	1 000	1 440
04 Sep 2020	144	144	144	0	–
07 Sep 2020	147	147	147	195	287
08 Sep 2020	147	147	147	0	–
09 Sep 2020	151	151	151	80	121
10 Sep 2020	165	165	164	1 500	2 472
11 Sep 2020	190	190	165	256 758	437 533
14 Sep 2020	192	193	176	232 257	436 412
15 Sep 2020	190	190	190	5 000	9 500
16 Sep 2020	192	192	192	1 500	2 880
17 Sep 2020	188	194	188	18 315	34 556
18 Sep 2020	190	190	185	2 880	5 415
21 Sep 2020	195	195	175	2 963	5 225
22 Sep 2020	190	190	188	150	284
23 Sep 2020	185	194	180	77 928	144 176
25 Sep 2020	181	185	181	17 695	32 704
28 Sep 2020	195	195	183	33 924	62 554
29 Sep 2020	190	190	182	2 656	4 842
30 Sep 2020	190	195	190	105 236	199 949
01 Oct 2020	190	190	190	5 000	9 500
02 Oct 2020	189	190	188	30 350	57 063
05 Oct 2020	189	189	185	10 350	19 196

The monthly closing share price, highest share price, lowest share price and volumes and values traded for the 12-months preceding the Last Practicable Date is set out below:

Date	Closing price (cents)	Highest price (cents)	Lowest price (cents)	Volume	Values (Rands)
30-Sep-2019	103	159	88	217 491	227 471
31-Oct-2019	120	120	101	239 646	273 630
30-Nov-2019	150	150	101	89 320	111 056
31-Dec-2019	129	150	120	122566	159 142
31-Jan-2020	185	200	122	376 832	622 706
29-Feb-2020	191	207	172	1 240 978	2 333 705
31-Mar-2020	150	200	119	2 783 060	5 134 485
30-Apr-2020	125	140	91	330 905	381 863
31-May-2020	119	150	102	305 694	351 306
30-Jun-2020	153	170	102	34 472 156	70 359 290
31-July-2020	151	170	151	239 445	378 489
31-Aug-2020	163	163	131	126 942	194 875
30-Sep-2020	190	195	144	772 433	1 400 579

EXTRACT OF SECTIONS 115 AND 164 OF THE COMPANIES ACT

5. EXTRACT OF SECTION 115 OF THE COMPANIES ACT

- 1) Despite section 65, and any provision of a company's Memorandum of Incorporation, or any resolution adopted by its board or holders of its securities, to the contrary, a company may not dispose of, or give effect to an agreement or series of agreements to dispose of, all or the greater part of its assets or undertaking, implement an amalgamation or a merger, or implement a scheme of arrangement, unless—
 - (a) the disposal, amalgamation or merger, or scheme of arrangement—
 - (i) has been approved in terms of this section; or
 - (ii) is pursuant to or contemplated in an approved business rescue plan for that company, in terms of Chapter 6; and
 - (b) to the extent that Parts B and C of this Chapter, and the Takeover Regulations, apply to a company that proposes to—
 - (i) dispose of all or the greater part of its assets or undertaking;
 - (ii) amalgamate or merge with another company; or
 - (iii) implement a scheme of arrangement,
the Panel has issued a compliance certificate in respect of the transaction, in terms of section 119 (4) (b), or exempted the transaction in terms of section 119 (6).
- (2) A proposed transaction contemplated in subsection (1) must be approved —
 - (a) by a special resolution adopted by persons entitled to exercise voting rights on such a matter, at a meeting called for that purpose and at which sufficient persons are present to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter, or any higher percentage as may be required by the company's Memorandum of Incorporation, as contemplated in section 64 (2); and
 - (b) by a special resolution, also adopted in the manner required by paragraph (a), by the shareholders of the company's holding company if any, if—
 - (i) the holding company is a company or an external company;
 - (ii) the proposed transaction concerns a disposal of all or the greater part of the assets or undertaking of the subsidiary; and
 - (iii) having regard to the consolidated financial statements of the holding company, the disposal by the subsidiary constitutes a disposal of all or the greater part of the assets or undertaking of the holding company; and
 - (c) by the court, to the extent required in the circumstances and manner contemplated in subsections (3) to (6).
- (3) Despite a resolution having been adopted as contemplated in subsections (2) (a) and (b), a company may not proceed to implement that resolution without the approval of a court if—
 - (a) the resolution was opposed by at least 15% of the voting rights that were exercised on that resolution and, within 5 business days after the vote, any person who voted against the resolution requires the company to seek court approval; or
 - (b) the court, on an application within 10 business days after the vote by any person who voted against the resolution, grants that person leave, in terms of subsection (6), to apply to a court for a review of the transaction in accordance with subsection (7).

- (4) For the purposes of subsections (2) and (3), any voting rights controlled by an acquiring party, a person related to an acquiring party, or a person acting in concert with either of them, must not be included in calculating the percentage of voting rights—
 - (a) required to be present, or actually present, in determining whether the applicable quorum requirements are satisfied; or
 - (b) required to be voted in support of a resolution, or actually voted in support of the resolution.
- (4A) In subsection (4), “act in concert” has the meaning set out in section 117 (1) (b).
- (5) If a resolution requires approval by a court as contemplated in terms of subsection (3) (a), the company must either—
 - (a) within 10 business days after the vote, apply to the court for approval, and bear the costs of that application; or
 - (b) treat the resolution as a nullity.
- (6) On an application contemplated in subsection (3) (b), the court may grant leave only if it is satisfied that the applicant—
 - (a) is acting in good faith;
 - (b) appears prepared and able to sustain the proceedings; and
 - (c) has alleged facts which, if proved, would support an order in terms of subsection (7).
- (7) On reviewing a resolution that is the subject of an application in terms of subsection (5) (a), or after granting leave in terms of subsection (6), the court may set aside the resolution only if—
 - (a) the resolution is manifestly unfair to any class of holders of the company’s securities; or
 - (b) the vote was materially tainted by conflict of interest, inadequate disclosure, failure to comply with the Act, the Memorandum of Incorporation or any applicable rules of the company, or other significant and material procedural irregularity.
- (8) The holder of any voting rights in a company is entitled to seek relief in terms of section 164 if that person—
 - (a) notified the company in advance of the intention to oppose a special resolution contemplated in this section; and
 - (b) was present at the meeting and voted against that special resolution.
- (9) If a transaction contemplated in this Part has been approved, any person to whom assets are, or an undertaking is, to be transferred, may apply to a court for an order to effect—
 - (a) the transfer of the whole or any part of the undertaking, assets and liabilities of a company contemplated in that transaction;
 - (b) the allotment and appropriation of any shares or similar interests to be allotted or appropriated as a consequence of the transaction;
 - (c) the transfer of shares from one person to another;
 - (d) the dissolution, without winding-up, of a company, as contemplated in the transaction;
 - (e) incidental, consequential and supplemental matters that are necessary for the effectiveness and completion of the transaction; or
 - (f) any other relief that may be necessary or appropriate to give effect to, and properly implement, the amalgamation or merger.

EXTRACT OF SECTION 164 OF THE COMPANIES ACT

- “(1) This section does not apply in any circumstances relating to a transaction, agreement or offer pursuant to a business rescue plan that was approved by shareholders of a company, in terms of section 152.
- (2) If a company has given notice to shareholders of a meeting to consider adopting a resolution to:
- (a) amend its Memorandum of Incorporation by altering the preferences, rights, limitations or other terms of any class of its shares in any manner materially adverse to the rights or interests of holders of that class of shares, as contemplated in section 37(8); or
 - (b) enter into a transaction contemplated in section 112, 113, or 114,
- that notice must include a statement informing shareholders of their rights under this section.
- (3) At any time before a resolution referred to in subsection (2) is to be voted on, a dissenting shareholder may give the company a written notice objecting to the resolution.
- (4) Within 10 business days after a company has adopted a resolution contemplated in this section, the company must send a notice that the resolution has been adopted to each shareholder who:
- (a) gave the company a written notice of objection in terms of subsection (3); and
 - (b) has neither:
 - (i) withdrawn that notice; nor
 - (ii) voted in support of the resolution.
- (5) A shareholder may demand that the company pay the shareholder the fair value for all of the shares of the company held by that person if:
- (a) the shareholder:
 - (i) sent the company a notice of objection, subject to subsection (6); and (ii) in the case of an amendment to the company's Memorandum of Incorporation, holds shares of a class that is materially and adversely affected by the amendment;
 - (b) the company has adopted the resolution contemplated in subsection (2); and
 - (c) the shareholder:
 - (i) voted against that resolution; and
 - (ii) has complied with all of the procedural requirements of this section.
- (6) The requirement of subsection (5)(a)(i) does not apply if the company failed to give notice of the meeting or failed to include in that notice a statement of the shareholders rights under this section.
- (7) A shareholder who satisfies the requirements of subsection (5) may make a demand contemplated in that subsection by delivering a written notice to the company within:
- (a) 20 business days after receiving a notice under subsection (4); or
 - (b) if the shareholder does not receive a notice under subsection (4), within 20 Business Days after learning that the resolution has been adopted.
- (8) A demand delivered in terms of subsections (5) to (7) must state:
- (a) the shareholder's name and address;
 - (b) the number and class of shares in respect of which the shareholder seeks payment; and
 - (c) demand for payment of the fair value of those shares.
- (9) A shareholder who has sent a demand in terms of subsections (5) to (8) has no further rights in respect of those shares, other than to be paid their fair value, unless:
- (a) the shareholder withdraws that demand before the company makes an offer under subsection (11), or allows an offer made by the company to lapse, as contemplated in subsection (12)(b);
 - (b) the company fails to make an offer in accordance with subsection (11) and the shareholder withdraws the demand; or

- (c) the company, by a subsequent special resolution, revokes the adopted resolution that gave rise to the shareholder's rights under this section.
- (10) If any of the events contemplated in subsection (9) occur, all of the shareholder's rights in respect of the shares are reinstated without interruption.
- (11) Within 5 business days after the later of:
 - (a) the day on which the action approved by the resolution is effective;
 - (b) the last day for the receipt of demands in terms of subsection (7)(a); or
 - (c) the day the company received a demand as contemplated in subsection (7)(b), if applicable, the company must send to each shareholder who has sent such a demand a written offer to pay an amount considered by the company's directors to be the fair value of the relevant shares, subject to subsection (16), accompanied by a statement showing how that value was determined.
- (12) Every offer made under subsection (11):
 - (a) in respect of shares of the same class or series must be on the same terms; and
 - (b) lapses if it has not been accepted within 30 business days after it was made.
- (13) If a shareholder accepts an offer made under subsection (12):
 - (a) the shareholder must either in the case of:
 - (i) shares evidenced by certificates, tender the relevant share certificates to the company or the company's transfer agent; or
 - (ii) uncertificated shares, take the steps required in terms of section 53 to direct the transfer of those shares to the company or the company's transfer agent; and
 - (b) the company must pay that shareholder the agreed amount within 10 business days after the shareholder accepted the offer and:
 - (i) tendered the share certificates; or
 - (ii) directed the transfer to the company of uncertificated shares.
- (14) A shareholder who has made a demand in terms of subsections (5) to (8) may apply to a court to determine a fair value in respect of the shares that were the subject of that demand, and an order requiring the company to pay the shareholder the fair value so determined, if the company has:
 - (a) failed to make an offer under subsection (11); or
 - (b) made an offer that the shareholder considers to be inadequate, and that offer has not lapsed.
- (15) On an application to the court under subsection (14):
 - (a) all dissenting shareholders who have not accepted an offer from the company as at the date of the application must be joined as parties and are bound by the decision of the court;
 - (b) the company must notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to participate in the court proceedings; and
 - (c) the Court:
 - (i) may determine whether any other person is a dissenting shareholder who should be joined as a party;
 - (ii) must determine a fair value in respect of the shares of all dissenting shareholders, subject to subsection (16);
 - (iii) in its discretion may:
 - (aa) appoint one or more appraisers to assist it in determining the fair value in respect of the shares; or

- (bb) allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective, until the date of payment;
 - (iv) may make an appropriate order of costs, having regard to any offer made by the company, and the final determination of the fair value by the court; and
 - (v) must make an order requiring:
 - (aa) the dissenting shareholders to either withdraw their respective demands, in which case the shareholder is reinstated to their full rights as a shareholder, or to comply with subsection (13)(a); and
 - (bb) the company to pay the fair value in respect of their shares to each dissenting shareholder who complies with subsection (13)(a), subject to any conditions the court considers necessary to ensure that the Company fulfils its obligations under this section.
- (15A) At any time before the court has made an offer contemplated in subsection (15)(c)(v), a dissenting shareholder may accept the offer made by the company in terms of subsection (11), in which case –
- (a) that shareholder must comply with the requirements of subsection 13(a); and
 - (b) the company must comply with the requirements of subsection 13(b).
- (16) The fair value in respect of any shares must be determined as at the date on which, and time immediately before, the company adopted the resolution that gave rise to a shareholder's rights under this section.
- (17) If there are reasonable grounds to believe that compliance by a company with subsection (13)(b), or with a court order in terms of subsection (15)(c)(v)(bb), would result in the company being unable to pay its debts as they fall due and payable for the ensuing 12 months:
- (a) the company may apply to a court for an order varying the company's obligations in terms of the relevant subsection; and
 - (b) the court may make an order that:
 - (i) is just and equitable, having regard to the financial circumstances of the company; and
 - (ii) ensures that the person to whom the company owes money in terms of this section is paid at the earliest possible date compatible with the company satisfying its other financial obligations as they fall due and payable.
- (18) If the resolution that gave rise to a shareholder's rights under this section authorised the company to amalgamate or merge with one or more other companies, such that the company whose shares are the subject of a demand in terms of this section has ceased to exist, the obligations of that company under this section are obligations of the successor to that company resulting from the amalgamation or merger.
- (19) For greater certainty, the making of a demand, tendering of shares and payment by a company to a shareholder in terms of this section do not constitute a distribution by the company, or an acquisition of its shares by the company within the meaning of section 48, and therefore are not subject to:
- (a) the provisions of that section; or
 - (b) the application by the company of the solvency and liquidity test set out in section 4.
- (20) Except to the extent:
- a) expressly provided in this section; or
 - b) that the Panel rules otherwise in a particular case,
- a payment by a company to a shareholder in terms of this section does not obligate any person to make a comparable offer under section 125 to any other person."



Mettler Investments Limited
(Incorporated in the Republic of South Africa)
(Registration number 2008/002061/06)
JSE share code: MLE ISIN: ZAE000257622
("Mettler Investments" or the "Company")

NOTICE OF GENERAL MEETING

THE ATTENTION OF SHAREHOLDERS IS DRAWN TO THE CIRCULAR TO WHICH THIS NOTICE OF GENERAL MEETING IS ATTACHED ("the **Circular**") WHICH SETS OUT, *INTER ALIA*, THE PROVISIONS OF SECTIONS 115 AND 164 OF THE COMPANIES ACT AND THE APPLICABLE EXCHANGE CONTROL REGULATIONS.

Notice is hereby given that a general meeting of the Shareholders will be held at 10:00 on **Monday, 23 November 2020**, completely by electronic means to consider and, if deemed fit, to pass, with or without modification, the Resolutions below.

The definitions and interpretation commencing on page 12 of the Circular apply, *mutatis mutandis*, to this Notice and to the Special Resolution set out below.

Important dates to note

2020

Voting LDT in order to be eligible to vote at the General Meeting	Tuesday, 10 November
Voting Record Date to be able to vote at the General Meeting	Friday, 13 November
Forms of Proxy (<i>blue</i>) to be received by 10:00 on	Thursday, 19 November
General Meeting to be held at 10:00 on	Monday, 23 November

In terms of section 62(3)(e) of the Companies Act:

- a Shareholder who is entitled to attend and vote at the General Meeting is entitled to appoint a proxy, or two or more proxies, to attend and participate in and vote at the General Meeting in the place of the Shareholder, by completing the Form of Proxy in accordance with the instructions set out therein;
- a proxy need not be a Shareholder; and
- Shareholders recorded in the Register on the Voting Record Date (including Shareholders and their proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in the General Meeting. Forms of identification include valid identity documents, driver's licences and passports.

In terms of section 61(10) of the Companies Act:

Shareholders or their proxies may participate in and vote at the General Meeting by way of electronic participation. If a Shareholder or its proxy wishes to do so, such Shareholder or its proxy, as the case may be:

- must complete and return an application for electronic participation at the General Meeting;
- must contact the Transfer Secretaries by no later than 14:00 on Wednesday, 18 November 2020;
- will be required to provide reasonably satisfactory identification; and
- will be billed separately for their participation in the General Meeting.

IMPORTANT: Shareholders and their proxies who attend the General Meeting by way of electronic participation will be able to vote at the General Meeting.

Shareholders who wish to attend the General Meeting are requested to complete the application for electronic participation at the General Meeting form that forms part of this Notice.

Duly completed and executed application forms including the relevant contact details, email address, cellular and landline numbers, as well as full details of the Shareholder's title to the Mettle Shares and proof of identity, in the form of a certified copy of identity document, and certified copies of share certificates (in the case of Certificated Shareholders), and written confirmation from the Shareholder's appointed CSDP confirming the Shareholder's title to the Dematerialised Shares (in the case of Dematerialised Shareholders), must reach the Transfer Secretaries, for administrative reasons, by **no later than 14:00 on Wednesday, 18 November 2020**, either (a) by delivering same to First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or (b) by posting same to Private Bag X9000, Saxonwold, 2132 (at the risk of the Shareholder), or (c) by sending same by email to proxy@computershare.co.za in order for the Transfer Secretaries to arrange for electronic participation by the Shareholder or its proxy and for the Transfer Secretaries to provide the Shareholder or its proxy with the details as to how to access the General Meeting by means of electronic participation. Prior to the General Meeting, but subject to receipt of the required information, the Shareholder or its proxy concerned will be provided with a link and other relevant information regarding the electronic platform to be used for purposes of the General Meeting and instructions on how to access and utilise the electronic communication platform during the General Meeting.

SPECIAL RESOLUTION – APPROVAL OF THE SCHEME IN TERMS OF SECTIONS 114 AND 115 OF THE COMPANIES ACT

“Resolved that the Scheme in terms of section 114(1) of the Companies Act (as more fully described in paragraph 7 of the Circular and as same may be amended as contemplated in the Circular), proposed by the Mettle Investments Board between Mettle Investments and the Mettle Shareholders, other than the Excluded Shareholders, in terms of which each of the Offerors will, subject to the fulfilment or waiver of the Conditions Precedent (save for any Condition Precedent relating to the passing of this special resolution) and on the Operative Date, acquire their respective Participation Numbers of the Scheme Shares, in exchange for the Scheme Consideration, be and is hereby approved as a special resolution in terms of section 115(2)(a) of the Companies Act.”

In order for the Special Resolution to be passed, the support of at least 75% of all of the voting rights exercised on the resolution by the Mettle Shareholders (eligible to vote) present in person or represented by proxy at the General Meeting is required. All Mettle Shareholders are eligible to vote on the Special Resolution excluding (i) the Offerors, as the acquiring parties in terms of section 115(4) as read with the definition of “acquiring party” in the Companies Act, and (ii) the Concert Parties, as persons acting in concert with the Offerors as contemplated in section 115(4) as read with the definition of “act in concert” in the Companies Act.

The Special Resolution is required to enable the Offerors to acquire all the Scheme Shares from the Scheme Participants (whether they voted in favour of this Special Resolution Number 1 or not, or abstained or refrained from voting) in terms of the Scheme.

ORDINARY RESOLUTION – AUTHORITY GRANTED TO DIRECTORS

“Resolved that any one Director or the Company Secretary of Mettle Investments be and is hereby authorised to do all things, sign all documents and take all such actions as required and generally do anything necessary or desirable to give effect to and implement the Special Resolution set out above, and all such actions taken prior hereto be and are hereby ratified and approved.”

In order for the Ordinary Resolution to be passed, the support of more than 50% of all of the voting rights exercised on the resolution by the Mettle Shareholders (eligible to vote) present in person or represented by proxy at the General Meeting is required. All Mettle Shareholders are eligible to vote on the Ordinary Resolution. The Offerors and the Concert Parties will not vote on the Ordinary Resolution, despite the fact that they are eligible so to vote.

The Ordinary Resolution is required in order to authorise and empower any of the Directors or the Company Secretary of Mettle Investments to sign all documents and do all things necessary to give effect the Scheme, including the Delisting.

QUORUM

The General Meeting may not begin until sufficient persons are present (in person or represented by proxy) at the General Meeting to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the General Meeting. A matter to be decided at the General Meeting may not begin to be considered unless sufficient persons are present (in person or represented by proxy) to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter at the time the matter is called on the agenda.

FORM OF PROXY

A Form of Proxy (*blue*) is attached for the convenience of any Certificated Shareholders and Own-Name Dematerialised Shareholders who wish to be represented at the General Meeting. Forms of Proxy may also be obtained on request from Mettle Investments' registered office. The duly completed Forms of Proxy (*blue*) must be deposited at or posted to the office of the Transfer Secretaries, to be received by not later than 48 hours prior to the General Meeting, i.e. by 10:00 on Thursday, 19 November 2020. The Form of Proxy (*blue*) may also be emailed to the Transfer Secretaries (proxy@computershare.co.za) who will provide it to the Chairman of the General Meeting or adjourned General Meeting before the General Meeting is due to commence or recommence. Any Shareholder who completes and lodges a Form of Proxy (*blue*) will nevertheless be entitled to attend the General Meeting should the Shareholder subsequently decide to do so.

Attached to the Form of Proxy (*blue*) is an extract of section 58 of the Companies Act, to which Shareholders are referred.

Own-Name Dematerialised Shareholders who are unable to attend but who wish to vote at the General Meeting must complete and return the attached Form of Proxy (*blue*) and lodge it with the Transfer Secretaries to be received by no later than 10:00 on Thursday, 19 November 2020.

Dematerialised Shareholders, other than Own-Name Dematerialised Shareholder, must inform their CSDP or broker of their intention to attend the General Meeting by electronic means and obtain the necessary authorisation (letter of representation) from the CSDP or Broker to so attend the General Meeting. This must be done in terms of the Custody Agreement entered into between the Shareholder and the CSDP or Broker concerned. To do so they must validly execute a Form of Proxy (*blue*) form and deliver it in the manner and within the time set out in paragraph 5.1 of the "Action required by Shareholders" section.

APPRAISAL RIGHTS FOR DISSENTING SHAREHOLDERS

In terms of section 164 of the Companies Act, at any time before the Scheme Resolution is voted on, a Shareholder may deliver to Mettle Investments a Notice of Objection.

A Shareholder may demand that Mettle Investments pay the Shareholder the fair value for all the Mettle Shares held by that person if:

- the Shareholder has sent Mettle Investments a Notice of Objection;
- Mettle Investments has adopted the Scheme Resolution; and
- the Shareholder voted against the Scheme Resolution and complied with all of the procedural requirements of section 164 of the Companies Act.

Shareholders are referred to paragraph 10 of the "Action required by Shareholders" section and paragraph 7.7 of the Circular for more information regarding Appraisal Rights. A copy of section 164 of the Companies Act is set out in **Annexure 5** to the Circular.

By order of the Board

19 October 2020



Mettler Investments Limited
(Incorporated in the Republic of South Africa)
(Registration number 2008/002061/06)
JSE share code: MLE ISIN: ZAE000257622
("Mettler Investments" or the "Company")

FORM OF PROXY

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

For use by the holders of Certificated Shares and/or Own-Name Dematerialised Shares held through a CSDP or Broker who have selected "own-name" registration, registered as such at the close of business on the Voting Record Date, at the General Meeting to be held at 10:00 on **Monday, 23 November 2020**, or any postponement or adjournment thereof. The Form of Proxy may also be emailed to the Transfer Secretaries who will provide it to the Chairman of the General Meeting or adjourned General Meeting before the General Meeting is due to commence or recommence.

Dematerialised Shareholders who have not selected "own-name" registration must (i) inform their CSDP or Broker timeously of their intention to attend the General Meeting or be represented by proxy thereat in order for the CSDP or Broker to issue them with the necessary letter of representation to do so or (ii) provide the CSDP or Broker with their voting instruction timeously should they not wish to attend the General Meeting, in order for the CSDP or Broker to vote in accordance with their instructions at the General Meeting.

I/We (FULL NAMES IN BLOCK LETTERS PLEASE)

of (ADDRESS)

Telephone work ()

Telephone home ()

Cellphone number

Email address

being the holder/s of Shares in Mettler Investments, hereby appoint (see note 1)

1. _____ or failing him/her,

2. _____ or failing him/her,

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

	Number of votes		
	*For	*Against	*Abstain
Special Resolution – Approval of the Scheme			
Ordinary Resolution – Authority granted to Directors or Company Secretary			

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

Signed at _____ on _____ 2020

Signature _____

Assisted by me (where applicable) _____

Notes:

1. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space(s) provided. The person whose name appears first on this Form of Proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A proxy appointed by a Shareholder in terms hereof may not delegate his authority to act on behalf of the Shareholder to any other person.
3. A Shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the General Meeting as he deems fit in respect of all the Shareholder's votes exercisable thereat.
4. Forms of proxy must be lodged at or posted to **Computershare, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196** or **Private Bag X9000, Saxonwold, 2132** or **emailed to: proxy@computershare.co.za** to be received by not later than 10:00 on **Thursday, 19 November 2020** or not less than 48 hours before the recommencement of any adjourned or postponed meeting, or 10 minutes before the General Meeting is due to commence or recommence.
5. The completion and lodging of this Form of Proxy will not preclude the relevant Shareholder from attending the General Meeting and speaking (but not voting) in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so. In addition to the foregoing, a Shareholder may revoke the proxy appointment by (i) cancelling it in writing or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy, to Computershare (proxy@computershare.co.za). The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Shareholder as at the later of the date stated in the revocation instrument, if any, and the date on which the revocation instrument was delivered in the required manner.
6. The chairman of the General Meeting may reject or accept any Form of Proxy which is completed and/or received otherwise than in accordance with these notes, provided that, in respect of acceptances, he is satisfied as to the manner in which the Shareholder(s) concerned wish(es) to vote.
7. Each Shareholder is entitled to appoint 1 or more proxies (none of whom need be a member of Mettle Investments) to attend, speak and vote in place of that Shareholder at the General Meeting.
8. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this Form of Proxy unless previously recorded by Mettle Investments or the Transfer Secretaries or waived by the chairman of the General Meeting.
9. Any alteration or correction made to this Form of Proxy must be initialled by the signatory(ies).
10. Where there are joint holders of Shares:
 - 10.1 any 1 holder may sign the Form of Proxy; and
 - 10.2 the vote of the senior (for that purpose seniority will be determined by the order in which the names of Shareholders appear in the Register of members) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of Mettle Shares.
11. This Form of Proxy may be used at any adjournment or postponement of the General Meeting, including any postponement due to a lack of quorum, unless withdrawn by the Shareholder.



Mettle Investments Limited
(Incorporated in the Republic of South Africa)
(Registration number 2008/002061/06)
JSE share code: MLE ISIN: ZAE000257622
("Mettle Investments" or the "Company")

APPLICATION FOR ELECTRONIC PARTICIPATION AT THE GENERAL MEETING

Where appropriate and applicable, the terms defined in the Circular to which this application for electronic participation form is attached and forms part of shall bear the same meaning in this application form.

Instructions

Mettle Shareholders, or their proxies, have the right, as authorised in the MOI and provided for in the Companies Act, to participate in the General Meeting by way of electronic communication. Mettle Shareholders or their duly appointed proxies who wish to participate by way of electronic communication must apply to the Transfer Secretaries, by completing and submitting this application and accompanying documentation to the Transfer Secretaries by (a) physical delivery at First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or (b) posting this application form and accompanying documentation to Private Bag X9000, Saxonwold, 2132 (at the risk of the Shareholder), or (c) sending this application form and accompanying documentation by email to proxy@computershare.co.za, to be received by the Transfer Secretaries by no later than 14:00 on Wednesday, 18 November 2020, for administrative reasons, in order for the Transfer Secretaries to arrange such participation for the Shareholder or proxy and for the Transfer Secretaries to provide the Shareholder or proxy with the details as to how to access the General Meeting by means of electronic participation.

Please note

Shareholders or their proxies will be able to vote at the General Meeting. Shareholders or their proxies that wish to participate in the General Meeting must submit a duly executed application form including the relevant contact details, email address, cellular and landline numbers, as well as full details of the Shareholder's title to the Mettle Shares and proof of identity, in the form of a copy of identity document, and certified copies of share certificates (in the case of Certificated Shareholders), and written confirmation from the Shareholder's appointed CSDP confirming the Shareholder's title to the Dematerialised Shares (in the case of Dematerialised Shareholders), to the Transfer Secretaries at proxy@computershare.co.za, to be received by the Transfer Secretaries by 14:00 on Wednesday, 18 November 2020.

By no later than 17:00 on Friday, 20 November 2020, Shareholders or their proxies will be advised by email, telephone call or text message of the relevant video conference link and access code to allow them to access and participate electronically in the General Meeting.

The Company will bear the cost of establishing the electronic communication whilst the cost of the Shareholder or its proxy accessing the electronic platform will be for its own account.

By signature of this form, the Shareholder or its proxy indemnifies and holds Mettle harmless against any loss, injury, damage, penalty or claim arising in any way from the use of the telecommunication platform to participate in the General Meeting or any interruption in the ability of the Mettle Shareholder or proxy to participate in the General Meeting via electronic communication, whether or not the problem is caused by any act or omission on the part of the Mettle Shareholder, its proxy or anyone else, including without limitation Mettle and its employees.

Information required for participation by electronic communication at the General Meeting

Full names of Shareholder or authorised representative (for company or other legal entity)

Identity number or registration number of individual/entity

Email address

Cell phone number

Telephone number including dialling codes

Documents required to be attached to this application form

1. Documentary evidence establishing the authority of the named person, including any person acting in a representative capacity, who is to participate in the General Meeting, must be attached to this application.
2. A certified copy of the valid identity document/passport/driver's licence of the person attending the General Meeting by electronic participation, including any person acting in a representative capacity, must be attached to this application.

Signed at _____ on _____ 2020

Signature

Assisted by (where applicable)

Applications to participate by electronic communication will only be considered if this form is completed in full, signed by the Shareholder, its proxy or representative, and delivered to the Transfer Secretaries as aforesaid. Mettle Investments may in its sole discretion accept any incomplete forms.

Electronic General Meeting Guide

Attending the General Meeting electronically:

Shareholders or their proxies who wish to participate electronically will be able to view a live webcast of the General Meeting, ask questions and submit their votes in real time. If a Shareholder has a tablet or smartphone device with internet access the Shareholder can participate in the General Meeting by using the Lumi AGM application. The Lumi AGM application is available for devices running Android and iOS operating systems only. A Shareholder can also vote at the General Meeting by accessing Lumi AGM using a web browser on a personal computer, tablet or smartphone at <https://web.lumiagm.com>. In order to do so, however, such Shareholders or their proxies will need to either:

- a. download the Lumi AGM application from the Apple® App Store or Google Play™ Stores² prior to the start of the General Meeting, by searching for Lumi AGM; or
- b. visit <https://web.lumiagm.com> on their smartphone, tablet or computer. Shareholders or their proxies will need to install the latest versions of Chrome, Safari, Internet Explorer 11, Edge and/or Firefox and ensure their browsers are compatible with the operating platform upon which the electronic meeting will be hosted.

Shareholders or their proxies must have a username and password to login, which can be requested from the Transfer Secretaries at proxy@computershare.co.za.

Using the General Meeting online facility:

Once Shareholders or their proxies have either downloaded the Lumi AGM application or entered <https://web.lumiagm.com> into a web browser, they will be prompted to enter the following Meeting ID, namely **198-964-057** followed by their username and password.

Shareholders will only be able to log into the site from 10:00 on Monday, 23 November 2020.

Voting at the General Meeting:

Shareholders or their proxies will be able to exercise their vote at the General Meeting once the chairman has opened voting on all resolutions.

Any Shareholder or appointed proxy attending the meeting is eligible to ask questions.

Further details on access, navigation and voting of/on the online facility can be viewed on the Company website at the following link: <https://mettleinvestments.com/investor-information/circulars>.

² Google Play™ is a registered trademark of Google Inc. Apple® is a registered trademark of Apple Inc



Mettle Investments Limited
(Incorporated in the Republic of South Africa)
(Registration number 2008/002061/06)
JSE share code: MLE ISIN: ZAE000257622
("Mettle Investments" or the "Company")

FORM OF SURRENDER

This Form of Surrender is only for use in respect of the scheme of arrangement proposed by the Mettle Investments Board between Mettle Investments and its Shareholders (the "**Scheme**") in accordance with the requirements of section 114(1)(c) of the Companies Act, 2008 (Act 71 of 2008), as amended ("**Companies Act**").

The definitions and interpretations commencing on page 12 of the Circular apply, *mutatis mutandis* throughout this Form of Surrender, unless the context clearly indicates otherwise.

FOR USE BY CERTIFICATED METTLE SHAREHOLDERS

This Form of Surrender is for use only by Certificated Shareholders. A separate Form of Surrender is required for each Certificated Shareholder. This Form of Surrender is not to be used by Dematerialised Shareholders, who are required to instruct their CSDP or Broker in accordance with the terms of their Custody Agreement with the CSDP or Broker.

Notes and instructions:

Persons who have acquired Mettle Shares after the date of posting the Circular can obtain copies of the Circular and this Form of Surrender from the Transfer Secretaries at the address given below.

Part A must be completed by all Certificated Shareholders.

Part B must be completed by all Certificated Shareholders who are emigrants from the Common Monetary Area and whose Shares have not been released.

Part C must be completed by all Certificated Shareholders who are non-residents of the Common Monetary Area or who are emigrants from the Common Monetary Area whose Shares have been released and wish for the Scheme Consideration to be paid to an Authorised Dealer.

No receipts will be issued for Documents of Title lodged unless specifically requested. In compliance with the requirements of the JSE, lodging agents are requested to prepare special transaction receipts, if required.

If you are in any doubt as to how to complete this Form of Surrender, please consult your CSDP, Broker, banker, attorney, accountant or other professional advisor immediately.

This Form of Surrender must be returned to the Transfer Secretaries, together with the relevant Documents of Title, so as to be received prior to 12:00 on the Scheme Record Date. If your Documents of Title have been lost or destroyed, you should nevertheless return this Form of Surrender, together with a duly executed indemnity provided by the Transfer Secretaries. Mettle Investments may, in its sole discretion, dispense with the surrender of Documents of Title upon production of satisfactory evidence that the Documents of Title have been lost or destroyed and upon provision of a suitable indemnity. Unless otherwise agreed by Mettle Investments, only indemnity forms obtained from the Transfer Secretaries (available on request) will be regarded as suitable.

Signatories may be called upon for evidence of their authority to sign this Form of Surrender.

Any alteration to this Form of Surrender must be signed in full and not only initialled. Any alteration may be rejected by Mettle Investments.

If this Form of Surrender is signed under a power of attorney, then such power of attorney or a notarially certified copy thereof must be sent with this Form of Surrender for noting, unless it has already been noted by the Transfer Secretaries.

Where the Certificated Shareholder is a company or a close corporation or other juristic person, a certified copy of the directors' or members' or other resolution authorising the signing of this Form of Surrender must be submitted together with this Form of Surrender, unless it has already been registered with the Transfer Secretaries or this form bears the Broker's stamp.

Where Mettle Shares are jointly held, this Form of Surrender must be signed by all joint holders, however, Mettle Investments shall be entitled, in its absolute discretion, to accept signature only of that holder whose name stands first in the Register in respect of such Mettle Shares.

In the case of Mettle Shareholders who are emigrants from the Common Monetary Area, the Scheme Consideration will, in the case of Certificated Shareholders whose Documents of Title have been restrictively endorsed under the Exchange Control regulations, be forward to the Authorised Dealer in foreign exchange in South Africa controlling such Certificated Shareholders' remaining assets in terms of the Exchange Control Regulations. This Form of Surrender makes provision for details of the Authorised Dealer concerned to be given.

The Scheme Consideration due to non-resident Mettle Shareholders whose registered addresses are outside the Common Monetary Area and who are not emigrants from the Common Monetary Area will, in the case of Certificated Shareholders whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, be posted to the registered addresses of the non-resident Mettle Shareholders concerned, unless written instructions to the contrary are received and an address is provided.

This Form of Surrender make provision for a substitute address for the Scheme only.

You are referred to paragraph 15 and **Annexure 3** of the Circular with regard to the Exchange Control Regulations.

Mettle Shareholders are advised to consult their professional advisors about their personal tax positions regarding the receipt of the Scheme Consideration.

Mettle Shareholders are referred to the Circular for the further terms and conditions applicable to the Scheme and its acceptance, which Circular should be read in its entirety for a full appreciation thereof.

In the event of any conflict between this Form of Surrender and the Circular, the Circular shall prevail.

Transfer Secretaries

If delivered by hand

Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue
Rosebank
2196

If sent by mail

Computershare Investor Services Proprietary Limited
(PO Box 61763, Marshalltown, 2107)

Dear Sirs

I/We, the undersigned Mettle Shareholder, hereby surrender the Mettle Investments share certificate/s and/or other Documents of Title attached hereto, representing Mettle Shares, registered in the name of the person mentioned below and authorise the Transfer Secretaries, conditional upon the Scheme becoming operative, to register the transfer of these Mettle Shares into the name of the Offerors or their respective nominee(s):

PART B – TO BE COMPLETED IN BLOCK CAPITALS BY ALL CERTIFICATED SHAREHOLDERS WHO ARE EMIGRANTS FROM THE COMMON MONETARY AREA AND WHOSE SHARES HAVE NOT BEEN RELEASED

The Scheme Consideration due to **Certificated Shareholders who are emigrants from the Common Monetary Area** and whose Shares have not been released will be forwarded to the Authorised Dealer controlling his remaining assets and credited to the emigrant's capital account. Accordingly, a non-resident who is an emigrant from the Common Monetary Area must provide the following information:

Name of Authorised Dealer in South Africa

Address

Account number

If no nomination is made above, the Scheme Consideration will be held in trust by Mettle Investments until a written instruction is received as to the disposal of such amount.

PART C – TO BE COMPLETED IN BLOCK CAPITALS BY CERTIFICATED SHAREHOLDERS WHO ARE NON-RESIDENTS OF THE COMMON MONETARY AREA OR ARE EMIGRANTS FROM THE COMMON MONETARY AREA WHOSE SHARES HAVE BEEN RELEASED AND WHO WISH TO HAVE THE SCHEME CONSIDERATION PAID TO AN AUTHORISED DEALER

The Scheme Consideration due to Certificated Shareholders who have registered addresses outside South Africa (other than Certificated Shareholders who are emigrants from the Common Monetary Area and whose Shares have not been released) and whose share certificates are endorsed "non-resident" will be posted to the relevant Certificated Shareholder, unless that Certificated Shareholder nominates an Authorised Dealer to which such Scheme Consideration should be paid.

Name of Authorised Dealer in South Africa or alternative instructions

Address

Account number:

Notes:

1. Any alteration to this Form of Surrender must be signed in full and not merely initialled.
2. Emigrants from the Common Monetary Area must, in addition to Part A, also complete Part B. If Part B is not properly completed, the Scheme Consideration will be held in trust by the Company or the Transfer Secretaries until claimed, but only for a maximum period of 5 years, after which period such funds shall be made over to the Guardians Fund of the High Court. No interest will accrue or be paid on any Scheme Consideration so held in trust.
3. All other non-residents of the Common Monetary Area must complete Part C if they wish the Scheme Consideration to be paid to an Authorised Dealer in South Africa.
4. No receipt will be issued for documents lodged, unless specifically requested. Persons requiring receipts must prepare a receipt and forward it, together with their Documents of Title surrendered.
5. If this Form of Surrender is signed under a power of attorney, then such power of attorney, or a notarially certified copy thereof, must be sent with this Form of Surrender (unless it has already been noted by the Company or its Transfer Secretaries).
6. Where the Certificated Shareholder is a company, close corporation or other juristic person, unless it has already been registered with the Company or its Transfer Secretaries, a certified copy of the directors' or members' or other resolution authorising the signing of this Form of Surrender must be submitted with this Form of Surrender, unless this requirement is waived by Mettle Investments.
7. Note 6 above does not apply in the case of a form bearing a Broker's stamp.
8. A minor must be assisted by his parent or guardian, unless the relevant documents establishing his legal capacity are produced or have been registered by the Company or the Transfer Secretaries.
9. Where there are joint holders of any Shares, only that holder whose name stands first in the Register in respect of those Shares need to sign this Form of Surrender.
10. Persons who have acquired Shares after the date of issue of the Circular can obtain copies of the Circular (including this Form of Surrender) from the Transfer Secretaries.
11. Notwithstanding transfer of ownership, the Scheme Consideration will not be sent to Certificated Shareholders unless and until Document/s of Title in respect of the relevant Shares have been surrendered to the Company or the Transfer Secretaries. The Company is however entitled, in its sole and absolute discretion, to waive this requirement if it receives a satisfactory indemnity from the Shareholder in the event of lost Documents of Title.
12. In the event of any conflict between this Form of Surrender and the Circular, the Circular shall prevail.
13. Certificated Shareholders who have not previously provided the Transfer Secretaries with their banking details will need to do so by completing **FORM B: Direct Credit - Bank Account Details** attached hereto and returning same to the Transfer Secretaries.

FORM B: DIRECT CREDIT – BANK ACCOUNT DETAILS FORM**FOR COMPLETION ONLY BY CERTIFICATED SHAREHOLDERS OF METTLE INVESTMENTS WHO HAVE NOT PREVIOUSLY PROVIDED THE TRANSFER SECRETARIES WITH THEIR LATEST BANKING DETAILS**

Full name of registered Shareholder

Identity number of person signing this form

Your shareholder number (if known)

E-mail address

Cellphone number

Office phone number ()

Home phone number ()

Fax number ()

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

Name of bank account holder

Name of South African Bank

Name of bank branch

Bank account number

Bank branch code

Account type

Cheque

Transmission

Savings

I/We hereby authorise

Computershare Investor Services Proprietary Limited and/or **Mettle Investments** to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions relating to payments to which I/we am/are entitled to be paid in cash, but do not override any previous reinvestment instructions.

Signature of Shareholder

Day

Month

Year

If you are signing this form in a representative capacity, please indicate which capacity (see over page)

BANK VERIFICATION

I/We confirm that the above information about the abovementioned Shareholders' account at this Bank is correct.

Signed on behalf of Bank

THIS MUST BE COMPLETED BY YOUR BANK

BANK STAMP HERE

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

HOW TO COMPLETE THIS FORM B DIRECT CREDIT

Request for Direct Crediting of payments

This form must be completed in full. Until cancelled in writing by you, all future cash payments will be paid into the nominated account.

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

By signing this form, you:

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

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

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

IF YOU ARE SIGNING THIS FORM IN A REPRESENTATIVE CAPACITY, COMPUTERSHARE REQUIRES THE FOLLOWING DOCUMENTATION IN ADDITION TO AN ORIGINAL CERTIFIED COPY OF YOUR IDENTITY DOCUMENT.	
Joint holding:	Where the holding is in more than 1 name, the signature of the first mentioned shareholder is required.
Power of attorney:	To sign under a Power of Attorney, you must have already lodged the Power of Attorney with Computershare. Alternatively, please attach an original certified copy of the Power of Attorney to this form when you return it, together with an original certified copy of the registered holder's identity document.
Trusts:	The form must be signed by the authorised trustee. If you have not already done so, please attach an original certified copy of the Trustee Resolution/Power of Attorney authorising you to act on behalf of the trust, together with original certified copies of the Letters of Authority issued by the Master of the High Court and the Trust Deed.
Companies/Closed Corporations/Funds:	Any authorised company official/member may sign on behalf of the company/closed corporation/fund. Please indicate the office held when signing the form. If you have not already done so, please provide Computershare with an original certified copy of your authorisation to act on behalf of the company/closed corporation/fund in the form of an original certified copy of the board minute/resolution detailing the authorized signatories including specimen signatures and a company letterhead for noting in our records. In addition, Computershare requires an original certified copy of the Certificate of Incorporation/CK1 Founding Statement/Constitution.
Minors:	If the Shares are registered in the name of a minor, the form must be completed by the natural guardian, stating the capacity in which he/she is signing or, in the case of a legal guardian, attach an original certified copy of the Letters of Guardianship (if not previously provided). The guardian must attach an original certified copy of his/her identity document together with an original certified copy of the birth certificate of the minor.
Deceased Shareholders:	This form must be signed by the Executor/s of the Deceased Estate. If you have not already done so, please provide Computershare with an original certified copy of the Letters of Executorship together with an original certified copy of the Executor's identity document.
Shareholder under Curatorship:	The form must be signed by the Curator Bonis appointed by the Master of the High Court. If you have not already done so, please provide Computershare with an original certified copy of the Letters of Curatorship together with an original certified copy of the Curator's identity document.
Shareholder under Liquidation:	The form must be signed by the liquidator appointed by the Master of the High Court. If you have not already done so, please provide Computershare with an original certified copy of your Letter of Appointment together with an original certified copy of the shareholder's identity document.