

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 7 of this Circular apply, *mutatis mutandis*, throughout this Circular, including this front cover.

### Action required by Hulamin Shareholders

Shareholders are referred to page 4 of this Circular, which sets out the action required of them with regard to the BEE Extension Transaction, full details of which are set out in this Circular.

If you are in any doubt as to the action you should take, you should consult your Broker, banker, CSDP, attorney, accountant or other professional advisor immediately. If you have disposed of your entire shareholding in Hulamin, then this Circular, together with the enclosed Forms of Proxy should be handed to the purchaser of such Shares or to the Broker or agent through whom the disposal was affected.

This document is available in English only and copies may be obtained from the registered office of Hulamin during normal office hours from the date of issue hereof until the date of the General Meetings. An electronic copy of this Circular will be available on the Company's website, [www.hulamin.com](http://www.hulamin.com), from the date of distribution of the Circular.

Hulamin does not accept responsibility and will not be held liable for any action of or omission by any CSDP or Broker including, without limitation, any failure on the part of the CSDP or Broker of any beneficial owner of Shares to notify such beneficial owner of the details set out in this Circular.



## HULAMIN LIMITED

Incorporated in the Republic of South Africa

(Registration number 1940/013924/06)

ISIN: ZAE000096210

JSE Code: HLM

("Hulamin" or "the Company")

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## CIRCULAR TO HULAMIN SHAREHOLDERS

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Regarding the extension of the 2015 BEE Transaction, specifically:

- the extension of the maturity period in respect of the B1 Ordinary Shares, the B2 Ordinary Shares and the B3 Ordinary Shares held by BEE SPV, as well as the A2 Ordinary Shares held by the ESOP Trust;
- the removal of the cap on the A2 Ordinary Shares, the B1 Ordinary Shares and the B2 Ordinary Shares;
- the creation of a new class of shares and the issue thereof to the ESOP Trust as A3 Ordinary Shares;
- the amendment of the Hulamin MOI; and

Incorporating

- a notice convening the General Meetings of Shareholders;
  - a Form of Proxy (*pink*) to be completed by A2 Ordinary Shareholders;
  - a Form of Proxy (*yellow*) to be completed by B1 Ordinary Shareholders;
  - a Form of Proxy (*green*) to be completed by B2 Ordinary Shareholders;
  - a Form of Proxy (*white*) to be completed by B3 Ordinary Shareholders; and
  - a Form of Proxy (*blue*) to be completed by Certificated Shareholders and Dematerialised Shareholders with Own-Name Registration only).
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### Transaction Advisor



### Transaction Sponsor



### Independent Expert



### Independent Auditor and Independent Reporting Accountant



### Legal Advisor to Hulamin



### Legal Advisors to Imbewu SPV 14



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## **IMPORTANT NOTICES**

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### **FORWARD-LOOKING STATEMENTS**

In this report we make certain statements that are not historical facts and relate to analyses and other information based on forecasts of future results not yet determinable, relating, amongst others, to new business volumes, investment returns (including exchange rate fluctuations) and actuarial assumptions.

These statements may also relate to our future prospects, developments and business strategies. These are forward-looking statements as defined in the United States Private Securities Litigation Reform Act of 1995. Words such as “believe”, “anticipate”, “intend”, “seek”, “will”, “plan”, “could”, “may”, “endeavour” and “project” and similar expressions are intended to identify such forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements involve inherent risks and uncertainties and, if one or more of these risks materialise, or should underlying assumptions prove incorrect, actual results may be very different from those anticipated. Forward-looking statements apply only as of the date on which they are made and the Company does not undertake any obligation to update or revise any of them, whether as a result of new information, future events or otherwise. Any forward-looking information contained in this announcement has not been reviewed and reported on by the Company’s Independent Auditor and Independent Reporting Accountant.

### **MATERIAL RISKS**

The Group’s detailed material risks to its businesses are available on the Company’s website at the following link:

<https://www.hulamin.com/>

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## CORPORATE INFORMATION AND ADVISORS

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### Directors

Thabo Patrick Leeuw\* (*Chairman*)  
Charles Alexander Boles\*  
Vusi Noel Khumalo<sup>§</sup>  
Robert Lennart Larson\*  
Naran Maharajh\*  
Dr Bonakele Mehlomakulu\*  
Sibusiso Peter-Paul Ngwenya<sup>§</sup>  
Geoffrey Harold Melrose Watson\*  
Gcina Cecil Zondi<sup>#</sup>

Richard Gordon Jacob (*Chief Executive Officer*)  
Laren Michael Farquharson (*Acting Chief Financial Officer*)<sup>¥</sup>

\* Independent non-executive

# Alternate

§ Non-executive

¥ Appointed as an executive director with effect from 1 November 2020

### Transaction Advisor

Identity Advisory (Pty) Ltd  
(Registration number 2016/117909/07)  
21 Fricker Road  
Illovo  
Johannesburg, 2196  
(PO Box 40 Melrose Arch, 2076)

### Legal Advisor

Cox Yeats Attorneys  
(a partnership of practicing attorneys)  
Ncondo Chambers  
Vuna Close  
Umhlanga Ridge, 4319  
(PO Box 913, Umhlanga Rocks, 4320)

### JSE Sponsor

Questco Corporate Advisory Proprietary Limited  
(Registration number 2011/106751/07)  
1st Floor, Yellowwood House  
Ballywoods Office Park  
33 Ballyclare Drive, Bryanston, 2192

### Transaction Sponsor

Questco Proprietary Limited  
(Registration number: 2002/005616/07)  
1st Floor Yellowwood House  
Ballywoods Office Park  
33 Ballyclare Drive, Bryanston, 2192

### Company secretary and registered office

Willem Fitchat  
Moses Mabhida Road  
Pietermaritzburg, 3200  
(PO Box 74, Pietermaritzburg 3200)

### Date of incorporation

27 May 1940

### Place of incorporation

Pretoria, 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)

### Independent Auditor and Independent Reporting Accountant

Ernst & Young Inc.  
(Registration number 2005/002308/21)  
102 Rivonia Road  
Sandton, 2146  
(Private Bag X14 Sandton, 2146)

### Independent Expert

BDO Corporate Finance (Pty) Ltd  
(Registration number 1983/002903/07)  
Wanderers Office Park  
52 Corlett Drive  
Illovo, Johannesburg, 2196  
(Private Bag X5 Northlands, 2196)

### Legal Advisors to Imbewu SPV 14

Eversheds Sutherland (KZN) Inc  
3B The Ridge  
8 Torsvale Crescent  
La Lucia Ridge, 4019  
(PO Box 5064, Torsvale, 4019)

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## ACTION REQUIRED BY ORDINARY SHAREHOLDERS

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Please take note of the following:

**If you are in any doubt as to the action you should take in relation to this Circular, please consult your CSDP, Broker, banker, attorney, accountant or other professional advisor immediately.**

**This Circular contains information in respect of the BEE Extension Transaction, which Circular you should read carefully and decide on how you wish to vote on the Resolutions to be proposed at the General Meetings.**

### 1. ELECTRONIC GENERAL MEETINGS

Given the impact of COVID-19 on in-person meetings, the General Meetings will be held entirely via electronic facility/communication in terms of section 63(2)(a) of the Companies Act at 15:00 on Thursday, 17 December 2020 (or any other adjourned or postponed date and time in accordance with the provisions of section 64 of the Companies Act and the MOI, as read with the JSE Listings Requirements) to consider and, if deemed fit, pass, with or without modification, the Resolutions required to authorise and effect the implementation of the BEE Extension Transaction. The Notice of General Meetings is attached to, and forms part of, this Circular. Shareholders are referred to the Notice of General Meetings for details to enable Shareholders or their proxies to access the electronic General Meetings. Hulamin will be assisted by Computershare who will also act as scrutineers.

### 2. ATTENDANCE AND VOTING AT THE GENERAL MEETING

#### **Dematerialised Shareholders without Own-Name registration**

Dematerialised shareholders, other than those with “own-name” registration, who wish to participate in the General Meeting, should instruct their CSDP or Broker to issue them with the necessary letter of representation to participate in the General Meeting, in the manner stipulated in the relevant custody agreement.

The letter of representation will need to be submitted together with the completed Electronic Participation Application Form to the Company’s Transfer Secretaries and to Hulamin in the manner and within the timeframe described under the section titled “Electronic Participation Arrangements” in the Notice of General Meetings.

If these Shareholders do not wish to participate in the General Meetings in person, they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.

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*).

#### **Certificated Shareholders and Own-Name Dematerialised Shareholders**

Those Certificated Shareholders and Dematerialised Shareholders with “own-name” registration, who wish to participate in the General Meetings (either in person or represented by proxy), must submit a completed Electronic Participation Application Form to the Company’s Transfer Secretaries and to Hulamin in the manner and within the timeframe described under the section titled “Electronic Participation Arrangements” in the Notice of General Meetings.

The Form of Proxy (*blue*) may be delivered by hand or sent by email or 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  
Private Bag X9000,  
Saxonwold, 2132

**If sent by email:** proxy@computershare.co.za

**Electronic participation and voting at the General Meetings**

The General Meetings will only be accessible via electronic facility/communication in terms of section 63(2)(a) of the Companies Act, and as permitted in terms of the JSE Listings Requirements and the Company's MOI.

To this end, the Company has retained the services of its Transfer Secretaries to remotely host the General Meetings on an interactive electronic participation and voting platform, in order to facilitate remote participation and voting by Shareholders.

Shareholders who wish to electronically participate in and/or vote at the General Meetings are required to contact the Transfer Secretaries on proxy@computershare.co.za as soon as possible, but in any event, for administrative purposes only, by no later than 15:00 on Monday, 14 December 2020. However, this will not in any way affect the rights of Shareholders to register for the General Meetings after this date, provided, however, that only those Shareholders who are fully verified (as required in terms of section 63(1) of the Companies Act) and subsequently registered at the commencement of the General Meetings will be allowed to participate in and/or vote by electronic means.

Shareholders are strongly encouraged to submit votes by proxy before the General Meetings. If Shareholders wish to attend the General Meetings, they should instruct their CSDP or Broker to issue them with the necessary letter of representation to attend the General Meetings in person, in the manner stipulated in your 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.

The Transfer Secretaries will assist Shareholders with the requirements for electronic participation in, and/or voting at, the General Meetings. The Transfer Secretaries are further obliged to validate (in correspondence with Hulamin and your CSDP) each such Shareholder's entitlement to participate in and/or vote at the General Meeting, before providing it with the necessary means to access the General Meetings and/or the associated voting platform.

Shareholders will be liable for their own network charges and expenses in relation to electronic participation in and/or voting at the General Meetings. Any such charges will not be for the account of the JSE, Hulamin and the Transfer Secretaries. Hulamin and the Transfer Secretaries may not 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 may prevent any such Shareholder from participating in and/or voting at the General Meetings.

Notwithstanding the above, Shareholders are reminded that they are still able to vote normally through proxy submission, despite deciding to participate either electronically or not at all in the General Meetings. Shareholders are strongly encouraged to submit votes by proxy in advance of the General Meetings.

Kindly ensure that the Company Secretary is copied at secretarial@hulamin.co.za when submitting all completed proxy forms and/or letters of representation to the Transfer Secretaries.

**Identification of meeting participants**

In terms of Section 63(1) of the Companies Act, before any person may attend or participate in a shareholders' meeting, that person must present reasonable satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of that person to participate and vote, either as a shareholder, or as a proxy of a shareholder, has been reasonably verified.

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## IMPORTANT DATES AND TIMES

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The definitions and interpretations commencing on page 7 of this Circular apply, *mutatis mutandis*, to this important dates and times section.

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**2020**

Terms announcement released on SENS	Wednesday, 28 October
Terms announcement published in the press	Thursday, 29 October
Notice record date, being the date on which Shareholders must be registered in the Securities Register in order to be entitled to receive the Circular and the Notice of General Meetings	Friday, 6 November
Circular to Shareholders distributed and announced on SENS on	Tuesday, 17 November
Last day to trade in Shares in order to be eligible to attend and vote at the General Meeting	Tuesday, 8 December
Record date to attend and vote at the General Meetings	Friday, 11 December
Forms of Proxy for the General Meetings to be received by 15:00 for administrative purposes on (A Form of Proxy may alternatively still be emailed to proxy@computershare.co.za before the proxy exercises the voting rights of the Shareholder at the General Meetings or adjourned or postponed General Meeting, as the case may be)	Monday, 14 December
General Meetings of Shareholders held at 15:00 on	Thursday, 17 December
Results of General Meetings released on SENS on	Thursday, 17 December
Results of General Meetings released in the press on	Friday, 18 December
Special resolutions and the New MOI filed with CIPC	Friday, 18 December

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### Notes:

1. All times indicated above are local times in South Africa.
2. All dates and times are subject to change and will be published on SENS. If the General Meetings are adjourned or postponed, the Forms of Proxy submitted for the General Meetings will remain valid in respect of any adjournment or postponement thereof.
3. Shareholders are reminded that as trades in Hulammin Ordinary Shares are settled in the electronic settlement system used by Strate, settlement of trades will take place three business days after such trade. Therefore, persons who acquire Hulammin Ordinary Shares after Tuesday, 8 December 2020, being the last day to trade in order to be eligible to participate and vote at the general meeting, will not be entitled to attend, speak and vote at the general meeting.
4. No dematerialisation or rematerialisation of Hulammin Ordinary Shares may take place between the day following last day to trade in order to be eligible to attend, speak and vote at the general meeting, being Tuesday, 8 December 2020, and the record date in respect of being eligible to participate and vote at the general meeting, being Friday, 11 December 2020.

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## DEFINITIONS AND INTERPRETATIONS

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In this Circular, unless otherwise stated or clearly indicated by the context, the words in the first column have the meanings stated in the second column, an expression which denotes a gender includes the other gender, a natural person includes a juristic person and *vice versa*, the singular includes the plural and *vice versa*:

<b>“the 2015 BEE Transaction”</b>	the broad-based BEE Transaction approved by Shareholders on Thursday, 23 April 2015;
<b>“the 2015 BEE Transaction Circular”</b>	the circular to Shareholders dated 24 March 2015;
<b>“the A Ordinary Shares”</b>	collectively, the A1 Ordinary Shares, the A2 Ordinary Shares and the A3 Ordinary Shares;
<b>“A1 Ordinary Shares”</b>	4 721 600 unlisted no par value A1 ordinary shares which rank <i>pari passu</i> with the Hulammin Ordinary Shares in all respects, other than restrictions on disposal and encumbrance of those shares prior to the Original Vesting Date. The A1 Ordinary Shares vest and convert to Ordinary Shares on the Original Vesting Date;
<b>“A2 Ordinary Shares”</b>	26 755 733 unlisted no par value A2 ordinary shares which rank <i>pari passu</i> with the Hulammin Ordinary Shares in all respects, other than the right of Hulammin to repurchase the A2 Repurchase Shares, having no entitlement to receive dividends in cash from Hulammin and restrictions on disposal and encumbrance of these shares prior to the Extended Vesting Date. The revised terms of the A2 Ordinary Shares are set out in Annexure 4 of this Circular;
<b>“A2 Repurchase Event”</b>	the repurchase of such number of the A2 Ordinary Shares, as are calculated in accordance with the A2 Repurchase Formula, on the Extended Vesting Date at an acquisition price of R0.01 (one cent) per A2 Ordinary Share;
<b>“A3 Ordinary Shares”</b>	4 721 600 unlisted no par value A3 Ordinary Shares which rank <i>pari passu</i> with the Hulammin Ordinary Shares in all respects other than restrictions on the disposal and encumbrance of those shares prior to the Extended Vesting Date. The terms of the A3 Ordinary Shares are set out in Annexure 4 of this Circular;
<b>“the A3 Ordinary Shares Subscription Agreement”</b>	the subscription agreement to be concluded between Hulammin and the ESOP Trust in terms of which the ESOP Trust subscribes for the A3 Ordinary Shares;
<b>“the Allocation Criteria”</b>	the criteria for the allocation of the Employee Units to Eligible Employees approved by the Remuneration Committee from time to time;
<b>“the B Ordinary Shares”</b>	collectively, the B1 Ordinary Shares, the B2 Ordinary Shares and the B3 Ordinary Shares;

**“A2 Repurchase Formula”**

the formula to calculate the number of A2 Repurchase Shares pursuant to the A2 Repurchase Event

RA2 equals:

$$\frac{(P1 \times A2) - D}{P2}$$

P2

rounded to the nearest share,

provided that RA2 may not be greater than the number of A2 Ordinary Shares in issue on the Extended Vesting Date and may not be less than zero, and where:

RA2 = the number of A2 Ordinary Shares to be acquired (A2 Repurchase Shares);

P1 = R5.83 (VWAP during the 30 JSE trading days preceding the Original Completion Date);

P2 = VWAP during the 30 JSE trading days preceding the Extended Vesting Date or if the Company's ordinary shares are no longer trading on the JSE, the market value of the shares;

A2 = number of A2 Ordinary Shares in issue on the Extended Vesting Date;

D = the aggregate amount of all the dividends that would have been declared and paid in respect of the A2 Ordinary Shares since the Original Completion Date if the A2 Ordinary Shares were entitled to participate equally with the ordinary shares insofar as the declaration of dividends are concerned;

**“the B Ordinary Share Cap”**

R20 million, being the cap on the aggregate economic cost to Hulamin of the B1 Ordinary Shares and the B2 Ordinary Shares as at the Original Vesting Date;

**“B1 Ordinary Shares”**

9 018 000 authorised unlisted no par value B1 Ordinary Shares which rank *pari passu* with the Hulamin Ordinary Shares in all respects, other than the right of Hulamin to repurchase the B1 Repurchase Shares, having no entitlement to receive dividends from Hulamin and restrictions on disposal and encumbrance of these shares prior to the Extended Vesting Date;

**“B2 Ordinary Shares”**

9 018 000 authorised unlisted no par value B2 Ordinary Shares which rank *pari passu* with the Hulamin Ordinary Shares in all respects, other than the right of Hulamin to repurchase the B2 Repurchase Shares, having no entitlement to receive dividends from Hulamin and restrictions on disposal and encumbrance of these shares prior to the Extended Vesting Date;

**“B3 Ordinary Shares”**

18 036 000 authorised unlisted no par value B3 Ordinary Shares in the issued share capital of Hulamin which rank *pari passu* with the Hulamin Ordinary Shares. These shares have no entitlement to receive dividends from Hulamin and there are restrictions on the disposal and encumbrance of these shares prior to the Extended Vesting Date;

**“B1 Repurchase Event”**

the repurchase of such number of the B1 Ordinary Shares, as are calculated in accordance with the B1 Repurchase Formula, on the Extended Vesting Date at an acquisition price of R0,01 (one cent) per B1 Ordinary Share;

**“B1 Repurchase Formula”**

the formula to calculate the number of B1 Repurchase Shares pursuant to the B1 Repurchase Event:

RB1 equals:

$$\frac{(P1/2 \times B1)}{P2}$$

P2

rounded to the nearest share, provided that RB1 may not be greater than the number of B1 Ordinary Shares in issue on the Extended Vesting Date and may not be less than zero;

and where:

RB1 = the number of B1 Ordinary Shares to be repurchased;

P1 = R5.83 (VWAP during the 30 JSE trading days preceding the Original Completion Date);

P2 = VWAP during the 30 JSE trading days preceding the Extended Vesting Date or if the Company's ordinary shares are no longer trading on the JSE the market value of the shares;

B1 = number of B1 Ordinary Shares in issue on the Extended Vesting Date;

**“B1 Repurchase Shares”**

the number of B1 Ordinary Shares which are to be acquired by Hulamin pursuant to the B1 Repurchase Event and calculated in accordance with the B1 Repurchase Formula;

**“B2 Repurchase Event”**

the repurchase of such number of the B2 Ordinary Shares, as are calculated in accordance with the B2 Repurchase Formula, on the Extended Vesting Date at an acquisition price of R0,01 (one cent) per B2 Ordinary Share;

**“B2 Repurchase Formula”**

the formula to calculate the B2 Repurchase Shares pursuant to the B2 Repurchase Event:

RB2 equals:

$$\frac{(P1 \times B2)}{P2}$$

P2

and

rounded to the nearest share, provided that RB2 may not be greater than the number of B2 Ordinary Shares in issue on the Extended Vesting Date and may not be less than zero;

and where:

RB2 = the number of B2 Ordinary Shares to be repurchased;

P1 = R5.83 (VWAP during the 30 JSE trading days preceding the Original Completion Date);

P2 = VWAP during the 30 JSE trading days preceding the Extended Vesting Date or if the Company's ordinary shares are no longer trading on the JSE the market value of the shares;

B2 = number of B2 Ordinary Shares in issue on the Extended Vesting Date;

**“B2 Repurchase Shares”**

the number of B2 Ordinary Shares which are to be acquired by Hulamin pursuant to the B2 Repurchase Event and calculated in accordance with the B2 Repurchase Formula;

<b>“B-BBEE”</b>	Broad-Based Black Economic Empowerment as contemplated in the B-BBEE Act and the B-BBEE Codes;
<b>“B-BBEE Act”</b>	the Broad-Based Black Economic Empowerment Act, 2003, as amended from time to time;
<b>“B-BBEE Codes”</b>	the Codes of Good Practice on Broad-Based Black Economic Empowerment published under section 9(1) of the B-BBEE Act, as amended or revised;
<b>“the BEE Extension Transaction”</b>	collectively - <ul style="list-style-type: none"> <li>– the extension of the maturity period in respect of the B1 Ordinary Shares and B2 Ordinary Shares held by BEE SPV and the A2 Ordinary Shares held by the ESOP Trust for a further period until 27 February 2026;</li> <li>– the extension of the maturity period in respect of the B3 Ordinary Shares held by the BEE SPV until 27 February 2026;</li> <li>– the creation of a new class of shares to be issued to the ESOP Trust as A3 Ordinary Shares;</li> <li>– the removal of the cap on the A2 Ordinary Shares, the B1 Ordinary Shares and the B2 Ordinary Shares; and</li> <li>– the amendment of the MOI.</li> </ul>
<b>“BEE Support Fee”</b>	a fee of R1 137 492 per annum (excluding VAT), payable in quarterly instalments by Hulamin to BEE SPV to cover reasonable operating expenditure requirements of the BEE SPV in terms of the existing agreements. In terms of the 2015 BEE Transaction this fee would continue until 22 December 2023. However, this is now being extended such that it is paid until the Extended Vesting Date. The fee will escalate at a rate of 6% per annum. This is in line with the existing structure and was put in place to cover administrative and verification costs;
<b>“BEE SPV Repurchase Formulae”</b>	collectively, the B1 Repurchase Formula and the B2 Repurchase Formula;
<b>“BEE Vehicles” or “BEE Participants”</b>	collectively, Imbewu SPV 14 and the ESOP Trust;
<b>“Black People” or “Black Person”</b>	black people as defined in the B-BBEE Act as read in conjunction with schedule 1 of the Codes and “Black” shall have a corresponding meaning;
<b>“Board” or “Directors”</b>	collectively, the board of directors of Hulamin who are independent of the BEE Extension Transaction;
<b>“Broker”</b>	any person registered as a “ <i>broking member (equities)</i> ” in terms of the rules of the JSE made in accordance with the provisions of the FMA;
<b>“business day”</b>	any day other than a Saturday, Sunday or gazetted national public holiday in South Africa;
<b>“Certificate” or “Certificated”</b>	the process by which electronic records of ownership of shares are replaced with paper share certificates and/or other Documents of Title;
<b>“Certificated Shareholders”</b>	all registered holders of Certificated Shares;
<b>“Certificated Shares”</b>	shares that have not been Dematerialised, the title to which is evidenced by a share certificate or other Document of Title;
<b>“CIPC”</b>	the Companies and Intellectual Property Commission;
<b>“the/this Circular”</b>	this entire bound document dated Tuesday, 17 November 2020 including the Annexures hereto, the Notice of General Meetings and a Form of Proxy ( <i>blue</i> );
<b>“Companies Act”</b>	the Companies Act, No. 71 of 2008, as amended, and, where appropriate, includes a reference to the Companies Regulations;

<b>“Companies Regulations” or “Regulations”</b>	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 (which include the Takeover Regulations);
<b>“Conditions Precedent”</b>	the conditions precedent to which the BEE Extension Transaction is subject, as set out in paragraph 5.4 of this Circular;
<b>“COVID-19”</b>	Corona 2, SARS-CoV-2, a novel respiratory tract virus that has resulted in a global pandemic and restrictions on trade and movement all around the world and in particular in South Africa in terms of a declaration of a National State of Disaster by the President of South Africa on 15 March 2020;
<b>“CSDP”</b>	a Central Securities Depository Participant registered as a “ <i>participant</i> ” in terms of the FMA;
<b>“Current MOI”</b>	the Company’s MOI as at the date of this Circular;
<b>“Custody Agreement”</b>	the custody mandate agreement between a Dematerialised Shareholder and a CSDP or Broker, regulating their relationship in respect of Dematerialised Shares held by a Dematerialised Shareholder on Hulamin’s uncertificated securities register administered by a CSDP or Broker on behalf of that Dematerialised Shareholder;
<b>“Dematerialised” or “Dematerialisation”</b>	the process whereby paper share certificates or other Documents of Title are replaced with electronic records of ownership in respect of Shares or securities, with a CSDP or Broker, as contemplated in section 49(5) of the Companies Act and under the Strate system;
<b>“Dematerialised Shareholders”</b>	all registered holders of Dematerialised Shares;
<b>“Dematerialised Shares”</b>	shares that have been Dematerialised or have been issued in Dematerialised form, and which are held in electronic form on Hulamin’s uncertificated securities register administered by a CSDP or Broker;
<b>“Documents of Title”</b>	valid share certificates, certified transfer deeds, balance receipts or any other proof of ownership of Shares acceptable to Hulamin;
<b>“Eligible Employee”</b>	current or future permanent employees of the Hulamin Group, as determined by the Company’s Remuneration Committee, who are allocated Employee Units by the application of the Allocation Criteria;
<b>“Employee Beneficiary”</b>	an Eligible Employee who acquires vested rights in the ESOP Trust upon accepting the terms of the ESOP Trust by signing an acceptance form attached to an allocation notice delivered to such Eligible Employee by his respective Employer Company;
<b>“Employee Units”</b>	the vested rights of an Employee Beneficiary in terms of the ESOP Trust Deed;
<b>“EPS”</b>	earnings per Share;
<b>“the ESOP”</b>	the Hulamin Employee Share Ownership Scheme governed by the ESOP Trust;
<b>“the ESOP Trust”</b>	a trust established for the benefit of the Eligible Employees and which is an employee share ownership scheme contemplated by Statement 100 of the Broad-Based Black Economic Empowerment Act and being the 2015 Hulamin Employee Share Ownership Trust and registered in accordance with the laws of South Africa under Master’s reference number IT000141/2015(N). The Remuneration Committee of Hulamin provides to the Trustees an allocation notice of Eligible Employees which the Trustees then give effect to. The Trustees allocate shares to employees in accordance with the allocation notice. Once an employee has accepted an allocation, then the employee is a beneficiary of the Trust;

<b>“the ESOP Trust Deed”</b>	the trust deed establishing the ESOP Trust and setting out, <i>inter alia</i> , governance-related matters pertaining to the ESOP Trust and ESOP Trust Trustees;
<b>“the ESOP Trust Trustees”</b>	in accordance with the ESOP Trust Deed two of the trustees are appointed by the Company and three trustees are appointed by Employee Beneficiaries. The full names of the five trustees are: Marlene Antoinette Janneker; Edith Prudence Masuku; Emmanuel Sibusiso Ndimande; Baphumelele Ayanda Rose-Martini Mngadi; and Gerald Joseph;
<b>“Extended Vesting Date”</b>	27 February 2026, or, if applicable, such other date as determined in accordance with Article 7 of Annexure 4;
<b>“FMA”</b>	the Financial Markets Act, 2004 (Act 36 of 2004), as amended from time to time;
<b>“Form of Proxy”</b>	a Form of Proxy to be completed by Certificated Shareholders and Dematerialised Shareholders with Own-Name Registration only in accordance with the instructions contained therein. For administrative purposes, Forms of Proxy must be sent to the Transfer Secretaries to be received by them by no later than 15:00 on Monday, 14 December 2020. A Form of Proxy may alternatively be provided to the chairman of the General Meetings or adjourned or postponed General Meetings before the proxy exercises the voting rights of the Shareholder at the General Meetings (via email) or adjourned or postponed General Meeting, as the case may be;
<b>“General Meetings”</b>	the General Meetings of Shareholders and holders of the A Ordinary Shares and the B Ordinary Shares to be held at 15:00 on Thursday, 17 December 2020, (or any postponed or adjourned date and time in accordance with the provisions of section 64 of the Companies Act and the MOI, as read with the JSE Listings Requirements) entirely via electronic facility/communication in terms of section 63(2)(a) of the Companies Act given the impact of COVID-19 on in-person meetings, to be convened in connection with the BEE Extension Transaction for the purpose of considering and if deemed fit, approving, with or without modification, the Resolutions contained in the Notice of General Meetings which forms part of this Circular;
<b>“HEPS”</b>	headline EPS as calculated in terms of circular 1/2019 on Headline Earnings issued by South African Institute of Chartered Accountants;
<b>“Hulamin” or “the Company”</b>	Hulamin Limited (Registration number 1940/013924/06), a public company duly incorporated in accordance with the company laws of South Africa, the Shares of which are listed on the main board of the JSE;
<b>“the Group”</b>	Hulamin and its subsidiaries, from time to time;
<b>“Imbewu SPV 13”</b>	means Imbewu SPV 13 Proprietary Limited (Registration number 2013/237121/07), a private company duly incorporated in accordance with the laws of South Africa. The shareholders of Imbewu SPV 13 are set out paragraph 6.2(a) of this Circular;
<b>“Imbewu SPV 14” or “BEE SPV”</b>	Imbewu SPV 14 Proprietary Limited (Registration number 2013/209910/07), a private company duly incorporated in accordance with the laws of South Africa. The two shareholders in Imbewu SPV 14 are Imbewu SPV 13 and Makana Investment;
<b>“Independent Expert”</b>	the independent expert appointed to provide the appropriate independent advice to the Board in respect of the BEE Extension Transaction, being BDO Corporate Finance Proprietary Limited (Registration number 1983/002903/07), a private company incorporated in accordance with the laws of South Africa;

<b>“Independent Reporting Accountant” or “Independent Auditor” or “EY”</b>	Ernst & Young Inc. (Registration number 2005/002308/21), a company incorporated in accordance with the company laws of South Africa and the appointed independent reporting accountant and independent auditor of Hulamin;
<b>“JSE”</b>	the stock exchange operated by the JSE Limited (Registration number 2005/022939/06), a public company duly incorporated in accordance with the company laws of South Africa and licensed as an exchange under the FMA;
<b>“the JSE Listings Requirements”</b>	the Listings Requirements of the JSE, as amended from time to time;
<b>“JSE Sponsor”</b>	Questco Corporate Advisory Proprietary Limited (Registration number 2002/005616/07), a private limited liability company incorporated in accordance with the laws of South Africa and the JSE sponsor to Hulamin;
<b>“Last Practicable Date”</b>	Friday, 6 November 2020, being the last practicable date prior to the finalisation of this Circular;
<b>“Legal Advisor”</b>	Cox Yeats Attorneys, a partnership of practicing attorneys;
<b>“Makana Investment”</b>	Makana Investment Consortium KZN SPV Proprietary Limited (Registration number 2006/035032/07), a private company duly incorporated in accordance with the laws of South Africa. The shareholders of Makana Investment are set out paragraph 6.2(b) of this Circular;
<b>“Moputso Investments”</b>	Moputso Investments No. 36 Proprietary Limited, a private company incorporated in accordance with the laws of the Republic of South Africa, under registration number 2005/025896/07. Shareholders of Moputso Investments are mainly broad-based groupings, comprising Emzansi Investment Trust, NSBE Investment Trust and BSC Investment Trust as set out in paragraph 6.2(a) of this Circular;
<b>“the MOI”</b>	the memorandum of incorporation of Hulamin, as amended from time to time;
<b>“NAV”</b>	net asset value;
<b>“the New MOI”</b>	the MOI as amended, which amendments are subject to approval by Shareholders as set out in this Circular;
<b>“the Notice of General Meetings” or “the Notice”</b>	the notice of General Meetings attached hereto and forming part of this Circular;
<b>“Notional Vendor Financed” or “NVF Mechanism”</b>	notional vendor facilitation mechanism provided by the Company to the BEE Vehicles in connection with the 2015 BEE Transaction, pursuant to which Hulamin issued the A2 Ordinary Shares, B1 Ordinary Shares and B2 Ordinary Shares to the BEE Vehicles for a subscription price of one cent each with an obligation by Hulamin to repurchase a formula-determined number of those Subscription Shares on the Original Vesting Date;
<b>“Original Completion Date”</b>	22 December 2015, being the day of fulfilment of all of the conditions precedent, as fully set out in the 2015 BEE Transaction Circular;
<b>“Original Vesting Date”</b>	either 22 December 2020, the fifth anniversary of the Original Completion Date of the 2015 BEE Transaction, or, if applicable, such other date as determined in accordance with Annexure 8 of the 2015 B-BBEE Circular dated 24 March 2015;
<b>“Own-Name Dematerialised Shareholders”</b>	Dematerialised Shareholders who have instructed their CSDP to hold their Shares in their own-name on the Sub-Register;

<b>“Rand” or “R”</b>	South African Rand, the official currency of South Africa;
<b>“Release Date” or “B3 Release Date”</b>	27 February 2026 or, if applicable, such other date as determined in accordance with Article 7 of Annexure 4;
<b>“the Resolutions”</b>	the Ordinary Resolution and Special Resolutions to be approved by the requisite majority of Shareholders at the General Meetings as set out in the Notice, which resolutions will, <i>inter alia</i> , authorise and approve the BEE Extension Transaction;
<b>“Securities Register”</b>	Hulamin’s 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 Hulamin;
<b>“SENS”</b>	the Stock Exchange News Service of the JSE;
<b>“Shareholders” or “Hulamin Shareholders”</b>	registered holders of Shares;
<b>“Shares” or “Hulamin Ordinary Shares” or “Ordinary Shares”</b>	no par value ordinary shares in the share capital of Hulamin;
<b>“South Africa”</b>	the Republic of South Africa;
<b>“Strate”</b>	Strate Proprietary Limited (Registration number 1998/022242/07), a private company incorporated in accordance with the laws of South Africa, which is a registered central securities depository in terms of the FMA and which is responsible for the electronic clearing and settlement system for transactions that take place on the JSE and off-market trades;
<b>“Strategic Black Partners”</b>	collectively, Imbewu SPV 13 and Makana Investment, being the direct shareholders of BEE SPV as detailed in the Relationship Agreement;
<b>“Strategic Black Partners Lock-in Period”</b>	a period ending three years from the Original Vesting Date;
<b>“Sub-Register”</b>	the sub-register of Dematerialised Shareholders, maintained by a CSDP and forming part of the Register;
<b>“Transaction Agreements”</b>	the Umbrella Extension Agreement and the A3 Ordinary Shares Subscription Agreement;
<b>“Transfer Secretaries” or “Computershare”</b>	Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07), a private company duly incorporated in accordance with the laws of South Africa;
<b>“Transaction Sponsor”</b>	Questco Proprietary Limited (Registration number 2011/106751/07), a private limited liability company incorporated in accordance with the laws of South Africa and the Transaction Sponsor to Hulamin;
<b>“Treasury Shares”</b>	treasury shares defined in the JSE Listings Requirements and including Shares held subject to an employee share incentive scheme approved under schedule 14 of the JSE Listings Requirements (in each case which are non-voting on any resolution proposed in terms of the JSE Listings Requirements);
<b>“the Umbrella Extension Agreement”</b>	the agreement concluded on 27 October 2020 between the Company, the ESOP Trust and the other parties to the 2015 BEE Transaction in terms of which they agree to the implementation of the BEE Extension Transaction; and
<b>“VWAP”</b>	the volume weighted average price of a Hulamin Share, being the total value of the Hulamin Shares traded on the JSE for a specified number of business days divided by the total number of Hulamin Shares traded on the JSE for that period.



## HULAMIN LIMITED

Incorporated in the Republic of South Africa

(Registration number 1940/013924/06)

ISIN: ZAE000096210

JSE Code: HLM

("Hulamin" or "the Company")

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### Non-Executive Directors

Thabo Patrick Leeuw\* (*Chairman*)

Charles Alexander Boles\*

Vusi Noel Khumalo<sup>§</sup>

Robert Lennart Larson\*

Naran Maharajh\*

Bonakele Mehlomakulu\*

Sibusiso Peter-Paul Ngwenya<sup>§</sup>

Geoffrey Harold Melrose Watson\*

Gcina Cecil Zondi<sup>#</sup>

\* Independent non-executive

<sup>§</sup> Non-executive

<sup>#</sup> Alternate

### Executive Directors

Richard Gordon Jacob (*Chief Executive Officer*)

Laren Michael Farquharson (*Acting Chief Financial Officer*)<sup>‡</sup>

<sup>‡</sup> Appointed as an executive director with effect from 1 November 2020

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## CIRCULAR TO HULAMIN SHAREHOLDERS

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### 1. INTRODUCTION, RATIONALE AND PURPOSE OF THIS CIRCULAR

#### 1.1 Introduction

Hulamin announced on Wednesday, 28 October 2020 that, having regard to the impending vesting dates of certain of the share classes issued in terms of the 2015 BEE Transaction, it has entered into the requisite agreements to, *inter alia*, extend the maturity dates of the 2015 BEE Transaction from 22 December 2020 to 27 February 2026. To give effect to this extension and other amendments Hulamin will need to make amendments to the MOI.

#### 1.2 Rationale

As a large South African manufacturer, Hulamin's own strategy is closely aligned with the industrialisation and beneficiation objectives of the South African government. Hulamin is a key participant in the local aluminium industry, an industry that supports the South African government's broad-based BEE initiatives and recognises the importance of a sustainable and meaningful participation by Black People in the mainstream economy. With its "cans and cars" strategy, Hulamin is cognisant of the South African government's desire to achieve meaningful transformation in the automotive value chain.

Hulamin is committed to the implementation and success of broad-based black economic empowerment throughout the Group and has, over many years, implemented and maintained a number of initiatives relating to employment equity, skills development, preferential procurement, enterprise development and corporate social investment. Whilst a certain level of direct BEE shareholding is important, maintaining an optimal level of BEE rating remains critical for Hulamin to maintain its competitive position.

The 2015 BEE Transaction was intended to reinforce Hulamin's reputation and commitment to the spirit of transformation and economic empowerment, provide BEE procurement points to Hulamin's

local customers, sustain constructive labour relations as well as Hulamín's relations with surrounding communities. The 2015 BEE Transaction was further intended to improve the sub-optimal outcome of prior BEE transactions which had resulted in almost no value vesting to BEE parties as well as remedy the impact on Hulamín's BEE ratings level. Hulamín believes the 2015 BEE Transaction was structured with the best intentions to both improve the outcome for the BEE Participants as well as maintain the desired BEE credentials.

Unfortunately, the decline in Hulamín's share price over the years is most likely to result in the transfer of limited economic value to the ESOP and its beneficiaries and none to the BEE SPV upon vesting in December 2020. Furthermore, the application of the compulsory unwind mechanisms inherent in the 2015 BEE Transaction will result in a reduction in Hulamín's direct BEE shareholding from c.18.0% to c.5.4%, which has a significant impact on the Company's overall BEE rating, which after discounting for lack of economic value transfer, is likely to result in non-compliance status in terms of the B-BBEE Codes.

The Board is of the view that the BEE Extension Transaction, will allow Hulamín to retain its BEE shareholding for at least another five years while offering the BEE Participants an opportunity to potentially realise economic benefit through a recovering share price in time.

### 1.3 Purpose

The purpose of this Circular and the attached Notice of General Meetings is to provide Shareholders with relevant information relating to the BEE Extension Transaction and the consequential amendments to the MOI, to enable Shareholders to make an informed decision as to whether or not to vote in favour of the resolutions to be proposed at the General Meetings and to convene the General Meetings.

All the requisite resolutions are set out in the Notice of General Meetings which is attached to and forms part of this Circular.

## 2. THE 2015 BEE TRANSACTION

The 2015 BEE Transaction resulted in the creation and issue to the BEE SPV of the B Ordinary Shares and the creation and issue to the ESOP Trust of the A1 Ordinary Shares and the A2 Ordinary Shares.

### 2.1 Issue of the B Ordinary Shares to BEE SPV

- 9 018 000 B1 Ordinary Shares were issued to the BEE SPV at R2.92 per B1 Ordinary Share, being a 50% discount to the 30-day VWAP of the Hulamín Ordinary Shares as calculated on the day prior to 22 December 2015, being the date of completion of the 2015 BEE Transaction. The B1 Ordinary Shares were NVF funded and have no funding cost attached thereto. The B1 Ordinary Shares have a five-year vesting period and a three-year post-vesting lock-in. Upon vesting, and after application of the repurchase formula, the remaining B1 Ordinary Shares will have rights which rank *pari passu* with Hulamín Ordinary Shares;
- 9 018 000 B2 Ordinary Shares were issued to the BEE SPV at R5.83 per B2 Ordinary Share, being the 30-day VWAP of the Hulamín Ordinary Shares as calculated on the day prior to 22 December 2015, being the date of completion of the 2015 BEE Transaction. The B2 Ordinary Shares were NVF funded and have no funding cost attached thereto. The B2 Ordinary Shares have a five-year vesting period and a three-year post-vesting lock-in. Upon vesting and after application of the repurchase formula, the remaining B2 Ordinary Shares will have rights which rank *pari passu* with Hulamín Ordinary Shares;
- The values of the B1 Ordinary Shares and B2 Ordinary Shares are capped (i.e. no incremental value will accrue to holders of B1 Ordinary Shares and B2 Ordinary Shares should Hulamín's share price exceed the cap at the date upon which the B1 Ordinary Shares and B2 Ordinary Shares vest) such that the aggregate economic cost to Hulamín of the B1 Ordinary Shares and B2 Ordinary Shares will not exceed R20 million as at the date of issue ("the B Ordinary Share Cap");
- 18 036 000 B3 Ordinary Shares were issued to BEE SPV at 1 cent per B3 Ordinary Share. B3 Ordinary Shares have voting rights which rank *pari passu* with Hulamín Ordinary Shares and have an eight-year term. The B3 Ordinary Shares are not entitled to any participation in the profits of the Company or any distribution of the assets or capital of the Company (including dividends or other distributions to shareholders); and

- All B Ordinary Shares carry no right to dividends and, on a liquidation of the Company, are entitled to receive an amount of 1 cent per B Ordinary Share; and
- Hulamin shall repurchase a number of the B1 Ordinary Shares and B2 Ordinary Shares, determined in accordance with the relevant BEE SPV Repurchase Formulae, at a nominal amount (1 cent each) on the Original Vesting Date. The BEE SPV Repurchase Formulae will effectively allow Hulamin to recover the outstanding amount of the NVF on the Original Vesting Date. On the Original Vesting Date, the remaining B1 Ordinary Shares and the remaining B2 Ordinary Shares will be converted to Hulamin Ordinary Shares. The maximum number of B1 Ordinary Shares and B2 Ordinary Shares that could convert to Ordinary Shares, assuming that the NVF is fully repaid, is 18 036 000 which would represent 5.6% of the current issued share capital of Hulamin. BEE SPV will be restricted from encumbering or transferring these shares until after the Strategic Black Partners Lock-in Period. Hulamin will repurchase all the issued B3 Ordinary Shares (at 1 cent each) at the conclusion of the eighth anniversary of the subscription date.

## 2.2 Issue of the A1 Ordinary Shares and A2 Ordinary Shares to the ESOP Trust

In terms of the 2015 BEE Transaction, Hulamin established the ESOP Trust for the purpose of holding the A1 Ordinary Shares and A2 Ordinary Shares for the benefit of the Employee Beneficiaries. The ESOP Trust and trust property is managed by the ESOP Trust Trustees, three of which are elected by the Employee Beneficiaries and two of which are elected by Hulamin. Around 95% of the Employee Beneficiaries of the ESOP Trust are historically disadvantaged Black People.

## 2.3 The ESOP Trust was allocated two different tranches of shares (being the A1 Ordinary Shares and the A2 Ordinary Shares), which bear the following characteristics:

- 4 721 600 A1 Ordinary Shares were issued at nominal value (i.e. were effectively free or grant shares). To the extent that ordinary dividends are declared on Hulamin Ordinary Shares, dividends accrue to the A1 Ordinary Shares. The A1 Ordinary Shares have a five-year vesting period, which expires on 22 December 2020; and
- 26 755 733 A2 Ordinary Shares were issued at R5.83 per A2 Ordinary Share, being the 30-day VWAP of the Hulamin Ordinary Shares as calculated on the day prior to the Original Completion Date. The A2 Ordinary Shares were NVF funded and have no funding cost attached thereto. The A2 Ordinary Shares have a five-year vesting period. To the extent that dividends are declared on Hulamin Ordinary Shares, dividends that accrue to the A2 Ordinary Shares will be utilised to service the NVF against those shares. Upon vesting and after application of the repurchase formula, the remaining A2 Ordinary Shares will have rights which rank *pari passu* with Hulamin Ordinary Shares. In addition, the value of the A2 Ordinary Shares will be capped (i.e. no incremental value will accrue to holders of A2 Ordinary Shares should Hulamin's share price exceed the cap price at the Original Vesting Date) such that the aggregate economic cost of the A1 Ordinary Shares and the A2 Ordinary Shares would equal R60 million, being 3.4% of Hulamin's market capitalisation on the Original Completion Date ("the A2 Ordinary Shares Cap").

## 3. CONSEQUENCES OF VESTING ON THE ORIGINAL VESTING DATE

Should the 2015 BEE Transaction not be extended, all the A Ordinary Shares and B Ordinary shares will vest in accordance with their current terms on 22 December 2020. At R1.01, being the Hulamin closing share price on the Last Practicable Date, the following will be the outcome of the maturing 2015 BEE Transaction:

- In respect of the B Ordinary Shares:
  - Hulamin will repurchase all of the B1 Ordinary Shares and B2 Ordinary shares for a consideration of 1 cent per B1 Ordinary Share and B2 Ordinary Share and these will be cancelled;
  - The B3 Ordinary Shares will remain in place until 22 December 2023, in accordance with the MOI. The B3 Ordinary Shares will continue to provide the BEE SPV with voting rights but no economic rights; and
  - The BEE Support Fee will be paid until 22 December 2023.

- In respect of the A1 Ordinary Shares and A2 Ordinary Shares:
  - A1 Ordinary Shares will vest on 22 December 2020 in accordance with their terms and will be distributed to Employee Beneficiaries in accordance with the terms of the ESOP Trust Deed; and
  - Hulamin will repurchase all the A2 Ordinary Shares for a consideration of 1 cent per A2 Ordinary Share and these will be cancelled.

#### 4. PROPOSED TERMS OF THE BEE EXTENSION TRANSACTION

- 4.1 In terms of the BEE Extension Transaction, the following amendments to the terms of the B Ordinary Shares described in paragraph 2.1 above are proposed.
- In respect of the B1 Ordinary Shares and the B2 Ordinary Shares:
    - the vesting date will be extended from 22 December 2020 to 27 February 2026;
    - the B Ordinary Share Cap will be removed, with the result that there will no longer be a limitation on the economic benefit derived by the BEE SPV upon vesting;
    - the Strategic Black Partners Lock-In Period will be removed; and
  - In respect of the B3 Ordinary Shares, their vesting date will be extended from 22 December 2020 to 27 February 2026.
- 4.2 In terms of the BEE Extension Transaction, the following amendments to the terms of the A2 Ordinary Shares are proposed.
- In respect of the A2 Ordinary Shares
    - the vesting date will be extended from 22 December 2020 to 27 February 2026; and
    - the removal of the A2 Ordinary Shares Cap so that there will no longer be a limitation on the economic benefit derived by the ESOP Trust upon vesting.
  - In addition, the BEE Extension Transaction proposes the creation and issue to the ESOP Trust of 4 721 600 A3 Ordinary Shares, which will be issued at 1 cent each. To the extent that ordinary dividends are declared on Hulamin Ordinary Shares, dividends will accrue to the A3 Ordinary Shares. The A3 Ordinary Shares will have a five-year vesting period until the Extended Vesting Date, with no post-vesting lock-in period. The terms of the A3 Ordinary shares are detailed in Schedule B of the New MOI contained in Annexure 4.
  - Negotiations with ESOP participants are underway in order to maximise value for Hulamin from this tranche of shares by securing talent retention and aligning performance within the ESOP group.
- 4.3 Hulamin intends to use the A3 Ordinary Shares as an attraction and retention tool. Hulamin Remuneration Committee will develop guidelines for the allocation of the shares to qualifying employees which criteria may *inter alia* include performance and length of service.
- 4.4 No amendments are proposed in respect of the A1 Ordinary Shares, as these shares were issued as free shares and will vest in accordance with their terms, on 22 December 2020. The terms of the A1 Ordinary Shares were such that the restrictions effectively fall away on 22 December 2020 and the shares are distributed to the beneficiaries.
- 4.5 The conversions of the A2 Ordinary Shares, B1 Ordinary Shares and B2 Ordinary into Ordinary Shares will not result in any more or any less of a dilutionary effect on the issued share capital of Hulamin post the implementation of the BEE Extension Transaction than those considered for the issue of the A2 Ordinary Shares, B1 Ordinary Shares and B2 Ordinary as envisaged in the 2015 BEE Transaction Circular. The necessary authorities obtained in respect of such conversions in respect of 2015 BEE Transaction are still applicable.
- 4.6 The effective date of the BEE Extension Transaction is Friday, 18 December 2020.
- 4.7 The financial effects of the proposed extension are detailed in the *pro forma* financial information in Annexure 1 of this Circular.

## 5. OTHER TERMS OF THE BEE EXTENSION TRANSACTION AND RELATED AGREEMENTS

### 5.1 Amendments to the MOI

To implement the BEE Extension Transaction, it will be necessary for the Company to amend the MOI in order to:

- create the A3 Ordinary Shares; and
- give effect to the amendment of the terms of the B Ordinary Shares and A2 Ordinary Shares described in paragraphs 2.1 and 2.3 above, respectively.

The authorised and issued share capital of the Company, prior and after the BEE Extension Transaction, is set out in paragraph 11.4 below.

Schedule B of the MOI must be replaced in its entirety and is set out in Annexure 4 of this Circular.

The New MOI will be available for inspection at the registered offices of Hulamin during business hours from 08:00 to 16:30.

### 5.2 The Umbrella Extension Agreement

The Umbrella Extension Agreement governs the terms of the BEE Extension Transaction. The parties to the Umbrella Extension Agreement are Hulamin, the BEE SPV and its shareholders and the ESOP Trust.

The Umbrella Extension Agreement records, *inter alia*, the amendments to the 2015 BEE Transaction which are to be embodied in Schedule B of the New MOI and which are set out in Annexure 4, together with the Conditions Precedent, as set out in paragraph 5.4 below.

### 5.3 The A3 Ordinary Shares Subscription Agreement

In terms of the A3 Ordinary Shares Subscription Agreement the ESOP Trust shall subscribe for the A3 Ordinary Shares at a subscription price of 1 cent per A3 Ordinary Share, subject to the conditions precedent to the Umbrella Extension Agreement. The terms of the A3 Ordinary Shares are contained in the Schedule B to the New MOI, an extract of which is set out in Annexure 4 to this Circular.

The aggregate subscription price for the A3 Ordinary Shares shall be R47 216.

### 5.4 Conditions precedent

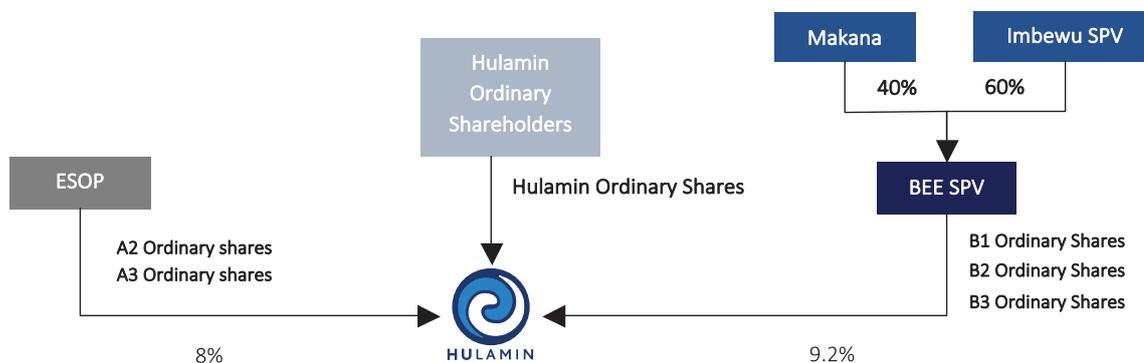
The implementation of the A3 Ordinary Shares Subscription Agreement, the Umbrella Extension Agreement and the adoption of the New MOI, all of which form part of the BEE Extension Transaction, remains subject to the fulfilment or waiver, as the case may be, of the following conditions precedent by no later than Friday, 18 December 2020:

- (a) all of the relevant regulatory approvals being obtained for the purposes of implementing the BEE Extension Transaction, including, without being limited to, the approval of the JSE;
- (b) all relevant shareholder approvals, as set out in this Circular, being duly obtained;
- (c) the MOI amendments (as set out in this Circular) being adopted and filed with CIPC;
- (d) the directors or trustees, as the case may be, of each of the Parties authorising the entry into, and implementation, of the Transaction Agreements;
- (e) each of the Transaction Agreements being entered into and all of their conditions precedent, or suspensive conditions (as the case may be), being fulfilled or waived in accordance with their terms, save for any suspensive condition or condition precedent (as the case may be) requiring this Agreement to become unconditional;
- (f) the BEE SPV memorandum of incorporation being adopted and filed with CIPC; and
- (g) the ESOP Trust Deed of amendment being filed with the Master of the High Court, Pietermaritzburg.

## 6. POST TRANSACTION BEE SHAREHOLDING STRUCTURE

### 6.1 Shareholding structure

The diagram below provides an overview of the shareholding structure post the implementation of the BEE Extension Transaction



### 6.2 Details of BEE participants

The two shareholders in Imbewu SPV 14 are Imbewu SPV 13 and Makana Investment and the salient details of the ownership of these entities are set out below:

#### (a) Imbewu SPV 13

The shareholders of Imbewu SPV 13 are:

Shareholder	Percentage holding
Imbewu Capital Partners	63.98%
Moputso Investments	16.67%
Omame Investments	8.15%
JB Magwaza	7.14%
Monica Malunga	4.07%

Imbewu SPV13 is led by Imbewu Capital Partners, a Black controlled private equity and investment holding company. Gcina Zondi is the founding Chief Executive of Imbewu Capital Partners and J B Magwaza, is the non-executive chairman.

Omame Investments is a private company managed and owned by a group of 15 multi-skilled, Black women professionals with strong entrepreneurial skills.

Monica Malunga is the Chairperson of Imbewu Capital Partners Development Trust which has the objective of contributing towards building and enhancing the quality of life of underprivileged Black children and youth primarily residing in KwaZulu-Natal.

Shareholders of Moputso Investments are mainly broad-based groupings, comprising Emzansi Investment Trust, NSBE Investment Trust and BSC Investment Trust.

- Siphon Madonsela, a Pietermaritzburg-based businessman who founded and is currently the Chief Executive of Emzansi Consulting Engineers, a firm of 55 professional engineers specialising in civil, mechanical and electrical engineering, is the major beneficiary of the Emzansi Investment Trust, with an 84% stake. He is currently the CEO of the Engineering Council of South Africa.
- The NSBE Investment Trust represents the interests of 87 engineers who are members of the National Society of Black Engineers.
- The BSC Investment Trust represents the interests of 56 small-, medium- and mid-size entities associated with the Business Support Centre (“BSC”) in Pietermaritzburg. BSC is an organisation focused on the development of black micro enterprises in and around the Pietermaritzburg area. BSC’s objective is to source and establish business opportunities for small- and medium-sized enterprises and to support their development. BSC has been operating since 1996 and Hulamin has been a supportive partner since its inception.

## (b) Makana Investment

The shareholders of Makana Investment are:

Shareholder	Percentage holding
Makana Trust	26.79%
African Sky	53.57%
Autshumatu Investment	19.64%

Makana Trust was established in 1996 to address the needs of ex-political prisoners and supports the Ex-Political Prisoners Committee (EPPC) which has an estimated 3 300 former political prisoners and a further estimated 49 000 of their dependents as beneficiaries. The current trustees of Makana Trust are Adv Gcina Malindi SC, Rev Dr Vukile Mehana, Notty Ngcobo, and Prof John Samuel.

Peter-Paul Ngwenya is a founding member and executive chairman of Makana Investment Corporation. Peter-Paul is a 53,57% shareholder in Makana Investment Corporation through African Sky.

Autshumatu Investments (19,64%) is 100% Black owned and was founded in 1997 by former Robben Island inmates, including Sfiso Buthelezi, the former economic advisor to the MEC of the province of KwaZulu-Natal.

In terms of an existing transaction agreement, the BEE SPV and its direct shareholders, Imbewu SPV 13 and Makana Investment, are required to maintain a specified minimum shareholding percentage in respect of black ownership and black women ownership ("**Required BEE Shareholding Threshold**"), failing which a compulsory offer by the BEE SPV is triggered in terms of which Hulamin is entitled to purchase the B Ordinary Shares from the BEE SPV at a discounted price.

It is a condition precedent to the BEE Extension Transaction that all BEE Participants are not in breach of the 2015 BEE Transaction Agreements. Should any of the BEE Participants be in breach of the 2015 BEE Transaction Agreements and Hulamin waives the conditions precedent, then the breach provisions of the 2015 Transaction Agreements may immediately be invoked. Changes in the final shareholding structure will be subject to Hulamin consent, given its implications on Hulamin's BEE credentials.

## 7. INDEPENDENT FAIRNESS OPINION

The BEE SPV is an associate of Mr Gcina Zondi and Mr Sibusiso Ngwenya, who are both directors of Hulamin. Accordingly, the amendments to the terms of the B1 Ordinary Shares, the B2 Ordinary Shares and the B3 Ordinary Shares, as set out in the Umbrella Extension Agreement, constitute the amendment of the terms of a related party agreement in terms of paragraph 10.1(a) the JSE Listings Requirements.

Given that unlisted securities are to be issued pursuant to the BEE Extension Transaction and these unlisted securities contain voting rights which rank *pari passu* to the Ordinary Shares, a fairness opinion is required in terms of the JSE Listings Requirements insofar as this relates to the A3 Ordinary Shares Subscription.

BDO has been appointed as independent expert to consider the terms of the BEE Extension Transaction and is of the opinion that the terms and conditions of the BEE Extension Transaction are not fair but reasonable to the Hulamin Shareholders insofar as the amendments to the B Ordinary Shares and the issue of the A3 Ordinary Shares are concerned. In BDO's opinion the BEE Extension Transaction is not materially adverse to the rights or interests of the Shareholders. BDO's opinion is contained in Annexure 3 to this Circular.

## 8. PRO FORMA FINANCIAL INFORMATION

The *pro forma* financial information of the Group presented below is the responsibility of the Directors and is based on the most recently published unaudited interim results of the Group for the six-month period ended 30 June 2020. The accounting policies of the Group for the six-month period ended 30 June 2020 have been used in preparing the *pro forma* financial information.

The *pro forma* financial information is prepared for illustrative purposes only and may, due to the nature thereof, not fairly present the Group's financial position, changes in equity, and results of its operations or cash flows as at the relevant reporting date. It does not purport to be indicative of what the financial results would have been, or will be, had the BEE Extension Transaction been implemented on a different date.

The detailed *pro forma* Statement of Profit or Loss and Other Comprehensive Income, the *pro forma* Statement of Financial Position and the notes thereto are set out in Annexure 1 and the report of the Independent Reporting Accountant is set out in Annexure 2.

The *pro forma* financial information of the BEE Extension Transaction is set out in the table below.

<b>For the six-month interim period ended 30 June 2020</b>	<b>Before<sup>(1)</sup></b>	<b><i>Pro forma</i> after the BEE Extension Transaction<sup>(2)</sup></b>	<b>Net impact</b>	<b>% change</b>
NAV per Share (cents)	744	731	(13)	(2)
Tangible NAV per Share (cents)	741	728	(13)	(2)
EPS (cents)	(75)	(78)	(3)	(3)
Diluted EPS (cents)	(75)	(78)	(3)	(3)
HEPS (cents)	(70)	(72)	(2)	(3)
Diluted HEPS (cents)	(70)	(72)	(2)	(3)
Weighted average number of shares in issue	305 638 647	310 360 247	4 721 600	2
Diluted weighted average number of shares in issue	305 638 647	310 360 247	4 721 600	2

**Notes:**

1. The EPS, diluted EPS, HEPS, diluted HEPS, NAV and Tangible NAV per Hulammin Ordinary Share are based on the published unaudited interim results of Hulammin for the six months ended 30 June 2020.
2. The EPS, diluted EPS, HEPS and diluted HEPS, "*Pro forma* after the BEE Extension Transaction" for the period ended 30 June 2020 assume that the BEE Extension Transaction was implemented on 1 January 2020.
3. All the assumptions on which the *pro forma* financial information is based are contained in Annexure 1.

## 9. MATERIAL AGREEMENTS

### 9.1 Transactions in relation to Isizinda

The Company announced on SENS on 3 April 2020 that Hulammin Operations Proprietary Limited ("Hulammin Opco") agreed a term sheet ("Term Sheet") with Isizinda Aluminium Proprietary Limited ("Isizinda"), Bingelela Capital Proprietary Limited ("Bingelela"), the Isizinda Employee Share Incentive Scheme Trust ("Isizinda Trust"), Bingelela Alloys Proprietary Limited and Bingelela Extrusion Billets Proprietary Limited. The Term Sheet resulted in further definitive transaction agreements that were entered into on 16 July 2019 between Hulammin Opco, Isizinda, and certain employees of Isizinda, to give effect to the following transactions:

- the purchase by Hulammin Opco from Isizinda of the Slab Business, as a going concern, for a cash consideration of R68.5 million, being R20.3 million for the fixed assets and R48.2 million in respect of trading stock reflected in Isizinda's books on the day immediately preceding the effective date of the transaction. In addition, Hulammin Opco employed the personnel engaged in the Slab Business and assumed responsibility for employee liabilities of R6.1 million;
- a funding agreement between Hulammin Opco and Isizinda in terms of which Hulammin Opco agreed to advance a sum of R50 million to Isizinda, which has been used by Isizinda to declare and pay a dividend of R35 million to Bingelela in August 2019, with a further dividend of R15 million to be declared and paid ("the Dividends") upon Hulammin Opco concluding a long-term liquid metal supply agreement with Hillside Aluminium Proprietary Limited, including the fulfilment of all conditions precedent. Both Hulammin Opco and the Isizinda Trust have waived their rights to participate in the Dividends;
- the agreement in the Term Sheet that Isizinda declare and pay a dividend of R15 million ("Further Dividend") on the sale of the Property. Should the proceeds of the sale of the Property be insufficient to support the payment of the Further Dividend, then Hulammin Opco will subordinate or write off a portion of its loan or otherwise provide the support necessary for Isizinda to pay

the Further Dividend. Both Hulamin Opco and the Isizinda Trust have waived their rights to participate in the Further Dividend;

- an evergreen lease agreement between Hulamin Opco and Isizinda for the lease of the portion of the Property on which the Slab Business is situated, at a monthly rental determined as set out in the lease agreement. The lease is capable of termination on agreement by both parties; and
- an operational support agreement between Hulamin Opco and Isizinda, in terms of which Isizinda will supply utilities and services to Hulamin Opco as previously utilised by Isizinda in the conduct of the Slab Business, including energy, water and other services.

The transaction was categorised as a Category 2 transaction in terms of the JSE Listings Requirements.

## 9.2 **Disposal of immovable property by Hulamin Extrusions**

Hulamin announced on SENS on 13 March 2020 that its wholly-owned subsidiary, Hulamin Extrusions Proprietary Limited, (“Hulamin Extrusions”), entered into an agreement with Pioneer Metals Proprietary Limited (“Pioneer”) on 11 March 2020 whereby Pioneer purchased immovable property described as Erf 7733, Clayville, Gauteng held under title deed number T177688/2016, measuring 6,9619 hectares, situated at 1 Westview Road, Clayville, together with all buildings, fixtures and fittings of a permanent nature, as well as equipment and spares from Hulamin Extrusions.

The total cash consideration in respect of this transaction is R55 million. The transaction was categorised as a Category 2 transaction in terms of the JSE Listings Requirements.

- 9.3 There are no material contracts entered by Hulamin, either verbally or in writing, other than the agreements related to the transactions set out in paragraphs 9.1 and 9.2 above, the A3 Ordinary Shares Subscription Agreement, the Umbrella Extension Agreement and, contracts entered into in the ordinary course of business.
- 9.4 No contracts entered at any time contain an obligation or settlement that is material to Hulamin or its subsidiaries as at the date of the circular.
- 9.5 No royalties or items of similar nature are payable by the Company and its subsidiaries.
- 9.6 There are no contracts or proposed contracts either written or oral, relating to the remuneration of the executive directors or management, secretarial and technical fees, or restraint payments payable by Hulamin or any of its subsidiaries.
- 9.7 Conditions of employment for executive directors are governed by engagement letters as mentioned in paragraph 11.11.

## 10. **INFORMATION IN RESPECT OF THE RESOLUTIONS**

### 10.1 **A2 Ordinary Shareholder Special Resolution 1**

The JSE Listings Requirements require that any amendment relating to the variation of any preferences, rights, limitations and other terms attaching to any other class of shares already in issue must not be implemented without first obtaining a special resolution taken by the holders of shares in that class at a separate meeting.

This resolution is the approval by the holders of the A2 Ordinary Shares of the amendment to the terms of the A2 Ordinary Shares as set out in this Circular.

### 10.2 **B1 Ordinary Shareholder Special Resolution 1**

The JSE Listings Requirements require that any amendment relating to the variation of any preferences, rights, limitations and other terms attaching to any other class of shares already in issue must not be implemented without first obtaining a special resolution taken by the holders of shares in that class at a separate meeting.

This resolution is the approval by the holders of the B1 Ordinary Shares of the amendment to the terms of the B1 Ordinary Shares as set out in this Circular.

### 10.3 **B2 Ordinary Shareholder Special Resolution 1**

The JSE Listings Requirements require that any amendment relating to the variation of any preferences, rights, limitations and other terms attaching to any other class of shares already in issue must not be implemented without first obtaining a special resolution taken by the holders of shares in that class at a separate meeting.

This resolution is the approval by the holders of the B2 Ordinary Shares of the amendment to the terms of the B2 Ordinary Shares as set out in this Circular.

### 10.4 **B3 Ordinary Shareholder Special Resolution 1**

The JSE Listings Requirements require that any amendment relating to the variation of any preferences, rights, limitations and other terms attaching to any other class of shares already in issue must not be implemented without first obtaining a special resolution taken by the holders of shares in that class at a separate meeting.

This resolution is the approval by the holders of the B3 Ordinary Shares of the amendment to the terms of the B3 Ordinary Shares as set out in this Circular.

### 10.5 **Ordinary Shareholders Ordinary Resolution 1**

The Board has requested the Shareholders to approve the BEE Extension Transaction outlined in this Circular.

### 10.6 **Ordinary Shareholders Special Resolution 1**

Special Resolution 1 authorises the issue of the A3 Ordinary Shares to the ESOP Trust for nominal consideration.

Section 41 of the Companies Act requires shareholders to approve, by special resolution, the issue of shares where those shares are issued to a person described in section 41(1) or in the circumstances contemplated by section 41(3).

To the extent that the issue of the A3 Ordinary Shares might constitute an issue to such a person or in such circumstances, the board has requested the shareholders to approve the issue as contemplated by section 41.

### 10.7 **Ordinary Shareholders Special Resolution 2**

Special Resolution 2 authorises the amendments to Hulamin's memorandum of incorporation to create the A3 Ordinary Shares and to amend the terms relating to the A2 Ordinary Shares, B1 Ordinary Shares, B2 Ordinary Shares and B3 Ordinary Shares as contemplated by this Circular.

In terms of section 16(1) of the Companies Act, the amendment to the memorandum of incorporation must be approved by a special resolution of the shareholders.

## 11. **FURTHER INFORMATION REGARDING HULAMIN**

### 11.1 **Nature of business**

Hulamin is a leading, mid-stream aluminium semi-fabricator and fabricator of aluminium products located in Pietermaritzburg, KwaZulu-Natal supported by sales offices in South Africa, Europe and the USA. As the only major aluminium rolling operation in sub-Saharan Africa, Hulamin is one of the largest mineral beneficiating exporters in South Africa, with over 60% of its sales exported to leading manufacturers around the world, focusing on specific product and end-use markets.

Hulamin is committed to the growth of the regional Southern African aluminium industry and making a meaningful contribution to sustainable development in Southern Africa. Hulamin employs around 2 000 people and contributes materially to the sustainability of the local Pietermaritzburg community.

The origin of Hulamin dates to 1935 when the Aluminium Company of Canada Limited (Alcan) opened a sales office in South Africa, which was followed in 1940 by the registration of the Aluminium Company of South Africa (ALCOSA). During and after World War II, demand for semi-fabricated aluminium developed to the point where an aluminium rolling mill was opened in 1949 at the current Pietermaritzburg site.

The Company has grown and expanded its operations to cover a full range of rolled and extruded aluminium products.

## 11.2 Prospects

Hulamin expects the turnaround actions taken in 2019, particularly the reduction in costs, to support a return to profitability in the second half of 2020. Sales forecasts indicate a stronger volume performance in all operations, although lower than in recent years. Together with the weaker Rand we consequently expect an improved second half. Order books for all operations are filling up for the balance of the year.

On Thursday, 8 October 2020, the USA Department of Commerce announced the preliminary outcome in the anti-dumping case instituted by the US Aluminum Association against 38 rolling operations from 18 countries. These duties, which become enforceable immediately, range from 0% for Italy to 353% for Germany. The anti-dumping duty to be implemented for common alloy aluminium rolled products from South Africa is 8.98%. There are seven countries with import duties lower than South Africa.

Should global and local economic conditions continue to improve, and particularly demand for Hulamin products, we expect this to support an improvement in profitability and consequently cash flow. As activity levels improve, we will closely manage working capital to protect the balance sheet.

## 11.3 Share price history

The price history of the Hulamin Ordinary Shares on the JSE is summarised in Annexure 6.

## 11.4 Authorised and issued share capital

The table below shows, at the Last Practicable Date, the authorised and issued ordinary share capital of Hulamin, before and after the implementation of the BEE Extension Transaction.

### ***Before the BEE Extension Transaction:***

	<b>Rm</b>
<b>Authorised stated capital</b>	
800 000 000 Hulamin Ordinary Shares of no par value	–
4 721 600 A1 Ordinary Shares of no par value	–
26 755 733 A2 Ordinary Shares of no par value	–
9 018 000 B1 Ordinary Shares of no par value	–
9 018 000 B2 Ordinary Shares of no par value	–
18 036 000 B3 Ordinary Shares of no par value	–
<b>Issued stated capital</b>	
319 596 836 Hulamin Ordinary Shares	1 818
4 721 600 A1 Ordinary Shares	–
26 755 733 A2 Ordinary Shares	60
9 018 000 B1 Ordinary Shares	–
9 018 000 B2 Ordinary Shares	–
18 036 000 B3 Ordinary Shares	–
<b>Total issued stated capital</b>	<b>1 878</b>
Consolidated A & B Ordinary Shares	(60)
<b>Total stated capital</b>	<b>1 818</b>
<b>Number of Treasury shares</b>	<b>15 822 345</b>

**After the BEE Extension Transaction:**

	<b>Rm</b>
<b>Authorised stated capital</b>	
800 000 000 Hulammin Ordinary Shares of no par value	–
26 755 733 A2 Ordinary Shares of no par value	–
4 721 600 A3 Ordinary Shares of no par value	–
9 018 000 B1 Ordinary Shares of no par value	–
9 018 000 B2 Ordinary Shares of no par value	–
18 036 000 B3 Ordinary Shares of no par value	–
<b>Issued stated capital</b>	
324 318 436 Hulammin Ordinary Shares	1 818
26 755 733 A2 Ordinary Shares	60
4 721 600 A3 Ordinary Shares	–
9 018 000 B1 Ordinary Shares	–
9 018 000 B2 Ordinary Shares	–
18 036 000 B3 Ordinary Shares	–
<b>Total issued stated capital</b>	<b>1 878</b>
Consolidated A & B Ordinary Shares	(60)
<b>Total stated capital</b>	<b>1 818</b>
<b>Number of Treasury Shares</b>	<b>15 822 345</b>

**After the conversion of the A2 Ordinary Shares and the B1 and B2 Ordinary Shares:**

	<b>Rm</b>
<b>Authorised stated capital</b>	
800 000 000 Hulammin Ordinary Shares of no par value	–
26 755 733 A2 Ordinary Shares of no par value	–
4 721 600 A3 Ordinary Shares of no par value	–
9 018 000 B1 Ordinary Shares of no par value	–
9 018 000 B2 Ordinary Shares of no par value	–
18 036 000 B3 Ordinary Shares of no par value	–
<b>Issued stated capital</b>	
369 110 169 Ordinary Shares	1 878
4 721 600 A3 Ordinary Shares	–
<b>Total issued stated capital</b>	<b>1 878</b>
Consolidated A Ordinary Shares	–
<b>Total stated capital</b>	<b>1 878</b>
<b>Number of Treasury Shares</b>	<b>15 822 345</b>

Note: 18 036 000 B3 Ordinary shares will be repurchased.

**After the conversion of the A3 Ordinary Shares**

	<b>Rm</b>
<b>Authorised stated capital</b>	
800 000 000 Hulammin Ordinary Shares of no par value	–
26 755 733 A2 Ordinary Shares of no par value	–
4 721 600 A3 Ordinary Shares of no par value	–
9 018 000 B1 Ordinary Shares of no par value	–
9 018 000 B2 Ordinary Shares of no par value	–
18 036 000 B3 Ordinary Shares of no par value	–
<b>Issued stated capital</b>	
373 831 769 Hulammin Ordinary Shares	1 878
<b>Total stated capital</b>	<b>1 878</b>
<b>Number of Treasury Shares</b>	<b>15 822 345</b>

Other than as disclosed above, there have been no changes to the issued ordinary share capital of Hulammin in the three years prior to the Last Practicable Date.

**11.5 Directors and management**

The details of the Directors and management of the Hulammin Group are set out below:

<b>Name</b>	<b>Function</b>	<b>Business address</b>
Thabo Patrick Leeuw	Chairman	Thesele Group 2nd Floor, Colliers 36 Fricker Road Illovo, 2196
Charles Alexander Boles	Independent non-executive director	140 16th Street Parkhurst, 2193
Vusi Noel Khumalo	Non-executive director	Industrial Development Corporation 19 Fredman Drive Sandown, 2196
Robert Lennart Larson	Independent non-executive director	Moses Mabhida Road Pietermaritzburg, 3200
Naran Maharajh	Independent non-executive director	BCA Chartered Accountants 83 Ramsay Avenue Berea, Durban, 4058
Dr Bonakele Mehlomakulu	Independent non-executive director	Moses Mabhida Road Pietermaritzburg, 3200
Sibusiso Peter-Paul Ngwenya	Non-executive director	c/o Sebenza Forwarding and Shipping 16 Spanner Crescent Spartan, Kempton Park, 1616
Geoffrey Harold Melrose Watson	Independent non-executive director	Moses Mabhida Road Pietermaritzburg, 3200
Gcina Cecil Zondi	Alternate director	Imbewu Capital Partners Suite 5, Unit 10 Rydall Vale Office Park Douglas Saunders Drive La Lucia Ridge, 4051

<b>Name</b>	<b>Function</b>	<b>Business address</b>
Richard Gordon Jacob	Chief Executive Officer	Moses Mabhida Road Pietermaritzburg, 3200
Laren Michael Farquharson	Acting Chief Financial Officer	Moses Mabhida Road Pietermaritzburg, 3200
Marlene Antoinette Janneker	Group Executive: Human Capital	Moses Mabhida Road Pietermaritzburg, 3200
Ayanda Mngadi	Group Executive: Corporate Affairs	Moses Mabhida Road Pietermaritzburg, 3200
Clayton John Fischer	Group Executive and Managing Director: Rolled Products	Moses Mabhida Road Pietermaritzburg, 3200
Zithulele Dennis Gumede	Group Executive: Portfolio and Investment	Moses Mabhida Road Pietermaritzburg, 3200

Brief resumes for the Hulammin Group Directors and management are set out in Annexure 5 of this Circular.

#### 11.6 Directors' interests in Hulammin Ordinary Shares

On the Last Practicable Date, the Directors (and their associates), including any Directors who may have resigned during the last 18 months, held the following direct and indirect beneficial interests in the ordinary share capital of Hulammin.

<b>Director</b>	<b>Direct beneficial</b>	<b>Indirect beneficial</b>	<b>Total</b>	<b>% holding*</b>
<b>Executive</b>				
RG Jacob	978 432		978 432	0.31%
<b>Non-executive</b>				
ZM Mkhize#	84 554		84 554	0.03%
CA Boles	60 000		60 000	0.02%
G Watson	–	27 763	27 763	0.01%
PH Staude#	74 610		74 610	0.02%
<b>Total</b>	<b>1 197 596</b>	<b>27 763</b>	<b>1 150 749</b>	<b>0.37%</b>

\*Excluding 15 822 345 Treasury Shares

#ZM Mkhize resigned with effect from 28 February 2020 and PH Staude retired with effect from 30 June 2019

As a result of the implementation of the BEE Extension Transaction there will be no variation in the respective shareholdings of the directors of Hulammin.

#### 11.7 Directors' interests in the BEE SPV

As set out in paragraph 7 above, the BEE SPV is an associate of Mr Gcina Zondi and Mr Sibusiso Ngwenya, both directors of Hulammin. Mr Zondi and Mr Ngwenya are also directors of the BEE SPV.

The BEE SPV is 60% held by Imbewu SPV 13, a consortium led by Imbewu Capital Partners, a Black controlled private equity and investment holding company. Mr Zondi is the founding Chief Executive and shareholder of Imbewu Capital Partners which, in turn, has a 63.98% interest in Imbewu SPV 13.

#### 11.8 Directors' interests in the ESOP

None of the directors listed in paragraph 11.5 above have an interest in the ESOP including the issue of the new A3 Ordinary Shares.

### 11.9 Directors' interests in transactions

Other than in respect of the BEE Extension Transaction, no Directors (including Directors who resigned during the last 18 months) have any beneficial interests, whether direct or indirect, in transactions that were effected by Hulamín during the current or immediately preceding financial year or during an earlier financial year, and which, in any respect, remain outstanding or unperformed.

No Director has any interest in transactions effected by Hulamín during an earlier financial year which remain in any respect outstanding or unperformed.

### 11.10 Directors' remuneration

There will be no variation in the remuneration receivable by any of the Directors because of the implementation of the BEE Extension Transaction.

### 11.11 Directors' service contracts

At present, all executive Directors of Hulamín have employment contracts with Hulamín, the terms of which are detailed in the Hulamín remuneration report.

### 11.12 Major shareholders of Hulamín

As at the Last Practicable Date, Hulamín Ordinary Shareholders who, insofar as is known to Hulamín, were beneficially interested in 5% or more of the issued ordinary share capital of Hulamín excluding Treasury Shares are as follows:

Shareholder	Number of Ordinary Shares	% shareholding on total Ordinary Shares in issue	% shareholding excluding Treasury Shares <sup>(1)</sup>
Industrial Development Corporation	94 587 954	29.60	31.14
Biccard, JL	31 894 766	9.98	10.50
Ninety One	16 193 301	5.07	5.33
<b>Total</b>	<b>142 676 021</b>	<b>44.64</b>	<b>46.97</b>

(1) Based on 15 822 345 Treasury Shares.

As at the Last Practicable Date, insofar as is known to Hulamín, there were no other Hulamín Shareholders interested in 5% or more of any other class of shares in the issued ordinary share capital of Hulamín. As a result of the implementation of the BEE Extension Transaction there will be no variation in the shareholdings of the major shareholders of Hulamín as set out above.

There have been no changes to controlling shareholders in the five years prior to the Last Practical Date.

### 11.13 Directors' interests in Hulamín other classes of shares

The effective interests of Messrs Zondi and Ngwenya in Hulamín prior to the implementation of the BEE Extension Transaction is set out in Annexure 7 of this Circular. The effective interest of these directors will not change post the transaction since the BEE Extension Transaction is an extension of the existing arrangements involving the exact same number of securities for BEE SPV. Other than the information set out in Annexure 7, no other directors have any interest in other classes of Hulamín shares.

## 12. LITIGATION STATEMENT

There are no other legal or arbitration proceedings, including any proceedings that are pending or threatened, of which Hulamín is aware, that may have or have had, in the recent past, being the previous 12 months, a material effect on Hulamín and its subsidiaries' financial position.

## 13. MATERIAL CHANGES

There have been no material changes in the financial or trading position of Hulamín and its subsidiaries that has occurred following the interim results of Hulamín for the six months ended 30 June 2020.

## 14. EXPENSES

The estimated costs and expenses of the BEE Extension Transaction (excluding VAT) payable by Hulamín, are set out below:

			<b>R'000</b>
Transaction Advisor	Identity Advisory		2 500
Legal Advisor	Cox Yeats		600
Independent Expert	BDO		275
Independent Auditor and Independent Reporting Accountant	EY		585
Sponsor	Questco		475
Valuation expert	Shareforce		60
Tax Consultant	Th!nkTax		75
Technical Accounting consultant	W Consulting		139
Documentation fees	JSE		100
Printing and postage costs	INCE		104
<b>Total</b>			<b>4 913</b>

No preliminary expenses were incurred by Hulamín within the three years preceding the date of this Circular.

## 15. CONSENTS

The Transaction Advisor, JSE Sponsor, Transaction Sponsor, Independent Expert, Legal Advisor, Independent Reporting Accountant and Transfer Secretaries have consented in writing to act in the capacity stated, and have not, prior to the Last Practicable Date, withdrawn their written consents for inclusion of their names in this Circular.

The Independent Expert and the Independent Reporting Accountant have given and have not withdrawn their written consents to the issue of the Circular, containing the Independent Expert Report and the Independent Reporting Accountant's Report in the form and context in which it appears.

## 16. DIRECTORS' RESPONSIBILITY STATEMENT

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

## 17. OPINIONS, RECOMMENDATIONS AND UNDERTAKINGS

The Board, excluding Messrs Zondi and Ngwenya (who have an interest in the BEE Extension Transaction) has considered the reasons for and the terms of the BEE Extension Transaction and, taking into account the opinion of the Independent Expert referred to in paragraph 7 above and attached as Annexure 3 to this Circular, is of the opinion that the terms and conditions of the BEE Extension Transaction are in the best interest of Shareholders despite the BEE Extension Transaction not being fair (yet being reasonable) to Shareholders insofar as the amendments to the B Ordinary Shares and the issue of

the A3 Ordinary Shares are concerned. An optimal BEE shareholding will not only enable Hulamín to preserve existing customer value but will also be critical in unlocking Hulamín's "cans and cars" strategy. The Board therefore recommends that Hulamín Shareholders vote in favour of the Resolutions at the General Meetings.

The Directors of Hulamín, other than Messrs Zondi and Ngwenya, who hold direct and/or indirect interests in Hulamín, and who are not related to the BEE SPV and are entitled to vote, have undertaken to vote in favour of the Resolutions to be proposed at the General Meetings which are required to implement the BEE Extension Transaction in respect of all of the Shares beneficially held by them.

## 18. GENERAL MEETINGS

General Meetings of Shareholders including holders of the A Ordinary and B Ordinary Shares will be held on Thursday, 17 December 2020 at 15:00, to consider, and, if deemed fit, pass, with or without modification, the Resolutions contained in the Notice of General Meetings.

A notice convening the General Meetings and Forms of Proxy, for use by Certificated Shareholders and Dematerialised Shareholders with Own-Name Registration, as well as shareholders of the A Ordinary Shares and B Ordinary Shares are enclosed and form part of this Circular. Duly completed Forms of Proxy must be received by the Transfer Secretaries by no later than 15:00 on Monday, 14 December 2020 for administrative purposes. Forms of Proxy may alternatively still be emailed to proxy@computershare.co.za before the proxy exercises the voting rights of the Shareholder at the General Meetings or adjourned or postponed General Meetings, as the case may be.

Shareholders are referred to the "Action required by Shareholders" section of this Circular, which contains information as to the action they need to take regarding the General Meetings.

In terms of paragraph 10.9(f) of the JSE Listings Requirements, Messrs Zondi and Ngwenya and their associate, the BEE SPV will be taken into account in determining a quorum at the General Meeting, but their votes will not be taken into account in determining the results of the voting at such meeting in relation to Ordinary Shareholders Ordinary Resolution 1.

## 19. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents, all in their executed form, will be available for inspection during normal business hours at the Company's registered office and from the Company's website on www.hulamin.com from the date of distribution of this Circular until the date of the General Meetings:

- the Current MOI and the New MOI of Hulamín and the memoranda of incorporation of its major subsidiaries;
- the Umbrella Extension Agreement;
- the A3 Ordinary Shares Subscription Agreement;
- the ESOP Trust Deed, as amended;
- a signed copy of this Circular;
- the agreements in respect of the transactions as set out in paragraphs 9.1 and 9.2;
- the Independent Reporting Accountant's Assurance Report on the *Pro forma* Financial Information of the Group;
- the audited annual financial information of Hulamín for the three years ended 31 December 2017, 31 December 2018, 31 December 2019 and unaudited interim results for the six-month period to 30 June 2020;
- the fairness opinion included in this Circular as Annexure 3; and
- written consents from each of the experts referred to in paragraph 15.

Signed in Pietermaritzburg, by Richard Gordon Jacob on behalf of all the Directors on Tuesday, 17 November 2020 in terms of a Board resolution.

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Richard Gordon Jacob  
Chief Executive Officer

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## PRO FORMA FINANCIAL INFORMATION

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The definitions commencing on page 7 of the Circular apply, *mutatis mutandis*, have been used throughout this Annexure 1.

The *pro forma* financial information of Hulamin and its subsidiaries (together, the “**Group**”) (the “*Pro forma* Financial Information”) has been prepared for illustrative purposes only and because of its nature may not fairly present the Group’s financial position, changes in equity and results of operations or cash flows.

The *Pro forma* Financial Information is based on the unaudited published financial information of the Group as at and for the six-month period ended 30 June 2020.

The *Pro forma* Financial Information has been prepared to illustrate the impact of the proposed extension of the 2015 BEE Transaction involving the participation of Eligible Employees and Strategic Black Partners (collectively, the “**BEE Extension Transaction**”) on the unaudited published financial information of the Group on the assumption that the BEE Extension Transaction occurred on 1 January 2020 for statement of profit or loss and other comprehensive income purposes and on 30 June 2020 for statement of financial position purposes. The *Pro forma* Financial Information presented below does not purport to be indicative of the financial results and effects of the proposed BEE Extension Transaction if it had been implemented on a different date.

The *Pro forma* Financial Information has been prepared using the accounting policies of the Group which comply with IFRS and are consistent with those applied in the unaudited published financial information for the six months ended 30 June 2020 and the consolidated annual financial statements for the year ended 31 December 2019.

The *Pro forma* Financial Information has been prepared based on the assumptions indicated in this Annexure.

The *Pro forma* Financial Information is presented in accordance with the JSE Listings Requirements. The JSE Listings Requirements require that *pro forma* financial information be compiled in terms of the JSE Listings Requirements, the SAICA Guide on *Pro forma* Financial Information and any relevant guidance issued by the IRBA.

The directors of Hulamin are responsible for the compilation, contents and preparation of the *Pro forma* Financial Information included in this Circular.

The *Pro forma* Financial Information should be read in conjunction with Ernst & Young Inc.’s independent reporting accountant’s assurance report contained in Annexure 2 to this Circular.

**Pro forma statements of profit or loss and other comprehensive income**

	Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9
R'000	Published at 30 June 2020	Conclusion of the 2015 BEE Transaction	Revised Base Financial Information	Extension of the BEE SPV transaction	Extension of the ESOP transaction	New ESOP transaction	Transaction costs	BEE Support Fee	Pro forma financial information after the Transaction
<b>Revenue from contracts with customers</b>	3 673 509		3 673 509						3 673 509
Cost of sales of goods	(3 385 972)		(3 385 972)						(3 385 972)
Cost of providing services	(9 310)		(9 310)						(9 310)
<b>Gross profit</b>	278 227		278 227						278 227
Selling, marketing and distribution expenses	(216 103)		(216 103)						(216 103)
Administrative and other expenses	(77 477)		(77 477)	(4 904)	(528)	(539)	(4 913)		(88 361)
Impairment of property, plant and equipment and intangible assets	(8 432)		(8 432)						(8 432)
Net impairment losses of financial assets	(16 401)		(16 401)						(16 401)
(Losses)/gains on financial instruments related to trading activities	(67 940)		(67 940)						(67 940)
Other losses	(11 320)		(11 320)						(11 320)
<b>Operating loss</b>	(119 446)		(119 446)	(4 904)	(528)	(539)	(4 913)		(130 330)
Interest income	7 292		7 292						7 292
Interest expense	(27 999)		(27 999)						(27 999)
Share of net profits of joint ventures accounted for using the equity method	882		882						882
<b>Loss before tax</b>	(139 271)		(139 271)	(4 904)	(528)	(539)	(4 913)		(150 155)
Taxation	(91 340)		(91 340)						(91 340)
<b>Net loss for the period</b>	(230 611)		(230 611)	(4 094)	(528)	(539)	(4 913)		(241 495)
Other comprehensive (loss)/income for the period									
<i>Items that may be reclassified subsequently to profit or loss</i>									
– Cash flow hedges transferred to the statement of profit or loss	193 093		193 093						193 093
– Cash flow hedges created/(reversed)	(253 857)		(253 857)						(253 857)
– Cost of hedging	(10 439)		(10 439)						(10 439)
– Income tax effect of the above									
	(71 203)		(71 203)						(71 203)

	Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9
	Published at 30 June 2020	Conclusion of the 2015 BEE Transaction	Revised Base Financial Information	Extension of the BEE SPV transaction	Extension of the ESOP transaction	New ESOP transaction	Transaction costs	BEE Support Fee	financial information after the Transaction
R'000	(2 205)	(2 205)	(2 205)	(4 904)	(528)	(539)	(4 913)	(314 903)	(2 205)
<i>Items that will not be reclassified to profit or loss</i>									
– Remeasurement of retirement benefit obligation	(3 063)		(3 063)						(3 063)
– Remeasurement of retirement benefit asset	858		858						858
– Income tax effect of the above									
<b>Total comprehensive loss for the period attributable to ordinary shareholders of the company</b>	(304 019)		(304 019)	(4 904)	(528)	(539)	(4 913)	(314 903)	
<b>Headline earnings reconciliation</b>									
Net loss for the period	(230 611)		(230 611)	(4 904)	(528)	(539)	(4 913)	(241 495)	
Impairment of property, plant and equipment and intangible assets	8 432		8 432					8 432	
Loss of control of Isizinda	11 207		11 207					11 207	
Tax effect	(3 138)		(3 138)					(3 138)	
<b>Headline loss for the period</b>	(214 110)		(214 110)	(4 904)	(528)	(525)	(4 913)	(224 994)	
<b>Losses attributable to the shareholders' of the company per share</b>									
– Basic loss per share	(75)	1	(74)	(2)			(2)	(78)	
– Diluted loss per share	(75)	1	(74)	(2)			(2)	(78)	
<b>Headline loss per share</b>									
– Basic loss per share	(70)	1	(69)	(2)			(2)	(73)	
– Diluted loss per share	(70)	1	(69)	(2)			(2)	(73)	
<b>Number of shares</b>									
– Number of shares for basic loss per share	305 638 647	310 360 247	310 360 247	310 360 247	310 360 247	310 360 247	310 360 247	310 360 247	310 360 247
– Number of shares for diluted loss per share	305 638 647	310 360 247	310 360 247	310 360 247	310 360 247	310 360 247	310 360 247	310 360 247	310 360 247

## Notes to the *pro forma* statement of profit or loss and other comprehensive income:

1. Column 1 presents the historical statement of profit or loss and other comprehensive income of the Group, which has been extracted, without adjustment, from the unaudited published statement of profit or loss and other comprehensive income of the Group for the period ended 30 June 2020 as presented in the Interim Financial Statements of Hulamín. The Interim Financial Statements can be viewed in full on the Hulamín website, SENS or at the companies registered office.
2. Column 2 presents the financial effects on the statement of profit or loss and other comprehensive income for the vesting of the A1 Ordinary Shares issued as part of the 2015 BEE Transaction share-based payment benefit provided to the ESOP Trust in 2015, as required in terms of S8.26(d) of the JSE Listings Requirements.

The 4 721 600 issued A1 Ordinary Shares are held by the Group as Treasury Shares as they were issued to the ESOP Trust, which is consolidated by Hulamín. When these A1 Ordinary Shares vest as issued ordinary shares in terms of the 2015 BEE Transaction, Hulamín's Treasury Shares held will decrease to reflect the issue of these shares to the eligible employees of the ESOP Trust.

The benefit arising from the 2015 BEE Transaction in terms of IFRS 2 – Share-based Payments over the five-year vesting period for the A1 Ordinary Shares and recognised over these five years, amounting to R25.9 million, will be released to retained earnings upon vesting.

Should the proposed BEE Extension Transaction not be approved, then in terms of the 2015 BEE Transaction the remaining B1 Ordinary Shares, B2 Ordinary Shares and A2 Ordinary Shares will be repurchased by the Group in terms of the Repurchase Event, using the applicable Repurchase Formula. Thereafter these shares will be cancelled. The estimated cost of repurchasing these shares amounts to R448 000 should the proposed BEE Extension Transaction not be approved. These shares are currently reflected as Treasury shares as Hulamín consolidates both the ESOP Trust and the BEE SPV.

The B3 Ordinary Shares will remain in issue and are currently held by Hulamín as Treasury shares as they were issued to the BEE SPV, which is consolidated by Hulamín.

Apart from the A1 Ordinary Shares which will vest and become Hulamín issued ordinary shares, there will be no further impact on the number of Hulamín issued Ordinary Shares.

This adjustment will have not have a continuing effect of the Group's *Pro forma* statement of profit or loss and other comprehensive income.

3. Column 3 presents the Revised Base Financial Information on which the proposed BEE Extension Transaction financial impact is reflected.

The Revised Base Financial Information is determined by the aggregation of Column 1 and Column 2 as presented in the *Pro forma*.

Column's 2 and 3 effectively demonstrate the impact of the 2015 BEE Transaction closing out prior to the proposed BEE Extension Transaction on previously published results.

4. Column 4 presents the financial effects on the statement of profit or loss and other comprehensive income for the proposed extension of the 2015 BEE Transaction share-based payment benefit provided to the Strategic Black Partners in 2015. This benefit is recognised as an equity-settled share-based payment transaction in terms of IFRS 2 – Share-based Payments with no vesting period.

A valuation was performed using the Black-Scholes model, which applies the appropriate valuation methodology that takes into account the salient terms and conditions of the transaction at modification date, established derivative pricing theory, international market practice and the requirements of IFRS 2 to fair value the transaction as at the modification date.

The valuation date was 22 October 2020 while the vesting/maturity date is 28 February 2026. A spot price of R1.18 per share was used for the purposes of the valuation. The Nominal Annual Compounded Continuously (NACC) risk free rate for the entire term of the proposed BEE Extension Transaction and for the purposes of this valuation was determined as 5.18% while an equally weighted volatility of 53.72% was used.

The strike price per grant used in the valuation was equal to the terminal value of the loan related to the ordinary shares. This strike price was R2.92 for B1 Ordinary Shares and R5.83 for B2 ordinary shares.

The full economic cost of the proposed BEE Extension Transaction of R4.9 million, is recognised on grant date through the statement of profit or loss and other comprehensive income. No tax impact is expected for the share-based payment.

A 22 cents/share increase in the Hulamin share price would result in an increase of R1.8 million in the full economic costs of the BEE Extension Transaction, while a 18 cents/share decrease would result in a decrease of R1.3 million in the full economic costs of the BEE Extension Transaction.

Similarly, an equally weighted volatility of 40% would result in a decrease of R2.4 million in the full economic costs of the BEE Extension Transaction, while an equally weighted volatility of 60% would result in an increase of R1.2 million in the full economic costs of the BEE Extension Transaction.

The actual share-based payment charge will be calculated with reference to the market information on the Completion Date.

This adjustment will not have a continuing effect on the Group's *Pro forma* statement of profit.

5. Column 5 presents the financial effects on the statement of profit or loss and other comprehensive income for the proposed extension of the 2015 BEE Transaction share-based payment benefit provided to the ESOP Trust created in 2015. This benefit is recognised as an equity-settled share-based payment transaction in terms of IFRS 2 – Share-based Payments over its five-year and two-month vesting period.

A valuation was performed using the Black Scholes model, which applies the appropriate valuation methodology that takes into account the salient terms and conditions of the transaction at modification date, established derivative pricing theory, international market practice and the requirements of IFRS 2 to fair value the transaction as at the modification date.

The valuation date was 22 October 2020 while the vesting/maturity date is 28 February 2026. A spot price of R1.18 per share was used for the purposes of the valuation. The NACC risk free rate for the entire term of the proposed BEE Extension Transaction and for the purposes of this valuation was determined as 5.18% while an equally weighted volatility of 53.72% was used.

The original strike price per grant for the A2 ordinary shares used in the valuation was R5.83, which equals the original strike price and the terminal value used in the valuation was R5.35.

The total economic cost of the proposed BEE Extension Transaction of R5.5 million is recognised equally over the five-year and two-month vesting period, apportioned for the six months at R528 000, through the statement of profit or loss and other comprehensive income. No tax impact is expected for the share-based payment.

A 22 cents/share increase in the Hulamin share price would result in an increase of R2.3 million in the full economic costs of the BEE Extension Transaction, while a 18 cents/share decrease would result in a decrease of R1.6 million in the full economic costs of the BEE Extension Transaction.

Similarly, an equally weighted volatility of 40% would result in a decrease of R3.3 million in the full economic costs of the BEE Extension Transaction, while an equally weighted volatility of 60% would result in an increase of R1.8 million in the full economic costs of the BEE Extension Transaction.

The actual share-based payment charge will be calculated with reference to the market information on the Completion Date.

This adjustment will have a continuing effect on the Group's *Pro forma* statement of profit or loss and other comprehensive income.

6. Column 6 presents the financial effects on the statement of profit or loss and other comprehensive income of the A3 class shares that will be issued to the eligible employees of the ESOP Trust at a nominal value as part of the proposed BEE Extension Transaction. This benefit is recognised as an equity-settled share-based payment transaction in terms of IFRS 2 – Share-based Payments over its five-year and two-month vesting period.

The valuation of the expense has been determined at the current market price of R1.18 per share and the total economic cost of the proposed BEE Extension Transaction of R5.6 million will be recognised equally over the vesting period of five years and two months, apportioned for six months at R539 000, in the statement of profit or loss and other comprehensive income. No tax impact is anticipated for this share-based payment. The actual share-based payment charge will be calculated with reference to the market information on the Completion Date.

This adjustment will have a continuing effect on the Group's *Pro forma* statement of profit or loss and other comprehensive income.

7. Column 7 presents the financial effects of the proposed BEE Extension Transaction costs, amounting to R4.9 million, which relate directly to the proposed BEE Extension Transaction and have been expensed. These costs are assumed to be capital in nature for tax purposes and, as such, no tax deduction is available against these costs.

This adjustment will not have a continuing effect on the Group's *Pro forma* statement of profit or loss and other comprehensive income.

8. Column 8 presents the financial effects relating to the proposed BEE Extension Transaction BEE Support Fee, amounting to an annual payment of R1.1 million payable in quarterly instalments. This BEE Support Fee will increase by 6% annually for the duration of the five-year and two-month period of the BEE Extension Transaction and relates directly to the BEE Extension Transaction. This BEE Support Fee would be expensed, however, as the BEE SPV is consolidated by Hulamín, at a Group level there would not be an impact in the statement of profit or loss and other comprehensive income.

A provision for this liability, determined as the present value of the BEE Support Fee payments over the additional five-year and two-month term of the transaction, was calculated at the effective date of the transaction in the amount of R6.4 million. This would give rise to a deferred tax asset of R1.8 million which will not be recognised as the Group is in an assessed loss position and the recoverability of this asset will need to be determined. Neither of these entries have been recognised in the statement of financial position since Hulamín consolidates the BEE SPV.

This adjustment will not have a continuing effect on the Group's *Pro forma* statement of profit or loss and other comprehensive income.

9. Column 9 presents the *Pro forma* statement of profit or loss and other comprehensive income of Hulamín after the proposed BEE Extension Transaction.
10. The financial statements of the BEE SPV and the ESOP Trust are consolidated, in terms of IFRS 10, in the Group's financials in prior periods and will continue to be consolidated for the duration of the proposed BEE Extension Transaction. The shares issued to the Strategic Black Partners and the ESOP Trust are treated as treasury shares and are eliminated on consolidation. No other impact on the consolidated financials of the Hulamín is anticipated.
11. Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares. Potential ordinary shares shall be treated as dilutive in circumstances where they will be converted into ordinary shares. The financial effects should consider the anticipated dilutionary effect of the issue of the Subscription Shares on the weighted average number of shares in issue. As the number of Subscription Shares issued for "no consideration" will have an anti-dilutive impact on the financial results they have not been considered when determining the diluted loss and diluted headline loss per share.

**Pro forma statement of financial position**

	Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9
R'000	Published at 30 June 2020	Conclusion of the 2015 B-BBEE Transaction	Revised Base Financial Information	Extension of the BEE SPV transaction	Extension of the ESOP transaction	New ESOP transaction	Transaction costs	BEE Support Fee	Pro forma financial information after the Transaction
<b>ASSETS</b>									
<b>Non-current assets</b>									
Property, plant and equipment	796 121		796 121						796 121
Right-of-use assets	12 921		12 921						12 921
Intangible assets	10 588		10 588						10 588
Retirement benefit asset	80 503		80 503						80 503
Deferred tax asset	16 180		16 180						16 180
Investments accounted for using the equity method	882		882						882
Loans granted to investment accounted for using the equity method	22 089		22 089						22 089
	939 284		939 284						939 284
<b>Current assets</b>									
Inventories	2 317 155		2 317 155						2 317 155
Trade and other receivables	775 058		775 058						775 058
Derivative financial assets	7 509		7 509						7 509
Cash and cash equivalents	5 871		5 871				(4 913)		938
Income tax asset	16 288		16 288						16 288
Current portion of loans granted to investment accounted for using the equity method	49 599		49 599						49 599
	3 171 480		3 171 480				(4 913)		3 166 567
Non-current assets held for sale	14 250		14 250						14 250
<b>TOTAL ASSETS</b>	4 125 014		4 125 014				(4 913)		4 120 101
<b>EQUITY</b>									
Stated capital and consolidated shares	1 817 580		1 817 580				47		1 817 627
Treasury shares	(36 500)	47	(36 453)				(47)		(36 500)
BEE reserve	24 576		24 576	4 904					29 480
Employee share-based payment reserve	71 249	(25 922)	45 327						45 327
Hedging reserve	(58 698)		(58 698)						(58 698)
Retained earnings	442 758	25 875	468 633	(4 904)			(4 913)		458 816
<b>Total equity</b>	2 260 965		2 260 965				(4 913)		2 256 052

	Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8	Column 9
R'000	Published at 30 June 2020	Conclusion of the 2015 B-BBEE Transaction	Revised Base Financial Information	Extension of the BEE SPV transaction	Extension of the ESOP transaction	New ESOP transaction	Transaction costs	BEE Support Fee	financial information after the Transaction
<b>LIABILITIES</b>									
<b>Non-current liabilities</b>									
Non-current borrowings	28 975		28 975						28 975
Lease liabilities									
Deferred tax liability	229 156		229 156						229 156
Retirement benefit obligations									
	258 131		258 131						258 131
<b>Current liabilities</b>									
Trade and other payables	970 548		970 548						970 548
Current borrowings	576 044		576 044						576 044
Lease liabilities	10 180		10 180						10 180
Derivative financial liabilities	49 146		49 146						49 146
	1 605 918		1 605 918						1 605 918
<b>Total liabilities</b>	1 864 049		1 864 049						1 864 049
<b>TOTAL EQUITY AND LIABILITIES</b>									
	4 125 014		4 125 014				(4 913)		4 120 101
Net asset value per share	744	(11)	733				(2)		731
Tangible net asset value per share	741	(11)	730				(2)		728
<b>Number of shares</b>									
– Number of shares for net asset value per share	303 774 491	308 496 091	308 496 091	308 496 091	308 496 091	308 496 091	308 496 091	308 496 091	308 496 091

## Notes to the *pro forma* statement of financial position:

1. Column 1 presents the historical statement of financial position of the Group, which has been extracted, without adjustment, from the unaudited published statement of financial position of the Group for the period ended 30 June 2020 as presented in the Interim Financial Statements of Hulamín. The Interim Financial Statements can be viewed in full on the Hulamín website, SENS or at the Company's registered office.

2. Column 2 presents the financial effects on the statement of financial position for the vesting of the A1 Ordinary Shares issued as part of the 2015 BEE Transaction share-based payment benefit provided to the ESOP Trust in 2015, as required in terms of paragraph 8.26(d) of the JSE Listings Requirements.

The 4 721 600 issued A1 Ordinary Shares are held by the Group as Treasury Shares as they were issued to the ESOP Trust, which is consolidated by Hulamín. When these A1 ordinary shares vest as issued ordinary shares in terms of the 2015 BEE Transaction, Hulamín's Treasury Shares held will decrease to reflect the issue of these shares to the eligible employees of the ESOP Trust.

The benefit arising from the 2015 BEE Transaction in terms of IFRS 2 – Share-based Payments over the five-year vesting period for the A1 Ordinary Shares and recognised over these five years, amounting to R25.9 million, will be released to retained earnings upon vesting.

Should the proposed BEE Extension Transaction not be approved, then in terms of the 2015 BEE Transaction the remaining B1 Ordinary Shares, B2 Ordinary Shares and A2 Ordinary Shares will be repurchased by the Group in terms of the Repurchase Event, using the applicable Repurchase Formula. Thereafter these shares will be cancelled. The estimated cost of repurchasing these shares amounts to R448 000 should the proposed BEE Extension Transaction not be approved. These shares are currently reflected as Treasury shares as Hulamín consolidates both the ESOP Trust and the BEE SPV.

The B3 Ordinary Shares will remain in issue and are currently held by Hulamín as Treasury shares as they were issued to the BEE SPV, which is consolidated by the Group.

Apart from the A1 Ordinary Shares which will vest and become Hulamín issued ordinary shares, there will be no further impact on the number of Hulamín Ordinary Shares.

3. Column 3 presents the Revised Base Financial Information on which the proposed BEE Extension Transaction financial impact is reflected.

The Revised Base Financial Information is determined by the aggregation of Column 1 and Column 2 as presented in the *Pro forma*.

Columns 2 and 3 effectively demonstrate the impact of the 2015 BEE Transaction closing out prior to the proposed BEE Extension Transaction on previously published results.

4. Column 4 presents the financial effects on the statement of financial position for the proposed extension of the 2015 BEE Transaction share-based payment benefit provided to the Strategic Black Partners in 2015. This benefit is recognised as an equity-settled share-based payment transaction in terms of IFRS 2 – Share-based Payments with no vesting period.

A valuation was performed using the Black Scholes model, which applies the appropriate valuation methodology that takes into account the salient terms and conditions of the transaction at modification date, established derivative pricing theory, international market practice and the requirements of IFRS 2 to fair value the transaction as at the modification date.

The valuation date was 22 October 2020 while the vesting/maturity date is 28 February 2026. A spot price of R1.18 per share was used for the purposes of the valuation. The NACC risk free rate for the entire term of the proposed BEE Extension Transaction and for the purposes of this valuation was determined as 5.18% while an equally weighted volatility of 53.72% was used.

The strike price per grant used in the valuation was equal to the terminal value of the loan related to the ordinary shares. This strike price was R2.92 for B1 Ordinary Shares and R5.83 for B2 Ordinary Shares.

The full economic cost of the proposed BEE Extension Transaction of R4.9 million, is recognised on grant date through the statement of profit or loss and other comprehensive income. No tax impact is expected for the share-based payment.

A 22 cents/share increase in the Hulamín share price would result in an increase of R1.8 million in the full economic costs of the BEE Extension Transaction, while a 18 cents/share decrease would result in a decrease of R1.3 million in the full economic costs of the BEE Extension Transaction.

Similarly, an equally weighted volatility of 40% would result in a decrease of R2.4 million in the full economic costs of the BEE Extension Transaction, while an equally weighted volatility of 60% would result in an increase of R1.2 million in the full economic costs of the BEE Extension Transaction.

The actual share-based payment charge will be calculated with reference to the market information on the Completion Date.

5. Column 5 presents the financial effects on the statement of financial position for the proposed extension of the 2015 BEE Transaction share-based payment benefit provided to the ESOP Trust created in 2015. This benefit is recognised as an equity settled share-based payment transaction in terms of IFRS 2 – Share-based Payments over its five-year and two month vesting period.

A valuation was performed using the Black-Scholes model, which applies the appropriate valuation methodology that takes into account the salient terms and conditions of the transaction at modification date, established derivative pricing theory, international market practice and the requirements of IFRS 2 to fair value the transaction as at the modification date.

The valuation date was 22 October 2020 while the vesting/maturity date is 28 February 2026. A spot price of R1.18 per share was used for the purposes of the valuation. The NACC risk free rate for the entire term of the proposed BEE Extension Transaction and for the purposes of this valuation was determined as 5.18% while an equally weighted volatility of 53.72% was used.

The original strike price per grant for the A2 Ordinary Shares used in the valuation was R5.83, which equals the original strike price and the terminal value used in the valuation was R5.35.

The total economic cost of the proposed BEE Extension Transaction of R5.5 million is recognised equally over the five-year and two-month vesting period, apportioned for the six months at R528 000, through the statement of profit or loss and other comprehensive income. No tax impact is expected for the share-based payment.

A 22 cents/share increase in the Hulamin share price would result in an increase of R2.3 million in the full economic costs of the BEE Extension Transaction, while a 18 cents/share decrease would result in a decrease of R1.6 million in the full economic costs of the BEE Extension Transaction.

Similarly, an equally weighted volatility of 40% would result in a decrease of R3.3 million in the full economic costs of the BEE Extension Transaction, while an equally weighted volatility of 60% would result in an increase of R1.8 million in the full economic costs of the BEE Extension Transaction.

No impact is reflected in the statement of financial position as at 30 June 2020 as the BEE Extension Transaction is assumed to occur on the 30 June 2020 and therefore the eligible employees would only begin to provide services in the 2021 financial year which is when the IFRS 2 charge would be incurred.

The actual share-based payment charge will be calculated with reference to the market information on the Completion Date.

6. Column 6 presents the financial effects on the statement of financial position of the A3 Ordinary Shares that will be issued to the eligible employees of the ESOP Trust at a nominal value as part of the proposed BEE Extension Transaction. This benefit is recognised as an equity-settled share-based payment transaction in terms of IFRS 2 – Share-based Payments over its five-year and two-month vesting period.

The valuation of the expense has been determined at the current market price of R1.18 per share and the total economic cost of the proposed BEE Extension Transaction of R5.6 million will be recognised equally over the vesting period of five years and two months, apportioned for six months at R539 000, in the statement of profit or loss and other comprehensive income. No tax impact is anticipated for this share-based payment.

No impact is reflected in the statement of financial position as at 30 June 2020 as the proposed BEE Extension Transaction is assumed to occur on the 30 June 2020 and therefore the eligible employees would only begin to provide services in the forthcoming period which is when the IFRS 2 charge would be incurred.

The actual share-based payment charge will be calculated with reference to the market information on the Completion Date.

7. Column 7 presents the financial effects of the proposed BEE Extension Transaction costs, amounting to R4.9 million, which relate directly to the proposed BEE Extension Transaction and have been expensed. These costs are assumed to be capital in nature for tax purposes and, as such, no tax deduction is available against these costs.

8. Column 8 presents the financial effects relating to the proposed BEE Extension Transaction BEE Support Fee, amounting to an annual payment of R1.1 million payable in quarterly instalments. This BEE Support Fee will increase by 6% annually for the duration of the five-year and two-month period of the BEE Extension Transaction and relates directly to the BEE Extension Transaction. This BEE Support Fee would be expensed, however as the BEE SPV is consolidated by Hulamín, at a Group level there would not be an impact in the statement of profit or loss and other comprehensive income.

A provision for this liability, determined as the present value of the BEE Support Fee payments over the additional five-year and two month term of the transaction, was calculated at the effective date of the transaction in the amount of R6.4 million. This would give rise to a deferred tax asset of R1.8 million which will not be recognised as the Group is in an assessed loss position and the recoverability of this asset will need to be determined. Neither of these entries have been recognised in the statement of financial position since Hulamín consolidates the BEE SPV.

9. Column 9 presents the *Pro forma* statement of financial position of the Group after the proposed BEE Extension Transaction.
10. The financial statements of the BEE SPV and the ESOP Trust are consolidated, in terms of IFRS 10, in the Group's consolidated financials in prior periods and will continue to be consolidated for the duration of the proposed BEE Extension Transaction. The shares issued to the Strategic Black Partners and the ESOP Trust are treated as treasury shares and are eliminated on consolidation. No other impact on the consolidated financials of Hulamín is anticipated.

#### STATED CAPITAL AND CONSOLIDATED SHARES RECONCILIATION

Equity reconciliation	Note	Ordinary Shares		A Ordinary Shares		B Ordinary Shares		Total
		Shares Issued	Equity value R'000	Shares Issued	Equity value R'000	Shares Issued	Equity value R'000	
Balance as published on 30 June 2020	1	319 596 836	1 817 580	31 477 333	59 656	36 072 000	361	1 877 597
Vesting of A1 Ordinary shares	2	4 721 600	47	(4 721 600)	(47)			
Issue of A3 Ordinary Shares	3			4 721 600	47			47
Consolidated A and B Ordinary Shares	4				(59 656)		(361)	(60 017)
	5	324 318 436	1 817 627	31 477 333		36 072 000		1 817 627

- This presents the stated capital and consolidated shares as reflected in the historical statement of financial position of the Group, which has been extracted, without adjustment, from the unaudited published statement of profit or loss and other comprehensive income of Hulamín for the period ended 30 June 2020 as presented in the Interim Financial Statements of Hulamín. The Interim Financial Statements can be viewed in full on the Hulamín website, SENS or at the companies registered office.
- This presents the impact of the 2015 BEE Transaction whereby the 4 721 600 issued A1 Ordinary Shares to eligible employees of the ESOP Trust will vest as issued ordinary shares.
- This presents the impact of the BEE Extension Transaction whereby the 4 721 600 A3 Ordinary Shares will be issued to eligible employees of the ESOP Trust.
- The financial statements of the BEE SPV and the ESOP Trust are consolidated, in terms of IFRS 10, in Hulamín's consolidated financials in prior periods and will continue to be consolidated for the duration of the proposed BEE Extension Transaction. The shares issued to the Strategic Black Partners and the ESOP Trust are treated as treasury shares and are eliminated on consolidation. No other impact on the consolidated financials of the Group is anticipated.
- This presents the stated capital and consolidated shares as reflected in the *Pro forma* statement of financial position of the Group after the proposed BEE Extension Transaction.

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## INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE PRO FORMA FINANCIAL INFORMATION

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The Directors of Hulamin Limited

### ***Report on the Assurance Engagement on the Compilation of Pro Forma Financial Information Included in a Circular***

We have completed our assurance engagement to report on the compilation of *pro forma* financial information of Hulamin Limited (“**Hulamin**”) and its subsidiaries (collectively the “**Group**”), by the directors.

The *pro forma* financial information, as set out in Annexure 1 on pages 32 to 42 of the circular, consists of the *pro forma* statement of financial position as at 30 June 2020, the *pro forma* statement of profit or loss and other comprehensive income for the period ended 30 June 2020, the stated capital and consolidated shares reconciliation and related notes (collectively the “**Pro forma Financial Information**”). The applicable criteria on the basis of which the directors have compiled the *Pro forma* Financial Information are specified in the JSE Limited (“**JSE**”) Listings Requirements and described in Annexure 1 on page 32 of the circular.

The *Pro forma* Financial Information has been compiled by the directors to illustrate the impact of the corporate action or event, described in section 4 on page 18 of the circular, on the Group's financial position as at 30 June 2020 and the Group's financial performance for the period then ended, as if the corporate action or event had taken place at 30 June 2020 and for the period then ended. As part of this process, information about the Group's financial position and financial performance has been extracted by the directors from the Group's financial statements for the six-month period ended 30 June 2020, on which no auditor's report was issued.

### *Directors' Responsibility for the Pro forma Financial Information*

The directors are responsible for compiling the *Pro forma* Financial Information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in Annexure 1 on page 32 of the circular.

### ***Our Independence and Quality Control***

We have complied with the independence and other ethical requirements of the Code of Professional Conduct for Registered Auditors issued by the Independent Regulatory Board for Auditors (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards).

The firm applies International Standard on Quality Control 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements* and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### ***Reporting Accountants' Responsibility***

Our responsibility is to express an opinion about whether the *Pro forma* Financial Information has been compiled, in all material respects, by the directors on the basis specified in the JSE Listings Requirements and described in Annexure 1 on page 32 of the circular based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro forma Financial Information Included in a Prospectus*, which is applicable to an engagement of this nature, issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform procedures to obtain reasonable assurance about whether the *Pro forma* Financial Information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the *Pro forma* Financial Information, nor have we, in the

course of this engagement, performed an audit or review of the financial information used in compiling the *Pro forma* Financial Information.

The purpose of *Pro forma* Financial Information included in a circular is solely to illustrate the impact of a significant corporate action or event on unadjusted financial information of the Group as if the corporate action or event had occurred or had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the corporate action or event at 30 June 2020 would have been as presented.

A reasonable assurance engagement to report on whether the *Pro forma* Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the *Pro forma* Financial Information provides a reasonable basis for presenting the significant effects directly attributable to the corporate action or event, and to obtain sufficient appropriate evidence about whether:

- The related *pro forma* adjustments give appropriate effect to those criteria; and
- The *Pro forma* Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgment, having regard to our understanding of the nature of the Group, the corporate action or event in respect of which the *Pro forma* Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the *Pro forma* Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion, the *Pro forma* Financial Information has been compiled, in all material respects, on the basis of the applicable criteria specified in the JSE Listings Requirements and described in Annexure 1 on page 32 of the circular.

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Ernst & Young Inc.  
Director: Paul Fay CA(SA)  
Registered Auditor  
Durban

11 November 2020

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## INDEPENDENT EXPERT REPORT

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The Directors  
Hulamin Limited  
Moses Mabhida Road  
Pietermaritzburg  
3200

11 November 2020

Dear Sirs

### INDEPENDENT EXPERT OPINION TO HULAMIN LIMITED REGARDING THE EXTENSION OF THE 2015 BEE TRANSACTION

#### Introduction

Hulamin Limited (“Hulamin” or the “Company”) announced on the Stock Exchange News Service of the JSE Limited (“JSE”) (“SENS”) on Wednesday, 28 October 2020, that having regard to the impending vesting dates of certain of the share classes issued in terms of the broad-based black economic empowerment (“B-BBEE”) transaction implemented in 2015 through the issues of special classes of shares to a special purpose vehicle (“BEE SPV”) and the Hulamin Employee Share Ownership Trust (“ESOP Trust”), (collectively, “the 2015 BEE Transaction”) Hulamin has reached agreement to extend the 2015 BEE Transaction for a further period of five years.

The 2015 BEE Transaction entailed, *inter alia*, the issues of the following classes of shares:

#### *Issue to the BEE SPV*

- the issue of 9 018 000 no par value B1 ordinary shares (“B1 Ordinary Shares”) at R2.92 per B1 Ordinary Share;
- the issue of 9 018 000 no par value B2 ordinary shares (“B2 Ordinary Shares”) at R5.83 per B2 Ordinary Share;
  - both the B1 Ordinary Shares and the B2 Ordinary Shares have a five-year vesting period and a three-year post-vesting lock-in;
  - the B1 Ordinary Shares and the B2 Ordinary Shares were subject to a cap on upside participation in order to limit the economic cost of issue for Hulamin to R20 million at the date the 2015 BEE Transaction was concluded (“B Ordinary Share Cap”);
- the issue of 18 036 000 no par value B3 ordinary shares (“B3 Ordinary Shares”) at R0.01 per B3 Ordinary Share:
  - the B3 Ordinary Shares are subject to an eight-year vesting period.

#### *Issue to the ESOP Trust*

- the issue of 4 721 600 no par value A1 ordinary shares (“A1 Ordinary Shares”) at R0.01 per A1 Ordinary Share;
- the issue of 26 755 733 no par value A2 ordinary shares (“A2 Ordinary Shares”) at R5.83 per A2 Ordinary Share; and
  - both the A1 Ordinary Shares and the A2 Ordinary Shares are subject to a 5-year vesting period;
  - the A1 Ordinary Shares and the A2 Ordinary Shares were subject to a cap on upside participation to limit the economic cost of issue for Hulamin to R60 million at the date the 2015 BEE Transaction was concluded (“A Ordinary Share Cap”).

The issue of the B1 Ordinary Shares, B2 Ordinary Shares and A2 Ordinary Shares (“Funded Shares”) was facilitated through a notional vendor funding mechanism (“NVF”) with zero funding cost attached. The B3 Ordinary Shares are voting rights only shares and have no funding attached. The A1 Ordinary Shares are free shares which were issued to employees at nominal value.

In terms of the existing transaction agreements, on 22 December 2020 (“Original Vesting Date”), Hulamin will repurchase certain number of B1 Ordinary Shares, B2 Ordinary Shares, and A2 Ordinary Shares based on a predetermined formula, at a nominal amount of R0.01 per share in settlement of any outstanding NVF. The remaining B1 Ordinary Shares, B2 Ordinary Shares and A2 Ordinary Shares, if any, would then convert to no par value ordinary shares in the share capital of Hulamin (“Hulamin Shares” or “Shares” or “Ordinary Shares”), subject to the three-year post-vesting lock-in period.

Due to the performance of the Hulamin Shares on the JSE, little value has been created for the BEE SPV and ESOP Trust. As such, it is anticipated that Hulamin would, at Original Vesting Date, repurchase all of the Funded Shares at nominal value (R0.01 per Funded Share).

The A1 Ordinary Shares, being the free shares, will vest and be distributed to the beneficiaries of the ESOP Trust at the Original Vesting Date.

The principal components of the extension, in addition to the period, include the removal of the A Ordinary Share Cap and the B Ordinary Share Cap (“Caps”) on all the Funded Shares as well as the issue of a new class of shares to the ESOP Trust. To give effect to the extension, Hulamin, the ESOP Trust and the other parties to the 2015 BEE Transaction have entered into an extension agreement which embodies amendments to the 2015 BEE Transaction (“Umbrella Extension Agreement”). In addition, a share subscription agreement was concluded between Hulamin and the ESOP Trust (“A3 Ordinary Shares Subscription Agreement”) in terms of which the ESOP Trust will subscribe for 4 721 600 new unlisted no par value A3 ordinary shares (“A3 Ordinary Shares”) which will be issued at R0.01 each with restricted vesting until 27 February 2026. To give effect to the Umbrella Extension Agreement and the A3 Ordinary Shares Subscription Agreement, amendments to the Hulamin Memorandum of Incorporation (“MOI”) are required.

The Umbrella Extension Agreement, A3 Ordinary Shares Subscription Agreement and amendments to the MOI give effect to the following:

- the extension of the vesting date of the B1 Ordinary Shares, B2 Ordinary Shares and B3 Ordinary Shares (“B Ordinary Shares”) to 27 February 2026 (“Extended Vesting Date”);
- the removal of the Caps with the result that there will no longer be a limitation on the economic benefit derived by the BEE SPV and the ESOP Trust upon vesting;
- the removal of the three-year post vesting lock-in period in relation to the Funded Shares; and
- the creation and issue of 4 721 600 new A3 Ordinary Shares to the ESOP Trust. The new A3 Ordinary Shares will have a five-year and two month vesting period, with no post-vesting lock-in and will be entitled to receive dividends to the extent that dividends are declared on Ordinary Shares (“A3 Ordinary Shares Subscription”)

(collectively, the “BEE Extension Transaction”).

Full details and the terms of the shares relevant to the BEE Extension Transaction are set out in Annexure 4 of the circular to registered holders of Hulamin Shares (“Shareholders”) dated on or about 17 November 2020 (“Circular”), which will include a copy of this letter.

### **Fairness opinion required in terms of the JSE Listings Requirements**

The BEE SPV is an associate of Mr Gcina Zondi and Mr Sibusiso Ngwenya, who are directors of the Company and related parties in terms of paragraph 10.1(b)(ii) of the Listings Requirements of the JSE (“Listings Requirements”). Accordingly, the amendments to the terms of the B1 Ordinary Shares, the B2 Ordinary Shares and the B3 Ordinary Shares (“B Ordinary Share Amendments”) constitute a related party agreement.

In terms of section 10 of the Listings Requirements, the board of directors (“Directors” or “Board”) must obtain a fairness opinion from an independent professional confirming whether the B Ordinary Share Amendments are fair insofar as the Shareholders are concerned.

In addition, given that unlisted securities are to be issued pursuant to the BEE Extension Transaction and these unlisted securities will contain voting rights which rank *pari passu* to the Ordinary Shares, a fairness opinion is required in terms of the JSE Listings Requirements insofar as this relates to the A3 Ordinary Shares Subscription.

BDO Corporate Finance Proprietary Limited (“BDO Corporate Finance”) has been appointed by Board to provide a fairness opinion with regard to the BEE Extension Transaction (“the Fairness Opinion”).

## Responsibility

Compliance with the Listings Requirements is the responsibility of the Directors. Our responsibility is to report to the Directors and Hulamín Shareholders on the fairness of the terms of the BEE Extension Transaction.

Explanation as to how the terms “fair” apply in the context of the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription.

The “fairness” of a transaction is based on quantitative issues.

The B Ordinary Share Amendments and the A3 Ordinary Shares Subscription would be considered fair to the shareholders of Hulamín if the value received by Hulamín in terms of the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription is equal to or greater than the cost of the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription. Conversely, the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription would be considered unfair to the shareholders of Hulamín if the value received by Hulamín in terms of the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription is less than the cost of the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription.

In determining the value received by Hulamín in terms of the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription we have considered the financial benefit expected to be derived from the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription, represented by the present value of the estimated impact on Hulamín’s future cash flows if the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription is not concluded (“the Financial Benefit”). Against this, we have considered the cost of the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription, represented by the costs of the modification of the option inherent in the BEE Extension Transaction funding structure and other relevant transaction costs (“the Economic Cost”).

In opining on whether or not the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription is fair to the shareholders of Hulamín, we have considered whether the Financial Benefit exceeds the Economic Cost of the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription.

In addition, we have been mandated by the Directors to opine on the reasonableness of the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription. The assessment of reasonableness of the BEE Extension Transaction is generally based on qualitative considerations surrounding the transaction.

## Details and sources of information

In arriving at our opinion we have relied upon the following principal sources of information:

- The terms and conditions of the 2015 BEE Transaction as set out in the circular to shareholders dated 24 March 2015;
- The terms and conditions of the BEE Extension Transaction, as set out in the Circular;
- The Transaction Agreements, collectively:
  - The Umbrella Extension Agreement;
  - The BEE SPV MOI Amendment Resolution (2) (“the B-BBEE SPV MOI”);
  - The Deed of amendment of trust relating to the 2015 Hulamín Employee Share Ownership Trust (“Deed of Amendment”);
  - A3 Subscription Agreement between Hulamín and the trustees for the time being of the 2015 Hulamín Employee Share Participation Trust (“A3 Subscription Agreement”);
  - The MOI;
  - Unanimous written resolutions of the trustees of the ESOP Trust; and
  - Resolutions of the Board of the Company in terms of section 74 of the Companies Act 71 of 2008.
- Integrated annual report of Hulamín for the year ended 31 December 2017, 2018 and 2019;
- Interim results of Hulamín for the six months ended 30 June 2020;
- Information provided by management regarding the Economic Costs and Financial Benefit of the BEE Extension Transaction;
- Precedent transactions of a similar nature;
- Discussions with Directors and management regarding the rationale for the BEE Extension Transaction;

- Discussions with Directors and management on prevailing market, economic, legal and other conditions which may affect underlying value;
- Share price information of Hulamín over the last 12 months to assess the liquidity and volatility of Hulamín Shares; and
- Publicly available information relating to Hulamín, comparable publicly traded companies and the markets in which the Company and its peers operate.

The information above was secured from:

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

### **Procedures and considerations**

In arriving at our opinion we have undertaken the following procedures and taken into account the following factors in evaluating the fairness of the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription:

- Reviewed the terms and conditions of the BEE Extension Transaction;
- Reviewed the Transaction Agreements;
- Reviewed the audited financial information of Hulamín, as detailed above;
- Reviewed and obtained an understanding as to the forecast financial information of Hulamín per consensus analysts' forecasts and assessed the achievability thereof by considering historic information as well as macro-economic and sector-specific data;
- Held discussions with Directors and management of Hulamín and considered such other matters as we consider necessary, including assessing the prevailing economic and market conditions and trends;
- Assessed the long-term potential of Hulamín;
- Evaluated the relative risks associated with Hulamín and the industry in which it operates;
- Prepared an estimate of the Financial Benefit to Hulamín of concluding the BEE Extension Transaction. In determining this benefit, the following procedures were performed:
  - Through discussions with management, assessed the risks to Hulamín of not concluding the BEE Extension Transaction;
  - Reviewed existing contracts and performed a quantification of the potential business at risk of being lost were the BEE Extension Transaction not concluded;
  - Identified the mitigating factors that management could take to minimise the identified risks; and
  - Based on the above, performed a quantification of the potential cash flow effects to Hulamín should the BEE Extension Transaction not be concluded and compared this to managements' assessment;
- Prepared an estimate of the Economic Cost to Hulamín of concluding the BEE Extension Transaction. In determining this cost, the following procedures were performed:
  - Reviewed the historic prices and volumes and calculated the historic volatility of a Hulamín share;
  - Performed a valuation of the free shares and call options inherent in the funding structure by applying appropriate option pricing models;
  - Considered the cumulative present value of payments to the BEE SPV, being a fee of R1 137 492 per annum, payable in quarterly instalments by Hulamín to BEE SPV for a period of five years after the implementation of the BEE Extension Transaction, escalating at a rate of 6% per annum, for the reasonable operating expenditure requirements of BEE SPV ("BEE Support Fee"); and
  - Performed a quantification of transaction costs;
- Reviewed the Department of Trade and Industry's Code of Good Practice for B-BBEE and Hulamín's BEE scorecard before and after implementing the BEE Extension Transaction;
- Reviewed certain publicly available information relating to Hulamín and the manufacturing sector that we deemed to be relevant, including company announcements, analyst reports and media articles;
- Where relevant, representations made by management and/or Directors of Hulamín were corroborated to source documents or independent analytical procedures were performed by us, to examine and understand the industry in which Hulamín operates, and to analyse external factors that could influence the business of Hulamín; and

- Held discussions with the Directors and management of Hulamin as to their strategy and the rationale for the BEE Extension Transaction and considered such other matters as we considered necessary, including assessing the prevailing economic and market conditions and trends in the sector.

### **Assumptions**

We arrived at our opinion based on the following assumptions:

- That all agreements that are to be entered into in terms of the BEE Extension Transaction will be legally enforceable;
- That the BEE Extension Transaction will have the legal, accounting and taxation consequences described in discussions with, and materials furnished to us by representatives and advisors of Hulamin; and
- That reliance can be placed on the financial information of Hulamin.

### **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:

- Reliance on audit reports in the financial statements of Hulamin;
- Conducting analytical reviews on the financial results and forecasts, such as key ratio and trend analyses; and
- Determining the extent to which representations from management were confirmed by documentary evidence as well as our understanding of Hulamin and the economic environment in which it operates.

### **Limiting conditions**

This opinion is provided to the Directors and shareholders of Hulamin in connection with and for the purposes of the BEE Extension Transaction. The opinion does not purport to cater for each individual shareholder's perspective, but rather that of the general body of Shareholders.

An individual shareholder's decisions regarding the BEE Extension Transaction may be influenced by such shareholder's particular circumstances and accordingly individual shareholders should consult an independent advisor if in any doubt as to the merits or otherwise of the BEE Extension Transaction.

We have relied upon and assumed the accuracy of the information provided to 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 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.

Where relevant, forward-looking information on Hulamin relates to future events and is based on assumptions that may or may not remain valid for the whole of the forecast period. Consequently, such 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 the actual future results of Hulamin will correspond to those projected. We have however compared the forecast financial information to past trends as well as discussing the assumptions inherent therein with management.

We have also assumed that the BEE Extension Transaction will have the legal consequences described in discussions with, and materials furnished to us by representatives and advisors of Hulamin and we express no opinion on such consequences.

Our opinion is based on current economic, regulatory and market as well as other conditions. Subsequent developments may affect this opinion, and we are under no obligation to update, review or re-affirm our opinion based on such developments.

### **Independence**

We confirm that we have no direct or indirect interest in Hulamin Shares or the BEE Extension Transaction. We also confirm that we have the necessary qualifications and competence to provide the fairness opinion on the BEE Extension Transaction.

Furthermore, we confirm that our professional fees payable in cash, are not contingent upon the success of the BEE Extension Transaction.

## Valuation Considerations

### *The Economic Cost of the BEE Extension Transaction*

The Economic Costs of the BEE Extension Transaction comprises a number of components, i.e:

- IFRS 2 – Share-based payments, being the market price of A3 Ordinary Shares, the value of the options related to the extension to the B Ordinary Shares, the value of the options related to the extension to the A2 Ordinary Shares and the fair value of the BEE Support Fee; and
- The transaction and advisor costs.

We employed a Black-Scholes option pricing model to determine the IFRS 2 cost of the option extensions.

The deemed option being valued in respect of the BEE Extension Transaction has a strike price that is influenced by dividends and distributions from Hulamín.

Value drivers of the Black-Scholes option pricing model valuation include the:

- average risk-free rate of 5.18% based on the zero coupon swap rate for a period equating to the extensions;
- closing market price of a Hulamín Share of R1.18 on 22 October 2020;
- dividend yield of 0%;
- term of the extensions;
- strike price of R2.92 for B1 Ordinary Shares, R5.83 for B2 Ordinary shares and A2 Ordinary Shares; and
- the expected volatility of a Hulamín Share of 53.72%.

The Economic Cost was determined by taking cognisance of risk and other market and industry factors affecting Hulamín.

Additionally, sensitivity analyses were performed considering key value drivers which comprise:

- Key internal value drivers to the option pricing valuation included the risk-free rate, current market price of Hulamín, expected dividend yield of a Hulamín Share, the expected duration of the BEE Extension Transaction, the forecast outstanding balance in respect of the notional funding (exercise price) and the expected volatility of a Hulamín Share.
- External value drivers, including, forecast interest rates (the prime lending rate at 7.0% for the forecast period), forecast annual inflation rates (3.6% for 2020, 4.2% for 2021 and 4.6% for 2022), forecast gross domestic product (“GDP”) growth rates (-8.4% growth for 2020 and 3.6% for 2021), the RMB/BER Business Confidence Index of 24 in the third quarter of 2020, and prevailing market and industry conditions in respect of the aluminium sector were also considered.

The Economic Cost of the BEE Extension Transaction is detailed in the table below:

<b>Description</b>	<b>Rand</b>
Free shares (A3 Ordinary Shares)	5 571 488
IFRS 2 – ESOP	5 452 056
IFRS 2 – BEE SPV	4 904 080
BEE Support Payment	6 412 147
Transaction costs	4 913 000
<b>Total</b>	<b>27 252 771</b>
<b>B Ordinary Share Amendments and the A3 Ordinary Shares Subscription</b>	<b>20 601 690</b>

*Note: transaction costs apportioned based on IFRS 2 costs components*

### *The Financial Benefit of the BEE Extension Transaction*

The sharp decline in Hulamín’s Share price has resulted in the transfer of very limited economic value to the ESOP and its beneficiaries and none to the BEE SPV. Furthermore, the application of the compulsory unwind mechanisms inherent in the 2015 BEE Transaction will result in a reduction in Hulamín’s BEE shareholding from 18.0% to 5.4%, which has a significant impact on the Company’s overall BEE rating.

We note that Hulamín is currently a level 6 BEE contributor in respect of their BEE scorecard. In the event that the BEE Extension Transaction is not implemented, Hulamín will become a level 8 BEE contributor in respect of their BEE scorecard.

In our opinion, identifiable benefits will only accrue to Hulamin based on Hulamin being a level 4 BEE contributor in respect of their BEE scorecard or better.

The Financial Benefit to Hulamin of concluding the BEE Extension Transaction cannot be specifically quantified. Cognisance of risk and other market and industry factors affecting Hulamin was taken in respect of the Financial Benefit.

### **Reasonableness considerations**

In arriving at our opinion, we have considered, in addition to the procedures referred to above, other key qualitative factors, which are set out below.

#### *BEE contributor level*

We note that the Company will become a level 8 BEE contributor should the BEE Extension Transaction not become effective whereas the Company will remain a level 6 BEE contributor subsequent to the BEE Extension Transaction becoming effective. Whilst not possible to quantify the economic impact of this, the Company's reputation is expected to be significantly negatively impacted in the event that its BEE contributor status changes from a level 6 BEE contributor to a level 8 BEE contributor.

### **Opinion**

BDO Corporate Finance has considered the terms and conditions of the BEE Extension Transaction and, based on and subject to the conditions set out herein, is of the opinion that the terms and conditions of the BEE Extension Transaction are not fair but reasonable to the Shareholders insofar as the B Ordinary Share Amendments and the A3 Ordinary Shares Subscription are concerned. In our opinion, the BEE Extension Transaction is not materially adverse to the rights or interests of the Shareholders.

Our opinion is necessarily based upon the information available to us up to 11 November 2020, including in respect of the financial information as well as other conditions and circumstances existing and disclosed to us. We have assumed that all conditions precedent, including any material regulatory and other approvals or consents required in connection with the BEE Extension Transaction have been fulfilled or obtained.

Accordingly, it should be understood that subsequent developments may affect this opinion, which we are under no obligation to update, revise or re-affirm.

Yours faithfully

N Lazanakis  
*Director*

BDO Corporate Finance Proprietary Limited  
52 Corlett Drive  
Illovo, 2196

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## AMENDMENTS TO THE MOI

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The following Schedule B shall be inserted into the New MOI to replace the existing Schedule B to the MOI.

### 1. TERMS OF THE A1 ORDINARY SHARES

1.1 For the purposes of this Article 1:

- 1.1.1 "A1 Ordinary Shares" means the A1 ordinary shares of no par value in the Company, the terms of which shares are set out in this Article 1;
- 1.1.2 "Completion Date" means the date on which the A1 Ordinary Shares are issued to the ESOP Trust;
- 1.1.3 "ESOP Trust" means the trustees for the time being of the 2015 Hulammin Employee Share Ownership Trust established for purposes of the Hulammin Employee Share Ownership Scheme;
- 1.1.4 "ordinary shares" means the issued ordinary shares of no par value in the Company; and
- 1.1.5 "Vesting Date" means the 5th (fifth) anniversary of the Completion Date or, if applicable, such other date as determined in accordance with Article 6

1.2 The rights or other terms attaching to the A1 Ordinary Shares shall only be varied or cancelled by means of a special resolution passed by the Company with the consent in writing of the holder of the A1 Ordinary Shares.

1.3 Each of the A1 Ordinary Shares shall entitle the holder:

- 1.3.1 to receive notice of and vote on any matter to be decided by shareholders A1 Ordinary Shares shall rank *pari passu* with the ordinary shares in this respect;
- 1.3.2 to receive any distribution in accordance with the holder's voting power; and
- 1.3.3 on a liquidation of the Company, to receive an amount of R0.01 (one cent).

1.4 The holder of the A1 Ordinary Shares shall not be entitled, before the Vesting Date, to dispose of or encumber any of the A1 Ordinary Shares.

1.5 To give effect to the provisions of Article 1, the A1 Ordinary Shares shall be certificated and the share certificates of the A1 Ordinary Shares shall be held in safe custody by the secretary of the Company. The certificates of the A1 Ordinary Shares shall be appropriately endorsed to reflect the existence of the safe custody arrangement.

1.6 On the Vesting Date:

- 1.6.1 the A1 Ordinary Shares shall automatically be released from safe custody and the share certificates in respect of the A1 Ordinary Shares shall be delivered to the holder of the A1 Ordinary Shares to enable the A1 Ordinary Shares to become uncertificated;
- 1.6.2 the A1 Ordinary Shares shall rank *pari passu* in all respects with the ordinary shares;
- 1.6.3 the A1 Ordinary Shares shall be renamed "ordinary shares" and shall be listed on the JSE; and
- 1.6.4 Articles 1.1 to 1.5 shall cease to be of any further force and effect.

## 2. TERMS OF THE A2 ORDINARY SHARES

2.1 For the purposes of this Article 2:

value in the Company, the terms of which shares are set out in this Article 2;

2.1.1 "A2 Remaining Shares" means the A2 Ordinary Shares, at Extended Vesting Date, which are not A2 Repurchase Shares;

2.1.2 "A2 Repurchase Shares" means the number of the A2 Ordinary Shares which are to be acquired by the Company in accordance with the formula set out in Article 2.7;

2.1.3 "Completion Date" means the date on which the A2 Ordinary Shares are issued to the ESOP Trust;

2.1.4 "ESOP Trust" means the trustees for the time being of the 2015 Hulamín Employee Share Ownership Trust established for purposes of the Hulamín Employee Share Ownership Scheme;

2.1.5 "ordinary shares" means the issued ordinary shares of no par value in the Company;

2.1.6 "Extended Vesting Date" means 27 February 2026 or, if applicable, such other date as determined in accordance with Article 7; and

2.1.7 "VWAP" means the volume weighted average trading price of an ordinary share in the Company on the JSE.

2.2 The rights or other terms attaching to the A2 Ordinary Shares shall only be varied or cancelled by means of a special resolution passed by the Company with the consent in writing of the holder of the A2 Ordinary Shares.

2.3 Each of the A2 Ordinary Shares shall entitle the holder:

2.3.1 to receive notice of and vote on any matter to be decided by shareholders in accordance with the Act and this Memorandum of Incorporation and the A2 Ordinary Shares shall rank *pari passu* with the ordinary shares in this respect; and

2.3.2 on a liquidation of the Company, to receive an amount of R0.01 (one cent).

2.4 Except as set out in Article 2.7 and until the Extended Vesting Date, the A2 Ordinary Shares shall not be entitled to any participation in the profits of the Company or any distribution of the assets or capital of the Company (including dividends or other distributions to shareholders). On the Company acquiring the A2 Repurchase Shares on the Extended Vesting Date in terms of Article 2.7, all of the A2 Remaining Shares automatically and without any further action rank *pari passu* with the ordinary shares in respect of participating in the profits of the Company or any distribution of the assets or capital of the Company (including dividends or other distributions to shareholders).

2.5 The holder of the A2 Ordinary Shares shall not be entitled, before the Extended Vesting Date, to dispose of or encumber any of the A2 Ordinary Shares.

2.6 To give effect to the provisions of Article 2.4, the A2 Ordinary Shares shall be certificated and the share certificates of the A2 Ordinary Shares shall be held in safe custody by the secretary of the Company. The certificates of the A2 Ordinary Shares shall be appropriately endorsed to reflect the existence of the safe custody arrangement.

2.7 The Company shall, on the Extended Vesting Date, and subject to and in terms of the provisions of the Act, acquire such number of the A2 Ordinary Shares, at an acquisition price of R0.01 (one cent) per A2 Ordinary Share, as determined in accordance with the following formula:

RA2 equals:

$$\frac{(P1 \times A2) - D}{P2}$$

P2

rounded to the nearest share,

provided that RA2 may not be greater than the number of A2 Ordinary Shares in issue on the Extended Vesting Date and may not be less than zero, and where:

- RA2 = the number of A2 Ordinary Shares to be acquired (A2 Repurchase Shares);
- P1 = R 5.83 (VWAP during the 30 JSE trading days preceding the Completion Date);
- P2 = VWAP during the 30 JSE trading days preceding the Extended Vesting Date or if the Company's ordinary shares are no longer trading on the JSE, the market value of the shares determined in accordance with Appendix 1 to this Schedule B;
- A2 = number of A2 Ordinary Shares in issue on the Extended Vesting Date;
- D = the aggregate amount of all the dividends that would have been declared and paid in respect of the A2 Ordinary Shares since the Completion Date if the A2 Ordinary Shares were entitled to participate equally with the ordinary shares insofar as the declaration of dividends are concerned;

2.8 On the Extended Vesting Date:

- 2.8.1 the A2 Remaining Shares shall automatically be released from safe custody and the share certificates in respect of the A2 Remaining Shares shall be delivered to the holder of the A2 Ordinary Shares to enable the A2 Remaining Shares to become uncertificated;
- 2.8.2 the A2 Remaining Shares shall rank *pari passu* in all respects with the ordinary shares;
- 2.8.3 the A2 Remaining Shares shall be renamed "ordinary shares" and listed on the JSE; and
- 2.8.4 Articles 2.1 to 2.7 shall cease to be of any further force and effect.

### 3. TERMS OF THE A3 ORDINARY SHARES

3.1 For the purposes of this Article 3:

- 3.1.1 "A3 Ordinary Shares" means A3 ordinary shares of no par value in the Company, the terms of which are set out in this Article 3;
- 3.1.2 "Extended Completion Date" means the date on which the A3 Ordinary Shares are issued to the ESOP Trust;
- 3.1.3 "ESOP Trust" means the trustees for the time being of the 2015 Hulamin Employee Share Ownership Trust established for purposes of the Hulamin Employee Share Ownership Scheme;
- 3.1.4 "Extended Vesting Date" means 27 February 2026 or, if applicable, such other date as determined in accordance with Article 7; and
- 3.1.5 "Ordinary Shares" means the issued ordinary shares of no par value in the Company.

3.2 The rights or other terms attaching to the A3 Ordinary Shares shall only be varied or cancelled by means of a special resolution passed by the Company with the consent in writing of the holder of A3 Ordinary Shares.

3.3 Each of the A3 Ordinary Shares shall entitle the holder:

- 3.3.1 to receive notice and vote on any matter to be decided by shareholders in accordance with the Act and this Memorandum of Incorporation and the A3 Ordinary Shares shall rank *pari passu* with the ordinary shares in this respect;
- 3.3.2 to receive any distribution in accordance with the holders voting power;
- 3.3.3 on a liquidation of the Company to receive an amount of R0.01 (one cent).

3.4 The holder of the A3 Ordinary Shares shall not be entitled, before the Extended Vesting Date, to dispose of or encumber and of the A3 Ordinary Shares;

3.5 To give effect to the provisions of Article 3, the A3 Ordinary Shares shall be certificated and the share certificates of the A3 Ordinary Shares shall be held in safe custody by the secretary of the Company. The certificates of the A3 Ordinary Shares shall be appropriately endorsed to reflect the existence of the safe custody arrangement.

- 3.6 On the Extended Vesting Date:
- 3.6.1 the A3 Ordinary Shares shall automatically be released from safe custody and the share certificates in respect of the A3 Ordinary Shares shall be delivered to the holder of the A3 Ordinary Shares to enable the A3 Ordinary Shares to become uncertificated;
  - 3.6.2 the A3 Ordinary Shares shall rank *pari passu* in all respects with the ordinary shares;
  - 3.6.3 the A3 Ordinary Shares shall be renamed “ordinary shares” and shall be listed on the JSE; and
  - 3.6.4 Articles 3.1 to 3.5 shall cease to be of any further force and effect.

#### 4. TERMS OF THE B1 ORDINARY SHARES

- 4.1 For the purposes of this Article 34:
- 4.1.1 “B1 Ordinary Shares” means the B1 ordinary shares of no par value in the Company, the terms of which shares are set out in this Article 34;
  - 4.1.2 “B1 Remaining Shares” means the B1 Ordinary Shares, at the Extended Vesting Date, which are not B1 Repurchase Shares;
  - 4.1.3 “B1 Repurchase Shares” means the number of the B1 Ordinary Shares which are to be acquired by the Company in accordance with the formula set out in Article 34.7;
  - 4.1.4 “BEE SPV” means Imbewu SPV 14 (RF) Proprietary Limited, (registration number 2013/209910/07);
  - 4.1.5 “Completion Date” means the date on which the B1 Ordinary Shares are issued to the BEE SPV;
  - 4.1.6 “ordinary shares” means the issued ordinary shares of no par value in the Company;
  - 4.1.7 “Extended Vesting Date” means 27 February 2026 or, if applicable, such other date as determined in accordance with Article 7; and
  - 4.1.8 “VWAP” means the volume weighted average trading price of an ordinary share in the Company on the JSE.
- 4.2 The rights or other terms attaching to the B1 Ordinary Shares shall only be varied or cancelled by means of a special resolution passed by the Company with the consent in writing of the holder of the B1 Ordinary Shares.
- 4.3 Each of the B1 Ordinary Shares shall entitle the holder:
- 4.3.1 to receive notice of and vote on any matter to be decided by shareholders in accordance with the Act and this Memorandum of Incorporation and the B1 Ordinary Shares shall rank *pari passu* with the ordinary shares in this respect; and
  - 4.3.2 on a liquidation of the Company, to receive an amount of R0.01 (one cent).
- 4.4 Except as set out in Article 4.7 and until the Extended Vesting Date, the B1 Ordinary Shares shall not be entitled to any participation in the profits of the Company or any distribution of the assets or capital of the Company (including dividends or other distributions to shareholders). On the Company acquiring the B1 Repurchase Shares on the Extended Vesting Date in terms of Article 4.7, all of the B1 Remaining Shares automatically and without any further action rank *pari passu* with the ordinary shares in respect of participating in the profits of the Company or any distribution of the assets or capital of the Company (including dividends or other distributions to shareholders).
- 4.5 The holder of the B1 Ordinary Shares shall not be entitled, before the Extended Vesting Date, to dispose of or encumber any of the B1 Ordinary Shares, irrespective of whether these shares are B1 Remaining Shares.
- 4.6 To give effect to the provisions of Article 4.4, the B1 Ordinary Shares shall be certificated and the share certificates of the B1 Ordinary Shares shall be held in safe custody by the secretary of the Company. The certificates of the B1 Ordinary Shares shall be appropriately endorsed to reflect the existence of the safe custody arrangement.

- 4.7 The Company shall, on the Extended Vesting Date, and subject to and in terms of the provisions of the Act, acquire such number of the B1 Ordinary Shares, at an acquisition price of R0.01 (one cent) per B1 Ordinary Share, as determined in accordance with the following formula:

RB1 equals:

$$\frac{\left( \frac{P1 \times B1}{2} \right)}{P2}$$

rounded to the nearest share, provided that RB1 may not be greater than the number of B1 Ordinary Shares in issue on the Extended Vesting Date and may not be less than zero, and where:

- RB1 = the number of B1 Ordinary Shares to be acquired (B1 Repurchase Shares);  
P1 = R 5.83 (VWAP during the 30 JSE trading days preceding the Completion Date);  
P2 = VWAP during the 30 JSE trading days preceding the Extended Vesting Date or if the Company's ordinary shares are no longer trading on the JSE, the market value of the shares determined in accordance with Appendix 1 to this Schedule B;  
B1 = number of B1 Ordinary Shares in issue on the Extended Vesting Date;

- 4.8 On the Extended Vesting Date:

- 4.8.1 the B1 Remaining Shares shall automatically be released from safe custody and the share certificates in respect of the B1 Remaining Shares shall be delivered to the holder of the B1 Ordinary Shares to enable the B1 Remaining Shares to become uncertificated;  
4.8.2 the B1 Remaining Shares shall rank *pari passu* in all respects with the ordinary shares;  
4.8.3 the B1 Remaining Shares shall be renamed "ordinary shares" and shall be listed on the JSE; and  
4.8.4 Articles 4.1 to 4.7 shall cease to be of any further force and effect.

## 5. TERMS OF THE B2 ORDINARY SHARES

- 5.1 For the purposes of this Article 45:

- 5.1.1 "B2 Ordinary Shares" means the B2 ordinary shares of no par value in the Company, the terms of which shares are set out in this Article 45;  
5.1.2 "B2 Remaining Shares" means the B2 Ordinary Shares, at the Extended Vesting Date, which are not B2 Repurchase Shares;  
5.1.3 "B2 Repurchase Shares" means the number of the B2 Ordinary Shares which are to be acquired by the Company in accordance with the formula set out in Article 5.7;  
5.1.4 "BEE SPV" means Imbewu SPV 14 (RF) Proprietary Limited (registration number 2013/209910/07);  
5.1.5 "Completion Date" means the date on which the B2 Ordinary Shares are issued to the BEE SPV;  
5.1.6 "ordinary shares" means the issued ordinary shares of no par value in the Company;  
5.1.7 "Extended Vesting Date" means 27 February 2026 or, if applicable, such other date as determined in accordance with Article 7; and  
5.1.8 "VWAP" means the volume weighted average trading price of an ordinary share in the Company on the JSE.

- 5.2 The rights or other terms attaching to the B2 Ordinary Shares shall only be varied or cancelled by means of a special resolution passed by the Company with the consent in writing of the holder of the B2 Ordinary Shares.

- 5.3 Each of the B2 Ordinary Shares shall entitle the holder:
- 5.3.1 to receive notice of and vote on any matter to be decided by shareholders in accordance with the Act and this Memorandum of Incorporation and the B2 Ordinary Shares shall rank *pari passu* with the ordinary shares in this respect; and
- 5.3.2 on a liquidation of the Company, to receive an amount of R0.01 (one cent).
- 5.4 Except as set out in Article 55.7 and until the Extended Vesting Date, the B2 Ordinary Shares shall not be entitled to any participation in the profits of the Company or any distribution of the assets or capital of the Company (including dividends or other distributions to shareholders). On the Company acquiring the B2 Repurchase Shares on the Extended Vesting Date in terms of Article 5.7, all of the B2 Remaining Shares automatically and without any further action rank *pari passu* with the ordinary shares in respect of participating in the profits of the Company or any distribution of the assets or capital of the Company (including dividends or other distributions to shareholders).
- 5.5 The holder of the B2 Ordinary Shares shall not be entitled, before the Extended Vesting Date, to dispose of or encumber any of the B2 Ordinary Shares, irrespective of whether these shares are B2 Remaining Shares.
- 5.6 To give effect to the provisions of Article 5.4, the B2 Ordinary Shares shall be certificated and the share certificates of the B2 Ordinary Shares shall be held in safe custody by the secretary of the Company. The certificates of the B2 Ordinary Shares shall be appropriately endorsed to reflect the existence of the safe custody arrangement.
- 5.7 The Company shall, on the Extended Vesting Date, and subject to and in terms of the provisions of the Act, acquire such number of the B2 Ordinary Shares, at an acquisition price of R0.01 (one cent) per B2 Ordinary Share, as determined in accordance with the following formula:
- RB2 equals:
- $$\frac{(P1 \times B2)}{P2}$$
- P2 rounded to the nearest share, provided that RB2 may not be greater than the number of B2 Ordinary Shares in issue on the Extended Vesting Date and may not be less than zero, and where:
- RB2= the number of B2 Ordinary Shares to be acquired (B2 Repurchase Shares);
- P1 = R5.83 (VWAP during the 30 JSE trading days preceding the Completion Date);
- P2 = VWAP during the 30 JSE trading days preceding the Extended Vesting Date or if the Company's ordinary shares are no longer trading on the JSE, the market value of the shares determined in accordance with Appendix 1 to this Schedule B;
- B2 = number of B2 Ordinary Shares in issue on the Extended Vesting Date;
- 5.8 On the Extended Vesting Date:
- 5.8.1 the B2 Remaining Shares shall automatically be released from safe custody and the share certificates in respect of the B2 Remaining Shares shall be delivered to the holder of the B2 Ordinary Shares to enable the B2 Remaining Shares to become uncertificated;
- 5.8.2 the B2 Remaining Shares shall rank *pari passu* in all respects with the ordinary shares;
- 5.8.3 the B2 Remaining Shares shall be renamed "ordinary shares" and shall be listed on the JSE; and
- 5.8.4 Articles 5.1 to 5.7 shall cease to be of any further force and effect.

## 6. TERMS OF THE B3 ORDINARY SHARES

- 6.1 For the purposes of this Article 6:
- 6.1.1 "B3 Ordinary Shares" means the B3 ordinary shares of no par value in the Company, the terms of which shares are set out in this Article 6;
- 6.1.2 "B3 Release Date" means 27 February 2026 or, if applicable, such other date as determined in accordance with Article 7;

- 6.1.3 "BEE SPV" means Imbewu SPV 14 (RF) Proprietary Limited (registration number 2013/209910/07);
- 6.1.4 "Completion Date" means the date on which the B3 Ordinary Shares are issued to the BEE SPV; and
- 6.1.5 "ordinary shares" means the issued ordinary shares of no par value in the Company.
- 6.2 The rights or other terms attaching to the B3 Ordinary Shares shall only be varied or cancelled by means of a special resolution passed by the Company with the consent in writing of the holder of the B3 Ordinary Shares.
- 6.3 Each of the B3 Ordinary Shares shall entitle the holder:
  - 6.3.1 to receive notice of and vote on any matter to be decided by shareholders in accordance with the Act and this Memorandum of Incorporation and the B3 Ordinary Shares shall rank *pari passu* with the ordinary shares in this respect; and
  - 6.3.2 on a liquidation of the Company, to receive an amount of R0.01 (one cent).
- 6.4 The B3 Ordinary Shares shall not be entitled to any participation in the profits of the Company or any distribution of the assets or capital of the Company (including dividends or other distributions to shareholders).
- 6.5 The holder of the B3 Ordinary Shares shall not be entitled, before the B3 Release Date, to dispose of or encumber any of the B3 Ordinary Shares.
- 6.6 To give effect to the provisions of Article 6.4, the B3 Ordinary Shares shall be certificated and the share certificates of the B3 Ordinary Shares shall be held in safe custody by the secretary of the Company. The certificates of the B3 Ordinary Shares shall be appropriately endorsed to reflect the existence of the safe custody arrangement.
- 6.7 The Company shall, on the B3 Release Date, and subject to and in terms of the provisions of the Act, acquire all of the B3 Ordinary Shares in issue, at an acquisition price of R0.01 (one cent) per B3 Ordinary Share.
- 6.8 On the Company acquiring the B3 Ordinary Shares in terms of Article 6.7, Articles 6.1 to 6.7 shall cease to be of any further force and effect.

## 7. CHANGE OF CONTROL AND EXTENDED VESTING DATE

- 7.1 For the purposes of this Article 7, a change of control will occur if:
  - (i) an offer is made by a third party or parties or any existing shareholder of the Company ("the Third Party") to all of the shareholders of the Company in terms of the Takeover Regulations as promulgated in terms of the Act (as it may be amended or replaced from time to time) to acquire:
    - (a) all of the Company's shareholders' shares in the Company ("the Third Party Offer") as a result of which such Third Party acquires beneficial ownership, whether of all or a majority of the issued ordinary shares (or other equity interest) in the Company; or
    - (b) such number of the Company's shareholders' shares in the Company so as to trigger a mandatory offer in terms of section 123 of the Act; and/or
  - (ii) the Company is de-listed from the JSE (a "Change of Control").
- 7.2 If a Change of Control occurs at any time prior to the relevant Extended Vesting Date, and such Change of Control becomes unconditional and takes effect in accordance with its terms, the holder of the B1 Ordinary Shares and B2 Ordinary Shares shall be entitled to give written notice to the Company at any time prior to such Change of Control becoming unconditional and taking effect, that it wishes to accelerate the relevant Extended Vesting Date in respect of the B1 Ordinary Shares and the B2 Ordinary Shares and the date upon which such Change of Control becomes unconditional and takes effect shall then be deemed to be the Extended Vesting Date. For the avoidance of doubt, the purpose of this Article, read with Article 7.3, is to enable the holder of the B1 Ordinary Shares and the B2 Ordinary Shares to maximise its advantage in participating in any transaction which leads to or amounts to a Change of Control.

- 7.3 Notwithstanding anything to the contrary contained in this Schedule B, the holders of the A1 Ordinary Shares, A2 Ordinary Shares, A3 Ordinary Shares, B1 Ordinary Shares and B2 Ordinary Shares shall be entitled to accept any comparable offer made in terms of section 125 of the Companies Act, and nothing in the Memorandum of Incorporation shall prohibit the acceptance by the holders of the A1 Ordinary Shares, A2 Ordinary Shares, A3 Ordinary Shares B1 and B2 Ordinary Shares of such comparable offer.
- 7.4 If a Change of Control occurs at any time prior to the relevant Extended Vesting Date, and such Change of Control becomes unconditional and takes effect in accordance with its terms, the board of the Company shall be entitled, at any time prior to such Change of Control becoming unconditional and taking effect, that it wishes to accelerate the relevant Extended Vesting Date in respect of the A1 Ordinary Shares, the A2 Ordinary Shares and the A3 Ordinary Shares and the date upon which such Change of Control becomes unconditional and takes effect shall then be deemed to be the Extended Vesting Date.
- 7.5 If a Change of Control occurs at any time prior to the B3 Release Date, and such Change of Control becomes unconditional and takes effect in accordance with its terms, the holders of the B3 Ordinary Shares shall be entitled to give written notice to the Company at any time prior to such change of Control becoming unconditional and taking effect, that it wishes to accelerate the B3 Release Date in respect of the B3 ordinary Shares and the date upon which such Change of Control becomes unconditional and takes effect shall then be deemed to be the B3 Release Date. For the avoidance of doubt, the purpose of this Article, read with Article 7.3, which shall apply *mutatis mutandis* to this Article, is to enable the holder of the B3 Ordinary Shares to maximise the advantage in participating in any transaction which leads to or amounts to a change of control.

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## BRIEF RESUMES OF HULAMIN GROUP DIRECTORS AND MANAGEMENT

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### Board of Directors

(Ages as at 31 December 2019)

#### 1. THABO PATRICK LEEUW (56)

- Member of the Risk Committee; member of the Remuneration and Nomination Committee and Chairman of the Chairman's Committee
- Chief Executive Officer: Thesele Group
- BCom (Accounting); BCompt (Hons); Management Advancement Programme

Thabo is the chief executive and founder shareholder of Thesele. He served articles at Deloitte & Touche, and has held several financial management positions and also worked as investment banker with Cazenove plc. He is non-executive chairman of ICAS Southern Africa (Pty) Limited, non-executive director of Rhodes Food Group and a member of the Eskom Pension and Provident Fund's Strategic Investment Committee. He was appointed to the Hulamin board in 2007 and Chairman of Hulamin board in May 2018.

#### 2. RICHARD GORDON JACOB (54)

- Chief Executive Officer
- Member of the Risk Committee and a member of the Social, Ethics and Sustainability Committee
- BSc (Engineering); MBA

After graduating with a BSc Engineering from the University of Cape Town and following a brief period as an officer in the South African Navy, Richard joined Hulamin in 1990 as an Industrial Engineer. In 1992 he was appointed Manager, Coil Coating Operation, followed by Market and Business Development Manager in 1996. In 2002, Richard was appointed to the Executive Committee and board of Hulett Aluminium, responsible for Coated Products, communication and investor relations. Richard was appointed to the board of Hulamin in 2007 and as Chief Executive Officer in July 2010.

#### 3. CHARLES ALEXANDER BOLES (50)

- Member of the Remuneration and Nomination Committee and a member of the Audit Committee
- CA (SA); Higher Diploma in Taxation; Higher Diploma in Company Law; MBA (*Cum Laude*)

Charles was formerly a partner at Price Waterhouse in the Corporate Finance division. He then worked for Investec Bank Limited before establishing his own business, Titanium Capital. He has a depth of experience in finance, investments and private equity. Charles was appointed to the Hulamin board on 1 October 2016.

#### 4. VUSI NOEL KHUMALO (57)

- Chairman of the Social, Ethics and Sustainability Committee and member of the Chairman's Committee
- Senior manager: Industrial Development Corporation of SA Ltd.
- BCom; BCompt (Hons); CA(SA); Global Executive Development Programme

Vusi, a senior manager at Industrial Development Corporation of South Africa Limited, is responsible for managing IDC's investment portfolio. He served articles at Ernst & Young and has held various financial management positions in Anglo American Corporation of South Africa Limited and Edcon Limited. He is also a non-executive director of Ernani Investments (Pty) Limited. He was appointed to the Hulett Aluminium board in 2006 and to the board of Hulamin in 2007.

5. **ROBERT LENNART LARSON (64)**

- Member of the Risk Committee
- BA; MS

During a career that spanned nearly 40 years, Bob most recently served as CEO of Novipax LLC, the leading producer of absorbent pads and expanded polystyrene foam trays in North America. In addition to his role as CEO of Novipax, Bob served as an Operating Partner of Atlas Holdings LLC and was instrumental in the private equity firm's acquisition of Alcoa's aluminium rolled products business in Europe in 2014. Prior to joining Novipax, Bob spent nearly six years with The Rank Group Limited, a private investment firm based in New Zealand. Before Rank, Bob enjoyed a successful career with Alcoa.

6. **NARAN MAHARAJH (53)**

- Chairman of the Audit Committee; member of the Risk Committee and a member of the Chairman's Committee
- Director of BCA Inc.
- CA(SA)

Naran is a practicing chartered accountant and a director of BCA Inc. He completed his training with PWC. He was then appointed as a lecturer in the department of Accountancy at the University of KwaZulu-Natal. He was one of the founding partners of KMMT Brey. In 1999 the firm merged with KPMG and Naran was appointed as a director of KPMG. In 2007 he left KPMG to set up BCA Inc – a firm specialising in providing audit, accounting and business advisory services. He currently serves a director of Comair Ltd. He has previously served as non-executive director of Mercedes-Benz South Africa Ltd and Masonite Africa Ltd. He was appointed to the Hulamin board on 1 September 2016.

7. **DR BONAKELE MEHLOMAKULU (47)**

- Member of the Risk Committee and Social, Ethics and Sustainability Committee
- BSc (Chemistry and Applied Chemistry); BSc (Hons) (Chemistry); MSc (Organic Chemistry); PhD (Chemical Engineering)

Dr Mehlomakulu's career started at Sasol Technology before joining the National Department of Science and Technology in various management roles. Her external industry portfolios include being a non-executive Director of SAPPI Limited and Yokogawa South Africa. Her past directorships include PBMR (Pty) Ltd, Nuclear Energy Corporation of South Africa (NECSA), Eskom Holdings SOC (Ltd), the Technology Innovation Agency (TIA), being the Deputy Chair of Unisa Council, a member of Council of the International Standards Organisation (ISO, Geneva), as well as the CEO of the South African Bureau of Standards (SABS) and a Director of its subsidiaries. She was appointed to the Hulamin board on 1 November 2016.

8. **SIBUSISO PETER-PAUL NGWENYA (66)**

- Member of the Social, Ethics and Sustainability Committee
- Executive chairman: Makana Investment
- BCom (Hons)

Following his release from Robben Island in 1991, Peter-Paul joined Engen and later South African Breweries. In 1997 he joined Makana Trust, where he is a founding trustee and former chairman. He later co-founded Makana Investment Corporation of which he is the current executive chairman. He is also the chairman of South African Airlink, Heart 104.9 and Igagasi 99.5 radio stations and Sebenza Forwarding and Shipping Consultancy. He was appointed to the Hulamin board in 2007 as an alternate to Johannes Bhekumuzi Magwaza and a full director of Hulamin in October 2009.

9. **GEOFFREY HAROLD MELROSE WATSON (68)**

- Member of the Remuneration and Nomination Committee; the Chairman of the Risk Committee and a member of the Chairman's Committee
- Director of companies
- B.Sc (Agr) University of Sydney; B.Econ University of New England; Graduate Australian Institute of Company Directors

Geoff has held numerous senior executive positions in the aluminium and steel industries. Geoff retired in 2016 as Director Asian Sales and China business development of United Company RUSAL, who is the world's largest producer of aluminium. He was an executive associate of Seema International in 2010 and CEO of Steelforce Australia in 2009 and held numerous positions at Alcoa Rolled Products from 1976 to 2008 which included Vice President China, General Manager Alcoa Bohai, China, Director of Operations, Alcoa Kaal, Australia and General Manager Asian Business Development. He was appointed to the Hulamín board with effect from 1 August 2011.

10. **GCINA CECIL ZONDI (46)**

- Alternate director
- Chief Executive – Imbewu Capital Partners
- BCompt (Hons), AGA (SA)

Gcina is the founding Chief Executive and shareholder of Imbewu Capital Partners. He is a qualified General Accountant and is an associate of the South African Institute of Chartered Accountants. He has more than 20 years' experience in the private equity industry of which six years were spent with Nedbank Capital Private Equity as a Private Equity Manager. Prior to joining Nedbank, Gcina completed his articles of clerkship at KPMG Durban and has also worked for Hulamín Limited in the finance division for two-and-a-half years prior to joining KPMG. Gcina was appointed to the Hulamín board in May 2016 as an alternate director to Sibusiso Peter-Paul Ngwenya.

11. **LAREN MICHAEL FARQUHARSON (47)**

- Acting Chief Financial Officer
- CA(SA)

Joining Hulamín in March 2004 as the Group Treasury Manager, Laren served in a series of senior financial and commercial positions including General Manager: Corporate Finance and Strategic Risk Management before most recently becoming the Rolled Products Finance Executive. After completing his training at Deloitte and before joining Hulamín, Laren spent six years in the Tiger Food Brands Group as Category Commercial Manager and as Financial Manager of Beacon Sweets & Chocolates.

**Executive Committee**

**(Ages as at 31 December 2019)**

1. **MARLENE ANTOINETTE JANNEKER (48)**

- Group Executive: Human Capital
- BA (Hons) Industrial Psychology
- MBA

Marlene joined Hulamín in June 1995 and has held various positions in the Human Resources portfolio for which she assumed leadership since April 2013.

2. **AYANDA MNGADI (45)**

- Group Executive: Corporate Affairs
- B.Soc Sc Honours, Industrial Psychology

Ayanda Mngadi worked as a Committee Officer in local government before taking up the position of Director in the Ministry of Public Enterprises in 2000, she later became Acting Chief of Staff in the Office of the Minister of Transport. In 2005, she assumed the position of Head of Corporate Governance in Department of Transport overseeing 11 state-owned entities including ACSA, PRASA, CAA, ATNS and SANRAL. In 2008, she was appointed as Executive Head, Centre for Corporate Affairs for the South African Maritime Safety Authority (SAMSA) where she worked until joining Hulam in the role of Group Executive: Corporate Affairs in June 2016.

3. **CLAYTON JOHN FISHER (43)**

- Group Executive and Managing Director: Rolled Products
- BSc (Chemical Engineering), (*cum laude*)

Clayton joined Hulam in 2009 and has held various roles in Supply Chain, Strategic Planning and Sales and Marketing. Prior to Hulam, Clayton spent eight years in management consulting with Accenture. Clayton was appointed to the Executive committee in January 2017 and as Managing Director of Rolled Products in April 2020.

4. **ZITHULELE DENNIS GUMEDE (47)**

- Group Executive; Portfolio and Investment
- National Diploma Metallurgical Engineering
- B.Comm
- PDBA
- MBA

Prior to re-joining Hulam in 2017, Zithulele started his career at Hulam in 1991 and held various roles in Metallurgical Services, Manufacturing, Product Development and Sales and Marketing until 2012. Zithulele also worked for DCD Group, a diversified Heavy Engineering Group of companies, as a Marketing Executive responsible for marketing and business development for the DCD Rail Cluster.

## SHARE PRICE HISTORY

The table below indicates the aggregate volumes and values traded and the highest and lowest prices traded in Hulamin Ordinary Shares for each month over the 12 months prior to the date of issue of this Circular; and for each day over the 30 days preceding the Last Practicable Date.

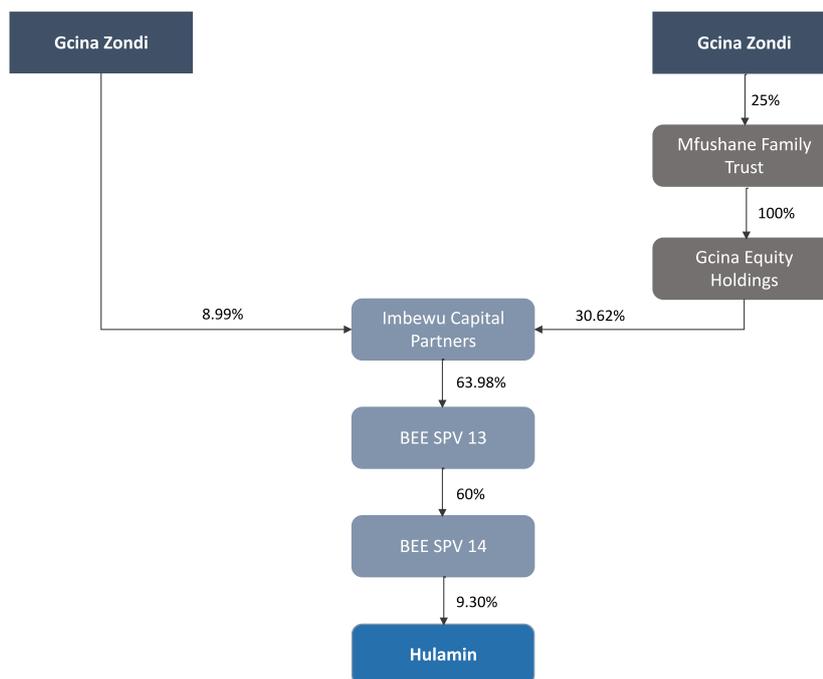
<b>Date</b>	<b>Low (cents)</b>	<b>High (cents)</b>	<b>Closing price (cents)</b>	<b>Volume</b>	<b>Value traded (R)</b>
<b>Month</b>					
November 2019	223	275	236	5 216 949	12 765 283.75
December 2019	192	269	230	10 772 217	24 200 463.26
January 2020	171	231	181	15 799 724	31 689 455.48
February 2020	148	196	149	19 567 812	34 792 378.37
March 2020	96	186	90	12 931 111	19 520 071.38
April 2020	85	142	103	41 157 604	38 829 568.20
May 2020	90	115	113	5 610 804	5 885 562.34
June 2020	110	150	112	6 693 598	8 354 264.18
July 2020	91	118	99	4 344 623	4 548 767.35
August 2020	90	119	108	2 649 531	2 696 535.55
September 2020	87	113	103	4 960 926	4 882 799.53
October 2020	97	135	105	17 076 230	18 396 538.82
<b>Daily</b>					
25 September 2020	94	94	94	219 046	205 903.23
28 September 2020	95	100	97	692 400	671 132.00
29 September 2020	97	105	105	502 418	500 846.03
30 September 2020	98	103	103	178 565	178 486.34
1 October 2020	99	100	100	1 382 301	1 381 671.00
2 October 2020	99	100	100	345 500	345 410.00
5 October 2020	100	100	100	46 102	46 102.00
6 October 2020	98	100	100	230 402	226 862.48
7 October 2020	98	100	100	349 353	348 153.00
8 October 2020	98	100	100	788 662	788 228.50
9 October 2020	97	100	98	169 855	169 045.20
12 October 2020	98	100	98	1 656 227	1 182 175.92
13 October 2020	98	104	100	456 581	462 432.94
14 October 2020	99	135	128	4 162 125	711 257.62
15 October 2020	111	133	118	1 747 171	555 305.75
16 October 2020	116	125	124	884 368	1 067 263.24
19 October 2020	119	128	119	755 506	623 684.07
20 October 2020	116	123	120	258 826	304 203.13
21 October 2020	114	123	114	167 885	193 510.84
22 October 2020	109	118	118	458 653	513 646.24
23 October 2020	110	118	115	722 789	821 531.79
26 October 2020	107	116	116	531 050	583 242.35
27 October 2020	106	113	113	1 008 853	1 108 560.96
28 October 2020	107	110	108	629 748	688 802.44
29 October 2020	106	110	108	240 322	261 506.16
30 October 2020	104	124	105	83 951	88 986.32
2 November 2020	105	114	110	604 597	658 965.69
3 November 2020	108	120	108	330 506	364 337.19
4 November 2020	104	114	105	265 500	278 221.15
5 November 2020	103	110	108	548 823	587 467.47

Source: JSE Information Services

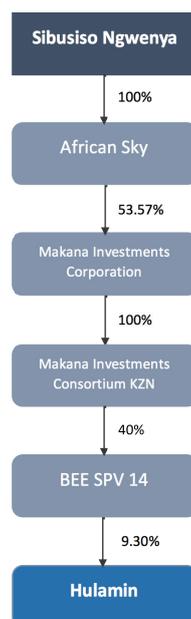
## DIRECTORS' EFFECTIVE INTERESTS IN HULAMIN

The effective interests of Messrs Zondi and Ngwenya in Hulamin prior to the implementation of the BEE Extension Transaction are set out below. The effective interests of these directors will not change post the BEE Extension Transaction as the transaction is an extension of the existing arrangements involving the same number of securities for BEE SPV.

### Mr Gcina Zondi



### Mr Sibusiso Ngwenya



Source: Empowerdex Report June 2020

**SUMMARY OF RIGHTS OF ORDINARY SHARES, A ORDINARY SHARES AND B ORDINARY SHARES SUBSEQUENT TO THE BEE EXTENSION TRANSACTION AND THE VESTING OF THE A1 ORDINARY SHARES**

<b>Share Class</b>	<b>Voting Rights</b>	<b>Dividend Rights</b>	<b>Liquidation Rights</b>	<b>Vesting</b>	<b>Repurchase Rights</b>	<b>Other Notable Terms</b>
<b>Ordinary Shares</b>	One vote on any matter to be decided by a vote of holders of securities of the Company.	Participation in any distribution of profit to the holders of securities of the Company.	Share in the distribution of the Company's residual value upon its dissolution.	Not applicable.	Not applicable.	None.
<b>A2 Ordinary Shares</b>	One vote on any matter to be decided by a vote of holders of securities of the Company.	Until 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI, no entitlement to participate in the profits of the Company or any distribution of the assets or capital of the Company (including dividends or other distributions to shareholders). Thereafter, the same distribution rights as the Ordinary Shares.	Receive an amount of R0,01 (one cent) for each share.	On 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI, those A2 Ordinary Shares not repurchased by the Company shall be renamed "ordinary shares", be listed on the JSE, and have all of the same rights, limitations and other terms as the Ordinary Shares.	On 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI, the Company shall, subject to and in terms of the provisions of the Companies Act, acquire such number of A2 Ordinary Shares, at an acquisition price of R0,01 (one cent) per A2 Ordinary Share, as determined in accordance with the revised formula set out in Article 2.7 of Annexure B to the Hulamin MOI.	Cannot be disposed of or encumbered before 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI, the Company shall, subject to and in terms of the provisions of the Companies Act, acquire such number of A2 Ordinary Shares, at an acquisition price of R0,01 (one cent) per A2 Ordinary Share, as determined in accordance with the revised formula set out in Article 2.7 of Annexure B to the Hulamin MOI.

Share Class	Voting Rights	Dividend Rights	Liquidation Rights	Vesting	Repurchase Rights	Other Notable Terms
<b>A3 Ordinary Shares</b>	One vote on any matter to be decided by a vote of holders of securities of the Company.	Receive any distribution in accordance with the holder's voting power.	Receive an amount of R0,01 (one cent) for each share.	On 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI, the A1A3A1 Ordinary Shares shall be renamed "ordinary shares", be listed on the JSE, and have all of the same rights, limitations and other terms as the Ordinary Shares.	Not applicable.	Cannot be disposed of or encumbered before 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI.
<b>B1 Ordinary Shares</b>	One vote on any matter to be decided by a vote of holders of securities of the Company.	Until 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI, no entitlement to participate in the profits of the Company or any distribution of the assets or capital of the Company (including dividends or other distributions to shareholders). Thereafter, the same distribution rights as the Ordinary Shares.	Receive an amount of R0,01 (one cent) for each share.	On 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI, those B1 Ordinary Shares not repurchased by the Company shall be renamed "ordinary shares", be listed on the JSE, and have all of the same rights, limitations and other terms as the Ordinary Shares.	On 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI, the Company shall, subject to and in terms of the provisions of the Companies Act, acquire such number of B1 Ordinary Shares, at an acquisition price of R0,01 (one cent) per B1 Ordinary Share, as determined in accordance with the revised formula set out in Article 4.7 of Annexure B to the Hulamin MOI.	Cannot be disposed of or encumbered before 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI.

Share Class	Voting Rights	Dividend Rights	Liquidation Rights	Vesting	Repurchase Rights	Other Notable Terms
<b>B2 Ordinary Shares</b>	One vote on any matter to be decided by a vote of holders of securities of the Company.	Until 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI, no entitlement to participate in the profits of the Company or any distribution of the assets or capital of the Company (including dividends or other distributions to shareholders). Thereafter, the same distribution rights as the Ordinary Shares.	Receive an amount of R0,01 (one cent) for each share.	On 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI, those B1B2 B1Ordinary Shares not repurchased by the Company shall be renamed "ordinary shares", be listed on the JSE, and have all of the same rights, limitations and other terms as the Ordinary Shares.	On 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI, the Company shall, subject to and in terms of the provisions of the Companies Act, acquire such number of B2 Ordinary Shares, at an acquisition price of R0,01 (one cent) per B2 Ordinary Share, as determined in accordance with the revised formula set out in Article 5.7 of Annexure B to the Hulamin MOI.	Cannot be disposed of or encumbered before 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI.
<b>B3 Ordinary Shares</b>	One vote on any matter to be decided by a vote of holders of securities of the Company.	No entitlement to participate in the profits of the Company or any distribution of the assets or capital of the Company (including dividends or other distributions to shareholders).	Receive an amount of R0,01 (one cent) for each share.	Not applicable.	On 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI, the Company shall, subject to and in terms of the provisions of the Companies Act, acquire all of the B3 Ordinary Shares in issue, at an acquisition price of R0,01 (one cent) per B3 Ordinary Share.	Cannot be disposed of or encumbered before 27 February 2026, or such other date determined in accordance with Article 7 of Schedule B to the Hulamin MOI.



## HULAMIN LIMITED

Incorporated in the Republic of South Africa

(Registration number 1940/013924/06)

ISIN: ZAE000096210

JSE Code: HLM

("Hulamin" or "the Company")

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### NOTICE OF GENERAL MEETINGS

- **A2 ORDINARY SHAREHOLDERS**
  - **B1 ORDINARY SHAREHOLDERS**
  - **B2 ORDINARY SHAREHOLDERS**
  - **B3 ORDINARY SHAREHOLDERS**
  - **ORDINARY SHAREHOLDERS**
- 

*The definitions commencing on page 7 of the Circular apply, mutatis mutandis, have been used throughout this Notice of General Meetings.*

Notice is hereby given that:

1. a General Meeting of the holders of the A2 Ordinary Shares; and thereafter
2. a General Meeting of the holders of the B1 Ordinary Shares; and thereafter
3. a General Meeting of the holders of the B2 Ordinary Shares; and thereafter
4. a General Meeting of the holders of the B3 Ordinary Shares; and thereafter
5. a General Meeting of Shareholders,

will be held entirely by means of a remote interactive electronic platform Microsoft Teams on Thursday, 17 December 2020 at 15:00, to conduct the business set out below and to consider and, if deemed fit, adopt, with or without modification, the ordinary and special resolutions set out in this Notice of General Meetings.

Hulamin will be assisted by the Transfer Secretaries, Computershare who will also act as scrutineers.

#### **A2 Ordinary Shareholder Special Resolution 1**

##### **Approval of amendments to the share terms**

**"Resolved as a special resolution**, that the variation of the preferences, rights, limitations and other terms attaching to the A2 Ordinary Shares contemplated by the Circular to which this Notice of General Meetings is attached be and is hereby approved."

This resolution requires the support of at least 75% of the voting rights exercised on the resolution.

#### **B1 Ordinary Shareholder Special Resolution 1**

##### **Approval of amendments to the share terms**

**"Resolved as a special resolution**, that the variation of the preferences, rights, limitations and other terms attaching to the B1 Ordinary Shares contemplated by the Circular to which this Notice of General Meetings is attached be and is hereby approved."

This resolution requires the support of at least 75% of the voting rights exercised on the resolution.

#### **B2 Ordinary Shareholder Special Resolution 1**

##### **Approval of amendments to the share terms**

**"Resolved as a special resolution**, that the variation of the preferences, rights, limitations and other terms attaching to the B2 Ordinary Shares contemplated by the Circular to which this Notice of General Meetings is attached be and is hereby approved."

This resolution requires the support of at least 75% of the voting rights exercised on the resolution.

### **B3 Ordinary Shareholder Special Resolution 1**

#### **Approval of amendments to the share terms**

**“Resolved as a special resolution**, that the variation of the preferences, rights, limitations and other terms attaching to the B3 Ordinary Shares contemplated by the Circular to which this Notice of General Meetings is attached be and is hereby approved.”

This resolution requires the support of at least 75% of the voting rights exercised on the resolution.

### **Ordinary Shareholders Ordinary Resolution 1**

#### **Approval of the BEE Extension Transaction**

**“Resolved**, subject to the special resolutions of the holders of the A2 Ordinary Shares, the B1 Ordinary Shares, the B2 Ordinary Shares and the B3 Ordinary Shares being passed, and subject further to the conditions to the resolutions set out in the notice of the meeting at which this ordinary resolution will be considered, that the BEE Extension Transaction outlined in the Circular to which this Notice of General Meetings is attached be and is hereby approved.”

This resolution requires the support of a majority of the voting rights exercised on the resolution.

### **Ordinary Shareholders Special Resolution 1**

#### **Issue of A3 Ordinary Shares to the trustees of the Hulammin Employee Share Ownership Trust**

**“Resolved as a special resolution**, subject to the special resolutions of the holders of the A2 Ordinary Shares, the B1 Ordinary Shares, the B2 Ordinary Shares and the B3 Ordinary Shares being passed, and subject further to the conditions to the resolutions set out in this Notice of General Meetings at which this special resolution will be considered, that the Directors of the Company be and are hereby authorised as a specific authority in terms of the JSE Listings Requirements of the JSE Limited and section 41 of the Companies Act to issue for cash up to a maximum of 4 721 600 A3 Ordinary Shares in the Company for an aggregate subscription price of R47 216.”

This resolution requires the support of at least 75% of the voting rights exercised on the resolution excluding Messrs Zondi and Ngwenya and their associates..

### **Ordinary Shareholders Special Resolution 2**

#### **Amendment of the Memorandum of Incorporation**

**“Resolved as a special resolution**, subject to the special resolutions of the holders of the A2 Ordinary Shares, the B1 Ordinary Shares, the B2 Ordinary Shares and the B3 Ordinary Shares being passed, the Memorandum of Incorporation be and is hereby amended:

6. By amending Article 10.1 by the insertion between the clause describing the A2 Ordinary Shares and the clause describing the B1 Ordinary Shares of the following:

*“A3 Ordinary Shares:*

*The Company is authorised to issued 4 721 600 A3 ordinary shares of no par value, the rights, limitations and other terms of which are set out in Schedule B to this Memorandum of Incorporation.”*

2. By substituting Schedule B of the Memorandum of Incorporation, in its entirety, with the Schedule B included in Annexure 4 to the Circular to which the Notice of General Meetings was attached.

This resolution requires the support of at least 75% of the voting rights exercised on the resolution.

#### **Salient dates**

The Record Date for purposes of determining which Shareholders are entitled to receive this Notice of General Meetings is Friday, 6 November 2020.

The Last Day to Trade in order to be eligible to participate and vote at the General Meetings is Tuesday, 8 December 2020.

The Record Date for Shareholders to be recorded in the Securities Register in order to be able to attend, participate and vote at the General Meetings is Friday, 11 December 2020.

Shareholders to lodge Forms of Proxy by Monday, 14 December 2020 at 15:00.

Shareholders or their duly authorised proxies who wish to participate in the General Meeting, must register to do so by lodging a completed Electronic Participation Application Form by Monday 14 December at 15:00.

### **Electronic participation arrangements**

The Company's MOI authorises the conduct of shareholders' meetings entirely by electronic communication as does section 63(2)(a) of the Companies Act. In light of the measures put in place by the South African Government in response to the COVID-19 pandemic, the Board has decided that the General Meetings will only be accessible through a remote interactive electronic platform as detailed below.

Shareholders or their duly appointed proxies who wish to participate in the General Meetings are required to complete the Electronic Participation Application Form and email same to the Company's Transfer Secretaries at proxy@computershare.co.za and to Hulamin at secretarial@hulamin.co.za as soon as possible, but in any event by no later than 15:00 on Monday, 14 December 2020.

Shareholders or their duly appointed proxies are required to provide satisfactory identification before being entitled to participate in the General Meetings.

Upon receiving a completed Electronic Participation Application Form, the Company's Transfer Secretaries will follow a verification process to verify each applicant's entitlement to participate in and/or vote at the General Meetings. The Company's Transfer Secretaries will provide the Company with the nominated email address of each verified shareholder or their duly appointed proxy to enable the Company to forward them a Microsoft Teams meeting invitation required to access the General Meetings.

Fully verified shareholders or their duly appointed proxies who have applied to participate electronically in the General Meetings are requested by no later than 14:55 on Thursday, 17 December 2020 to join the meeting by clicking on the "Join Microsoft Teams Meeting" link to be provided by Hulamin's company secretary or by the secretarial office, whose admission to the meeting will be controlled by the company secretary/secretarial office.

Participants will be liable for their own network charges in relation to electronic participation in and/or voting at the General Meetings. Any such charges will not be for the account of the Company's Transfer Secretaries or Hulamin who will also not 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 prevents any such shareholder or their proxy from participating in and/or voting at the General Meetings.

### **Voting and proxies**

For an ordinary resolution to be approved by the shareholders, it must be supported by more than 50% of the voting rights exercised on the resolution.

For a special resolution to be approved by the shareholders, it must be supported by at least 75% of the voting rights exercised on the resolution.

Voting will be via a poll; every shareholder of the Company shall have one vote for every share held in the Company by such shareholder.

A shareholder entitled to participate and vote at the General Meetings is entitled to appoint a proxy or proxies to electronically participate, speak and vote in his/her stead. A proxy need not be a shareholder of the Company. The electronic platform (Microsoft Teams) to be utilised to host the General Meetings does not provide for electronic voting during the meeting. Accordingly, shareholders are strongly encouraged to submit votes by proxy in advance of the General Meeting, by completing the Form of Proxy and lodging this form with the Company's Transfer Secretaries by no later than 15:00 on Monday, 14 December 2020 by:

- delivery to Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank; or
- email to proxy@computershare.co.za.

A Form of Proxy may alternatively still be emailed to proxy@computershare.co.za before the proxy exercises the voting rights of the Shareholder at the General Meetings or adjourned or postponed General Meeting, as the case may be.

Shareholders are reminded that they are still able to vote normally through proxy submission, despite deciding to participate either electronically or not at all in the General Meetings.

Shareholders who indicate in the Electronic Participation Application Form that they wish to vote during the electronic meeting, will be contacted by the Company's Transfer Secretaries to make the necessary arrangements.

By order of the Board

**W Fitchat**

*Company Secretary*

**Registered Office**

Moses Mabhida Road  
Pietermaritzburg  
KwaZulu-Natal

**Transfer Secretaries**

Computershare Investor Services Proprietary Limited  
Rosebank Towers  
15 Biermann Avenue  
Rosebank, 2196  
(Private Bag X9000 Saxonwold, 2132)

17 November 2020



## HULAMIN LIMITED

Incorporated in the Republic of South Africa

(Registration number 1940/013924/06)

ISIN: ZAE000096210

JSE Code: HLM

("Hulamin" or "the Company")

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### FORM OF PROXY – A2 ORDINARY SHAREHOLDERS

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*The definitions commencing on page 7 of the Circular apply, mutatis mutandis, have been used throughout this Form of Proxy.*

**Note:** All beneficial Shareholders that have Dematerialised their shares through a CSDP or broker, other than those which are in "own name", must not complete this form.

Certificated Shareholders and/or Dematerialised Shareholders with "own name" registration must either provide their CSDP or Broker with their voting instructions, or alternatively, should they wish to attend the General Meetings in person, they should request the CSDP or Broker to provide them with a letter of representation in terms of the custody agreement entered into between themselves and the CSDP or Broker.

The Board requests that completed forms of proxy are received

- at the office of the company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2001 (Private Bag X9000, Saxonwold, 2132); or
- email to proxy@computershare.co.za by 15:00 on Monday, 14 December 2020.

A Form of Proxy may alternatively still be emailed to proxy@computershare.co.za before the proxy exercises the voting rights of the Shareholder at the General Meetings or adjourned or postponed General Meeting, as the case may be.

A shareholder entitled to attend and vote at the General Meetings mentioned below is entitled to appoint a proxy or proxies to attend, speak and, on a poll, to vote in his stead. A proxy need not be a shareholder of the Company.

I/We \_\_\_\_\_ (name in block letters)

Of \_\_\_\_\_ (address in block letters)

Contactable number \_\_\_\_\_ (telephone number)

Email address \_\_\_\_\_

being the holder/holders of  A2 Ordinary Shares in Hulamin do hereby appoint

1. \_\_\_\_\_ of \_\_\_\_\_ (or failing him/her)

2. \_\_\_\_\_ of \_\_\_\_\_ (or failing him/her)

the chairman of the General Meeting, as my/our proxy to attend and speak and to vote for me/us at the General Meetings of the Company to be held at 15:00 on Thursday, 17 December 2020, for the purpose of considering and, if deemed fit, passing, with or without modification, all the resolutions to be proposed thereat, or at any adjournment thereof, as follows:

Resolution	For	Against	Abstain
Special Resolution 1: Approval of amendments to the share terms			





## HULAMIN LIMITED

Incorporated in the Republic of South Africa  
(Registration number 1940/013924/06)  
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### FORM OF PROXY – B1 ORDINARY SHAREHOLDERS

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*The definitions commencing on page 7 of the Circular apply, mutatis mutandis, have been used throughout this Form of Proxy.*

**Note:** All beneficial Shareholders that have Dematerialised their shares through a CSDP or broker, other than those which are in "own name", must not complete this form.

Certificated Shareholders and/or Dematerialised Shareholders with "own name" registration must either provide their CSDP or Broker with their voting instructions, or alternatively, should they wish to attend the General Meetings in person, they should request the CSDP or Broker to provide them with a letter of representation in terms of the custody agreement entered into between themselves and the CSDP or Broker.

The Board requests that completed forms of proxy are received

- at the office of the company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2001 (Private Bag X9000, Saxonwold, 2132); or
- email to proxy@computershare.co.za by 15:00 on Monday, 14 December 2020.

A Form of Proxy may alternatively still be emailed to proxy@computershare.co.za before the proxy exercises the voting rights of the Shareholder at the General Meetings or adjourned or postponed General Meeting, as the case may be.

A shareholder entitled to attend and vote at the General Meetings mentioned below is entitled to appoint a proxy or proxies to attend, speak and, on a poll, to vote in his stead. A proxy need not be a shareholder of the Company.

I/We \_\_\_\_\_ (name in block letters)

Of \_\_\_\_\_ (address in block letters)

Contactable number \_\_\_\_\_ (telephone number)

Email address \_\_\_\_\_

being the holder/holders of  B1 Ordinary Shares in Hulamin do hereby appoint

1. \_\_\_\_\_ of \_\_\_\_\_ (or failing him/her)

2. \_\_\_\_\_ of \_\_\_\_\_ (or failing him/her)

the chairman of the General Meeting, as my/our proxy to attend and speak and to vote for me/us at the General Meetings of the Company to be held at 15:00 on Thursday, 17 December 2020, for the purpose of considering and, if deemed fit, passing, with or without modification, all the resolutions to be proposed thereat, or at any adjournment thereof, as follows:

Resolution	For	Against	Abstain
Special Resolution 1: Approval of amendments to the share terms			





## HULAMIN LIMITED

Incorporated in the Republic of South Africa

(Registration number 1940/013924/06)

ISIN: ZAE000096210

JSE Code: HLM

("Hulamin" or "the Company")

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### FORM OF PROXY – B2 ORDINARY SHAREHOLDERS

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*The definitions commencing on page 7 of the Circular apply, mutatis mutandis, have been used throughout this Form of Proxy.*

**Note:** All beneficial Shareholders that have Dematerialised their shares through a CSDP or broker, other than those which are in "own name", must not complete this form.

Certificated Shareholders and/or Dematerialised Shareholders with "own name" registration must either provide their CSDP or Broker with their voting instructions, or alternatively, should they wish to attend the General Meetings in person, they should request the CSDP or Broker to provide them with a letter of representation in terms of the custody agreement entered into between themselves and the CSDP or Broker.

The Board requests that completed forms of proxy are received

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- email to proxy@computershare.co.za by 15:00 on Monday, 14 December 2020.

A Form of Proxy may alternatively still be emailed to proxy@computershare.co.za before the proxy exercises the voting rights of the Shareholder at the General Meetings or adjourned or postponed General Meeting, as the case may be.

A shareholder entitled to attend and vote at the General Meetings mentioned below is entitled to appoint a proxy or proxies to attend, speak and, on a poll, to vote in his stead. A proxy need not be a shareholder of the Company.

I/We \_\_\_\_\_ (name in block letters)

Of \_\_\_\_\_ (address in block letters)

Contactable number \_\_\_\_\_ (telephone number)

Email address \_\_\_\_\_

being the holder/holders of  B2 Ordinary Shares in Hulamin do hereby appoint

1. \_\_\_\_\_ of \_\_\_\_\_ (or failing him/her)

2. \_\_\_\_\_ of \_\_\_\_\_ (or failing him/her)

the chairman of the General Meeting, as my/our proxy to attend and speak and to vote for me/us at the General Meetings of the Company to be held at 15:00 on Thursday, 17 December 2020, for the purpose of considering and, if deemed fit, passing, with or without modification, all the resolutions to be proposed thereat, or at any adjournment thereof, as follows:

Resolution	For	Against	Abstain
Special Resolution 1: Approval of amendments to the share terms			





## HULAMIN LIMITED

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### FORM OF PROXY – B3 ORDINARY SHAREHOLDERS

The definitions commencing on page 7 of the Circular apply, mutatis mutandis, have been used throughout this Form of Proxy.

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The Board requests that completed forms of proxy are received

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- email to proxy@computershare.co.za by 15:00 on Monday, 14 December 2020.

A Form of Proxy may alternatively still be emailed to proxy@computershare.co.za before the proxy exercises the voting rights of the Shareholder at the General Meetings or adjourned or postponed General Meeting, as the case may be.

A shareholder entitled to attend and vote at the General Meetings mentioned below is entitled to appoint a proxy or proxies to attend, speak and, on a poll, to vote in his stead. A proxy need not be a shareholder of the Company.

I/We \_\_\_\_\_ (name in block letters)

Of \_\_\_\_\_ (address in block letters)

Contactable number \_\_\_\_\_ (telephone number)

Email address \_\_\_\_\_

being the holder/holders of  B3 Ordinary Shares in Hulamin do hereby appoint

1. \_\_\_\_\_ of \_\_\_\_\_ (or failing him/her)

2. \_\_\_\_\_ of \_\_\_\_\_ (or failing him/her)

the chairman of the General Meeting, as my/our proxy to attend and speak and to vote for me/us at the General Meetings of the Company to be held at 15:00 on Thursday, 17 December 2020, for the purpose of considering and, if deemed fit, passing, with or without modification, all the resolutions to be proposed thereat, or at any adjournment thereof, as follows:

Resolution	For	Against	Abstain
Special Resolution 1: Approval of amendments to the share terms			





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### FORM OF PROXY – ORDINARY SHAREHOLDERS

The definitions commencing on page 7 of the Circular apply, mutatis mutandis, have been used throughout this Form of Proxy.

**Note:** All beneficial Shareholders that have Dematerialised their shares through a CSDP or broker, other than those which are in "own name", must not complete this form.

Certificated Shareholders and/or Dematerialised Shareholders with "own name" registration must either provide their CSDP or Broker with their voting instructions, or alternatively, should they wish to attend the General Meetings in person, they should request the CSDP or Broker to provide them with a letter of representation in terms of the custody agreement entered into between themselves and the CSDP or Broker.

The Board requests that completed forms of proxy are received

- at the office of the company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2001 (Private Bag X9000, Saxonwold, 2132); or
- email to proxy@computershare.co.za by 15:00 on Monday, 14 December 2020.

A Form of Proxy may alternatively still be emailed to proxy@computershare.co.za before the proxy exercises the voting rights of the Shareholder at the General Meetings or adjourned or postponed General Meeting, as the case may be.

A shareholder entitled to attend and vote at the General Meetings mentioned below is entitled to appoint a proxy or proxies to attend, speak and, on a poll, to vote in his stead. A proxy need not be a shareholder of the Company.

I/We \_\_\_\_\_ (name in block letters)

Of \_\_\_\_\_ (address in block letters)

Contactable number \_\_\_\_\_ (telephone number)

Email address \_\_\_\_\_

being the holder/holders of  Ordinary Shares in Hulamin do hereby appoint

1. \_\_\_\_\_ of \_\_\_\_\_ (or failing him/her)

2. \_\_\_\_\_ of \_\_\_\_\_ (or failing him/her)

the chairman of the General Meeting, as my/our proxy to attend and speak and to vote for me/us at the General Meetings of the Company to be held at 15:00 on Thursday, 17 December 2020, for the purpose of considering and, if deemed fit, passing, with or without modification, all the resolutions to be proposed thereat, or at any adjournment thereof, as follows:

Resolutions	For	Against	Abstain
Ordinary Resolution 1: Approval of the BEE Extension Transaction			
Special Resolution 1: Issue of A3 Ordinary Shares to the trustees of the Hulamin Employee Share Ownership Trust			
Special Resolution 2: Amendment of the Memorandum of Incorporation			

## Notes to the Form of Proxy

1. Shareholders' instructions to the proxy must be indicated 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 Meetings as he/she deems fit. A shareholder may instruct the proxy to vote less than the total number of shares held by inserting the relevant number of shares in the appropriate box provided. A shareholder who fails to do so will be deemed to have authorised the proxy to vote or abstain from voting, as the case may be, in respect of all the shareholders' votes exercisable at the General Meetings.
2. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy.
3. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
4. A minor must be assisted by the minor's parent or guardian unless the relevant documents establishing the minor's legal capacity are produced or have been registered by the share registrars of the company.
5. The chairman of the General Meetings may accept any form of proxy which is completed other than in accordance with these notes if the chairman of the General Meetings is satisfied as to the manner in which the shareholder wishes to vote.

## Summary in terms of section 58(8)(b)(i) of the Companies Act, 2008, as amended

Section 58(8)(b)(i) provides that if a company supplies a form of instrument for appointing a proxy, the form of proxy supplied by the company for the purpose of appointing a proxy must bear a reasonably prominent summary of the rights established by section 58 of the Companies Act, 2008, as amended, which summary is set out below:

- A shareholder of a company may, at any time, appoint any individual, including an individual who is not a shareholder of that company, as a proxy, among other things, to participate in, and speak and vote at, a shareholders' meeting on behalf of the shareholder.
- A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
- A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person.
- A proxy appointment must be in writing, dated and signed by the shareholder; and remains valid only until the end of the meeting at which it was intended to be used, unless the proxy appointment is revoked, in which case the proxy appointment will be cancelled with effect from such revocation.
- A shareholder may revoke a proxy appointment in writing.
- A proxy appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.
- A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction.



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# **APPLICATION FORM FOR ELECTRONIC PARTICIPATION AT THE GENERAL MEETINGS**

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## **General Meetings – Thursday, 17 December 2020**

Capitalised terms which are not defined in the Circular shall bear the meanings assigned in the notice of General Meetings to which this form is attached and forms part.

### **Instructions**

Shareholders or their proxies, have the right, as provided for in the Company's MOI and the Companies Act, to participate in the General Meetings by way of electronic communication.

Shareholders or their duly appointed proxies who wish to participate in the General Meetings must complete this application form and email it (together with the relevant supporting documents referred to below) to the Company's Transfer Secretaries at proxy@computershare.co.za and to the Company at secretarial@hulamin.co.za as soon as possible, but in any event by no later than 15:00 on Monday, 14 December 2020.

Upon receiving a completed Electronic Participation Application Form, the Company's Transfer Secretaries will follow a verification process to verify each applicant's entitlement to participate in and/or vote at the General Meetings. The Company's Transfer Secretaries will provide the Company with the email address of each verified shareholder or their duly appointed proxy (each, "a Participant") to enable the Company to forward the Participant a Microsoft Teams meeting invitation required to access the General Meetings.

Hulamin will send each Participant a Microsoft Teams meeting invitation with a link to "Join the Microsoft Teams Meeting" on Thursday, 17 December 2020 to enable Participants to link up and participate electronically in the General Meetings. This link will be sent to the email address nominated by the Participant in the table below.

### **Please note**

The electronic platform to be utilised for the General Meetings does not provide for electronic voting during the meeting. Accordingly, shareholders are strongly encouraged to submit votes by proxy in advance of the General Meeting, by completing the Form of Proxy and lodging the completed proxy form together with this Electronic Participation Application Form with the Company's Transfer Secretaries.

Participants who indicate in this form that they wish to vote during the electronic meeting, will be contacted by the Company's Transfer Secretaries to make the necessary arrangements.

Participants will be liable for their own network charges in relation to electronic participation in and/or voting at the General Meetings. Any such charges will not be for the account of the Company's Transfer Secretaries or Hulamin who will also not 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 prevents any such Participant from participating in and/or voting at the General Meetings.

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

## Information required for participation by electronic communication at the General Meeting

Full name of shareholder:	
Identity or registration number of shareholder:	
Full name of authorised representative (if applicable):	
Identity number of authorised representative:	
Email address:	
*Note: this email address will be used by the Company to share the Microsoft Teams invitation required to access the General Meetings electronically Cell phone number: Telephone number, including dialling codes:	
*Note: The electronic platform to be utilised for the General Meetings does not provide for electronic voting during the meeting. Accordingly, shareholders are strongly encouraged to submit votes by proxy in advance of the General Meeting, by completing the Form of Proxy	
Indicate (by marking with an 'X') whether:	
<input type="checkbox"/>	votes will be submitted by proxy in advance of the General Meetings (in which case, please enclose the duly completed proxy form with this form); or
<input type="checkbox"/>	the Participant will not be submitting votes by proxy in advance of the General Meetings and wishes to cast votes during the General Meetings. If this option is selected, the Company's Transfer Secretaries will contact you to make the necessary arrangements.
By signing this application form, I consent to the processing of my personal information above for the purpose of participating in Hulamin's General Meetings.	
Signed at	on 2020
Signed	

### Documents required to be attached to this application form

1. In order to exercise their voting rights at the General Meeting, shareholders who choose to participate electronically may appoint a proxy, which proxy may participate in the General Meeting, provided that a duly completed proxy form has been submitted in accordance with the instructions on that form, and as envisaged in the notice of the General Meetings.
2. 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.
3. A certified copy of the valid identity document/passport/of the person attending the General Meetings by electronic participation, including any person acting in a representative capacity, must be attached to this application.

Applications to participate by electronic communication will only be considered if this application form is completed in full, signed by the shareholder, its proxy or representative, and delivered as detailed above. The Company may in its sole discretion accept any incomplete application forms.