

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 6 of this Circular apply, mutatis mutandis, to this entire document, including the cover page, except where the context indicates a contrary intention.

Action required by Certificated and Dematerialised Shareholders

This document should be read in its entirety with particular attention to the section entitled "Action Required by Alviva Shareholders in relation to the Scheme", which commences on page 14 of this Circular and contains full details of the action required of Shareholders in regard to this Circular.

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

If you have disposed of any of your Alviva Shares, please forward this Circular to the purchaser of such Alviva Shares or the Broker, CSDP, banker or other agent through whom the disposal was effected.

Alviva, the Alviva Board and BidCo do 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 Dematerialised Shareholders or Broker of any beneficial owner of Alviva Shares to notify such Shareholders or beneficial owners of the details set out in this Circular, including the General Meeting or any business to be conducted thereat.



Alviva Holdings Limited

(Incorporated in the Republic of South Africa)
(Registration number 1986/000334/06)
Share code: AVV ISIN: ZAE000227484
("Alviva" or "AVV" or the "Company")

CIRCULAR TO ALVIVA SHAREHOLDERS

Regarding:

- a Scheme of Arrangement in terms of section 114(1)(c), read with section 115, of the Companies Act, proposed by the Alviva Board between Alviva and Alviva Shareholders which, if implemented, will result in BidCo acquiring all the Scheme Shares from the Scheme Participants for a cash consideration of R28.00 per Scheme Share for Alviva Shareholders; and
- the Delisting of all the Alviva Shares from the JSE pursuant to the implementation of the Scheme;

and incorporating, amongst other things:

- a report prepared by the Independent Professional Expert in terms of sections 114(2) and 114(3) of the Companies Act, as read with Companies Regulation 90 and 110, in respect of the Consortium Offer;
- extracts of section 115 of the Companies Act dealing with the approval requirements for the Scheme and section 164 of the Companies Act dealing with Dissenting Shareholders' Appraisal Rights;
- the Notice convening the General Meeting of Alviva Shareholders;
- a Form of Proxy (*white*) (for use by Certificated Shareholders and Own-Name Dematerialised Shareholders only); and
- a Form of Surrender and Transfer (*pink*) (for use by Certificated Shareholders only).

Corporate Advisor and Transaction Sponsor to Alviva



Legal Advisor to the Consortium and BidCo



Legal Advisor to Alviva



Independent Professional Expert



Financial Advisor, Bookrunner and Mandated Lead Arranger to the Consortium and BidCo



Sponsor to Alviva



Date of issue: Friday, 23 December 2022

This Circular is available in English only. Copies of this Circular may be obtained from the registered office of Alviva and from the Transfer Secretaries during normal office hours from the date of issue of this Circular up to and including the date of the General Meeting. The Circular will also be available on the website of the Company (<https://www.alvivaholdings.com/investor-relations#>) from the date of posting of this Circular until the Scheme Implementation.

CORPORATE INFORMATION AND ADVISORS

Company Secretary

SL Grobler CA(SA)

Alviva Holdings Limited

Date of incorporation: 31 January 1986

Place of incorporation: South Africa

Registration number: 1986/000334/06

Registered address: International Business Gateway Park, New Rd, Midridge Park Midrand, 1685

Corporate Advisor and Transaction Sponsor to Alviva

Bravura Capital Proprietary Limited
(Registration number: 2013/030889/07)
23 Fricker Road, Ground Floor
Suite 2, Illovo Boulevard
Illovo
Sandton
2196
(PO Box 2070, Parklands, 2121, South Africa)

Independent Professional Expert to Alviva

Valeo Capital Proprietary Limited
(Registration number: 2021/834806/07)
Unit 12 Paardevlei Specialist Centre
Somerset West
7130
(Postal address same as physical address)

Sponsor

Deloitte & Touche Sponsor Services Proprietary Limited
(Registration number: 1996/000034/07)
5 Magwa Crescent
Waterfall City
Waterfall
2090
(Private Bag X6, Gallo Manor, 2052)

BidCo

Fonzosys Proprietary Limited
(Registration number: 2022/529246/07)
Amava House, Block C, Rivonia Close
322 Rivonia Boulevard, Rivonia
Sandton
Johannesburg
2128
(PO Box 621, Gallo Manor, Gauteng, 2052)

Directors of Alviva

A Tugendhaft* (*Chairperson*)
P Spies (*Chief Executive Officer*)
R Lyon (*Chief Financial Officer*)
P Natesan *^ (*Lead Independent Director*)
S Chaba *^
P Masemola *^
M Mokoka *^
* non-executive
^ independent

Legal Advisor to Alviva

Tugendhaft Wapnick Banchetti & Partners
20th Floor Sandton City Office Towers
5th Street
Sandown
2196
(PO Box 786728, Sandton, 2146, Docex 19, Sandton)

Transfer Secretaries to Alviva

Computershare Investor Services Proprietary Limited
(Registration number: 2004/003674/07)
Rosebank Towers
15 Biermann Avenue
Rosebank
Johannesburg
2196
South Africa
(Private Bag X9000, Saxonwold, 2132)

Legal Advisor to the Consortium and BidCo

Webber Wentzel
90 Rivonia Road
Sandton
Johannesburg
2196
(PO Box 61771, Marshalltown, Johannesburg, 2107)

Financial Advisor to the Consortium and BidCo

Absa Corporate and Investment Banking,
a division of Absa Bank Limited
(Registration number: 1986/003934/06)
Absa North Building, Sandton Campus
15 Alice Lane, Sandton
2196
(PO Box 7735, Johannesburg, 2000)

IMPORTANT LEGAL NOTES

FOREIGN SHAREHOLDERS

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

This Circular is not intended to and does not constitute or form part of an offer to sell or an invitation to purchase or subscribe for any securities or a solicitation of any vote or approval in any jurisdiction in which such solicitation would be unlawful. This Circular does not constitute a prospectus, or a prospectus-equivalent document. Shareholders are advised to read this Circular, which contains the full terms and conditions of the Scheme, with care. If the distribution of this Circular and any accompanying documentation in jurisdictions outside of South Africa is restricted or prohibited by the Laws of such jurisdiction, this Circular and any accompanying documentation are deemed to have been sent for information purposes only and should not be copied or redistributed.

Shareholders who are not resident in South Africa as contemplated in the Exchange Control Regulations or who have a registered address outside of South Africa must satisfy themselves as to the full observance of the Laws of any applicable jurisdiction concerning the receipt of the Scheme Consideration including any requisite governmental or other consents, observing any other requisite formalities and paying any transfer or other taxes due in such other jurisdictions, and are required to advise Alviva of all such filing or regulatory obligations with which Alviva or BidCo may be required to comply in such jurisdictions in relation to the Scheme. Alviva, BidCo and their respective boards of directors and advisors accept no responsibility for the failure by an Alviva Shareholder to inform itself about, or to observe, any applicable legal requirements in any relevant jurisdiction, or for any failure by Alviva or BidCo to observe the requirements of any jurisdiction.

Any decision to approve the Scheme or other response to the proposals should be made only on the basis of the information in this Circular.

It may be difficult for you to enforce your rights and any claim you may have arising under any foreign securities Laws, since Alviva is located in South Africa. You may not be able to sue Alviva or its officers or directors in a foreign court, including South African courts, for violations of foreign securities Laws. It may be difficult to compel Alviva to subject itself to a foreign court's judgment.

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

FOREIGN SHAREHOLDER LOCATED IN THE UNITED STATES

This Circular is subject to disclosure requirements under South African Law that are different from those of the United States. Financial statements included in this Circular have been prepared in accordance with South African accounting standards and IFRS that may not be comparable to the financial statements of US companies.

FORWARD-LOOKING STATEMENTS

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

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

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

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

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

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

TABLE OF CONTENTS

The definitions and interpretations commencing on page 6 of this Circular shall apply, mutatis mutandis, to this section.

	Page
Corporate information and advisors	Inside front cover
Important legal notes	1
Salient dates and times	4
Definitions and interpretations	6
Action required by Shareholders	14
Circular to Shareholders	
1. Introduction and background	18
2. Purpose of this Circular	19
3. Rationale for the Scheme	19
4. Terms and conditions of the Scheme	20
5. Excluded Shareholders	23
6. Termination of events	27
7. Agreements or other arrangements in relation to the Scheme	27
8. Cash confirmation	27
9. Restricted jurisdictions	27
10. Exchange control regulations	28
11. Tax implications	29
12. Independent Professional Expert opinion	29
13. Recommendations by the Independent Board	29
14. Delisting of Alviva	29
15. Information relating to Alviva	30
16. Material changes	32
17. Material contracts, service, and other agreements	32
18. Alviva responsibility statement	32
19. Advisors' consents	32
20. Litigation statement	32
21. Disclosure in terms of schedule 16 on the JSE Listings Requirements	33
22. Documents available for inspection	33
Annexure 1 Report of the Independent Professional Expert	34
Annexure 2 Extract of consolidated audited historical financial information of Alviva for the financial years ended 30 June 2020, 30 June 2021, and 30 June 2022	39
Annexure 3 Extract of section 115 and section 164 of the Companies Act	43
Annexure 4 Alviva Management who form part of the Consortium	48
Annexure 5 Irrevocable Undertakings	49
Annexure 6 Share price history	50
Notice of General Meeting	52
Form of Proxy	Attached
Form of Surrender and Transfer	Attached

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 6 of this Circular shall apply, *mutatis mutandis*, to this section.

	Date
Record date to determine which Alviva Shareholders are entitled to receive this Circular	Thursday, 15 December 2022
Circular posted to Alviva Shareholders and notice convening the General Meeting released on SENS	Friday, 23 December 2022
Notice of General Meeting published in the South African press	Wednesday, 28 December 2022
Last day to trade in order to be recorded in the Register on the Scheme Voting Record Date in order to be eligible to vote at the General Meeting	Tuesday, 17 January 2023
Scheme Voting Record Date being 17:00	Friday, 20 January 2023
For administrative reasons, Forms of Proxy (<i>white</i>) to be lodged with Transfer Secretaries by 14:00	Wednesday, 25 January 2023
Forms of Proxy (<i>white</i>) emailed to the Transfer Secretaries (for the attention of the chairperson of the General Meeting) to be received via email and provided to the chairperson of the General Meeting or Transfer Secretaries at the General Meeting, at any time before the proxy exercises any rights of the Alviva Shareholder at the General Meeting	Friday, 27 January 2023
Last date and time for Alviva Shareholders to give notice to Alviva objecting, in terms of section 164(3) of the Companies Act, to the Scheme Resolution to be able to invoke Appraisal Rights by 14:00	Friday, 27 January 2023
General Meeting of Alviva Shareholders to be held at 14:00	Friday, 27 January 2023
Results of General Meeting released on SENS	Friday, 27 January 2023
Results of General Meeting published in the South African press	Monday, 30 January 2023
If the Scheme is approved by Alviva Shareholders at the General Meeting:	
Last date Alviva Shareholders who voted against the Scheme Resolution, to require Alviva to seek court approval for the Scheme Resolution in terms of section 115(3)(a) of the Companies Act (where applicable)	Friday, 3 February 2023
Last date for Alviva Shareholders who voted against the Scheme Resolution to apply to court for leave to apply for a review of the Scheme Resolution in terms of section 115(3)(b) of the Companies Act	Friday, 10 February 2023
Last date for Alviva to send objecting Alviva Shareholders notices of the adoption of the Scheme Resolution in accordance with section 164(4) of the Companies Act	Friday, 10 February 2023
Scheme Finalisation Date announcement expected to be released on SENS	Monday, 20 February 2023
Scheme Finalisation Date announcement expected to be published in the South African press	Tuesday, 21 February 2023
Scheme LDT expected to be	Tuesday, 28 February 2023
Trading in Alviva Shares on the JSE suspended from commencement of trade on or about	Wednesday, 1 March 2023

	Date
Scheme Record Date to be recorded in the Register in order to receive the Scheme Consideration expected to be	Friday, 3 March 2023
Scheme Implementation Date expected to be	Monday, 6 March 2023
Scheme Consideration payment to Dematerialised Alviva Shareholders expected to take place	Monday, 6 March 2023
Scheme Consideration payment to Certificated Alviva Shareholders expected to take place (assuming surrender of Documents of Title and duly completed Forms of Surrender and Transfer (<i>white</i>))	Monday, 6 March 2023
Termination of listing of Alviva Shares on the JSE at commencement of trade on or about	Tuesday, 7 March 2023

Notes

1. All dates and times in respect of the Scheme are subject to change with the approval of the JSE and/or TRP to the extent required. The dates have been determined based on certain assumptions regarding the dates by which certain regulatory approvals including, but not limited to that of the JSE, TRP and Competition Authorities (to the extent required), will be obtained and that no Court approval or review of the Scheme will be required. Any change will be released on SENS and published in the South African press.
2. Shareholders are referred to paragraph 5.6 of the Circular (which contains a summary of Dissenting Shareholders' Appraisal Rights) regarding timing considerations relating to the Appraisal Rights afforded to Dissenting Shareholders. The full section is set out in **Annexure 3** to this Circular.
3. Shareholders should note that as transactions in Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place 3 (three) Business Days after such trade. Therefore persons who acquire Shares after the close of trade on the Voting LDT (i.e. 17 January 2023) will not be eligible to vote at the General Meeting, but will, provided the Scheme is approved and they acquire the Shares on or prior to the Scheme LDT (expected to be Tuesday, 28 February 2023), participate in the Scheme (i.e. sell their Shares to BidCo or its nominee in accordance with the Scheme for the Scheme Consideration).
4. A Shareholder may submit a Form of Proxy at any time before the commencement of the General Meeting. In the event that a Shareholder lodges a Form of Proxy with the Transfer Secretaries less than 48 hours (excluding Saturdays, Sundays and official public holidays) before the General Meeting, such Shareholder may email (proxy@computershare.co.za) a Form of Proxy at any time before the commencement of the General Meeting (or any adjournment of the General Meeting) to the Transfer Secretaries (who will provide same to the chairperson of the General Meeting) or hand it to the chairman of the General Meeting before the appointed proxy exercises any of the relevant Shareholder's rights at the General Meeting (or any adjournment of the General Meeting).
5. If the General Meeting is adjourned or postponed, Forms of Proxy submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.
6. Shareholders should take note that the TRP does not consider the commercial advantages or disadvantages of affected transactions when it approves such transactions.
7. All times given in this Circular are local times in South Africa.
8. If the Scheme becomes operative as per the Operative Date, share certificates may not be dematerialised or rematerialised after the Scheme LDT.

DEFINITIONS AND INTERPRETATIONS

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

“Alviva Board” or “Alviva Directors” or “the Board”	the board of directors of Alviva as at the Last Practicable Date, whose names are set out in the “Corporate Information and Advisors” section of this Circular;
“Alviva Management”	members of Alviva management, as detailed in Annexure 4 , who form part of the Consortium;
“Alviva Shares”	an ordinary share of par value of R0.01 each in the authorised and issued share capital of Alviva;
“Alviva Shareholder” or “Shareholder”	a holder of one or more Alviva Shares;
“Alviva Shared Management Services” or “ASMS”	Alviva Shared Management Services Proprietary Limited (registration number: 1996/001435/07), a private company incorporated under the Laws of South Africa, which holds on behalf of Alviva management awarded but unvested Alviva Shares, ASMS or its nominee, will be the vehicle, should the Scheme become operative that Alviva Management will use to hold their BidCo shares;
“Alviva” or “the Company” or “AVV” or “the Group”	Alviva Holdings Limited (registration number 1986/000334/06), a public company incorporated under the Laws of South Africa, which is listed on the Main Board of the JSE;
“Appraisal Rights”	the rights afforded to Alviva Shareholders (entitled to vote on the Scheme Resolution) in terms of sections 164 of the Companies Act as set out in Annexure 3 to this Circular;
“B-BBEE”	Broad-Based Black Economic Empowerment;
“BidCo” or “Offeror”	Fonzosys Proprietary Limited, (registration number: 2022/529246/07) a private company incorporated under the Laws of South Africa, utilised as an investment vehicle for the Consortium and whose directors are Mr P Ramasamy and Mr F Mahlangu. BidCo shareholders comprise of Mr P Ramasamy, DOAM, Tham and Alviva Management;
“Bravura” or “Bravura Capital” or “Transaction Sponsor”	Bravura Capital Proprietary Limited (registration number: 2013/030889/07), a private company duly registered and incorporated in accordance with the Laws of South Africa, being the corporate advisor to Alviva;
“Broker”	any Person registered as a “broking member (equities)” in terms of the rules of the JSE and in accordance with the provisions of the Financial Markets Act;
“Business Day”	a day which is not a Saturday, Sunday or official public holiday in South Africa;
“Cents”	the lawful currency of South Africa;
“Certificated Shareholders”	holders of Certificated Alviva Shares;
“Certificated Shares”	Alviva Shares which are “certificated securities” as defined in the Financial Markets Act and having accordingly not yet been Dematerialised, title to which is evidenced by Documents of Title;

“Circular”	this circular to Alviva Shareholders, dated Friday, 23 December 2022, together with the annexures hereto;
“Common Monetary Area”	South Africa, the Republic of Namibia, the Kingdom of Lesotho and the Kingdom of Eswatini;
“Companies Act”	the Companies Act, No. 71 of 2008;
“Companies Regulations”	the Companies Regulations, 2011, published in terms of section 223, and item 14 of Schedule 5, of the Companies Act;
“Conditions”	the conditions precedent to the Scheme set out in paragraph 4.4;
“The Consortium”	Mr P Ramasamy, Tham Investments, DOAM and Alviva Management;
“Court”	any South African Court with competent jurisdiction to approve the implementation of the Scheme Resolution pursuant to section 115(3) to 115(7) of the Companies Act and/or to determine the fair value of Alviva Shares pursuant to section 164(14) of the Companies Act;
“CSDP”	a “participant” as defined in the Financial Markets Act;
“Custody Agreement”	a custody mandate agreement between a Dematerialised Shareholder and a CSDP or Broker, regulating their relationship in respect of Dematerialised Alviva Shares held on Alviva’s uncertificated securities register administered by a CSDP or Broker on behalf of such Alviva Shareholder;
“Day One Asset Management” or “DOAM”	Day One Asset Management Proprietary Limited (registration number: 2021/339066/07), a private company incorporated under the Laws of South Africa and forms part of the Consortium, wholly owned by four Peregrine Capital funds;
“Delisting”	the termination of the listing of all the Alviva Shares from the JSE pursuant to the Scheme becoming operative as per the Operative Date;
“the Debt”	DY Investments acquired Alviva Shares utilising debt funding, in order to obtain the debt, DY Investments pledged their Alviva Shares. As part of the Scheme structure the debt will be repaid and the security will be released. The encumbered Alviva Shares held by DY Investments is equivalent to 6 000 000 Alviva Shares;
“Dematerialise” or “Dematerialised” or “Dematerialisation”	the process by which certificated shares are converted into an electronic format as dematerialised shares and recorded in a company’s uncertificated securities register administered by a CSDP;
“Dematerialised Shareholders”	holders of Dematerialised Alviva Shares;
“Dissenting Shareholders”	Alviva Shareholders who validly exercise their Appraisal Rights (if any) by giving written notice to Alviva objecting in advance to, and voting against, the relevant Resolutions at the General Meeting and by demanding, in terms of sections 164(5) to 164(8) of the Companies Act, that Alviva pay to them the fair value of their Alviva Shares for so long as none of the circumstances contemplated in Section 164(9) of the Companies Act have occurred and/or the relevant Alviva Shareholder has not withdrawn its demand pursuant to an order of Court as contemplated in Section 164(15)(c)(v)(aa) of the Companies Act;
“Document of Title”	share certificates, certified transfer deeds, balance receipts or any other physical documents of title pertaining to the Alviva Shares in question acceptable to the Alviva Board;

“DY Investments” or “DY”	DY Investments 3 Proprietary Limited (registration number: 2018/022714/07), a private company incorporated under the Laws of South Africa of which Mr P Ramasamy is a director and is wholly owned by BidCo;
“EBITDA”	in respect of any period, the consolidated earnings before interest, tax, depreciation and amortisation;
“EFT”	electronic funds transfer;
“Eligible Shareholders”	Alviva Shareholders excluding the Excluded Shareholders;
“Encumbrance”	(i) a mortgage, pledge, hypothecation, lien, option, restriction, right of first refusal, right of pre-emption, right of retention, right of set-off, third party right or interest, assignment in security, title extension, trust arrangement, cession in security, security interest of any kind or any other encumbrance of any kind; and (ii) any other type of preferential transaction or agreement having, or which might have, the effect as contemplated in (i) above, whether or not subject to a condition precedent, and “Encumbered”, “Encumber” and “Encumbering” bear a corresponding meaning;
“Exchange Control Regulations”	the Exchange Control Regulations, 1961, issued in terms of section 9 of the Currency and Exchanges Act, No. 9 of 1933, and all directives and rulings issued thereunder;
“Excluded Dissenting Shareholder”	Dissenting Shareholders who accept an offer made to them by the Company in accordance with section 164(11) of the Companies Act or, pursuant to an order of Court, tender their Alviva Shares to the Company in accordance with section 164(15)(v) of the Companies Act;
“Excluded Shareholders”	the Alviva Shareholders excluded from participating in the Scheme as set out in paragraph 5 of this Circular, the Excluded Shareholders own 30.2% of Alviva’s issued share capital;
“Excluded Shares”	all Alviva Shares held by the Excluded Shareholders;
“FICA”	Financial Intelligence Centre Act, No. 38 of 2001;
“Financial Information”	the audited historical financial information of Alviva for the financial years ended 30 June 2020, 30 June 2021 and 30 June 2022;
“Financial Markets Act”	the Financial Markets Act, No. 19 of 2012;
“Firm Intention Announcement”	the firm intention announcement published by Alviva on SENS dated Wednesday, 14 December 2022;
“Firm Offer” or “Offer”	the formal written offer entitled “Firm Offer” from BidCo to Alviva and accepted by Alviva;
“Foreign Alviva Shareholder”	any Alviva Shareholder who is a non-resident of South Africa, as contemplated in the Exchange Control Regulations;
“Form of Proxy”	for purposes of the General Meeting, the form of proxy (<i>white</i>) for use by Certificated Shareholders and Dematerialised Shareholders with Own-Name Registration only, enclosed herewith;
“Form of Surrender and Transfer”	a form of surrender and transfer (<i>pink</i>) in respect of the Offer for use by Certificated Shareholders only, enclosed herewith;
“FSP”	Alviva’s forfeitable share plan established in terms of the rules thereof in 2016;

“General Meeting”	The general meeting of Alviva Shareholders scheduled to be held at 14:00 on Friday, 27 January 2023 for the purposes of considering and, if deemed fit, approving, with or without modification, <i>inter alia</i> , the Scheme Resolution, including any continuation thereof after any adjournment or any postponement thereof;
“Governmental Authority”	(i) the government of any applicable jurisdiction (including any national, state, municipal or local government or any political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, central bank, commission or other authority thereof; (ii) any governmental, quasi-governmental or private body or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing or other governmental authority or quasi-governmental authority within any applicable jurisdiction; and (iii) any securities exchange within any applicable jurisdiction;
“Group”	in relation to any Person (that is a juristic person), that Person and its Subsidiaries from time to time;
“IFRS”	means International Financial Reporting Standards;
“Implementation Agreement”	the written agreement entitled “Implementation Agreement” entered into between BidCo and Alviva on 8 December 2022 and all addenda thereto, in respect of the Scheme and the Delisting, setting out, <i>inter alia</i> , the terms upon which the Alviva Board proposed the Scheme and Delisting to Alviva Shareholders (entitled to vote on the Scheme Resolution);
“Independent Board”	the independent board of Alviva, as contemplated in Regulation 108(8) of the Companies Regulations, constituted for the purposes of the Scheme, comprising collectively, Mathukana Mokoka, Parmi Natesan, Peter Masemola and Seadimo Chaba;
“Independent Professional Expert Report” or “IPE Report”	the report prepared by the IPE in terms of section 114(2) and section 114(3) of the Companies Act as read with Regulations 90 and 110 of the Companies Regulations in respect of the Offer;
“Independent Professional Expert” or “Independent Expert” or “IPE”	Valeo Capital Proprietary Limited, a private company incorporated under the Laws of South Africa with registration number 2021/834806/07, whose details appear in the “Corporate Information and Advisors” section of this Circular;
“Irrevocable Undertakings”	the irrevocable undertakings to vote in favour of the Resolutions, including the Scheme Resolution, if applicable, which were provided by the Alviva Shareholders listed in Annexure 5 to this Circular as at the Last Practicable Date;
“Issued Share Capital”	all of the issued ordinary shares of Alviva;
“JSE Listings Requirements”	the Listings Requirements of the JSE in force as at the Last Practicable Date;
“JSE”	the securities exchange, licensed under the Financial Markets Act, operated by JSE Limited (registration number: 2005/022939/06), a public company incorporated under the Laws of South Africa;
“LDT”	last day to trade;
“Last Practicable Date”	the last practicable date prior to the finalisation of this Circular, being 30 November 2022;

“Laws”	laws, legislation, statutes, regulations, directives orders, notices, promulgations and other decrees of any Governmental Authority which have force of law, or which would be an offence not to obey, and the common law, all of the aforementioned as modified, re-enacted, restated, replaced or re-implemented from time to time;
“Longstop Date”	31 March 2023, being the date that the Scheme Conditions set out in paragraph 4.4 of this Circular must be fulfilled, waived or adjusted, as the case may be;
“Main Board”	the Main Board of the securities exchange operated by the JSE;
“Material Adverse Event”	<p>means, in respect of Alviva, an adverse effect, fact or circumstance which has arisen or occurred or might reasonably be expected to arise or occur in the future (alone or together with any other such action or potential adverse effect, fact and/or circumstance), and which is material with regard to its business, condition (financial or otherwise), assets, liabilities, operations, financial performance, net income and prospects and/or any member of the Group (whether as a consequence of the Scheme or not), and/or any restrictive covenant or covenants or similar provision entered into by it or any member of the Group which will or could reasonably be expected to materially reduce the actual or potential value of the Group.</p> <p>To be “material”, there must be a reduction of not less than 10% in Alviva’s EBITDA measured over a rolling 12-month period ending on the last day of the month immediately preceding the date of fulfilment of the last of the Scheme Conditions</p> <p>such EBITDA shall be adjusted to exclude any impact on EBITDA caused by any (or a combination of any) of the following events, circumstances, effects, occurrences or state of affairs:</p> <ul style="list-style-type: none"> • any once-off or short-lived events; • changes to accounting practices which were not applicable as at 12 months immediately preceding the date of fulfilment of the last of the Scheme Conditions; • changes or proposed changes after the signature date of the Implementation Agreement to applicable law, regulation or policy; or • any acts of God, natural disasters, terrorism, armed hostilities, war, sabotage or insurrection or any escalation or worsening of acts of war, epidemic, pandemic or disease outbreak (including COVID-19); <p>except to the extent that the same has a disproportionate adverse effect on Alviva, taken as a whole, relative to the adverse effect it has on other companies operating in the information, communications and technology industry or the other industries in which Alviva or any of its subsidiaries materially engages;</p>
“MOI”	the memorandum of incorporation of Alviva;
“Mr P Ramasamy”	Mr Puven Ramasamy, or his nominee as notified in writing by him to Alviva in terms of the Implementation Agreement;
“MSR”	Minimum Shareholding Requirement in accordance with Alviva’s remuneration policy;
“Notice of General Meeting”	the notice of the General Meeting of Alviva Shareholders forming part of this Circular;

“Operative Date” or “Scheme Implementation Date”	the date on which the Scheme becomes operative and is to be implemented, and being the first Business Day following the Scheme Record Date, on which date Alviva shall commence settling the Scheme Consideration, which is expected to be Monday, 6 March 2023, but subject to the events set out in the Salient Dates and Times section of this Circular;
“Own-Name Registration” or “Own-Name Dematerialised Shareholders”	Alviva shareholders who hold Alviva Shares that have been Dematerialised and are recorded by the CSDP on the sub-register kept by that CSDP in the name of such Alviva Shareholders;
“Person”	includes any individual, body corporate, trust, company, close corporation, Governmental Authority, corporate entity, unincorporated association or other entity, whether or not recognised under any Law as having separate legal existence or personality and wherever incorporated, created or established;
“Register”	Alviva’s securities register, including the relevant sub-registers of the CSDP(s) administering the sub-registers of Alviva;
“Resolutions”	the special and ordinary resolutions set out in the Notice of General Meeting forming part of this Circular;
“Scheme of Arrangement” or “Scheme”	the scheme of arrangement in terms of section 114(1)(c) of the Companies Act, proposed by the Alviva Board between Alviva and the Shareholders (excluding the Excluded Shareholders), as more fully described in paragraph 4 of this Circular, in terms of which Alviva will, if the Scheme becomes operative on the Operative Date, acquire all Scheme Shares from the Scheme Participants for the Scheme Consideration, subject to any amendment or variation, as contemplated in paragraph 4.4, and pursuant to which the listing of all the Alviva Shares on the JSE will be terminated;
“Scheme Consideration”	R28.00 (twenty-eight Rand) per Scheme Share, payable in cash;
“Scheme Conditions”	as detailed in paragraph 4.4 of this Circular;
“Scheme Finalisation Date”	the date on which the “Finalisation Date announcement” (as contemplated by the JSE Listings Requirements) is released on SENS, after all the Conditions to the Scheme are fulfilled or waived, as the case may be, which is expected to be Monday, 20 February 2023;
“Scheme LDT” or “Voting LDT”	the last day to trade in Alviva Shares in order to vote at the General Meeting, being 17 January 2023, which is at the close of trade, 3 trading days prior to the Scheme Voting Record Date, which is expected to be at 17:00 on Friday, 20 January 2023 (or such other date and time as the JSE may direct);
“Scheme Participants”	all persons who are recorded in the Register on the Scheme Record Date, excluding: <ul style="list-style-type: none"> i the Excluded Shareholders; and ii Dissenting Shareholders who have not, whether voluntarily or pursuant to a final order of the Court, withdrawn their demands made in terms of sections 164(5) to (8) of the Companies Act on or prior to the Scheme Record Date, or allowed any offers made to them in terms of section 164(11) of the Companies Act to lapse, these being persons who are not entitled to receive the Scheme Consideration;

“Scheme Record Date”	the time and date for persons, who are Alviva Shareholders, to be registered as Alviva Shareholders in the Register in order to be eligible to receive the Scheme Consideration, being the first Friday following the Scheme LDT which is expected to be at 17:00 on 3 March 2023 (or such other date and time as the JSE may direct);
“Scheme Resolution”	the special resolution to be proposed to Shareholders (entitled to vote on the Scheme Resolution) at the General Meeting seeking their approval of the Scheme, which will require the support of at least 75% of the votes exercised on it;
“Scheme Shares”	the Alviva Shares held by a Scheme Participant on the Scheme Record Date;
“Scheme Voting Record Date” or “Voting Record Date”	the date for Shareholders to be recorded in the Register in order to be eligible to attend, speak and vote on any of the resolutions at the General Meeting to be held at 14:00 on Friday, 27 January 2023;
“SENS”	the Stock Exchange News Service of the JSE;
“South Africa”	the Republic of South Africa;
“Strate”	Strate Proprietary Limited (registration number: 1998/022242/07), a private company incorporated under the Laws of South Africa, a central securities depository licensed in terms of the Financial Markets Act and responsible for the electronic clearing and settlement system provided to the JSE;
“Subsidiary”	a “subsidiary” as defined in the Companies Act, but also includes a Person incorporated outside South Africa which would, if incorporated in South Africa, be a “subsidiary” as defined in the Companies Act;
“Takeover Panel” or “TRP”	the Takeover Regulation Panel established in terms of section 196 of the Companies Act;
“Tham Investments” or “Tham”	Tham Investments Proprietary Limited (registration number: 2019/509156/07), a private company incorporated under the Laws of South Africa of which Mr F Mahlangu is a director and is considered a major shareholder of Alviva and forms part of the Consortium;
“Transfer Secretaries” or “Computershare Investor Services”	Computershare Investor Services Proprietary Limited (registration number: 2004/003674/07), a private company incorporated under the Laws of South Africa;
“TRP”	the Takeover Regulation Panel established in terms of section 196 of the Companies Act;
“TRP Guarantee”	an unconditional bank guarantee, in the form approved by the TRP, in accordance with sections 111(4)(a) and 111(5) of the Companies Regulations for an amount of R2 561 224 876 furnished to the TRP as security for payment of the Scheme Consideration;
“VAT”	Value-added tax levied in terms of the Value-added Tax Act, No. 89 of 1991;
“VWAP”	volume weighted average price of an Alviva Share on the JSE; and
“ZAR” or “Rand” or “R”	the lawful currency of South Africa.

The following shall apply throughout this Circular, unless the context clearly provides otherwise:

1. Headings are to be ignored when construing this Circular.
2. Any reference to a time of day is a reference to South African Standard Time, on the basis of a 24-hour clock (00:00 to 24:00), unless a contrary indication appears.
3. A reference to any statute or statutory provision shall be construed as a reference to the same as it may have been, or may from time to time be, amended, modified, replaced or re-enacted.

4. A reference to any agreement or document referred to in this Circular is a reference to that agreement or document as amended, revised, varied, novated or supplemented at any time.
5. Should any provision in a definition be a substantive provision conferring rights or imposing obligations on any Person, effect shall be given to that provision as if it were a substantive provision in the body of this Circular.
6. Where any number of days is prescribed, those days shall be reckoned exclusively of the first and inclusively of the last day unless the last day falls on a day which is not a South African Business Day, in which event the last day shall be the next succeeding South African Business Day.
7. The use of the word “including”, “include/s”, “in particular” or any similar such word followed by a specific example/s shall not be construed as limiting the meaning of the general wording preceding it and the *eiusdem generis* rule shall not be applied in the interpretation of such general wording or such specific example/s.
8. The use of any expression covering a process available under South African Law shall, if Alviva is subject to the Law of any other jurisdiction, be interpreted as including any equivalent or analogous proceedings under the Law of such other jurisdiction.

ACTION REQUIRED BY ALVIVA SHAREHOLDERS IN RELATION TO THE SCHEME

The definitions and interpretations commencing on page 6 of this Circular shall apply, *mutatis mutandis*, to this section, set out hereunder.

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

- If you are in any doubt as to the action you should take, please consult your CSDP, Broker, legal advisor, accountant, banker or professional advisor immediately.
- If you have disposed of all your Shares, then this Circular, together with the attached Notice, Form of Proxy (*white*) and Form of Surrender and Transfer (*pink*), should be handed to the purchaser of such Shares or to the Broker, CSDP, banker or other agent through whom the disposal was effected.
- Alviva does not accept any responsibility and will not be held liable for any act of, or omission by, any CSDP or Broker including without limitation any failure on the part of a CSDP or Broker or any holder of Alviva Shares to notify the holder of beneficial interests in those Shares of the Scheme of Arrangement.
- Shareholders should take note that the TRP does not consider the commercial advantages or disadvantages of affected transactions when it approves such transactions.
- The Independent Board and the Board have recommended that Shareholders vote in favour of the Scheme Resolution.

1. GENERAL MEETING

- 1.1 The General Meeting will be held at Alviva's offices at 14:00 on Friday, 27 January 2023 (or any other adjourned or postponed date and time in accordance with the provisions of section 64(11) of the Companies Act and the MOI, as read with the Listings Requirements) to consider and, if deemed fit, pass the Resolutions required to authorise and effect the implementation of the Scheme and the Delisting. Notice convening the General Meeting is attached to, and forms part of, this Circular.

2. ATTENDANCE AND VOTING AT THE GENERAL MEETING

2.1 Dematerialised Shareholders without own-name registration:

- 2.1.1 If you (or the relevant holder of voting rights as contemplated in section 57(1) of the Companies Act) wish to attend the General Meeting, you (or the relevant holder of voting rights) should instruct your CSDP or Broker to issue you (or the relevant holder of voting rights) with the necessary letter of representation to attend the General Meeting in person and to vote thereat, 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.
- 2.1.2 You will not be permitted to attend, participate in or vote at the General Meeting, nor appoint a proxy to represent you at the General Meeting, without the necessary letter of representation being issued to you.
- 2.1.3 If you (or the relevant holder of voting rights) do not wish to, or are unable to attend the General Meeting, but wish to vote at the General Meeting, you (or the relevant holder of voting rights) should provide the CSDP or Broker with your voting instructions, in the manner stipulated in 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.
- 2.1.4 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.

- 2.1.5 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.
- 2.1.6 You must **not** complete the attached Form of Proxy (*white*).

2.2 Certificated Shareholders and Own-Name Dematerialised Shareholders:

- 2.2.1 Subject to sections 56 and 57 of the Companies Act, you may attend, participate and vote at the General Meeting in person (or, if you are a company or other body corporate, be represented by a duly authorised natural person).
- 2.2.2 Alternatively, if you (or the person entitled to do so in terms of section 57(1) of the Companies Act, as the case may be) do not wish to or are unable to attend the General Meeting and wish to be represented thereat, you (or such person) must complete the attached Form of Proxy (*white*) in accordance with the instructions therein and return it to the Transfer Secretaries, to be received preferably by no later than 48 hours before the General Meeting, i.e. by 14:00 on 25 January 2023. Should the Form of Proxy (*white*) not be lodged with the Transfer Secretaries by 14:00 on Wednesday, 25 January 2023, such Shareholder may email the Form of Proxy (*white*) at any time before the commencement of the General Meeting (or any adjournment of the General Meeting) to the Transfer Secretaries (who will provide same to the chairperson of the General Meeting) or it may be handed to the chairman of the General Meeting or adjourned General Meeting before the proxy exercises the voting rights of the Shareholder at the General Meeting or adjourned General Meeting (as the case may be). The Form of Proxy (*white*) may be delivered by hand or sent by mail (or emailed to proxy@computershare.co.za) to the following address:

If delivered by hand or sent by mail

By hand

Computershare Investor Services
 Proprietary Limited
 Level 1 Rosebank Towers
 15 Biermann Avenue
 Rosebank, 2196

By mail

Computershare Investor Services
 Proprietary Limited
 Private Bag X9000
 Saxonwold, 2132

3. SURRENDER AND TRANSFER OF DOCUMENTS OF TITLE (THIS APPLIES ONLY TO CERTIFICATED SHAREHOLDERS)

- 3.1 If you are a holder of Shares and wish to expedite receipt of the Scheme Consideration and surrender your Documents of Title in anticipation of the Scheme becoming operative as per the Operative Date, you should complete the attached Form of Surrender and Transfer (*pink*) and return it, together with the relevant Documents of Title relating to all your Shares, in accordance with the instructions contained therein, to the Transfer Secretaries, by 12:00 on the Scheme Record Date. Documents of Title so surrendered will be held in trust by the Transfer Secretaries, at the risk of the surrendering Certificated Shareholder, pending the Scheme becoming operative as per the Operative Date.
- 3.2 If the Documents of Title relating to the Shares held by a Certificated Shareholder have been lost or destroyed, Certificated Shareholders should nevertheless return a duly completed Form of Surrender and Transfer (*pink*), together with an indemnity on terms satisfactory to Alviva. Alviva may, in its sole and absolute discretion, dispense with the surrender of such Documents of Title upon production of satisfactory evidence that the Documents of Title have been lost or destroyed and upon provision of an indemnity on terms acceptable to it. Unless otherwise agreed by Alviva, only indemnity forms obtained from the Transfer Secretary will be regarded as suitable. Alviva shall be entitled, in its absolute discretion, by way of agreement to waive the requirement of an indemnity.
- 3.3 Should you surrender your Documents of Title in anticipation of the Scheme becoming operative and the Scheme then does not become operative as per the Operative Date, the Transfer Secretaries shall, within 5 (five) Business Days of either the date upon which it becomes known that the Scheme will not be operative as per the Operative Date or on receipt by the Transfer Secretaries of the required Documents of Title, whichever is the later, return the Documents of Title to you by registered post at your own risk.

- 3.4 No receipt will be issued for Documents of Title surrendered unless specifically requested.
- 3.5 If you wish to Dematerialise your Shares, please contact a CSDP or Broker. You do not need to Dematerialise your Shares in order to receive the Scheme Consideration in respect thereof.
- 3.6 Certificated Shareholders must note that you will not be able to Dematerialise or deal in your Shares between the date of surrender of your Documents of Title and the Operative Date or, if the Scheme does not become operative, the date on which your Documents of Title are returned to you as envisaged above.

4. SETTLEMENT OF THE SCHEME CONSIDERATION

4.1 Dematerialised Shareholders

- 4.1.1 If the Scheme becomes operative as per the Operative Date, your securities account held with your CSDP or Broker will be credited with the Scheme Consideration due to you and debited with the Scheme Shares you are transferring to BidCo in accordance with the Custody Agreements between you and your CSDP or Broker, on the Operative Date.

4.2 Certificated Shareholders

- 4.2.1 If the Scheme becomes operative as per the Operative Date and you have submitted your Form of Surrender and Transfer (*pink*) and the relevant Documents of Title for all of your Shares to the Transfer Secretaries on or before 12:00 on the Scheme Record Date, an EFT will be paid to you on the Operative Date.
- 4.2.2 If the Scheme Consideration is not paid to Scheme Participants entitled thereto because the relevant Document(s) of Title have not been properly surrendered, the Scheme Consideration will be held by the Transfer Secretaries for the benefit of the Certificated Shareholders concerned, until claimed pending receipt of the necessary information or instructions, for a maximum period of 5 (five) years, after which period such funds shall be made over to the Guardian's Fund of the High Court of South Africa. For the avoidance of doubt, no interest will accrue on any such funds held by the Company.

5. GENERAL

5.1 Shareholder approvals in relation to the Scheme

The Scheme must be approved by a special resolution of Alviva Shareholders (entitled to vote on the Scheme Resolution), in accordance with sections 114(1) and 115(2)(a) of the Companies Act, at the General Meeting, at which sufficient Alviva Shareholders (entitled to vote on the Scheme Resolution) must be present to exercise, in aggregate, at least 25% (twenty-five per cent) of all the voting rights that are entitled to vote on the Scheme Resolution. The Excluded Shareholders will not be entitled to vote on the Scheme Resolution.

5.2 Dissenting Shareholders

- 5.2.1 A Shareholder who is entitled to vote at the General Meeting is entitled to seek relief under section 164 of the Companies Act if that Shareholder notified Alviva in advance of the General Meeting in writing of its intention to oppose the Scheme Resolution, was present at the General Meeting, and voted against the Scheme Resolution.
- 5.2.2 A more detailed explanation of the Dissenting Shareholders' Appraisal Rights is contained in paragraph 5.6 of this Circular.
- 5.2.3 A copy of section 164 of the Companies Act pertaining to Appraisal Rights is set out in **Annexure 3** to this Circular.

5.3 TRP Approval

- 5.3.1 Shareholders are advised that the Scheme constitutes an “affected transaction” as defined in section 117(1)(c)(iii) of the Companies Act and, as such, the Scheme is regulated by the Companies Act and the Companies Regulations.
- 5.3.2 Shareholders should take note that the TRP, in approving this Circular and otherwise exercising its powers and functions with regard to the Scheme, does not consider or express any opinion or view on the commercial advantages or disadvantages of the Scheme.

5.4 Posting Forms of Surrender and Transfer and Documents of Title

- 5.4.1 Forms of Surrender and Transfer (*white*) and Documents of Title that are sent through the post are sent at the risk of the Shareholder concerned. Accordingly, Shareholders should take note of postal delivery times so as to ensure that the forms and relevant Documents of Title are received timeously. It is therefore recommended that such forms and Documents of Title rather be sent by registered post or delivered by hand to the Transfer Secretaries.

5.5 Foreign Shareholders

- 5.5.1 Foreign Shareholders are referred to the notice set out in the section headed “**Important Legal Notices**” on the inside front cover of this Circular.

5.6 Taxation

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



Alviva Holdings Limited

(Incorporated in the Republic of South Africa)

(Registration number 1986/000334/06)

Share code: AVV; ISIN: ZAE000227484

("Alviva" or "AVV" or the "Company")

Directors

A Tugendhaft* (*Chairperson*)

P Spies (*Chief Executive Officer*)

R Lyon (*Chief Financial Officer*)

P Natesan*^ (*Lead Independent Director*)

S Chaba*^

P Masemola*^

M Mokoka*^

* *non-executive*

^ *independent*

CIRCULAR TO ALVIVA SHAREHOLDERS

1. INTRODUCTION AND BACKGROUND

- 1.1 Shareholders are referred to the Firm Intention Announcement released on SENS dated 14 December 2022, in terms of which Shareholders were advised that BidCo and the Company have concluded the Implementation Agreement in terms of which, *inter alia*, BidCo agreed to make an offer, as contemplated by the Companies Regulations, to acquire all of the Alviva Shares (other than the Excluded Shares) by way of a scheme of arrangement in terms of section 114(1)(c) of the Companies Act, to be proposed by the Board between the Company and Shareholders (other than the Excluded Shareholders) upon the terms and subject to the conditions set out in this Circular, and which, if implemented, will result in BidCo acquiring all the Scheme Shares from each Scheme Participant for the Scheme Consideration of R28.00 per Scheme Share (subject to any modification or amendment made thereto as contemplated in this Circular).
- 1.2 If the Scheme is implemented the Alviva Shares will be Delisted from the JSE.
- 1.3 The Scheme will constitute an "affected transaction" as defined in section 117(1)(c) of the Companies Act, and will be implemented in accordance with the Companies Act and the Takeover Regulations, and will be regulated by the TRP.
- 1.4 The implementation of the Scheme is subject to the fulfilment or, where applicable, waiver (as the case may be) of the Conditions Precedent set out in paragraph 4.4 below.
- 1.5 In order to be approved, the Scheme Resolution must be supported by at least 75% of the voting rights entitled to be exercised on the Scheme Resolution. The Excluded Shareholders may not exercise the voting rights attaching to their Shares on the Scheme Resolution. Accordingly, the voting rights attaching to the Alviva Shares held by the Excluded Shareholders shall not be included in calculating the percentage of voting rights (i) required to be present, or actually present, in determining whether the quorum requirements for the General Meeting are satisfied, or (ii) required to be voted in support of the Scheme Resolution, or actually voted in support of the Scheme Resolution.
- 1.6 The Independent Board has obtained a report from the Independent Professional Expert regarding the Scheme in compliance with section 114(3) of the Companies Act and Companies Regulations 90 and 110. A copy of the Independent Professional Expert's report, which states that the Scheme, and the consideration offered thereunder, is fair and reasonable to Scheme Participants is set out in **Annexure 1**.

- 1.7 After due consideration and taking into account the report of the Independent Professional Expert, the members of the Independent Board are unanimously of the view that the terms and conditions of the Scheme are fair and reasonable to the Shareholders, and accordingly recommend that the Shareholders vote in favour of the Resolutions to be proposed at the General Meeting which they are entitled to vote on, including the Scheme Resolution.
- 1.8 For a full understanding of the detailed legal terms and conditions of the Scheme, this Circular should be read in its entirety.

2. PURPOSE OF THIS CIRCULAR

The purpose of this Circular is to provide Shareholders with:

- 2.1 relevant information relating to the Scheme and the matters relating thereto;
- 2.2 the Independent Professional Expert's report in respect of the Scheme prepared in terms of section 114(3) and Companies Regulations 90 and 110;
- 2.3 the Independent Board's recommendation in respect of the terms of the Scheme (as supported by the Independent Professional Expert's report);
- 2.4 the Notice to convene the General Meeting at which Shareholders (excluding the Excluded Shareholders) will consider and, if deemed fit, approve, with or without modification, the Resolutions necessary to give effect to the Scheme; and information regarding Dissenting Shareholders' Appraisal Rights and the manner in which such Dissenting Shareholders may exercise those rights;
- 2.5 inform Shareholders of the Delisting of Alviva Shares from the JSE, if the Scheme becomes operative as per the Operative Date; and
- 2.6 inform Alviva Shareholders (entitled to vote on the Scheme Resolution) of their Appraisal Rights, in respect of the Scheme.

3. RATIONALE FOR THE SCHEME

- 3.1 The significant continued costs and increasing regulatory expenses associated with the listing on the JSE, together with the lack of liquidity achieved by mid-capitalisation investment holding companies, an undervalued share price, an opportunity to improve the B-BBEE shareholding and/or level and the Company's investment strategy being best served in an unlisted environment, has led the Board and the Independent Board to conclude that Alviva is more suited to an unlisted environment, and that its continued listing provides little benefit to its Shareholders. The proposed transaction will result in Alviva becoming a majority black owned, privately held, information and communications technology champion, repositioning the Company to drive the strategic direction of the business for future growth and expansion and also allows Alviva Shareholders to exit for a cash consideration that is at a substantial premium to the closing price prior to the receipt of the EOI.
- 3.2 The Scheme will provide minority Shareholders with a valuable liquidity event with the following premiums:
 - 3.2.1 a c.15% premium to the closing share price of R24.30 as at 13 December 2022, the date of the closing price prior to the publication of the Firm Intention Announcement;
 - 3.2.2 a c.20% premium to the 30-Day VWAP price of R23.32 as at 13 December 2022 the date prior to the publication of the Firm Intention Announcement;
 - 3.2.3 a premium of c.44% to the closing price of R19.50 as at 24 June 2022, the date of the closing price prior to the expression of interest being received by the Company; and
 - 3.2.4 a premium of c.45% to the 30-Day VWAP price of R19.29 as at 24 June 2022, the date prior to the expression of interest being received by the Company
- 3.3 BidCo intends to continue the standard business operations of the Company in the unlisted space and intends to keep directors of Alviva in office for such time as BidCo deems fit.

4. TERMS AND CONDITIONS OF THE SCHEME

4.1 BidCo

- 4.1.1 BidCo has been incorporated by Mr P Ramasamy to serve as the corporate vehicle for the Consortium to enter into the Implementation Agreement and submit the offer referred to in paragraph 1.1 of the Circular.
- 4.1.2 Mr P Ramasamy's Alviva Shares were held through DY Investments. Mr P Ramasamy exchanged his shares in DY Investments for shares in BidCo through an asset-for-share transaction. As a result, BidCo, through its wholly-owned subsidiary, DY Investments owns 14 300 000 Alviva Shares.
- 4.1.3 Accordingly, in order for all the members of the Consortium to participate in BidCo as shareholders thereof, on 8 December 2022, BidCo entered into a sale agreement, whereby through an asset-for-share transaction, Tham Investments, DOAM and Alviva Management exchanged Alviva Shares for shares in BidCo. The BidCo asset-for-share transaction is, however, subject to a resolutive condition which would result in this asset-for-share transaction not being implemented if the Scheme is not approved. BidCo, through the asset-for-share transaction, holds 11.8% of Alviva issued Share Capital and 12.2% of Alviva issued Share Capital through its wholly-owned subsidiary, DY Investments.
- 4.1.4 Alviva Management's Shares are held through ASMS and represent their FSP Shares awarded in accordance with the Company's FSP rules and, as applicable, their MSR Shares in accordance with the Company's minimum shareholding requirement policy.
- 4.1.5 ASMS currently houses awarded, vested and unvested Shares on behalf of Alviva management who participate in Alviva's FSP and, as applicable Alviva's MSR. Should the Scheme be approved, and a Delisting occur, this will trigger an accelerated vesting in terms of the FSP scheme rules, as part of the Scheme. This acceleration will not occur for Alviva Management that participate with the Consortium. As detailed in **Annexure 4**, the participating Alviva Management are entitled to 7 463 950 Shares (representing 6.3% of Alviva's issued Share capital) in terms of FSP and MSR policies, as a result, the vesting Shares will contribute to their respective Shareholding within the Consortium.
- 4.1.6 BidCo will utilise a portion of the funding made available for the Scheme to subscribe for additional shares in DY Investments at R28.00 per share. DY Investments will utilise the proceeds of the subscription to settle the Debt. DY Investments irrevocably waives and abandons all of the rights and entitlement (including any rights of pre-emption, tag along rights, come along rights, and other similar rights) pursuant to the Scheme and the receipt of the Scheme Consideration required to settle their funding obligations.
- 4.1.7 A declaration relating to coming into concert has been submitted to Alviva and the Executive Director of the TRP by the abovementioned Consortium members.

4.2 The Scheme

- 4.2.1 In terms of section 114(1)(c) of the Companies Act, the Board proposes the Scheme, on the terms set out in this paragraph 4 of the Circular, between the Company and Shareholders (other than the Excluded Shareholders). The Scheme will constitute an "affected transaction" as defined in section 117(1)(c) of the Companies Act and will be implemented in accordance with the Companies Act and the Companies Regulations, and will be regulated by the TRP and, where applicable, the JSE.
- 4.2.2 Subject to fulfilment or waiver (as applicable) of the Conditions Precedent detailed in paragraph 4.4 of this Circular:
- 4.2.2.1 the Scheme will, with effect from the Operative Date, become binding on the Scheme Participants (irrespective of whether or not such Scheme Participants voted in favour of the Scheme Resolution).
- 4.2.2.2 Subject to the Scheme becoming unconditional, the Scheme Participants shall be deemed, with effect from the Operative Date, to have:

- 4.2.2.2.1 transferred and disposed of their Scheme Shares to BidCo in exchange for the Scheme Consideration payable for those Scheme Shares (free of Encumbrances), which Scheme Consideration is to be settled in terms of paragraph 4.3 of this Circular;
 - 4.2.2.2.2 subject to paragraph 4.2.7 below, authorised BidCo and/or the Transfer Secretaries as principal with power of substitution on their behalf to transfer the Scheme Shares into the name of BidCo on or at any time after the Operative Date and the Company will update its securities register accordingly; and
 - 4.2.2.2.3 subject to paragraph 4.2.7 below, authorised the Transfer Secretaries as principal with power of substitution on their behalf to collect from the Company the Scheme Consideration for delivery to those Scheme Participants, and all risk and benefit in the Scheme Shares will pass from those Scheme Participants to BidCo with effect from the Operative Date against settlement of the Scheme Consideration in terms of paragraph 4.3 below.
- 4.2.3 Should the Scheme become unconditional and operative on the Operative Date, the Scheme Participants shall be entitled to receive the Scheme Consideration in respect of the Scheme Shares held by them. BidCo or the nominee company will, either itself and/or through its Transfer Secretaries, administer and procure the transfer of the Scheme Consideration to those Scheme Participants, and the Scheme Consideration shall be settled, in full, in accordance with the terms of the Scheme without regard to any lien, right of set-off, counterclaim or other analogous right to which BidCo may otherwise be, or claim to be, entitled to against a Scheme Participant.
- 4.2.4 Subject to the Scheme becoming unconditional and operative as per the Operative Date, Scheme Participants:
- 4.2.4.1 who are Certificated Shareholders, shall against the surrender by such Certificated Shareholders of their Documents of Title in respect of their Scheme Shares, receive the Scheme Consideration in accordance with the provisions of paragraph 4.3 of this Circular; and
 - 4.2.4.2 who are Dematerialised Shareholders will, in terms of the Custody Agreement entered into between the Shareholder concerned and their CSDP or Broker, have their Scheme Shares transferred to BidCo and the Scheme Consideration transferred to their CSDP or Broker who should credit their securities account with the Scheme Consideration.
- 4.2.5 The rights of the Scheme Participants to receive the Scheme Consideration in respect of the Scheme Shares disposed of by them will be rights enforceable by the Scheme Participants against BidCo only.
- 4.2.6 The effect of the Scheme, *inter alia*, will be that BidCo will, with effect from the Scheme Implementation Date, become the registered and beneficial owner of all the Scheme Shares, free of Encumbrances. No Scheme Shares acquired from the Scheme Participants under the Scheme will be transferred to any person other than BidCo. Shareholders are referred to paragraph 4.3 of this Circular, which sets out in detail the manner in which the Scheme Consideration will be settled.
- 4.2.7 With effect from the Operative Date, each and every officer/director of the Transfer Secretaries and/or BidCo or any other person nominated by BidCo will irrevocably be deemed to be the attorney and agent in *rem suam* (in their favour and for their benefit) of all Scheme Participants to implement the transfer of their Scheme Shares in terms of paragraph 4.1 above and to sign any instrument of transfer in respect thereof or any other documents and to do any other acts required or desirable to implement the Scheme.
- 4.2.8 The Company is acting as agent and not as principal in respect of the Scheme.

4.3 Scheme consideration

- 4.3.1 Subject to the provisions of paragraph 4.4 below, the Scheme Consideration payable by the Company in terms of the Scheme is R28.00 for every Scheme Share disposed of by the Scheme Participants and is payable in cash from the Operative Date read together with paragraph 4 of the “Action required by Shareholders” section of this Circular.

4.4 Conditions precedent

- 4.4.1 The implementation of the Scheme will ultimately be subject, *inter alia*, to the fulfilment of conditions precedent to be expected for a scheme of this nature by the Long Stop Date and in light of the provisions of the Companies Act and the Listings Requirements, including, without limitation:
- 4.4.1.1 all the necessary approvals and/or resolutions of the Eligible Shareholders including the special resolution approving the Scheme having been approved in accordance with Section 115(2) of the Companies Act by the requisite majority of at least 75% of the voting rights at the general meeting (present or represented by proxy) of the Eligible Shareholders to be convened to consider and vote on the Scheme Resolution;
 - 4.4.1.2 if any person who voted against the Scheme Resolution requires Alviva to seek court approval to implement the Scheme in terms of section 115(3)(a) and section 115(5)(a) of the Companies Act:
 - 4.4.1.2.1 the approval of the implementation of the Scheme Resolution by the court is obtained; and
 - 4.4.1.2.2 Alviva not treating the Scheme Resolution as a nullity, as contemplated in section 115(5)(b) of the Companies Act;
 - 4.4.1.3 if any person who voted against the Scheme Resolution applies to court for a review of the Scheme Resolution in terms of section 115(3)(b) and section 115(6) of the Companies Act, either:
 - 4.4.1.3.1 leave to apply to the court for any such review is refused; or
 - 4.4.1.3.2 if leave is so granted, the court refuses to set aside the Scheme Resolution;
 - 4.4.1.4 appraisal rights of no more than 5% of the shareholding in terms of section 164 of the Companies Act being exercised in respect of the Scheme, with an ability for the Consortium to waive this condition at its discretion;
 - 4.4.1.5 no Material Adverse Event has occurred in respect of Alviva, on the last day of the month immediately preceding the date of fulfilment of the last of the Scheme Conditions, apart from this Scheme Condition;
 - 4.4.1.6 the receipt of all requisite regulatory approvals or consents, including, without limitation, from the JSE, the TRP and the Financial Surveillance Department of the South African Reserve Bank, such regulatory approvals or consents can be either unconditional or subject only to any obligation, undertaking, condition or qualification, which BidCo is willing to accept.

4.5 Irrevocable Undertakings

- 4.5.1 As at the date of the Circular, the Alviva Shareholders listed in **Annexure 5** to this Circular collectively holding 14.5% of the aggregate of the issued Alviva Shares as at the date of the Firm Intention Announcement (excluding the Excluded Shareholders), provided Irrevocable Undertakings to vote in favour of the Resolutions in respect of Alviva Shares held on the Scheme Voting Record Date.
- 4.5.2 Mr P Ramasamy, Tham Investments, DOAM and Alviva Management forming part of the Consortium are Excluded Shareholders and will, therefore not vote on the Scheme Resolutions in accordance with regulation 107(b) of the Companies Regulations.

5. EXCLUDED SHAREHOLDERS

- 5.1 There are Shareholders who are excluded from the Scheme and will thus retain their Alviva Shares. The Excluded Shareholders have consented in writing, not to be participants in the Scheme.
- 5.2 Subject to the Scheme becoming Operative, the Excluded Shareholders will have acquired all the Alviva Shares therefore satisfying the delisting conditions set out in paragraph 1.17(b) of the JSE Listings Requirements.
- 5.3 The Excluded Shareholders are listed below:

Excluded Shareholders	Alviva Shares not eligible to vote	Alviva Shares forming part of BidCo	Effective shareholding of Consortium members in BidCo	% Shareholding not eligible to vote
Mr P Ramasamy	14 300 000 ¹	14 300 000 ¹	8 300 000 ²	12.2%
Tham Investments ³	7 700 000	7 700 000	7 700 000	6.5%
Alviva Management/ ASMS ⁴	7 901 627 ⁵	3 876 816	3 876 816	6.7%
DOAM and/or funds under the management of Peregrine Capital	4 450 306	2 250 000	2 250 000	3.8%
Alviva Management (direct and indirect holdings) ⁶	1 064 679	–	–	1.0%
Total	35 040 251	28 126 816	22 126 816	30.2%

¹Mr P Ramasamy's Alviva Shares are held through DY Investments, which is now a 100% subsidiary of BidCo.

²Mr P Ramasamy's interests in BidCo dilute relative to other BidCo shareholders as a result of the settlement of the Debt.

³Mr F Mahlangu is the only director of Tham Investments, with his interests in Alviva being held through Tham Investments. Mr F Mahlangu does not hold any other direct or indirect shareholding in Alviva.

⁴Represents all Shares held by Alviva Management, as per **Annexure 4**, either directly (in their own name), indirectly, through Alviva's FSPs or through Alviva's MSRs.

⁵ASMS houses awarded, vested and unvested Shares on behalf of Alviva management who participate in Alviva's forfeitable share plan and, as applicable, Alviva's MSR. ASMS currently holds 9 450 090 Alviva Shares, these shares represent Alviva management (both management participating in the Scheme and Alviva management not participating) FSPs and as applicable MSRs. Of the total Shares in ASMS 7 463 950 Shares will be retained and converted into the new incentive structures as these represent Alviva Management forming part the Consortium. Alviva management not forming part of the Consortium, will have their FSPs accelerated, meaning not all their Shares will vest, accordingly the 437 677 Shares that have not vested will be cancelled and as a result, will not be eligible for voting. 3 587 134 Alviva Shares will convert to a share appreciation right and will not form part of BidCo.

⁶Participating Alviva Management's direct and indirect Shares in Alviva as disclosed in **Annexure 4**. The Shares represent Shares of participating Alviva Management that will not be exchanged for shares in BidCo but will instead be Scheme Shares.

5.4 No Encumbrance

- 5.4.1 Each Scheme Participant is deemed, on and with effect from the Operative Date, to have warranted and undertaken in favour of the Offeror that (i) the relevant Scheme Shares are not subject to a pledge or otherwise Encumbered, or (ii) if subject to any such pledge or Encumbrance, such Scheme Shares shall be released from such pledge or other Encumbrance immediately on payment and discharge of the Scheme Consideration. In this regard such Scheme Participants irrevocably authorise and appoint Alviva and BidCo, in *rem suam* (that is, irrevocably to Alviva and BidCo's advantage), with full power of substitution, to act as agent in the name, place and stead of such Scheme Participants in doing all things and signing all documents in ensuring that the relevant Scheme Shares are released from any pledge or Encumbrance, including the removal of any endorsements to that effect present in the Register.

5.5 The statutory requirements of the Scheme

- 5.5.1 In terms of section 115 of the Companies Act, the Scheme may only be implemented if:
- 5.5.1.1 the Scheme is approved in terms of section 115(2) of the Companies Act by a special resolution (requiring a 75% majority of Shareholders present and exercising voting rights voting in favour of the Scheme Resolution) adopted by persons entitled to exercise voting rights on such matter (being those Scheme Participants registered as such on the Voting Record Date, excluding the Excluded Shareholders) at the General Meeting and at which meeting sufficient persons are present to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised on that matter; and
 - 5.5.1.2 the TRP has issued a compliance certificate in respect of the Scheme in terms of section 115(1)(b) of the Companies Act. In this regard, Shareholders should take note that the TRP does not consider commercial advantages or disadvantages of affected transactions when it approves transactions.
 - 5.5.1.3 Despite the Scheme Resolution to approve the Scheme having been adopted, the Company may not proceed to implement the Scheme without the approval of the Court if:
 - 5.5.1.3.1 the Scheme Resolution was opposed by at least 15% of the voting rights that were exercised on that resolution, and within 5 (five) Business Days after the vote;
 - 5.5.1.3.2 any person who voted against the Scheme Resolution requires the Company to seek Court approval; or
 - 5.5.1.3.3 the Court, on application within 10 (ten) Business Days after the vote by any person who voted against the Scheme Resolution, grants that person leave to apply to a Court for a review of the Scheme.
- 5.5.2 If the Scheme Resolution requires approval by a Court as contemplated in terms of paragraph 5.5.1.3.2 above, the Company must either:
- 5.5.2.1 within 10 (ten) Business Days after the vote apply to the Court for approval, and bear the costs of that application; or
 - 5.5.2.2 treat the Scheme Resolution as a nullity.
- 5.5.3 On application contemplated in paragraph 5.5.1.3.3 above, the Court may grant leave to that person to apply to Court for a review of the Scheme only if satisfied that the applicant:
- 5.5.3.1 is acting in good faith;
 - 5.5.3.2 appears prepared and able to sustain the proceedings; and
 - 5.5.3.3 has alleged facts which if proved would support an order in terms of paragraph 5.5.4 below.
- 5.5.4 On reviewing the Scheme Resolution that is the subject of an application contemplated in paragraph 5.5.1.3.1 above, or after granting leave as contemplated in paragraph 5.5.1.3.3 above, the Court may set aside the Scheme Resolution only if:
- 5.5.4.1 the Scheme Resolution is manifestly unfair to the Shareholders; or
 - 5.5.4.2 the vote was materially tainted by conflict of interest, inadequate disclosure, failure to comply with the Companies Act, the MOI or other significant and material procedural irregularity.
- 5.5.5 The Excluded Shareholders shall not vote on the Scheme Resolution.
- 5.5.6 A copy of section 115 of the Companies Act is attached as **Annexure 3** to this Circular.

5.6 The statutory requirements of the Scheme

This paragraph 5.6 contains only a summary of the provisions of section 164 of the Companies Act. The full section is set out in **Annexure 3** to this Circular.

The Shareholders are hereby advised of their Appraisal Rights in terms of section 164 of the Companies Act:

- 5.6.1 Any Shareholder that wishes to exercise its Appraisal Rights will be required to, at any time before the Scheme Resolution is tabled to be voted on at the General Meeting, deliver to Alviva a written notice objecting to the Scheme Resolution in accordance with the provisions of section 164(3) of the Companies Act (“**Notice of Objection**”).
- 5.6.2 If the Scheme Resolution is subsequently adopted by the Shareholders entitled to attend and vote at the General Meeting, within 10 (ten) Business Days after Alviva has adopted the Scheme Resolution, Alviva must send a written notice confirming that the Scheme Resolution has been adopted to each Shareholder who gave Alviva a Notice of Objection and has neither withdrawn the Notice of Objection nor voted in favour of the Scheme Resolution (“**Scheme Resolution Adoption Notice**”).
- 5.6.3 A Shareholder who validly delivered its Notice of Objection to Alviva, voted against the Scheme Resolution and who has complied with all procedural requirements set out in section 164 of the Companies Act, will be entitled in terms of section 164(5) – (8) of the Companies Act to demand in writing within 20 (twenty) Business Days after receipt of the Scheme Resolution Adoption Notice or, if such Shareholder does not receive the notice referred to in paragraph 5.6.2, within 20 (twenty) Business Days after learning that the Scheme Resolution was adopted, that Alviva pay the Shareholder the fair value for all the Shares held by that Shareholder in respect of which such Shareholder gave the Notice of Objection.
- 5.6.4 If Alviva receives a demand in terms of sections 164(5) to (8) of the Companies Act and such demand is not withdrawn by the Operative Date, Alviva shall, in accordance with section 164(11) of the Companies Act, by no later than the final date for making an offer as contemplated in section 164(11) of the Companies Act, make an offer to that Dissenting Shareholder to purchase such Dissenting Shareholder’s Share(s).
- 5.6.5 A Dissenting Shareholder who has sent a demand in terms of sections 164(5) to 164(8) of the Companies Act may withdraw that demand before Alviva makes an offer in accordance with section 164(11) of the Companies Act or if Alviva fails to make such an offer. If a Dissenting Shareholder voluntarily withdraws its demand made in terms of sections 164(5) to 164(8) of the Companies Act, it will cease to be a Dissenting Shareholder and will become a Scheme Participant whose Shares will be acquired by BidCo, in accordance with the terms of the Scheme, with retrospective effect from the Operative Date.
- 5.6.6 A Dissenting Shareholder who has sent a demand in terms of sections 164(5) to 164(8) of the Companies Act has no further rights in respect of the Shares in respect of which it has made such demand, other than to be paid the fair value of such Shares, unless:
 - 5.6.6.1 that Dissenting Shareholder withdraws that demand before Alviva makes an offer in accordance with section 164(11) of the Companies Act;
 - 5.6.6.2 Alviva fails to make an offer in accordance with section 164(11) of the Companies Act and that Dissenting Shareholder withdraws its demand; or
 - 5.6.6.3 Alviva makes an offer in accordance with section 164(11) of the Companies Act below and the Dissenting Shareholder allows such offer to lapse;
 - 5.6.6.4 in which case that Shareholder’s rights shall, in terms of section 164(10) of the Companies Act, be reinstated without interruption.
- 5.6.7 The offer made in accordance with section 164(11) of the Companies Act will, in terms of section 164(12)(b) of the Companies Act, lapse if it is not accepted by the Dissenting Shareholder within 30 Business Days after it was made.

- 5.6.8 If the Dissenting Shareholder allows that offer to lapse, it will cease to be a Dissenting Shareholder and will become a Scheme Participant whose Scheme Shares will be acquired by BidCo, in accordance with the terms of the Scheme, with retrospective effect from the Operative Date.
- 5.6.9 A Dissenting Shareholder who accepts an offer made in terms of section 164(11) of the Companies Act will become an “Excluded Dissenting Shareholder” and will not participate in the Scheme. The Excluded Dissenting Shareholder must thereafter if it holds Certificated Shares tender the Documents of Title in respect of such Shares to Alviva or the Transfer Secretaries or if it holds Dematerialised Shares, instruct its CSDP or Broker to transfer those Shares to Alviva or the Transfer Secretaries. Alviva must pay that Excluded Dissenting Shareholder the agreed amount within 10 (ten) Business Days after the Excluded Dissenting Shareholder has accepted the offer and tendered the Documents of Title.
- 5.6.10 A Dissenting Shareholder who considers the offer made by Alviva in accordance with section 164(11) of the Companies Act to be inadequate, may, in accordance with section 164(14) of the Companies Act, apply to a Court to determine a fair value in respect of the Shares that were the subject of that demand, and an order requiring Alviva to pay the Dissenting Shareholder the fair value so determined. The Court will, in accordance with section 164(15) (v) of the Companies Act, be obliged to make an order requiring:
- 5.6.10.1 the Dissenting Shareholders to either withdraw their respective demands or to tender their Shares as contemplated in paragraph 5.6.12; and
- 5.6.10.2 Alviva to pay the fair value in respect of the Shares (as determined by the Court) to each Dissenting Shareholder who tenders its Shares, subject to any conditions the Court considers necessary to ensure that Alviva fulfils its obligations under section 164 of the Companies Act.
- 5.6.11 If, pursuant to the order of the Court, any Dissenting Shareholder withdraws its demand, the Dissenting Shareholder will cease to be a Dissenting Shareholder and will become a Scheme Participant whose Shares will be acquired by Alviva, in accordance with the terms of the Scheme, with retrospective effect from the Operative Date.
- 5.6.12 If, pursuant to the order of the Court, a Dissenting Shareholder tenders its Shares to Alviva, such Dissenting Shareholder will become an Excluded Dissenting Shareholder and will not participate in the Scheme.
- 5.6.13 A copy of section 164 of the Companies Act, which sets out the appraisal rights, is included in **Annexure 3** to this Circular.
- 5.6.14 Any Shareholder that is in doubt as to what action to take must consult their legal or professional advisor in this regard.
- 5.6.15 Before exercising their Appraisal Rights, Shareholders should have regard to the following factors relating to the Scheme:
- 5.6.15.1 the Scheme Consideration is payable in cash;
- 5.6.15.2 the report of the Independent Professional Expert set out in **Annexure 1** to this Circular concludes that the Scheme Consideration is fair and reasonable; and
- 5.6.16 the Court is empowered to grant a costs order in favour of, or against, a Shareholder, as may be applicable.

5.7 **Applicable laws**

The Scheme shall be governed by the laws of South Africa only. Each Shareholder shall be deemed to have irrevocably submitted to the non-exclusive jurisdiction of the courts of South Africa in relation to all matters arising out of or in connection with the Scheme.

5.8 **General**

- 5.8.1 Alviva may, subject to the approval of the TRP:
- 5.8.1.1 before or at the General Meeting, agree to any amendment, variation or modification of the Scheme. The Shareholders will be notified of any such variation or modification; or

- 5.8.1.2 after the General Meeting, agree to any amendment, variation or modification which Alviva may deem fit to approve or impose, provided that no amendment, variation or modification made after the General Meeting may have the effect of diminishing the rights which will accrue to a Shareholder in terms of the Scheme.
- 5.8.2 A certificate signed by two Directors of Alviva stating that all Scheme Conditions have been fulfilled and/or waived (as the case may be) and that the Scheme is capable of implementation shall be binding on BidCo and the Scheme Participants.
- 5.8.3 Upon the Scheme being implemented, the existing Documents of Title relating to Shares held by the Scheme Participants, will cease to be of any value, other than for the purposes of surrender in terms of the Scheme, and no certificates or deeds or documents will be issued by Alviva in place thereof.
- 5.8.4 Alviva will be entitled and will have the authority on behalf of itself and each Shareholder, to authorise any person nominated by Alviva to sign all documents required to carry the Scheme into effect, including but not limited to all transfer forms, instructions to CSDPs, forms of proxy, changes in address and cessions of rights to dividends, distributions and other entitlements to Alviva.

6. TERMINATION OF EVENTS

- 6.1 The Scheme will terminate with immediate effect if any or all of the Scheme Conditions have not been fulfilled (or waived, to the extent possible) on or before the relevant date(s) for fulfilment, or any such date(s) that may be extended by agreement between the relevant parties.

7. AGREEMENTS OR OTHER ARRANGEMENTS IN RELATION TO THE SCHEME

- 7.1 Other than the Irrevocable Undertakings as detailed in paragraph 4.5.1 of this Circular and the Implementation Agreement, there are no other arrangements, agreements or understandings which have any connection with or dependence on the Scheme that have been entered into between the Company and any party/ies acting in concert with it, or any Director of the Company (as at the Last Practicable Date or having resigned in the preceding 12 months), or any Alviva Shareholders (as at the Last Practicable Date or who were Alviva Shareholders in the preceding 12 months).

8. CASH CONFIRMATION

- 8.1 BidCo has delivered to the TRP an irrevocable cash confirmation issued by Absa Corporate and Investment Banking, a division of Absa Bank Limited, for the maximum possible Scheme Consideration, in compliance with Companies Regulations 111(4) and 111(5).

9. RESTRICTED JURISDICTIONS

- 9.1 To the extent that the distribution of this Circular in certain jurisdictions outside of South Africa may be restricted or prohibited by the Laws of such foreign jurisdiction, then this Circular is deemed to have been provided for information purposes only, and none of Alviva's respective boards of directors accept any responsibility for any failure by Alviva Shareholders to inform themselves about, and to observe, any applicable legal requirements in any relevant foreign jurisdiction.
- 9.2 Alviva Shareholders who are in doubt as to their position should consult their professional advisors.
- 9.3 Undertakings in relation to the Offer:
 - 9.3.1 Alviva and BidCo shall use their reasonable endeavours to fulfil the Scheme Conditions and implement the Scheme in a timely manner and shall communicate any delays to each other timeously and factor any such delays into the implementation of the Scheme and a new timeline (if required) on an ongoing basis.
- 9.4 Amendment or variation of the Scheme:
 - 9.4.1 Subject to compliance with applicable Laws, no amendment, variation or modification of the Scheme shall be valid unless it is consented to by Alviva and BidCo in writing, provided that BidCo shall, notwithstanding anything to the contrary in the Implementation Agreement, the Firm Intention Announcement or this Circular, be entitled (without the consent of Alviva) to

propose a greater consideration than the Scheme Consideration, subject to the increase of the TRP Guarantee to allow for the increased Scheme Consideration. If applicable, Alviva Shareholders will be notified of any changes to the Scheme by way of announcement published on SENS and, if required, in the South African press.

10. EXCHANGE CONTROL REGULATIONS

10.1 The following is a summary of the Exchange Control Regulations insofar as they apply to Alviva Shareholders. It is intended as a guide only and is not a comprehensive statement of the Exchange Control Regulations which apply to Scheme Participants. In the event of any doubts, Alviva Shareholders are advised to consult their professional advisers as soon as possible.

10.2 Shareholders who are not registered in or who have a registered address outside South Africa must satisfy themselves as to the full observance of the laws of the relevant jurisdiction concerning the receipt of the Scheme Consideration, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any transfer or other taxes due in such territory. If in doubt, Shareholders should consult their professional advisers without delay.

10.3 Residents of the Common Monetary Area:

10.3.1 Certificated Shareholders whose registered addresses in the Register are within the Common Monetary Area and whose Document(s) of Title are not restrictively endorsed in terms of the Exchange Control Regulations, the Scheme Consideration will be paid by EFT to such Alviva Shareholders, in accordance with the provisions of this Circular; or

10.4 Dematerialised Shareholders whose registered addresses in the Register are within the Common Monetary Area and have not been restrictively endorsed in terms of the Exchange Control Regulations will have the Scheme Consideration transferred directly to the accounts nominated for them by their duly appointed CSDP or Broker in terms of the provisions of the Custody Agreement with their CSDP or Broker.

10.5 Emigrants from the Common Monetary Area:

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

10.5.1 in the case of Certificated Shareholders whose Document(s) of Title will be restrictively endorsed under the Exchange Control Regulations, be forwarded to the authorised dealer in foreign exchange in South Africa controlling such Certificated Shareholders' blocked assets in terms of the Exchange Control Regulations. The attached Form of Surrender and Transfer (*pink*) makes provision for details of the authorised dealer concerned to be given; or

10.5.2 in the case of Dematerialised Shareholders whose registered addresses in the Register are within the Common Monetary Area and have not been restrictively designated in terms of the Exchange Control Regulations, be transferred to the emigrant account of the Alviva Shareholders held at the CSDP of the authorised dealer controlling the particular emigrant's blocked assets, or the CSDP contracted by such an authorised dealer, under the auspices of the controlling authorised dealer.

10.6 All other non-residents of the Common Monetary Area:

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

10.6.1 in the case of Certificated Shareholders, whose Document(s) of Title will be restrictively endorsed under the Exchange Control Regulations, be paid by way of EFT to the non-resident Alviva Shareholders concerned, unless written instructions to the contrary are received.

10.7 In the case of Dematerialised Shareholders, be credited by their duly appointed CSDP or Broker directly to the accounts nominated by the Alviva Shareholders in terms of the provisions of the Custody Agreement with his/her/its CSDP or Broker.

10.7.1 If the information regarding the authorised dealer is not given or instructions are not given as required, the Scheme Consideration will be held by the Transfer Secretaries for the benefit of those Alviva Shareholders concerned, until claimed pending receipt of the necessary information or instructions for a maximum period of 5 (five) years, after which period, such funds shall be made over to the Guardian's Fund of the High Court. For the avoidance of doubt, no interest will accrue on any such funds held by Alviva.

11. TAX IMPLICATIONS

11.1 The tax treatment of the Scheme Consideration in respect of Scheme Participants is dependent on their individual circumstances and on the tax jurisdiction applicable to such Scheme Participants. It is recommended that the Scheme Participants seek appropriate advice in this regard.

12. INDEPENDENT PROFESSIONAL EXPERT OPINION

12.1 In accordance with section 114(3) of the Companies Act and Regulations 90 and 110 and paragraph 1.15(d) of the Listings Requirements, the Independent Board appointed Valeo Capital as the Independent Professional Expert (which meets the requirements set out in section 114(2) of the Companies Act and Companies Regulation 90) for the purposes of providing external advice in regard to, among other things, the Scheme and to make appropriate recommendations to the Independent Board for the benefit of Shareholders in respect of the Scheme.

12.2 The Independent Professional Expert performed a valuation on the Alviva Shares for the purposes of the Scheme. Taking into consideration the terms and conditions of the Scheme, the Independent Professional Expert is of the opinion, based on the assumptions and other considerations set forth in its opinion included in **Annexure 1** of the Circular, that the terms and conditions of the Scheme are fair and reasonable to Alviva Shareholders. The full text of such opinion from the Independent Professional Expert is set out in **Annexure 1** of the Circular.

13. RECOMMENDATIONS BY THE INDEPENDENT BOARD

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

13.2 Valeo Capital, acting as the Independent Professional Expert to the Independent Board, has advised the Independent Board that it has considered the terms and conditions of the Scheme and is of the opinion that these terms and conditions are fair and reasonable to Alviva Shareholders. The text of the letter from Valeo Capital is included in **Annexure 1** to this Circular and consent to include such letter in this Circular has not been withdrawn prior to the Last Practicable Date.

13.3 Each member of the Independent Board, taking into account the fair and reasonable opinion of the Independent Professional Expert, has considered the terms and conditions of the Scheme. Each member of the Independent Board is of the opinion that the terms and conditions thereof are fair and reasonable to Alviva Shareholders. In particular, the Independent Board has considered the fair value ranges determined by the Independent Professional Expert and is in agreement with the fair value ranges so determined and has placed reliance on the valuation performed by the Independent Professional Expert. Accordingly, the Independent Board recommends that all Alviva Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

14. DELISTING OF ALVIVA

14.1 If the Scheme becomes operative as per the Operative Date, an application will be made to the JSE for the Delisting of the Alviva Shares from the JSE pursuant to paragraph 1.17(b) of the JSE Listings Requirements, for the suspension of the listing of Alviva on the JSE with effect from the commencement of trade on the JSE on the South African Business Day following the Scheme Last Day to Trade, and the termination of the listing of the Alviva Shares on the JSE from the commencement of trade on the South African Business Day following the Scheme Implementation Date.

14.2 Should the Scheme become Operative, the Alviva Shares will be delisted from the JSE in accordance with paragraph 1.17(b) of the JSE Listings Requirements as the only remaining Shareholders in Alviva will be BidCo and accordingly, the Company will no longer have any 'public' Shareholders, as defined in the JSE Listings Requirements.

15. INFORMATION RELATING TO ALVIVA

15.1 Nature of the business

Alviva is a JSE listed company and is one of Africa's largest providers of information and communication technology products and services.

15.2 Major Shareholders

At the Last Practicable Date insofar as is known to Alviva, the below Shareholders were directly or indirectly, beneficially interested in 5% or more of the Shares or holders of treasury Shares.

Shareholder	Number of AVV Shares	% Shareholding of Alviva's total issued capital
Mr P Ramasamy	14 300 000	12.2%
Fidelity Investments	11 514 274	9.8%
Peregrine Capital	10 410 487	8.9%
ASMS	9 455 090	8.0%
Tham	7 700 000	6.5%
Old Mutual	5 886 808	5.0%
Total	59 266 659	50.4%

15.3 Share capital of Alviva

The authorised and Issued Share Capital of Alviva before the Scheme is set out below.

	R'000
Authorised Share capital	
300 000 000 ordinary Shares of R0.01 each	3 000
Total authorised Share capital	3 000
Issued Share Capital	
117 623 944 ordinary Shares of R0.01 each	1 176
Total Issued Share Capital	1 176

15.4 Interests of the Consortium members in Alviva Shares

15.4.1 Prior to the Scheme becoming Operative, the Consortium, through BidCo hold 28 126 816 Alviva Shares, representing 23.9% of all issued Alviva Shares.

15.4.2 Members of the Consortium (other than DOAM and its associates) have not had any dealings in Alviva Shares during the six-month period prior to the Last Practicable Date. DOAM is an investment holding company that has traded in Alviva's Shares in the past 6 months; however, DOAM only became an insider to the transaction on 25 November 2022.

15.4.3 Peregrine Capital (DOAM's shareholder through four Peregrine Capital funds) has acquired a net 308 109 Alviva Shares over the past six months, all trades were prior to DOAM becoming an insider to the transaction.

15.5 Statement of Directors' interests in Alviva

The direct and indirect beneficial interests of the Alviva Directors and their associates in Alviva Shares as at the Last Practicable Date are set out in the table below.

Director	Direct beneficial Share register (own name) ²	Forfeitable share plan	Shares held in terms of the MSR	Indirect beneficial interest	Total % of Alviva's Issued Share Capital
P Spies	100 000	1 680 000	946 300	–	2.3
RD Lyon ¹	300 000	389 596	503 450	280 000	1.3
A Tugendhaft	318 600	–	–	–	0.3
Total	718 600	2 053 053	1 449 750	280 000	3.9

¹RD Lyon is not participating with the Consortium, accordingly his unvested FSPs will be accelerated.

²All Direct beneficial Shares owned by Alviva Management will be disposed of should the Scheme become operative.

There have been no other material Directors' beneficial interests, whether directly or indirectly, in the current or previous financial year in transactions that were concluded by Alviva.

On 14 December 2022, P Spies and RD Lyon accepted their conditional share grants vesting on or after 30 June 2025 in accordance with Alviva's FSP. The number of FSP shares are included in P Spies and RD Lyon's Forfeitable share plan Alviva Shares.

There were no dealings by Alviva Directors in Shares during the six months immediately preceding the Last Practicable Date.

15.6 Statement of Directors' interests in BidCo

As a result of the BidCo asset-for-share transaction, P Spies has 2 626 300 shares in BidCo, equating to 11.9% of BidCo's issued share capital.

15.7 Directors' dealings in Alviva

No Alviva Directors dealt in Alviva Shares in the period beginning six months before the Scheme Implementation Date.

15.8 Directors' interests in the Scheme

As per **Annexure 4**, there are Directors who are Shareholders who hold Alviva Shares either directly, through their respective investment holdings vehicles or through ASMS and who will form part of the Consortium and as such, will not vote on the Scheme Resolutions.

15.9 Remuneration of Directors

The remuneration of Directors in their capacity as Directors, which is due and payable for the period up to the Scheme Operative Date, will in no way be affected as a result of the Scheme.

15.10 Service Agreements

There are no service contracts in place between BidCo, any Alviva Director and/or proposed Alviva Director and the Group. There are no service contracts entered into or amended within six months before the Last Practicable Date.

15.11 Financial Information

15.11.1 Historical financial information

Extracts from the audited financial information of Alviva for the years ended 30 June 2020, 30 June 2021 and 30 June 2022 are set out in **Annexure 2** to this Circular.

15.11.2 *Pro forma* financial effects of the Scheme

In terms of Regulation 106(6)(d) of the Companies Regulations, since the Scheme Consideration is a cash offer and not an offer for shares, no *pro forma* financial effects are required.

15.12 **The trading history of Alviva Shares**

The trading history of Alviva Shares appears in **Annexure 6**.

15.13 **Material risks**

Alviva's detailed material risks to its businesses are available in its Integrated Annual Report at the following link: <https://www.alviva.com/reports-presentations>

16. **MATERIAL CHANGES**

16.1 There have been no material changes in the financial or trading position of Alviva and the Group since the Last Practicable Date and the date of this Circular.

17. **MATERIAL CONTRACTS, SERVICE AND OTHER AGREEMENTS**

17.1 There are no material contracts constituting either a restrictive funding arrangement, or a contract outside of the ordinary course of business, entered into by Alviva during the two years preceding the Last Practicable Date or at any time containing an obligation or settlement that is material to the Group.

18. **ALVIVA RESPONSIBILITY STATEMENT**

18.1 The Independent Board and Alviva Board, insofar as any information in this Circular relates to Alviva, BidCo and the Consortium members, insofar as any information in this Circular relates to the Consortium or BidCo:

18.1.1 have considered all statements of fact and opinion in this Circular;

18.1.2 collectively and individually, accept full responsibility for the accuracy of the information given;

18.1.3 certify that, to the best of their knowledge and belief, the information is true and that there are no other facts, the omission of which would make any statement false or misleading;

18.1.4 confirm that they have made all reasonable enquiries to ascertain such facts in this regard; and

18.1.5 confirm that this Circular contains all information required by the Takeover Regulations.

19. **ADVISORS' CONSENTS**

19.1 The advisors whose names appear in the sections "**Corporate Information and Advisors**" have all consented in writing to act in the capacities stated in this Circular and to their names being stated in this Circular and, in the case of the Independent Professional Expert, reference to their report in the form and context in which it appears and have not withdrawn their consent prior to the publication of this Circular.

20. **LITIGATION STATEMENT**

20.1 The Company is not aware of any legal or arbitration proceedings, including any proceedings that are pending or threatened, that may have or have had in the recent past, being the previous 12 (twelve) months, a material impact on the financial position of the Group.

21. DISCLOSURE IN TERMS OF SCHEDULE 16 OF THE JSE LISTINGS REQUIREMENTS

- 21.1 Bravura Capital hereby discloses that it fulfils the function of corporate advisor to Alviva in relation to the Scheme.
- 21.2 Bravura Capital confirms that it has acted with objectivity in discharging its functions as transaction sponsor to Alviva in relation to the Scheme and has processes and procedures in place to manage any potential or perceived conflicts of interest arising from the above-mentioned relationship. Furthermore, Deloitte and Touche Sponsor Services Proprietary Limited has been appointed as independent transaction sponsor in relation to the Scheme in order to mitigate any potential or perceived conflicts of interest.

22. DOCUMENTS AVAILABLE FOR INSPECTION

- 22.1 The following documents, or copies thereof, will be available for inspection by Shareholders at Alviva's registered office and the offices of the Transfer Secretaries (the addresses of which appear in the sections "Corporate Information and Advisers") during normal office hours from the date of posting of this Circular until the Scheme Record Date (electronic copies of the below documents may also be requested from the Company Secretary of the Company at (liezel.grobler@alvivaholdings.com):
- 22.1.1 the MOI of Alviva;
 - 22.1.2 a signed copy of this Circular;
 - 22.1.3 a signed copy of the report of the Independent Professional Expert;
 - 22.1.4 the TRP approval letter for the Circular;
 - 22.1.5 the consolidated audited financial information of Alviva for the years ended 30 June 2020, 30 June 2021 and 30 June 2022;
 - 22.1.6 Alviva's forfeitable share plan;
 - 22.1.7 Irrevocable Undertakings;
 - 22.1.8 TRP ruling letter dated 14 October 2022;
 - 22.1.9 BidCo sale agreement;
 - 22.1.10 the Implementation Agreement; and
 - 22.1.11 the written consents by the advisors.

For and on behalf of Alviva

Duly authorised hereto in terms of resolutions passed by all the Alviva Directors as well as by the Independent Board.

Mr P Spies

Chief Executive Officer

23 December 2022

For and on behalf of the Consortium

Duly authorised hereto by each of the Consortium members, represented by Mr P Ramasamy

Mr P Ramasamy

Consortium Representative

23 December 2022

REPORT OF THE INDEPENDENT PROFESSIONAL EXPERT

14 December 2022

The Independent Board of Directors
Alviva Holdings Limited (“**Alviva**” or “**Company**”)
International Business Gateway Park,
Corner of New Road and 6th Road,
Midrand,
Johannesburg

Dear Sirs,

INDEPENDENT EXPERT REPORT IN RESPECT OF THE PROPOSED SCHEME OF ARRANGEMENT

1. INTRODUCTION

- 1.1 On 30 June 2022 the Company released an announcement on the Johannesburg Stock Exchange News Service (“**SENS**”) informing the market of an expression of interest (“**EOI**”) received from a consortium of investors, consisting of, *inter alia*, Tham Investments (Pty) Ltd (“**Tham**”) and DY Investments 3 (Pty) Ltd (“**DY**”), whilst also inviting management to form part of the consortium (“**the Consortium**”), in relation to its proposed acquisition of all of the issued share capital of Alviva not owned by the Consortium.
- 1.2 Given the above, the Alviva board of directors (“**Board**”) is proposing a scheme of arrangement in accordance with the provisions of section 114(1) of the Companies Act, No. 71 of 2008, as amended (“**Companies Act**”) (“**Scheme of Arrangement**” or “**Transaction**”) whereby the Consortium will acquire all the Company’s issued ordinary shares not held by the Consortium (collectively referred to as “**Scheme Shares**”) for a scheme consideration of R28.00 per Scheme Share (“**Scheme Consideration**”), subject to the terms and conditions of the Scheme of Arrangement contained in the circular to the Company’s shareholders (“**Shareholders**”) issued on 23 December 2022 (“**the Circular**”).
- 1.3 As at the last practicable date for the finalization of the Circular, the share capital of the Company consists of the following:
 - an authorised share capital comprising 300 000 000 ordinary shares (“**Ordinary Shares**”); and
 - an issued share capital comprising 117 623 944 Ordinary Shares.
- 1.4 The Scheme will be implemented upon the terms and subject to the conditions set out in the Circular in which this report is contained as **Annexure 1**.
- 1.5 Extracts of sections 115 of the Companies Act dealing with the approval requirements of the Scheme of Arrangement and section 164 of the Companies Act dealing with shareholders’ appraisal rights are included in **Annexure 3** of the Circular and are incorporated herein by reference for purposes of section 114(3)(g) of the Companies Act.
- 1.6 Given that the Scheme Shares comprise the total issued shares of the Company not held by the Consortium, all Shareholders will be affected by the Transaction. If implemented, the Scheme Shares held by Shareholders will be expropriated in exchange for the Scheme Consideration.

2. SCOPE

- 2.1 The Scheme of Arrangement is an affected transaction as defined in section 117(1)(c)(iii) of the Companies Act. In terms of section 114(2) of the Companies Act, as read with regulations 90 and 110 of the Companies Regulations, 2011, as amended (“**Companies Regulations**”), a company must retain an independent expert (“**Independent Expert**”) to compile a report in terms of section 114(3) of the Companies Act (in the form of a fair and reasonable opinion) and opine as to the fairness and reasonableness of the Transaction and the Scheme Consideration (the “**Opinion**”).

2.2 Valeo Capital Proprietary Limited (“**Valeo Capital**”) has been appointed by the independent board of directors of Alviva (“**Independent Board**”) as the Independent Expert to assess the terms of the Transaction and to provide the Opinion to the Independent Board in terms of section 114 of the Companies Act, as read with regulations 90 and 110 of the Companies Regulations. The Opinion set out herein is provided to the Independent Board for the sole purpose of assisting the Independent Board in forming and expressing an opinion on the Scheme of Arrangement and the Scheme Consideration for the benefit of Shareholders, excluding shares held by the Consortium. The Opinion will be distributed to Shareholders in the Circular, prior to the relevant resolutions required to approve the Transaction being tabled for consideration by the Shareholders.

3. **RESPONSIBILITY**

3.1 Compliance with the Companies Act and the Companies Regulations is the responsibility of the Independent Board. Valeo Capital’s responsibility is to report to the Independent Board on the terms of the Transaction and the Scheme Consideration in terms of section 114 of the Companies Act, as read with regulations 90 and 110 of the Companies Regulations.

4. **DEFINITION OF THE TERMS “FAIR” AND “REASONABLE”**

4.1 A transaction will generally be considered to be fair to a company’s shareholders if the benefits received by shareholders, as a result of a transaction, are equal to or greater than the value surrendered by a company or its shareholders. Furthermore, in terms of regulation 110(8) of the Companies Regulations, an offer with a consideration per offeree regulated company security within, or exceeding the fair-value range is generally considered to be fair.

4.2 The assessment of fairness is primarily based on quantitative considerations. Accordingly, the Scheme of Arrangement may generally be considered fair if the Scheme Consideration is equal to or higher than the value attributable to the Scheme Shares, or unfair if the Scheme Consideration is less than the value attributable to the Scheme Shares.

4.3 In terms of regulation 110(9) of the Companies Regulations, a transaction will generally be considered to be reasonable if the value received by the shareholders in terms of a transaction is higher than the market price of the company’s securities at the time that the transaction was announced or at some other more appropriate identifiable time. In addition, the assessment of reasonableness is also generally based on qualitative considerations surrounding a transaction. Even though a transaction may be unfair based on quantitative considerations, a transaction may still be reasonable after considering other significant qualitative factors.

4.4 We have applied the aforementioned principles in preparing our Opinion. The Opinion does not purport to cater for an individual Shareholder’s position but rather the general body of Shareholders. An individual Shareholder’s decision regarding the terms of a transaction may be influenced by their particular circumstances (such as taxation and the original price paid for the Scheme Shares).

5. **SOURCES OF INFORMATION**

5.1 In the course of our work, we relied upon information obtained from Alviva management (“**Management**”) and from various public sources. Our conclusion is dependent on such information from Management being complete and accurate in all material respects.

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

- the annual financial statements of Alviva for the financial year ended 30 June 2022;
- the audited annual financial statements of Alviva for the financial years ended 30 June 2018 to 30 June 2021;
- Management’s forecast for the financial years ending 30 June 2023 to 30 June 2027 (“Forecast”);
- Tarsus Technology Group Proprietary Limited due diligence reports;
- engagements with Management and its advisors on the terms and conditions of the Transaction;
- other information provided by Management;
- discussions with Management on prevailing market, economic, legal and other conditions or factors which may affect the underlying value of the Scheme Shares and the rationale for the Transaction;

- comparative, publicly available financial and market information on appropriate peer issuers in South Africa;
- economic outlooks prepared by leading South African banks; and
- on-line and subscription databases covering financial markets, share prices, volumes traded and news.

6. ASSUMPTIONS

6.1 We have arrived at our valuation, as detailed in paragraph 8 below, and resultant Opinion based on the following assumptions:

- the terms of the Transaction are legally enforceable with no material amendments;
- the structure of the Transaction will not give rise to any undisclosed tax liabilities;
- that Company is not involved in any material legal proceedings or disputes with regulatory bodies;
- that reliance can be placed on the Forecast and other financial information provided by Management;
- there are no undisclosed contingencies that could affect the value of the relevant securities;
- reliance can be placed on Management representations made; and
- the current regulatory and market conditions will not change materially.

7. PROCEDURES

7.1 In arriving at our Opinion, we have undertaken the following procedures in evaluating the fairness and reasonableness of the Transaction:

- considered the rationale for the Transaction;
- reviewed the terms and conditions of the Scheme of Arrangement as set out in the Circular;
- analysed the historical and forecast information as provided by Management;
- where relevant, corroborated representations made by Management to source documents;
- performed a valuation of the Company as detailed below;
- reviewed relevant publicly available information relating to Alviva;
- performed an analysis of other information considered pertinent to our valuation and Opinion;
- obtained letters of representation from Management confirming that Valeo Capital has been provided with all relevant material information and that all such information provided to us is accurate and complete in all material respects; and
- determined the fairness and reasonableness of the Transaction and the Scheme Consideration based on the results of the procedures mentioned above.

We believe that these considerations justify the Opinion outlined below.

8. VALUATION APPROACH

8.1 In considering the Transaction and the Scheme Consideration, Valeo Capital performed an independent valuation of the Company in accordance with generally accepted valuation approaches and methods used in the market from time to time. Accordingly, for the purpose of our valuation we have applied the discounted cash flow (“**DCF**”) valuation method, as the primary valuation method and a market multiple valuation of the Company as a secondary valuation method, in order to corroborate the results of the DCF valuation. Our valuation takes the dividend paid 14 November 2022 into consideration.

8.2 Based on our valuation work performed, we have determined a valuation range for the Scheme Shares of between R23.24 and R29.75 per share (“**Valeo Range**”), with a most likely value of R26.50 per Scheme Share, being the midpoint of the Value Range. Accordingly, given that the Scheme Consideration falls within the fair Value Range, we believe the Scheme Consideration to be fair to Shareholders.

- 8.3 In addition, the valuation was performed taking cognisance of risk, market and industry factors that may impact the Company and the value of the Scheme Shares.
- 8.4 Valeo Capital performed sensitivity analyses on the valuation methodologies applied, which included, *inter alia*:
- a change of 1.0% in the discount rate applied, which analyses resulted in a variance range of 9.6% to the midpoint DCF value calculated;
 - a 1x change in the exit multiple applied, which analyses resulted in a variance range of 19.6% to the midpoint DCF value calculated;
- 8.5 Key external value drivers affecting the value attributable to the Transaction include:
- Economic growth that could affect forecasted demand for products and services, impacting revenues, as lower economic growth will decrease demand and the derived value of Alviva;
 - A return of the National State of Disaster in South Africa on account of a resurgence of the Covid-19 pandemic; and
 - Inflationary environment, which could impact costs and decrease Alviva's margins
- 8.6 Key internal value drivers affecting the value attributable to the Transaction include:
- Forecasted free cash flows related to the Transactions' assets, largely impacted by, *inter alia*, revenue growth rate assumptions, the forecasted cost base and working capital investment (an increase in the forecasted cash flow will result in an increase in the value attributable to the assets of the Transactions); and
 - The weighted average cost of capital and the exit multiple applied to Alviva's forecasted cash flows.
- 8.7 In addition, the valuation was performed taking cognisance of risk, market and industry factors that may impact Alviva as a whole.

9. REASONABLENESS

- 9.1 In arriving at our Opinion with respect to the reasonability of the Transaction and the Scheme Consideration, we considered, *inter alia*, the following:
- the Scheme Consideration is at a premium to the share price prior to the release of the announcement on SENS.

10. OPINION

- 10.1 We have considered the terms and conditions of the Transaction, and based on the aforementioned, we are of the opinion, subject to the limited conditions as set out below, that the terms of the Scheme of Arrangement and the Scheme Consideration are fair and reasonable to Shareholders.
- 10.2 We are not aware of any material adverse effects of the Transaction, given that the Scheme Consideration falls within the fair value range attributable to the Scheme Shares, which fairly compensates Shareholders for the expropriation of their Scheme Shares in terms of the Transaction.

11. LIMITING CONDITIONS

- 11.1 This Opinion is provided to the Independent Board in connection with and for the purpose of the Transaction, for the sole purpose of assisting the Independent Board in forming and expressing an opinion for the benefit of Shareholders. This Opinion is prepared solely for the Independent Board and therefore should not be regarded as suitable for use by any other party or give rise to any third-party rights.
- 11.2 We have relied upon and assumed the accuracy of the information provided to and obtained by us in determining our Opinion. Where practical, we have corroborated the reasonableness of the information provided to us for the purpose of reaching our Opinion, whether in writing or in discussion with Management, with reference to publicly available or independently obtained information.
- 11.3 While our work has involved a review of, *inter alia*, various sets of annual financial statements and other information provided to us, our engagement does not constitute an audit conducted in accordance with generally accepted auditing standards.

- 11.4 The forecasts provided by Management relate to future events and are based on assumptions, which may not remain valid for the whole of the relevant period. Consequently, this information cannot be relied upon to the same extent as that derived from audited financial statements for completed accounting periods. We express no opinion as to how closely actual results will correspond to Management's forecasts.
- 11.5 This Opinion is provided in terms of the Companies Act. It does not constitute a recommendation to any Shareholder as to how to vote at any Shareholders' meeting relating to the Transaction or on any matter relating to it. It should not, therefore, be relied upon for any other purpose. We assume no responsibility to anyone if this Opinion is used or relied upon for anything other than its intended purpose. Should an individual Shareholder have any doubts as to what action to take, such Shareholder should consult an independent advisor.
- 11.6 Subsequent developments may affect our Opinion and we are under no obligation to update, review or re-affirm it based on such developments. We have assumed that all conditions precedent referred to in the Circular, including any material regulatory and other approvals, if any, will be properly fulfilled/obtained.

12. MATERIAL INTEREST OF ALVIVA DIRECTORS

- 12.1 The Alviva directors' shareholding in the Company and participation in the Consortium has been set out in section 15 of the Circular and is incorporated herein by reference for purposes of section 114(3)(e) of the Companies Act.

13. INDEPENDENCE AND ADDITIONAL REGULATORY DISCLOSURES

- 13.1 We confirm that Valeo Capital (i) has no relationship with the Company or with any proponent of the Transaction, such as would lead a reasonable and informed third party to conclude that our integrity, impartiality or objectivity has been compromised by such relationship ("**Relationship**"), (ii) has not had any such Relationship within the immediately two years preceding the last practicable date of the Circular or (iii) is not related to any person who has or has had a relationship contemplated in (i) and (ii). We also confirm that we have the necessary competence and experience to provide this Opinion. Furthermore, we confirm that our professional fee of R275 000 (excluding VAT) is not contingent upon the outcome of the Transaction.
- 13.2 The directors, employees or consultants of Valeo Capital allocated to this assignment have the necessary qualifications, expertise and competencies to (i) understand the Transaction, (ii) evaluate the consequences of the Transaction and (iii) assess the effect of the Transaction on the value of the Scheme Shares and on the rights and interests of Shareholders, or a creditor of Alviva and are able to express opinions, exercise judgement and make decisions impartially in carrying out this assignment.

14. CONSENT

- 14.1 We hereby consent to the inclusion of this Opinion and references thereto, in whole or in part, in the form and context in which it appears in any required regulatory announcement, the Circular or documentation regarding the Transaction.

Yours faithfully

Riaan van Heerden

Director

**EXTRACT OF CONSOLIDATED AUDITED HISTORICAL FINANCIAL INFORMATION
OF ALVIVA FOR THE FINANCIAL YEARS ENDED 30 JUNE 2020, 30 JUNE 2021 AND
30 JUNE 2022**

Alviva obtained TRP dispensation and is exempt from complying with Takeover Regulation 106(7)(c)(i) which requires the last three years annual financial statements of the Company to be included in the Circular. As a condition of the dispensation, extracts of the consolidated annual financial statements of Alviva for the years ended 30 June 2020, 30 June 2021 and 30 June 2022 are set out below. The full set of audited annual financial statements for the years ended 30 June 2020, 30 June 2021 and 30 June 2022 are available on the Company's website, <https://www.alviva.com/reports-presentations>, and are also open for inspection at the registered office of the Company. The historical financial information is the responsibility of the Directors of Alviva. The historical annual financial statements have been prepared by RD Lyon.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

R'000	As at 30 June 2022	As at 30 June 2021	As at 30 June 2020
Non-current assets	2 451 138	2 013 763	2 080 544
Property, plant and equipment	770 633	456 638	457 218
Intangible assets	109 024	139 425	320 127
Goodwill	603 392	603 392	614 454
Equity-accounted investees	40 982	66 421	41 773
Finance lease receivables	800 976	648 793	556 138
Deferred tax assets	126 131	99 094	90 834
Current Assets	7 271 478	4 982 969	5 711 445
Inventory	2 363 802	1 153 743	1 228 187
Trade and other receivables	3 756 812	2 593 594	2 946 836
Finance lease receivables	400 595	324 970	298 383
Current Tax assets	26 829	31 049	18 418
Cash and cash equivalents	723 440	879 613	1 219 621
Total assets	9 722 616	6 996 732	7 791 989
Equity	3 118 759	2 489 460	2 377 779
Stated capital	1 176	1 225	1 363
Treasury shares	(139 915)	(121 195)	(115 328)
Other equity reserves	55 614	25 010	46 289
Retained earnings	3 091 501	2 526 920	2 345 484
Non-controlling interests	110 383	57 500	99 971
Non-current liabilities	1 354 852	1 042 868	1 244 584
Interest-bearing liabilities	1 287 311	968 153	1 075 406
Non-interest-bearing liabilities	–	22 990	72 829
Contract liabilities	12 708	16 627	16 064
Deferred tax liabilities	54 833	35 098	80 285
Current liabilities	5 249 005	3 464 404	4 169 626
Trade and other payables	4 152 482	2 706 354	3 626 394
Interest-bearing liabilities	260 414	294 196	332 194
Non-interest-bearing liabilities	12 728	12 664	7 584
Contract liabilities	297 800	195 777	183 929
Bank overdrafts	508 540	220 000	–
Current tax liabilities	17 041	35 413	19 525
Total equity and liabilities	9 722 616	6 996 732	7 791 989

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME

R'000	Year ended 30 June 2022	Year ended 30 June 2021	Year ended 30 June 2020
Revenue	23 429 202	14 893 135	14 804 155
Cost of sales	(19 876 943)	(12 361 365)	(12 370 493)
Gross profit	3 552 259	2 531 770	2 433 662
Other income	121 092	61 050	27 382
Operating expenses	(2 493 740)	(2 023 339)	(2 072 507)
Operating profit	1 179 611	569 481	388 537
Finance income	52 264	23 904	50 666
Finance costs	(314 992)	(159 717)	(227 640)
Share of profit of equity account investee	1 870	1 924	–
Profit before tax Taxation	918 753	435 592	211 563
Income tax expense	(232 017)	(135 095)	(74 688)
Profit for the year	686 736	300 497	136 875
Exchange differences from translating foreign operations	7 472	(7 549)	4 609
Total comprehensive income for the year	694 208	292 948	141 484
Basic earnings per share (cents)	613.6	267.3	112.7
Diluted earnings per share (cents)	591.8	258.9	110.7
Headline earnings per share (cents)	545.4	285.0	149.4

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

R'000	Stated Capital	Treasury shares	Other equity reserves	Retained earnings	Non-controlling Interests	Total equity
Balance at 1 July 2019	1 434	(125 819)	33 568	2 355 661	70 183	2 335 027
Repurchase of shares	(71)	–	–	(102 123)	–	(102 194)
Treasury shares acquired	–	(10 378)	–	–	–	(10 378)
Treasury shares vested with FSP participants	–	20 869	(12 346)	(8 523)	–	–
Total comprehensive income for the period	–	–	4 609	148 724	(11 849)	141 484
Profit for the period	–	–	–	148 724	(11 849)	136 875
Other comprehensive income for the period	–	–	4 609	–	–	4 609
Transactions with non-controlling interests	–	–	–	(6 763)	52 102	45 339
Equity-settled share-based payments	–	–	20 458	–	–	20 458
Dividends paid	–	–	–	(41 492)	(10 465)	(51 957)
Balance at 1 July 2020	1 363	(115 328)	46 289	2 345 484	99 971	2 377 779
Repurchase of shares	(138)	–	–	(114 738)	–	(114 876)
Treasury shares acquired	–	(19 119)	–	–	–	(19 119)
Treasury shares vested with FSP participants	–	11 273	(14 153)	2 880	–	–
Treasury shares sold	–	1 979	–	–	–	1 979
Total comprehensive income for the period	–	–	(7 549)	325 846	(25 349)	292 948
Profit for the period	–	–	–	325 846	(25 349)	300 497
Other comprehensive income for the period	–	–	(7 549)	–	–	(7 549)
Transactions with non-controlling interests	–	–	–	(12 104)	(8 399)	(20 503)
Equity-based compensation reserve	–	–	423	–	–	423
Dividends paid	–	–	–	(20 448)	(8 723)	(29 171)
Balance at 30 June 2021	1 225	(121 195)	25 010	2 526 920	57 500	2 489 460
Repurchase of shares	(49)	–	–	(77 285)	–	(77 334)
Treasury shares acquired	–	(20 939)	–	–	–	(20 939)
Treasury shares sold	–	2 219	–	24	–	2 243
Total comprehensive income for the period	–	–	7 472	686 504	232	694 208
Profit for the period	–	–	–	686 504	232	686 736
Other comprehensive income for the period	–	–	7 472	–	–	7 472
Transactions with non-controlling interests	–	–	–	(9 364)	60 500	51 136
Equity-based compensation reserve	–	–	23 132	–	–	23 132
Dividends paid	–	–	–	(35 298)	(7 849)	(43 147)
Balance at 30 June 2022	1 176	(139 915)	55 614	3 091 501	110 383	3 118 759

CONSOLIDATED STATEMENT OF CASH FLOWS

R'000	Year ended 30 June 2022	Year ended 30 June 2021	Year ended 30 June 2020
Cash generated from operations	646 935	373 402	1 801 043
Finance income received	52 264	23 904	50 666
Finance cost paid	(314 992)	(159 717)	(227 640)
Income tax paid	(272 415)	(185 285)	(115 736)
	111 792	52 304	1 508 333
Cash flows from investing activities			
Acquisition of property, plant and equipment	(52 726)	(45 229)	(96 578)
Proceeds on disposal of property, plant and equipment	13 005	1 373	15 946
Acquisition of intangible assets	(28 475)	(20 948)	(47 188)
Proceeds on disposal of intangible assets	454	8 751	592
Receipt from/(Advance of) loan to equity-accounted investee	10 625	(30 370)	18 356
Acquisition of subsidiaries, net of cash acquired	(169 404)	–	(48 619)
Net investment in finance leases receivable	(227 808)	(119 242)	(8 357)
	(454 329)	(205 665)	(165 848)
Cash flows from financing activities			
Interest-bearing liabilities raised	664 147	83 507	205 000
Interest-bearing liabilities repaid	(533 278)	(224 777)	(4 697)
Payment of lease liabilities	(86 325)	(68 117)	(56 270)
Non-interest-bearing liabilities paid	(15 015)	(8 021)	(57 724)
Repurchase of shares	(77 334)	(114 876)	(102 194)
Treasury shares acquired	(20 939)	(19 119)	(10 378)
Proceeds on disposal of treasury shares	2 243	755	–
Acquisition of non-controlling interests	–	(19 279)	(15 000)
Dividends paid to non-controlling interests	(7 849)	(8 723)	(10 465)
Dividend paid to ordinary shareholders	(35 298)	(20 448)	(41 492)
	(109 648)	(399 098)	(93 220)
Decrease in net cash, cash equivalents and overdrafts	(452 185)	(552 459)	1 249 265
Effects of exchange rate changes on cash held in foreign currencies	7 472	(7 549)	4 609
Net cash and cash equivalents at 1 July	659 613	1 219 621	(34 253)
Net cash and cash equivalents at 30 June	214 900	659 613	1 219 621
Cash and cash equivalents	723 440	879 613	1 219 621
Bank overdrafts	(508 540)	(220 000)	–

SECTIONS 115 AND 164 OF THE COMPANIES ACT

EXTRACT OF SECTION 115 OF THE COMPANIES ACT

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

- (4A) In subsection (4A), “act in concert” has the meaning set out in section 117 (1) (b).
- (5) If a resolution requires approval by a court as contemplated in terms of subsection (3) must either:
 - (a) within 10 business days after the vote, apply to the court for approval, and bear application; or
 - (b) treat the resolution as a nullity.
- (6) On an application contemplated in subsection (3) (b), the court may grant leave only if it is satisfied that the applicant:
 - (a) is acting in good faith;
 - (b) appears prepared and able to sustain the proceedings; and
 - (c) has alleged facts which, if proved, would support an order in terms of subsection (7).
- (7) On reviewing a resolution that is the subject of an application in terms of subsection (5) (a), or after granting leave in terms of subsection (6), the court may set aside the resolution only if:
 - (a) the resolution is manifestly unfair to any class of holders of the company’s securities; or
 - (b) the vote was materially tainted by conflict of interest, inadequate disclosure, failure to comply with the Act, the Memorandum of Incorporation or any applicable rules of the company, or other significant and material procedural irregularity.
- (8) The holder of any voting rights in a company is entitled to seek relief in terms of section 164 if that person:
 - (a) notified the company in advance of the intention to oppose a special resolution contemplated in this section; and
 - (b) was present at the meeting and voted against that special resolution.
- (9) If a transaction contemplated in this Part has been approved, any person to whom assets are, or an undertaking is, to be transferred, may apply to a court for an order to effect:
 - (a) the transfer of the whole or any part of the undertaking, assets and liabilities of a company contemplated in that transaction;
 - (b) the allotment and appropriation of any shares or similar interests to be allotted or appropriated as a consequence of the transaction;
 - (c) the transfer of shares from one person to another;
 - (d) the dissolution, without winding-up, of a company, as contemplated in the transaction;
 - (e) incidental, consequential and supplemental matters that are necessary for the effectiveness and completion of the transaction; or
 - (f) any other relief that may be necessary or appropriate to give effect to, and properly implement, the amalgamation or merger.

EXTRACT OF SECTION 164 OF THE COMPANIES ACT

- (1) This section does not apply in any circumstances relating to a transaction, agreement or offer pursuant to a business rescue plan that was approved by shareholders of a company, in terms of section 152.
- (2) If a company has given notice to shareholders of a meeting to consider adopting a resolution to:
 - (a) amend its Memorandum of Incorporation by altering the preferences, rights, limitations or other terms of any class of its shares in any manner materially adverse to the rights or interests of holders of that class of shares, as contemplated in section 37(8); or
 - (b) enter into a transaction contemplated in section 112, 113, or 114,
 - (c) that notice must include a statement informing shareholders of their rights under this section.
- (3) At any time before a resolution referred to in subsection (2) is to be voted on, a dissenting shareholder may give the company a written notice objecting to the resolution.
- (4) Within 10 business days after a company has adopted a resolution contemplated in this section, the company must send a notice that the resolution has been adopted to each shareholder who:
 - (a) gave the company a written notice of objection in terms of subsection (3); and
 - (b) has neither:
 - (i) withdrawn that notice; nor
 - (ii) voted in support of the resolution.

- (5) A shareholder may demand that the company pay the shareholder the fair value for all of the shares of the company held by that person if:
 - (a) the shareholder:
 - (i) sent the company a notice of objection, subject to subsection (6); and (ii) in the case of an amendment to the company's Memorandum of Incorporation, holds shares of a class that is materially and adversely affected by the amendment;
 - (b) the company has adopted the resolution contemplated in subsection (2); and
 - (c) the shareholder:
 - (i) voted against that resolution; and
 - (ii) has complied with all of the procedural requirements of this section.
- (6) The requirement of subsection (5)(a)(i) does not apply if the company failed to give notice of the meeting or failed to include in that notice a statement of the shareholders rights under this section.
- (7) A shareholder who satisfies the requirements of subsection (5) may make a demand contemplated in that subsection by delivering a written notice to the company within:
 - (a) 20 business days after receiving a notice under subsection (4); or
 - (b) if the shareholder does not receive a notice under subsection (4), within 20 business days after learning that the resolution has been adopted.
- (8) A demand delivered in terms of subsections (5) to (7) must state:
 - (a) the shareholder's name and address;
 - (b) the number and class of shares in respect of which the shareholder seeks payment; and
 - (c) a demand for payment of the fair value of those shares.
- (9) A shareholder who has sent a demand in terms of subsections (5) to (8) has no further rights in respect of those shares, other than to be paid their fair value, unless:
 - (a) the shareholder withdraws that demand before the company makes an offer under subsection (11), or allows an offer made by the company to lapse, as contemplated in subsection (12)(b);
 - (b) the company fails to make an offer in accordance with subsection (11) and the shareholder withdraws the demand; or
 - (c) the company, by a subsequent special resolution, revokes the adopted resolution that gave rise to the shareholder's rights under this section.
- (10) If any of the events contemplated in subsection (9) occur, all of the shareholder's rights in respect of the shares are reinstated without interruption.
- (11) Within five business days after the later of:
 - (a) the day on which the action approved by the resolution is effective;
 - (b) the last day for the receipt of demands in terms of subsection (7)(a); or
 - (c) the day the company received a demand as contemplated in subsection (7)(b), if applicable, the company must send to each shareholder who has sent such a demand a written offer to pay an amount considered by the company's directors to be the fair value of the relevant shares, subject to subsection (16), accompanied by a statement showing how that value was determined.
- (12) Every offer made under subsection (11):
 - (a) in respect of shares of the same class or series must be on the same terms; and
 - (b) lapses if it has not been accepted within 30 business days after it was made.
- (13) If a shareholder accepts an offer made under subsection (12):
 - (a) the shareholder must either in the case of:
 - (i) shares evidenced by certificates, tender the relevant share certificates to the company or the company's transfer agent; or
 - (ii) uncertificated shares, take the steps required in terms of section 53 to direct the transfer of those shares to the company or the company's transfer agent; and

- (b) the company must pay that shareholder the agreed amount within 10 business days after the shareholder accepted the offer and:
 - (i) tendered the share certificates; or
 - (ii) directed the transfer to the company of uncertificated shares.
- (14) A shareholder who has made a demand in terms of subsections (5) to (8) may apply to a court to determine a fair value in respect of the shares that were the subject of that demand, and an order requiring the company to pay the shareholder the fair value so determined, if the company has:
 - (a) failed to make an offer under subsection (11); or
 - (b) made an offer that the shareholder considers to be inadequate, and that offer has not lapsed.
- (15) On an application to the court under subsection (14):
 - (a) all dissenting shareholders who have not accepted an offer from the company as at the date of the application must be joined as parties and are bound by the decision of the court;
 - (b) the company must notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to participate in the court proceedings; and
 - (c) the court:
 - (i) may determine whether any other person is a dissenting shareholder who should be joined as a party;
 - (ii) must determine a fair value in respect of the shares of all dissenting shareholders, subject to subsection (16);
 - (iii) in its discretion may:
 - (aa) appoint one or more appraisers to assist it in determining the fair value in respect of the shares; or
 - (bb) allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective, until the date of payment;
 - (iv) may make an appropriate order of costs, having regard to any offer made by the company, and the final determination of the fair value by the Court; and
 - (v) must make an order requiring:
 - (aa) the dissenting shareholders to either withdraw their respective demands, in which case the shareholder is reinstated to their full rights as a shareholder, or to comply with subsection (13)(a); and
 - (bb) the company to pay the fair value in respect of their shares to each dissenting shareholder who complies with subsection (13)(a), subject to any conditions the court considers necessary to ensure that the Company fulfils its obligations under this section.
- (15A) At any time before the court has made an offer contemplated in subsection (15)(c)(v), a dissenting shareholder may accept the offer made by the company in terms of subsection (11), in which case:
 - (a) that shareholder must comply with the requirements of subsection 13(a); and
 - (b) the company must comply with the requirements of subsection 13(b).
- (16) The fair value in respect of any shares must be determined as at the date on which, and time immediately before, the company adopted the resolution that gave rise to a shareholder's rights under this section.
- (17) If there are reasonable grounds to believe that compliance by a company with subsection (13)(b), or with a court order in terms of subsection (15)(c)(v) (bb), would result in the company being unable to pay its debts as they fall due and payable for the ensuing 12 months:
 - (a) the company may apply to a court for an order varying the company's obligations in terms of the relevant subsection; and
 - (b) the court may make an order that:
 - (i) is just and equitable, having regard to the financial circumstances of the company; and
 - (ii) ensures that the person to whom the company owes money in terms of this section is paid at the earliest possible date compatible with the company satisfying its other financial obligations as they fall due and payable.

- (18) If the resolution that gave rise to a shareholder's rights under this section authorised the company to amalgamate or merge with one or more other companies, such that the company whose shares are the subject of a demand in terms of this section has ceased to exist, the obligations of that company under this section are obligations of the successor to that company resulting from the amalgamation or merger.
- (19) For greater certainty, the making of a demand, tendering of shares and payment by a company to a shareholder in terms of this section do not constitute a distribution by the company, or an acquisition of its shares by the company within the meaning of section 48, and therefore are not subject to:
- (a) the provisions of that section; or
 - (b) the application by the company of the solvency and liquidity test set out in section 4.
- (20) Except to the extent,
- (a) expressly provided in this section; or
 - (b) that the Panel rules otherwise in a particular case,
- a payment by a company to a shareholder in terms of this section does not obligate any person to make a comparable offer under section 125 to any other person.

ALVIVA MANAGEMENT THAT WILL FORM PART OF THE CONSORTIUM

The following table details members of the Alviva Management team who will form part of the Consortium and their respective Shares held in their personal capacity (own name), indirectly, through Alviva's FSPs and Alviva's MSRs.

Name	Held in personal capacity	Indirect shareholding	Alviva's FSPs	Alviva's MSRs	Total Shares owned
P Spies ¹	100 000	–	1 680 000	946 300	2 726 300
E Van Der Merwe	–	45 245	280 000	185 000	510 245
V Parkin	193 000	28 700	280 000	134 300	636 000
P Maia	–	–	200 000	–	200 000
T Humphrey-Davies	64 500	–	395 000	99 125	558 625
C Brunsdon	330 000	–	420 000	250 450	1 000 450
A Li	–	–	210 000	–	210 000
A Roberts	–	–	120 000	–	120 000
A Gerber	–	–	50 000	–	50 000
Robert Nkuna	–	–	180 000	–	180 000
Rory Twort	–	–	180 000	–	180 000
L Grobler	–	–	120 000	–	120 000
T Barter	–	–	160 000	–	160 000
J Gill	231 429	–	260 000	–	491 429
J Fourie	–	–	125 000	–	125 000
A Mahomed	130 700	–	420 000	99 125	649 825
E Naidoo	15 050	–	210 000	39 650	264 700
J Lee	–	–	130 000	–	130 000
N Oosthuizen	–	–	200 000	–	200 000
F van Hirtum	–	–	90 000	–	90 000
Total	1 064 679	73 945	5 710 000	1 753 950	8 602 574

¹Executive Director of Alviva.

IRREVOCABLE UNDERTAKINGS

Alviva received TRP dispensation to approach the Shareholders of Alviva in excess of the TRP Guideline 1/2013 as a result of a fragmented Shareholder base, accordingly the application was granted and, as such Alviva was allowed to approach up to the top 20 Eligible Shareholders.

Shareholder name	Total Shares eligible to vote	% of total Eligible Shareholders
Old Mutual Customised Solutions (Pty) Limited ¹ (“OMIG”)	5 886 808	5.0%
Gary Yu-Shan Kao	4 176 080	3.6%
Anchor Capital ²	3 845 233	3.3%
CVM Investments (Pty) Ltd	1 089 099	0.9%
Michiel Matthee	1 062 555	0.9%
South African Alpha Capital Management Limited ³ (“SAACM”)	903 085	0.8%
Total	16 962 860	14.5%

¹Old Mutual Customised Solutions (Pty) Limited has, on a net basis, acquired 131 618 Alviva Shares over the past six months. OMIG will be released from its obligations in terms of the undertaking agreement in the following events:

- a. If any client of OMIG on behalf of whom OMIG has a mandate to manage any of the relevant Shares:
 - i instructs OMIG to vote the specified shares in a manner other than that contemplated in the undertaking; or
 - ii terminates OMIG's mandate to manage any of the Relevant Shares; or
 - iii instructs OMIG to realise any of the Relevant Shares in respect of which such client is the owner; or
 - iv instructs OMIG to realise part of its portfolio managed by OMIG.

²Anchor Capital has, on a net basis, acquired 220 726 Alviva Shares over the past six months.

³South African Alpha Capital Management Limited has, on a net basis, acquired 169 030 Alviva Shares over the past six months. SAACM will be released from its obligations in terms of the undertaking agreement in the following events:

- a. if, and to the extent that it is determined by the Takeover Regulations Panel or any High Court of South Africa that SAACM is not allowed to vote any of its Alviva Shares in respect of the proposed transaction; or
- b. if any of clients of SAACM on behalf of whom they have a mandate to manage any of the relevant Shares:
 - i instructs SAACM to vote the specified shares in a manner other than that contemplated in the undertaking; or
 - ii terminates SAACM's mandate to manage any of the relevant Shares; or
 - iii instructs SAACM to realise any of the relevant Shares in respect of which such client is the owner; or
 - iv instructs SAACM to realise part of its portfolio, which they manage.

SHARE PRICE HISTORY

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

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

Daily	Close (cents)	High (cents)	Low (cents)	Volume	Value Traded (ZAR)
29-Nov-22	2459	2480	2374	34 840	856 790
28-Nov-22	2480	2480	2357	65 590	1 626 530
25-Nov-22	2390	2395	2349	172 690	4 127 200
24-Nov-22	2349	2349	2315	29 200	685 910
23-Nov-22	2346	2346	2300	44 360	1 040 690
22-Nov-22	2320	2320	2300	12 090	280 400
21-Nov-22	2300	2349	2300	69 910	1 607 820
18-Nov-22	2349	2349	2315	157 880	3 708 600
17-Nov-22	2315	2349	2314	23 660	547 610
16-Nov-22	2325	2349	2325	48 690	1 132 020
15-Nov-22	2340	2340	2316	31 620	739 910
14-Nov-22	2340	2348	2310	67 610	1 582 070
11-Nov-22	2328	2329	2310	18 850	438 760
10-Nov-22	2325	2325	2292	33 190	771 600
09-Nov-22	2326	2347	2290	29 620	689 050
08-Nov-22	2295	2320	2281	771 830	17 713 500
07-Nov-22	2256	2290	2255	18 410	415 330
04-Nov-22	2262	2290	2255	36 360	822 460
03-Nov-22	2255	2290	2251	830	18 810
02-Nov-22	2288	2289	2250	16 690	381 800
01-Nov-22	2250	2295	2250	205 550	4 624 970
31-Oct-22	2298	2300	2261	4 040	92 820
28-Oct-22	2300	2300	2256	94 700	2 178 190
27-Oct-22	2251	2260	2250	62 010	1 395 730
26-Oct-22	2280	2280	2279	1 080	24 720
25-Oct-22	2278	2279	2230	56 400	1 284 790
24-Oct-22	2240	2240	2217	1 730	38 640
21-Oct-22	2240	2254	2235	49 050	1 098 610
20-Oct-22	2250	2285	2176	204 170	4 593 800
19-Oct-22	2265	2294	2265	9 530	215 740

Monthly	Average (cents)	High (cents)	Low (cents)	Volume	Value (Rand)
2022					
November	2332	2348	2301	2 024 868	47 226 077
October	2268	2291	2239	2 042 493	46 331 176
September	2360	2375	2338	1 734 055	40 917 195
August	2360	2375	2328	1 081 513	25 520 268
July	2258	2277	2226	2 412 000	54 453 095
June	1940	1959	1881	1 703 794	33 046 942
May	1938	1978	1916	2 119 628	41 079 408
April	2006	2020	1982	570 978	11 450 964
March	1996	2026	1964	1 843 166	36 782 387
February	1747	1779	1711	2 372 019	41 434 855
January	1724	1764	1703	2 231 843	38 485 097
2021					
December	1598	1610	1576	910 155	14 543 039

Source of share trading information – Capital IQ



Alviva Holdings Limited

(Incorporated in the Republic of South Africa)

(Registration number 1986/000334/06)

Share code: AVV: ISIN: ZAE000227484

("Alviva" or "AVV" or the "Company")

NOTICE OF GENERAL MEETING

THE ATTENTION OF SHAREHOLDERS IS DRAWN TO THE CIRCULAR TO WHICH THIS NOTICE OF GENERAL MEETING IS ATTACHED WHICH SETS OUT, *INTER ALIA*, THE PROVISIONS OF SECTION 164 OF THE COMPANIES ACT.

Notice is hereby given that a meeting of the Shareholders of Alviva will be held at 14:00 on Friday, 27 January 2023 at Alviva's registered offices, International Business Gateway Park, New Rd, Midridge Park, Midrand, 1685, to consider and, if deemed fit, to pass, with or without modification, the special and ordinary resolutions set out below.

The definitions and interpretation commencing on page 6 of the Circular to which this Notice is attached, apply, mutatis mutandis, to this Notice and to the Resolutions set out below.

The Scheme Voting Record Date for Shareholders to be recorded on the Register in order to be able to attend, participate, speak and vote at the General Meeting is Friday, 20 January 2023.

Important dates to note:

2023

Last day to trade in order to be eligible to vote at the General Meeting	Tuesday, 17 January
Scheme Voting Record Date to be able to vote at the General Meeting	Friday, 20 January
Forms of Proxy to be received by no later than 14:00 on	Wednesday, 25 January
General Meeting to be held at 14:00 on	Friday, 27 January

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

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

EXCLUSIONS FROM VOTING

The voting rights attaching to the Shares held by the Excluded Shareholders shall not be capable of being exercised on the Scheme Resolution being Special Resolution Number 1 and Special Resolution Number 2. In addition, the Excluded Shareholders shall be excluded when determining whether the quorum requirements in relation to the Scheme Resolution are met.

SPECIAL RESOLUTION NUMBER 1 – APPROVAL OF THE SCHEME IN ACCORDANCE WITH SECTIONS 114(1)(c) AND 115 OF THE COMPANIES ACT

"RESOLVED THAT, the Scheme (as more fully described in paragraph 4 of the Circular to which this Notice is attached) proposed by the Board, on the recommendation of the Independent Board, between the Company and its Shareholders as contemplated by sections 114(1)(c) and 115 of the Companies Act, in terms of which

BidCo will, subject to the fulfilment or waiver of the Scheme Conditions (save for any Scheme Conditions relating to the passing of this special resolution), and on the Operative Date, acquire all of the Scheme Shares held by the Scheme Participants for the Scheme Consideration, being R28.00 per Scheme Share disposed of by each such Scheme Participant.”

Explanatory note

The reason for and the effect of Special Resolution Number 1 is to obtain Shareholder approval, in terms of section 114(1)(c) read with section 115 of the Companies Act, for the Scheme proposed by the Board between the Company and the Scheme Participants. Shareholders are referred to the contents of this Circular for more information relating to the reason for and effect of Special Resolution Number 1.

Voting requirement

The percentage of voting rights that will be required in terms of the Companies Act for this special resolution to be adopted is at least 75% of the voting rights exercised on the resolution by Shareholders (eligible to vote) present in person or represented by proxy at the General Meeting. The Consortium will not exercise any votes on this Special Resolution.

SPECIAL RESOLUTION NUMBER 2 – REVOCATION OF SPECIAL RESOLUTION NUMBER 1 IF THE SCHEME TERMINATES OR LAPSES

“**RESOLVED THAT**, as a special resolution in terms of section 164(9)(c) of the Companies Act, subject to and in the event of:

- (i) the Scheme Resolution being approved at the General Meeting in terms of the Companies Act;
- (ii) the Company announcing that the Scheme has been terminated or has lapsed as contemplated in terms of the Scheme, Special Resolution Number 1 is revoked with effect from the date of the announcement; and
- (iii) as contemplated in section 164(9)(c) of the Companies Act, and accordingly any Dissenting Shareholder that has sent a demand to the Company in terms of sections 164(5) to (8) of the Companies Act to be paid the fair value of its Shares, shall have no rights to be so paid under section 164 of the Companies Act in that the Scheme did not and shall not become effective.”

Explanatory note

Special Resolution Number 2 is intended to remove the rights to payment of Dissenting Shareholders if the Scheme has been terminated or has lapsed and shall become effective only if: (i) the Scheme Resolution as defined in the Scheme is approved at the General Meeting in terms of the Companies Act; and (ii) the Company announces that the Scheme has been terminated or has lapsed. The effect of Special Resolution Number 2 is to remove any right to payment that a Dissenting Shareholder may have under section 164 of the Companies Act if the Scheme has been terminated or has lapsed.

Voting requirement

The percentage of voting rights that will be required for this special resolution to be adopted is at least 75% of the voting rights exercised on the resolution by Shareholders (eligible to vote) present in person or represented by proxy at the General Meeting.

ORDINARY RESOLUTION NUMBER 1 – AUTHORITY GRANTED TO A DIRECTOR OR COMPANY SECRETARY

“**RESOLVED THAT**, any independent non-executive director or the company secretary of Alviva be and is hereby authorised to do all such things, including signing all such documentation, as are necessary or desirable to give effect to the ordinary and special resolutions passed at the General Meeting.”

Reason for and effect of Ordinary Resolution Number 1

The reason for Ordinary Resolution Number 1 is to authorise any independent non-executive director or the company secretary to do all such things, including signing of documents and entering into of agreements, to give effect to and implement the special and ordinary resolutions approved at the General Meeting.

QUORUM

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

(in person or represented by proxy) to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter at the time the matter is called on the agenda. In addition, a quorum shall consist of at least three Shareholders personally present or represented by proxy (and if the Shareholder is a body corporate, it must be represented) and entitled to vote at the General Meeting on matters to be decided by Shareholders.

FORM OF PROXY

A Form of Proxy is attached for the convenience of any Certificated Shareholders and “own-name” Dematerialised Shareholders who are unable to attend the General Meeting who wish to be represented thereat. Forms of Proxy may also be obtained on request from Alviva’s registered office. The duly completed Forms of Proxy must be deposited at or posted to the office of the Transfer Secretaries, to be received by no later than 48 hours prior to the General Meeting, i.e. by 14:00 on Wednesday, 25 January 2023. The Form of Proxy may also be handed to the chairman of the General Meeting or adjourned General Meeting before the General Meeting is due to commence or recommence. Any Shareholder who completes and lodges a Form of Proxy will nevertheless be entitled to attend and vote in person at the General Meeting should the Shareholder subsequently decide to do so.

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

Shareholders who have already Dematerialised their Shares through a CSDP or Broker and who wish to attend the General Meeting must instruct their CSDP or Broker to issue them with the necessary letter of representation to attend.

Dematerialised Shareholders who have elected “own-name” registration in the Register through a CSDP and who are unable to attend but who wish to vote at the General Meeting must complete and return the attached relevant Form of Proxy and lodge it with the Transfer Secretaries; to be received by no later than 14:00 on Wednesday, 25 January 2023.

APPRAISAL RIGHTS FOR DISSENTING SHAREHOLDERS

In terms of section 164 of the Companies Act, at any time before the Special Resolution Number 1 as set out in this Notice is voted on, a Shareholder may give Alviva a written notice objecting to the Scheme Resolution.

Within 10 Business Days after the Company has adopted the Special Resolution Number 1 (in the event that it is adopted), the Company must send a notice that Special Resolution Number 1 has been adopted to each Shareholder who:

- gave the Company a written notice of objection as contemplated above; and
- has neither withdrawn that notice nor voted in support of Special Resolution Number 1.

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

- the Shareholder has sent Alviva a notice of objection;
- Alviva has adopted the Scheme Resolution; and
- the Shareholder voted against the Scheme Resolution and has complied with all of the procedural requirements of section 164 of the Companies Act.

Shareholders are referred to paragraph 5.6 of the Circular to which this Notice is attached for more information regarding Appraisal Rights. A copy of section 164 of the Companies Act is set out in **Annexure 3** to the Circular to which this Notice is attached.

SIGNED at Midrand on behalf of the board of Directors of the Company on 23 December 2022

By order of the Board

Ms SL Grobler CA(SA)
Company Secretary

23 December 2022



Alviva Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1986/000334/06)
Share code: AVV: ISIN: ZAE000227484
("Alviva" or "AVV" or the "Company")

**FORM OF PROXY IN RESPECT OF THE GENERAL MEETING OF ALVIVA SHAREHOLDERS
(FOR USE BY CERTIFICATED ALVIVA SHAREHOLDERS AND OWN-NAME DEMATERIALIZED
ALVIVA SHAREHOLDERS ONLY)**

The definitions and interpretations commencing on page 6 of the Circular to which this Form of Proxy is attached ("the Circular") shall, unless the context clearly requires otherwise, apply to this Form of Proxy.

For use by Alviva Shareholders at the General Meeting convened in terms of the Companies Act to be held at 14:00 on Friday, 27 January 2023. Dematerialised Alviva Shareholders holding Alviva Shares other than with Own-Name Registration, must inform their CSDP or Broker of their intention to attend the General Meeting, and request their CSDP or Broker to issue them with the necessary letter of representation and/or proxy form to attend the General Meeting in person and vote (or abstain from voting), or provide their CSDP or Broker with their instructions should they not wish to attend the General Meeting in person. Letters of representation must be lodged with Transfer Secretaries by the commencement of the General Meeting (including any adjournment or postponed meeting).

DEMATERIALIZED SHAREHOLDERS WITHOUT OWN-NAME REGISTRATION MUST NOT USE THIS FORM OF PROXY.

I/We (Please PRINT names in full)

of (address)

Telephone number:

Cell phone number:

E-mail address:

being the holder(s) of Certificated Shares or Dematerialised Shares with "own name" registration do hereby appoint (see notes 1 and 2):

- _____ or failing him/her,
- _____ or failing him/her,
- the chairperson of the General Meeting

as my/our proxy to attend, speak and vote for me/us at the General Meeting (or any postponement or adjournment thereof) for purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each postponement or adjournment thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the Alviva Shares registered in my/our name(s), in accordance with the following instructions and otherwise in accordance with the Companies Act, the MOI and the terms of the attached notes:

	Number of votes*		
	For	Against	Abstain
Special Resolution Number 1: Approval of the Scheme in accordance with sections 114(1)(c) and 115 of the Companies Act			
Special Resolution Number 2: Revocation of Special Resolution Number 1			
Ordinary Resolution Number 1: Authority granted to a Director or Company Secretary			

*One vote per Alviva Share held by Alviva Shareholders. Alviva Shareholders must insert the relevant number of votes they wish to vote in the appropriate box provided or "X" should they wish to vote all Alviva Shares held by them. If no instruction is provided, the proxy (if not the chairperson of the General Meeting) shall be entitled to vote or abstain from voting as he/she deems fit, provided that if the proxy is the chairperson of the General Meeting, he/she shall be deemed to be instructed to vote in favour of the resolutions set out above, in respect of all shares held by the Shareholder.

Signed at: _____ on _____ 2022/2023

Signature: _____

Capacity of signatory (where applicable): _____

Note: Authority of signatory to be attached – see notes 8 and 9.

Assisted by me (where applicable): _____

Full name: _____

Capacity: _____

Signature: _____

SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

In terms of section 58 of the Companies Act:

1. A shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a s) as a proxy to participate in, and speak and vote at, a shareholders' meeting on behalf of such shareholder.
2. 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.
3. A proxy may delegate his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy.
4. Irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder.
5. Any appointment by a shareholder of a proxy is revocable unless the form of instrument used to appoint such proxy states otherwise.
6. If an appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by (i) cancelling it in writing or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the relevant company.
7. A proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise.
8. If the instrument appointing a proxy or proxies has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's memorandum of incorporation to be delivered to a shareholder must be delivered by such company to:
 - the relevant shareholder; or
 - the proxy or proxies if the relevant shareholder has:
 1. directed such company to do so, in writing and
 2. paid any reasonable fee charged by such company for doing so.

Notes:

1. Alviva Shareholders who hold Dematerialised Alviva Shares other than with Own-Name Registration:
 - 1.1 who wish to attend the General Meeting in person may do so by requesting the registered holder, being their CSDP, Broker or nominee, to issue them with a letter of representation; and
 - 1.2 who do not wish to attend the General Meeting in person but wish to vote (or abstain from voting) thereat must provide the registered holder, being the CSDP, Broker or nominee, with their instructions. The instructions must reach the registered holder in sufficient time to allow the registered holder to exercise such vote on their behalf.
2. Each Alviva Shareholder is entitled to appoint one (or more) proxies (none of whom need be a Alviva Shareholder) to attend, speak and vote in place of that Alviva Shareholder at the General Meeting.
3. An Alviva Shareholder who is entitled to attend and vote at the General Meeting may insert the name of a proxy or the names of two alternative proxies of the Alviva Shareholder's choice in the space/s provided with or without deleting "the chairperson of the General Meeting" but the Alviva Shareholder must initial any such deletion. The person whose name stands first on the Form of Proxy and who is present at the General Meeting will be entitled to

act as proxy to the exclusion of those whose names follow. In the event that no names are indicated, the proxy shall be exercised by the chairperson of the General Meeting.

4. Forms of Proxy must be deposited (or emailed to proxy@computershare.co.za) at Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 or Private Bag X9000, Saxonwold, 2132, to be received, for administrative purposes, by no later than 14:00 on Wednesday, 25 January 2023.
5. The completion and lodging of this Form of Proxy will not preclude the relevant Alviva Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Alviva Shareholder wish to do so.
6. The chairperson of the General Meeting may accept or reject any Form of Proxy not completed and/or received in accordance with these notes or with the MOI.
7. Any alteration or correction made to this Form of Proxy must be initialled by the signatory/ies.
8. 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, unless previously recorded by Alviva.
9. Where this Form of Proxy is signed under power of attorney, such power of attorney must accompany this Form of Proxy, unless it has been registered by Alviva or waived by the chairperson of the General Meeting.
10. Where Alviva Shares are held jointly, all joint holders are required to sign this Form of Proxy.
11. A minor Alviva Shareholder must be assisted by his/her parent/guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by Alviva.
12. This Form of Proxy shall be valid at any resumption of an adjourned or postponed meeting to which it relates although this Form of Proxy shall not be used at the resumption of an adjourned or postponed meeting if it could not have been used at the General Meeting of Alviva Shareholders from which it was adjourned or postponed for any reason other than it was not lodged timeously for the meeting from which the adjournment took place.
13. This Form of Proxy shall in addition to the authority conferred by the Companies Act except insofar as it provides otherwise, be deemed to confer the power generally to act at the General Meeting of Alviva Shareholders in question, subject to any specific direction contained in this Form of Proxy as to the manner of voting.
14. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Alviva Shares in respect of which the proxy is given, provided that no notification in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by Alviva before the commencement of the meeting or adjourned meeting at which the proxy is used.
15. Any proxy appointed pursuant to this Form of Proxy may not delegate her or his authority to act on behalf of the relevant Alviva Shareholder.
16. In terms of section 58 of the Companies Act, unless revoked, an appointment of a proxy pursuant to this Form of Proxy remains valid only until the end of the General Meeting of Alviva Shareholders or any adjournment of such General Meeting or any postponed meeting.
17. Any alteration or correction made to this Form of Proxy, other than the deletion of alternatives, must be initialled by the signatory/ies.



Alviva Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number 1986/000334/06)
Share code: AVV: ISIN: ZAE000227484
("Alviva" or "AVV" or the "Company")

**FORM OF SURRENDER AND TRANSFER
(FOR USE BY CERTIFICATED SHAREHOLDERS ONLY)**

The definitions and interpretations commencing on page 6 of the Circular apply, mutatis mutandis, throughout this Form of Surrender and Transfer, unless the context clearly indicates otherwise.

INSTRUCTIONS: HOLDERS OF DEMATERIALIZED SHARES MUST NOT COMPLETE THIS FORM OF SURRENDER AND TRANSFER

1. The Form of Surrender and Transfer is for use only by Certificated Shareholders recorded in the Register on the Scheme Record Date.
2. A separate Form of Surrender and Transfer is required for each Certificated Shareholder.
3. Part A must be completed by all Certificated Shareholders who return this form.
4. Part B:
 - 4.1 Section 1 must be completed by all Certificated Shareholders who are emigrants from the Common Monetary Area.
 - 4.2 Section 2 must be completed by all other Certificated Shareholders who are non-residents of the Common Monetary Area (and who are not required to complete Section 1 of this Part B).
5. Part C must be completed by all Certificated Shareholders who wish to receive the Scheme Consideration by way of EFT and must please note that no cheques will be issued.
6. If this Form of Surrender and Transfer is returned with the relevant Documents of Title, it will be treated as a conditional surrender which is made subject to the Scheme becoming unconditional and operative, the details of which are set out in the Circular to which this form is attached and forms part of. In the event of the Scheme not becoming unconditional and operative for any reason whatsoever, the Transfer Secretaries will, by not later than 5 (five) Business Days after the date upon which it becomes known that the Scheme will not be operative, return the Documents of Title to the relevant Certificated Shareholders concerned, by registered mail, at the risk of such Certificated Shareholders.
7. Persons who have acquired Alviva Shares after the date of the issue of the Circular to which this Form of Surrender and Transfer is attached can obtain copies of the Form of Surrender and Transfer and such Circular from the Transfer Secretaries.

To: Computershare Investor Services Proprietary Limited

By hand

Computershare Investor Services Proprietary Limited
Level 1 Rosebank Towers
15 Biermann Avenue
Rosebank, 2196

By mail

Computershare Investor Services Proprietary Limited
Private Bag X3000
Saxonwold, 2132

8. The Scheme Consideration will not be paid to Certificated Shareholders recorded in the Register on the Scheme Record Date unless and until Documents of Title in respect of the relevant Scheme Shares have been surrendered to the Transfer Secretaries.

To: Computershare Investor Services Proprietary Limited

By hand

Computershare Investor Services Proprietary Limited
Level 1 Rosebank Towers
15 Biermann Avenue
Rosebank, 2196

By mail

Computershare Investor Services Proprietary Limited
Private Bag X3000
Saxonwold, 2132

Dear Sirs

PART A

TO BE COMPLETED BY ALL SCHEME PARTICIPANTS HOLDING CERTIFICATED SHARES WHO ARE RECORDED IN THE REGISTER ON THE SCHEME RECORD DATE AND WHO RETURN THIS FORM

I/We hereby surrender the share certificate(s) and/or other Documents of Title attached hereto, representing Alviva Shares, registered in the name of the person mentioned below and authorise the Transfer Secretaries, conditional upon the Scheme becoming unconditional and operative, to register the transfer of these Alviva Shares into the name of the BidCo upon payment of the Scheme Consideration:

Name of registered holder (separate form for each holder Certificate Number(s) Number of Alviva Shares covered by each certificate(s) enclosed	Certificate Number(s)	Number of Alviva Shares covered by each certificate(s) enclosed
Total:		

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

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

PART B

1. TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS WHO ARE EMIGRANTS FROM THE COMMON MONETARY AREA.

Name of dealer:
Account number:
Address of dealer:

2. TO BE COMPLETED ONLY BY ALL OTHER NON-RESIDENT CERTIFICATED SHAREHOLDERS

Name of dealer:
Account number:
Address of dealer:
Substitute address in South Africa:

PART C

TO BE COMPLETED BY ALL SCHEME PARTICIPANTS HOLDING CERTIFICATED SHARES WISHING TO RECEIVE PAYMENT OF THE SCHEME CONSIDERATION BY EFT:

Name of Certificated Shareholder:
Name of bank:
Branch and branch code:
Account number:
Contact person:
Contact telephone number:

In terms of the Financial Intelligence Centre Act 38 of 2001 requirements, the Transfer Secretaries will only be able to record any changes in address or payment mandate if the undermentioned documentation is received from the relevant Alviva Shareholder:

- an original certified copy of an identity document (in respect of change of address and payment mandate);
- an original certified copy of an original bank statement (in respect of payment mandate);
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number. If you do not have one, please submit this in writing and have the letter signed by a Commissioner of Oaths (in respect of change of address and payment mandate); and
- an original or an original certified copy of a service bill to verify your residential address (in respect of a change of address mandate).

Payment to Alviva Shareholders that do not have an existing mandate with the Transfer Secretaries or who do not provide the Transfer Secretaries with the abovementioned documents will be made by EFT in accordance with the bank details held by the Transfer Secretaries, at the Alviva Shareholder's own risk.

Notes:

1. No receipts will be issued for documents lodged unless specifically requested. In compliance with the requirements of the JSE, lodging agents are requested to prepare special transaction receipts, if required. Signatories may be called upon for evidence of their authority or capacity to sign this Form of Surrender and Transfer.
2. Persons who are emigrants from the Common Monetary Area (comprising the Republics of South Africa and Namibia and the Kingdoms of Lesotho and Eswatini) should nominate the Authorised Dealer in the Republic of South Africa which has control of their blocked assets in Part B of this Form of Surrender and Transfer. Failing such nomination, the Scheme Consideration due to such Certificated Shareholders in accordance with the provisions of the Scheme will be held by Alviva pending instructions from the Certificated Shareholder concerned.
3. Any alteration to this Form of Surrender and Transfer must be signed in full and not merely initialed.
4. If this Form of Surrender and Transfer is signed under a power of attorney, then such power of attorney or a notarially certified copy thereof must be sent with this form for noting (unless it has already been noted by Alviva or its Transfer Secretaries at an earlier stage).
5. Where the Certificated Shareholder is a company or a close corporation, unless it has already been registered with Alviva or its Transfer Secretaries at an earlier stage, a certified copy of the directors' or members' resolution authorising the signing of this Form of Surrender and Transfer must be submitted if so, requested by Alviva.
6. Instruction 4 above does not apply in the event of this form bearing a Broker's stamp. If this Form of Surrender and Transfer is not signed by the Certificated Shareholder, the Certificated Shareholder will be deemed to have irrevocably appointed the Transfer Secretaries of Alviva to implement the Certificated Shareholder's obligations under the Scheme on his/her behalf.
7. Where there are any joint holders of any Certificated Shares, only the holder whose name appears first in the Register in respect of such Certificated Shares, needs to sign this Form of Surrender and Transfer.
8. A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Transfer Secretaries at an earlier stage.