

NOTICE OF ANNUAL GENERAL MEETING

Alviva Holdings Limited

("Alviva") or ("the Company") or ("the Group")

Registration number: 1986/000334/06

Share Code: AVV

ISIN: ZAE000227484

This document is important and requires your attention. If you are in any doubt as to what action you should take in respect of the resolutions contained in this notice, please consult your Central Securities Depository Participant ("CSDP" or "participant"), broker, banker, attorney, accountant or other professional adviser immediately.

If you have sold or otherwise transferred all of your ordinary shares in the Company, please send this document together with the accompanying form of proxy at once to the relevant transferee or to the stockbroker, CSDP, bank or other person through whom the sale or transfer was effected, for transmission to the relevant transferee.

For consistency of reference in this notice of annual general meeting (hereinafter the "AGM"), the term "MOI" is used throughout to refer to the Company's Memorandum of Incorporation (previously the Company's Memorandum and Articles of Association) which was adopted by the shareholders at the AGM of shareholders held on Friday, 26 October 2012.

Section 63(1) of the Act – Identification of meeting participants

Kindly note that meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in a shareholders' meeting. Forms of identification include valid identity documents, driver's licenses and passports.

NOTICE OF AGM

Notice is hereby given that the AGM of the shareholders of Alviva Holdings Limited will be held on Wednesday, 21 November 2018 at 14:00 (or at any adjournment or postponement thereof) in the Boardroom of the registered offices of Alviva Holdings Limited, at The Summit, 269 16th Road, Randjespark, Midrand, to transact the following business and resolutions with or without amendments approved at the meeting:

The minutes of the AGM held on Thursday, 23 November 2017 will be available for inspection at the registered office of the Company until 30 minutes immediately preceding the 2018 AGM.

Included in this document are the following:

- ▶ The notice of AGM setting out the resolutions to be proposed at the meeting, together with explanatory notes;
- ▶ Annexure A1 – Circular relating to Specific Repurchase Tranche 2;
- ▶ Annexure 1 – Opinion of the Independent Expert;
- ▶ Annexure 2 – Section 115: Required approval for transactions contemplated in Chapter 5 of the Companies Act;
- ▶ Annexure 3 – Section 164: Dissenting shareholders' appraisal rights; and
- ▶ A proxy form for completion, signature and submission to the transfer secretaries by shareholders holding Alviva ordinary shares in certificated form or recorded in the sub-register in electronic form in "own name". Proxy forms may also be handed to the Chairperson of the AGM at the commencement of the meeting.

Mailing details of the transfer secretaries are detailed on the proxy form and notes thereto.

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PRESENTATION OF ANNUAL FINANCIAL STATEMENTS AND REPORTS

The consolidated audited annual financial statements for the Company and the Group, including the external Independent Auditor's Report, the Audit and Risk Committee Report and the Directors' Report for the year ended 30 June 2018, have been distributed, as required, and will be presented to shareholders at the AGM.

The consolidated audited annual financial statements, together with the abovementioned reports, are set out on pages 104 to 210 of the integrated annual report.

REPORT FROM THE SOCIAL AND ETHICS COMMITTEE

In accordance with Companies Regulation 43(5) (c), issued in terms of the Companies Act, the Chairperson of the Social and Ethics Committee, or in the absence of the Chairperson any member of the Committee, will present the Committee's report to shareholders at the AGM. The Social and Ethics Committee Report is set out on pages 70 to 75 of the integrated annual report.

SPECIAL RESOLUTIONS

Special resolution number 1

To issue a general authority to the Company to repurchase its own shares

"RESOLVED THAT, the Company or a subsidiary, be and is hereby authorised, by way of general authority in terms of article 16 of the MOI, to acquire shares issued by it, subject to the requirements of sections 46 and 48 of the Companies Act and the Listings Requirements of the JSE Limited ("JSE") and the MOI of the Company."

It is recorded that the Listings Requirements of the JSE require, *inter alia*, that the Company or a subsidiary may make a general acquisition of shares issued by the Company only if:

- ▶ the repurchase of the ordinary shares is effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty (reported trades are prohibited);
- ▶ at any point in time the Company may only appoint one agent to effect any repurchases on its behalf;
- ▶ this general authority shall only be valid until the next AGM of the Company, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution;
- ▶ the maximum price at which the shares may be acquired will be 10% (ten percent) above the weighted average market value at which such ordinary shares are traded on the JSE for such ordinary shares for the 5 (five) business days immediately preceding the date on which the transaction is effected. In the event that the Company's shares have not traded in such five business-day period, the JSE will be consulted for a ruling;
- ▶ any such acquisition shall not, in any one financial year, exceed 20% (twenty percent) of the Company's issued ordinary shares as at the passing of the general authority;
- ▶ the Company or its subsidiaries may not repurchase ordinary shares during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements, unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and has been submitted to the JSE in writing prior to the commencement of the prohibited period;
- ▶ the repurchase may only be effected if the shareholder spread requirements, as set out in paragraphs 3.37 and 4.28(e) of the JSE Listings Requirements, are still met after such repurchase;
- ▶ the directors have passed a resolution authorising the repurchase, resolving that the Company or the subsidiary, as the case may be, has satisfied the solvency and liquidity test as defined in Section 4 of the Companies Act and resolving that since the solvency and liquidity test had been applied, there have been no material changes to the financial position of the Group;
- ▶ such authority is limited to paragraphs 5.68, 5.72(a), (c) and (d) of the JSE Listings Requirements;

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- ▶ when the Company has cumulatively repurchased 3% (three percent) of the initial number (the number of that class of shares in issue at the time that the general authority from shareholders is granted) of the relevant class of securities for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter, an announcement must be made. Such announcement must be made as soon as possible and, in any event, by not later than 8:30 on the second business day following the day on which the relevant threshold is reached or exceeded and must contain the following information in terms of paragraph 11.27 of the JSE Listings Requirements:
 - the date(s) of repurchase(s) of securities;
 - the highest and lowest prices paid for securities so repurchased;
 - the number and value of securities repurchased;
 - the extent of authority outstanding, by number and percentage (calculated by using the number of shares in issue before any repurchases were effected);
 - a statement as to the source of funds utilised;
 - a statement by the directors that after considering the effect of such repurchase:
 - the Company and the Group will be able, in the ordinary course of business, to pay its debts for a period of 12 (twelve) months after the date of the announcement;
 - the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 (twelve) months after the date of the announcement. For this purpose, the assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited Group annual financial statements;
 - the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the announcement;
 - the working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the announcement;
 - a statement confirming that paragraph 5.72 (a) of the JSE Listings Requirements has been complied with;
 - an explanation including supporting information (if any) of the impact on the repurchase on the financial information;
 - the number of treasury shares held after the repurchase;
 - the date on which the securities will be cancelled and the listing removed, if applicable; and
 - in the event that the repurchase/purchase was made during a prohibited period through a repurchase programme pursuant to paragraph 5.72 and/or paragraph 14.9(e) of Schedule 14, a statement confirming that the repurchase was put in place pursuant to a repurchase programme prior to the prohibited period in accordance with the JSE Listings Requirements.

The directors of the Company do not have any specific intentions for utilising this general authority as at the date of this AGM.

Additional disclosure requirements required in terms of paragraph 11.26 of the JSE Listings Requirements

Material changes

No material changes have occurred since 30 June 2018 and the date of distribution of this notice as incorporated with the integrated annual report.

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Directors' responsibility statement

The directors, whose names are given on pages 24 and 25 of the integrated annual report have considered all statements of fact and opinion in the notice and integrated annual report to which this notice is attached and therefore collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the notice and integrated annual report contain all information required by law and the JSE Listings Requirements.

The JSE Listings Requirements require the following disclosures, which are contained in the integrated annual report as tabled below: –

Requirements	Reference
Major shareholders	Page 209, Note 39
Share capital of the Company	Page 166, Note 11

Statement by directors in terms of paragraph 11.26 (d) of the JSE Listings Requirements

The Company's directors state that they have resolved by resolution that after considering the effect of such maximum repurchase:

- ▶ the Company and the Group will be able in the ordinary course of business to pay its debts for a period of 12 (twelve) months after the date of the notice of the AGM;
- ▶ assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 (twelve) months after the date of the notice of the AGM. For this purpose, the assets and liabilities should be measured in accordance with the accounting policies used in the latest audited annual Group financial statements;
- ▶ the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the notice of the AGM;
- ▶ working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the notice of the AGM; and
- ▶ a resolution by the Board of Directors has been passed that it has authorised the repurchase, that the Company and its subsidiaries have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the Group.

The directors state further in terms of paragraph 11.26 (e) of the JSE Listings Requirements, that such resolution contains a statement that such authority is limited to paragraphs 5.72(a), (c), (d) and 5.68 of the JSE Listings Requirements.

Reason for and effect of special resolution number 1

The reason for and effect of special resolution number 1 is to authorise the Company and/or its subsidiaries by way of a general authority to acquire Alviva issued shares on such terms, conditions and in such amounts as determined from time to time by the directors of the Company, subject to the limitations set out above and in compliance with sections 46 and 48 of the Companies Act. It is the intention of the directors of the Company to use such authority should prevailing circumstances, such as market conditions, in their opinion warrant it.

Percentage voting rights

This resolution requires at least 75% (seventy-five percent) of the voting rights exercised by shareholders present or represented by proxy and entitled to exercise voting rights on the resolution..

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Special resolution number 2

General authority to provide financial assistance in terms of section 44 of the Companies Act

"RESOLVED THAT, in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, that the Board be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in sections 44(1) and 44(2) of the Companies Act), that the Board may deem fit to any Company or corporation that is related or inter-related to the Company ("related" or "inter-related" will herein have the meaning attributed to it in section 2 of the Companies Act) and/or to any financier who provides funding by subscribing for preference shares or other securities in the Company or any Company or corporation that is related or inter-related to the Company, on the terms and conditions and for amounts that the Board may determine for the purpose of, or in connection with, the subscription of any shares or other securities, issued or to be issued by the Company or a related or inter-related Company or corporation, or for the purchase of any shares or securities of the Company or a related or inter-related Company or corporation, provided that the aforementioned approval shall be limited to a maximum amount of R1 billion (one billion Rand) and be valid until the date of the next AGM of the Company."

Reason for special resolution number 2

The reason for and effect of special resolution number 2 is to grant the directors the authority, until the next AGM of the Company, to provide financial assistance to any company or corporation which is related or inter-related to the Company and/or to any financier for the purpose of or in connection with the subscription or purchase of shares or other securities in the Company or any related or inter-related company or corporation.

This means that the Company is authorised, *inter alia*, to grant loans to its subsidiaries and to guarantee and furnish security for the debt of its subsidiaries where any such financial assistance is directly or indirectly related to a party subscribing for shares or securities in the Company or its subsidiaries. A typical example of where the Company may rely on this authority is where a subsidiary raises funds by way of issuing preference shares and the third-party funder requires the Company to furnish security, by way of a guarantee or otherwise, for the obligations of its subsidiary to the third-party funder arising from the issue of the preference shares.

Approval is not sought for loans to directors or other individuals and no such financial assistance will be provided under this authority.

Compliance with section 44(3)(b)

The directors of the Company will, in accordance with the Companies Act, ensure that financial assistance is only provided if the requirements of that section are satisfied, *inter alia*, that immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test set out in section 4(1) of the Companies Act and the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

Percentage voting rights

This resolution requires at least 75% (seventy-five percent) of the voting rights exercised by shareholders present or represented by proxy and entitled to exercise voting rights on the resolution.

Special resolution number 3

General authority to the Company to provide financial assistance for a period of two years to any of its subsidiaries in terms of section 45 of the Companies Act

"RESOLVED THAT, the Board of the Company be given general authority for a period of two years or until the AGM following the next meeting, whichever occurs first, in terms of section 45(3)(a)(ii) of the Companies Act to authorise the Company from time to time to provide any direct or indirect financial assistance, as defined in section 45(1) of the Companies Act, to any subsidiary as contemplated in section 45(2) of the Companies Act for such amounts and on such terms and conditions as the Board of the Company may determine."

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Reason for and effect of special resolution number 3

The reason for special resolution number 3 is to obtain authority to transfer funds against loan accounts between Group companies in order to continue conducting centralised treasury operations of the Group; and for the Group to continue issuing covering guarantees in favour of financial institutions and certain major suppliers for credit and advances by those organisations to the Company's operating subsidiaries, both of which practices require shareholder approval by way of special resolution in terms of section 45 of the Companies Act.

The effect of the resolution will be to allow the Group to continue critical Group functions, including treasury operations, and to satisfy major lenders and suppliers' security requirements so that they can continue to lend to and supply the Group. Such financial assistance will be provided as part of the day-to-day operations of the Company in the normal course of its business and in accordance with its MOI and the provisions of the Companies Act.

Compliance with section 45(3) (b) of the Companies Act

The directors of the Company will, in accordance with section 45(3) (b) of the Companies Act, ensure that financial assistance is only provided if the requirements of that section are satisfied, *inter alia*, that immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test set out in section 4(1) of the Companies Act.

Notice given to shareholders of the Company in terms of section 45(5) of the Companies Act of a resolution adopted by the Board authorising the Company to provide such direct or indirect financial assistance in respect of special resolution number 3:

- (a) by the time that notice of this AGM is delivered to shareholders of the Company, the Board will have adopted a resolution ("section 45 Board resolution") authorising the Company to provide, at any time and from time to time during the period of two years commencing on the date on which special resolution number 3 is adopted, any direct or indirect financial assistance as contemplated in section 45 of the Companies Act (which includes lending money, guaranteeing a loan or other obligation, and securing any debt or obligation) to a related or inter-related Company or corporation;
- (b) the section 45 Board resolution will be effective only if and to the extent that special resolution number 3 is adopted by the shareholders of the Company, and the provision of any such direct or indirect financial assistance by the Company, pursuant to such resolution, will always be subject to the Board being satisfied that:
 - (i) immediately after providing such financial assistance, the Company will satisfy the solvency and liquidity test as referred to in section 45(3)(b)(i) of the Companies Act, and
 - (ii) the terms under which such financial assistance is to be given are fair and reasonable to the Company as referred to in section 45(3)(b)(ii) of the Companies Act; and
- (c) in as much as the section 45 Board resolution contemplates that such financial assistance will in the aggregate exceed one-tenth of one percent of the Company's net worth at the date of adoption of such resolution, the Company will provide notice of the section 45 Board resolution to shareholders of the Company. Such notice will also be provided to any trade union representing any employees of the Company.

Percentage voting rights

This resolution requires at least 75% (seventy-five percent) of the voting rights exercised by shareholders present or represented by proxy and entitled to exercise voting rights on the resolution.

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Special resolution number 4

Specific repurchase of ordinary shares from Alviva Treasury Services Proprietary Limited (“Alviva Treasury Services”)

SPECIFIC REPURCHASE TRANCHE 2

Details of the repurchase of ordinary shares from Alviva Treasury Services is provided in Annexure A1 – Circular relating to Specific Repurchase Tranche 2.

Annexure A1

“RESOLVED THAT, as a specific authority, the repurchase by the Company of the Specific Repurchase Tranche 2 shares, being 6 500 000 (six million five hundred thousand) ordinary shares at a price of R18,36 (eighteen Rand and thirty-six cents) per share for an aggregate consideration of R119 340 000 (one hundred and nineteen million three hundred and forty thousand Rand), from Alviva Treasury Services in terms of the JSE Listings Requirements and section 48 (8) (b), 114 and 115 of the Companies Act, be and is hereby approved by shareholders.”

The Specific Repurchase Tranche 2 is subject to the provisions of the MOI of the Company, the Companies Act and the JSE Listings Requirements, where applicable.

The directors of the Company are of the opinion that, after considering the effect of the Specific Repurchase Tranche 2:

- 1.1 the Company and the Group are in a position to repay their debts in the ordinary course of business for a period of 12 (twelve) months after the Specific Repurchase Tranche 2 repurchase;
- 1.2 the assets of the Company and the Group, being fairly valued in accordance with International Financial Reporting Standards, are in excess of the liabilities of the Company and the Group for a period of 12 (twelve) months after the Specific Repurchase Tranche 2 repurchase;
- 1.3 the ordinary share capital and reserves of the Company and the Group are adequate for a period of 12 (twelve) months after the Specific Repurchase Tranche 2 repurchase; and
- 1.4 the available working capital is adequate to continue the operations of the Company and the Group for a period of 12 (twelve) months after the Specific Repurchase Tranche 2 repurchase.

A resolution by the Board of Directors has been passed in accordance with the requirements of the Companies Act, stating that the Board has:

- 1.5 authorised the Specific Repurchase Tranche 2 repurchase;
- 1.6 applied the solvency and liquidity test; and
- 1.7 has reasonably concluded that the Company will satisfy the solvency and liquidity test immediately after the Specific Repurchase Tranche 2.

Reason for and effect of special resolution number 4

The reason for and effect of special resolution number 4 is to simplify the Group structure, eliminate accounting and regulatory complexities arising from treasury shares in general and save additional costs of administration.

Following the implementation of the transaction, the treasury shares will be delisted from the JSE by Alviva and then cancelled.

Percentage voting rights

This resolution requires at least 75% (seventy-five percent) of the voting rights exercised by shareholders present or represented by proxy and entitled to exercise voting rights on the resolution.

The shareholding of Alviva Treasury Services in the Company will not be taken into account for purposes of voting and quorum requirements relating to this special resolution number 4.

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Special resolution number 5

To approve the fee structure, exclusive of Value Added Tax, to be paid to directors for their services as non-executive directors of the Company

"RESOLVED THAT, in terms of section 66(9) of the Companies Act, the Company be and is hereby authorised to remunerate its directors for their services as directors and/or pay any fees related thereto on the following basis and on any other basis as may be recommended by the Remuneration Committee and approved by the Board of Directors, provided that the aforementioned authority shall be valid with effect from Wednesday, 21 November 2018 until the next AGM of the Company to be held in the last quarter of 2019 as follows:

	2017/2018 R	2018/2019 R
Chairpersonships		
Board Chairperson	385 000	408 000
Lead Independent Director	197 000	209 000
Audit and Risk Committee Chairperson	60 000	66 000
Remuneration Committee Chairperson	25 000	27 000
Social and Ethics Committee Chairperson	25 000	27 000
Memberships		
Board	180 000	191 000
Audit and Risk Committee	27 000	30 000
Remuneration Committee	14 000	15 000
Social and Ethics Committee	8 000	9 000

Each fee is paid to each director who is a member of the Board or Committees referred to above. Chairperson fees are paid in addition to membership fees. No fees are paid for attendance per meeting as the base fee is an all-inclusive fee with the non-executive directors' appointment agreements stipulating attendance at meetings as a requirement. Executive directors do not receive directors' fees.

Reason for and effect of special resolution number 5

The reason for and effect of special resolution number 5 is for the Company to obtain the approval of shareholders by way of special resolution to remunerate its non-executive directors in accordance with the requirements of the Companies Act without requiring further shareholder approval until the next AGM.

Percentage voting rights

This resolution requires at least 75% (seventy-five percent) of the voting rights exercised by shareholders present or represented by proxy and entitled to exercise voting rights on the resolution.

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ORDINARY RESOLUTIONS

The minimum percentage of voting rights required for ordinary resolutions 1 to 5 and 7 below to be adopted is more than 50% (fifty percent) of the voting rights exercised on each of the resolutions by shareholders present or represented by proxy. Ordinary resolution 6 must be passed by a 75% (seventy-five percent) majority of votes cast in favour of the resolution by all members present or represented by proxy.

Ordinary resolution number 1

Re-appointment of retiring directors and ratification of appointment of new director

1.1 Ms N Medupe

“RESOLVED THAT, Ms N Medupe, who retires in compliance with the MOI requirement that one-third or more of the non-executive directors must retire at each AGM, and being eligible offers herself for re-election, be and is hereby re-elected and confirmed as an independent non-executive director.”

A brief biography of Ms N Medupe is as follows:

MS N MEDUPE (47)

BAcc (KZN University); CA (SA)

Ms Medupe is the Executive Chairperson of Nexia SABT, a medium-sized audit and accounting firm. Her areas of expertise include governance, risk, compliance, audit and financial management.

External membership and appointments: Member of the South African Institute of Chartered Accountants, the Institute of Directors in Southern Africa and the Institute of Internal Auditors. Director of City Lodge Hotels Limited, Italtile Limited and Nexia SABT.

1.2 Mr A Tugendhaft

“RESOLVED THAT, Mr A Tugendhaft, who retires in compliance with the MOI requirement that one-third or more of the non-executive directors must retire at each AGM, and being eligible offers himself for re-election, be and is hereby re-elected and confirmed as a non-executive director.”

A brief biography of Mr Tugendhaft is as follows:

MR A TUGENDHAFT (70)

BA (Wits); LLB (Wits)

Mr Tugendhaft is the senior partner of attorneys Tugendhaft, Wapnick, Banchetti and Partners (TWB). He is an accomplished practitioner in commercial and corporate law and has more than 40 years' experience in practice.

External membership and appointments: Non-Executive Director and Deputy Chairman of Imperial Holdings Limited.

1.3 Ms P Natesan

“RESOLVED THAT, Ms P Natesan's appointment by the Board as an independent non-executive director and Lead Independent Director, be and is hereby ratified and confirmed.”

A brief biography of Ms Natesan is as follows:

MS P NATESAN (39)

BCom (Cum Laude); BCom (Honours) (Nelson Mandela University); CA (SA)

Ms Natesan is the Executive Director: Centre for Corporate Governance at the IoDSA involved in formulating strategic direction and oversight of the Centre for Corporate Governance, the IoDSA's Technical Division, as well as Director Development, the IoDSA's Training Division. Her areas of expertise include governance, risk and compliance as well as strategy development.

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External membership and appointments: Member of the South African Institute of Chartered Accountants, King Committee on Corporate Governance, King IV™ Task Team, IoDSA Investment Committee and Institute of Directors UK; and an Independent Non-Executive Trustee of the Professional Provident Society Holdings Trust.

Ordinary resolution number 2

Appointment of the members of the Audit and Risk Committee

Note: For avoidance of doubt, all references to the Audit and Risk Committee of the Company is a reference to the Audit Committee as contemplated in the Companies Act.

“RESOLVED THAT, the following independent non-executive directors, all of whom qualify in terms of section 94(4) of the Companies Act, be appointed as the Chairperson and members (re-appointed) of the Audit and Risk Committee, subject to the re-appointment of Ms N Medupe and Ms P Natesan’s ratification as director pursuant to ordinary resolutions number 1.1 and 1.3, respectively:

2.1 Ms N Medupe (Chairperson)

A brief biography of Ms N Medupe is included under 1.1 above.

2.2 Ms SH Chaba

A brief biography of Ms SH Chaba is as follows:

MS SH CHABA (60)

BA (Economics and Industrial Psychology); Post-Graduate Diploma in Human Resources Management (Wits); Senior Executive Programme (Wits and Harvard Business School)

Ms Chaba is an HR expert and business strategist and works mainly in these areas as a consultant as well as in an advisory capacity as a board member. She has extensive public and private sector experience at both executive and board level. In the public sector she has served in all three spheres of government as well as with state-owned enterprises. In the private sector, she has experience in the petrochemical, retail, construction and financial industries.

External membership and appointments: Director of State Information Technology Agency (SITA), Safrican Insurance, Dijalo Mbung Proprietary Limited, Amispan, Azonex Proprietary Limited and Kgosi Neighbourhood Foundation, a non-profit organisation.

2.3 Ms P Natesan

A brief biography of Ms P Natesan is included under 1.3 above.

Ordinary resolution number 3

Re-appointment of the auditors

“RESOLVED THAT, upon the recommendation given by the Audit and Risk Committee of the Company, SizweNtsalubaGobodo Grant Thornton Incorporated be re-appointed as auditors of the Company and Mr A Philippou be re-appointed as the designated partner who will undertake the audit of the Group, both until the date of the next AGM.”

Ordinary resolution number 4

Non-binding endorsement of Alviva’s Remuneration Policy and Remuneration Implementation Report

- 4.1 “RESOLVED THAT, shareholders endorse the Company’s Remuneration Policy as detailed in the Remuneration Committee Report in the integrated annual report, through a non-binding advisory vote as recommended in part 5.4 practice 37 of the King IV Report on Corporate Governance for South Africa 2016.”
- 4.2 RESOLVED THAT, shareholders endorse the Company’s Remuneration Implementation Report as detailed in the Remuneration Committee Report in the integrated annual report, through a non-binding advisory vote as recommended in part 5.4 practice 37 of the King IV Report on Corporate Governance for South Africa 2016.”

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Reason for and effect of ordinary resolution number 4

The reason for ordinary resolutions number 4.1 and 4.2 is that the King IV Report on Corporate Governance for South Africa, 2016 recommends and the JSE Listings Requirements in paragraph 3.84(k) stipulates that the Remuneration Policy and the Remuneration Implementation Report of the Company be endorsed through separate non-binding advisory votes by shareholders.

Should either resolution number 4.1 or 4.2 be voted against by 25% or more of the voting rights exercised, the Board will enter into an engagement process to ascertain the reasons for the dissenting votes and appropriately address legitimate and reasonable objections and concerns raised.

Ordinary resolution number 5

Placement of unissued shares under the control of the directors

"RESOLVED THAT, all of the authorised but unissued ordinary shares in the capital of the Company be and are hereby placed under the control of the directors of the Company as a general authority to allot or issue the same at their discretion in terms of and subject to the provisions of section 38 of the Companies Act, the JSE Listings Requirements and the Company's MOI and subject to the proviso that the aggregate number of ordinary shares which may be allotted and issued in terms of this ordinary resolution number 5, shall be limited to 10% (ten percent) of the number of ordinary shares in issue from time to time."

Ordinary resolution number 6

Authority to issue shares for cash

"RESOLVED THAT, the directors of the Company be and are hereby authorised by way of a general authority to allot or issue all or any of the authorised but unissued shares in the capital of the Company for cash, at the discretion of the directors, as and when suitable opportunities arise, subject to the Listings Requirements of the JSE and shall be limited to 10 % (ten percent) of ordinary shares, after deducting any treasury shares, in issue as at the date of the AGM."

In terms of paragraph 5.52 of the JSE Listings Requirements, the allotment and issue of shares for cash shall be subjected to the following limitations:

- ▶ that the securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in use;
- ▶ any such issue will be made to public shareholders as defined in paragraphs 4.25 to 4.27 of the JSE Listings Requirements, and not to related parties;
- ▶ shares which are the subject of such a general issue for cash must be less than 30% (thirty percent) of the applicant's listed equity securities as at the date of the notice of AGM seeking the general issue for cash authority, provided that:
 - as contemplated in paragraph 5.50(b) of the JSE Listings Requirements, this authority shall not be extended beyond the next AGM or 15 (fifteen) months from the date of this AGM, whichever is earlier;
 - the number of issued ordinary shares as at the date of the notice of AGM is 145 932 917 (one hundred and forty-five million nine hundred and thirty-two thousand nine hundred and seventeen), excluding treasury shares;
 - shares which are the subject of the general issue for cash shall in any one financial year not exceed 14 593 291 (fourteen million five hundred and ninety-three thousand two hundred and ninety-one) ordinary shares, being 10% (ten percent) in aggregate of the number of shares (excluding treasury shares) in the Company's issued share capital in issue at the date of this notice of the AGM;
 - any shares issued under this authority prior to this authority lapsing shall be deducted from the shares that the Company is authorised to issue in terms of this authority for the purpose of determining the remaining number of shares that may be issued in terms of this authority;
 - in the event of a sub-division or consolidation of shares, prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;

NOTICE OF ANNUAL GENERAL MEETING

CONTINUED

- ▶ after the Company has issued shares in terms of the approved general issue for cash representing, on a cumulative basis within the financial year, 5% (five percent) or more of the number of equity securities in issue prior to that issue, the Company shall publish an announcement giving full details of the issue, including:
 - the number of securities issued;
 - the average discount to the weighted average trading price of the securities over the 30 (thirty) days prior to the date that the issue was determined and agreed by the directors of the Company; and
 - the impact on net asset value, net tangible asset value and on earnings and headline earnings per share shall be published at the time of any issue representing, on a cumulative basis within a financial year, 5% (five percent) or more of the number of shares in issue, prior to such issue; and
- ▶ in determining the price at which shares will be issued in terms of this authority, the maximum discount permitted shall be 10% (ten percent) of the weighted average traded price of such shares, as determined over the 30-day (thirty-day) business period prior to the date that the price of the issue is determined or agreed by the directors of the Company. If no shares have been traded in the said 30-day (thirty-day) business period, a ruling will be obtained from the JSE.

A 75% (seventy-five percent) majority of votes cast in favour of the resolution by all members present or represented by proxy, is required for this ordinary resolution to be passed.

Ordinary resolution number 7

Authorisation of the directors to implement the special and ordinary resolutions

"RESOLVED THAT, any one director of the Company or the Company secretary be and is hereby authorised to do all such things as are necessary and to sign all such documents issued by the Company so as to give effect to such ordinary resolutions and special resolutions with or without amendment and, where applicable, registered."

Transaction of such other matters as may be transacted at an AGM.

SALIENT DATES AND TIMES

	Date
Record date to receive notice of AGM	Friday, 21 September 2018
Notice of AGM to be posted to shareholders and announced on SENS	Friday, 28 September 2018
Last day to trade to be recorded in the register on the record date for participation in the AGM	Tuesday, 13 November 2018
Record date to participate in and vote at the AGM	Friday, 16 November 2018
To facilitate administration, it would be appreciated if proxies can be received by the transfer secretaries by 14:00 on	Monday, 19 November 2018
Last day for lodging forms of proxy at 14:00 on	Wednesday, 21 November 2018 *
AGM at 14:00 on	Wednesday, 21 November 2018
Results of AGM released on SENS	Wednesday, 21 November 2018
Results of AGM published in the press on	Thursday, 22 November 2018

* Any form of proxy not delivered to the Transfer Secretaries by this time may be handed to the Chairperson of the AGM prior to the commencement of the AGM.

Note:

Any changes to the above dates will be announced on SENS, subject to JSE approval.

NOTICE OF ANNUAL GENERAL MEETING

CONTINUED

VOTING AND PROXIES

Certificated shareholders and dematerialised shareholders who hold shares in “own name” registration who are unable to attend the AGM and who wish to be represented thereat, must complete the form of proxy as attached to this notice of AGM, in accordance with the instructions contained therein and return it to the transfer secretaries to be received by no later than 14:00 on the day of the AGM, being Wednesday, 21 November 2018. Proxies may also be handed to the Chairperson of the AGM at the commencement of the AGM. **However, to facilitate administration, it would be appreciated if proxies can be received by the transfer secretaries by 14:00 on Monday, 19 November 2018.**

Completion of the relevant form of proxy will not preclude such shareholder from attending and voting (in preference to those shareholders’ proxies) at the AGM.

Every person present and entitled to vote at the general meeting shall, on a show of hands, have one vote only, and on a poll, shall have one vote for every ordinary share held or represented.

Shareholders’ rights regarding proxies in terms of section 58 of the Companies Act are as follows:

1. At any time, a shareholder of a Company may appoint any individual, including an individual who is not a shareholder of that Company, as a proxy to –
 - (a) participate in, and speak and vote at, a shareholders meeting on behalf of the shareholder; or
 - (b) give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60.
2. A proxy appointment –
 - (a) must be in writing, dated and signed by the shareholder; and
 - (b) remains valid for:
 - (i) a period as set out in 23.7 of the MOI.
 - (ii) any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in section 58(4)(c) of the Companies Act, or expires earlier as contemplated in section 58(8)(d) of the Companies Act.
3. Other –
 - (a) a shareholder of the Company 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;
 - (b) a proxy may delegate the proxy’s authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
 - (c) a copy of the instrument appointing a proxy must be delivered to the Company or to another person on behalf of the Company, before the proxy exercises any rights of the shareholder at a shareholders meeting.
4. Irrespective of the form of instrument used to appoint a proxy –
 - (a) the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;
 - (b) the appointment is revocable unless the proxy appointment expressly states otherwise; and
 - (c) if the appointment 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 Company.

NOTICE OF ANNUAL GENERAL MEETING

CONTINUED

5. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of –
 - (a) the date stated in the revocation instrument, if any; or
 - (b) the date on which the revocation instrument was delivered as required in section 58(4)(c)(ii) of the Companies Act.
6. A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the instrument appointing the proxy otherwise provides.

ELECTRONIC PARTICIPATION

Should any shareholder wish to participate in the AGM by way of electronic participation, that shareholder should make application in writing (including details as to how the shareholder or its representative can be contacted) to so participate to the transfer secretaries at the address below, to be received by the transfer secretaries at least 5 (five) business days prior to the AGM in order for the transfer secretaries to arrange for the shareholder (and its representative) to provide reasonably satisfactory identification to the transfer secretaries for the purposes of section 63(1) of the Companies Act and for the transfer secretaries to provide the shareholder (or its representative) with details as to how to access any electronic participation to be provided. The Company reserves the right to elect not to provide for electronic participation at the AGM in the event that it determines that it is not practical to do so. The costs of accessing any means of electronic participation provided by the Company will be borne by the shareholder so accessing the electronic participation. Shareholders are advised that participation in the AGM by way of electronic participation will not entitle a shareholder to vote. Should a shareholder wish to vote at the AGM, he/she may do so by attending and voting at the AGM either in person or by proxy.

By order of the Board



Ms SL Grobler

Company Secretary

28 September 2018

Registered address

Alviva Holdings Limited
The Summit, 269, 16th Road, Randjespark, 1685, Midrand

Transfer Secretaries

Computershare Investor Services Proprietary Limited
PO Box 61051, Marshalltown, 2107

ANNEXURE A1

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The Definitions and Interpretations commencing on page 232 of this Circular apply throughout including, where required, on this cover page.

Action required

1. This entire Circular is important and should be read with particular attention to the section entitled "Action required by Shareholders" commencing on page 230.
2. If you are in any doubt as to what action to take as regards this Circular, please consult your Broker, CSDP, banker, accountant, or other financial advisor as soon as possible.
3. If you have disposed of all of your Shares, please forward this Circular to the purchaser of such Shares or to the Broker, CSDP, banker or other agent through whom the disposal was effected.
4. Shareholders who have already Dematerialised their Shares other than with Own Name Registration and who wish to attend and/or be represented at the Annual General Meeting, must timeously request their CSDP or Broker to provide them with the necessary letter of representation to enable them to attend and/or be represented at the Annual General Meeting or must instruct their CSDP or Broker to vote on their behalf in terms of their respective Custody Agreements.

Alviva does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or Broker including, without limitation, any failure on the part of the CSDP or Broker of any Shareholder to notify such Shareholder of the Annual General Meeting, notice of which Annual General Meeting is contained in and forms part of this Circular.



Alviva Holdings Limited

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

CIRCULAR TO SHAREHOLDERS

Regarding:

Specific repurchase of treasury shares, referred to as Tranche 2 Shares, by Alviva from Alviva Treasury Services, to be implemented in terms of the Listings Requirements and section 48 (8) (b), 114 and 115 of the Companies Act; and subsequent delisting of the Tranche 2 Shares from the JSE and cancellation thereof,

and incorporating

- ▶ a report prepared by the Independent Expert in terms of section 114(3) of the Companies Act;
- ▶ a copy of sections 115 and 164 of the Companies Act;
- ▶ a notice convening the Annual General Meeting; and
- ▶ a form of proxy for use by Certificated Shareholders and "own-name" Dematerialised Shareholders only.

Sponsor

The logo for Deloitte, consisting of the word "Deloitte" in a bold, black, sans-serif font with a green dot above the letter 'e'.

Legal Advisor

The logo for Tugendhaft Wapnick Banchetti and Partners, featuring the stylized letters "TWB" above the full name "TUGENDHAFT WAPNICK BANCHETTI AND PARTNERS" in a smaller, uppercase, sans-serif font.

Independent Expert

The logo for St John Capital, featuring a stylized blue and white circular emblem to the left of the text "ST JOHN CAPITAL" in a bold, uppercase, sans-serif font.

Date of issue: Friday, 28 September 2018

This Circular is only available in English. Copies may be obtained from the registered offices of Alviva whose addresses are set out in the "Corporate Information and Advisors" section of this Circular, during normal business hours from Friday, 28 September 2018 up to and including Wednesday, 21 November 2018. This Circular will also be available on the Alviva website <https://alvivaholdings.com>.

ANNEXURE A1 CONTINUED

CORPORATE INFORMATION AND ADVISORS

ALVIVA HOLDINGS LIMITED

Date of incorporation: 31 January 1986

Place of incorporation: South Africa

Company Secretary and Registered Offices of Alviva Holdings Limited

Registration number 1986/000334/06)

Ms SL Grobler
The Summit,
269 16th Road, Randjespark,
Midrand, Gauteng, 1685
(PO Box 483, Halfway House, 1685)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)

Rosebank Towers,
15 Biermann Avenue,
Rosebank
2196
(PO Box 61051, Marshalltown, 2107)

Sponsor to Alviva

Deloitte & Touche Sponsor Services Proprietary Limited
(Registration number 1996/000034/07)

Deloitte Place
The Woodlands
20 Woodlands Drive
Woodmead, 2196
(Private Bag X6, Gallo Manor, 2052)

Independent Expert

St John Capital Proprietary Limited
(Registration number 2013/099150/07)

Fullard-Mayer-Morrison Office Park
4 Morris Street West
Rivonia, Sandton, 2196
(PO Box 784638, Sandton, 2146)

Legal Advisor to Alviva

Tugendhaft Wapnick Banchetti and Partners
(Firm number 8704)

20th Floor, Sandton City Office Tower
5th Street
Sandown, 2196
(PO Box 786728, Sandton, 2146)

ANNEXURE A1 CONTINUED

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ACTION REQUIRED BY SHAREHOLDERS

The definitions and interpretations commencing on page 232 of this Circular apply to this section.

Shareholders must please take careful note of the following provisions regarding actions to be taken:

The Annual General Meeting will be held at the Company's registered office, The Summit, 269 Sixteenth Road, Randjespark, Midrand at 14:00, on Wednesday, 21 November 2018 to consider and, if deemed fit, to pass the special resolution and associated ordinary resolutions to enable Alviva to proceed with the Specific Repurchase Tranche 2.

DEMATERIALIZED SHAREHOLDERS

1. OWN NAME DEMATERIALIZED SHAREHOLDER

- 1.1 You are entitled to attend in person, or be represented by proxy, at the Annual General Meeting.
- 1.2 If you are unable to attend the Annual General Meeting but wish to be represented thereat, you must complete and return the attached Form of Proxy in accordance with the instructions contained therein, to be received by the Transfer Secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196 (PO Box 61051, Marshalltown, 2107) (proxy@computershare.co.za), by no later than 14:00 on Wednesday, 21 November 2018. Forms of proxy may also be handed to the Chairperson of the Annual General meeting before the commencement of the meeting. **However, to facilitate administration, it would be appreciated if proxies can be received by the Transfer Secretaries by Monday, 19 November 2018.**

2. DEMATERIALIZED SHAREHOLDERS NOT WITH OWN NAME REGISTRATION

- 2.1 If you wish to attend or be represented at the Annual General Meeting, you must advise your CSDP or Broker timeously that you wish to attend or be represented at the Annual General Meeting, in the manner stipulated in the Custody Agreement governing the relationship between you and your CSDP or Broker. These instructions must be provided to your CSDP or Broker by the cut-off date and time advised by your CSDP or Broker for instructions of this nature. Your CSDP or Broker will be required to issue the necessary letter of representation to you to enable you to attend or to be represented at the Annual General Meeting.
- 2.2 If you do not wish to attend or be represented at the Annual General Meeting but nevertheless wish to vote on the resolutions to be considered at the Annual General Meeting, and your CSDP or Broker has not contacted you within reasonable time, you are advised to contact your CSDP or Broker and provide them with your voting instructions, in the manner stipulated in the Custody Agreement governing the relationship between you and your CSDP or Broker. These instructions must be provided to your CSDP or Broker by the cut-off date and time advised by your CSDP or Broker for instructions of this nature. If your CSDP or Broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them.
- 2.3 You must not complete the attached Form of Proxy.

3. CERTIFICATED SHAREHOLDERS

If you hold Certificated Shares:

- 3.1 You are entitled to attend in person, or be represented by proxy, at the Annual General Meeting.
- 3.2 If you are unable to attend the Annual General Meeting but wish to be represented thereat, you must complete and return the attached Form of Proxy in accordance with the instructions contained therein, to be received by the Transfer Secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196 (PO Box 61051, Marshalltown, 2107) (proxy@computershare.co.za), by no later than 14:00 on Wednesday, 21 November 2018. Forms of proxy may also be handed to the Chairperson of the Annual General meeting before the commencement of the meeting. **However, to facilitate administration, it would be appreciated if proxies can be received by the Transfer Secretaries by 14:00 on Monday, 19 November 2018.**

SALIENT DATES AND TIMES RELATING TO THE SPECIFIC REPURCHASE TRANCHE 2

The definitions and interpretations set out in page 232 below apply mutatis mutandis to this salient dates and times section of the Document:

ACTION/EVENT	2018
Specific Repurchase Tranche 2 announcement published on SENS on	Wednesday, 29 August
Specific Repurchase Tranche 2 announcement published in the South African press on	Thursday, 30 August
Record date to determine which Shareholders are entitled to receive the 2018 Integrated Annual Report (incorporating the Notice of 2018 Annual General Meeting and this Circular) on	Friday, 21 September
2018 Integrated Annual Report (incorporating the Notice of 2018 AGM and this Circular) distributed to Shareholders on	Friday, 28 September
Last day to trade for Shareholders to be recorded in the Register on the record date	Tuesday, 13 November
Record date to determine which Shareholders are entitled to participate in and vote at the 2018 AGM on	Friday, 16 November
Last date and time (14:00) by when forms of proxy must be submitted to the Transfer Secretaries (note 2)	Monday, 19 November
Last date and time for Shareholders to give notice to Alviva in terms of section 164 of the Companies Act objecting to the special resolution necessary to authorise the Specific Repurchase Tranche 2 to be considered at the Annual General Meeting (see note 5 below) by 14:00 on	Wednesday, 21 November
2018 Annual General Meeting held at 14:00 on	Wednesday, 21 November
Results of the 2018 Annual General Meeting published on SENS on	Wednesday, 21 November
Results of the 2018 Annual General Meeting published in the South African press on	Thursday, 22 November
<i>If the Scheme is approved by Alviva Shareholders at the Annual General Meeting with sufficient voting rights such that no Shareholder may require the Company to obtain Court approval for the Scheme as contemplated in section 115(3)(a) of the Companies Act:</i>	
Last day for shareholders who voted against the Scheme to require Alviva to seek Court approval in terms of section 115(3) (a) of the Companies Act, if at least 15% of the total votes of Shareholders at the meeting were exercised against the Scheme – Meeting + 5 business days	Thursday, 29 November
Last day for Alviva to send notice of adoption of Special Resolution to Dissenting Shareholders, in accordance with Section 164(4) of the Companies Act – Meeting + 10 business days	Thursday, 6 December
Last date on which Shareholders can make application to the Court in terms of section 115(3)(b) of the Companies Act on (10 business days after the AGM)	Thursday, 6 December
<i>If no Shareholders exercise their rights in terms of section 115(3)(b) of the Companies Act, then the following are the anticipated relevant dates and times:</i>	
Date on which the conditions are expected to have been fulfilled or waived as the case may be, being the final date on which Finalisation Date announcement expected to be released on SENS on	Friday, 7 December
Finalisation Date announcement expected to be published in the press on	Monday, 10 December
Specific Repurchase Tranche 2 implemented on	Monday, 10 December
Expected date for the delisting from the JSE of the shares repurchased in terms of the Specific Repurchase Tranche 2 from the commencement of trading on the JSE on or about	Tuesday, 11 December

Notes:

- All dates and times set out above are subject to change and/or may be subject to certain regulatory approvals being granted. Any change to the aforementioned dates and times will be published on SENS and in the South African press.
- A form of proxy may also be handed to the Chairperson of the Annual General Meeting before the commencement of the meeting. **However, to facilitate administration, it would be appreciated if proxies can be received by the Transfer Secretaries by 14:00 on Monday, 19 November 2018.**
- If the Annual General Meeting is adjourned or postponed to a later time and/or date, the above dates and times will change, but the applicable form of proxy submitted for the relevant Annual General Meeting will remain valid in respect of any postponement prior to convening, adjournment or postponement of that Annual General Meeting.
- All times given in this Circular are local times in South Africa.
- Shareholders are referred to Annexure 3 (which contains a summary of Dissenting Shareholders' Appraisal Rights regarding rights afforded to Shareholders, the exercise of which may affect the above indicated important dates and times.

ANNEXURE A1 CONTINUED

DEFINITIONS AND INTERPRETATIONS

Throughout this Circular unless otherwise stated, the words in the first column shall have the meanings assigned to them in the second column, words denoting one gender shall include the other, expressions denoting natural persons shall include juristic persons and associations of persons and words in the singular shall include the plural and *vice versa*:

"2018 Integrated Annual Report"	means the integrated annual report of Alviva for the financial year ended 30 June 2018, incorporating, <i>inter alia</i> , the Notice of Annual General Meeting and this Circular;
"Act" or "Companies Act"	means the Companies Act, No 71 of 2008, as amended from time to time;
"Alviva" or "Company"	Alviva Holdings Limited (Registration number 1986/000334/06), a public company duly incorporated with limited liability and registered in accordance with the Companies Act, the entire issued Shares of which is listed on the main board of the JSE;
"Alviva Treasury Services" or "ATS"	Alviva Treasury Services Proprietary Limited (Registration number 1994/010809/07), a wholly-owned subsidiary of Alviva;
"Annual General Meeting"	means the annual general meeting of Alviva Shareholders to be held on Wednesday, 21 November 2018, at The Summit, 269 Sixteenth Road, Randjespark, Midrand, at 14h00, at which meeting the Specific Repurchase Tranche 2 will be tabled for consideration and approval by Shareholders;
"Appraisal Rights"	in terms of section 164 of the Companies Act, the dissenting shareholder appraisal rights afforded Shareholders as a consequence of the Company contemplating the Specific Repurchase Tranche 2, such rights being fully set out in Annexure 3;
"Authorised Share Capital"	means the authorised Ordinary Share capital of Alviva, details of which have been included in paragraph 6 below;
"Board" or "Board of Directors"	means the board of directors of Alviva as constituted from time to time;
"Broker"	means a "stockbroker" as contemplated in terms of the Financial Markets Act;
"Business Day"	means any day other than a Saturday, Sunday or official public holiday in South Africa;
"Certificated Shareholders"	means Shareholders who hold Certificated Shares;
"Certificated Shares"	means Shareholders represented by Share certificates or other physical Documents of Title, which have not been surrendered for dematerialisation in terms of the requirements of Strate;
"this Circular"	means this bound document prepared in accordance with the JSE Listings Requirements and the Company's Act dated Friday, 28 September 2018, setting out the details of the Specific Repurchase Tranche 2, which document is annexed to the Notice of Annual General Meeting forming part of the 2018 Integrated Annual Report;
"Companies Act"	the South African Companies Act, 2008 (Act No. 71 of 2008), as amended;
"Companies Act Regulations"	the South African Companies Act Regulations, 2011, as amended, promulgated under the Companies Act;

ANNEXURE A1 CONTINUED

“Court”	any South African court with competent jurisdiction to approve the implementation of the Special Resolution pursuant to section 115 of the Companies Act and/or to determine the fair value of Alviva Shares and make an order pursuant to section 164(14) of the Companies Act;
“CSDP”	means a Central Securities Depository Participant registered in terms of the Financial Markets Act and appointed by individual Shareholders for the purpose of and in regard to dematerialisation of their Shares;
“Custody Agreement”	the custody mandate agreement between a Dematerialised Shareholder and a CSDP or Broker governing their relationship in respect of Dematerialised Shares held by the CSDP or Broker;
“Dematerialised Shareholders”	means Shareholders that have dematerialised their Shares through a CSDP and have instructed such CSDP to hold their Shares on the sub-register maintained by the CSDP and forming part of the Share Register
“Dematerialised Shares”	means Shares that have been dematerialised through a CSDP or Broker and are held on the sub-register of Shareholders administered by CSDPs in electronic form;
“Dissenting Shareholders”	all or any Shareholders validly exercising Appraisal Rights in the manner set out in accordance with sections 164(5) and 164(8) of the Companies Act;
“Documents of Title”	means Share certificates, transfer deeds or forms, balance receipts or any other documents of title acceptable to Alviva in respect of Certificated Shareholders;
“Financial Markets Act”	means the Financial Markets Act, No 19 of 2012, as amended from time to time;
“the Group”	means Alviva and its Subsidiaries;
“Independent expert” or “St John Capital”	St John Capital Proprietary Limited (Registration number 2013/099150/07), a private company duly incorporated in accordance with the laws of South Africa, the details of which are set out in the “Corporate Information” section, and appointed to provide external advice to the Board in relation to the Specific Repurchase Tranche 2 in terms of section 114 of the Companies Act and to the Board in terms of Regulation 110(1);
“Issued Share Capital”	means the issued Ordinary Share capital of Alviva, details of which have been included in paragraph 6 below;
“JSE”	means JSE Limited (Registration number 2005/022939/06), a public company registered and incorporated in South Africa and licensed under the Financial Markets Act to operate as an exchange;
“JSE Listings Requirements”	means the Listings Requirements of the JSE, as amended from time to time;
“Last Practicable Date”	means Friday, 14 September 2018, being the last day prior to the finalisation of this Circular;
“MOI”	means the Memorandum of Incorporation of Alviva, as amended from time to time;
“Notice of Annual General Meeting”	means the notice convening the Annual General Meeting, which notice forms part of the 2018 Integrated Annual Report;

ANNEXURE A1 CONTINUED

“Ordinary Shares” or “Shares” or “Alviva Shares”	means ordinary shares with a par value of 1 (one) cent each in the Authorised Share Capital of the Company;
“Rand” or “R”	South African Rand, the official currency of South Africa;
“SENS”	means the Stock Exchange News Service of the JSE;
“Shareholders” or “Alviva Shareholders”	means beneficial holders of Alviva Shares;
“South Africa”	means the Republic of South Africa;
“Specific Repurchase”	means the proposed specific repurchase by Alviva of the Specific Repurchase Shares held by Alviva Treasury Services, with Specific Repurchase Tranche 1 implemented in 2016 and the Specific Repurchase Tranche 2 to be implemented in terms of this Circular;
“Specific Repurchase Shares”	means an aggregate of 12 069 974 (twelve million sixty- nine thousand nine hundred and seventy-four) Shares, held as treasury shares by Alviva Treasury Services, comprising the Tranche 1 Shares and Tranche 2 Shares;
“Specific Repurchase Tranche 1”	means the Specific Repurchase of the Tranche 1 Shares, implemented in terms of special resolution pursuant to the 2016 Integrated Annual Report;
“Specific Repurchase Tranche 2”	means the Specific Repurchase of the Tranche 2 Shares, the subject of this Circular;
“Specific Repurchase Tranche 2 Consideration”	the total of R119 340 000 payable by Alviva for the Tranche 2 Shares, being R18,36 per share;
“Strate”	means Strate Proprietary Limited (Registration number 1998/022242/07), a private company registered and incorporated in South Africa, and the electronic settlement system for transactions that take place on the JSE and off-market transactions;
“Subsidiary”	means a subsidiary as contemplated in terms of the Companies Act;
“Tranche 1 Shares”	means 5 569 974 (five million five hundred and sixty-nine thousand nine hundred and seventy-four) Shares of the Specific Repurchase Shares repurchased in terms of the Specific Repurchase Tranche 1;
“Tranche 2 Shares”	means the balance of the Specific Repurchase Shares to be repurchased in terms of the Specific Repurchase Tranche 2, being 6 500 000 (six million five hundred thousand) Shares;
“Tranche 2 Agreement”	means the repurchase agreement dated 28 August 2018, entered into by Alviva and Alviva Treasury Services regarding the Specific Repurchase Tranche 2;
“Tranche 2 Repurchase Price”	R18,36, the VWAP of Alviva Ordinary Share traded on the JSE over the 30 (thirty) trading days immediately prior to the date of signature of the Tranche 2 Agreement;
“TRP”	the Takeover Regulation Panel established in terms of section 196 of the Companies Act;
“VAT”	means value-added tax; and
“VWAP”	means volume weighted average traded price.

ANNEXURE A1 CONTINUED



Alviva Holdings Limited

(Incorporated in the Republic of South Africa)

Registration number 1986/000334/06

Share Code: AVV • ISIN: ZAE000227484

("Alviva" or "the Company")

1. INTRODUCTION

Shareholders are referred to the SENS announcement dated 30 September 2016 where they were advised that the Board of Directors of the Company resolved, subject to Shareholder approval being obtained, to repurchase the Specific Repurchase Shares in two separate divisible tranches, with:

- ▶ the Specific Repurchase Tranche 1, which was implemented pursuant to the 2016 Annual General Meeting; and
- ▶ the balance of the Specific Repurchase Shares, being the Tranche 2 Shares, being implemented pursuant to the 2018 Annual General Meeting.

As announced on Wednesday, 29 August 2018, Shareholders were advised that Alviva concluded a Tranche 2 Agreement with Alviva Treasury Services for the repurchase of Tranche 2 Shares held by Alviva Treasury Services as treasury shares, forming part of the Specific Repurchase. The Board of Directors of the Company resolved, subject to Shareholder approval being obtained at the 2018 Annual General Meeting, to repurchase the balance of the Specific Repurchase Shares.

As at Tuesday, 28 August 2018, Alviva Treasury Services held a total of 6 500 000 Alviva Ordinary Shares as treasury shares, constituting 4,13% of the Company's Issued Share Capital, being the Tranche 2 Shares, the balance which remained after the implementation of Specific Repurchase Tranche 1. The number of treasury shares repurchased in 2016 in terms of Specific Repurchase Tranche 1 was 5 569 974 shares. The Tranche 1 Shares and Tranche 2 Shares, collectively, amount to 12 069 974 Alviva ordinary shares held as treasury shares, constituting 6,58% of the Company's issued share capital, being the Specific Repurchase Shares.

As this is more than 5% of the Company's issued share capital, the Specific Repurchase Tranche 2 is subject to the requirements of sections 48(8)(b), 114 and 115 of the Companies Act and paragraph 5.69 JSE Listings Requirements. In accordance with sections 114(e), the Specific Repurchase Tranche 2 will be implemented by way of a scheme of arrangement. In terms of section 115 (2)(a) of the Companies Act, Specific Repurchase Tranche 2 requires the prior approval of Shareholders in general meeting by means of a special resolution.

The notice of Annual General Meeting, forming part of the 2018 Integrated Annual Report, includes a special resolution relating to the Specific Repurchase Tranche 2.

The purpose of this Circular is to provide Shareholders with the relevant information relating to the Specific Repurchase Tranche 2, the implications thereof and to enable Shareholders to make an informed decision as to whether or not they should vote in favour of the requisite resolutions necessary to give effect to Specific Repurchase Tranche 2.

2. SALIENT DETAILS OF SPECIFIC REPURCHASE TRANCHE 2

- 2.1. Specific Repurchase Tranche 2 will be implemented at the VWAP of an Alviva Ordinary Share traded on the JSE over the 30 (thirty) trading days immediately prior to the date of the conclusion of the Tranche 2 Agreement, being the Tranche 2 Repurchase Price. As at 28 August 2018, being the date on which the Tranche 2 Agreement was signed by Alviva and Alviva Treasury Services, the Tranche 2 Repurchase Price amounted to R18,36 per Ordinary Share. Accordingly, the total consideration payable by Alviva to Alviva Treasury Services in respect of Specific Repurchase Tranche 2 amounts to R119 340 000.

ANNEXURE A1 CONTINUED

- 2.2. As Specific Repurchase Tranche 2 is intra-Group, no change in the Group's financial cash resources will transpire as a result of the implementation of same and the financial effects of Specific Repurchase Tranche 2 are minimal. Distributable reserves will be used to settle the Specific Repurchase Tranche 2 Consideration.
- 2.3. Following the Specific Repurchase Tranche 2 being implemented, the Tranche 2 Shares so repurchased will be de-listed from the JSE by the Company and then cancelled.
- 2.4. **Financial impact of Specific Repurchase Tranche 2:**
 - ▶ The impact of the Specific Repurchase Tranche 2 on the Issued Share Capital of the Company is that the Ordinary Shares in issue will be reduced by 6 500 000 to 150 717 917.
 - ▶ The Company's Share capital account will be reduced by R65 000 (being the 6 500 000 Ordinary Shares with a par value of 1 (one) cent per Ordinary Share).
 - ▶ The Company's reserves will be reduced by the difference between the purchase price and the par value of the Ordinary Shares, being 1 (one) cent per Ordinary Share as the Company will elect to make payment of the Specific Repurchase Tranche 2 Consideration out of distributable reserves which will constitute a "dividend" as per the Income Tax Act No. 58 of 1962.
- 2.5. The Specific Repurchase Tranche 2 Consideration will be paid, in full, in accordance with the terms of the Specific Repurchase Tranche 2 without regard to any lien, right of set-off, counterclaim or other analogous right to which Alviva may otherwise be, or claim to be, entitled against any Alviva Treasury Services.

3. RATIONALE FOR THE SPECIFIC REPURCHASE

The Board resolved to repurchase, de-list and cancel the Specific Repurchase Shares in order to:

- ▶ simplify the Group structure;
- ▶ eliminate accounting and regulatory complexities arising from treasury shares in general; and
- ▶ save additional costs of administration.

4. SHAREHOLDER APPROVAL

4.1. The repurchase of Specific Repurchase Tranche 2 by the Company:

- 4.1.1. for purposes of JSE Listings Requirements, constitutes a specific repurchase of shares as contemplated in terms of paragraph 5.69 of the JSE Listings Requirements, requiring Shareholder approval by way of a specific authority;
- 4.1.2. for purposes of the Companies Act, specifically section 48(8)(b) of the Companies Act, requires approval by Shareholders by way of a special resolution since the Specific Repurchase Tranche 1 and Specific Repurchase Tranche 2 together will result in Alviva acquiring more than 5% of Alviva's issued share capital as contemplated in section 48(8)(b) of the Companies Act. The repurchase therefore is subject to the requirements of sections 114 and 115 of the Companies Act; and
- 4.1.3. for purposes of clause 16 of the MOI of the Company, requires approval by Shareholders by way of a Special Resolution.

A copy of section 115 of the Companies Act is attached as Annexure 2 to this circular. A copy of section 164 of appraisal rights for dissenting shareholders is contained in Annexure 3.

ANNEXURE A1 CONTINUED

5. CONDITIONS PRECEDENT

Implementation of Specific Repurchase Tranche 2 is subject to the fulfilment of the following conditions precedent:

- ▶ the approval by Shareholders at the Annual General Meeting by way of the special resolution, as required by paragraph 5.69(b) of the JSE Listings Requirements and section 48(8)(b) of the Companies Act, adopted in accordance with the requirements of sections 114 and 115 of the Companies Act;
- ▶ to the extent and if required, the approval of the implementation of the special resolution by the Court in terms of section 115 of the Companies Act;
- ▶ if applicable, Alviva not treating the special resolution as a nullity, as contemplated in terms of section 115(5)(b) of the Companies Act; and
- ▶ the receipt of unconditional approvals, consents or waivers from all regulatory bodies.

Should all of the conditions precedent referred to above not have been fulfilled or waived (if possible), as the case may be, following the conclusion of the Annual General Meeting on 21 November 2018, or any adjournment thereof, or by such other later date as may be determined by Alviva, Specific Repurchase Tranche 2 will not become operative and shall be of no force or effect. An announcement will be published on SENS and in the South African press as soon as practicably possible advising on the fulfilment or otherwise of the above conditions precedent and the ramifications and effects thereof.

6. THE COMPANY'S AUTHORISED AND ISSUED SHARE CAPITAL

Set out in the table below is the Authorised and Issued Share Capital of the Company before and after the implementation of the Specific Repurchase Tranche 2:

BEFORE THE SPECIFIC REPURCHASE TRANCHE 2:

	R
AUTHORISED SHARE CAPITAL	
300 000 000 Ordinary Shares of 1 cent each	3 000 000
ISSUED SHARE CAPITAL	
157 217 917 Ordinary Shares of 1 cent each	1 572 179

Prior to the implementation of the Specific Repurchase Tranche 2, ATS holds 6 500 000 Alviva Ordinary Shares as treasury Shares, being the Tranche 2 Shares. Alviva Shared Management Services Proprietary Limited holds 4 785 000 as treasury shares, constituting 3,04% of the issued share capital.

AFTER THE SPECIFIC REPURCHASE TRANCHE 2:

	R
AUTHORISED SHARE CAPITAL	
300 000 000 Ordinary Shares of 1 cent each	3 000 000
ISSUED SHARE CAPITAL	
150 717 917 Ordinary Shares of 1 cent each	1 507 179

Following the implementation of Specific Repurchase Tranche 2, no treasury shares will be held by ATS. Alviva Shared Management Services Proprietary Limited will continue to hold 4 785 000 as treasury shares, constituting 3,17% of the issued share capital.

ANNEXURE A1 CONTINUED

7. SUPPLEMENTARY INFORMATION RELATING TO THE GROUP

- 7.1. The following information is incorporated by reference into, and forms part of, this Circular.
- 7.2. This information is available for inspection at no charge, during business hours, at the registered office of the Company, which address is set out in the "Corporate Information" section of this Circular, as well as on the Company's website: www.alviva Holdings.com, from Friday, 28 September 2018, up to and including 21 November 2018, being the Annual General Meeting date.

INFORMATION INCORPORATED BY REFERENCE	REFERENCE DOCUMENT	PARAGRAPH REFERENCE/PAGE NUMBER IN REFERENCE DOCUMENT	PAGE NUMBER IN REFERENCE DOCUMENT
Major Shareholders	2018 Integrated Annual Report	In the Directors' Report	118
Directors	2018 Integrated Annual Report	In the Board of Directors	24 and 25
Directors' interest in securities	2018 Integrated Annual Report	In the Directors' Report	117 and 118

7.3 **Directors' remuneration**

The Directors' remuneration will not be affected as a consequence of the implementation of the proposed Specific Repurchase Tranche 2. There are no service contracts between Alviva and the non-executive directors. The employment contracts with the executive directors contain normal terms and conditions of employment.

8. MATERIAL CHANGES

There have been no material changes in the affairs or financial or trading position of the Company and the Group since the date of the financial year end, being 30 June 2018 and the Last Practicable Date.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of Alviva, whose details appear on pages 24 and 25 of the 2018 Integrated Annual Report:

- 9.1. have considered all statements of fact and opinion in this Circular;
- 9.2. collectively and individually, accept full responsibility for the accuracy of the information given;
- 9.3. certify that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement false or misleading;
- 9.4. have made all reasonable enquiries in this regard; and
- 9.5. certify that, to the best of their knowledge and belief, that this Circular contains all information required by law and the JSE Listings Requirements.

10. ANNUAL GENERAL MEETING

10.1. **Notice of Annual General Meeting**

The Notice of Annual General Meeting (at which meeting Specific Repurchase Tranche 2 will be considered) forms part of this Circular. The Annual General Meeting will be held at The Summit, 269 Sixteenth Road, Randjespark, Midrand on Wednesday, 21 November 2018, at 14:00.

ANNEXURE A1 CONTINUED

10.2. If you hold Dematerialised Shares

10.2.1. Own-name Registration

You are entitled to attend in person, or be represented by proxy, at the Annual General Meeting. If you are unable to attend the Annual General Meeting but wish to be represented thereat, you must complete and return the attached form of proxy, in accordance with the instructions contained therein, to be received by the Transfer Secretaries by no later than 14:00 on Wednesday, 21 November 2018 at the address below. Forms of proxy may also be handed to the Chairperson of the Annual General meeting before the commencement of the meeting. **However, to facilitate administration, it would be appreciated if proxies can be received by the Transfer Secretaries by 14:00 on Monday, 19 November 2018.**

DELIVERY BY HAND	POSTAL DELIVERIES
Computershare Investor Services Proprietary Limited Rosebank Towers, 15 Biermann Avenue, Rosebank 2196	Computershare Investor Services Proprietary Limited PO Box 61051, Marshalltown 2107
BY E-MAIL	
proxy@computershare.co.za	

10.2.2. Other than Own-name Registration

You are entitled to attend, or be represented by proxy, at the Annual General Meeting. You must advise your CSDP or Broker timeously if you wish to attend, or be represented at the Annual General Meeting. If you do wish to attend or be represented at the Annual General Meeting, your CSDP or broker will be required to issue the necessary letter of representation to you to enable you to attend or to be represented at the Annual General Meeting.

You must not complete the attached form of proxy. If your CSDP or Broker does not contact you, you are advised to contact your CSDP or Broker and provide them with your voting instruction. If your CSDP or Broker does not obtain any instruction from you, they will be obliged to act in terms of your mandate furnished to them.

10.3. If you hold Certificated Shares

You are entitled to attend, or be represented by proxy, at the Annual General Meeting. If you are unable to attend the Annual General Meeting, but wish to be represented thereat, you must complete and return the attached form of proxy, in accordance with the instructions contained therein, to be received by the Transfer Secretaries, by no later than 14:00 on Wednesday, 21 November 2018 at the address provided in paragraph 10.2 above. Forms of proxy may also be handed to the Chairperson of the Annual General meeting before the commencement of the meeting. **However, to facilitate administration, it would be appreciated if proxies can be received by the Transfer Secretaries by 14:00 on Monday, 19 November 2018.**

11. EXPERTS' CONSENTS

The Attorneys, Sponsor, Independent Expert and Transfer Secretaries have provided their written consents to act in the capacity stated and to their names being used in this Circular and have not withdrawn their consent prior to the publication of this Circular.

ANNEXURE A1 CONTINUED

12. EXPENSES

The expenses relating to the Specific Repurchase Tranche 2 are estimated at approximately R375 600 (excluding VAT) and comprise the following:

EXPENSE DESCRIPTION	R
Tugendhaft Wapnick Banchetti and Partners – Legal Fees	105 000
Deloitte – Sponsor	120 000
St John Capital – Independent Expert	70 000
Computershare – Transfer Secretaries	20 000
JSE Documentation fees	20 600
Printing and publication costs	40 000
TOTAL	375 600

13. ARRANGEMENTS IN RELATION TO THE SPECIFIC REPURCHASE TRANCHE 2

Other than the Tranche 2 Agreement, there are no other agreements or arrangements in relation to the Specific Repurchase Tranche 2. No special arrangements or dealings have been entered into with any party.

14. OPINIONS AND RECOMMENDATIONS

The Board has appointed the Independent Expert, to provide an independent professional expert's opinion regarding the Specific Repurchase Tranche 2, and to make appropriate recommendations to the Board in the form of a report contemplated in section 114(3) of the Companies Act and as contemplated in Regulation 87(5) of the Regulations. The Independent Expert is of the opinion that such terms and conditions are fair and reasonable to Shareholders. Shareholders are referred to Annexure 1 of this Circular.

Shareholders should take note that the Alviva Board taking into account the report of the Independent Expert regarding the Specific Repurchase Tranche 2, has considered the terms and conditions thereof, and the directors of the Alviva Board are of the opinion that the terms and conditions of the Specific Repurchase Tranche 2 are fair and reasonable to Alviva Shareholders and, recommends that Shareholders vote in favour of the resolutions at the Annual General Meeting.

All of the Directors having material direct or indirect beneficial holdings in shares, intend to vote in favour of the resolutions to be considered at the 2018 Annual General Meeting to implement the Specific Repurchase Tranche 2.

15. SOLVENCY AND LIQUIDITY TEST

In proposing the Specific Repurchase Tranche 2, the Directors have taken cognisance of their duties and responsibilities in terms of section 5.69(c) of the Listings Requirements and section 46 read with section 4 of the Companies Act pertaining to the solvency and liquidity of Alviva. In this regard, the Directors reasonably confirm that, following solvency and liquidity tests on Alviva, Alviva will satisfy the solvency and liquidity test immediately post payment of the Specific Repurchase Tranche 2 Consideration in that:

- ▶ the assets of Alviva, as fairly valued, will exceed its liabilities, as fairly valued for a period of 12 months after implementation of the Specific Repurchase Tranche 2 and it will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months following payment of the Specific Repurchase Tranche 2 Consideration. For this purpose, the financial information considered by Alviva has been based on the accounting policies used in the most recent audited consolidated financial statements of the Company and that satisfy the requirements of section 28 of the Companies Act and financial statements that satisfy the requirements of section 29 of the Companies Act;

ANNEXURE A1 CONTINUED

- ▶ the share capital and reserves and the working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the issue date of this Circular;
- ▶ as regards the working capital of the Company and of the Group, the Directors are of the opinion that the working capital available to the Company and the Group is sufficient for Alviva Group's present requirements, that is, for at least the next 12 months from the issue date of this Circular; and
- ▶ the Company and the Group will be able in the ordinary course of business to pay any debts arising for a period of twelve months after the issue date of this Circular.

16. TRP EXEMPTION

In terms of section 119(6)(c) of the Companies Act, the TRP has unconditionally exempted all parties from compliance with the provisions of Part B and C of the Companies Act, and the Takeover Regulations in respect of the Specific Repurchase Tranche 2 which is the subject of this Circular. A copy of the letter from the TRP granting the exemption is made available for inspection in terms of paragraph 17.5.

17. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection by Alviva Shareholders at the registered office of Alviva from Friday, 28 September 2018 up to and including the date of the Annual General Meeting, during normal business hours:

- 17.1. a signed copy of this Circular;
- 17.2. a signed copy of the Tranche 2 Agreement;
- 17.3. the MOI of Alviva and the memoranda of incorporation of major Alviva Subsidiaries;
- 17.4. the written consents of experts mentioned in paragraph 11 above; and
- 17.5. the exemption letter from the TRP, referred to in paragraph 16 above.

18. INCORPORATION BY REFERENCE

In terms of section 11.61 of the Listings Requirements the following information is accessed on Alviva website:

- ▶ Annual financial statements of Alviva for the 3 financial years ended 30 June 2018, 2017 and 2016.

Signed on behalf of Board of the Directors of the Company by powers of attorney.

Pierre Spies

Chief Executive Officer

Midrand

28 September 2018

ANNEXURE 1

OPINION OF THE INDEPENDENT EXPERT

14 September 2018

The Directors
Alviva Holdings Limited
The Summit,
269 16th Road
Randjespark
Midrand
1685

Dear Sirs

INDEPENDENT EXPERT'S REPORT ON THE PROPOSED SPECIFIC REPURCHASE OF SHARES FROM A WHOLLY OWNED SUBSIDIARY

Introduction

Alviva Treasury Services Proprietary Limited ("ATS"), a wholly owned subsidiary of Alviva Holdings Limited ("Alviva"), currently holds 6 500 000 ordinary shares of Alviva as treasury shares. Previously, ATS held a further 5 569 974 ordinary shares of Alviva, which were repurchased by Alviva from ATS and cancelled pursuant to the Alviva 2016 Annual General Meeting. These previously held ordinary shares are referred to as the "Tranche 1 Shares" and the acquisition of these in 2016 by Alviva is referred to as the "Specific Repurchase Tranche 1". The remaining 6 500 000 ordinary shares currently held are referred to as the "Tranche 2 Shares".

It was announced on SENS on 30 September 2016 that the Board of Directors of Alviva had resolved, subject to shareholder approval being obtained, to repurchase all the treasury shares held by ATS "the Specific Repurchase shares" in two separate divisible tranches, being the Specific Repurchase Tranche 1, implemented pursuant to the 2016 Annual General Meeting, and the balance of the Specific Repurchase Shares, being the Tranche 2 Shares, being implemented pursuant to the Alviva 2018 Annual General Meeting ("the Specific Repurchase Tranche 2").

Alviva has concluded an agreement with ATS for the repurchase by Alviva of the Tranche 2 Shares held by ATS. The Board of Directors of Alviva has resolved, subject to shareholder approval being obtained, to repurchase the Tranche 2 Shares, pursuant to the Alviva 2018 Annual General Meeting, subject to the required approval being obtained at that meeting. Following the Specific Repurchase Tranche 2 being implemented, the Tranche 2 Shares so repurchased will be de-listed from the JSE and cancelled.

Specific Repurchase Tranche 2 will be implemented at the volume weighted average price ("VWAP") of an Alviva ordinary share traded on the JSE over the 30 trading days immediately prior to 28 August 2018, the date on which the agreement with ATS was signed. The VWAP amounted to R18.36 per ordinary share. Accordingly, the total consideration payable by Alviva to ATS in respect of Specific Repurchase Tranche 2 amounts to R119 340 000.

The Specific Repurchase shares, comprising Tranche 1 Shares and Tranche 2 Shares, collectively amounted to 12 069 974 Alviva ordinary shares held as treasury shares by ATS and constituted 6.58% of the issued share capital of Alviva. As this is more than 5% of the issued share capital of Alviva, the Specific Repurchase Tranche 2 is now subject to the requirements of sections 48(8)(b), 114 and 115 of the Companies Act, 2008 (Act 71 of 2008), as amended ("the Companies Act"). In accordance with section 114(e), the Specific Repurchase Tranche 2 will therefore be implemented by way of a scheme of arrangement. In terms of section 115 (2)(a) of the Companies Act, Specific Repurchase Tranche 2 requires the prior approval of shareholders in general meeting by means of a special resolution.

A scheme of arrangement constitutes an affected transaction as defined in section 117(c) of the Companies Act, regulated by the Companies Act, the Companies Regulations, 2011 ("the Companies Regulations") and, ordinarily, by the Takeover Regulation Panel ("TRP"). However, as the Specific Repurchase Tranche 2 will be undertaken between Alviva and ATS, a wholly owned subsidiary of Alviva, it was considered that no change in the Alviva group's financial cash resources (other than transaction costs and taxes) would occur as a result of the implementation of Specific Repurchase Tranche 2 and that the financial effects would be minimal. For this reason, dispensation was sought and obtained from the TRP from compliance with the Takeover Provisions in accordance with section 119(6)(c) of the Companies Act. In terms of section 114(2) of the Companies Act, however, Alviva is still required to retain an independent expert to compile a report on the Specific Repurchase Tranche 2 in compliance with section 114(3) of the Companies Act. It is required that the independent expert's report be addressed to the Board and distributed to all holders of the Alviva's securities.

Accordingly, we have been appointed by the Board of Directors of Alviva (the "Board") to act as the independent expert, reporting in terms of section 114 (2) and (3) of the Companies Act and Regulation 90 of the Companies Regulations.

Qualification and independence

For purposes of our appointment as the independent expert, we confirm that we meet the competence, experience, and impartiality requirements of Section 114(2) (a) and we confirm that we meet the independence requirements set out in Section 114(2)(b) and Regulation 90(3)(a).

Our fee payable for this engagement amounts to R70 000 and is not contingent upon or related to the outcome of the proposed specific repurchase of shares.

Scope of our work and report

Our report is provided to the Board for the sole purpose of assisting the Board in forming and expressing an opinion on the terms and conditions of proposed Scheme ("Scheme").

Our work and the contents of our independent expert report are regulated by Section 114(3) of the Act and Regulation 90 of the Companies Regulations. In short, we are required to consider the material effects that the proposed Scheme will have on the rights and interests of shareholders of Alviva, the compensation that Alviva shareholders will receive under the proposed Scheme, and any reasonably probable beneficial and significant effect of the proposed Scheme on the business and prospects of Alviva. We are also required to state any material interests of any director of Alviva and state the effect of the proposed Scheme on those interests and persons.

We are required to express an opinion on the fairness and reasonableness of the proposed specific repurchase of shares to Alviva shareholders. Our assessment of fairness is primarily based on quantitative issues, whereas reasonableness includes a consideration of qualitative aspects.

The terms and conditions of the proposed Scheme would be considered fair to Alviva shareholders if the measurable financial benefits of the proposed specific repurchase of shares equal or exceed the cost thereof. Thus our assessment would be considered fair if the financial effects of the proposed Scheme are either neutral or positive for the shareholders of Alviva.

Those factors which are difficult to quantify, or are unquantifiable but nonetheless may affect a shareholder's assessment of the proposed specific share repurchase, are also taken into account in forming an opinion on the reasonableness thereof.

Sources of information considered

In arriving at our opinion we have considered information, inter alia, from the following sources:

- ▶ Alviva's history, nature of business, products or services, key customers and an overview of competitor activity. This information was acquired from public sources and from management;
- ▶ audited annual financial statements of Alviva for the financial year ended 30 June 2017;
- ▶ unaudited interim financial statements of Alviva for the 6 month period ended 31 December 2017;
- ▶ a regulatory and tax opinion from Tugendhaft Wapnick Banchetti and Partners dated 21 August 2018 together with a confirmation letter from SizweNtsalubaGobodo Grant Thornton Incorporated dated 23 August 2018 confirming the tax treatment of the Specific Repurchase;

ANNEXURE 1 CONTINUED

- ▶ recent analyst reports on Alviva and the industry;
- ▶ the announcements published on SENS on 30 September 2016;
- ▶ the circular to shareholders of Alviva, of which this report forms part (“the Circular”); and
- ▶ discussions and correspondence with senior management of Alviva,

Where practical, we have corroborated the reasonability of the information provided to us for the purpose of our opinion, including publicly available information, whether in writing or obtained in discussions with management of Alviva.

Procedures performed in arriving at our opinion

In order to assess the fairness and reasonableness of the terms and conditions of the proposed Scheme, we have performed, amongst other, the following procedures:

- ▶ considered the financial and other information described above;
- ▶ considered the rationale for the proposed Scheme, as set out in the Circular; and
- ▶ assessed the quantitative and qualitative aspects of the proposed Scheme.

We did not consider it necessary to perform our own indicative valuation of the ordinary shares of Alviva because ATS is a wholly owned subsidiary of Alviva and, accordingly, the Tranche 2 Shares are already indirectly wholly owned by Alviva prior to the Specific Repurchase Tranche 2. The fundamental value of Alviva shares does not affect the fair and reasonableness of the Specific Repurchase Tranche 2, on the basis that ATS is a wholly owned subsidiary of Alviva.

Assessment of quantitative and qualitative factors

We note the following quantitative and qualitative factors for Alviva shareholders, if the proposed Scheme of arrangement is implemented:

- ▶ It is intended that distributable reserves will be used to settle the consideration for the Specific Repurchase Tranche 2;
- ▶ The impact of the Specific Repurchase Tranche 2 on the issued share capital of Alviva is that the ordinary shares in issue will be reduced by 6 500 000 to 150 717 917;
- ▶ Alviva’s share capital account will be reduced by R65 000 (being the 6 500 000 ordinary shares with a par value of 1 (one) cent per ordinary share);
- ▶ Alviva’s reserves will be reduced by the difference between the purchase price and the par value of the ordinary shares, being 1 (one) cent per ordinary share as Alviva will elect to make payment of the Specific Repurchase Tranche 2 Consideration out of distributable reserves which will constitute a dividend as per the Income Tax Act No.58 of 1962;
- ▶ The Board resolved to repurchase, de-list and cancel the Specific Repurchase Shares in order to simplify the group structure;
- ▶ The costs incurred to implement the Specific Repurchase Tranche 2 as set out in the Circular are not material in relation to the nature and size of the transaction and in relation to the benefit of simplifying the Alviva group structure, eliminate accounting and regulatory complexities arising from treasury shares, and saving additional costs of administration which cannot be quantified.

Opinion and limiting conditions

Based upon and subject to the foregoing, we are of the opinion that the terms and conditions of the proposed Scheme are fair and are reasonable to the shareholders of Alviva.

Our opinion is addressed to the general body of Alviva shareholders. Because each shareholder’s decision may be influenced by their particular circumstances, we recommend that a shareholder should consult an independent advisor if they are in any doubt as to the merits of the proposed Scheme considering their personal circumstances.

Our opinion is based upon the market, regulatory and trading conditions as they currently exist and can only be evaluated as at the date of this letter. It should be understood that subsequent developments may affect our opinion, which we are under no obligation to update, revise or re-affirm.

ANNEXURE 1 CONTINUED

Our procedures and inquiries did not constitute an audit in terms of International Standards on Auditing. Accordingly, we do not express an audit opinion on the financial data or other information used in arriving at our opinion.

Other matters

In accordance with Sections 114(3)(e) and (f) of the Companies Act, we confirm that the interests of the directors of Alviva in the shares of Alviva are disclosed in the Circular to Alviva shareholders, of which this report forms part and, from our enquiries, we understand that the proposed specific repurchase of shares has the same effect on such directors that it has on other shareholders of Alviva.

Disclosure of statutory provisions for approval and relief

In accordance with the requirement of Section 114(3) (g) of the Act, we confirm that Sections 115 and 164 of the Act are included as Annexures 2 and 3 to the Circular to Alviva shareholders.

Consent

We hereby consent to the inclusion of this report and references thereto, in the form and context in which they appear, in the Circular to Alviva shareholders.

Yours faithfully

Michael Dale

Director

St John Capital Proprietary Limited
Corporate Finance
Fullard-Mayer-Morrison Office Park
4 Morris Street West
Rivonia, Sandton, 2196

ANNEXURE 2

SECTION 115: REQUIRED APPROVAL FOR TRANSACTIONS CONTEMPLATED IN CHAPTER 5 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) as 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).

ANNEXURE 2 CONTINUED

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

ANNEXURE 3

SECTION 164: DISSENTING SHAREHOLDERS' APPRAISAL RIGHTS

- (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(1)(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; or
 - (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 also be delivered to the Panel, and must state –
 - (a) the shareholder's name and address;

ANNEXURE 3 CONTINUED

- (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;

ANNEXURE 3 CONTINUED

- (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, 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 order 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.

ANNEXURE 3 CONTINUED

- (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.

FORM OF PROXY



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

Only to be completed by certificated and dematerialised shareholders with "own name" registration.

If you are a dematerialised shareholder, other than with "own name" registration, do not use this form. Dematerialised shareholders other than those with "own name" registration who wish to attend the annual general meeting, must inform their CSDP or broker of their intention to attend and request their CSDP or broker to issue them with the relevant Letter of Representation to attend the annual general meeting in person and vote, or, if they do not wish to attend the meeting in person, but wish to be represented thereat, provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and their CSDP or broker in the manner and cut-off time stipulated therein.

An ordinary shareholder entitled to attend and vote at the annual general meeting to be held in the Alviva Holdings Limited boardroom at The Summit, 269, 16th Road, Randjespark, Midrand, on Wednesday, 21 November 2018 at 14:00, is entitled to appoint a proxy to attend, speak or vote thereat in his/her stead. A proxy need not be a shareholder of the Company.

All forms of proxy must be lodged at the Company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) (proxy@computershare.co.za), by no later than 14:00 on Wednesday, 21 November 2018. However, to facilitate administration, it would be appreciated if proxies can be received by the transfer secretaries by 14:00 on Monday, 19 November 2018.

I/We (please print name in full)

of (address) Telephone number:

E-mail address: Cellphone number:

being an ordinary shareholder(s) of the Company holding ordinary shares in the Company do hereby appoint

1. or failing him/her

2. or failing him/her

3. the chairman of the annual general meeting

as my/our proxy to vote on my/our behalf at the abovementioned annual general meeting (and any adjournment thereof) to be held at 14:00 in the Alviva Holdings Limited boardroom at The Summit, 269, 16th Road, Randjespark, Midrand, on Wednesday, 21 November 2018, for the purpose of considering and, if deemed fit, passing with or without modifications, the following resolutions to be considered at such meeting:

	Number of votes (one per share)		
	In favour of	Against	Abstain
Special resolutions			
1. Issue of a general authority for the Company to repurchase its own shares			
2. Issue of a general authority to provide financial assistance in terms of section 44 of the Companies Act			
3. Issue of a general authority to provide financial assistance for a period of two years in terms of section 45 of the Companies Act			
4. Issue of specific authority to repurchase ordinary shares from Alviva Treasury Services Proprietary Limited			
5. Approval of the fee structure to be paid to non-executive directors			
Ordinary resolutions			
1. Re-appointment of retiring directors and ratification of appointment of director			
1.1 Re-appointment of Ms N Medupe as an Independent Non-Executive Director			
1.2 Re-appointment of Mr A Tugendhaft as a Non-Executive Director			
1.3 Ratification of appointment of Ms P Natesan as an Independent Non-Executive Director and Lead Independent Director			
2. Appointment of the members of the Audit and Risk Committee			
2.1 Ms N Medupe (Chairperson)			
2.2 Ms SH Chaba			
2.3 Ms P Natesan			
3. Approval to re-appoint SizweNtsalubaGobodo Grant Thornton Incorporated and Mr A Philippou as auditors			
4. Endorsement of the Company's Remuneration Policy and its Remuneration Implementation Report			
4.1 Endorsement of the Company's Remuneration Policy			
4.2 Endorsement of the Company's Remuneration Implementation Report			
5. General authorisation to place unissued shares under the control of the directors			
6. General authorisation to issue shares for cash			
7. Authorisation of the directors to implement the special and ordinary resolutions			

Insert an "X" in the appropriate block. If no indications are given, the proxy will vote as he/she deems fit. Each member entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a member of the Company) to attend, speak and vote in his/her stead.

Signed at _____ on _____ 2018

Signature _____

Assisted by (where applicable) _____

Please read the notes on the following page.

NOTES TO THE FORM OF PROXY

1. A shareholder may insert the names of a proxy or the names of two alternative proxies of the member's choice in the space provided, with or without deleting "the Chairperson of the meeting", but any such deletion must be initialled by the shareholder. The person whose name appears first on the proxy and which has not been deleted shall be entitled to act as proxy to the exclusion of those names following.
2. A shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each ordinary share held. A shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the shareholder in the appropriate box. Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes.
3. A vote given in terms of an instrument of proxy shall be valid in relation to the annual general meeting notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the ordinary shares in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have been received by the transfer secretaries or by the Chairperson of the annual general meeting before the commencement of the annual general meeting.
4. If a shareholder does not indicate on this form that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the annual general meeting, be proposed, the proxy shall be entitled to vote as he/she thinks fit.
5. The authority of a person signing a proxy in a representative capacity must be attached to the proxy unless that authority has already been recorded with the Company's transfer secretaries or waived by the Chairperson of the annual general meeting.
6. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian as applicable, unless the relevant documents establishing capacity are produced or have been registered with the transfer secretaries.
7. Where there are joint holders of ordinary shares: any one holder may sign the form of proxy; the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of ordinary shareholders appear in the Company's register) who tender a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
8. Proxies must be lodged at or posted or e-mailed to the Company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) (proxy@computershare.co.za), to be received not later than 14:00 on Wednesday, 21 November 2018. Proxies may also be handed to the Chairperson of the AGM at the commencement of the AGM. However, to facilitate administration, it would be appreciated if proxies can be received by the transfer secretaries by 14:00 on Monday, 19 November 2018.
9. Any alteration or correction made to this form of proxy other than the deletion of alternatives must be initialled by the signatory/ies.
10. The completion and lodging of this proxy shall not preclude the relevant shareholder from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
11. The Chairperson of the meeting may reject or accept a proxy that is completed other than in accordance with these instructions, provided that he is satisfied as to the manner in which a shareholder wishes to vote.