
ELECTRONIC TRANSMISSION DISCLAIMER

IMPORTANT: You must read the following disclaimer before continuing. This electronic transmission disclaimer applies to the attached Circular published by African Rainbow Capital Investments Limited, a company incorporated in accordance with the laws of Mauritius ("**ARC Investments**"), and you are therefore advised to read this disclaimer carefully before reading, accessing or making any other use of the attached Circular. In accessing this electronic transmission disclaimer and the attached Circular, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access. You acknowledge that the delivery of this electronic transmission disclaimer and the attached Circular is confidential and intended for you only and you agree that you will not forward, reproduce or publish this electronic transmission disclaimer or the attached Circular to any other person, other than in compliance with this Circular, if you have disposed of your Ordinary Shares (as such term is defined in the attached Circular).

The Rights Offer Shares (as such term is defined in the attached Circular) are being offered and sold outside of the United States in reliance on Regulation S ("**Regulation S**") under the US Securities Act of 1933, as amended ("**US Securities Act**"). The Rights Offer Shares have not been and will not be registered under the US Securities Act or under any securities law or regulation of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, or delivered, directly or indirectly within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in accordance with any applicable securities laws and regulations of any state or jurisdiction of the United States. For a description of these and certain further restrictions on offers, sales and transfers of the Rights Offer Shares and the distribution of this document, see the "*Notice to Investors*" section of the attached Circular.

There will be no public offering of the Rights Offer Shares in the United States or in any other jurisdiction.

The Rights Offer Shares have also not been and will not be registered under the securities laws and regulations of any jurisdiction, in particular, the United States, Australia, Canada, Hong Kong or Japan and may not be offered, sold, taken up, exercised, or delivered, directly or indirectly, within the United States, Australia, Canada, Hong Kong or Japan, or in any jurisdiction where it is unlawful to do so, except pursuant to an applicable exemption.

This electronic transmission disclaimer, the attached Circular and the Rights Offer (as such term is defined in the attached Circular) are only addressed to and directed at persons in member states of the European Economic Area ("**EEA**") who are "*qualified investors*" within the meaning of Article 2(1)(e) of the Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in the Relevant Member States (as such term is defined in the attached Circular), and including any relevant implementing measure in each Relevant Member State) ("**Qualified Investors**"). In addition, in the United Kingdom, this electronic transmission disclaimer and the attached Circular are being distributed only to, and are directed only at: (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "**Relevant Persons**"). This electronic transmission disclaimer and the attached Circular must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any member state of the EEA other than the United Kingdom, by persons who are not Qualified Investors. Any investment or investment activity to which this electronic transmission disclaimer and the attached Circular relates is available only to (i) Relevant Persons, in the United Kingdom, and Qualified Investors in any member state of the EEA other than the United Kingdom, and will be engaged in only with such persons. Accordingly, the information in this electronic transmission disclaimer and the attached Circular is not intended to be viewed by or distributed or passed on (directly or indirectly) to, and should not be acted upon by any other class of persons, save for such persons or class of persons contemplated herein.

CONFIRMATION OF YOUR REPRESENTATION: This electronic transmission disclaimer and the attached Circular are delivered to you on the basis that you are deemed to have represented to ARC Investments that: if you are outside the United States, you are acquiring any Rights Offer Shares in offshore transactions in compliance with Regulation S under the US Securities Act and: (i) if you are in the United Kingdom, you are a Relevant Person, and/or a Relevant Person who is acting on behalf of, Relevant Persons, in the United Kingdom and/or Qualified Investors to the extent you are acting on behalf of persons or entities in the United Kingdom or the EEA; (ii) if you are in any member state of the EEA other than the United Kingdom, you are a Qualified Investor and/or a Qualified Investor acting on behalf of, Qualified Investors or Relevant Persons, to the extent you are acting on behalf of persons or entities in the EEA or the United Kingdom; you are eligible to receive this electronic transmission disclaimer and the attached Circular and you consent to delivery by electronic transmission; and (iv) you are not a resident of, or located in, the United States, Australia, Canada, Hong Kong, Japan or any jurisdiction where it is unlawful to receive this electronic transmission disclaimer and the attached Circular.

Subject to certain exceptions, these materials are not for distribution, directly or indirectly, in or into the United States (including its territories and dependencies, any state or jurisdiction of the United States and the District of Columbia), Australia, Canada, Hong Kong or Japan. There will be no public offer of securities in any jurisdiction, including the United States, Australia, Canada, Hong Kong or Japan.

You are reminded that you have received this electronic transmission disclaimer and the attached Circular on the basis that you are a person into whose possession this electronic transmission disclaimer and the attached Circular may be lawfully delivered in accordance with the laws and regulations of the jurisdiction in which you are resident, or located and you may not, nor are you authorised to, deliver this electronic transmission disclaimer or the attached Circular, electronically or otherwise, to any other person, other than as contemplated in the attached Circular.

The attached Circular has been sent to you in an electronic form or posted if you are a certificated shareholder with a valid postal address. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of ARC Investments or any affiliate, director, officer, employee or agent of ARC Investments accepts any liability or responsibility whatsoever in respect of any difference between the attached Circular distributed to you in electronic format and the hard copy version of the Circular. If verification is required, please request a hard copy of the Circular from ARC Investments or the Corporate Advisor and Transaction Sponsor (as such terms are defined in the attached Circular).



African Rainbow Capital Investments Limited
(Incorporated in the Republic of Mauritius)
(Company number: C148430)
JSE and A2X code: AIL ISIN: MU0553S00000
("ARC Investments" or "the Company")
CIRCULAR TO SHAREHOLDERS

relating to:

a fully committed and underwritten pro rata non-renounceable Rights Offer to Shareholders to raise R750 million through an offer of 272 727 273 Rights Offer Shares at a Rights Offer Price of R2.75, in the ratio of 26.09711 Rights Offer Shares for every 100 Ordinary Shares held at the close of business on Friday, 25 September 2020.

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

The "*Definitions and Interpretations*" commencing on page 12 of this Circular apply throughout this Circular, including this cover page.

This Circular relates to a pro rata non-renounceable Rights Offer to Qualifying Shareholders, being holders of Ordinary Shares in ARC Investments' Register at the close of business (SAST) on the Record Date who are not Restricted Shareholders. In terms of the Rights Offer, Qualifying Shareholders will receive 26.09711 Rights for every 100 Ordinary Shares and/or such proportionate lower number of Rights in respect of a holding of less than 100 Ordinary Shares held on the Record Date, in accordance with the Ratio of Entitlement set out in the table of entitlement as set out in Annexure A of this Circular.

The enforcement of the Rights of Qualifying Shareholders to subscribe for Rights Offer Shares will take place through the issuance by ARC Investments of non-renounceable Letters of Allocation to Qualifying Shareholders.

The Letters of Allocation will be issued in dematerialised form through the Strate System and Qualifying Dematerialised Shareholders will have their Letters of Allocation credited to their accounts with their CSDP or Broker in terms of the JSE Listings Requirements, A2X Listing Requirements and the provisions of the Financial Markets Act.

A Form of Instruction is enclosed with this Circular for Qualifying Certificated Shareholders. If a Qualifying Certificated Shareholder does not wish to exercise all of the Rights allocated to it, as set out in the Form of Instruction, the Rights not taken up will lapse.

The Form of Instruction must be completed and returned to the Transfer Secretaries in accordance with the instructions contained therein. Qualifying Certificated Shareholders' Letters of Allocation will be credited in electronic form with the Transfer Secretaries to afford Qualifying Certificated Shareholders the same rights and opportunities as Qualifying Dematerialised Shareholders in respect of Letters of Allocation.

The Letters of Allocation may not be traded on the JSE or A2X.

Qualifying Shareholders are also referred to page 10 of this Circular, which sets out the actions required of them with regard to the Rights Offer. If you are in any doubt as to the action that you should take, please consult your CSDP, Broker, banker, legal advisor, accountant or other professional advisor immediately.

Excess applications for additional Rights Offer Shares over and above a Qualifying Shareholder's pro rata entitlement to Rights Offer Shares in terms of the Rights Offer will not be allowed.

The Rights Offer is fully committed and underwritten by ARC.

In the event that there are Remaining Shares, the Underwriter will subscribe for the Remaining Shares at the Rights Offer Price (see paragraph 7 "*Subscription and Underwriting Undertakings*").

Unlisted B Shares and C Shares will not participate in the Rights Offer. See paragraph 26 "*Share Capital Information*".

Subject to the restrictions set out below, if you have disposed of all your Ordinary Shares on or before Tuesday, 22 September 2020, then this Circular should be forwarded to the purchaser of your Ordinary Shares or to the CSDP, Broker, banker or other agent through whom the disposal was effected. This Circular, subject to certain exceptions, should not be distributed in, forwarded to or transmitted in or into or from the Restricted Territories, or any other jurisdiction where to do so might constitute a violation of applicable laws or regulations (except in the absolute discretion of ARC Investments or pursuant to any exemption from such laws and regulations).

This Circular is issued in compliance with the JSE Listings Requirements, A2X Listing Requirements, the Mauritian Companies Act and the Constitution for the purpose of providing information to Qualifying Shareholders regarding the Rights Offer and is not an invitation to the public in any jurisdiction to subscribe for securities in ARC Investments.

ARC Investments does not accept responsibility and will not be held liable for any failure on the part of the CSDP or Broker of a Shareholder to notify such Shareholder of the details of this Circular or the transactions envisaged in terms hereof.

The JSE and A2X have approved the listing of the Rights Offer Shares with effect from the commencement of trade at 09:00 (SAST) on Monday, 5 October 2020, under JSE and A2X code: AIL ISIN: MU0553S00000.

Rights Offer opens at 09:00 (SAST) on
Rights Offer closes at 12:00 (SAST) on

Monday, 28 September 2020
Friday, 2 October 2020

The Directors, whose names are given in the “*Corporate information and advisors*” section of this Circular, 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 this Circular contains all information required by the JSE Listings Requirements and the A2X Listing Requirements.

The Letters of Allocation and the Rights Offer Shares have not been, and will not be, registered under the US Securities Act, or under any securities laws or regulations of any state or other jurisdiction of the United States and may not be offered, exercised or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of, the US Securities Act and in compliance with any applicable securities laws or regulations of any state or other jurisdiction of the United States. There will be no public offer of the Letters of Allocation and the Rights Offer Shares in the United States. The Letters of Allocation and the Rights Offer Shares are being offered to Qualifying Shareholders outside the United States in compliance with Regulation S.



The Letters of Allocation and the Rights Offer Shares will also not be registered under the securities laws or regulations of any jurisdiction, in particular the Restricted Territories, and may not be offered, taken up, exercised, or delivered, directly or indirectly, within any of the Restricted Territories except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of such jurisdiction and where it is lawful to do so and does not require further action for such purpose. In particular, subject to certain exceptions, this Circular and any other such documents pertaining to the Rights Offer or ARC Investments should not be distributed in, forwarded to or transmitted in or into the United States or any other Restricted Territory.

The Rights Offer is non-renounceable and will only be open to Shareholders registered as such at the Record Date. This means that existing Shareholders will not be able to renounce their entitlement to receive Rights Offer Shares in favour of any other person/party, nor dispose of or trade in their Letters of Allocation.

This Circular is available in English only. Copies of this Circular may be obtained from the registered offices of ARC Investments and the Transfer Secretaries at the addresses set out in the “*Corporate information and advisors*” section of this Circular, from the date of this Circular, Monday, 21 September 2020, to Friday, 2 October 2020, both days inclusive. Also, it may be obtained from the offices of ARC at 1st Floor, Marsh Building, corner Fredman Drive and Fifth Street, Sandton, Johannesburg, 2196. This Circular will also be available in electronic form on ARC Investments’ website (<http://www.arci.mu>) from the date of this Circular.

The information contained on ARC Investments’ website is not incorporated by reference in this Circular and does not form part of this Circular.

Circular dated: Monday, 21 September 2020.

<p>Transaction Sponsor and Corporate Advisor</p> 	<p>Legal adviser as to South African law</p> <p>WEBBER WENTZEL in alliance with > Linklaters</p>	<p>Legal adviser as to Mauritian law</p> 
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NOTICE TO INVESTORS

The Rights Offer is being made in accordance with the JSE Listings Requirements and A2X Listing Requirements and, to the extent applicable, in compliance with the Mauritian Companies Act and the Constitution, and is only addressed to persons to whom it may lawfully be made. By subscribing for any Rights Offer Shares, you will be deemed to have represented and agreed that: (i) you are not (and any person for whom you are acting is not) a Restricted Shareholder or otherwise (a) a resident in any jurisdiction in which such offer would be unlawful, or (b) a person to whom the Rights Offer may not lawfully be made; and (ii) you have received all necessary information required to make an informed investment decision.

This Circular is not an offer of any Ordinary Shares, or an invitation to exercise any of the Rights pursuant to the Letters of Allocation, in any jurisdiction in which such offer would be unlawful. In a number of countries, in particular in the United States, Australia, Canada, Hong Kong and Japan, the distribution of this Circular, the exercise of Rights pursuant to the Letters of Allocation, the offer of the Rights Offer Shares, and the sale of the Rights Offer Shares, are subject to restrictions imposed by applicable laws or regulations (such as registration, admission or other regulations). No action will be taken by ARC Investments to permit the possession, distribution or transmission of this Circular (or any Letter of Allocation or Rights Offer Share) in any jurisdiction where such distribution may otherwise lead to a breach of any applicable laws or regulations.

Accordingly, neither this Circular nor any advertisement nor any other offering material may be distributed or published in any jurisdiction except under circumstances that will be in compliance with applicable laws and regulations. Persons into whose possession this Circular may come are required to inform themselves about and comply with such restrictions, in particular not to publish or distribute this Circular in violation of applicable securities laws and regulations. Any failure to comply with such restrictions may result in a violation of applicable securities laws and regulations and therefore persons into whose possession this Circular comes should inform themselves about, and observe, all and any applicable laws or regulations. To the fullest extent permitted by applicable laws, ARC Investments disclaims any and all responsibility or liability for the violation of such requirements by any persons in any jurisdiction. This Circular does not constitute an offer to sell the Rights Offer Shares to any person in any jurisdiction in which it is unlawful to make such offer to such person, or a solicitation of an offer to buy the Rights Offer Shares from a person in a jurisdiction in which it is unlawful to make such solicitation.

No person is or has been authorised to give any information or to make any representation regarding the Rights Offer other than the information and representations, if any, contained in this Circular and, if given or made, such information or representations shall not be relied upon as having been authorised by ARC Investments. The Underwriter accepts no responsibility whatsoever and makes no warranty, express or implied, for the contents of this Circular, or any other documentation relating to the Rights Offer, including its currency, accuracy, reliability, timeliness, continued availability, correctness, completeness or verification or for any other statement made or purported to be made by it, its affiliates, officers, employees or advisors, or on its behalf, in connection with ARC Investments, the Rights Offer, the Rights and the Rights Offer Shares ("**Information**"), and the Underwriter, accordingly, disclaims to the maximum extent permitted by applicable laws and regulations all and any responsibility or liability, whether arising in delict (tort), contract or otherwise and whether arising as a result of any omission from, or inadequacy or inaccuracy in, the Information or the distribution, responsibility or possession or use of the Information in or from any jurisdiction which it might otherwise have in respect of this Circular or any such statement. Information given or representations made by any person, including the Underwriter, in connection with this Rights Offer or the issue of the Letters of Allocation or the subscription for or the issue or sale of the Rights Offer Shares that are inconsistent with those contained in this Circular are invalid.

Investors acknowledge that they have (i) not relied on the Underwriter or any person affiliated with the Underwriter in connection with any investigation of the accuracy of the Information for their investment decision; and (ii) relied only on the information contained in this Circular, and that no person has been authorised to give any information or to make any representation concerning ARC Investments, its investments or its affiliates, the Letters of Allocation or the Rights Offer Shares (other than as contained in this Circular) and, if given or made, any such other information or representation should not be relied upon as having been authorised by ARC Investments.

The distribution of this Circular does not mean that the information contained herein is current as of any time after the Last Practicable Date. In particular, neither the delivery of this Circular nor the issue, offer, or delivery of the Letters of Allocation or the Rights Offer Shares means that no adverse changes have occurred or no events have happened after the Last Practicable Date which may or could result in an adverse effect on ARC Investments' business, financial condition or results of operations.

Nothing contained in this Circular is intended to constitute investment, legal, tax, accounting or other professional advice. This Circular is for your information only and nothing contained in this Circular is intended to endorse or recommend a particular course of action. In making an investment decision in respect of the Rights Offer Shares, each investor must rely on its own examination, analysis and enquiry of ARC Investments and the terms of the Rights Offer, including the merits and risks involved. Neither ARC Investments nor any of its respective directors, officers, employees, agents or representatives, is making any representation to any offeree or subscriber of the Rights Offer Shares regarding the legality of an investment in the Rights Offer Shares by such offeree or subscriber under the laws or regulations applicable to such offeree or subscriber. Each investor should consult its own advisors before subscribing for the Rights Offer Shares. Investors are required to make their independent assessment of the legal, tax, business, financial and other consequences of exercising Rights in terms of, subscribing for, purchasing or disposing of the Rights Offer Shares. Investors are also required to make their independent assessment of the risks involved in dealing in, or exercising Rights in terms of, or subscribing for, or disposing of the Rights Offer Shares.

NOTICE TO INVESTORS IN THE UNITED STATES

The Rights Offer Shares have not been and will not be registered under the US Securities Act or under any securities law or regulation of any state or other jurisdiction of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, US persons (as defined in Regulation S) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable state and other securities law or regulation of the United States. In addition, until 40 days after the commencement of the Rights Offer an offer or sale of Rights Offer Shares within the United States by any dealer (whether or not participating in the Rights Offer) may violate the registration requirements of the US Securities Act. To the fullest extent permitted by applicable laws, ARC Investments disclaims any and all responsibility or liability for the violation of such requirements by any persons in any jurisdiction.

THE LETTERS OF ALLOCATION AND THE RIGHTS OFFER SHARES OFFERED HEREBY HAVE NOT BEEN RECOMMENDED BY ANY US FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT PASSED UPON THE MERITS OF THE OFFERING OR CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

In the United States, this Circular is being furnished solely for information purposes.

The information contained in this Circular has been provided by ARC Investments and the other sources identified herein. Distribution of this Circular to any person other than the offeree specified by ARC Investments and those persons, if any, retained to advise such offeree with respect thereto is unauthorised, and any disclosure of its contents, without the prior written consent of ARC Investments, is prohibited. Any reproduction or distribution of this Circular in the United States, in whole or in part, and any disclosure of its contents to any other person is prohibited. This Circular is personal to each offeree and does not constitute an offer to any other person or to the public generally to subscribe for or otherwise acquire the securities described herein. Investors agree to the foregoing by accepting delivery of this Circular.

NOTICE TO INVESTORS IN SOUTH AFRICA

In South Africa, the Rights Offer is being made to Qualifying Shareholders in the circumstances contemplated in section 96 of the South African Companies Act and this Circular has been prepared on the basis that the Rights Offer will not constitute an “offer to the public”, as envisaged in Chapter 4 of the South African Companies Act. Accordingly: (i) this Circular does not, nor does it intend to, constitute a “registered prospectus” or advertisement relating to an offer to the public in South Africa, as contemplated by the South African Companies Act; and (ii) no prospectus has been filed with the CIPC in respect of the Rights Offer. As a result, this Circular does not comply with, *inter alia*, the substance and form requirements for a prospectus set out in the South African Companies Act and the South African Companies Regulations of 2011, and has not been filed with, approved by, and/or registered with, the CIPC, or any other South African authority, save for the JSE Limited and FinSurv. Should any person who is not a Qualifying Shareholder receive this Circular, they should not, and will not be entitled to, acquire any Rights Offer Shares or Letters of Allocation or otherwise act thereon.

The information contained in this Circular constitutes factual information as contemplated in Section 1(3)(a) of the FAIS Act and should not be construed as an express or implied recommendation, guide or proposal that any particular transaction in respect of the Rights Offer Shares or Letters of Allocation or in relation to the business or future investments of ARC Investments, is appropriate to the particular investment objectives, financial situations or needs of a prospective investor, and nothing in this Circular should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa. ARC Investments is not a financial services provider licensed as such under the FAIS Act.

NOTICE TO INVESTORS IN MAURITIUS

In Mauritius, as ARC Investments holds a Category One Global Business Licence issued by the FSC and its issued Ordinary Shares are listed on the Main Board of the JSE and A2X, this Circular has been prepared on the basis that ARC Investments, in terms of section 70(1)(j) of the Mauritian Securities Act 2005, is not required to comply with the prospectus requirements imposed under the Mauritian Securities Act 2005 and the Mauritian Securities (Public Offer) Rules 2007. This Circular has been prepared pursuant to the JSE Listings Requirements and A2X Listing Requirements and has not been submitted to the FSC for registration or approval.

NOTICE TO INVESTORS IN THE UNITED KINGDOM

This Circular is only being distributed to and is only directed at: (i) persons who are outside the United Kingdom; or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”); or (iii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iv) persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as “Relevant Persons”). The Rights Offer Shares and Letters of Allocation are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Rights Offer Shares or Letters of Allocation will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this Circular or any of its contents.

MEMBER STATES OF THE EEA

In relation to a Relevant Member State, an offer to the public of the Rights Offer Shares or Letters of Allocation contemplated by this Circular may not be made in that Relevant Member State pursuant to the Rights Offer prior to the publication of a prospectus in relation to the Rights Offer Shares or Letters of Allocation which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in the first Relevant Member State, all in accordance with the Prospectus Regulation, except that an offer to the public in that Relevant Member State of such Rights Offer Shares or Letters of Allocation may be made at any time under the following exemptions under the Prospectus Regulation:

- a. to any legal entity which is a Qualified Investor; or
- b. to fewer than 150 natural or legal persons (other than Qualified Investors); or
- c. in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of the Rights Offer Shares or Letters of Allocation shall result in a requirement for ARC Investments to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation and each person who initially acquires any Rights Offer Shares or Letters of Allocation or to whom any offer is made will be deemed to have represented, warranted and agreed to and with ARC Investments that it is a Qualified Investor.

For the purposes of this provision, the expression “an offer to the public in relation to any Rights Offer Shares or Letters of Allocation in any Relevant Member State” means the communication in any form and by any means of sufficient information on the terms of the Rights Offer, the Rights Offer Shares or Letters of Allocation to be offered so as to enable an investor to decide to subscribe for or purchase any Rights Offer Shares or Letters of Allocation.

In the case of any Rights Offer Shares or Letters of Allocation being offered to a financial intermediary as that term is used in Article 5 of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, warranted and agreed that it is a Qualified Investor and (a) the Rights Offer Shares or Letters of Allocation acquired by it have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than Qualified Investors; or (b) where Rights Offer Shares or Letters of Allocation have been acquired by that financial intermediary on behalf of persons in any Relevant Member State other than Qualified Investors, the offer of those Rights Offer Shares or Letters of Allocation to that financial intermediary is not treated under the Prospectus Regulation as having been made to such persons. ARC Investments and each of their respective affiliates and others will rely upon the truth and accuracy of the foregoing representation, warranty and agreement.

NOTICE TO INVESTORS IN THE UNITED STATES, AUSTRALIA, CANADA, HONG KONG, JAPAN AND CERTAIN OTHER JURISDICTIONS

Subject to certain exceptions, the Rights Offer will not be made to persons who are residents of the United States, Australia, Canada, Hong Kong or Japan, or in any jurisdiction where such offering would be unlawful or in contravention of certain laws or regulations.

NOTICE TO NOMINEES, CUSTODIANS AND FINANCIAL INTERMEDIARIES

Any person, including nominees, custodians and other financial intermediaries who would, or otherwise intends to, or has a contractual or legal obligation to, forward this Circular or any information relating to this Rights Offer to any jurisdiction outside of South Africa, should adhere to the restrictions set out above and in paragraph 14 "*Foreign Shareholders*" on page 21 of this Circular. In connection with any subscriptions for the Rights Offer Shares, nominees, custodians and financial intermediaries will be deemed to have represented and warranted that they have complied with the terms of the Rights Offer.

JURISDICTION AND SERVICE OF PROCESS IN MAURITIUS

ARC Investments is a public company incorporated under the laws of Mauritius holding a Category One Global Business Licence issued by the FSC. The registered office of ARC Investments is in Mauritius.

The ability of an Ordinary Shareholder to bring an action against ARC Investments, its Directors and its executive officers may be limited under law. The rights of Ordinary Shareholders are governed by Mauritian law, the JSE Listings Requirements, the A2X Listing Requirements and by the Constitution, as amended from time to time. It may not be possible for a Shareholder outside Mauritius: (i) to effect service of process upon ARC Investments, its Directors and/or its executive officers within the Shareholder's country of residence, unless such service is made in accordance with the Mauritius Courts (Civil procedure) Act 1856; or (ii) to enforce against ARC Investments, its Directors and/or its executive officers judgments of courts of its country of residence, unless the conditions below are fulfilled.

A judgment obtained in a foreign court may be enforced in Mauritius pursuant to a procedure known as exequatur. The Supreme Court of Mauritius (the "**Supreme Court**") may register and enforce, by way of exequatur under article 546 of the Mauritius Code de Procédure Civile, an in personam judgment of a foreign court obtained against ARC Investments, its Directors and/or its executive officers without reconsideration of the merits, if (i) the judgment remains valid and capable of execution in the country where it was delivered, (ii) the Issuer has been properly summoned to the proceedings leading to the judgment; and (iii) the foreign court had jurisdiction over ARC Investments, its Directors and/or its executive officers and the matter submitted to it. The Supreme Court can refuse to recognise and enforce a judgment obtained in a foreign court if (i) the judgment is contrary to any principle affecting public order, as such term is interpreted under Mauritian law, (ii) the judgment was obtained by fraud or in a manner contrary to the principles of natural justice, including in respect of procedure, or (iii) the judgment is for a claim that under Mauritian law would be characterised as based on a tax or as being expropriatory, penal or contrary to any other public law.

In addition, the Supreme Court has discretion to stay or decline to hear an action on the foreign judgment if the foreign judgment is under appeal or there is another subsisting judgment in any jurisdiction relating to the same cause of action as the foreign judgment.

IMPORTANT NUMERICAL AND OTHER INFORMATION

PRESENTATION OF NUMERICAL INFORMATION

Certain numerical information presented in this Circular, including in a number of tables, has been rounded to the nearest whole number or the nearest decimal place. Therefore, when presented in a table, the sum of the numbers in a column may not conform exactly to the total figure given for that column. In addition, certain percentages presented in the tables in this Circular reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

CERTAIN FORWARD-LOOKING STATEMENTS

The "*Definitions and interpretations*" commencing on page 12 of this Circular apply, *mutatis mutandis*, to this section.

This Circular includes certain "*forward-looking statements*" that reflect the current views or expectations of the Directors with respect to future events and future financial and operational performance. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: the economic outlook for the industries in which ARC Investments invests; use of the proceeds of the Rights Offer; ARC Investments' ability to implement its strategy; the competitive environments in which ARC Investments invests; trends in the industries and markets in which ARC Investments operates; future operating results, growth prospects and outlook for the investments of ARC Investments, individually or in the aggregate; and ARC Investments' liquidity and available resources and expenditure. Such forward-looking statements generally reflect ARC Investments' current plans, estimates, projections and expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as "*believe*", "*aim*", "*expect*", "*anticipate*", "*intend*", "*foresee*", "*forecast*", "*likely*", "*should*", "*planned*", "*may*", "*estimated*", "*potential*" or similar words and phrases. Similarly, statements that describe ARC Investments' objectives, plans or goals are or may be forward-looking statements. Forward-looking statements are included in,

among other sections, "*Rationale for the Rights Offer and Use of Proceeds*" and, "*History and nature of business, strategy and prospects of ARC Investments and overview of investment portfolio*" and specifically include statements on the Rights Offer.

Although the Directors believe that the expectations reflected in these and other forward-looking statements are reasonable, no assurances can be given that such expectations will materialise or prove to be correct. These forward-looking statements are based on various estimates and/or assumptions subject to known and unknown risks, uncertainties and other factors that may cause future events or ARC Investments' actual results, performance or achievements to differ materially from those expressed or implied by these forward-looking statements. Consequently Shareholders are cautioned not to place undue reliance on any forward-looking statements.

Qualifying Shareholders should review all information included in this Circular carefully. The forward-looking statements included in this Circular are made only as of the date of this Circular. ARC Investments undertakes no obligation to update these statements or to update these publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the Last Practicable Date or to reflect the occurrence of future events, other than as required by applicable laws or regulations. All subsequent written and oral forward-looking statements attributable to ARC Investments or any person acting on its behalf are qualified by the cautionary statements above.

Any forward looking statements have not been reviewed nor reported on by the Company's external auditors.

CORPORATE INFORMATION AND ADVISORS

<p>Directors of ARC Investments Non-Executive Mark Cyril Olivier* (Chairperson) Clive Msipha* Anil Currimjee* Deans Tommy Lo Seen Chong* (resigned on 13 September 2020) Renosi Mokate* Mmamodiane Refiloe Nkadimeng Smitha Algoo-Bissonauth* (appointed on 14 September 2020) <i>*Independent</i></p>	<p>Registered office and business address of ARC Investments Level 3 Alexander House 35 Cybercity Ebène 72201 Mauritius (Level 3, Alexander House, 35 Cybercity, Ebène, 72201, Mauritius)</p> <p><i>Registered and incorporated as a private company in Mauritius on 30 June 2017 and converted to a public company on 2 August 2017.</i></p>
<p>Company Secretary Intercontinental Trust Limited (Company number: C23546) Level 3 Alexander House 35 Cybercity Ebène 72201 Mauritius (Level 3, Alexander House, 35 Cybercity, Ebène, 72201, Mauritius)</p>	<p>Legal adviser as to Mauritian law BLC Robert & Associates 2nd Floor The Axis 26 Cybercity Ebène 72201 Mauritius (2nd Floor, The Axis, 26 Cybercity, Ebène, 72201, Mauritius)</p>
<p>Transaction Sponsor Deloitte & Touche Sponsor Services Proprietary Limited (Registration Number 1996/000034/07) Deloitte Place 5 Magwa Crescent Waterfall City Midrand Johannesburg 2090 South Africa (Private Bag X6, Gallo Manor, 2052, South Africa)</p>	<p>Corporate Advisor Deloitte Capital (Pty) Limited (Registration Number 2010/009339/07) Deloitte Place 5 Magwa Crescent Waterfall City Midrand Johannesburg 2090 South Africa (Private Bag X6, Gallo Manor, 2052, South Africa)</p>
<p>Transfer Secretaries Computershare Investor Services Proprietary Limited (Registration number: 2004/003647/07) Rosebank Towers 15 Biermann Avenue Rosebank 2196 South Africa (Private Bag X9000, Saxonwold, 2132, South Africa)</p>	<p>Legal adviser as to South African law Webber Wentzel 90 Rivonia Road Sandton 2196 South Africa (PO Box 61771, Marshalltown, 2107, South Africa)</p>

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ACTION REQUIRED BY QUALIFYING SHAREHOLDERS

The “Definitions and interpretations” commencing on page 12 of this Circular apply, *mutatis mutandis*, to this section.

ACTION REQUIRED OF QUALIFYING DEMATERIALISED SHAREHOLDERS

If you are a Qualifying Dematerialised Shareholder, your CSDP or Broker will credit your account with the number of Letters of Allocation to which you are entitled and you should receive notification from your CSDP or Broker in this regard. If your CSDP or Broker does not contact you, you should contact your CSDP or Broker and provide them with your instructions.

If you do not wish to exercise your Rights to subscribe for all of the Rights Offer Shares to which you are entitled, your Rights not taken up will lapse.

If you wish to subscribe for all or part of your Rights Offer Shares to which you are entitled, you are required to instruct your CSDP or Broker as to the number of Rights Offer Shares for which you wish to subscribe.

Excess applications will not be allowed.

CSDPs effect payment on a delivery versus payment basis.

Instructions to your CSDP or Broker must be provided in the manner and time stipulated in the custody agreement governing the relationship between yourself and your CSDP or Broker. If your CSDP or Broker does not obtain instructions from you, they are obliged to act in terms of the mandate granted to them by you or, if the mandate is silent in this regard, your Rights may lapse.

ARC Investments does not take any responsibility nor will it be held liable for any failure on the part of any CSDP or Broker to notify you of the Rights Offer and/or to obtain instructions from you to subscribe for the Rights Offer Shares allocated to you.

Qualifying Shareholders are advised to contact their CSDP or Broker as early as possible to establish what the cut-off dates and times are for acceptance of the Rights Offer, as set out in the custody agreement governing the relationship between them and their CSDP or Broker, as this may be earlier than the proposed closing time of the Rights Offer.

ACTION REQUIRED OF QUALIFYING CERTIFICATED SHAREHOLDERS

If you are a Qualifying Certificated Shareholder, you should complete the Form of Instruction enclosed with this Circular.

If you do not wish to subscribe for all of your Rights Offer Shares to which you are entitled under the Letters of Allocation, as reflected in the Form of Instruction, your Rights not taken up will lapse.

If you are a Qualifying Certificated Shareholder and wish to exercise all or some of the Rights allocated to you, as reflected in the enclosed Form of Instruction, you must complete the first page of the Form of Instruction, in accordance with the instructions contained therein and lodge it, together with payment or proof of payment, of the aggregate Rights Offer Price payable in respect of the Rights Offer Shares subscribed for with the Transfer Secretaries so as to be received by the Transfer Secretaries by no later than 12:00 (SAST) on Friday, 2 October 2020.

Payment for the Rights Offer Shares subscribed for: (i) must be made in full by a bank-guaranteed cheque drawn on a South African bank or banker's draft drawn on a registered commercial bank (each of which should be crossed and marked “not transferable”, and in the case of a cheque with the words “or bearer” deleted), or EFT without any deduction, set off or withholding (into the designated bank account, details of which are available from the Transfer Secretaries on request by contacting the Transfer Secretaries' call centre on +27 11 370 5000 and, in South Africa only, 086 1100 634, calls will be charged at the standard geographic rate and will vary by provider; (ii) must be paid in Rand; and (iii) if made by bank-guaranteed cheque, banker's draft or EFT, such bank-guaranteed cheque, banker's draft or proof of payment by EFT must be lodged, posted, emailed, as the case may be, together with the completed Form of Instruction, as follows:

By hand to:

African Rainbow Capital Investments Limited – Rights Offer
c/o Computershare Investor Services Proprietary Limited Rosebank Towers
15 Biermann Avenue, Rosebank, Johannesburg, 2196
(Telephone +27 11 370 5000 and, in South Africa only, 086 1100 634, calls will be charged at the standard geographic rate and will vary by provider)

By post to:

African Rainbow Capital Investments Limited – Rights Offer
c/o Computershare Investor Services Proprietary Limited
(PO Box 61763, Marshalltown, 2107)
(Telephone +27 11 370 5000 and, in South Africa only, 086 1100 634, calls will be charged at the standard geographic rate and will vary by provider)

By email to: corporate.events@computershare.co.za

The Transfer Secretaries will not be responsible for any loss and/or damage whatsoever in relation to or arising from the late or non-receipt of emailed Forms of Instruction or owing to Forms of Instruction being forwarded to any other email address other than that provided above. Notwithstanding anything to the contrary, it is the Qualifying Certificated Shareholder's responsibility to ensure that its Form of Instruction is received by the Transfer Secretaries.

Excess applications will not be allowed.

If the required documentation and payment have not been received in accordance with the instructions contained in the enclosed Form of Instruction, from the Qualifying Certificated Shareholder, by 12:00 (SAST) on Friday, 2 October 2020, then the Rights of that Qualifying Certificated Shareholder to those unsubscribed Rights Offer Shares will be deemed to have been declined and the Rights will lapse for such Qualifying Certificated Shareholder.

FOREIGN SHAREHOLDERS AND RESTRICTED SHAREHOLDERS

Additional information for Foreign Shareholders is provided in paragraph 14 "*Foreign Shareholders*" commencing on page 21 of this Circular. The attention of Foreign Shareholders who are Restricted Shareholders is drawn to paragraph 16 "*Representations and Warranties*" commencing on page 23 of this Circular.

ACTION REQUIRED IF YOU HAVE DISPOSED OF YOUR ORDINARY SHARES

If you have disposed of all of your Ordinary Shares on or before, Monday, 21 September 2020, this Circular should be forwarded to the purchaser to whom, or the CSDP, Broker, banker or agent through whom, you disposed of such shares, but not if the purchaser or transferee is in the United States or in any other Restricted Territory.

NOTE:

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

If you are a Qualifying Dematerialised Shareholder, ARC Investments does not accept any responsibility nor will it be held liable for any failure on the part of your CSDP or Broker to notify you of the Rights Offer and/or to obtain instructions from you to subscribe for the Rights Offer Shares allocated to you.

DEFINITIONS AND INTERPRETATIONS

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

“Authorised Dealer”	a person that has been appointed to act as an authorised dealer in foreign exchange in terms of the Exchange Control Regulations. Investec Bank Limited is the appointed authorised dealer for Strate purposes;
“ARC”	African Rainbow Capital Proprietary Limited, a company incorporated in accordance with the laws of South Africa with registration number: 2015/000394/07, which currently holds c.51% of the Ordinary Shares. See Annexure D for the group structure organogram;
“ARC Fund”	an en commandite partnership established in South Africa and governed by the Partnership Agreement. ARC Investments is the limited partner in the ARC Fund, with the partnership managed and controlled by the General Partner. See Annexure D for the group structure organogram;
“ARC Fund Investment”	the investment in the ARC Fund by ARC Investments as the Limited Partner;
“ARC FinHoldCo”	African Rainbow Capital Financial Services Holdings Proprietary Limited, a company incorporated in accordance with the laws of South Africa with registration number: 2017/098058/07, an investment holding company in which the ARC Fund holds 49.9% interest and ARC holds the other 50.1% interest. See Annexure D for the group structure organogram;
“ARC Group”	UBI, ARC and all other direct and indirect subsidiaries of UBI from time to time;
“ARC Investments” or “the Company”	African Rainbow Capital Investments Limited, a company incorporated in accordance with the laws of Mauritius with company number: C148430 and holding a Category One Global Business Licence issued by the FSC;
“A2X”	A2X Markets a company incorporated in accordance with the laws of South Africa with registration number: 2014/147138/07 and licensed as an exchange under the Financial Markets Act;
“A2X Listing Requirements”	the listing requirements of A2X;
“A2X News Service”	the Stock Exchange News Service of A2X;
“B-BBEE”	Broad-Based Black Economic Empowerment;
“B-BBEE Act”	the South African Broad-Based Black Economic Empowerment Act, 53 of 2003, as amended;
“B-BBEE Codes”	the South African Codes of Good Practice on Broad-Based Black Economic Empowerment issued under the B-BBEE Act from time to time;
“Board” or “Directors”	the board of directors of ARC Investments, which, as at the Last Practicable Date, comprised the persons whose names appear in the “ <i>Corporate information and advisors</i> ” section of this Circular;
“Broker”	any person registered as a broking member (equities) in terms of the rules of the JSE and A2X made in accordance with the provisions of the Financial Markets Act;
“B Share”	the B shares of no par value in the share capital of ARC Investments;
“Certificated Shareholder”	holders of Certificated Shares;
“Certificated Shares”	Ordinary Shares that have not been Dematerialised, the title to which is represented by a share certificate or other Document of Title;
“CIPC”	the Companies and Intellectual Property Commission in South Africa;
“Circular”	this document, dated Monday, 21 September 2020, including any annexes hereto;
“Common Monetary Area”	collectively, South Africa, the Republic of Namibia and the Kingdoms of Lesotho and eSwatini;
“Constitution”	the constitution of ARC Investments, being the governing document of ARC Investments;
“Corporate Advisor”	Deloitte Capital Proprietary Limited, a company incorporated in accordance with the laws of South Africa, with registration number: 2010/009339/07;
“COVID-19”	Coronavirus disease 2019;
“CSDP”	a central securities depository participant, being a “participant” as defined in section 1 of the Financial Markets Act, appointed by a shareholder to hold and administer securities or an interest in securities on behalf of a shareholder;
“C Share”	the C shares of no par value in the share capital of ARC Investments;
“Dematerialisation”	the process by which Certificated Shares are converted to electronic form as uncertificated securities and recorded in a sub-register of securities holders maintained by a CSDP, after the Documents of Title have been validated or cancelled by the Transfer Secretaries and captured onto the Strate System by the selected CSDP or Broker;
“Dematerialised Shares”	Ordinary Shares that have been through the Dematerialisation process;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts, or any other documents of title to Ordinary Shares;
“EEA”	European Economic Area;
“Exchange Control Regulations”	the Exchange Control Regulations, 1961, as amended, promulgated in terms of section 9 of the South African Currency and Exchanges Act, 9 of 1933, as amended;
“FAIS Act”	the South African Financial Advisory and Intermediary Services Act, 37 of 2002, as amended;

“Financial Markets Act”	the South African Financial Markets Act, 19 of 2012, as amended;
“FinSurv”	the Financial Surveillance Department of the SARB;
“Foreign Shareholder”	a Shareholder resident in, or that is a citizen of, a jurisdiction outside South Africa;
“Form of Instruction”	a printed, personalised form of instruction in respect of Letters of Allocation reflecting the Rights of Qualifying Certificated Shareholders and on which Qualifying Certificated Shareholders are entitled to indicate whether they wish to exercise their Rights;
“FSC”	the Financial Services Commission of Mauritius;
“Fund Management Fee”	in relation to the ARC Fund, the management fee payable by the ARC Fund to the General Partner in terms of the Partnership Agreement, as set out in the Pre-listing Statement;
“General Partner”	the general partner of the ARC Fund being UBI General Partner Proprietary Limited, a company incorporated in accordance with the laws of South Africa with registration number: 2016/224437/07. See Annexure D for the group structure organogram;
“Investment Services Agreement”	the investment services agreement entered into between ARC and the General Partner on 14 August 2017;
“Investment Services Fee”	the fee payable in terms of the Investment Services Agreement;
“Irrevocable Subscription Commitment”	the written irrevocable undertaking entered into between ARC Investments and ARC dated 7 September 2020 in terms of which ARC has irrevocably undertaken to follow all the Rights allocated to it;
“JSE” or “JSE Limited”	JSE Limited, a public company incorporated in accordance with the laws of South Africa with registration number: 2005/022939/06 and which is licensed to operate an exchange in terms of the Financial Markets Act;
“JSE Listings Requirements”	the listings requirements of the JSE applicable to issuers with equity admitted to listing and trading on the Main Board of the JSE, as amended;
“Last Practicable Date”	Thursday, 3 September 2020, being the last practicable date prior to the finalisation of this Circular;
“Letter of Allocation”	a pro rata non-renounceable (nil paid) letter of allocation issued by ARC Investments to Qualifying Shareholders, conferring a Right on the holder thereof;
“Limited Partner”	the commanditarian partner of the ARC Fund;
“Mauritian Companies Act”	the Mauritius Companies Act, 15 of 2001, as amended;
“Mauritius”	the Republic of Mauritius;
“National Lockdown”	the national lockdown declared by the South African Minister of Cooperative Governance and Traditional Affairs from 23h59 on 26 March 2020 to 15 October 2020, as may be extended from time to time, implementing, <i>inter alia</i> , various restrictions on economic activity for purposes of managing the spread of COVID-19, as contemplated in regulations published in terms of section 27(5)(c) read with section 27(1) of the Disaster Management Act, 7 of 2002;
“Order”	Article 19(5) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005;
“Ordinary Shares”	ordinary shares of no par value in the share capital of ARC Investments;
“Partnership Agreement”	the partnership agreement establishing and governing the ARC Fund, as amended;
“Performance Participation”	the performance participation for the Performance Period (as defined in the Pre-Listing statement) calculated in accordance with the terms of the C Shares as set out in the “Performance Participation” paragraph of the Pre-Listing Statement;
“Pre-Listing Statement”	the ARC Investments pre-listing statement dated 28 August 2017;
“Prospectus Regulation”	Regulation (EU) 2017/1129 of the European Parliament and of the Council of the European Union of 14 June 2017;
“Qualifying Certificated Shareholder”	a Qualifying Shareholder who holds Certificated Shares;
“Qualifying Dematerialised Shareholder”	a Qualifying Shareholder who holds Dematerialised Shares;
“Qualified Investors”	persons in member states of the EEA who are “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation;
“Qualifying Shareholder”	a holder of Ordinary Shares registered as such on the Register on the Record Date (excluding Restricted Shareholders);
“Rain”	Rain Group Holdings Proprietary Limited (formerly Multisource Telecoms Proprietary Limited), a company incorporated in accordance with the laws of South Africa with registration number: 1947/024435/07;
“Rand” or “R” or “Cents”	South African Rand and cents, the official currency of South Africa;
“Ratio of Entitlement”	the ratio on the basis of which the Rights Offer will be made, being 26.09711 Rights Offer Shares for every 100 Ordinary Shares held as at the Record Date by Qualifying Shareholders and/or such proportionate lower number of Rights Offer Shares in respect of a holding of less than 100 Ordinary Shares, as outlined in Annexure A to this Circular;
“Record Date”	means the last time and date for Shareholders to be recorded in the Register in order to participate in the Rights Offer, being 17:00 (SAST) on Friday, 25 September 2020;
“Register”	the register of Shareholders maintained by the Transfer Secretaries;
“Regulation S”	Regulation S under the US Securities Act;
“Relevant Member State”	each member state of the EEA;

"Relevant Persons"	(i) persons who are outside the United Kingdom; or (ii) investment professionals falling within Article 19(5) of the Order; or (iii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iv) persons to whom the Rights Offer may otherwise lawfully be communicated;
"Remaining Shares"	any Rights Offer Shares not subscribed and paid for by Qualifying Shareholders in accordance with their Rights;
"Restricted Shareholders"	Shareholders on the Record Date with a registered address or who are resident or located in any Restricted Territory (subject to certain exceptions outlined at paragraphs 14 " <i>Foreign Shareholders</i> " and 16 " <i>Representations and Warranties</i> ");
"Restricted Territory"	subject to certain exceptions, the United States, Australia, Canada, Hong Kong, Japan and any other jurisdiction where the extension or making of the Rights Offer would be unlawful or in contravention of certain laws or regulations;
"Rights"	the right/s to subscribe for Rights Offer Shares at the Rights Offer Price pursuant to the Rights Offer under the Letter/s of Allocation in accordance with the Ratio of Entitlement;
"Rights Offer Price"	the subscription price payable by Qualifying Shareholders per Rights Offer Share, being R2.75, pursuant to the Rights Offer;
"Rights Offer Shares"	272 727 273 new Ordinary Shares to be issued by ARC Investments pursuant to the Rights Offer;
"Rights Offer"	the fully committed and underwritten pro rata non-renounceable offer to Qualifying Shareholders on the Record Date to subscribe for the Rights Offer Shares at the Rights Offer Price in the Ratio of Entitlement to raise in aggregate R750 million;
"SARB"	the South African Reserve Bank;
"SAST"	South African Standard Time;
"SENS"	the Stock Exchange News Service of the JSE;
"Shareholder"	a registered holder of Ordinary Shares;
"South Africa"	the Republic of South Africa;
"South African Companies Act"	the South African Companies Act, 71 of 2008, as amended;
"Strate System"	the electronic clearing and settlement system for transactions that take place on the JSE and A2X as well as off-market trades, managed by Strate Proprietary Limited, a private company incorporated in accordance with the laws of South Africa with registration number: 1998/022242/07 and which is a registered central securities depository in terms of the Financial Markets Act;
"Transfer Secretaries"	Computershare Investor Services Proprietary Limited, the transfer secretaries of ARC Investments, which is a private company incorporated in accordance with the laws of South Africa, with registration number: 2004/003647/07;
"Transaction Sponsor"	Deloitte & Touche Sponsor Services Proprietary Limited, a company incorporated in accordance with the laws of South Africa, with registration number: 1996/000034/07;
"UBI"	Ubuntu-Botho Investments Proprietary Limited, a company incorporated in accordance with the laws of South Africa with registration number: 2004/002569/07, which is the sole shareholder of ARC. See Annexure D for the group structure organogram;
"UBI Group"	UBI and its direct and indirect subsidiaries, from time to time;
"Underwriter"	ARC;
"Underwriting Agreement"	the agreement entered into between ARC Investments and the Underwriter dated 7 September 2020, pursuant to which the Underwriter has agreed to underwrite the Rights Offer;
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland;
"United States" or "US"	the United States of America, its territories and possessions, any state of the United States and the District of Columbia;
"US Securities Act"	the US Securities Act of 1933, as amended;
"VAT"	value added tax; and
"VWAP"	volume weighted average price.

SALIENT DATES AND TIMES

	Date 2020
Declaration announcement released on SENS and the A2X News Service on	Tuesday, 15 September
Declaration Rights Offer announcement released on website of ARC Investments	Tuesday, 15 September
Declaration Rights Offer announcement notified to the FSC	Tuesday, 15 September
Declaration Rights Offer announcement published in the press	Wednesday, 16 September
Finalisation announcement released by 11:00 (SAST) on SENS and the A2X News Service on	Thursday, 17 September
Finalisation Rights Offer announcement released on website of ARC Investments	Thursday, 17 September
Finalisation Rights Offer announcement notified to the FSC	Friday, 18 September
Finalisation Rights Offer announcement published in the press	Friday, 18 September
Circular and Form of Instruction made available on ARC Investments' website	Monday, 21 September
Last day to trade in Ordinary Shares in order to qualify to participate in the Rights Offer (cum Rights)	Monday, 21 September
Shares trade "ex" the Rights Offer (Nil paid letters of allocation will be listed and suspended from trading under the JSE and A2X code: ALLN and ISIN: MU0553S00026)	Tuesday, 22 September
Circular and Form of Instruction distributed/posted to Qualifying Certificated Shareholders on (to the extent applicable)	Friday, 25 September
Record Date for the Rights Offer, at the close of business on	Friday, 25 September
Rights Offer opens at 09:00 (SAST) on	Monday, 28 September
Circular and Form of Instruction emailed/posted to Dematerialised Shareholders	Monday, 28 September
CSDP or Broker accounts of Qualifying Dematerialised Shareholders credited with Letters of Allocation at 09:00 (SAST) on	Monday, 28 September
In respect of Qualifying Certificated Shareholders, Letters of Allocation credited to an electronic account held with the Transfer Secretaries at 09:00 (SAST) on	Monday, 28 September
Earliest date for last day to trade in respect of the take-up (no trading permitted, for processing purposes only)	Tuesday, 29 September
Record date for take-up. Rights Offer closes. Payment to be made by Certificated Shareholders	Friday, 2 October
Listing and issue of Rights Offer Shares on the JSE and A2X commences at 09:00 (SAST) on	Monday, 5 October
Payment to be made by Dematerialised Shareholders. In respect of Qualifying Dematerialised Shareholders who exercise their Rights, CSDP or Broker accounts debited with the aggregate Rights Offer Price and updated with Rights Offer Shares at 09:00 (SAST) on	
In respect of Qualifying Certificated Shareholders who exercise their Rights, share certificates posted by registered post on or about	
Results of the Rights Offer announced on SENS and the A2X News Service on	
Notification to the FSC of the results of the Rights Offer	Tuesday, 6 October

Notes:

1. CSDPs effect payment on a delivery versus payment basis in respect of the Rights Offer Shares.
2. Qualifying Dematerialised Shareholders are required to inform their CSDP or Broker of their instructions in terms of the Rights Offer in the manner and time stipulated in the custody agreement governing the relationship between the Qualifying Dematerialised Shareholder and their CSDP or Broker. Qualifying Dematerialised Shareholders are advised to contact their CSDP or Broker as early as possible to establish what the cut-off dates and times are for acceptance of the Rights Offer, as set out in the custody agreement, as this may be earlier than the proposed closing time of the Rights Offer.
3. All of the above salient dates and times have been determined based on certain assumptions in relation to the Rights Offer and are subject to change. Shareholders will be notified of any amendments to these salient dates and times on SENS and the A2X News Service.
4. ARC Investments shall inform the FSC of the results of the Rights Offer by no later than Tuesday, 6 October 2020, in accordance with applicable Mauritian law.
5. The Rights Offer opens at 09:00 (SAST) on Monday, 28 September 2020, which is the date on which the Letters of Allocation are automatically credited into the relevant CSDP or Broker accounts of Qualifying Dematerialised Shareholders. Qualifying Dematerialised Shareholders are advised to contact their CSDP or Broker as early as possible to establish what the cut-off dates and times are for acceptance of the Rights Offer, as set out in the custody agreement, as this may be earlier than the proposed closing time of the Rights Offer.
6. Certificated Shareholders must follow the instructions in the Form of Instruction if they want to participate in the Rights Offer and are also referred to page 19 of this Circular for information and action required to be taken by them.
7. Share certificates may not be Dematerialised or rematerialised between Tuesday, 22 September 2020 and Friday, 25 September 2020, both days inclusive.

SALIENT TERMS OF THE RIGHTS OFFER

Issuer	ARC Investments.
Offer	Non-renounceable Rights Offer of 272 727 273 Rights Offer Shares to Qualifying Shareholders in terms of the Ratio of Entitlement. The Rights Offer is non-renounceable and will only be open to Shareholders registered as such at the Record Date. This means that existing Shareholders will not be able to renounce their entitlement to receive Rights Offer Shares in favour of any other person/party, nor dispose of or trade in their Letters of Allocation.
Opening of Rights Offer	The Rights Offer will open for JSE and A2X purposes at 09:00 (SAST), on Monday, 28 September 2020.
Closing of Rights Offer	The Rights Offer will close at 12:00 (SAST), on Friday, 2 October 2020.
Rights Offer Share Price	R2.75 per Rights Offer Share.
Underwritten and committed amount	R750 million.
Excess applications	Not allowed.
Underwriting and commitment fees	Nil.
Amount to be raised	R750 million, less expenses of c.R3.5 million.
Net proceeds to be invested in the ARC Fund	c.R746.5 million after expenses of c.R3.5 million.
Purpose of the Rights Offer	To provide ARC Investments with additional funds to invest in the ARC Fund.
Number of issued ordinary shares on the date of the Circular	1 045 047 714.
Rights Offer Shares as % of number of issued Ordinary Shares before the Rights Offer	26.09711.
Number of issued Ordinary Shares after the Rights Offer	1 317 774 987.
Issue date of Rights Offer Shares	The Rights Offer Shares will be issued on Monday, 5 October 2020.
Listing of Rights Offer Shares	The Rights Offer Shares will be listed and commence trading on the JSE and A2X from 09:00 (SAST) on Monday, 5 October 2020.
Payment terms	The Rights Offer Price for the Rights Offer Shares is payable by the CSDPs or Brokers of Qualifying Dematerialised Shareholders on a delivery versus payment basis on Monday, 5 October 2020. Payment terms for Qualifying Certificated Shareholders are set out in paragraph 13 of this Circular.
Underwriter	ARC.



African Rainbow Capital Investments Limited
(Incorporated in the Republic of Mauritius)
(Company number: C148430)
JSE and A2X code: AIL ISIN: MU0553500000
("ARC Investments" or "the Company")

Directors of ARC Investments
Non-Executive

Mark Cyril Olivier* (Chairperson)	Renosi Mokate*
Clive Msipha*	Mmamodiane Refiloe Nkadameng
Anil Currimjee*	Smitha Algoo-Bissonauth* (appointed on 14 September 2020)
Deans Tommy Lo Seen Chong (resigned 13 September 2020)*	*Independent

RIGHTS OFFER CIRCULAR TO SHAREHOLDERS

1. INTRODUCTION

- 1.1 Shareholders are referred to the declaration announcement released by ARC Investments on SENS and the A2X News Service on Tuesday, 15 September 2020 relating to the proposed pro rata non-renounceable Rights Offer to be undertaken by ARC Investments to raise R750 million and the finalisation announcement released by ARC Investments on SENS and the A2X News Service on Thursday, 17 September 2020 setting out further details of the Rights Offer.
- 1.2 Under the Rights Offer, Qualifying Shareholders will receive 26.09711 Rights for every 100 Ordinary Shares held on the Record Date and/or such proportionate lower number of Rights in respect of a holding of less than 100 Ordinary Shares held on the Record Date on the basis outlined in the Table of Entitlement in Annexure A of this Circular. Each Right, represented by a Letter of Allocation, entitles a holder to a pro rata non-renounceable right to subscribe for one new Ordinary Share at the Rights Offer Price.
- 1.3 The Issuer Regulation Division of the JSE Limited and A2X have approved the admission to listing of all the Rights Offer Shares on the JSE and A2X.
- 1.4 The purpose of this Circular is to advise Qualifying Shareholders of the terms and conditions of the Rights Offer in order to make an informed decision in relation to the Rights Offer and to provide Qualifying Shareholders with instructions on how to participate in the Rights Offer.

2. RATIONALE FOR THE RIGHTS OFFER AND USE OF PROCEEDS

- 2.1 The purpose of the Rights Offer is to raise additional capital for ARC Investments to invest in the ARC Fund for use in its existing portfolio companies as well as for future acquisition opportunities, and for purposes of settling the outstanding Fund Management Fee as contemplated in paragraph 3.7 below.
- 2.2 The ARC Fund will continue to invest in terms of its investment strategy and mandate, focusing on the following:
 - 2.2.1 to assist successful investee companies to leverage their current situation, similar to the recent opportunity when additional capital and funding enabled Rain Group Holdings (Pty) Ltd to fast-track its development, as well as the various ARCH Emerging Market Funds, in which ARC Fund is an investor, that are gaining traction, and if opportune, increase its interest in such companies and existing investments;
 - 2.2.2 continue to fund its proportional (49.9%) share of the funding required by ARC FinHoldCo to expand its financial services portfolio. The most significant investment in the short term will be the 25% acquisition of Sanlam Limited's third-party asset management businesses which has recently been announced; and
 - 2.2.3 entirely new investment opportunities.
- 2.3 The additional capital, after expenses of the Rights Offer of approximately ZAR3.5 million, is expected to be sufficient to meet the medium-term funding requirements of the ARC Fund, considering that a number of the early life cycle companies are maturing and that the combined portfolio is expected to become more cash generative during the next twenty-four months. In addition, the ARC Fund as part of its investment strategy will take advantage of opportunities to monetise some of its investments through partial or total disposal.

3. TERMS OF THE RIGHTS OFFER

- 3.1 ARC Investments hereby offers a total of 272 727 273 Rights Offer Shares for subscription to Qualifying Shareholders at the Rights Offer Price, upon the terms and conditions set out in this Circular and, insofar as Qualifying Certificated Shareholders are concerned, also as set out in the Form of Instruction. The Rights Offer is made by way of the issue of pro rata non-renounceable

Rights to Qualifying Shareholders in terms of the Letters of Allocation, which will give holders the right to subscribe for Rights Offer Shares at the Rights Offer Price of R2.75 per Rights Offer Share in accordance with the Ratio of Entitlement. The Rights Offer Price represents a discount of 5.4% to the 30 trading days' VWAP of Ordinary Shares on the Last Practicable Date.

- 3.2 ARC Investments intends to raise R750 million less expenses of c.R3.5 million in terms of the Rights Offer.
- 3.3 ARC has provided the Company with an Irrevocable Subscription Commitment to subscribe for in aggregate 139 318 552 Rights Offer Shares and the balance of 133 408 721 Rights Offer Shares have been fully underwritten by ARC as detailed in paragraph 7 "Subscription and Underwriting Undertakings". ARC, through its dual roles, is therefore fully supporting the Rights Offer.
- 3.4 Excess applications will not be allowed.
- 3.5 The Rights Offer Shares will, upon allotment and issue, rank *pari passu* with all other issued Ordinary Shares and shall be fully paid up and freely transferable.
- 3.6 No securities are offered as a preferential right to any person under the Rights Offer, other than as contemplated in the terms and conditions of the Rights Offer as set out in this Circular.
- 3.7 Set-off of outstanding Fund Management Fee
 - 3.7.1 In terms of the Partnership Agreement the ARC Fund is required to pay the General Partner a Fund Management Fee on a quarterly basis. If the Fund Management Fee is not paid on due date, it accrues interest at the prime rate plus 5%. In terms of the Investment Services Agreement between ARC and the General Partner, the General Partner is required to pay an Investment Services Fee to ARC on a quarterly basis in an amount equal to 95% of the amount of the Fund Management Fee.
 - 3.7.2 Since July 2019 ARC Fund has, with the consent of the General Partner, utilised the entire amount of the capital contributions made to the ARC Fund by ARC Investments and the General Partner to pursue its investment objective. The Fund Management Fee has therefore accrued since July 2019 without being paid.
 - 3.7.3 The amount of the Fund Management Fee which had accrued as at the end of June 2020, being the last quarter prior to the date of the Circular, is R205 655 795, including VAT but excluding interest. The Investment Services Fee has likewise accrued but not been paid.
 - 3.7.4 The General Partner has agreed to waive all accrued interest on the outstanding Fund Management Fee provided that it is settled at the time of the Rights Offer.
 - 3.7.5 ARC Investments, the ARC Fund, the General Partner and ARC have therefore agreed to settle the outstanding Fund Management Fee and Investment Services Fee pursuant to the implementation of the Rights Offer. The Board has determined that the most commercially advantageous manner to do so is for ARC Fund to settle 95% of the outstanding Fund Management Fee and the General Partner to settle 100% of the outstanding Investment Services Fee without requiring a flow of funds, in accordance with the following steps:
 - 3.7.5.1 step 1: the General Partner will cede 95% of its claim against the ARC Fund for payment of the outstanding Fund Management Fee to ARC Investments, which will in turn assume the General Partner's obligation to pay the outstanding Investment Services Fee to ARC (in the same amount). The General Partner will retain its claim against ARC Fund for the balance of the Fund Management Fee, in an amount of R10 282 790 including VAT and ARC Investments will acquire:
 - 3.7.5.1.1 a right to claim an amount equal to the amount of the outstanding Investment Services Fee from the ARC Fund; and
 - 3.7.5.1.2 an obligation to pay the outstanding Investment Services Fee to ARC;
 - 3.7.5.2 step 2: when ARC subscribes for its pro rata portion of Rights Offer Shares pursuant to the Rights Offer, as it has undertaken to do in terms of its Irrevocable Subscription Commitment to follow its Rights, that portion of the subscription price for those Rights Offer Shares which equals the amount of the outstanding Investment Services Fee will be paid by way of set-off against ARC Investments' obligation (assumed from the General Partner) to pay the outstanding Investment Services Fee to ARC;
 - 3.7.5.3 step 3: when ARC Investments contributes the net proceeds of the Rights Offer to the ARC Fund as a capital contribution, ARC Investments' claim against the ARC Fund for payment of an amount equal to the portion of the outstanding Fund Management Fee ceded to ARC Investments will be settled by way of the ARC Fund crediting ARC Investments with a capital contribution in that amount;
 - 3.7.5.4 step 4: the General Partner will make a further capital contribution to the ARC Fund to maintain its proportionate 0.05% interest in the ARC Fund; and
 - 3.7.5.5 step 5: ARC Fund will settle the balance of the outstanding Fund Management Fee of R10 282 790 (including VAT) out of the proceeds of the capital contributions made by ARC Investments and the General Partner by paying this amount to the General Partner in cash.

3.7.6 The ARC Fund, the General Partner and ARC have agreed to the above steps and ARC Investments and the General Partner have agreed non-material technical amendments to the Partnership Agreement to permit the Fund Management Fees to be settled and capital contributions to be made in cash or in any other manner agreed by the partners in writing. The JSE has confirmed by way of a ruling given on 27 August 2020 that those amendments are not material and not in conflict with the transaction approved by ARC Investments' shareholder immediately before ARC Investments' listing, and therefore do not require Shareholder approval.

3.8 The Rights Offer is non-renounceable and will only be open to Shareholders registered as such at the Record Date. This means that existing Shareholders will not be able to renounce their entitlement to receive Rights Offer Shares in favour of any other person/party, nor dispose of or trade in their Letters of Allocation.

4. RIGHTS OFFER PERIOD

4.1 The Rights Offer will open, for JSE and A2X purposes, at 09:00 (SAST) on Monday, 28 September 2020 and will close at 12:00 (SAST) on Friday, 2 October 2020. The Rights Offer Shares cannot be traded on the JSE and A2X before 09:00 (SAST), on Monday, 5 October 2020.

5. RIGHTS

5.1 The Rights of each Qualifying Certificated Shareholder are reflected in the appropriate block in the Form of Instruction, which is enclosed with this Circular.

5.2 Qualifying Dematerialised Shareholders will not receive a printed Form of Instruction. Their CSDP or Broker accounts will be credited automatically with their Rights on or about Monday, 28 September 2020.

6. FRACTIONAL ENTITLEMENTS

6.1 Only whole numbers of Rights Offer Shares will be issued to Qualifying Shareholders. The allocation of Rights Offer Shares will be such that Qualifying Shareholders will not be allocated a fraction of a Rights Offer Share and accordingly entitlements to Rights Offer Shares of 0.5 or greater will be rounded up and less than 0.5 will be rounded down to the nearest whole number.

6.2 Qualifying Shareholders holding less than 100 Ordinary Shares (if any), or not a whole multiple of 100 Ordinary Shares, will be entitled, in respect of such holdings, to participate in the Rights Offer in the Ratio of Entitlement in accordance with the Table of Entitlement in Annexure A.

7. SUBSCRIPTION AND UNDERWRITING UNDERTAKINGS

7.1 ARC Investments has obtained the Irrevocable Subscription Commitment from ARC in respect of all of the Ordinary Shares held by it, being 533 846 624 Ordinary Shares as at the Last Practicable Date, representing c. 51.1% of the issued Ordinary Shares. ARC has therefore irrevocably undertaken to follow all the Rights allocated to it in the Rights Offer and to subscribe and make payment of the aggregate price for the resultant number of Rights Offer Shares issued to it in the Rights Offer in accordance with the terms of this Circular.

7.2 No commitment fees are payable.

7.3 The balance of the Rights Offer is fully underwritten by ARC. The Directors have made due and careful enquiry to confirm that ARC is able to meet its commitments in terms of the Rights Offer.

7.4 No underwriting fees are payable.

8. MINIMUM SUBSCRIPTION

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

9. NO EXCESS APPLICATIONS

9.1 Excess applications will not be allowed.

10. PROCEDURES FOR ACCEPTANCE OF RIGHTS

10.1 If you are a Qualifying Certificated Shareholder, and you wish to subscribe for all or part of your Rights Offer Shares to which you are entitled in terms of the enclosed Form of Instruction, you must complete the enclosed Form of Instruction in accordance with the instructions contained therein and return it to the Transfer Secretaries at the addresses set out under the "Action required of Qualifying Shareholders" section of this Circular so as to be received by the Transfer Secretaries by no later than 12:00 (SAST) on Friday, 2 October 2020. Once received by the Transfer Secretaries, the acceptance is irrevocable and may not be withdrawn.

10.2 If payment is not received by or before 12:00 (SAST) on Monday, 5 October 2020, the day of the closing of the Rights Offer, the Qualifying Certificated Shareholder concerned will be deemed to have declined the offer to acquire Rights Offer Shares pursuant to the Rights Offer and the Rights will lapse for such Qualifying Certificated Shareholder.

10.3 Qualifying Certificated Shareholders are advised to take into consideration postal delivery times when posting their Forms of Instruction, as no late postal deliveries will be accepted. Qualifying Certificated Shareholders are advised to, where possible, deliver their completed Forms of Instruction, together with their bank-guaranteed cheques, banker's drafts or proof of payment if by EFT, by hand or by courier.

- 10.4 If you are a Qualifying Dematerialised Shareholder, you will not receive a printed Form of Instruction. You should receive notification from your CSDP or Broker regarding your Letters of Allocation.
- 10.5 If you are a Qualifying Dematerialised Shareholder who wishes to subscribe for the Rights Offer Shares to which you are entitled, you are required to notify your duly appointed CSDP or Broker of your acceptance of the Rights Offer in the manner and time stipulated in the custody agreement governing the relationship between yourself and your CSDP or Broker.
- 10.6 ARC Investments does not take any responsibility and nor will it be held liable for any failure on the part of any CSDP or Broker to notify you of the Rights Offer and/or to obtain instructions from you to subscribe for the Rights Offer Shares.

11. SALE OR RENUNCIATION OF RIGHTS

- 11.1 The Rights Offer is non-renounceable and will only be open to Shareholders registered as such at the Record Date. This means that existing Shareholders will not be able to renounce their entitlement to receive Rights Offer Shares in favour of any other person/party, nor dispose of or trade in their Letters of Allocation.**

12. LAPSE OF RIGHTS

- 12.1 Qualifying Shareholders
- 12.1.1 The Rights of Qualifying Certificated Shareholders who fail to instruct the Transfer Secretaries as to what action they intend to take or fail to comply with the procedures set out in this section entitled "*Particulars of the Rights Offer*" within the timelines stipulated, will lapse and such Qualifying Shareholders will not be entitled to any economic benefit under the terms of the Rights Offer.
- 12.1.2 Qualifying Dematerialised Shareholders who do not subscribe for their entitlement of Rights Offer Shares risk their Rights lapsing if they fail to act in terms of the instructions received from their CSDP or Broker. Should such Rights lapse, they will not be entitled to any economic benefit under the terms of the Rights Offer.
- 12.1.3 None of ARC Investments, any other member of the ARC Investments group, the Transfer Secretaries or any Broker appointed by them will be responsible for any loss or damage whatsoever suffered by such Qualifying Shareholders in relation to the lapsing of their Rights.
- 12.2 Restricted Shareholders
- 12.2.1 Rights represented by Letters of Allocation credited to Restricted Shareholders will not be capable of exercise and will lapse, subject to certain exceptions.

13. PAYMENT

- 13.1 The Rights Offer Price payable by Qualifying Shareholders on acceptance of the Rights Offer is payable in full and in Rand.
- 13.2 Payment by Qualifying Dematerialised Shareholders will be effected on the Qualifying Shareholders' behalf by their CSDP or Broker, in accordance with the custody agreement governing their relationship with their CSDP or Broker. The CSDP or Broker will effect payment on a delivery versus payment basis.
- 13.3 Payment by Qualifying Certificated Shareholders (i) must be made in full by a bank-guaranteed cheque drawn on a South African bank or banker's draft drawn on a registered commercial bank (each of which should be crossed and marked "not transferable" and, in the case of a cheque, with the words "or bearer" deleted), or EFT without any deduction, set off or withholding (into the designated bank account, details of which are available from the Transfer Secretaries on request by contacting the Transfer Secretaries' call centre on +27 11 370 5000 and, in South Africa only, 086 1100 634, calls will be charged at the standard geographic rate and will vary by provider); (ii) must be paid in Rand; and (iii) if made by bank-guaranteed cheque, banker's draft or EFT, such bank-guaranteed cheque, banker's draft or proof of payment by EFT must be lodged, posted, faxed or emailed, as the case may be, together with the completed Form of Instruction, as follows:

By hand to:

African Rainbow Capital Investments Limited – Rights Offer
c/o Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, Johannesburg, 2196
(Telephone +27 11 370 5000 and, in South Africa only, 086 1100 634, calls will be charged at the standard geographic rate and will vary by provider)

By post to:

African Rainbow Capital Investments Limited – Rights Offer
c/o Computershare Investor Services Proprietary Limited
(PO Box 61763, Marshalltown, 2107)
(Telephone +27 11 370 5000 and, in South Africa only, 086 1100 634, calls will be charged at the standard geographic rate and will vary by provider)

By email to: corporate.events@computershare.co.za

No facsimile services are available.

Payment must be received by no later than 12:00 (SAST) on Friday, 2 October 2020.

In the backdrop of the COVID-19 pandemic and subsequent impact in South Africa, as well as the general uncertainty occasioned by this and the related restrictions imposed, or which may be imposed, by the South African Government on movement in South Africa, Qualifying Certificated Shareholders are encouraged to (i) return completed Forms of Instruction to the Transfer Secretaries by e-mail and (ii) to pay for the Rights Offer Shares subscribed for by EFT with the proof of payment returned by e-mail together with the completed Form of Instruction. If Qualifying Certificated Shareholders elect to return completed Forms of Instruction and payment by hand, by courier or by post, Qualifying Certificated Shareholders are encouraged to contact the Transfer Secretaries to confirm receipt thereof.

- 13.4 The Transfer Secretaries will not be responsible for any loss and/or damage whatsoever in relation to or arising from the late or non-receipt of emailed Forms of Instruction or owing to Forms of Instruction being forwarded to any other email address other than that provided above. Notwithstanding anything to the contrary, it is the Qualifying Certificated Shareholder's responsibility to ensure that its Form of Instruction is received by the Transfer Secretaries.
- 13.5 All bank-guaranteed cheques or banker's drafts received by the Transfer Secretaries will be deposited immediately for payment. The payment will constitute an irrevocable acceptance by the Qualifying Certificated Shareholder of the Rights Offer upon the terms and conditions set out in this Circular and in the enclosed Form of Instruction. In the event that any bank-guaranteed cheque or banker's draft is dishonoured, ARC Investments, in its sole discretion, may treat the relevant acceptance as void or may tender delivery of the relevant Rights Offer Shares to which it relates against payment in cash of the subscription price for such Rights Offer Shares.
- 13.6 Money received in respect of an application that is rejected, or which is otherwise not validly received in accordance with the terms stipulated, will be returned by EFT, without interest, in Rand to the applicant concerned, at the applicant's risk, on or about Monday, 5 October 2020. If the applicant concerned gives no bank account information in the enclosed Form of Instruction, then the relevant refund will be held by ARC Investments until collected by the applicant and no interest will accrue to the applicant in respect thereof.

14. FOREIGN SHAREHOLDERS

General

- 14.1 The making or acceptance of the proposed offer of the Letters of Allocation and/or Rights Offer Shares to persons who have registered addresses outside South Africa, or who are resident, or located, in, or citizens of, countries other than South Africa, are subject to the applicable laws or regulations of the relevant jurisdiction. Those persons should consult their professional advisors as to whether they require any governmental or other consent or need to observe any other formalities to enable them to exercise their Rights.
- 14.2 This Circular does not constitute an offer to sell the Letters of Allocation or the Rights Offer Shares to any person in any jurisdiction in which it is unlawful to make such offer to such person, or a solicitation of an offer to buy the Letters of Allocation or the Rights Offer Shares from a person in a jurisdiction in which it is unlawful to make such solicitation.
- 14.3 It is the responsibility of any Shareholder (including, without limitation, custodians, nominees and trustees) outside South Africa wishing to exercise their Rights under the Rights Offer (including a transfer of their Rights) to inform itself about, and observe, the laws and regulations of any relevant territory in connection therewith, including the obtainment of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such territories. This section is intended as a general guide only and any Foreign Shareholder who is in doubt as to its position should immediately consult its professional advisor.
- 14.4 Receipt of this Circular or the crediting of the Letters of Allocation to a CSDP or Broker account will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this Circular must be treated as sent for information purposes only and should not be copied or redistributed.
- 14.5 Letters of Allocation will be provisionally allotted to all Qualifying Shareholders on the Register at the Record Date. However, this Circular will not be sent to Restricted Shareholders, except where ARC Investments is satisfied that such action would not result in contravention of any registration or other legal or regulatory requirement in any jurisdiction.
- 14.6 Although Letters of Allocation may be credited to the CSDP or Broker accounts of Shareholders (that are not Qualifying Shareholders) registered as such on the Record Date: (i) with a registered address, or resident, in one of the Restricted Territories; (ii) in the United States; or (iii) with a registered address, or who hold on behalf of persons located in the United States, or who hold on behalf of any person on a non-discretionary basis who is in the United States, or any state of the United States, such crediting of Letters of Allocation does not constitute an offer to Restricted Shareholders and such Restricted Shareholders will not be entitled to take up Letters of Allocation in the Rights Offer or acquire Rights Offer Shares unless such action would not result in the contravention of any registration or other legal or regulatory requirement in any jurisdiction. See paragraph 12 "*Lapse of Rights—Restricted Shareholders*".
- 14.7 No person receiving a copy of this Circular and/or receiving a credit of a Letter of Allocation to a CSDP or Broker account may treat the same as constituting an invitation or offer to them unless they are a Qualifying Shareholder in the relevant territory, and such an invitation or offer could lawfully be made to them or the Letter of Allocation could lawfully be dealt with without contravention of any registration or other legal or regulatory requirements. In such circumstances, this Circular is to be treated as sent for information purposes only and should not be copied or redistributed. Persons (including, without limitation, custodians, nominees and trustees) receiving a copy of this Circular or whose CSDP or Broker account is credited with Letters of Allocation should not, in connection with the Rights Offer, distribute or send the same or transfer Letters of Allocation in or into any jurisdiction where to do so would or might contravene local securities law or regulation, including, but not limited to, the United States and the other Restricted Territories. If a Form of Instruction is received by any person or a credit of a Letter of Allocation is received by any person in their CSDP or Broker account, in each case in any such territory, or by their agent or nominee, they must not seek to exercise the Rights referred to in this Circular or transfer the Letter of Allocation unless ARC Investments is satisfied that such actions would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, nominees and trustees) who forwards this Circular or transfers a Letter of Allocation into any such territories (whether pursuant to a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this paragraph 14 and paragraph 16 "*Representations and warranties*".

- 14.8 ARC Investments reserves the right to treat as invalid and will not be bound to allot or issue a Letter of Allocation or any Rights Offer Shares in respect of any acceptance or purported acceptance of the offer of Rights Offer Shares which: (i) appears to ARC Investments or its agents to have been executed, effected or dispatched from the United States or any other Restricted Territory; or (ii) purports to exclude the warranties required by paragraph 16 "*Representations and warranties*".
- 14.9 The attention of Foreign Shareholders who are Restricted Shareholders is drawn to this paragraph 14 and to paragraph 16 "*Representations and warranties*".
- 14.10 This Circular has been prepared in accordance with the laws and regulations in Mauritius, to the extent applicable, and the JSE Listings Requirements and A2X Listing Requirements, and not in accordance with, or so as to comply with, the laws and regulations of any other jurisdiction. The information disclosed in this Circular may not be the same as the information that would have been disclosed had this Circular been prepared in accordance with, or so as to comply with, the laws and regulations of any other jurisdiction.
- 14.11 Specific restrictions relating to certain jurisdictions are set out below.

14.12 United Kingdom

This Circular is only being distributed to and is only directed at Relevant Persons. The Rights Offer Shares and Letters of Allocation are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Rights Offer Shares will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this Circular or any of its contents.

14.13 Member States of the EEA

14.13.1 In relation to each Relevant Member State an offer to the public of any Rights Offer Shares or Letters of Allocation contemplated by this Circular may not be made in that Relevant Member State prior to the publication of a prospectus in relation to the Rights Offer Shares or Letters of Allocation which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in the Relevant Member State, all in accordance with the Prospectus Regulation, except that an offer to the public in that Relevant Member State may be made at any time under the following exemptions under the Prospectus Regulation:

- 14.13.1.1 to any legal entity which is a Qualified Investor;
- 14.13.1.2 to fewer than 150 natural or legal persons (other than Qualified Investors); and
- 14.13.1.3 in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Rights Offer Shares or Letters of Allocation shall result in a requirement for the publication by ARC Investments of a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation and each person who initially acquires any Rights Offer Shares or Letters of Allocation or to whom any offer is made will be deemed to have represented, warranted and agreed to and with ARC Investments that it is a Qualified Investor.

14.13.2 For the purposes of this provision, the expression an "offer to the public" in relation to any Rights Offer Shares or Letters of Allocation in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Rights Offer, the Rights Offer Shares and Letters of Allocation to be offered or credited so as to enable an investor to decide to subscribe for or purchase any Rights Offer Shares or Letters of Allocation.

14.13.3 In the case of any Rights Offer Shares or Letters of Allocation being offered or credited to a financial intermediary as that term is used in Article 5 of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, warranted and agreed that it is a Qualified Investor and (a) the Rights Offer Shares or Letters of Allocation acquired by it have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than Qualified Investors; or (b) where Rights Offer Shares or Letters of Allocation have been acquired by it on behalf of persons in any Relevant Member State other than Qualified Investors, the offer of those Rights Offer Shares or Letters of Allocation to it is not treated under the Prospectus Regulation as having been made to such persons. ARC Investments and its affiliates and others will rely upon the truth and accuracy of the foregoing representation, warranty and agreement.

14.14 United States

14.14.1 There will be no public offering of the Letters of Allocation and the Rights Offer Shares in the United States. The Letters of Allocation and the Rights Offer Shares have not been and will not be registered under the US Securities Act or under any securities laws and regulations of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws and regulations of any state or other jurisdiction of the United States.

14.14.2 Accordingly, ARC Investments is not extending the Rights Offer into the United States unless an exemption from the registration requirements of the US Securities Act is available and, subject to certain exceptions, this Circular does not constitute an offer or an invitation to apply for, or an offer or an invitation to acquire Rights Offer Shares in the United States. Subject to certain exceptions, this Circular will not be sent to any Foreign Shareholder in, or with a registered address in, the United States.

14.14.3 Subject to certain exceptions, any person who acquires Letters of Allocation or the Rights Offer Shares will be required to declare, warrant and agree that it is not, and that at the time of acquiring the Rights Offer Shares it will not be, in the United States or acting on behalf of, or for the account or benefit of, a person on a non-discretionary basis in the United States or any state of the United States prior to taking up or transferring Rights in the Rights Offer or acquiring Rights Offer Shares.

14.14.4 In addition, until 40 days after the commencement of the Rights Offer, an offer, sale or transfer of the Rights Offer Shares within the United States by a dealer (whether or not participating in the Rights Offer) may violate the registration requirements of the US Securities Act.

14.14.5 Subject to certain exceptions, Rights represented by Letters of Allocation credited to Shareholders with a registered address or who are resident or located in the United States on the Record Date will lapse unless the Shareholder validly transfers their Letters of Allocation outside the United States in accordance with Rule 903 or Rule 904 of Regulation S prior to Monday, 21 September 2020, which, for the avoidance of doubt, includes transfers over the JSE and A2X, in accordance with applicable laws and regulations.

14.15 Other Restricted Territories

14.15.1 Subject to certain exceptions, the Rights Offer Shares may not be transferred or sold to, or renounced or delivered in, the Restricted Territories. The Letters of Allocation may not be transferred or sold to, or renounced or delivered in, the Restricted Territories.

14.15.2 Subject to certain exceptions, no offer of Rights Offer Shares is being made by virtue of this Circular into the Restricted Territories. No person may forward or otherwise transmit this Circular to any territory other than where it is lawful to make the Rights Offer contemplated in this Circular.

14.15.3 Although Letters of Allocation may be credited to the CSDP or Broker accounts of Qualifying Shareholders with a registered address, or resident, in one of the Restricted Territories, such crediting of Letters of Allocation does not constitute an offer to Restricted Shareholders and such Restricted Shareholders will not be entitled to exercise or transfer Rights in the Rights Offer or acquire Rights Offer Shares in the Rights Offer unless such action would not result in the contravention of any registration or other legal or regulatory requirement in any jurisdiction. See paragraph 12 "*Lapse of Rights—Restricted Shareholders*".

15. REMAINING SHARES

15.1 Remaining Shares (if any) will be subscribed for by the Underwriter. See paragraph 7 "*Subscription and Underwriting Undertakings*".

16. REPRESENTATIONS AND WARRANTIES

16.1 Qualifying Certificated Shareholders

Any person taking up their Rights by completing the Form of Instruction represents and warrants to ARC Investments that, except where proof has been provided to ARC Investments' satisfaction that such person's use of the Form of Instruction, the Letters of Allocation or the Rights Offer Shares, as the case may be, will not result in the contravention of any applicable legal or regulatory requirement in any jurisdiction: (i) such person is not accepting and/or exercising, renouncing and/or disposing of their Rights from within the United States or any other Restricted Territory; (ii) such person is not in any jurisdiction in which it is unlawful to make or accept an offer to subscribe for Rights Offer Shares; (iii) such person is not accepting, for the account of a person located within the United States unless (a) the instruction to accept was received from a person outside the United States, and (b) the instructing person has advised such person that it has the authority to give such instruction and that either it (x) has investment discretion or authority over such account, or (y) otherwise is acquiring the Rights Offer Shares in an offshore transaction within the meaning of Regulation S; and (iv) such person is not acquiring Rights Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Rights Offer Shares into the United States or any other Restricted Territory. ARC Investments may treat as invalid any acceptance or purported acceptance of the allotment of Rights Offer Shares comprised in the Form of Instruction if it: (i) appears to ARC Investments to have been executed in or dispatched from the United States or any other Restricted Territory or otherwise in a manner which may involve a breach of the laws and regulations of any jurisdiction or if it believes the same may violate any applicable legal or regulatory requirement; (ii) provides an address in the United States or any other Restricted Territory for delivery of definitive share certificates for Rights Offer Shares (or any jurisdiction outside South African which it would be unlawful to deliver such certificates); or (iii) purports to exclude the warranty required by this paragraph 16.1.

16.2 Qualifying Dematerialised Shareholders

Any person who makes a valid acceptance in accordance with the procedures set out in this section represents and warrants to ARC Investments that, except where proof has been provided to ARC Investments' satisfaction that such person's use of Letters of Allocation and the Rights Offer Shares, will not result in the contravention of any applicable legal or regulatory requirement in any jurisdiction: (i) such person is not accepting and/or renouncing and/or disposing their Rights from within the United States or any other Restricted Territory; (ii) such person is not in any jurisdiction in which it is unlawful to make or accept an offer to subscribe for Rights Offer Shares; (iii) such person is not accepting for the account of a person located within the United States unless (a) the instruction to accept was received from a person outside the United States, and (b) the instructing person has advised such person that it has the authority to give such instruction and that either it (x) has investment discretion or authority over such account, or (y) otherwise is acquiring the Rights Offer Shares in an offshore transaction within the meaning of Regulation S; and (iv) such person is not acquiring Rights Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Rights Offer Shares into the United States or any other Restricted Territory.

17. EXCHANGE CONTROL REGULATIONS

17.1 At listing of ARC Investments on the JSE in 2017, FinSurv approved the inward listing of ARC Investments on the Main Board of the JSE and classified the inward listed Ordinary Shares as a 'domestic' investment on the JSE for South African exchange control purposes ("**2017 FinSurv Approval**"). In terms of the 2017 FinSurv Approval, the subscription for Ordinary Shares and trading in Ordinary Shares subsequent to the admission to listing and trading of Ordinary Shares on the JSE on 7 September 2017 may only take place in terms of the Exchange Control Regulations.

- 17.2 On 7 September 2020, FinSurv approved the implementation of the Rights Offer and, in line with the 2017 FinSurv Approval, the Rights Offer Shares will be classified as a 'domestic' investment on the JSE and A2X for South African exchange control purposes and consequently subscribing for, and trading in, the Rights Offer Shares subsequent to their admission to listing and trading on the JSE and A2X on Monday, 5 October 2020, will be subject to the Exchange Control Regulations and without the need for resident Qualifying Shareholders to have recourse to their foreign portfolio allowance.
- 17.3 Set out below is a summary of the Exchange Control Regulations applicable to the Rights Offer Shares under the Rights Offer in South Africa only. The following summary is intended only as a guide and is, therefore, not comprehensive. If Qualifying Shareholders are in any doubt as to the appropriate course of action or the application of the Exchange Control Regulations, they are advised to immediately consult their professional advisors.

Resident Qualifying Shareholders

- 17.4 In relation to Qualifying Shareholders that are residents of South Africa or the Common Monetary Area for exchange control purposes -
- 17.4.1 Qualifying Shareholders who are private individuals (i) need not use their foreign capital allowance under the Exchange Control Regulations to subscribe for the Rights Offer Shares and (ii) need not take any additional administrative actions and can instruct their Broker to accept, buy and sell Rights Offer Shares on their behalf in ARC Investments as they would with any other listed security on the exchange operated by the JSE and A2X;
- 17.4.2 Qualifying Shareholders that are institutional investors may subscribe for the Rights Offer Shares without affecting their permissible prudential limits or foreign exposure limits, provided that they are South African pension funds registered under the Pension Funds Act, 1956 (Act No. 24 of 1956), life insurers licensed under the Insurance Act, 2019 (Act No. 18 of 2017) to conduct life insurance business, managers registered under Collective Investment Schemes Control Act, 2002 (Act No. 45 of 2002) to administer collective investment schemes and discretionary financial services providers who have registered with FinSurv as institutional investors for South African exchange control purposes and Authorised Dealers, approved as such by FinSurv; and
- 17.4.3 Qualifying Shareholders that are South African corporate entities, banks, trusts and partnerships may subscribe for Rights Offer Shares in terms of the Rights Offer without restriction.

Non-resident Qualifying Shareholders

- 17.5 Pursuant to the Exchange Control Regulations, Shareholders that are non-residents of South Africa, excluding former residents of the Common Monetary Area will, subject to applicable laws and regulations, be allowed to exercise Rights in terms of the Rights Offer.
- 17.6 All applications by non-residents of the Common Monetary Area for the above purposes must be made through an Authorised Dealer. Shares subsequently re-materialised and issued in certificated form will be endorsed "non-resident".

Emigrant Qualifying Shareholders

- 17.7 Where a Right in terms of the Rights Offer falls due to a Shareholder that is a former resident of the Common Monetary Area, which Right is based on shares controlled in terms of the Exchange Control Regulations, only funds in the emigrant's capital account may be used to exercise this Right. Subject to applicable laws and regulations, such funds may be used to exercise Rights in terms of the Rights Offer.
- 17.8 All applications by emigrants to use funds in their emigrant's capital account for the above purposes must be made through the Authorised Dealer in South Africa controlling their remaining assets. Any Rights Offer Shares issued pursuant to the use of funds in the emigrant capital account will be credited to their share accounts at the CSDP controlling their remaining portfolios.
- 17.9 Any Qualifying Shareholder resident outside the Common Monetary Area who receives this Circular (and Form of Instruction, if applicable), should obtain advice as to whether any governmental and/or other legal consent is required and/or any other formality must be observed to enable a subscription of the Rights Offer Shares to be made.
- 17.10 The Rights Offer Shares will be issued to Qualifying Dematerialised Shareholders in uncertificated form only and the electronic statement issued in terms of the Strate System will be dispatched by the CSDP or Broker to the address of the emigrant in the records of the CSDP or Broker.
- 17.11 New share certificates issued pursuant to the Rights Offer to an emigrant will be endorsed "non-resident" and forwarded to the address of the relevant Authorised Dealer controlling such emigrant's remaining assets for control in terms of the Exchange Control Regulations. Where the emigrant's shares are in dematerialised form with a CSDP or Broker, the electronic statement issued in terms of the Strate System will be dispatched by the CSDP or Broker to the address of the emigrant in the records of the CSDP or Broker.

18. MAURITIAN LAW

- 18.1 No Shareholder should construe the contents of this Circular and the documentation accompanying it as legal or other advice. The Rights Offer contemplated in terms of this Circular is applicable to Qualifying Shareholders only and each Shareholder should make its own enquiries and consult its own professional advisors as to the content of this Circular and the documentation accompanying it regarding the acceptance and exercise of its Rights in terms of the Rights Offer.
- 18.2 All transactions arising from the provisions of this Circular and the documentation accompanying it will be governed by and be subject to the laws of Mauritius, to the extent applicable, and the JSE Listings Requirements and A2X Listing Requirements. Please refer to "Jurisdiction and Service of Process in Mauritius" commencing on page 6 of this Circular for further information in this regard.

19. TAX CONSEQUENCES

- 19.1 The purchase, holding and disposal of the Rights Offer Shares should, for taxation purposes, be treated according to the usual rules relating to the categorisation of an asset and its return as capital or revenue in accordance with the taxation laws applicable to each Qualifying Shareholder. The tax treatment of the purchase, holding and disposal of the Rights Offer Shares in the hands of Shareholders is dependent on their individual circumstances and the tax jurisdiction applicable to those Shareholders. No Shareholder should construe the contents of this Circular and the documentation accompanying it as tax or other advice.
- 19.2 Shareholders are advised to consult their tax and financial advisors regarding any taxation implications pertaining to them regarding the acceptance of their Rights in terms of the Rights Offer.

20. DOCUMENTS OF TITLE

- 20.1 New share certificates to be issued to Qualifying Certificated Shareholders in respect of those Rights Offer Shares to which they are entitled and for which they have subscribed will be posted to persons entitled thereto, by registered post, at the risk of the shareholders concerned, on or about Monday, 5 October 2020. Such Certificated Shares are not good for delivery in respect of trades concluded on the JSE and A2X until they have been dematerialised.
- 20.2 Qualifying Dematerialised Shareholders will have their accounts at their CSDP or Broker updated with the Rights Offer Shares to which they are entitled and for which they have subscribed on Monday, 5 October 2020, on a delivery versus payment basis.

21. JSE AND A2X LISTINGS

- 21.1 The Issuer Regulation Division of the JSE and A2X have approved the listings of 272 727 273 Rights Offer Shares with effect from the commencement of trade 09:00 (SAST) on Monday, 5 October 2020.

22. ESTIMATED EXPENSES IN RELATION TO THE RIGHTS OFFER

- 22.1 It is estimated that ARC Investments' expenses relating to the Rights Offer will amount to approximately R3.5 million. The estimated expenses (excluding VAT, if applicable) relating to the Rights Offer are detailed below:

Nature of expense	Paid/payable to	R'000
Transaction Sponsor fee	Deloitte & Touche Sponsor Services Proprietary Limited	620
Corporate Advisory	Deloitte Capital (Pty) Limited	600
Legal advisor to ARC Investments as to South African law	Webber Wentzel	1 500
Legal advisor to ARC Investments as to Mauritian law	BLC Robert & Associates	200
Printing, publication and distribution	Idea Exchange Design	30
Press announcements		150
Transfer Secretaries	Computershare Investor Services Proprietary Limited	25
Listing fee	JSE Limited	277
Documentation inspection fee	JSE Limited	30
Contingency		68
Total		3 500

23. HISTORY AND NATURE OF BUSINESS, STRATEGY AND PROSPECTS OF ARC INVESTMENTS AND OVERVIEW OF INVESTMENT PORTFOLIO

23.1 Incorporation and listings

ARC Investments is a public company which is incorporated in Mauritius and holds a Category One Global Business License issued by the FSC. The Company is listed on the JSE Limited and is 51.1% (30 June 2019: 51.7%) owned by ARC which is in turn 100% owned by UBI. ARC Investments is also listed on A2X from 17 October 2017. Refer to Annexure D for the group structure organogram.

23.2 Business of ARC Investments

The principal activities of ARC Investments are that of an investment holding company which offers shareholders long-term capital appreciation by indirectly investing in a diversified portfolio of unlisted and listed investments. ARC Investments is the Limited Partner with a 99.95% interest in the ARC Fund. Through this fund it holds directly a diversified portfolio of non-financial services investments and indirectly through its 49.9% interest in ARC FinHoldCo a diversified portfolio of financial services investments.

Full details of the structure of the group were disclosed in the Pre-Listing Statement and published on the Company's website, www.arci.mu. The underlying investments of the ARC Fund are managed by the General Partner.

23.3 Strategy, prospects of ARC Investments and overview of the investment portfolio

The vision in the establishment and listing of ARC Investments was to:

- create a Broad-Based Black-controlled investment vehicle of significant scale with an exposure to a diversified portfolio of investments;

- enable investors to invest in the Company and obtain an indirect exposure to a diversified pool of unlisted and listed assets which would not be available to ordinary investors on the JSE and A2X through a listed investment vehicle; and
- enable ARC Investments to access capital markets, if required, to fund future expansion.

In addition, investments are typically acquired at an appropriate B-BBEE discount where the investment carries a B-BBEE lock-in for a contractually agreed period which results in attractive prospective yields. The UBI Group seeks to utilise its empowerment credentials, its financial strength, its strong and well experienced leadership team and brand to achieve superior capital appreciation for investors in ARC Investments. For this, UBI is remunerated through the Performance Participation with the conversion of the C-shares into listed Ordinary Shares. The alignment of the Company's strategy and the greater UBI vision is achieved through the Partnership Agreement with the General Partner.

ARC Investments was listed on the JSE in early September 2017. It acquired a portfolio of 33 investments from ARC, together with ARC's interest in certain uncompleted transactions at the time, comprising 17 direct investments in non-financial services companies and an indirect investment in 16 financial services companies for a total net initial Intrinsic Portfolio Value ("IPV") of R 4 476 million. The net cash proceeds from the subscription for Ordinary Shares during the listing process amounted to R 4.4 billion. These funds have progressively been deployed by the ARC Fund which currently has 45 direct and indirect investments.

A summary of the IPVs at listing and at 30 June 2020 is shown in the table below:

	IPV at listing 07-Sep-17 R'million	Percentage of portfolio (%)	IPV at 30-Jun-20 R'million	Percentage of portfolio (%)
Telecommunications	1 825	33.0	3 352	30.1
Mining, Construction and Energy	1 123	20.3	1 709	15.3
Business Process Outsourcing	868	15.7	1 118	10.0
Property	314	5.7	532	4.8
Other	–	0.0	643	5.8
Agriculture	431	7.8	369	3.3
Total Diversified investments	4 561	82.5	7 723	69.3
Insurance and Asset Management	754	13.6	2 128	19.1
Banking	–	0.0	1 009	9.1
Specialist Financial Services	212	3.8	279	2.5
Total Diversified Financial Services	967	17.5	3 416	30.7
Intrinsic Portfolio Value invested	5 528	100.0	11 139	100.0
Less: due in respect of further investment in Rain	(1 052)			
Net Intrinsic Portfolio Value	4 476			

The ARC Investments audited annual financial statements for the year ended 30 June 2020 were published on 15 September 2020 and contain detailed information on the performance of the ARC Fund and its underlying investments, as well as the consequent performance of ARC Investments as the Limited Partner in the ARC Fund. It also contains detailed information on the financial position of ARC Investments at 30 June 2020. This information is not repeated in the Circular and is available on the ARC Investments website at <https://arci.mu/investor-relations/#integrated-reports>.

The results for the past year have been significantly influenced by the sluggish South African economy over the past two years, which was further exacerbated by the onset of the global COVID-19 pandemic and the resultant National Lockdown. Compared to the R8.50 Intrinsic Net Asset Value (INAV) per share at listing, the INAV per share (nett of all expenses) has recently evolved as follows:

- an increase of 3.4% to R 9.52 per share for the 12 months ended 31 December 2019;
- an increase of 1.9% (3.9% annualised) from R9.34 to R9.52 per share for the six months from 1 July 2019 to 31 December 2019; and
- a marginal increase from R9.52 to R9.53 per share for the first six months of 2020 to 30 June 2020.

The recent performance has been significantly below the long-term growth target of 16% per annum. However, compared to the challenging macro-economic South African environment, the relative performance has been satisfactory. The strength of a well-balanced diversified portfolio was especially demonstrated during the first half of 2020 when the South African economy was effectively halted in its tracks and shrunk at unprecedented levels due to the impact of COVID-19 and the National Lockdown.

The South African government imposed a National Lockdown to contain the further spread of COVID-19 within South Africa on 26 March 2020. During the initial twenty-one days of the National Lockdown all non-essential businesses were ordered to close. Since then, the country has been in a State of Disaster, managing the COVID-19 epidemic, with a range of restrictions still applying to business activity.

COVID-19 had both a positive and negative impact on companies within the ARC Fund portfolio. Some companies experienced an acceleration in business activity, while others unfortunately experienced a marked slowdown during the lockdown period. The adverse impact of COVID-19 on the portfolio is, at this stage, considered temporary. The ARC Fund has already seen some businesses experiencing an increased level of business activity to near pre-lockdown levels. As a further pro-active measure, investee

companies' management implemented cost containment strategies to weather poor trading conditions. A few investee companies in the portfolio obtained short-term financial support from the ARC Fund to assist with operating capital during this time.

Executive management and service providers to the General Partner and the ARC Fund, as well as the Investee companies' management teams, will continue to proactively measure and manage any potential impact of the National Lockdown, together with any future extensions thereof.

As indicated above, the overall portfolio managed to preserve value despite the volatility and impact of the pandemic on financial markets, the financial sector and the overall South African economy and is well positioned to benefit from future opportunities.

There are excellent investment opportunities for investors who have access to funds, despite the current challenging market conditions. The ARC Fund procured a R1 billion two-year revolving credit facility from Rand Merchant Bank in February 2020, which is repayable on September 2022. An amount of R 440 million was drawn at 30 June 2020 and the balance is available for further investment. This amount, together with the R750 million proceeds of the Rights Offer, will provide sufficient funding for the investment opportunities listed below.

The ARC Fund will continue to invest in terms of its investment strategy and mandate, focusing on the following:

- to assist successful investee companies to leverage their current situation, similar to the recent opportunity when additional capital and funding enabled Rain to fast-track its development, as well as the various ARCH Emerging Market Funds in which the ARC Fund is an investor, which are gaining traction, and if opportune, increase its interest in such companies and existing investments;
- continue to fund its proportional (49.9%) share of the funding required by ARC FinHoldCo to expand its financial services portfolio. The most significant investment in the short term will be the 25% acquisition of Sanlam Limited's third-party asset management businesses which has recently been announced; and
- entirely new investment opportunities.

The additional capital is expected to be sufficient to meet the medium-term funding requirements of the ARC Fund, considering that a number of the early life cycle companies are maturing and that the combined portfolio is expected to become more cash generative during the next twenty-four months. In addition, the ARC Fund as part of its investment strategy will take advantage of opportunities to monetise some of its investments through partial or total disposal.

24. MAJOR SUBSIDIARIES

- 24.1 ARC Investments does not have any major subsidiaries as at the date of this Circular, other than Kropz Plc, which is a 66.5% held subsidiary and listed on the AIM in London.

25. TRADING HISTORY OF ORDINARY SHARES ON THE JSE AND A2X

- 25.1 A table setting out the price history of the Ordinary Shares on the JSE and A2X has been included in Annexure C.

26. SHARE CAPITAL INFORMATION

- 26.1 Share capital

Category	Rights
Ordinary shares	Participating share with voting rights.
B shares	Non-participating non-voting share except if as at any ordinary shareholder record date an appointed B-BBEE rating agent determines that ownership of Ordinary Shares by black people as defined in the B-BBEE Codes, as determined using the flowthrough principle in accordance with the B-BBEE Codes is less than 51%; and that ARC as the holder of the B share, holds at least 26.1% of the Ordinary Shares of the Company and since issue of these shares, the holding percentage has never dropped below 26.1%.
C shares	Non-participating, non-voting shares with automatic conversion based on the terms of the Performance Participation.

The issued share capital of ARC Investments, at the Last Practicable Date and after giving effect to the Rights Offer, is set out below:

As at the last Practicable Date	Number	Rand
Issued shares		
Ordinary Shares of no par value	1 045 047 714	8 902 934 385
Unlisted B Shares		
1 share issued to ARC at a nominal value of R1.	1	1
Unlisted C Shares		
5 billion shares were issued to UBI at listing at a nominal value of R1 for the Performance Participation. On 11 December 2018, 12 577 126 C Shares were converted into Ordinary Shares, thus 4 987 422 874 C Shares were outstanding at 30 June 2020.	4 987 422 874	1
B Shares and C Shares are non-participating non-voting shares. There are no treasury shares.		

After implementing the Rights Offer	Number	Rand
Ordinary Shares of no par value	1 317 774 987	9 652 934 385
Unlisted B Shares		
1 share issued to ARC at a nominal value of R1.	1	1
Unlisted C Shares		
5 billion shares were issued to UBI at listing at a nominal value of R1 for the Performance Participation. On 11 December 2018, 12 577 126		
C Shares were converted into Ordinary Shares, thus 4 987 422 874 C shares were outstanding at 30 June 2020.	4 987 422 874	1
Following the implementation of the Rights Offer the number of Ordinary Shares into which the equivalent number of C Shares will convert in respect of each Performance Period will be adjusted to place the holder of the C Shares in the position it would have been in had the Rights Offer not occurred, in accordance with the Constitution.		

26.2 Major Shareholders

In so far as it is known to the Directors, the Shareholders that are, directly or indirectly, beneficially interested in 5% or more of the issued Ordinary Shares, together with the amount of each such Shareholder's interest as at the Last Practicable Date are as follows:

Shareholder name	Number of Ordinary Shares (000)	Percentage of Ordinary Shares held (%)
ARC	533 846 624	51.1
Public Investment Corporation (SOC) Limited	139 945 398	13.4
Ubuntu-Botho & Sanlam Community Development Trusts	58 823 529	5.6
Total	732 615 551	70.1

27. DIRECTORS' INFORMATION

27.1 Directors of ARC Investments

The Board comprises the following Directors:

Name (age)	Nationality	Function
Mark Cyril Olivier (51)	British	Independent Non-executive Director (Chairperson)
Clive Msipha (37)	Zimbabwean	Independent Non-executive Director (Chairperson of Audit and Risk Committee)
Anil Currimjee (57)	Mauritian	Independent Non-executive Director
Renosi Mokate (61)	South African	Independent Non-executive Director
Deans Tommy Lo Seen Chong (60) *	Mauritian	Independent Non-executive Director
Mmamodiane Refiloe Nkadameng (39)	South African	Non-executive Director
Smitha Algoo-Bissonauth (36) **	Mauritian	Independent Non-executive Director

* resigned on 13 September 2020

** appointed on 14 September 2020

Brief curricula vitae of the Board are set out in the annual financial statements for the year ended 30 June 2019.

27.2 Remuneration

Full details of the remuneration of directors are set out in the 2019 integrated annual report. The Directors' remuneration will not be varied as a consequence of the Rights Offer.

28. DIRECTORS' INTERESTS IN ORDINARY SHARES

28.1 The direct and indirect beneficial interests in Ordinary Shares held by all the Directors (including Directors who have resigned in the last 18 months) and their associates as at the Last Practicable Date are shown below:

	Direct beneficial	Indirect beneficial	Total	Percentage of issued Ordinary Shares
Mark Olivier	305 882	–	305 882	0.005%
Clive Msipha	–	–	–	–
Dr Renosi Mokate	–	–	–	–
Deans Tommy Lo-Seen Chong	–	–	–	–
Anil Currimjee	–	–	–	–
Smitha Algoo-Bissonauth	–	–	–	–
Total	305 882	–	305 882	0.005%

28.2 The interests of Directors remained unchanged between the end of the preceding financial year of ARC Investments and the Last Practicable Date.

29. DIRECTORS' RESPONSIBILITY STATEMENT

29.1 The Directors, whose names are given in the "Corporate information and advisors" section of this Circular, 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 this Circular contains all information required by the JSE Listings Requirements and A2X Listing Requirements.

30. CONSENT

30.1 Each of the advisors whose names appear on the front cover of this Circular have consented and have not, prior to the Last Practicable Date, withdrawn their written consents to the inclusion of their names in the form and context in which they appear in this Circular.

31. DOCUMENTS AVAILABLE FOR INSPECTION

31.1 Copies of the following documents will be available on request to the Company Secretary during business hours at Nomonde.Bam@africanrainbowcapital.co.za or available for inspection during normal business hours at the Company's registered offices and the offices of ARC at 1st Floor, Marsh Building, corner Fredman Drive and Fifth Street, Sandton, Johannesburg 2196, South Africa from the date of this Circular Monday, 21 September 2020, to Friday, 2 October 2020, both days inclusive:

- a signed copy of this Circular;
- the Constitution of ARC Investments;
- the audited annual financial statements of ARC Investments for the three financial periods ended 30 June 2017, 2018 and 2019;
- ARC Investments' audited results for the year ended 30 June 2020;
- condensed unaudited interim results for the six month period ended 31 December 2019;
- copies of service agreements with Directors;
- signed copy of the Underwriting Agreement;
- material contracts;
- copies of the consent letters referred to in paragraph 30 of this Circular; and
- signed copy of the Irrevocable Subscription Commitment.

Signed at Mauritius by or on behalf of ARC Investments in terms of resolutions of the Directors.

By order of the Board:

Mark Olivier

Director

Monday, 21 September 2020

TABLE OF ENTITLEMENT

Qualifying Shareholders will be entitled to 26.09711 Rights Offer Shares for every 100 Ordinary Shares held on the Record Date.

Qualifying Shareholders holding less than 100 Ordinary Shares, or not a whole multiple of 100 Ordinary Shares, will be entitled, in respect of such holdings, to participate in the Rights Offer in accordance with the table of entitlement set out below (*mutatis mutandis* in the case of Qualifying Shareholders who do not hold a whole multiple of 100 Ordinary Shares). Qualifying Shareholders' entitlements will be rounded up or down, as appropriate, in accordance with the standard rounding convention with fractions of 0.5 and above being rounded up and fractions of less than 0.5 being rounded down, and only whole numbers of Rights Offer Shares will be issued, in accordance with the JSE Listings Requirements and A2X Listing Requirements.

Number of Ordinary Shares held	Number of Rights entitlement	Number of Ordinary Shares held	Number of Rights entitlement	Number of Ordinary Shares held	Number of Rights entitlement
1	0	37	9	73	10
2	1	38	10	74	10
3	1	39	10	75	10
4	1	40	10	76	10
5	1	41	10	77	11
6	2	42	11	78	11
7	2	43	11	79	11
8	2	44	11	80	11
9	2	45	11	81	12
10	3	46	12	82	12
11	3	47	12	83	12
12	3	48	12	84	13
13	3	49	12	85	13
14	4	50	13	86	13
15	4	51	13	87	13
16	4	52	13	88	14
17	4	53	13	89	14
18	5	54	14	90	14
19	5	55	14	91	14
20	5	56	14	92	15
21	5	57	14	93	15
22	6	58	15	94	15
23	6	59	15	95	15
24	6	60	15	96	16
25	7	61	15	97	16
26	7	62	16	98	16
27	7	63	16	99	16
28	7	64	16	100	17
29	8	65	16	1 000	17
30	8	66	17	10 000	17
31	8	67	17	100 000	17
32	8	68	17	1 000 000	18
33	9	69	17	10 000 000	18
34	9	70	18		
35	9	71	18		
36	9	72	18		

DETAILS OF THE UNDERWRITER

Details pertaining to the Underwriter, as required in terms of the JSE Listings Requirements and A2X Listing Requirements, are set out below:

African Rainbow Capital Proprietary Limited	
Directors	<ul style="list-style-type: none"> • Mr Patrice Motsepe (chairman) • Dr Johan van Zyl (executive director) • Mr Johan van der Merwe (executive director) • Mr Machiel Reyneke (executive director) • Ms Refiloe Nkadameng (executive director) • Dr Rejoice Simelane (non-executive director) • Advocate Andrew Matube (non-executive director) • Mr Alexander Maditse (non-executive director) • Mr Tom Boardman (non-executive director and chairman of the audit and risk committee and the investment committee) • Mr Michael Arnold (non-executive director) • Ms Abigail Mukhuba (non-executive director) • Ms Boipelo Lekubo (non-executive director)
Company secretary	Nomonde Bam
Date and place of incorporation	06 January 2015 (South Africa)
Registration number	2015/000394/07 with its registered address at 1st Floor, Marsh Building, corner Fredman Drive and Fifth Street, Sandton, Johannesburg, 2196, South Africa.
Bankers	ABSA
Authorised share capital	200 000 ordinary no par value shares 1 500 cumulative redeemable preference shares 100 000 unspecified shares
Issued share capital	1 620 ordinary no par value shares 1 500 cumulative redeemable A preference shares 1 000 B preference shares

TRADING HISTORY OF ORDINARY SHARES

Set out below is a table showing the highest, lowest and closing prices and aggregate volumes traded in the Ordinary Shares on the JSE for each day over the 30 trading days preceding the Last Practicable Date:

Daily	High (cents)	Low (cents)	Close (cents)	Volume (shares)	Value (R)
2020					
23 July	302	299	301	230 401	692 013.18
24 July	306	298	303	842 953	2 556 225.94
27 July	305	297	299	1 146 997	3 464 431.20
28 July	297	291	292	190 494	559 531.58
29 July	298	289	290	169 259	493 469.55
30 July	297	280	280	634 562	1 816 975.74
31 July	296	280	289	93 146	268 216.82
3 August	295	286	295	123 422	358 747.68
4 August	295	285	289	109 434	316 811.63
5 August	298	290	298	3 255 746	9 625 978.99
6 August	298	285	285	172 851	508 441.82
7 August	295	280	284	235 606	670 421.62
11 August	293	285	291	193 202	558 861.63
12 August	298	289	298	239 717	700 277.07
13 August	298	280	297	131 463	378 096.52
14 August	295	285	294	104 767	306 772.07
17 August	297	280	280	258 456	737 438.95
18 August	285	266	266	785 897	2 181 161.63
19 August	275	265	265	902 732	2 431 760.87
20 August	290	260	267	512 888	1 411 716.86
21 August	280	270	270	194 286	536 515.01
24 August	297	274	288	161 712	463 402.97
25 August	298	278	298	259 792	752 299.40
26 August	300	294	297	268 037	797 392.70
27 August	298	291	298	46 899	137 962.93
28 August	298	295	296	97 261	287 356.01
31 August	298	295	295	131 712	390 802.02
1 September	298	290	296	207 228	611 082.39
2 September	298	295	295	159 862	472 377.12
3 September	297	290	297	210 526	616 364.13

Set out below is a table showing the highest, lowest and closing prices and aggregated monthly volumes traded in the Ordinary Shares on the JSE for the previous 12 months:

Monthly	High (cents)	Low (cents)	Close (cents)	Volume (shares)	Value (R)
2019					
September	464	395	425	1 178 779	5 002 962
October	505	426	480	73 809	346 239
November	480	406	417	482 105	1 995 469
December	431	410	417	581 751	2 422 838
2020					
January	449	351	375	628 448	2 369 983
February	410	300	300	1 792 956	5 706 357
March	376	192	376	259 787	877 524
April	383	302	333	559 139	1 824 079
May	345	286	294	361 132	1 058 488
June	341	265	311	89 444	278 879
July	318	280	289	93 146	268 217
August	300	260	295	131 712	390 802

Source: JSE limited

Set out below is a table showing the highest, lowest and closing prices and aggregate volumes traded in the Ordinary Shares on A2X for each day over the 30 trading days preceding the Last Practicable Date:

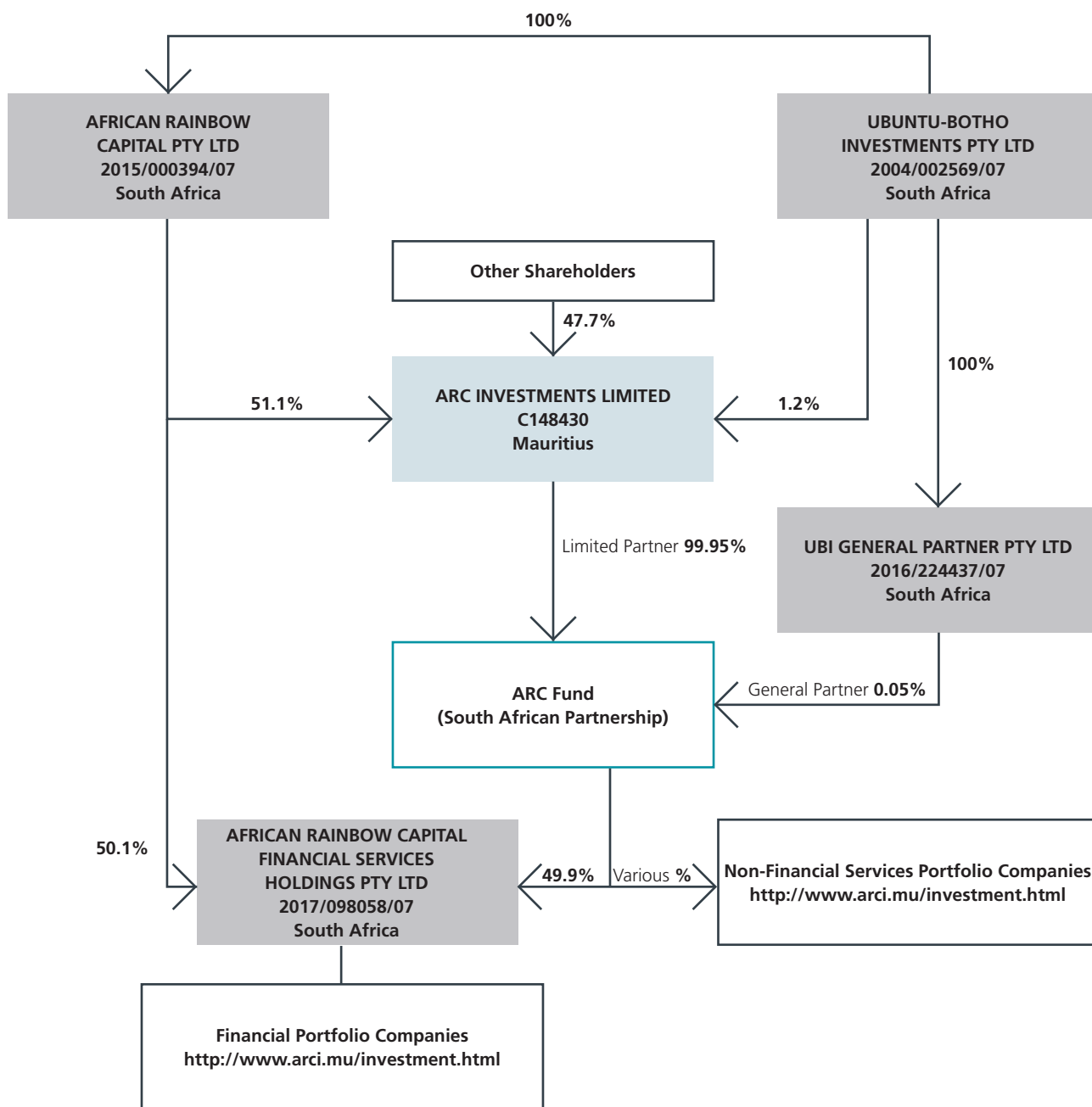
Date	High (cents)	Low (cents)	Close (cents)	Volume (shares)	Value (R)
2020					
23 July	–	–	316	–	–
24 July	–	–	316	–	–
27 July	–	–	316	–	–
28 July	–	–	316	–	–
29 July	–	–	316	–	–
30 July	–	–	316	–	–
31 July	–	–	316	–	–
03 August	–	–	316	–	–
04 August	293	293	316	200	586
05 August	293	293	293	200	586
06 August	–	–	293	–	–
07 August	–	–	293	–	–
10 August	–	–	293	–	–
11 August	–	–	293	–	–
12 August	–	–	293	–	–
13 August	–	–	293	–	–
14 August	–	–	293	–	–
17 August	–	–	293	–	–
18 August	–	–	293	–	–
19 August	–	–	293	–	–
20 August	–	–	293	–	–
21 August	–	–	293	–	–
24 August	–	–	293	–	–
25 August	–	–	293	–	–
26 August	–	–	293	–	–
27 August	–	–	293	–	–
28 August	–	–	293	–	–
31 August	–	–	293	–	–
01 September	–	–	293	–	–
02 September	–	–	293	–	–
03 September	–	–	293	–	–

Set out below is a table showing the highest, lowest and closing prices and aggregated monthly volumes traded in the Ordinary Shares on A2X for the previous 12 months:

Date	High (cents)	Low (cents)	Close (cents)	Volume (shares)	Value (R)
2019					
September	415	410	413	215 675	888 825
October	–	–	413	–	–
November	–	–	413	–	–
December	–	–	413	–	–
2020					
January	–	–	413	–	–
February	–	–	413	–	–
March	203	203	203	5 013	10 176
April	–	–	203	–	–
May	–	–	203	–	–
June	316	316	316	5 013	15 841
July	–	–	316	–	–
August	293	293	293	400	1 172

Source: A2X

GROUP STRUCTURE



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION IF YOU ARE A HOLDER OF CERTIFICATED ORDINARY SHARES

This form of instruction in respect of a pro rata non-renounceable (nil paid) letter of allocation ("**Form of Instruction**") is not negotiable and may not be traded on the JSE or A2X or otherwise. Where appropriate and applicable the terms defined in the Rights Offer Circular to Shareholders of ARC Investments ("**Circular**") to which this Form of Instruction is incorporated, shall bear the same meaning in this Form of Instruction, unless a word or term is otherwise defined herein

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

ARC Investments has issued all letters of allocation in dematerialised form and the electronic record for certificated Ordinary Shareholders is being maintained by its transfer secretaries, Computershare Investor Services Proprietary Limited ("**Transfer Secretaries**"). This has made it possible for certificated ARC Investments Ordinary Shareholders to enjoy the same rights and opportunities with respect to the Form of Instruction as those Ordinary Shareholders who have already dematerialised their Ordinary Shares. If you are a Certificated Shareholder, you must complete this Form of Instruction and return it to the Transfer Secretaries, at the address below, if you wish to take up all or part of your rights in terms hereof and apply for excess application should you wish to do so.

If this Form of Instruction is not completed and returned, together with payment in time as per the instructions set out below, then the Rights will lapse.

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



A fully committed and underwritten pro rata non-renounceable Rights Offer to Shareholders to raise R750 million through an offer of 272 727 273 Ordinary Shares at a Rights Offer Price of R2.75 per share, in the ratio of 26.09711 Rights Offer Shares for every 100 Ordinary Shares held at the close of business on Friday, 25 September 2020

**FORM OF INSTRUCTION IN RESPECT OF A LETTER OF ALLOCATION ("FORM OF INSTRUCTION")
Issued only to holders of certificated Ordinary Shares**

	Date 2020
Declaration announcement released on SENS and the A2X News Service on	Tuesday, 15 September
Declaration Rights Offer announcement released on website of ARC Investments	Tuesday, 15 September
Declaration Rights Offer announcement notified to the FSC	Tuesday, 15 September
Declaration Rights Offer announcement published in the press	Wednesday, 16 September
Finalisation announcement released by 11:00 (SAST) on SENS and the A2X News Service on	Thursday, 17 September
Finalisation Rights Offer announcement released on website of ARC Investments	Thursday, 17 September
Finalisation Rights Offer announcement notified to the FSC	Friday, 18 September
Finalisation Rights Offer announcement published in the press	Friday, 18 September
Circular and Form of Instruction made available on ARC Investments' website	Monday, 21 September
Last day to trade in Ordinary Shares in order to qualify to participate in the Rights Offer (<i>cum</i> Rights)	Monday, 21 September
Shares trade "ex" the Rights Offer (Nil paid letters of allocation will be listed and suspended from trading under the JSE and A2X code: AILN and ISIN: MU0553S00026)	Tuesday, 22 September
Circular and Form of Instruction distributed/posted to Qualifying Certificated Shareholders on (to the extent applicable)	Friday, 25 September
Record Date for the Rights Offer, at the close of business on	Friday, 25 September

	Date 2020
Rights Offer opens at 09:00 (SAST) on	Monday, 28 September
Circular and Form of Instruction emailed/posted to Dematerialised Shareholders	Monday, 28 September
CSDP or Broker accounts of Qualifying Dematerialised Shareholders credited with Letters of Allocation at 09:00 (SAST) on	Monday, 28 September
In respect of Qualifying Certificated Shareholders, Letters of Allocation credited to an electronic account held with the Transfer Secretaries at 09:00 (SAST) on	Monday, 28 September
Earliest date for last day to trade in respect of the take-up (no trading permitted, for processing purposes only)	Tuesday, 29 September
Record date for take-up. Rights Offer closes. Payment to be made by Certificated Shareholders	Friday, 2 October
Listing and Issue of Rights Offer Shares on the JSE and A2X commences at 09:00 (SAST) on	Monday, 5 October
Payment to be made by Dematerialised Shareholders. In respect of Qualifying Dematerialised Shareholders who exercise their Rights, CSDP or Broker accounts debited with the aggregate Rights Offer Price and updated with Rights Offer Shares at 09:00 (SAST) on	
In respect of Qualifying Certificated Shareholders who exercise their Rights, share certificates posted by registered post on or about	
Results of the Rights Offer announced on SENS and the A2X News Service on	
Notification to the FSC of the results of the Rights Offer	Tuesday, 6 October

Notes:

1. *CSDPs effect payment on a delivery versus payment basis in respect of the Rights Offer Shares.*
2. *Qualifying Dematerialised Shareholders are required to inform their CSDP or Broker of their instructions in terms of the Rights Offer in the manner and time stipulated in the custody agreement governing the relationship between the Qualifying Dematerialised Shareholder and their CSDP or Broker. Qualifying Dematerialised Shareholders are advised to contact their CSDP or Broker as early as possible to establish what the cut-off dates and times are for acceptance of the Rights Offer, as set out in the custody agreement, as this may be earlier than the proposed closing time of the Rights Offer.*
3. *All of the above salient dates and times have been determined based on certain assumptions in relation to the Rights Offer and are subject to change. Shareholders will be notified of any amendments to these salient dates and times on SENS and the A2X News Service.*
4. *ARC Investments shall inform the FSC of the results of the Rights Offer by no later than Tuesday, 6 October 2020, in accordance with applicable Mauritian law.*
5. *The Rights Offer opens at 09:00 (SAST) on Monday, 28 September 2020, which is the date on which the Letters of Allocation are automatically credited into the relevant CSDP or Broker accounts of Qualifying Dematerialised Shareholders. Qualifying Dematerialised Shareholders are advised to contact their CSDP or Broker as early as possible to establish what the cut-off dates and times are for acceptance of the Rights Offer, as set out in the custody agreement, as this may be earlier than the proposed closing time of the Rights Offer.*
6. *Certificated shareholders must follow the instructions below if they want to participate in the Rights Offer and are also referred to page 19 of this Circular for information and action required to be taken by them.*
7. *Share certificates may not be Dematerialised or rematerialised between Tuesday, 22 September 2020 and Friday, 25 September 2020, both days inclusive.*

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

Transfer Secretaries

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

Enquiries in connection with this Letter of Allocation should be addressed to the Transfer Secretaries, quoting this account number: Account number:

Account number

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Name and address of Shareholder	Number of Ordinary Shares deemed to be held at close of business on Friday, 25 September 2020	Number of Rights Offer Shares which can be taken up in terms of paragraph 2 below based on the deemed shareholding as at Friday, 25 September 2020	Amount payable at R2.75 per Rights Offer Share (3) x R2.75
(1)	(2)	(3)	(4)

Acceptance of Rights Offer Shares	Number of Rights Offer Shares accepted	Total amount due at R2.75 per Rights Offer Share (5) x R2.75
Please note that the same or a lesser number of Rights Offer Shares as the number mentioned in Block (3) may be accepted	(5)	R (6)

EFT proof of payment reference number (only applicable if payment made by EFT)

Applicant's name:	Signature:
Applicant's telephone number (office hours): ()	
Applicant's mobile number:	
Applicant's email address:	Date:

Dear ARC Investments Ordinary Shareholder

1. THE RIGHTS OFFER

- 1.1 Ordinary Shareholders recorded in the share register of the Company at the close of trade on Friday, 25 September 2020, are offered Rights Offer Shares at a subscription price of R2.75 per Rights Offer Share in the ratio of 26.09711 Rights Offer Shares for every 100 Ordinary Shares held.
- 1.2 The Rights Offer Price is R2.75 per Rights Offer Share payable in full on acceptance in the currency of South Africa.

2. ALLOCATION

- 2.1 The Rights Offer Shares stated in Block (3) have been allocated for subscription at a price of R2.75 per Rights Offer Share to the Shareholder whose name is stated in Block (1).
- 2.2 If a Qualifying Certificated Shareholder does not wish to exercise all of the Rights allocated to it, as set out in the Form of Instruction, the Rights not taken up will lapse.

3. ACCEPTANCE AND PAYMENT

- 3.1 If you wish to accept the Rights Offer you must complete **Blocks (5) and (6) and sign in the space provided below Block (6).**
- 3.2 If you are the person(s) in whose name(s) this Form of Instruction was issued and wish to subscribe for all or a lesser number of the Rights Offer Shares allocated to you, complete the applicable blocks as stated above.
- 3.3 If you wish to subscribe for the Rights Offer Shares, you must lodge a properly completed Form of Instruction together with the amount due in the currency of South Africa by way of one of the following methods of payment to the Transfer Secretaries, so as to be received by no later than 12:00 on Friday, 2 October 2020:
 - a bank guaranteed cheque (crossed "not transferable" and with the words "or bearer" deleted);
 - bankers' draft (drawn on a registered bank), payable to "**African Rainbow Capital Investments Limited – Rights Offer**"; and
 - an EFT proof of payment reference number (EFT to be made into the Designated Bank Account, details of which are available from the corporate or actions department of the Transfer Secretaries +27 11 370 5000 and, in South Africa only, 086 1100 634, calls will be charged at the standard geographic rate and will vary by provider).
- 3.4 Such payment, when the bank guaranteed cheque or bankers' draft or EFT has been received, will constitute acceptance of the Rights Offer upon the terms and conditions set out in the accompanying Circular and in this Form of Instruction.
- 3.5 No acknowledgement of receipt will be given for a cheque or banker' draft or EFT received in accordance with the Rights Offer.
- 3.6 With reference to paragraph 3.4 above regarding EFTs, please note the following:
 - Forms of Instruction and proof of payment (EFT proof of payment reference number) may be emailed, hand delivered or posted.
 - Forms of Instruction which are not posted must be emailed to corporate.events@computershare.co.za or hand delivered; Computershare Investor Services Proprietary Limited will not be responsible for any loss and/or damage whatsoever in relation

to or arising from the late or non-receipt of emailed Forms of Instruction or owing to Forms of Instruction being forwarded to any other email addresses other than that provided above;

- Forms of Instruction shall be deemed to be received on the date reflected in the Computershare Investor Services Proprietary Limited email system. Notwithstanding anything to the contrary, it is the responsibility of Shareholders to ensure that their Form of Instruction are received timeously by the Transfer Secretaries.

4. NO RENUNCIATION OR SALE

- 4.1 The Rights Offer is non-renounceable and will only be open to Shareholders registered as such at the Record Date. This means that existing Shareholders will not be able to renounce their entitlement to subscribe for Rights Offer Shares in favour of any other person/party, nor be able to dispose of or trade in their Letter of Allocation.

5. EXCESS APPLICATIONS

- 5.1 Excess applications will not be allowed.

6. EXCHANGE CONTROL REGULATIONS

- 6.1 Pursuant to the Exchange Control Regulations and upon specific approval of the South African Reserve Bank, non-residents, excluding former residents, of the Common Monetary Area will be allowed to take up rights allocated to them in terms of the Rights Offer provided payment is received either through normal banking channels from abroad or from a non-resident account.
- 6.2 All applications by non-residents for the above purposes must be made through an authorised dealer in foreign exchange. Electronic statements issued in terms of Strate and any Ordinary Share certificates issued pursuant to such applications will be endorsed "non-resident".
- 6.3 Where a right in terms of the Rights Offer becomes due to a former resident of the Common Monetary Area, which right is based on Ordinary Shares controlled in terms of the Exchange Control Regulations only funds from the emigrant's capital account with the authorized dealer controlling the emigrant's remaining assets may be used to take up the rights allocated to them in terms of the Rights Offer;
- 6.4 Any Qualifying Shareholder resident outside the Common Monetary Area who receives this Circular and Form of Instruction should obtain advice as to whether any governmental and/or other legal consent is required and/or any other formality must be observed to enable a subscription to be made in terms of such Form of Instruction.
- 6.5 All applications by emigrants using blocked funds for the above purposes must be made through the authorised dealer in South Africa controlling their remaining assets. Share certificates issued to such emigrants will be endorsed "non-resident" and placed under the control of the authorised dealer in foreign exchange through whom the payment was made. Electronic statements issued in terms of Strate and any Rights Offer Share certificates issued pursuant to funds from an emigrant's capital account will be endorsed "non-resident" and placed under the control of the authorised dealer through whom the payment was made. The proceeds arising from the sale of controlled Ordinary Shares will be credited to the capital accounts of the emigrants concerned.
- 6.6 New Ordinary Share certificates issued pursuant to the Rights Offer to an emigrant will be endorsed "non-resident" and forwarded to the address of the relevant authorised dealer controlling such emigrant's remaining assets for control in terms of the Exchange Control Regulations. Where the emigrant's Ordinary Shares are in dematerialised form with a CSDP or broker, the electronic statement issued in terms of Strate will be dispatched by the CSDP or Broker to the address of the emigrant in the records of the CSDP or Broker.

7. LEGAL NOTICE

- 7.1 All transactions arising from the provisions of this Circular, the Form of Instruction and the Letters of Allocation shall be governed by and be subject to the laws of Mauritius.
- 7.2 The distribution of this Circular and/or accompanying documents and/or the transfer of the new Ordinary Shares and/or the rights to subscribe for new Ordinary Shares in jurisdictions other than South Africa may be restricted by law and failure to comply with any of those restrictions may constitute a violation of the laws of any such jurisdiction in which it is illegal to make such a Rights Offer. In such circumstances, this Circular is not addressed to such shareholders and the Rights Offer is made only to Qualifying Shareholders.

8. LISTINGS ON THE JSE AND A2X

- 8.1 The JSE and A2X have granted a listing for:
- 272 727 273 Rights Offer Shares with effect from the commencement of trade on Monday, 5 October 2020.

9. DOCUMENTS OF TITLE

- 9.1 New Ordinary Share certificates to be issued to Qualifying Shareholders holding Certificated Shares who have opted to "rematerialise" their Dematerialised Rights Offer Shares to which they are entitled as contemplated in the section titled "*Action Required By Shareholders*" of the Circular, will be posted to persons entitled thereto, by registered post, at the risk of the Shareholders concerned, on or about Monday, 5 October 2020.

By order of the Board

African Rainbow Capital Investments Limited

Monday, 21 September 2020

Company Secretary

Intercontinental Trust Limited Level 3, Alexander House, 35 Cybercity, Ebene, 72201
(Level 3, Alexander House, 35 Cybercity, Ebene, 72201, Mauritius)
(Company number: C23546)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue, Rosebank Johannesburg,
2196, South Africa
(PO Box 61763, Marshalltown, 2107)

GENERAL INSTRUCTIONS AND CONDITIONS

- a. Married persons: Married persons wishing to exercise their Rights must comply with the provisions of the Matrimonial Property Act (Act 88 of 1984), and proof of such person's capacity to exercise such Rights may be required by the Transfer Secretaries.
- b. Powers of attorney: If this Form of Instruction is signed under a power of attorney, then the original or certified copy thereof must be sent to the Transfer Secretaries for noting unless it has already been registered with ARC Investments or the Transfer Secretaries.
- c. Companies or close corporations: A company or close corporation wishing to exercise its Rights must send the original or certified copy of the directors' or members' resolutions authorising the exercise of such Rights to the Transfer Secretaries for noting.
- d. Deceased estates and trusts: Rights Offer Shares will not be allotted in the name of an estate or a trust. Where the Rights to the Rights Offer Shares in ARC Investments has accrued to the estate of a deceased holder or a trust, the executor or administrator or trustee (as the case may be) must complete the Form of Instruction in his representative capacity.
- e. Joint holders: Where applicable, all joint holders must sign.
- f. Receipts and documents: No receipts will be given for completed letters of allocation and remittances. Documents accompanying applications will be returned by the Transfer Secretaries in due course, at the risk of the Certificated Shareholder concerned.
- g. Share certificates: ARC Investments uses the "certified transfer deeds and other temporary documents of title" procedure approved by the JSE and A2X and, therefore, will issue only one "block" share certificate for the Ordinary Shares allotted by it to each certificated acceptor of the Rights Offer.

All documentation to be forwarded to:

The Transfer Secretaries
African Rainbow Capital Investments Limited – Rights Offer
c/o Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, Johannesburg, 2196, South Africa
(PO Box 61763, Marshalltown, 2107, South Africa)

(Telephone +27 11 370 5000 and, in South Africa only, 086 1100 634, calls will be charged at the standard geographic rate and will vary by provider). As we are currently in lock down we have other alternatives which is to send an email to returnmycall@computershare.co.za or alternatively dial *134*20011# - dialing to this number is only available within South Africa. The helpline is open between 8.00am – 4.30pm (SAST), Monday to Friday, excluding public holidays in South Africa.

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

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

Holders of Certificated Ordinary Shares should complete the section below.
Kindly post the relevant share certificate to the following address by registered post:

Name _____

Address _____

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

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

(If no specific instructions are given here, the certificated Ordinary Shares will be forwarded to the address as shown in Block (1) of page 3 of the Form of Instruction.)

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

IF YOU ARE SIGNING THIS FORM IN A REPRESENTATIVE CAPACITY, COMPUTERSHARE INVESTOR SERVICES PROPRIETARY LIMITED REQUIRES THE FOLLOWING DOCUMENTATION IN ADDITION TO AN ORIGINAL CERTIFIED COPY OF YOUR IDENTITY DOCUMENT.

Joint holding:	Where the holding is in more than one name, the signature of the first mentioned shareholder is required.
Power of attorney:	To sign under a power of attorney, you must have already lodged the power of attorney with Computershare Investor Services Proprietary Limited. Alternatively, please attach an original certified copy of the power of attorney to this form when you return it together with an original certified copy of the registered holder's identity document.
Trusts:	The Form of Instruction must be signed by the authorised trustee. If you have not already done so, please attach an original certified copy of the trustee resolution/ power of attorney authorising you to act on behalf of the trust, together with original certified copies of the letters of authority issued by the Master of the High Court and the Trust Deed.
Companies/Closed Corporations/Funds:	Any authorised company official/member may sign on behalf of the company/closed corporation/fund. Please indicate the office held when signing the form. If you have not already done so, please provide Computershare Investor Services Proprietary Limited with an original certified copy of your authorisation to act on behalf of the company/closed corporation/fund in the form of an original certified copy of the board minute/resolution detailing the authorised signatories including specimen signatures and a company letterhead for noting in our records. In addition, Computershare Investor Services Proprietary Limited requires an original certified copy of the Certificate of Incorporation/CK1 Founding Statement/Constitution.
Minors:	If the Ordinary Shares are registered in the name of a minor, the Form of Instruction must be completed by the natural guardian, stating the capacity in which he/she is signing or in the case of a legal guardian attach an original certified copy of the letters of guardianship (if not previously provided). The guardian must attach an original certified copy of his/her identity document together with an original certified copy of the birth certificate of the minor.
Deceased shareholders:	The Form of Instruction must be signed by the executor/s of the deceased estate. If you have not already done so, please provide Computershare Investor Services Proprietary Limited with an original certified copy of the letters of executorship together with an original certified copy of the executor's identity document.
Shareholder under Curatorship:	The Form of Instruction must be signed by the curator bonis appointed by the Master of the High Court. If you have not already done so, please provide Computershare Investor Services Proprietary Limited with an original certified copy of the letters of curatorship together with an original certified copy of the curator's identity document.
Shareholder under Liquidation:	The Form of Instruction must be signed by the liquidator appointed by the Master of the High Court. If you have not already done so, please provide Computershare Investor Services Proprietary Limited with an original certified copy of your Letter of appointment together with an original certified copy of the shareholder's identity document.