MPACT LIMITED
(Incorporated in the Republic of South Africa)
Share code: MPT
Registration Number 2004/025229/06
ISIN Code: ZAE000156501
("Mpact" or the "Company")

NOTICE OF PROVISION OF DIRECT OR INDIRECT FINANCIAL ASSISTANCE IN TERMS OF SECTION 45 OF THE COMPANIES ACT, 2008

At the annual general meeting of the Company held in June 2014, Mpact shareholders approved a resolution in terms of section 45 of the Companies Act, 71 of 2008, as amended (the "Companies Act") authorising the Company to provide financial assistance to related or interrelated companies or corporations to the Company. Additionally, it is anticipated that an updated resolution in terms of section 45 of the Companies Act shall be tabled for consideration and voted on by the shareholders of the Company at the next annual general meeting of the Company, which is scheduled to be held on 4 June 2015.

Section 45(5) of the Companies Act provides that if a Board of the Company adopts a resolution to provide financial assistance to a related or inter-related company or corporation, the Company must provide written notice of that resolution to all security holders and to any trade union representing its employees within 10 business days after the board adopts the resolution, if the total value of all loans, debts, obligations or assistance contemplated in that resolution, together with any previous such resolution during the financial year, exceeds one-tenth of 1% of the Company’s net worth at the time of the resolution.

The Shareholders of the Company are advised that the Board of Directors (the "Board") of the Company adopted a resolution on 3 March 2015 (the "Board Resolution"), authorising the Company to give financial assistance to related or inter-related companies or corporations to the Company, as envisaged in section 45(5) of the Companies Act.

In terms of section 45(5) of the Companies Act, Mpact shareholders are further advised that the Board is satisfied, subject to the provisions of the Board Resolution, that:

- immediately after providing the aforementioned financial assistance, the Company will satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act; and

- the terms under which the aforementioned financial assistance is proposed to be given are fair and reasonable to Mpact and all the applicable requirements and restrictions in respect of financial assistance as set out in the Company's Memorandum of Incorporation have been satisfied in accordance with section 45(4) of the Companies Act.

By giving this notice, the Company is of the view that it has complied with the notice requirements of the Companies Act.

The Company would like to emphasise that the granting of financial assistance between related and inter-related companies is a standard practice that has been applied consistently over many years by the Mpact group, and by most other major groups of companies.

Melrose Arch
17 March 2015

Sponsor
RAND MERCHANT BANK (A division of FirstRand Bank Limited)