

Mpact Limited
(Incorporated in the Republic of South Africa)
(Company registration number 2004/025229/06)
Income tax number: 9003862175
JSE Share Code: MPT
JSE ISIN: ZAE 000156501
("Mpact" or "the Company")

NOTICE OF PROVISION OF DIRECT OR INDIRECT FINANCIAL ASSISTANCE IN
TERMS OF SECTION 45 OF THE COMPANIES ACT NO 71 OF 2008

Shareholders are referred to the special resolution tabled and approved at the Annual General Meeting of the Company held on 2 June 2016 ("2016 AGM"), authorising directors in terms of section 45 of the Companies Act No.71 of 2008 ("the Act") to provide direct or indirect financial assistance to any company or corporation which is related to or inter-related to the Company.

Additionally, it is anticipated that an updated resolution in terms of section 45 of the Act shall be tabled for consideration at the next Annual General Meeting of the Company, which is scheduled to be held on 1 June 2017 to:

- Provide a suretyship in respect of the liability of Mpact's subsidiaries to their business bankers in the normal course of business and in the amount of R2,600m ("Suretyship").

Shareholders are advised that the Board of Directors ("the Board") of the Company adopted a resolution on 1 March 2017, authorising the Company to provide direct or indirect financial assistance pursuant to the Suretyship and as envisaged in section 45 of the Act and in terms of the requisite authority obtained at the 2016 AGM.

The Board has confirmed that, after considering the reasonably foreseeable financial circumstances of the Company, it is satisfied that, immediately after providing such financial assistance, the Company would satisfy the solvency and liquidity test, as contemplated in terms of section 4 of the Act and that the terms under which such financial assistance was given were fair and reasonable to the Company. Shareholders are advised that the guarantees provided for the subsidiaries in terms of the Suretyship exceed one tenth of 1% of the Company's net worth as at the approval date of the provision of the guarantee.

Melrose Arch
15 March 2017

Sponsor

RAND MERCHANT BANK (A division of FirstRand Bank Limited)