

SENWES LIMITED - ZXSW

ISIN NUMBER: ZAEZ00000018

(Incorporated in the Republic of South Africa)

(Registration number 1997/005336/06)

("Senwes")

SENWESBEL LIMITED - ZXSWB

ISIN Number: ZAEZ00000026

(Incorporated in the Republic of South Africa)

(Registration Number: 1996/017629/06)

("Senwesbel")

(collectively referred to below as "the Senwes Group")

ANNOUNCEMENT OF A FIRM INTENTION BY THE SENWES GROUP TO MAKE A GENERAL OFFER TO ACQUIRE ALL OF THE ISSUED ORDINARY SHARES OF KLK LANDBOU LIMITED ("KLK")

Senwes and Senwesbel ("the Offerors") hereby announce that they have issued a firm intention letter to KLK, to make a general offer to acquire all of the issued ordinary shares of KLK. The firm intention letter will be followed by a combined circular addressed to the shareholders of KLK regulating the terms and conditions of an offer to acquire all of the issued ordinary shares of KLK ("the Offer") on the following basis:

1. The Offer will be made by way of a general offer to all KLK shareholders ("the Offerees") to acquire all of their shares in KLK for a cash consideration of R18.50 per KLK Share ("Cash Consideration") and/or 1.4 Senwes shares per KLK share and/or 1.8 Senwesbel shares per KLK share (in the ordinary share capital of Senwes and/or Senwesbel, in any combination, as the case may be, on an ex-dividend basis ("Share Consideration"). KLK shareholders wishing to accept the offer of Senwesbel shares must qualify as "bona fide farmers" as contemplated in the Memorandum of Incorporation of Senwesbel.
2. The implementation of the Offer will be subject to:
 - 2.1 The approval of the Competition Authorities (in terms of the provisions of Chapter 3 of the Competition Act, 89 of 1998), the Takeover Regulation Panel (in terms of the Companies Act 71 of 2008, as amended and the Takeover Regulations) and ZAR X, the licenced exchange on which the shares of Senwes and Senwesbel are listed and;
 - 2.2 that within 45 business days of the opening date of the Offer, Offerees holding at least 20% of the total Offer Shares have accepted the Offer, which condition may be waived unilaterally by the Offerors any time before prior to the expiry of such 45 business day period.

Further particulars of the Offer will be published early in 2019.

Accordingly, both Senwes and Senwesbel shareholders are advised to exercise caution when dealing in either of the Senwes Group shares until a further announcement is made.

By order of the respective Boards of Directors of the Senwes Group.

EM Joynt (Mrs)
COMPANY SECRETARY
APPOINTED ADVISOR
KLERKSDORP
14 December 2018

Tel no. (018) 464 7104

For share trading in the Senwes Group refer to the licenced exchange at: [ZAR X](#)