

SENWES LIMITED - ZXSX

ISIN NUMBER: ZAEZ00000018

(Incorporated in the Republic of South Africa)

(Registration number 1997/005336/06)

SENWESBEL LIMITED - ZXSXB

ISIN Number: ZAEZ00000026

(Incorporated in the Republic of South Africa)

(Registration Number: 1996/017629/06)

(collectively the "**Senwes Group**")



KLK LANDBOU LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1997/015589/06)

("KLK")

INCREASE IN OFFER CONSIDERATION APPLICABLE TO GENERAL OFFER

Shareholders of KLK ("**KLK Shareholders**") are referred to the announcement by KLK of 18 December 2018 regarding the firm intention by the Senwes Group to make an offer to KLK Shareholders, as described in that announcement ("**Senwes Offer**") as well as the update announcement dated 21 February 2019 regarding the status of the combined circular and the extension granted by the Panel for the posting thereof to 29 March 2019.

In accordance with Regulation 104(2) of the Companies Regulations, 2011, the KLK Shareholders are hereby advised that the Senwes Group recently gave written notice to the KLK independent board confirming that –

1. The Senwes Group, in terms of regulation 104 of the Companies Regulations, 2011, has resolved to **increase** the consideration payable in terms of the Senwes Offer to a cash consideration of **R19.50** per KLK share (previously **R18.50**), alternatively, and in any combination, **1.5** Senwes shares for each KLK share and/or **2** Senwesbel shares for each KLK share (previously **1.4** and **1.8** respectively).
2. The Senwes Group has exercised its right to waive the previously imposed condition that at least 20% of the KLK Shareholders must accept the Senwes Offer before it becomes binding and, accordingly, such condition no longer applies and the only remaining suspensive condition to the Senwes Group is the obtaining of the requisite regulatory approvals.

The Senwes Group has sufficient authorised shares to give effect to the settlement of the increased share consideration in full on the basis referred to above.

For purposes of Regulation 114(4), the Senwes Group has provided the Takeover Regulation Panel ("**the Panel**") with a revised guarantee from Absa Bank Limited in respect of the full increased cash consideration which could become payable in terms of the Senwes Offer.

Save for the increase in the offer consideration as stated above, the Senwes Offer, as detailed in the firm intention and update announcements referred to above, remains unchanged. The Senwes Group and the KLK independent board are in the process of finalising the combined circular in respect of the Senwes Offer

(as increased) and same will be posted by no later than **Friday, 29 March 2019** (or such later period as the Panel may agree).

The Combined Circular shall set out the updated indicative timetable in respect of the Senwes Offer and its implementation.

Insofar as it relates to KLK, the KLK independent board collectively and individually accepts full responsibility for the accuracy of the information contained in this announcement and confirms that to the best of their respective knowledge and belief, the information set out herein is true and this announcement does not omit anything likely to affect the importance of the information included.

Insofar as it relates to Senwes Limited, its board of directors collectively and individually accept full responsibility for the accuracy of the information contained in this announcement and confirm that to the best of their respective knowledge and belief, the information set out herein is true and this announcement does not omit anything likely to affect the importance of the information included.

Insofar as it relates to Senwesbel Limited, its board of directors collectively and individually accept full responsibility for the accuracy of the information contained in this announcement and confirm that to the best of their respective knowledge and belief, the information set out herein is true and this announcement does not omit anything likely to affect the importance of the information included.

Accordingly, KLK Shareholders are advised to exercise caution when dealing in KLK shares until a further announcement is made.

By order of the respective boards of the Senwes Group and the independent board of KLK.

JPN Stander (Mr)
CHAIRMAN OF THE KLK
INDEPENDENT BOARD
UPINGTON
11 MARCH 2019

EM Joynt (Mrs)
Tel no. (018) 464 7104
COMPANY SECRETARY AND APPOINTED
ADVISOR OF THE SENWES GROUP
KLERKSDORP

For share trading in the Senwes Group refer to ZARX, the licenced exchange on which the Senwes Group is listed at: www.zarx.co.za