

CAESPAN

GROUP LIMITED

CAESPAN GROUP LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 2008/016971/06)
("Capespan")

FORM OF SURRENDER, TRANSFER AND ACCEPTANCE

*The definitions and interpretations commencing on page 9 of the circular to which this form of surrender, transfer and acceptance is attached ("**the Circular**"), apply mutatis mutandis to this form of surrender, transfer and acceptance.*

This form should be read in conjunction with the Circular.

Instructions:

1. A separate form of surrender, transfer and acceptance is required for each Capespan Shareholder. Capespan Shareholders must complete this form in BLOCK CAPITALS.
2. Part A must be completed by all Capespan Shareholders who return this form and **relates to the surrender of Documents of Title**.
3. Part B must be completed by Capespan Shareholders **who are emigrants from or non-residents** of the Common Monetary Area (see note 2).
4. Part C must be completed by all Capespan Shareholders who return this form and **relates to the settlement of the Scheme Consideration**.

Please also read notes overleaf.

To: The Transfer Secretaries

Hand deliveries to:

**Computershare Investor Services
Proprietary Limited**
Rosebank Towers
15 Biermann Avenue
Rosebank
2196

Postal deliveries to:

**Computershare Investor Services
Proprietary Limited**
PO Box 61051
Marshalltown
2107

Capespan Shareholders may return this form of surrender, transfer and acceptance (blue) and (if applicable) their Documents of Title either to:

- **the Transfer Secretaries (Computershare Investor Services Proprietary Limited), at the address provided above; OR**
- **Zeder's company secretary (Ms Lucille van der Merwe) at 2nd Floor, Ou Kollege, 35 Church Street, Stellenbosch, 7600,**

whichever is more convenient to Capespan Shareholders.

Dear Sir

PART A – SURRENDER OF DOCUMENTS OF TITLE

ALL CAPESPAN SHAREHOLDERS WHO RETURN THIS FORM MUST PLEASE COMPLETE PART A.

Capespan Shareholders who wish to anticipate the Scheme becoming operative and expedite settlement of the Scheme Consideration should complete and return this form to the Transfer Secretaries together with their Document(s) of Title by no later 12:00 on the Scheme Consideration Record Date.

Should the Scheme not become operative, any Documents of Title surrendered to the Transfer Secretaries will be returned to such shareholders by the Transfer Secretaries, at such shareholders' own risk, by registered post within five Business Days from the date of receipt of the Documents of Title or the date on which it becomes known that the Scheme will not become operative, whichever is the later.

In any event, should the Scheme become operative, Capespan Shareholders will have to complete and return this form (even if after the Scheme Consideration Record Date) to the Transfer Secretaries together with their Document(s) of Title.

Surname or Name of corporate body

First names (in full)

Title

Identity number

Address (see Part C below)

Postal code

Country

Telephone

Cell)phone number ()

Email address

Fax number ()

Please note: In order to comply with the requirements of the Financial Intelligence Centre Act, 2001, the Transfer Secretaries will be unable to record any change of address mandated unless the following documentation is received from the relevant Capespan Shareholder:

- an original certified copy of your identity document;
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number (if you do not have a tax number, please confirm this in writing and have the letter signed by a Commissioner of Oaths); and
- an original or an original certified copy of a service bill to verify your physical address.

I/WE HEREBY SURRENDER THE ENCLOSED SHARE CERTIFICATE/S, CERTIFIED TRANSFER DEED/S AND/OR OTHER DOCUMENTS OF TITLE, DETAILS OF WHICH HAVE BEEN COMPLETED BELOW, IN RESPECT OF MY/OUR HOLDING OF CAPESPAN SHARES.

Share certificate/s and/or other Document(s) of Title to be surrendered (as enclosed)

Name of registered holder (separate form for each holder)	Certificate number(s)(in numerical order)	Number of Capespan Shares covered by each certificate
Total		

Signature of Capespan Shareholder	Stamp and address of agent lodging this form
Assisted by me (if applicable)	
State full name and capacity	
Date 2015	
Telephone number (Home) ()	
Telephone number (Work) ()	
Cell phone number ()	

Signatories may be called upon for evidence of their authority or capacity to sign this form.

PART B

1. To be completed only by Capespan Shareholders who are emigrants from the Common Monetary Area.

The Scheme Consideration will be forwarded to the authorised dealer nominated below for its control and credited to the emigrant's blocked account. Accordingly, a non-resident who is an emigrant from South Africa must provide the following information:

Name and address of authorised dealer in South Africa or substitute instruction

Account number

2. To be completed only by all other non-resident Capespan Shareholders who wish to provide a substitute address.

The Scheme Consideration will be posted to the registered address of the non-resident concerned, unless written instructions to the contrary are received and a substitute address provided below:

Substitute address

3. If no nomination is made in terms of 1 above, the Scheme Consideration will be held in trust by the Transfer Secretaries.

PART C – SETTLEMENT OF SCHEME CONSIDERATION

In order to comply with recent legislative changes, the Scheme Consideration Shares may only be issued in Dematerialised form.

All Capespan Shareholders[#] should kindly complete the section below, dealing with the settlement of the Scheme Consideration Shares, in the event that the Capespan Shareholder becomes entitled to the Scheme Consideration Shares as a result of the Scheme becoming operative.

1. Please tick this box **if you have an account with a Broker or CSDP** and wish such account to be credited with the Scheme Consideration Shares, and insert the details of such account below:
- Name of account holder: _____
- Name of Broker: _____
- Name of CSDP: _____
- Account number of Broker: _____
- Account number of CSDP: _____
- Telephone number of Broker/CSDP: _____
- SCA number of Broker/CSDP: _____

Please note: Should the account details provided by you above be incorrect or incomplete, or should this form and Documents of Title be submitted after **12:00 on the Scheme Consideration Record Date**, it will not be possible to credit such account with the Scheme Consideration Shares, in which case you will be issued with a statement of allocation, confirming the number of Scheme Consideration Shares due to you. The statement of allocation will be sent to you, at your risk, at the address set out in the Register.

2. Please tick this box **if you do not have an account with a Broker or CSDP**, but wish to receive the Scheme Consideration Shares in Dematerialised form and not in certificated form. It will be necessary for you to appoint a Broker or CSDP before the Scheme Consideration Shares can be credited to your Broker or CSDP account. In the meantime, you will be issued with a statement of allocation, confirming the number of Scheme Consideration Shares due to you. The statement of allocation will be sent to you, at your risk, at the address set out in the Register.

3. Please tick this box **if you do NOT wish to receive the Scheme Consideration Shares in Dematerialised form** and instead wish to withdraw the Dematerialised Scheme Consideration Shares due to you and replace these with a **physical Document of Title** (share certificate). The Document of Title (share certificate) for the Scheme Consideration Shares will be sent you, at your risk, at the address set out in the Register.

Notes:

1. Emigrants from the Common Monetary Area must complete Part B.
2. All other non-residents of the Common Monetary Area must complete Part B if they wish the Scheme Consideration to be sent to an address other than their address in the Register.
3. If Part B is not properly completed, the Scheme Consideration (in the case of emigrants) will be held in trust by the Transfer Secretaries pending receipt of the necessary nomination or instruction.
4. The Scheme Consideration will not be sent to Capespan Shareholders unless and until Documents of Title in respect of the relevant Capespan Shares have been surrendered to the Transfer Secretaries.
5. If a Capespan Shareholder produces evidence to the satisfaction of Capespan and Zeder that Documents of Title in respect of Capespan Shares have been lost or destroyed, Capespan may waive the surrender of such Documents of Title against delivery of a duly executed indemnity in a form and on terms and conditions approved by Capespan and Zeder, or may in their discretion waive such indemnity.
6. If this form of surrender, transfer and acceptance is not signed by the Capespan Shareholder, the Capespan Shareholder will be deemed to have irrevocably appointed the company secretary of Capespan to implement that Capespan Shareholder's obligations under the Scheme on his/her behalf.
7. Persons who have acquired Capespan Shares after the date of posting of the Circular to which this form of surrender, transfer and acceptance is attached, can obtain copies of the form of surrender, transfer and acceptance and the Circular from Capespan's company secretary at Vineyards Square North, Vineyards Office Estate, 99 Jip de Jager Road, Bellville, 7530 (PO Box 6133, Tyger Valley, 7536) and from the Transfer Secretaries at Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107).
8. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the JSE, lodging agents are requested to prepare special transaction receipts. Signatories may be called upon for evidence of their authority or capacity to sign this form.
9. Any alteration to this form of surrender, transfer and acceptance must be signed in full and should not be merely initialled.
10. If this form of surrender, transfer and acceptance is signed under a power of attorney, then such power of attorney, or a notially certified copy hereof, must be sent with this form for noting (unless it has already been noted by Capespan or the Transfer Secretaries).
11. Where the Capespan Shareholder is a company or a close corporation, unless it has already been registered with Capespan or the Transfer Secretaries, a certified copy of the directors' or members' resolution authorising the signing of this form of surrender, transfer and acceptance must be submitted if so requested by Capespan.
12. Note 11 above does not apply in the event of this form bearing the stamp of a broking member of the JSE.
13. Where Capespan Shares are held jointly, all joint holders are required to sign this form of surrender, transfer and acceptance.

[#] Save for Dissenting Shareholders who have given notice in terms of sections 164(5) to 164(8) of the Companies Act and who do not withdraw their respective demands or allow any offers by the Company to them in terms of section 164(11) of the Companies Act to lapse.