

**SENWES BEPERK - ZXSW****ISIN NOMMER: ZAEZ00000018**

(Geïnkorporeer in die Republiek van Suid Afrika)

(Registrasienommer 1997/005336/06)

(gesamentlik hierin verwys as die "**Senwes Groep**")**KLK LANDBOU BEPERK**

(Geïnkorporeer in die Republiek van Suid Afrika)

(Registrasienommer 1997/015589/06)

("KLK")

**SENWESBEL BEPERK - ZXSWB****ISIN NOMMER: ZAEZ00000026**

(Geïnkorporeer in die Republiek van Suid Afrika)

(Registrasienommer: 1996/017629/06)




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**ALGEMENE AANBOD AAN KLK AANDEELHOUERS EN GOEDKEURING DEUR DIE MEDEDINGINGSTRIBUNAAL**


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Die Senwes Groep en KLK onafhanklike raad verwys die KLK aandeelhouers en die Senwes Groep aandeelhouers na die aankondiging op 29 Maart 2019 met betrekking tot die Aanbod aan KLK Aandeelhouers ("**die Aanbod**") en bevestig hiermee dat, ooreenkomstig die Opskortende Voorwaarde ingevolge die bepalings van die Aanbod, die Mededingingstribunaal die samesmelting (soos gedefinieer in artikel 12 van die Mededingingswet, 1998) tussen KLK en die Senwes Groep op 29 April 2019 goedgekeur het. Die goedkeuring is verleen op die basis dat, indien die Senwes Groep nie 'n beherende belang in KLK (soos voorsien in terme van die Mededingingswet) in terme van die Aanbod of andersins binne 2 jaar daarna verkry nie, die Senwes Groep verplig sal wees om weer 'n aanmeldingsaansoek in te dien indien dit beheer oor KLK will verkry na die verstryking van sodanige 2 jaar tydperk. Die Opskortende Voorwaarde vir die Aanbod, naamlik goedkeuring deur die Mededingingsowerhede, is derhalwe nagekom effektief vanaf 29 April 2019.

Gevolglik, sal die Aanbod sluit op Donderdag, 16 Mei 2019, wat gevolg moet word deur die uitreiking van 'n nakomingsertifikaat deur die Oornamereguleringspaneel ("**die Paneel**") ooreenkomstig die bepalings van artikel 119 (4)(b) van die Maatskappywet, 2008 en regulasie 113(13) van die Maatskappyregulasies.

Die finale tydslyn vir die Aanbod is soos volg:

	<b>2019</b>
<b>Sluitingsdatum van Aanbod</b>	<b>Donderdag, 16 Mei</b>
<b>ORP nakomingsertifikaat</b>	<b>Maandag, 10 Junie</b>
<b>Betaling van die Kontant koopprys en die uitreiking van Vergoedingsaandele</b>	<b>Vrydag, 14 Junie</b>

Aantekening: Die datums en tye waarvoor in hierdie Omsendbrief voorsiening gemaak word, is onderworpe aan verandering. KLK Aandeelhouers sal van enige veranderinge in kennis gestel word.

*In opdrag van die onderskeie direksies van die Senwes Groep en die Onafhanklike Raad van KLK.*

**JPN Stander (Mnr)**  
**VOORSITTER VAN DIE KLK**  
**ONAFHANKLIKE RAAD**  
**UPINGTON**  
**29 APRIL 2019**

**EM Joynt (Mev)**  
**Tel no. (018) 464 7104**  
**MAATSKAPPYSEKRETARIS**  
**AANGESTELDE ADVISEUR VAN DIE SENWES GROEP**  
**KLERKSDORP**

Vir aandele verhandeling in die Senwes Groep verwys na ZARX, die gelisensieerde beurs waarop die groep genoteer is:

[www.zarx.co.za](http://www.zarx.co.za)

**SENWES LIMITED - ZXSW****ISIN NUMBER: ZAEZ00000018**

(Incorporated in the Republic of South Africa)

(Registration number 1997/005336/06)

(collectively the "Senwes Group")

**KLK LANDBOU LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number 1997/015589/06)

("KLK")

**SENWESBEL LIMITED - ZXSWB****ISIN Number: ZAEZ00000026**

(Incorporated in the Republic of South Africa)

(Registration Number: 1996/017629/06)




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**GENERAL OFFER TO KLK SHAREHOLDERS AND APPROVAL BY THE COMPETITION TRIBUNAL**


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The Senwes Group and the KLK independent board refer the Senwes Group shareholders and the KLK shareholders to the announcement of 29 March 2019 regarding the Offer made by the Senwes Group to KLK Shareholders ("the Offer") and hereby confirm that, in accordance with the suspensive condition in terms of the provisions of the Offer, the Competition Tribunal has approved the merger (as defined in section 12 of the Competition Act, 1998), between KLK and the Senwes Group as from 29 April 2019. The approval has been granted on the basis that, should the Senwes Group not acquire "control" over KLK (as contemplated in the Competition Act) in terms of the Offer or otherwise during a period of 2 years thereafter, the Senwes Group will be required to file another merger filing should it wish to acquire "control" over KLK after expiry of such 2 year period. The relevant suspensive condition to the Offer, namely approval by the Competition Authorities, has therefore been fulfilled with effect from 29 April 2019.

Accordingly, the Offer will close on Thursday, 16 May 2019, which must be followed by the issue of a compliance certificate by the Takeover Regulation Panel ("TRP") in terms of the provisions of section 119 (4)(b) of the Companies Act, 2008 and regulation 113(13) of the Companies Regulations.

The final timeline for the Offer is as follows:

	2019
<b>Closing date of the Offer</b>	<b>Thursday, 16 May</b>
<b>TRP compliance certificate</b>	<b>Monday, 10 June</b>
<b>Payment of the Cash Consideration and issue of Consideration Shares</b>	<b>Friday, 14 June</b>

Note: The dates and times provided above are subject to change. KLK Shareholders will be notified of any changes.

*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**  
**29 APRIL 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](http://www.zarx.co.za)