



SUBTROPICO BEPERK

(Ingelyf in die Republiek van Suid-Afrika)

(Registrasienuommer 1993/000220/06)

("Subtropico")

SUBTROPICO SE GEWYSIGDE AANBOD IN ALLE OPSIGTE ONVOORWAARDELIK, INSLUITENDE ONTVANGS VAN 'N TRP VOLDOENINGSERTIFIKAAT

KLK aandeelhouders word na die aankondiging gedateer 29 Maart 2019 verwys waarin aandeelhouders verwittig is dat al die opskortende voorwaardes waaraan die Gewysigde Aanbod onderworpe was, vervul is, en dat die Gewysigde Aanbod in alle opsigte onvoorwaardelik geword het.

KLK aandeelhouders word kennis gegee dat 'n voldoeningstifikaat in terme van artikels 119(4)(b) en 121(b)(i) van die Maatskappywet, Nr 71 van 2008, nou deur die TRP aan Subtropico uitgereik is.

Alle direkteure van Subtropico:

- het al die feitelike stellings en menings in hierdie aankondiging oorweeg;
- aanvaar, individueel en gesamentlik, volle verantwoordelikheid vir die akkuraatheid van die inligting wat verstrekk is;
- sertifiseer dat, na die beste van hul kennis en wete, daar geen weglatings van wesenlike feite of oorwegings is wat enige feitelike verklaring of mening in hierdie dokument vals of misleidend sou maak nie;
- het alle redelike navrae in hierdie verband gedoen; en
- bevestig dat hierdie aankondiging alle inligting bevat wat deur die TRP Regulasies vereis word.

Pretoria
2 April 2019

Korporatiewe Adviseur van Subtropico

**EXCHANGE
SPONSORS**

Regsadviseur van Subtropico

**WERKSMANS
ATTORNEYS**



Takeover Regulation Panel

a member of the dti group

SUBTROPICO LIMITED

("Subtropico")

REGISTRATION NUMBER: 1993/000220/06

**COMPLIANCE CERTIFICATE IN TERMS OF SECTION 119(4) AND 121(b) OF
THE COMPANIES ACT 71 OF 2008 AS READ WITH REGULATION 102(13) THE
COMPANIES REGULATIONS 2011**

On or about 10 December 2018, The Takeover Regulation Panel approved a circular to the shareholders of KLK Landbou Limited in respect of an Affected Transaction in terms of the Companies Act 71 of 2008 ("the Act").

The Takeover Regulation Panel is satisfied that the requirements set out for compliance have been met, and hereby issue the certificate in terms of section 119(4) (b) of the Act and 121(b) of the Act.

DATED 07 April 2019

Basil Kgaugelo Mashabane
Deputy Executive Director



SUBTROPICO LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1993/000220/06)

("Subtropico")

SUBTROPICO'S REVISED OFFER UNCONDITIONAL IN ALL RESPECTS, INCLUDING RECEIPT OF A TAKEOVER REGULATION PANEL COMPLIANCE CERTIFICATE

KLK shareholders are referred to the announcement dated 29 March 2019 notifying them that all conditions precedent to which the Revised Offer was subject to have been fulfilled and the Revised Offer has become unconditional in all respects.

KLK shareholders are advised that the compliance certificate in terms of sections 119(4)(b) and 121(b)(i) of the Companies Act, No 71 of 2008, has now been issued to Subtropico by the Takeover Regulation Panel.

All directors of Subtropico:

- have considered all statements of fact and opinion in this announcement;
- accept, individually and collectively, full responsibility for the accuracy of the information given;
- certify that, to the best of their knowledge and belief, there are no omissions of material facts or considerations which would make any statement of fact or opinion contained in this document false or misleading;
- have made all reasonable enquiries in this regard; and
- confirm that this announcement contains all information required by the TRP Regulations.

Pretoria
2 April 2019

Corporate Advisor to Subtropico



Legal Advisor to Subtropico





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DATED 07 April 2019

Basil Kgaugelo Mashabane
Deputy Executive Director

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