

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 9 of this Circular apply to this Circular in its entirety.

### Action required

- This Circular is important and should be read in its entirety, with particular attention to the sections titled “Action required by Cashbuild Shareholders at the General Meeting” and “Action required by Odd-lot Holders following the General Meeting”, which commence on page 3 and 5 respectively.
- If you are in any doubt as to what action you should take, please consult your accountant, broker, banker, attorney, CSDP or other professional adviser immediately.
- If you have disposed of all your Shares, this Circular should be handed to the purchaser of such Shares or to the broker, CSDP, banker or other agent through whom the disposal was effected.

**Cashbuild does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or broker including, without limitation, any failure on the part of the CSDP or broker of any beneficial owner of Shares to notify such beneficial owner of the details set out in this Circular.**

### CASHBUILD LIMITED

Registration number 1986/001503/06  
Incorporated in the Republic of South Africa  
Share code: CSB ISIN: ZAE000028320



---

## CIRCULAR TO SHAREHOLDERS

---

regarding the approval of:

- **the proposed Specific Repurchase by Cashbuild of 1 000 000 Cashbuild Shares from PK Goldrick; and**
- **the proposed Odd-lot Offer by Cashbuild to repurchase from Cashbuild Shareholders holding less than 100 Cashbuild Shares, all such Cashbuild Shares at the Odd-lot Offer Price;**

and incorporating

- **a notice convening the General Meeting of Shareholders;**
- **a form of proxy (for use by holders of Certificated Shares and Dematerialised Shares with own name registration only);**
- **a form of election and surrender (blue) (for use by holders of Certificated Shares only); and**
- **electronic participation form.**

**Investment Bank,  
Corporate Advisor and Sponsor**



**Legal Advisor**

**WEBBER WENTZEL**  
in alliance with > Linklaters

Date of issue: Monday, 6 February 2023

*This Circular is only available in English. Copies may be obtained from the registered office of the Company or at the Transfer Secretaries, during office hours on Business Days from Monday, 6 February 2023, at the addresses set out in the “Corporate Information” section. A copy of this Circular will also be available on Cashbuild’s website (<https://www.cashbuild.co.za/investor-relations>). Further information for obtaining a copy of this Circular is set out in the “Action Required by Shareholders” section.*

---

# CORPORATE INFORMATION AND ADVISORS

---

**Company Secretary and Registered Office**

T Nengovhela  
Cashbuild Corporate Office  
2 Handel Road  
Ormonde  
Johannesburg, 2190  
(PO Box 90115, Bertsham, 2013)  
Date of incorporation: 14 April 1986  
Place of incorporation: South Africa

**Investment Bank, Corporate Advisor and Sponsor**

Nedbank Corporate and Investment Banking,  
a division of Nedbank Limited  
(Registration number 1951/000009/06)  
3rd Floor, Corporate Place  
135 Rivonia Road  
Sandton, 2196  
(PO Box 1144, Johannesburg, 2000)

**Transfer Secretaries**

JSE Investor Services (Pty) Ltd  
Fifth Floor  
One Exchange Square  
Gwen Lane  
Sandown, 2196  
(PO Box 4844, Johannesburg, 2000)

**Legal Advisor**

Webber Wentzel (in alliance with Linklaters)  
90 Rivonia Road  
Sandton  
Johannesburg, 2196  
(PO Box 61771, Marshalltown, 2107)

---

# ACTION REQUIRED BY CASHBUILD SHAREHOLDERS AT THE GENERAL MEETING

---

This Circular is important and requires your immediate attention. The action you need to take is set out below.

The definitions and interpretations commencing on page 9 of this Circular apply, *mutatis mutandis*, to this “Action Required by Cashbuild Shareholders at the General Meeting” section.

If you are in any doubt as to what action to take, consult your accountant, broker, banker, attorney, CSDP or other professional advisor immediately.

If you have disposed of all your Shares, please forward this Circular to the purchaser of such Shares or to the broker, CSDP, banker or other agent through whom the disposal was effected.

## **Electronic participation**

**The General Meeting, convened in terms of the Notice of General Meeting, will be held entirely by electronic communication, as permitted by the JSE, the provisions of the Companies Act and the MOI on Monday, 6 March 2023, commencing at 10:00.**

In this respect, the Company has retained the services of the Transfer Secretaries, JSE Investor Services, to facilitate the General Meeting on an interactive electronic platform, in order to facilitate remote participation and voting by Shareholders. The Transfer Secretaries will also act as scrutineer.

Shareholders who wish to participate in the General Meeting, including proxy holders, will be required to submit the duly completed Electronic Participation Form, found on page 31 of this Circular, together with the relevant documents to JSE Investor Services at proxy@tmsmeetings.co.za, as provided for on the form by no later than 10:00 on Thursday, 2 March 2023. Shareholders are strongly encouraged to complete their verification well ahead of time.

Once your shareholding, identity and authority (if the shareholder is not an individual) have been verified by JSE Investor Services, you will be provided with details on how to join the General Meeting web stream. A live voting function will not be available, and shareholders will be required to send their duly completed forms of proxy to JSE Investor Services via email by 10:00 on Friday, 3 March 2023 for administrative purposes. Any forms of proxy not delivered by this time may be forwarded to the Transfer Secretaries at any time prior to the commencement of voting on any Resolutions proposed at the General Meeting.

Shareholders that choose not to participate in the General Meeting can still submit their completed forms of proxy to JSE Investor Services at proxy@tmsmeetings.co.za by no later than 10:00 on Friday, 3 March 2023.

The Transfer Secretaries will assist Shareholders with the requirements for electronic participation at the General Meeting. The Transfer Secretaries are further obliged to validate (in correspondence with the Company), each such Shareholder’s entitlement to participate at the General Meeting, before providing it with the necessary means to access the General Meeting. For further information in this regard, please see the details contained in the Notice of General Meeting.

While the Company will incur all costs for the hosting of the General Meeting by way of a remote interactive electronic platform, Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the General Meeting. Any such charges will not be for the account of the JSE, the Company or the Transfer Secretaries. None of the JSE, the Company or the Transfer Secretaries can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such Shareholder from participating in and/or voting at the General Meeting.

## **If you have dematerialised your Shares without “Own Name” registration:**

- (a) Voting at the General Meeting
  - i. Your CSDP/broker is obliged to contact you in the manner stipulated in the agreement concluded between you and your CSDP/broker to ascertain how you wish to cast your vote at the General Meeting and thereafter to cast your vote in accordance with your instructions.
  - ii. If you have not been contacted, it would be advisable for you to contact your CSDP/broker and furnish it with your voting instructions.
  - iii. If your CSDP/broker does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the agreement concluded between you and your CSDP/broker.
  - iv. You should **NOT** complete the attached form of proxy.

---

# ACTION REQUIRED BY CASHBUILD SHAREHOLDERS AT THE GENERAL MEETING (CONTINUED)

---

- (b) Attendance and representation at the General Meeting
- i. If you wish to attend the General Meeting, you must advise your CSDP/broker in accordance with the agreement concluded between you and your CSDP/broker, and your CSDP/broker will issue you with the necessary letter of representation for you to attend the General Meeting.
  - ii. Unless you advise your CSDP/broker, in accordance with the terms of the agreement concluded between you and your CSDP/broker, that you wish to attend the General Meeting and have been provided with a letter of representation from it or instructed it to send its proxy to represent you at the General Meeting, your CSDP/broker may assume that you do not wish to attend the General Meeting and act in accordance with the agreement between you and your CSDP/broker.

**If you have not dematerialised your Shares or you have dematerialised your Shares with “Own Name” registration:**

- (c) Voting, attendance and representation at the General Meeting
- i. Shareholders are strongly encouraged to submit votes by proxy before the General Meeting.
  - ii. You are, however, entitled to attend the General Meeting by electronic communication and may speak at the General Meeting.
  - iii. For clarity, a live voting function will not be available, and shareholders will be required to send their duly completed forms of proxy to JSE Investor Services via email at proxy@tmsmeetings.co.za by 10:00 on Friday, 3 March 2023 for administrative purposes. Any forms of proxy not delivered by this time may be forwarded to the Transfer Secretaries at any time prior to the commencement of voting on any Resolutions proposed at the General Meeting.
  - iv. If you are unable to attend the General Meeting, you may appoint a proxy to represent you at the General Meeting by completing the attached form of proxy in accordance with the instructions it contains and returning it to the Transfer Secretaries to be received by email at proxy@tmsmeetings.co.za by no later than 10:00 on Friday, 3 March 2023, for administrative purposes. Any forms of proxy not delivered by this time may be forwarded to the Transfer Secretaries at any time prior to the commencement of voting on any Resolutions proposed at the General Meeting. Where there are joint holders of Shares, any one of such persons may vote at the General Meeting in respect of such Shares as if that person is solely entitled thereto, but if more than one of such joint holders are present or represented at the General Meeting, the person whose name appears first in the Register in respect of such Shares or its/his/her proxy, as the case may be, shall alone be entitled to vote in respect of such Shares.

If you wish to dematerialise your Shares, please contact your broker.

**Identification of Shareholders and proxies**

In terms of section 63(1) of the Companies Act, before any person may participate in the General Meeting, that person must present reasonably satisfactory identification and the person presiding at the General Meeting must be reasonably satisfied that the right of the person to participate and vote at the General Meeting, either as a Cashbuild Shareholder, or as a proxy or a representative for a Cashbuild Shareholder, has been reasonably verified. Acceptable forms of identification include a valid green bar-coded or smart card identification document issued by the South African Department of Home Affairs, a South African driver's licence or a valid passport. Only those Shareholders who are fully verified (as required in terms of section 63(1) of the Companies Act) and subsequently registered at the commencement of the General Meeting with the Transfer Secretaries in accordance with what is set out above, will be allowed to participate in and/or vote by electronic means.

---

# ACTION REQUIRED BY ODD-LOT HOLDERS FOLLOWING THE GENERAL MEETING

---

The definitions and interpretations commencing on page 9 of this Circular apply, *mutatis mutandis*, to this “Action Required by Odd-lot Holders following the General Meeting” section.

Following the approval of the Resolutions to be considered at the General Meeting relating to the Odd-lot Offer, the Odd-lot Offer will open and if you are an Odd-lot Holder you must decide to either:

- sell your Odd-lot Holding to Cashbuild at the Odd-lot Offer Price; or
- retain your Odd-lot Holding.

**If you wish to retain your Odd-lot Holdings you must specifically make an election to do so. Those Odd-lot Holders who do not make an election will automatically be deemed to have accepted the Odd-lot Offer and shall be deemed to have agreed to dispose of their Odd-lot Holdings to Cashbuild at the Odd-lot Offer Price and to receive the Odd-lot Consideration.**

## 1. If you hold Certificated Shares

You must complete the form of election and surrender (*blue*) and select to either sell or retain your Odd-lot Holding.

If you decide to retain your Odd-lot Holding, you must make sure that you complete the Form of Election and Surrender (*blue*) and return it to the Transfer Secretaries at the address set out in that form, to be received by no later than 12:00 on Friday, 31 March 2023. If the Transfer Secretaries do not receive your completed form in time, you will automatically be regarded as having accepted the Odd-lot Offer and you will be deemed to have agreed to dispose of your Cashbuild Shares to Cashbuild and receive the Odd-lot Consideration.

If any Documents of Title of Certificated Odd-lot Holders have been lost or destroyed and the Odd-lot Holder concerned produces evidence to this effect to the satisfaction of the Transfer Secretaries and Cashbuild, then the Transfer Secretaries, subject to obtaining Cashbuild’s consent, may dispense with the surrender of such existing Documents of Title against provision of an acceptable indemnity.

## 2. If you hold Dematerialised Shares

Your CSDP or broker is obliged to contact you in the manner stipulated in the agreement concluded between you and your CSDP or broker to ascertain what choice you wish to make in terms of the Odd-lot Offer and thereafter to advise the Transfer Secretaries of such choice.

If you have not been contacted, you should contact your CSDP or broker and furnish your CSDP or broker with your instructions relating to your choice.

If your CSDP or broker does not obtain instructions from you regarding your choice, it will be obliged to act in accordance with the provisions contained in the agreement concluded between you and your CSDP or broker.

**You must NOT complete the Form of Election and Surrender (*blue*).**

---

# TABLE OF CONTENTS

---

The definitions and interpretations commencing on page 9 of this Circular apply, *mutatis mutandis*, to this “Table of contents” section.

CIRCULAR TO SHAREHOLDERS	1
CORPORATE INFORMATION AND ADVISORS	2
ACTION REQUIRED BY CASHBUILD SHAREHOLDERS AT THE GENERAL MEETING	3
ACTION REQUIRED BY ODD-LOT HOLDERS FOLLOWING THE GENERAL MEETING	5
TABLE OF CONTENTS	6
SALIENT DATES AND TIMES	7
DEFINITIONS AND INTERPRETATIONS	9
CIRCULAR TO CASHBUILD SHAREHOLDERS	11
<b>1. INTRODUCTION AND PURPOSE OF THE CIRCULAR</b>	11
<b>2. DETAILS OF THE SPECIFIC REPURCHASE</b>	11
<b>3. DETAILS OF THE ODD-LOT OFFER</b>	12
<b>4. ADDITIONAL INFORMATION</b>	16
<b>Annexure 1: Tax consequences of the Odd-lot Offer</b>	23
NOTICE OF GENERAL MEETING OF SHAREHOLDERS	24
FORM OF PROXY FOR USE BY CERTIFICATED SHAREHOLDERS AND DEMATERIALIZED SHAREHOLDERS WITH OWN NAME REGISTRATION ONLY	27
<b>Form of Election and Surrender (<i>blue</i>) for use by Odd-lot Holders</b>	29
ELECTRONIC PARTICIPATION FORM	31

---

# SALIENT DATES AND TIMES

---

The definitions and interpretations commencing on page 9 of this Circular apply *mutatis mutandis* to this “Salient dates and times” section.

	<b>2022/2023</b>
Release of terms announcement regarding the Specific Repurchase	Thursday, 15 December
Record date to be entitled to receive the Circular and Notice of General Meeting	Friday, 27 January
Odd-lot Offer (declaration announcement) and issue of Circular announced on SENS	Monday, 6 February
Circular and the Notice of General Meeting distributed to Shareholders	Monday, 6 February
Last day to trade to be entitled to vote and participate at the General Meeting	Tuesday, 21 February
Record date to be entitled to vote and participate at the General Meeting	Friday, 24 February
For administrative reasons, last day to lodge forms of proxy for the General Meeting by no later than 10:00	Friday, 3 March
General Meeting to be held at 10:00	Monday, 6 March
Results of the General Meeting published on SENS	Monday, 6 March
If the Resolution relating to the Odd-lot Offer is passed, Odd-lot Offer opens at 09:00	Wednesday, 8 March
Specific Repurchase effected on or about	Wednesday, 22 March
Delisting and cancellation of Repurchase Shares	Wednesday, 22 March
Finalisation announcement (including the Odd-lot Offer Price) in respect of Odd-lot Offer by 11:00	Monday, 20 March
Last day to trade to participate in the Odd-lot Offer	Tuesday, 28 March
Shares commence trading ex Odd-lot Offer	Wednesday, 29 March
Forms of Election and Surrender ( <i>blue</i> ) to be received by the Transfer Secretaries by 12:00	Friday, 31 March
Odd-lot Offer closes at 12:00	Friday, 31 March
Record date for the Odd-lot Offer	Friday, 31 March
Payment of Odd-lot Offer Consideration to Certificated Odd-lot Holders who have accepted the Odd-lot Offer or who have made no election	Monday, 3 April
Dematerialised Odd-lot Holders who have accepted the Odd-lot Offer or who have made no election will have their accounts at their CSDP or broker credited with the Odd-lot Consideration	Monday, 3 April
Results of Odd-lot Offer released on SENS	Monday, 3 April
Delisting and cancellation of Cashbuild Shares repurchased in terms of the Odd-lot Offer on or about	Monday, 3 April

## Notes:

1. All dates and times indicated above are South African Standard Time.
2. The above dates and times are subject to amendment at the discretion of the Company. Any such amendment will be released on SENS.
3. If the General Meeting is adjourned or postponed, forms of proxy submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting, unless the contrary is stated on such form of proxy.
4. Shareholders are reminded that Shares can only be traded in dematerialised form.
5. The Register will be closed between the last day to trade to be entitled to vote and participate at the General Meeting and the General Meeting record date.
6. Shareholders are requested to deposit forms of proxy at the office of the Transfer Secretaries, JSE Investor Services, Fifth Floor, One Exchange Square, Gwen Lane, Sandown, 2196 or by post to PO Box 4844, Johannesburg, 2000 (at own risk), or via email to proxy@tmsmeetings.co.za, by no later than 10:00 on Friday, 3 March 2023, for administrative purposes. Any forms of proxy not delivered by this time may be forwarded to the Transfer Secretaries at any time prior to the commencement of voting on any Resolutions proposed at the General Meeting.

---

## SALIENT DATES AND TIMES (CONTINUED)

---

### 7. Odd-lot Offer:

- 7.1 Dematerialised Odd-lot Holders are requested to notify their duly appointed CSDP or broker of their election by the cut off time stipulated by their CSDP or broker. This will be before the closing date of the Odd-lot Offer.
- 7.2 In the case of Certificated Odd-lot Holders who decide to sell their Odd-lot Holdings for the Odd-lot Consideration, payment will be made on or about Monday, 3 April 2023 by electronic funds transfer into the bank accounts of the Odd-lot Holders, which are provided by the Odd-lot Holders on the Form of Election and Surrender (*blue*).
- 7.3 Odd-lot Holders who are non-residents of the Common Monetary Area and who have never resided in the Common Monetary Area, whose registered address is outside the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, and who decide to sell their Odd-lot Holdings for the Odd-lot Consideration, are referred to paragraph 3.10 of this Circular regarding processing and payment of the Odd-lot Consideration.
- 7.4 Those Odd-lot Holders who do not make an election or do not return their Form of Election and Surrender (*blue*) timeously to the Transfer Secretaries will automatically be deemed to have accepted the Odd-lot Offer and shall be deemed to have agreed to dispose of their Odd-lot Holdings to Cashbuild at the Odd-lot Offer Price and to receive the Odd-lot Consideration.**
- 7.5 Shareholders may not dematerialise or rematerialise their Shares between the last day to trade to participate in the Odd-lot Offer and the record date for the Odd-lot Offer.



---

# DEFINITIONS AND INTERPRETATIONS

---

In this Circular, unless the context indicates a contrary intention, a word or an expression which denotes any gender includes the other genders, a natural person includes a juristic person and vice versa, the singular includes the plural and vice versa and the following words and expressions bear the meanings assigned to them below:

“Authorised Dealer”	certain registered banks in South Africa appointed by the Minister of Finance to act as authorised dealers in foreign exchange, giving such banks the right to buy and sell foreign exchange, subject to the conditions and within limits prescribed by the Financial Surveillance Department;
“Board” or “Directors”	the Board Of Directors of Cashbuild as at the date of this Circular;
“Business Day”	means any day other than a Saturday, Sunday or official public holiday in South Africa;
“Cashbuild” or the “Company”	Cashbuild Limited, Registration number 1986/001503/06, a public company registered in accordance with the laws of South Africa and listed on the JSE;
“Certificated Odd-lot Holder/s”	Odd-lot Holders who hold Certificated Shares;
“Certificated Shareholder/s”	Shareholders who hold Certificated Shares;
“Certificated Share/s”	Cashbuild Shares represented by share certificates or other physical Documents of Title, which have not been surrendered for dematerialisation in terms of Strate requirements;
“Circular”	this document, dated Monday, 6 February 2023, including the Notice of General Meeting and form of proxy;
“Common Monetary Area”	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Eswatini;
“Companies Act”	the Companies Act, 2008 (Act 71 of 2008), as amended;
“CSDP”	a Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act;
“dematerialised”	the process by which Shares held by a Certificated Shareholder is converted to and held in electronic form as Dematerialised Shares recorded in the sub-register of Shareholders maintained by a CSDP;
“Dematerialised Shareholder/s”	Shareholders who hold Dematerialised Shares;
“Dematerialised Share/s”	Shares which have been dematerialised through a CSDP or broker and are held on the subregister of Cashbuild Shareholders administered by CSDPs in electronic form;
“Document/s of Title”	share certificate(s), transfer deed(s) or form(s), balance receipt(s) or any other document(s) of title acceptable to Cashbuild and the Transfer Secretaries in respect of Certificated Shareholder(s);
“Exchange Control Regulations”	the South African Exchange Control Regulations, 1961, as amended;
“Financial Markets Act”	the Financial Markets Act, 2012 (Act 19 of 2012), as amended;
“Form of Proxy”	the form for use by Certificated Shareholders and Dematerialised Shareholders with “own name” registration to appoint a proxy to represent such Certificated Shareholders at the General Meeting;
“Form of Election and Surrender ( <i>blue</i> )”	the form for use by Certificated Odd-lot Holders to retain or sell their Odd-lot Holdings;
“FSP Shares”	Cashbuild Shares awarded in terms of the Cashbuild Forfeitable Share Plan 2015;
“General Meeting”	the general meeting of Shareholders to be held virtually through electronic communication, at 10:00 on Monday, 6 March 2023 to consider and, if deemed appropriate, approve the Specific Repurchase and the Odd-lot Offer, together with any meeting held as a result of any postponement or adjournment or a reconvening thereof;
“Income Tax Act”	the Income Tax Act, (Act 58 of 1962), as amended;
“Investment Bank, Corporate Advisor and Sponsor” or “NCIB”	Nedbank Limited, Registration number 1951/000009/06, a public company duly incorporated and registered in accordance with the laws of South Africa, acting through its Corporate and Investment Banking Division;
“JSE”	JSE Limited, Registration number 2005/022939/06, a public company duly registered and incorporated with limited liability under the laws of South Africa and licensed as an exchange under the Financial Markets Act;

## DEFINITIONS AND INTERPRETATIONS (CONTINUED)

“JSE Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time;
“Last Practicable Date”	the last practicable date prior to the finalisation of this Circular, being Monday, 30 January 2023;
“Legal Advisor” or “Webber Wentzel”	Webber Wentzel (in alliance with Linklaters), a partnership duly constituted in accordance with the laws of South Africa;
“MOI” or “Memorandum of Incorporation”	the memorandum of incorporation of Cashbuild;
“Notice of General Meeting”	the Notice of General Meeting of Shareholders attached to and forming part of this Circular;
“Odd-lot Consideration”	the Odd-lot Offer Price that will be received by Odd-lot Holders who elect to sell their Shares or who do not make an election;
“Odd-lot Holder/s”	Shareholders holding Odd-lot Holdings;
“Odd-lot Holding”	a shareholding of less than 100 Shares;
“Odd-lot Offer”	the proposed offer by Cashbuild to repurchase the Odd-lot Holdings of Odd-lot Holders at the Odd-lot Offer Price;
“Odd-lot Offer Price”	the offer price as set out in paragraph 3 of this Circular, being a 5% premium to the 30-day VWAP of a Cashbuild Share at the close of business on Friday, 17 March 2023;
“own name registration”	the process by which Shareholders have authorised their Shares and the Shares are held in the name of the Shareholder in electronic form in the sub-register of the Company;
“P&L Hardware”	P&L Hardware (Pty) Ltd, a wholly-owned subsidiary of Cashbuild;
“PK Goldrick”	Mr Patrick Kieran Goldrick, being the seller of the Repurchase Shares;
“R” or “Rand”	South African Rand, the currency of South Africa;
“Register”	the register of Certificated Shareholders maintained by Cashbuild’s Transfer Secretaries and the sub-registers of Dematerialised Shareholders maintained by the relevant CSDPs;
“Registered Address”	Cashbuild’s registered office, situated at 2 Handel Road, Ormonde, Johannesburg, 2190;
“Repurchase Agreement”	the agreement dated 15 December 2022, entered into between Cashbuild and PK Goldrick regulating the Specific Repurchase;
“Repurchase Consideration”	the aggregate cash consideration of R194 321 000;
“Repurchase Price”	R194.321 per Share payable by Cashbuild for the Specific Repurchase. The Repurchase Price is at the 30-day VWAP up to and including 14 December 2022, being the day before the Repurchase Agreement was concluded;
“Repurchase Shares”	1 000 000 Cashbuild Shares to be repurchased by Cashbuild from PK Goldrick;
“Resolutions”	Special Resolutions Number 1 and 2 as contained in the Notice of General Meeting;
“Restricted Jurisdictions”	any jurisdiction in which it is illegal or otherwise unlawful for the Odd-lot Offer to be made or accepted, including (without limitation) Australia, Canada, Japan and the United States;
“SENS”	the Stock Exchange News Service of the JSE;
“Shareholder/s” or “Cashbuild Shareholder/s”	the holders of Shares issued by the Company and who are entered as such in the Register;
“Share/s” or “Cashbuild Share/s”	ordinary shares of Cashbuild with a par value of 1 cent each in the authorised share capital of the Company;
“South Africa”	the Republic of South Africa;
“Specific Repurchase”	the repurchase of the Repurchase Shares by Cashbuild from PK Goldrick at the Repurchase Price for which the Repurchase Consideration will be payable by Cashbuild to PK Goldrick;
“Strate”	Strate Proprietary Limited, Registration number 1998/022242/07, a private company duly incorporated and registered in accordance with the laws of South Africa, and the electronic settlement system for transactions that take place on the JSE and off-market transactions;
“Transfer Secretaries” or “JSE Investor Services”	the transfer secretaries of Cashbuild being JSE Investor Services (Pty) Ltd, Registration number 2000/007239/07, a private company duly incorporated and registered in accordance with the laws of South Africa;
“Treasury Shares”	725 052 Cashbuild Shares held in treasury as at the Last Practicable Date; and
“VWAP”	the volume weighted average price.

**CASHBUILD LIMITED**

Registration number 1986/001503/06  
Incorporated in the Republic of South Africa  
Share code: CSB ISIN: ZAE000028320

**Cashbuild Directors****Executive**

WF de Jager (Chief Executive)  
AE Prowse (Group Financial Director)  
SA Thoreson (Operations Director)  
WP van Aswegen (Commercial and Marketing Director)

**Independent Non-Executive**

AGW Knock (Chairperson)  
M Bosman (Mr)  
M Bosman (Ms)  
DSS Lushaba  
AJ Mokgwatsane  
GM Tapon Njamo

---

## CIRCULAR TO CASHBUILD SHAREHOLDERS

---

### 1. INTRODUCTION AND PURPOSE OF THE CIRCULAR

Shareholders are advised that the Board proposes, subject to Shareholder approval, the Specific Repurchase and Odd-lot Offer.

The purpose of the Circular is to provide Shareholders with relevant information relating to the Specific Repurchase and Odd-lot offer, as well as to convene the General Meeting at 10:00 on Monday, 6 March 2023, to be held virtually for the purposes of considering and, if deemed fit, passing, with or without modification, the Resolutions contained in the Notice of General Meeting, to approve and implement the Specific Repurchase and the Odd-lot Offer.

### 2. DETAILS OF THE SPECIFIC REPURCHASE

#### 2.1 Background

In terms of clause 7 of the MOI, the Company may, subject to the provisions of the Companies Act and the JSE Listings Requirements, acquire Shares issued by the Company.

The Companies Act requires the following resolutions to approve the Specific Repurchase:

- a Board resolution in terms of section 48(2)(a) of the Companies Act;
- a Board resolution in terms of section 46 of the Companies; and
- the adoption of Special Resolution Number 1 described in the Notice of General Meeting in terms of paragraph 5.69(b) of the JSE Listings Requirements.

The Board has in terms of section 48(2)(a) of the Companies Act, subject to the adoption of the Special Resolution Number 1 determined that Cashbuild concludes the Specific Repurchase.

#### 2.2 Terms of the Specific Repurchase

- 2.2.1 Cashbuild will repurchase the Repurchase Shares from PK Goldrick at the Repurchase Price, as a result of which the Repurchase Consideration will be payable by Cashbuild to PK Goldrick.
- 2.2.2 The Repurchase Price is at the 30-day VWAP up to and including 14 December 2022, being the day before the Repurchase Agreement was concluded.
- 2.2.3 The Repurchase Shares represent 4% of all the issued Shares as at the date of the Circular, including Treasury Shares.
- 2.2.4 Subsequent to the approval of the Specific Repurchase by Shareholders, the Repurchase Shares will revert to authorised but unissued Shares in the Share capital of the Company and application will be made to the JSE for the cancellation and delisting of the Repurchase Shares.

---

# CIRCULAR TO CASHBUILD SHAREHOLDERS (CONTINUED)

---

- 2.2.5 There will be 725 052 Cashbuild Shares held in treasury after the Specific Repurchase.
- 2.2.6 The date upon which the Specific Repurchase will be made will be as soon as possible after fulfilment of the condition precedent detailed in paragraph 2.3 of this Circular, and is expected to be on or about Wednesday, 22 March 2023, with the Repurchase Shares being delisted and cancelled on the same date.
- 2.2.7 Cashbuild will not undertake the Specific Repurchase nor hold the General Meeting during a “prohibited period” as defined in paragraph 3.67 of the JSE Listings Requirements.

## **2.3 Condition precedent to the Specific Repurchase**

The Share Repurchase is subject to the passing of the Resolution relating to the Specific Repurchase by no later than Monday, 6 March 2023.

## **3. DETAILS OF THE ODD-LOT OFFER**

### **3.1 Background**

As at the Last Practicable Date, there are a total of 2 447 Odd-lot Holders on the Register, comprising 57.59% of the total number of Shareholders in the Company. Conversely, the total number of Cashbuild Shares held by the Odd-lot Holders comprise 40 493 Shares representing only 0.16% of the total issued shares of Cashbuild. Therefore, more than half of the administrative time and costs associated with the Shareholder base is incurred with respect to Shareholders that hold less than 1% of total Shares in issue. The Board has proposed the implementation of the Odd-lot Offer to facilitate the reduction in Cashbuild Shareholders in an equitable manner.

In order to (i) provide Odd-lot Holders with an opportunity to realise the value of their investment without suffering dealing charges which might otherwise make it impractical to sell their holding, and to provide liquidity for those Odd-lot Holders who elect not to retain their Odd-lot Holdings or who make no election and; (ii) from the Company’s perspective, to reduce the costs and complexity of managing a large shareholder base, Cashbuild has decided to proceed with the implementation of the Odd-lot Offer to repurchase the Cashbuild Shares from the Odd-lot Holders at a 5% premium to the 30-day VWAP of a Cashbuild Share at the close of business on Friday, 17 March 2023.

An Odd-lot offer is a “standard” corporate action undertaken by JSE-listed companies and is permitted by the Company’s MOI.

### **3.2 Odd-lot Offer Price**

The Odd-lot Offer Price will be at a premium of 5% to the 30-day VWAP of a Cashbuild Share at the close of business on Friday, 17 March 2023.

The Board has specifically resolved that the Odd-lot Offer will be distributed as a return of capital and will result in a reduction of “contributed tax capital” as defined in section 1 of the Income Tax Act. The Odd-lot Consideration will therefore not be regarded as a dividend for South African income tax purposes. Cashbuild Shareholders are advised to consult their own tax and/or other professional advisors regarding the taxation implications arising out of the acceptance of the Odd-lot Offer. See Annexure 1 to this Circular in this regard.

### **3.3 Condition precedent to the Odd-lot Offer**

The implementation of the Odd-lot Offer is subject to the fulfilment of the condition precedent that the Resolution relating to the Odd-lot Offer contained in the Notice of General Meeting attached to and forming part of this Circular is duly passed.

### **3.4 Terms of the Odd-lot Offer**

- 3.4.1 Odd-lot Holders, at the time that the Odd-lot Offer is implemented, will be eligible to participate in the Odd-lot Offer.
- 3.4.2 The Odd-lot Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of the national securities exchanges of a Restricted Jurisdiction and the Odd-lot Offer cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, neither copies of this Circular nor any related documentation are being or may be mailed or otherwise distributed or sent in or into or from a Restricted Jurisdiction, and if received in any Restricted Jurisdiction, this Circular should be treated as being received for information purposes only.

- 3.4.3 The information contained herein does not constitute a distribution, an offer to sell or the solicitation of an offer to buy any Cashbuild Shares in any jurisdiction in which such distribution or offer is not authorised. In particular, the information herein is not for distribution and does not constitute an offer to sell or the solicitation of any offer to buy any Cashbuild securities in the United States of America or to or for the benefit of any person as such term is defined under the United States Securities Act of 1933, as amended.
- 3.4.4 The Odd-lot Consideration to be paid for each Share pursuant to the Odd-lot Offer will be the Odd-lot Offer Price.
- 3.4.5 The Shares repurchased in terms of the Odd-lot Offer will be cancelled, delisted and reinstated as authorised but unissued Shares.

### 3.5 Mechanism of the Odd-lot Offer

- 3.5.1 Following the General Meeting, and provided the Shareholders approve the Resolutions required to implement the Odd-lot Offer, Cashbuild will proceed with implementing the Odd-lot Offer.

In terms of the Odd-lot Offer, Odd-lot Holders will be able to:

- have their Odd-lot Holdings repurchased by Cashbuild at the Odd-lot Offer Price if they decide to sell their Odd-lot Holdings; or
- retain their Odd-lot Holdings if they decide to retain their Odd-lot Holdings.

**Odd-lot Holders who wish to retain their Cashbuild Shares must specifically elect to do so. Odd-lot Holders who do not make an election or who do not return their Form of Election and Surrender (*blue*) timeously to the Transfer Secretaries will automatically be deemed to have accepted the Odd-lot Offer and shall be deemed to have agreed to dispose of their Odd-lot Holding to Cashbuild at the Odd-lot Offer Price and to receive the Odd-lot Consideration.**

- 3.5.2 The Odd-lot Offer is expected to be open for acceptance from 09:00 on Wednesday, 8 March 2023 and will close at 12:00 on Friday, 31 March 2023. All Shareholders who hold a total of less than 100 Shares at the Odd-lot Offer Record Date will be entitled to participate in the Odd-lot Offer. The procedure on how such Odd-lot Holders must make their choice (election and surrender procedure) is set out in paragraph 3.6 below.
- 3.5.3 The Shares of those Odd-lot Holders who do not make an election or who do not return their Form of Election and Surrender (*blue*) timeously to the Transfer Secretaries or who decide to sell their Odd-lot Holdings for the Odd-lot Consideration will be repurchased by Cashbuild at the Odd-lot Offer Price. Any such repurchase will be regarded as an acquisition of Shares in terms of the Companies Act and a specific repurchase of Shares in terms of the JSE Listings Requirements.
- 3.5.4 Odd-lot Holders who do not make an election or who do not return their Form of Election and Surrender (*blue*) timeously to the Transfer Secretaries should note that they shall be deemed to have agreed to dispose of their Shares to Cashbuild at the Odd-lot Offer Price in terms of the MOI and the JSE Listings Requirements and to receive the Odd-lot Consideration. In such circumstances, the Odd-lot Holdings will automatically be repurchased by Cashbuild, without any further action on their part and without any further notice to Odd-lot Holders.
- 3.5.5 The Odd-lot repurchase as set out above will not be from a related party as defined in the JSE Listings Requirements.

### 3.6 Election and surrender procedure for Odd-lot Holders following the General Meeting

- 3.6.1 Odd-lot Holders may decide to either:
- sell their Odd-lot Holdings to Cashbuild at the Odd-lot Offer Price; or
  - retain their Odd-lot Holdings. If Shareholders wish to retain their Odd-lot Holding they have to make this election.

**Those Odd-lot Holders who do not make an election or who do not return their Form of Election and Surrender (*blue*) timeously to the Transfer Secretaries will automatically be deemed to have accepted the Odd-lot Offer and shall be deemed to have agreed to dispose of their Odd-lot Holdings to Cashbuild and receive the Odd-lot Consideration.**

- 3.6.2 The election made by Odd-lot Holders is irrevocable and may not be withdrawn once made.
- 3.6.3 Certificated Odd-lot Holders must complete the enclosed Form of Election and Surrender (*blue*) and return it to the Transfer Secretaries, together with the share certificate, to be received by no later than 12:00 on Friday, 31 March 2023.

---

# CIRCULAR TO CASHBUILD SHAREHOLDERS (CONTINUED)

---

- 3.6.4 Dematerialised Odd-lot Holders should instruct their CSDP or broker as to what action they wish to take in the time and manner stipulated in the agreement entered into between them and their CSDP or broker. Dematerialised Odd-lot Holders must NOT return their forms to the Transfer Secretaries.
- 3.6.5 If any Documents of Title of Certificated Odd-lot Holders have been lost or destroyed and the Odd-lot Holder concerned produces evidence to this effect to the satisfaction of the Transfer Secretaries and Cashbuild, then the Transfer Secretaries, subject to obtaining Cashbuild's consent, may dispense with the surrender of such existing Documents of Title against provision of an acceptable indemnity.
- 3.6.6 Receipts for the surrender of Documents of Title of Certificated Odd-lot Holders will be issued only on request. In compliance with the JSE Listings Requirements, lodging agents are requested to prepare special transaction receipts, if required.
- 3.6.7 If an Odd-lot Holder does not make an election to retain his Odd-lot Holding it must be drawn to his attention that his share certificates will no longer be good for delivery after the last day to trade in respect of the Odd-lot Offer, other than to receive the proceeds of the sale of such Shares (being the Odd-lot Consideration), upon surrender.
- 3.6.8 Subject to the implementation of the Odd-lot Offer, it will be necessary for Certificated Odd-lot Holders who have elected to sell their Odd-lot Holdings, either by completing the relevant option set out in the Form of Election and Surrender (*blue*), or by not responding, to submit all existing Documents of Title under cover of the enclosed Form of Election and Surrender (*blue*) to the Transfer Secretary.
- 3.6.9 Nominee companies will be treated as a single Shareholder, but should a nominee company decide to dispose of Odd-lot Holdings on behalf of principals whose shareholdings constitute Odd-lot Holdings, it may do so by applying in writing to the Transfer Secretaries, giving details of the number of Shares involved, such application to be received by no later than 12:00 on Friday, 31 March 2023.
- 3.6.10 For those Odd-lot Holders who decide to sell their Odd-lot Holdings for the Odd-lot Consideration, all Forms of Election and Surrender (*blue*), received by the Transfer Secretaries by no later than 12:00 on Friday, 31 March 2023 will be processed and payment will be made by electronic funds transfers into the Shareholder's bank account on or about Monday, 3 April 2023, as provided on the Form of Election and Surrender (*blue*). For those Odd-lot Holders who are non-residents of South Africa and who have never resided in the Common Monetary Area, whose registered address is outside the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, and who decide to sell their Odd-lot Holdings for the Odd-lot Consideration, their Forms of Election and Surrender (*blue*) duly received by the Transfer Secretaries by no later than 12:00 on Friday, 31 March 2023 are referred to paragraph 3.10 of this Circular regarding processing and payment of the Odd-lot Consideration.
- 3.6.11 In respect of Dematerialised Odd-lot Holders who elect to participate in the Odd-lot Offer, or in the case of Odd-lot Holders who fail to make an election, their accounts held at their CSDP or broker will be credited with the Odd-lot Consideration on or about Monday, 3 April 2023.

## **3.7 Transaction costs for Odd-lot Holders**

- 3.7.1 Shareholders eligible to participate in the Odd-lot Offer will not bear any transaction costs in respect of the Odd-lot Offer.
- 3.7.2 Securities transfer tax, if any, will be paid by Cashbuild at a rate of 0.25% calculated on the taxable amount as determined in section 5(1)(a) of the Securities Transfer Tax Act No. 25 of 2007.
- 3.7.3 The Odd-lot Offer may be subject to tax in the relevant jurisdiction of the Odd-lot Holder arising from the disposal of the Odd-lot Holdings by the Odd-lot Holders who make an election to sell their Odd-lot Holdings to Cashbuild or who do not make an election or who do not return their Form of Election and Surrender (*blue*) timeously to the Transfer Secretaries. Annexure 1 contains a general summary of the tax consequences for Odd-lot Holders who make an election to sell their Odd-lot Holdings to Cashbuild or who do not make an election. Shareholders should, however, seek their own tax and/or other professional advice regarding the taxation implications of the Odd-lot Offer.

## **3.8 Additional provisions in respect of the Odd-lot Offer**

- 3.8.1 Cashbuild will be entitled to refuse to implement the repurchase of Shares pursuant to the Odd-lot Offer in respect of any Odd-lot Holder whom Cashbuild reasonably believes has only become an Odd-lot Holder to take advantage of the Odd-lot Offer, and such Odd-lot Holder will have no claim against Cashbuild arising out of or in connection with such refusal.
- 3.8.2 The Directors, in their discretion, reserve the right to withdraw the Odd-lot Offer in respect of any Shareholder at any time prior to the publication of a finalisation announcement on SENS in respect of the Odd-lot Offer on Monday, 20 March 2023.



- 3.8.3 Cashbuild will not undertake the Odd-lot Offer during a prohibited period as defined in the JSE Listings Requirements.
- 3.8.4 The MOI provides the Directors with the necessary authority to make and implement the Odd-lot Offer.

### **3.9 Jurisdiction**

- 3.9.1 The Odd-lot Offer shall be governed by and be subject to the laws of South Africa. The Odd-lot Offer may be affected by the laws of the relevant jurisdictions of foreign Shareholders. Such foreign Shareholders should inform themselves about and observe any applicable legal requirements of such jurisdictions in relation to all aspects of this Circular that may affect them.
- 3.9.2 The release, publication or distribution of this Circular in jurisdictions other than South Africa may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than South Africa should inform themselves about, and observe, any applicable requirements. Any failure to comply with the applicable requirements may constitute a violation of the securities laws of any such jurisdiction.
- 3.9.3 The Odd-lot Offer does not constitute an offer in any Restricted Jurisdiction.
- 3.9.4 The Odd-lot Offer has not been and will not be registered under the Securities Act of the United States. Accordingly, the Odd-lot Offer may not be made, directly or indirectly, in the United States or to or for the account or benefit of United States persons, except pursuant to exemptions from the Securities Act of the United States. This Circular and its accompanying documents are not being, and must not be mailed or otherwise distributed or sent in, into or from the United States.
- 3.9.5 It is the responsibility of any person wishing to accept the Odd-lot Offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including obtaining any governmental or other consent that may be required or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdictions.
- 3.9.6 Any such Shareholder will be responsible for any issue, transfer or other taxes payable outside South Africa.
- 3.9.7 A foreign Shareholder who is in any doubt about his position, should consult an appropriate professional advisor in the relevant jurisdiction.

### **3.10 Exchange Control Regulations**

The following summary is intended only as a guide and is, therefore, not comprehensive. If Shareholders are in any doubt as to the appropriate course of action, they are advised to consult their professional advisors.

#### **Emigrants from the Common Monetary Area**

The Odd-lot Consideration will not be freely transferable from South Africa and will have to be dealt with in terms of the Exchange Control Regulations.

- The Odd-lot Consideration due to an Odd-lot Holder who is an emigrant from South Africa, whose registered address is outside the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, will be deposited in a blocked account with the Odd-lot Holder's Authorised Dealer in foreign exchange in South Africa (controlling the Odd-lot Holder's blocked assets in accordance with his instructions), against delivery of the relevant Documents of Title.
- At the time of the Odd-lot Offer, the Authorised Dealer releasing the relevant Documents of Title in terms of the Odd-lot Offer must countersign the Form of Election and Surrender (*blue*) thereby indicating that the Odd-lot Consideration will be placed directly in its control.
- The Form of Election and Surrender (*blue*) will make provision for the details of the Authorised Dealer concerned to be provided.

#### **All other non-residents of the Common Monetary Area**

- Odd-lot Holders who have any queries or require assistance with respect to any aspect of the Odd-lot Offer, including the instructions required to be given to an Odd-lot Holder's nominated Authorised Dealer with regard to the receipt of the Odd-lot Consideration against delivery of the relevant Documents of Title should contact the Company Secretary of Cashbuild by emailing Takie Nengovhela on [tnengovhela@cashbuild.co.za](mailto:tnengovhela@cashbuild.co.za) or calling +27 (0)11 248 1696.
- The Odd-lot Consideration due to an "own name" Odd-lot Holder who is a non-resident of South Africa and who has never resided in the Common Monetary Area, whose registered address is outside the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, will be deposited with the Authorised Dealer in foreign exchange in South Africa nominated by such Odd-lot Holder. It will be incumbent on the Odd-lot Holder concerned to instruct the Odd-lot Holder's nominated Authorised Dealer as to the disposal of the Odd-lot Consideration against delivery of the relevant Documents of Title.

---

# CIRCULAR TO CASHBUILD SHAREHOLDERS (CONTINUED)

---

- The Form of Election and Surrender (*blue*) will make provision for the nomination required. If the information regarding the Authorised Dealer is incomplete, the Odd-lot Consideration will be held in trust by Cashbuild for the Odd-lot Holders concerned pending receipt of the necessary information or instruction.
- All CSDPs and brokers through which Shares have been dematerialised should note that they are required to comply with the Exchange Control Regulations set out above.

## 4. ADDITIONAL INFORMATION

### 4.1 Rationale for the Specific Repurchase and the Odd-lot Offer

The Specific Repurchase will enable Cashbuild to efficiently make use of its spare cash resources while at the same time obtaining a significant amount of Cashbuild Shares that normally have low trading volumes.

The rationale for the Odd-lot Offer is as follows:

- The Odd-lot Offer will provide Odd-lot Holders with the ability to dispose of their Odd-lot Holdings on an efficient basis and will provide liquidity for those Odd-lot Holders who elect not to retain their Odd-lot Holdings or who make no election, in which case such Odd-lot Holders will be deemed to have agreed to dispose of their Odd-lot Holdings. Odd-lot Holders will dispose of their Odd-lot Holdings to Cashbuild and receive the Odd-lot Consideration. Odd-lot Holders can elect to retain their Odd-lot Holdings.
- For Cashbuild, it will, *inter alia*, reduce the complexity and cost of managing a shareholder base that comprises of approximately 57.59% of Odd-lot Holders and only 0.16% of the total Shares.
- The Board has accordingly decided to propose the Odd-lot Offer in order to enable Odd-lot Holders to dispose of their Odd-lot Holdings in a cost-effective manner, thereby reducing the number of Odd-lot Holders in an equitable manner.

### 4.2 Source of funds

The Specific Repurchase and Odd-lot Offer will be funded from Cashbuild's existing cash resources.

### 4.3 Financial impact

The impact of the Specific Repurchase and the Odd-lot Offer on the financial information of Cashbuild is as follows:

- 4.3.1 The Specific Repurchase and Odd-lot Offer is for cash only and will therefore reduce Cashbuild's cash resources by:
- R194 321 000 for the Specific Repurchase; and
  - for illustrative purposes, R8 063 371.09 for the Odd-lot Offer based on (i) a closing price of a Cashbuild Share as at the Last Practicable Date of R189.65 (source: Inet BFA) plus a premium of 5% and (i.e. R199.13 per Cashbuild Share and (ii) the maximum number of Shares being repurchased in terms of the Odd-lot Offer as at the Last Practicable Date.
- 4.3.2 The Specific Repurchase and Odd-lot Offer will result in a decrease of Cashbuild's Shares in issue by 1 000 000 Shares and 40 493 Shares (for illustrative purposes based on the maximum number of Shares held by Odd-lot Holders as at the Last Practicable Date) respectively.

### 4.4 Share capital

The table below shows the authorised and issued share capital of Cashbuild before and after the Specific Repurchase and Odd-lot Offer:

Before the Specific Repurchase and Odd-lot Offer	R'000
<b>Authorised Ordinary Share capital:</b>	
35 000 000 Shares of 1 cent each	350
<b>Issued Ordinary Share capital:</b>	
24 989 811 Shares of 1 cent each	250
725 052 Shares held in treasury	(7)
Share premium	(369 389)



<b>After the Specific Repurchase and Odd-lot Offer</b>	<b>R'000</b>
<b>Authorised Ordinary Share capital:</b>	
35 000 000 Shares of 1 cent each	350
<b>Issued Ordinary Share capital:</b>	
23 949 318* Shares of 1 cent each	215
725 052 Shares held in treasury	(7)
Share premium	(571 772)**

\* Based on 1 000 000 Shares being repurchased in terms of the Specific Repurchase and 40 493 Shares being repurchased in terms of the Odd-lot Offer (being the maximum number of Shares held by Odd-lot Holders as at the Last Practicable Date).

\*\* Based on 1 000 000 Shares being repurchased in terms of the Specific Repurchase at the Repurchase Price and 40 493 Shares being repurchased in terms of the Odd-lot Offer at an assumed Odd-lot Offer Price of R199.13 per share (being a 5% premium to the 30 day VWAP of a Cashbuild Share to the close of business on the Last Practicable Date).

#### 4.5 Major Shareholders

At the Last Practicable Date, insofar as is known to the Directors, the following Shareholders beneficially held in excess of 5% of the issued Shares of the Company:

<b>Shareholder</b>	<b>Number of Shares</b>	<b>Shares in issue (%)*</b>
Clients of Allan Gray	5 373 721	21.50
SRA Investments (Pty) Ltd (and entities related thereto)	4 889 900	19.57
Government Employees Pension Fund	3 750 281	15.01
Cashbuild Empowerment Trust	1 764 999	7.06
<b>Total</b>	<b>15 778 901</b>	<b>63.14</b>

\* Based on 24 989 811 Shares in issue as at the Last Practicable Date.

#### 4.6 Directors and management

The full names, ages, capacities and business address of the Directors and management of Cashbuild are set out below:

<b>Name</b>	<b>Age</b>	<b>Capacity</b>	<b>Business address</b>
WF de Jager	52	Chief Executive	Registered Address of Cashbuild
AE Prowse	59	Group Financial Director	Registered Address of Cashbuild
SA Thoresson	59	Operations Director	Registered Address of Cashbuild
WP van Aswegen	55	Commercial and Marketing Director	Registered Address of Cashbuild
AGW Knock	72	Chairperson	Registered Address of Cashbuild
M Bosman (Mr)	65	Independent Non-Executive Director	Registered Address of Cashbuild
M Bosman (Ms)	51	Independent Non-Executive Director	Registered Address of Cashbuild
DSS Lushaba	57	Independent Non-Executive Director	Registered Address of Cashbuild
AJ Mokgwatsane	44	Independent Non-Executive Director	Registered Address of Cashbuild
GM Tapon Njamo	44	Independent Non-Executive Director	Registered Address of Cashbuild

#### 4.7 Abridged curriculum vitae

The abridged curricula vitae of the Directors and management of Cashbuild are set out in the Company's 2022 Integrated Report, which can be obtained from the following link <https://www.cashbuild.co.za/investor-relations>.

# CIRCULAR TO CASHBUILD SHAREHOLDERS (CONTINUED)

## 4.8 Directors' interests in Cashbuild Shares

The direct and indirect beneficial interests of the Directors, including Directors who have resigned during the last 18 months, in Cashbuild Shares as at 31 December 2022, before and after the Specific Repurchase and Odd-lot Offer, are as follows:

Director	Direct beneficial	Indirect beneficial	FSP Shares (unvested)#	Total	% Shareholding*	
					Before*	After**
WF de Jager	16 548	–	89 361	105 909	0.42	0.44
AJ Mokgwatsane	1 135	–	–	1 135	0.005	0.005
AE Prowse	12 666	10 000	52 648	75 314	0.30	0.31
SA Thoresson	13 915	–	46 263	60 178	0.24	0.25
WP van Aswegen	11 400	–	43 620	55 020	0.22	0.23
<b>Total</b>	<b>55 664</b>	<b>10 000</b>	<b>231 892</b>	<b>297 556</b>	<b>1.19</b>	<b>1.24</b>

# In terms of the provisions of the Cashbuild Forfeitable Share Plan 2015, the Executive Directors are entitled to vote their unvested Shares at general meetings.

\* Based on 24 989 811 Shares in issue at the Last Practicable Date.

\*\* Based on 24 989 811 Shares in issue at the Last Practicable Date, less 1 000 000 Shares being repurchased in terms of the Specific Repurchase and 40 493 Shares being repurchased in terms of the Odd-lot Offer (being the maximum number of Shares held by Odd-lot Holders as at the Last Practicable Date).

## 4.9 Working capital

4.9.1 The Specific Repurchase and Odd-lot Offer are subject to the provisions of the MOI, the Companies Act and the JSE Listings Requirements, where applicable. The Directors of the Company are of the opinion that, after considering the effect of the Specific Repurchase and Odd-lot Offer:

4.9.1.1 the Company and the Group are in a position to repay their debts in the ordinary course of business for a period of 12 months after the date of approval of the Circular;

4.9.1.2 the assets of the Company and the Group, being fairly valued in accordance with International Financial Reporting Standards, are in excess of the liabilities of the Company and the Group for a period of 12 months after the date of approval of the Circular. For this purpose, the assets and liabilities have been recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements for the year ended 26 June 2022;

4.9.1.3 the Share capital and reserves of the Company and the Group are adequate for ordinary business purposes for a period of 12 months after the date of approval of the Circular; and

4.9.1.4 the working capital of the Company and the Group is adequate for ordinary business purposes for a period of 12 months after the date of approval of the Circular.

4.9.2 The Board has, in terms of section 48(2)(a) and section 46 of the Companies Act, adopted the following resolutions on 28 November 2022:

4.9.2.1 approving and authorising the Specific Repurchase and the Odd-lot Offer as well as the payment of the Repurchase Consideration and Odd-lot Consideration; and

4.9.2.2 acknowledging that it has passed the solvency and liquidity test, as set in out in section 4 of the Companies Act, and reasonably concluded that Cashbuild will satisfy the solvency and liquidity test immediately after completing the payment of the Repurchase Consideration and Odd-lot Consideration and since the test was performed, there have been no material changes to the financial position of Cashbuild.

4.9.3 The Board proposes the Resolutions in respect of the Specific Repurchase and Odd-lot Offer that are recorded in the Notice of General Meeting and has accordingly convened the General Meeting.

## 4.10 Material risks

The Board takes full responsibility for the governance of risk within Cashbuild and the Audit and Risk Committee performs oversight on the execution of risk management service delivery. Material risks identified are correlated with Cashbuild's materiality determination and stakeholder engagement processes.

The table below sets out Cashbuild's top risks as at 26 June 2022 and ranks them in order of risk level from highest risk to lowest risk:

<b>Risk description</b>	<b>Mitigation plan</b>
1. IT business objectives and service delivery expectations not met	<ul style="list-style-type: none"> <li>■ Monitoring of services delivery with timely action taken on any potential non-compliance with service level agreements identified;</li> <li>■ Identification and ongoing assessment of alternative and/or back-up service providers;</li> <li>■ Service improvement process established with the service providers' executive management; and</li> <li>■ Effective IT operational delivery is tracked and is reported on weekly.</li> </ul>
2. Macro-economic challenges placing strain on the achievement of business objectives	<ul style="list-style-type: none"> <li>■ Continued monitoring of the macroeconomic indicators and trends;</li> <li>■ Adapting business plans to take cognisance of the changing environment; and</li> <li>■ Focus on core strengths and execution of business models.</li> </ul>
3. Increased strikes and community unrest events and resultant lost trading days	<ul style="list-style-type: none"> <li>■ Impact of this risk is successfully managed in co-operation with insurance advisors and related parties;</li> <li>■ Continuation of insurance coverage that served Cashbuild well in the aftermath of the July 2021 national unrest; and</li> <li>■ Continued compliance to safety and security objectives and supporting policy and procedures.</li> </ul>
4. Exposure to cyber security events	<ul style="list-style-type: none"> <li>■ Regular review of Information System Management Systems, processes and controls based on the International Standard ISO/IEC 27001, including an incident response plan;</li> <li>■ Maintaining a comprehensive security posture that includes a combination of technologies such as firewalls, endpoint protection, intrusion prevention, access controls and cyber threat and vulnerability monitoring;</li> <li>■ Update and maintain settings, processes and controls on a continuous basis; and</li> <li>■ Continuous programme of increased cyber security awareness and training.</li> </ul>
5. P&L Hardware investment not meeting expected returns	<ul style="list-style-type: none"> <li>■ Increased involvement of Cashbuild's Executive Committee in the management of P&amp;L Hardware's operations;</li> <li>■ Integration of back office processes into Cashbuild's shared services; and</li> <li>■ Focused review of P&amp;L Hardware's product range to better compete in its chosen market segment.</li> </ul>
6. Cost vs income ratios becoming increasingly under pressure with revenue not keeping track with cost increases	<ul style="list-style-type: none"> <li>■ Sales growth being targeted whilst aggressive cost management is maintained.</li> </ul>
7. Local municipality deterioration combined with poor and unreliable service delivery (particularly to secure the supply of electricity and water)	<ul style="list-style-type: none"> <li>■ Impact of this risk considered during new store feasibility assessments as well as action steps addressing loss-making stores;</li> <li>■ Attention is being given to consider solar solution at selected stores to reduce the dependency on electricity supply via municipalities (and to reduce cost); and</li> <li>■ Effect on sustainable product supply hampered by poor municipal support structures taken into account with forecasting and procurement of key product lines.</li> </ul>

## CIRCULAR TO CASHBUILD SHAREHOLDERS (CONTINUED)

Risk description	Mitigation plan
8. Timely development of identified equity individuals and appointment into senior positions within the business	<ul style="list-style-type: none"> <li>■ Management development action plans include EE candidates;</li> <li>■ Employment Equity Plan has been reviewed and updated; and</li> <li>■ Attention is being given in this plan towards achievement of EAP (economically active population) ratios provided by the Department of Labour with due monitoring taking place.</li> </ul>
9. Sales growth of a number of Cashbuild stores being below expectations	<ul style="list-style-type: none"> <li>■ A critical care process has been implemented in identified stores;</li> <li>■ Cashbuild shopper promotions and incentives have been implemented at poor performing stores;</li> <li>■ Implementation of fighting store policy is taking place in selected stores; and</li> <li>■ Focused category management is being enforced throughout the business.</li> </ul>
10. Succession of ageing members of executive management	<ul style="list-style-type: none"> <li>■ An executive development programme is in place to identify and coach leaders of the future;</li> <li>■ Each head of department manages this risk in their own department in terms of their staff complement and departmental staff profile; and</li> <li>■ 33 employees completed an executive development plan (EDP) during the current year.</li> </ul>

In addition, the table below details the macroeconomic challenges and concerns relevant to Cashbuild's operations and activities, taking into account social and environmental risks as well as key concerns of various stakeholder groups:

Challenges/concerns	Response	Outcome
Current constrained economic conditions in the areas Cashbuild trades	Protect market share with competitive pricing and stringent cost control	<ul style="list-style-type: none"> <li>■ 4 new stores opened;</li> <li>■ 4 Cashbuild and 1 P&amp;L Hardware stores closed; and</li> <li>■ Gross profit margin marginally decreased to 26.3%.</li> </ul>
High unemployment in areas Cashbuild trades	By opening new stores, Cashbuild employs between 14 and 20 employees per new store	765 new employees were employed in the current year.
Macroeconomic developments such as exchange rate volatility, credit rating fluctuations and global economic slowdown	Monitoring purchase price inflation and imported cement prices	<ul style="list-style-type: none"> <li>■ Purchase price inflation was higher than the prior year;</li> <li>■ Cashbuild only procures imported cement from reputable suppliers where local suppliers are not competitive.</li> </ul>
Skills shortage (including attraction, retention and inadequate or sub-standard education and skills development	Through Cashbuild's training courses as well as Learnership and Bursary Programmes, Cashbuild's uplifts and empowers its employees who are keen to further their skills and qualifications	<ul style="list-style-type: none"> <li>■ During the current financial year, 5539 employees attended training courses;</li> <li>■ 33 EDP employees trained;</li> <li>■ Learners employed:                             <ul style="list-style-type: none"> <li>46 NQF Level 2 learners</li> <li>46 NQF Level 4 learners</li> <li>110 Yes-4-Youth learners</li> </ul> </li> <li>■ 4 students awarded bursaries.</li> </ul>
Water and electricity supply interruptions, as well as political instability	Water and electricity supply interruptions continue to hamper trading conditions. This risk increased exponentially with the unrest in KwaZulu-Natal and Gauteng in July 2021	<ul style="list-style-type: none"> <li>■ Water tanks and generators have been installed to counter water outages and electricity load shedding.</li> </ul>

#### **4.11 Material changes**

There have been material changes in the financial and trading position of Cashbuild between 26 June 2022, being the last financial period for which audited annual financial statements have been released and the Last Practicable Date. These changes have been communicated to Shareholders in two quarterly operational updates released on SENS on 18 October 2022 and 23 January 2023.

Revenue for the second quarter for the Cashbuild Group was down 5% on the second quarter of the prior financial year. The 309 existing stores revenue decreased by 6% and the seven new stores, opened since 1 July 2021, contributed 1%. This, combined with the results reported in the first quarter, equates to a decrease in revenue for the half year of 4% compared to the prior half year.

Transactions through the tills during the second quarter for the Cashbuild Group decreased by 7% (half year: 7% down) to that of the comparative period, with existing stores decreasing by 8% (half year: 8% down) and new stores contributing 1% (half year: 1%).

The information contained in these operational updates has not been reviewed or reported on by Cashbuild's auditors.

#### **4.12 Directors' responsibility statement**

The Directors, whose names are given on page 17 of this Circular, collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and this Circular contains all information required by law and the JSE Listings Requirements.

#### **4.13 Litigation statement**

The Company is not aware of any legal or arbitration proceedings, including any proceedings that are pending or threatened, that may have or have had in the recent past, being at least the previous 12 months, a material effect on Cashbuild's financial position.

#### **4.14 Opinions, recommendations and undertakings**

4.14.1 Based on the rationale set out in paragraph 4.1, the Board is of the opinion that the Specific Repurchase and the Odd-lot Offer are in the best interests of Cashbuild and recommend that Cashbuild Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

4.14.2 The Board is also of the opinion that:

- the Specific Repurchase which involves the acquisition of the Repurchase Shares from PK Goldrick is an efficient use of Cashbuild's spare cash resources while at the same time allowing Cashbuild to acquire a significant amount of Cashbuild Shares in the Company which has a low trading liquidity and will reduce administration and financial expenses associated with financial year-end reporting; and
- the liquidity being afforded to Odd-lot Holders, through an election to dispose of their Cashbuild Shares to Cashbuild at a 5% premium to the 30-day VWAP of a Cashbuild Share at the close of business on Friday, 17 March 2023, is a viable and attractive option for Odd-lot Holders. Should Odd-lot Holders wish to retain their Cashbuild Shares, they are able to do so, provided they make a specific election in accordance with the mechanics set out in this Circular.

4.14.3 The Directors who hold Cashbuild Shares as set out in paragraph 4.8 above intend to vote in favour of the Resolutions to be proposed at the General Meeting in respect of their personal holdings in the issued Share capital of Cashbuild.

---

# CIRCULAR TO CASHBUILD SHAREHOLDERS (CONTINUED)

---

## 4.15 Consents and conflicts of interest

The advisors, whose details are set out in the “Corporate Information and Advisors” section of this Circular, have provided their written consents to act in the capacities stated and to their name being used in the Circular in the form and context in which it appears and have not withdrawn their consent prior to the publication of the Circular.

In terms of paragraph IV of the Appendix to Schedule 16 contained in the JSE Listings Requirements, NCIB, in its capacity as Sponsor, is required to disclose details of all matters that might reasonably be expected to impair its independence and objectivity in its professional dealings with Cashbuild in relation to the Specific Repurchase and Odd-lot Offer:

- 4.15.1 NCIB has been appointed as Cashbuild’s Investment Bank, Corporate Advisor and Sponsor in relation to the Specific Repurchase and Odd-lot Offer. However, NCIB will primarily be acting in its capacity as Sponsor (“NCIB Sponsor”), as it will be dispensing with very limited advice in its capacity as Investment Bank and Corporate Advisor, as a Specific Repurchase and an Odd-lot offer by its very nature is a “standard” corporate action for which the JSE Listings Requirements prescribes set procedures and information for inclusion in a circular. NCIB Sponsor’s key responsibilities include the drafting of the Circular, obtaining the JSE’s approval for the Circular and the release of related announcements.
- 4.15.2 NCIB Sponsor confirms that acting in its capacity as Sponsor to Cashbuild in respect of the Specific Repurchase and the Odd-lot Offer does not affect NCIB Sponsor’s independence to Cashbuild. NCIB Sponsor does not have a vested interest in the successful implementation of the Specific Repurchase and Odd-lot Offer, other than the agreed fee charged for the preparation of the Circular and ancillary documentation. This fee is not impacted by the success or otherwise of the Specific Repurchase and the Odd-lot Offer.

## 4.16 Expenses relating to the Specific Repurchase and Odd-lot Offer

The expenses incurred by Cashbuild relating to the Specific Repurchase and Odd-lot Offer are estimated at approximately R934 642 (excluding VAT) and comprise:

Description	R
Investment Bank, Corporate Advisor and Sponsor	700 000
Legal Adviser	70 000
JSE documentation fee	39 584
Printing and publication	52 158
Other (including Transfer Secretaries and General Meeting costs)	72 900
<b>Total</b>	<b>934 642</b>

## 4.17 Documents available for inspection

Copies of the following documents will be available for inspection at the Registered Office of Cashbuild or may be requested from Cashbuild’s Company Secretary by emailing [tnengovhela@cashbuild.co.za](mailto:tnengovhela@cashbuild.co.za) from the date of issue of this Circular up to and including the date of the General Meeting, during normal business hours:

- 4.17.1 the MOI of Cashbuild;
- 4.17.2 a signed copy of this Circular;
- 4.17.3 the consent letters referred to in paragraph 4.15 above;
- 4.17.4 the consolidated audited annual financial statements of Cashbuild for the years ended 26 June 2022, 27 June 2021 and 28 June 2020;
- 4.17.5 the Board resolutions authorising the Specific Repurchase and Odd-lot Offer; and
- 4.17.6 the Repurchase Agreement.

### For and on behalf of Cashbuild

This Circular was signed in Johannesburg on behalf of all the Directors in terms of powers of attorney granted on or about 25 January 2023.

Signed on behalf of the Board

**WF de Jager**  
*Chief Executive*

6 February 2023

---

# ANNEXURE 1: TAX CONSEQUENCES OF THE ODD-LOT OFFER

---

The definitions and interpretations commencing on page 9 of this Circular apply, *mutatis mutandis*, to this Annexure 1.

The following summary describes the potential tax consequences arising for Shareholders who are Odd-lot Holders in respect of the disposal of Cashbuild Shares by way of a specific share repurchase in terms of the Odd-lot Offer in South Africa. The tax consequences outlined in this note apply to Shareholders who have acquired their Shares on the JSE in the ordinary course.

The summary of the tax implications serves as a general guide and is not intended to constitute a complete analysis of the tax consequences. It is not intended to be, nor should it be considered to be, legal or tax advice. As each such Shareholder's personal circumstances may lead to a different tax analysis, Shareholders should seek appropriate advice in respect of their personal circumstances from their tax advisors.

## **South African taxation**

This section summarises the South African income tax consequences for a Shareholder that is a South African company, a non-South African resident company with a permanent establishment in South Africa or a South African resident shareholder that holds Cashbuild Shares as capital assets or as trading stock.

In general, the Odd-lot Consideration will be distributed as a return of capital by Cashbuild, and is paid out of "contributed tax capital" ("CTC") as defined in section 1 of the Income Tax Act. The Odd-lot Consideration will therefore not be regarded as a dividend for South African tax purposes but as proceeds (either on revenue account or on capital account, depending on the intention with which the Shareholder acquired, held and disposed of the Shares) on the disposal of Cashbuild Shares. In terms of section 9C of the Income Tax Act, if the Shareholder held the Shares for at least three years, the proceeds on disposal will automatically be deemed to be of a capital nature.

The Odd-lot Consideration received will therefore either constitute income or proceeds on the disposal of the Cashbuild Shares and the difference between such amount and the apportioned expenditure attributable to the Cashbuild Shares, as contemplated above, will either be subject to normal tax or capital gains tax depending on the personal circumstances of the Shareholder.

The tax base cost for capital gains tax purposes for Shareholders who acquired their Shares on the JSE will be equal to the expenditure incurred on acquiring such Shares. If the Shareholders acquired their Shares on revenue account, the deductibility of the expenditure incurred to acquire the Shares as the Shareholder/s' stock in trade will depend on the Shareholder meeting the requirements in terms of the relevant provisions of the general deduction formula in the Income Tax Act.

## **General**

Shareholders are recommended to consult with their own professional advisors to consider the implications for them in light of their own circumstances.



**CASHBUILD LIMITED**

Registration number 1986/001503/06  
Incorporated in the Republic of South Africa  
Share code: CSB ISIN: ZAE000028320



---

## NOTICE OF GENERAL MEETING OF SHAREHOLDERS

---

The definitions and interpretations commencing on page 9 of this Circular apply, *mutatis mutandis*, to this Notice of General Meeting of Shareholders.

Notice is hereby given that the General Meeting will be held on Monday, 6 March 2023 at 10:00 entirely by electronic communication. Shareholders are referred to the "Action Required by Shareholders" section of this Circular for information on the procedure to be followed by Shareholders in order to participate and to exercise their votes at the General Meeting.

The purpose of the General Meeting is to consider and, if deemed fit, to pass, with or without modification, the Resolutions set out below.

Only Shareholders who are registered in the Register on Friday, 24 February 2023 will be entitled to attend, participate and vote at the General Meeting. Therefore, the last day to trade to be eligible to attend, participate and vote at the General Meeting of Cashbuild Shareholders is Tuesday, 21 February 2023.

In terms of section 62(3)(e) of the Companies Act:

- a Shareholder who is entitled to attend and vote at the General Meeting is entitled to appoint a proxy or two or more proxies to attend, participate in and vote at the General Meeting in the place of the Shareholder; and
- a proxy need not be a Shareholder of the Company.

In terms of section 63(1) of the Companies Act, any person attending or participating in a meeting of Shareholders must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as a Shareholder or as a proxy for a Shareholder) has been reasonably verified.

Accordingly, all Shareholders recorded in the registers of the Company on the voting record date will be required to provide identification satisfactory to the Chairman of the General Meeting in order to participate in and vote at the General Meeting. Forms of identification include valid identity documents, drivers' licenses and passports.

### **SPECIAL RESOLUTION NUMBER 1: SPECIFIC REPURCHASE OF SHARES FROM PK GOLDRICK**

"Resolved as a Special Resolution that Cashbuild be and is hereby authorised, by way of a specific authority, in terms of the Companies Act, the JSE Listings Requirements and the MOI of the Company, to repurchase 1 000 000 Cashbuild Shares from PK Goldrick at a Repurchase Price of R194.321 per Repurchase Share for a Repurchase Consideration of R194 321 000, and that the decision and determination by the Board that the Company acquires those Shares on those terms are hereby approved in terms of paragraph 5.69(b) of the JSE Listings Requirements. In addition, it is further resolved that any of the Directors or the Company Secretary of Cashbuild be and are hereby authorised to do all such things and sign all documents including Company forms and to take all such action as they consider necessary to give effect to and implement the Specific Repurchase and to make such entries in the accounts of Cashbuild that are required to record the Specific Repurchase."

Paragraph 5.69(b) of the JSE Listings Requirements requires that Special Resolution Number 1 be a Special Resolution. For Special Resolution Number 1 to be approved by Shareholders, it must be adopted with the support of at least 75% of the voting rights exercised on this resolution by Shareholders represented at the General Meeting.

Furthermore, in accordance with paragraph 5.69(b) of the JSE Listings Requirements, PK Goldrick and his associates can be taken into account in determining the quorum at the General Meeting, but their votes will not be taken into account in determining the results of the voting at the General Meeting in respect of Special Resolution Number 1.

#### *Reason and effect of Special Resolution Number 1*

The reason for the passing of Special Resolution Number 1 is to authorise the Company to implement the Specific Repurchase from PK Goldrick in terms of the JSE Listings Requirements, the Companies Act and the Company's MOI. The effect of the passing and implementation of Special Resolution Number 1 is that the Company will repurchase 1 000 000 Cashbuild Shares from PK Goldrick for a Repurchase Consideration of R194 321 000, which will subsequently be delisted and cancelled.



## **SPECIAL RESOLUTION NUMBER 2: SPECIFIC AUTHORITY TO REPURCHASE SHARES FROM ODD-LOT HOLDERS**

“Resolved as a Special Resolution that Cashbuild be and is hereby authorised in terms of section 48 of the Companies Act, the MOI and paragraph 5.69(b) of the JSE Listings Requirements, by way of specific authority, to repurchase, at the Odd-lot Offer Price, the Cashbuild Shares of Odd-lot Holders who elect, pursuant to the Odd-lot Offer, to sell their Odd-lot Holdings or those Odd-lot Holders who do not make an election to retain their Odd-lot Holdings. In addition, it is further resolved that any of the Directors or the Company Secretary of Cashbuild be and are hereby authorised to do all such things and sign all documents including Company forms and to take all such action as they consider necessary to give effect to and implement the Odd-lot Offer and to make such entries in the accounts of Cashbuild that are required to record the Odd-lot Offer.”

Section 48(8)(a) of the Companies Act and paragraph 5.69(b) of the JSE Listings Requirements requires that Special Resolution Number 2 be a Special Resolution. For Special Resolution Number 2 to be approved by Shareholders, it must be adopted with the support of at least 75% of the voting rights exercised on this resolution by Shareholders represented at the General Meeting.

### *Reason for and effect of Special Resolution 2*

The reason for the passing of Special Resolution Number 2 is to authorise the Company to implement the Odd-lot Offer. The effect of the passing of and implementation of Special Resolution Number 2 is that the Company will repurchase up to 40 493 Cashbuild Shares from Odd-lot Holders which will subsequently be delisted and cancelled.

### **Important information regarding attendance, participation and voting at the General Meeting**

#### **Record dates**

The record date on which Shareholders must be recorded in the Share register in order to be entitled to receive this Notice of General Meeting is Friday, 27 January 2023.

The record date in respect of participation and voting at the General Meeting is Friday, 24 February 2023, and the last day to trade is Tuesday, 21 February 2023.

#### **Electronic participation**

The General Meeting will be held entirely through electronic communication, as provided for in section 63(2)(a) of the Companies Act. The Company’s MOI does not prohibit electronic meetings.

Shareholders who wish to participate in the General Meeting, including proxy holders, will be required to submit the duly completed Electronic Participation Form, found on page 31 of this Circular, together with the relevant documents to the Transfer Secretaries as provided for on the form. Shareholders are strongly encouraged to complete their verification well ahead of time.

Once your shareholding, identity and authority (if the Shareholder is not an individual) has been verified by the Transfer Secretaries, you will be provided with details on how to join the General Meeting web stream. A live voting function will not be available, and Shareholders will be required to send their duly completed voting forms to the Transfer Secretaries via email before the General Meeting, or at the close of voting at the latest.

Shareholders that choose not to participate in the General Meeting can still submit their forms of proxy as usual.

#### **Voting instructions**

##### **Dematerialised shareholders**

Dematerialised Shareholders whose Shares are held in a nominee account must not complete the attached form of proxy.

If your Shares are dematerialised and are held in a nominee account, then your CSDP or “Participant” as defined in the Financial Markets Act, or broker should contact you to ascertain how you wish to cast your vote at the General Meeting and thereafter cast your vote in accordance with your instructions.

If you have not been contacted it would be advisable for you to contact your CSDP or broker and furnish them with your instructions. If your CSDP or broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them, or, if the mandate is silent in this regard, to abstain from voting.

Unless you advise your CSDP or broker timeously in terms of your agreement by the cut-off time advised by them that you wish to attend the General Meeting or send a proxy to represent you, your CSDP or broker will assume you do not wish to attend the General Meeting or send a proxy.

---

# NOTICE OF GENERAL MEETING OF SHAREHOLDERS

(CONTINUED)

---

If you wish to participate in the General Meeting, request the necessary letter of representation from your CSDP or broker, and submit this letter together with the Electronic Participation Form on page 31 of this Circular.

## **Certificated Shareholders and “Own Name” Shareholders**

Certificated Shareholders and “own name” Shareholders that wish to participate in the General Meeting themselves, should submit their duly completed attached Electronic Participation Form on page 31, together with an acceptable form of identification.

Certificated Shareholders or own name Shareholders may also appoint a proxy to represent them at the General Meeting by completing the attached form of proxy and returning it to the Transfer Secretaries by 24 hours prior to the General Meeting for administrative purposes. Any forms of proxy not delivered by this time may be forwarded to the Transfer Secretaries at any time prior to the commencement of voting on any Resolutions proposed at the General Meeting. If you appoint someone other than the Chairperson of the General Meeting as your proxy and want them to participate in the General Meeting, a duly completed electronic participation form should be submitted.

## **Joint Holders**

The Company’s MOI provides that any one of the joint holders of Shares may vote either personally or by proxy at any meeting as if they were solely entitled to exercise that vote, and, if more than one of those joint holders is present at the General Meeting, either personally or by proxy, the joint holder who tenders a vote (including an abstention) and whose name stands in the Securities Register before the other joint holder(s) who are present, in person or by proxy will be the one entitled to vote.

By order of the Board

## **T Nengovhela**

*Company Secretary*

6 February 2023

**CASHBUILD LIMITED**

Registration number 1986/001503/06  
 Incorporated in the Republic of South Africa  
 Share code: CSB ISIN: ZAE000028320



# FORM OF PROXY FOR USE BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WITH OWN NAME REGISTRATION ONLY

The definitions and interpretations commencing on page 9 of this Circular apply, *mutatis mutandis*, to this Form of Proxy.

For use only by Certificated Shareholders and Dematerialised Shareholders with own name registration who wish to electronically vote on the Resolutions as set out in the Circular, to which this form is attached, at the General Meeting to be held virtually through electronic communication at 10:00 on Monday, 6 March 2023.

I/We (please print full name/s in BLOCK LETTERS)

of

(Address in BLOCK LETTERS)

Telephone number

Cell phone number

Email address

being a holder of

Shares and entitled to vote, do hereby appoint (refer to note 1):

1.

or, failing him/her,

2.

or, failing him/her,

3. the Chairperson of the General Meeting,

as my/our proxy to virtually attend, speak and electronically vote on my/our behalf at the General Meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the Resolutions to be proposed thereat and at any adjournment thereof and to vote for or against the Resolutions or to abstain from voting in respect of the Shares in the issued Shares of the Company registered in my/our name/s, in accordance with the following instruction (see note 2):

**Number of Shares**

	For	Against	Abstain
<b>Special Resolution Number 1:</b> Specific Repurchase of Shares from PK Goldrick			
<b>Special Resolution Number 2:</b> Specific authority to repurchase shares from Odd-lot Holders			

Please indicate with an "X" or the relevant number of votes in the relevant spaces above according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of Shares than you own in the Company, insert the number of Shares held in respect of which you desire to vote (see note 2).

Signed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature(s)

Authority of signatory attached (see notes 5 and 6)

Assisted by (where applicable)

Only Certificated Shareholders or Dematerialised Shareholders with own name registration who are entitled to virtually attend, participate in and electronically vote at the General Meeting and at any adjournment thereof may appoint one or more proxies to virtually attend, participate, speak and electronically vote in place of such Shareholder. A proxy so appointed need not be a Shareholder of the Company.

**Please read the notes on the reverse side hereof.**

**Notes:**

1. The record date on which Shareholders must have been recorded as such in the register maintained by the Transfer Secretaries of the Company for purposes of being entitled to receive this Notice of General Meeting is Friday, 27 January 2023.
2. The record date on which Shareholders must be recorded in the register of the Company for purposes of being entitled to virtually attend, participate in and electronically vote at the General Meeting is Friday, 24 February 2023, with the last day to trade being Tuesday, 21 February 2023.
3. Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the Chairperson of the General Meeting and must accordingly submit a copy of their identity document, driver's license or passport to the Transfer Secretaries at proxy@tmsmeetings.co.za. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the Transfer Secretaries for guidance.
4. A Certificated Shareholder or Dematerialised Shareholder who has elected own name registration in the sub-register through a CSDP may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided, with or without deleting "the Chairperson of the General Meeting", but any such deletion must be signed in full by the Shareholder concerned. The person whose name appears first on the form of proxy and who is virtually present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow. If no proxy is inserted in the spaces provided, the Chairperson shall be deemed to be appointed as the proxy to electronically vote in the manner indicated in the form and if no clear indication is made, to electronically vote in favour of the proposed Resolutions.
5. Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of Shares than you own in the Company, insert the number of Shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to electronically vote or to abstain from electronically voting at the General Meeting as he/she deems fit in respect of all the Shareholders' votes exercisable thereat provided that in the case of the Chairperson, he shall be required to electronically vote in favour of the Resolutions. A Shareholder or his proxy is not obliged to use all the votes exercisable by the Shareholder or by his proxy, but the total of the votes cast electronically and in respect whereof abstentions recorded may not exceed the total of the votes exercisable by the Shareholder or by his proxy.
6. The date must be filled in on this form of proxy when it is signed.
7. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from virtually attending or participating in the General Meeting and speaking and electronically voting thereat to the exclusion of any proxy appointed in terms hereof. Where there are joint holders of Shares, the vote of the senior joint holder who tenders an electronic vote, as determined by the order in which the names stand in the register of members, will be accepted.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company's Transfer Secretaries or waived by the Chairperson of the General Meeting.
9. Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy unless it has previously been registered with the Company or the Transfer Secretaries.
10. A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Transfer Secretaries by no later than one hour before the commencement of the General Meeting at which the proxy is to be used.
11. Any alterations or corrections made to this form of proxy must be signed in full and not only initialed by the signatories.
12. A minor must be assisted by his parent or guardian unless the relevant documents establishing his legal capacity are produced or have been registered by the Transfer Secretaries of the Company.
13. On a poll, every Shareholder present in person or represented by proxy shall have one vote for every share held by such Shareholder.
14. The Chairperson of the General Meeting may accept or reject any form of proxy, in his absolute discretion, which is completed other than in accordance with these notes.
15. Forms of proxy must be received by the Transfer Secretaries, for administrative purposes by no later than 10:00 on Friday, 3 March 2023. Any forms of proxy not delivered by this time may be forwarded to the Transfer Secretaries at any time prior to the commencement of voting on any Resolutions proposed at the General Meeting.

**CASHBUILD LIMITED**

Registration number 1986/001503/06  
 Incorporated in the Republic of South Africa  
 Share code: CSB ISIN: ZAE000028320



Shareholder Full Name \_\_\_\_\_  
 Address 1 \_\_\_\_\_  
 Address 2 \_\_\_\_\_  
 Address 3 \_\_\_\_\_  
 Address 4 \_\_\_\_\_  
 Address 5 \_\_\_\_\_  
 Postcode/Domicile Code \_\_\_\_\_

**Please return this form to:**  
 The Transfer Secretaries at the  
 applicable address set out below

**Shareholder Number:** \_\_\_\_\_  
**Number of Shares:** \_\_\_\_\_

## FORM OF ELECTION AND SURRENDER (*BLUE*) FOR USE BY ODD-LOT HOLDERS

The definitions and interpretations commencing on page 9 of this Circular apply, *mutatis mutandis*, to this Form of Election and Surrender (*blue*).

**Odd-lot Holders who are non-residents of the Common Monetary Area and who have any queries or require assistance with respect to any aspect of the Odd-lot Offer, including the completion of this Form of Election and Surrender (*blue*) should contact the Company Secretary of Cashbuild by emailing Takie Nengovhela on [tnengovhela@cashbuild.co.za](mailto:tnengovhela@cashbuild.co.za) or calling +27 (0)11 248 1696.**

**For completion by Certificated Shareholders who hold less than 100 Shares at the close of business on Tuesday, 28 March 2023. This Form of Election and Surrender (*blue*), together with your share certificate, must be submitted by 12:00 on Friday, 31 March 2023 if you wish to sell your Odd-lot Holding.**

**Note:** A separate form is required for each Shareholder.

### Instructions

- Part 1 must be completed by **all** Odd-lot Holders who hold a share certificate in respect of their Shares and who return this form.
- Part 2 must be completed only by Odd-lot Holders who hold a share certificate, are resident in the Common Monetary Area and **who wish to sell their Odd-lot holdings**. Odd-lot holders who are non-residents of the Common Monetary Area, who hold a share certificate and **who wish to sell their Odd-lot holdings** do not need to complete Part 2, as the payment of the Cash Consideration will be processed in terms of paragraph 8.2 of the Circular to which this Form of Election and Surrender (*blue*) is attached.
- Part 3 must be completed only by Odd-lot Holders who hold a share certificate in respect of their Shares and **who are emigrants from or non-residents of the Common Monetary Area**, and who wish to sell their Odd-lot Holdings.
- Additional Forms of Election and Surrender (*blue*) may be obtained from the Transfer Secretaries at the applicable address set out below.
- All Odd-lot Holders who complete this Form of Election and Surrender (*blue*) and who wish to sell their Odd-lot Holdings must attach a copy of their identity document (or passport) which has been certified as a true copy of the original.**
- If this Form of Election and Surrender (*blue*) is returned with the relevant Documents of Title before the Odd-lot Offer is implemented, it will be treated as a conditional surrender that is made subject to the Odd-lot Offer being implemented. If the Odd-lot Offer is not being implemented, the Transfer Secretaries will, within five business days of the date upon which it becomes known that the Odd-lot Offer will not be implemented, return the Documents of Title to the Odd-lot Holders concerned, by registered post, at the risk of such Odd-lot Holders.
- All Forms of Election and Surrender (*blue*) must be lodged with the Transfer Secretaries at the address set out below, so as to be received by no later than 12:00 (SA time) on Friday, 31 March 2023.**

**Hand deliveries to:**  
 JSE Investor Services  
 Fifth Floor  
 One Exchange Square  
 Gwen Lane  
 Sandown, 2196

**Postal or email deliveries to:**  
 PO Box 4844  
 Johannesburg, 2000  
 Email: [specialprojects@jseinvestorservices.co.za](mailto:specialprojects@jseinvestorservices.co.za)

- Odd-lot Holders who are residents of the Common Monetary Area and who have dematerialised their Shares must advise their CSDP or broker as to the action they wish to take in terms of the agreement entered into between them and their CSDP or broker. Such Shareholders must not return this Form of Election and Surrender (*blue*) to the Transfer Secretaries.

### All Certificated Odd-lot Holders who wish to sell their Odd-lot Holdings must complete this contact details section

Name \_\_\_\_\_  
 Surname \_\_\_\_\_  
 Share certificate number \_\_\_\_\_  
 Identity number/Passport number/Company registration number \_\_\_\_\_  
 Assisted by (if applicable) \_\_\_\_\_  
 (State full name and capacity) \_\_\_\_\_  
 Date \_\_\_\_\_  
 Telephone number (Home), if available ( ) \_\_\_\_\_  
 Telephone number (Work), if available/applicable ( ) \_\_\_\_\_  
 Cell number, if available ( ) \_\_\_\_\_  
 Postal address \_\_\_\_\_

**All Certificated Odd-lot Holders must complete and sign this page**

PART 1 – To be completed by ALL Odd-lot Holders who return this form.

Odd-lot Holders who hold a share certificate in respect of their Shares and who do not complete and return this Form of Election and Surrender (*blue*) so as to be received by no later than 12:00 on Friday, 31 March 2023 should note that their Shares will be repurchased without any further action on their part and without any further notice to them.

Indicate your choice by means of an “X”.

Option A – I would like to sell all my Shares at the Odd-lot Offer Price.

Option B – I would like to retain all my Shares. You only need to return this Form of Election and Surrender (*blue*) if Option B is chosen.

If Option A is chosen, please note the following:

- Return your original share certificate: If you hold a share certificate, you are required to return your original share certificate together with this Form of Election and Surrender (*blue*).
- Complete Part 2 below. If you do not provide bank account details and we do not have your existing bank account details on record, the proceeds from the sale of your Shares will be withheld until such time that your details are provided.

PART 2 – To be completed by ODD-LOT HOLDERS WHO ARE RESIDENTS OF THE COMMON MONETARY AREA who wish to sell their Shares

I have a bank account and would like to sell my Shares. Please pay the cash owing to me for purchasing my Shares into the following bank account:

Banking details

Account holder

Bank name

Bank account number

Bank branch

Branch code

NB: To comply with FICA requirements in South Africa, the Transfer Secretaries will not record any changes of address or payment mandates unless a certified true copy of the following is received from the relevant Shareholder: (i) a copy of an identification card or document (in respect of change of address and payment mandate) and (ii) a copy of a bank statement (in respect of bank mandate).

PART 3 – To be completed by ODD-LOT HOLDERS WHO ARE EMIGRANTS FROM OR NON-RESIDENTS OF THE COMMON MONETARY AREA who wish to sell their Shares

Name of authorised dealer

Address

Account number

Stamp and address of agent lodging this form (if any)

Signature of Shareholder

**Notes**

1. This form is to be used by Odd-lot Holders who have not dematerialised their Shares and who wish to sell or retain their Shares in terms of the Odd-lot Offer and who are registered as such as at the close of business on Tuesday, 28 March 2023.
2. Odd-lot Holders who have elected to sell their Shares will have payments for the proceeds of the sale of their Shares processed in the manner set out in paragraph 3.6 of the Circular, on or about Monday, 3 April 2023. Non-residents of the Common Monetary Area will have payments for the proceeds of the sale of their Shares processed in the manner set out in paragraph 3.10 of the Circular.
3. If this Form of Election and Surrender (*blue*) is signed under a power of attorney, then such power of attorney, or a certified copy of the original, must be sent with this Form of Election and Surrender (*blue*) for noting (unless it has already been noted by Cashbuild or the Transfer Secretaries).
4. Where the Odd-lot Holder is a company or a close corporation, unless it has already been registered with Cashbuild or the Transfer Secretaries, a certified copy of the Directors' or members' resolution authorising the signing of this Form of Election and Surrender (*blue*) must be submitted if so requested by Cashbuild.
5. Note 4 above does not apply if this Form of Election and Surrender (*blue*) bears the stamp of a broking member of the JSE.
6. Where there are joint holders of any Shares, only that holder whose name appears first in the register in respect of such Shares need sign this Form of Election and Surrender (*blue*).
7. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the JSE, lodging agents are required to prepare special transaction receipts.
8. Should you require any further information or assistance, please contact Cashbuild or the Transfer Secretaries on the following numbers:  
Tatie Nengovhela +27 (0)11 248 1696  
JSE Investor Services +27 (0)11 713 0800  
Lines are open Mondays to Fridays from 08:00 to 16:30 (SA time), except on public holidays. Please note that, for legal reasons, the helpline cannot give any legal, tax or financial advice.
9. The Directors of Cashbuild reserve the right to accept or reject any Form of Election and Surrender (*blue*) where the Odd-lot Holder has not completed all the required information or has not delivered all the required documents to the Transfer Secretaries.

**CASHBUILD LIMITED**

Registration number 1986/001503/06  
Incorporated in the Republic of South Africa  
Share code: CSB ISIN: ZAE000028320



---

## ELECTRONIC PARTICIPATION FORM

---

**Participation at the General Meeting via Electronic Communication**

The definitions and interpretations commencing on page 9 of this Circular apply, *mutatis mutandis*, to this Electronic Participation Form.

Shareholders or their duly appointed proxy(ies) that wish to participate in the General Meeting via electronic communication (“Participants”) must apply to JSE Investor Services, by delivering the fully completed Electronic Participation Form to Fifth Floor, One Exchange Square, Gwen Lane, Sandown, 2196 or posting it to PO Box 4844, Johannesburg, 2000 (at the risk of the Participant), or by email to proxy@tmsmeetings.co.za so as to be received by JSE Investor Services no later than 10:00 on Thursday, 2 March 2023. JSE Investor Services will first validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided.

**Important notice**

The Company shall, by 10:00 on Friday, 3 March 2023 notify Participants that have delivered valid notices in the form of this Electronic Participation Form, by email of the relevant details through which Participant can participate electronically.

Full name of participant

Identity number

Email address

Cell number

Telephone number (code and number)

Name of CSDP or broker (if shares are in dematerialised format)

Contact number of CSDP/broker

Number of share certificate (if applicable)

Signature

Date

**Terms and conditions for participation in the General Meeting via electronic communication**

1. The cost of electronic participation in the General Meeting is for the expense of the Participant and will be billed separately by the Participant’s own service provider.
2. The Participant acknowledges that the electronic communication services are provided by third parties and indemnifies Cashbuild against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against the Company, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the Participant via the electronic services to the General Meeting.
3. The application to participate in the General Meeting electronically will only be deemed successful if this Electronic Application Form has been completed and signed by the Participant.
4. Cashbuild cannot guarantee there will not be a break in electronic communication that is beyond the control of the Company.

Participant’s name:

Signature:

Date:











