

Execution version

**THIRD ADDENDUM TO THE 2012 SUBSCRIPTION AGREEMENT
(relating to the extension of the "Termination Date")**

between

BASIL READ HOLDINGS LIMITED

Registration Number 1984/007758/06

("Holdings")

and

SIOC CDT INVESTMENT HOLDINGS (RF) PROPRIETARY LIMITED

Registration Number 2011/010141/07

("SIOC")

Handwritten signatures and initials in the bottom right corner of the page. There are three distinct marks: a large, stylized signature, a smaller signature, and a set of initials.

1. BACKGROUND

1.1 On or about 27 June 2012, the parties hereto ("the Parties") entered into a written agreement, as amended, entitled *Subscription Agreement* ("the 2012 Subscription Agreement") pursuant to which SIOC became the holder of 7 883 243 ordinary shares in Holdings ("Ordinary Shares") and also 33 607 507 "A" ordinary shares in Holdings ("A" Ordinary Shares") which "A" Ordinary Shares were financed by way of Notional Vendor Finance ("NVF") at the time. Holdings has a right to repurchase the "A" Ordinary Shares ("Repurchase Shares") at a nominal value of R0.01 per share on Monday 20 November 2017 ("Repurchase Date"), being the second business day after Thursday 16 November 2017 ("Termination Date"). SIOC has an option to subscribe for Ordinary Shares at the higher of Market Price less 12.5% or (NVF balance/Repurchased shares) equal to the number of Repurchase Shares (the "Option").

1.2 Holdings intends to raise capital by way of a rights offer.

1.3 The Parties now wish to amend the 2012 Subscription Agreement by extending the Termination Date (and consequently the Repurchase Date) in the manner and to the extent set out in this third addendum ("this Addendum").

2. INTERPRETATION

2.1 The definitions and interpretation provisions contained in clause 1 of the 2012 Subscription Agreement (including any term defined within the context of any particular clause of the 2012 Subscription Agreement) shall apply to this Addendum, *mutatis mutandis*.

2.2 To the extent that any conflict arises or ambiguity exists between the provisions of the 2012 Subscription Agreement and the provisions of this Addendum, the provisions of this Addendum shall prevail.

3. ADDENDUM RESOLUTIVE CONDITION

3.1 Notwithstanding anything to the contrary contained in this Addendum, the Parties agree, as a resolute condition, that this Addendum and all of its provisions (other than Clauses 2, 3, 7 and 8 which will remain of full force and effect) will terminate and cease to be of any force or effect if, by no later than 31 December 2017, Holdings fails to obtain



the approval of the requisite majority of shareholders of Holdings to the amendments to the 2012 Subscription Agreement contemplated herein.

- 3.2 If that resolute condition is not fulfilled (that is, the shareholders of Holdings do not approve such amendments) within the period envisaged in clause 3.1, this Addendum shall automatically terminate on and with effect from 17h00 on 31 December 2017 and none of the Parties will have any claim against the others in terms hereof or arising from the fact of such non-fulfilment of such resolute condition.
- 3.3 The Parties agree that the result of such automatic termination of this Addendum will be that the Termination Date of the 2012 Subscription Agreement will be Tuesday, 2 January 2018.

4. AMENDMENTS TO THE 2012 SUBSCRIPTION AGREEMENT

The 2012 Subscription Agreement is hereby amended by:

- 4.1 the deletion of the definition "the Termination Date" in clause 1.33 of the 2012 Subscription Agreement and the substitution therefor with the following amended clause 1.33 –

"1.33 the Termination Date shall mean a date which is the later of:

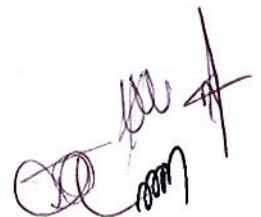
1.33.1 16 November 2017;

1.33.2 the 10th business day after the closing date of the proposed rights offer announced by Holdings at the time its interim results for the 6 month period ended 30 June 2017 were released on 28 August 2017 ("Rights Offer"); and

1.33.4 the 10th business day after the date on which Holdings is able to and has fulfilled all of the requirements under section 48 of the Companies Act, 2008 as amended (as read with sections 114 and 115 thereof), and has fulfilled the requirements of all applicable laws and regulations, including the JSE Listing Requirements, in relation thereto.

5. UNDERTAKINGS IN RESPECT OF THE "A" ORDINARY SHARES

SIOC undertakes that it will not:



- 5.1 after 20 November 2017, exercise any voting rights attached to the "A" Ordinary Shares, save in respect of any resolution required of "A" Ordinary Shareholders to affect any amendments to the Memorandum of Incorporation of Holdings relating to the "A" Ordinary Shares, if any, required to give effect to the principles contained in this Addendum, and in such event to vote in favour thereof; or
- 5.2 dispose in any manner whatsoever any of its rights title and interest in and to the 33 607 507 "A" Ordinary Shares other than pursuant to the repurchase contemplated in the 2012 Subscription Agreement,

and further acknowledges that the "A" Ordinary Shares will not convert into Ordinary Shares at any time as same will all be repurchased by Holdings on the Repurchase Date.

6. RETENTION OF THE 2012 SUBSCRIPTION AGREEMENT

Save as expressly set out and contemplated in this Addendum, the 2012 Subscription Agreement shall remain unaltered and of full force and effect.

7. ANNOUNCEMENTS AND PUBLICATION

Each of the Parties shall be entitled to disclose such information relating to this Addendum:

- 7.1 to its shareholders to the extent that such Party believes that such disclosure should be made to its shareholders in the interest of transparency; and/or
- 7.2 as such Party is required to disclose in terms of law or regulation (including pursuant to the JSE Listing Requirements or at the direction of the JSE).


8. SIGNATURE IN COUNTERPARTS

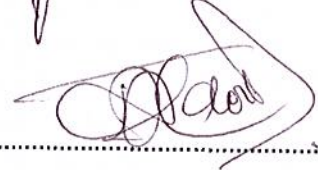
This Addendum shall be capable of execution in counterparts, all of which shall be deemed to be originals but which together shall constitute one document.



Signed at Boksburg this 22 day of SEPTEMBER 2017

AS WITNESS:

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for **BASIL READ HOLDINGS LIMITED**

Signed at CENTURION this 21 day of SEPTEMBER 2017

AS WITNESS:

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for **SIOC CDT INVESTMENT HOLDINGS
(RF) PROPRIETARY LIMITED**