



Creating investment opportunities.

ATTACQ LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1997/000543/06)

JSE share code: ATT ISIN: ZAE000177218

("Attacq" or "the company")

STATEMENT IN TERMS OF SECTION 60(4) OF THE COMPANIES ACT, 2008

1. DEFINITIONS

- 1.1 "Act" means the Companies Act, 71 of 2008;
- 1.2 "board" means the board of directors of the company;
- 1.3 "directors" means the directors of the company;
- 1.4 "notice" means the notice sent to the shareholders dated 4 December 2014, in terms of which the directors notified the shareholders of the proposed ordinary resolution and requested that their votes be cast in relation to the ordinary resolution on the written consent form attached to the notice, within 20 (twenty) business days of the date of receipt thereof and return same to the transfer secretaries of the company;
- 1.5 "ordinary resolution" means the following which was considered and voted on by the shareholders as at the record date by written consent in terms of section 60 of the Act:

"ORDINARY RESOLUTION – UNISSUED ATTACQ SHARES PLACED UNDER THE CONTROL OF THE DIRECTORS"

"Resolved that 30 million shares of the authorised and unissued ordinary share capital of the company be and are hereby placed under the control of the directors of the company which directors are, subject to the Listings Requirements of the JSE Limited ("JSE Listings Requirements") and the provisions of the Act, authorised to allot and issue up to 30 million shares for an acquisition or acquisitions to parties for cash to settle a vendor cash consideration, provided that, in addition to the limitations applicable to a vendor consideration placing in terms of the JSE Listings Requirements, the maximum discount at which Attacq shares may be issued in terms of this authority is 10% of the weighted average traded price of Attacq shares measured over the 10 business days prior to the date that the price of issue is agreed between the company and the party or parties subscribing for shares.

Any member of the board of directors of the company be and is hereby authorised to sign all such documents and do all such things as may be necessary for or incidental to the implementation of this resolution."

Explanatory note to the Ordinary Resolution

A specific authority placing up to 30 million shares of the authorised and unissued ordinary share capital of the company under the control of the directors for the purposes of issuing shares for an acquisition to parties for cash to settle a vendor cash consideration, provided that the maximum discount at which Attacq shares may be issued in terms of such authority will be 10% of the weighted average traded price of Attacq shares measured over the 10 business days prior to the date that the price of issue is agreed between the company and the party subscribing for shares. The authority will be subject to the Act and the JSE Listings Requirements."

- 1.6 "record date" means Friday, 5 December 2014;
- 1.7 "shareholders" means the shareholders of the company entitled to exercise voting rights in relation to the ordinary resolution; and
- 1.8 "submission date" means:
 - 1.8.1 where a shareholder has received the notice by means of fax, the date and at the time recorded by the fax receiver unless there is conclusive evidence that the notice was delivered on a different date or at a different time;
 - 1.8.2 where a shareholder has received the notice by means of electronic mail, the date and at the time recorded by the computer used by the sender, unless there is conclusive evidence that the notice was delivered on a different date or at a different time;
 - 1.8.3 where a shareholder has received the notice by means of registered post, the 7th day following the day on which the notice was posted as recorded by the post office; and
 - 1.8.4 where a shareholder has received the notice by hand, in the case of a natural person or in the case of a company or body corporate, by hand to a responsible employee, at its registered office or its principal place of business within the Republic of South Africa, the date and at the time recorded on the receipt for delivery.

2. NOTED THAT:

- 2.1 the directors submitted the notice enclosing the ordinary resolution to shareholders for their consideration in accordance with the provisions of section 65(2) of the Act on the submission date;
- 2.2 the shareholders considered the ordinary resolution and exercised their voting rights in respect thereof in accordance with the provisions of section 60(1) of the Act on the record date; and
- 2.3 in terms of section 60(4) of the Act the Company must, within 10 (ten) business days after adopting the ordinary resolution in terms of section 60 of the Act, deliver a statement describing the results of the vote to every shareholder.

3. STATEMENT IN TERMS OF SECTION 60(4)

Shareholders are hereby notified that in terms of the results of the consent process in respect of the ordinary resolution (the record thereof is attached hereto as **Annexure 1**) 375 790 931 ordinary shares (representing approximately 56.00748% of the issued shares of the company) were exercised in favour of the ordinary resolution and accordingly the ordinary resolution has been approved by the requisite majority of shareholders and adopted by the company.

For and on behalf of

Attacq Limited

Morné Wilken

Chief Executive Officer

SUMMARY OF RESULTS OF THE WRITTEN CONSENT PROCESS

Resolution	For	% for*	Against	% against*	Abstain	% abstention*	Total votes exercised**	Total votes exercisable***	Total votes exercised as a % of total votes exercisable**
Ordinary Resolution Unissued Atacq shares placed under the control of the directors	375 790 931	56.00748	—	—	168 410	0.02510	375 959 341	670 965 594	56.03258

* In relation to the total number of votes exercisable.

** Including abstentions.

*** Based on the number of shares in issue on 5 December 2014 (excluding treasury shares).