



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")

NOTICE OF SUBMISSION OF PROPOSED RESOLUTION TO THE SHAREHOLDERS OF ATTACQ LIMITED TO BE ADOPTED IN TERMS OF SECTION 60 OF THE COMPANIES ACT, 71 OF 2008 ("THE ACT")

Dear Shareholder

1. As a result of transactions between Attacq, Atterbury Property Holdings Proprietary Limited, Atterbury Waterfall City Proprietary Limited ("AWC") and Attacq Waterfall Investment Company Proprietary Limited ("AWIC"), Attacq has become the sole shareholder of AWIC and acquired AWC's shareholder claim on loan account against AWIC, for an aggregate consideration of R643.32 million. Prior to the implementation of the acquisition referred to above, Attacq held 81.225% of the issued shares in AWIC.
2. The company wishes to raise capital by the issue of Attacq shares in order to be positioned to meet its obligations regarding the acquisition referred to above. 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 is required in order to implement the proposed capital raising. 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 or parties subscribing for shares. The authority will be subject to the Act and the Listings Requirements of the JSE Limited ("JSE Listings Requirements").
3. The board of directors of the company has resolved to propose, and pursuant to this notice is proposing, that the shareholders of the company consider the ordinary resolution as set out in **Annexure 1 ("the ordinary resolution")** and approve the ordinary resolution by written consent in terms of section 60 of the Act.
4. The ordinary resolution will only be adopted if it is supported by at least 50% of the voting rights exercisable by all Attacq shareholders.
5. Section 8.2.2 of the company's memorandum of incorporation provides that in order to place shares under the control of the directors of the company, the prior approval of an ordinary resolution passed by shareholders is required. Section 65(2) of the Act provides that the board of directors of the company may propose any resolution to be considered by shareholders, and may determine whether that resolution will be considered at a meeting, or by vote or written consent in terms of section 60 of the Act. The board of directors of the company has determined by resolution that the ordinary resolution, being a resolution required under the Act and not by the JSE Listings Requirements, be considered by the shareholders of the company by written consent in terms of section 60 of the Act.
6. In terms of section 60(1) of the Act, a resolution that could be voted on at a shareholders' meeting may instead be submitted for consideration to the shareholders entitled to exercise voting rights in relation to the resolution, and be voted on in writing by shareholders entitled to exercise voting rights in relation to the resolution, within 20 (twenty) business days after the resolution was submitted to them.
7. Section 60(2) of the Act provides that a resolution contemplated in section 60(1) of the Act will have been adopted if it is supported by persons entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or a special resolution, as the case may be, at a properly constituted shareholders' meeting, and if adopted, such resolution will have the same effect as if it had been approved by voting at a shareholders' meeting.
8. Shareholders who have dematerialised their shares (other than own-name dematerialised shareholders) in terms of the Financial Markets Act, 19 of 2012, should advise their Central Securities Depository Participant ("CSDP")

or broker as to what action they wish to take. This must be done in terms of the agreement entered into between them and their CSDP or broker. Shareholders who have dematerialised their shares (other than own-name dematerialised shareholders) must not return the form of written consent set out in **Annexure 2 ("written consent")** to the transfer secretaries. Their instructions must be sent to their CSDP or broker for action.

9. Certificated shareholders and own-name dematerialised shareholders may indicate, by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided, on the written consent how they cast their votes in relation to the ordinary resolution. Please return a copy of the completed and signed written consent to Computershare Investor Services Proprietary Limited (the transfer secretaries of the company) within 20 (twenty) business days of the date of receipt hereof at any one of the following addresses:
 - 9.1 physical address: Ground Floor, 70 Marshall Street, Johannesburg, 2001;
 - 9.2 postal address: PO Box 61051, Marshalltown, 2107;
 - 9.3 fax: +27 688 5238; and/or
 - 9.4 email: proxy@computershare.co.za.
10. Where a shareholder has received the shareholder letter attaching the ordinary resolution by means of fax such shareholder is deemed to have received the documents on the date and at the time recorded by the fax receiver, unless there is conclusive evidence that it was delivered on a different date or at a different time.
11. Where a shareholder has received the shareholder letter attaching the ordinary resolution by means of electronic mail such shareholder is deemed to have received the documents on the date and at the time recorded by the computer used by the sender, unless there is conclusive evidence that it was delivered on a different date or at a different time.
12. Where a shareholder has received the shareholder letter attaching the ordinary resolution by means of registered post such shareholder is deemed to have received the documents on the 7th (seventh) day following the day on which the notice or document was posted as recorded by a post office, unless there is conclusive evidence that it was delivered on a different day.
13. Where a shareholder has received the shareholder letter attaching the ordinary resolution 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, then such shareholder is deemed to have received the documents on the date and at the time recorded on the receipt for delivery, unless there is conclusive evidence that it was delivered on a different date or at a different time.
14. The directors of the company have resolved that the record date for determining which are entitled to vote on the ordinary resolution in terms of the written consent is Friday, 5 December 2014.

Yours faithfully

For: Attacq Limited

Morné Wilken

4 December 2014



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")

RESOLUTION OF THE SHAREHOLDERS OF THE COMPANY ADOPTED IN TERMS OF SECTION 60(1) OF THE COMPANIES ACT, 71 OF 2008 ("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.

Voting requirements:

In order for this ordinary resolution to be adopted, the support of more than 50% of the total votes exercisable by shareholders is required to pass this resolution.



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")

FORM OF WRITTEN CONSENT IN TERMS OF SECTION 60 OF THE COMPANIES ACT, 71 OF 2008
("THE ACT")

FOR USE BY CERTIFICATED SHAREHOLDERS AND OWN NAME DEMATERIALISED SHAREHOLDERS IN TERMS OF SECTION 60 OF THE ACT

Shareholders who have dematerialised their shares, other than own-name dematerialised shareholders, should advise their Central Securities Depository Participant ("CSDP") or broker as to what action they wish to take. This must be done in terms of the agreement entered into between them and their CSDP or broker. Shareholders, other than own-name dematerialised shareholders who have dematerialised their shares must not return this form of written consent to the transfer secretaries of the company, Computershare Investor Services Proprietary Limited. Their instructions must be sent to their CSDP or broker for action.

I/We (FULL NAME IN BLOCK LETTERS)

of (ADDRESS)

being the holder/s of shares in the issued share capital of the company

hereby vote as follows:

	For	Against	Abstain
Ordinary resolution – Unissued Attacq shares placed under the control of the directors			

Signed this _____ day of _____ 2014

Signature of shareholder (s)

Assisted by me (where applicable)

Please indicate how you wish your votes to be cast in the appropriate box provided.

Notes:

- A person signing this written consent in a representative capacity must attach the documentary evidence establishing such authority to this form of written consent, unless previously recorded by the transfer secretaries of the company.
- The completed and signed written consent and authority (if any) under which it is signed must be either delivered, posted, faxed, and/or emailed to Computershare Investor Services Proprietary Limited (the transfer secretaries of the company) within 20 (twenty) business days of the date of receipt hereof, at the following addresses:
 - physical address: Ground Floor, 70 Marshall Street, Johannesburg, 2001;
 - postal address: PO Box 61763, Marshalltown, 2107;
 - fax: +27 11 688 5238; and/or
 - email: proxy@computershare.co.za.
- A certified or own-name dematerialised shareholder's instructions on the form of written consent must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. A certified or own-name dematerialised shareholder is not obliged to use all the votes exercisable by the shareholder but the total number of votes cast and in respect of which an abstention is recorded may not exceed the total number of votes exercisable by the certified or own-name dematerialised shareholder.

