

THIS CIRCULAR IS IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 6 of this Circular apply, *mutatis mutandis*, throughout this Circular.

If you are in any doubt as to the action you should take, please consult your CSDP, Broker, banker, attorney, accountant or other professional advisor immediately.

Action required by dematerialised and certificated shareholders

1. If you have disposed of your shares in Purple Group Limited, this Circular and the attached Form of Written Consent (*blue*) (**Annexure 3**) should be handed to the purchaser of such shares or the CSDP, Broker, banker or other agent through whom the disposal was effected.
2. Holders of Dematerialised shares must instruct their CSDP or Broker to vote on their behalf in accordance with the custody agreement entered into between the Dematerialised Shareholder and their CSDP or Broker.
3. Any CSDP or Broker which does not obtain timeous voting instructions in terms of paragraph 2 above will be obliged to vote in accordance with the instructions as contained in the custody agreement concluded between themselves and the Dematerialised Shareholder concerned.
4. Holders of Certificated Shares or Dematerialised Shares with "own-name" registration must do so by completing the attached Form of Written Consent (*blue*) (**Annexure 3**) in accordance with the instructions contained therein, and deliver the Form of Written Consent to the Transfer Secretary so as to be received by no later than 17:00 on Friday, 30 October 2020.
5. **Purple Group 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 Purple Group Shares to notify such beneficial owner of the details set out in this Circular.**



PURPLE GROUP
LIMITED

(Incorporated in South Africa)
(Registration number: 1998/013637/06)
Share code: PPE
ISIN: ZAE000185526
("Purple Group" or "the Company")

CIRCULAR TO SHAREHOLDERS

Regarding:

- **approval of the conversion of Ordinary Shares with par value to Ordinary Shares with no par value;**
- **an increase of the authorised Shares from 1 200 000 000 (1.2 billion) to 2 000 000 000 (2 billion) and a corresponding amendment to the Memorandum of Incorporation,**

and incorporating:

- **the proposed Resolutions to be adopted in terms of section 60(1) of the Companies Act; and**
- **a Form of Written Consent (*blue*).**

Company and Transfer Secretaries



Sponsor

Deloitte.

Date of issue: Friday, 25 September 2020

This Circular is available in English only. Copies may be obtained from the registered office of the Company whose address is set out in the "Corporate Information" section of this Circular from Friday, 25 September 2020 until Friday, 30 October 2020. An electronic version of this Circular is also available on the Company's website, www.purplegroup.co.za/our-financials

CORPORATE INFORMATION

Company Name and Registered Office

Purple Group Limited
16th Floor
25 Owl Street
Braamfontein Werf
2092

Date and Place of Incorporation:
15 July 1998, South Africa

Company Secretary and Transfer Secretaries

4 Africa Exchange Registry Proprietary Limited
(Registration number: 2016/396777/07)
Hill on Empire
Building A, 4th Floor
16 Empire Road
Parktown
2193
(Postnet Suite 293, Private Bag X30500
Houghton, 2041)

Sponsor

Deloitte & Touche Sponsor Services
Proprietary Limited
(Registration number 1996/000034/07)
Deloitte Place
5 Magwa Crescent
Waterfall City
Midrand
Johannesburg
2090
South Africa
(Private Bag X6, Gallo Manor, 2052,
South Africa)

TABLE OF CONTENTS

	Page
Corporate information	Inside front cover
Salient dates and times	4
Action required by Purple Group Shareholders	5
Definitions and interpretations	6
Circular to Shareholders	
1. Purpose and reason for Circular	8
2. Conversion of Ordinary Shares with par value to ordinary shares with no par value and an increase in the Authorised Shares	8
3. Directors' responsibility statement	9
4. Expert consents	9
5. Opinion and recommendation	9
6. Documents available for inspection	9
Annexure 1	
Resolutions to be passed in terms of section 60 of the Companies Act	11
Annexure 2	
Directors' report to Ordinary Shares with par value to Ordinary Shares with no par value	13
Annexure 3	
Form of Written Consent (<i>blue</i>)	15

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 6 of this Circular shall apply *mutatis mutandis* to this section.

2020

Record date to determine which Shareholders are entitled to receive this Circular and to vote on the Resolutions	Friday, 18 September
Circular posted to Shareholders on	Friday, 25 September
Announcement regarding the posting of this Circular and availability on website published on SENS	Friday, 25 September
Deemed date of receipt of this Circular (the 7 th calendar day following the day on which this Circular was posted as recorded by a post office)	Friday, 2 October
In respect of Certificated Shareholders and Dematerialised Shareholders with “own-name” registration, the last day to return Forms of Written Consent in respect of the Resolutions to the Transfer Secretary by no later than 17:00 on	Friday, 30 October
In respect of Dematerialised Shareholders, the last day to furnish their respective CSDP or Broker with their instructions for voting in respect of the proposed Resolutions by no later than 17:00 on	Friday, 30 October
Results of the section 60 votes published on SENS on	Monday, 2 November
The statement of results of the Resolutions in terms of section 60(4) of the Companies Act distributed by no later than	Monday, 16 November

Notes:

1. The abovementioned times are South Africa times and dates and are subject to change. Any such change will be released on SENS and published in the South African press.
2. Any Form of Written Consent not received by the Transfer Secretary by the stipulated time will be disregarded.

ACTION REQUIRED BY PURPLE GROUP SHAREHOLDERS

The definitions and interpretations commencing on page 6 of this Circular apply to this section.

Please take note of the following provisions regarding the action required by Shareholders.

1. **IF YOU ARE A DEMATERIALISED SHAREHOLDER WITHOUT “OWN-NAME” REGISTRATION:**

Your CSDP or Broker should contact you to ascertain how you wish to vote in respect of the Resolutions.

If you have not been contacted, it would be advisable for you to contact your CSDP or Broker and furnish it with your voting instructions.

If your CSDP or 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 or Broker.

You must not complete the attached Form of Written Consent (*blue*) (**Annexure 3**).

2. **IF YOU ARE A CERTIFICATED SHAREHOLDER OR A DEMATERIALISED SHAREHOLDER WITH “OWN-NAME” REGISTRATION:**

If you wish to vote on the Resolutions, you must do so by completing the attached Form of Written Consent (*blue*) (**Annexure 3**) in accordance with the instructions contained thereon, and deliver the form of consent to the Transfer Secretary so as to be received by no later than 17:00 on Friday, 30 October 2020.

Any Form of Written Consent received by the Transfer Secretary after 17:00 on Friday, 30 October 2020 will be disregarded.

DEFINITIONS AND INTERPRETATIONS

Throughout this Circular, unless otherwise stated, the words in the first column shall have the meanings assigned to them in the second column, words denoting one gender include the others, expressions denoting natural persons include juristic persons and associations of persons and words in the singular shall include the plural and *vice versa*.

“the Board”	the board of directors of Purple Group;
“Business Day”	any such day other than a Saturday, Sunday, or public holiday in South Africa;
“Broker”	any person registered as a broking member (equities) in terms of the rules of the JSE prepared in accordance with the provisions of the Financial Markets Act;
“Certificated Shareholders” or “Holders of Certificated Shares”	shareholders who have not dematerialised their shares;
“CIPC”	Companies and Intellectual Property Commission established in terms of the Companies Act;
“Circular”	this Circular to Shareholders, dated Friday, 17 July 2020, and the Annexures thereto;
“Companies Act” or “Act”	the South African Companies Act, 2008 (Act 71 of 2008), as amended;
“CSDP”	a Central Securities Depository Participant, accepted as a participant in terms of the Securities Services Act;
“Deloitte” or “Sponsor”	Deloitte & Touche Sponsor Services Proprietary Limited (registration number 1996/000034/07), a private company incorporated in accordance with the laws of South Africa;
“Dematerialised”	the process by which shares held by the holder of Certificated Shares or other Documents of Title are converted to and held in electronic form as uncertificated shares in terms of the Strate System and recorded in the sub-register of shareholders maintained by a CSDP;
“Dematerialised Shareholders” or “Holders of Dematerialised Shares”	shareholders who have dematerialised their shares;
“Dematerialised Shares”	shares which have been converted from paper form into electronic entries in the register of the Company;
“the Directors”	the board of directors of Purple Group as at the date of this Circular;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts or any other documents of title to shares acceptable to the board;
“Financial Markets Act”	the Financial Markets Act, 19 of 2012, as amended;
“Form of Written Consent”	the form of written consent (<i>blue</i>) set out in Annexure 3 to this Circular;
“JSE”	JSE Limited (registration number 2005/022939/06), a public company duly registered and incorporated with limited liability under the company laws of South Africa and licensed as an exchange under the Financial Markets Act;
“King IV”	the Report on Corporate Governance for South Africa 2016;
“Last Practicable Date”	Wednesday, 23 September 2020, being the last practicable date prior to the finalisation of this Circular;
“Listings Requirements”	the JSE Limited Listings Requirements;

“Major Subsidiaries”	those subsidiaries as defined in the Listings Requirements;
“Memorandum of Incorporation” or “MOI”	the memorandum of incorporation of the Company;
“Own-Name Registration”	the process by which shareholders have dematerialised their shares and the shares are held in the name of the shareholder in electronic form in the sub-register of the Company;
“Purple Group” or “the Company”	Purple Group Limited (registration number 1998/013637/06, a public company duly registered and incorporated with limited liability in South Africa, the issued ordinary share capital of which is listed on the JSE;
“Purple Group Shares” or “Ordinary Shares” or “Shares”	ordinary shares of R0.01 each in the issued ordinary share capital of Purple Group;
“Purple Group Shareholders” or “Shareholders”	the registered holders of Purple Group ordinary shares;
“Regulations”	the regulations promulgated in terms of section 223 of the Companies Act, published under Government Notice R351 in Government Gazette 34239 of 26 April 2011, as amended from time to time;
“Resolutions”	collectively the Ordinary and Special Resolutions submitted for consideration to Shareholders in terms of this Circular;
“Sanlam Put Option”	the put option granted to Sanlam Investment Holdings Proprietary Limited (“Sanlam”) by Purple Group as part of the EasyEquities transaction, announced on SENS on 14 August 2017 (“Sanlam Transaction”), whereby Sanlam can put its 30% shareholding in EasyEquities (“Transaction Shares”) to Purple Group, on the 3 rd anniversary of the effective date of the Sanlam Transaction, at a purchase price of R100 million, escalated at the rate of the Consumer Price Index, from the effective date of the Sanlam Transaction to the date on which the Transaction Shares are repurchased;
“SENS”	the Securities Exchange News Service of the JSE;
“Serialong Transaction”	the convertible loan provided by the Serialong Consortium to Purple Group, as announced on SENS on 3 September 2018;
“South Africa”	the Republic of South Africa;
“Staff Incentive Scheme”	the Employee Share Option Scheme which translates into future value to employees through increasing profits and in return, the share price of Purple Group as approved by Shareholders;
“Strate”	Strate Proprietary Limited (registration number 1998/022242/07), a private company registered which acts as a central securities depository in terms of the Financial Markets Act and which manages the electronic clearing and settlement for transactions that take place on the JSE and off-market trades;
“Strate System”	the clearing, custody and settlement environment for securities transactions to be settled and transfer of ownership to be recorded electronically, as managed by Strate;
“Transactions”	collectively the Serialong Transaction and the Sanlam Put Option; and
“Transfer Secretary” or “4AX Registry”	4 Africa Exchange Registry Proprietary Limited (registration number 2016/396777/07), a private company duly registered and incorporated with limited liability in South Africa.



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Directors

Mr H Ntshingila (*Chairman*)*#
Mr CH Savage (*Chief Executive Officer*)
Mr GS van Dyk (*Chief Financial Officer*)
Mr C Carter**
Mr MA Barnes#
Mr A Forman**
Mr B Mohale**

* non-executive
independent

CIRCULAR REGARDING SPECIAL AND ORDINARY RESOLUTIONS TO BE CONSIDERED AND ADOPTED BY SHAREHOLDERS IN TERMS OF SECTION 60 OF THE COMPANIES ACT

1. PURPOSE AND REASON FOR CIRCULAR

Section 65(2) of the Companies Act provides that the board of directors of a company may propose any resolution to be considered by shareholders and may determine whether that resolution will be considered at a convened shareholder meeting at which shareholders may vote or by written consent in terms of section 60 of the Act. The Board has resolved that the Resolutions, being those resolutions set out in **Annexure 1** to this Circular, be considered by Shareholders by written consent in terms of section 60 of the Act.

Section 60 of the Act provides that a resolution that could be voted on at a shareholders' meeting may, instead, 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.

Notwithstanding the aforesaid, the Resolutions will be adopted as soon as the voting rights exercised in favour thereof equal the requisite majority of all voting rights for such resolution to be passed, even though the abovementioned 20 (twenty) Business Day period may not yet have elapsed.

2. CONVERSION OF ORDINARY SHARES WITH PAR VALUE TO ORDINARY SHARES WITH NO PAR VALUE AND AN INCREASE IN THE AUTHORISED SHARES

Section 35(2) of the Act provides that shares do not have a nominal or par value. Although existing companies with par value shares may continue to issue their authorised but unissued par value shares, a company may not increase its authorised share capital by the creation of additional par value shares.

The entire authorised and issued share capital of Purple Group currently comprises Ordinary Shares with a par value of one cent each. In order to place the Company in a position to authorise additional Ordinary Shares in future, the Board proposes that Shareholders approve the conversion of all 1 200 000 000 (1.2 Billion) Ordinary Shares with a par value of one cent each into 1 200 000 0000 (1.2 Billion) Ordinary Shares of no par value.

In accordance with regulation 31(7) of the Regulations, the Board has prepared a report, attached to this Circular as **Annexure 2**, a copy of which will be filed with CIPC and the South African Revenue Service. The report, *inter alia*, sets out the material effects that the proposed conversion will have on the rights of Shareholders.

The Company's current authorised Shares are insufficient to give effect to upcoming transactions already approved by Shareholders, as required, as set out below:

Description	Number of Shares
Current shares in issue	982 569 287
Total shares that may be issued in terms of the Staff Incentive Scheme	158 472 499
Maximum Serialong Transaction conversion shares estimate	138 835 528
Assuming that the Sanlam Put Option is exercised and Shares are issued at 50 cents per Share to settle the re-acquisition of Sanlam's equity stake in EasyEquities	171 428 571
Total anticipated Shares in Issue after the Transactions and Share Incentive Scheme	1 451 305 885

Consequently, the Board proposes an increase in the number of authorised Shares from 1 200 000 000 (1.2 Billion) Shares to 2 000 000 000 (2 Billion) Shares.

The authorised Share capital structure before the conversion of Shares with a par value to Shares with no par value and the increase in the number of authorised Shares and after the conversion of Shares with a par value to Shares with no par value and the increase in the number of authorised Shares is as follows:

Description	Number of Shares
Before the conversion of Shares with a par value to Shares with no par value and the increase in the number of authorised Shares	1 200 000 000 Ordinary Shares with a par value of R0.01
After the conversion of Shares with a par value to Shares with no par value and the increase in the number of authorised Shares	2 000 000 000 Ordinary Shares with no par value

3. DIRECTORS' RESPONSIBILITY STATEMENT

3.1 The Directors, whose names are set out on page 8 of this Circular, collectively and individually, accept full responsibility for the accuracy of the information given in this Circular relating to the Company 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 that this Circular contains all information required by law and the Listings Requirements.

4. EXPERT CONSENTS

4.1 Each of the Sponsor and the Transfer Secretary have consented in writing to act in the capacities as stated and to their named being state in this Circular and have not withdrawn their consent prior to its publication.

5. OPINION AND RECOMMENDATION

5.1 The Board is of the opinion that the proposed Resolutions are in the best interest of Shareholders and should be supported and unanimously recommends that the Shareholders vote in favour of the Resolutions. Each Director who holds Shares intends to vote his/her Shares in favour of the Resolutions.

6. DOCUMENTS AVAILABLE FOR INSPECTION

6.1 The following documents, or copies thereof, will be available for inspection by Shareholders during normal business hours at the Company's registered office and at the office of the Company & Transfer Secretaries, the details of which appear in the "Corporate Information" section of this Circular, from the date of issue of this Circular, until the last day to return Forms of Written Consent in respect of the Resolutions (both days inclusive):

- the memorandum of incorporation of Purple Group and its Major Subsidiaries;
- the letters of consent referred to in paragraph 4 above;

- the report of the Board in terms of Regulation 31 of the Regulations, as set out in **Annexure 2** to this
- Circular;
- the annual financial statements of Purple Group for the three financial years ended 31 August 2019, 2018 and 2017 and unaudited condensed consolidated results for the six months ended 29 February 2020; and
- a copy of this Circular.

SIGNED at Braamfontein Werf, Johannesburg on behalf of the Board on Wednesday, 23 September 2020, in accordance with the round robin resolutions of the Board signed by each and every Director.

Charles Savage
Chief Executive Officer

Wednesday, 23 September 2020



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SHAREHOLDER RESOLUTIONS PROPOSED IN TERMS OF SECTION 60 OF THE ACT

*The definitions and interpretations commencing on page 6 of this Circular to which this **Annexure 1** is attached, apply, mutatis mutandis, to the Resolutions set out below.*

Section 60 of the Act provides that 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.

1. **SPECIAL RESOLUTION NUMBER 1 – APPROVAL OF THE CONVERSION OF ORDINARY SHARES WITH PAR VALUE TO ORDINARY SHARES WITHOUT PAR VALUE**

“RESOLVED THAT, AS A SPECIAL RESOLUTION, in accordance with regulation 31(5) as read together with regulation 31(6) of the Regulations, the current MOI be and is hereby amended by the conversion of all the authorised and issued share capital of the Company, comprising 1 200 000 000 (1.2 billion) Ordinary Shares having a par value of one cent to 1 200 000 000 (1.2 billion) Ordinary Shares having no par value”.

Voting requirements:

The percentage of voting rights required for Special Resolution Number 1 to be adopted is at least 75% of the voting rights exercised on that resolution. Notwithstanding the aforesaid, such resolution shall be adopted as soon as the voting rights exercised in favour thereof equal at least 75% of all voting rights that may be exercised on such resolution, even though the abovementioned 20 (twenty) Business Day period has not yet elapsed.

2. **SPECIAL RESOLUTION NUMBER 2 – INCREASE OF THE AUTHORISED SHARES TO 2 000 000 000 (2 BILLION)**

“RESOLVED THAT, AS A SPECIAL RESOLUTION, and subject to the passing of Special Resolution 1, the authorised share capital of the Company be increased from 1 200 000 000 (1.2 billion) ordinary shares of no par value to 2 000 000 000 (2 billion) ordinary shares of no par value, with effect from the date of filing of the amendment to the MOI with CIPC, and accordingly that the Company adopts the amendment to the MOI”.

Voting requirements:

The percentage of voting rights required for Special Resolution Number 2 to be adopted is at least 75% of the voting rights exercised on that resolution. Notwithstanding the aforesaid, such resolution shall be adopted as soon as the voting rights exercised in favour thereof equal at least 75% of all voting rights that may be exercised on such resolution, even though the abovementioned 20 (twenty) Business Day period has not yet elapsed.

3. **ORDINARY RESOLUTION NUMBER 1 – AUTHORITY**

“RESOLVED THAT, AS AN ORDINARY RESOLUTION, each director and the Company Secretary be and is hereby authorised, on behalf of the Company, to do or cause to be done all such things, and sign or cause to be signed all such documentation, as may be necessary or desirable to give effect to the special resolutions above, and insofar as any such actions have been taken before the adoption of this resolution, such actions be and are hereby ratified and approved to the fullest extent permitted by law”.

The percentage of voting rights required for the Ordinary Resolution to be adopted is more than 50% of the voting rights exercised on that resolution. Notwithstanding the aforesaid, such resolution shall be adopted as soon as the voting rights exercised in favour thereof equal at least 50% of all voting rights that may be exercised on such resolution, even though the abovementioned 20 (twenty) Business Day period has not yet elapsed.



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REPORT TO CONVERT PAR VALUE SHARES TO NO PAR VALUE SHARES

*The definitions and interpretations commencing on page 6 of this Circular to which this **Annexure 2** is attached, apply, mutatis mutandis, to the Resolutions set out below.*

IT IS RECORDED THAT the board of directors of the Company have proposed the conversion of all the Company's authorised Ordinary Shares with a par value of one cent each to no par value Ordinary Shares in accordance with the provisions of sub-regulations 31(5) and 31(6) of the Regulations, through the amendment of the Company's MOI by way of a special resolution of the shareholders of the Company ("Proposed Conversion").

REPORTED IN TERMS OF REGULATION 31(7) OF THE REGULATIONS THAT:

1. the value of the Ordinary Shares will not be affected by the Proposed Conversion;
2. all the holders of the Ordinary Shares will be affected by the Proposed Conversion;
3. the Proposed Conversion will not have any material effect on the rights of the holders of the Ordinary Shares;
4. the Proposed Conversion will not result in any material adverse effect for any other person; and
5. no person will receive any compensation in terms of the Proposed Conversion.



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FORM OF WRITTEN CONSENT IN TERMS OF SECTION 60 OF THE COMPANIES ACT

ONLY FOR USE BY CERTIFICATED SHAREHOLDERS AND DEMATERIALIZED SHAREHOLDERS WITH "OWN-NAME" REGISTRATION

Dematerialised Shareholders without "own-name" registration must not use this form of consent. Such Shareholders should advise their CSDP or Broker as to how they wish to vote in respect of each resolution in accordance with the agreement concluded between them and their CSDP or Broker.

I/We (Print Shareholder Name in Full)

Of address

Holder of Ordinary Shares in the Company, hereby vote as follows:

	For	Against	Abstain
Special resolution 1: Conversion of Ordinary Shares with par value to Ordinary Shares with no par value.			
Special resolution 2: An increase of the authorised Shares from 1 200 000 000 (1.2 billion) to 2 000 000 000 (2 billion) and a corresponding amendment to the MOI.			
Ordinary resolution 1: Authority to implement.			

Signed at: _____ on _____ 2020

Signature: _____

Capacity of signatory (where applicable): _____

Note: Authority of signatory to be attached _____

Email address: _____

Assisted by me (where applicable): _____

Full name: _____

Capacity: _____

Signature: _____

Notes:

1. *The Form of Written Consent must only be used by Certificated Shareholders or Dematerialised Shareholders with “own-name” registration.*
2. *Documentary evidence establishing the authority of a person signing this form of consent in a representative capacity must be attached to this Form of Written Consent, unless previously recorded by the Transfer Secretary.*
3. *A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the Transfer Secretary.*
4. *Any alteration or correction made to this Form of Written Consent must be initialled by the signatory/ies.*
5. *Forms of Written Consent must be completed and delivered to the Transfer Secretary, so as to be received by the Transfer Secretary by later than 17:00 on Friday, 30 October 2020 in one of the following ways:*

By hand or courier

4 Africa Exchange Registry Proprietary Limited
(Registration number: 2016/396777/07)
Hill on Empire
Building A, 4th Floor
16 Empire Road
Parktown
2193

By post

Postnet Suite 293
Private Bag X30500
Houghton
2041

By email

Purple@4axregistry.co.za

6. *Forms of Written Consent not received by the Transfer Secretary by 17:00 on Friday, 30 October 2020 will be disregarded.*