



## EFFICIENT GROUP LIMITED

(Incorporated in the Republic of South Africa)

(Registration Number: 2006/036947/06)

JSE share code: EFG ISIN: ZAE 000151841

("the company" or "Efficient")

## RIGHTS OFFER DECLARATION DATE ANNOUNCEMENT

### INTRODUCTION

It was announced on SENS on 20 November 2013 that Efficient had concluded an acquisition agreement in terms of which, *inter alia*, Efficient has purchased all of the shares of Verso Investment Services Proprietary Limited ("**VIS**") for an aggregate purchase consideration of approximately R72.1 million ("**the acquisition**").

A circular, incorporating a notice of general meeting, was posted to shareholders on 6 February 2014 (the "**acquisition circular**"). A general meeting of Efficient shareholders will be held at 10:00 on Friday, 7 March 2014 at the registered offices of Efficient (81 Dely Road, Hazelwood, Pretoria, 0081) (the "**general meeting**") to consider and, if deemed fit, pass with or without modification, the resolutions contained in the notice of general meeting attached to the acquisition circular relating to, *inter alia*, the authorisations and approvals required to give effect to the acquisition.

The purchase consideration payable by Efficient in respect of the acquisition will be settled in cash as to R45.8 million and the balance of R26.3 million by way of the allotment and issue of 16 425 580 Efficient shares at an issue price of R1.60 per share.

The cash consideration of approximately R45.8 million will be settled as to approximately R17.8 million through Efficient's internal cash resources, with the balance of R28 million to be funded by way of a rights offer.

Accordingly, Efficient hereby undertakes a rights offer in order to raise R28 million ("**the rights offer**").

### SALIENT TERMS AND CONDITIONS

In terms of the rights offer:

- Efficient shareholders will be offered 32.74303 rights offer shares for every 100 shares held by them on the initial record date (being Thursday, 20 March 2014); and
- the subscription price will be R1.60 per rights offer share.

The JSE has granted listings for the letters of allocation and the rights offer shares as follows:

- letters of allocation in respect of 17 500 000 new Efficient shares will be listed from the commencement of business on Friday, 14 March 2014 to close of business on Friday, 28 March 2014, both days inclusive, under the JSE share code: EFGN and ISIN: ZAE000188686; and

- a maximum of 17 500 000 new Efficient shares will be listed with effect from the commencement of business on Monday, 31 March 2014 and thereafter adjusted for final demand, including excess applications, on or about Wednesday, 9 April 2014.

The rights offer remains conditional upon shareholders approving the acquisition and authorising the issue of the rights offer shares in terms of section 41(3) of the Companies Act, 2008 at the general meeting.

Efficient has received irrevocable undertakings from shareholders, together representing 95.4% of Efficient's shares in issue at the last practical date, as defined in the acquisition circular, to vote in favour of all resolutions required to implement the acquisition and to follow their rights in terms of the rights offer.

## IMPORTANT DATES AND TIMES

	<b>2014</b>
Last day to trade in Efficient shares in order to participate in the rights offer on	Thursday, 13 March
Listing and trading of letters of allocation on the JSE on	Friday, 14 March
Efficient shares commence trading on the JSE ex-rights offer entitlement on	Friday, 14 March
Rights offer circular and form of instruction posted to certificated shareholders on	Monday, 17 March
Record date for determination of shareholders entitled to participate in the rights offer ( <b>initial record date</b> ) on	Thursday, 20 March
Dematerialised shareholders will have their accounts at their CSDP or broker automatically credited with their entitlement on	Monday, 24 March
Certificated shareholders on the register will have their entitlement credited to a nominee account held with the transfer secretaries on	Monday, 24 March
Rights offer opens at 09:00 on	Monday, 24 March
Last day to trade letters of allocation on the JSE on	Friday, 28 March
Maximum number of rights offer shares listed and trading therein commences on the JSE on	Monday, 31 March
Rights offer closes at 12:00 on	Friday, 4 April
Record date for letters of allocation on ( <b>final record date</b> )	Friday, 4 April
New Efficient shares issued on	Monday, 7 April
Dematerialised shareholders' accounts updated and debited by CSDP or broker (in respect of entitlements to rights offer shares) on	Monday, 7 April
Certificates posted to certificated shareholders (in respect of the rights offer shares) on or about	Monday, 7 April
Results of rights offer announced on SENS on	Monday, 7 April
Results of rights offer announced in the press on	Tuesday, 8 April
Refunds (if any) to certificated shareholders in respect of unsuccessful applications made on or about	Wednesday, 9 April
Dematerialised shareholders' accounts updated and debited by their CSDP or broker (in respect of successful excess shares applications)	Wednesday, 9 April

### Notes:

1. All dates and times are South African dates and times.

2. Dematerialised shareholders are required to inform their CSDP or broker of their instructions in terms of the rights offer in the manner and time stipulated in the agreement governing the relationship between the shareholder and its CSDP or broker.
3. Share certificates may not be dematerialised or rematerialised between Friday, 14 March 2014 and Thursday, 20 March 2014, both days inclusive.
4. Dematerialised shareholders will have their accounts at their CSDP or broker automatically credited with their rights and certificated shareholders will have their rights credited to a nominee account at Link Market Services South Africa Proprietary Limited.
5. CSDPs effect payment in respect of dematerialised shareholders on a delivery-versus-payment method.

### **EXCESS SHARES APPLICATIONS**

Efficient shareholders will have the right to apply for any excess rights offer shares not taken up by other shareholders subject to such right being transferable upon renunciation of the letters of allocation, and any such excess shares will be attributed equitably based on the number of shares held by the shareholder concerned and the number of excess shares applied for, taking cognisance of the number of shares and rights held by the shareholder just prior to such allocation, including those taken up as a result of the rights offer, and the number of excess rights applied for by such shareholder

### **FOREIGN SHAREHOLDERS**

#### *Introduction*

Foreign shareholders may be affected by the rights offer, having regard to prevailing laws in their relevant jurisdictions. Such foreign shareholders should inform themselves about and observe any applicable legal requirements of such jurisdiction in relation to all aspects of this circular that may affect them, including the rights offer. It is the responsibility of each foreign shareholder to satisfy himself as to the full observation of the laws and regulatory requirements of the relevant foreign jurisdiction in connection with the rights offer, including the obtaining of any governmental, exchange or other consents or the making of any filing which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes or other requisite payments due in such jurisdiction. The rights offer is governed by the laws of South Africa and is subject to applicable laws and regulations, including the Exchange Control Regulations.

#### *Affected foreign shareholders*

Any Efficient shareholder who is in doubt as to his position with respect to the rights offer in any jurisdiction, including, without limitation, his tax status, should consult an appropriate independent professional adviser in the relevant jurisdiction without delay. Foreign shareholders are reminded that they may dispose of their Efficient shares on or prior to the last day to trade, in which case they will not participate in the rights offer.

Foreign shareholders accordingly must take their own advice on whether they are entitled, after the rights offer, to continue beneficially to hold any Efficient shares distributed to them and take the appropriate action in accordance with that advice.

#### *Note to U.S. shareholders*

The rights offer shares will not be registered with the U.S Securities and Exchange Commission (“SEC”) under the U.S Securities Act of 1933, as amended, or any U.S state securities laws. Neither the SEC nor any U.S federal or state securities commission has registered, approved or disapproved the rights offer shares or passed comment or opinion upon the accuracy or adequacy of this circular. Any representation to the contrary is a criminal offence in the U.S.

Efficient shareholders who are citizens or residents of the U.S are advised that the rights offer shares have not been and will not be registered under the U.S Securities Exchange Act of 1934, as amended.

---

6 March 2014

**Corporate advisor and sponsor**

JAVACAPITAL