



EFFICIENT GROUP LIMITED

Incorporated in the Republic of South Africa
(Registration number 2006/036947/06)
Share code: EFG ISIN: ZAE000151841
("Efficient" or "the Company")

CAUTIONARY ANNOUNCEMENT

Shareholders are referred to the Circular distributed to Shareholders on 3 August 2018 regarding, *inter alia*, the cancellation by Efficient of a profit share agreement with a Related Party. Terms defined in the Circular shall, unless otherwise stated, bear the same meaning in this announcement.

As set out in the Circular, Shareholders were advised that part of the funding required to finance the payment of the Cancellation Agreement, being an amount equal to R158,183,000, would be secured by way of, *inter alia*, the Convertible Loan. Additionally, Shareholders were advised that the Convertible Loan could be repaid or settled by Efficient in one of the following ways:

1. via an equity capital raise by way of the issue of Efficient Shares for cash in order to raise the funds to settle the Convertible Loan prior to 30 August 2019; or
2. by way of the Specific Issue, being the allotting and issuing by Efficient of such numbers of Shares in its share capital at an issue price of R5.30 per Share to each Lender as will settle the Convertible Loan Amount of the Lender.

Shareholders are hereby advised that the Board has entered into negotiations with a third party regarding the raising of capital in order to settle the Convertible Loan which, if successfully concluded, may have a material effect on the price of the Company's securities. Accordingly, Shareholders are advised to exercise caution when dealing in Efficient securities until a further announcement is made.

Pretoria
13 February 2019

Sponsor and Transaction Advisor to the Efficient Group
Merchantec Capital

Corporate Advisor to the Efficient Group
Bravura Capital