

eXtract

GROUP

eXtract Group Limited
(previously Eqstra Holdings Limited)
(Incorporated in the Republic of South Africa)
(Registration number 1998/011672/06)
JSE share code: EXG SIN: ZAE000223202
("eXtract" or "the company")

REVISED LISTING PARTICULARS

PREPARED IN TERMS OF THE LISTINGS REQUIREMENTS OF THE JSE LIMITED

The definitions commencing on page 2 of these revised listing particulars apply throughout this document, including this cover page. These revised listing particulars are not an invitation to the public to subscribe for eXtract shares, but are issued in terms of the Listings Requirements for purposes of giving information to the public with regard to the company. Although still subject to a number of conditions, these revised listing particulars have been prepared on the assumption that the restructure, the excess asset disposal, the authorised share increase and the consolidation have been implemented.

At the date of these revised listing particulars there are:

- 1 500 000 000 authorised eXtract ordinary shares of no par value;
- 506 902 997 issued eXtract shares of no par value; and
- no shares held in treasury.

Pursuant to the restructure and authorised share increase there will be:

- 10 000 000 000 authorised eXtract ordinary shares of no par value;
- 4 262 074 955 issued eXtract ordinary shares of no par value; and
- no shares held in treasury.

Pursuant to the consolidation there will be:

- 50 000 000 authorised eXtract ordinary shares of no par value;
- 21 310 374 issued eXtract ordinary shares of no par value; and
- no shares held in treasury.

The eXtract consideration shares will rank *pari passu* in all respects with existing eXtract ordinary shares. There are no convertibility provisions relating to eXtract shares.

The directors, whose names appear on page 7 of these revised listing particulars accept, collectively and individually, full responsibility for the accuracy of the information given herein in relation to the company and certify that, to the best of their knowledge and belief, there are no facts in relation to the company that have been omitted which would make any statement herein false or misleading, and that they have made all reasonable enquiries to ascertain such facts and that this document contains all information in relation to the company required by law and the Listings Requirements.

All advisors whose names and/or reports are contained in these revised listing particulars have consented in writing to act in the capacity stated and to their names being included in these revised listing particulars and, if applicable, to the inclusion of their respective reports in these revised listing particulars in the form and context in which they appear and have not withdrawn their written consents prior to publication hereof.

Joint corporate advisor and sponsor

JAVACAPITAL

Independent reporting accountants

Deloitte.

Joint corporate advisor



Legal advisor to eXtract



Date of issue: 11 July 2017

These revised listing particulars are available in English only. Copies of these revised listing particulars may be obtained from the registered offices of eXtract, being 61 Maple Street, Pomona, Kempton Park, 1619 during normal office hours from the date of issue of these revised listing particulars to Thursday, 11 July 2017.

This document should be read with the eXtract category 1 circular posted with these revised listing particulars.

CORPORATE INFORMATION

Company secretary and registered office

L Möller
eXtract Group Limited
(Registration number 1998/011672/06)
61 Maple Street
Pomona
Kempton Park, 1619
(PostNet Suite X86 Private Bag X7, Aston Manor, 1630)

Sponsor

Java Capital Trustees and Sponsors Proprietary Limited
(Registration number 2006/005780/07)
6A Sandown Valley Crescent
Sandown
Sandton, 2196
(PO Box 2087, Parklands, 2121)

Independent reporting accountants

Deloitte & Touche
Registered Auditors
(Practice number 902276)
The Woodlands
20 Woodlands Drive
Woodmead, 2196
(Private Bag X6, Gallo Manor, 2052)

Transfer secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers, 15 Biermann Avenue,
Rosebank, 2196
(PO Box 61051, Marshalltown, 2107)

Joint bankers of eXtract

Rand Merchant Bank, a division of FirstRand Bank Limited
(Registration number 1929/001225/06)
6th Floor, First Place, Bank City
Corner Simmonds and Pritchard Streets
Johannesburg, 2001
(PO Box 1153, Johannesburg, 2000)

Joint bankers of eXtract

Nedbank Limited
(Registration number 1951/000009/06)
Nedbank Head Office
135 Rivonia Road
Sandton, 2196
(PO Box 1144, Johannesburg, 2000)

Date and place of incorporation of the company

Incorporated on 19 June 1998 in the Republic of South Africa

Joint corporate advisor

Java Capital Proprietary Limited
(Registration number 2012/089864/07)
6A Sandown Valley Crescent
Sandown
Sandton, 2196
(PO Box 2087, Parklands, 2121)

Joint corporate advisor

BSM Black Proprietary Limited
(Registration number 2016/342909/07)
Ground Floor, Jindal Building
22 Kildoon Road
Bryanston, 2191

Legal advisor

Edward Nathan Sonnenbergs Inc.
(Registration number 2006/018200/21)
150 West Street
Sandown
Sandton, 2196
(PO Box 783347, Sandton, 2146)

Joint bankers of eXtract

The Standard Bank of South Africa Limited
(Registration number 1962/000738/06)
30 Baker Street
Rosebank, 2196
(PO Box 8786, Johannesburg, 2000)

Joint bankers of eXtract

ABSA Bank Limited
(Registration number 1986/004794/06)
3rd Floor, Absa Towers East
160 Main Street
Johannesburg, 2001
(PO Box 7335, Johannesburg 2000)

Joint bankers of eXtract

HSBC Bank plc – Johannesburg Branch
(Registration number 2003/004613/10)
2 Exchange Square
85 Maude Street, Sandown
Sandton, 2196
(Private Bag X785434, Sandton, 2146)

TABLE OF CONTENTS

The definitions commencing on page 2 of these revised listing particulars have been used in the following table of contents:

	<i>Page</i>
Corporate information	Inside front cover
Definitions and interpretations	2
Section one – Overview of the eXtract group	
1. Introduction	7
2. History, nature of business, strategy and prospects of the company	8
3. Directors and management	8
4. Major and controlling shareholders	11
5. Property and business undertakings acquired or to be acquired	11
6. Properties, assets and business undertakings disposed of or to be disposed of	11
Section two – Financial information	
7. <i>Pro forma</i> financial information	12
8. Trading history of shares	12
9. Dividends and distributions	12
10. Material commitments, lease payments and contingent liabilities	12
11. Material borrowings and loans receivable	12
Section three – Additional material information	
12. Material changes	13
13. Material contracts	13
14. Commissions paid or payable by eXtract	13
15. Adequacy of capital	13
16. Advisor's and company secretary's interests in eXtract	13
17. Government protection and investment encouragement law	13
18. Corporate governance	13
19. Litigation statement	13
20. Directors' responsibility statement	13
21. Consents	14
22. Preliminary expenses and issue expenses	14
23. Documents and consents to be available for inspection	14
24. Documents incorporated by reference	14
Annexure 1	Group structure 16
Annexure 2	Details of major subsidiaries 17
Annexure 3	Details of directors and management 18
Annexure 4	Current and past directorships 26
Annexure 5	Extracts of the MOI 29
Annexure 6	Disposals and vendors 35
Annexure 7	Material loans and borrowings 37
Annexure 8	Material commitments 39
Annexure 9	Authorised and issued shares of the company 40
Annexure 10	Corporate governance statement 42

DEFINITIONS AND INTERPRETATIONS

In these revised listing particulars, unless the context indicates otherwise, references to the singular include the plural and *vice versa*, words denoting one gender include the others, expressions denoting natural persons include juristic persons and associations of persons and *vice versa*, and the words in the first column have the meanings stated opposite them in the second column, as follows:

“ Act ” or “ Companies Act ”	the South African Companies Act, No 71 of 2008, as amended from time to time;
“ authorised share increase ”	the increase of eXtract’s authorised shares, as detailed in Part III of the category 1 circular;
the “ board ” or “ eXtract board ”	the board of directors of eXtract;
“ business day ”	any day other than a Saturday, Sunday or official public holiday in South Africa;
“ certificated shareholders ” or “ certificated eXtract shareholders ”	shareholders who hold certificated shares;
“ certificated shares ” or “ certificated eXtract shares ”	shares which have not yet been dematerialised into the Strate system, title to which is represented by physical documents of title;
“ CIPC ”	the Companies and Intellectual Property Commission;
the “ circular ” or “ category 1 circular ” or “ eXtract circular ”	the eXtract circular, dated Tuesday, 11 July 2017, including all annexures thereto accompanying these revised listing particulars;
“ CMPR division ”	the Contract Mining and Plant Rental division of eXtract, which was the sole remaining asset of eXtract after the implementation of the Eqstra transaction;
“ Common Monetary Area ”	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
“ consolidation ” or “ share consolidation ”	the consolidation of the authorised and issued shares of eXtract on an 200 to 1 basis as detailed in Part III of the category 1 circular;
“ consolidation finalisation announcement ”	the announcement to be released on SENS notifying eXtract shareholders that CIPC has accepted the special resolution relating to the consolidation, and further notifying shareholders of the salient dates for the consolidation;
“ CSDP ”	Central Securities Depository Participant;
“ dematerialised shareholders ” or “ dematerialised eXtract shareholders ”	shareholders who hold dematerialised shares;
“ dematerialised shares ” or “ dematerialised eXtract shares ”	shares which have been incorporated into the Strate system, title to which is no longer represented by physical documents of title;
“ director ”	a director of eXtract;
“ documents of title ”	share certificates, certified transfer deeds, balance receipts and any other documents of title to eXtract shares acceptable to the eXtract board;
“ enX ”	enX Group Limited (Registration number 2001/029771/06), a public company listed on the JSE and duly incorporated in accordance with the laws of South Africa;
“ enX claim ”	an amount equal to the outstanding balance of the first mezzanine loan, less the excluded amount, which is delegated by MCC to enX and in relation to which MCC credits a loan account in the name of enX in its books of account in an amount equal to the outstanding balance of the first mezzanine loan less the excluded amount;
“ enX group ”	enX and its subsidiaries as at the last practical date;

“Eqstra Botswana”	Eqstra Botswana Proprietary Limited (in Liquidation), a wholly-owned subsidiary of eXtract, (Registration number 2001/1350) a private company registered and incorporated in accordance with the laws of the Republic of Botswana;
“Eqstra Corporation”	Eqstra Corporation Limited (Registration number 1984/007045/06), a public company duly incorporated in accordance with the laws of South Africa and wholly-owned by enX;
“Eqstra transaction”	the acquisition by enX through a series of related and inter-conditional transactions during November 2016, of the IE division and the FML division from eXtract, as detailed in Annexure 9 to the category 1 circular;
“excess assets”	mining equipment (including the Tharisa assets), immovable property (including the MCC properties) and moveable property, leasing assets, inventory, investments and other related assets owned by the eXtract group, that are no longer required by eXtract group for its operational needs, as a result of the termination of mining operations and/or assets being under-utilised;
“excess asset disposal”	the proposed disposal by the eXtract group of the excess assets in one or more transactions, including the Tharisa transaction, the Sandton Plant transaction and the Indonesia transaction;
“Exchange Control Regulations”	the Exchange Control Regulations, promulgated in terms of section 9 of the Currency and Exchanges Act, No 9 of 1933, as amended from time to time;
“excluded amount”	an amount of R250 000 000 which will remain a debt due and owing by MCC to Eqstra Corporation on substantially the same terms of the first mezzanine loan save that it shall be subordinated to the lenders and shall be interest free, with repayment subject to a waterfall agreed with the lenders and eXtract;
“eXtract” or “company”	eXtract Group Limited (Registration number 1998/011672/06), a public company listed on the JSE and duly incorporated in accordance with the laws of South Africa;
“eXtract consideration shares”	the 3 755 171 958 eXtract ordinary shares to be allotted and issued to enX in terms of the restructure at an issue price of 50 cents per eXtract share;
“eXtract group” or “group”	eXtract and its subsidiaries as at the last practical date;
“Financial Markets Act”	Financial Markets Act, No. 19 of 2012, as amended or replaced from time to time;
“first mezzanine loan”	the loan advanced by Eqstra Corporation to MCC in terms of a written mezzanine loan agreement entered into between MCC and Eqstra Corporation on 21 October 2016. As at the last practical date, the outstanding balance is R876 112 358;
“FML division”	eXtract’s Fleet Management and Logistics division, comprising various eXtract subsidiaries, acquired by enX as part of the Eqstra transaction;
“foreign shareholder”	an eXtract shareholder who is a non-resident of South Africa, as contemplated in the Exchange Control Regulations;
“general meeting”	the general meeting of eXtract shareholders (including any adjournment or postponement thereof), to be held at 10:00 on Thursday, 10 August 2017 at the registered office of the company, called for the purpose of passing, with or without modification, the resolutions set out in the notice of general meeting attached to the category 1 circular;
“IE division”	eXtract’s Industrial Equipment division, comprising various eXtract subsidiaries: acquired by enX as part of the Eqstra transaction;
“IFRS”	International Financial Reporting Standards;
“Income Tax Act”	the Income Tax Act, No. 58 of 1962, as amended from time to time;
“independent reporting accountants” or “Deloitte”	Deloitte & Touche (practice number 902276), a limited partnership established in South Africa, full details of which are set out in the corporate information section;

“Indonesia transaction”	the acquisition by Buildmax Limited (Registration number 1995/012209/06) a public company duly incorporate in accordance with the laws of South Africa and listed on the main board of the JSE, of 99% of the issued shares in PT MCC from eXtract, as set out more fully in Part II of the category 1 circular;
“Java Capital”	in its capacity as sponsor to the company, Java Capital Trustees and Sponsors Proprietary Limited (Registration number 2006/005780/07), and in its capacity as joint corporate advisor to the company, Java Capital Proprietary Limited (Registration number 2012/089864/07), both private companies duly incorporated in accordance with the laws of South Africa;
“joint restructure announcement”	the joint announcement released on SENS on 18 April 2017 by eXtract and enX in respect of the restructure and excess asset disposal, as read with a further joint announcement, setting out the revised terms of the restructure, which was released on SENS on 21 June 2017;
the “JSE”	JSE Limited (Registration number 2005/022939/06), a public company duly incorporated in accordance with the laws of South Africa and licensed as an exchange under the Financial Markets Act;
the “last practical date”	Friday, 30 June 2017, being the last practical date prior to the finalisation of the category 1 circular;
“legal advisor” or “ENS”	Edward Nathan Sonnenbergs Inc. (Registration number 2006/018200/21), a personal liability company duly incorporated in accordance with the laws of South Africa;
“lenders”	ABSA Bank Limited (acting through its Corporate and Investment Banking division), HSBC Bank plc (acting through its Johannesburg branch), Nedbank Limited (acting through its Corporate and Investment Banking division), FirstRand Bank Limited (acting through its Rand Merchant Bank division) and The Standard Bank of South Africa Limited (acting through its Corporate and Investment Banking division);
“Listings Requirements”	the Listings Requirements as amended from time to time by the JSE, whether by way of practice note or otherwise;
“MCC”	MCC Contracts Proprietary Limited (Registration number 1983/008084/07), a private company duly incorporated in accordance with the laws of South Africa, a wholly-owned subsidiary of eXtract;
“MCC designated shares”	3 755 171 958 ordinary no par value shares in the authorised but unissued share capital of MCC;
“MCC preference shares”	400 cumulative redeemable non-participating preference shares having a value of R1 500 000 each in the authorised and issued share capital of MCC held by enX having an aggregate issue price of R600 million;
“MCC properties”	the following immovable properties registered in the name of MCC, situated at 60 Rodio Place, Midrand Industrial Park, Gauteng: (1) portion 188 of the Farm Allandale 10; (2) Portion 1 of Erf 15 Commercica Extension 15; (3) Erf 2685 Commercica Extension 5; and (4) Erf 2686 Commercica Extension 8;
“MOI”	the existing memorandum of incorporation of eXtract;
“own name dematerialised shareholders” or “own name dematerialised eXtract shareholders”	dematerialised shareholders who/which have elected own-name registration;
“own name registration”	dematerialised shareholders who have instructed their CSDP to hold their eXtract shares in their own name on the uncertificated securities register;
“PPM”	Pilanesberg Platinum Mines Proprietary Limited (Registration number 2002/015572/07), a private company duly incorporated in accordance with the laws of South Africa;

“PT MCC”	PT MCC Extraction Solutions Proprietary Limited (Registration number 127/1/IP/PMA/2017), a private company duly incorporated in accordance with the laws of Indonesia and a wholly-owned subsidiary of eXtract;
“R” or “Rand”	South African Rand;
“redemption amount”	an amount of R600 million in respect of the MCC preference shares;
“register”	eXtract’s securities register, including the uncertificated securities register;
“restructure”	the series of inter-conditional transactions between eXtract, MCC, Eqstra Corporation and enX, as more fully provided for in the restructure agreement in respect of the restructuring of the eXtract group’s debt and recapitalisation of eXtract, as detailed in Part I of the category 1 circular;
“restructure agreement”	the agreement entered into between eXtract, MCC, Eqstra Corporation and enX dated 13 April 2017 in respect of the restructure, as varied by a first addendum thereto dated 1 June 2017, the second addendum thereto dated 21 June 2017 and the third addendum thereto dated 5 July 2017, the salient features of which are set out in Part I of the category 1 circular;
“revised listing particulars”	these revised listing particulars of eXtract dated Tuesday, 11 July 2017, including all annexures thereto;
“Sandton Plant transaction”	the disposal by MCC of the MCC properties to Sandton Plant Hire (East) Proprietary Limited (Registration number 2006/020554/07), a private company duly incorporated in accordance with the laws of South Africa, for an aggregate consideration of R52 million;
“second mezzanine loan”	the loan advanced by enX to in terms of a written mezzanine loan agreement entered into between MCC and enX on 21 October 2016. As at the last practical date the outstanding balance is R651 473 621;
“SENS”	the Stock Exchange News Service, the news service operated by the JSE;
“share” or “ordinary share” or “eXtract ordinary share”	an ordinary share of no par value of the company;
“shareholders”, “ordinary shareholders” or “eXtract shareholders”	the registered holders of shares;
“South Africa”	the Republic of South Africa;
“Strate”	Strate Proprietary Limited (Registration number 1998/022242/07), a private company duly incorporated in accordance with the laws of South Africa, which is a registered central securities depository and which is responsible for the electronic settlement system used by the JSE;
“Takeover Regulations”	Chapter 5 of the Regulations to the Companies Act, 2011, published in terms of the Companies Act;
“Tharisa”	Tharisa Minerals Proprietary Limited (Registration number 2006/009544/07), a private company duly incorporated in accordance with the laws of South Africa. Tharisa is a subsidiary of Tharisa plc;
“Tharisa agreement”	the binding term sheet concluded between MCC, Tharisa plc and Tharisa on 10 May 2017 in respect of the disposal of the Tharisa assets and which term sheet will be encompassed and superseded by a definitive legal agreement to be entered into by the aforesaid parties;
“Tharisa assets”	MCC’s existing equipment, strategic components, site infrastructure and spare parts at the Tharisa Mine together with additional excess assets not situated at the Tharisa mine being disposed of for an aggregate consideration of R303 468 428;
“Tharisa transaction”	the disposal of the Tharisa assets to Tharisa in terms of the Tharisa agreement;

“transfer secretaries” or “Computershare”	Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07), a private company duly incorporated in accordance with the laws of South Africa;
“TRP”	the Takeover Regulation Panel, established pursuant to section 196 of the Companies Act;
“unbundled eXtract shares”	the 3 861 041 279 eXtract shares to be unbundled by enX to enX shareholders in terms of the unbundling, being 3 755 171 958 eXtract consideration shares, 101 400 000 eXtract shares enX acquired pursuant to the Eqstra transaction and 4 469 321 eXtract shares held by Eqstra Corporation, which are to be sold by Eqstra Corporation to enX for a purchase consideration of 50 cents per eXtract share;
“unbundling”	the unbundling of the unbundled eXtract shares to enX shareholders registered as such on the unbundling record date, by way of a distribution <i>in specie</i> in terms of section 46 of the Companies Act, in the ratio of 21.39799 eXtract shares for every enX share held at the close of business on the unbundling record date;
“unbundling finalisation announcement”	the date upon which all conditions precedent to the unbundling are fulfilled and the unbundling becomes irrevocable, which is expected to be Tuesday, 29 August 2017;
“unbundling record date”	the date upon which an enX ordinary shareholder must be recorded in the register in order to participate in the unbundling, which is expected to be at the close of trade on Friday, 8 September 2017;
“uncertificated securities register”	the record of dematerialised eXtract shareholders administered and maintained by a CSDP and which forms part of the register;
“voting record date”	the date on, and the time at which a shareholder must be recorded in the securities register of the company in order to vote at the general meeting, being the close of business on the Friday of the week immediately preceding the date of the general meeting, or such other date or time as the JSE may direct;
“VAT”	value added tax as defined in the Value Added Tax Act, 1991, as amended; and
“VWAP”	volume weighted average traded price per eXtract share.



GROUP

eXtract Group Limited

(previously Eqstra Holdings Limited)

(Incorporated in the Republic of South Africa)

(Registration number 1998/011672/06)

JSE share code: EXG ISIN: ZAE000223202

("eXtract" or "the company")

Directors

Bernard Swanepoel (*Executive chairman*)

Clinton Halsey (*Interim chief executive officer*)

David Chadinha (*Financial director*)

Octavia Matloa*

Khetiwe McClain*

Sipho Nkosi*

Jannie Lodewyk Serfontein#

Non-executive director

* *Independent non-executive director*

REVISED LISTING PARTICULARS

SECTION ONE – OVERVIEW OF THE eXtract GROUP

1. INTRODUCTION

- 1.1 In the joint announcement released on SENS on 18 April 2017, and the further joint announcement released on SENS on 21 June 2017, enX and eXtract shareholders were informed of the proposed eXtract restructure, recapitalisation and unbundling of eXtract shares to enX shareholders, as set out more fully in the category 1 circular.
- 1.2 The restructure, recapitalisation and unbundling comprises a series of inter-conditional transactions. Steps 4 and 5 of the restructure constitute a category 1 transaction for eXtract in terms of the Listings Requirements, requiring the approval of eXtract's shareholders by way of an ordinary resolution passed at a general meeting. As enX holds c.20.9% of the eXtract shares in issue, certain transactions of the restructure also constitutes a related party transaction for eXtract in terms of the Listings Requirements, requiring the approval of eXtract's shareholders by way of a resolution passed at a general meeting, excluding the votes of enX and its associates. In addition, the restructure will increase the total number of eXtract shares in issue by more than 50%. Accordingly, as is required in terms of the Listings Requirements, these revised listing particulars have been prepared and posted to shareholders together with the category 1 circular.
- 1.3 In order to give effect to the restructure, eXtract intends to increase its authorised share capital by the creation of an additional 8.5 billion no par value shares. Following to the implementation of the restructure, eXtract intends to consolidate its authorised and issued shares in the ratio of 200 to 1 (such that each shareholder will hold 1 share post-consolidation for every 200 shares held before the consolidation).
- 1.4 The excess asset disposal constitutes a category 1 transaction for eXtract in terms of the Listings Requirements, requiring the approval of eXtract's shareholders by way of an ordinary resolution passed at a general meeting.
- 1.5 These revised listing particulars have been prepared on the assumption that the restructure, excess asset disposal, the authorised share increase and the consolidation have been implemented and are intended to provide eXtract shareholders with information in relation to the business, operations and prospects of eXtract after the implementation of the restructure, excess asset disposal, the authorised share increase and the consolidation.

2. HISTORY, NATURE OF BUSINESS, STRATEGY AND PROSPECTS OF THE COMPANY

2.1 History and nature of business

The history and nature of the eXtract business are set out in paragraph 2 of the category 1 circular.

2.2 Group structure

The group structure of eXtract is set out in **Annexure 1**.

2.3 Subsidiaries

eXtract has 8 subsidiaries. The names, registration numbers, places of incorporation, dates of incorporation, nature of business, issued shares and date of becoming a subsidiary of each of eXtract's major subsidiaries are set out in **Annexure 2** of these revised listing particulars.

2.4 Prospects and strategy

Details of the group's prospects and strategy are set out in paragraph 4 of the category 1 circular.

2.5 Financial year end

The financial year end of eXtract was amended in November 2016 from 30 June to 31 August.

3. DIRECTORS AND MANAGEMENT

3.1 Details of directors

The full names, ages, business addresses, qualifications, position and experience of the directors, after the implementation of the Eqstra transaction are outlined below.

Name and age	Zacharius Bernardus Swanepoel (55)
Business address	61 Maple Street, Pomona, Kempton Park, 1619
Qualification	BCom (Hons), BSc (Min Eng)
Position	Executive chairman
Experience	Bernard holds a BCom (Hons) degree from Unisa and a BSc (Min Eng) degree from the University of Pretoria. He started his career with Gengold in 1983, culminating in his appointment as general manager of Beatrix Mines in 1993. After joining Randgold in 1995 as Managing Director of the Harmony mine, Bernard became Managing Director of Harmony from 1997 to 2007. In August 2007 he left Harmony to start To-The-Point Growth Specialists.

Bernard is currently a partner at To-The-Point Growth Specialists and serves as non-executive director on the boards of African Rainbow Minerals Limited and Impala Platinum. Previous roles include Chief Executive Officer of Village Main Reef Limited and Harmony Gold Mining Company Limited. On all of these boards he chairs the investment/capital allocation committees.

Name and age	Clinton Steven Halsey (41)
Business address	61 Maple Street, Pomona, Kempton Park, 1619
Qualification	B.Comm, B.Acc CA (SA)
Position	Interim chief executive officer and chief information officer
Experience	Clinton is a member of The South African Institute of Chartered Accountants and is a qualified Chartered Accountant (SA). He holds Bachelor of Accountancy and Bachelor of Commerce degrees from the University of the Witwatersrand. He completed his articles at PricewaterhouseCoopers and has more than 15 years' professional experience, primarily in mining and related industries. He has held senior financial roles at DRDGold and Harmony and was the Chief Financial Officer of Village Main Reef Limited. He was also a non-executive director and chairman of the audit committee of First Uranium Limited.

He is currently a partner at To-The-Point Growth Specialists, and serves as a non-executive director and audit committee chairman on the board of MMC Proprietary Limited.

Name and age	David Alexander Gonsalves Chadinha (36)
Business address	61 Maple Street, Pomona, Kempton Park, Johannesburg, 1619
Qualification	BCom (Hons), CTA, CA(SA)
Position	Financial director
Experience	<p>David was appointed to the eXtract board as Chief Financial Officer with effect from 1 November 2016. David has served as Chief Financial Officer of MCC from June 2014. He was previously Group Financial Manager and Principal Officer of Pension and Provident Funds at Eqstra.</p> <p>David, a chartered accountant, is a graduate of the Rand Afrikaans University and served articles with Deloitte and Touche. He spent 7 years at Deloitte, holding a number of positions within the audit environment. David has extensive experience on JSE consolidated results reporting.</p>
Name and age	Jan Lodewyk Serfontein (42)
Business address	61 Maple Street, Pomona, Kempton Park, Johannesburg, 1619
Qualification	BComm (Hons), CA (SA)
Position	Non-executive director
Experience	<p>Jannie is a Chartered Accountant and was appointed as the CEO of enX, following the sale of the IE and FML divisions of Eqstra to enX. He was the previous CEO of Eqstra, being appointed interim CEO on 1 June 2015 and CEO on 24 July 2015 of Eqstra following his appointment as CFO of Eqstra in January 2011. He started his career with Deloitte & Touche in 1999. After completing his training contract, he spent two years in the USA in Deloitte & Touche's Washington DC practice as part of its global development programme. He returned to South Africa in 2002. In 2007, he joined the Deloitte & Touche partnership as an assurance partner in the Pretoria office. As a former audit partner at a multi-national audit and accounting firm, Jannie has a deep understanding of internal controls, accounting policies and financial reporting.</p>
Name and age	Octavia Matshidiso Matloa (41)
Business address	1090 Arcadia Street, Hatfield, Pretoria, 0001
Qualification	BCom (Hons), CTA, CA(SA)
Position	Independent non-executive director
Experience	<p>Octavia is a Chartered Accountant with more than 12 years of professional and executive experience. She obtained her B.Com degree and B. Com. Hon and CTA from the University of Cape Town and University of Pretoria respectively. In 2003 she completed her articles with PricewaterhouseCoopers (PwC) before joining the Gauteng Department of Public Transport, Roads and Works, first as Deputy Chief Financial Officer and then Chief Director: Management Accounting. In 2009 she was appointed by court as the first woman curator in the insurance industry.</p> <p>In 2011 Octavia was selected as one of the six finalists for the 2011 MTN Boss of the Year Award; and won the 2011 Van Ryn's Black Business Quarterly's New Entrepreneur, after winning Van Ryn's Black Business Quarterly's Business Women of the Year in 2010. She has founded various companies in a variety of sectors ranging from auditing, training and development, mining, transport, financial services, and beauty, health and nutrition. She is currently the Group CEO of Mukundi Mining Resources.</p> <p>Octavia was one of the trustees for Funanani Trust, a Pretoria based non-profit organisation that empowers impoverished communities to be self-sufficient; and she also serves/served on a number of audit committees in the public sector and for listed entities: the National Treasury, Department of Defence and the South African Local Government Association (SALGA). She has also served on the boards of Village Main Reef (deputy chairperson and lead independent non-executive director) and currently serves on the board of Petra Diamonds as an independent non-executive director.</p>

Name and age	Khetiwe McClain (53)
Business address	6 Linroy Street, Steeldale, Johannesburg South
Qualification	BA(Fine Arts)
Position	Independent non-executive director
Experience	Khetiwe McClain has over 12 years' experience in the mining industry and has held senior executive positions in the gold and diamond mining industries. Khetiwe was former CEO of Alexkor Diamond Mine and an executive at Harmony Gold. She has held senior executive roles in the gold and diamond mining sectors as an Executive at Harmony Gold and later as CEO of Alexkor Diamond Mine. Khetiwe was a founding member of Khusela Women Investment, an all women company that amongst other established a junior coal mining company and is currently the chief executive officer of Closure and Rehabilitation Solutions Proprietary Limited
Name and age	Sipho Abednego Nkosi (63)
Business address	61 Maple Street, Pomona, Kempton Park, Johannesburg, 1619
Qualification	BCom (Hons)(Econ), MBA(Boston University)
Position	Independent non-executive director
Experience	Sipho served as the Chief Executive Officer of Exxaro Resources Limited from 1 September 2007 to 31 March 2016. Mr Nkosi founded Eyesizwe Coal Proprietary Limited. in 2001 and served as its Chief Executive Officer. After six years at Ford Motor Company in South Africa as a market analyst, in 1986, Mr Nkosi moved to Anglo American Coal Corporation as a marketing coordinator. In 1992 he joined Southern Life Association as senior manager, strategic planning. In 1992 he joined Southern Life Association as senior manager, strategic planning. In 1993 he was appointed marketing manager, new business development at Trans-Natal Coal Corporation, which later became Ingwe Coal Corporation. In 1997, he joined Asea Brown Boveri (South Africa) Limited as vice-president marketing. He has an extensive background in the mining and power industries. He served as a Consultant of Great Basin Gold Limited and worked three years with Asea Brown Boveri Sub Sahara Africa (Pty) Limited and Alstom. Initially, he served as Managing Director of ABB Power Generation (SA) since 1998 and then as Country Manager of ABB/Alstom Power until December 2000. From 1993 to 1997, he served as Marketing Manager of BHP Billiton Limited (also known as, Billiton Ltd). He served as a Non-Executive Chairman of Sanlam Developing Markets Limited since November 2002. He previously served as the President of Chamber of Mines of SA.

All directors are South African nationals.

3.2 Directors' interests in eXtract shares

Details of the directors' interests in eXtract shares are set out in paragraph 31 of the category 1 circular.

3.3 Directors' interests in transactions

Save for the directors' interests in transactions, as set out in paragraph 31 of the category 1 circular, none of the directors of the eXtract group, including any director who has resigned during the last 18 months, had any direct or indirect beneficial interest in the restructure, excess asset disposal or any transactions effected by eXtract during the current or preceding financial year or effected during an earlier financial year which remains in any respect outstanding or unperformed.

3.4 Additional information related to the directors

3.4.1 **Annexure 3** of the revised listing particulars contains the following information:

- 3.4.1.1 directors' emoluments;
- 3.4.1.2 service contracts of executive directors;
- 3.4.1.3 borrowing powers of the directors;
- 3.4.1.4 interests of directors and promoters; and
- 3.4.1.5 directors' declarations.

- 3.4.2 The provisions of the MOI with regard to the following are set out in **Annexure 5** of the revised listing particulars:
- 3.4.2.1 qualification of directors;
 - 3.4.2.2 remuneration of directors;
 - 3.4.2.3 any power enabling the directors to vote on remuneration to themselves or any member of the board;
 - 3.4.2.4 the borrowing powers exercisable by the directors and how such borrowing powers can be varied; and
 - 3.4.2.5 retirement or non-retirement of directors under an age limit.

3.5 Details of directors of the major subsidiaries of eXtract

- 3.5.1 The full names, ages, business addresses, qualifications, position and experience of the directors of MCC are outlined below:

Name and age Refer to paragraph 3.1 above	David Alexander Gonsalves Chadinha (36)
Name and age Refer to paragraph 3.1 above	Jan Lodewyk Serfontein (42)

- 3.6 The declarations of the directors of eXtract and its major subsidiaries are set out in **Annexure 3** of the revised listing particulars.
- 3.7 The current and past directorships of the directors of eXtract and its major subsidiaries are set out in **Annexure 4** of the revised listing particulars.

4. MAJOR AND CONTROLLING SHAREHOLDERS

Details of the major and controlling shareholders/shareholders is set out in paragraph 30 of the category 1 circular.

5. PROPERTY AND BUSINESS UNDERTAKINGS ACQUIRED OR TO BE ACQUIRED

No material immovable properties and/or fixed assets and/or business undertakings have been acquired by the eXtract group within the past three years or are in the process of being or are proposed to be acquired by the eXtract group (or which the eXtract group has an option to acquire).

6. PROPERTIES, ASSETS AND BUSINESS UNDERTAKINGS DISPOSED OF OR TO BE DISPOSED OF

- 6.1 Details relating to assets disposed by the eXtract group in the preceding three years or proposed to be disposed of are set out in **Annexure 6** of the revised listing particulars.
- 6.2 Save for the excess asset disposal, detailed in Part II of the category 1 circular and as set out in **Annexure 6**, no material immovable properties and/or fixed assets and/or business undertakings have been disposed of in the three years preceding the last practical date or are intended to be disposed of within six months of the date of these revised listing particulars.

SECTION TWO – FINANCIAL INFORMATION

7. **PRO FORMA FINANCIAL INFORMATION**

7.1 **Annexure 1** of the category 1 circular contains the *pro forma* financial information of eXtract.

7.2 The independent reporting accountants' assurance report thereon is set out in **Annexure 2** of the category 1 circular.

8. **TRADING HISTORY OF SHARES**

The prices and trading history of eXtract shares is set out in **Annexure 4** of category 1 circular.

9. **DIVIDENDS AND DISTRIBUTIONS**

9.1 The profits of eXtract available for distribution and resolved to be distributed by the board of will be paid to the shareholders of eXtract in accordance with the terms of the MOI.

9.2 No larger distribution shall be declared by the company in general meeting than is recommended by the directors, but the company in general meeting may declare a smaller distribution.

9.3 Any distributions remaining unclaimed for a period of three years from the declaration date thereof may be forfeited by resolution of the directors for the benefit of eXtract.

9.4 There are no arrangements in terms of which future dividends or interest distributions are waived or agreed to be waived.

10. **MATERIAL COMMITMENTS, LEASE PAYMENTS AND CONTINGENT LIABILITIES**

Save as set out in **Annexure 8** of these revised listing particulars, the company has no material commitments, lease payments and contingent liabilities.

11. **MATERIAL LOANS AND BORROWINGS RECEIVABLE**

Details of material borrowings advanced to eXtract as at the last practical date are set out in paragraph 33 of the category 1 circular and **Annexure 7** of these revised listing particulars.

SECTION THREE – ADDITIONAL MATERIAL INFORMATION

12. MATERIAL CHANGES

Details of material changes are set out in paragraph 35 in the category 1 circular.

13. MATERIAL CONTRACTS

Details of material contracts of the eXtract group are set out in paragraph 34 in the category 1 circular.

14. COMMISSIONS PAID OR PAYABLE BY EXTRACT

14.1 No commissions, discounts or brokerages have been paid nor have any other special terms been granted in connection with the issue or sale of any securities, shares or debentures in the capital of the company, in the three years preceding the date of these revised listing particulars.

14.2 The group is not subject to any royalty agreements.

14.3 The group is not subject to any management agreements.

14.4 The enX group provides corporate services to the eXtract group in respect of tax, information technology, company secretarial work, finance and treasury and internal audit. enX also procures auditing, legal, risk compliance and corporate social investment services on behalf of eXtract at preferential rates as part of the enX group's mandate with such service providers.

15. ADEQUACY OF CAPITAL

Refer to paragraph 36 of the category 1 circular for the working capital statement.

16. ADVISOR'S AND COMPANY SECRETARY'S INTERESTS IN EXTRACT

The names and business addresses of the company's advisors and the company secretary are set out in the "Corporate Information" section. The company's advisors do not have any interests in eXtract shares. The company secretary owns 18 000 eXtract shares.

17. GOVERNMENT PROTECTION AND INVESTMENT ENCOURAGEMENT LAW

There is no government protection or any investment encouragement law pertaining to any of the businesses operated by the group.

18. CORPORATE GOVERNANCE

eXtract's corporate governance statement is available on the eXtract website (www.eXtractgroup.com) and will also be available for inspection at eXtract's registered office (61 Maple Street, Pomona, Kempton Park, 1619) from the date of issue of these revised listing particulars to Thursday, 10 August 2017. The board has outlined the corporate governance statement in **Annexure 10** of the revised listing particulars. eXtract's corporate governance statement has been incorporated by reference in terms of paragraph 11.61 of the Listings Requirements and are available on the company's website at the following link: www.eXtractgroup.com.

19. LITIGATION STATEMENT

Refer to paragraph 37 of the category 1 circular for the litigation statement.

20. DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names are set out on page 7 of the revised listing particulars, collectively and individually, accept full responsibility for the accuracy of the information given in relation to eXtract and certify that to the best of their knowledge and belief there are no facts in relation to eXtract that have been omitted which would make any statement false or misleading and that they have made all reasonable enquiries to ascertain such facts and that these revised listing particulars contains all information in relation to eXtract required by law and the Listings Requirements.

21. CONSENTS

- 21.1 Each of the corporate advisors, sponsor, legal advisors, independent reporting accountants, company secretary, bankers and transfer secretaries have consented in writing to act in the capacities stated and to their names appearing in these revised listing particulars and have not withdrawn their consent prior to the publication of these revised listing particulars.
- 21.2 The independent reporting accountants have consented to the inclusion of their reports in the form and context in which they are included in the category 1 circular, which consents have not been withdrawn prior to the publication of these revised listing particulars.

22. PRELIMINARY EXPENSES AND ISSUE EXPENSES

- 22.1 The preliminary costs and issue expenses incurred as a result of the restructure, the excess asset disposal, the authorised share increase, and the consolidation are set out in paragraph 40 of the category 1 circular.
- 22.2 The preliminary and issue expenses incurred by eXtract (exclusive of VAT) in the last three years are set out below:

The disposal of excess assets – June 2016

Description	Payable to	Amount (R)
Transaction sponsor	Deloitte & Touche Sponsor Services (Pty) Ltd	420 000
Legal advisor	Werksmans	130 000
Independent Reporting Accountants and Auditors	Deloitte & Touche	225 000
JSE documentation inspection fees	JSE	42 000
Other (Strate, CIPC, postage, etc)	Various	110 000
Estimated printing and publishing	Ince	167 000
Total		1 119 000

The Eqstra transaction – August 2016

Description	Payable to	Amount (R)
Corporate advisor fees	Rothschild	15 000 000
Transaction sponsor fees	Nedbank	1 500 000
Independent expert's fees	KPMG	950 000
Legal fees	Werksmans	3 200 000
Independent reporting accountants fees	Deloitte & Touche	2 000 000
JSE documentation inspection fees	JSE	153 600
JSE listing fee	JSE	80 082
TRP fees	TRP	100 000
Tax advisory fees	Cliffe Dekker	1 000 000
Debt advisory fees	Consent Solutions	4 000 000
Other advisory fees	Various	4 800 000
Printing and publishing costs	Ince	500 000
Other	Various	6 716 318
Total		40 000 000

23. DOCUMENTS AND CONSENTS TO BE AVAILABLE FOR INSPECTION

The documents and consents available for inspection are set out in paragraph 42 of the category 1 circular.

24. DOCUMENTS INCORPORATED BY REFERENCE

eXtract's corporate governance statement has been incorporated by reference in terms of paragraph 11.61 of the Listings Requirements and is available for viewing on the company's website at www.eXtractgroup.com/corpgov and is available for inspection at the company's registered office in accordance with the provision of paragraph 42 of the category 1 circular:

For and on behalf of eXtract Group Limited

These revised listing particulars were signed in Johannesburg on behalf of all the directors in terms of a written resolution signed by each of the directors on or about 3 July 2017.

Signed on behalf of the board

Clinton Halsey

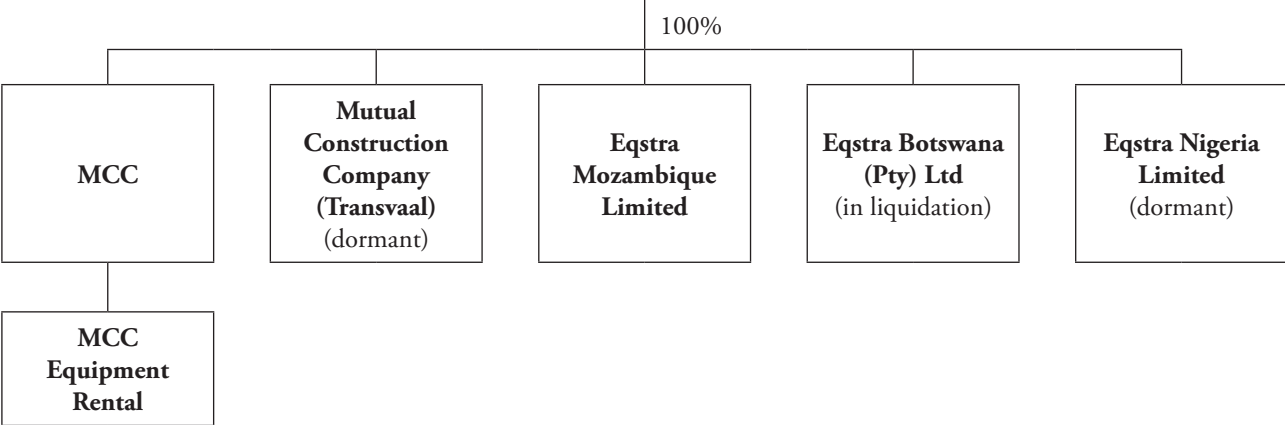
11 July 2017

GROUP STRUCTURE

Set out below is the group structure of eXtract as at the last practical date. There will be no change in the eXtract group structure pursuant to the restructure and excess asset disposal.



GROUP



DETAILS OF MAJOR SUBSIDIARIES

1. MAJOR SUBSIDIARIES

The following table contains information regarding the major subsidiary undertakings of the eXtract group after the restructure and excess asset disposal.

Subsidiary	MCC Contracts (Pty) Ltd
Registration number	1983/008084/07
Date and place of incorporation	4 August 1983, South Africa
Main business	Contract mining
Issued capital	1 001 shares
Date became a subsidiary	5 May 2008
Effective holding	100%
Amount owing to eXtract	R514 million
<hr/>	
Subsidiary	Eqstra Mozambique Limitada
Registration number	100156210
Date and place of incorporation	3 May 2010, Mozambique
Main business	Contract mining
Issued capital	USD100 000
Date became a subsidiary	3 May 2010
Effective holding	99%
Amount owing to eXtract	USD8 million

2. EXTRACT INTERCOMPANY LOANS

Set out below are the borrowings of the eXtract group after the restructure and excess asset disposal.

Lender	Borrower	Description	Capital amount outstanding (R)	Capital repayments (quarterly/monthly)	Maturity date
eXtract	Eqstra Nigeria	Shareholder Loan	9 161 831	N/A	N/A
eXtract	Eqstra Tanzania	Shareholder Loan	3 196 908	N/A	N/A
eXtract	Eqstra East Africa	Shareholder Loan	7 966 024	N/A	N/A
eXtract	MCC	Shareholder Loan	12 770 958	N/A	N/A
eXtract	Eqstra Mocambique	Shareholder Loan	104 652 138	N/A	N/A

DETAILS OF DIRECTORS AND MANAGEMENT

1. DIRECTORS' EMOLUMENTS**1.1 Non-executive directors' remuneration**

The remuneration of eXtract non-executive directors for the year ended 30 June 2016 is set out below.

Name	Retainer R'000	Board meetings R'000	Ad hoc	Committee fees R'000	Total R'000
			fees# Investment R'000		
MJ Croucamp*	171	143	540	347	1 201
S Dakile-Hlongwane**	69	39	–	40	148
NP Mageza*	940	–	360	–	1 300
S Mthembi-Mahanyele**	171	123	–	55	349
VJ Mokoena*	171	143	–	100	414
AJ Phillips*	273	122	180	193	768
TDA Ross*	171	143	180	288	782
ZB Swanepoel***	102	105	120	28	355
LL von Zeuner*	171	143	180	117	611
Total	2 239	961	1 560	1 168	5 928

* Resigned 24 November 2016

** Resigned 20 November 2015

*** Appointed 1 December 2015

Independent board and investment committee ad hoc fees, including additional company services

The proposed fees for non-executive directors from 1 January 2017 are set out below.

Proposed fees	Person	Fee R'
Board annual retainers	Chairperson	1 300 000
	Member	188 280
	Lead independent ("LID")	299 435
Board attendance per meeting	Member and LID	22 340
Audit and risk committee per meeting	Chairperson	41 290
	Member	20 640
Remuneration committee per meeting	Chairperson	30 170
	Member	16 360
Social and ethics committee per meeting	Chairperson	30 170
	Member	15 080
Independent board retainer (ad hoc basis)		30 000

1.2 Executive directors' remuneration

Breakdown of executive remuneration packages

The executive remuneration package consists of three components:

- (1) Guaranteed salary
- (2) Short-term incentive
- (3) Long-term retention incentive

Guaranteed salary

Guaranteed salary is benchmarked annually based on the Deloitte salary survey data. Executives' responsibilities are reviewed against similar company sizes. This is calculated on profit before taxation, number of employees and assets under management.

Executives are remunerated on a cost-to-company ("CTC") basis. As part of their package, they are entitled to a car allowance or fully-expensed company car, provident fund contribution, medical aid, death and disability insurance and reimbursement of reasonable business expenses. The provision of these benefits is considered to be comparable with executive positions in the market. Executives also participate in contributory retirement schemes established by the group.

Short-term incentive (STI)

STIs are based on achievements against 12-month targets aimed at increasing shareholder value. STIs are linked to key performance indicators, using the executive's CTC as a base. The STI scheme is externally benchmarked.

Long-term retention incentive

LTI schemes approved by shareholders include:

- share appreciation right (SAR) scheme;
- conditional share plan (CSP);
- deferred bonus plan (DBP); and
- special retention plan.

The CEO and CFO

Weightings applied to short-term key performance indicators for the year ended 30 June 2016

Indicator	Weighting %	
	2016	JL Serfontein achieved
Continuing HEPS growth	60	–
Return on equity v cost of equity	10	–
Strategic targets	20	16
Discretionary	10	10
Total bonus	100	26

The group CEO can exceed 100% of annual CTC on HEPS growth if return on equity (ROE) exceeds 20% and is capped at 120% to ensure alignment with shareholder wealth creation. The actual bonus that can be paid to the other executives will be capped at one year's CTC of the respective executive. Mr JL Serfontein was appointed as CEO in June 2015. Mr DA Austin was appointed as CFO on 1 May 2016 and did not qualify for a short-term bonus in the 2016 year.

Share appreciation right (SAR) scheme as at 30 June 2016

Qualifying employees and executive directors receive annual grants of SARs, which are conditional rights to receive shares equal to the value of the difference between the exercise price and the grant price. Vesting of the SARs is subject to performance conditions. The duration and specific nature of the performance conditions and performance period are determined by the board on an annual basis.

The performance conditions for the SARs are the measurement of the company's return on invested capital (ROIC), the growth in HEPS and any other relevant financial measures.

After vesting, the SARs will become exercisable. When a participant exercises his SARs, the company will settle the value of the difference between the exercise price and the grant price by delivering shares. Alternatively the value is settled in cash. SARs not exercised within the SAR period will lapse.

Date of grant	Shares granted	Lapsed since grant	Grant price	Vesting date	Vesting Criteria
1 September 2013	7 334 000	3 181 000	R7.14	15 September 2016	20% based on retention 40% based on PBT growth 40% based on ROIC growth
1 September 2014	15 191 000	3 768 000	R6.07	15 September 2017	20% based on retention 40% based on PBT growth 40% based on ROIC growth
15 January 2015	800 000	–	R3.25	15 January 2018	20% based on retention 40% based on PBT growth 40% based on ROIC growth
15 September 2015	12 047 000	1 301 000	R2.82	15 September 2018	50% based on retention 25% based on PBT growth 25% based on ROIC growth

The following grants vested, but had not been exercised:

Date of grant	Shares granted	Lapsed/ exercised since grant	Vested, not exercised	Vesting date	Lapse date
1 September 2010	13 360 000	13 172 803	187 197	15 September 2013	15 September 2017
1 September 2011	15 365 000	13 951 919	1 413 081	15 September 2014	15 September 2018
1 September 2012	14 321 000	12 687 230	1 422 770	15 September 2014	15 September 2019

Conditional share plan (CSP) as at 30 June 2016

The CSP is only issued to qualifying senior management with medium to long term retention as aim. The performance condition for the CSP is based on individual targets approved by the board. If the performance conditions are satisfied, the conditional awards will vest. If the performance conditions are not met, the conditional awards will lapse.

On 15 January 2015, 400 000 CSPs had been granted to senior management, vesting date being 15 January 2018.

The following CSPs were granted during the year:

Grant date	Shares granted	Vesting date	Vesting criteria
15 September 2015	3 040 000	15 September 2018	25% based on PBT growth 25% based on ROIC growth 50% based on retention
15 January 2015	400 000	15 January 2018	50% based on retention 50% based on ALCO strategy

Deferred bonus plan (DBP) as at 30 June 2016

Qualifying senior employees and executive directors are permitted to use a portion of the after-taxation component of their annual STI to acquire bonus shares. A simultaneous conditional matching award of shares will be made to the participant on condition that the participant remains in the employ of the company and retains the bonus shares over the three-year period. The participant remains the owner of the bonus shares for the duration of the three years and will enjoy all shareholder rights in respect of the bonus shares. Bonus shares can be withdrawn from escrow at any stage. However, the matching award is forfeited in line with the bonus shares withdrawn from escrow during the DBP period.

Date of grant	Shares committed	Vesting date
1 September 2013	302 000	15 September 2016
1 September 2014	366 000	15 September 2017
1 September 2015	511 000	15 September 2018

Grants as at 30 June 2016

The aggregate number of shares which may be allocated under these schemes does not exceed 10% of the total number of issued ordinary shares of the company at any one time. The maximum number of shares allocated to any one participant in respect of all schemes does not exceed 1% of the total issued ordinary share capital of the company at any one time.

It is anticipated that the eXtract group will annually grant SAR, CSP and DBP rights to senior employees based on performance criteria. The eXtract group anticipates settling all obligations through shares purchased on the open market to ensure no dilution of shareholding.

Remuneration of executive directors

The table below provides an analysis of the emoluments of the executive directors of eXtract for the period ended 30 June 2016.

Name	Salary R'000	Bonus R'000	Retirement contributions R'000	Other benefits R'000	Total R'000
Executive directors					
JL Serfontein*	3 884	1 245	614	288	6 031
DA Austin**	574	700	94	15	1 383
	4 458	1 945	708	303	7 414

* Mr Serfontein resigned as an executive director pursuant to the implementation of the Eqstra transaction on 1 November 2016.

** Mr Austin was appointed on 1 May 2016 and received a sign-on bonus. Mr Austin resigned as a director on 1 November 2016.

Participation in SAR scheme by eXtract directors

Director	Grant date	Rights committed at 30 June	Strike price	Vesting date
J Colling*	15 January 2015	800 000	3.25	15 January 2018
JL Serfontein**	1 September 2014	820 000	6.07	15 September 2017
	1 September 2013	650 000	7.14	15 September 2016
	1 September 2012	138 424	6.56	Vested not exercised
	1 September 2011	93 690	7.20	Vested not exercised
		2 502 114		

* Mr Colling was appointed as an executive director on 1 November 2016 and resigned as an executive director with effect from 31 March 2016.

** Mr Serfontein resigned as an executive director pursuant to the implementation of the Eqstra transaction on 1 November 2016.

Participation in the DBP scheme by eXtract directors

Director	Grant date	Shares committed to plan	Vesting date
J Colling*	1 September 2015	70 000	15 September 2018
JL Serfontein**	1 September 2015	80 000	15 September 2018
	1 September 2014	53 000	15 September 2017
	1 September 2013	38 000	15 September 2016
		241 000	

* Mr Colling was appointed as an executive director on 1 November 2016 and resigned as an executive director with effect from 31 March 2016.

** Mr Serfontein resigned as an executive director pursuant to the implementation of the Eqstra transaction on 1 November 2016.

Participation in CSP scheme by eXtract directors

Director	Grant date	Shares	Vesting date
J Colling*	15 September 2015	680 000	15 September 2018
JL Serfontein**	15 September 2015	1 000 000	15 September 2018
		1 680 000	

* Mr Colling was appointed as an executive director on 1 November 2016 and resigned as an executive director with effect from 31 March 2016.

** Mr Serfontein resigned as an executive director pursuant to the implementation of the Eqstra transaction on 1 November 2016.

1.3 Save as set out in the tables above, the directors of eXtract as at the last practical date did not receive any emoluments for the twelve months ended 30 June 2016 in the form of:

1.3.1 fees for services as a director;

1.3.2 management, consulting, technical or other fees paid for such services rendered, directly or indirectly, including payments to management companies, a part of which is then paid to a director of the company;

1.3.3 basic salaries;

1.3.4 bonuses and performance-related payments;

1.3.5 sums paid by way of expense allowance;

1.3.6 any other material benefits received;

1.3.7 contributions paid under any pension scheme; or

1.3.8 any commission, gain or profit-sharing arrangements.

1.4 The emoluments payable to the executive directors of eXtract pursuant to the restructure and excess asset disposal are set out in the table below:

Name	Salary R'000	Retirement contributions R'000	Other benefits R'000	Total R'000
Executive director				
ZB Swanepoel	3 500	–	–	11 000
C Halsey	3 000	–	–	8 000
DAG Chadinha	2 632	246	–	2 878
		9 132	246	–
				21 878

1.4.1 Bernard Swanepoel and Clinton Halsey were appointed executive directors on 1 April 2017. The guaranteed annual salary will apply from that date. Both directors have a six months' notice period.

- 1.4.2 R12 500 000 was paid to To The Point Growth Specialists Proprietary Limited (“**TTP**”) to facilitate Bernard Swanepoel and Clinton Halsey (the “**executives**”) taking up employment with eXtract and to remain employed by the company until at least the second anniversary of the commencement date, being 1 April 2017. Of the R12 500 000 compensation payment, R5 000 000 was paid in respect of Clinton Halsey and R7 500 000 was paid in respect of Bernard Swanepoel.
- 1.4.3 TTP acknowledges and agrees that should either of the executives’ employment by the company terminate at any time prior to the first anniversary of the commencement date, for any reason whatsoever, TTP shall be liable to repay to the company, on demand, an amount that equates to 50% (fifty percent) of the nett tax amount of the compensation payment paid in respect of the relevant executive, which shall be pro-rated over the first 12 (twelve) months.
- 1.4.4 Bernard Swanepoel and Clinton Halsey shall be entitled to 60% (sixty percent) and 40% (forty percent) respectively of 2.5% (two point five percent) of the first R500 000 000.00 (five hundred million rand) that the company receives in cash after the company has repaid the banks in full.
- 1.4.5 Thereafter, Bernard Swanepoel and Clinton Halsey shall be entitled to 60% (sixty percent) and 40% (forty percent) respectively of 5% (five percent) of the amounts that the company receives in cash over and above the first R500 000 000.00 (five hundred million rand) referred to in clause 1.4.4 above.
- 1.4.6 The bonus payments contemplated in clause 1.4.4 and 1.4.5 above will be paid to the executives every 3 (three) months and based on the cash collections during the previous 3 (three) month period.
- 1.4.7 The executives shall invest all the bonus payments paid to him (nett of tax), in shares, and in accordance with the company’s Deferred Bonus Plan.
- 1.4.8 eXtract will invest R12 500 000 into an investment company. Bernard Swanepoel and Clinton Halsey shall be entitled to the proceeds of such investment on the second anniversary of the commencement date, being 1 April 2017, provided the executives are still employed by eXtract.
- 1.5 Save as set out above, no other share options or any other right has been given to a director of the company in respect of providing a right to subscribe for shares in eXtract.
- 1.6 All of the share schemes listed above vested as part of the Eqstra transaction and no shares are in issue under these schemes.
- 1.7 Save as set out above, no further shares have been issued and allotted in terms of a share purchase/option scheme or a share purchase/option scheme for employees.
- 1.8 The directors’ fees for non-executive directors are payable by eXtract. Other than this, the directors did not receive any remuneration or benefit in any form from any subsidiary, joint venture or other third party management or advisory company.
- 1.9 Save for Jannie Serfontein’s directors fees which are paid to enX, eXtract has not paid any other fees or incurred any fees that are payable to a third party *in lieu* of directors’ fees.
- 1.10 The business of eXtract, or any part thereof, is not managed or proposed to be managed by any third party under contract or arrangement.
- 1.11 Whilst the company has not entered into any contracts relating to the directors’ and managerial remuneration, secretarial and technical fees and restraint payments, the enX group provides corporate services to the eXtract group in respect of tax, information technology, company secretarial work, finance and treasury and internal audit. enX also procures auditing, legal, risk compliance and corporate social investment services on behalf of eXtract at preferential rates as part of the enX group’s mandate with such service providers.
- 1.12 The remuneration received by the directors will be reviewed by the remuneration committee to ensure that it is consistent with the Company’s remuneration policy once the restructure and excess asset disposal have been completed.

2. SERVICE CONTRACTS OF EXECUTIVE DIRECTORS

- 2.1 The non-executive directors do not have service contracts with the company. Their appointments are made in terms of the company's MOI and are initially confirmed at the first annual general meeting of shareholders following their appointment, and thereafter by rotation. It is company policy that non-executive directors are recommended to be re-appointed annually by shareholders after the age of 70 years.
- 2.2 Executive directors' contracts can be terminated with six months' notice within the first 24 months of employment, provided no such notice can be given in the first 18 months. After the initial 24 month period executive directors' contracts can be terminated with three months' notice.

3. BORROWING POWERS OF DIRECTORS

- 3.1 The borrowing powers of the directors are unlimited. Further information related to the borrowing powers of directors are set out in **Annexure 5**.
- 3.2 The directors' borrowing powers have not been exceeded during the previous three years. There is no exchange control or other restrictions on the borrowing powers of eXtract.

4. INTERESTS OF DIRECTORS AND PROMOTERS

- 4.1 Other than as stated in the category 1 circular, in respect of directors holding enX shares, in their capacity as the holders of eXtract shares, as at the last practical date, none of the directors of eXtract will benefit directly or indirectly, in any manner as a consequence of the implementation of the restructure and excess asset disposal.
- 4.2 The directors' interests in eXtract shares and transactions are set out in paragraph 31 of the category 1 circular.
- 4.3 Other than as set out in paragraph 4.2 above, no directors of eXtract, including a director who resigned during the last 18 months, has or had any material beneficial interest, direct or indirect, in any transactions that were effected by eXtract during the current or immediately preceding financial year or during any earlier financial year and which remain in any respect outstanding or unperformed.
- 4.4 No amount has been paid, or is accrued as payable, within the preceding three years, or proposed to be paid to any promoter or to any partnership, syndicate or other association of which he is, or was, a member and no other benefit has been given or proposed to be given to such promoter, partnership, syndicate or other association within the said period.
- 4.5 None of the directors and promoters of eXtract have received any material beneficial interest, direct or indirect, in the promotion of the company during the three years preceding this circular. This includes a partnership, company, syndicate or other association.
- 4.6 No amount has been paid, or agreed to be paid, within the three years preceding the date of this circular, to any director of eXtract, the asset manager, or to any company in which he is beneficially interested, directly or indirectly, or of which he is a director ("**the associate company**") or to any partnership, syndicate or other association of which he is a member ("**the associate entity**"), in cash, securities or otherwise, by any person, either to induce him to become, or to qualify him as a director or otherwise for services rendered by him or by the associate company or the associate entity in connection with the promotion or formation of eXtract.

5. DIRECTORS' DECLARATIONS

- 5.1 David Chadinha and Justin Colling were directors of Eqstra Botswana at the time of its final liquidation.
- 5.2 Clinton Halsey was a director of Cons Murch Proprietary Limited ("**Cons Murch**"), a subsidiary of Village Main Reef Limited, in 2016 when Cons Murch was placed into business rescue and subsequently placed into provisional liquidation.
- 5.3 Save as set out above, none of the directors have been involved in:
 - 5.3.1 any bankruptcies, insolvencies or individual voluntary compromise arrangements of such person;
 - 5.3.2 any business rescue plans and/or resolution proposed by any entity to commence business rescue proceedings, application having been made for any entity to begin business rescue proceedings, notices having been delivered in terms of section 129(7) of the Act, receiverships, compulsory liquidations, creditors' voluntary liquidations, administrations, company voluntary arrangements or any compromise or arrangement with creditors generally or any class of creditors of any company; where such person is or was a director, with an executive function within such company at the time of, or within the 12 months preceding, any such event(s);

- 5.3.3 any compulsory liquidations, administrations or partnership voluntary arrangements of any partnerships where such person is or was a partner at the time of or within the 12 months preceding such event(s);
- 5.3.4 receiverships of any asset(s) of such person or of a partnership of which the person is or was a partner at the time of, or within the 12 months preceding, such event;
- 5.3.5 any public criticisms of such person by statutory or regulatory authorities, including recognised professional bodies, and whether such person has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company;
- 5.3.6 any offence involving dishonesty committed by such person;
- 5.3.7 a removal from an office of trust, on the grounds of misconduct and involving dishonesty; and
- 5.3.8 any court order declaring such person delinquent or placing him under probation in terms of section 162 of the Act and/or Section 47 of the Close Corporations Act, 1984 (Act No. 69 of 1984) or disqualifying him to act as a director in terms of section 219 of the Companies Act, 1973 (Act No. 61 of 1973).

CURRENT AND PAST DIRECTORSHIPS

The table below lists the companies and partnerships of which the directors of eXtract, the directors of the major subsidiaries of eXtract are currently directors or partners as well as those companies and partnerships of which they were director over the five years preceding the date of these revised listing particulars.

1. DIRECTORS OF EXTRACT

Director	Current directorships/partnerships	Past directorships/partnerships
Bernard Swanepoel	African Rainbow Energy & Power (Pty) Ltd; African Rainbow Mineral Limited; Alphamin Resources Corp (Pty) Ltd; Bilston Investments (Pty) Ltd; Blairgowrie Spar (Pty) Ltd; Blue Rand Technology (Pty) Ltd; Cfb Sands (Pty) Ltd; Danjan (Pty) Ltd; Dhs Silica Sands (Pty) Ltd; Die Ahi; Extract Group Limited; Green Dot Advisors (Pty) Ltd; Impala Platinum Holdings Limited; K2014152668 (Pty) Ltd; K2016527757 (South Africa) (Pty) Ltd; Newshelf 1256 (Pty) Ltd; Newshelf 1259 (Pty) Ltd; Republic Metal Works (Pty) Ltd; Resources For Africa Investment Conferences (Pty) Ltd; RMW Properties (Pty) Ltd; Soetmelksvlei Farms 4 (Pty) Ltd; Soetmelksvlei Farms 6 (Pty) Ltd; Swahele Properties CC; To The Point Growth Specialists (Pty) Ltd; To The Point Growth Specialists Consulting (Pty) Ltd; To The Point Growth Specialists Investment 11 (Pty) Ltd; To The Point Growth Specialists Investment 12 (Pty) Ltd; To The Point Growth Specialists Investments 3 (Pty) Ltd; To The Point Growth Specialists Investments 5 (Pty) Ltd; To The Point Growth Specialists Property (Pty) Ltd; To The Point Growth Specialists Retail (Pty) Ltd; To The Point Turnaround (Pty) Ltd; TTP Mining (Pty) Ltd; TTP Silica Sands Holdings (Pty) Ltd; Umbono Coal Waterberg (Pty) Ltd; Western Cape Silica Sands (Pty) Ltd; Zimplats Holdings Limited	Harmony Gold Mining Company Limited; Village Main Reef Limited; Sanlam Limited.
Clinton Halsey	Blairgowrie Spar (Pty) Ltd; Danjan (Pty) Ltd; Extract Group Limited; Green Dot Advisors (Pty) Ltd; K2014152668 (Pty) Ltd; K2016527757 (South Africa) (Pty) Ltd; K201652778 (South Africa) (Pty) Ltd; K2016527986 (South Africa) (Pty) Ltd; Kingstonvale Farms 4 (Pty) Ltd; Koppie Alleen Farms (Pty) Ltd; Mac Africa Farms (Pty) Ltd; Manganese Metals Company (Pty) Ltd; Newshelf 1259 (Pty) Ltd; Republic Metal Works (Pty) Ltd; Rmw Properties (Pty) Ltd; Ruber Itinere Investments (Pty) Ltd; Soetmelksvlei Farms 4 (Pty) Ltd; Soetmelksvlei Farms 6 (Pty) Ltd; The Eatalian (Pty) Ltd; To The Point Growth Specialists (Pty) Ltd (Pty) Ltd; To The Point Growth Specialists Investment 11 (Pty) Ltd; To The Point Growth Specialists Investment 12 (Pty) Ltd; To The Point Growth Specialists Investments 2 (Pty) Ltd; To The Point Growth Specialists Investments 3 (Pty) Ltd; To The Point Growth Specialists Investments 5 (Pty) Ltd; To The Point Growth Specialists Retail (Pty) Ltd; TTP Mining (Pty) Ltd; TTP Silica Sands Holdings (Pty) Ltd; Umbono Coal Waterberg (Pty) Ltd; Waste 2 Wow (Pty) Ltd	Village Main Reef Limited; Cons Murch Proprietary Limited

Director	Current directorships/partnerships	Past directorships/partnerships
David Chadinha	eXtract Group Limited; MCC Contracts Proprietary Limited; Mutual Construction Company (Transvaal) Proprietary Limited; New Venture Properties (Proprietary Limited)	Sandtonian Home Owner Association
Jannie Serfontein	eXtract Group Limited; enX Group Limited; Kortefontein Proprietary Limited; Eqstra Financial Services Proprietary Limited; Eqstra Investments (Proprietary) Limited; Saficon Industrial Equipment Proprietary Limited; Eqstra TA Equipment Proprietary Limited; Eqstra NH Equipment Proprietary Limited K2016224128 (South Africa) Proprietary Limited; MCC Contracts Proprietary Limited; Eqstra Corporation Limited; Mutual Construction Company (Transvaal) Proprietary Limited; Mega-Mokhukhu Proprietary Limited; Megagroup International Proprietary Limited; Mega Group Holdings Proprietary Limited; Mega Group Western Cape Proprietary Limited; Serviplex 40 converted CC	Deloitte & Touche
Octavia Matloa	eXtract Group Limited; Petra Diamonds Limited; Jireh Commodities Proprietary Limited; Jireh Unit Development Closed Corporation; Nissy Development and Construction Closed Corporation; Tsidkenu Forensic Investigations Proprietary Limited; Tsidkenu Foundation for quality leadership Proprietary Limited; Akasia Be Well Clinic Proprietary Limited; Nemavect Proprietary Limited; African Beauty Academy Proprietary Limited; Mukundi Mining Resources Diamonds Proprietary Limited; Jireh Unit for Investments Proprietary Limited; Nissy Property Investments Proprietary Limited; Supplier Academy of South Africa Proprietary Limited; Jireh Investment Holdings; Tsidkenu Consulting Proprietary Limited; Mofao oa Molimo Proprietary Limited; The Big App Proprietary Limited; Inzawu Consulting Proprietary Limited; BTM Bros Proprietary Limited; African Bean Proprietary Limited; Jireh Holdings Proprietary Limited; Tsidkenu Chartered Accountants; Altmax Ukukhanya Proprietary Limited; Nissy Holdings Proprietary Limited; La Bobo Beauty Salon and Spa Proprietary Limited; Jireh Management and Consulting Services Proprietary Limited; The Vibe Group Proprietary Limited; Mukundi Mining Resources 2 Proprietary Limited; Mukundi Mining Resources 5 Proprietary Limited; Mukundi Mining Resources 6 Proprietary Limited; Tsidkenu Coltech Proprietary Limited; Mukundi Mining Resources Holdings; Mukundi Mining Resources 1 Proprietary Limited; Mukundi Mining Resources 4 Proprietary Limited; Tsidkenu Holdings Proprietary Limited	Village Main Reef Limited; Great Basin Gold Limited
Khetiwe McClain	eXtract Group Limited; EMS Business Solutions Proprietary Limited; Vintage Energy Proprietary Limited; Tsak Investments Holdings Proprietary Limited; Monarctronics Proprietary Limited; Maplewoods Investments Proprietary Limited; Megaray Investments Proprietary Limited; Vintage Energy Solar Proprietary Limited; Rockrose Investments Proprietary Limited; Melco Conveyor Equipment Proprietary Limited; Manganese Metal Company Proprietary Limited; Closure and Rehab Solutions Proprietary Limited; Mota-Engil Construction South Africa Proprietary Limited; Khula Khula Investment Proprietary Limited	Sankofa Insurance Brokers Proprietary Limited; HCI Coal Proprietary Limited

Director	Current directorships/partnerships	Past directorships/ partnerships
Sipho Nkosi	eXtract Group Limited; Sanlam Developing Markets Limited; Sanlam Limited; Tronox Limited; Main Street 333 Proprietary Limited; Misty Sea Trading 297 Proprietary Limited; Main Street 580 Proprietary Limited; Emakhosini Investments Proprietary Limited; Micawber 749 Proprietary Limited; 35th International Geological Congress Foundation Proprietary Limited; KwaZulu-Natal Philharmonic Orchestra Proprietary Limited; Sanlam Life Insurance Proprietary Limited; Eyesizwe Mining Proprietary Limited; Exxaro Coal Mpumalanga Proprietary Limited; Eyesizwe Holdings Proprietary Limited; Tranter Holdings Proprietary Limited; Upward Spiral 10 Proprietary Limited; Dreamvision Investments 15 Proprietary Limited; Ramiscape Proprietary Limited; Talent 10 Holdings Proprietary Limited; Talent 10 Development Partners Proprietary Limited; Dynamo Investment Holdings Proprietary Limited; TABA AT Proprietary Limited; VCI Digital Proprietary Limited; K2016473215 (South Africa) Proprietary Limited; K2016475450 (South Africa) Proprietary Limited; Gentrack Proprietary Limited; Die AHI Proprietary Limited.	Exxaro Resources Limited; Atlatsa Resources Corporation Proprietary Limited; Exxaro Resources Proprietary Limited; Exxarro Coal Limited; Sibanye Gold Eastern Operations Proprietary Limited; Diesel Innovations Proprietary Limited; South African National Energy Association; Exxaro Mountain Bike Academy Proprietary Limited; Sanlam Developing Markets Proprietary Limited; EBM Project Proprietary Limited; Richards Bay Coal Terminal Proprietary Limited; Tronox KZN Sands Proprietary Limited

EXTRACTS OF THE MOI

The salient features of the MOI are set out below. The details below are a direct extract from the new MOI, after the implementation of the restructure and consolidation.

4. “POWERS OF THE COMPANY

- 4.1 The Company has all of the legal powers and capacity contemplated in the Act, and no provision contained in this Memorandum of Incorporation should be interpreted or construed as negating, limiting, or restricting those powers in any way whatsoever.
- 4.2 The legal powers and capacity of the Company are not subject to any restrictions, limitations or qualifications, as contemplated in section 19(1)(b)(ii) of the Act.”

6. “ISSUE OF SHARES AND VARIATION OF RIGHTS

- 6.1 The Company is authorised to issue 50 000 000 (fifty million) ordinary Shares of no par value, of the same class, each of which ranks *pari passu* in respect of all rights and entitles the holder to –
 - 6.1.1 vote on any matter to be decided by the Shareholders of the Company and to 1 (one) vote in the case of a vote by means of a poll;
 - 6.1.2 participate proportionally in any distribution made by the Company in respect of its holding of Shares; and
 - 6.1.3 receive proportionally the net assets of the Company upon its liquidation.
- 6.2 The creation, authorisation and classification of Shares, the subdivision or consolidation of Shares, amendments to the numbers of authorised Shares of each class, the conversion of one class of Shares into one or more other classes of Shares and variations to the preferences, rights, limitations and other terms associated with any class of Shares as set out in this Memorandum of Incorporation may be changed only by an amendment of this Memorandum of Incorporation by special resolution and in accordance with the JSE Listings Requirements.
- 6.3 Subject to article 6.4 if, pursuant to any corporate action or event, including any capitalisation issue or rights issue, Securities holders would, but for the provisions of this article 6, become entitled to fractions of Securities (“**Fractional Entitlements**”), such Fractional Entitlements shall be dealt with in accordance with the Listings Requirements and any other requirements of the JSE from time to time.
- 6.4 If no Securities of the Company are listed on the JSE at the time a Fractional Entitlement arises (and, accordingly, the Listings Requirements have ceased to apply to the Company), the Board shall, subject to any contrary provisions in any Shareholders’ resolution which may be required to authorise the corporate action or event in question, be entitled to –
 - 6.4.1 round off the number of Securities to be received by a Securities holder to the nearest whole number; or
 - 6.4.2 sell the Securities resulting from the aggregation of those fractions, on such terms and conditions as the Board deems fit, for the benefit of the relevant Securities holders;
 - 6.4.3 and any Director shall be empowered to sign any instrument of transfer or other instrument necessary to give effect to the provisions of this article 6.4.
- 6.5 Subject to the Listings Requirements and other requirements of the JSE from time to time, the provisions of article 32 shall apply, *mutatis mutandis* to any amounts that become payable to Security Holders in terms of this article 6.
- 6.6 Each Share issued by the Company has associated with it an irrevocable right of the Shareholder to vote on any proposal to amend the preferences, rights, limitations and other terms associated with that Share as contemplated in article 19.2. If any amendment to this Memorandum of Incorporation relates to the variation of any preferences, rights, limitation and other terms associated with any class of Shares already in issue, such amendments shall not be implemented without a special resolution adopted by the holders of Shares of that

class at a separate meeting and provided that such amendments comply with the JSE Listings Requirements. The holders of Shares of that class will, subject to the further provisions of article 19.2, also be entitled to vote at the meeting of ordinary Shareholders where the amendment is tabled for approval.

- 6.7 No Shares may be authorised in respect of which the preferences, rights, limitations or any other terms of any class of Shares may be varied in response to any objectively ascertainable external fact or facts as provided for in sections 37(6) and 37(7).
- 6.8 The Board may, subject to article 6.12 and the further provisions of this article 6.8, resolve to issue Shares of the Company at any time, but only –
- 6.8.1 within the classes and to the extent that those Shares have been authorised by or in terms of this Memorandum of Incorporation; and
- 6.8.2 only to the extent that such issue has been approved by the Shareholders in general meeting in accordance with article 6.12, either by way of a general authority (which may be either conditional or unconditional) to issue Shares in its discretion or a specific authority in respect of any particular issue of Shares, provided that, if such approval is in the form of a general authority to the Directors, it shall be valid only until the next annual general meeting of the Company and it may be varied or revoked by any general meeting of the Shareholders prior to such annual general meeting.
- 6.9 All issues of Shares for cash and all issues of options and convertible securities granted or issued for cash must, in addition, be in accordance with the JSE Listings Requirements.
- 6.10 All Securities of the Company for which a listing is sought on the JSE and all Securities of the same class as Securities of the Company which are listed on the JSE must, notwithstanding the provisions of section 40(5) but unless otherwise required by the Act, only be issued after the Company has received the consideration approved by the Board for the issuance of such Securities.
- 6.11 Subject to what may be authorised by the Act, the JSE Listings Requirements and at meetings of Shareholders in accordance with article 6.13, and subject further to article 6.14, the Board may only issue unissued Shares if such Shares have first been offered to existing ordinary Shareholders in proportion to their shareholding on such terms and in accordance with such procedures as the Board may determine, unless such Shares are issued for the acquisition of assets by the Company.
- 6.12 Notwithstanding the provisions of article 6.11, the Shareholders may at a general meeting authorise the Directors to issue Shares of the Company at any time and/or grant options to subscribe for Shares as the Directors in their discretion think fit, provided that such transaction(s) has/have been approved by the JSE and comply with the JSE Listings Requirements.
- 6.13 Notwithstanding the provisions of articles 6.2, 6.11 and 6.12, any issue of Shares, Securities convertible into Shares, or rights exercisable for Shares in a transaction, or a series of integrated transactions shall, in accordance with the provisions of section 41(3), require the approval of the Shareholders by special resolution if the voting power of the class of Shares that are issued or are issuable as a result of the transaction or series of integrated transactions will be equal to or exceed 30% (thirty percent) of the voting power of all the Shares of that class held by Shareholders immediately before that transaction or series of integrated transactions.
- 6.14 Except to the extent that any such right is specifically included as one of the rights, preferences or other terms upon which any class of Shares is issued or as may otherwise be provided in this Memorandum of Incorporation, no Shareholder shall have any pre-emptive or other similar preferential right to be offered or to subscribe for any additional Shares issued by the Company.”

19. “VOTES OF SHAREHOLDERS

- 19.1 Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with this Memorandum of Incorporation, at a meeting of the Company –
- 19.1.1 every person present and entitled to exercise voting rights shall be entitled to 1 (one) vote on a show of hands, irrespective of the number of voting rights that person would otherwise be entitled to exercise;

- 19.1.2 where the Share capital of the Company has no par value, on a poll any person who is present at the meeting, whether as a Shareholder or as proxy for a Shareholder, has the number of votes determined in accordance with the voting rights associated with the Securities held by that Shareholder; and
 - 19.1.3 the holders of Securities other than ordinary Shares and any special shares created for the purposes of black economic empowerment in terms of the Broad Based Black Economic Empowerment Act No. 53 of 2003 and the corresponding Codes of Good Practice gazetted on 09 February 2007, shall not be entitled to vote on any resolution at a meeting of Shareholders, except as provided in article 19.2.
- 19.2 If any resolution is proposed as contemplated in article 6.6, the holders of such Shares (“**Affected Shareholders**”) shall be entitled to vote at the meeting of ordinary Shareholders as contemplated article 19.1, provided that –
- 19.2.1 the votes of the Shares of that class held by the Affected Shareholders (“**Affected Shares**”) shall not carry any special rights or privileges and the Affected Shareholder shall be entitled to 1 (one) vote for every Affected Share held; and
 - 19.2.2 the total voting rights of the Affected Shareholders in respect of the Affected Shares shall not be more than 24.99% (twenty five percent) of the total votes (including the votes of the ordinary Shareholders) exercisable at that meeting.
- 19.3 Voting shall be conducted by means of a polled vote in respect of any matter to be voted on at a meeting of Shareholders if a demand is made for such a vote by –
- 19.3.1 at least 5 (five) persons having the right to vote on that matter, either as Shareholders or as proxies representing Shareholders; or
 - 19.3.2 a person who is, or persons who together are, entitled, as Shareholders or proxies representing Shareholders, to exercise at least 10% (ten percent) of the voting rights entitled to be voted on that matter; or
 - 19.3.3 the chairperson of the meeting.
- 19.4 At any meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded in accordance with the provisions of article 19.2, and unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or defeated, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
- 19.5 If a poll is duly demanded, it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In computing the majority on the poll, regard shall be had to the number of votes to which each Shareholder is entitled.
- 19.6 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, shall not be entitled to a second or casting vote.
- 19.7 A poll demanded on the election of a chairperson (as contemplated in clause 20.20) or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs. The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question upon which the poll has been demanded.”

23. “COMPOSITION AND POWERS OF THE BOARD OF DIRECTORS

23.1 Number of directors

- 23.1.1 In addition to the minimum number of Directors, if any, that the Company must have to satisfy any requirement in terms of the Act to appoint any committee which it is obliged to appoint in terms of the Act or this Memorandum of Incorporation, the number of Directors shall, be not less than 4 (four).
- 23.1.2 No person shall be appointed or elected as a Director if such person is in terms of the Act or in terms of this Memorandum of Incorporation ineligible to serve or is disqualified from serving as a Director.

- 23.1.3 The Directors shall be elected in terms of section 68(1) by the persons entitled to exercise voting rights in such an election, being the Shareholders of the Company and the holders of any other Securities of the Company to the extent that the terms on which such Securities were issued confer such rights. No appointment of a Director shall be valid if passed by resolutions in accordance with section 60.
- 23.1.4 Every person holding office as a Director, prescribed officer, company secretary or auditor of the Company immediately before the effective date will, as contemplated in item 7(1) of Schedule 5 to the Act, continue to hold that office.

23.2 Appointment and nomination of Directors

- 23.2.1 If the number of Directors falls below the minimum number fixed in accordance with this Memorandum of Incorporation, the remaining Directors must as soon as possible and in any event not later than 3 (three) months from the date that the number falls below such minimum, fill the vacancy/ies in accordance with article 23.1.3 or convene a general meeting for the purpose of filling the vacancies, and the failure by the Company to have the minimum number of Directors during the said 3 (three) month period does not limit or negate the authority of the Board or invalidate anything done by the Board while their number is below the minimum number fixed in accordance with this Memorandum of Incorporation.
- 23.2.2 The Directors in office may act notwithstanding any vacancy in their body, but if after the expiry of the 3 (three) month period contemplated in article 23.2.1, their number remains below the minimum number fixed in accordance with this Memorandum of Incorporation, they may, for as long as their number is reduced below such minimum, act only for the purpose of filling vacancies in their body in terms of section 68(3) or of summoning general meetings of the Company, but not for any other purpose.
- 23.2.3 In any election of Directors
- 23.2.3.1 the election is to be conducted as a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, with the series of votes continuing until all vacancies on the Board have been filled; and
- 23.2.3.2 in each vote to fill a vacancy
- 1.1.1.1.1 each vote entitled to be exercised may be exercised once; and
- 1.1.1.1.2 the vacancy is filled only if a majority of the votes exercised support the candidate.
- 23.2.4 The Company shall only have elected Directors and there shall be no appointed or *ex officio* Directors as contemplated in section 66(4).

23.3 Eligibility, resignation and retirement of Directors

- 23.3.1 In addition to satisfying the qualification and eligibility requirements set out in section 69, a person need not satisfy any further eligibility requirements or qualifications to become or remain a Director or a prescribed officer of the Company (save as contemplated in clause 23.6).
- 23.3.2 No Director shall be appointed for life or for an indefinite period and the Directors shall rotate in accordance with the following provisions of this article 23.3.2.
- 23.3.2.1 at each annual general meeting referred to in article 18.4, 1/3 (one third) of the Directors for the time being, or if their number is not 3 (three) or a multiple of 3 (three), the number nearest to 1/3 (one third), but not less than 1/3 (one third), shall retire from office, provided that if a Director is appointed as an executive Director or as an employee of the Company in any other capacity, he or she shall not, while he or she continues to hold that position or office, be subject to retirement by rotation and he or she shall not, in such case, be taken into account in determining the rotation or retirement of Directors;
- 23.3.2.2 the Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who were elected as Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot;
- 23.3.2.3 a retiring Director shall be eligible for re-election;

- 23.3.2.4 the Company, at the general meeting at which a Director retires in the above manner, or at any other general meeting, may fill the vacancy by electing a person thereto, provided that the Company shall not be entitled to fill the vacancy by means of a resolution passed in accordance with section 60;
- 23.3.2.5 if at any meeting at which an election of Directors ought to take place the offices of the retiring Directors are not filled, unless it is expressly resolved not to fill such vacancies, the meeting shall stand adjourned and the further provisions of this Memorandum of Incorporation, including articles 18.2 to 18.6 (inclusive) will apply *mutatis mutandis* to such adjournment.
- 23.3.3 The Board shall, through its nomination committee (if such nomination committee has been constituted in terms of article 30), provide the Shareholders with a recommendation in the notice of the meeting at which the re-election of a retiring Director is proposed, as to which retiring Directors are eligible for re-election, taking into account that Director's past performance and contribution. Sufficient time shall be allowed between the date of such notice and the date of the general meeting or annual general meeting at which the re-election of the Director is to be proposed to allow nominations to reach the Company's office from any part in the Republic.
- 23.3.4 A vacancy in the number of Directors shall only arise in the event of
 - 23.3.4.1 any elected Director ceasing to hold office or becoming disqualified from holding office as such for any reason; and/or
 - 23.3.4.2 the Shareholders resolving to increase the number of elected Directors; and/or
 - 23.3.4.3 any of the other circumstances contemplated in section 70(1) arising.
- 23.3.5 No Director shall be entitled to hold a life directorship or a directorship for an indefinite period of time."

25. "DIRECTORS' COMPENSATION AND FINANCIAL ASSISTANCE

- 25.1 The Company may pay remuneration to the Directors for their services as Directors in accordance with a special resolution approved by the Shareholders within the previous 2 (two) years, as set out in section 66(8) and (9), and the power of the Company in this regard is not limited or restricted by this Memorandum of Incorporation.
- 25.2 Any Director who:
 - 25.2.1 serves on any executive or other committee; or
 - 25.2.2 devotes special attention to the business of the Company; or
 - 25.2.3 goes or resides outside the Republic for the purpose of the Company; or
 - 25.2.4 otherwise performs or binds himself to perform services which, in the opinion of the Directors, are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration or allowances in addition to or in substitution of the remuneration to which he may be entitled as a Director, as a disinterested quorum of the Directors may from time to time determine.
- 25.3 The Directors may also be paid all their travelling and other expenses necessarily incurred by them in connection with –
 - 25.3.1 the business of the Company; and
 - 25.3.2 attending meetings of the Directors or of committees of the Directors of the Company.
- 25.4 The Board may, as contemplated in and subject to the requirements of section 45, authorise the Company to provide financial assistance to a Director, Prescribed Officer or other person referred to in section 45(2), and the power of the Board in this regard is not limited or restricted by this Memorandum of Incorporation."

28. "BORROWING POWERS

- 28.1 Subject to the provisions of article 28.2 and the other provisions of this Memorandum of Incorporation, the Directors may from time to time –
 - 28.1.1 borrow for the purposes of the Company such sums as they think fit; and

- 28.1.2 secure the payment or repayment of any such sums, or any other sum, as they think fit, whether by the creation and issue of Securities, mortgage or charge upon all or any of the property or assets of the Company.
- 28.2 The Directors shall procure (but as regards subsidiaries of the Company only insofar as by the exercise of voting and other rights or powers of control exercisable by the Company they can so procure) that the aggregate principal amount at any one time outstanding in respect of moneys so borrowed or raised by:
 - 28.2.1 the Company; and
 - 28.2.2 all the subsidiaries for the time being of the Company (excluding moneys borrowed or raised by any of such companies from any other of such companies but including the principal amount secured by any outstanding guarantees or suretyships given by the Company or any of its subsidiaries for the time being for the indebtedness of any other company or companies whatsoever and not already included in the aggregate amount of the moneys so borrowed or raised), shall not exceed, to the extent applicable, the aggregate amount at that time authorised to be borrowed or secured by the Company or the subsidiaries for the time being of the Company (as the case may be).”

32. “DISTRIBUTIONS

- 32.1 Subject to the provisions of the Act, and particularly section 46, the Company may make a proposed distribution if such distribution –
 - 32.1.1 is pursuant to an existing legal obligation of the Company, or a court order; or
 - 32.1.2 is authorised by resolution of the Board, and in compliance with the JSE Listings Requirements and in accordance with the provisions of the Act.
- 32.2 No distribution shall bear interest against the Company, except as otherwise provided under the conditions of issue of the Shares in respect of which such distribution is payable.
- 32.3 Distributions may be declared either free of or subject to the deduction of income tax and any other tax or duty in respect of which the Company may be chargeable.
- 32.4 The Directors may from time to time declare and pay to the Shareholders such interim distributions as the Directors consider to be appropriate.
- 32.5 All unclaimed distributions, that are due to any Shareholder/s shall be held by the Company in trust for a period of 3 (three) years (or such longer or shorter period as prescribed by the laws of prescription from time to time) from the date of which such distributions were declared, whereafter such amounts shall be forfeited to the Company”.

DISPOSALS AND VENDORS

Within the three year period preceding the last practical date, the following material business undertakings, companies or business enterprises and assets have been disposed by eXtract during the preceding three years, is set out below.

Name of vendor	Beneficial shareholder of vendor (direct and indirect)	Address	Asset disposed	Price paid to eXtract in cash (R)	Price paid to eXtract securities (R)	Price paid by vendor in respect of goodwill (R)	Date of disposal
1 enX Group Limited	n/a – public company	202D 11 Crescent Drive Melrose Arch Johannesburg, 2196	Eqstra Industrial Equipment and Fleet Management and Logistics divisions	See note 1	See note 1	N/A	8 November 2016
2 Tharisa Minerals	n/a – public company	370 Main Road Bryanston	Excess assets – Refer note 2	303 468 428	N/A	N/A	Subject to shareholder approval
3 LA Crushers (Pty) Ltd	Public Investment Corporation	3 Leyd Street, Phalaborwa, 1389	Excess assets – Refer note 2	55 772 934	N/A	N/A	March 2017
4 JV Trophy Tractor Inc	Unknown	602 Wildlife Pkwy 75050 Grand Prairie Texas USA	Excess assets – Refer note 2	26 865 000	N/A	N/A	Various dates
5 BLC Plant (Pty) Ltd	Unknown	Cnr 2nd Avenue & Wynberg Road 2018 Johannesburg	Excess assets – Refer note 2	20 232 794	N/A	N/A	Various dates
6 Bodyline Autobody Repairs CC	Unknown	227 Braamfischer Drive Kensington B, Randburg	Stand 111, Kensington B, Randburg	R7 800 000	N/A	N/A	15 October 2014

Name of vendor	Beneficial shareholder of vendor (direct and indirect)	Address	Asset disposed	Price paid to eXtract in cash (R)	Price paid to eXtract securities (R)	Price paid by vendor in respect of goodwill (R)	Date of disposal
7 Teraco Properties Proprietary Limited	Unknown	9 Brewery Road, Isando, Extension 1	Erf 202, 303 and remaining extent of Erf 463 Isando Extension 1	R25 000 000	N/A	N/A	28 September 2016
8 Jabula Plant Hire Proprietary Limited	Unknown	7 Ueckermann Street, Heidelberg	Portion 29 (a portion of portion 5) and the remaining extent of portion 5, Farm Goedehoop, 308	R6 195 586.22	N/A	N/A	20 November 2016
9 Future Indefinite Investments 180 (Pty) Ltd	Unknown	49 Brewery Street, Kempton Park, 1601	Erf 1797 Witfontein and Erf 1799 Witfontein	R34 000 000	N/A	N/A	3 March 2016
10 Future Indefinite Investments 180 (Pty) Ltd	Unknown	49 Brewery Street, Kempton Park, 1601	Portion 566, Farm Reitfontein 31, Bredell	R12 000 000	N/A	N/A	3 March 2016
11 Future Indefinite Investments 180 (Pty) Ltd	Unknown	49 Brewery Street, Kempton Park, 1601	5 Harvard Place, Delmas (Erf 1205, Delmas Extension 14)	R280 000	N/A	N/A	18 April 2016

Notes:

- The consideration for the Eqstra transaction was settled by enX as follows:
 - the allotment and issue of 52 715 390 enX shares at R21.00 per enX share;
 - assuming approximately R5.2 billion of Eqstra's debt obligations, of which R4.8 billion was with the Industrial Equipment and Fleet Management divisions of Eqstra;
 - the recapitalisation of Eqstra (now eXtract) to the value of R1.4 billion by way of enX:
 - 1.3.1 subscribing for 101 400 000 new Eqstra shares at R1 per share;
 - 1.3.2 subscribing for R600 million of MCC preference shares;
 - 1.3.3 enX advancing a loan of R700 million to MCC;
- Excess assets sales are asset sales made under shareholder approval via circular approved on 6 June 2016. Aggregated sales are deemed to be material if the total value of sale exceeds R20 million from 6 June 2016 to 5 May 2017 to a single party.

MATERIAL LOANS AND BORROWINGS

1. MATERIAL BORROWINGS OF THE EXTRACT GROUP

Set out in the table below are details of the eXtract group's funding facilities as at the last practical date. None of the loans have conversion or redemption rights save the MCC preference shares. The redemption and conversion rights in respect of the MCC preference shares are set out in paragraph 1.3 of **Annexure 9** of the category 1 circular.

Lender	Description	Origination	Capital amount outstanding	Interest rate	Capital repayments	Security	Maturity date
The lenders	Term loan	Common terms agreement concluded pursuant to the Eqstra transaction	R465 million	JIBAR + 2.9%	To be repaid via a cash sweep from the excess asset disposal. Any amount outstanding on 30 September 2018 will be repaid in a final bullet payment.	See note (1) below	30 September 2018
The lenders	General banking facility	Common terms agreement concluded pursuant to the Eqstra transaction	R200 million	Prime – 1.2%	To be repaid via a cash sweep from the excess asset disposal. Any amount outstanding on 30 September 2018 will be repaid in a final bullet payment.	See note (1) below	30 September 2018
enX	Preference shares/redemption loan	Eqstra transaction	R600 million	A coupon equivalent to an after tax rate of 13% n.a.c.q.	None	None	None
Eqstra Corporation	First mezzanine loan	Eqstra transaction	R876 112 358	3 month JIBAR + 4.5%	None	None	None
enX	Second mezzanine loan	Eqstra transaction	R651 473 621	3 month JIBAR + 4.5%	None	None	None

Notes:

- MCC and eXtract have granted the following security to the lenders:
 - a general and special notarial bond over all moveable assets;
 - a pledge of shares and cession of loan accounts to all subsidiary companies, associates and investments of eXtract;
 - a cession of receivables, bank accounts and insurances granted by MCC and eXtract;
 - a pledge and cession of MCC preference shares;
 - the debt guarantor (as defined in the Common Terms Agreement) to take a mortgage bond over the Midrand property; and
 - Rand Merchant Bank ("**RMB**") has furnished a guarantee in favour of Standard Chartered Bank Botswana Limited ("**SCB**") for its exposure to Eqstra Botswana as a secured creditor, in respect of the payment by MCC of an outstanding amount of approximately R44 million. To facilitate the issue of the aforementioned guarantee, enX deposited cash collateral of approximately R44 million into an account in its name with RMB.
- In terms of the Common Terms Agreement, if the aggregate amount outstanding in terms of the term facility and general banking facility is more than R352 500 000 as at 11 April 2018, the interest rate on the term facility and general banking facility will be increased to JIBAR plus 4% and Prime plus 4% respectively.

2. MATERIAL BORROWINGS OF THE EXTRACT GROUP AFTER THE RESTRUCTURE AND EXCESS ASSET DISPOSAL

Set out in the table below are details of the eXtract group's funding facilities after the restructure and excess asset disposal.

Lender	Description	Origination	Capital amount outstanding (R'000)	Interest rate	Capital repayments (quarterly/monthly)	Security	Maturity date
The lenders	Term loan	Common Terms Agreement concluded pursuant to the Eqstra transaction	Nil (See note 2)	JIBAR + 2.9%	To be repaid via a cash sweep from the excess asset disposal. Any amount outstanding on 30 September 2018 will be repaid in a final bullet payment	See note (1) below	30 September 2018
The lenders	General banking facility	Common Terms Agreement concluded pursuant to the Eqstra transaction	Nil (See note 2)	Prime – 1.2%	To be repaid via a cash sweep from the excess asset disposal. Any amount outstanding on 30 September 2018 will be repaid in a final bullet payment	See note (1) below	30 September 2018
Eqstra Corporation	Excluded amount	Restructure	R250 000	Interest Free	To pre repaid from the proceeds of the excess asset disposal.	None	None

Notes:

- MCC and eXtract have granted the following security to the lenders:
 - a general and special notarial bond over all moveable assets;
 - a pledge of shares and cession of loan accounts to all subsidiary companies, associates and investments of eXtract;
 - a cession of receivables, bank accounts and insurances granted by MCC and eXtract;
 - the debt guarantor (as defined in the Common Terms Agreement) to take a mortgage bond over the Midrand property; and
 - Rand Merchant Bank ("**RMB**") has furnished a guarantee in favour of Standard Chartered Bank Botswana Limited ("**SCB**") for its exposure to Eqstra Botswana as a secured creditor, in respect of the payment by MCC of an outstanding amount of approximately R44 million. To facilitate the issue of the aforementioned guarantee, eX deposited cash collateral of approximately R44 million into an account in its name with RMB.
- In terms of the Common Terms Agreement, if the aggregate amount outstanding in terms of the term facility and general banking facility will be increased to JIBAR plus 4% and Prime plus 4% respectively.

In terms of the Common Terms Agreement, if the aggregate amount outstanding in terms of the term facility and general banking facility is more than R352 500 000 as at 11 April 2018, the interest rate on the term facility and general banking facility will be increased to JIBAR plus 4% and Prime plus 4% respectively.

MATERIAL COMMITMENTS

1. PROPERTIES OWNED

The eXtract group owns the immovable properties situated at:

- 60 Rodio Place Midrand Industrial Park Commercia 1683. This property will be transferred to Sandton Plant in terms of the Sandton Plant transaction;
- ERF 221 Botha Street Northam;
- Erf 222 Botha Street Northam; and
- Gedeelte 44 Wildebeeslaagte 411.

2. PROPERTIES LEASED TO THE EXTRACT GROUP

Letting entity	Location	Expiry date	Unexpired term	Rental (per month) (exclusive of VAT)
MCC Contracts	Benoni	31 October 2019	29 months	1 November 2016 – 31 October 2017: R79 680 1 November 2017 – 31 October 2018: R87 648.00 1 November 2018 – 31 October 2019: R96 413.00
MCC Contracts	Denel	30 June 2018	13 months	R137 802

3. MATERIAL COMMITMENTS OF THE EXTRACT GROUP

Supplier name	Term of contract	Expiry date	Unexpired term	Rental (per month) (exclusive of VAT)
Shell**	5 years	July 2021	4 years	R0.2 million
Atlas Copco*	36 to 42 months	February 2020 – July 2020	3 years	R1.7 million
Toyota Financial Services	Various	Various	Various	R0.2 million
Eqstra Fleet Management	Various	Various	Various	R1.9 million
SASFIN*	3 years	23 February 2019	2 years	R1.3 million
Liebherr*	3 years	February 2019	2 years	R1.7 million
Immersive**	5 years	September 2021	4 years	R1.7 million

* Transferred fully to Tharisa pursuant to the Tharisa transaction

** Partially transferred to Tharisa pursuant to the Tharisa transaction

AUTHORISED AND ISSUED SHARES OF THE COMPANY

1. OPTIONS AND PREFERENTIAL RIGHTS IN RESPECT OF SHARES

The company is not party to any contract or arrangement (or proposed contract or arrangement), whereby an option or preferential right of any kind is (or is proposed to be) given to any person to subscribe for any shares in the company or any subsidiary of the company.

2. ALTERATIONS TO AUTHORISED SHARES

- 2.1 The company was incorporated as a private company on 19 June 1998 and converted into a public company on 15 April 2008. eXtract listed on the JSE on 12 May 2008. The share capital comprised:
 - 2.1.1 360 000 000 ordinary shares of R0.001 each
 - 2.1.2 20 000 000 “A” deferred ordinary shares of R0.001 each; and
 - 2.1.3 20 000 000 “B” deferred ordinary shares of R0.001 each.
- 2.2 With effect from June 2010 the company’s increased its authorised ordinary par value shares by 140 000 000 ordinary shares of no par value to 500 000 000 ordinary shares of no par value, prior to a right offer to shareholders.
- 2.3 On 1 September 2011, 1 000 000 of the 20 000 000 “A” deferred ordinary shares of R0.001 each were converted into ordinary shares and the remaining issued “A” deferred ordinary shares were repurchased. The authorised “A” deferred ordinary shares were cancelled post the repurchase.
- 2.4 In September 2011, the “B” deferred ordinary shares converted into ordinary shares at par value. Following the conversion, the authorised “B” deferred ordinary shares were cancelled.
- 2.5 With effect from 13 November 2013 the company changed its authorised share capital from 500 000 000 par value shares to no par value shares.
- 2.6 With effect from 13 October 2016 the company’s authorised shares were increased from 500 000 000 ordinary shares of no par value to 1 500 000 000 ordinary shares of no par value.
- 2.7 Pursuant to the authorised share increase, eXtract’s authorised shares will be increased from 1 500 000 ordinary shares of no par value to 10 000 000 000 authorised ordinary shares of no par value.
- 2.8 Pursuant to the consolidation, the authorised and issued shares of eXtract will be consolidated in the ratio of 200 to 1, resulting in eXtract having 50 000 000 authorised ordinary shares of no par value and 21 310 374 issued ordinary shares of no par value.
- 2.9 Save for the consolidation, there have been no sub-divisions or consolidations of eXtract shares during the preceding three years.
- 2.10 Save as set out above, there have been no alterations to the authorised shares of the company in the three years preceding the last practical date.

3. ISSUES AND REPURCHASES OF ISSUED SHARES

3.1 Other than as set out in the table below there have been no other material issues, repurchases or offers of shares of the company prior to the last practical date.

Date	Nature	Counterparty	No of shares	Price	Reason
June 2010	Rights offer	On-market capital raise	154 761 905	R60m	Rights offer to raise additional capital
Sept 2011	“A” deferred ordinary shares	Off-market B-BBEE transaction “A” shares convert to ordinary shares	1 000 000	Rnil	In terms of a B-BBEE agreement with Ukhamba Proprietary Limited
Sept 2011	“A” deferred ordinary shares	Off-market B-BBEE transaction, cancellation of “A” shares	15 781 968	R66m	In terms of a B-BBEE agreement with Ukhamba Proprietary Limited
Sept 2011	“B” deferred ordinary shares	Off-market B-BBEE transaction	14 516 617	R14 516	Conversion to ordinary shares in terms of a B-BBEE agreement with Lereko Mobility Proprietary Limited
June 2012	Ordinary shares purchased by subsidiary	On-market purchase	8 980 831	R64.7m	Eqstra Corporation purchased shares to held as treasury shares
June 2013	Disposal of treasury shares	On-market disposal	50 250	R303 510	Settlement of share incentive scheme liabilities
Jul – May 2013	Repurchase and cancellation	On-market purchase	17 300 451	R112 750 852	General share buy-back program
Sept 2013	Disposal of treasury shares	On-market disposal	2 832 262	R18 109 703	Settlement of share incentive scheme liabilities
Sept 2014	Acquisition of shares by a subsidiary	On-market acquisition	27 960	R71 298	Settlement of share incentive scheme liabilities in shares
June 2015	Purchase and cancellation	Lereko Mobility (Pty) Ltd	5 864 944	R5 864.94	Option exercised in terms of a B-BBEE agreement with Lereko Mobility Proprietary Limited
Sept 2015	Disposal of treasury shares	On-market disposal	237 000	R616 200	Settlement of share incentive scheme liabilities
24 November 2016	Issue	enX	101 400 000	R101 400 000	Partially fund the Eqstra transaction

3.2 Save for the issuance of MCC preference shares pursuant to the Eqstra transaction, as detailed in **Annexure 8** of the category 1 circular, and the issuance of MCC shares as part of the restructure, as detailed in Part I of the category 1 circular, there have been no material issues, repurchases or offers of shares of any material subsidiary of eXtract in the three years prior to the last practical date.

3.3 There were no assets acquired or to be acquired out of the proceeds of any issue of shares. All shares which have been issued, were issued at a price which the board considered to represent adequate consideration for the company’s shares

4. STATEMENT AS TO LISTING ON STOCK EXCHANGE

Other than the shares which are listed on the JSE, no other securities are listed or to be listed on any other stock exchange.

CORPORATE GOVERNANCE STATEMENT

APPLICATION OF KING CODE ON CORPORATE GOVERNANCE
eXtract Group Limited

The Institute of Directors in Southern Africa NPC released the King IV Report on Corporate Governance for South Africa, 2016 (King IV) on 1 November 2016. While disclosure on applying King IV is only effective for financial years from 1 April 2017, the group has adopted the new code immediately, as encouraged. This compliance report will focus on our initial internal assessment and a more detailed report would be included in our August 2017 Integrated Report.

This report addresses all the principles of King IV, grouped under the desired key governance outcomes of ethical culture, good performance, effective control and legitimacy.

eXtract has expanded these outcomes to better fit the company's scope of disclosure.

As a pre-amble it needs to be noted that the group has experienced some radical changes over the past year. These changes had a direct impact on the governance structure.

Overview of the past year's events that impacted the governance structure:

- In June 2016 Eqstra Holdings Limited (“Eqstra”) issued a circular requesting shareholder authority to sell excess assets to the value of R802.9 million. These assets related to contracts that were either terminated or excess to operational requirements. This was the first step in management's strategy to convert the Contract Mining and Plant Rental division of Eqstra to an asset-light division;
- In August 2016 Eqstra announced the intention to sell its Fleet Management and Logistics and Industrial Equipment divisions to enX. This transaction was effected 8 November 2016.
- Eqstra changed its name to eXtract Group Limited as part of the Eqstra transaction.
- The following board members were appointed 1 November 2016:
 - CS Halsey (independent non-executive director)
 - DAG Chadinha (CFO)
 - J Colling (chief executive director)
 - OM Matloa (independent non-executive director)
 - MS Teke (non-executive director) and
 - SA Nkosi (independent non-executive director)
- The following directors resigned on 24 November 2016:
 - PN Magesa
 - TDA Ross
 - MC Croucamp
 - SD Mathembi-Mahanyele
 - VJ Mokoena
- The following director resigned on 1 November 2016:
 - LL Von Zeuner (appointed director of enX)
 - AJ Phillips (existing enX director)
 - DA Austin (CFO)
- The following director remained directors:
 - ZB Swanepoel (chairman)
 - JL Serfontein (previous CEO, now appointed CEO of enX and non-executive director of eXtract)

- During the start of the year the board embarked on a review of the group's strategy. This resulted in the board re-assessing the optimal allocation of its limited capital. The following decisions were taken:
 - Its current operating model, prospects and capital allocation decisions.
 - Transitioning Tharisa to an owner/operator model.
 - Termination of non-profitable contracts, including PPM.
 - Disposal of excess assets.
 - Significant reduction in the group's overhead costs, including a reduction in headcount.
 - Review management responsibilities and functions.
 - Significant impairment of assets to reflect realisable value.
 - Restructuring bank debt to allow time for repositioning.
 - Recapitalise the group by converting enX debt and preference shares into equity with the support of enX.
 - Become a strategic investment house.
- This change in strategy resulted in further director changes:
 - MS Teke has resigned as a director of eXtract. This follows a potential for conflicts of interest as a result of eXtract's change in business strategy;
 - Mr J Colling has stepped down as CEO and will remain available to the group on a consultancy basis until 31 May 2017 to assist the board of directors with the transition to the revised strategy;
 - Mr ZB Swanepoel, the current chairman of the board of directors, was appointed as executive chairman, to oversee the strategic review and the implementation of the resultant changes;
 - Mr CS Halsey, has been appointed as chief investment officer and will also serve as interim CEO to oversee operations until a new CEO is appointed;
 - Mr SA Nkosi has been appointed as lead independent director; and
 - Ms K McClain has been appointed as independent non-executive director.
- The governance structure hence saw material changes over the past year leaving the following directors:
 - ZB Swanepoel (executive chairman)
 - CS Halsey (interim CEO)
 - DAG Chadinha (CFO)
 - OM Matloa (independent non-executive director)
 - K McClain (independent non-executive director)
 - SA Nkosi (independent non-executive director)
 - JL Serfontein (non-executive director)

ETHICAL CULTURE

Principle 1: The governing body should lead ethically and effectively.

The directors recognise that sound corporate governance practices enhance both shareholder value and the long-term sustainability of the business.

The board is committed to applying and enforcing applicable corporate governance principles. As such, it continues to develop and review its governance policies, practices and procedures in line with an integrated governance, risk and compliance framework.

Organisational cultural transformation

The group has over the years subscribed to become a truly transformed organisation. After implementing various restructuring processes over the past year driven by continuous economic challenges and a revised strategy the group saw the number of employees decreasing from 3 642 (June 2015) to 3 092 (June 2016). The number of employees following the implementation of the restructure plan anticipated to be below 30 employees by December 2017.

These recent changes did not impact our embedded culture to promote transformation, focussing on areas of leadership. Our values for the business remained unchanged. Before announcing the proposed Eqstra transaction the group embarked on a staff survey and it was encouraging to see the changes from the survey conducted 3 years prior. A better awareness and understanding of organisational cultural and direction were noted among our leadership, senior management and some awareness at lower levels.

The picture will, however, look materially different by the end of 2017. It is important to renew our focus in 2017 to ensure all employees and other stakeholders are included in this journey of transforming the group.

Principle 2: The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.

The board has adopted a number of key policies that provide guidelines on how ethics should be approached and addressed by the group and its stakeholders:

Key policies

Delegation of authority manual

eXtract has a detailed authority manual, which is reviewed annually. Its objectives are to delegate transactional and contractual authority from the board to staff members and officials at various levels. This provides effective and practical directives and guidelines for minimising or eliminating the company's possible exposure to risk. It also ensures staff members and officials fully understand demarcated authorisation limits and strictly adhere to them. The document is reviewed annually. The scope of this policy applies to eXtract and its subsidiaries. The company's management committee members are subject to this authority policy manual.

This manual had been adjusted extensively as the group continued to scale down. The board is currently revisiting the limits and a Board investment committee is overseeing capital allocation.

Code of conduct and business integrity policy

During the year the new board reviewed the group's ethical framework and endorsed the Code of Conduct that brought together all the various policies and procedures that govern ethical culture and behaviour. The Code of Conduct covers bribery, competition, compliance, data privacy as well as the company's Business Integrity. Annual staff declarations were made focusing on these pertinent matters.

The committee's approved terms of reference were aligned to the King IV principals where needed.

Conflicts of interest

Each quarter, the company obtains details from directors on external shareholdings and directorships that may create conflicts of interest while serving as directors on our board. The declarations are closely scrutinised by the chairman and company secretary, and tabled at each quarterly board meeting. Where a conflict arises, directors must recuse themselves from discussions. As far as possible, the company requires that directors avoid potential conflicts of interest.

Governance

Share dealings

The company has a policy regulating dealings in its shares by directors and relevant employees. No group director or employee may deal, directly or indirectly, in the company's shares based on unpublished, price-sensitive information and in closed periods. These include the periods between our interim and financial year ends and the dates on which those results are published, and any time when eXtract is trading under a cautionary announcement. Directors and employees classified as insiders are also prohibited from trading during the closed period of the holding company.

The group also adopted a price sensitive information policy.

Principle 3: The governing body should ensure the organisation is and is seen to be a responsible corporate citizen.

The concept of responsible corporate citizenship had been an integrated part of our company's strategy, and its principles underpinned all key aspects of our business. This oversight vests with the board's social and ethics committee. The new strategy envisage eXtract to become a diverse investment company.

The board considered its responsibility towards a number of stakeholders when embarking on this radical transformation, including, but not limited to, shareholders, lenders and employees. The board realised that without these radical changes the group would not be able to remain a sustainable business. The changes did regrettably resulted in job losses. Where possible staff were remained at the sites they operated at.

This revised strategy would ensure that lenders be repaid and shareholders would benefit from the unbundling as well as a recapitalised business to extract the value of the new strategy.

The board is ultimately responsible to ensure that the group is seen as a responsible corporate citizen.

PERFORMANCE AND VALUE CREATION

Principle 4: The governing body should appreciate that the organisation's core purpose, its risk and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value-creation process.

The group's vision had changed over the year from MCC being an established provider of opencast contract mining services including drilling, blasting, load hauling and rehabilitation to becoming an investment house. This change of its core business will create a different value proposition to its stakeholders. The risks, opportunities and sustainable development associated to this new strategy were in a process of being formalised by the board.

The key steps that underpin this vision:

- Repositioning our assets into a value-maximising portfolio.
- Delivering the full potential to our stakeholders.

The board has approved this strategy and oversees both its implementation and operational plans by management against agreed performance measures and targets.

Principle 5: The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments for the organisation's performance and its short, medium and long-term prospects.

In developing our report, we were guided by previous announcements and communications to the market. We strive to ensure that the readers of this report and the circular provides a balanced report, enabling decision takers to make an informed decision. The shareholders are referred to the impact the proposed transactions would have on the group as explained in the *Pro forma* statements. The Category 1 transaction circular should be read together with the revised listings particulars circular.

The report includes details of our new business model and strategy; some risks and opportunities faced and how we respond to the legitimate needs and interests of key stakeholders as well as the outlook in the medium to long term.

The content of this report is based on a materiality assessment. This includes a review by independent experts and accountants, issues raised by JSE.

EFFECTIVE CONTROL

Principle 6: The governing body should serve as the focal point and custodian of corporate governance in the organisation.

Board structure

Currently the group has a unitary board structure, comprising three executive directors and four non-executive directors (the majority of whom are independent non-executive directors as defined by King IV). The board is aware that the recent changes resulted in an even split of executive and non-executive directors. This was being addressed by the board. Mr Nkosi had been appointed lead independent non-executive following Mr Swanepoel's appointment as executive chair. The board believes that during this change a smaller board was more effective. The company supports the principles of gender diversity at board level. Female representation on the board is currently 29%. The company has adopted a gender diversity promotion policy setting out how the company aims to achieve its gender diversity targets at board level. A full copy of the company's gender diversity promotion policy is available on the company's website at www.eXtractgroup.com/corpgov.

The roles of the chairman and chief executive, as set out in the board charter, ensure a balance of power and authority and preclude any one director from exercising unfettered powers of decision-making. The chairman is responsible for leading the board and for its effectiveness.

Principal topics considered in 2017

An annual work plan is developed from the board charter which sets the framework for board meetings. The board covers routine business, through operational reports and project updates to matters of strategy, finance and other special items. Reports from committee chairmen and certain administrative items are also considered at each board meeting.

Professional advice

All directors are entitled to seek independent professional advice on the affairs of the group, the group's expense, if they believe that course of action would be in the best interests of the group.

Principle 7: The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.

Skills matrix

The balance of the board is monitored against a skills matrix to ensure it is able to discharge its governance roles and responsibilities effectively. The board size and revised strategy resulted in the board being dominated by individuals who have extensive mining knowledge.

Independence of directors

There are two independent directors on the board. The independence of directors is reviewed annually by the nomination committee. The committee has satisfied itself that these directors meet the criteria for independence under King IV.

No director holds office for an aggregate period in excess of nine years since the first appointment.

New appointments

The board follows a formal and transparent process when appointing new directors and any appointment is considered by the board as a whole, on the recommendation of the nomination committee, which comprises solely non-executive directors. It evaluates the skills, knowledge and experience required to implement group strategy.

New board nominations are assessed against defined competencies set out in the skills matrix to address any potential gaps. Any directors appointed during the year may only hold office until the next annual general meeting (AGM), when they will be required to retire and offer themselves for re-election. All new directors were appointed by shareholders at the last general meeting.

Induction of directors

A formal induction process is in place. Meetings are arranged between new directors and members of the exco to ensure directors develop a full understanding of their areas of responsibility.

On appointment, directors receive an induction pack with recent board and committee documents, information on legal and governance obligations, the company's memorandum of incorporation (MOI) and recent reports. Guidance is provided on the requirements of JSE Limited (JSE) in dealing in shares, King IV and the Companies Act 71 2008, as amended (the Act), and the group's internal governance arrangements.

Director training and development

All directors are expected to keep abreast of trends in the business, and in the group's environment and markets. During the year, training was provided on the following King IV and JSE Listing Requirement changes.

Attendance at meetings

Directors are encouraged to attend meetings and are only remunerated if the meeting was attended.

Rotation and retirement

In terms of the company's MOI, a third of directors retire by rotation each year and are eligible for re-election by shareholders at the AGM. All directors were appointed by shareholders at the previous AGM.

The internal retirement age policy set for non-executive directors is 70 years. Directors over 70 years would be re-elected by shareholders annually. Executive director's retirement age is 63 per company policy.

Company secretary

Liezl Möller is the approved company secretary as part of a management services contract with enX. She is not a director of the company or any of its subsidiaries. On that basis, the board is comfortable that she maintains an arm's-length relationship with the executive team, the board and individual directors in terms of section 3.84(j) of the JSE Listings Requirements. Mrs Möller has been with the group for the past 9 years following the unbundling from Imperial Holdings Limited in 2008. She has 14 years' experience in the company secretarial environment and is a Chartered Account and also passed the Institute of Chartered Secretaries board exams. She has never been censured by the JSE or penalised or fined for any misconduct. After assessing her abilities, the board believes she has the requisite qualifications and expertise to fulfil this role as required by the JSE Listings Requirements.

Principle 8: The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with the balance of power and the effective discharge of its duties.

The board has established a number of committees to enable it to properly discharge its duties and make effective decisions. Each committee acts against written terms of reference under which specific functions of the board are delegated with defined purposes, membership requirements, duties and reporting procedures.

Principle 9: The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members support continued improvement in its performance and effectiveness.

The newly constituted board has not evaluated its own effectiveness or the individual performance of directors at time of this report. Top priorities for the board in the coming year were identified as:

- Focusing on implementing the new strategy.
- Executing disposals of excess assets.
- Focusing on maximising stakeholder value.

Principle 10: The governing body should ensure that the appointment of, and delegation to, management contributes to role clarity and the effective exercise of authority and responsibilities.

The board appointed an interim chief executive following the resignation of Mr Colling. The board will continue to monitor the position as the strategy is being executed. Mr Halsey is appointed by the board and is responsible for executing strategy and the day-to-day business of the company. He serves as a link between management and the board.

Principle 11: The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.

eXtract's board has specific responsibility for risk management in the group. The board has delegated this function to the audit and risk committee, which regularly reviews significant risks and mitigating strategies and reports to the board on material changes in the group's risk profile. The risk management process is facilitated by BDO Advisory Services Proprietary Limited, but overall accountability and responsibility for risk management rests with the board of directors, executive committee and other officers. The risks associated with the previous business model was key in taking the decision to change direction.

The execution risks associated with these radical strategic changes were a primary focus of the board. The board will continue to monitor risks resulting from these changes pro-actively, if possible. The risk process, top risks and risk appetite and tolerance would have to be re-assessed following the proposed transactions.

Principle 12: The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives.

eXtract has adopted the methodology of the IT Governance Institute and the control objectives for information and related technology (COBIT) framework to meet King IV requirements. The board has formally delegated responsibility for governing information and technology to the audit and risk committee.

Principle 13: The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen.

Compliance with, and enforcement of, the Companies Act, JSE Listings Requirements, legislation and the company's governance policies are monitored and tracked through internal monitoring and reporting systems, reviews, and internal and external audits. The group is not aware of any breaches of laws and regulations.

Principle 14: The governing body should ensure that the organisation remunerates fairly, responsibly and transparently to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.

Shareholders are referred to the Integrated report of 2016 as well as item 1 of this report for the remuneration report detailing the remuneration policy and implementation thereof. Shareholders are also referred to the revised salary structure of Messrs Halsey and Swanepoel as set out in item 1.

Principle 15: The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation's external reports.

Combined assurance

The risk appetite of executive management, the audit and risk committee and board will determine areas of strategic and business focus, which in turn determines the level of assurance considered appropriate for identified business risks and exposures. To plan and coordinate assurance, eXtract has appointed BDO Advisory Services Proprietary Limited to oversee the designed and implementation of a combined assurance framework, to cover its significant risks and that these enable an effective control environment.

Internal audit

Internal audit is an independent appraisal function that examines and evaluates the activities and appropriateness of our systems of internal control, risk management and governance. Internal audit services are provided by BDO Advisory Services Proprietary Limited. The audit and risk committee is satisfied that the internal audit plan covers areas of risk. The internal audit team attends and presents its findings to the audit and risk committee.

Review of the financial director and financial function

David Austin was appointed on 1 May 2016 as chief financial officer and resigned on 1 November 2016, following the Eqstra transaction. The audit committee reviewed his performance, experience, appropriateness and expertise of Mr Austin, and confirmed his suitability for appointment as financial director in terms of the JSE Listings Requirements in August 2016. David Chadinha was appointed chief financial officer on 1 November 2016. He was the divisional financial director of the Contract Mining division of Eqstra prior to the Eqstra transaction and the board confirmed that he was suitably qualified and experienced for the appointment. The audit committee will review his performance against targets in August 2017 following the finalisation of the year end results.

The audit committee quarterly reviewed the performance, appropriateness, experience and resourcing of the group finance functions and was satisfied with the overall adequacy and appropriateness of the function for the period under review. This position will be continuously monitored as the group scale down. The committee was further satisfied that key financial risks were addressed during the period.

TRUST, GOOD REPUTATION AND LEGITIMACY

Principle 16: In the execution of its governance role and responsibilities, the governing body should adopt a stakeholder inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time.

The board considers the legitimate interests of stakeholders in its decisions.

EMERGING MATERIAL ISSUE: ENSURING BUSINESS CONTINUITY (INFORMATION RISK, SECURITY AND GOVERNANCE).

Governance of IT

Information technology or IT is an outsourced service provider IS Solutions and managed by enX. The IT governance model has been aligned to support our revised operations in terms of contracts and service-level agreements for IT services.

Risk

Risk governance is aligned with the broader group integrated risk management framework to identify, evaluate and respond to risks associated with using IT. Risks are identified and reviewed.

Security

Improved information security governance to align to business outcomes, drive employee awareness of related risks and increase security resource capabilities.

Disaster recovery

Disaster-recovery arrangements for IT systems are in place and aligned with the requirements of the group disaster recovery policy and framework. Disaster-recovery plans are driven by a business-impact analysis that identifies critical systems, services and applications supporting business processes. These plans are tested regularly and areas for improvement are reported and actioned.