



BKB LIMITED

Incorporated in the Republic of South Africa

Registration Number: 1998/012435/06

ISIN: ZAE400000069

CTSE Share Code: 4ABKB

("BKB" or "the Company")

ODD-LOT OFFER AND DISTRIBUTION OF NOTICE TO SHAREHOLDERS

1. INTRODUCTION AND RATIONALE

- 1.1. As at 14 March 2025, BKB had approximately 656 ordinary shareholders ("**Odd-lot Holders**") each holding less than 2,000 BKB ordinary shares of no par value ("**Shares**") ("**Odd-lot Holdings**"), with their combined shareholding representing only about 0.54% of the Company's total issued share capital.
- 1.2. To reduce the ongoing administration costs associated with having a large number of Odd-lot Holders, the board of directors of the Company ("**Board**") proposes the implementation of an odd-lot offer ("**Odd-lot Offer**") to facilitate the reduction in these Odd-lot Holders in a fair manner, which will result in the repurchase by the Company of the Odd-lot Holdings from the Odd-lot Holders at the offer price, being a premium of 20% to the volume weighted average price ("**VWAP**") of a Share on the CTSE over the 90 days up to and including Friday, 14 March 2025, being R6.85 ("**Cash Consideration**").
- 1.3. The Odd-lot Offer will provide Odd-lot Holders with the ability to dispose of their Odd-lot Holdings in an inexpensive manner and grant them the opportunity to realise their investment for those Odd-lot Holders who elect to sell their Odd-lot Holdings or who make no election.

2. KEY TERMS OF THE ODD-LOT OFFER

2.1. Terms of the Odd-lot Offer

- 2.1.1. Following receipt of shareholders' approval by way the Notice (as defined below), the Odd-lot Offer will open and Odd-lot Holders must decide to either:
 - 2.1.1.1. sell their Odd-lot Holdings to BKB for the Cash Consideration; or
 - 2.1.1.2. retain their Odd-lot Holdings. If Odd-lot Holders would like to retain their Odd-lot Holdings, they must specifically make an election to do so.
- 2.2. Those Odd-lot Holders who do not make an election by 12:00 pm on the Odd-lot closing date, anticipated to be Friday, 23 May 2025 will automatically be regarded as having accepted the Odd-lot Offer and chosen to dispose of their Odd-lot Holdings to the Company for the Cash Consideration.
- 2.3. The Odd-lot Holdings to be repurchased by BKB will be delisted from the CTSE.

2.4. Transaction Cost and Tax

- 2.4.1. Save as set out in paragraph 2.4.3 below, Odd-lot Holders will not have to bear any transaction costs, and the transfer costs will be borne by BKB.
- 2.4.2. BKB, by proposing the Odd-lot Offer, is therefore making it possible for the Odd-lot Holders to sell their Odd-lot Holdings in a cost-effective manner.
- 2.4.3. The Cash Consideration payable to Odd-lot Holders will constitute a “dividend” as defined in section 1 of the Income Tax Act, No. 58 of 1962 (“**Income Tax Act**”). The Cash Consideration will give rise to a liability for dividends tax in accordance with the Income Tax Act in the event that any Odd-lot Holder does not qualify for an exemption from the dividends tax.
- 2.4.4. In the event that any Odd-lot Holder does not qualify for an exemption from the dividends tax, BKB will withhold the relevant portion from the Cash Consideration in relation to a particular Odd-lot Holder in order to make payment of such liability for dividends tax.
- 2.4.5. The implementation of the Odd-lot Offer will not result in a reduction of the contributed tax capital of the Company.
- 2.4.6. This summary of the tax considerations pertaining to the Odd-lot Offer is based on the current laws that are applicable as at Friday, 14 March 2025 (being “the Last Practicable Date”) and is subject to potential changes that may be made to such legislation subsequently, which could be retrospective.
- 2.4.7. The summary is a general guide and is not intended to constitute a complete analysis of the tax consequences of the Odd-lot Offer provisions in terms of South African tax law. It is not intended to be, nor should it be considered as legal or tax advice. BKB and its advisors cannot be held responsible for the tax consequences of the Odd-lot Offer and therefore Odd-lot Holders are advised to consult their own tax advisors in this regard.

2.5. **Condition precedent**

The implementation of the Odd-lot Offer is subject to the fulfilment of the condition precedent that the Resolutions relating to the Odd-lot Offer contained in the Notice are duly passed.

3. **DISTRIBUTION OF NOTICE IN TERMS OF SECTION 60 OF THE COMPANIES ACT**

- 3.1. Pursuant to section 65(2) of the Companies Act, No. 71 of 2008, as amended (“**Companies Act**”), the Board may propose any resolution to be considered by shareholders of the Company (“**Shareholders**”) and may determine whether that resolution will be considered at a convened shareholder meeting at which Shareholders may vote or by written consent in terms of section 60 of the Companies Act. The Board has resolved that the resolutions, as proposed in the Odd-lot Offer notice (“**Notice**”), being those resolutions set out in Part IV of the Notice, be considered by Shareholders by written consent in terms of section 60 of the Companies Act.
- 3.2. Unless otherwise indicated, capitalised words and terms contained in this announcement shall bear the same meanings ascribed thereto in the Notice.
- 3.3. Section 60 of the Companies Act provides that a resolution that could be voted on at a shareholders’ meeting may, instead, be voted on in writing by shareholders entitled to exercise voting rights in relation to the resolution, within 20 Business Days after the resolution was submitted to them.
- 3.4. Notwithstanding the aforesaid, the Resolutions could be adopted earlier as soon as the voting rights exercised in favour thereof equal the majority of all voting rights attached to all Shares in the Company, even though the abovementioned 20 Business Day period may not yet have elapsed.

- 3.5. The Notice is available in English only. Copies may be obtained during normal business hours from the registered office of the Company from Thursday, 20 March 2025 until Wednesday, 30 April 2025 (both days inclusive). A copy of the Notice will also be available on the Company's website <https://www.bkb.co.za/>.

4. SALIENT DATES AND TIMES

	2025
Last day to trade in order to be eligible to vote on the Resolutions as incorporated in the Notice	Tuesday, 11 March
Record date to determine which Shareholders are entitled to receive and vote on the Resolutions incorporated in the Notice	Friday, 14 March
Notice distributed to Shareholders on	Thursday, 20 March
Announcement regarding the distribution of the Notice released on the CTSE News Service on	Thursday, 20 March
The Voting Exercise Form must be submitted to and received by the Transfer Secretary by	Tuesday, 29 April
Finalisation announcement, including the results of the Resolutions announced on the CTSE News Service on or about	Wednesday, 30 April
Odd-lot Offer expected to open at 09:00 am on	Wednesday, 7 May
Last day to trade in order to participate in the Odd-lot Offer	Tuesday, 20 May
Shares trade "ex" the Odd-lot Offer on	Wednesday, 21 May
Forms of Election and Surrender for the Odd-lot Offer (<i>green</i>) to be received by the Transfer Secretary by 12:00 pm on	Friday, 23 May
Odd-lot Offer expected to close at 12:00 pm on	Friday, 23 May
Record date for the Odd-lot Offer (to determine which Shareholders are entitled to participate in the Odd-lot Offer) at close of business on	Friday, 23 May
Implementation of the Odd-lot Offer on	Monday, 26 May
Dematerialised Odd-lot Holders who have accepted the Odd-lot Offer or are deemed to have accepted the Odd-lot Offer will have their accounts held at their CSDP or broker credited with the Offer Price on	Monday, 26 May
Payments of the Offer Price to Certificated Odd-lot Holders who have accepted the Odd-lot Offer on	Monday, 26 May
Results of the Odd-lot Offer released on the CTSE News Service on	Monday, 26 May
Cancellation and termination of listing of BKB Shares repurchased in terms of the Odd-lot Offer expected on or about	Tuesday, 27 May

Notes

1. The above dates and times are subject to change. Any changes will be published on the CTSE News Service.
2. Shareholders should note that as transactions in BKB Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three Business Days after such trade. Therefore, Shareholders who acquire BKB Shares after close of trade on Tuesday, 11 March 2025 will not be eligible to receive and vote on the Resolutions incorporated in the Notice.
3. All times quoted in this Notice are local times in South Africa.
4. Dematerialised Odd-lot Holders are requested to notify their duly appointed CSDP or broker of their election by the cut-off time stipulated by their CSDP or broker. This will be an earlier date than the closing of the Odd-lot Offer.
5. In the case of Certificated Odd-lot Holders who accept the Odd-lot Offer or are deemed to have accepted the Odd-lot Offer, payment will be made by electronic funds transfer into the bank accounts of such Odd-lot Holders on or about

26 May 2025, if such holders' banking details have been provided in the relevant Form of Election and Surrender. Should no banking details be on record for such holders, the funds will be retained by CTSE Registry for the benefit of the Shareholders, until such time as the details have been provided to the Transfer Secretary.

6. Those Odd-lot Holders who do not make an election will automatically be regarded as having chosen and accepted the Cash Consideration.
7. Shareholders may not dematerialize or rematerialize their Shares after the last day to trade, being Tuesday, 20 May 2025 to the Odd-lot Offer Record Date, being Friday, 23 May 2025, both dates inclusive.

Gqeberha

20 March 2025

CTSE External Issuer Agent:



Legal Advisor

