

CORONATION FUND MANAGERS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1973/009318/06)
Share code: CML
ISIN: ZAE000047353
LEI: 3789001BC9A294E6FF77
("Coronation" or "the Company")



PROPOSED ODD-LOT OFFER AND SPECIFIC OFFER, DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

1. Introduction and rationale for the Odd-lot Offer and Specific Offer

- 1.1 Coronation has decided to proceed with the implementation of an odd-lot offer to ordinary shareholders that hold less than 100 (one hundred) ordinary shares ("**Odd-lot Holders**") of no par value in the Company ("**Odd-lot Holdings**") and a specific offer to ordinary shareholders holding 100 (one hundred) shares or more but equal to or less than 500 (five hundred) shares ("**Specific Holders**") of no par value in the Company ("**Specific Holdings**"), collectively referred to as "**the Offers**" in order to (i) provide Odd-lot Holders and Specific Holders with an opportunity to realise the value of their investment without incurring dealing charges which might otherwise make it impractical to sell their holding, and to provide liquidity for those Odd-lot Holders and Specific Holders who elect not to retain their Odd-lot Holdings and Specific Holdings and; (ii) to reduce the costs and complexity of a large shareholder base.
- 1.2 In this regard, as at Friday, 9 February 2024, there were a total of 4 005 Odd-lot Holders on the share register of the Company, comprising 22% of the total number of ordinary shareholders ("**Coronation Shareholders**" or "**Shareholders**") in the Company and a total of 6 856 Specific Holders, comprising 15% of the total number of Shareholders in the Company. Conversely, the total number of Coronation ordinary shares ("**Shares**") held by Odd-lot Holders compromise 83 349 Shares representing only 0.02% of the total issued Shares of Coronation and the total number of Shares held by Specific Holders compromise 836 970 Shares representing only 0.24% of the total issued Shares of Coronation. Therefore, a disproportionate amount of the administrative time and costs associated with the Shareholder base are incurred with respect to Shareholders that hold less than 0.26% of total Shares in issue.
- 1.3 In terms of the Offers, Coronation will, subject to shareholder approval, repurchase the Odd-lot Holdings and Specific Holdings from the Odd-lot Holders and Specific Holders at a 10% premium to the 30-day volume weighted average price ("**VWAP**") of a Share at the close of business on the business day immediately prior to the finalisation date, which is envisaged to be on Tuesday, 9 April 2024 ("**Offer Price**").
- 1.4 Shareholders are hereby advised that a circular ("**Circular**"), detailing the proposed Offers, will be distributed to Shareholders today, 27 February 2024.
- 1.5 Unless otherwise defined herein, capitalised words and terms contained in this announcement shall bear the meanings ascribed thereto in the Circular.

2. Details of the Offers

- 2.1. Offer Price
- 2.1.1. The Offer Price for both the Odd-lot Offer and the Specific Offer will be at a premium of 10% to the 30-day VWAP of a Share at the close of business on the Business Day immediately prior to the Finalisation Date.
- 2.1.2. The Offer Consideration will constitute a "dividend" as defined in section 1 of the Income Tax Act. The Offer Consideration will give rise to a liability for dividends tax in accordance with the Income Tax Act in the event that any Odd-lot Holders or Specific Holders do not qualify for an exemption from the dividends tax. Shareholders are advised to consult their own tax and/or other professional advisors regarding taxation implications arising out of the acceptance of the Odd-lot Offer and the Specific Offer.

2.2. Condition precedent to the Offers

2.2.1. The implementation of the Odd-lot Offer is subject to the fulfilment of the condition precedent that special resolution number 1 and ordinary resolution number 1 as contained in the Notice of General Meeting attached to and forming part of the Circular are duly passed.

2.2.2. The implementation of the Specific Offer is subject to the fulfilment of the condition precedent that special resolution number 2 as contained in the Notice of General Meeting attached to and forming part of this Circular is duly passed.

2.3. Terms of the Offers

2.3.1. Odd-lot Holders and Specific Holders on the Record Date for the Offers, will be eligible to participate in the Offers.

2.3.2. The Offers are not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of the national securities exchanges of a Restricted Jurisdiction and the Offers cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, neither copies of the Circular nor any related documentation are being or may be mailed or otherwise distributed or sent in or into or from a Restricted Jurisdiction, and if received in any Restricted Jurisdiction, the Circular should be treated as being received for information purposes only.

2.3.3. The information contained in the Circular does not constitute a distribution, an offer to sell or the solicitation of an offer to buy any Shares in any jurisdiction in which such distribution or offer is not authorised. In particular, the information in the Circular is not for distribution and does not constitute an offer to sell or the solicitation of any offer to buy any Coronation securities in the United States of America or to or for the benefit of any person as such term is defined under the United States Securities Act of 1933, as amended.

2.3.4. The Offer Consideration to be paid for each Share pursuant to the Odd-lot Offer and the Specific Offer will be the Offer Price. The Offer Consideration will be paid to those Odd-lot Holders and Specific Holders, at the Offer Price, who have elected to sell their Odd-lot Holdings and Specific Holdings, and to those Odd-lot Holders who have failed to submit a valid election to sell or to retain their Odd-lot Holdings in accordance with the instructions in the Circular.

2.3.5. The Shares repurchased in terms of the Odd-lot Offer and the Specific Offer will be cancelled, delisted and reinstated as authorised but unissued Shares.

2.4. Mechanism of the Offers

2.4.1. Following the General Meeting, and provided the Shareholders approve the Resolutions required to implement the Odd-lot Offer and the Specific Offer, Coronation will proceed with implementing the Odd-lot Offer and the Specific Offer.

2.4.2. In terms of the Odd-lot Offer, the Odd-lot Holders will be able to:

2.4.2.1. have their Odd-lot Holdings repurchased by Coronation at the Offer Price if they decide to sell their Odd-lot Holdings; or

2.4.2.2. retain their Odd-lot Holdings if they decide to retain their Odd-lot Holdings.

2.4.3. Certificated Odd-lot Holders who wish to retain their Shares must specifically elect to do so by timeously submitting a Form of Election and Surrender (grey) which specifies such election. Odd-lot Holders who do not make an election or who do not return their Form of Election and Surrender (grey) timeously to the Transfer Secretaries will automatically be deemed to have accepted the Odd-lot Offer and shall be deemed to have agreed to dispose of their Odd-lot Holding to Coronation at the Offer Price and to receive the Offer Consideration.

2.4.4. In the case of certificated Specific Holders, Coronation is extending a Specific Offer to acquire their entire shareholding for the Offer Consideration. In order for Specific Holders to participate in the Specific Offer and dispose of their Specific Offer Shares to Coronation for the Offer Price, Specific Holders are required to timeously return their Form of Election and Surrender (pink) specifying their acceptance of the Specific Offer. Those Specific Holders who do not make an election by timeously returning their Form of Election and Surrender (pink), will be deemed to

have rejected the Specific Offer and will retain their shareholding in Coronation.

2.4.5. In the case of Dematerialised Shareholders your Broker or CSDP are obliged to contact you in the manner stipulated in the Custody Agreement concluded between you and your Broker or CSDP to ascertain what choice you wish to make in terms of the Offers and thereafter to advise the Transfer Secretaries of such choice. If you have not been contacted, you should contact your Broker or CSDP and furnish your Broker or CSDP with your instructions relating to your choice. If your Broker or CSDP does not obtain instructions from you regarding your choice, it will be obliged to act in accordance with the provisions contained in the Custody Agreement concluded between you and your Broker or CSDP.

2.5. Transaction costs for Odd-lot Holders and Specific Holders

2.5.1. Shareholders eligible to participate in the Odd-lot Offer and/or the Specific Offer will not bear any transaction costs.

2.5.2. Securities transfer tax, if any, will be paid by Coronation at a rate of 0.25% calculated on the taxable amount as determined in section 5(1)(a) of the Securities Transfer Act No. 25 of 2007.

2.5.3. The Odd-lot Offer and Specific Offer may be subject to tax in the relevant jurisdiction of the Odd-lot Holder or Specific Holder arising from the disposal of the Odd-lot Holdings or the Specific Holdings by the Odd-lot Holders or Specific Holders who make an election to sell their Odd-lot Holdings or Specific Holdings to Coronation or Odd-lot Holders who do not make an election or who do not return their Form of Election and Surrender (grey) timeously to the Transfer Secretaries. Shareholders should, however, seek their own tax and/or other professional advice regarding the taxation implications of the Odd-lot Offer or the Specific Offer.

2.6. Additional provisions in respect of the Offers

2.6.1. Coronation will be entitled to refuse to implement the repurchase of Shares pursuant to the Offers in respect of any Odd-lot Holder or Specific Holder whom Coronation reasonably believes has only become an Odd-lot Holder or Specific Holder to take advantage of the Offers, and such Odd-lot Holder or Specific Holder will have no claim against Coronation arising out of or in connection with such refusal.

2.6.2. The Directors, in their discretion, reserve the right to withdraw either Offer in respect of any Shareholder at any time prior to the publication of a finalisation announcement on SENS.

2.6.3. Coronation will not convene the General Meeting to obtain the required shareholders' approval to undertake the Odd-lot Offer during a prohibited period as defined in the JSE Listings Requirements. Subject to Shareholders approving the Resolutions, the implementation of the Odd-lot Offer will take place in a prohibited period (given that Coronation will be in a closed period from 1 April 2024 until the publication of its financial results for the interim period ended 31 March 2024) as permitted by the JSE Listings Requirements.

2.6.4. The MOI allows for the Odd-lot Offer to be undertaken by the Company in terms of the JSE Listings Requirements.

3. Distribution of Circular and Notice of General Meeting

3.1. The Circular distributed today also incorporates a notice convening a general meeting of shareholders ("**General Meeting**") for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions contained therein.

3.2. Shareholders can also obtain copies of the Circular as follows:

3.2.1. by accessing an electronic copy of the Circular on the company's website available at <https://www.coronation.com/globalassets/repository/shareholder-information/corporate-action/Coronation-odd-lot-offer-and-specific-repurchase-of-shares.pdf>; and

3.2.2. by contacting the Company Secretary, at nhawa@coronation.com to request an electronic copy of the Circular or to make reasonable alternative arrangements to obtain a copy.

3.3. Accordingly, notice is hereby given that the General Meeting will be held electronically at 10:00 on

Wednesday, 27 March 2024, for the purposes of considering and, if deemed fit, passing, with or without modification, the Resolutions contained in the Notice of General Meeting, to approve and implement the Offers.

4. Salient dates and times

The salient dates and times relating to the General Meeting and the Offers are set out below:

2024

Record date to receive this Circular and Notice of the General Meeting forming part thereof	Friday, 16 February
Publication of declaration announcement, distribution of Circular and Notice of General Meeting on SENS on	Tuesday, 27 February
Circular, incorporating Notice of General Meeting, Form of Proxy (blue) and Forms of Election and Surrender posted to Shareholders on	Tuesday, 27 February
Last day to trade Shares in order to be recorded in the Register on the Record Date to Vote on	Monday, 18 March
Record Date to Vote (being the record date for a Shareholder to be registered in the Register in order to be eligible to attend, participate and vote at the General Meeting), by close of trade on	Friday, 22 March
For administrative reasons, Forms of Proxy (blue) in respect of the General Meeting to be lodged at the Transfer Secretaries by 10:00 on	Monday, 25 March
Forms of Proxy (blue) not lodged with the Transfer Secretaries to be emailed to the Transfer Secretaries at proxy@computershare.co.za (who will provide same to the chairman of the General Meeting) at any time before the appointed proxy exercises any Shareholder rights at the General Meeting on	Wednesday, 27 March
General Meeting held at 10:00 on	Wednesday, 27 March
Results of the General Meeting announced on SENS on	Wednesday, 27 March
If the Resolutions are passed, Offers open at 09:00	Thursday, 28 March
Finalisation announcement (including final Offer Price) in respect of Offers by 11:00	Tuesday, 9 April
Last day to trade to participate in the Offers	Tuesday, 16 April
Shares commence trading ex the Offers	Wednesday, 17 April
Forms of Election and Surrender to be received by the Transfer Secretaries by 12:00	Friday, 19 April
Offers closes at 12:00	Friday, 19 April
Record Date for the Offers	Friday, 19 April
Payment of Offer Consideration to Certificated Holders who have accepted the Offers or who have made no election	Monday, 22 April
Dematerialised Holders who have accepted the Offers or who have made no election as to the Odd-lot Offer will have their accounts at their CSDP or Broker credited with the Consideration	Monday, 22 April

Results of Offers released on SENS

Monday, 22 April

Results of the Offers published in the South African press on or about

Tuesday, 23 April

Delisting and cancellation of Shares repurchased in terms of the Offers on or about

Friday, 26 April

Notes:

1. All times referred to in this Circular are local times in South Africa and are subject to change.
2. Any variation of the above dates and times will be approved by the JSE and released on SENS.
3. Shareholders should note that, as transactions in Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three Business Days after such trade. Therefore, persons who acquire Shares after the last day to trade in order to be recorded in the Register on the Record Date to Vote, being Monday, 18 March 2024, will not be able to vote at the General Meeting.
4. Dematerialised Shareholders, other than those with Own-name Registration, must provide their CSDP or Broker with their instructions for voting at the General Meeting by the cut-off time and date stipulated by their CSDP or Broker in terms of their respective Custody Agreements between them and their CSDP or Broker.
5. Forms of Proxy (blue) are to be lodged with Transfer Secretaries, for administrative purposes only, by no later than 10:00 on Monday, 25 March 2024. Alternatively, Forms of Proxy (blue) may be emailed to the Transfer Secretaries at proxy@computershare.co.za (who will provide same to the chairman of the General Meeting) at any time before the appointed proxy exercises any Shareholder rights at the General Meeting.
6. If the General Meeting is adjourned or postponed, Forms of Proxy (blue) submitted for the initial General Meeting will remain valid in respect of any such adjournment or postponement.
7. Shareholders may not dematerialise or rematerialise their Shares between the last day to trade to participate in the Offers and the Record Date for the Offers.

Cape Town
27 February 2024

Corporate Advisor and Sponsor
Valeo Capital (Pty) Limited

 Valeo Capital