

## **PROCEDURE FOR TRANSACTING IN ATTERBURY INVESTMENT HOLDINGS SHARES**

### **1. PURPOSE**

This procedure is intended to give guidance on Over-the-Counter share trading to prospective purchasers and sellers of Atterbury Investment Holdings Limited (“Atterbury IH”) shares. The process adheres to the requirements of the FICA Act and internal controls.

### **2. SCOPE**

The procedure addresses two distinct phases:

Firstly, a purchaser or seller needs to register with the share trading desk; and

Secondly, a transaction between a willing purchaser and seller needs to be formally completed.

This procedure does not assist the prospective investor in deciding on a suitable price for the transaction. Shareholders and investors are directed to the remainder of the Investors Pack where information about the company and recent share trading is provided.

### **3. RELEVANT PERSONNEL**

Atterbury IH is administered by a Compliance team headed by Talana Smith as the company secretary and Suraya le Goby as the Compliance Officer. The Compliance Team can be contacted on Tel +(27 12) 471 1600 or fax +(27 12) 471 1646 or [suraya@atterbury.co.za](mailto:suraya@atterbury.co.za).

### **4. PROCEDURE FOR REGISTERING A SALE OR PURCHASE OF SHARES**

The possible buyer or seller of Atterbury IH shares should follow the following process:

- Decide on the value of the transaction to be offered and at which share price the offer should be made taking guidance from the most recent Share Trade Summary and the Nett Asset Value (“NAV”) of the Atterbury IH Shares.
- If acquiring shares, decide in which legal entity the shares are to be acquired (taking cognisance of the fact that certain entities, particularly Trusts, take time to establish);
- Send an e-mail to [share@atterbury.co.za](mailto:share@atterbury.co.za) or fax +(27 12) 471 1646 – Attention Suraya - stating whether you are a purchaser or seller, the financial value of the offer, share price and the entity with an e-mail, mobile phone and fax particulars.
- The Compliance Team will register your interest in a database and will revert back to the seller and purchaser if there is a match.
- Once a suitable or near suitable match is identified, the parties will be contacted and final agreement will be reached between them.
- An e-mail (or fax if e-mail is not available) will be sent by the Compliance Team to both purchaser and seller, informing them of the number of shares to be traded, the share price, and the exact value due to the seller.
- The purchaser will be informed of the administration fee and Securities Transfer Tax (“STT’s”) (also known as stamp duty) payable. STT is payable to SARS equal to an amount of 0.25% of the market value of the shares acquired. The stamp duty amount will be specified.

A positive outcome would imply that both the purchaser and seller have received a written confirmation of the intended transaction from the Compliance Team. The next step would be to complete the transaction as detailed in the next section.

Should an immediate match not be found, the request will remain in the database until a suitable willing and able buyer and seller are found.

## 5. PROCEDURE FOR COMPLETING A TRANSACTION

After receiving confirmation of a transaction from the Compliance Team:

- A purchaser must finally decide in which capacity/legal entity the transaction should be completed, and send the appropriate information to the Compliance Team. The following documentation is required for the different legal entities/bodies-
  - **Personal Capacity** – certified copy of Identity Document and proof of physical address (preferably Rates and Taxes account not older than 3 months)
  - **Trust** – Certified copy of the Trust Deed and a Letters of Authority, resolution authorising Trustee to act on behalf of the Trust.
  - **Close Corporation** – CK1 or latest CK2.
  - **Company** – hereunder is a list of the forms required under the old and new Companies Act;

Old Act	New Act	Description of Document
CM1	Letter of Registration	Certificate of Incorporation
CM9	CoR 15.1	Certificate of Change of Name
CM22	CoR 21.1	Registered Office address
CM29 (latest)	CoR39 (latest)	Details of Directors
		Resolution from directors authorising the transaction.
CM46	Letter of Registration	Certificate to Commence Business
CM44	MOI	Memorandum and Articles of Association

- The Compliance Team will contact the parties in order to assist them in preparing the following documentation;
  - A sale of share agreement, to be signed by both parties; and
  - A CM42 (transfer of Shares), to be signed by both parties.
- The purchaser shall make the following payments;
  - Stamp duty plus the transaction fee payable to Atterbury Investment Holdings Limited at Nedbank Limited, Account Number 1497014948, Branch Code 149745.
  - Purchase price is payable to the Seller (bank details to be obtained from the Sale of Shares agreement).
- Once all funds have been settled, the Compliance Team will complete the process by executing the following steps:
  - Cancel the original share certificate from the Seller. PLEASE NOTE: this step can only be performed if the Compliance Team is in possession of the original Share

Certificate. IF the Seller had insisted on keeping the original and lost the Share Certificate, a sworn affidavit to that effect must accompany the signed CM42. The company shareholder data base is updated with details of the new shareholder.

- The Board of Directors' approval of the transfer of shares.
  - On approval of the transaction, a new share certificate is issued for the balance of shares in the event that the Seller did not dispose of all its shares;
  - The Compliance team will simultaneously make a scan of each of the Original Share Certificate(s). The Company Secretary of Atterbury IH prefers to retain the original Share Certificates and will forward a scanned version thereof to the shareholder.
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- Once all original documents have been files and scanned share certificates distributed, the process is complete.