



CA Sales Holdings Limited

(Incorporated in the Republic of South Africa)

(Registration number 2011/143100/06)

4AX share code: CAS ISIN: ZAE400000036

("CA Sales" or "the Company")

Formal Notice:

**LISTING BY WAY OF INTRODUCTION OF CA SALES ON 4 AFRICA EXCHANGE
PROPRIETARY LIMITED**

Not for publication, distribution and/or release, in whole or in part, directly or indirectly, in any jurisdiction outside of the Republic of South Africa, or any jurisdiction where it may be unlawful to publish, distribute this and/or release Formal Notice.

1. INTRODUCTION

- 1.1. An application has been made by CA Sales to 4 Africa Exchange Proprietary Limited ("4AX") for the listing by way of introduction (the "**Listing**") of its entire issued ordinary share capital on the securities exchange operated by 4AX (the "**Application**").
- 1.2. This Formal Notice contains extracts from the Pre-Listing Statement to be issued on 7 November 2017 ("**PLS**") and as such is not intended to be comprehensive. For a full appreciation of the Company and the Listing, the PLS should be read in its entirety in conjunction with this Formal Notice.

THIS FORMAL NOTICE IS NOT AN INVITATION OR OFFER TO THE PUBLIC TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR SHARES IN CA SALES.

- 1.3. *Save to the extent specifically stated otherwise herein, capitalised terms in this Formal Notice shall bear the corresponding meanings as ascribed to those terms in the PLS.*
- 1.4. The Listing of CA Sales on 4AX will be implemented as a new listing by way of introduction of the Company's entire issued ordinary share capital. It is not CA Sales' intention to raise capital as part of the Listing.

2. GENERAL OVERVIEW OF CA SALES

- 2.1. CA Sales is the parent company of businesses that operate in sub-Saharan Africa. It operates within the FMCG industry and delivers services to blue chip manufacturers, both locally and internationally. Its service offering includes selling, merchandising, warehousing, distribution, debtors administration, marketing & promotions, point of sale warehousing and training. The group has offices and facilities in all the main centres throughout Botswana, Swaziland, Namibia, South Africa, Lesotho, Zimbabwe, Zambia and Mozambique.
- 2.2. The portfolio of principals represented, as mentioned above, covers all categories of consumer products namely food, homecare, personal care, consumer durables, snacks and confectionary,

paper products, beverages, pet care, alcoholic beverages, frozen food, ice cream, tobacco products and accessories.

- 2.3. The major principals represented include Tiger Brands, Unilever SA, Nestle, Kellogg's, Nampak, Aspen, Rhodes Food Group, Colgate Palmolive, Pioneer Foods, Reckitt Benckiser, Pepsico, Diageo, Heineken, Kimberly Clark, Mondelez, South African Breweries, Distell, JTI, Amka and Philips.
- 2.4. Relationships with principals have existed for many years and are seen as strategic in the expansion imperative of growing CA Sales' representation in sub-Saharan Africa.

3. BOARD OF DIRECTORS OF CA SALES

Full details of the Board of Directors of CA Sales appear in paragraph 10 of the PLS.

4. RATIONALE FOR THE LISTING

CA Sales' rationale for the Listing is:

- to allow CA Sales access to capital markets in order to raise equity capital in future, when required;
- to provide shareholders with a liquid, tradable asset within a regulated environment, with a market-determined share price;
- to give the general public an opportunity to acquire an equity stake in CA Sales and thereby share in its potential success in the future;
- to enhance CA Sales' ability to implement acquisitions and other transactions, involving the issuing shares as consideration;
- to raise CA Sales' profile, as a leading FMCG service provider, in the markets where it is most active; and
- to incentivise employees and align their interests with those of shareholders through the allocation of options for listed shares.

5. SECURITIES FOR WHICH LISTING ON 4AX IS SOUGHT

- 5.1. The Shares to be listed comprise 405 400 800 (four hundred and five million four hundred thousand eight hundred) Shares of approximately R4.48 (four rand and forty eight cents) each.
- 5.2. All Shares to be listed shall rank *pari passu* with each other in all respects, including in respect of voting rights and distributions.
- 5.3. The dealings in the Shares are expected to commence on 7 November 2017.

6. LISTING ON 4AX

- 6.1. 4AX brings to the market an efficient and alternative regulatory model which reduces regulatory costs and inefficiencies, but promotes and adheres to the highly regarded financial regulatory standards in South Africa.
- 6.2. The unique features of 4AX include the following:
 - 6.2.1. clear and transparent listing requirements for equities which have been uniquely designed to introduce new types of listings and facilitate much needed growth in the mid-market sector;
 - 6.2.2. a unique exchange infrastructure in South Africa (based on international best practice) by introducing a central independent register of beneficial ownership (housed within the 4AX Registry);

- 6.2.3. designed to meet the needs of retail investors whilst remaining attractive to institutional investors through the removal of some key barriers to investing for retail investors; and
- 6.2.4. modern, scalable technology design and infrastructure to reduce cost and increase efficiency.

7. DOCUMENTS AVAILABLE FOR INSPECTION

- 7.1. The PLS, this Formal Notice and documents detailed in paragraph 21 of the PLS are available for inspection during normal office hours from the date hereof until 22 November 2017, at the registered offices of CA Sales and CA Sales' Issuer Agent, PSG Capital at: 2nd Floor, Building 3, 11 Alice Lane, Sandown, Sandton, 2196, South Africa and at 1st Floor, Ou Kollege Building, 35 Kerk Street, Stellenbosch, 7599, South Africa.
- 7.2. The PLS will also be made available for download from the websites of CA Sales' (www.casholdings.co.za) and 4AX (www.4ax.co.za) with effect from 7 November 2017.

8. ISSUER AGENT

CA Sales has appointed PSG Capital as Corporate and Transaction Advisor and Issuer Agent for the Listing, with its registered address at 1st Floor, Ou Kollege Building, 35 Kerk Street, Stellenbosch, 7599, South Africa (www.psgcapital.com).

BY ORDER OF THE BOARD OF DIRECTORS OF CA SALES HOLDINGS

7 November 2017

ISSUER AGENT
PSG Capital

COMPANY SECRETARY
Frans Reichert