



**iHEALTHCARE GROUP LIMITED**  
(formerly *Caelum Caeruleum Trading Proprietary Limited*)  
(Incorporated in the Republic of South Africa)  
Registration Number: 2011/009651/06  
4AX Share Code: 4AIHG  
ISIN: ZAE400000085

(“iHealthcare” or “the Company”)

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**NOTICE TO SHAREHOLDERS IN TERMS OF SECTION 45(5) OF THE COMPANIES ACT, NO 71 OF 2008,  
AS AMENDED OF RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS AUTHORISING THE  
COMPANY TO PROVIDE FINANCIAL ASSISTANCE TO RELATED COMPANIES AND ENTITIES**

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1. Shareholders of iHealthcare (“**Shareholders**”) are reminded that, at the annual general meeting of Shareholders of the Company held on 10 October 2019 (“the **AGM**”), special resolution numbers 6 and 7 (being the general authorising resolutions for the Company to provide financial assistance to related and/or inter-related persons as contemplated in terms of sections 44 and 45 of the Companies Act, No 71 of 2008, as amended (“**Companies Act**”)), was duly passed by the requisite majority of votes exercised by Shareholders present in person or represented by proxy at the AGM (“**Inter-company Financial Assistance Authority**”).
2. Pursuant to the granting of the Inter-company Financial Assistance Authority and in accordance with section 45(5)(a) of the Companies Act, notice is hereby given to Shareholders that the board of directors of the Company (“the **Board**”) has formally resolved on 08 July 2020 (“**Board Resolution**”), for the Company to grant financial assistance to IsoClear Proprietary Limited, IsoProp Proprietary Limited and IsoOps Proprietary Limited, being wholly-owned subsidiaries of the Company, for working capital purposes as well as a long term incentive due and payable. Shareholders should note that the aforementioned financial assistance will, in aggregate, exceed one-tenth of one percent of the Company’s net worth at the date of adoption of the Board Resolution.
3. In accordance with section 45(3)(b) of the Companies Act, the Board is satisfied that:
  - 3.1. immediately after providing the financial assistance referred to in paragraph 2 above, the Company would satisfy the solvency and liquidity test as set out in section 4 of the Companies Act; and
  - 3.2. the terms under which the financial assistance is proposed to be given under the Board Resolution are fair and reasonable to the Company.

Pretoria  
03 August 2020

**4AX EXTERNAL ISSUER AGENT:**  
Pallidus Capital Proprietary Limited