

NOTICE OF ANNUAL GENERAL MEETING

CASHBUILD LIMITED

(Incorporated in the Republic of South Africa)
REG NO. 1986/001503/06 • ISIN: ZAE000028320 • JSE code: CSB
("Cashbuild" or "the Company")

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF MEMBERS OF CASHBUILD WILL BE HELD IN THE CASHBUILD BOARDROOM, CORNER NORTHERN PARKWAY AND CROWNWOOD ROAD, ORMONDE, JOHANNESBURG ON MONDAY, 30 NOVEMBER 2015 AT 10:00 FOR THE PURPOSES OF CONSIDERING AND, IF DEEMED FIT, PASSING WITH OR WITHOUT MODIFICATION, THE RESOLUTIONS SET OUT BELOW:

1. **Ordinary Resolution number one (Auditor's report)**

"RESOLVED THAT the auditor's report be taken as read."

2. **Ordinary Resolution number two (Adoption of Annual Financial Statements)**

"RESOLVED THAT the Annual Financial Statements of the Company and the Group for the financial year ended 30 June 2015, together with the Directors' Report, Audit and Risk Committee Report and the Independent Auditor's Report be adopted."

NOTE: PROCEDURE FOR THE APPOINTMENT OF DIRECTORS

In terms of section 68(2) of the Companies Act, 71 of 2008, the directors shall be individually appointed by the shareholders in general meeting.

3. **Ordinary Resolution number three (Re-election of director: D MASSON)**

"RESOLVED THAT Mr D Masson who has served as Chairman of the Cashbuild Board since 22 June 1988 and who retires by rotation and, being eligible, be re-elected as a director of the Company."

Qualifications: ACIS

Directorships: Mr Masson's current appointments include:

- Bidvest Group;
- McCarthy; and
- Valley Irrigation of Southern Africa.

His current Cashbuild related appointments include:

- Director of Cashbuild Management Services (Pty) Ltd;
- Director of Cashbuild (South Africa) (Pty) Ltd;
- Trustee of the Cashbuild Share Incentive Trust;
- Member of the Cashbuild Remuneration Committee; and
- Member of the Cashbuild Nomination Committee.

4. **Ordinary Resolution number four (Re-election of director: NV SIMAMANE)**

"RESOLVED THAT MS NV SIMAMANE who became a director on 1 September 2004 and who retires by rotation and, being eligible, be re-elected as a director of the Company."

Qualifications: BSc (Hons) (Botswana and Swaziland)

Work experience: Ms Simanane's work experience includes:

- Marketing Manager (Unilever); and
- Marketing director (British American Tobacco).

Directorships: Ms Simamane's current appointments include:

- Foschini;
- Oceana; and
- Zanusi Marketing Consultants.

Top Businesswoman of the Year: 2009 National Business Awards

Member of the Cashbuild Audit and Risk Management Committee and Chairman of the Social and Ethics Committee.



NOTICE OF ANNUAL GENERAL MEETING

(CONTINUED)

5. Ordinary Resolution number five (Re-appointment of auditor)

Following the Audit and Risk Committee being satisfied as to the auditors' independence, to re-appoint PricewaterhouseCoopers Inc. as the auditor for the current financial year ending 30 June 2016. The responsible audit partner is Mr I Buys.

Audit fees

In terms of section 94(7)(b) of the Companies Act, the Audit and Risk Management Committee is responsible for determining the audit fees and the auditor's terms of appointment.

6. Ordinary Resolutions numbers six, seven and eight (Appointment of Audit and Risk Management Committee members)

Section 94 of the Companies Act requires each Annual General Meeting of a public company to elect an Audit Committee comprising at least three members.

It is accordingly proposed that the following directors should be elected to serve as members of the Audit and Risk Management Committee by separate resolutions:

6.1 Ordinary Resolution number six

"RESOLVED THAT Ms NV Simamane be appointed as a member of the Audit and Risk Committee."

6.2 Ordinary Resolution number seven

"RESOLVED THAT Dr DSS Lushaba be appointed as a member of the Audit and Risk Committee."

6.3 Ordinary Resolution number eight

"RESOLVED THAT Ms HH Hickey be appointed as a member of the Audit and Risk Committee."

7. Ordinary Resolution number nine (non-binding advisory vote on the Company's remuneration policy)

"RESOLVED THAT, through a non-binding advisory vote, the Company's remuneration policy as set out on page 36 of the Integrated Report is endorsed."

8. Special Resolution number one (Approval of the Cashbuild Limited Forfeitable Share Plan 2015)

"RESOLVED THAT, the Cashbuild Limited Forfeitable Share Plan 2015 ("FSP"), the salient features of which are summarised in Annexure 1 to the notice of Annual General Meeting, is hereby approved and that the directors of the Company are authorised to implement and give effect to all of the provisions of the FSP"

Additional information in respect of Special Resolution number one

In line with local and global best practice, the Company intends to adopt a new share plan, namely the FSP, for executives and senior management.

This Special Resolution number one is required in terms of the JSE Listings Requirements to be passed by achieving a 75% majority of the votes exercised on such resolution by shareholders present or represented by proxy at the Annual General Meeting. Shares held as treasury shares and shares held by a share trust or scheme will not have their votes taken into account for purposes of this resolution.

Documents available for inspection

Copies of the following documents will be available for inspection at the registered offices of the Company at 101 Northern Parkway, Ormonde, Johannesburg, South Africa during normal business hours (excluding Saturdays, Sundays and public holidays) from the date of this notice up to and including the date of the Annual General Meeting on 30 November 2015:

- a signed copy of this notice (including Annexure 1 which summarises the salient features of the FSP), as approved by the JSE;
- the rules of the FSP; and
- the MOI of Cashbuild.

NOTICE OF ANNUAL GENERAL MEETING

(CONTINUED)

9. Special Resolution number two (Authority to implement FSP 2015)

"RESOLVED THAT, subject to approval of Special Resolution number one, to, in terms of sections 39 and 41 of the Companies Act, 71 of 2008, authorise the board of directors of the Company, from time-to-time:

9.1 To issue awards;

9.2 To issue shares pursuant to the settlement of awards; in terms of the FSP for executive directors and senior managers."

10. Special Resolution number three (Specific repurchase from the Cashbuild Empowerment Trust)

RESOLVED THAT, subject to the execution of the repurchase of shares agreement ("the Repurchase of Shares Agreement") between the Company and the Cashbuild Empowerment Trust ("the Trust"), the Company be and is hereby authorised to repurchase 200 000 (two hundred thousand) ordinary shares in the Company from the Trust in accordance with the provisions of section 48 of the Companies Act, 2008, upon the terms and subject to the conditions set out in the Repurchase of Shares Agreement, which shares shall be cancelled and restored to the status of authorised but unissued shares in the Company.

The reason for Special Resolution number three is for the Company to repurchase 200 000 (two hundred thousand) ordinary shares in the Company held by the Trust in accordance with section 48 of the Companies Act, 2008.

In order for the Special Resolution number three to be passed the support of at least 75% (seventy-five per cent) of the voting rights exercised on the resolution by the shareholders, either present in person, or represented by proxy, at the annual general meeting is required. The Trust will be excluded from voting on the special Resolution number three.

Shareholders are referred to Annexure 2 which provides further detail on the specific repurchase from the Trust.

11. Special Resolution number four (Remuneration of non-executive directors)

"RESOLVED THAT the remuneration for the non-executive directors, for the period 1 July 2015 to 30 June 2016, as set out below is approved."

		Rand	Payable
Annual retainer	Chairman	235 000	Annually
	Director	147 000	Annually
Board and strategy meetings	Chairman	40 000	Each meeting
	Director	21 000	Each meeting
Audit and Risk Management Committee meetings	Chairman	16 000	Each meeting
	Director	13 000	Each meeting
All other meetings	Chairman	14 000	Each meeting
	Director	11 000	Each meeting

The percentage of voting rights that will be required for this special resolution to be adopted is 75% of the votes exercised on this special resolution.

12. Special Resolution number five (Financial assistance in terms of section 45 of the Companies Act)

"RESOLVED THAT, in accordance with section 45 of the Companies Act, the Board be and is hereby authorised, by way of a general authority to, at any time and from time to time during the period of two years commencing on the date of this special resolution, provide any direct or indirect financial assistance (as contemplated in section 45(1) of the Companies Act) in any form or amount to any company which is related or inter-related to the Company (from time to time and for the time being), as defined in the Companies Act, on such terms and conditions as the Board may determine."

Explanatory note in respect of Special Resolution number five

Special Resolution number five is required in order to authorise financial assistance by the Company to other Group companies. In terms of section 45 of the Companies Act, the directors of the Company may not authorise the Company to provide financial assistance by way of loans, guarantees, the provision of security or otherwise, to any company which is related or inter-related to Cashbuild, i.e. its subsidiaries, unless such financial assistance is pursuant to a special resolution of shareholders. This Special Resolution does not authorise the provision of financial assistance to a director or prescribed officer of the Company.

In terms of the treasury management function and policies of the Group, Cashbuild is required, from time to time, to provide financial assistance to other entities within the Group to ensure that these entities maintain appropriate liquidity levels.



NOTICE OF ANNUAL GENERAL MEETING

(CONTINUED)

The authorisation of any such financial assistance will be, and remain, subject to the Board being satisfied that immediately after granting financial assistance, the Company will satisfy the solvency and liquidity test set out in the Companies Act and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

In accordance with section 45(5) of the Companies Act, the Board gives notice to shareholders of its intention to propose a resolution authorising the Company to provide financial assistance to certain related and/or inter-related companies, which Board resolution will take effect on the passing of Special Resolution number five set out above.

The percentage of voting rights that will be required for this special resolution to be adopted is 75% of the votes exercised.

13. **Ordinary Resolution number ten (section 75 of the Companies Act)**

RESOLVED THAT, subject to the passing of Special Resolution number three above, in accordance with section 75(7)(b)(i) of the Companies Act, 2008 (and only to the extent required), any and all personal financial interests which any director of the Company and/or related person (including any affiliate of the Company of which any director is also a director) may have in the transactions contemplated by the Repurchase of Shares Agreement, are hereby ratified in their entirety.

In order for the Ordinary Resolution number ten to be passed the support of more than 50% (fifty per cent) of the voting rights exercised on the resolution by the shareholders, either present in person, or represented by proxy, at the annual general meeting is required.

Shareholders are referred to Annexure 2 which provides further detail on the specific repurchase from the Trust.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Quorum for all resolutions

The quorum for all resolutions is sufficient persons being present to exercise, in aggregate, at least 25% of all of the voting rights, subject to three shareholders being present at the meeting.

Record date

The record date in terms of section 59 of the Companies Act, for shareholders to be recorded on the shareholders' register of the Company, in order to be able to attend, participate and vote at the Annual General Meeting is Friday, 20 November 2015.

Electronic participation

Should any shareholder (or any proxy for a shareholder) wish to participate in the Annual General Meeting by way of electronic participation, that shareholder should make application in writing (including details as to how the shareholder or its representative (including its proxy) can be contacted) to so participate, to the transfer secretary, Computershare Investor Services Proprietary Limited, at its address below, to be received by the transfer secretary at least five business days prior to the Annual General Meeting in order for the transfer secretary to arrange for the shareholder (or its representative or proxy) to provide reasonably satisfactory identification to the transfer secretary for the purposes of section 63(1) of the Companies Act, and for the transfer secretary to provide the shareholder (or its representative) with details as to how to access any electronic participation to be provided. The Company reserves the right to elect not to provide for electronic participation at the Annual General Meeting in the event that it determines that it is not practical to do so. The costs of accessing any means of electronic participation provided by the Company will be borne by the shareholder so accessing the electronic participation.

Voting and proxies

Shareholders are reminded that:

- a shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy (or more than one proxy) to attend, participate in and vote at the Annual General Meeting in the place of the shareholder, and shareholders are referred to the attached form of proxy;
- a proxy holder need not also be a shareholder of the Company; and
- in terms of section 63(1) of the Companies Act, any person attending or participating in a meeting of shareholders must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as shareholder or as proxy for a shareholder) has been reasonably verified.

For the convenience of certificated shareholders and dematerialised shareholders with "own-name" registration, a form of proxy is attached hereto. Duly completed forms of proxy must be lodged with the transfer secretary at either of the below addresses 48 hours before the commencement of the Annual General Meeting (or any adjournment of the Annual General Meeting) or handed to the Chairman of the Annual General Meeting before the appointed proxy exercises any of the relevant shareholder's rights at the Annual General Meeting (or any adjournment of the Annual General Meeting), provided that should a shareholder lodge a form of proxy with the transfer secretary at either of the below addresses less than 48 hours before the Annual General Meeting, such shareholder will also be required to furnish a copy of such form of proxy to the Chairman of the Annual General Meeting before the appointed proxy exercises any of such shareholder's rights at the Annual General Meeting (or any adjournment of the Annual General Meeting).

Dematerialised shareholders without "own-name" registration who wish to attend the Annual General Meeting in person should request their CSDP or broker to provide them with the necessary letter of representation in terms of their custody agreement with their CSDP or broker. Dematerialised shareholders without "own-name" registration who do not wish to attend but wish to be represented at the Annual General Meeting must advise their CSDP or broker of their voting instructions. Dematerialised shareholders without "own-name" registration should contact their CSDP or broker with regard to the cut-off time for their voting instructions.

By order of the Board

CORPORATE GOVERNANCE LEADERS CC

Chartered Secretaries

Company Secretary to Cashbuild Limited

2 November 2015



NOTICE OF ANNUAL GENERAL MEETING

(CONTINUED)

Annexure 1

Special Resolution number one (Approval of the Cashbuild Limited FSP 2015)

1. INTRODUCTION AND RATIONALE

In line with local and global best practice, Cashbuild Limited ("Cashbuild", or "the Company") intends to adopt a new share incentive plan, namely the Cashbuild Limited Forfeitable Share Plan ("FSP") for executives and senior management.

The Company currently operates the Cashbuild Long-Term Share Incentive Scheme, under which the Company issues share options with a vesting period of three years. The principal rationale behind this plan is the retention of senior management personnel, rather than a reward for personal or Company performance. No further awards will be made under this plan.

2. SALIENT FEATURES OF THE FSP

2.1 Purpose

Best practice indicates a move away from the use of option-type plans only, to the use of full share plans – either alone, or in conjunction with the existing option-type plans. Full share plans, like the FSP, are less leveraged and have less upside than option-type plans, but provide more certain outcomes and mitigate the risk of unjustified windfalls.

FSP instruments therefore aid retention and support the Company's policy of retaining the talent and expertise required for its business strategy, and drive behaviour and performance other than share price growth.

The FSP will provide selected employees, including executive directors, of the companies within the Group with the opportunity of receiving shares in the Company.

The FSP will be used primarily as an incentive to participants to deliver the Group's business strategy over the long term with annual awards being made in the form of performance shares. It can also be used as a retention mechanism and as a tool to attract prospective employees through the award of retention shares on an ad hoc basis to address specific retention or attraction needs. It is intended that senior management be awarded performance shares only.

The FSP will provide participants with the opportunity to share in the success of the Company and provide direct alignment between participants and shareholders, with personal and Company performance conditions governing the vesting of awards.

2.2 Participants

Executives and senior management will be eligible to participate in the FSP.

2.3 Rights of Participants

Under the FSP, Participants will become owners of the performance shares and/or retention shares from the settlement date, shortly after the award date and will immediately benefit from dividends and have shareholder voting rights in respect of the performance shares and/or retention shares over the vesting period. The shares cannot be disposed of by the participants prior to the vesting date and will be subject to forfeiture restrictions until the vesting date.

Performance shares will be subject to predetermined performance conditions and continued employment (employment condition). The employment condition stretches over three years.

Retention shares will only be subject to an employment condition with a staggered vesting profile from year three to five.

2.4 Basis of awards and awards levels

In line with the requirements of King III and best practice regular annual awards are made on a consistent basis to ensure long-term shareholder value creation. Annual awards of performance shares will be made under the FSP.

The number of performance shares awarded to a participant will primarily be based on the participant's annual salary, grade, performance, retention and attraction requirements and market benchmarks.

The award levels will be decided by the Remuneration Committee each time that awards are granted, by taking into account the particular circumstances at that time. Annual allocations will be benchmarked and set to a market-related level of remuneration while considering the overall affordability thereof to the Company.

2.5 Performance conditions and vesting

The vesting of performance shares will be subject to predetermined performance conditions and the employment condition for vesting.

It is envisaged that for the first award of performance shares, the performance condition will constitute the following:

	Weighting	Threshold (30% vesting)	Target (100% vesting)
EPS	50%	CPI + 2% p.a. (i.e. 2% real growth p.a.)	CPI + 10% p.a. (i.e. 10% real growth p.a.)
Relative TSR	30%	Median of peers*	Upper quartile of peers*
ROCE	20%	WACC	WACC + 10% p.a.

* Based on the constituents of the INDI-25 as at the vesting date

Linear vesting will be applied for performance between the above levels.

The Remuneration Committee will set appropriate performance conditions, performance periods, employment conditions and employment periods, as relevant, for each award, taking into account the business environment at the time of making the awards, and, where considered necessary, in consultation with shareholders. These will be agreed with the participant in terms of the award letter.

In line with corporate governance principles, performance conditions will not be retested if they are not met at the end of the performance period, and to the extent that they are not satisfied, awards will lapse at this time.

2.6 Manner of settlement

The rules of the FSP are flexible in order to allow for settlement in any of the following manners:

- By way of a market purchase of shares;
- Use of treasury shares; and
- Issue of shares.

The exact method of settlement will be determined by the Remuneration Committee, although the preference will be a market purchase of shares which will cause no dilution to shareholders.

The employer companies will, as regulated by the recharge policy, remain responsible to procure the settlement of shares under the FSP to the participants employed by them on the settlement date, or as may otherwise be regulated under the recharge policy, save as regards an issue of shares in which case the Company shall be responsible to procure the issue of the shares, but at all times at the expense and cost of the employer companies.

In order to effect any forfeiture of awards, performance shares and retention shares will be held by an escrow agent on behalf of the participants until the vesting date.

2.7 Limits and adjustments

2.7.1 Company Limit

The maximum aggregate number of shares which may at any time be allocated in respect of this FSP together with the Company's existing share scheme to all participants shall not exceed 1 259 490 (one million two hundred and fifty nine thousand four hundred and ninety) shares. This represents approximately 5% (five percent) of the Shares in issue. For purposes of this clause if a percentage is referred to as well as numerals and if there is any conflict between the two, the numerals shall prevail.

Shares issued by the Company or shares held in treasury which are used to settle the FSP, will be included in the Company limit. Shares allocated under the FSP, which are not subsequently settled to a participant as a result of the forfeiture thereof, will revert back to the FSP and will be excluded in calculating the Company limit. Similarly, any shares purchased in the market in settlement of the FSP will be excluded. The Remuneration Committee must, where required, adjust the Company limit, to take account of a repurchase, sub-division or consolidation of the shares of the Company.

2.7.2 Individual Limit

The maximum number of shares allocated to any participant in respect of all vested and unvested awards under the FSP together with the Company's existing share scheme shall not exceed 125 949 (one hundred and twenty five thousand nine hundred and forty nine) shares. This represents approximately 0,5% of the shares.

The auditors, or other independent advisers acceptable to the JSE, shall confirm to the JSE in writing that any adjustment made in terms of this paragraph has been properly calculated on a reasonable and equitable basis, in accordance with the rules of the FSP and must be reported on in the Company's financial statements in the year during which the adjustment is made. The issue of shares as consideration for an acquisition or a vendor consideration placing will not be regarded as a circumstance that requires any adjustment to the Company limit and the individual limit.



2.8 Consideration

The Participant will give no consideration for the award or settlement of retention shares and/or performance shares.

2.9 Termination of employment

Participants terminating employment due to resignation or dismissal on grounds of misconduct, poor performance, dishonest behaviour or fraudulent conduct or on the basis of abscondment will be classified as "bad leavers" and will forfeit all unvested FSP awards.

Participants terminating employment due to death, ill health, disability, injury, retrenchment, Retirement (except to the extent that it constitutes bad leaver termination as set out above), or the sale of a subsidiary company, will be classified as "good leavers" and a portion of the FSP awards will vest on date of termination of employment. This portion will reflect the number of months served since the award date to the date of termination of employment over the total number of months in the employment period and the extent to which the performance conditions (if applicable) have been met. The remainder of the award will lapse.

2.10 Change of control

In the event of a change of control of the Company occurring before the vesting date of any award, a portion of the award will vest. This portion will reflect the number of months served since the award date to the change of control date over the total number of months in the employment period and the extent to which the performance condition (if applicable) has been met.

The portion of the award which does not vest as a result of the change of control will continue to be subject to the terms of the award letter, unless the Remuneration Committee determines otherwise. Awards will not vest as a consequence of an internal reconstruction or similar event which is not a change of control as defined in the rules of the FSP. In this case the Remuneration Committee shall make such adjustment to the number of awards or convert awards into awards in respect of shares in one or more other companies, provided the participants are no worse off.

2.11 Variation in share capital

In the event of a variation in share capital such as a capitalisation issue, sub-division of shares, consolidation of shares etc, Participants shall continue to participate in the FSP. The Remuneration Committee may make such adjustment to the award or take such other action to place participants in no worse a position than they were prior to the happening of the relevant event and to provide that the fair value of the award immediately after the event is materially the same as the fair value of the award immediately before the event. The issue of shares as consideration for an acquisition or a vendor consideration placing will not be regarded as a circumstance that requires any adjustment to awards.

2.12 Liquidation

If the Company is placed into liquidation, other than for purposes of reorganisation, an award shall ipso facto lapse as from the liquidation date.

2.13 Amendments

The Remuneration Committee may alter or vary the rules of the FSP as it sees fit, however, in the following instances, the FSP may not be amended without the prior approval of the JSE and a resolution by the shareholders of 75% of the voting rights:

- the category of persons who are eligible for participation in the FSP;
- the number of shares which may be utilised for the purpose of the FSP;
- the individual limitations on benefits or maximum entitlements;
- the basis upon which Awards are made;
- the amount payable upon the award, settlement or vesting of an award;
- the voting, dividend, transfer and other rights attached to the awards, including those arising on liquidation of the Company.

Annexure 2

Special resolution number three (Specific repurchase of shares from the Cashbuild Empowerment Trust ("the Trust"))

1. INTRODUCTION

In 2005, Cashbuild implemented a Black Economic Empowerment ("BEE") transaction, through the introduction of all of its employees, of whom more than 90% qualified as historically disadvantaged individuals ("Participants"), as beneficiaries of the Trust ("the Transaction").

The Transaction was effected through the establishment of the Trust, with the Trust subscribing for approximately 2.5 million ordinary shares in Cashbuild ("Trust Shares"), representing 10% of the ordinary shares in Cashbuild at the time. The subscription for the Trust Shares was funded by way of a non-interest-bearing loan from Cashbuild Management Services (Proprietary) Limited ("CMS"), a wholly-owned subsidiary of Cashbuild. The loan provided by CMS to the Trust was in the amount of R75 million and was used to subscribe for the Trust Shares at a subscription price of R29.09 per Trust Share. In terms of the trust deed governing the Trust, the Trust would only be required to repay the R75 million loan to CMS on termination of the Trust.

The Trust was established in such a way that Participants do not have direct access to the Trust Shares in their personal capacities, but only indirectly in their capacities as beneficiaries of the Trust. The Participants are, *inter alia*, entitled to the receipt of dividends flowing from the Trust Shares, provided they are Participants on the declaration date(s) of such dividends. In respect of dividends, the Participants rank equally.

In 2010, given the significant increase in the ordinary share price of Cashbuild to that date, there had been a substantial amount of value created in the Trust. The Company and the Trust released a portion of this value to the Participants by entering into a repurchase agreement dated 27 October 2010 ("the Repurchase Agreement") in terms of which a specific repurchase of 615 536 Trust Shares was implemented, which constituted an aggregate value of R50 million (fifty million Rand), based on the 30 (thirty) day volume weighted average price, calculated on the date on which the Repurchase Agreement was entered into. The proceeds of the specific repurchase were distributed to the Participants in five quarterly payments which commenced on 15 February 2011.

In order to effect the specific repurchase, to enable the Trust to sell the Trust Shares to the Company and the subsequent distribution to the Participants, certain amendments were made in 2010 to the trust deed governing the Trust.

The Trust currently holds 1 964 999 Trust Shares representing approximately 7.80% of the ordinary shares in Cashbuild. Given the continued increase in the ordinary share price of Cashbuild to date, there has been a substantial amount of additional value created in the Trust. In light of this, the Company and the Trust are proposing releasing a further portion of this value to the Participants by entering into a second repurchase agreement dated 14 October 2015 ("the Second Repurchase Agreement") in terms of which a specific repurchase of 200 000 (two hundred thousand) Trust Shares is proposed, which shall constitute an aggregate amount of R61 890 000.00 (sixty one million eight hundred and ninety thousand rand), based on the 30 (thirty) day volume weighted average price, calculated on the date on which the Second Repurchase Agreement was entered into ("Specific Repurchase"). The proceeds of the Specific Repurchase will be distributed to the Participants in one payment on or before 28 February 2016.

2. PURPOSE

The purpose of this Annexure 2 is to provide the Company's shareholders with the terms of the Specific Repurchase and all relevant information necessary in connection therewith.

3. THE SPECIFIC REPURCHASE

Cashbuild will repurchase 200 000 (two hundred thousand) Trust Shares to the value of R61 890 000.00 (sixty one million eight hundred and ninety thousand rand) from the Trust. The consideration payable in respect of the Specific Repurchase will be R309.45 (three hundred and nine rand and forty five cents) per repurchased Trust Share based on the 30 (thirty) day volume weighted average price, calculated on 13 October 2015, being the date prior to the date on which the Second Repurchase Agreement was entered into, being 14 October 2015. The repurchased Trust Shares will be cancelled pursuant to the Specific Repurchase and will be restored to the authorised but unissued ordinary shares of the Company.

4. CONDITIONS PRECEDENT

The Specific Repurchase is subject to the condition precedent that Special Resolution number three in this notice of annual general meeting is passed by Cashbuild shareholders eligible to vote thereon by no later than 15 December 2015.



5. PRO FORMA FINANCIAL INFORMATION

The *pro forma* income statement, statement of financial position and financial effects (the "*pro forma* financial information") presented in Annexure 3 and below has been prepared to show the impact of the Specific Repurchase as if the Specific Repurchase had occurred on 1 July 2014, for purposes of the *pro forma* income statement and 30 June 2015 for purposes of the *pro forma* statement of financial position. The *pro forma* financial information is presented for illustrative purposes only and because of its nature may not fairly reflect the Company's results or financial position going forward.

The *pro forma* financial information has been prepared using accounting policies that are consistent with IFRS and with the basis on which the historical financial information has been prepared in terms of the accounting policies adopted by the Company.

The directors of the Company are responsible for the compilation, contents and preparation of the *pro forma* financial information contained in the notice of annual general meeting and for the financial information from which it has been prepared. Their responsibility includes determining that: the *pro forma* financial information has been properly compiled on the basis stated; the basis is consistent with the accounting policies of the Company; and the *pro forma* adjustments are appropriate for the purposes of the *pro forma* financial information disclosed in terms of the Listings Requirements.

Pro Forma Financial Effects

	Before ⁽¹⁾	After the specific repurchase and distribution ⁽²⁾	% Change
Earnings per share (cents) ⁽³⁾	1 556.8	1 271.5	(18.3)
Headline earnings per share (cents) ⁽³⁾	1 528.2	1 243.0	(18.7)
Net asset value per share (NAV) (cents) ⁽⁴⁾	5 924.9	5 647.3	(4.7)
Net tangible asset value per share (TNAV) (cents) ⁽⁴⁾	5 725.6	5 475.0	(4.8)
Weighted average number of shares ('000) ⁽⁵⁾	23 055	23 055	
Shares in issue (excl. Treasury shares) ('000) ⁽⁶⁾	22 656	22 656	

Notes

- Based on the published audited annual financial results of Cashbuild for the year ended 30 June 2015.
- Represents the *pro forma* financial effects after the Specific Repurchase, which has been accounted for in terms of IFRS2: Share-Based Payment as a cash-settled share-based payment.
- Earnings and headline earnings per share effects are based on the following principal assumptions:
 - The Specific Repurchase was effective on 1 July 2014.
 - The Specific Repurchase of R61.89 million, including Dividend Withholding Tax ("DWT"), is expensed as an employee cost, which is once-off in nature.
 - Transaction costs of R1.0 million, which are once-off in nature; and
 - Interest foregone on the Specific Repurchase and transaction costs at an average rate of 6.35% pa before tax, which is recurring in nature.
- NAV and TNAV per share effects are based on the following principal assumptions.
 - The Specific Repurchase was effective on 30 June 2015.
 - The Specific Repurchase of R61.89 million, including the resulting DWT, is settled in cash from reserves; and
 - Transaction costs of R1.0 million.
- The Specific Repurchase has no impact on weighted average and number of shares in issue due to the Trust being consolidated and shares held by the Trust being eliminated. The number of shares in issue is net of 2 534 230 treasury shares.

6. ANNUAL GENERAL MEETING

- 6.1 The annual general meeting to, *inter alia*, approve the implementation of the Specific Repurchase will be held at Cashbuild's office in the Cashbuild boardroom, Corner Northern Parkway and Crownwood Roads, Ormonde, Johannesburg on Monday, 30 November 2015 at 10:00
- 6.2 A form of proxy for use by certificated shareholders, nominee dematerialised shareholders and own-name dematerialised shareholders who are unable to attend the annual general meeting and wish to be represented thereat is included in the Integrated Report.
- 6.3 Dematerialised shareholders (other than with own-name registration) must provide their CSDP or broker with their voting instruction. Should such shareholders wish to attend the annual general meeting, they must obtain the relevant Letter of Representation from their CSDP or broker to allow them to do so. Dematerialised shareholders should ascertain from their CSDP or broker as to the deadline required by them to receive instructions for voting.
- 6.4 The Trust, as a beneficiary of the Specific Repurchase will be excluded from voting on the resolution being proposed in terms of this notice of annual general meeting, in respect of the Specific Repurchase.

7. WORKING CAPITAL STATEMENT

Having considered the effect of the Specific Repurchase, the directors, whose names are set out on pages 18 and 19 of the Integrated Report of which this notice of annual general meeting forms part, are satisfied that the provisions of section 4 and section 48 of the Companies Act, 2008 ("the Companies Act") have been complied with and are of the opinion that for a period of at least 12 months from the date of issue of this notice of annual general meeting:

- 7.1 Cashbuild and its subsidiaries ("the Group") will be able in the ordinary course of business to pay their debts;
- 7.2 the assets of Cashbuild and the Group will be in excess of the liabilities of Cashbuild and the Group;
- 7.3 the share capital and reserves of Cashbuild and the Group will be adequate for ordinary business purposes; and
- 7.4 the working capital of Cashbuild and the Group will be adequate for ordinary business purposes.

8. LITIGATION STATEMENT

The directors, whose names are set out on pages 18 and 19 of the Integrated Report of which this notice of annual general meeting forms part, are not aware of any litigation or arbitration proceedings, including proceedings that are pending or threatened of which the Company is aware, that may have or have in the previous 12 months, had a material effect on the Group's financial position.

9. DIRECTORS AND DIRECTORS' INTERESTS

9.1 Directors' details

Details of Cashbuild's directors are set out on pages 18 and 19 of the Integrated Report of which this notice of annual general meeting forms part.

9.2 Directors' interests in Cashbuild

The directors' interests in Cashbuild are set out on page 40 of the Integrated Report of which this notice of annual general meeting forms part. No changes have occurred between 30 June 2015 and the 15 October 2015 ("Last Practicable Date").

10. SHARE CAPITAL

The authorised and issued share capital of Cashbuild, is set out on page 104 of the Integrated Report of which this notice of annual general meeting forms part. No changes have occurred between 30 June 2015 and Last Practicable Date.

11. MAJOR SHAREHOLDERS

As far as is known to Cashbuild, shareholders beneficially holding more than 5% of Cashbuild's shares as at the Last Practicable Date are set out below:

Shareholder	Number of shares held	% of ordinary shares
Public Investment Corporation	3 262 745	12.95
Pat Goldrick	2 436 673	9.67
Cashbuild Empowerment Trust	1 964 999	7.80
SRA Investments CC	1 500 000	5.95



12. MATERIAL CHANGES

There have been no material changes in the financial or trading position of Cashbuild and its subsidiaries between 30 June 2015 and the date of this notice of annual general meeting.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names appear on pages 18 and 19 of the Integrated Report of which this notice of annual general meeting forms part, collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement false or misleading, and that they have made all reasonable enquiries to ascertain such facts have been made and that the notice of annual general meeting contains all information required by law and the Listings Requirements.

14. CONSENTS

Nedbank Corporate and Investment Bank as the investment bank and sponsor, PricewaterhouseCoopers Inc. as the independent reporting accountants and Webber Wentzel as the legal advisers have all provided their written consents to act in the capacity stated and to their names being used in this notice of annual general meeting and have not withdrawn their consents prior to the publication of this notice of annual general meeting.

15. COSTS

The estimated costs relating to the Specific Repurchase, including the fees payable to professional advisers, are approximately R1 million, exclusive of value-added tax, and include the following:

	Rand
Investment bank and sponsor	750 000.00
Legal costs	120 000.00
Reporting accountants	90 000.00
JSE documentation fees	19 629.75
Printing	26 280.00
Total	1 005 909.75

16. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection by shareholders at the registered office of the Company, 101 Northern Parkway, Ormonde, Johannesburg during normal business hours on normal business days from the date of this notice of annual general meeting up to and including the date of the annual general meeting:

- 16.1 the Memorandum of Incorporation of the Company and its subsidiaries;
- 16.2 signed copy of the Second Repurchase Agreement;
- 16.3 the independent reporting accountants' report;
- 16.4 notarial deed of variation to the notarial deed of trust in respect of the Cashbuild Empowerment Trust;
- 16.5 notarial deed of trust in respect of the Cashbuild Empowerment Trust;
- 16.6 the consent letters referred to in paragraph 14;
- 16.7 the audited consolidated financial statements of the Company for the preceding three financial years; and
- 16.8 a signed copy of this notice of annual general meeting.

By order of the board

Corporate Governance Leaders CC

Chartered Secretaries

Company Secretary to Cashbuild Limited

2 November 2015

Annexure 3

***Pro forma* statement of financial position and income statement of Cashbuild**

The *pro forma* statement of financial position at 30 June 2015 and income statement of the Company and its subsidiaries for the financial year then ended is set out below. The *pro forma* financial information has been prepared to show the impact of the Specific Repurchase.

The *pro forma* statement of financial position and income statement have been prepared for illustrative purposes only and because of its nature may not fairly present the Company's financial position and results of operations, nor the effect and impact of the Specific Repurchase.

The directors of the Company are responsible for the compilation, contents and preparation of the *pro forma* financial information contained in this notice of annual general meeting and for the financial information from which it has been prepared. Their responsibility includes determining that: the *pro forma* financial information has been properly compiled on the basis stated; the basis is consistent with the accounting policies of the Company; and the *pro forma* adjustments are appropriate for the purposes of the *pro forma* financial information disclosed in terms of the Listings Requirements.

The *pro forma* statement of financial position and income statement are presented in a manner consistent in all respects with IFRS and with the basis on which the historical financial statements have been prepared in terms of accounting policies.

The *pro forma* statement of financial position and income statement set out below should be read in conjunction with the independent reporting accountants' report set out in Annexure 4 to this notice of annual general meeting.



Pro forma group statement of financial position of Cashbuild

The *pro forma* group statement of financial position set out below presents the effects of the Specific Repurchase on the financial position of the Company at 30 June 2015 based on the assumption that the Specific Repurchase was effective 30 June 2015.

	Before the Specific Repurchase ⁽¹⁾ R' 000	Specific Repurchase ⁽²⁾ R' 000	After the Specific Repurchase R' 000
ASSETS			
Non-current assets	950 895	-	950 895
Property, plant and equipment	836 252		836 252
Intangible assets	39 048		39 048
Rent prepayments	68 807		68 807
Deferred income tax asset	6 788		6 788
Current assets	2 117 533	(62 896)	2 054 637
Assets held for sale	9 548		9 548
Inventories	1 073 129		1 073 129
Trade and other receivables	95 939		95 939
Cash and cash equivalents	938 917	(62 896)	876 021
Total assets	3 068 428	(62 896)	3 005 532
EQUITY AND LIABILITIES			
Shareholders' equity	1 362 745	(62 896)	1 299 849
Share capital and reserves	1 342 326	(62 896)	1 279 430
Non-controlling interests	20 419		20 419
Liabilities			
Non-current liabilities	105 979	-	105 979
Deferred operating lease liability	105 979		105 979
Current liabilities	1 599 704	-	1 599 704
Trade and other liabilities	1 551 433		1 551 433
Current income tax liabilities	43 387		43 387
Employee benefits	4 884		4 884
Total equity and liabilities	3 068 428	(62 896)	3 005 532
NAV per share (cents)	5 925		5 647
TNAV per share (cents)	5 753		5 475
Number of shares (excl. Treasury shares) ("000") ⁽³⁾	22 656		22 656

Notes

1. Extracted from the published audited annual financial results of Cashbuild for the financial year ended 30 June 2015.
2. The Specific Repurchase has been accounted for in terms of IFRS2: Share-Based Payment as a cash-settled share-based payment. Adjustments for the Specific Repurchase reflect the following:
 - i. the Specific Repurchase of R61.89 million, including the resulting DWT, is settled in cash from reserves; and
 - ii. estimated transaction costs of R1.0 million.
3. The Specific Repurchase has no impact on the number of shares due to the Cashbuild Empowerment Trust being consolidated and shares held by the Cashbuild Empowerment Trust are eliminated. The number of shares in issue is net of 2 534 230 treasury shares.

Pro forma group income statement of Cashbuild

The *pro forma* group income statement set out below presents the effects of the Specific Repurchase on the results of the Company for the financial year ended 30 June 2015 based on the assumption that the Specific Repurchase was effective 1 July 2014.

	Before the Specific Repurchase ⁽¹⁾	Specific Repurchase ⁽²⁾	After the Specific Repurchase
	R' 000	R' 000	R' 000
Revenue	7 692 646		7 692 646
Cost of sales	(5 844 200)		(5 844 200)
Gross profit	1 848 446	-	1 848 446
Selling and marketing expenses	(1 161 479)		(1 161 479)
Administrative expenses	(226 871)	(62 896)	(289 767)
Other operating expenses	(3 352)		(3 352)
Other income	7 759		7 759
Operating profit	464 503	(62 896)	401 607
Finance cost	(1 752)		(1 752)
Finance income	39 676	(3 994)	35 682
Profit before income tax	502 427	(66 890)	435 537
Income tax expense	(139 048)	1 118	(137 930)
Profit for the year	363 379	(65 772)	297 607
Attributable to:			
Owners of the Company	358 916	(65 772)	293 144
Non-controlling interests	4 463		4 463
	363 379	(65 772)	297 607
Headline earnings:			
Net profit attributable to the owners of the Company	358 916	(65 772)	293 144
Profit on the sale of assets after taxation	(6 585)		(6 585)
Headline earnings	352 331	(65 772)	286 559
Earnings per share (cents)	1 557		1 272
Headline earnings per share (cents)	1 528		1 243
Weighted average number of shares ('000)⁽³⁾	23 055		23 055

Notes

1. Extracted from the published audited annual financial results of Cashbuild for the financial year ended 30 June 2015.
2. The Specific Repurchase has been accounted for in terms of IFRS2: Share Based Payment as a cash-settled share-based payment. Adjustments for the Specific Repurchase reflect the following:
 - i. the Specific Repurchase of R61.89 million, including dividend withholding tax, is expensed as an employee cost, which is one-off in nature;
 - ii. estimated transaction costs of R1.0 million, which are one-off in nature; and
 - iii. interest foregone on the Specific Repurchase and the transaction costs at an average rate of 6.35% pa before tax, which is recurring in nature.
3. The Specific Repurchase has no impact on weighted average number of shares in issue due to the Cashbuild Empowerment Trust being consolidated and shares held by the Cashbuild Empowerment Trust are eliminated.



Annexure 4

Independent reporting accountant's assurance report on the compilation of *pro forma* financial information of Cashbuild Limited

15 October 2015

The Directors
Cashbuild Limited
101 Northern Parkway
Crownwood Road
Ormonde
2091

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF *PRO FORMA* FINANCIAL INFORMATION OF CASHBUILD LIMITED ("CASHBUILD" OR "THE COMPANY")

Introduction

Cashbuild is issuing a Notice of Annual General Meeting to its shareholders ("the Notice") regarding the repurchase of Cashbuild shares from Cashbuild Empowerment Trust ("the Specific Repurchase").

At your request and for the purposes of the Notice to be dated on or about 2 November 2015, we present our assurance report on the compilation of the *pro forma* financial information of Cashbuild by the directors. The *pro forma* financial information, presented in paragraph 5 and Annexure 3 to the Notice, consists of the *pro forma* statement of financial position as at 30 June 2015, the *pro forma* income statement for the year ended 30 June 2015 and the *pro forma* financial effects ("the *Pro forma* Financial Information"). The *Pro forma* Financial Information has been compiled on the basis of the applicable criteria specified in the JSE Limited (JSE) Listings Requirements.

The *Pro forma* Financial Information has been compiled by the directors to illustrate the impact of the Specific Repurchase on the Company's reported financial position as at 30 June 2015 and the Company's financial performance for the period then ended, as if the Specific Repurchase had taken place at 30 June 2015 and 1 July 2014, respectively. As part of this process, information about the Company's financial position and financial performance has been extracted by the directors from the Company's financial statements for the year ended 30 June 2015, on which an audit report has been published.

Directors' responsibility

The directors of Cashbuild are responsible for the compilation, contents and presentation of the *Pro forma* Financial Information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in paragraph 5 and Annexure 3. The directors of Cashbuild are also responsible for the financial information from which it has been prepared.

Reporting accountant's responsibility

Our responsibility is to express an opinion about whether the *Pro forma* Financial Information has been compiled, in all material respects, by the directors on the basis specified in the JSE Listings Requirements based on our procedures performed. We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of *Pro forma* Financial Information Included in a Prospectus. This standard requires that we comply with ethical requirements and plan and perform our procedures to obtain reasonable assurance about whether the *Pro forma* Financial Information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the *Pro forma* Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the *Pro forma* Financial Information.

As the purpose of *Pro forma* Financial Information included in a circular is solely to illustrate the impact of a significant corporate action or event on unadjusted financial information of the entity as if the corporate action or event had occurred or had been undertaken at an earlier date selected for purposes of the illustration, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented.

A reasonable assurance engagement to report on whether the *Pro forma* Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used in the compilation of the *Pro forma* Financial Information provides a reasonable basis for presenting the significant effects directly attributable to the corporate action or event, and to obtain sufficient appropriate evidence about whether:

- the related *pro forma* adjustments give appropriate effect to those criteria; and
- the *Pro forma* Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgment, having regard to our understanding of the nature of the company, the corporate action or event in respect of which the *Pro forma* Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the *Pro forma* Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the *Pro forma* Financial Information has been compiled, in all material respects, on the basis of the applicable criteria specified by the JSE Listings Requirements and described in paragraph 5 and Annexure 3 of the Notice.

PricewaterhouseCoopers Inc.

Director: I Buys
Registered Auditor
Sunninghill