

ANNEXURE NOTICE OF SCHEME MEETING

In the ex parte application of

XYZ Limited (Registration number 05/30021/06) Applicant

Under authority of an Order of the South Gauteng High Court, Johannesburg (“the Court”) issued in the above matter on 11 January 2000, this notice serves to convene a meeting of shareholders of the applicant, other than ZYX, who are registered as such at the close of business on Thursday, 17 January 2000 (“the scheme members”).

The meeting will be held at 10h00 on Friday, 25 January 2000, at . . . , Johannesburg. (Mention ONE person only) . . . has been appointed by the Court as chairperson and the chairperson’s offices are at . . . (state that chairperson’s address).

The purpose of the meeting is to consider and, if deemed fit, to agree (with or without modification) a scheme of arrangement. **Its basic characteristic is that, subject to the fulfilment of certain conditions precedent which are stated in paragraph Z of the scheme, XYZ will take over all shares of scheme members who are registered members on 17 January 2000, at a price of R qqq per share which is payable on 1 March 2000.**

A copy of the scheme, the statement in terms of section 312(1) of the Companies Act, 1973, which explains the scheme, this notice, the approved form of proxy, and the Order of Court convening the scheme meeting have been sent to the scheme members. A scheme member may, during normal business hours, inspect or obtain a copy of those documents free of charge at . . . and at the said office of that chairperson.

Each scheme member may personally or through proxy attend, speak and vote at the meeting. An acceptable proxy, duly signed, must be received at the chairperson’s office not later than 10h00 on Thursday, 24 January 2000 or be handed to the chairperson more than 10 (ten) minutes before the time for commencement of the meeting.

The Order of Court requires the chairperson to report on the meeting to the above Honourable Court at 10h00 or so soon thereafter as counsel may be heard on Tuesday, 22 February 2000. During normal business hours in the week preceding that date a free copy of the chairman’s report to court will be available to any scheme member at the chairperson’s office.

B G D, address, Applicant’s Attorneys