

CLIENTÈLE LIMITED

Incorporated in the Republic of South Africa
(Registration number: 2007/023806/06)
Share code: CLI
ISIN: ZAE000117438
("Clientèle" or "the Company")



DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING - ACQUISITION OF EMERALD LIFE PROPRIETARY LIMITED

1. INTRODUCTION

- 1.1. Shareholders are referred to the announcement released on the Stock Exchange News Service ("**SENS**") on 1 November 2024, wherein shareholders were advised that the Company had entered into a sale of shares agreement with André van der Westhuizen ("**Seller**") and Emerald Life Proprietary Limited ("**Emerald Life**"), in terms of which the Company will acquire 100% of the issued share capital of Emerald Life from the Seller ("**the Acquisition**"). Shareholders were further advised that an amendment of the Company's memorandum of incorporation ("**MOI**") would be required to create a new class of preference shares and their related terms to facilitate the preference share funding required for the Acquisition, which requires shareholder approval by way of a special resolution ("**Amendment of MOI**") and that shareholders will be requested to approve the issuance of the preference shares ("**Preference Share Issuance**").
- 1.2. Shareholders are hereby advised that a circular ("**Circular**") providing relevant information relating to the Acquisition, the Amendment of the MOI, the Preference Share Issuance and related resolutions will be distributed to shareholders today, 15 November 2024.
- 1.3. Unless otherwise defined herein, capitalised words and terms contained in this announcement shall bear the meanings ascribed thereto in the Circular.

2. DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

- 2.1. The Circular distributed today also incorporates a Notice of General Meeting at which General Meeting Shareholders will be requested to consider and, if deemed fit, to pass, with or without modification, the Resolutions set out in the Notice of General Meeting.
- 2.2. Shareholders can also obtain copies of the Circular as follows –
 - 2.2.1. by accessing an electronic copy of the Circular on the Company's website, available at <https://clientele.co.za/notices/>; and
 - 2.2.2. by contacting the Company Secretary, at esmit@clientele.co.za to request an electronic copy of the Circular or to make reasonable alternative arrangements to obtain a copy.
- 2.3. Accordingly, notice is hereby given that the General Meeting will be held at Clientèle's offices on Friday, 13 December 2024 at 08h00, physically at Building 7, Clientèle Office Park, C/O Alon & Rivonia Roads, Morningside, Johannesburg, at which General Meeting Shareholders will be requested to consider and, if deemed fit, to pass, with or without modification, the Resolutions set out in the Notice of General Meeting.

3. SALIENT DATES AND TIMES

The salient dates and times relating to the General Meeting are set out below:

2024

Record Date to Receive Notice being the record date to be eligible to receive the Circular and the Notice of General Meeting	Friday, 8 November
Announcement of distribution of Circular and Notice of General Meeting on SENS on	Friday, 15 November
Circular, incorporating Notice of General Meeting and Form of Proxy (grey), posted to Shareholders on	Friday, 15 November
Last day to trade Shares in order to be eligible to vote at the General Meeting	Tuesday, 3 December
Record Date to Vote being the record date to be eligible to attend, participate and vote at the General Meeting	Friday, 6 December
For administrative reasons, Forms of Proxy (grey) in respect of the General Meeting to be lodged at or received via hand, post or e-mail by the Transfer Secretaries by no later than 08h00 on	Wednesday, 11 December
Form of Proxy (grey) in respect of the General Meeting to be handed to the chairman of the General Meeting at the General Meeting, at any time before the proxy exercises any rights of the Shareholder at the General Meeting on	Friday, 13 December
General Meeting of Shareholders held at Floor 3, Building 7, Clientèle Office Park, C/O Alon & Rivonia Roads, Morningside, Johannesburg at 08h00 on	Friday, 13 December
Results of the General Meeting released on SENS on	Friday, 13 December

Notes

1. The above dates and times are subject to change. Any changes will be announced on SENS.
2. All times quoted in the Circular are local times in South Africa.
3. Shareholders should note that, as transactions in Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three Business Days after such trade. Therefore, persons who acquire Shares after the last day to trade, namely, Tuesday, 3 December 2024, will not be eligible to attend, participate in and vote at the General Meeting in respect of those Shares acquired after the last day to trade.
4. Forms of Proxy (grey) are to be lodged with Transfer Secretaries, for administrative purposes only, by no later than 08h00, Wednesday, 11 December 2024. Alternatively, Forms of Proxy (grey) may be handed to the chairperson of the General Meeting or the Transfer Secretaries at the General Meeting at any time before the appointed proxy exercises any Shareholder rights at the General Meeting.
5. If the General Meeting is adjourned or postponed, Forms of Proxy (grey) submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting unless the contrary is stated on such Forms of Proxy.

Johannesburg
15 November 2024

Transaction sponsor
Valeo Capital (Pty) Limited

 Valeo Capital