

SASFIN HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1987/002097/06)

Share Code: SFN

ISIN Number: ZAE000006565

(“**Sasfin Holdings**” or “**the Company**”)

DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

INTRODUCTION

Shareholders are referred to the announcements released on SENS on 15 July 2024 and 27 August 2024 (“the Announcements”) wherein they were advised that Sasfin Holdings, and its wholly owned subsidiary Sasfin Wealth, had entered into agreements with Unitas and Wipfin, in terms of which these major shareholders of Sasfin would subscribe for shares in Sasfin Wealth for cash, thereby facilitating an Offer by Sasfin Wealth to all Sasfin Holdings Shareholders at an Offer price of R30.00 per Share, to enable the Company to apply for its Delisting from the stock exchange operated by the JSE.

The capitalised terms used but not defined in this announcement shall bear the same meaning given to such terms in the Announcements.

The Transaction includes a related party transaction and an application for the termination of the Company’s listing and is therefore subject to Shareholder approval as well as the preparation, approval and publication of a Circular to Shareholders.

Shareholders are advised that the Circular, containing details of the Transaction and containing a notice of the General Meeting to approve the relevant resolutions pertaining thereto, was distributed today, 1 November 2024, to Shareholders registered as such on the record date, being Friday, 25 October 2024.

The circular is available on the Company’s website: <https://www.sasfin.com/investor-relations/>

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders will be held on Monday, 2 December 2024 at 11:00, entirely via electronic participation, as contemplated in section 63(2)(a) of the Companies Act, Act 71 of 2008, and provided for in the Company’s Memorandum of Incorporation, to consider and, if deemed fit, to pass, with or without modification, the resolutions to approve the Transaction.

SALIENT DATES AND TIMES

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

Record date for Shareholders to be recorded in the register in order to receive this Circular

Friday, 25 October 2024

Circular incorporating the Notice convening the General Meeting, form of proxy and form of acceptance, surrender and transfer posted to Shareholders on

Friday, 1 November 2024

Offer opens at 9:00 am on	Friday, 1 November 2024
Last day to trade in Shares in order to be recorded in the register on the record date to vote the General Meeting on (see note 3 below)	Tuesday, 19 November 2024
Record date to vote for Shareholders to be recorded in the register in order to be eligible to vote at the General Meeting	Friday, 22 November 2024
Forms of proxy for the General Meeting, if lodged with the transfer secretaries, to be received by 11:00 am on (see note 4 below)	Thursday, 28 November 2024
General Meeting held at 11:00 am on	Monday, 2 December 2024
Results of the General Meeting published on SENS on	Monday, 2 December 2024
Expected date that the Offer becomes unconditional, subject to the Maximum Acceptances Condition, for acceptances and expected date of publication of announcement relating to the Offer on SENS on	Monday, 2 December 2024
Expected publication of announcement relating to the Offer published in the South African press on	Tuesday, 3 December 2024
Expected last day to trade in Shares in order to participate in the Offer on (refer to note 6 below)	Tuesday, 17 December 2024
Expected date on which the Offer closes at 12:00 pm on	Friday, 20 December 2024
Expected Offer record date on which Shareholders must be recorded in the register in order to participate in the Offer on (refer to note 6 below)	Friday, 20 December 2024
Expected results of the Offer announced on SENS on	Friday, 20 December 2024
Expected suspension of the listing of the Shares on the JSE with effect from the commencement of trade on	Monday, 23 December 2024
Expected payment of Offer Consideration to Offer participants (refer to notes 7 and 8 below), with the last payment on	Monday, 23 December 2024
Expected results of the Offer published in the South African press on	Tuesday, 24 December 2024
Expected termination of the listing of the Shares at the commencement of trade on the JSE on	Monday, 30 December 2024

Notes:

- 1 The above dates and times are subject to amendment. Any amendment to the dates and times will be approved by the JSE and published on SENS.
- 2 All times referred to 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. Persons who acquire Shares after the last day to trade will therefore not be eligible to vote at the General Meeting.

4. A Shareholder may submit a form of proxy at any time before the commencement of the General Meeting (or adjourned or postponed General Meeting). For administrative purposes only it is recommended that the forms of proxy should be lodged with the transfer secretaries, to be received by them not later than 11:00 am on Thursday, 28 November 2024.
5. If the General Meeting is adjourned or postponed, forms of proxy submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.
6. For purposes of being eligible to participate in the Offer, no dematerialisation or rematerialisation of Shares may take place after the last date to trade in the Shares for participation in the Offer being Tuesday, 17 December 2024 and Offer participants will not be able to dematerialise or rematerialise any Shares once they have validly accepted the Offer.
7. Certificated Shareholders who accept the Offer will have the Offer Consideration transferred to them by EFT into the bank account nominated by them in the form of acceptance, surrender and transfer, by no later than the payment date.
8. Dematerialised Shareholders who accept the Offer will have their accounts at their CSDP or broker updated with the Offer Consideration by no later than the payment date.

Johannesburg
1 November 2024

Corporate Advisor to Sasfin Holdings
Rothschild and Co

Legal Advisor to Sasfin Holdings
Edward Nathan Sonnenbergs Inc.

Independent Expert
BDO Corporate Finance Proprietary Limited

Transaction Sponsor and Sponsor
Questco Corporate Advisory Proprietary Limited