

The definitions and interpretations commencing on page 5 of this Circular apply, *mutatis mutandis*, throughout this Circular.

If you are in any doubt as to the action you should take, please consult your CSDP, broker, banker, attorney, accountant or other professional advisor immediately.

Action required by dematerialised and certificated shareholders

1. If you have disposed of your shares in Purple Group Limited, this circular and the attached form of proxy should be handed to the purchaser of such shares or the CSDP, broker, banker or other agent through whom the disposal was effected.
2. Holders of certificated shares and holders of dematerialised shares who have elected own-name registration in the sub-register through a CSDP, who are unable to attend the general meeting of Purple's shareholders to be held at 16th Floor, 25 Owl Street, Braamfontein Werf at 10:00 on Thursday, 4 April 2019, but wish to be represented thereat must complete and return the attached form of proxy in accordance with the instructions contained therein so as to preferably be received by the transfer secretaries, 4 Africa Exchange Registry Proprietary Limited, 1st Floor, Cedar Wood House, Ballywoods Office Park, 33 Ballyclare Drive, Bryanston, 2121 (Postnet Suite 532, Private Bag X51, Bryanston, 2021) by no later than 10:00 on Tuesday, 2 April 2019.
3. Holders of dematerialised shares must instruct their CSDP or broker to vote on their behalf in accordance with the custody agreement entered into between the dematerialised shareholder and their CSDP or broker. Such dematerialised shareholders who wish to attend the general meeting in person or send a proxy to represent them thereat, must request their CSDP or broker to provide them with the necessary letter of representation for them or their proxy to attend and vote their shares.
4. Any CSDP or broker which does not obtain timeous voting instructions in terms of paragraph 3 above will be obliged to vote in accordance with the instructions as contained in the custody agreement concluded between themselves and the dematerialised shareholder concerned.
5. **Purple Group does not accept responsibility and will not be held liable for any action of or omission by any CSDP or broker including, without limitation, any failure on the part of the CSDP or broker of any beneficial owner of Purple Group Shares to notify such beneficial owner of the details set out in this circular.**



PURPLE GROUP
LIMITED

(Incorporated in South Africa)
(Registration Number: 1998/013637/06)
Share Code: PPE
ISIN: ZAE000185526
("Purple Group" or "the company")

CIRCULAR TO SHAREHOLDERS

Regarding:

- **the change of name of Purple Group Limited to Easy Investment Holdings Limited;**
- **ratification of the appointment of directors to the board as well as the appointment of the Audit Committee members; and**
- **a non-binding advisory vote on the implementation plan of the remuneration policy of the Company,**

and incorporating:

- **a Notice of General Meeting;**
- **a form of proxy for purposes of the general meeting of shareholders (for use by certificated shareholders and own-name registered dematerialised shareholders); and**
- **a form of surrender (pink) (for use by certificated shareholders only).**

Company and Transfer Secretaries



Sponsor

Deloitte.

Date of issue: Friday, 1 March 2019

This circular is available in English only. Copies may be obtained from the registered office of the Company whose address is set out in the "Corporate Information" section of this circular from Friday, 01 March 2019 until Thursday, 4 April 2019. An electronic version of this Circular is also available on the Company's website, www.purplegroup.co.za/our-financials

CORPORATE INFORMATION

Company Name and Registered Office

Purple Group Limited
16th Floor
25 Owl Street
Braamfontein Werf
2092
Date and Place of Incorporation:
15 July 1998, South Africa

Company Secretary and Transfer Secretaries

4 Africa Exchange Registry Proprietary Limited
(Registration number: 2016/396777/07)
1st Floor
Cedar Wood House
Ballywoods Office Park
33 Ballyclare Drive
Bryanston
2121
(Postnet Suite 532, Private Bag X51, Bryanston, 2021)

Sponsor

Deloitte & Touche Sponsor Services
Proprietary Limited
(Registration number 1996/000034/07)
The Woodlands
20 Woodlands Drive
Woodmead
Sandton
2196
(Private Bag X6, Gallo Manor, 2052)

TABLE OF CONTENTS

	<i>Page</i>
Corporate Information	Inside front cover
Salient Dates and times	2
Action required by Purple Group shareholders	3
Definitions and Interpretations	5
Circular to Shareholders	
1. Purpose and reason for the Circular	7
2. Change of Name	7
3. Ratification of appointment of Directors	8
4. Appointment of the Audit Committee	8
5. Approval of the implementation report of the remuneration policy	8
6. Directors' responsibility statement	8
7. Expert consents	8
8. Opinion and Recommendation	8
9. General Meeting of Shareholders	9
10. Documents available for inspection	9
Notice of General Meeting	10
Annexure 1: Implementation Report of the Remuneration Policy	13
Form of Proxy for use by Certificated Shareholders and holders of Dematerialised Shares who have elected "own-name" registration (<i>white</i>)	<i>Attached</i>
Form of Surrender for use by certificated shareholders only (<i>pink</i>)	<i>Attached</i>

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 5 of this Circular shall apply *mutatis mutandis* to this section.

2019

Record date to receive the circular containing the Notice of General Meeting	Friday, 22 February
Circular and the Notice of General Meeting posted to Shareholders on	Friday, 1 March
Announcement regarding the proposed name change and circular being published on SENS	Friday, 1 March
Announcement regarding proposed name change and circular being published in the press	Monday, 4 March
Last day to trade in order to be eligible to participate and vote at the General Meeting	Tuesday, 26 March
Record date in order to participate and vote at the General Meeting	Friday, 29 March
Receipt of Forms of Proxy in respect of the general meeting by 10:00 on	Tuesday, 2 April
General Meeting at 10:00 on	Thursday, 4 April
Results of the General Meeting published on SENS on	Thursday, 4 April
Results of the General Meeting published in the press	Friday, 5 April
Change of Name resolution lodged with CIPC for registration	Friday, 5 April
Expected Date of CIPC registration of Change of Name special resolution	Monday, 8 April
Expected release on SENS of the finalisation announcement in respect of the Change of Name	Tuesday, 9 April
Expected release in the press of the finalisation announcement in respect of the Change of Name	Wednesday, 10 April
Last day to trade under old name	Tuesday, 23 April
Trade under the new name "Easy Investment Holdings Limited", JSE code: EIH and ISIN code: ZAE000268447 from commencement of trading on JSE	Wednesday, 24 April
Record date in respect of the change of name	Friday, 26 April
Issue to certificated shareholders of new share certificates, posting of share certificates to those shareholders who have submitted their share certificates and forms of surrender on or before 12:00 on the record date. Share certificates and forms of surrender received after 12:00 on the record date will have their new certificates posted within five days of receipt of surrender and in respect of dematerialised shareholders' CSDP and broker accounts updated on	Monday, 29 April

Notes:

1. A Form of Proxy (white) not lodged with the Transfer Secretary may be handed to the chairman of the General Meeting before the proxy exercises the voting rights of the Shareholder at the General Meeting.
2. If the General Meeting is adjourned or postponed, a Form of Proxy (white) submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.
3. If the General Meeting is adjourned or postponed then Forms of Proxy (white) that have not yet been submitted should be lodged with the Transfer Secretary by no later than 48 hours before the adjourned or postponed General Meeting but may nonetheless be handed to the chairman of the adjourned or postponed General Meeting before the proxy exercises the voting rights of the shareholder at the adjourned or postponed General Meeting.
4. 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, Shareholders who acquire Shares after close of trade on Tuesday, 26 March 2019 will not be eligible to attend, participate and vote at the General Meeting.
5. The above dates and times are South African and are subject to change. Any changes will be notified on SENS.
6. Purple shareholders are referred to page 3 of this circular for information on the action required to be taken by them.
7. In respect of the General Meeting, no dematerialisation or rematerialisation of Shares may take place between Wednesday, 27 March 2019 and Friday, 29 March 2019 both days inclusive.
8. Share certificates in the name of Purple may not be dematerialised or rematerialised after Tuesday, 23 April 2019.

ACTION REQUIRED BY PURPLE GROUP SHAREHOLDERS

The definitions and interpretations commencing on page 5 of this circular apply to this section.

Please take note of the following provisions regarding the action required by Purple Group shareholders.

A general meeting of shareholders will be held at 10:00 on Thursday, 4 April 2019 at 16th Floor, 25 Owl Street, Braamfontein Werf, 2092 at which general meeting Purple Group 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 attached to this circular.

IF YOU HAVE DEMATERIALIZED YOUR SHARES WITHOUT OWN-NAME REGISTRATION

Voting, attendance and representation at the General Meeting

If you (or the relevant holder of voting rights as contemplated in section 57(1) of the Companies Act) wish to attend the General Meeting, you (or the relevant holder of voting rights) should instruct your CSDP or Broker to issue you (or the relevant holder of voting rights) with the necessary letter of representation to attend the General Meeting in person, in the manner stipulated in the Custody Agreement. These instructions must be provided to the CSDP or Broker by the cut-off time and date advised by the CSDP or Broker for instructions of this nature.

If you (or the relevant holder of voting rights) do not wish to, or are unable to attend the General Meeting, but wish to vote at the General Meeting, you (or the relevant holder of voting rights) should provide the CSDP or Broker with your voting instructions, in the manner stipulated in the Custody Agreement. These instructions must be provided to the CSDP or Broker by the cut-off time and date advised by the CSDP or Broker for instructions of this nature. If the CSDP or Broker does not obtain voting instructions, it will be obliged to vote in accordance with the instructions contained in the Custody Agreement.

You do not need to complete the attached Form of Proxy.

IF YOU ARE A CERTIFICATED SHAREHOLDER OR HAVE DEMATERIALIZED YOUR SHARES WITH OWN-NAME REGISTRATION

Voting, attendance and representation at the General Meeting

You may attend and vote at the general meeting in person.

Alternatively, you may appoint a proxy to represent you at the General Meeting by completing the attached Form of Proxy in accordance with the instructions therein, which form must preferably be lodged with or posted to the Transfer Secretaries to be received by no later than 10:00 on Tuesday, 2 April 2019.

Surrender of documents of title (applicable to Certificated Shareholders only)

Certificated shareholders must complete the form of surrender attached hereto and lodge it, together with the relevant documents of title, with the transfer secretaries. Dematerialised shareholders do not need to do anything with regard to the change of name as this will be automatically updated by their CSDP or broker.

Subject to passing of the special resolution relating to the change of name by the requisite majority of shareholders and the registration thereof by CIPC, new documents of title reflecting the new name of the company will be posted on or about Monday, 29 April 2019 by registered mail to certificated shareholders, at their own risk, who have submitted their forms of surrender and existing documents of title by 12:00 on the record date, or within five business days of receipt of the forms of surrender and existing documents of title, whichever is the later. In the event that the special resolution relating to the change of name is not passed by the requisite majority of shareholders or registered by CIPC, then the existing documents of title will be returned by registered mail to certificated shareholders, at their own risk, on or about Monday, 29 April 2019.

Should the change of name be approved and implemented, shareholders who have not already surrendered their share certificates will be required to do so under cover of the attached form of surrender, which should be retained for that purpose as no further form of surrender will be circulated to shareholders.

Receipts will not be issued for the surrender of existing documents of title. Lodging agents who require special transaction receipts are requested to prepare such receipts and submit them for stamping together with the documents of title lodged. Additional copies of the form of surrender are available on request from the transfer secretaries.

Certificated shareholders should be aware that share certificates are no longer accepted as tradable instruments on the JSE. Certificated shareholders are therefore urged to take this opportunity to dematerialise their share certificates as per the requirements of Strate.

If any existing documents of title have been lost or destroyed and the certificated shareholder provides evidence to this effect to the satisfaction of the directors, then Purple Group may dispense with the surrender of such documents of title against provision of an acceptable indemnity.

New documents of title will not be dispatched to a Shareholder before that Shareholder has surrendered the relevant certificate or other Documents of Title in respect of the shares held by him, provided that if any holder produces evidence to the satisfaction of the Company that the certificate in respect of any Shares has been lost or destroyed, the Company may dispense with the surrender of such certificate against the provision of an indemnity acceptable to the Board.

In the case of certificated shareholders whose registered addresses in the Company's register in South Africa are outside the common monetary area, or where the relevant certificates are restrictively endorsed in terms of the Exchange Control Regulations, the following will apply:

Non-residents who are emigrants from the Common Monetary Area

The replacement share certificate reflecting the change of name will be restrictively endorsed "non-resident" in terms of the Exchange Control Regulations and will be credited to their CSDP or broker's account and a "non-resident" annotation will appear in the CSDP or broker's register. Any new share certificates, dividends and residual cash payments, based on emigrants' shares controlled in terms of the Exchange Control Regulations, will be forwarded to the authorised dealer in the foreign exchange controlling their blocked assets. The election by emigrants for the above purpose must be made through the authorised dealer in the foreign exchange controlling their blocked assets. Such share certificates will be endorsed "non-resident".

All other non-residents

The replacement share certificate reflecting the change of name will be restrictively endorsed "non-resident" in terms of Exchange Control Regulations.

Dematerialised shareholders must not do anything as their accounts at their CSDP or broker will be automatically updated.

DEFINITIONS AND INTERPRETATIONS

Throughout this circular, unless otherwise stated, the words in the first column shall have the meanings assigned to them in the second column, words denoting one gender include the others, expressions denoting natural persons include juristic persons and associations of persons and words in the singular shall include the plural and vice versa.

“the Board”	the board of directors of Purple Group;
“Business Day”	any such day other than a Saturday, Sunday, or public holiday in South Africa;
“Broker”	any person registered as a broking member (equities) in terms of the rules of the JSE prepared in accordance with the provisions of the Financial Markets Act;
“Certificated Shareholders” or “Holders of Certificated Shares”	shareholders who have not dematerialised their shares;
“the Change of Name”	the proposed change of name of the Company to Easy Investment Holdings Limited;
“CIPC”	Companies and Intellectual Property Commission established in terms of the Companies Act;
“Circular”	this circular to shareholders, dated Friday, 1 March 2019, including the notice of general meeting and form of proxy;
“Common Monetary Area”	South Africa, the Republic of Namibia, the Kingdom of Lesotho and the Kingdom of eSwatini;
“Companies Act”	the South African Companies Act, 2008 (Act 71 of 2008), as amended;
“CSDP”	a Central Securities Depository Participant, accepted as a participant in terms of the Securities Services Act;
“Deloitte” or “Sponsor”	Deloitte & Touche Sponsor Services Proprietary Limited (Registration number 1996/000034/07), a private company incorporated in accordance with the laws of South Africa;
“Dematerialised”	the process by which shares held by the holder of Certificated Shares or other documents of title are converted to and held in electronic form as uncertificated shares in terms of the Strate system and recorded in the sub-register of shareholders maintained by a CSDP;
“Dematerialised Shareholders” or “Holders of Dematerialised Shares”	shareholders who have dematerialised their shares;
“Dematerialised Shares”	shares which have been converted from paper form into electronic entries in the register of the Company;
“the directors”	the board of directors of Purple Group as at the date of this circular;
“documents of title”	share certificates, certified transfer deeds, balance receipts or any other documents of title to shares acceptable to the board;
“Financial Markets Act”	the Financial Markets Act, 19 of 2012, as amended;
“Form of Proxy”	for purposes of the General Meeting, the form of proxy (white) attached to and forming part of this Circular, for use only by Certificated Shareholders and “own-name” Dematerialised Shareholders;

“Form of Surrender”	for purposes of the Change of Name, the form of surrender (pink) attached to and forming part of this Circular, for use only by Certificated Shareholders;
“General Meeting”	the General Meeting of shareholders to be held on Thursday, 4 April 2019, at 10:00, 16th Floor, 25 Owl Street, Braamfontein Werf, 2092;
“JSE”	JSE Limited (registration number 2005/022939/06), a public company duly registered and incorporated with limited liability under the Company laws of South Africa and licensed as an exchange under the Securities Services Act;
“King IV”	the Report on Corporate Governance for South Africa 2016;
“Last Practicable Date”	Tuesday, 26 February 2019, the last practicable date prior to the finalisation of this circular;
“Listings Requirements”	the JSE Limited Listings Requirements;
“Memorandum of Incorporation” or “Moi”	The Memorandum of Incorporation of the Company
“Notice of General Meeting”	the Notice of General Meeting attached to and forming part of this circular;
“own-name registration”	the process by which shareholders have dematerialised their shares and the shares are held in the name of the shareholder in electronic form in the sub-register of the Company;
“Purple Group” or “the Company”	Purple Group Limited (registration number 1998/013637/06), a public company duly registered and incorporated with limited liability in South Africa, the issued ordinary share capital of which is listed on the JSE;
“Purple Group Shares” or “Ordinary Shares” or “Shares”	ordinary shares of R 0.01 each in the issued ordinary share capital of Purple Group;
“Purple Group Shareholders” or “Shareholders”	the registered holders of Purple Group ordinary shares;
“R” or “Rand”	South African Rand;
“Resolutions”	collectively, the ordinary resolutions and special resolutions to be tabled at the General Meeting;
“SARS”	South African Revenue Services;
“Securities Services Act”	the Securities Services Act, 2004 (Act 36 of 2004);
“SENS”	the Securities Exchange News Service of the JSE;
“South Africa”	the Republic of South Africa;
“Strate”	Strate Proprietary Limited (registration number 1998/022242/07), a private company registered central securities depository in terms of the Securities Services Act, 2004 (Act 36 of 2004);
“Strate system”	the clearing, custody and settlement environment for securities transactions to be settled and transfer of ownership to be recorded electronically, as managed by Strate; and
“transfer secretaries” or “4AX Registry”	4 Africa Exchange Registry Proprietary Limited (registration number 2016/396777/07), a private company duly registered and incorporated with limited liability in South Africa.



PURPLE GROUP
LIMITED

(Incorporated in South Africa)
(Registration Number: 1998/013637/06)
Share Code: PPE
ISIN: ZAE000185526
("Purple Group" or "the Company")

Directors

Happy Ntshingila (*Chairman*)*#
Mr CH Savage (*Chief Executive Officer*)
Mr GS van Dyk (*Chief Financial Officer*)
Mr C Carter*#
Mr MA Barnes*
Mr A Forman*#
Mr Bonang Mohale*

* non-executive
independent

CIRCULAR TO SHAREHOLDERS

1. PURPOSE AND REASON FOR THE CIRCULAR

The purpose of this Circular is to furnish Shareholders with all the relevant information relating to the Change of Name in accordance with the Companies Act, the Listings Requirements and to convene a General Meeting of Shareholders in order for them to consider and, if deemed fit, approve, with or without amendment, the Resolutions. The Resolutions will give effect to the Change of Name, the ratification of the appointment of new Directors to the Board, the appointment of members of the Audit Committee as well the approval of the implementation report of the remuneration policy. Details of the Resolutions are set out in the Notice of General Meeting attached to and forming part of this Circular.

2. CHANGE OF NAME

- 2.1 Purple Group is a proudly South African innovator that is facilitating affordable, inclusive investing in South African and international markets through amongst others, EasyEquities. EasyEquities, which is 70% owned by Purple Group, provides low cost, accessible and inclusive investing for everyone through its proprietary investment platform and technology stack. In line with the values of EasyEquities, and other Purple Group subsidiaries, to make investing in South Africa and abroad more accessible, the Board of Directors came to the conclusion that the name of the Company does not accurately reflect the business and values of the Group.
- 2.2 Accordingly, the board proposes that Purple Group's name be changed from "Purple Group Limited" to "Easy Investment Holdings Limited".
- 2.3 The Company has reserved the name with CIPC. The JSE has, subject to Shareholders' approval, approved the Change of Name, with a new share code of "EIH", short name "Easy", long name "Easy Investment Holdings Limited" and ISIN ZAE000268447. The Company will remain in the Investment Companies sector.
- 2.4 For a period of one year, in accordance with the Listings Requirements, the Company is required to reflect the former name "Purple Group Limited" on all Documents of Title and circulars issued by the Company.

2.5 Should the Change of Name be implemented:

- 2.5.1 the accounts of Dematerialised Shareholders at their CSDPs or brokers will be updated to reflect the new name of the Company; and
- 2.5.2 new Documents of Title will be posted, by registered post, to Certificated Shareholders at their risk.

3. **RATIFICATION OF APPOINTMENT OF DIRECTORS**

Due to the passing of Ronnie Lubner, a longstanding member of the Board and the subsequent unavailability of Dennis Alter, the Board has been left with vacancies from the end of December 2018. The Board has identified, interviewed and appointed suitable replacements, being Mr. Happy Ntshingila, Mr. Bonang Mohale and Mr. Arnold Forman. Shareholders are requested to ratify their appointments at the General Meeting. A brief curriculum vitae of each newly appointed Director is set out in the Notice of General Meeting.

4. **APPOINTMENT OF THE AUDIT COMMITTEE**

Due to an oversight, the resolution to appoint the members of the Audit Committee was not included in the Notice of the 2018 Annual General Meeting, which meeting was held on 7 January 2019. It is proposed that Mr. Craig Carter, Mr. Happy Ntshingila and Mr. Arnold Forman be appointed to the Audit Committee to ensure that the Committee is properly constituted in accordance with the recommendations of King IV and in accordance with the Company's Act. King IV does recommend that the Chairperson of the Board of Directors should not be a member of the Audit Committee unless the shareholders agree otherwise. As there is only 3 (three) Independent Non-Executive Directors sitting on the Board, Mr. Happy Ntshingila is also appointed as the Chairperson of the Board subject to the passing of Ordinary Resolution 1. The Board is recommending that the shareholders agree to his appointment as a member of the Audit Committee after satisfying itself that the Audit Committee will maintain its independence. The resolutions regarding these proposed appointments are set out in the Notice of General Meeting.

5. **APPROVAL OF THE IMPLEMENTATION REPORT OF THE REMUNERATION POLICY**

Due to an oversight, the non-binding resolution to approve the implementation report of the remuneration policy was not included in the Notice of the 2018 Annual General Meeting, which meeting was held on 07 January 2019. To ensure compliance with the recommendations of King IV and the Listings Requirements, this resolution is included in the Notice of General Meeting.

6. **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors, whose names are set out on page 7 of this Circular, collectively and individually, accept full responsibility for the accuracy of the information given in this Circular relating to the Company and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made, and that this Circular contains all information required by law and the Listings Requirements.

7. **EXPERT CONSENTS**

Each of the Sponsor and the transfer secretaries have consented in writing to act in the capacities as stated and to their names being stated in this Circular and have not withdrawn their consent prior to its publication.

8. **OPINION AND RECOMMENDATION**

The Board is of the opinion that the Change of Name as well as the other resolutions stated in the Notice of General Meeting is in the best interest of the Shareholders and should be supported and unanimously recommends that the Shareholders vote in favour of the Resolutions at the General Meeting. Each Director who holds Shares and is permitted to vote at the General Meeting, intends to vote his/ her Shares in favour of the Resolutions as set out in the Notice of General Meeting.

9. GENERAL MEETING OF SHAREHOLDERS

The General Meeting is scheduled to be held at Purple Group, 16th Floor, 25 Owl Street, Braamfontein Werf, 2092 at 10:00 on Thursday, 4 April 2019 for the purposes of considering and if deemed fit, passing with or without modification, some or all of the Resolutions.

A notice convening the General Meeting to approve the Change of Name as well as the other resolutions previously stated and a form of proxy (white), for use by registered Certificated Shareholders and Dematerialised Shareholders with “own-name” registration who are unable to attend the General Meeting, form part of this Circular.

Shareholders are referred to “*Action required by Purple Group Shareholders*” section of this Circular which contains information as to the action they need to take regarding the General Meeting.

10. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection by Shareholders during normal business hours at the Company’s registered office and at the office of the Sponsor, the details of which appear in the “*Corporate Information*” section of this Circular, from the date of issue of this Circular, until the date on which the General Meeting is held (both days inclusive):

- the Memorandum of Incorporation (MOI) of Purple Group and its Major Subsidiaries;
- annual financial statements of Purple Group for the three financial years ended 31 August 2018, 2017 and 2016; and
- a copy of this Circular, including all annexures hereto.

SIGNED at Braamfontein Werf, Johannesburg on behalf of the board of directors of the Company on Tuesday, 26 February 2019 by way of resolutions.

By order of the board

Charles Savage
Chief Executive Officer



**PURPLE GROUP
LIMITED**

(Incorporated in South Africa)
(Registration Number: 1998/013637/06)
Share Code: PPE
ISIN: ZAE000185526
("Purple Group" or "the Company")

NOTICE OF GENERAL MEETING

The definitions and interpretations commencing on page 5 of the Circular to which this Notice of General Meeting is attached, apply, mutatis mutandis, to this notice and to the Resolutions set out below.

NOTICE IS HEREBY GIVEN that a General Meeting of Purple Group Shareholders will be held at Purple Group, 16th Floor, 25 Owl Street, Braamfontein Werf, 2092 at 10:00 on Thursday, 4 April 2019.

Purpose

The purpose of the General Meeting is to consider and, if deemed fit, to approve, with or without modification, the Resolutions set out in this Notice of General Meeting.

1. SPECIAL RESOLUTION NUMBER 1 – CHANGE OF NAME

RESOLVED AS A SPECIAL RESOLUTION, in terms of section 16 of the Companies Act and the Company's Memorandum of Incorporation (MOI), that the name of the Company be and is hereby changed from "Purple Group Limited" to "Easy Investment Holdings Limited". It is expected that the Change of Name will be implemented on Monday, 29 April 2019.

Voting Requirements:

In terms of the Companies Act and the Listings Requirements, a 75% majority of the votes cast by the Shareholders present in person or represented by proxy at the General Meeting is required to approve this resolution.

2. ORDINARY RESOLUTION 1 – RATIFICATION AND CONFIRMATION OF THE APPOINTMENT OF HAPPY NTSHINGILA AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRPERSON OF THE BOARD

"Resolved that the appointment of Happy Ntshingila as an Independent Non-Executive Director and Chairperson of the Board of the Company on 7 February 2019 be and is hereby ratified and confirmed."

A brief profile of the Director is set out below.

Happy Ntshingila is Chairman of Washirika 3 Oaks. He was previously Chief Executive Officer at SuperSport International. Prior to that he was Group Chief Marketing and Communications Officer at Barclays Africa. He is the former Deputy Chairman of Brand SA, sits on the Council of the University of Fort Hare, Chairman of the Eminent Persons Group (tasked with transformation in SA sport) and is Chairman of NPI Governance Consulting. Former CEO and founder of the famed HerdBuoys Advertising.

3. ORDINARY RESOLUTION 2 – RATIFICATION AND CONFIRMATION OF THE APPOINTMENT OF BONANG MOHALE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

"Resolved that the appointment of Bonang Mohale as an Independent Non-Executive Director of the Board of the company on 7 February 2019 be and is hereby ratified and confirmed."

A brief profile of the Director is set out below.

Bonang Mohale led the Black Empowered Consortium that advanced funding of R25 million to Purple Group during August 2018 (as announced on SENS on 3 September 2018).

Bonang is currently the CEO of Business Leadership South Africa (BLSA). Prior to this Bonang was the Vice President of Upstream and Chairman of Shell Downstream South Africa (Pty) Limited. He was CEO of Drake & Scull FM SA (PTY) Ltd, an integrated Facilities Management company owned by the Tsebo Outsourcing Group, where Bonang was also a member of the Executive Committee (Exco). Bonang also served as Chief Executive: shared services and associated companies of Sanlam, was a member of the Exco; alternate director of the Sanlam Limited main board; chairman of the board of TASC; a director of Innofin; Gensec Property Services and Fundamo. Until 2002, he was the Chief Executive: Corporate Marketing, Sanlam. Until August 2001, he was the executive vice president at South African Airways (SAA) responsible for Strategic Alliances, Network Management and Global Sales.

4. **ORDINARY RESOLUTION 3 – RATIFICATION AND CONFIRMATION OF THE APPOINTMENT OF ARNOLD FORMAN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

“Resolved that the appointment of Arnold Forman as an Independent Non-Executive Director of the Board of the company on 7 February 2019 be and is hereby ratified and confirmed.”

A brief profile of the Director is set out below.

Arnold Forman is a chartered accountant having completed articles at Arthur Young, and having worked at PWC locally and internationally. He is currently Chief Executive Officer of The Lubner Group of Companies which portfolio includes Real Estate, Property Development, Retail, Sporting and Financial Services Interests. His 24 years of experience in strategy, operations, financial and marketing aspects of these businesses is valuable, broad and always seeking out of the box solutions to promote businesses. His latest business passion is the landmark completion on The Houghton Residential and Hotel Development. From a CSI perspective, he was one of the founders and until last year the financial director of the NPO Afrika Tikkun which focuses on the education and career development of underprivileged township children and youth in South Africa. Today this NPO has 480 employees with more than 11,000 beneficiaries.

5. **ORDINARY RESOLUTION 4 – APPOINTMENT OF THE AUDIT COMMITTEE MEMBERS**

“Resolved that the following Directors of the Company, subject to ordinary resolution 1 and/or 2 and/or 3 being passed by separate resolution, be and are hereby elected as members of the Company’s Audit Committee until the conclusion of the next Annual General Meeting, being appointed in accordance with the Companies Act”

(a) ORDINARY RESOLUTION 4.1

“Resolved that Mr. Craig Carter is elected as a member and Chair of the Audit Committee of the Company”

(b) ORDINARY RESOLUTION 4.2

“Resolved that Mr. Happy Ntshingila is elected as a member of the Audit Committee of the Company”

(c) ORDINARY RESOLUTION 4.3

“Resolved that Mr. Arnold Forman is elected as a member of the Audit Committee of the Company”

6. **ORDINARY RESOLUTION 5 – NON-BINDING ADVISORY VOTE ON THE IMPLEMENTATION REPORT OF THE REMUNERATION POLICY**

“Resolved that, by way of a non-binding advisory vote, the remuneration implementation report of the company, as contained in the remuneration committee report set out below in Annexure 1, be and is hereby endorsed.”

To the extent that 25% or more votes are cast against this resolution 5, dissenting shareholders will be invited to engage with the remuneration committee to discuss their concerns. Details of such engagement will be provided in the General Meeting results announcement as per the listings requirements, if necessary.

7. ORDINARY RESOLUTION NUMBER 6 – AUTHORISED SIGNATORIES

“It is resolved that any Director or company secretary of the Company be and is hereby authorised to do all such things and sign all such documentation as are necessary to give effect to the resolutions proposed at this General Meeting.

VOTING AND PROXIES

The date on which Shareholders must be recorded in the Register for purposes of being entitled to receive this Notice of General Meeting is Friday, 22 February 2019.

The date on which Shareholders must be recorded in the Register for purposes of being entitled to attend and vote at the General Meeting, is Friday, 29 March 2019. The last day to trade in order to be entitled to attend and vote at the General Meeting, is Tuesday, 26 March 2019.

Section 63(1) of the Companies Act requires that meeting participants provide satisfactory identification. Accordingly, meeting participants will be required to provide proof of identification to the reasonable satisfaction of the chairman of the General Meeting and must accordingly bring a copy of their identity document, passport or drivers’ license to the General Meeting. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the Transfer Secretaries for guidance.

A Shareholder entitled to attend, speak and vote at the General Meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a Shareholder of the Company. For the convenience of Certificated Shareholders and Dematerialised Shareholders with “own-name” registration, a form of proxy (*grey*) is attached hereto. Completion of a form of proxy will not preclude such Shareholder from attending and voting (in preference to that Shareholder’s proxy) at the General Meeting.

Duly completed forms of proxy and the authority (if any) under which they are signed must reach the Transfer Secretaries of the Company at the address given below by no later than 10:00 on Tuesday, 2 April 2019.

Dematerialised Shareholders without “own-name” registration who wish to attend the 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 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.

SIGNED at Braamfontein Werf, Johannesburg on behalf of the Board of Directors of the Company on Tuesday, 26 February 2019.

By order of the board

4 Africa Exchange Registry (Pty) Ltd

Company Secretaries

Registered Office

16th Floor
25 Owl Street
Braamfontein Werf
2092

Transfer Secretaries

4 Africa Exchange Registry Proprietary Limited
1st Floor
Cedar Wood House
Ballywoods Office Park
33 Ballyclare Drive
Bryanston
2121
(Postnet Suite 532, Private Bag X51, Bryanston, 2021)

IMPLEMENTATION REPORT OF THE REMUNERATION POLICY

REMUNERATION IMPLEMENTATION REPORT FOR THE YEAR ENDED 31 AUGUST 2018

We are pleased to present Purple Group's Remuneration Implementation Report for the financial year ended 31 August 2018. The report aligns to the reporting structure recommended in the fourth King Report on Corporate Governance for South Africa (King IV).

We believe this report provides stakeholders with improved clarity on how our remuneration policy informs the actual pay and awards received by Purple Group's executive directors, senior executives and prescribed officers as defined by the Companies Act, and how it supports our strategy to attract and retain talent.

At the annual general meeting (AGM) held in December 2017, 99.999% of our shareholders voted in favour of our remuneration policy. Following the Remuneration Committee's review of its processes and the remuneration policy, to ensure alignment with shareholder expectations, the remuneration principles have not changed for this financial year.

We will continue to actively engage with shareholders on changes to our remuneration policy and its implementation as part of our commitment to enhance our reporting, meet shareholder expectations, where feasible, and maintain accurate, transparent and relevant disclosure on the performance measures used to determine the award of short- and long-term incentives.

The remuneration committee has developed a performance-orientated remuneration philosophy which fairly rewards executives and employees for their respective contributions to achieving the Group's strategic, financial and operational objectives. The remuneration structures are to encourage sustainable, long-term wealth creation. The following factors regarding the remuneration structures are highlighted:

- The remuneration philosophy is supportive of the Group's strategy;
- The cost of employment is managed while, at the same time, employees are rewarded in order to retain and motivate talented, skilled and high-calibre executives and employees;
- The Group promotes a performance-based culture; and
- The Group strives to align executive rewards with the interests of stakeholders.

The remuneration committee acknowledges the importance of motivating individual and team performances and therefore applies the remuneration policy equitably, fairly and consistently in relation to job responsibilities, the markets in which the Group operates and personal performance.

The Group rewards executive directors and employees as follows:

- Market-related, fair annual packages (base salary and benefits), which are competitive owing to the portability of skills;
- Market information is sourced from industry and executive remuneration surveys to benchmark executive remuneration in comparable positions;
- Annual performance bonuses related to specific company and personal objectives; and
- Participation in the employee share option scheme.

For non-executive directors' fees, the remuneration committee takes cognisance of market norms and practices as well as the additional responsibilities placed on Board members by new legislation and corporate governance rules. Non-executive director remuneration is fee-based and not linked to the share price of Purple Group. Purple Group non-executive directors do not receive bonuses or share options to ensure actual and perceived independence, except for Mark Barnes, the non-executive Chairman who has share options from his time as an executive. It was approved at a general meeting of shareholders that these could be retained.

EXECUTIVE DIRECTORS AND SENIOR MANAGEMENT REMUNERATION

GUARANTEED PACKAGES

R'000	FY 2017	FY 2018	Movement %
C Savage	3 834	3 921	2.3%
G van Dyk	2 847	2 956	3.8%
Senior Management (3 members)	6 180	6 435	4.1%

No increase were granted to the above individuals during FY 2018. The increase shown above relates to the full year impact of increases granted during FY 2017.

INCENTIVES – SHORT-TERM

Short-term bonuses for Executives and Senior Management are currently awarded at the discretion of the Remuneration Committee. Although various metrics are taken into account in evaluating performance, the overriding criteria is currently Group profitability. As such, no bonuses were awarded in respect of FY 2017 and FY 2018 to the Executives and Senior Management.

INCENTIVES – LONG-TERM

The Group rewards its staff through the Employee Share Option Scheme which translates into future value to the staff through increasing profits and in return, the share price of Purple Group.

On 1 February 2005, an employee share option scheme was introduced by approval at the general meeting of the Company. The terms and conditions of the options, as well as the details of the options granted, are as follows:

	2018		2017	
	Weighted average exercise price (cents)	Number of shares	Weighted average exercise price (cents)	Number of options
Outstanding at the beginning of the period	41	144 805 905	38	124 196 829
Granted during the period	–	–	56	22 692 868
Exercised during the period	–	–	22	(583 818)
Expired during the period	18	(6 500 000)	–	–
Forfeited during the period	53	(4 762 382)	47	(1 499 974)
Outstanding at the end of the period	42	133 543 523	41	144 805 905
Exercisable at the end of the period	35	89 548 710	29	73 246 862

The vesting conditions of all the options granted to date are:

- Up to 25% on or after the first anniversary date of acceptance of the options;
- Up to 50% on or after the second anniversary of the acceptance date;
- Up to 75% on or after the third anniversary date; and
- Up to 100% on or after the fourth anniversary date.

The contractual life of all options is seven years from date of grant.

The options outstanding at 31 August 2018 have been issued in a price range from 22 cents to 76 cents and have a weighted average exercise price of 42 cents (2017: 41 cents) and a weighted average contractual life of 3.64 years (2017: 4.12 years).

The number of share options held by Executive Directors and Senior Management are:

	FY 2017	Expired	FY 2018	Movement %
C Savage	26 000	(4 000)	22 000	(15.4%)
G van Dyk	21 250	(500)	20 750	(2.4%)
Senior Management (3 members)	28 150	(2 000)	26 150	(7.1%)
Total	75 400	(6 500)	68 900	(8.6%)

No share options were granted during FY 2018

NON-EXECUTIVE DIRECTOR REMUNERATION

The remuneration of non-executive directors is reviewed annually by the Board and the Remuneration Committee. The Remuneration Committee proposed a 6% increase in non-executive director's fees (save for the fees of the Chairman of the Board which has been decreased by 81%), linked to inflation. The shareholders have approved the non-executive director's remuneration for the year ending 31 August 2019 at the Annual General Meeting held on 7 January 2019.

Non-executive directors are paid a fixed fee for services rendered and fees are set at levels that will attract and retain the calibre of directors necessary to contribute to a highly productive board.

Fees paid to non-executive directors based on Chair, Independence and attendance of meetings

	Approved 2019 R'000	Actual 2018 R'000	Actual 2017 R'000
<i>Fees paid to Chairman of the Board</i>			
– Annual Fee	500	2 697	2 697
<i>Fees paid to independent non-executive directors</i>			
– Annual Fee	291	275	259
<i>Fees paid to other non-executive directors</i>			
– Fee per Board meeting	40	38	36
– Fee per sub-committee meeting	20	19	18

The Chairman of the Board receives a fixed annual fee only.

Independent non-executive directors receive a fixed annual fee only.

All other non-executive directors (which excludes the chairman of the board and independent non-executive directors) are paid a fee per board meeting attended and sub-committee meeting attended during the year.

Fees paid to each non-executive director

	Actual 2018 R'000	Actual 2017 R'000
<i>Fees paid to Chairman of the Board</i>		
– Mark Barnes	2 697	2 697
<i>Fees paid to independent non-executive directors</i>		
– Craig Carter	275	259
– Dennis Alter*	–	–
<i>Fees paid to other non-executive directors</i>		
<i>Ronnie Lubner</i>		
– Attendance of Board meetings	76	72
– Fee per sub-committee meeting	–	18

*Dennis Alter did not get paid a fee due to non-attendance of meetings.



**PURPLE GROUP
LIMITED**

(Incorporated in South Africa)
(Registration Number: 1998/013637/06)
Share Code: PPE
ISIN: ZAE000185526
("Purple Group" or "the Company")

FORM OF PROXY

*The definitions and interpretations commencing on page 5 of the circular to which this form of proxy is attached ("**the Circular**") apply, mutatis mutandis, to this form of proxy.*

ONLY FOR USE BY CERTIFICATED SHAREHOLDERS AND DEMATERIALIZED SHAREHOLDERS WITH "OWN-NAME" REGISTRATION

For use by Shareholders at the General Meeting of Shareholders to be held at **Purple Group, 16th Floor, 25 Owl Street, Braamfontein Werf, 2092 at 10:00 on Thursday, 4 April 2019**, or any adjourned or postponed meeting.

If you are a Dematerialised Shareholder without "own-name" registration you must not complete this form of proxy but must instruct your CSDP or broker as to how you wish to vote. This must be done in terms of the custody agreement between you and your CSDP or broker.

I/We _____ (Name in block letters)

of _____ (Address)

being a shareholder/s of Purple Group Limited, holding ordinary shares hereby appoint:

1. _____ or, failing him/her,
2. _____ or, failing him/her,
3. _____ or, failing him/her,
4. the Chairman of the General Meeting, as my proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 10:00 on Thursday, 4 April 2019 and at any adjournment thereof and to speak and act for me/us and, on a poll, vote on my/our behalf,

My/Our proxy shall vote as follows:

	Number of ordinary shares		
	In favour of	Against	Abstain
Special resolution number 1: Change of Name			
Ordinary resolution number 1: Ratification and confirmation of the appointment of Happy Ntshingila as an Independent Non-Executive Director and Chairperson of the board of directors of the Company			
Ordinary resolution number 2: Ratification and confirmation of the appointment of Bonang Mohale as an independent non-executive Director of the board of directors of the Company			
Ordinary resolution number 3: Ratification and confirmation of the appointment of Arnold Forman as an independent non-executive director of the board of directors of the Company			
Ordinary resolution number 4.1: Election of Craig Carter as a member and Chair of the Audit Committee			
Ordinary resolution number 4.2: Election of Happy Ntshingila as a member of the Audit Committee			
Ordinary resolution number 4.3: Election of Arnold Forman as a member of the Audit Committee			
Ordinary resolution number 5: Non-binding advisory vote on implementation report of the remuneration policy			
Ordinary resolution number 6: To authorise the directors as signatories			

(Indicate instruction to proxy by way of a cross in space provided above)

Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed this _____ day of _____ 2019

Signature _____

SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

In terms of section 58 of the Companies Act:

- A Shareholder may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a Shareholder) as a proxy to participate in, and speak and vote at, a Shareholders' meeting on behalf of such Shareholder.
- A Shareholder may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the Shareholder.
- A proxy may delegate his authority to act on behalf of a Shareholder to another person, subject to any restriction set out in the instrument appointing such proxy.
- Irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that
 - the relevant Shareholder chooses to act directly and in person in the exercise of any of such Shareholder's rights as a Shareholder.
 - Any appointment by a Shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise.
 - If an appointment of a proxy is revocable, a Shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the relevant company.
- A proxy appointed by a Shareholder is entitled to exercise, or abstain from exercising, any voting right of such Shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise.
- If the instrument appointing a proxy or proxies has been delivered by a Shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's memorandum of incorporation to be delivered to a Shareholder must be delivered by such company to:
 - the relevant Shareholder; or
 - the proxy or proxies, if the relevant Shareholder has: (i) directed such company to do so, in writing and (ii) paid any reasonable fee charged by such company for doing so.

Notes:

1. Each Shareholder is entitled to appoint 1 (one) (or more) proxies (none of whom need be a Shareholder of the Company) to attend, speak and vote in place of that Shareholder at the General Meeting.
2. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided with or without deleting "the Chairman of the General Meeting" but the Shareholder must initial any such deletion. The person whose name stands first on the form of proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. A Shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate box provided or "X" should the Shareholder wish to vote all Shares held by him. Failure to comply with the above will be deemed to authorise and direct the chairman of the General Meeting, if the chairman is the authorised proxy, to vote in favour of the resolutions, or any other proxy to vote or abstain from voting at the General Meeting as he/she deems fit, in respect of all the Shareholder's votes exercisable at the meeting.
4. Completed forms of proxy and the authority (if any) under which they are signed must be lodged with or posted to the Transfer Secretaries, at 4 Africa Exchange Registry Proprietary Limited, 1st Floor, Cedar Wood House, Ballywoods Office Park, 33 Ballyclare Drive, Bryanston, 2121 (Postnet Suite 532, Private Bag X51, Bryanston, 2021), to be received by them for administrative purposes only by no later than 48 hours before the commencement of the General Meeting (or any adjournment of the General Meeting), excluding Saturdays, Sundays and official public holidays, provided that any form of proxy not delivered to the Transfer Secretaries by this time may be handed to the chairman of the General Meeting prior at any time before the appointed proxy exercises any shareholder rights at the General Meeting.
5. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so.
6. The chairman of the General Meeting may accept or reject any form of proxy not completed and/or received in accordance with these notes or with the memorandum of incorporation of the Company.
7. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy, unless previously recorded by the Company or the Transfer Secretaries.
9. Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy, unless it has been registered by the Company or the Transfer Secretaries or waived by the chairman of the General Meeting.
10. Where Shares are held jointly, all joint holders are required to sign this form of proxy.
11. A minor Shareholder must be assisted by his/her parent/guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company or the Transfer Secretaries.
12. Dematerialised Shareholders who do not own Shares in "own-name" dematerialised form and who wish to attend the General Meeting, or to vote by way of proxy, must contact their CSDP or broker who will furnish them with the necessary letter of representation to attend the General Meeting or to be represented thereat by proxy. This must be done in terms of the agreement between the Shareholder and his/her CSDP or broker.
13. This form of proxy shall be valid at any resumption of an adjourned meeting to which it relates although this form of proxy shall not be used at the resumption of an adjourned meeting if it could not have been used at the General Meeting from which it was adjourned for any reason other than it was not lodged timeously for the meeting from which the adjournment took place. This form of proxy shall in addition to the authority conferred by the Companies Act except insofar as it provides otherwise, be deemed to confer the power generally to act at the General Meeting in question, subject to any specific direction contained in this form of proxy as to the manner of voting.
14. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Share in respect of which the proxy is given, provided that no notification in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Transfer Secretaries before the commencement of the meeting or adjourned meeting at which the proxy is used.
15. Any proxy appointed pursuant to this form of proxy may not delegate her or his authority to act on behalf of the relevant Shareholder.
16. In terms of section 58 of the Companies Act, unless revoked, an appointment of a proxy pursuant to this form of proxy remains valid only until the end of the General Meeting or any adjournment of the General Meeting.



**PURPLE GROUP
LIMITED**

(Incorporated in South Africa)
(Registration Number: 1998/013637/06)
Share Code: PPE
ISIN: ZAE000185526
("Purple Group" or "the Company")

FORM OF SURRENDER

INSTRUCTIONS:

1. A separate form is required for each holder of a certificated share in the Company ("shareholder"). Shareholders who have dematerialised their shares must not complete the surrender form and any amendments or changes to their holding of shares will be handled automatically by the Central Securities Depository Participant ("CSDP") or broker through whom their shares were dematerialised.
2. Part A must be completed by all certificated shareholders who return this form.
3. Part B must be completed by all certificated shareholders who are emigrants from and non-residents of the Common Monetary Area (comprising the Republics of South Africa and Namibia and the Kingdoms of Lesotho and eSwatini).
4. If this Form of Surrender is returned with the share certificates or other documents of title, it will be treated as a conditional surrender which is made subject to the change of name becoming effective. In the event of the change of name change not becoming operative for any reason whatsoever, the transfer secretaries will, within five business days of the date upon which it becomes known that the name change will not become operative, return the relevant share certificates to the shareholder concerned, by registered post, at the risk of such shareholder.
5. The new share certificates will not be sent to Shareholders unless and until the share certificates or other documents of title in respect of the relevant Shares have been surrendered to the Transfer Secretaries at the address indicated below.
6. In order to comply with FICA requirements, 4 Africa Exchange Registry Proprietary Limited will be unable to record any changes of address or payment mandates unless the following documentation is received from the relevant shareholder:
 - a. A certified true copy of the original identification document (in respect of change of address and payment mandate); and
 - b. A certified true copy of an original Bank Statement (in respect of bank mandate).

Transfer Secretaries

By hand
4 Africa Exchange Registry Proprietary Limited
1st Floor
Cedar Wood House
Ballywoods Office Park
33 Ballyclare Drive
Bryanston
2121

By post
Postnet Suite 532
Private Bag X51
Bryanston
2021

PART A – All Certificated Shareholders must please complete this section (in BLOCK CAPITALS)

I/We (Name in block letters)

of (Address)

being Shareholder/s of Purple Group Limited, holding ordinary shares, hereby surrender the undermentioned share certificates, conditional upon the name change being implemented:

Name of Registered Holder (separate form for each holder)	Certificate Number(s) (In numerical order)	Number of Shares
Total		

Signature of Shareholder:	Stamp and address of agent lodging this form (if any)
Assisted by me (if applicable):	
(State full name and capacity):	
Date:	
Telephone Number (Home): ())	
Telephone Number (Work): ())	

PART B – To be completed by emigrants from and non-residents of the Common Monetary Area.

Nominated authorised dealer in the case of a shareholder who is an emigrant from or a non-resident of the Common Monetary Area (see note 2 below):

Name and address of authorised dealer:

Account number:

Address:

Postal Code:

Notes:

1. No receipts will be issued for share certificates lodged, unless specifically requested. In compliance with the requirements of the JSE Limited ("JSE"), lodging agents are requested to prepare special transaction receipts, if required. Signatories may be called upon for evidence of their authority or capacity to sign this form.
2. Persons whose registered addresses in the share register are outside the Common Monetary Area, or whose shares are restrictively endorsed, should nominate an authorised dealer in Part B of this form.
3. Any alteration to this form of surrender must be signed in full and not initialled.
4. If this form of surrender is signed under a power of attorney, then such power of attorney, or a notarially certified copy thereof, must be sent with this form for noting (unless it has already been noted by the Company or its transfer secretaries).
5. Where the shareholder is a company or a close corporation, unless it has already been registered with the Company or its transfer secretaries, a certified copy of the directors' or Shareholders' resolution authorising the signing of this form of surrender must be submitted if so requested by the Company.
6. Note 5 does not apply in the event of this form bearing a recognised JSE broker's stamp.
7. Where there are joint holders of any shares in the Company, only that holder whose name stands first in the register in respect of such shares need sign this form of surrender.