

Non-CONFIDENTIAL

Annexure A

Friedshelf 1508 Proprietary Limited

And

RTT Holdings Proprietary Limited

CC CASE NUMBER: 2014Mar0118

CONDITIONS

1. Definitions

The following expressions shall bear the meanings assigned to them below and cognate expressions bear corresponding meanings –

- 1.1 "Acquiring Firm" means Friedshelf;
- 1.2 "Approval Date" means the date referred to in the Competition Tribunal Order;
- 1.3 "Commercial reasons" mean reasonable principles of commerce, or bona fide reasons, taken into account in arriving at a decision in the ordinary course of business;
- 1.4 "Commission" means the Competition Commission of South Africa;
- 1.5 "Competitively Sensitive Information" includes the following categories of competitively sensitive information, namely non-public pricing information, customer details including any discounts and rebates provided to customers, any planned price increases, price reduction or promotions, margin information, information on specific clients and client strategies including, but not limited to financial data including non-public sales volume, and sales value, marketing, promotional and advertising strategies, and budget and business models or plans;
- 1.6 "Conditions" means these conditions;
- 1.7 "Effective Date" means midnight on the last business day of the month in which the last of the Conditions Precedent as set out in the Subscription, Repurchase and Sale of Shares Agreement entered into between the Merging Parties is fulfilled;
- 1.8 "Friedshelf" means Friedshelf 1508 Proprietary Limited;
- 1.9 "GEPP" means Government Employee Pension Fund;
- 1.10 "Merger" means the acquisition of control by Friedshelf over RTT;

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- 1.11 "Merging Parties" means Friedshel and RTT;
 - 1.12 "Non-Controlling Portfolio Companies" means Barloworld Limited; Super Group Limited; Eqstra Limited; Tencor Limited; Grindrod Limited and Imperial Holdings Limited;
 - 1.13 "PIC" means Public Investment Corporation Limited;
 - 1.14 "RTT" means RTT Holdings Proprietary Limited; and
 - 1.15 "Target Firm" means the RTT;

2. Recordal

On 31 March 2014, the Merging Parties filed this large merger transaction with the Commission. Following its investigation of this Merger transaction, the Commission is of the view that the Merger is unlikely to substantially prevent or lessen competition in any market as no overlaps arise.

However, the Commission is concerned that the PIC may have the right to appoint a director to the board of each Non-Controlling Portfolio company and have recently exercised that right by appointing one director, namely [REDACTED], to sit on the board of [REDACTED]. Through the merger, it could also appoint a director to the board of RTT. Therefore the merger creates a structure of "cross directorships" that could allow for the sharing of Competitively Sensitive information.

The "Chinese Wall" policy put in place by the PIC may not be effective in preventing the flow of competitively sensitive information and is also not legally enforceable. The Commission therefore found it appropriate to recommend the conditions contained herein.

The Merging Parties have also agreed to these conditions.

3. Conditions to the approval of the Merger

- 3.1. For as long as the GEPP / PIC can appoint a director to the board of RTT:
 - 3.1.1. It shall ensure that the director appointed to the RTT board will not be appointed to the boards of the Non-Controlling Portfolio Companies;
 - 3.1.2. It shall ensure that its unlisted investment in RTT is housed in a different division/department to its listed investments in the Non-Controlling Portfolio Companies, with adequate security and confidentiality safeguards preventing the sharing of Competitively Sensitive Information.

The Non-Controlling Portfolio Companies investments shall continue to be part of the PIC's [REDACTED] whereas the RTT investment shall be part of the [REDACTED] portfolio; and

3.1.3. It shall ensure that any RTT Competitively Sensitive Information is only reported to the respective investment committee in closed door sessions and such information is aggregated.

4. Monitoring of compliance with the conditions

4.1. Friedshelf shall inform the Commission in writing of the Effective Date, within 5 days of it becoming effective.

4.2. The PIC shall implement the conditions in 3.1.1 to 3.1.3 within 10 business days of the Effective date of the merger.

4.3. As proof of compliance thereof, the PIC shall submit an affidavit by its Chief Executive Officer or Chief Investment Officer attesting to compliance with 4.1 above within 3 days of it been effected.

4.4. Should the PIC dispose of its entire interest in RTT, it shall inform the Commission of such disposal within 30 days of concluding a sale agreement or any other agreement, submitting a copy of such agreement as proof thereof.

4.5. An apparent breach by the Merging Parties of any of the Conditions shall be dealt with in terms of Rule 39 of the Rules for the Conduct of Proceedings in the Commission.

4.6. All correspondence in relation to these Conditions shall be submitted to the following email address: mergerconditions@compcom.co.za.