

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 8 of this Circular apply *mutatis mutandis* to this front cover and all sections of this Circular.

ACTION REQUIRED BY SHAREHOLDERS

Detailed action required by shareholders is set out on page 5 of this Circular. If you have disposed of all your shares, then this Circular should be handed to the purchaser of such shares or to the broker, CSDP, banker or other agent through whom the disposal was effected. If you are in any doubt as to the action you should take, please consult your CSDP, broker, banker, legal advisor, accountant or other professional advisor immediately.

DISCLAIMER

Global does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of a dematerialised shareholder to notify such shareholder of the details of this Circular.



Global Asset Management Limited
(Incorporated in the Republic of South Africa)
(Registration number 2002/003192/06)
ISIN Code: ZAE000173498 Share code: GAM

CIRCULAR TO SHAREHOLDERS

relating to:

- **the specific issue of 27 322 404 new Global shares to ARC at a price of R1.83 per share for an aggregate amount of R50 million;**

and enclosing

- **the Proposed Resolutions; and**
 - **the Form of Written Consent.**
-

Designated Adviser to Global

Arbor Capital Sponsors Proprietary Limited



Date of issue: Thursday, 7 March 2019

This Circular is available in English only. Copies may be obtained from the registered office of the Company and the Company's Transfer Secretaries, whose addresses are set out in the "Corporate Information" section on page 2 of this Circular. A copy of this Circular will also be made available on the Company's website (<http://www.global-ltd.co.za>)

CORPORATE INFORMATION

Directors of Global

GK Cunliffe#*
N Penzhorn (Chief Executive Officer)
WP Basson (Chief Financial Officer)
MCC van Ettinger (Chief Operating Officer)
AJ Naidoo #
GT Magomola#
MJ Reyneke ^
NB Matyolo ^

Independent non-executive director

^ Non-executive director

* Chairman

Date of incorporation of Global

13 February 2002

Place of incorporation of Global

Pretoria, South Africa

Company secretary

Arbor Capital Company Secretarial
Proprietary Limited
(Registration number 1998/025284/07)
20 Stirrup Lane, Woodmead North Office Park
Corner Woodmead Drive and Van Reenens
Avenue, Woodmead, 2157
(Suite X439, Private Bag X29, Gallo Manor,
2052)

Registered office

Building 2
Clearwater Office Park
Cnr of Christiaan De Wet and
Millennium Roads
Strubensvalley, Roodepoort, 1724

Designated Advisor

Arbor Capital Sponsors Proprietary Limited
(Registration number 2006/033725/07)
20 Stirrup Lane, Woodmead North Office Park
Corner Woodmead Drive and Van Reenens
Avenue, Woodmead, 2157
(Suite X439, Private Bag X29, Gallo Manor,
2052)

Transfer Secretaries

Link Market Services South Africa Proprietary
Limited
(Registration number 2000/007239/07)
13th Floor
19 Ameshoff Street
Braamfontein
Johannesburg, 2001
(PO Box 4844, Johannesburg, 2000)

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NOTICE OF ORDINARY RESOLUTIONS PROVIDING FOR THE APPROVAL OF A SPECIFIC ISSUE OF SHARES FOR CASH TO BE PROPOSED TO SHAREHOLDERS IN TERMS OF SECTION 60 OF THE COMPANIES ACT

Notice is hereby given to shareholders that the Board has resolved to propose that the shareholders consider and, if deemed fit, pass, with or without modification, the Proposed Resolutions set out in **Annexure 1** to this Circular, by written consent in terms of section 60 of the Companies Act.

1. The Proposed Resolutions provide for:
 - 1.1 a specific issue of 27 322 404 Global shares for cash at an issue price of R1.83 per share to ARC for an aggregate consideration of R50 million; and
 - 1.2 an enabling resolution.

The Subscription Price is at a 221% premium to the 30-day VWAP of 57 cents per share at 21 February 2019, being the last date of trade prior to the parties agreeing to the Specific Issue. The Subscription Shares will rank *pari passu* with the existing shares in issue and will be of a class already in issue.

The Specific Issue will have no impact on the financial statements of the Company other than the subscription of shares for cash.

2. Section 65(2) of the Companies Act provides that the Board may propose any resolution to be considered by shareholders, and may determine whether that resolution will be considered at a meeting, or by vote or written confirmation in terms of section 60 of the Companies Act. The Board has resolved that the Proposed Resolutions set out in **Annexure 1** to this Circular should be considered by shareholders by written consent in terms of section 60 of the Companies Act.
3. Section 60(1) of the Companies Act provides that a resolution that could be voted on at a shareholders' meeting may instead be (i) submitted for consideration to the shareholders entitled to exercise voting rights in relation to the resolution, and (ii) voted on in writing by shareholders entitled to exercise voting rights in relation to the resolution, within 20 (twenty) Business Days after the resolution was submitted to them.
4. Section 60(2) of the Companies Act further provides that a resolution contemplated in section 60(1) of the Companies Act will have been adopted if it is supported by persons entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or special resolution, as the case may be, at a properly constituted shareholders' meeting, and, if adopted, such resolution will have the same effect as if it had been approved by voting at a meeting.

ACTION REQUIRED BY SHAREHOLDERS

1. **CERTIFICATED SHAREHOLDERS AND DEMATERIALISED OWN-NAME REGISTERED SHAREHOLDERS**

- 1.1 Certificated shareholders and dematerialised own-name registered shareholders may indicate, by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided, on the Form of Written Consent annexed as **Annexure 2** to this Circular, how they wish to cast their votes in relation to the Proposed Resolutions.
- 1.2 Please consider the Proposed Resolutions and vote on it within 20 Business Days, but by no later than at close of business on **Friday, 12 April 2019** and return a copy of the completed and signed Form of Written Consent to the Transfer Secretaries, Link Market Services South Africa Proprietary Limited, for them to receive your Form of Written Consent by no later than at close of business on **Friday, 12 April 2019**, at any one of the following addresses:

By hand

Link Market Services South Africa
Proprietary Limited
13th Floor
19 Ameshoff Street
Braamfontein
Johannesburg
2001

By mail

Link Market Services South Africa
Proprietary Limited
PO Box 4844
Johannesburg
2000

2. **DEMATERIALISED SHAREHOLDERS WITHOUT OWN-NAME REGISTRATION**

Dematerialised shareholders without own-name registration must **not** return the Form of Written Consent annexed as **Annexure 2** to this Circular to the Transfer Secretaries, but should advise their CSDP or broker as to what action they wish to take in terms of the agreement entered into between them and their CSDP or broker and furnish their CSDP or broker with their instruction for voting in respect of the Proposed Resolutions.

3. **IF YOU HAVE DISPOSED OF YOUR SHARES**

If you have disposed of your shares, please forward this Circular to the purchaser of such shares or to the broker or agent through whom the disposal was effected.

4. **DEEMED RECEIPT**

- 4.1 Where a shareholder has received this Circular attaching the Proposed Resolutions by means of post, such shareholder is deemed to have received these documents on the 7th (seventh) day following the day on which the document was posted as recorded by a post office, unless there is conclusive evidence that it was delivered on a different day.
- 4.2 Where a shareholder has received this Circular attaching the Proposed Resolutions by means of electronic mail, such shareholder is deemed to have received this Circular on the date and at the time recorded by the computer used by the sender, unless there is conclusive evidence that it was delivered on a different date or at a different time.

- 4.3 Where a shareholder has received this Circular attaching the Proposed Resolutions by hand in the case of a natural person, or, in the case of a company or body corporate, by hand to a responsible employee at its registered office or its principal place of business within the Republic of South Africa, such shareholder is deemed to have received this Circular on the date and at the time recorded on the receipt for delivery, unless there is conclusive evidence that it was delivered on a different date or at a different time.
- 4.4 Notwithstanding the aforementioned, the deadline-date for submitting the signed Form of Written Consent or for advising your CSDP or broker of your instruction for voting in respect of the Proposed Resolutions remains **Friday, 12 April 2019**.
5. **RECORD DATE**
The Board has resolved that the record date on which shareholders must be recorded as such in the Register maintained by the Transfer Secretaries for purposes of being entitled to receive this Circular is Friday, 22 February 2019.
6. **ANNOUNCEMENT OF THE RESULTS OF THE VOTING**
As soon as it has been established that the Proposed Resolutions have been adopted or rejected by shareholders, the Company will release a statement on SENS and the Company's website to inform shareholders thereof.

Note:

If you are in any doubt as to the action you should take, please consult your CSDP, broker, banker, legal advisor, accountant or other professional advisor immediately. Global does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of a dematerialised shareholder to notify such shareholder of the action required by shareholders.

IMPORTANT DATES AND TIMES

The definitions and interpretations commencing on page 8 of this Circular apply, *mutatis mutandis*, to this important dates and times section.

2019

| | |
|--|---------------------|
| Record date to determine which shareholders are entitled to receive this Notice | Friday, 22 February |
| Circular posted to shareholders | Thursday, 7 March |
| Publication on SENS and the Company's website and issue date of this Notice in terms of Section 60 | Thursday, 7 March |
| Latest date by which the Written Consent is to be received by the Transfer Secretaries by 12:00 | Friday, 12 April |
| Results of the voting to be released on SENS | Monday, 15 April |
| Posting of statement describing the results of the vote | Thursday, 18 April |

Notes:

1. Dates and times are subject to potential changes. Any such changes will be released on SENS.
2. In order for the Specific Issue Ordinary Resolution and the Enabling Resolution to be adopted, at least 75% (in respect of the former) and 50% plus one vote (in respect of the latter) of all the voting rights exercised on such resolutions must have been exercised in favour thereof within 20 (twenty) Business Days after the Proposed Resolutions were submitted to shareholders. Shareholders are advised that ARC, which, as at the Last Practicable Date, holds 25.54% of the issued share capital of Global, will be precluded from voting on the Specific Issue Ordinary Resolution.
3. Notwithstanding, the Specific Issue Ordinary Resolution and the Enabling Resolution will become adopted and effective as soon as the voting rights exercised in favour thereof equate to 75% (in respect of the former) and 50% plus one vote (in respect of the latter) of all voting rights that were entitled to be exercised on such resolutions, which may be sooner than the closing date as set out above.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless otherwise stated or the context clearly indicates a contrary intention, the following words and expressions shall bear the meaning assigned to them hereunder. Words in the singular shall include the plural and vice versa, words signifying any one gender shall include the other genders and references to natural persons shall include juristic persons and associations of persons:

| | |
|-------------------------------------|--|
| “AltX” | the Alternative Exchange of the JSE; |
| “ARC” | UBI General Partner Proprietary Limited (registration number 2016/224437/06), on behalf of the ARC Fund, an <i>en commandite</i> partnership associated with African Rainbow Capital Investments Limited, and a company duly incorporated and registered under the company laws of South Africa; |
| “Board” or “directors” | board of directors of Global, whose names are set out in the “Corporate Information” section on page 2 of this Circular; |
| “Business Day” | any day other than a Saturday, Sunday or a public holiday in South Africa; |
| “certificated shareholder” | a shareholder who holds certificated shares; |
| “certificated shares” | shares which are not dematerialised, title to which is represented by physical Documents of Title; |
| “Circular” | this bound document, dated Thursday, 7 March 2019, including all annexures thereto; |
| “Companies Act” | the Companies Act, No. 71 of 2008, as amended from time to time, including the Companies Regulations 2011; |
| “CSDP” | A Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act, appointed by an individual shareholder for the purposes of, and in regard to the dematerialisation of documents of title for purposes of incorporation into Strate; |
| “dematerialised shareholder” | a shareholder who holds dematerialised shares; |
| “dematerialised shares” | shares which have been incorporated into Strate and which are no longer evidenced by physical documents of title, but the evidence of ownership of which is determined electronically and recorded in the sub-register maintained by a CSDP; |
| “Documents of Title” | share certificates, certified transfer deeds, balance receipts or any other physical documents of title pertaining to the shares in question acceptable to the directors; |

| | |
|---|---|
| “Enabling Resolution” | the ordinary resolution to be approved by at least a 50% plus one vote of the majority of the votes cast in favour of such resolution by all Global shareholders to provide the directors and the company secretary with the necessary authority to do all things as may be necessary to act under or implement the Specific Issue pursuant to the passing of the Specific Issue Ordinary Resolution; |
| “Financial Markets Act” | Financial Markets Act, No. 19 of 2012; |
| “Form of Written Consent” | the Form of Written Consent to be completed by certificated shareholders and dematerialised shareholders with own-name registration, annexed as Annexure 2 to this Circular; |
| “Global” or “the Company” or “the Group” or “the Issuer” | Global Asset Management Limited (registration number 2002/003192/06), a limited liability public company duly incorporated with the laws South Africa on 15 February 2002 and listed on the AltX under share code GAM, ISIN: ZAE000173498; |
| “Global Subscription Agreement” | the first subscription agreement originally entered into between Global and African Rainbow Capital Proprietary Limited (which, as a result of a change in its internal group corporate structure, subsequently assigned its rights, title, interest and obligations in terms of that agreement to ARC and to which the addendum in the Subscription Agreement refers) on or about 23 September 2016 in terms of which ARC subscribed for 19 323 671 Global shares at an issue price of R2.07 for a total consideration of R40 million; |
| “JSE” | JSE Limited (registration number 2005/022939/06), a limited liability public company duly incorporated in accordance with the laws of South Africa and licensed as an exchange under the Financial Markets Act; |
| “JSE Listings Requirements” | the Listings Requirements of the JSE, as amended from time to time; |
| “Last Practicable Date” | Tuesday, 5 March 2019, being the last practicable date prior to the finalisation of this Circular; |
| “own-name registration” | dematerialised shareholders who have registered their shares in their own name with a CSDP or broker in terms of the Financial Markets Act; |
| “Proposed Resolutions” | collectively, the Specific Issue Ordinary Resolution and the Enabling Resolution, as set out in Annexure 1 to the Circular; |
| “Rand” or “R” | South African Rand, the official currency of South Africa; |
| “SENS” | the Stock Exchange News Service of the JSE; |

| | |
|--|--|
| “shareholders” or “Global shareholders” | registered holders of Global shares; |
| “shares” or “Global shares” | ordinary shares with no par value in the issued share capital of Global; |
| “South Africa” | the Republic of South Africa; |
| “Specific Issue” | the issue of the Subscription Shares at the Subscription Price; |
| “Specific Issue Ordinary Resolution” | the ordinary resolution to be approved by at least a 75% majority of the votes cast in favour of such resolution by all Global shareholders (excluding ARC and their associates) to implement the Specific Issue; |
| “Strate” | the settlement and clearing system used by the JSE, managed by Strate Proprietary Limited (registration number 1998/022242/07), a limited liability private company duly incorporated in accordance with the laws of South Africa and which company is a registered Central Securities Depository in terms of the Financial Markets Act; |
| “Subscription Agreement” | the new subscription agreement entitled “ <i>Additional Subscription and First Addendum to the Global Subscription Agreement</i> ” entered into between Global and ARC on 22 February 2019 which governs the Specific Issue; |
| “Subscription Price” | the subscription price payable by ARC to Global for the Subscription Shares, being R1.83 per Subscription Share and an aggregate amount of R50 million; |
| “Subscription Shares” | 27 322 404 Global shares to be issued by Global to ARC pursuant to the Subscription Agreement; |
| “subsidiary” | a subsidiary as defined in the Companies Act; |
| “Transfer Secretaries” | Link Market Services South Africa Proprietary Limited (Registration number 2000/007239/07), a limited liability private company duly incorporated in accordance with the laws of South Africa, particulars of which appear in the “Corporate Information” section on page 2 of this Circular; |
| “VAT” | value added tax, levied in terms of the provisions of the Value-Added Tax Act, 1991 (Act 89 of 1991), as amended; and |
| “VWAP” | volume weighted average price. |



Global Asset Management Limited
(Incorporated in the Republic of South Africa)
(Registration number 2002/003192/06)
("Global" or "the Company")
ISIN Code: ZAE000173498 Share code: GAM

Directors of Global

GK Cunliffe#*
N Penzhorn (Chief Executive Officer)
WP Basson (Chief Financial Officer)
MCC van Ettinger (Chief Operating Officer)
AJ Naidoo #
GT Magomola#
MJ Reyneke ^
NB Matyolo ^

Independent non-executive director

^ Non-executive Director

* Chairman

CIRCULAR TO SHAREHOLDERS

1. Introduction

As announced on SENS on 22 February 2019, the Company had entered into the Subscription Agreement with ARC in terms of which ARC will subscribe for, and the Company will issue, the Subscription Shares for cash at the Subscription Price for an aggregate amount of R50 million. Following the Specific Issue, ARC will hold 45.30% of the entire issued share capital of Global.

The purpose of this Circular is to provide shareholders with relevant information relating to the Specific Issue and to give notice that the Board has resolved to propose that shareholders consider and, if deemed fit, pass, with or without modification, the Proposed Resolutions set out in **Annexure 1** to this Circular, by written consent in terms of section 60 of the Companies Act, to implement the Specific Issue in accordance with the JSE Listings Requirements.

The Form of Written Consent is attached annexed as **Annexure 2** to this Circular.

2. Suspensive conditions

The Specific Issue is subject to the fulfilment of the following suspensive conditions on or before 30 June 2019:

- 2.1 the requisite majority of shareholders passing the Specific Issue Ordinary Resolution, as detailed in paragraph 8.10 below; and
- 2.2 the JSE approving the listing of the Subscription Shares.

The effective date of the Specific Issue will be the business day following the fulfilment of the above suspensive conditions.

3. Specific issue of shares for cash

The directors wish to undertake a specific issue of shares for cash in terms of paragraph 11.19B of the JSE Listings Requirements on the basis that the specific issue for cash undertaken:

- (i) is issued from a class of securities already in issue;
- (ii) is issued for cash without any other impact on the financial statements of the Company;
- (iii) the Subscription Shares are not convertible; and
- (iv) the Company has the authority pursuant to section 41(3) of the Companies Act, as granted by shareholders at the Company's annual general meeting held on 11 July 2018.

The Subscription Price is at a 221% premium to the 30-day VWAP of 57 cents per share at 21 February 2019, being the last date of trade prior to the parties agreeing to the Specific Issue. The Subscription Shares will rank *pari passu* with the existing shares in issue.

4. Details of the Issuer

Details of Global, including its registered address and date of incorporation, are included in the "Corporate Information" section on page 2 of this Circular.

5. Share capital

As at the Last Practicable Date, Global's share capital is as follows:

| | |
|---|--------------------|
| Authorised | |
| 1 000 000 000 ordinary shares of no par value | R |
| Issued | |
| 75 659 069 ordinary shares of no par value | |
| Stated capital | 100 836 971 |

The issued shares are listed on the AIX. No shares are listed on any other stock exchange other than the JSE.

There are no treasury shares held in the Group.

6. Details of directors

As at the Last Practicable Date, the directors of Global are as follows:

| Full name | Designation |
|---|-------------------------------------|
| Gordon Kenneth Cunliffe | Independent non-executive, Chairman |
| Niels Penzhorn | Chief Executive Officer |
| Werner Petrus Basson | Chief Financial Officer |
| Marinus Cornelis Christoffel van Ettinger | Chief Operating Officer |
| Alan Jerome Naidoo | Independent non-executive director |
| Gabriel Thono Magomola | Independent non-executive director |
| Machiel Johannes Reyneke | Non-executive director |
| Ntombiyoxolo Brenda Matyolo | Non-executive director |

7. Prospects

As at the Last Practicable Date, Global holds total assets of over R477 million with total equity amounting to approximately R180 million. The current assets relate mainly to the asset finance business of Global, namely LFS Assets Proprietary Limited ("**LFS Assets**"). Shareholders are referred to the announcement published on SENS on 19 February 2019 regarding the divestment by Global of LFS Assets to Main Street 1236 Proprietary Limited ("**Main Street**") ("**LFS Transaction**"), which transaction is in line with the Group's long-term strategy to focus on its renewable energy business, as referred to in paragraph 9 below. A circular containing details of the LFS Transaction will be distributed to shareholders within the applicable regulatory timeframes.

Global has developed a portfolio of alternative energy businesses that will exploit ever rising energy costs through proven technologies, to deliver sustainable returns to investors. The proceeds from the specific issue as well as the LFS Transaction will be applied in furthering Global's objectives in the area of waste plastics to energy and waste rubber to energy.

Global has established Enviroprotek Proprietary Limited ("**EPT**") to recycle waste car and truck tyres into fuel oil, carbon black and steel. Two recycling reactors have been commissioned in 2018 and are primed to recycle up to 500 tons of waste rubber per month. A portion of the proceeds from the transactions highlighted above will be employed to expand current operations to also be able to accommodate waste mining tyres, as well as beneficiate the fuel oil and black carbon products further, with the aim of achieving better pricing and to establish additional markets.

Plastics Green Energy Proprietary Limited ("**PGE**") was incorporated by Global to focus on the conversion of waste plastic into a high quality, sulfur free fuel oil. To this end, PGE has successfully completed an extensive testing program and piloting facility, which led to a full engineering design towards the construction of a commercial waste plastic recycling plant. The engineering design is focused specifically on the conversion of dirty waste plastic, which is currently not recycled by other waste companies and dumped onto landfill sites. PGE has established a supply chain and is currently storing close to 3 000 tons of waste plastic.

Global has acquired a commercial property in Nigel which will house both the EPT and PGE recycling facilities. All applicable environmental licenses and approvals have been obtained, and construction of the commercial plastic plant has commenced in 2018 already. The EPT reactors have been operational since the end of 2018 on the Nigel site.

Funds from the proceeds mentioned above will be employed to complete the construction of the commercial plastic plant, which should commence with commissioning during the fourth quarter of 2019. On full capacity, the first module of the plastic recycling plant will convert a minimum of approximately 800 tons of waste plastic into oil per month.

The PGE technology and engineering design are unique, and Global intends to expand the PGE business model into other jurisdictions, both locally and internationally.

8. Directors' confirmations

The directors confirm the following to shareholders and the JSE:

- 8.1 The Subscription Shares will be issued to ARC (a non-public shareholder), which is deemed to be a related party to Global as defined in JSE Listings Requirements, and in accordance with the timetable included in the "Important Dates and Times" section on page 7 of this Circular.
- 8.2 Global has the necessary authorities to issue shares pursuant to the provisions of the Companies Act.
- 8.3 There are no conversion rights to the Subscription Shares.

8.4 Details of the parties to the Specific Issue

ARC is a South African evergreen (open-ended) black-controlled investment fund and, due to its 25.54% interest in the issued share capital of Global as at the Last Practicable Date (and therefore being a major shareholder).

- 8.5 The number of shares to be issued is 27 322 404 shares, representing 36.11% of the total issued share capital of Global as at the Last Practical Date.
- 8.6 The Subscription Shares will be issued at a price of R1.83 per share, representing a 221% premium to the VWAP of 57 cents per such share measured over the 30 Business Day period prior to the date that the price of the Specific Issue was agreed in writing between the Company and ARC.
- 8.7 The issued share capital after the Specific Issue will be as follows:

| Issued | R |
|---|--------------------|
| 102 981 473 ordinary shares of no par value | |
| Stated capital | 150 836 971 |

- 8.8 The total amount to be received in respect of the Specific Issue will be R50 million, less expenses, which amount to approximately R153 300, excluding VAT. The expenses relate to:

| | Estimated amount |
|---|-------------------------|
| | R |
| Arbor Capital Sponsors – Designated Adviser | 60 000 |
| JSE listing fees | 56 500 |
| JSE documentation fees | 21 800 |
| Link Market Services – Transfer secretaries | 5 000 |
| Printing and postage fees | 10 000 |
| Total | 153 300 |

8.9 Intended use of funds

As stated in the announcement published on SENS on 14 August 2018, the Group has established two pyrolysis plants to convert waste rubber into oil and has run a successful pilot project to convert waste plastic into oil. The proceeds from the Specific Issue will be used for the completion of the construction of the first fully fledged waste plastic to oil plant. It is expected that revenue generation from this plant will commence in its financial year ending 30 November 2019.

8.10 Approval of the Specific Issue Ordinary Resolution

Approval of the Specific Issue Ordinary Resolution, which will, in terms of paragraph 5.51(g) of the JSE Listings Requirements, require at least a 75% majority of the votes cast in favour of such resolution by all Global shareholders (excluding parties and their associates participating in the Specific Issue) will be sought by written consent in terms of section 60 of the Companies Act. ARC, which, as at the Last Practicable Date, holds 25.54% of the issued share capital of Global, will be precluded from voting on the Specific Issue Ordinary Resolution.

8.11 Directors' responsibility statement

The directors, whose names are given on page 11 of this Circular, collectively and individually accept full responsibility for the accuracy of the information given 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 JSE Listings Requirements.

8.12 Documents available for inspection

The following documents, or copies thereof, will be available for inspection at the registered office of the Company and at the office of the Designated Advisor, which addresses are set out in the "Corporate Information" section on page 2 of the Circular, during normal business hours from Thursday, 7 March 2019 up to and including Friday, 12 April 2019:

- 8.12.1 the Subscription Agreement; and
- 8.12.2 a signed copy of this Circular.

9. Board opinion and recommendation

- 9.1 The Subscription Price is equal to the price of the rights offer conducted by the Company in 2018, the terms of which were announced on SENS on 3 May 2018 and further detailed in the circular to shareholders dated 7 June 2018 ("**Rights Offer**") ("**Rights Offer Price**"). The Rights Offer Price represented a premium to the 30-day VWAP of Global of 20 cents per share as at 3 May 2018, being the date just prior to the publication of the Rights Offer terms on SENS. The Rights Offer provided all shareholders the opportunity to subscribe for Global shares at the Rights Offer Price. Therefore, the Board is of the opinion that shareholders, who had also previously approved the Company's general authority to issue shares for cash, should not be disadvantaged by the Specific Issue at the Rights Offer Price, as they had a first right to take up shares at that price. Additionally, as the Company's shares have been extremely illiquid over the past six months, the 30-day VWAP as at 21 February 2019, being the last date of trade prior to the parties agreeing to the Specific Issue, does not fairly represent the value of the Company's shares. The Board is therefore of the opinion that the Rights Offer Price is a fair price at which to effect the Specific Issue.

- 9.2 Furthermore, the Subscription Price is at a 221% premium to the 30-day VWAP of 57 cents per share at 21 February 2019, being the last date of trade prior to the parties agreeing to the Specific Issue.
- 9.3 Accordingly, and in light of the intended use of the proceeds of the Specific Issue, as described in paragraph 8.9 above, the Board recommends that shareholders vote in favour of the Proposed Resolutions.

10. Mandatory offer

The issue of the Subscription Shares to ARC will result in ARC holding an effective shareholding in Global of approximately 45.30% of Global's entire issued ordinary share capital, triggering the requirement for a mandatory offer by ARC to the remaining Global shareholders in terms of section 123 of the Companies Act ("**Mandatory Offer**"). Full details of the Mandatory Offer, which will be subject to the approval of the Specific Issue by the requisite majority of shareholders, will be included in the circular to be issued in respect of the Company's proposed delisting, which is to be implemented by way of a scheme of arrangement in terms of section 114 of the Companies Act, as announced on SENS on 26 September 2018.



SIGNED ON BEHALF OF THE BOARD

N Penzhorn

Chief Executive Officer

7 March 2019



Global Asset Management Limited
 (Incorporated in the Republic of South Africa)
 (Registration number 2002/003192/06)
 ("Global" or "the Company")
 ISIN Code: ZAE000173498 Share code: GAM

RESOLUTIONS SUBMITTED TO SHAREHOLDERS IN TERMS OF SECTION 60(1) OF THE COMPANIES ACT

The definitions and interpretations commencing on page 8 of this Circular apply mutatis mutandis to this Annexure 1.

ORDINARY RESOLUTION NUMBER 1 – SPECIFIC ISSUE OF SHARES FOR CASH TO ARC

"RESOLVED THAT the specific issue of 27 322 404 shares for cash at R1.83 per share to ARC for an aggregate amount of R50 million be and is hereby approved.

Explanatory note:

The reason for Ordinary Resolution Number 1 is to approve the issue of shares for cash to ARC in accordance with the provisions of the JSE Listings Requirements. ARC is deemed to be a related party to Global as defined in the JSE Listings Requirements.

Percentage of voting rights required to approve Ordinary Resolution Number 1

In terms of the JSE Listings Requirements, in order for Ordinary Resolution Number 1 to be approved by shareholders, it must be supported by at least 75% of the voting rights exercised on the ordinary resolution. Shareholders are advised that ARC, which, as at the Last Practicable Date, holds 25.54% of the issued share capital of Global, will be precluded from voting on Ordinary Resolution Number 1.

ORDINARY RESOLUTION NUMBER 2 – ENABLING RESOLUTION

"RESOLVED THAT each and every director of the Company and the company secretary be and are hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the implementation of the Specific Issue.

Explanatory note:

The reason for Ordinary Resolution Number 2 is to provide the directors and the company secretary with the necessary authority to do all things as may be necessary to act under or implement the Specific Issue pursuant to the passing of Ordinary Resolution Number 1.

Percentage of voting rights required to approve Ordinary Resolution Number 2

In terms of the Companies Act and the Company's Memorandum of Incorporation, in order for Ordinary Resolution number 2 to be approved by shareholders, it must be supported by at least 50% plus one vote of the voting rights exercised on the ordinary resolution.

Note

Notwithstanding the aforementioned, the Specific Issue Ordinary Resolution and the Enabling Resolution will become adopted and effective as soon as the voting rights exercised in favour thereof equate to 75% (in respect of the former) and 50% plus one vote (in respect of the latter) of all voting rights that were entitled to be exercised on such resolutions, even though the aforementioned 20 (twenty) business day period may not have elapsed at that point in time.



Global Asset Management Limited
 (Incorporated in the Republic of South Africa)
 (Registration number 2002/003192/06)
 ("Global" or "the Company")
 ISIN Code: ZAE000173498 Share code: GAM

FORM OF WRITTEN CONSENT IN TERMS OF SECTION 60 OF THE COMPANIES ACT

The definitions and interpretations commencing on page 8 of this Circular apply mutatis mutandis to this Annexure 2.

FOR USE BY CERTIFICATED SHAREHOLDERS AND DEMATERIALIZED OWN-NAME SHAREHOLDERS ONLY

Certificated shareholders and dematerialised own-name shareholders may complete this form with their instructions for voting in respect of the Proposed Resolutions and furnish it to their CSDP or broker. In the event that this form is not completed and furnished by the cut-off time, to their CSDP or broker, as the case may be, by certificated shareholders and dematerialised own-name shareholders, their votes will not be taken into consideration in respect of the Proposed Resolutions.

Note:

Shareholders who hold dematerialised shares, but not in their own name, must NOT lodge this Form of Written Consent, but instead must furnish their respective CSDP or broker with their instructions for voting in respect of the Proposed Resolutions. Unless such shareholders advise their respective CSDP or broker, as the case may be, by the cut-off time stipulated in terms of their agreement with their CSDP or broker, that they wish to give or withhold consent or abstain in respect of the Proposed Resolutions, the CSDP or broker will assume that such shareholders do not wish to vote on the Proposed Resolutions.

I/We (Please print full names)

of (address)

being the holder(s) of _____ shares in the issued capital of the Company

hereby vote as follows:

| | For | Against | Abstain |
|---|-----|---------|---------|
| Ordinary Resolution Number 1 Specific issue of shares for cash to ARC | | | |
| Ordinary Resolution Number 2 Enabling resolution | | | |

Please indicate with an "X" how you wish your votes to be cast.

Signed at _____ on _____ 2019

Signature/s

Name in BLOCK LETTERS (full name if signing in a representative capacity)

Assisted by (where applicable)

Notes:

1. A person signing this Form of Written Consent in a representative capacity must attach the documentary evidence establishing such authority to this Form of Written Consent, unless previously recorded by the Transfer Secretaries.
2. Where this Form of Written Consent is signed under power of attorney, such power of attorney must accompany this Form of Written Consent, unless it has been registered by the Transfer Secretaries.
3. For this Form of Written Consent to be binding, it must be completed and signed in accordance with the instructions therein, and must be received by the Transfer Secretaries by no later than close of business on Friday, 12 April 2019:

By hand

Link Market Services South Africa
Proprietary Limited
13th Floor
19 Ameshoff Street
Braamfontein
Johannesburg
2001

By mail

Link Market Services South Africa
Proprietary Limited
PO Box 4844
Johannesburg
2000

4. A certificated or own-name dematerialised shareholder's instructions on the Form of Written Consent must be indicated by the insertion of the relevant number of votes exercised by that shareholder in the appropriate box provided. Such a Shareholder is not obliged to use all the votes exercisable by the shareholder, but the total number of votes cast and in respect of which abstention is recorded may not exceed the total number of votes exercisable by such shareholder.
5. Where shares are held jointly, all joint shareholders must co-sign this Form of Written Consent.
6. A shareholder who is a minor 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 Transfer Secretaries.
7. Any alteration or correction made to this Form of Written Consent must be initialled by the signatory/ies.