



**MMI HOLDINGS**

**MMI Holdings Limited**  
 (Incorporated in the Republic of South Africa)  
 (Registration number 2000/031756/06)  
 ISIN: ZAE000149902  
 JSE share code: MMI  
 NSX Share code: MIM  
 Income tax reference number: 975 2050147  
 ("MMI" or the "Company")

**FULFILMENT OF CONDITIONS PRECEDENT TO THE IMPLEMENTATION OF THE RESTRUCTURING OF THE EXISTING BROAD-BASED BLACK ECONOMIC EMPOWERMENT ("BBBEE") TRANSACTION AND THE ANNOUNCEMENT OF THE OFFER PRICE FOR THE ODD-LOT OFFER AND VOLUNTARY REPURCHASE OFFER ("OFFERS")**

**INTRODUCTION**

MMI shareholders are referred the terms announcement dated 18 May 2012 wherein the details of the restructuring of the BBBEE transaction restructuring and the Offers were outlined, as well as the announcement of the results of the general meeting, dated 18 June 2012.

**CONDITIONS PRECEDENT**

MMI shareholders are hereby advised that all of the conditions precedent to the BBBEE transaction and all the conditions precedent to the Offers, including the lodgement of the relevant special resolutions with Companies and Intellectual Property Commission, have been fulfilled and the BEE transaction and Offers will be implemented in accordance with the terms set out in the circular to MMI shareholders dated 18 May 2012 ("Circular").

**OFFER PRICE IN RESPECT OF THE OFFERS**

The offer price per share in respect of the Offers has been calculated using the volume weighted average price for an MMI ordinary share ("Share") traded on the JSE over the five trading days commencing on Thursday, 28 June 2012 and ending on Wednesday, 4 July 2012 (which price was 1812 cents), plus a 10 percent premium of 181 cents ("Offer Price"). Shareholders of MMI are advised that the gross Offer Price is therefore 1993 cents per Share ("Gross Offer Price") and that the net Offer price is 1694 cents per Share ("Net Offer Price"). Please see the paragraph below titled "Dividend Tax" in relation to the Gross Offer Price and determination of Net Offer Price.

Shareholders who elect to sell, or who are deemed to have elected to sell their Shares in terms of the Offers will each receive either the Gross Offer Price or the Net Offer Price, depending on their status in relation to dividend tax as detailed below. Shareholders holding less than 100 Shares who do not make an election on whether or not to sell their Shares in terms of the odd-lot offer in accordance with the procedure detailed in the Circular will be deemed to have elected to sell their Shares.

**DIVIDEND TAX**

Shareholders who elect to sell, or who are deemed to have elected to sell, their Shares in terms of the Offers for a cash consideration will receive:-

- 1) if they are exempt from dividend tax, the full Gross Offer Price per Share sold; and
- 2) if they are not exempt from dividend tax, the Net Offer Price per Share sold.

The reason for the lower Net Offer Price is because the Offer Price is subject to the withholding of dividend tax at a rate of 15 percent, in respect of those shareholders (i.e. beneficial owners) who are not exempt from dividend tax, and accordingly the Net Offer Price amounts to 1694 cents per Share after deducting dividend tax at a rate of 15 percent from the Gross Offer Price per Share.

The Offer Price will be paid from revenue reserves and no secondary tax on companies' credits is available to be used for this purpose.

The issued ordinary share capital of the Company at the declaration date is 1,566,769,805 ordinary Shares.

**SALIENT DATES**

The salient dates and times are as follows:

Event	2012
Last day to trade in order to participate in the Offers	Friday 13 July
Shares trade "ex" the Offers	Monday 16 July
Forms of election and surrender for the Offers to be received by transfer secretaries by 12h00	Friday 20 July
Offers close at 12h00	Friday 20 July
Record date to determine those shareholders entitled to participate in the Offers at the close of business	Friday 20 July
Implementation of the Offers takes effect after close of business	Monday 23 July
Odd-lot holders and voluntary holders with dematerialised Shares will have their accounts held at their CSDP or broker updated with their new holding and credited with the offer price	Monday 23 July
Payments of the offer price to odd-lot holders and voluntary holders with certificated shares in respect of their sale Shares	Monday 23 July
Results of the Offers released on SENS	Monday 23 July
Results of the Offers published in the press	Tuesday 24 July

**Notes**

- 1. These dates and times are indicated in South African local time.
- 2. Share certificates may not be dematerialised or rematerialised between Monday 16 July 2012 and Friday 20 July 2012, both days inclusive.

Centurion  
6 July 2012

**Merchant bank, transaction sponsor and debt advisor to MMI**



**Independent sponsor to MMI**



**Independent reporting accountants**



**Legal advisor to MMI**



**Legal advisor to KTH**

**Transaction and debt advisors to KTH**

**Independent expert**

**NSX sponsor to MMI**

