

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 4 of this Circular apply, *mutatis mutandis*, throughout this Circular including this cover page.

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

1. If you have disposed of all of your Shares in AEP, then this Circular, together with the attached notice of General Meeting and Form of Proxy should be forwarded to the purchaser to whom, or the Broker, agent, CSDP or banker through whom you disposed of your Shares.
2. The General Meeting convened in terms of this Circular will be held at 10:00 on Thursday, 19 March 2020 at First Floor, Yellowwood House, Ballywoods Office Park, 33 Ballyclare Drive, Bryanston, 2191.
3. **Certificated Shareholders and Dematerialised Shareholders with “own name” registration, who** are unable to attend the General Meeting and wish to be represented thereat, must complete and return the attached Form of Proxy in accordance with the instructions contained therein.

Dematerialised Shareholders, other than Dematerialised Shareholders with “own name” registration, who:

- are unable to attend the General Meeting and wish to be represented thereat, must provide their CSDP or Broker with their voting instructions, in terms of the Custody Agreement entered into between themselves and the CSDP or Broker concerned, in the manner and within the time stipulated therein;
 - wish to attend the General Meeting, must instruct their CSDP or Broker to issue them with the necessary letter of representation to attend, in the form of a letter of representation.
4. AEP does not accept any responsibility and will not be held liable for any failure on the part of any CSDP or Broker of a Dematerialised Shareholder to notify such Shareholder of the General Meeting or any business to be concluded thereat.



AEP ENERGY AFRICA LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2017/024904/06)

JSE share code: AEY

ISIN: ZAE000241741

(“AEP” or “the Company”)

CIRCULAR TO SHAREHOLDERS OF AEP

regarding the Voluntary Winding Up;

and incorporating:

- a Notice convening the General Meeting; and
- a Form of Proxy for use by Certificated Shareholders of AEP and “own name” registered Dematerialised Shareholders only.

Designated Advisor



Date of issue: Wednesday, 19 February 2020

This document is available in English only. Copies may be obtained from the Company or Questco Corporate Advisory Proprietary Limited at the addresses set out in the “Corporate Information” section of this Circular during normal office hours from the date of distribution up to and including the date of the General Meeting, and will be made available on the Company’s website, www.aep.co.za.

CORPORATE INFORMATION AND ADVISORS

INFORMATION RELATING TO AEP:

Directors:

Executive

ECMB Kikonyogo (Chief Executive Officer and interim Financial Director)

N Gugushe (Chief Operating Officer)

Independent Non-executive

DW Wright (Chairperson)

SM David

CJ Dooling (née Cloete)

SS Sibiyi

Designated Advisor

Questco Corporate Advisory Proprietary Limited
(Registration number: 2011/106751/07)

Yellowwood House, Ballywoods Office Park

33 Ballyclare Drive

Bryanston, 2191

Transfer Secretaries

Computershare Investor Services Proprietary
Limited

(Registration number: 2004/003647/07)

Rosebank Towers, 15 Biermann Avenue

Rosebank, 2196

(PO Box 61051, Marshalltown, 2107)

Date and Place of Incorporation

24 January 2017 – Republic of South Africa

Website: www.aep.co.za

Registered Office

2nd Floor, Illovo Boulevard

28 Fricker Road, Illovo

Sandton, Johannesburg

Gauteng, 2196

Company Secretary

Imbokodvo Bethany Governance and Statutory

Compliance Proprietary Limited

(Registration number: 2016/117816/07)

Suite 19, Block 4

Albury Office Park, Cnr. Jan Smuts Drive

Hyde Park, 219

FORWARD-LOOKING STATEMENT DISCLAIMER

This Circular includes statements about AEP that are, or may be deemed to be forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words such as “believe”, “aim”, “expect”, “project”, “anticipate”, “intend”, “foresee”, “forecast”, “likely”, “should”, “planned”, “may”, “will”, “estimated”, “potential” or similar words and phrases.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. AEP cautions that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, liquidity and the developments within the industry in which AEP operates may differ materially from those made in, or suggested by, the forward-looking statements contained in this Circular.

All these forward-looking statements are based on estimates and assumptions made by AEP, as communicated in publicly available documents by AEP, all of which estimates and assumptions, although AEP believes them to be reasonable, are inherently uncertain. Such estimates, assumptions or statements may not eventuate. Factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in those statements or assumptions include other matters not yet known to AEP or not currently considered material by AEP.

Shareholders should keep in mind that any forward-looking statement made in this Circular or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of AEP not to develop as expected may emerge from time to time and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement are not known. AEP has no duty to, and does not intend to, update or revise the forward-looking statements contained in this Circular after the date of this Circular, except as may be required by law.

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SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 4 of this Circular apply, *mutatis mutandis*, to this salient dates and times section.

2020

Record date to determine which Shareholders are entitled to receive the Circular	Friday, 7 February
Circular distributed to Shareholders and declaration announcement released on SENS on	Wednesday, 19 February
Last day to trade in order to vote at the General Meeting	Tuesday, 10 March
Record date to be eligible to vote at the General Meeting	Friday, 13 March
Last day to lodge forms of proxy for the General Meeting by 10:00 on	Tuesday, 17 March
General Meeting to be held at 10:00 on	Thursday, 19 March
Results of General Meeting and finalisation announcement released on SENS on	Friday, 20 March
Last day to trade to be eligible to receive the Final Distribution	Tuesday, 31 March
Final Distribution Record Date	Friday, 3 April
Cheques posted. CSDPs and brokers credited	Monday, 6 April
Delisting of AEP from the JSE	Tuesday, 7 April

Notes:

1. The above dates and times are subject to amendment. Any such amendment will be released on SENS.
2. Additional copies of this Circular in electronic format, may be obtained from the registered office of the Company and the Sponsor at the addresses set out in the "Corporate information" section of this Circular during normal business hours from the date of distribution of the circular up to and including the date of the General Meeting, or on the Company's website at www.aep.co.za.
3. Any Form of Proxy not delivered to the Transfer Secretaries by 10:00 on Tuesday, 17 March 2020 may be handed to the Chairperson of the General Meeting immediately before the appointed proxy exercises any of the Shareholder's votes at the General Meeting.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless otherwise stated or the context otherwise indicates, the words in the first column shall have the meanings stated opposite them in the second column, words in the singular shall include the plural and *vice versa*, words importing natural persons shall include corporations and associations of persons and an expression denoting any gender shall include the other genders:

“AEP” or “the Company”	AEP Energy Africa Limited (registration number: 2017/024904/06), a public company incorporated under the laws of South Africa and listed as a SPAC on the AltX under share code AEY;
“AltX”	the Alternative Exchange operated by the JSE;
“Board” or “Directors”	the board of directors of the Company as at the Last Practicable Date, whose names appear in page 6 of this Circular;
“Broker”	any person registered as a “broking member (equities)” in terms of the rules of the JSE issued and published in accordance with the provisions of the Financial Markets Act;
“Business Day”	any day other than a Saturday, Sunday or official public holiday in South Africa;
“Capital Distribution”	collectively, the First Distribution and the Final Distribution;
“Certificated Shareholders”	Shareholders holding Shares represented by a paper share certificate or other document of title, which Shares have not been Dematerialised and which may not be traded on the JSE;
“Circular”	this circular, dated Wednesday, 19 February 2020, incorporating the Resolution and the Form of Proxy;
“Companies Act”	the Companies Act, No. 71 of 2008, as amended, which where appropriate in the context, includes reference to the Companies Regulations;
“CSDP”	A Central Securities Depository Participant as defined in the Financial Markets Act;
“Dematerialise” or “Dematerialised”	the process by which securities which are evidenced by a certificate are converted to securities that are held in collective custody by a CSDP or its nominee in a separate central securities account and are transferable by electronic entry without a certificate or written instrument;
“Dematerialised Shares”	Shares which have been Dematerialised;
“Dematerialised Shareholders”	holders of Dematerialised Shares;
“Financial Markets Act”	the Financial Markets Act, No. 19 of 2012, as amended;
“Final Distribution”	a further amount being the remaining cash balance after final settlement of legal fees, winding up expenses, taxation and interest, to be distributed to Shareholders <i>pro rata</i> to their holdings;
“Final Distribution Record Date”	the record date for Shareholders to be recorded in the Register in order to be entitled to receive the Final Distribution, being Friday, 3 April 2020;
“First Distribution”	an amount of approximately R4 992 756, which equates to the aggregate amount held in escrow, net of applicable taxes and expenses related to the distribution and Voluntary Winding Up, which was distributed to Shareholders <i>pro rata</i> to their holdings on 23 December 2019, in accordance with paragraph 4.37(a) of the Listings Requirements;

“Form of Proxy”	the Form of Proxy attached to and forming part of this Circular;
“General Meeting”	the general meeting of Shareholders of AEP to be held at 10:00 on Thursday, 19 March 2020 at First Floor, Yellowwood House, Ballywoods Office Park, 33 Ballyclare Drive, Bryanston, 2191, which meeting is convened in terms of the notice of General Meeting attached to this Circular;
“JSE”	JSE Limited (registration number: 2005/022939/06), a public company incorporated in accordance with the laws of South Africa which is licensed as an exchange under the Financial Markets Act;
“Last Practicable Date”	Thursday, 13 February 2020, being the last practicable date prior to the finalisation of this Circular and as at which date all information in this Circular has been provided;
“Listings Requirements”	the Listing Requirements of the JSE, as amended from time to time;
“MOI”	the memorandum of incorporation of the Company as at the Last Practicable Date;
“Own-name Registration” or “Own-name Dematerialised Shareholders”	Dematerialised Shareholders who have registered their Shares in their own name with a CSDP or Broker in terms of the Financial Markets Act;
“Register”	AEP’s securities register maintained by the Transfer Secretaries;
“Resolution”	the special resolution proposed to approve the Voluntary Winding Up, as set out in the notice of General Meeting, which is attached to and forms part of this Circular;
“SENS”	the Stock Exchange News Service of the JSE;
“Shares”	ordinary shares of no par value in the authorised and issued share capital of the Company;
“Shareholders”	the holders of Shares in the issued ordinary share capital of the Company;
“South Africa”	the Republic of South Africa;
“SPAC”	a special purpose acquisition company as defined in terms of the Listings Requirements;
“Transfer Secretaries”	Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), a limited liability private company incorporated in accordance with the laws of South Africa and the transfer secretary to AEP;
“Trodera”	Trodera Proprietary Limited (Registration number 2015/398447/07), incorporated in accordance with the laws of South Africa, which is owned in equal shares by Directors, N Gugushe and ECMB Kikonyogo;
“Viable Asset”	an asset or assets which, once acquired, will enable the Company to qualify for a listing other than as a SPAC, pursuant to the listing criteria of the AltX;
“Voluntary Winding Up”	the voluntary winding up of AEP proposed to shareholders in accordance with paragraph 4.37(b) of the Listings Requirements which will result in the cancellation and delisting of AEP Shares on AltX; and
“ZAR” or “R” or “Rand”	South African Rands, being the lawful currency of South Africa.



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Directors

Executive

ECMB Kikonyogo (Chief Executive Officer and interim Financial Director)

N Gugushe (Chief Operating Officer)

Independent Non-executive

DW Wright (Chairperson)

CJ Dooling (née Cloete)

SM David

SS Sibiyi

CIRCULAR TO SHAREHOLDERS

1. INTRODUCTION AND PURPOSE OF THIS CIRCULAR

- 1.1 AEP listed as a SPAC on the JSE on 30 June 2017. In the event that a SPAC does not complete the acquisition of a Viable Asset within the Initial Period, the Company is required to follow the process set out in paragraph 4.37 of the Listings Requirements for the voluntary winding up of the SPAC.
- 1.2 Shareholders are referred to:
 - 1.2.1 the announcement released by the Company on SENS on 30 October 2019, advising Shareholders that, due to the inability of the Company to finalise the acquisition of a Viable Asset within the extended Initial Period granted by the JSE, the JSE had formally terminated the Initial Period; and
 - 1.2.2 the declaration announcement released by the Company on SENS on 2 December 2019, in which Shareholders were advised that an Initial Distribution of 95 cents per Share would be paid to Shareholders on Monday, 23 December 2019.
- 1.3 As a result, the Board has resolved to propose a voluntary winding up of the Company for shareholders to consider, in compliance with the Listings Requirements.
- 1.4 The purpose of this Circular is to provide Shareholders with the relevant information relating to the proposed Voluntary Winding Up, and to give notice of the General Meeting in order for AEP Shareholders to consider and, if deemed fit, pass, *inter alia*, the resolution necessary to approve the Voluntary Winding Up in accordance with the Listings Requirements. A notice convening such meeting is attached to, and forms part of, this Circular.

2. CAPITAL DISTRIBUTION

In accordance with paragraph 4.37(a) of the Listings Requirements, as AEP has not completed the acquisition of a Viable Asset, it is required to make a distribution to all shareholders *pro rata* to their holdings, which distribution must be the maximum amount while still complying with the solvency and

liquidity test pursuant to the Companies Act, which equates to the aggregate amount held in escrow, net of applicable taxes and expenses related to the distribution and Voluntary Winding Up.

As announced on SENS on 2 December 2019, the Board determined the First Distribution to be an amount of 95 cents per AEP Share held on the record date, which was Friday, 20 December 2019.

Set out below is a breakdown of the changes to the Company's cash and cash equivalents balance since the listing of AEP on the AltX, indicating how the First Distribution was calculated:

	R
Gross cash raised on the listing of AEP	52 555 000
Investment income ¹	2 726 017
Permissible expenses utilised up to Last Practicable Date ²	(49 180 261)
Permissible expenses estimated to expected date of Voluntary Winding Up ³	(100 000)
Estimated costs to be incurred due to Voluntary Winding Up ⁴	(590 000)
Contingency for unforeseen costs ⁵	(418 000)
Amount available for the First Distribution	4 992 756
Total number of Shares in issue	5 255 680
First Distribution per Share (cents)	0.95

Notes:

1. Interest earned on investment of cash in escrow up to the date of declaration of the First Distribution.
2. Permissible expenses approved by Shareholders and incurred up to the Last Practicable Date are as follows:

Nature of cost	Prospectus Jun 2017	Approved by Shareholders Jun 2019	Approved by Shareholders Aug 2019	Estimated spend to 29 Feb 2020
Listing costs	9 378 903	7 426 793	7 426 793	7 426 793
Annual listing fees	428 000	418 988	441 630	441 630
Costs associated with acquisitions	7 200 000	14 083 048	15 496 694	15 496 694
Ongoing sponsor fees	346 500	331 124	378 269	378 269
Company secretary fees	630 000	600 000	675 000	675 000
Audit fees	756 000	784 995	984 995	984 995
Rental	1 008 000	527 473	730 395	730 395
Travel	680 000	279 832	280 588	280 588
Salaries	9 640 000	11 050 746	11 879 985	11 879 985
Management fees	3 558 000	3 600 000	4 030 000	4 030 000
Directors fees	1 555 300	1 995 000	2 121 000	2 121 000
Other running costs	3 320 000	4 298 000	4 834 911	4 834 911
Total	38 500 703	45 395 999	49 280 260	49 280 260

3. Estimated portion of permissible expenses approved by Shareholders to estimated date of winding up.
4. Estimated costs of the Voluntary Winding Up. This includes the costs of this circular and of the anticipated voluntary winding process, including the liquidator's costs and auditors certification.
5. Contingency amount available for any undetermined factors which may arise during the Voluntary Winding Up, to be included in the Final Distribution if not required for the Voluntary Winding Up.

After finalisation and settlement of all listing and winding up expenses, taxation, interest and any other final cash items, a Final Distribution, estimated to be not more than R418 000, equating to 7.9 cents per AEP Share, will be paid to Shareholders recorded in the Register on the Final Distribution Record Date.

Shareholders will be advised through an announcement on SENS as to the quantum and timing of the Final Distribution.

Shareholders do not need to take any further action in respect of the Final Distribution and those Shareholders recorded in the Register on the Final Distribution Record Date will be paid the Final Distribution.

3. WINDING UP

In accordance with paragraph 4.37(b) of the Listings Requirements, as AEP will not be completing an acquisition of Viable Assets, the Company is required to propose a special resolution to shareholders for the Voluntary Winding Up of AEP.

Accordingly, Special Resolution Number 1, authorising the Voluntary Winding Up, is included in the notice of General Meeting attached to and forming part of this Circular.

4. TAX IMPLICATIONS

The Capital Distribution is to be declared entirely from Contributed Tax Capital and is therefore not a dividend in terms of the Income Tax Act (Act 58 of 1962), as amended.

The Capital Distribution may have tax implications for resident as well as non-resident Shareholders.

Shareholders are therefore encouraged to consult their professional advisors should they be in any doubt as to the action they should take.

5. MAJOR SHAREHOLDERS

Those Shareholders (excluding Directors whose interests are detailed in paragraph 6 below) who, as at the Last Practicable Date, directly or indirectly, were beneficially interested in 5% or more of the issued share capital of AEP, are set out below:

	Number of Shares	% holding
Public Investment Corporation	2 575 000	49.0
Trodera Proprietary Limited	2 500 200	47.6

6. DIRECTORS' INTERESTS IN SECURITIES

At the Last Practicable Date, the Directors held, directly or indirectly, an aggregate beneficial interest in 2 503 200 Shares, representing 47.64% of the total issued share capital of the Company as set out in the table below.

	Beneficial		Total shareholding	% shareholding
	Direct	Indirect*		
ECMB Kikonyogo*	100	1 250 000	1 250 100	23.79
N Gugushe*	100	1 250 000	1 250 100	23.79
SM David	1 000	-	1 000	0.02
SS Sibiya	2 000	-	2 000	0.04
	3 200	2 500 000	2 503 200	47.64

*Shares held in Trodera.

7. SHARE HISTORY

As the Company's Shares have not traded on the JSE since the Company's listing on 30 June 2017, no trading information has been included in this Circular.

8. EXCHANGE CONTROL

Shareholders who are uncertain as to the impact of the South African Exchange Control Regulations on their Capital Distribution should consult their independent professional advisors.

AEP will not be responsible for obtaining any consents required by Shareholders.

AEP has obtained approval from the South African Reserve Bank for the delisting of AEP Shares on AltX.

In terms of the Exchange Control Regulations of South Africa:

8.1 in the case of Certificated Shareholders:

- cash distribution payments based on emigrants' shares controlled in terms of the Exchange Control Regulations will be forwarded to the authorised dealer in foreign exchange controlling their blocked assets; and
- cash distribution payments due to non-residents are freely transferable from South Africa. In respect of all non-residents of the common monetary area (collectively the Republic of South

Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland), the cash distribution payments due will be sent to the registered address of the Shareholder concerned or in accordance with instructions given to the Transfer Secretaries;

8.2 in the case of Dematerialised Shareholders:

- any cash distribution paid to emigrants from the common monetary area, will be credited to their CSDP or Broker's accounts which will arrange for the same to be credited directly to the shareholder's blocked Rand account held by that shareholder's authorised dealer and held to the order of that authorised dealer; and
- any cash distribution paid to non-resident Shareholders who are not emigrants from the common monetary area, will be credited directly to the bank account nominated for the relevant Shareholders, by their duly appointed CSDP or Broker. Non-resident and emigrant Dematerialised Shareholders will have all aspects relating to exchange control managed by their CSDP or Broker.

9. OPINIONS AND RECOMMENDATIONS

The Directors are of the opinion that a Voluntary Winding Up is not in the best interests of the Company and its Shareholders due to the length of time it will take to give effect to it (estimated at approximately 12 months) and the cost of winding up relative to the Company's cash resources available for distribution. The Board is investigating alternative mechanisms that would maximise and accelerate the return of capital to AEP shareholders, which include an offer by the Company to repurchase its own shares utilising the Company's existing cash resources, and thereby achieving a material saving of the liquidation costs, for the benefit of shareholders. An announcement in this regard will be made once the outcome of the General Meeting is known. Accordingly, the Directors recommend that Shareholders do not vote in favour of the resolutions for a Voluntary Winding Up that must be proposed at the General Meeting as mandated by the JSE Listing Requirements governing SPACs. The Directors who are Shareholders of the Company or representatives of Shareholders of the Company, intend to vote against the resolutions for a Voluntary Winding Up of AEP.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names are given on page 6 of this Circular, collectively and individually, accept full responsibility for the accuracy of the information contained in the Circular 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 the Circular contains all information required by the Listings Requirements.

11. EXPERTS' CONSENTS

The Designated Advisor and the Transfer Secretaries have consented in writing to act in the capacities stated and to their names being stated in this Circular and have not, prior to the Last Practicable Date, withdrawn their consents prior to publication of this Circular.

12. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection at the registered office of AEP and the office of the Designated Advisor, which addresses are set out in the "Corporate information" section of the Circular, during normal business hours from the date of distribution up to and including the date of the General Meeting:

- the written consent letters referred to in paragraph 11 above; and
- a signed copy of this Circular.

13. GENERAL MEETING

A General Meeting of AEP Shareholders will be held at 10:00 on Thursday, 19 March 2020 at First Floor, Yellowwood House, Ballywoods Office Park, 33 Ballyclare Drive, Bryanston, 2191, in order to consider and approve, with or without modification, the resolutions set out in the notice of General Meeting included in this Circular.

A notice convening the General Meeting and a Form of Proxy for use by Certificated Shareholders and Dematerialised Shareholders with “own name” registration who are unable to attend the General Meeting, form part of this Circular.

Certificated Shareholders and Dematerialised Shareholders with “own name” registration, who are unable to attend the General Meeting and wish to be represented thereat, must complete and return the attached Form of Proxy in accordance with the instructions contained therein.

Dematerialised Shareholders, other than Dematerialised Shareholders with “own name” registration, who:

- are unable to attend the General Meeting and wish to be represented thereat, must provide their CSDP or Broker with their voting instructions, in terms of the Custody Agreement entered into between themselves and the CSDP or Broker concerned, in the manner and within the time stipulated therein;
- wish to attend the General Meeting, must instruct their CSDP or Broker to issue them with the necessary written letter of representation to attend.

SIGNED AT JOHANNESBURG ON WEDNESDAY, 19 FEBRUARY 2020 BY ECMB KIKONYOGO ON BEHALF OF ALL THE DIRECTORS OF AEP ENERGY AFRICA LIMITED IN TERMS OF POWERS OF ATTORNEYS SIGNED BY SUCH DIRECTORS.



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(Incorporated in the Republic of South Africa)

(Registration number: 2017/024904/06)

JSE share code: AEY

ISIN: ZAE000241741

("AEP" or "the Company")

NOTICE OF GENERAL MEETING

The definitions and interpretations commencing on page 4 of the Circular to which this notice of General Meeting is attached, apply *mutatis mutandis* to this notice of General Meeting and to the special resolution set out herein.

If you are in any doubt as to what action you should take in respect of the following resolution, please consult your CSDP, Broker, banker, attorney, accountant or other professional adviser immediately.

Notice is hereby given that a General Meeting of Shareholders of the Company will be held at 10:00 on Thursday, 19 March 2020 at First Floor, Yellowwood House, Ballywoods Office Park, 33 Ballyclare Drive, Bryanston, 2191, to consider, and, if deemed fit, to pass, with or without modification, the following Resolutions.

The Board has determined that, in terms of section 62(3)(a), as read with section 59 of the Companies Act, the record date for the purposes of determining which Shareholders of the Company are entitled to participate in and vote at the General Meeting is Friday, 13 March 2020. Accordingly, the last day to trade AEP Shares in order to be recorded in the Company's securities Register to be entitled to vote will be Tuesday, 10 March 2020.

SPECIAL RESOLUTION NUMBER 1 – APPROVAL OF THE VOLUNTARY WINDING UP

"RESOLVED THAT, the Voluntary Winding Up be and is hereby approved in terms of the Listings Requirements, and that any one director be and is hereby authorised to do all things, sign all documents and take all such actions as required, and generally do anything necessary or desirable in order to give effect to and implement Special Resolution Number 1."

Voting requirement

In order for Special Resolution Number 1 to be adopted at the General Meeting, it must be supported by more than 75% of the voting rights exercised on the Resolution, excluding any Related Party/ies and associates, as the case may be.

Explanatory note

The adoption of this Special Resolution Number 1 will authorise the Company to proceed with the Voluntary Winding Up, and will allow any Director of the Company to execute all documents and perform all such further acts as he or she may in his or her discretion consider appropriate to implement and give effect to the resolution set out in this notice of General Meeting.

PROXIES

Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his/her stead. A proxy need not be a Shareholder of the Company. For the convenience of registered Shareholders of the Company, a Form of Proxy is enclosed herewith.

The attached Form of Proxy is only to be completed by those Shareholders who hold their Shares in Certificated form, or are recorded on the electronic sub-register in "own name" Dematerialised form.

Shareholders who have Dematerialised their Shares through a CSDP or Broker without “own name” registration and who wish to attend the General Meeting, must instruct their CSDP or Broker to provide them with the relevant letter of representation to attend the General Meeting in person or by proxy and vote.

If they do not wish to attend in person or by proxy, they must provide the CSDP or Broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or Broker.

Shareholders who hold Dematerialised Shares which are registered in their name or if they are the registered holder of Certificated Shares may attend the General Meeting in person, alternatively, they may appoint a proxy or proxies, who need not be a Shareholder of the Company to represent them at the General Meeting by completing the attached Form of Proxy in accordance with the instructions it contains. Forms of proxy should be forwarded to reach the Transfer Secretaries, Computershare Investor Services Proprietary Limited, at least 48 hours, excluding Saturdays, Sundays and South African public holidays, before the time of the General Meeting. Any Form of Proxy not delivered by this time may be handed to the Chairperson of the General Meeting immediately before the appointed proxy exercises any of the Shareholder’s votes at the General Meeting.

Meeting participants, which include proxies, are required to provide identification reasonably satisfactory to the Chairperson of the General Meeting before being entitled to attend, participate in or vote a Shareholders’ meeting. The Company will regard the presentation of participants’ original drivers’ licences, identity documents or passports to be satisfactory “identification”

By order of the Board

Imbokodvo Bethany Governance and Statutory Compliance Proprietary Limited

Company Secretary

Johannesburg

19 February 2020

Registered Office

2nd Floor, Illovo Boulevard

28 Fricker Road, Illovo

Sandton, Johannesburg

Gauteng, 2196

Transfer Secretaries

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AEP ENERGY AFRICA LIMITED

(Incorporated in the Republic of South Africa)
(Registration number: 2017/024904/06)
JSE share code: AEY
ISIN: ZAE000241741
("AEP" or "the Company")

FORM OF PROXY

(for use by Certificated Shareholders and Own-name Dematerialised Shareholders only)

The definitions and interpretations commencing on page 4 of the Circular to which this **Form of Proxy** is attached apply hereto.

I/We (please print full names)

of (address)

Telephone number: ()

Mobile number:

Email address:

being the holders of Shares, appoint (see note 1)

1. _____ or failing him,

2. _____ or failing him,

3. the chairperson,

as my/our proxy to attend and act for me/us on my/our behalf at the General Meeting of the Company convened for purpose of considering and, if deemed fit, passing, with or without modification, the resolution to be proposed thereat and at each postponement or adjournment thereof, and to vote for and/or against such resolutions, and/or to abstain from voting for and/or against the resolutions, in respect of the Shares registered in my/our name in accordance with the following instructions: (see note 6):

	For	Against	Abstain
Ordinary Resolution number 1 Approval of the Voluntary Winding Up and authority to Directors			

Please insert the number of Shares you wish to vote or insert an "X" if you wish to vote all of your Shares.

Signed at

on

Signature

Assisted by me (where applicable) Name

Capacity

Signature

Notes:

- The following categories of Shareholders are entitled to complete a Form of Proxy:
 - Certificated Shareholders whose names appear in the Company's register;
 - Own-name Dematerialised Shareholders whose names appear on the sub-register of a CSDP;
 - CSDPs with nominee accounts; and
 - Brokers with nominee accounts.
- Certificated Shareholders wishing to vote in respect of the Resolution must ensure beforehand with the Transfer Secretaries that their Shares are registered in their name.
- Beneficial Shareholders whose Shares are not subject to Own-name Registration, but are instead registered in the name of another person (for example, a nominee), may not complete a Form of Proxy, unless a Form of Proxy is issued to them by the registered Shareholder in which case they should contact the registered Shareholder for assistance in issuing instruction on voting such Shares, or obtaining a Form of Proxy to vote in respect of the Resolution.
- All beneficial Shareholders who have Dematerialised their Shares through a CSDP or Broker, other than Own-name Dematerialised Shareholders, must provide the CSDP or Broker with their voting instructions.
- 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. The person whose name stands first on the Form of Proxy will be entitled to act as proxy to the exclusion of those whose names follow.
- Please insert the number of votes in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of Shares than you own in the Company, insert the number of Shares in respect of which you desire to vote. Failure to comply with the above will be deemed to authorise the proxy to vote, or to abstain from voting in respect of the Resolution as he/she deems fit in respect of all of the Shareholders' votes exercisable thereon. A Shareholder or the proxy is not obliged to use all the votes exercisable by the Shareholder, or by the proxy, but the total of votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the Shareholder or by the proxy.
- Forms of Proxy must be received by the Transfer Secretaries as follows:

By hand

Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue
Rosebank
2196

By mail

Computershare Investor Services Proprietary Limited
(PO Box 61051, Marshalltown, 2107)
Email: proxy@computershare.co.za

to be received by no later than 10:00 on Tuesday, 17 March 2020 (or 48 (forty-eight) hours before any adjournment of the General Meeting which date, if necessary, will be notified on the SENS) or may be handed to the Chairperson of the meeting immediately before the appointed proxy exercises any of the Shareholder's votes at the General Meeting.

- The completion and lodging of this Form of Proxy will not preclude the relevant Shareholder from voting personally in respect of the Resolution to the exclusion of any proxy appointed in terms thereof.
- Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this Form of Proxy.
- Any alteration or correction made to this Form of Proxy must be initialled by the signatory/ies.
- A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by Computershare Investor Services Proprietary Limited.
- The Company may reject or accept a Form of Proxy which is completed and/or received other than in accordance with these notes, if it is satisfied as to the manner in which the Shareholder wishes to vote.

Summary of rights established by section 58 of the Companies Act as required in terms of sub-section 58(8)(b)(i):

- A proxy appointment must be in writing, dated and signed by the Shareholder and remains valid for one year after the date on which it was signed or any longer or shorter period expressly set out in the appointment, unless it is revoked in terms of paragraph 4.3 below (section 58(2)).
- 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 (section 58(3)(a)).
- A proxy may delegate his or her authority to act on behalf of the Shareholder to another person, subject to any restriction set out in the instrument appointing the proxy ("**proxy instrument**") (section 58(3)(b)).
- Irrespective of the form of instrument used to appoint a proxy:
 - the appointment is suspended at any time and to the extent that the Shareholder chooses to act directly and in person in the exercise of any rights as a Shareholder (section 58(4)(a));
 - the appointment is revocable unless the proxy appointment expressly states otherwise (section 58(4)(b)); and
 - if the appointment is revocable, a Shareholder may revoke the proxy appointment by cancelling it in writing or by making a later inconsistent appointment of a proxy and delivering a copy of the revocation instrument to the proxy and to the Company (section 58(4)(c)).
- The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Shareholder as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered as contemplated in paragraph 4.3 above (section 58(5)).
- If the proxy instrument has been delivered to a company, as long as that appointment remains in effect, any notice required by the Companies Act or the Company's MOI to be delivered by the Company to the Shareholder must be delivered by the Company to the Shareholder (section 58(6)(a)), or the proxy or proxies, if the Shareholder has directed the Company to do so in writing and paid any reasonable fee charged by the Company for doing so (section 58(6)(b)).
- A proxy is entitled to exercise, or abstain from exercising, any voting right of the Shareholder without direction, except to the extent that the MOI or proxy instrument provides otherwise (section 58(7)).

