

AVENG LIMITED

Incorporated in the Republic of South Africa

(Registration number 1944/018119/06)

Share code: AEG ISIN: ZAE000111829

JSE 2019 Convertible Bond Code: AEGCB

JSE 2019 Convertible Bond ISIN: ZAE000194940

(“Aveng” or “the Issuer”)



NOTICE OF BONDHOLDERS' MEETING

In accordance with the terms and conditions of the Issuer's 7.25% senior unsecured convertible registered bonds due Wednesday, 24 July 2019 (the "**Convertible Bonds**"), as amended on Tuesday, 3 July 2018 (the "**Conditions**") and the trust deed dated 23 July 2014 between the Issuer and TMF Corporate Services (South Africa) Proprietary Limited, then known as GMG Trust Company (SA) Proprietary Limited (the "**Trust Deed**"), notice is hereby given, in accordance with Condition 20.4 (*Notice of Meeting*) of the Conditions, that a meeting of the Bondholders will be held at 10h00 on Thursday, 30 August 2018 at the offices of Baker McKenzie at 1 Commerce Square, 39 Rivonia Road, Sandhurst, Johannesburg, 2196 (the "**Bondholders Meeting**"), at which meeting the Extraordinary Resolutions set out below will be considered and, if deemed fit, passed with or without modification.

Save as otherwise defined, words and expressions used in this Notice have the meanings given to them in the Conditions.

The Conditions are available at the registered office of the Issuer and on their website, <http://www.aveng.co.za/investor-centre>

WHEREAS:

1. As previously announced on SENS (including the SENS announcements released on 18 and 29 May 2018, copies of which are attached as Annexure B), the Issuer intends to early redeem the Convertible Bonds still in issue (the "**Early Bond Redemption**"). In this regard, the Issuer intends to implement the Early Bond Redemption pursuant to Condition 10.2(d) of the Conditions as follows:
 - (a) The Convertible Bonds then in issue will be early redeemed through the issue by the Issuer, of new Ordinary Shares to the relevant holders of those Convertible Bonds (the "Bondholders"). If the Early Bond Redemption is implemented in this fashion, the Bondholders will have to approve same under Condition 10.2(d) of the Conditions.
2. Pursuant to Condition 20.4, read with Condition 18 (*Notices*), of the Conditions, the Issuer hereby gives notice to Bondholders of a meeting of Bondholders to discuss and vote on the manner in which the Convertible Bonds then in issue will be redeemed pursuant to Condition

10.2(d) of the Conditions. Condition 10.2(d) requires the Bondholders to approve the redemption of the Bonds then outstanding at 100% of their Principal Amount, together with accrued interest by allotting and issuing to or for the benefit of the relevant holder of each such Bond such number of Ordinary Shares as is determined by dividing the relevant redemption amount of the Bond by the price at which the Issuer issued Ordinary Shares pursuant to the rights offer implemented by the Issuer on 29 June 2018, being 10 cents per Ordinary Share.

3. In terms of Condition 20.4 of the Conditions, read together with paragraph 7.27(a) of the JSE Debt Listing Requirements and section 62 of the Companies Act, 2008, the Issuer is required to give the Bondholders and the Trustee written notice of a meeting at least 15 business days prior to the date of the meeting.
4. To the extent that the redemption of the Convertible Bonds is settled in Ordinary Shares, fractions of Ordinary Shares will not be issued or transferred and delivered on redemption and any fractions of Ordinary Shares will be rounded down to the nearest whole number of Ordinary Shares and the remaining fractional balance settled in cash.
5. The Issuer therefore requests the Bondholders to approve the Extraordinary Resolution set out below.

PROXIES

1. In terms of Condition 20.10 (*Proxies and Representatives*), a Bondholder may by an instrument in writing (a "proxy form") signed by the Bondholder or his duly authorised agent or, in the case of a juristic person, signed on its behalf by a duly authorised officer, appoint any person (a "**Proxy**") to act on its behalf in connection with any meeting or proposed meeting.
2. A person appointed to act as Proxy need not be a Bondholder.
3. A proxy form is attached as Annexure A for those Bondholders who wish to be represented by proxy at the Bondholders Meeting.
4. Please note that the proxy form must be deposited at the specified office of the Issuer or at the specified office of Computershare Investor Services Proprietary Limited (the "**Transfer Agent**"), as the case may be, not less than 24 hours before the time appointed for holding the Bondholders Meeting or adjourned meeting at which the person named in such proxy form proposes to vote.
5. Either the original form must be deposited at the specified office of the Issuer or at the specified office of the Transfer Agent, or a copy of the form may be scanned and emailed to the Issuer or the Transfer Agent (with the original to follow shortly thereafter). Address details are provided below:

Issuer office

Aveng Limited
1 Jurgens Street
Jet Park
Boksburg
1459

Attention: Edinah Mandikutse

Transfer Agent office

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

Attention: Proxy Department

Email: edinah.mandikutse@avenggroup.com Nomalanga Goba/ Khalid Cassim
Tel: 011 779 2812 Email: proxy@computershare.co.za
Tel: 011 370 5302

6. If a proxy form has not been deposited at the specified office of the Issuer or at the specified office of the Transfer Agent at least 24 hours before the time appointed for holding the Bondholders Meeting or adjourned meeting at which the person named in such proxy form proposes to vote, the proxy form may be delivered to the Chairman of the meeting upon commencement of the meeting.
7. Please note that in accordance with Condition 20.9 (*Votes*), Bondholders in respect of Convertible Bonds held in the Central Securities Depository in uncertificated form shall vote at the Bondholders Meeting on behalf of the holders of Beneficial Interests in such Bonds, in accordance with the instructions to the Central Securities Depository's Nominee from the holders of Beneficial Interests conveyed through the Participants in accordance with the Applicable Procedures.
8. If the Central Securities Depository Participant ("CSDP") of a holder of Beneficial Interests does not contact such holder, then such holder is advised to contact such holder's CSDP and provide such CSDP with the holder's voting instructions.
9. Following the Bondholder Meeting, the Transfer Agent will collate the votes and provide the Issuer with the voting outcome by no later than 17h00 on Thursday, 30 August 2018. The results of the meeting will be released on SENS within 48 hours of the Bondholders meeting.

IT IS RESOLVED THAT

Extraordinary Resolution Number 1:

To the extent that the Issuer early redeems the Bonds pursuant to Condition 10.2(d) of the Conditions through the issue of new Ordinary Shares, the Bondholders hereby approve such redemption of the Bonds then outstanding at 100% of their Principal Amount, together with accrued interest by allotting and issuing to or for the benefit of the relevant holder of each such Bond such number of Ordinary Shares as is determined by dividing the relevant redemption amount of the Bond by the price at which the Issuer issued Ordinary Shares pursuant to the rights offer implemented by the Issuer on 29 June 2018, being 10 cents per Ordinary Share.

The Bondholders further instruct and authorise the Trustee to conclude whatever documents may be required to give effect to these resolutions.

The salient dates relating to the Bondholders Meeting are as follows:

2018

Record date to determine Bondholders entitled to receive Notice of Bondholder Meeting:	Friday, 3 August
Distribution date (via Strate) and announced on SENS:	Wednesday, 8 August
Last date to trade to be eligible to attend and vote at the Bondholders meeting:	Tuesday, 21 August

Record date to be eligible to attend and vote at the Bondholders meeting: Friday, 24 August

Forms of Proxy should be lodged with Issuer or Transfer Agent no later than 10h00 *: Wednesday, 29 August

Bondholders Meeting at 10h00 (Proxies may be delivered to the Chairman of the meeting, at the meeting): Thursday, 30 August

Results of the Bondholders Meeting announced on SENS 24 to 48 hours post Bondholder Meeting

* If a proxy form has not been deposited at the specified office of the Issuer or at the specified office of the Transfer Agent at least 24 hours before the time appointed for holding the Bondholders Meeting or adjourned meeting at which the person named in such proxy form proposes to vote, the proxy form may be delivered to the Chairman of the meeting upon commencement of the meeting.

1. The following Annexures have been included in the notice of meeting distributed by STRATE to the CSDPs and may be located on the website of the Issuer at <http://www.aveng.co.za/investor-centre/shareholders-circulars>

Annexure	Document
A	Proxy Form
B	SENS Announcement of the Issuer dated 18 May 2018
B	SENS Announcement of the Issuer dated 29 May 2018
C	Extract of Condition 10.2 from the Conditions

8 August 2018

Financial advisor and transaction sponsor for the Capital Markets Transaction
Rand Merchant Bank (A division of FirstRand Bank Limited)

Legal advisors
Baker McKenzie

Debt sponsor
Absa Bank Limited, acting through its corporate and investment banking division

Aveng
Michael Canterbury
Group Executive: Strategy & Investor Relations
Tel: 011 779 2979
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