

New Bond Capital Limited  
(Previously Mvelaphanda Group Limited)  
Incorporated in the Republic of South Africa  
Registration number: 1995/004153/06  
Share code: NBC  
ISIN: ZAE000170726  
("New Bond Capital" or "NBC")

Blackstar Group SE  
(Previously Blackstar Group PLC)  
(Registered in Malta with registration number SE 4)  
(Registered as an external company with limited liability in the Republic of South Africa under registration number 2011/008274/10)  
Share code: BCK / BLCK  
ISIN: MT0000620105  
("Blackstar")

**JOINT ANNOUNCEMENT OF THE POSTING OF CIRCULAR AND NOTICE OF SCHEME MEETING RELATING TO THE OFFER MADE BY BLACKSTAR TO ACQUIRE THE ENTIRE ISSUED ORDINARY SHARE CAPITAL OF NEW BOND CAPITAL BY WAY OF A SCHEME OF ARRANGEMENT (THE "SCHEME")**

**1. INTRODUCTION**

- 1.1. Shareholders of NBC ("NBC Shareholders") are referred to the joint announcement by NBC and Blackstar published on SENS on Monday, 4 March 2013 and in the press on Friday, 8 March 2013, advising of the firm intention of Blackstar to make an offer for the acquisition by Blackstar, or one of its wholly owned subsidiaries, of the entire issued ordinary share capital of NBC (other than treasury shares held by subsidiaries of NBC and shares already held by Blackstar in NBC), by way of a scheme of arrangement in terms of section 114 of the Companies Act 71 of 2008, as amended (the "Companies Act").
- 1.2. NBC Shareholders are also referred to the further joint announcement of NBC and Blackstar regarding the Scheme, as released on SENS on Friday, 15 March 2013 and in the press on Monday, 18 March 2013.
- 1.3. The requisite approvals required from the South African Reserve Bank, the JSE Limited and the Takeover Regulation Panel (through the issue of the requisite approval letter) for the posting of the circular to NBC Shareholders ("the Circular") have been obtained.

**2. POSTING OF THE CIRCULAR**

NBC Shareholders are hereby advised that the Circular, containing details of the Scheme, will be posted to NBC Shareholders today, 28 March 2013. The Circular incorporates a notice convening a general meeting of NBC Shareholders for purposes of approving the Scheme. The Circular will be available on the website [www.newbond.co.za](http://www.newbond.co.za). NBC Shareholders are advised to review the Circular for the full terms and conditions of the Scheme.

### 3. NOTICE OF GENERAL MEETING OF NBC SHAREHOLDERS

Notice is hereby given that a general meeting of NBC Shareholders will be held at 11h00 on Friday, 26 April 2013 at 2nd Floor, 11 Crescent Drive, Melrose Arch, Johannesburg, at which meeting NBC Shareholders will consider and vote on the Scheme ("Scheme Meeting").

### 4. IMPORTANT DATES AND TIMES RELATING TO THE SCHEME

The important dates and times relating to the Scheme are set out below. Capitalised terms used in the important dates and times and in the notes thereto and that are not otherwise defined, bear the meanings ascribed to them in the Circular.

	<b>2013</b>
Circular posted to NBC Shareholders and notice convening the Scheme Meeting released on SENS on	Thursday, 28 March
Notice convening the Scheme Meeting published in the press on	Tuesday, 2 April
Last day to trade in NBC Shares in order to be recorded in the register on the voting record date (see note 4.3 below) on	Friday, 12 April
Voting record date to vote at the Scheme Meeting being 17h00 on	Friday, 19 April
Last day for receipt of proxies for the NBC Shareholders' Scheme Meeting by 11h00 (see note 4.4 below) on	Thursday, 25 April
Last date and time for NBC Shareholders to give notice in terms of section 164(3) of the Companies Act to NBC objecting to the Special Resolution approving the Scheme by 11h00 on	Friday, 26 April
NBC Shareholders' Scheme Meeting to be held at 11h00 on	Friday, 26 April
Results of Scheme Meeting released on SENS on	Friday, 26 April
Results of Scheme Meeting published in the press on	Monday, 29 April
Last date for NBC Shareholders to require NBC to seek court approval in terms of section 115(3)(a) of the Companies Act for the Scheme on	Monday, 6 May
Last date for NBC Shareholders to apply to court for leave to apply for a review of the Scheme in terms of section 115(3)(b) of the Companies Act on	Monday, 13 May
Last date for NBC to send objecting NBC Shareholders notices of the adoption of the Special Resolution approving the Scheme in terms of section 164(4) of the Companies Act on	Monday, 13 May
Finalisation Date announcement expected to be released on SENS on	Friday, 17 May
Finalisation Date announcement expected to be published in the press on	Monday, 20 May
Scheme Last Day to Trade in NBC Shares in order to participate in the Scheme (see note 4.5 below) on	Friday, 24 May
Suspension of listing of NBC Shares at commencement of trading on	Monday, 27 May
Scheme Consideration Record Date to be recorded in the Register in order to receive the Scheme Consideration expected to be on or about	Friday, 31 May

Expected Implementation Date of the Scheme on	Monday, 3 June
Settlement of the Scheme Consideration to Dematerialised Shareholders is expected to take place, through the crediting of their accounts, on	Monday, 3 June
Settlement of the Scheme Consideration to Certificated Shareholders is expected to take place, through posting of the Scheme Consideration, on	Monday, 3 June
Expected termination of listing of NBC Shares on the JSE at the commencement of trading on or about	Tuesday, 4 June

#### Notes

- 4.1. All dates and times are subject to change and/or may be subject to certain regulatory approvals including but not limited to that of the Takeover Regulation Panel, being granted. Any change will be released on SENS and published in the press.
- 4.2. Shareholders are referred to Annexure 12 of the Circular (which contains inter alia, the wording of section 164 of the Companies Act, setting out the Dissenting Shareholders' Appraisal Rights) regarding rights accorded to NBC Shareholders, the exercise of which may affect the Finalisation Date and/or the Implementation Date.
- 4.3. NBC Shareholders should note that as transactions in Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place five Business Days after such trade. Therefore persons who acquire NBC Shares after the last day to trade will not be eligible to vote at the Scheme Meeting.
- 4.4. Dematerialised Shareholders, other than those with "own-name" registration, must provide their CSDP or Broker with their instructions for voting at the Scheme Meeting by the cut-off time and date stipulated by their CSDP or Broker in terms of their respective custody agreements.
- 4.5. No dematerialisation or re-materialisation of Shares may take place from the Business Days following the Scheme Last Day to Trade.
- 4.6. If the Scheme Meeting is adjourned or postponed, forms of proxy submitted for the initial Scheme Meeting will remain valid in respect of any adjournment or postponement of the Scheme Meeting.
- 4.7. Although the salient dates and times are stated to be subject to change, such statement may not be regarded as consent or dispensation for any change to time periods which may be required in terms of the Companies Regulations, where applicable, and any such consents or dispensations must be specifically applied for and granted.
- 4.8. All times referred to in the Circular are references to South African time.

#### 5. NBC INDEPENDENT BOARD RESPONSIBILITY STATEMENT

The NBC independent board of directors accepts responsibility for the information contained in this announcement which relates to NBC and confirms that, to the best of its knowledge and belief, such information which relates to NBC is true and the announcement does not omit anything likely to affect the importance of such information.

## **6. BLACKSTAR RESPONSIBILITY STATEMENT**

The board of directors of Blackstar accepts responsibility for the information contained in this announcement which relates to Blackstar and confirms that, to the best of its knowledge and belief, such information which relates to Blackstar is true and the announcement does not omit anything likely to affect the importance of such information.

Johannesburg & London

28 March 2013

Transaction advisor to New Bond Capital: PKF Corporate Finance (Pty) Ltd

Sponsor to New Bond Capital: PSG Capital (Pty) Ltd

Legal advisor to New Bond Capital: Cliffe Dekker Hofmeyr Inc.

Sponsor to Blackstar: PSG Capital (Pty) Ltd

Nomad to Blackstar: Liberum Capital Limited

Legal advisors to Blackstar: Paul Hastings (Europe) LLP