
ST JOHN CAPITAL PERFORMED INDEPENDENT VALUATIONS RELATED TO DCT HOLDINGS LTD ("DCT"), AXIZ (PTY) LTD NON-SA OPERATIONS ("AXIZ NON-SA OPS") AND ACTED AS AN INDEPENDENT EXPERT TO ALVIVA HOLDINGS LIMITED ("ALVIVA") AS REQUIRED BY THE COMPANIES ACT IN RESPECT OF THE SPECIFIC REPURCHASE OF 6.5 MILLION ALVIVA TREASURY SHARES ("SPECIFIC REPURCHASE") FOR R119.3 MILLION

INTRODUCTION

St John Capital acted as the independent expert, in connection with Independent Valuations and the Specific Repurchase.

VALUATION SERVICES AND INDEPENDENT EXPERT OPINION

St John Capital was requested by the directors of Alviva to perform:

- DCT Valuation - Alviva owns approximately 60.9 percent of the issued ordinary share capital of DCT together with certain preference shares, which in turn houses all of Alviva's South African operations with the exception of Centrafin. St John Capital was required to perform a valuation of DCT on a controlling, non-marketable basis as at 30 June 2018 which considered amongst others discounted cash flow models of the Group; multiple and sensitivity analysis; key value drivers like ROTIC; EV /EBITDA multiples, evolution and peer analysis; peer operational benchmark analysis, equity value bridge, WACC assumptions and calibrating premiums and discounts; and
- Axiz Non-SA Ops Valuation - DCT currently houses certain Axiz Non-SA Ops which represent exports for DCT. A valuation was required based on the Income Method under two separate scenarios in respect of the Axiz Non-SA Ops on a minority, non-marketable basis as at 30 June 2018; and
- Independent Expert Opinion - Specific Repurchase of 6.5 million Alviva Treasury Shares ("Tranche 2") from Alviva Treasury Services (Pty) Ltd ("ATS"), with ATS being a wholly owned subsidiary of Alviva for R119.3 million - The Companies Act, 71 of 2008, as amended ("Companies Act") requires an independent expert report for the Specific Repurchase on the basis that it is an Affected Transaction and will be implemented by way of a Scheme of Arrangement in terms of section 48(8) (acquisitions of 5% or more of the issued securities of a company) and section 114 of the Companies Act. Under the circumstances an independent expert report was required for the Specific Repurchase in terms of the Companies Act and to indicate whether or not the proposed transaction is fair and reasonable to shareholders of Alviva.

Johannesburg | 30 September 2018



Independent Expert
to Alviva
St John Capital



Transaction Sponsor to Alviva
Deloitte



Acquirer of Treasury Shares
Alviva Holdings Limited



Legal Advisor to Alviva
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