

GEN – General – Micromega Holdings Limited

Censure imposed by the JSE against Micromega Holdings Limited (“Micromega” or “Company”)

The JSE Limited (“JSE”) hereby informs stakeholders of the following findings in respect of the Company:

1. The JSE has found the Company to be in breach of paragraph 5.69 of the JSE Listings Requirements for the purchase of its shares from two counter parties without the required specific authority to do so and during a closed period i.e. the date from the expiration of the six month period of a financial year up to the date of publication of the interim results.
  - a. As announced by the Company on SENS on 19 June 2015, the purchases comprised of:
    - 1 995 134 shares repurchased on 11 April 2013 from Mr W Friedland at 250.00 cents per share;
    - 1 806 281 shares repurchased on 18 July 2013 from Mr W Friedland at 220.00 cents per share; and
    - 318 302 shares repurchased on 19 August 2013 from Mr B Carolin at an average price of 305.52 cents per share.
  - b. The shares were acquired by the Company in terms of a general repurchase authority granted by its shareholders. Despite such repurchases having been effected through the order book operated by the JSE trading system, a prior understanding or arrangement between the Company and the counter parties existed, contrary to the provisions of paragraph 5.72(a) of the Listings Requirements.
  - c. The repurchase of shares from the counter parties with prior understanding or arrangement is classified as a specific repurchase in terms of paragraph 5.69 of the Listings Requirements for which shareholder approval by way of a special resolution should have been obtained.
2. The JSE has also found the Company to be in breach of paragraph 5.72(h) of the Listings Requirements for the purchase of an additional 224 863 shares between the period of 16 July 2013 and 20 September 2013 during a closed period, without a share repurchase programme in place.

The JSE has decided to impose this public censure against the Company as well as a public fine in the amount of R1 000 000 (one million rand) of which R500 000 (five hundred thousand rand) is suspended for a period of twelve months in relation to the above mentioned breaches of the Listings Requirements.

The Company disseminated the relevant information pertaining to the transgressions by way of SENS announcements and a circular to Micromega shareholders.

17 March 2017