

Computershare Investor Services Proprietary Limited

Reg No 2004/003647/07

Rosebank Towers 15 Biermann Avenue Rosebank

2196 South Africa

Private Bag X9000 Saxonwold

2132 South Africa

Telephone +27 11 370 5000

Facsimile +27 11 688 5216

www.computershare.com

Our Ref: Gavin Davis/Keitumetse Moiloanyane

The Directors

Zarclear Holdings Limited

9th Floor, Katherine Towers

1 Park Lane

Wierda Valley

Sandton

2196

03 September 2020

Dear Sirs

CIRCULAR TO BE ISSUED BY ZARCLEAR HOLDINGS LIMITED ("ZARCLEAR" OR THE "COMPANY")

1. Zarclear has prepared a circular (the "**circular**") in terms of the Companies Act 71 of 2008 and the Takeover Regulations promulgated thereunder to be issued on or about Wednesday, 9 September 2020 relating to:
 - 1.1. an unconditional offer by Legae Peresec Capital Proprietary Limited (the "**offeror**") to acquire some or all of the ordinary shares in the Company not already owned by the offeror for an offer consideration of R4.40 per Zarclear ordinary share held; and
 - 1.2. a responding circular by the independent board of Zarclear containing their views in respect of the offer.
2. We, Computershare Investor Services Proprietary Limited, hereby consent to our name being stated in the abovementioned circular as transfer secretaries to Zarclear.
3. We confirm that we have not withdrawn and undertake that we will not withdraw such consent prior to the date of publication of the circular.

Yours faithfully



Gavin Davis**General Manager Asset Services****For and on behalf of** Computershare Investor Services
Proprietary Limited