

ACQUISITION OF INTERESTS IN MONEYWEB HOLDINGS LIMITED ("MONEYWEB") FROM A DEEMED RELATED PARTY

1. Introduction

Shareholders are referred to the announcement by Moneyweb and AME published on 17 May 2017 to the effect that AME has lodged a firm intention offer with the board of Moneyweb in terms of which AME will offer to acquire 100% of the issued share capital of Moneyweb, other than 1 000 000 shares already held by AME and 1 197 196 treasury shares in Moneyweb, by way of a scheme of arrangement in terms of the Companies Act, 2008 ("the scheme").

2. Deemed related party transaction

Caxton and CTP Publishers and Printers Limited ("Caxton"), the controlling shareholder of Moneyweb, holds 50,72% in Moneyweb. It has provided a written irrevocable undertaking that it will vote in favour of the resolutions required to implement the scheme and that it will accept the share offer contained in the scheme.

The controlling shareholder of Caxton, The Moolman & Coburn Partnership, and its associates, are material shareholders in AME and the company and Caxton are therefore deemed to be related parties in terms of the Listings Requirements of the Johannesburg Stock Exchange ("the Listings Requirements" and "the JSE").

Should the scheme be implemented, AME will acquire the interests of Caxton in Moneyweb and this acquisition is classified in terms of the Listings Requirements as a small related party transaction, which requires the issue of a fairness opinion by an Independent Professional Expert approved by the JSE ("the IPE").

Mazars Corporate Finance Proprietary Limited has been appointed as the IPE and it has issued a fairness opinion in this regard which will lie for inspection at the registered office of the company for a period of 28 days from the date of this announcement.

3. Financial effects of the acquisition of the interests in Moneyweb ("the Moneyweb acquisition")

The table below sets out the *pro forma* financial effects of the Moneyweb acquisition on the earnings and diluted earnings, headline and diluted headline earnings, net asset value and tangible net asset value per share in AME based on the published results of the company for the twelve months ended 31 March 2017. The financial effects are the responsibility of the directors of the company, are prepared for illustrative purposes only and, because of their nature, may not fairly present the financial position of the company, changes in its equity or the results of its operations or cash flows after the acquisition.

Effect on AME	Notes	Before the Moneyweb acquisition	Pro forma after the Moneyweb acquisition based on 100% share option selection	Caxton shareholding after the Moneyweb acquisition
Total shares in issue before the transaction (excluding treasury shares)		7 965 150	8 387 448	218 627
Earnings and diluted earnings per share	Cents 1	609.20	555.9	14.5
Headline earnings and diluted headline earnings per share	Cents 1	606.90	553.8	14.4
Tangible net asset value	Cents 2	2 397.50	2 456.1	64.0
Net asset value	Cents 2	2 891.20	3 045.1	79.4

	Total transaction	Caxton share of transaction	Percentage of transaction relating to Caxton
Shares issued on a 100% share option	422 298	218 627	51.80
Deemed value of transaction at 7000 cents per AME share R'000	29 561	15 304	51.80

Notes:

- The earnings per share, diluted earnings per share, headline earnings per share and diluted headline earnings per share in the "After" column have been based on the assumption that the acquisition had been effective for the year ended 31 March 2017.
- The net asset value per share and tangible net asset value per share have been based on the assumption that the acquisition was effective on 31 March 2017 and that all transaction costs were paid on 1 April 2016.

By order of the board.

Houghton
19 June 2017

Sponsor



Corporate advisor



Auditors and reporting accountants



Attorneys



ATTORNEYS

Independent Professional Expert



CORPORATE FINANCE (PTY) LTD