

## NOTICE TO THE SHAREHOLDERS OF ABC HOLDINGS LIMITED (“ABCH”)

Atlas Mara Limited (“Atlas Mara”) pursuant to a series of transactions acquired such percentage of shares in ABCH to require it to make a mandatory offer to the shareholders of ABCH other than itself (the ABCH shareholder) to purchase their shares. Atlas Mara therefore, on 24 September 2014 made a mandatory offer (“the Offer”) to the ABCH shareholders to purchase their shares for a cash consideration of BWP7.49 per share for shareholders in Botswana and USD0.82 per share for shareholders in Zimbabwe, or 0.0683 Atlas Mara shares for every ABCH share held. The mandatory offer closed on 7 November 2014.

519 ABCH shareholders holding 7,040,997 shares representing 66.75% of the shares held by the minorities opted to receive the cash consideration or to receive Atlas Mara shares. Currently, pursuant to the acquisitions and the mandatory offers in Botswana and Zimbabwe, Atlas Mara holds 98.70% of ABCH. 2,841 shareholders holding 3,351,280 shares did not respond to the Offer.

Notice is hereby given that Atlas Mara intends to compulsorily purchase the shares held by these 2,841 shareholders at a price of BWP7.49 per share in respect of shares on the Botswana Register and USD0.82 per share in respect of shares held on the Zimbabwe Register, cash on delivery of the shares.

If you do wish to sell your shares upon these terms and conditions, contact:

**Neill Armstrong  
Collins Newman & Co**

Dinatla Court, Plot 4863, Gaborone  
PO Box 882, Gaborone  
Email: [neill.armstrong@collinsnewman.bw](mailto:neill.armstrong@collinsnewman.bw)  
Tel: +267 395 2702

*in respect of shares held on the Botswana register.*

**OR**

**Khulekani Bruce Dzowa  
First Transfer Secretaries**

1 Armagh Avenue, Eastlea  
PO Box 11, Harare  
Email: [kbdzowa@fts-net.com](mailto:kbdzowa@fts-net.com)  
Tel: +263 478 2869/72

If you are a shareholder who does not wish to accept the Offer on the terms set out, you are advised that you have six weeks from the date of this notice to bring an application to the High Court in Gaborone Botswana to show cause why Atlas Mara should not acquire your shares on the above terms, or why other terms and conditions should apply.

If you do not make such application, at the end of the six week period, Atlas Mara will be registered as the holder of your shares, and will hold the amount of BWP7.49 per share or USD0.82 per share as the case may be ready to pay against surrender of the share certificate in respect of your shares.

You are therefore strongly encouraged to contact Collins Newman & Co in Gaborone Botswana, or First Transfer Secretaries Limited in Harare Zimbabwe if you have any questions or would like to discuss settlement with respect to the shares you hold.

**By order of the Board**  
**27 April 2015**