

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 6 of this Circular apply, unless the context clearly indicates otherwise, throughout this Circular, including this cover page.

Action required

1. This Circular is important and should be read in its entirety, with particular attention to the section entitled "*Action Required by Brimstone Shareholders*", which commences on page 2 of this Circular.
2. If you are in any doubt as to what action you should take, please consult your accountant, Broker, banker, attorney, CSDP or other professional advisor immediately.
3. If you have disposed of all your Brimstone Shares, please forward this Circular (incorporating the Form of Proxy (*blue*)) to the purchaser of such Brimstone Shares or to the Broker, CSDP, banker or other agent through whom the disposal was effected.

Brimstone does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or Broker including, without limitation, any failure on the part of the CSDP or Broker of any beneficial owner of Brimstone Shares to notify such beneficial owner of the matters set out in this Circular.



Brimstone Investment Corporation Limited

(Incorporated in the Republic of South Africa)

(Registration number 1995/010442/06)

Share code: BRT ISIN: ZAE000015277

Share code: BRN ISIN: ZAE000015285

("Brimstone" or the "Company" or the "Brimstone Group")

CIRCULAR TO BRIMSTONE SHAREHOLDERS

Relating to:

- the acquisition by Sea Harvest, a Subsidiary of Brimstone, of certain Terrasan subsidiaries engaged in the catching, processing and sale of pelagic fish, and in the farming, processing and sale of abalone, which is a Category 1 Transaction for both Brimstone and Sea Harvest in terms of the JSE Listings Requirements,

and incorporating:

- a notice convening the General Meeting of Brimstone Shareholders; and
- a Form of Proxy (*blue*) (for use by Certificated Shareholders and Dematerialised Shareholders with "Own-Name" Registration only).

Investment Bank, Corporate Advisor and
Transaction Sponsor



Independent Auditor



Date of issue: Friday, 26 January 2024

This Circular is available in English only. Copies may be obtained during normal business hours from the registered office of Brimstone, whose address is set out in the "Corporate Information and Advisors" section of this Circular from Friday, 26 January 2024 until Monday, 26 February 2024 (both days inclusive). A copy of this Circular will also be available on Brimstone's website (www.brimstone.co.za/investor-relations/circulars/) from Friday, 26 January 2024.

CORPORATE INFORMATION AND ADVISORS

Brimstone company secretary and registered office

T Moodley
1st Floor, Slade House
Boundary Terraces
1 Mariendahl Lane
Newlands
Cape Town, 7700
South Africa
(PO Box 44580, Claremont, 7735)

Incorporated in the Republic of South Africa on
2 October 1995

Independent Auditor

Ernst & Young Inc.
(Practice number 908207)
Waterway House
3 Dock Road
Cape Town
8001
(PO Box 656, Cape Town, 8000)

**Investment Bank, Corporate Advisor and
Transaction Sponsor**

Nedbank Corporate and Investment Banking,
a division of Nedbank Limited
(Registration number 1951/000009/06)
3rd Floor, Corporate Place, Nedbank Sandton,
135 Rivonia Road
Sandton
2196
(PO Box 1144, Johannesburg, 2000)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank
South Africa
(Private Bag X9000, Saxonwold, 2132)

IMPORTANT LEGAL NOTICE

The definitions and interpretations commencing on page 6 of this Circular apply, unless the context clearly indicates otherwise, throughout this Circular, including this section on Important Legal Notice.

FORWARD-LOOKING STATEMENTS

This Circular may contain statements about Brimstone that are, or may be, forward-looking statements. All statements, other than statements of historical fact, are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: strategy; the economic outlook for the industry; production; cash costs and other operating results; growth prospects and outlook for operations, individually or in the aggregate; liquidity and capital resources and expenditure and the outcome and consequences of any pending litigation proceedings. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as “believe”, “aim”, “expect”, “anticipate”, “intend”, “foresee”, “forecast”, “likely”, “should”, “planned”, “may”, “estimated”, “potential” or similar words and phrases. Examples of forward-looking statements include statements regarding a future financial position or future profits, cash flows, corporate strategy, anticipated levels of growth, estimates of capital expenditure, acquisition strategy, and expansion prospects for future capital expenditure levels and other economic factors, such as, *inter alia*, interest rates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Brimstone cautions that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, liquidity and the developments within the industries in which Brimstone operates may differ materially from those made in, or suggested by, the forward-looking statements contained in this Circular.

All forward-looking statements in respect of Brimstone are based on estimates and assumptions made by Brimstone which, although Brimstone believes them to be reasonable, are inherently uncertain. Such estimates, assumptions or statements may not eventuate. Factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in those statements, estimates or assumptions include other matters not yet known to Brimstone or not currently considered material by Brimstone.

Brimstone Shareholders should keep in mind that any forward-looking statement made in this Circular or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of either Brimstone and/or the Brimstone Group not to develop as expected may emerge from time to time and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement are not known. Brimstone has no duty to, and does not intend to, update or revise the forward-looking statements contained in this Circular after the date of issue of this Circular, except as may be required by law. Any forward-looking statement included in this Circular has not been reviewed or reported on by the Brimstone Group’s auditors.

ACTION REQUIRED BY BRIMSTONE SHAREHOLDERS

The definitions and interpretations commencing on page 6 of this Circular apply, unless the context clearly indicates otherwise, throughout this Circular, including this section on the action required by Brimstone Shareholders in relation to the Acquisition.

This Circular is important and requires your immediate attention. The action you need to take is set out below. If you are in any doubt as to what action to take, consult your accountant, Broker, banker, attorney, CSDP or other professional advisor immediately. If you have disposed of all of your Brimstone Shares, please forward this Circular to the purchaser of such Brimstone Shares or to the Broker, CSDP, banker or other agent through whom the disposal was effected.

1. GENERAL MEETING

1.1 Notice of General Meeting

The notice convening the General Meeting to approve the Acquisition is attached to this Circular. The General Meeting will be conducted entirely by electronic communication, as permitted in terms of the Companies Act and the Company's MOI, on Monday, 26 February 2024 at 14:00.

1.2 General Meeting to be conducted entirely by electronic communication

1.2.1 Brimstone Shareholders or their duly appointed proxy(ies) who wish to participate in the General Meeting via electronic communication ("**Shareholder Participant(s)**") must either:

1.2.1.1 register online using the online registration portal at <https://meetnow.global/za>; or

1.2.1.2 apply to Computershare, by delivering the duly completed electronic participation form to: First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posting it to Private Bag X9000, Saxonwold, 2132 (at the risk of the Shareholder Participant) or sending it by email to proxy@computershare.co.za so as to be received by Computershare by no later than 14:00 on Thursday, 22 February 2024. The electronic participation form can be found as an insert to the Notice of General Meeting. Computershare will first validate such requests and confirm the identity of the Brimstone Shareholder in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided.

1.2.2 Computershare will inform Shareholder Participants who notified Computershare of their intended participation in accordance with the instructions set out in the electronic participation form, which can be found as an insert to the Notice of General Meeting, by no later than 17:00 on Friday, 23 February 2024 by email of the relevant details through which Shareholder Participants can participate electronically.

1.2.3 The cost of electronic participation in the General Meeting is for the expense of the Shareholder Participant and will be billed separately by the Shareholder Participant's own service provider.

1.2.4 The Shareholder Participant acknowledges that the electronic services are provided by third parties and indemnifies Brimstone against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the Shareholder Participant or anyone else. In particular, but not exclusively, the Shareholder Participant acknowledges that he/she will have no claim against Brimstone, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the Shareholder Participant via the electronic services to the General Meeting.

1.2.5 Brimstone cannot guarantee there will not be a break in electronic communication that is beyond the control of the Company.

1.3 If you hold Dematerialised Shares

1.3.1 "Own-name" Registration

You are entitled to participate in the General Meeting via electronic communication, or be represented by proxy.

If you are unable to participate in the General Meeting but wish to be represented thereat, you must complete and return the attached Form of Proxy (*blue*), in accordance with the instructions contained therein, to be received, for administration purposes, by the Transfer Secretaries by no later than 14:00 on Thursday, 22 February 2024:

Hand deliveries to:

Computershare Investor Services
Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank

Postal deliveries to:

Computershare Investor Services
Proprietary Limited
Private Bag X9000
Saxonwold, 2132

Or by email at proxy@computershare.co.za

1.3.2 Other than "Own-name" Registration

In accordance with the mandate between you and your CSDP or Broker you must advise your CSDP or Broker timeously if you wish to participate, or be represented at, the General Meeting. If your CSDP or Broker has not contacted you, you are advised to contact your CSDP or Broker and provide them with your voting instructions. If your CSDP or Broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them.

You must not complete the attached Form of Proxy (*blue*).

1.4 If you hold Certificated Shares

You are entitled to participate, or be represented by proxy, in the General Meeting.

If you are unable to participate in the General Meeting, but wish to be represented thereat, you must complete and return the attached Form of Proxy (*blue*), in accordance with the instructions contained therein, to be received by the Transfer Secretaries, for administration purposes, by no later than 14:00 on Thursday, 22 February 2024:

Hand deliveries to:

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank

Postal deliveries to:

Computershare Investor Services Proprietary Limited
Private Bag X9000
Saxonwold, 2132

Or by email at proxy@computershare.co.za

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SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 6 of this Circular shall, unless the context clearly indicates otherwise, apply to this section.

2024

Notice record date, being the date on which a Brimstone Shareholder must be recorded in the Register to be eligible to receive the Circular and Notice of General Meeting	Friday, 19 January
Circular and the Notice of General Meeting distributed to Brimstone Shareholders and announced on SENS	Friday, 26 January
Last day to trade Brimstone Shares to be recorded in the Register to vote at the General Meeting (" Voting LDT ") (see note 4 below)	Tuesday, 13 February
Voting Record Date to vote at the General Meeting	Friday, 16 February
For administrative purposes, Forms of Proxy (<i>blue</i>) in respect of the General Meeting to be lodged at or received by the Transfer Secretaries by no later than 14:00	Thursday, 22 February
Form of Proxy (<i>blue</i>) in respect of the General Meeting to be provided to the chairperson of the General Meeting at the General Meeting, before the meeting is due to commence	Monday, 26 February
General Meeting to be held at 14:00	Monday, 26 February
Results of the General Meeting released on SENS	Monday, 26 February

Notes:

1. All dates and times indicated above are South African Standard Time.
2. The above dates and times are subject to amendment at the discretion of the Company. Any such amendment will be released on SENS.
3. If the General Meeting is adjourned or postponed, Forms of Proxy (*blue*) submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting, unless the contrary is stated on such Form of Proxy (*blue*).
4. Brimstone Shareholders should note that as trade in Brimstone Shares on the JSE is settled in the electronic settlement system used by Strate, settlement of trades takes place three Business Days after the date of such trade. Therefore, Brimstone Shareholders who acquire Brimstone Shares after close of trade on Tuesday, 13 February 2024 will not be eligible to attend, participate in and vote at the General Meeting.

DEFINITIONS AND INTERPRETATIONS

In this Circular and its annexures, unless otherwise stated or the context otherwise indicates, the words in the first column shall have the meanings stated opposite them in the second column and words in the singular shall include the plural and vice versa, natural persons shall include corporations and associations of persons and an expression denoting any gender shall include the other genders:

"Acquisition"	the Aquion Aquaculture Acquisition and the Saldanha Pelagic Acquisition;
"Agri-Vie Fund II Mauritius"	Agri-Vie Fund II Proprietary Limited (registration number C16135895), a limited liability company registered in accordance with the laws of Mauritius. The beneficial shareholding in Agri-Vie Fund II Mauritius is set out in Annexure 10 of the Sea Harvest Circular;
"Agri-Vie Fund II Partnership SA"	Agri-Vie II Investments Proprietary Limited (registration number 2016/466285/07), a limited liability company registered in accordance with the laws of South Africa, acting as the general partner of the Agri-Vie Fund II SA Partnership LLP, South Africa. The beneficial shareholding in Agri-Vie Fund II Partnership SA is set out in Annexure 10 of the Sea Harvest Circular;
"Agri-Vie Parties"	Agri-Vie Fund II Mauritius and Agri-Vie Fund II Partnership SA;
"Agri-Vie Transaction"	has the meaning ascribed thereto in paragraph 3.1 of the Sea Harvest Circular;
"Agri-Vie Transaction Agreement"	the transaction agreement concluded between Terrasan Group, Terrasan Beleggings and the Agri-Vie Parties, on or about Monday, 15 January 2024, in respect of the Agri-Vie Transaction forming part of the Internal Reorganisation;
"Announcement"	the announcement released on SENS on Monday, 22 January 2024 containing details of the Acquisition;
"Aquastel"	Aquastel Proprietary Limited (registration number 1999/016072/07), a private company duly incorporated in accordance with the laws of South Africa;
"Aquion"	Aquion Proprietary Limited (registration number 1995/001834/07), a private company duly incorporated in accordance with the laws of South Africa, being a wholly-owned indirect Subsidiary of Terrasan Group at the Last Practicable Date, and immediately after implementation of the Internal Reorganisation the shares of which will be held by Terrasan Beleggings (63.07%) and the Agri-Vie Parties (36.93%);
"Aquion Aquaculture Acquisition"	the acquisition by Sea Harvest Aquaculture of the Aquion Shares and the Aquion Claims from Terrasan Beleggings;
"Aquion Claims"	(i) 63.07% of all loan claims of whatsoever nature and however arising which any company within the Target Group, has against Aquion, DCA, and Marifeed, as at 31 December 2023; and (ii) 63.07% of any claims that any company within the Target Group has against Aquion, DCA, and Marifeed as a result of the Internal Reorganisation as at the Transaction Closing Date;
"Aquion MOI"	the memorandum of incorporation of Aquion;
"Aquion Shareholders' Agreement"	the shareholders agreement concluded between the Agri-Vie Parties and Sea Harvest Aquaculture on or about Monday, 15 January 2024, in respect of Aquion;
"Aquion Shares"	6 307 ordinary no par value shares (63.07%) in the issued share capital of Aquion held by Terrasan Beleggings after implementation of the Internal Reorganisation;
"Associate(s)"	has the meaning ascribed to it in the JSE Listings Requirements;

"Board" or "Directors"	the board of directors of Brimstone at the Last Practicable Date, whose names appear on page 13 of this Circular;
"Brimstone" or the "Company"	Brimstone Investment Corporation Limited (registration number 1995/010442/06), a public company incorporated in accordance with the laws of South Africa, the shares of which are listed on the main board of the exchange operated by the JSE;
"Brimstone Group"	Brimstone and its subsidiaries;
"Brimstone Shareholder"	a holder of Brimstone Shares;
"Brimstone Shares"	Ordinary Share(s) and/or "N" Ordinary Share(s), as the case may be;
"Broker"	any person registered as a <i>"broking member (equities)"</i> in terms of the rules of the JSE and in accordance with the provisions of the Financial Markets Act;
"Business Day"	any day other than a Saturday, Sunday or official public holiday in South Africa;
"Category 1 Transaction"	a transaction in respect of which the consideration payable is, or is anticipated to constitute 30% or more of the market capitalisation of an issuer or may result in a dilution of 30% or more of the issued shares of an issuer as contemplated in the JSE Listings Requirements;
"Certificated Shareholders"	holders of Certificated Shares;
"Certificated Shares"	Brimstone Shares being "certificated securities" as defined in the Financial Markets Act and having accordingly not yet been Dematerialised, title to which is evidenced by Documents of Title;
"Circular"	this bound circular document to Brimstone Shareholders, dated Friday, 26 January 2024 together with the annexures hereto, and including the Notice of General Meeting and the Form of Proxy (<i>blue</i>);
"Companies Act"	the South African Companies Act, No. 71 of 2008;
"Competition Act"	Competition Act, No. 89 of 1998, as amended;
"Competition Authorities"	the commission established pursuant to Chapter 4, Part A of the Competition Act or the tribunal established pursuant to Chapter 4, Part B of the Competition Act or the appeal court established pursuant to Chapter 4, Part C of the Competition Act, or the Constitutional Court, as the case may be;
"Conditions Precedent"	the conditions precedent to which the Acquisition is subject, as set out in paragraph 3.5.4 of this Circular;
"Consideration Shares"	60 000 000 (sixty million) Sea Harvest Shares, to be issued by Sea Harvest to Terrasan Beleggings in settlement of the Purchase Consideration, which, for the avoidance of doubt, shall exclude any rights, entitlements and/or other benefits in relation to the dividend declared or to be declared by Sea Harvest to its shareholders during 2024, in relation to the financial year ended 31 December 2023;
"Controlling Shareholder"	has the meaning ascribed thereto in the JSE Listings Requirements;
"CSDP"	a Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act;

"DCA"	Diamond Coast Abalone Proprietary Limited (registration number 2009/020215/07), a private company duly incorporated in accordance with the laws of South Africa, the shares of which are held by Terrasan Group (indirectly holding 51%), Diamond Coast Employee Incentive Trust (holding 39%) and Aquastel (holding 10%) at the Last Practicable Date, and immediately after implementation of the Internal Reorganisation the shares of which will be held by Aquunion (51%), Diamond Coast Employee Incentive Trust (39%), and Aquastel (10%);
"Dematerialise" or "Dematerialised" or "Dematerialisation"	the process by which certificated shares are converted into an electronic format as dematerialised shares and recorded in a company's uncertificated securities register administered by a CSDP;
"Dematerialised Shareholders"	holders of Dematerialised Shares;
"Dematerialised Shares"	Dematerialised Brimstone Shares;
"DFFE"	Department of Forestry, Fisheries and the Environment;
"Diamond Coast Employee Incentive Trust"	Diamond Coast Employee Incentive Trust, Master's Reference No. IT34217/210, a shareholder of DCA;
"Documents of Title"	share certificates, transfer deeds or forms, balance receipts or any other documents of title acceptable to Brimstone in respect of Certificated Shareholders;
"Effective Date"	1 January 2023;
"EPS"	earnings per share;
"Financial Markets Act"	the Financial Markets Act, No. 19 of 2012;
"Form of Proxy (blue)"	for purposes of the General Meeting, the form of proxy for use by Certificated Shareholders and Dematerialised Shareholders with Own-Name Registration only, enclosed herewith;
"General Meeting"	the general meeting of Brimstone Shareholders to be conducted entirely by electronic communication on Monday, 26 February 2024 at 14:00 to consider and, if deemed appropriate, approve the Resolution to give effect to the Acquisition;
"HEPS"	headline earnings per share;
"HIK Abalone Farm"	HIK Abalone Farm Proprietary Limited (registration number 1998/023580/07), a private company duly incorporated in accordance with the laws of South Africa and an existing minority shareholder in Marifeed. HIK Abalone Farm and/or their associates are not shareholders in Sea Harvest and/or Brimstone;
"IFRS"	International Financial Reporting Standards as issued by the International Accounting Standards Board from time to time;
"INAV"	intrinsic net asset value;
"Income Tax Act"	the Income Tax Act, No. 58 of 1962;
"Independent Auditor"	Ernst & Young Incorporated, a private company duly incorporated in accordance with the laws of South Africa (practice number 908207), further particulars of which appear in the <i>"Corporate Information and Advisors"</i> section of this Circular;
"Implementation Agreement"	the implementation agreement concluded between Sea Harvest, Sea Harvest Aquaculture, Sea Harvest Pelagic, Terrasan Group, Terrasan Beleggings and the Agri-Vie Parties to regulate <i>inter alia</i> the Internal Reorganisation and the Acquisition;
"Internal Reorganisation"	the internal reorganisation of Terrasan Group to be implemented prior to the Acquisition as described in paragraph 3.1 of the Sea Harvest Circular;

"Investment Bank, Corporate Advisor and Transaction Sponsor" or "Nedbank"	Nedbank Limited (registration number 1951/000009/06), a limited liability public company duly incorporated and registered in accordance with the laws of South Africa, acting through its Corporate and Investment Banking division;
"Irrevocable Undertakings"	the irrevocable undertakings entered into by certain Brimstone Shareholders and the Company to, among other things, vote in favour of the Resolutions at the General Meeting;
"JSE"	JSE Limited (registration number 2005/022939/06), a limited liability public company duly incorporated and registered in accordance with the laws of South Africa and licensed as an exchange in terms of the Financial Markets Act;
"JSE Listings Requirements"	the Listings Requirements of the JSE in force as at the Last Practicable Date;
"La Vie Seafood"	La Vie Seafood Products Proprietary Limited (registration number 1998/011837/07), a private company duly incorporated in accordance with the laws of South Africa, the shares of which are held by: • Clusten 30 (RF) Proprietary Limited (holding 42%), • Business Venture Investments No. 2066 (RF) Proprietary Limited (holding 37%), • Business Venture Investments No. 2067 (RF) Proprietary Limited (holding 7%), • Business Venture Investments No. 2068 (RF) Proprietary Limited (holding 12%), and • Business Venture Investments No. 2069 (RF) Proprietary Limited (holding 2%), at the Last Practicable Date, and which company owns 22% of the issued shares in West Point Processors as at the Last Practicable Date, all of which will be repurchased by West Point Processors pursuant to the Internal Reorganisation. The shareholding in the aforementioned shareholders of La Vie Seafood is set out in Annexure 10 of the Sea Harvest Circular;
"Last Practicable Date"	the last practicable date prior to the finalisation of this Circular, being Monday, 15 January 2024;
"Locked Box Date"	1 January 2024;
"Marifeed"	Marifeed Proprietary Limited (registration number 2003/028712/07), a private company duly incorporated in accordance with the laws of South Africa, the shares of which are held by Terrasan Group (indirectly holding 50.01%) and HIK Abalone Farm (holding 49.99%) at the Last Practicable Date, and immediately after implementation of the Internal Reorganisation the shares of which will be held by Aquion (50.01%) and HIK Abalone Farm (49.99%);
"Marifeed MOI"	the memorandum of incorporation of Marifeed;
"MOI"	the memorandum of incorporation of Brimstone;
"NAV"	net asset value;
"N" Ordinary Share(s)"	"N" ordinary share(s) of 0.001 cent each in the capital of Brimstone;
"Notice of General Meeting"	the notice convening the General Meeting, which is attached to and forms part of this Circular;
"Ordinary Shares"	ordinary share(s) of 0.1 cent each in the capital of the Company;
"Own-Name" Registration"	Brimstone Shareholders who hold Brimstone Shares that have been Dematerialised and are recorded by the CSDP on the sub-register kept by that CSDP in the name of such Brimstone Shareholder;

"Pro Forma Financial Information"	the <i>pro forma</i> consolidated statement of financial position at 30 June 2023, <i>pro forma</i> consolidated statement of profit or loss of Brimstone for the six-month period ended 30 June 2023, notes thereto and the <i>pro forma</i> financial effects set out in Annexure 1 ;
"Purchase Consideration"	the consideration payable by Sea Harvest Pelagic and Sea Harvest Aquaculture, as applicable, as consideration for the Acquisition, as set out in paragraph 3.5.2 of this Circular;
"R" or "Rand" or "cents"	South African Rand, the lawful currency of South Africa;
"Register"	the register of Certificated Shareholders maintained by the Transfer Secretaries and the sub-register of Dematerialised Shareholders maintained by the relevant CSDP;
"Resolutions"	collectively, all the Brimstone Shareholders' resolutions as set out in the Notice of General Meeting, and "Resolution" means one of them as the context may require;
"Saldanha Foods"	Saldanha Foods Proprietary Limited (registration number 1999/012476/07), a private company duly incorporated in accordance with the laws of South Africa, the shares of which are held by Terrasan Group (indirectly holding 60%) and Saldanha Foods Employee Trust (holding 40%) at the Last Practicable Date, and immediately after implementation of the Internal Reorganisation will become an indirect wholly-owned Subsidiary of Terrasan Group;
"Saldanha Foods Employee Trust"	the trustees for the time being of the Saldanha Foods Employee Trust, (Master's reference number IT 1665/2013), a trust registered in accordance with the laws of South Africa;
"Saldanha Pelagic Acquisition"	the acquisition by Sea Harvest Pelagic of the WP Fishing Shares, the WP Fishing Claims, the SSM Shares, and the SSM Claims from Terrasan Beleggings;
"Sea Harvest" or "Sea Harvest Group"	Sea Harvest Group Limited (registration number 2008/001066/06), a public company incorporated in accordance with the laws of South Africa and a Subsidiary of Brimstone, the shares of which are listed on the main board of the exchange operated by the JSE under the share code SHG;
"Sea Harvest Aquaculture"	Sea Harvest Aquaculture Proprietary Limited (registration number 2017/432271/07), a private company duly incorporated in accordance with the laws of South Africa, a wholly-owned Subsidiary of Sea Harvest;
"Sea Harvest Circular"	the circular dated Friday, 26 January 2024 to be distributed to Sea Harvest Shareholders giving full details of the Acquisition;
"Sea Harvest Corporation"	Sea Harvest Corporation Proprietary Limited (registration number 2008/024147/07), a private company duly incorporated in accordance with the laws of South Africa, a wholly-owned Subsidiary of Sea Harvest;
"Sea Harvest Pelagic"	Sea Harvest Pelagic Fishing Proprietary Limited (registration number 2023/252425/07), a private company duly incorporated in accordance with the laws of South Africa, a wholly-owned Subsidiary of Sea Harvest Corporation;
"Sea Harvest Shareholders"	registered holders of Sea Harvest Shares;
"Sea Harvest Shares"	ordinary no par value shares in the issued share capital of Sea Harvest and which shares are listed on the JSE;
"SENS"	the Stock Exchange News Service of the JSE;

"Share Purchase Agreement"	the share purchase agreement concluded between Sea Harvest Pelagic, Sea Harvest Aquaculture, Sea Harvest, Terrasan Beleggings and Terrasan Group, on Friday, 12 January 2024, in respect of the Acquisition;
"South Africa"	the Republic of South Africa;
"SSM"	Saldanha Sales and Marketing Proprietary Limited (registration number 1949/034559/07), a private company duly incorporated in accordance with the laws of South Africa, a wholly-owned Subsidiary of Terrasan Beleggings at the Last Practicable Date and immediately after the Internal Reorganisation;
"SSM Claims"	(i) 100% of all loan claims of whatsoever nature and however arising which any company within the Target Group has against SSM and West Point Processors as at 31 December 2023; and (ii) 100% of any claims which any company in the Target Group has against SSM and West Point Processors as a result of the Internal Reorganisation as at the Transaction Closing Date;
"SSM Shares"	101 ordinary no par value shares in the issued share capital of SSM held by Terrasan Beleggings immediately after implementation of the Internal Reorganisation, constituting 100% of all the issued ordinary no par value shares in SSM;
"Strate"	Strate Proprietary Limited (registration number 1998/022242/07), a limited liability private company duly registered and incorporated in accordance with the laws of South Africa, and the electronic settlement system for transactions that take place on the JSE and off-market transactions;
"Subsidiary"	a "subsidiary" as defined in the Companies Act, but also includes an entity which would have been a subsidiary company as defined in the Companies Act had the entity been a company or been incorporated in South Africa;
"Target Group"	collectively, Aquunion, SSM, WP Fishing, West Point Processors, Marifeed and DCA;
"Terrasan Beleggings"	Terrasan Beleggings Proprietary Limited (registration number 1983/009645/07), a private company duly incorporated in accordance with the laws of South Africa, a wholly-owned Subsidiary of Terrasan Group at the Last Practicable Date and immediately after the Internal Reorganisation;
"Terrasan Group"	Terrasan Group Limited (registration number 1963/005230/06), a public company duly incorporated in accordance with the laws of South Africa, the shares of which are held, at the Last Practicable Date, by the Agri-Vie Parties (holding 23.04%), Clusten 30 (RF) Proprietary Limited (holding 16.39%), Business Venture Investments No. 2066 (RF) Proprietary Limited (holding 14.17%), Old Mutual Life Assurance Company (SA) Limited (holding 5.28%), and more than 250 other minority shareholders each holding less than 5% of the issued shares therein. None of these shareholders and/or their associates are related parties to Sea Harvest and/or Brimstone;
"TNAV"	tangible net asset value;
"Transaction Closing Date"	the first Business Day of the month following the month in which all of the Conditions Precedent to the Share Purchase Agreement are fulfilled or waived, as the case may be, anticipated to be 1 June 2024;

“Transaction Documents”	collectively: (i) the Share Purchase Agreement; (ii) the Implementation Agreement; (iii) the Aquion MOI; and (iv) the Aquion Shareholders’ Agreement;
“Transfer Secretaries” or “Computershare”	the transfer secretaries of Brimstone being Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), a private company duly incorporated in accordance with the laws of South Africa;
“Treasury Shares”	as at the Last Practicable Date, 3 256 948 Ordinary Shares and 16 146 635 “N” Ordinary Shares held in treasury by the Company;
“VAT”	value added tax as defined in the Value Added Tax Act, 1991;
“Voting Record Date”	the date by which a Brimstone Shareholder must be recorded in the Register in order to be eligible to vote at the General Meeting;
“West Point Processors”	West Point Processors Proprietary Limited (registration number 1990/007321/07), a private company duly incorporated in accordance with the laws of South Africa, the shares of which are held by SSM (holding 68.27%), WP Fishing (holding 9.73%) and La Vie Seafood (holding 22%) at the Last Practicable Date, and immediately after implementation of the Internal Reorganisation the shares of which are held by SSM (87.52%) and WP Fishing (12.47%);
“WP Fishing”	WP Fishing Proprietary Limited (registration number 1948/031765/07), a private company duly incorporated in accordance with the laws of South Africa, being a wholly-owned Subsidiary of Saldanha Foods at the Last Practicable Date, and immediately after implementation of the Internal Reorganisation a wholly-owned Subsidiary of Terrasan Beleggings;
“WP Fishing Claims”	(i) 100% of all loan claims of whatsoever nature and however arising which any company in the Target Group has against WP Fishing as at 31 December 2023, and (ii) 100% of all claims of whatsoever nature and however arising which any company in the Target Group has against WP Fishing as a result of the Internal Reorganisation as at the Transaction Closing Date;
“WP Fishing Shares”	88 300 ordinary no par value shares (100%) in the issued share capital of WP Fishing held by Terrasan Beleggings; and
“VWAP”	volume weighted average price.



Brimstone Investment Corporation Limited

(Incorporated in the Republic of South Africa)

(Registration number 1995/010442/06)

Share code: BRT ISIN: ZAE000015277

Share code: BRN ISIN: ZAE000015285

("Brimstone" or the "Company")

Directors

Executive

F Robertson (Executive Chairman)

MA Brey (Chief Executive Officer)

GG Fortuin (Financial Director)

MI Khan (Chief Operating Officer)

T Moodley (Legal and Compliance)

Non-executive

PL Campher (Lead Independent Director)*

M Hewu*

N Khan*

M Ndlovu*

LA Parker*

FD Roman*

L Wort*

* Independent

CIRCULAR TO BRIMSTONE SHAREHOLDERS

1. INTRODUCTION

- 1.1 Brimstone Shareholders are referred to the Announcement released on SENS on Monday, 22 January 2024.
- 1.2 The Acquisition is classified as a Category 1 Transaction for both Brimstone and Sea Harvest in terms of the JSE Listings Requirements. Accordingly, implementation of the Acquisition is subject to, *inter alia*, the approval by Brimstone Shareholders of the Acquisition at the General Meeting.
- 1.3 Brimstone's ownership interest in Sea Harvest will dilute to below 50% at the time that Sea Harvest issues the Sea Harvest Shares as part of the Purchase Consideration relating to the Acquisition, and Brimstone will therefore cease to have control of Sea Harvest in terms of IFRS 10 *Consolidated Financial Statements*. Consequently, Brimstone will be required to deconsolidate Sea Harvest and due to exercising significant influence over Sea Harvest, apply the equity method of accounting to its ownership interest.

2. PURPOSE OF THE CIRCULAR

The purpose of this Circular is to:

- 2.1 provide Brimstone Shareholders with information and details pertaining to the Acquisition, the Conditions Precedent attaching thereto and the manner in which it will be implemented, so as to enable Brimstone Shareholders to make an informed decision as to how they wish to exercise their votes in respect of the Resolutions; and
- 2.2 convene the General Meeting to consider and, if deemed fit, approve with or without modification, the Resolutions set out in the Notice of General Meeting attached to this Circular.

3. DETAILS OF THE ACQUISITION

3.1 Overview of Brimstone

- 3.1.1 Brimstone is a black controlled and managed investment holding company incorporated and domiciled in the Republic of South Africa, employing in excess of 5 000 employees in its subsidiaries and more than 33 000 in its associates and joint ventures and companies in which it has invested. Brimstone seeks to achieve above average returns for its shareholders by investing in wealth creating businesses and entering into strategic alliances to which it contributes capital, innovative ideas, management expertise, impeccable empowerment credentials and a values driven corporate identity.
- 3.1.2 As at the Last Practicable Date, there has been no change in the business or trading objects of Brimstone during the past five years.

3.2 Description of the Target Group

The Target Group comprise two businesses:

3.2.1 **Saldanha**

Saldanha is a well-established vertically integrated pelagic fishing business based in St. Helena Bay on the West Coast of South Africa, engaged in the catching, processing and sale of pelagic fish. Saldanha comprises of SSM and WP Fishing (and will collectively and immediately after implementation of the Internal Reorganisation, hold 100% of the shares in West Point Processors).

Founded in 1905 and employing 606 people, Saldanha (through WP Fishing) operates a fishing fleet that catches sardines and anchovies (under its 15-year fishing rights recently renewed in the 2020 Fishing Rights Allocation Process). From this catch (and those of third-parties and imported raw materials) SSM (through its Subsidiary West Point Processors) produces fish oil and fish meal (both largely for export), and canned fish (largely for the South African market and sold under the 118-year-old "Saldanha" brand).

The Saldanha Pelagic Acquisition comprises of 100% of SSM and WP Fishing (which will immediately after implementation of the Internal Reorganisation collectively hold 100% of the shares in West Point Processors).

Saldanha holds 11.51% of the total allowable catch of anchovy and 5.05% of the total allowable catch of pilchard, recently renewed for 15-years in the 2020 Fishing Rights Allocation Process.

Sea Harvest holds 0.6% of the total allowable catch of anchovy and 2.7% of the total allowable catch of pilchard – the Saldanha Pelagic Acquisition will allow Sea Harvest to leverage its own limited quota into higher value products.

3.2.2 **Aqunion**

Founded in 1994, Aqunion is one of South Africa's leading vertically integrated abalone businesses selling approximately 540 tons of abalone per annum. Abalone are produced at two farms located in Hermanus and Gansbaai, while Aqunion's processing facility – also located in Hermanus – produces dried and canned abalone (under the "Aqunion" brand), which along with live abalone, are sold across the Far East.

Employing 430 people, Aqunion has a mature and stable abalone biomass spread across its facilities, complemented by a strong and diversified customer base.

Immediately after implementation of the Internal Reorganisation, Aqunion will hold 50.01% of the issued shares in Marifeed, a specialised aquaculture feed manufacturing business, and 51% of the issued shares in DCA.

The Aqunion Aquaculture Acquisition comprises 63.07% of the issued shares in Aqunion (which will hold controlling shareholdings in Marifeed and DCA, as contemplated above). The remaining 36.93% of the issued shares in Aqunion will be held by the Agri-Vie Parties, collectively.

3.3 Description of Terrasan Beleggings

- 3.3.1 Terrasan Beleggings is a wholly-owned Subsidiary of Terrasan Group, an investment holding company established in South Africa in 1963 which currently holds, *inter alia*, Saldanha and Aqunion.
- 3.3.2 With a wide and empowered shareholder base, Terrasan Group (through Terrasan Beleggings) brings to Sea Harvest complementary knowledge and experience in the fishing and aquaculture industries.

3.4 Rationale for the Acquisition

- 3.4.1 A notable step in the execution of Sea Harvest's strategy to grow and diversify its business in the South African fishing and aquaculture sectors, the Acquisition meets Sea Harvest's investment criteria. Sea Harvest is confident that the Acquisition will create value through:
- 3.4.1.1 the diversification into wild caught pelagic species and their processed products, including fish oil, fish meal and canned fish;
 - 3.4.1.2 rounding out the Sea Harvest Group's exposure to the South African fishing industry and providing exposure to all material fisheries in South Africa;
 - 3.4.1.3 enabling Sea Harvest to add value through maximum beneficiation to its own sardine and anchovy pelagic quota;
 - 3.4.1.4 adding the 118-year old Saldanha brand to Sea Harvest;
 - 3.4.1.5 the counter-cyclicity of the pelagic fishery relative to the hake fishery; and
 - 3.4.1.6 the addition of a mature, cash generative abalone business with a diversified customer base and markets to Sea Harvest's existing abalone operations.
- 3.4.2 The Acquisition represents investments in profitable businesses with high barriers to entry, good margins and sound cash generation. The Acquisition generates hard currency earnings (in the case of Aquinion, almost 100% of its revenue), while Saldanha Foods has renewed its fishing rights for 15 years in the recently concluded 2020 Fishing Rights Allocation Process. There is limited overlap between Sea Harvest's existing fishing business and Saldanha Foods, while Aquinion's business, with its steady-state mature biomass, is complementary to Sea Harvest's own aquaculture business.
- 3.4.3 The Acquisition will have a positive impact on the fishing and abalone industries in South Africa, and the communities in which Sea Harvest and Terrasan operate as it will:
- 3.4.3.1 create a stronger merged business able to continue its contributions as a key employer and good corporate citizen to the communities of Saldanha Bay, St. Helena Bay, Gansbaai, Buffeljags, Kleinzee and Hermanus;
 - 3.4.3.2 significantly increase black ownership in the fishing and abalone industries due to the strong transformation credentials of Sea Harvest;
 - 3.4.3.3 create a liquidity event for Terrasan Group after many years of investment, while also continuing their involvement in the fishing and abalone industries through a valuable shareholding in Sea Harvest;
 - 3.4.3.4 generate liquidity for the beneficiaries of the Saldanha Foods Employee Trust (through their disposal of their indirect interest in WPP);
 - 3.4.3.5 allow the combined business flexibility to land pilchards on both the West and East Coast of South Africa thereby utilising their assets more efficiently allowing for Sea Harvest to sustain its Mossel Bay facility and employment;
 - 3.4.3.6 the 2020 Fishing Rights Allocation Process resulted in volume losses for both Sea Harvest and Terrasan Group. The Acquisition will preserve jobs as the combined volumes are beneficiated resulting in the sustainability of processing facilities in the rural towns of St. Helena Bay, Gansbaai and Mossel Bay;
 - 3.4.3.7 strengthen (through consolidation) South Africa's export focused abalone industry – the combination of the abalone businesses creates a stronger business in an industry negatively impacted by Covid-19; and
 - 3.4.3.8 broadens Sea Harvest's shareholder base.
- 3.4.4 The Acquisition represents material progress in Sea Harvest's ambition of becoming a black owned global seafood business.

3.5 Particulars of the Acquisition

3.5.1 **Internal Reorganisation**

Prior to the implementation of the Acquisition, Terrasan Group will implement an Internal Reorganisation of its group. For further details on the Internal Reorganisation please refer to paragraph 3.1 of the Sea Harvest Circular.

3.5.2 **Purchase Consideration and Payment**

3.5.2.1 Sea Harvest, through its subsidiaries Sea Harvest Pelagic and Sea Harvest Aquaculture, will acquire the SSM Shares, SSM Claims, WP Fishing Shares, WP Fishing Claims, Aquinion Shares, and Aquinion Claims in terms of the Share Purchase Agreement for an initial purchase consideration, and two deferred consideration payments.

3.5.2.2 The initial purchase consideration in respect of the Acquisition is R964 837 829 (nine hundred and sixty-four million eight hundred and thirty-seven thousand eight hundred and twenty-nine Rand) (the “**Base Amount**”) (subject to the Adjustment Amounts as contemplated below), and will be settled on the Transaction Closing Date through:

3.5.2.2.1 the issue by Sea Harvest of the Consideration Shares, at an issue price of R10.00 (ten Rand) per share based on the 60-day VWAP of the Sea Harvest Shares for the 60 trading days before Wednesday, 13 December 2023 (being the first announcement date of the Acquisition) but which was subject to a minimum issue price of R10.00 (ten Rand) per share; and

3.5.2.2.2 a cash payment equal to R364 837 829 (three hundred and sixty-four million eight hundred and thirty-seven thousand eight hundred and twenty-nine Rand), subject to the Adjustment Amounts as contemplated below.

The details of the two deferred consideration payments are set out in paragraphs 3.5.3.6 and 3.5.3.7 below.

3.5.3 **Adjustment Amounts**

3.5.3.1 The Base Amount may be adjusted subject to the Target Group:

- (i) retaining an agreed sustainable level of net working capital (as contemplated below); and
- (ii) being acquired on a cash free and debt free basis.

3.5.3.2 The Base Amount may further be adjusted in the event that Terrasan Group (pursuant to the Internal Reorganisation) repays any loan that any Target Group company has made to any Terrasan Group company (excluding any Target Group company), in each case as at 31 December 2023, that have not been settled in the manner contemplated in the Share Purchase Agreement.

3.5.3.3 The agreed sustainable level of net working capital is an aggregate amount of R310 124 271 (three hundred and ten million one hundred and twenty-four thousand two hundred and seventy-one Rand) comprising of an amount of:

- (i) R68 100 791 (sixty-eight million one hundred thousand seven hundred and ninety-one Rand) in respect of Aquinion, DCA and Marifeed; and
- (ii) R242 023 480 (two hundred and forty-two million, and twenty-three thousand four hundred and eighty Rand) in respect of SSM, WP Fishing and West Point Processors. The agreed sustainable level of net working capital in respect of the Target Group on a 100% basis is R350 000 000 (three hundred and fifty million Rand).

3.5.3.4 To the extent that any leakage (as defined in the Share Purchase Agreement) is identified in respect of the Target Group in the period between the Locked Box Date and the Transaction Closing Date, Sea Harvest Pelagic and Sea Harvest Aquaculture may elect to:

3.5.3.4.1 set off the amount of the leakage against any liability owing by Sea Harvest Pelagic and Sea Harvest Aquaculture to Terrasan Beleggings; or

3.5.3.4.2 require that Terrasan Beleggings pay to Sea Harvest Pelagic and Sea Harvest Aquaculture the amount of the leakage.

- 3.5.3.5 An appropriate closing accounts mechanism has been developed to account for the above requirements, and to account for any potential leakage identified.
- 3.5.3.6 **The first performance linked earnout of up to R98 452 840:**
- 3.5.3.6.1 The first performance linked earnout is an amount of up to R98 452 840 (ninety-eight million four hundred and fifty-two thousand eight hundred and forty Rand) payable in cash;
- 3.5.3.6.2 No part of the first performance linked earnout shall be payable unless the Target Group achieves a combined minimum attributable net profit after tax of at least R160 000 000 (one hundred and sixty million Rand) for the financial year ended 31 December 2023;
- 3.5.3.6.3 For every R1 (one Rand) of attributable net profit after tax greater than R160 000 000 (one hundred and sixty million Rand) earned in the financial year ended 31 December 2023, Sea Harvest will pay R4.92 (four Rand and ninety-two cent), subject to a maximum of R98 452 840 (ninety-eight million four hundred and fifty-two thousand eight hundred and forty Rand) (which equates to R180 000 000 (one hundred and eighty million Rand) attributable net profit after tax); and
- 3.5.3.6.4 The parties to the Share Purchase Agreement have recorded that the first performance linked earnout has been settled by way of cash generated by the Target Group from the Effective Date up to and including the Locked Box Date.
- 3.5.3.7 **The second performance linked earnout of up to R157 524 543:**
- 3.5.3.7.1 The second performance linked earnout is an amount of up to R157 524 543 (one hundred and fifty-seven million five hundred and twenty-four thousand five hundred and forty-three Rand) payable in cash;
- 3.5.3.7.2 No part of the second performance linked earnout shall be payable unless the Target Group achieves a combined minimum attributable net profit after tax of at least R180 000 000 (one hundred and eighty million Rand) for the financial year ending 31 December 2024;
- 3.5.3.7.3 For every R1 of attributable net profit after tax greater than R180 000 000 (one hundred and eighty million Rand) earned in the financial year ended 31 December 2024, Sea Harvest will pay R5.25 (five Rand and twenty-five cent), subject to a maximum of R157 524 543 (one hundred and fifty-seven million five hundred and twenty-four thousand five hundred and forty-three Rand) (which equates to R210 000 000 (two hundred and ten million Rand) attributable net profit after tax); and
- 3.5.3.7.4 The second performance linked earnout shall be settled in cash by electronic funds transfer by 30 June 2025, or, if the audited annual financial statements of the Target Group are not finalised before then, within 30 Business Days after the audited annual financial statements for the 2024 financial year having been finalised.
- 3.5.4 **Conditions Precedent**
- The Share Purchase Agreement is subject to the fulfilment or waiver of the following outstanding Conditions Precedent by no later than 30 June 2024 or such later date notified or agreed to in terms of the Share Purchase Agreement:
- 3.5.4.1 the relevant shareholder approvals in respect of the entry into and implementation of the Acquisition by the parties thereto including Sea Harvest, Brimstone and Terrasan Group;
- 3.5.4.2 the Transaction Documents becoming unconditional in accordance with their terms (save for any provision thereof requiring the Share Purchase Agreement to become unconditional);
- 3.5.4.3 HIK Abalone Farm consenting to the transactions contemplated in the Implementation Agreement and waiving in writing any and all of its rights which it may have in terms of the Marifeed MOI, or otherwise, to exercise any of its rights in relation to the forced sale provisions contemplated in the Marifeed MOI;

- 3.5.4.4 Terrasan Beleggings procuring the unconditional written approval in respect of the Acquisition from each of the counterparties to the material contracts as contemplated in the Share Purchase Agreement;
- 3.5.4.5 Terrasan Beleggings delivering written confirmation in a form acceptable to Sea Harvest that the agreements contemplated in the Share Purchase Agreement which have expired, have been renewed;
- 3.5.4.6 Absa Bank approving the terms of the Transaction Documents and transactions contemplated therein to the extent required in terms of the funding and security documentation entered into in respect of the Target Group companies and consenting to the release of any security to the extent necessary.

The Implementation Agreement is subject to the fulfilment or waiver of the following outstanding conditions precedent by no later than 30 June 2024 or such later agreed in terms of the Implementation Agreement:

- 3.5.4.7 all requisite regulatory approvals required to implement the Acquisition are obtained, including from the Competition Authorities, the Minister or his/her delegated authority at the Department of Forestry, Fisheries and the Environment, the Takeover Regulation Panel, and the JSE;
- 3.5.4.8 all approvals (whether regulatory or otherwise but excluding corporate approvals) required to implement the Acquisition are obtained either unconditionally (or if such approval is conditional, each of the parties on whom such conditions are imposed having approved such condition(s) in writing (acting reasonably) and delivered such approval to the other party);
- 3.5.4.9 each of the requisite shareholder resolutions of Terrasan Group in relation to the Acquisition and the Terrasan Repurchase (including in terms of section 115(2)(b) read with section 112 of the Companies Act in respect of the Acquisition, and section 48(8) read with sections 114 and 115 of the Companies Act in respect of the Terrasan Repurchase) (the "**Terrasan Group Resolutions**") being approved by the requisite majority of votes of the Terrasan Group shareholders;
- 3.5.4.10 either:
 - 3.5.4.10.1 no Terrasan Group shareholder (i) gives notice objecting to all or any of the relevant Terrasan Group Resolutions, as contemplated in section 164(3) of the Companies Act nor (ii) votes against all or any of the relevant Terrasan Group Resolutions at the Terrasan Group general meeting; or
 - 3.5.4.10.2 if any Terrasan Group shareholder gives notice objecting to all or any of the relevant Terrasan Group Resolutions, as contemplated in section 164(3) of the Companies Act and then votes against all or any of the relevant Terrasan Group Resolutions at the Terrasan Group general meeting, Terrasan Group shareholders holding no more than 2.5% of all of the issued shares in Terrasan Group gives such notice and vote against all or any of the relevant Terrasan Group Resolutions at the Terrasan Group general meeting; or
 - 3.5.4.10.3 if any Terrasan Group shareholder gives notice objecting to all or any of the relevant Terrasan Group Resolutions, as contemplated in section 164(3) of the Companies Act and then votes against all or any of the Terrasan Group Resolutions at the Terrasan Group general meeting in respect of more than 2.5% of all of the issued Terrasan Group shares, such shareholders exercise their appraisal rights, by giving valid demands in terms of sections 164(5) to 164(8) of the Companies Act, in respect of no more than 5% of all the issued shares in Terrasan Group within the maximum period permitted by the Companies Act;
- 3.5.4.11 if any person who voted against the relevant Terrasan Group Resolutions applies to the High Court of South Africa ("**Court**") for a review of all or any of those resolutions in terms of section 115(3)(b) and section 115(6) of the Companies Act, either:
 - 3.5.4.11.1 leave to apply to Court for any such review is refused; or
 - 3.5.4.11.2 if leave is so granted, the Court refuses to set aside the relevant Terrasan Group Resolutions;

- 3.5.4.12 to the extent Court approval is required by the Companies Act, the Court approves the implementation of the relevant Terrasan Group Resolutions pursuant to section 115 of the Companies Act;
- 3.5.4.13 each of the requisite shareholder resolutions of Sea Harvest in relation to the Acquisition is approved by the requisite majority of votes of the Sea Harvest Shareholders (including the ordinary resolution required on the basis that the Acquisition constitutes a Category 1 transaction as contemplated by section 9 of the JSE Listings Requirements);
- 3.5.4.14 to the extent necessary, each of the Agri-Vie Parties waiving their rights to a mandatory offer by Sea Harvest in terms of section 123 of the Companies Act pursuant to Acquisition; and
- 3.5.4.15 the Terrasan Restructure Agreement, the Agri-Vie Transaction Agreement and the Transaction Documents (each as defined in the Implementation Agreement) becoming unconditional in accordance with their terms (save for any provision thereof requiring the Implementation Agreement to be unconditional).

3.5.5 ***Transaction Closing Date***

The Transaction Closing Date of the Acquisition is anticipated to be 1 June 2024.

3.5.6 ***Other significant terms of the Acquisition***

- 3.5.6.1 The Consideration Shares issued to Terrasan Beleggings will be subject to lock-up undertakings, in terms of which Terrasan Beleggings:
 - 3.5.6.1.1 will not be entitled to dispose of any of the Consideration Shares prior to 30 June 2025;
 - 3.5.6.1.2 will be entitled to dispose of no more than 45 000 000 Consideration Shares between 30 June 2025 and 30 June 2026; and
 - 3.5.6.1.3 may freely dispose of the Consideration Shares thereafter.
- 3.5.6.2 During the period between the Lock Box Date and the Transaction Closing Date, the Target Group is required to adhere to certain undertakings regarding the conduct of their business.
- 3.5.6.3 Terrasan Beleggings has provided warranties and indemnities in favour of Sea Harvest Pelagic and Sea Harvest Aquaculture (as applicable) subject to certain limitations of liability that are standard for transactions of this nature.
- 3.5.6.4 Terrasan Beleggings and Terrasan Group have jointly and severally provided a guarantee in favour of Sea Harvest Pelagic and Sea Harvest Aquaculture in respect of the aforementioned warranties and indemnities.

4. INFORMATION INCORPORATED BY REFERENCE

The following information in respect of the subject of the Sea Harvest Acquisition has been incorporated by reference and can be accessed by viewing the Sea Harvest Circular on Sea Harvest's website www.seaharvestgroup.co.za/investors/as set out below:

Acquisition information	Sea Harvest Circular paragraph/ Annexure number
Material borrowings of the Target Group	Annexure 7
Opinion of the directors on the prospects of the Acquisition	Paragraph 5
Litigation statement	Paragraph 11
Combined historical financial information of the Target Group for the financial years ended 31 December 2022, 2021 and 2020, and the reporting auditor's audit report thereon	Annexures 1 and 2
Special Purpose Aggregated Condensed Interim Historical Financial Information of the Target Group for the six-months ended 30 June 2023	Annexure 3
Independent Auditor's Review Report on the Special Purpose Aggregated Condensed Interim Historical Financial Information of the Target Group for the six-months ended 30 June 2023	Annexure 4
Material changes	Paragraph 8.2
Material contracts	Paragraph 8.4
Material assets acquisitions from vendors of the Target Group	Annexure 8

5. PRO FORMA FINANCIAL INFORMATION

- 5.1 The *Pro Forma* Financial Information and the Independent Auditor's assurance report thereon are set out in **Annexure 1** and **Annexure 2**, respectively.
- 5.2 The following table is a summarised extract of the *pro forma* financial effects contained in **Annexure 1** and has been prepared to illustrate the impact of the Acquisition on the reported financial information of Brimstone for the six months ended 30 June 2023, had the Acquisition occurred on 1 January 2023 for the statement of profit or loss purposes and as at 30 June 2023 for the statement of financial position purposes.
- 5.3 The *Pro Forma* Financial Information contained in **Annexure 1** has been prepared using accounting policies that comply with IFRS and that are consistent with those applied in the annual financial statements of Brimstone for the financial year ended 31 December 2022. The *Pro Forma* Financial Information, which is the responsibility of the Directors, is provided for illustrative purposes only and, because of its *pro forma* nature, may not fairly present Brimstone's actual financial position, changes in equity, results of operations or cash flows.
- 5.4 The *Pro Forma* Financial Information set out below and in **Annexure 1** should be read in conjunction with the Independent Auditor's assurance report thereon, set out in **Annexure 2**.
- 5.5 The notes to the *Pro Forma* Financial Information and the assumptions thereto are set out in **Annexure 1**.

5.6 Extracts from the *Pro Forma* Financial Information of Brimstone are set out below:

	Before the Acquisition ⁽¹⁾	<i>Pro forma</i> after the Acquisition ⁽²⁾	Percentage change
Earnings per Brimstone Share⁽³⁾ (cents)			
Basic	35.6	116.2	226.4%
Diluted	35.3	115.3	226.6%
Headline earnings per Brimstone Share⁽³⁾ (cents)			
Basic	34.2	52.2	52.6%
Diluted	33.9	51.8	52.8%
NAV per Brimstone Share ⁽⁴⁾ (cents)	1 310	1 204	(8.1%)
TNAV per Brimstone Share ⁽⁴⁾ (cents)	277	1 202	333.4%
INAV per Brimstone Share ⁽⁴⁾ (cents)	1 236	1 236	–
Number of Brimstone Shares in issue ('000)	248 221	248 221	–
Weighted average number of Brimstone Shares in issue ('000)	247 868	247 868	–
Diluted weighted average number of Brimstone Shares in issue ('000)	249 718	249 718	–

Notes and assumptions:

1. The "Before the Acquisition" information has been extracted without adjustment from Brimstone's unaudited interim results for the six-month period ended 30 June 2023.
2. The detailed notes and assumptions to the *pro forma* financial effects are presented in **Annexure 1** and the *pro forma* financial effects should be read in conjunction with the *pro forma* consolidated statement of profit or loss and the *pro forma* consolidated statement of financial position contained therein. The Independent Auditor's assurance report on the compilation of *Pro Forma* Financial Information is contained in **Annexure 2**.
3. The basic and diluted EPS and HEPS "After the Acquisition" are based on the assumption that the Acquisition was effected on 1 January 2023 for statement of profit or loss purposes.
4. The NAV, TNAV and INAV per Brimstone Share "After the Acquisition" are based on the assumption that the Acquisition was effected on 30 June 2023 for statement of financial position purposes.

6. EXPENSES

The expenses expected to be incurred by Brimstone in relation to the Acquisition are presented in the table below:

	Payable to	R'000 (excluding VAT)
Corporate Advisor, Investment Bank and Transaction Sponsor fees	Nedbank	500
Independent Auditor's fees	Ernst & Young	250
Transfer Secretaries fees	Computershare	37
JSE documentation fee	JSE	61
Printing and related costs	Ince	45
Virtual General Meeting costs		20
Contingency		50
Total		963

7. DIRECTORS' INFORMATION

7.1 Directors' interests in Brimstone Shares

As at the Last Practicable Date, the beneficial interests of the Directors (including directors that retired in the last 18 months) held directly and indirectly, in the Company's issued Brimstone Shares are as follows:

Ordinary Shares

Director	Beneficial		Non-beneficial	Total	Percentage held*
	Direct	Indirect			
MA Brey	1 354 762	4 843 772	104 184	6 302 718	17.2%
F Robertson	520 300	5 951 710	–	6 472 010	17.7%
MI Khan	17 473	–	10 089	27 562	0.1%
T Moodley	22 799	–	17 095	39 894	0.1%
N Khan	133 279	235 812	–	369 091	1.0%
LA Parker	–	1 001 056	–	1 001 056	2.7%
Total	2 048 613	12 032 350	131 368	14 212 331	38.8%

* Based on 39 874 146 Ordinary Shares in issue as at the Last Practicable Date, excluding Treasury Shares.

"N" Ordinary Shares

Director	Beneficial		Non-beneficial	Total	Percentage held*
	Direct	Indirect			
MA Brey	1 236 081	18 651 620	199 589	20 087 290	9.6%
F Robertson	242 996	17 592 281	–	17 835 277	8.5%
MI Khan	261 278	–	980	262 258	0.1%
GG Fortuin	483	–	–	483	0.0%
T Moodley	768 801	–	123 072	891 873	0.4%
N Khan	146 084	1 143 887	–	1 289 971	0.6%
LA Parker	–	2 241 907	–	2 241 907	1.1%
Total	2 655 723	39 629 695	323 641	42 609 059	20.3%

* Based on 224 975 962 "N" Ordinary Shares in issue as at the Last Practicable Date, excluding Treasury Shares.

7.2 There are no material beneficial interests, whether direct or indirect, of Directors, including a director who has resigned in the last 18 months, in transactions that were effected by the Company during the current or immediately preceding year or during an earlier financial year and which remain in any respect outstanding or unperformed.

7.3 The Directors' remuneration will not be varied as a result of the Acquisition.

8. MAJOR AND CONTROLLING SHAREHOLDERS

- 8.1 As at the Last Practicable Date, the following Brimstone Shareholders are directly/indirectly beneficially interested in 5% or more of the issued Brimstone Shares:

Brimstone Shareholder	Ordinary Shares	"N" Ordinary Shares	Total	Percentage Shareholding*
MA Brey (direct and indirect, beneficial and non-beneficial)	6 302 718	20 087 290	26 390 008	10.8%
F Robertson (direct and indirect, beneficial and non-beneficial)	6 472 010	17 835 277	24 307 287	9.9%
Brostone Securities (Pty) Ltd	2 855 757	15 222 007	18 077 764	7.4%
Jasmynweg Beleggings 3 (RF) (Pty) Ltd	2 855 757	15 222 007	18 077 764	7.4%
Total	18 486 242	68 366 581	86 852 823	35.5%

* Based on 39 874 146 Ordinary Shares and 224 975 962 "N" Ordinary Shares in issue as at the Last Practicable Date, excluding Treasury Shares.

- 8.2 As at the Last Practicable Date, there is no Controlling Shareholder of Brimstone, nor has there been any Controlling Shareholder over the previous 5 years.

9. WORKING CAPITAL STATEMENT

The Directors have considered the impact of the Acquisition and are of the opinion that, for a period of 12 months after the date of implementation of the Acquisition:

- 9.1 the Brimstone Group will be able, in the ordinary course of business, to pay its debts;
- 9.2 the assets of the Brimstone Group will be in excess of its liabilities, where for this purpose, the assets and liabilities are recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements of the Brimstone Group. The net current liabilities will be settled in the short term out of dividend and fee income and the proceeds from the sale of certain investments;
- 9.3 the share capital and reserves of the Brimstone Group will be adequate for ordinary business purposes; and
- 9.4 the working capital of the Brimstone Group will be adequate for ordinary business purposes.

10. GENERAL MEETING AND VOTING

- 10.1 A general meeting of Brimstone Shareholders will be held entirely through electronic participation, at 14:00 on Monday, 26 February 2024, to consider and, if deemed fit, to pass, with or without modification, the requisite Resolutions required to give effect to the Acquisition.
- 10.2 A notice convening the General Meeting is attached hereto and forms part of this Circular and contains the Resolutions to be considered at the General Meeting. Full details of the action required by Brimstone Shareholders are set out in the "Action Required by Brimstone Shareholders" section of this Circular.

11. IRREVOCABLE UNDERTAKINGS

The following Brimstone Shareholders have furnished Irrevocable Undertakings to vote all their Brimstone Shares in favour of the Resolutions required to implement the Acquisition:

Brimstone Shareholder	Ordinary Shares ⁽¹⁾	"N" Ordinary Shares ⁽¹⁾	Total	Percentage Shareholding ^{(1),(2)} (%)
Al-Akhwan Investments (Pty) Ltd	228 831	196 552	425 383	0.6%
African Peoples Investment Company (Pty) Ltd	110 254	70 000	180 254	0.3%
Breyfin 2 (Pty) Ltd	2 855 757	15 222 007	18 077 764	7.8%
Breyfin (Pty) Ltd	1 892 749	2 623 976	4 516 725	4.0%
Brostone Securities (Pty) Ltd	2 855 757	15 222 007	18 077 764	7.8%
Business Venture Investments No. 871 (Pty) Ltd	27 500	322 434	349 934	0.1%
F Robertson	520 300	242 996	763 296	1.4%
Friedshelf 1800 (Pty) Ltd	5 515 000	16 825 000	22 340 000	14.7%
H Brey	104 184	199 589	303 773	0.3%
H Investments 157 (Pty) Ltd	72 007	144 767	216 774	0.2%
Jasmynweg Beleggings 3 (Pty) Ltd	2 855 757	15 222 007	18 077 764	7.8%
K Khan	10 089	980	11 069	0.0%
Lion of Africa Life Assurance Co Ltd	–	184 890	184 890	0.0%
MA Brey	1 354 762	1 236 081	2 590 843	3.5%
Max Brozin Investment Corporation (Pty) Ltd	2 964 028	2 756 134	5 720 162	7.7%
MI Khan	17 473	261 278	278 751	0.1%
Pro One Investments (Pty) Ltd	21 000	2 596 825	2 617 825	0.1%
Robatsi Genesis Investments 26 (Pty) Ltd	346 719	372 769	719 488	0.9%
Total	21 752 167	73 700 292	95 452 459	58.4%

¹ Brimstone Ordinary Shares carry 100 votes per Ordinary Share held and "N" Ordinary Shares carry one vote per "N" Ordinary Share held.

² Based on the voting rights of 39 874 146 Ordinary Shares and 224 975 962 "N" Ordinary Shares in issue as at the Last Practicable Date, excluding Treasury Shares.

12. PROSPECTS, AND DIRECTORS' OPINION AND RECOMMENDATION

12.1 The Acquisition represents a further step in the Group's strategy of being invested in a more diversified food and fishing business. The pelagic business will enhance the earning stability of Sea Harvest's fishing operations since the performance of the pelagic business is counter-cyclical to hake. In addition, Sea Harvest's export earnings will increase after the Acquisition as fishmeal, fish oil and abalone are exported products.

12.2 The Directors have considered the terms and conditions of the Acquisition and the Resolutions set out in the Notice of General Meeting and are of the opinion that they are in the best interests of Brimstone Shareholders.

12.3 The Directors that hold Brimstone Shares intend voting in favour of the Resolutions and recommend that Brimstone Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Board, collectively and individually, accepts full responsibility for the accuracy of the information given and certifies that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that they have made all reasonable enquiries to ascertain such facts and that this Circular contains all information required by law and the JSE Listings Requirements.

14. CONSENTS AND PERCEIVED CONFLICT OF INTEREST

- 14.1 Each of the Corporate Advisor, Investment Bank and Transaction Sponsor and the Transfer Secretaries have consented in writing to act in the capacities stated and to their names appearing in this Circular and have not withdrawn their consent prior to the publication of this Circular.
- 14.2 The Independent Auditor has consented to the inclusion of its report in the form and context in which it is included in the Circular, which consent has not been withdrawn prior to the publication of this Circular.
- 14.3 In terms of paragraph IV of the Appendix to Schedule 16 contained in the JSE Listings Requirements, a sponsor is required to disclose details of all matters that might reasonably be expected to impair its independence and objectivity in its professional dealings with Brimstone.
 - 14.3.1 Nedbank has been appointed as Brimstone's Transaction Sponsor in relation to the Acquisition. The Transaction Sponsor's key responsibilities include the drafting of this Circular, obtaining the JSE's approval thereof and the drafting and release of related announcements.
 - 14.3.2 In its capacity as Transaction Sponsor, Nedbank has confirmed to the JSE and Brimstone that there is no matter that would impact on its ability to exercise reasonable care and judgement to achieve and maintain independence and objectivity in its professional dealings in relation to Brimstone, and that would impact on its ability to act within the Code of Conduct as set out in schedule 16 of the JSE Listings Requirements.
 - 14.3.3 Nedbank is Brimstone's primary banker. The funding is immaterial in relation to Nedbank's total advances to clients.
 - 14.3.4 Nedbank, as a strictly regulated entity, has stringent compliance procedures in place to ensure that the activities of relevant divisions are monitored and that effective information barriers are in place between such divisions, ensuring that as Transaction Sponsor, Nedbank is able to act independently and objectively in relation to this mandate, and that its professional dealings with Brimstone are maintained. Nedbank's compliance control room identifies and manages conflict risks and ensures that strict information barriers, both physical and virtual, are maintained to ensure the Transaction Sponsor acts independently from other divisions within the bank.

15. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available on request to the company secretary during normal business hours at tmoodley@brimstone.co.za or on the Company's website at www.brimstone.co.za from the date of issue of this Circular up to the date of the General Meeting (both days inclusive):

- 15.1 the signed Circular;
- 15.2 the Sea Harvest Circular;
- 15.3 the MOI and the memoranda of incorporation of its major subsidiaries;
- 15.4 service agreements which Brimstone's Directors entered into during the three years preceding the Last Practicable Date;
- 15.5 the Irrevocable Undertakings;
- 15.6 the written consents of advisors, whose names are set out in the "*Corporate Information and Advisors*" section of this Circular;
- 15.7 audited annual financial statements of Brimstone in respect of the years ended 31 December 2022, 31 December 2021 and 31 December 2020;
- 15.8 Brimstone's integrated annual report for the year ended 31 December 2022;
- 15.9 the interim results of Brimstone in respect of the six-month period ended 30 June 2023; and
- 15.10 the Independent Auditor's assurance report on the *Pro Forma* Financial Information as reproduced in **Annexure 2**.

Signed at Cape Town for and on behalf of the Board on Monday, 22 January 2024

MA Brey
Chief Executive Officer

PRO FORMA CONSOLIDATED FINANCIAL INFORMATION OF BRIMSTONE

The definitions and interpretations commencing on page 6 of this Circular apply, unless the context clearly indicates otherwise.

The *Pro Forma* Financial Information of Brimstone for the six-month period ended 30 June 2023 is set out below. The *Pro Forma* Financial Information has been prepared for illustrative purposes to show the *Pro Forma* Financial Information after the implementation of the Acquisition. The *Pro Forma* Financial Information is provided for illustrative purposes only and, because of its *pro forma* nature, may not fairly present the Brimstone Group's actual financial position, changes in equity, results of operations or cash flows.

The *Pro Forma* Financial Information has been prepared to illustrate the impact of the Acquisition on the reported unaudited consolidated financial information of Brimstone for the six-month period ended 30 June 2023, had the Acquisition occurred on 1 January 2023 for the statement of profit or loss purposes and at 30 June 2023 for the statement of financial position.

The *Pro Forma* Financial Information has been prepared using accounting policies that comply with IFRS and are consistent with those applied in the consolidated annual financial statements of Brimstone for the financial year ended 31 December 2022. The *Pro Forma* Financial Information is presented in accordance with the JSE Listings Requirements and the guide on *Pro Forma* Financial Information issued by the South African Institute of Chartered Accountants.

The compilation, contents and preparation of the *Pro Forma* Financial Information, including the assumptions on which it is based and the financial information from which it is prepared, is the responsibility of the Directors. Their responsibility includes determining that the Brimstone *Pro Forma* Financial Information has been properly compiled on the basis stated, which is consistent with the accounting policies of the Brimstone Group and that the *pro forma* adjustments are appropriate for purposes of the *Pro Forma* Financial Information disclosed pursuant to the JSE Listings Requirements.

The *Pro Forma* Financial Information should be read in conjunction with the Independent Auditor's assurance report thereon as set out in **Annexure 2**.

Pro forma consolidated statement of profit or loss for the six-month period ended 30 June 2023

	Before the Acquisition	Decon- solidate Sea Harvest	Equity account Sea Harvest	Equity account Target Group	Adjustments and transaction costs	After the Acquisition
R'000	Note 1	Note 2	Note 3, 4	Note 5	Note 6, 7	Note 8
Revenue	3 342 887	(3 202 639)	–	–	–	140 248
Sales and fee income	3 326 723	(3 202 639)	–	–	–	124 084
Dividends received	16 164	–	–	–	–	16 164
Operating expenses	(3 105 372)	2 950 608			–	(154 764)
Operating profit/(loss)	237 515	(252 031)	–	–	–	(14 516)
Fair value losses	(40 324)	(7 568)	–	–	–	(47 892)
Other investment gains/(losses)	89 429	(89 455)	155 532	–	(963)	154 543
Share of profits/(losses) of associates and joint ventures	150 218	(3 055)	98 630	100 602	(33 939)	312 456
Profit before net finance costs	436 838	(352 109)	254 162	100 602	(34 902)	404 591
Interest income	14 160	(10 550)	–	–	–	3 610
Finance costs	(222 952)	114 478	–	–	–	(108 474)

	Before the Acquisition	Decon- solidate Sea Harvest	Equity account Sea Harvest	Equity account Target Group	Adjustments and transaction costs	After the Acquisition
R'000	Note 1	Note 2	Note 3, 4	Note 5	Note 6, 7	Note 8
Profit before taxation	228 046	(248 181)	254 162	100 602	(34 902)	299 727
Taxation	(39 951)	48 450	–	–	–	8 499
Profit for the period	188 095	(199 731)	254 162	100 602	(34 902)	308 226
Profit attributable to:						
Equity holders of the parent	88 177	(120 065)	254 162	100 602	(34 902)	287 974
Non-controlling interests	99 918	(79 666)	–	–	–	20 252
	188 095	(199 731)	254 162	100 602	(34 902)	308 226
Earnings per Brimstone Share (cents)						
Basic	35.6	(48.4)	102.5	40.6	(14.1)	116.2
Diluted	35.3	(48.1)	101.8	40.3	(14.0)	115.3
Headline earnings per Brimstone Share (cents)						
Basic	34.2	(48.2)	39.7	40.6	(14.1)	52.2
Diluted	33.9	(47.9)	39.4	40.3	(14.0)	51.8
Headline earnings reconciliation						
Profit attributable to equity holders of the parent	88 177	(120 065)	254 162	100 602	(34 902)	287 974
Impairment of property, plant, equipment and vehicles	1 945	(1 919)	–	–	–	26
Insurance proceeds	(2 493)	2 493	–	–	–	–
Profit on disposal of property, plant, equipment and vehicles	13	(13)	–	–	–	–
Adjustments relating to results of associates	(3 275)	–	(254)	–	–	(3 529)
Total tax effects of adjustments	328	–	–	–	–	328
Net gain on deemed disposal	–	–	(155 532)	–	–	(155 532)
Headline earnings	84 695	(119 504)	98 376	100 602	(34 902)	129 267
Brimstone Shares in issue ('000)	248 221	248 221	248 221	248 221	248 221	248 221
Weighted average number of Brimstone Shares in issue ('000)	247 868	247 868	247 868	247 868	247 868	247 868
Diluted weighted average number of Brimstone Shares in issue ('000)	249 718	249 718	249 718	249 718	249 718	249 718

Notes to the *pro forma* consolidated statement of profit or loss for the six-month period ended 30 June 2023

1. The "Before the Acquisition" column presents the consolidated statement of profit or loss of Brimstone which has been extracted, without adjustment, from the unaudited consolidated statement of profit or loss of Brimstone for the six-month period ended 30 June 2023, as presented in the Interim Results of Brimstone.
2. Brimstone will cease to have control over Sea Harvest at the time that Sea Harvest issues Sea Harvest Shares as part of the Purchase Consideration relating to the Acquisition. Brimstone's voting interest in Sea Harvest (excluding non-votable treasury shares) decreases from 54.4% to 45.1% as a result of the additional Sea Harvest Shares issued. For accounting purposes, Brimstone's interest in Sea Harvest (excluding all treasury shares) decreases from 57.8% to 47.5%. As a result of the loss of control, Brimstone is required to deconsolidate Sea Harvest and equity account Sea Harvest from 1 January 2023.
3. Upon the loss of control of Sea Harvest, Brimstone would recognise a net gain on deemed disposal of R155.5 million, which comprises a loss on deemed disposal of R328.6 million, a gain on the portion of the investment that is retained of R402.5 million, and a gain of R81.6 million relating to the recycling of other comprehensive income ("OCI"). The net gain on deemed disposal will not have a continuing effect on the *pro forma* consolidated statement of profit or loss for the six-month period ended 30 June 2023 after the implementation of the Acquisition.

Components of net gain on deemed disposal	R'000
Portion of investment disposed [57.8% – 47.5% = 10.3%]	
Consideration	–
Carrying value	328 641
<i>Based on 10.3% of the net asset value of Sea Harvest, net of non-controlling interests ("NCI") at 1 January 2023</i>	
Loss on deemed disposal	(328 641)
Portion of investment retained [47.5%]	
Fair value	1 914 707
<i>Based on the quoted Sea Harvest Share price on 1 January 2023 (R12.00 per Sea Harvest Share)¹</i>	
Carrying value	1 512 164
<i>Based on 47.5% of the net asset value of Sea Harvest on 1 January 2023</i>	
Gain on retained investment	402 543
Recycling of other comprehensive income	81 630
Net gain on deemed disposal	155 532

¹ The calculation of the fair value will be based on the quoted Sea Harvest Share price at Acquisition date.

4. Brimstone will equity account 47.5% of Sea Harvest for the period 1 January 2023 to 30 June 2023, which results in R98.6 million recognised in "share of profits from associates and joint ventures" [R120.1 million ÷ 57.8% × 47.5%]. The equity accounting will have a continuing effect on the *pro forma* consolidated statement of profit or loss for the six-month period ended 30 June 2023 after the implementation of the Acquisition.
5. Brimstone will equity account 47.5% of the Target Group for the period 1 January 2023 to 30 June 2023, based on a total profit attributable of R211.9 million. The equity accounting will have a continuing effect on the *pro forma* consolidated statement of profit or loss for the six-month period ended 30 June 2023 after the implementation of the Acquisition.
6. Total transaction costs of R1.0 million have been expensed. These costs relate to Brimstone only and will not have a continuing effect on the *pro forma* consolidated statement of profit or loss for the six-month period ended 30 June 2023.
7. Brimstone will equity account 47.5% of total adjustments of R71.5 million relating to the transaction at the Sea Harvest level. The equity accounting will not have a continuing effect on the *pro forma* consolidated statement of profit or loss for the six-month period ended 30 June 2023 after the implementation of the Acquisition.
8. The "After the Acquisition" column presents the *pro forma* consolidated statement of profit or loss for the six-month period ended 30 June 2023 after the implementation of the Acquisition.

Pro forma consolidated statement of financial position as at 30 June 2023

	Before the Acquisition	Deconsolidate Sea Harvest and recognise associate	Net loss on deemed disposal, recycling OCI and transaction costs	After the Acquisition
R'000	Note 1	Note 2	Note 3	
ASSETS				
Non-current assets	9 374 249	(3 770 273)	(263 457)	5 340 519
Property, plant, equipment and vehicles	2 542 106	(2 539 794)	–	2 312
Investment property	3 700	(3 700)	–	–
Right-of-use assets	224 673	(216 068)	–	8 605
Biological assets	76 097	(76 097)	–	–
Goodwill	1 038 937	(1 038 937)	–	–
Intangible assets	1 524 790	(1 520 414)	–	4 376
Investments in associate companies and joint ventures	2 708 533	(80 483)	–	2 628 050
Investment in associate – Sea Harvest	–	1 875 002	(263 457)	1 611 545
Investments	1 061 370	(31 220)	–	1 030 150
Loans and receivables	13 225	(5 678)	–	7 547
Loans to supplier partners	94 554	(94 554)	–	–
Deferred taxation	50 999	(6 206)	–	44 793
Other financial assets	35 265	(32 124)	–	3 141
Current assets	2 652 761	(2 409 869)	–	242 892
Inventories	1 120 508	(1 064 421)	–	56 087
Biological assets	103 966	(103 966)	–	–
Trade and other receivables	1 146 652	(1 088 238)	–	58 414
Loans and receivables	12 909	(9 655)	–	3 254
Other financial assets	4 104	(2 427)	–	1 677
Taxation	22 889	(21 541)	–	1 348
Cash and cash equivalents	241 733	(119 621)	–	122 112
TOTAL ASSETS	12 027 010	(6 180 142)	(263 457)	5 583 411

	Before the Acquisition	Deconsolidate Sea Harvest and recognise associate	Net loss on deemed disposal, recycling OCI and transaction costs	After the Acquisition
R'000	Note 1	Note 2	Note 3	
EQUITY AND LIABILITIES				
Capital and reserves	4 762 040	(1 414 498)	(264 420)	3 083 122
Share capital	39	–	–	39
Capital reserves	520 326	–	–	520 326
Revaluation reserves	20 001	–	–	20 001
Cash flow hedging reserve	(21 847)	–	21 847	–
Cost of hedging reserve	(31 197)	–	31 197	–
Foreign currency translation reserve	96 861	–	(96 861)	–
Changes in ownership	500 010	–	(500 010)	–
Retained earnings	2 167 807	–	279 407	2 447 214
Attributable to equity holders of the parent	3 252 000	–	(264 420)	2 987 580
Non-controlling interests	1 510 040	(1 414 498)	–	95 542
Non-current liabilities	5 510 225	(3 444 244)	–	2 065 981
Long-term interest bearing borrowings	4 262 479	(2 257 675)	–	2 004 804
Employee related liabilities	22 146	(22 146)	–	–
Lease liabilities	231 043	(223 064)	–	7 979
Deferred grant income	32 013	(32 013)	–	–
Other financial liabilities	78 158	(78 158)	–	–
Deferred taxation	884 386	(831 188)	–	53 198
Current liabilities	1 754 745	(1 321 400)	963	434 308
Short-term interest bearing borrowings	514 900	(294 016)	–	220 884
Short-term provisions	26 090	(26 090)	–	–
Inter-company loans	–	45 069	–	45 069
Bank overdrafts	41 184	(41 145)	–	39
Trade payables	662 492	(624 858)	963	38 597
Other payables	299 030	(272 845)	–	26 185
Deferred grant income	3 070	(3 070)	–	–
Lease liabilities	34 012	(30 440)	–	3 572
Other financial liabilities	173 316	(73 382)	–	99 934
Taxation	651	(623)	–	28
TOTAL EQUITY AND LIABILITIES	12 027 010	(6 180 142)	(263 457)	5 583 411

Notes to the *pro forma* consolidated statement of financial position as at 30 June 2023

1. The "Before the Acquisition" column presents the consolidated statement of financial position of Brimstone which has been extracted, without adjustment, from the unaudited consolidated statement of financial position of Brimstone as at 30 June 2023, as presented in the Interim Results of Brimstone.
2. Brimstone will cease to have control over Sea Harvest at the time that Sea Harvest issues Sea Harvest Shares as part of the Purchase Consideration relating to the Acquisition. Brimstone's voting interest in Sea Harvest (excluding non-votable treasury shares) decreases from 54.4% to 45.1% as a result of the additional Sea Harvest Shares issued. For accounting purposes, Brimstone's interest in Sea Harvest (excluding all treasury shares) decreases from 57.8% to 47.5%. As a result of the loss of control, Brimstone is required to deconsolidate Sea Harvest at 30 June 2023 and therefore derecognise the carrying value of R1.9 billion, after which the remaining 47.5% is accounted for as an associate.
3. Upon the loss of control of Sea Harvest, Brimstone would recognise a net loss on deemed disposal of R263.5 million, which comprises a loss on deemed disposal of R334.8 million, and a gain on the portion of the investment that is retained of R71.3 million.

Components of net loss on deemed disposal	R'000
Portion of investment disposed [57.8% – 47.5% = 10.3%]	
Consideration	–
Carrying value	334 746
<i>Based on 10.3% of the net asset value of Sea Harvest, NCI at 30 June 2023</i>	
Loss on deemed disposal	(334 746)
Portion of investment retained [47.5%]	
Fair value	1 611 545
<i>Based on the quoted Sea Harvest Share price on 30 June 2023 (R10.10 per Sea Harvest Share)⁽¹⁾</i>	
Carrying value	1 540 256
<i>Based on 47.5% of the net asset value of Sea Harvest on 30 June 2023</i>	
Gain on retained investment	71 289
Net loss on deemed disposal	(263 457)

¹ The calculation of the fair value will be based on the quoted Sea Harvest Share price at Acquisition date.

4. The "After the Acquisition" column presents the *pro forma* consolidated statement of financial position as at 30 June 2023 after the implementation of the Acquisition.

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION OF BRIMSTONE

To the Directors of Brimstone

Report on the Assurance Engagement on the Compilation of *Pro Forma* Financial Information included in a Circular

We have completed our assurance engagement to report on the compilation of *pro forma* financial information of Brimstone and its subsidiaries (collectively, the "**Group**"), by the Directors.

The *pro forma* financial information, as set out in **Annexure 1** on pages 26 to 31 of the Circular, consists of the *pro forma* consolidated statement of financial position as at 30 June 2023, the *pro forma* consolidated statement of profit or loss for the six-month period ended 30 June 2023 and related notes (collectively the "**Pro Forma Financial Information**"). The applicable criteria on the basis of which the directors have compiled the *Pro Forma* Financial Information are specified in the JSE Listings Requirements and described in **Annexure 1** on page 26 of the Circular.

The *Pro Forma* Financial Information has been compiled by the Directors to illustrate the impact of the corporate action or event, described in paragraph 3 on pages 14 to 19 of the Circular, on the Group's financial position as at 30 June 2023, and the Group's financial performance for the period then ended, as if the corporate action or event had taken place at 30 June 2023 and for the period then ended. As part of this process, information about the Group's financial position, and financial performance has been extracted by the directors from the Group's financial statements for the six months ended 30 June 2023, on which no auditor's report was issued.

Directors' Responsibility for the *Pro Forma* Financial Information

The Directors are responsible for compiling the *Pro Forma* Financial Information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in **Annexure 1** on page 26 of the Circular.

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the *Code of Professional Conduct for Registered Auditors* issued by the Independent Regulatory Board for Auditors ("**IRBA Code**"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

The firm applies International Standard on Quality Management 1 ("**ISQM 1**") *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* which requires the firm to design, implement and operate a system of quality management, including documented policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's Responsibility

Our responsibility is to express an opinion about whether the *Pro Forma* Financial Information has been compiled, in all material respects, by the Directors on the basis specified in the JSE Listings Requirements and described in **Annexure 1** on page 26 of the Circular based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements ("**ISAE**") 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, which is applicable to an engagement of this nature, issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform procedures to obtain reasonable assurance about whether the *Pro Forma* Financial Information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the *Pro Forma* Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the *Pro Forma* Financial Information.

The purpose of *Pro Forma* Financial Information included in a circular is solely to illustrate the impact of a significant corporate action or event on unadjusted financial information of the Group as if the corporate action or event had occurred or had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the corporate action or event at 30 June 2023 would have been as presented.

A reasonable assurance engagement to report on whether the *Pro Forma* Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the *Pro Forma* Financial Information provides a reasonable basis for presenting the significant effects directly attributable to the corporate action or event, and to obtain sufficient appropriate evidence about whether:

- The related *pro forma* adjustments give appropriate effect to those criteria; and
- The *Pro Forma* Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgment, having regard to our understanding of the nature of the Group, the corporate action or event in respect of which the *Pro Forma* Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the *Pro Forma* Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the *Pro Forma* Financial Information has been compiled, in all material respects, on the basis of the applicable criteria specified in the JSE Listings Requirements and described in **Annexure 1** on page 26 of the Circular.

Ernst & Young Inc.

Director: Pierre Gustav Du Plessis CA(SA)

Registered Auditor

Cape Town

22 January 2024



Brimstone Investment Corporation Limited

(Incorporated in the Republic of South Africa)

(Registration number 1995/010442/06)

Share code: BRT ISIN: ZAE000015277

Share code: BRN ISIN: ZAE000015285

("Brimstone" or the "Company")

NOTICE OF GENERAL MEETING

The definitions and interpretations commencing on page 6 of this Circular apply, unless the context clearly indicates otherwise, to this Notice of General Meeting.

NOTICE IS HEREBY GIVEN that a General Meeting of Brimstone Shareholders will be held at 14:00 on Monday, 26 February 2024 to be conducted entirely by electronic participation as permitted in terms of the Companies Act and the Company's MOI, for the purpose of considering and, if deemed fit, passing with or without modification, the Resolutions set out below.

Brimstone Shareholders are referred to the Circular, which sets out the information and explanatory material that they may require in order to determine whether to participate in the General Meeting and vote on the Resolutions set out below.

1. ORDINARY RESOLUTION NUMBER 1: APPROVAL OF THE ACQUISITION

"RESOLVED AS AN ORDINARY RESOLUTION THAT Brimstone Shareholders approve the Acquisition by Sea Harvest of certain Terrasan Group subsidiaries engaged in the catching, processing and sale of pelagic fish, and in the farming, processing and sale of abalone, which is a Category 1 Transaction for both Brimstone and Sea Harvest in terms of the JSE Listings Requirements."

For Ordinary Resolution Number 1 to be passed, votes in favour of the resolution must represent more than 50% of the voting rights exercised at the General Meeting in person or by proxy and who were entitled to exercise voting rights in respect of Ordinary Resolution 1.

Reason and effect

The reason for Ordinary Resolution Number 1 is that the Acquisition is categorised as a Category 1 Transaction for Brimstone in terms of paragraphs 9.5, 9.6 and 9.20 of the JSE Listings Requirements. Consequently, Brimstone Shareholders are required to approve the Acquisition by way of an ordinary resolution in terms of paragraph 9.20 of the JSE Listings Requirements. The effect of Ordinary Resolution Number 1, if passed, will be to grant the necessary Brimstone Shareholder approval for the Acquisition in terms of the JSE Listings Requirements.

2. ORDINARY RESOLUTION NUMBER 2 – DIRECTORS AND/OR COMPANY SECRETARY AUTHORITY

"RESOLVED AS AN ORDINARY RESOLUTION THAT any Director and/or the company secretary of Brimstone be and is hereby authorised and empowered to do all such things, sign all such documents and take all such actions as may be necessary for or incidental to give effect to Ordinary Resolution Number 1 set out in this Notice of General Meeting and anything already done in this respect be and is hereby ratified to the fullest extent permissible in law."

For Ordinary Resolution Number 2 to be passed, votes in favour of the resolution must represent more than 50% of the voting rights exercised at the General Meeting in person or by proxy and who were entitled to exercise voting rights in respect of Ordinary Resolution Number 2.

Reason and effect

The reason for and effect of Ordinary Resolution Number 2 is to authorise any Director and/or the company secretary of Brimstone to do all such things and sign all such documents as are deemed necessary or desirable to implement Ordinary Resolution Number 1 set out in the Notice of General Meeting, which requires the approval of the Brimstone Shareholders.

ATTENDANCE, VOTING AND PROXIES

The date on which Brimstone Shareholders must have been recorded as such in the Register for purposes of being entitled to receive this Notice of General Meeting is Friday, 19 January 2024.

The date on which Brimstone Shareholders must be recorded in the Register for purposes of being entitled to attend and/or participate in and vote at the General Meeting is Friday, 16 February 2024, with the last day to trade being Tuesday, 13 February 2024.

In terms of, among others, the Companies Act and the JSE Listings Requirements, no voting rights attaching to the Treasury Shares held by Brimstone or Brimstone Shares held by a share plan, trust or scheme (save for those Shares held in favour of employees to whom voting rights have already accrued) and unlisted securities may be exercised.

In terms of section 63(1) of the Companies Act, Shareholder Participants will be required to provide proof of identification to the reasonable satisfaction of the chairperson of the General Meeting and must accordingly present a copy of their identity document or smart card, passport or driver's license at the General Meeting.

Quorum

The quorum requirement for the General Meeting to begin or for a matter to be considered at the General Meeting is at least three Brimstone Shareholders present in person. In addition:

- the General Meeting may not begin until sufficient persons are present in person or represented by proxy to exercise, in aggregate, at least 25% of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the General Meeting; and
- a matter to be decided at the General Meeting may not begin to be considered unless sufficient persons are present in person or represented by proxy to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised in respect of that matter at the time the matter is called on the agenda.

Every Brimstone Shareholder present in person or represented by proxy and entitled to exercise voting rights at the General Meeting shall be entitled to one vote on a show of hands, irrespective of the number of voting rights that Brimstone Shareholder would otherwise be entitled to exercise. On a poll, any person who is present at the General Meeting and entitled to exercise voting rights, has the number of votes determined in accordance with the voting rights associated with the Brimstone Shares in terms of which those votes are exercised.

Certificated Shareholders and Dematerialised Shareholders with Own-Name Registration

- A Form of Proxy (*blue*), which sets out the relevant instructions for its completion, is enclosed for your use, should you wish to be represented at the General Meeting.
- Certificated Shareholders and Dematerialised Shareholders with Own-Name Registration are entitled attend, speak and vote at the General Meeting and may appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a Brimstone Shareholder.
- Completion of a Form of Proxy (*blue*) will not preclude such Brimstone Shareholder from attending and/or participating and voting (in preference to that Brimstone Shareholder's proxy) at the General Meeting.
- Certificated Shareholders and Dematerialised Shareholders with Own-Name Registration who are unable to attend the General Meeting and wish to be represented thereat, must complete the Form of Proxy (*blue*) enclosed herewith in accordance with the instructions therein and lodge it with, or mail it to, the Transfer Secretaries at the addresses set out hereunder.
- Forms of Proxy (*blue*) should be forwarded to reach Computershare by not later than 14:00 on Thursday, 22 February 2024. Should your Form of Proxy (*blue*) not be returned to Computershare by the aforesaid date and time, the Form of Proxy (*blue*) may be provided to the chairman of the General Meeting before the meeting is due to commence.

Dematerialised Shareholders without Own-Name Registration

- Dematerialised Shareholders, other than Dematerialised Shareholders with Own-Name Registration, must furnish their CSDP or Broker with their instructions for voting at the General Meeting should they wish to vote. If your CSDP or Broker, as the case may be, does not obtain instructions from you, it will be obliged to act in terms of your mandate furnished to it, or if the mandate is silent in this regard, to complete the Form of Proxy (*blue*) enclosed.
- Should you wish to attend the General Meeting in person or send a proxy, you must request your CSDP or Broker to provide you with the necessary letter of representation in terms of the custody agreement entered into between you and the CSDP or Broker.
- Brimstone does not accept responsibility and will not be held liable for any failure on the part of the CSDP or Broker of a Dematerialised Brimstone Shareholder to notify such shareholder of the General Meeting or any business to be conducted thereat.

It is requested that for administrative purposes only, Forms of Proxy (*blue*) should be forwarded to reach Computershare at the address set out hereunder or by e-mail by not later than 14:00 on Thursday, 22 February 2024. Should your Form of Proxy (*blue*) not be returned to Computershare by the aforesaid date and time, the Form of Proxy (*blue*) may be provided to the chairman of the General Meeting before the meeting is due to commence.

Electronic Participation

Brimstone Shareholders or their proxies who wish to participate in the General Meeting via electronic communication (**Shareholder Participant(s)**) must either: 1. register online using the online registration portal at www.meetnow.global/za; or 2. apply to Computershare, by delivering the duly completed electronic participation form to: First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, or posting it to Private Bag X9000, Saxonwold, 2132 (at the risk of the Shareholder Participant), or sending it by email to proxy@computershare.co.za so as to be received by Computershare by no later than 14:00 on Thursday, 22 February 2024. The electronic participation form can be found as an insert to this Notice of General Meeting. Computershare will first validate such requests and confirm the identity of the Brimstone Shareholder in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided.

Computershare will inform Shareholder Participants who notified them of their intended participation in accordance with the instructions set out in the electronic participation form which can be found as an insert to this Notice of General Meeting, by no later than 17:00 on Friday, 23 February 2024 by email of the relevant details through which Shareholder Participants can participate electronically.

The cost of electronic participation in the General Meeting is for the expense of the Shareholder Participant and will be billed separately by the Shareholder Participant's own service provider.

The Shareholder Participant acknowledges that the electronic services are provided by third parties and indemnifies Brimstone against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the Shareholder Participant or anyone else. In particular, but not exclusively, the Shareholder Participant acknowledges that he/she will have no claim against Brimstone, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the Shareholder Participant via the electronic services to the General Meeting.

Brimstone cannot guarantee there will not be a break in electronic communication that is beyond the control of the Company.

By order of the Board

T Moodley

Company Secretary

22 January 2024

Cape Town

Registered office of Brimstone

1st Floor, Slade House

Boundary Terraces

1 Mariendahl Lane

Newlands

Cape Town

7700

Transfer Secretaries

Computershare Investor Services Proprietary Limited

Rosebank Towers

15 Biermann Avenue

Rosebank

2196

(PO Box X9000, Saxonwold, 2132)



Brimstone Investment Corporation Limited

(Incorporated in the Republic of South Africa)

(Registration number 1995/010442/06)

Share code: BRT ISIN: ZAE000015277

Share code: BRN ISIN: ZAE000015285

("Brimstone" or the "Company")

FORM OF PROXY

Where appropriate, and applicable the terms defined in the Circular to which this Form of Proxy is attached shall bear the same meaning in this Form of Proxy.

For use only by Certificated Shareholders or Dematerialised Shareholders with "Own-Name" Registration, at the General Meeting of the Company, to be conducted entirely by electronic communication as permitted by the Companies Act and by the Company's MOI, at 14:00 on Monday, 26 February 2024.

The record date in terms of Section 59 of the Companies Act for Brimstone Shareholders to be recorded on the Register of the Company in order to be able to attend, participate in and vote at the General Meeting is Friday, 16 February 2024 and the last day to trade in the Brimstone Shares in order to be recorded on the Register of the Company in order to be able to attend, participate in and vote at the General Meeting is Tuesday, 13 February 2024.

Dematerialised Shareholders holding Brimstone Shares other than with "Own-Name" Registration, must inform their CSDP or Broker of their intention to attend the General Meeting and request their CSDP or Broker to issue them with the necessary letter of representation to attend the General Meeting in person and vote or provide their CSDP or Broker with their voting instructions. These Brimstone Shareholders must not use this Form of Proxy.

I/We _____ (name/s in block letters)

of _____ (address)

Telephone (work) _____ Cellphone number _____

Email address _____

being a Brimstone Shareholders holding: _____ Ordinary Shares in the Company,

"N" Ordinary Shares in the Company, do hereby appoint:

1. _____ of _____ or failing him/her

2. _____ of _____ or failing him/her

3. _____ the chairman of the General Meeting,

as my/our proxy to act for me/us and on my/our behalf at the General Meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the Resolutions to be proposed thereat and at any adjournment thereof; and to vote for and/or against the Resolutions and/or abstain from voting in respect of the Brimstone Shares registered in my/our name(s), in accordance with the following instructions:

Please indicate with an 'X' in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit.

	Number of Ordinary Shares			Number of "N" Ordinary Shares		
	For	Against	Abstain	For	Against	Abstain
1. ORDINARY RESOLUTION NUMBER 1 Approval of the Acquisition						
2. ORDINARY RESOLUTION NUMBER 2 Directors and/or company secretary authority						

Please read the notes on the reverse side hereof.

Signed at (place) _____ (on date) _____ 2024

Assisted by _____ (if applicable)

Brimstone Shareholder's signature _____

Important notes about the General Meeting:

1. The General Meeting will start promptly at 14:00.
2. This Form of Proxy must only be used by Certificated Shareholders or Dematerialised Shareholders who hold Dematerialised Shares with "Own-Name" Registration.
Dematerialised Shareholders are reminded that the onus is on them to communicate with their CSDP or Broker.
3. Each Brimstone Shareholder is entitled to appoint one or more proxies (who need not be a shareholder(s) of the Company) to attend, speak and, on a poll, vote in place of that Brimstone Shareholder at the General Meeting.
4. A Brimstone Shareholder may insert the name of a proxy or the names of two alternative proxies of the Brimstone Shareholder's choice in the space provided, with or without deleting "the chairman of the General Meeting". The person whose name stands first on the Form of Proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
5. A Brimstone Shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that Brimstone Shareholder in the appropriate box(es) provided. Failure to comply with the above will be deemed to authorise the chairman of the General Meeting, if the chairman is the authorised proxy, to vote in favour of the Resolutions at the General Meeting, or any other proxy to vote or to abstain from voting at the General Meeting as he/she deems fit, in respect of all the Brimstone Shareholder's votes exercisable thereat.
6. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this Form of Proxy, unless previously recorded by the Company's transfer office or waived by the chairman of the General Meeting. The chairman of the General Meeting may reject or accept any Form of Proxy which is completed and/or received other than in accordance with these instructions, provided that he is satisfied as to the manner in which a Brimstone Shareholder wishes to vote.
7. Any alterations or corrections to this Form of Proxy must be initialled by the signatory(ies).
8. The completion and lodging of this Form of Proxy will not preclude the relevant Brimstone Shareholder from attending the General Meeting and speaking and voting thereat to the exclusion of any proxy appointed in terms hereof, should such Brimstone Shareholder wish to do so.
9. A minor must be assisted by his/her parent guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company.
10. Where there are joint holders of any Brimstone Shares:
 - any one holder may sign this Form of Proxy;
 - the vote(s) of the senior Brimstone Shareholders (for that purpose seniority will be determined by the order in which the names of Brimstone Shareholders appear in the Company's Register) who tenders a vote will be accepted to the exclusion of the vote(s) of the other joint Brimstone Shareholder(s).
11. Section 63 (1) of the Companies Act requires that a person wishing to participate in the General Meeting (including any representative or proxy) must provide reasonably satisfactory identification before they may participate at such General Meeting.

Forms of Proxy should be lodged with or mailed to Computershare Investor Services Proprietary Limited:

Hand deliveries to:

Rosebank Towers
15 Biermann Avenue
Rosebank
2196

Postal deliveries to:

Private Bag X9000
Saxonwold
2132

E-mail:

proxy@computershare.co.za

to be received no later than 14:00 on Thursday, 22 February 2024 for administrative purposes, provided that any Form of Proxy not delivered to the transfer secretaries by this time may be lodged with the Transfer Secretaries before the meeting is due to commence.



Brimstone Investment Corporation Limited

(Incorporated in the Republic of South Africa)

(Registration number 1995/010442/06)

Share code: BRT ISIN: ZAE000015277

Share code: BRN ISIN: ZAE000015285

("Brimstone" or the "Company")

PARTICIPATION IN THE GENERAL MEETING VIA ELECTRONIC COMMUNICATION

1. Shareholders or their duly appointed proxy(ies) that wish to participate in the General Meeting via electronic communication (**Shareholder Participant(s)**), must either:

- register online using the online registration portal at <https://meetnow.global/za>; or
- apply to Computershare, by delivering this duly completed form to:

Rosebank Towers, First Floor, 15 Biermann Avenue, Rosebank 2196, or posting it to Private Bag X9000, Saxonwold, 2132 (at the risk of the Shareholder Participant), or by email to proxy@computershare.co.za so as to be received by Computershare by no later than 14:00 on Thursday, 22 February 2024. Computershare will first validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided.

2. Important notice

Computershare shall, by no later than 17:00 on Friday, 23 February 2024, notify Shareholder Participants that have delivered valid notices in the form of this form, by email of the relevant details through which Shareholder Participants can participate electronically.

Application form

Full name of Shareholder Participant:

ID number:

Email address:

Cell number:

Telephone number: (code): (number):

Name of CDSP or Broker (if shares are held in dematerialised format):

Contact number of CSDP/Broker:

Contact person of CSDP/Broker:

Number of share certificate (if applicable):

Signature:

Date:

Terms and conditions for participation in the General Meeting via electronic communication:

- 1. The cost of electronic participation in the General Meeting is for the expense of the Shareholder Participant and will be billed separately by the Shareholder Participant’s own service provider.
- 2. The Shareholder Participant acknowledges that the electronic communication services are provided by third parties and indemnifies Brimstone against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the Shareholder Participant or anyone else. In particular, but not exclusively, the Shareholder Participant acknowledges that he/she will have no claim against the Company, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the Shareholder Participant via the electronic services to the General Meeting.
- 3. The application to participate in the General Meeting electronically will only be deemed successful if this application form has been completed fully and signed by the Shareholder Participant.
- 4. Brimstone cannot guarantee there will not be a break in electronic communication that is beyond the control of the Company.

Shareholder Participant’s name	
Signature	Date