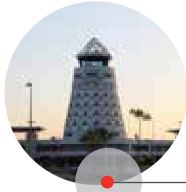
GAUTRAIN,
JOHANNESBURG

26°8'12.0221"S
28°14'28.1252"E

125 YEARS OF QUALITY TO BUILD A FUTURE THAT LASTS



HARARE
INTERNATIONAL
AIRPORT, ZIMBABWE

16°57' 20.343" S
27°58' 18.338" E

KIGALI CONVENTION
CENTRE, RWANDA

1.9546°S,
30.0939°E

MINISTRY OF
HEALTH, BOTSWANA

24°39'21.4956"S
25°54' 29.6082"E

PPC

PPC STRENGTH GUARANTEED

Summarised group results and notice of annual general meeting 2017

SALIENT FEATURES

Group EBITDA down 13% to R2,1 billion

Headline earnings per share down 93% to 7 cents

Group revenue increased 5,0% to R9,6 billion

Net debt/EBITDA improved from 3,7x to 2,3x as net debt declined from R8,7 billion to R4,7 billion

Normalised (headline) earnings per share down **29%** to **47 cents**

Zimbabwe mill commissioned in the year, with Ethiopian and DRC cement plants delivered shortly after year-end

Cement capacity increased by 33% from 8,6mtpa to 11,4mtpa

COMMENTARY

Darryll Castle, CEO, said: "PPC endured a challenging financial year, while still delivering on a number of key initiatives and projects during the year. Our results were impacted by a liquidity crisis precipitated by an unexpected S&P debt downgrade, which resulted in abnormal finance costs being incurred in relation to a liquidity and guarantee facility put in place to ensure that PPC could meet its financial bond repayment obligations. This also resulted in a higher interest charge for the year and a higher effective tax rate. Subsequently, the company successfully completed a rights offer, which ensured that PPC was able to reduce its gearing levels to a more sustainable level. The unwind of components of the BBBEE 1 (broad-based black economic empowerment) transaction also resulted in a cash inflow, while a corresponding IFRS 2 charge was incurred in this regard. Operationally volumes were impacted by excessive rainfall in the last quarter of the financial year. In addition, the domestic cement market remained highly competitive resulting in a constrained pricing environment. PPC's tax rate was also significantly higher than the prior year, mainly attributable to the non-deductibility of IFRS 2 charge related to the BBBEE 1 transaction and forex losses due to exchange rate movements and withholding taxes on dividends in foreign jurisdictions. CIMERWA achieved cement sales volumes of 310 000 tonnes in its first full financial year of operation, contributing to an improved rest of Africa cement performance. This demonstrated PPC's ability to successfully transition from project phase to operational phase. PPC also commissioned the Harare mill in Zimbabwe, and projects in Ethiopia and DRC were commenced shortly after year-end. This has resulted in the group's cement capacity increasing by ~33% from 8,6mtpa to 11,4mtpa. The 3Q Mahuma Concrete (3Q) acquisition was successfully consolidated from 1 July 2016".

COMMENTARY continued

PPC GROUP PERFORMANCE

The financial performance for the 12-month period ended March 2017 is compared to proforma financial results for the 12 months to March 2016. In order to give stakeholders better clarity, PPC has amended its segmental disclosure to reflect southern African cement operations (which includes Botswana) and the rest of Africa cement operations, which includes Zimbabwe, Rwanda, DRC, Mozambique and cross-border sales from southern Africa. The materials division disclosure is unchanged, while a group shared service segment is also disclosed.

Group revenue rose by 5,0% to R9 641 million (March 2016: R9 187 million). The growth was supported by the rest of Africa cement business which grew revenue by 9% and the aggregates and readymix segment which grew revenue by 23%. Revenue in southern Africa was flat, with cement volumes increasing by 2%, offset by lower selling prices. Solid volume growth was achieved in Botswana, however, selling price pressure resulted in decreased revenue. In the rest of Africa cement segment, volumes in Rwanda were up significantly, while our gradual ramp-up has ensured minimal disruption to the prevailing market. In Zimbabwe overall volumes ended down 3% which was better than expected, reflective of the economic headwinds and liquidity challenges in the market. Revenue in our lime business ended flat, while revenue growth in our aggregates and readymix operations was supported by the recently acquired 3Q.

Cost of sales of R7 359 million was 13% higher than the previous year (March 2016: R6 492 million), primarily due to the inclusion of recently acquired 3Q business and the ramp-up in Rwanda. On a like-for-like basis cost of sales was up 7%, while on a delivered rand per tonne basis, the South African cement business was up 5% relative to the prior year.

Administration and other operating expenditure was well controlled, and decreased by 2% to R1 049 million (March 2016: R1 065 million).

Group EBITDA decreased by 13% to R2 065 million (March 2016: R2 383 million) while the EBITDA margin achieved was 21,4% (March 2016: 26,0%). The decline was mainly attributable to the southern Africa cement segment where EBITDA was 19% lower relative to the previous year. EBITDA margins in this segment declined from 26,9% to 21,6%. This was countered by the rest of Africa cement segment which saw a 19% rise in EBITDA, and corresponding margins improving from 27,7% to 30,5% with Rwanda the major contributor to the increase. Lower EBITDA was also realised in the lime and aggregates and readymix segments.

Finance costs rose by 30% to R741 million, over last year's R572 million following increased finance costs and raising fees of R165 million incurred on the R2 billion liquidity and guarantee facility secured in June 2016 to redeem the outstanding financial bonds. Unfavourable currency movements against the US dollar in the DRC and Rwanda contributed to losses of R124 million on revaluations of foreign currency denominated balances.

The effective taxation rate increased to 85% mainly due to withholding tax on dividends declared from Zimbabwe, the impact of non-deductible finance costs, IFRS 2 charges related to the BBBEE 1 transaction, forex losses adjustments due to exchange rate movements and prior year adjustments.

Net profit attributable to PPC shareholders declined by 88% to R93 million (March 2016: R793 million). On a normalised basis net profit declined from R655 million to R512 million for the year. In line with this, earnings per share was 93% lower at 8 cents (March 2016: 117 cents) and headline earnings per share fell 93% to 7 cents (March 2016: 107 cents). Normalised earnings per share ended 29% below prior year at 47 cents per share (March 2016: 66 cents per share).

Cash generated from operations decreased by 22% to R1 871 million (March 2016: R2 389 million). Negative working capital movements amounting to R230 million, includes VAT receivable and prepayments, all of which are non-trade related. The group's cash-conversion ratio reduced marginally from 1,0x to 0,9x.

Capital investments in property, plant and equipment decreased by 32% to R2 058 million (March 2016: R3 038 million), with R307 million used for the Slurry kiln 9 project in South Africa and the balance attributable to the DRC and Zimbabwe expansion projects. Group net debt has reduced from R8 711 million in March 2016 to R4 746 million. This has led to a significant improvement in group net debt to EBITDA ratio from 3,7x to 2,3x. PPC continues to work on the restructuring of its debt to further improve its balance sheet structure.

The company's dividend policy considers its growth aspirations as well as the prudency of its capital structure. Under the current circumstances, the board deems it prudent to address debt refinancing and optimisation of the capital structure before dividend payments are considered. In line with this, the directors have decided not to declare a dividend.

GROUP SERVICES

Group services comprises PPC Ltd, shared services, costs related to BEE, group and intercompany eliminations. The R575 million loss in group services is mainly attributable to costs incurred at head office relating to international operations, head office costs and non-chargeable operational costs. Also included is finance charges which cannot be charged out to operating entities. An IFRS charge of R185 million is also included in this amount.

SOUTHERN AFRICA CEMENT

South Africa

PPC's cement sales volumes rose by 2% for the year. The competitive landscape in Gauteng intensified, forcing cement prices down particularly in the bulk market. Gauteng volumes were also negatively impacted by excessive rainfall in the first two months of 2017. Inland sales (excluding Gauteng) volumes rallied well across all segments in a tough market to end flat for the year. All sectors in the coastal region again performed well, with double-digit volume increases for the year.

Variable delivered cost of sales per ton increased above inflation, while fixed costs increased were well controlled rising by only 5%. Western Cape volume increases impacted costs adversely due to the running of less efficient Riebeeck operations and substantially higher incremental coal cost in the Western Cape.

Slurry SK9

Construction of the new 1mtpa clinker production line (SK9) at PPC Slurry is on schedule and within the budget of R1,7 billion and will be commissioned in the first half of 2018. The overall project progress is 62% complete. PPC has committed 82% of the capex spend, with the majority of the equipment ordering complete, the last few shipments related to electrical and instrumentation equipment scheduled for June 2017. Eskom has commenced with the extension of the substation and is on schedule for power supply to PPC by December 2017.

Botswana

The Botswana operations, recorded flat volumes while selling prices were down 9% due to increased competition from imports from South Africa. Market

COMMENTARY continued

leadership was maintained by focusing on brand, operational efficiencies and cost competitiveness. EBITDA however dropped significantly in the reporting year.

REST OF AFRICA CEMENT

Rest of Africa cement contributed R645 million to EBITDA, however it has not contributed to profit after tax. This is attributable to operational ramp-up, depreciation and tax charges.

Zimbabwe

Our Zimbabwe operations, recorded volume declines of 3% while selling prices, in US dollar, declined 10%. The rand appreciated by 9% against the US dollar during the year, which also impacted profitability. The tough operating environment was intensified by the strengthening of the US dollar against regional currencies, leading to further competition in the market. Importation of cement declined slightly compared to the previous year mainly due to the introduction of cement import tariffs of US$100 per ton, which was effective 1 October 2016. PPC Zimbabwe launched Surecast (CEM II 42.5R) cement to increase the product offering and create value for concrete product manufacturers and concrete producers due to its improved early strength development. The liquidity challenges in the domestic market continue to be of concern. The management team is working hard to diversify revenue streams, increase localised procurement and grow export volumes.

Construction of the US$82 million (previously US$85 million) Harare mill project was been completed on time, below budget and without any lost time injury incidents. The Harare mill is expected to reduce outbound logistics costs while increasing accessibility to the northern markets. The company is well positioned for the expected economic upturn and infrastructural developments and investments in the medium term. Harare and Bulawayo operations are suitably located to grow exports into neighbouring countries and this will be given priority. Strong focus on operational efficiencies, development of human capital, route to market initiatives, product innovation, safety and environmental compliance will continue being a focus in the next year to cement our position domestically and regionally. The first biannual debt and interest repayments were made in December 2016.

Rwanda

In this year, the plant sold 310 000 tonnes of cement; increasing its contribution to group sales. CIMERWA's priority is to grow volumes so that it can increase its plant capacity utilisation and continues to focus on venturing into new markets and finding new distribution channels. In support of initiatives to improve customer service and reduce logistics costs, a route to market strategy was implemented focusing on developing transport capacity within Rwanda to support growing volumes.

Democratic Republic of the Congo

Construction was completed on schedule, but hot commissioning was delayed to February 2017 due to the delay in the construction and commissioning of the overhead transmission line to supply power to the cement plant. The first cement and clinker was produced in March 2017 during the hot commissioning process and the plant went into production and first sales commenced in April 2017.

The trading environment in the DRC continues to be challenging, due to surplus capacity coupled with lower pricing levels due to low-cost imports from neighbouring Angola. The local cement producers' association continues to engage with government on local industry protection as it moves towards self-sufficiency.

The DRC project was financed on a limited recourse basis to PPC. As such, any funding shortfalls prior to financial completion are for the account of PPC, as first sponsor. Current shortfalls include capital overruns estimated at US$16 million, start-up trading costs and VAT estimated at US$36 million. In addition, repayment of funding obligations and interest is expected to begin in the first quarter of FY18, and are in the order of US$35 million for the full year. To the extent that this amount cannot be generated from operations PPC will be required to stand behind its first sponsor obligations. The company has prepared itself to meet these obligations, particularly since project financial completion is not anticipated in the near term. There is therefore an indicator of impairment. The full impairment exercise will only be done once the DRC entity has been trading for a reasonable period.

Ethiopia

The US$172 million 1,4mtpa plant was delivered in early February 2017 when the bulk power supply to the plant was completed. The plant was inaugurated by the prime minister of the Federal Democratic Republic (FDR) of Ethiopia in April 2017. The first saleable cement happened planned in May 2017. Cement demand in Ethiopia matches supply and with imports into the country banned, this is expected to remain unchanged in the short term. Cement sales are expected to grow in line with the factory ramp-up. Market demand is driven by the retail and construction segments which account for over 85% of the market. Habesha's route to market strategy is designed to leverage these market segments through product availability and service innovations. PPC increased its holding in Ethiopia via a rights offer process, with PPC now having a 38% holding in Habesha for an additional US$3,8 million.

MATERIALS BUSINESS

The combined materials business contributed 21% to group revenue and 15% to group EBITDA.

LIME

Revenue in the lime business of R818 million was flat compared to the previous year. The lime sales volumes were affected by the three-month shutdown at one of its major clients Saldanha Steel, burnt product sales volumes increased by 6%. EBITDA achieved was R165 million, which was 16% lower than the R196 million achieved previously. Costs were well controlled during the year.

AGGREGATES AND READYMIX

Aggregates and readymix revenues were 23% higher at R1 230 million (March 2016: R1 002 million) mainly due to the consolidation of 3Q. EBITDA contracted from R187 million to R151 million due to lower volumes in aggregates and selling price pressure in readymix. In July 2016, PPC successfully concluded the acquisition of 3Q for R135 million via the issue of 17 565 872 ordinary shares in PPC. 3Q has been integrated into our materials business as part of Pronto Readymix and contributed favourably to revenue.

BOARD AND SUB-COMMITTEE CHANGES

The board appointed Ms Nonkululeko "Nonku" Gobodo (56) as a non-executive director to the board of directors of PPC and audit committee member with effect from 8 February 2017. Nonku brings a wealth of experience from her extensive career in the fields of accounting and business leadership. She was the first black female to qualify as a chartered accountant in South Africa. Nonku is currently a non-executive director of Mercedes-Benz SA, chief executive officer of Nkululeko Leadership Consulting and chairwoman of Mpumelelo Ventures. The PPC board welcomes Nonku and looks forward to her contribution to board deliberations.

BROAD-BASED BLACK EMPOWERMENT TRANSACTION

To ensure compliance with the Mining Charter, the group implemented two separate BBBEE transactions in 2008 (the 2008 BBBEE transaction: 15,3% shareholding) and in 2012 (6,5% shareholding) which resulted in an aggregate BBBEE shareholding of

COMMENTARY continued

21,8% at the time in the group, which in turn translated into an effective 26% BBBEE ownership of the group's South African operations as required by the Mining Charter, based on the then 80%:20% revenue contribution split between the group's South African and non-South African PPC operations.

As a consequence of the completion of the PPC rights offer in September 2016 and following maturity of the components of the 2008 BBBEE transaction in December 2016, PPC's BBBEE ownership credentials have declined to below the effective 26%.

Accordingly, the board has approved a framework for a new BBBEE transaction to ensure that the company achieves a higher BBBEE shareholding. In June 2017, DMR published the reviewed mining charter, the board is considering its impact on the proposed framework.

FURTHER CAUTIONARY ANNOUNCEMENT REGARDING THE PROPOSED PPC-AFRISAM MERGER

PPC and Afrisam are currently conducting due diligence work related to a possible merger of the two entities ("proposed merger"). No definitive conclusions have been reached at this juncture and the company will continue to inform shareholders of developments in due course.

If the proposed merger is implemented, it may have a material impact on the price of the company's shares. Accordingly, shareholders are advised to continue exercising caution when dealing in securities of the company until such time a further announcement is made.

PROSPECTS

The delivery of key rest of Africa cement projects has increased PPC's cement capacity and geographic footprint. PPC remains well positioned for the medium to long term, notwithstanding the current challenging operating climate. The business will continue to focus on mitigating economic and market risks in the regions we operate in, while continuing to optimise the group's capital and cost structures. This should enable the group to compete efficiently and effectively in all our geographies.

On behalf of the board

PG Nelson
Chairman

DJ Castle
Chief executive officer

MMT Ramano
Chief financial officer

6 June 2017

AUDITED SUMMARISED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the twelve months ended 31 March 2017

	Notes	Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Pro forma* Rm	Twelve months 2017/2016 % change
Revenue		**9 641**	4 501	9 187	5
Cost of sales		**7 359**	3 261	6 492	13
Gross profit		**2 282**	1 240	2 695	(15)
Administrative and other operating expenditure		**1 049**	489	1 065	(2)
Operating profit before item listed below:		**1 233**	751	1 630	(24)
Empowerment transactions IFRS 2 charges[(a)]		**206**	18	36	
Operating profit		**1 027**	733	1 594	(36)
Foreign exchange (loss)/gain on foreign currency monetary items	2	**(124)**	(20)	3	
Finance costs	3	**741**	330	572	30
Investment income		**27**	12	29	
Profit before equity-accounted earnings		**189**	395	1 054	(82)
Earnings/(loss) from equity-accounted investments		**1**	–	(13)	
Impairments	4	**(10)**	(5)	(43)	
Profit on sale of non-core assets		**–**	117	117	
Profit before taxation		**180**	507	1 115	(84)
Taxation	5	**153**	156	384	(60)
Profit for the year		**27**	351	731	(96)
Attributable to:					
Shareholders of PPC Ltd		**93**	369	793	(88)
Non-controlling interests		**(66)**	(18)	(62)	
Other comprehensive (loss)/income, net of taxation					
Items that will be reclassified to profit or loss		**(523)**	177	706	
Cash flow hedges		**(47)**	10	48	
Taxation on cash flow hedges		**13**	(3)	(14)	
Reclassification of profit on sale of available-for-sale financial asset to profit or loss		**–**	(82)	(82)	
Taxation impact on reclassification of profit on sale of available-for-sale financial asset to profit or loss		**–**	15	15	
Revaluation of available-for-sale financial asset		**–**	–	(7)	
Taxation on revaluation of available-for-sale financial asset		**–**	–	3	
Translation of foreign operations (refer to note 24)		**(489)**	237	743	
Total comprehensive (loss)/income		**(496)**	528	1 437	
Attributable to:					
Shareholders of PPC Ltd		**(295)**	520	1 377	
Non-controlling interests		**(201)**	8	60	
EARNINGS PER SHARE (CENTS)[(b)]	6				
Basic		**8**	54	117	(93)
Diluted		**8**	53	115	(93)

* Refer note 1.

(a) Comprises BBBEE and Zimbabwe indigenisation IFRS 2 charges.

(b) Following the successful rights issue by the company during September 2016, the prior reporting periods' weighted average number of shares have been adjusted in accordance with IAS 33 *Earnings per Share* and accordingly earnings per share has been restated.

AUDITED SUMMARISED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

at 31 March 2017

	Notes	31 March 2017 Audited Rm	31 March 2016 Audited Rm
ASSETS			
Non-current assets		**14 192**	13 579
Property, plant and equipment	7	**12 531**	11 716
Goodwill	8	**237**	255
Other intangible assets	9	**677**	766
Equity-accounted investments		**225**	200
Other non-current assets	10	**380**	590
Deferred taxation assets	16	**142**	52
Non-current assets held for sale	11	**38**	42
Current assets		**3 805**	2 768
Inventories		**1 163**	1 121
Trade and other receivables	12	**1 652**	1 187
Cash and cash equivalents	13	**990**	460
Total assets		**18 035**	16 389
EQUITY AND LIABILITIES			
Capital and reserves			
Stated capital	14	**3 919**	(1 113)
Other reserves		**1 464**	1 558
Retained profit		**2 668**	2 583
Equity attributable to shareholders of PPC Ltd		**8 051**	3 028
Non-controlling interests		**334**	535
Total equity		**8 385**	3 563
Non-current liabilities		**5 626**	6 729
Provisions	15	**545**	408
Deferred taxation liabilities	16	**1 073**	1 178
Long-term borrowings	17	**3 555**	4 614
Other non-current liabilities	18	**453**	529
Current liabilities		**4 024**	6 097
Short-term borrowings	17	**2 181**	4 557
Trade and other payables	19	**1 843**	1 540
Total equity and liabilities		**18 035**	16 389

AUDITED SUMMARISED CONSOLIDATED STATEMENT OF CASH FLOWS

for the twelve months ended 31 March 2017

	Notes	Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Pro forma* Rm
Cash flow from operating activities				
Operating cash flows before movements in working capital		**2 101**	1 137	2 382
Working capital movements		**(230)**	(324)	7
Cash generated from operations		**1 871**	813	2 389
Finance costs paid		**(743)**	(292)	(448)
Investment income received		**21**	8	25
Taxation paid		**(296)**	(195)	(432)
Cash available from operations		**853**	334	1 534
Dividends paid		**(8)**	(185)	(321)
Net cash inflow from operating activities		**845**	149	1 213
Cash flow from investing activities				
Acquisition of additional shares in equity-accounted investment		**–**	(75)	(75)
Acquisition of additional shares in subsidiary		**(18)**	–	(108)
Investments in intangible assets		**(19)**	(12)	(34)
Investments in property, plant and equipment		**(2 058)**	(1 176)	(3 038)
Movements in other investing activities		**–**	4	(5)
Movement in other non-current assets		**–**	(181)	(181)
Proceeds from disposal of property, plant and equipment		**4**	4	9
Proceeds on sale of equity-accounted investment and available-for-sale financial asset		**–**	153	153
Net cash outflow from investing activities		**(2 091)**	(1 283)	(3 279)
Cash flow from financing activities				
Net borrowings (repaid)/raised before repayment of the notes	17	**(1 370)**	1 499	2 663
Proceeds from the issuance of shares following rights issue (net of transaction costs)		**3 722**	–	–
Proceeds from the issuance of shares issued to strategic black partners through the modification of the company's first BBBEE transaction	14	**1 041**	–	–
Proceeds from the sale of nil paid letters by consolidated BBBEE entities		**137**	–	–
Purchase of PPC Ltd shares in terms of the FSP share incentive scheme	14	**(74)**	–	(24)
Repayment of notes	17	**(1 614)**	(650)	(650)
Net cash inflow from financing activities		**1 842**	849	1 989
Net movement in cash and cash equivalents		**596**	(285)	(77)
Cash and cash equivalents at the beginning of the period		**460**	718	464
Cash and cash equivalents acquired on acquisition of 3Q Mahuma Concrete	20	**4**	–	–
Exchange rate movements on opening cash and cash equivalents		**(70)**	27	73
Cash and cash equivalents at the end of the period		**990**	460	460

* Refer note 1.

AUDITED SUMMARISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the twelve months ended 31 March 2017

	Stated capital Rm	Foreign currency translation reserve Rm
Balance at 31 March 2015 (unaudited)	(1 141)	625
Dividends declared	–	–
IFRS 2 charges	–	–
Non-controlling interest recognised following investment in subsidiary	–	–
Put option recognised on non-controlling shareholder investment in PPC Barnet DRC Holdings	–	–
Shares purchased in terms of FSP incentive scheme treated as treasury shares	(24)	–
Total comprehensive income/(loss)	–	409
Transactions with non-controlling shareholders recognised directly in equity	–	–
Transfer to retained profit	–	–
Balance at 30 September 2015 (audited)	(1 165)	1 034
Dividends declared	–	–
IFRS 2 charges	–	–
Issuance of shares to fund an additional investment in Safika Cement	26	–
Total comprehensive income/(loss)	–	211
Transactions with non-controlling shareholders recognised directly in equity	–	–
Vesting of FSP incentive scheme awards	26	–
Balance at 31 March 2016 (audited)	**(1 113)**	**1 245**
Acquisition of 3Q settled via the issue of shares (refer note 20)	**135**	**–**
Dividends declared	**–**	**–**
IFRS 2 charges	**–**	**–**
Increase in stated capital from issuance of shares following rights issue (net of transaction costs)	**3 805**	**–**
Proceeds from sale of nil paid letters by consolidated BBBEE entities	**–**	**–**
Sale of shares, treated as treasury shares, by consolidated BBBEE entity	**37**	**–**
Shares issued to strategic black partners through the modification of the company's first BBBEE transaction[(a)]	**1 041**	**–**
Shares purchased in terms of FSP incentive scheme treated as treasury shares	**(74)**	**–**
Total comprehensive (loss)/income	**–**	**(354)**
Vesting of shares held by certain BBBEE 1 entities	**88**	**–**
Balance at 31 March 2017 (audited)	**3 919**	**891**

[(a)] In 2008 PPC announced its first broad based black economic transaction for a period of eight years, which resulted in an effective BBBEE ownership of 15,29%. In terms of the transaction agreements, the 48 557 982 PPC shares held by the strategic black partners (including community service groups) (SBPs and CSGs) were repurchased by PPC at R0,10 per share and the SBPs and CSGs were required to subscribe for new PPC shares at R66.84 per share, subject to their funding position. The SBPs and CSGs subscribed for 15 571 174 new PPC ordinary shares in December 2016.

Other reserves						
Available-for-sale financial asset Rm	**Hedging reserve Rm**	**Equity compensation reserve Rm**	**Retained profit Rm**	**Equity attributable to shareholders of PPC Ltd Rm**	**Non-controlling interests Rm**	**Total equity Rm**
84	–	232	2 123	1 923	757	2 680
–	–	–	(129)	(129)	(7)	(136)
–	–	23	–	23	–	23
–	–	–	–	–	134	134
–	–	–	–	–	(422)	(422)
–	–	–	–	(24)	–	(24)
(3)	27	–	424	857	52	909
–	–	–	(7)	(7)	7	–
–	–	5	(5)	–	–	–
81	27	260	2 406	2 643	521	3 164
–	–	–	(185)	(185)	–	(185)
–	–	31	–	31	–	31
–	–	–	–	26	–	26
(67)	7	–	369	520	8	528
–	–	–	(7)	(7)	6	(1)
–	–	(26)	–	–	–	–
14	**34**	**265**	**2 583**	**3 028**	**535**	**3 563**
–	**–**	**–**	**–**	**135**	**–**	**135**
–	**–**	**–**	**(8)**	**(8)**	**–**	**(8)**
–	**–**	**245**	**–**	**245**	**–**	**245**
–	**–**	**–**	**–**	**3 805**	**–**	**3 805**
–	**–**	**137**	**–**	**137**	**–**	**137**
–	**–**	**–**	**–**	**37**	**–**	**37**
–	**–**	**–**	**–**	**1 041**	**–**	**1 041**
–	**–**	**–**	**–**	**(74)**	**–**	**(74)**
–	**(34)**	**–**	**93**	**(295)**	**(201)**	**(496)**
–	**–**	**(88)**	**–**	**–**	**–**	**–**
14	**–**	**559**	**2 668**	**8 051**	**334**	**8 385**

SEGMENTAL INFORMATION

for the twelve months ended 31 March 2017

The group discloses its operating segments according to the business units which are reviewed by the group executive committee. The key segments are southern Africa cement, rest of Africa cement, lime, aggregates and readymix and group shared services. The reporting segments have been reconsidered during the current reporting period and have been

	Consolidated		Cement – Southern Africa[a]	
	31 March 2017 Audited Rm	31 March 2016 Unaudited[d] Rm	**31 March 2017 Audited Rm**	31 March 2016 Unaudited[d] Rm
Revenue				
Gross revenue	**9 878**	9 424	**5 712**	5 659
Inter-segment revenue[e]	**(237)**	(237)	**–**	–
Total revenue	**9 641**	9 187	**5 712**	5 659
Operating profit before items listed below	**1 233**	1 630	**861**	1 138
Empowerment transactions IFRS 2 charges	**206**	36	**16**	1
Operating profit [f]	**1 027**	1 594	**845**	1 137
Fair value (loss)/gain on foreign currency monetary items	**(124)**	3	**(5)**	10
Finance costs	**741**	572	**214**	25
Investment income	**27**	29	**11**	8
Profit before equity-accounted earnings	**189**	1 054	**637**	1 130
Earnings from equity-accounted investments	**1**	(13)	**–**	–
Impairments and profit on sale of non-core assets	**(10)**	74	**–**	–
Profit before taxation	**180**	1 115	**637**	1 130
Taxation	**153**	384	**192**	318
Profit/(loss) for the year	**27**	731	**445**	812
Depreciation and amortisation	**832**	755	**374**	386
EBITDA[g]	**2 065**	2 385	**1 235**	1 524
EBITDA margin (%)	**21,4**	26,0	**21,6**	26,9
Assets				
Non-current assets	**14 192**	13 579	**4 184**	3 506
Non-current assets held for sale	**38**	42	**–**	–
Current assets	**3 805**	2 768	**1 468**	1 484
Total assets	**18 035**	16 389	**5 652**	4 990
Investments in property, plant and equipment	**2 234**	3 378	**939**	689
Liabilities				
Non-current liabilities	**5 626**	6 729	**2 007**	1 310
Current liabilities	**4 024**	6 097	**792**	510
Total liabilities	**9 650**	12 826	**2 799**	1 820
Capital commitments (refer note 21)	**1 071**	3 283	**716**	1 409

[a] Southern Africa comprises South Africa and Botswana.
[b] Rest of Africa comprises Zimbabwe, Rwanda, DRC and Mozambique.
[c] Shared services and other comprises group, PPC Ltd, shared services, BEE and group eliminations.
[d] Refer note 1, change in financial year-end.
[e] All sales are concluded at an arm's length.
[f] The recent implementation of the internal restructure of the group has resulted in some incomparable intercompany operating charges, which will be refined in the subsequent year as the restructuring matures. These have been adjusted for between the differing segments. There has been no impact on consolidated operating profit, as presented above.
[g] EBITDA is defined as operating profit before empowerment transactions IFRS 2 charges and depreciation and amortisation.

No individual customer comprises more than 10% of group revenue.

Key considerations pertaining to the significant individual geographies within the rest of Africa cement segment

Zimbabwe

Market consensus expects the economy to contract by 1,7% in 2017 before expanding by 0,5% in 2018. As a significant portion of the Zimbabwe economy is driven by tobacco, stronger tobacco harvests will see the start of a recovery in 2017. The country's fiscus will however remain under intense pressure as recessionary conditions constrain revenues. Predominant use of the strong US dollar is expected to continue affecting export competitiveness and remittances, while stimulating appetite for imports. The deteriorating economic environment and resultant liquidity issues have resulted in challenges amended from that shown in the prior period following the internal restructuring process that took place during April 2016. The prior period comparisons have been amended from that previously reported.

Cement		Materials business					
Rest of Africa(b)		Lime		Aggregates and readymix		Group services and other(c)	
31 March 2017 Audited Rm	31 March 2016 Unaudited(d) Rm	31 March 2017 Audited Rm	31 March 2016 Unaudited(d) Rm	31 March 2017 Audited Rm	31 March 2016 Unaudited(d) Rm	31 March 2017 Audited Rm	31 March 2016 Unaudited(d) Rm
2 118	1 946	**818**	817	**1 230**	1 002	**–**	–
–	–	**–**	–	**–**	–	**(237)**	(237)
2 118	1 946	**818**	817	**1 230**	1 002	**(237)**	(237)
347	318	**119**	152	**74**	122	**(168)**	(100)
2	2	**2**	–	**1**	–	**185**	33
345	316	**117**	152	**73**	122	**(353)**	(133)
(153)	(29)	**–**	–	**(1)**	(15)	**35**	37
168	194	**4**	3	**3**	2	**352**	348
6	7	**1**	1	**1**	1	**8**	12
30	100	**114**	150	**70**	106	**(662)**	(432)
–	–	**–**	–	**–**	–	**1**	(13)
(10)	(34)	**–**	–	**–**	–	**–**	108
20	66	**114**	150	**70**	106	**(661)**	(337)
21	55	**29**	41	**6**	36	**(96)**	(66)
(1)	11	**85**	109	**64**	70	**(565)**	(271)
298	222	**46**	44	**77**	65	**37**	38
645	540	**165**	196	**151**	187	**(131)**	(62)
30,5	27,7	**20,2**	24,0	**12,3**	18,7	**–**	–
8 113	8 298	**319**	415	**726**	680	**850**	680
38	42	**–**	–	**–**	–	**–**	–
1 334	1 116	**210**	187	**315**	237	**478**	(256)
9 485	9 456	**529**	602	**1 041**	917	**1 328**	424
1 181	2 452	**26**	70	**57**	64	**31**	103
5 916	5 713	**117**	103	**215**	237	**(2 629)**	(634)
1 382	945	**86**	90	**176**	125	**1 588**	4 427
7 298	6 658	**203**	193	**391**	362	**(1 041)**	3 793
310	1 730	**9**	5	**9**	59	**27**	80

being faced with processing of foreign payments by the banks in Zimbabwe. During the year, both volume and selling price declines were experienced.

Rwanda

According to the Africa Development Bank Group, Rwandan GDP growth for 2017 is expected to average 7,2% and recover strongly in 2018 and beyond. Cement growth is expected to follow a similar trend. The gradual ramp-up of operations and optimisation will continue and the PPC plant should reach full capacity in the next two years, benefiting from its location to supply cement to Rwanda, eastern DRC and Burundi. Aligned with the government's national development plans and a growing middle class, cement demand is expected to grow steadily over the medium term. The percentage of the population living in urban settlements is expected to rise from 17% at present to 35% by 2020. This bodes well for cement demand in the country.

DRC

After four years at 7,9% pa GDP growth, this index has since declined to 6,9% in 2015 and is estimated at 2,8% and 4,1% for 2016 and 2017 respectively. This has significantly affected government spending. The exchange rate is deteriorating rapidly against the US dollar and CPI is forecast at 33,5% for 2017. Political agreement was reached between major parties in December 2016 but has not been implemented against the agreed timeframe. If the political environment stabilises, in conjunction with a recovery in commodity prices, and the local economy improves, cement demand should increase.

NOTES TO THE AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

The audited summarised consolidated financial statements are prepared in accordance with IAS 34 *Interim Financial Reporting* and the provisions of the Companies Act applicable to the financial statements. The accounting policies applied in the preparation of the summarised consolidated interim financial statements were derived in terms of International Financial Reporting Standards (IFRS) and are consistent with those accounting policies applied in the preparation of the previous consolidated financial statements. These audited summarised consolidated financial statements do not include all the information required for the full annual financial statements and should be read in conjunction with the consolidated annual financial statements as at and for the twelve months ended 31 March 2017.

These audited summarised consolidated financial statements have been prepared under the supervision of MMT Ramano CA(SA), chief financial officer, and were approved by the board of directors on 6 June 2017.

The accounting policies and methods of computation used are consistent with those used in the preparation of the consolidated financial statements for the period ended 31 March 2016, except for the revised accounting standards and interpretations that became effective during the current year, and which did not have a material impact on the reported results. No amendments or interpretations were adopted during the current year.

A copy of the financial information from which these audited summarised consolidated financial statements were derived can be found on the company's website, www.ppc.co.za.

Change in financial year-end

In the prior year, PPC Ltd changed its financial year-end from September to March. The first year-end to March 2016 was only for a six-month period, while the second March year-end, being the 2017 financial year, is for a twelve-month period. As the comparable period results related to a six-month period following the financial year-end change, for ease of comparison, pro forma financial information reflecting the calculation of the twelve-month financial information to March 2016 was released on SENS on 9 March 2017 and included in these results.

The pro forma financial information included within the SENS and subject to a reporting accountant's report only included the statements of financial position, comprehensive income and cash flows together with earnings per share. The composition of the statement of comprehensive income assertions and roll forward of statement of financial position items included within the notes have therefore not been audited or reviewed.

Going concern

In determining the appropriate basis of preparation of the financial statements, the directors are required to consider whether the group and company can continue in operational existence for the foreseeable future.

PPC embarked upon an expansion strategy in 2010 to extract value from high-growth economies by expanding its footprint into the rest of Africa. The result of this expansion strategy is an expected increase in gross production capacity of approximately three million tonnes per annum giving the group a solid foundation for further growth. Given the long lead time required to develop greenfield operations, the group has drawn down on pre-arranged project finance debt (refer note 14) without an immediate concomitant increase in earnings and resultant cash flow. During the same period of the company's expansion on the continent, external factors beyond the group's control have seen a slowing global economy and significant decline in oil and commodity prices, which have culminated in downward pressures on selling prices in the regions in which the group operates. In addition, South Africa, which is currently the major contributor to the group's earnings, has seen intensified competition in terms of new entrants and imports into the country despite the economic slowdown, resulting in overcapacity in the market.

The board and executive management continue to monitor and develop business plans and liquidity models in order to effectively deal with the effects of a continuation of the current low selling price environment and slowing economic growth. During the current reporting period, the group successfully completed a R4 billion rights offer that was 5.8 times oversubscribed. The proceeds of the rights offer were used to reduce local debt and will also assist in funding future operational requirements. In December 2016 the company received R1,1 billion as its 2008 BBBEE transaction matured and the strategic partners subscribed for shares in the company, further strengthening the capital structure. Total borrowings of the group are R5 736 million in comparison to the R9 171 million at March 2016 and R5 914 million at September 2016. At the end of March 2017, the group's debt to EBITDA was 2,8 times (March 2016: 3,8 times), a marked improvement.

At year-end, current liabilities exceed current assets by R219 million mainly due to the short-term portion of R1 565 million of long-term borrowings being classified under current liabilities. In June 2017, the group successfully refinanced the R1 565 million debt until June 2018. The directors have complied with the requirements of IAS 1 paragraph 27 in considering the classification of the funding. With the signing of the refinance agreements on 2 June we have successfully refinanced and lengthened the term of the R1,56 billion funds originally due on 30 September 2017 to 30 June 2018 and thus subsequent to the year-end, the funding has become non-current. The revised profile of the group's statement of financial position is presented below, showing a stronger current assets to current liabilities ratio. Post the refinancing, current assets will exceed current liabilities by R1 346 million. Refer to note 17 and 23 for further details on the extension.

Based on the expectation that the group's current trading position and forecasts will be met and taking current and future banking facilities into consideration, the directors believe that the group will be able to comply with its financial covenants and be able to meet its obligations as they fall due, and accordingly have concluded that it is appropriate to prepare the financial statements on a going concern basis.

Restatement of segmental information

In compiling the results for the current year, certain prior year numbers have been restated.

Following the internal restructure effective 1 April 2016, the group's segments have been amended to align to the current reporting structures and information presented to the group executive committee. Further details can be found in the segmental information section in this report.

Auditor's opinion

These summarised consolidated financial statements for the year ended 31 March 2017 have been audited by Deloitte & Touche, who expressed an unmodified opinion thereon. The auditors also expressed an unmodified opinion on the financial statements from which these summarised consolidated financial statements were derived. A copy of the auditor's reports on the summarised consolidated financial statements and financial statements are available for inspection at the company's registered office. The auditor's report does not necessarily report on all of the information contained in this announcement. Shareholders are therefore advised, that in order to obtain a full understanding of the nature of the auditor's engagement, they should obtain a copy of that report together with the accompanying financial information from the company's registered office. Any reference to future financial information included in this announcement has not been reviewed or reported on by the auditors.

NOTES TO THE AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS continued

		Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Unaudited Rm
2.	**FOREIGN EXCHANGE LOSS/(GAIN) ON FOREIGN CURRENCY MONETARY ITEMS**			
	Loss on ineffective portion of cash flow hedge	**9**	–	–
	Gain on remeasurement of put option liabilities	**–**	(16)	(30)
	(Gain)/loss on unlisted collective investments	**(1)**	–	2
	Net loss on translation of foreign-denominated currency monetary items	**116**	36	25
		124	20	(3)

Included in loss on translation of foreign currency-denominated monetary items, is a loss of R112 million relating to the remeasurement of the non-current VAT receivable in the DRC following recent devaluations of the Congolese franc against the US dollar. Further, a remeasurement loss of R53 million has been recorded against the US dollar denominated project funding in Rwanda. Offsetting these losses are gains made on open forward exchange contracts held for capital purchases and working capital requirements.

Details on foreign exchange rates can be found in note 24.

3.	**FINANCE COSTS**			
	Bank and other short-term borrowings[(a)]	**474**	49	75
	Notes	**80**	98	192
	Long-term loans	**345**	229	421
		899	376	688
	Capitalised to plant and equipment	**(241)**	(119)	(276)
	Finance costs before BBBEE transaction and time value of money adjustments	**658**	257	412
	BBBEE transaction	**37**	41	104
	Dividends on redeemable preference shares	**17**	19	39
	Long-term borrowings	**20**	22	65
	Time value of money adjustments on rehabilitation and decommissioning provisions and put option liabilities	**46**	32	56
		741	330	572
	Southern Africa	**573**	258	378
	Rest of Africa	**168**	72	194

(a) Includes liquidity and guarantee facility raising fees of R128 million in the current year which have been fully amortised to finance costs.

The total finance costs excluding time value of money adjustments, relate to borrowings held at amortised cost. For details of borrowings refer note 17.

		Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Unaudited Rm
4.	**IMPAIRMENTS**			
	Impairment of financial asset	**–**	–	(2)
	Impairment of loans advanced	**–**	(1)	(2)
	Impairment of property, plant and equipment	**(10)**	(4)	(39)
	Gross impairments and other exceptional adjustments	**(10)**	(5)	(43)
	Taxation impact	**3**	–	12
	Net impairments and other exceptional adjustments	**(7)**	(5)	(31)

Impairment of property, plant and equipment

– In the current year, CIMERWA recognised an impairment of R10 million relating to machinery that will no longer be utilised in the bagging and packing process.

– In the prior year Zimbabwe recognised an impairment of R27 million relating to a limestone quarry due to uncertainty of future prospects.

– An impairment of R7 million relating to the old plant at CIMERWA that would not be used post-commissioning of the new plant was recorded in the period ended March 2016.

– Other minor impairments to property, plant and equipment of R5 million were processed in March 2016.

		Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Unaudited Rm
5.	**TAXATION**			
	The taxation charge comprises:			
	Current taxation	**284**	74	290
	Current year	**271**	67	317
	Prior years	**13**	(14)	(48)
	Capital gains taxation	**–**	21	21
	Deferred taxation	**(154)**	61	71
	Current year	**(177)**	61	41
	Prior years	**23**	–	30
	Withholding taxation on dividends	**23**	21	23
		153	156	384

NOTES TO THE AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS continued

	Twelve months ended 31 March 2017 Audited %	Six months ended 31 March 2016 Audited %	Twelve months ended 31 March 2016 Unaudited %
5. TAXATION continued			
Taxation rate reconciliation			
A reconciliation of the standard South African normal taxation rate is shown below:			
Profit before taxation (excluding earnings from equity-accounted investments)	**85**	31	31
Prior years' taxation impact	**(20)**	3	(1)
Profit before taxation, including prior years' taxation adjustments	**65**	34	30
Adjustment due to the inclusion of dividend income	**–**	–	1
Effective rate of taxation	**65**	34	31
Income taxation effect of:	**(37)**	(6)	(3)
Disallowable charges, forex revaluations, permanent differences and impairments	**(10)**	(2)	(4)
Empowerment transactions and IFRS 2 charges not taxation deductible	**(32)**	(1)	–
Finance costs on BBBEE transaction not taxation deductible	**(9)**	(2)	–
Foreign taxation rate differential	**12**	1	2
Capital gains differential on sale of non-core assets	**–**	2	2
Recognition of deferred taxation on assessed losses not previously recorded	**15**	–	–
Withholding taxation	**(13)**	(4)	(3)
South African normal taxation rate	**28**	28	28

	Twelve months ended 31 March 2017 Audited Cents	Six months ended 31 March 2016 Audited Cents	Twelve months ended 31 March 2016 Unaudited Cents[a]
6. EARNINGS AND HEADLINE EARNINGS			
Earnings per share			
Basic	**8**	54	117
Diluted	**8**	53	115
Basic (normalised)[b]	**47**	43	111
Diluted (normalised)[b]	**47**	42	109
Headline earnings per share			
Basic	**7**	41	107
Diluted	**7**	41	105
Basic (normalised)[b]	**47**	43	110
Diluted (normalised)[b]	**46**	42	109
Determination of headline earnings per share			
Earnings per share	**8**	54	117
Adjusted for:			
Proceeds from insurance claim	**(1)**		–
Impairments and profit on sale of non-core assets	**–**	(17)	(11)
Taxation impact	**–**	4	1
Headline earnings per share	**7**	41	107
	Rm	Rm	Rm
Headline earnings			
Profit for the year	**27**	351	731
Impairments and profit on sale of non-core assets	**10**	(112)	(75)
Taxation on impairments and profit on sale of non-core assets	**(3)**	24	11
Loss on sale of property, plant and equipment	**10**	–	–
Taxation on loss sale of property, plant and equipment	**(3)**	–	–
Proceeds from insurance claim	**(27)**	–	–
Taxation on proceeds from insurance	**8**	–	–
Headline earnings	**22**	263	667

NOTES TO THE AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS continued

	Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Unaudited Rm[a]
6. EARNINGS AND HEADLINE EARNINGS continued			
Attributable to:			
Shareholders of PPC Ltd	**85**	281	724
Non-controlling interests	**(63)**	(18)	(57)
Normalised earnings			
Profit for the year	**27**	351	731
Normalisation adjustments[b]	**473**	(75)	(40)
Normalised profit for the year	**500**	276	691
Attributable to:			
Shareholders of PPC Ltd	**527**	294	748
Non-controlling interests	**(27)**	(18)	(57)
	Cents	Cents	Cents
Net asset book value per share	**533**	573	573
Cash earnings per share[c]	**75**	49	291
Cash conversion ratio[d]	**0,9**	0,7	1,0

[a]Following the successful four billion (one billion shares) rights issue by the company during September 2016, the prior reporting period weighted average number of shares have been adjusted by a factor of 1,29 times in accordance with IAS 33 *Earnings per Share* and accordingly the earnings per share has been restated.

[b]**Normalisation adjustments comprise:**			
Empowerment transactions IFRS 2 charges	**206**	18	36
Foreign exchange loss on the DRC VAT receivable (refer note 10)	**112**	–	–
Impairments (refer note 4)	**10**	4	41
Liquidity and guarantee facility raising fees and related costs (refer note 3)	**163**	–	–
Loss on sale of property, plant and equipment	**10**	–	–
Prior period taxation adjustments	**36**	(14)	(18)
Proceeds from insurance claim	**(27)**	–	–
Profit on sale of non-core assets	**–**	(117)	(117)
Restructuring costs	**9**	14	14
Taxation impact (excluding prior period taxation adjustments)	**(46)**	19	4
	473	(76)	(40)
Normalised earnings	**485**	(76)	(40)

[c]Cash earnings per share is calculated using cash available from operations divided by the total weighted average number of shares in issue for the year. Following the successful rights issue during September 2016, the prior reporting periods' weighted average number of shares have been adjusted in accordance with IAS 33 (Earnings Per Share) and accordingly the cash earnings per share has been restated.

[d]Cash conversion ratio is calculated using cash generated from operations divided by EBITDA as defined in segmental information.

The difference between earnings and diluted earnings per share relates to shares held under the forfeitable share incentive scheme that have not vested.

For the weighted average number of shares used in the calculation, refer note 14.

		Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Unaudited Rm
7.	**PROPERTY, PLANT AND EQUIPMENT**			
	Net carrying value at the beginning of the year	**11 716**	10 648	8 009
	Acquisition of subsidiary company (refer note 20)	**98**	–	–
	Additions	**2 236**	1 122	3 395
	Depreciation	**(740)**	(348)	(667)
	Other movements	**84**	(2)	(18)
	Impairments (refer note 4)	**(10)**	(4)	(39)
	Transfer to non-current assets held for sale	**–**	–	(40)
	Translation differences	**(853)**	300	1 076
	Net carrying value at the end of the year	**12 531**	11 716	11 716
	Comprising:			
	Freehold and leasehold land, buildings and mineral rights	**742**	800	800
	Decommissioning assets	**164**	79	79
	Plant, vehicles, furniture and equipment	**11 624**	10 836	10 836
	Capitalised leased plant	**1**	1	1
		12 531	11 716	11 716
	Assets pledged as security:			
	DRC	**3 269**	2 754	2 754
	Rwanda	**2 072**	2 140	2 140
	Zimbabwe	**1 963**	1 959	1 959
		7 304	6 853	6 853
	Included in plant, vehicles, furniture and equipment are vehicles with a carrying value of R11 million that have been used as security for finance lease obligations of R5 million that were consolidated into the financial statements with the acquisition of 3Q Mahuma Concrete (refer note 20).			
	Capital work in progress included in plant, vehicles, furniture and equipment:			
	DRC	**3 322**	2 822	2 822
	Rwanda	**12**	6	6
	Zimbabwe	**13**	817	817
	Slurry	**1 111**	349	349
	Other	**26**	323	323
		4 484	4 317	4 317

For details on capital commitments, refer note 21.

NOTES TO THE AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS continued

7. PROPERTY, PLANT AND EQUIPMENT continued

Impairment assessments

DRC

PPC, in partnership with the Barnet Group and International Finance Corporation (IFC), are constructing a 1,2mtpa integrated cement plant for approximately US$300 million (previously US$280 million) in DRC. The plant is near Kimpese in Kongo Central province in western DRC, 230km south-west of the capital Kinshasa.

The DRC market is facing uncertainty driven by political instability imports from Angola impacting on cement demand and subdued selling prices. In addition, the competitive landscape has become challenging due to imports and new capacity in the market. These factors have necessitated an impairment assessment of the company's investment in the DRC operations. Management has therefore performed an impairment assessment based on fair value less costs of disposal. This has been determined as the most accurate current approach to determine a fair value as management believe the information relating to the costs capitalised to the plant are accurate and should provide a reasonable assessment of the current fair value. The plant is new thus management believes that the fair value approximated by the original costs for construction of the plant, which at year-end amounted to R3,4 billion (2016: R2,3 billion). Management has no intention to dispose of the asset and hence the cost of disposal are estimated as negligible and in their view will not materially change their estimated fair value. As a result, management believes there is no impairment charge in relation to property, plant and equipment at the reporting date.

The plant produced its first cement in April 2017 from imported clinker. The first clinker firing was in April 2017 and the plant should be able to produce its own finished cement around June 2017. The plant Performance Acceptance Certificate (PAC) is planned to be signed by PPC Barnet and Sinoma (EPC contractor) upon meeting certain technical requirements. At the next reporting date, management will perform an evaluation of impairment indicators and if impairment indicators do exist, a full impairment assessment will be performed at 30 September 2017.

Rwanda

The new 600tpa plant was commissioned during September 2015. Targeted performance levels have not been achieved after commissioning of the new plant as originally anticipated and this below budget performance has prompted management to carry out an impairment assessment.

In performing the impairment review, a value-in-use methodology was applied. Cash flow projections were based on financial forecasts approved by management applying a 15% in-country discount rate. The cash flow projections during the forecast period are based on similar pricing and margins to those currently being achieved by the business. The values used reflect past experiences while the economic growth rates of approximately 7,5% per annum are management's best estimates that have been prepared using leading financial institutions' forecasts.

Following the impairment assessment review, the recoverable amount of CIMERWA was calculated to be higher than its carrying amount resulting in no impairment. The valuation achieved reflects headroom of 3% against the current net asset value of CIMERWA. Management will continue to monitor the position.

Zimbabwe

As a result of the current economic environment and liquidity challenges being experienced in Zimbabwe, an impairment assessment was undertaken.

In performing the impairment review, a value-in-use methodology was applied. Cash flow projections were based on financial forecasts approved by management applying a 13% US dollar discount rate. The cash flow projections during the forecast period are based on similar pricing and margins to those currently being achieved by the business. The values used reflect past experiences while the economic growth rates of approximately 1% per annum are management's best estimates that have been prepared using leading financial institutions' forecasts.

Following the impairment assessment review, the recoverable amount of PPC Zimbabwe was calculated to be higher than its carrying amount resulting in no impairment. The valuation achieved reflects a 10% headroom against the current net asset value of PPC Zimbabwe. Management will continue to monitor the implications of foreign currency shortages over the next few months and the potential implications on the business forecast.

		Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Unaudited Rm
8. GOODWILL				
Net carrying value at the beginning of the year		**255**	254	249
Translation differences		**(18)**	1	6
Net carrying value at the end of the year		**237**	255	255
Goodwill, net of impairments, is allocated to the following cash-generating units:				
CIMERWA Limited	(Rest of Africa cement segment)	**32**	50	50
Safika Cement Holdings (Pty) Ltd	(Southern Africa cement segment)	**78**	78	78
Pronto Holdings (Pty) Ltd	(Aggregates and readymix segment)	**127**	127	127
		237	255	255
9. OTHER INTANGIBLE ASSETS				
Balance at the beginning of the year		**766**	772	774
Acquisition of subsidiary company (refer note 20)		**10**	–	–
Additions		**19**	12	34
Amortisation		**(92)**	(45)	(86)
Transfers and other movements		**–**	–	3
Translation differences		**(26)**	27	41
		677	766	766
Comprising:				
Right of use of mineral assets		**203**	214	214
ERP development and other software		**126**	140	140
Brand and trademarks and customer relationships		**348**	412	412
		677	766	766

NOTES TO THE AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS continued

		Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Audited Rm
10.	**OTHER NON-CURRENT ASSETS**			
	Unlisted collective investment[a]	**124**	119	119
	Derivative asset	**–**	2	2
	VAT receivable[b]	**210**	319	319
		334	440	440
	Advance payments for plant and equipment[c]	**38**	142	142
	Investment in government bonds[d]	**8**	8	8
		380	590	590

(a)Comprises an investment by the PPC Environmental Trust in local unit trusts. These investments are held to fund PPC's South African environmental obligations.

(b)The VAT receivable has been classified as non-current, in line with last year. Management has however received a letter from the DRC Finance Department which indicates that the VAT needs to be paid to PPC Barnet DRC on condition that the money is utilised for local suppliers and local salaries. The letter does not however state when the payments will be made. As a result of the uncertainty of when the instalments will commence, the receivable has not been reclassified as current but will be assessed in September 2017.

(c)In terms of the construction agreements with the suppliers of the new cement plants in DRC and Zimbabwe, a portion of the full contract price is required to be paid in advance of the plant construction. The advance payments will be recycled to property, plant and equipment as the plants are constructed, and are secured by advance payment bonds.

(d)Represents government of Zimbabwe treasury bills carried at fair value.

11.	**NON-CURRENT ASSETS HELD FOR SALE**			
	Property, plant and equipment[a]	**38**	42	42

(a)In September 2015, the PPC Zimbabwe board approved the disposal of houses at its Colleen Bawn and Bulawayo factories which was anticipated to be finalised in 12 months. The disposal is now anticipated to be completed by the second quarter of the 2018 financial year. No impairment loss was recognised on the initial reclassification as management concluded that the fair value (estimated based on market prices of similar properties) less costs to sell was higher than the current carrying amount. PPC Zimbabwe is included under the cement rest of Africa segment in the segmental analysis. The underlying assets are US dollar denominated and the year on year reduction follows the strengthening of the rand against the US dollar.

		Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Audited Rm
12.	**TRADE AND OTHER RECEIVABLES**			
	Trade receivables	**1 041**	982	982
	Allowance for doubtful debts	**(46)**	(77)	(77)
	Net trade receivables	**995**	905	905
	Mark to market cash flow hedge	**–**	48	48
	Mark to market fair value hedge	**27**	28	28
	Proceeds due from the rights offer shares listed on the Zimbabwe Stock Exchange[(a)]	**86**	–	–
	Proceeds due from the sale of shares	**37**	–	–
	Other financial receivables	**179**	111	111
	Trade and other financial receivables	**1 324**	1 092	1 092
	Prepayments	**105**	65	65
	VAT receivable	**99**	–	–
	Taxation receivable	**124**	30	30
		1 652	1 187	1 187
	Refer note 22 for fair value of trade and other receivables.			
	Net trade receivables comprise	**995**	905	905
	Trade receivables that are neither past due nor impaired	**816**	712	712
	Trade receivables that would otherwise be impaired whose terms have been renegotiated	**2**	6	6
	Trade receivables that are past due but not impaired	**177**	187	187

[(a)] The proceeds from the rights issue on the Zimbabwe Stock Exchange have not been remitted to PPC as at the date of this report.

NOTES TO THE AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS continued

		Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Audited Rm
13.	**CASH AND CASH EQUIVALENTS**	**990**	460	460
	Currency analysis:			
	Botswana pula	**32**	19	19
	Mozambican metical	**10**	17	17
	Rwandan franc	**54**	126	126
	South African rand	**422**	47	47
	United States dollar	**472**	251	251
		990	460	460
	Amounts denominated in foreign currencies have been translated at ruling exchange rates at year-end (refer note 24).			
	Cash restricted for use relating to:			
	PPC Environmental Trust	**8**	6	6
	Consolidated BBBEE entities	**–**	1	1
	CIMERWA project finance	**–**	247	247
	Zimbabwe[(a)]	**289**	–	–
		297	254	254

(a)Due to the current liquidity constraints in Zimbabwe, the ability to remit funds beyond the country has become more difficult and as a result the full amount of cash within Zimbabwe has been reflected as restricted cash. Also included in the PPC Zimbabwe cash and cash equivalents are bond notes. Bond notes are debt instruments which have been disclosed under cash and cash equivalents since it meets the definition of cash and cash equivalents and is pegged at 1:1 with the US dollar.

Cash and cash equivalents include cash on hand and cash on deposit, net of outstanding bank overdrafts, where there is a right of set-off.

	Twelve months ended 31 March 2017 Audited Shares (000)	Six months ended 31 March 2016 Audited Shares (000)	Twelve months ended 31 March 2016 Audited Shares (000)
14. STATED CAPITAL			
Authorised shares			
Ordinary shares	**10 000 000 000**	700 000 000	700 000 000
Preference shares	**20 000 000**	20 000 000	20 000 000
Number of ordinary shares and weighted average number of shares			
Total shares in issue at the beginning of the year	**607 181**	605 380	605 380
Shares issued to non-controlling shareholders in Safika Cement on exercise of put option	**–**	1 801	1 801
Shares issued for the acquisition of 3Q (refer note 20)	**17 566**	–	–
Shares issued in terms of the rights issue	**1 000 000**	–	–
Shares issued to the SBPs and CSGs following the maturity of the company's first BBBEE transaction	**15 571**	–	–
Shares issued to strategic black partners through the modification of the company's first BBBEE transaction	**(48 558)**	–	–
Total shares in issue before adjustments for treasury shares	**1 591 760**	607 181	607 181
Shares issued in terms of the second BBBEE transaction treated as treasury shares	**(37 382)**	(37 382)	(37 382)
Shares held by consolidated BBBEE trusts and trust funding SPVs treated as treasury shares	**(28 929)**	(34 477)	(34 477)
Shares held by consolidated Porthold Trust (Private) Limited treated as treasury shares	**(1 285)**	(1 285)	(1 285)
Shares purchased in terms of the FSP share incentive scheme treated as treasury shares	**(14 013)**	(5 563)	(5 563)
Total shares in issue (net of treasury shares)	**1 510 151**	528 474	528 474
Weighted average number of shares, used for:			
Earnings and headline earnings per share	**1 137 338**	680 086	680 086
Dilutive earnings and headline earnings per share	**1 148 753**	690 377	690 377
Cash earnings per share	**1 137 338**	680 086	680 086

During September 2016 PPC concluded an oversubscribed rights issue. The weighted average number of shares used for calculating earnings and headline earnings per share, dilutive earnings and headline earnings per share and cash earnings per share for the prior reporting periods have been restated and have been adjusted by a factor of 1,29 in accordance with guidance provided in IAS 33 Earnings per share. For the current reporting period, the opening weighted average number of shares and share movements that occurred prior to the rights issue have also been adjusted by the factor of 1,29, while the share movements post the rights issue have not been adjusted by the factor.

Shares are weighted for the period in which they are entitled to participate in the profits of the group.

NOTES TO THE AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS continued

14. STATED CAPITAL continued

Shares held by consolidated participants of the second BBBEE transaction

Shares issued in terms of the second BBBEE transaction which was facilitated by means of a notional vendor funding (NVF) mechanism, with the transaction concluding on 30 September 2019. These shares participate in 20% of the dividends declared by PPC during the NVF period. With the exception of the Bafati Investment Trust, entities participating in this transaction are consolidated into the PPC group in terms of IFRS 10 *Consolidated Financial Statements* during the transaction term.

Shares held by consolidated BBBEE trusts and trust funding SPVs

In terms of IFRS 10 *Consolidated Financial Statements*, certain of the BBBEE trusts and trust funding SPVs from PPC's first BBBEE transaction are consolidated, and as a result, shares owned by these entities are carried as treasury shares on consolidation.

Shares held by consolidated Porthold Trust (Private) Limited

Shares owned by a Zimbabwe employee trust company are treated as treasury shares.

FSP incentive scheme

In terms of the forfeitable share plan (FSP) incentive scheme, 14 013 429 shares (March 2016: 5 563 488 shares) are held in total for participants of this long-term incentive scheme. The shares are treated as treasury shares during the vesting periods of the awards. During the period, no shares (March 2016: 779 152 shares) vested.

In terms of IFRS requirements, 5% (March 2016: 13%) of the total shares in issue are treated as treasury shares following the consolidation of the various BBBEE entities, employee trusts and incentive share schemes.

	Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Unaudited Rm
Stated capital			
Balance at the beginning of the year	**(1 113)**	(1 165)	(1 141)
Acquisition of 3Q Mahuma Concrete, settled via the issue of shares (refer note 20)	**135**	–	–
Increase in stated capital from issuance of shares following rights issue (net of transaction costs)	**3 805**	–	–
Sale of shares, treated as treasury shares, by consolidated BBBEE entity	**37**	–	–
Shares issued to non-controlling interest in Safika on exercise of put option	**–**	26	26
Shares issued to strategic black partners through the modification of the company's first BBBEE transaction	**1 041**	–	–
Shares purchased in terms of FSP incentive scheme treated as treasury shares	**(74)**	–	(24)
Vesting of shares held by certain BBBEE 1 entities	**88**	–	–
Vesting of shares held in terms of the FSP share incentive scheme	**–**	26	26
Balance at the end of the year	**3 919**	(1 113)	(1 113)

		Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Audited Rm
15.	**PROVISIONS**			
	Decommissioning and rehabilitation	**509**	374	374
	Post-retirement healthcare benefits	**36**	34	34
		545	408	408

Group companies are required to restore mining and processing sites at the end of their productive lives to an acceptable condition consistent with local regulations, and in line with group policy. PPC has set up an environmental trust in South Africa to administer the local funding requirements of its decommissioning and rehabilitation obligations. Currently, there are no such regulations in other jurisdictions in which the group operates for the creation of a rehabilitation trust fund; however in the DRC bank guarantees are required. The investments in the trust fund are carried at fair value through profit/loss and amount to R124 million (March 2016: R119 million).

Historically, qualifying employees were granted certain post-retirement healthcare benefits. The obligation for the employer to pay medical aid contributions after retirement is no longer part of the conditions of employment for new employees. A number of pensioners remain entitled to this benefit, the cost of which has been fully provided.

		Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Audited Rm
16.	**DEFERRED TAXATION**			
	Net liability at the end of the year comprises:	**931**	1 126	1 126
	Deferred taxation asset	**142**	52	52
	Deferred taxation liability	**1 073**	1 178	1 178
	Analysis of deferred taxation			
	Property, plant and equipment	**1 416**	1 490	1 490
	Other non-current assets	**120**	164	164
	Current assets	**14**	(2)	(2)
	Non-current liabilities	**(113)**	(89)	(89)
	Current liabilities	**(66)**	(38)	(38)
	Reserves	**(83)**	(37)	(37)
	Taxation losses	**(357)**	(362)	(362)
		931	1 126	1 126

Included in the net deferred taxation balance is a deferred taxation asset of R262 million (March 2016: R362 million) relating to CIMERWA's taxation losses. In terms of local legislation, taxation losses need to be utilised within five years from the initial year of assessment.

This assessment involves significant judgement as it requires management to project available taxable profits over a five-year period. Management have relied on the same projections used in assessing impairment of property, plant and equipment (refer note 2). These projections indicate that the CIMERWA will be in a position to generate sufficient taxable profits to fully utilise the taxation losses. It is noted that the entity has very thin headroom and if projected sales fall below target by 2%, an impairment will be triggered.

NOTES TO THE AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS continued

17. LONG-TERM BORROWINGS

	Terms	Security	Interest rate	Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Audited Rm
Notes[(a)]	Various, refer below	Unsecured	Various, refer below	**131**	1 747	1 747
Long-term loan	Interest is payable biannually with a bullet capital repayment in December 2016	Unsecured	Fixed 10,86%	**–**	1 417	1 417
Long-term loan[(b)]	Interest is payable quarterly with a bullet capital repayment in September 2017	Unsecured	Variable rates at 575 basis points above JIBAR	**1 565**	555	555
Long-term loan	Interest is payable monthly with a bullet capital repayable 18 months after notice period	Unsecured	Variable rates at 125 basis points above JIBAR	**–**	900	900
Project funding				**3 685**	3 372	3 372
Long-term loan	US dollar denominated, repayable in monthly instalments over a 10-year period, starting March 2016	Secured by CIMERWA's property, plant and equipment	Variable at 725 basis points above one-month US dollar LIBOR	**569**	806	806
Long-term loan	Rwanda franc denominated, repayable in monthly instalments over a 10-year period, starting March 2016	Secured by CIMERWA's property, plant and equipment	Fixed rate of 16%	**435**	474	474
Long-term loan	US dollar denominated, interest payable biannually. Biannual repayments in equal instalments over five years starting December 2016	Secured by PPC Zimbabwe's property, plant and equipment	Six-month US dollar LIBOR plus 700 basis points	**638**	550	550
Long-term loan	US dollar denominated, capital and interest payable biannually starting July 2017 ending January 2025	Secured by PPC Barnet DRC's property, plant and equipment	Six-month US dollar LIBOR plus 725 basis points	**2 043**	1 542	1 542

				Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Audited Rm
17. LONG-TERM BORROWINGS continued						
BBBEE transaction[c]				–	844	844
	Terms	**Security**	**Interest rate**			
Preference shares	Dividends payable biannually, annual redemptions ended December 2016	Secured by guarantee from PPC Ltd	Variable rates at 81,4% of prime and fixed rates of 9,24% to 9,37%	–	33	33
Preference shares	Dividends payable biannually with capital redeemable from surplus funds. Compulsory annual redemptions until December 2016	Secured by PPC shares held by the SPVs	Variable rates at 86,9% of prime	–	16	16
Preference shares	Capital and dividends repayable by December 2016, with capital capped at R400 million	Secured by guarantee from PPC Ltd	Variable rates at 78% of prime	–	393	393
Long-term loans	Capital and interest repayable by December 2016, with capital capped at R700 million	Secured by guarantee from PPC Ltd	Variable rates at 285 basis points above JIBAR	–	402	402
Long-term borrowings				**5 381**	8 835	8 835
Less: Short-term portion of long-term borrowings				**(1 826)**	(4 221)	(4 221)
				3 555	4 614	4 614
Add: Short-term borrowings, bank overdrafts and short-term portion of long-term borrowings				**2 181**	4 557	4 557
Total borrowings				**5 736**	9 171	9 171

NOTES TO THE AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS continued

		Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Audited Rm
17. LONG-TERM BORROWINGS continued				
Maturity analysis of total borrowings				
One year		**2 181**	4 557	4 557
Two years		**570**	1 777	1 777
Three years		**669**	394	394
Four years		**568**	393	393
Five and more years		**1 748**	2 050	2 050
		5 736	9 171	9 171
Assets encumbered are as follows:				
Plant and equipment (refer note 7)		**7 304**	6 853	6 853

[(a)] **Notes**

Comprise unsecured notes, issued under the company's R6 billion domestic medium-term note programme, and are recognised net of capitalised transaction costs:

Note number, term and interest rate	Issue date			
PPC 002: five years; three-month JIBAR plus 1,5%	December 2013	**20**	750	750
PPC 003: five years; three-month JIBAR plus 1,48%	July 2014	**111**	750	750
PPC 004: seven years; 9,86%	July 2014	**–**	250	250
		131	1 750	1 750
Less: Transaction costs capitalised		**–**	(3)	(3)
		131	1 747	1 747
Less: Short-term portion		**–**	(1 747)	(1 747)
		131	–	–

[(b)] **Long-term loan**

The loan is reflected net of transaction costs of R12 million (March 2016: R35 million) which are being amortised over the 18-month period of the loan. Post-year-end the company has refinanced the facility with a maturity date of June 2018. The facility will bear interest at variable rates of 585 basis points above JIBAR.

[(c)] **BBBEE transaction**

The funding relating to the BBBEE transaction was settled during the year with the proceeds from the sale of the nil paid letters by the respective BBBEE entities and proceeds from the rights issue in September 2016, as PPC guaranteed the debt of the respective BBBEE entities.

		Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Audited Rm
18.	**OTHER NON-CURRENT LIABILITIES**			
	Cash-settled share-based payment liability	**1**	3	3
	Finance lease liabilities[a]	**5**	–	–
	Liability to non-controlling shareholder in subsidiary company[b]	**16**	17	17
	DRC put option liability[c]	**434**	415	415
	Retentions held for plant and equipment[d]	**–**	97	97
		456	532	532
	Less: Short-term portion of other non-current liabilities	**(3)**	(3)	(3)
		453	529	529

[a] Finance lease obligations acquired via the acquisition of 3Q Mahuma Concrete and are secured by vehicles (refer note 20).

[b] Relates to US dollar denominated interest payable on initial equity contribution into the DRC group of companies by a non-controlling shareholder. The accruing of interest ceased in September 2015 and the amount payable will be repaid once the external funding of the DRC has been settled.

[c] The International Finance Corporation (IFC) was issued a put option in September 2015 in terms of which PPC is required to purchase all or part of the shares held by the IFC in PPC Barnet DRC Holdings. The put option may be exercised after six years from when the IFC subscribed for the shares but only for a five-year period. The value was calculated using the time value of money. In the prior year, the put option value was based on the DRC's forecast EBITDA applying a forward multiple less net debt. Forecast EBITDA is based on financial forecasts approved by management, with pricing and margins similar to those currently being achieved by the business unit while selling prices and costs are forecast to increase at local inflation projections and extrapolated using local GDP growth rates ranging between 5% and 9% taking cognisance of the plant production ramp-up and adjusted for the impact of competitor activity. The forward multiple was determined using comparison of publicly available information of other cement businesses operating in the similar territories. The present value of the put option was calculated at R434 million (March 2016: R415 million).

[d] Retentions held on the construction of the cement plants. These retentions will be paid over to the contractors once the plants achieve guaranteed performance targets. These are all now under current as the plants are either in operation or close to completion at year-end.

NOTES TO THE AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS continued

		Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Audited Rm
19.	**TRADE AND OTHER PAYABLES**			
	Cash-settled share-based payment liability (short-term portion)	**1**	3	3
	Capital expenditure payables	**171**	229	229
	Derivative financial instruments	**–**	1	1
	Finance lease liabilities acquired through the acquisition of 3Q (refer note 18)	**2**	–	–
	Other financial payables	**49**	89	89
	Retentions held for plant and equipment	**297**	67	67
	Trade payables and accruals	**944**	994	994
	Trade and other financial payables	**1 464**	1 383	1 383
	Payroll accruals	**227**	139	139
	VAT payable	**46**	18	18
	Taxation payable	**106**	–	–
		1 843	1 540	1 540
	Trade and other payables, payroll accruals and regulatory obligations are payable within a 30 to 60-day period.			
20.	**ACQUISITION OF SUBSIDIARY COMPANY**			
	Fair value of assets and liabilities acquired at date of acquisition:			
	Property, plant and equipment	**98**		
	Intangible assets	**10**		
	Other non-current assets	**3**		
	Cash and cash equivalents	**4**		
	Other current assets	**102**		
	Other non-current liabilities	**(6)**		
	Current liabilities	**(76)**		
	Net fair value of assets and liabilities acquired	**135**		

20. ACQUISITION OF SUBSIDIARY COMPANY continued

3Q Mahuma Concrete

The fair values presented at interim were provisional and are now final, with no material changes to the provisional numbers disclosed in September 2016.

On 1 July 2016, all the transaction terms to acquire 100% of 3Q Mahuma Concrete (Pty) Ltd (3Q) were achieved and 3Q became a wholly owned group subsidiary. The acquisition was settled via the issuance of 17 565 872 new PPC shares. The fair value of the shares for asset acquisition, using the ruling share price of R7,68 on the effective date of the transaction, amounted to R135 million.

The commercial rationale for the transaction is to progress the company's channel management strategy that serves as a complementary platform for cement growth in South Africa. PPC's strategic intention is to be a provider of materials and solutions into the basic services sector. Cementitious distribution channels, including readymix, is increasingly being utilised as conduit to grow and sustain cement sales volumes. The acquisition provides PPC with a further complementary platform to grow its service offering in this market segment. The South African market is evolving towards a concrete delivery model, which requires complementary building materials including cement, aggregates and readymix. Controlling cement distribution channels is vital, with customers and end users requiring integrated solutions.

3Q contributed R248 million to revenue. On an earnings and headline earnings per share basis, 3Q subtracted 1,03 cents for the nine months it has been consolidated into the group.

Fair value of intangible assets were valued by an independent specialist and amounted to R11 million, the significant portion thereof relating to the 3Q brand. These intangible assets will be amortised over a five year period. The fair value adjustments to property, plant and equipment amounted to R11 million and relates to trucks, which were valued using insurable replacement values.

	Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Audited Rm
21. COMMITMENTS			
Contracted capital commitments	**549**	2 289	2 289
Approved capital commitments	**522**	994	994
Capital commitments	**1 071**	3 283	3 283
Operating lease commitments	**115**	124	124
	1 186	3 407	3 407
Capital commitments			
Southern Africa	**760**	1 649	1 649
Rest of Africa	**311**	1 634	1 634
	1 071	3 283	3 283
Capital commitments are anticipated to be incurred:			
– Within one year	**1 046**	2 731	2 731
– Between one and two years	**8**	543	543
– Beyond two years	**17**	9	9
	1 071	3 283	3 283

Capital expenditure commitments are stated in current values which, together with expected price escalations, will be financed from surplus cash generated and borrowing facilities available to the group.

NOTES TO THE AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS continued

22. FAIR VALUES OF FINANCIAL ASSETS AND LIABILITIES

The financial assets and liabilities carried at fair value are classified into three categories as reflected below:

	Note	Level*	Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Audited Rm
Financial assets					
Loans and receivables					
Derivative financial instruments		2	–	2	2
Mark to market hedges	11	1	**27**	76	76
At fair value through profit or loss					
Unlisted collective investments at fair value (held for trading)	9	2	**124**	119	119
Total financial assets			**151**	197	197
Level 1			**27**	76	76
Level 2			**124**	121	121
Financial liabilities					
At fair value through profit or loss					
Cash-settled share-based payment liabilities	15	2	**1**	3	3
Put option liabilities	15	3	**434**	415	415
Derivatives					
Derivative financial instruments		2	**1**	1	1
Total financial liabilities			**436**	419	419
Level 2			**2**	4	4
Level 3			**434**	415	415

Methods and assumptions used by the group in determining fair values:

*Level 1 – financial assets and liabilities that are valued accordingly to unadjusted market prices for similar assets and liabilities. Market prices in this instance are readily available and the price represents regularly occurring transactions which have been concluded on an arm's length transaction.

*Level 2 – financial assets and liabilities are valued using observable inputs, other than the market prices noted in the level 1 methodology, and make reference to pricing of similar assets and liabilities in an active market or by utilising observable prices and market-related data.

*Level 3 – financial assets and liabilities that are valued using unobservable data, and requires management judgement in determining the fair value.

This note has been refined from that reported in the prior year to only include financial instruments held at fair value.

22. FAIR VALUES OF FINANCIAL ASSETS AND LIABILITIES continued

The estimated fair value of financial instruments is determined, at discrete points in time, by reference to the mid-price in an active market wherever possible. Where no such active market exists for the particular asset or liability, the group uses valuation techniques to arrive at fair value, including the use of prices obtained in recent arm's length transactions, discounted cash flow analysis and other valuation techniques commonly used by market participants.

Put option liabilities have been calculated using EBITDA forecasts prepared by management and discounted to present value.

The fair value of derivative financial instruments relating to cash-settled share appreciation rights is determined with reference to valuation performed by third-party financial institutions at reporting date, using an actuarial binomial pricing model.

Level 3 sensitivity analysis

Financial instrument	Valuation technique	Main assumptions	Increase/ decrease (Rm)
Put option liabilities	Earnings multiple	EBITDA and net debt	74

If the EBITDA multiple applied in the valuation was one multiple higher/lower while all other variables were held constant, carrying amount of the PPC Barnet DRC put option liabilities would decrease/increase by R74 million.

	Twelve months ended 31 March 2017 Audited Rm	Six months ended 31 March 2016 Audited Rm	Twelve months ended 31 March 2016 Unaudited Rm
Movements in level 3 financial instruments			
Financial assets			
Balance at the beginning and end of the year	**–**	–	95
Remeasurements	**–**	–	(13)
Transfer to level 2	**–**	–	(82)
Balance at the end of the year	**–**	–	–
Following the sale of the group's investment in Ciments de Bourbon in January 2016, the group does not have any level 3 financial assets.			
Financial liabilities			
Balance at the beginning of the year	**415**	464	–
Exercised during the year	**–**	(42)	–
Put options issued	**–**	–	422
Remeasurements	**–**	(16)	(30)
Time value of money adjustments	**19**	9	23
Balance at the end of the year	**434**	415	415

Remeasurements are recorded in fair value adjustments on financial instruments in the income statement.

NOTES TO THE AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS continued

23. EVENTS AFTER THE REPORTING DATE

Except for the refinancing of debt in June 2017, there are no events that occurred after the reporting date that may have a material impact on the consolidated financial position at 31 March 2017.

The directors have complied with the requirements of IAS 1 paragraph 27 in considering the classification of the funding. With the signing of the refinance agreements on 2 June 2017, the company has successfully refinanced and lengthened the term of the R1.56 billion funds originally due on 30 September 2017 to 30 June 2018 and thus subsequent to the year-end, the funding has become non-current (refer note 17).

Post-year-end the following key events occurred that the group would like to highlight:
– The one million tonne per annum plant in the DRC was successfully commissioned during April 2017.
– The plant in Ethiopia was also successfully commissioned in April 2017.

24. CURRENCY CONVERSION GUIDE

	Average			Closing	
	Twelve months 2017	Six months 2016	Twelve months 2016	**2017**	2016
Approximate value of foreign currencies to the rand:					
Botswana pula	**1,32**	1,36	1,23	**1,26**	1,36
US dollar	**14,08**	14,82	11,96	**13,43**	14,71
Rwandan franc	**0,02**	0,02	0,02	**0,02**	0,02
Mozambican metical	**0,28**	0,32	0,34	**0,19**	0,29

NOTICE OF ANNUAL GENERAL MEETING

PPC LIMITED
Incorporated in the Republic of South Africa
(Registration No: 1892/000667/06)
JSE share code: PPC
ZSE share code: PPC
ISIN: ZAE000170049
(PPC) or (the company)

Notice is hereby given that the 125th annual general meeting (AGM) of the company will be held at the JSE Limited, One Exchange Square, Sandown, on Monday, 28 August 2017 at 12:00 to consider the following business and, if deemed fit, to approve, with or without modification, the ordinary and special resolutions set out below.

RECORD DATE
The board of directors of the company (board) has, in terms of section 59(1)(a) of the Companies Act 71 of 2008 (Act), set the record date for the purpose of determining which shareholders of the company are entitled to receive notice of the AGM, on Friday, 21 July 2017, and has, in terms of section 59(1)(b) of the Act, set the record date, for purposes of determining which shareholders of the company are entitled to participate in and vote at the AGM, on Friday, 18 August 2017. Accordingly, the last day to trade will be on Tuesday, 15 August 2017 and only shareholders who are registered in the register of members of the company on Friday, 18 August 2017 will be entitled to participate in and vote at the AGM.

Shareholders are reminded that:
– A shareholder entitled to attend and vote at the AGM is entitled at any time to appoint a proxy (or more than one proxy) to attend, participate in and vote at the AGM in place of the shareholder, and shareholders are referred to the proxy form attached to this notice in this regard;
– A proxy need not also be a shareholder of the company;
– In terms of section 63(1) of the Act, any person attending or participating in a meeting of shareholders must present reasonably satisfactory identification and the person presiding at the shareholder meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as shareholder or as proxy for a shareholder) has been reasonably verified. Acceptable forms of verification include a green bar-coded or smart card identification document issued by the South African Department of Home Affairs, a South African driver's licence or a valid passport; and
– This notice of meeting includes the attached proxy form.

ELECTRONIC PARTICIPATION IN THE ANNUAL GENERAL MEETING
Shareholders or their proxies may participate in the AGM by way of a teleconference call provided that, if they wish to do so:
– They contact the company secretary (by email at the address jaco.snyman@ppc.co.za by no later than 12:00 on 18 August 2017 to obtain a pin number and the dial-in details for such teleconference call;
– They will be required to provide reasonably satisfactory identification, by prior arrangement with the company secretary; and
– They will be billed separately by their own telephone service providers for their telephone call to participate in the AGM.

Shareholders participating in the AGM by electronic means shall not be entitled to exercise their votes at the AGM electronically. For shareholders wishing to vote, their shares will need to be represented at the meeting either in person, by proxy or by letter of representation, as provided for in this notice of the AGM.

PRESENTATION OF ANNUAL FINANCIAL STATEMENTS
The consolidated audited annual financial statements of the company and its subsidiaries, incorporating the reports of the auditors, audit committee and directors for the year ended 31 March 2017, as approved by the board on 6 June 2017, are hereby presented to the shareholders as required in terms of section 30(3)(d) read with section 61(8)(a) of the Act.

NOTICE OF ANNUAL GENERAL MEETING continued

ORDINARY BUSINESS

NEW ELECTION OF A DIRECTOR

Ms Gobodo was appointed to the board as a director with effect from 8 February 2017 in terms of clause 25.8.1 of the memorandum of incorporation (MOI). In terms of the JSE Listings Requirements, clause 25.2 of the MOI and section 68(1) read with section 70(3)(b)(i) of the Act, Ms Gobodo's election as director must be confirmed at this AGM by a new election. A brief curriculum vitae for Ms Gobodo appears on page 24 of the integrated report.

ORDINARY RESOLUTION NUMBER 1:

"**Resolved that** in terms of the JSE Listings Requirements, article 25.8.1 of the MOI and section 68(1) read with section 70(3)(b)(i) of the Act, Ms Gobodo be and is hereby elected to the board as director with immediate effect."

The percentage of voting rights required for ordinary resolution number 1 to be adopted: more than 50% (fifty percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

DIRECTORS RETIRING BY ROTATION

In terms of article 25.6.1 of the company's MOI, one-third of the company's non-executive directors are required to retire at every AGM. Mr Leaf-Wright, Mr Mboweni and Mr Naude are accordingly required to retire by rotation at this AGM.

A retiring director is however entitled to offer him/herself for re-election and Mr Leaf-Wright, Mr Mboweni and Mr Naude have offered themselves for re-election and the board, through the nominations committee, has recommended their re-election. A brief curriculum vitae of each of the directors standing for re-election appears on pages 24 and 25 of the integrated report.

ORDINARY RESOLUTION NUMBER 2:

"**Resolved that** Mr Leaf-Wright, who is required to retire as a director of the company at this AGM in terms of article 25.6.1 of the MOI and who, being eligible, offers himself for re-election, be and is hereby elected, in terms of section 68(1) of the Act and article 25.2 of the MOI, as a director of the company with immediate effect."

The percentage of voting rights required for ordinary resolution number 2 to be adopted: more than 50% (fifty percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

ORDINARY RESOLUTION NUMBER 3:

"**Resolved that** Mr Mboweni, who is required to retire as a director of the company at this AGM in terms of article 25.6.1 of the MOI and who, being eligible, offers himself for re-election, be and is hereby elected, in terms of section 68(1) of the Act and article 25.2 of the MOI, as a director of the company with immediate effect."

The percentage of voting rights required for ordinary resolution number 3 to be adopted: more than 50% (fifty percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

ORDINARY RESOLUTION NUMBER 4:

"**Resolved that** Mr Naude, who is required to retire as a director of the company at this AGM in terms of article 25.6.1 of the MOI and who, being eligible, offers himself for re-election, be and is hereby elected, in terms of section 68(1) of the Act and article 25.2 of the MOI, as a director of the company with immediate effect."

The percentage of voting rights required for ordinary resolution number 4 to be adopted: more than 50% (fifty percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

REAPPOINTMENT OF EXTERNAL AUDITORS

In terms of section 90(1) of the Act, the auditor of the company must be appointed at the AGM each year. To be appointed as auditor, the auditor must satisfy the requirements of section 90(2) of the Act and section 22 of the JSE Listings Requirements. The audit committee and the board (based on the findings of the audit committee) are satisfied that Deloitte & Touche Incorporated (Deloitte & Touche) meets the requirements of section 90(2) of the Act and section 22 of the JSE Listings Requirements.

Accordingly, the audit committee and the board have proposed the reappointment of Deloitte & Touche as independent auditors of the company for the period ending 31 March 2018 to hold office until the conclusion of the next AGM.

ORDINARY RESOLUTION NUMBER 5:

"**Resolved that** Deloitte & Touche (on recommendation by the audit committee and the board) be and are hereby appointed as external independent auditors of the company to hold office from this AGM until the conclusion of the next AGM of the company. Mr Mashifane (IRBA No 484059) from Deloitte & Touche is the individual registered auditor who will undertake the audit for the financial year ending 31 March 2018."

The percentage of voting rights required for ordinary resolution number 5 to be adopted: more than 50% (fifty percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

AUTHORISATION FOR AUDITORS' REMUNERATION

The directors propose to fix the remuneration payable to the external auditors for the audit conducted for the period ending 31 March 2017.

ORDINARY RESOLUTION NUMBER 6:

"**Resolved that** the directors be and are hereby authorised to fix the remuneration of the external auditors, Deloitte & Touche, for the audit to be conducted for the period ending 31 March 2017."

The percentage of voting rights required for ordinary resolution number 6 to be adopted: more than 50% (fifty percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

APPOINTMENT OF MEMBERS OF THE AUDIT COMMITTEE

In terms of section 94(2) of the Act, at each AGM, the company is required to elect an audit committee comprising at least three members, each of whom must satisfy the requirements set out in section 94(4) of the Act.

Ms Goldin, Ms Gobodo, Mr Moyo and Mr Ross are the incumbent members of the audit committee and their term of office ends at the conclusion of this AGM. The board, through the nominations committee, has recommended the election of Ms Goldin, Ms Gobodo and Mr Ross to the audit committee for the financial year ending 31 March 2018. The nominations committee and the board are satisfied that each member meets the requirements of section 94(4) of the Act and that each member meets the minimum qualification requirements for a member of an audit committee and that they, together, have adequate relevant knowledge and experience to equip the audit committee to perform its functions. A brief curriculum vitae of each member appears on pages 24 and 25 of the integrated report.

ORDINARY RESOLUTION NUMBER 7:

"**Resolved that** Ms Goldin, who is an independent non-executive director of the company, be and is hereby elected as a member of the audit committee with immediate effect to hold office until the next AGM."

The percentage of voting rights required for ordinary resolution number 7 to be adopted: more than 50% (fifty percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

NOTICE OF ANNUAL GENERAL MEETING continued

ORDINARY RESOLUTION NUMBER 8:
"**Resolved that** subject to ordinary resolution 1 being approved, Ms Gobodo, who is an independent non-executive director of the company, be and is hereby elected as a member of the audit committee with immediate effect to hold office until the next AGM."

The percentage of voting rights required for ordinary resolution number 8 to be adopted: more than 50% (fifty percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

ORDINARY RESOLUTION NUMBER 9:
"**Resolved that** Mr TDA Ross, who is an independent non-executive director of the company, be and is hereby elected as a member of the audit committee with immediate effect to hold office until the next AGM."

The percentage of voting rights required for ordinary resolution number 9 to be adopted: more than 50% (fifty percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

NON-BINDING APPROVAL OF THE REMUNERATION POLICY
King IV requires the board (with the assistance of the remuneration committee) to put forward a policy of remuneration to the shareholders. The company's remuneration policy (remuneration policy) is set out from page 88 of the integrated report of which this notice forms part. In accordance with the recommendations of King IV, the company should give shareholders the right to express their views on the remuneration policy by casting an advisory vote in the manner set out below.

ORDINARY RESOLUTION NUMBER 10:
"**Resolved that** the company's remuneration policy, as set out in the remuneration report from page 88 of the integrated report of which this notice forms part, be and is hereby approved, through a non-binding advisory vote, in accordance with the recommendations of King IV."

The percentage of voting rights required for ordinary resolution number 10 to be adopted: more than 50% (fifty percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

If at least 25% (twenty-five percent) of the voting rights exercised on ordinary resolution number 10 is against such resolution, then the board will commit to implementing the measures set out in the remuneration policy read with King IV.

NON-BINDING APPROVAL OF THE REMUNERATION IMPLEMENTATION REPORT
King IV requires the board to put forward a remuneration implementation report to the shareholders. The company's implementation report is set out from page 94 of the integrated report of which this notice forms part. In accordance with the recommendations of King IV, the company should give shareholders the right to express their views on the implementation report by casting an advisory vote in the manner set out below.

ORDINARY RESOLUTION NUMBER 11:
"**Resolved that** the company's implementation report, as set out from page 94 of the integrated report of which this notice forms part, be and is hereby approved, through a non-binding advisory vote, in accordance with the recommendations of King IV."

The percentage of voting rights required for ordinary resolution number 11 to be adopted: more than 50% (fifty percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

If at least 25% (twenty-five percent) of the voting rights exercised on ordinary resolution number 11 is against such resolution, then the board will commit to implementing the measures set out in the remuneration implementation report read with King IV.

ORDINARY RESOLUTION NUMBER 12

TO PLACE UNISSUED SHARES UNDER THE CONTROL OF DIRECTORS

It would be of advantage to grant the directors the necessary authority to enable the company to expeditiously take advantage of business opportunities (in the form of rights offers, acquisition issues and/or acquisitions of any shares in any group company owned by any minorities (as set out in paragraph (b) of the resolution below)). In order to be in a position to do so, the company is required, in terms of clause 7.9 of its MOI, to have shareholder approval to issue shares in such circumstances.

The company understands that this authority cannot be open-ended, and has therefore proposed that it be granted subject to:

- the restrictions set out below, particularly that the number of shares it is authorised to issue be limited to 5% (five percent) of the ordinary shares in issue as at the date of this notice of AGM, excluding treasury shares; and
- the company not being entitled and having no authority to issue any shares over and above the aforementioned threshold of [79 587 998 (seventy-nine million five hundred and eighty-seven thousand nine hundred and ninety-eight)] ordinary shares (which represents 5% (five percent) of the ordinary shares in issue as at the date of the notice of the AGM, excluding treasury shares), whether such issue is pursuant to this ordinary resolution 12 or pursuant to ordinary resolution 13.

"**Resolved** to place the undermentioned ordinary shares in the authorised but unissued share capital of the company at the disposal and under the control of the directors, until the next AGM of the company, who are hereby authorised and empowered, subject to the provisions of the Act and the JSE Listings Requirements, to issue and otherwise dispose of such shares to such person/s on such terms and conditions and at such time/s as the directors may from time to time in their discretion deem fit, subject to:

(a) a maximum amount of [79 587 998 (seventy-nine million five hundred and eighty-seven thousand nine hundred and ninety-eight)] ordinary shares, which represents 5% (five percent) of the ordinary shares in issue as at the date of the notice of the AGM, excluding treasury shares, being placed at the disposal and under the control of the directors;

(b) the company not being entitled and having no authority to issue any shares over and above the aforementioned threshold of [79 587 998 (seventy-nine million five hundred and eighty-seven thousand nine hundred and ninety-eight)] ordinary shares (which represents 5% (five percent) of the ordinary shares in issue as at the date of the notice of the AGM, excluding treasury shares), whether such issue is pursuant to this ordinary resolution 12 or pursuant to ordinary resolution 13;

(c) in the event of a sub-division or consolidation of issued equity securities, the existing authority must be adjusted accordingly to represent the same allocation ratio;

(d) this resolution shall not authorise the directors to effect an issue of shares for cash as contemplated in the JSE Listings Requirements; and

(e) such authority shall be utilised to effect or implement relevant corporate action including but not limited to rights offers, acquisition issues and/or acquisitions of any shares in any group company owned by any minorities."

The percentage of voting rights required for ordinary resolution number 12 to be adopted: more than 50% (fifty percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

ORDINARY RESOLUTION NUMBER 13

GENERAL AUTHORITY TO ISSUE SHARES FOR CASH

This resolution is required in order to authorise the company to effect a general issue of shares for cash subject to compliance with the requirements of the JSE Listings Requirements. This authority would enable the board to consider wider corporate opportunities available to it (on an expedited basis), which may be advantageous in the current market, but subject to the restrictions set out below.

"**Resolved** that the directors be and are hereby authorised as a general authority to issue the authorised but unissued shares in the capital of the company, for cash, subject to the Act, the MOI and the JSE Listings Requirements, provided that:

(a) the equity securities that are the subject of the issue for cash must be of a class already in issue or, where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;

(b) the equity securities must be issued to public shareholders, as defined in the JSE Listings Requirements, and not to related parties;

NOTICE OF ANNUAL GENERAL MEETING continued

(c) the securities which are the subject of a general issue for cash may not exceed a maximum amount of [79 587 998 (seventy-nine million five hundred and eighty-seven thousand nine hundred and ninety-eight)] ordinary shares, which represents 5% (five percent) of the ordinary shares in issue as at the date of the notice of the AGM, excluding treasury shares:
  - the company shall not be entitled and shall have no authority to issue any shares over and above the aforementioned threshold of [79 587 998 (seventy-nine million five hundred and eighty-seven thousand nine hundred and ninety-eight)] ordinary shares (which represents 5% (five percent) of the ordinary shares in issue as at the date of the notice of the AGM, excluding treasury shares), whether such issue is pursuant to ordinary resolution 12 or pursuant to this ordinary resolution 13;
  - the authority shall be valid until the issuer's next AGM or for 15 (fifteen) months from the date on which the general issue for cash ordinary resolution was passed, whichever period is shorter (Validity Period);
  - the calculation of the applicant's listed equity securities must be a factual assessment of the applicant's listed equity securities as at the date of the notice of AGM, excluding treasury shares;
  - any equity securities issued under the authority during the Validity Period must be deducted from such number in sub-paragraph (c) above; and
  - in the event of a sub-division or consolidation of issued equity securities during the Validity Period, the existing authority must be adjusted accordingly to represent the same allocation ratio;

(d) the maximum discount at which equity securities may be issued is 10% (ten percent) of the weighted average traded price of such equity securities measured over the 30 (thirty) business days prior to the date that the price of the issue is agreed between the issuer and the party subscribing for the securities. The JSE should be consulted for a ruling if the applicant's securities have not traded in such 30 (thirty) business day period; and

(e) after the company has issued equity securities in terms of an approved general issue for cash representing, on a cumulative basis within the Validity Period, 5% (five percent) of the number of equity securities in issue prior to that issue, the company shall publish an announcement containing full details of the issue, subject to the JSE Listings Requirements."

Shareholder' attention is drawn to the following:

- This ordinary resolution number 13 is required in order to authorise the company to effect a general issue of shares for cash in compliance with the JSE Listings Requirements.
- The company shall not be entitled and shall have no authority to issue any shares over and above the aforementioned threshold of [79 587 998 (seventy-nine million five hundred and eighty-seven thousand nine hundred and ninety-eight)] ordinary shares (which represents 5% (five percent) of the ordinary shares in issue as at the date of the notice of the AGM, excluding treasury shares), whether such issue is pursuant to ordinary resolution 12 or pursuant to this ordinary resolution 13.

The percentage of voting rights required for ordinary resolution number 13 to be adopted: at least 75% (seventy-five percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the ordinary resolution number 13.

SPECIAL BUSINESS

SPECIAL RESOLUTION NUMBER 1 – TO AUTHORISE FINANCIAL ASSISTANCE TO RELATED OR INTER-RELATED COMPANIES OR CORPORATIONS

Background to special resolution number 1

The reason for special resolution number 1 is that the company advances loans and other financial assistance to subsidiaries and other related companies or corporations in its group. Shareholders are required to pass special resolution number 1 to approve the company providing such financial assistance, subject to the board meeting the solvency and liquidity tests and subject further to the financial assistance falling within the category of assistance mentioned in sub-paragraph (c) of special resolution number 1 below.

"**Resolved that**, as a special resolution, in terms of section 45(3)(a)(ii) of the Act, shareholders of the company hereby approve of the company providing, at any time during the period of 2 (two) years from the date of passing this special resolution, any direct or indirect financial assistance as contemplated in section 45 of the Act to any 1 (one) or more related or inter-related companies or corporations of the company and/or to any 1 (one) or more members of any such related or inter-related company or corporation and/or to any 1 (one) or more persons related to any such company or corporation, provided that:

(a) The recipient or recipients of such financial assistance, the form, nature and extent of such financial assistance and the terms and conditions under which such financial assistance is to be provided, are determined by the board from time to time;
(b) The board may not authorise the company to provide any financial assistance pursuant to this special resolution unless the board fulfils all the requirements of section 45 of the Act which it is required to fulfil in order to authorise the company to provide such financial assistance; and
(c) Such financial assistance to a recipient is, in the opinion of the board, required for the purpose of (i) meeting all or any of such recipient's operating expenses (including capital expenditure), and/or (ii) funding the growth, expansion, reorganisation or restructuring of the businesses or operations of such recipient, and/or (iii) funding such recipient for any other purpose which, in the opinion of the board, is directly or indirectly in the interests of the company."

The percentage of voting rights required for special resolution number 1 to be adopted: at least 75% (seventy-five percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

Shareholders are referred to the notice to shareholders in terms of section 45(5) of the Companies Act set out in Annexure 1 hereto.

SPECIAL RESOLUTIONS NUMBER 2.1 TO 2.17 – PRE-APPROVAL OF REMUNERATION OF NON-EXECUTIVE DIRECTORS

Background to special resolutions number 2.1 to 2.17

In terms of section 66(8) read with section 66(9) of the Act, except to the extent that the MOI provides otherwise, the company may pay remuneration to its directors for their service as directors and any such remuneration must be approved by special resolution of shareholders within the previous two years. The remuneration committee has proposed only an inflationary increase of 6.5% for non-executive directors and the board has accepted the recommendations of the committee.

Pursuant to the binding ruling of the South African Revenue Service dated 10 February 2017, with effect from 1 June 2017, a non-executive director, who earns in excess of R1 million in non-executive director's fees from all appointments in any 12 month consecutive period, is required to register for and charge VAT on such fees, subject to certain exceptions. Accordingly, the amounts noted below represent the board fees EXCLUSIVE of VAT and VAT may be payable in addition to the above amounts to qualifying non-executive directors, but will have a zero net effect on the company.

NOTICE OF ANNUAL GENERAL MEETING continued

"**Resolved**, as a special resolution, that, in terms of sections 66(8) read with 66(9) of the Act, the company be and is hereby authorised to pay remuneration to non-executive directors for their services as non-executive directors for the period from the date of the passing of this special resolution, as follows:

			Base fee 2017/18	Base fee 2015/16
2.1	Board	Chairman	**1 193 865**	R1 121 000
2.2	Board	Each non-executive director	**287 550**	R270 000
2.3	Audit committee	Chairman	**270 510**	R254 000
2.4	Audit committee	Each non-executive director	**136 320**	R128 000
2.5	Remuneration committee	Chairman	**205 545**	R193 000
2.6	Remuneration committee	Each non-executive director	**101 175**	R95 000
2.7	Risk and compliance committee	Chairman	**205 545**	R193 000
2.8	Risk and compliance committee	Each non-executive director	**101 175**	R95 000
2.9	Social and ethics committee	Chairman	**205 545**	R193 000
2.10	Social and ethics committee	Each non-executive director	**101 175**	R95 000
2.11	Nomination committee	Chairman	**155 490**	R146 000
2.12	Nomination committee	Each non-executive director	**72 420**	R68 000
2.13	Investment committee	Chairman	**205 545**	R193 000
2.14	Investment committee	Each non-executive director	**101 175**	R95 000
2.15	Attendance fee for special meetings	Chairman	**42 600**	R40 000
2.16	Attendance fee for special meetings	Member	**21 300**	R20 000
2.17	Board fee for the lead independent non-executive director		**373 815**	R351 000"

The board fees noted above EXCLUDE any VAT which is authorised to be paid, in addition to the above board fees, to qualifying non-executive directors.

The percentage of voting rights required for special resolutions number 2.1 to 2.17 to be adopted: at least 75% (seventy-five percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

SPECIAL RESOLUTION NUMBER 2.18 – APPROVAL OF REMUNERATION OF NON-EXECUTIVE DIRECTORS

Background to special resolution number 2.18

The reason for special resolution number 2.18 is to clarify the retrospective position of qualifying non-executive directors in respect of their liability for VAT on board fees paid.

Pursuant to binding ruling of the South African Revenue Service dated 10 February 2017, with effect from 1 June 2017, a non-executive director, who earns in excess of R1 million in non-executive director's fees from all appointments in any 12 month consecutive period, is required to register for and charge VAT on such fees, subject to certain exceptions.

The board fees previously approved are deemed to be inclusive of VAT and qualifying non-executive directors who became eligible for VAT after the approval of the board fees were required to pay VAT from the approved amounts. This has the effect of placing qualifying non-executive directors in a worse-off position than their non-qualifying peers. Accordingly, approval is sought for the company to pay once-off additional remuneration equivalent to any VAT paid by qualifying non-executive directors since 1 June 2017 to the date of the passing of this special resolution.

"**Resolved**, as a special resolution, that, in terms of sections 66(8) read with 66(9) of the Act, the company be and is hereby authorised to pay once-off remuneration to non-executive directors of an equivalent amount to any VAT paid by qualifying non-executive directors since 1 June 2017 to the date of the passing of this special resolution."

The percentage of voting rights required for special resolutions number 2.18 to be adopted: at least 75% (seventy-five percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

SPECIAL RESOLUTION NUMBER 3 – GENERAL AUTHORITY TO REPURCHASE SHARES

Background to special resolution number 3

In terms of the JSE Listings Requirements, clause 17.1 of the MOI and section 48(2) of the Act, a company may repurchase some of its own shares and a subsidiary company may acquire shares in its holding company (both referred to as a repurchase).

The reason for special resolution number 3 is to grant the company or any of its subsidiaries a general authority in terms of the Act, the MOI and the JSE Listings Requirements to implement a repurchase. This authority will be valid until the earlier of (i) the next AGM of the company; (ii) the variation or revocation of such general authority by special resolution by any subsequent meeting of shareholders; or (iii) the expiry of a period of 15 (fifteen) months from the date of passing this special resolution number 3. The passing of this special resolution will have the effect of authorising the company to undertake a general repurchase.

"**Resolved** as a special resolution that the board is hereby authorised by way of a renewable general authority, in terms of the provisions of the JSE Listings Requirements, the Act and otherwise as permitted in the MOI, to approve a repurchase of ordinary shares of the company by the company and any of its subsidiaries, on such terms and conditions and in such amounts as the board may from time to time determine, but subject to the MOI, the provisions of the Act and the JSE Listings Requirements, when applicable, and provided that:

- Any such repurchase of ordinary shares will be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and/or any of its subsidiaries and the counterparty;
- This general authority will only be valid until the earlier of (i) the next AGM of the company; (ii) the variation or revocation of such general authority by special resolution by any subsequent meeting of shareholders; or (iii) the expiry of a period of 15 (fifteen) months from the date of passing this special resolution number 3;
- Authorisation thereto is given in terms of the company's MOI (or the MOI of the relevant subsidiary, as the case may be);
- A press announcement will be published in accordance with, and giving such details as required in terms of the JSE Listings Requirements, where the company or its subsidiaries has/have repurchased ordinary shares constituting, on an aggregate basis, 3% (three percent) of the initial number of shares (the number of that class of ordinary shares in issue at the time that the general authority from shareholders is granted) and in respect of every 3% (three percent) in the aggregate of the initial number of shares thereafter;
- The general repurchase by the company of ordinary shares in the aggregate in any one financial year does not exceed 10% (ten percent) of the company's issued ordinary share capital as at the beginning of the financial year;
- The general repurchase by any subsidiaries of ordinary shares in the company in the aggregate does not exceed 10% (ten percent) of the company's issued ordinary share capital;
- General repurchases by the company and/or any subsidiary of the company in terms of this authority may not be made at a price greater than 10% (ten percent) above the weighted average of the market value at which such ordinary shares are traded on the JSE, as determined over the 5 (five) business days immediately preceding the date of repurchase of such ordinary shares by the company and/or any subsidiary of the company;
- A resolution has been passed by the board of the company and/or any subsidiary of the company confirming that the board and/or the board of directors of any subsidiary of the company has authorised the repurchase, and that the company and/or its subsidiary/ies, as the case may be, have satisfied the solvency and liquidity test contemplated in section 4 of the Act, and that since the application of the liquidity and solvency test, there have been no material changes to the financial position of the company and its subsidiaries (group);

NOTICE OF ANNUAL GENERAL MEETING continued

- The company may at any point in time, only appoint one agent to effect any repurchase(s) on its or its subsidiaries' behalf; and
- The company and/or any of its subsidiaries may not repurchase securities during a prohibited period, as defined in paragraph 3.67 of the JSE Listings Requirements, unless the company and/or any of its subsidiaries has a repurchase programme in place where the dates and quantities of securities to be traded during the relevant period are fixed (and not subject to any variation) and full details of the programme have been submitted to the JSE in writing prior to the start of the prohibited period, and the company and/or its subsidiary, as the case may be, has instructed an independent third party, which makes its investment decisions in relation to its shares independently or, and uninfluenced by, the company and/or its subsidiary concerned, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE."

The percentage of voting rights required for special resolution number 3 to be adopted: at least 75% (seventy-five percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution.

Additional information in respect of special resolution number 3
The information required by the JSE Listings Requirements on this general authority appears in the integrated report, of which this notice of AGM forms part, as indicated below:
Major shareholders: page 175.
Share capital: page 175.

DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names are given on pages 24 and 25 of the integrated report, collectively and individually accept full responsibility for the accuracy of the information given, in respect of this special resolution number 3, and certify that to the best of their knowledge and belief no facts have been omitted that would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the integrated report and notice of AGM contain all information required by the Act and the JSE Listings Requirements.

Additional information
In terms of the JSE Listings Requirements, the directors of the company hereby state that:
- The intention of the company and/or any of its subsidiaries is to use this authority only if at some future date the cash resources of the company exceed its requirements. In this regard the directors will take into account, inter alia, an appropriate capitalisation structure for the company, the long-term cash needs of the company, and will ensure that any such use is in the interest of the shareholders;
- The method by which the company and/or any of its subsidiaries intends to repurchase securities and the date on which such repurchase will take place has not yet been determined.

After considering the effect of a maximum permitted repurchase of securities, the company and its subsidiaries are, as at the date of this notice convening the AGM of the company, able to fully comply with the JSE Listings Requirements. Nevertheless, at the time the contemplated repurchase is to take place, the directors of the company will ensure that:
- The company and the group will be able in the ordinary course of business to pay its debts for a period of 12 (twelve) months after the date of the notice of the AGM;
- The assets of the company and the group will exceed the liabilities of the company and the group for a period of 12 (twelve) months after the date of the notice of the AGM. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited group annual financial statements;
- The share capital and reserves of the company and the group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the notice of the AGM;
- The working capital of the company and the group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the notice of the AGM; and
- A resolution by the board will authorise the repurchase, that the company and its subsidiary/ies have passed the solvency and liquidity test and that from the date on which the test was last performed, there have been no material changes to the financial position of the group.

MATERIAL CHANGES

There has been no material change in the financial or trading position of the company or any of its subsidiaries since the end of the last financial period, being 31 March 2017, to the signature date of this notice of AGM.

SPECIAL RESOLUTION NUMBER 4 – AMENDMENT OF THE COMPANY'S EXISTING MEMORANDUM OF INCORPORATION

Background to special resolution number 4

The board proposes that the existing memorandum of incorporation of the company (Existing MOI) be amended in light of the principles and recommended practices of the King IV Report that replaced the King III Report in its entirety.

The reason for the aforesaid special resolution is that section 16(1)(c) of the Companies Act requires the shareholders of a company to authorise, by way of a special resolution, the amendment of the memorandum of incorporation within the contemplation of section 16(5)(b) of the Companies Act. The effect of this special resolution is that the memorandum of incorporation will be amended in the manner set out in Annexure 2 of this notice.

"**Resolved that**, as a special resolution, the Existing MOI be and is hereby amended in terms of and pursuant to the provisions of section 16(1)(c), read with section 16(5)(b) of the Companies Act, by the amendments as set out in Annexure 2 of this notice."

The percentage of voting rights required for special resolution number 4 to be adopted: at least 75% (seventy-five percent) of the voting rights exercised in favour of the resolution by shareholders present at the AGM or represented by proxy and entitled to exercise voting rights on the resolution."

By order of the board

JHDLR Snyman
Company secretary

12 July 2017
Sandton

PROXY AND VOTING PROCEDURE

Every shareholder present in person or by proxy, and if a member is a body corporate, its representative, will have one vote and, on a poll, every shareholder present in person or by proxy and, if the person is a body corporate, its representative, will have one vote for every share held or represented by him/her.

Shareholders holding dematerialised shares, but not in their own name, must furnish their central securities depository participant (CSDP) or broker with their instructions for voting at the AGM. If your CSDP or broker, as the case may be, does not obtain instructions from you, it will be obliged to act in accordance with your mandate furnished to it, or if the mandate is silent in this regard, complete the form of proxy enclosed.

Unless you advise your CSDP or broker, in terms of the agreement between you and your CSDP or broker, by the stipulated cut-off time stipulated therein, that you wish to attend the AGM or send a proxy to represent you at this AGM, your CSDP or broker will assume that you do not wish to attend the AGM or send a proxy.

If you wish to attend the AGM or send a proxy, you must request your CSDP or broker to issue the necessary letter of representation to you. Shareholders holding dematerialised shares, and who are unable to attend the AGM and wish to be represented at that AGM, must complete the form of proxy enclosed in accordance with the instructions and lodge it with or mail it to the transfer secretaries.

Forms of proxy (enclosed) must be dated and signed by the shareholder appointing a proxy and should be forwarded to reach the transfer secretaries, Computershare, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) (Tel no +27 (0)11 370 5000, Fax no +27 (0)11 688 5238) and for Zimbabwean PPC shareholders, Corpserve Registrars (Private) Limited, 2nd Floor, ZB Centre, Kwame Nkrumah Avenue, Harare, Zimbabwe (PO Box 2208, Harare, Zimbabwe). To enable the orderly arrangement of matters on the day of the AGM, shareholders appointing proxies are urged (but are not required) to submit the forms of proxies so as to be received by no later than 12:00 on Friday, 25 August 2017. Before a proxy exercises any rights of a shareholder at the AGM, this form of proxy must be delivered.

NOTICE OF ANNUAL GENERAL MEETING continued

In compliance with the provisions of section 58(8)(b)(i) of the Act, a summary of the rights of a shareholder to be represented by proxy is set out below.

An ordinary shareholder entitled to attend and vote at the AGM may at any time appoint any individual (or two or more individuals) as a proxy or proxies to attend, participate in and vote at the AGM in the place of the shareholder. A proxy need not be a shareholder of the company.

A proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the AGM (or such other period as the shareholders may elect, subject to section 58(2)(b) of the Act).

A proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.

Irrespective of the form of instrument used to appoint the proxy, the appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in exercising any rights as a shareholder.

Unless the proxy appointment expressly provides otherwise, the appointment of a proxy is revocable by the shareholder in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which a copy of the revocation instrument is delivered to the company as required in the first sentence of this paragraph.

If the instrument appointing the proxy or proxies has been delivered to the company, as long as that appointment remains in effect, any notice that is required by the Act or the MOI to be delivered by the company to the shareholder, must be delivered by the company to (a) the shareholder, or (b) the proxy or proxies, if the shareholder has (i) directed the company to do so in writing; and (ii) paid any reasonable fee charged by the company for doing so.

Attention is also drawn to the explanatory notes regarding the proxy on the form of proxy.

The completion of a form of proxy does not preclude any shareholder attending the AGM.

Any shareholder having difficulties or queries on the above may contact the company secretary on +27 11 386 9000.

PROOF OF IDENTIFICATION REQUIRED

In terms of section 63(1) of the Act, any person (shareholder or proxy) who wishes to attend or participate in a shareholders' meeting must present reasonably satisfactory identification at the meeting. A green bar-coded or smart card identification document issued by the South African Department of Home Affairs, a South African driver's licence or a valid passport will be accepted as sufficient identification.

By order of the board

JHDLR Snyman
Company secretary

12 July 2017
Sandton

FORM OF PROXY

PPC Limited
Incorporated in the Republic of South Africa
(Registration No: 1892/000667/06)
JSE share code: PPC
ZSE share code: PPC
ISIN: ZAE000170049
(PPC or the company)

Only for use by registered holders of certificated ordinary shares in the company and the holders of dematerialised ordinary shares in the capital of the company in 'own-name' form, at the annual general meeting (AGM) at the JSE Limited, One Exchange Square, Sandown, on Monday, 28 August 2017 at 12:00, Gauteng.

Holders of ordinary shares in the company (whether certificated or dematerialised) through a nominee must not complete this form of proxy but should timeously inform that nominee, or, if applicable, their participant or stockbroker of their intention to attend the AGM and request such nominee, participant or stockbroker to issue them with the necessary letter of representation to attend or provide such nominee, participant or stockbroker with their voting instructions should they not wish to attend the AGM in person but wish to be represented by proxy at the meeting. Such ordinary shareholders must not return this form of proxy to the transfer secretaries.

I/We of

(Name and address in block letters)

Telephone number Cellphone number

Email address

Being a member/s of the above company and holding ordinary shares

therein, hereby appoint

of or, failing him/her,

the chairman of the meeting as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the AGM of the company to be held at the JSE Limited, One Exchange Square, Sandown, on Monday, 28 August 2017 at 12:00, and at any postponement or adjournment of that meeting as follows:

		In favour of	Against	Abstain
Ordinary resolutions				
1	Election of Ms Gobodo			
2	Re-election of Mr Leaf-Wright			
3	Re-election of Mr Mboweni			
4	Re-election of Mr Naude			
5	Appointment of Deloitte & Touche as external auditors of the company			
6	Authorise directors to fix remuneration of external auditors			
7	Appointment to audit committee – Ms Goldin			
8	Appointment to audit committee – Ms Gobodo			
9	Appointment to audit committee – Mr Ross			
10	Advisory vote on company's remuneration policy			
11	Advisory vote on company's implementation report			
12	To place unissued shares under the control of directors			
13	General authority to issue shares for cash			
Special resolutions				
1	To authorise the provision of financial assistance			
2	Pre-approval of remuneration of non-executive directors			
2.1	Board – chairman			
2.2	Board – each non-executive director			
2.3	Audit committee – chairman			
2.4	Audit committee – each non-executive director			
2.5	Remuneration committee – chairman			
2.6	Remuneration committee – each non-executive director			
2.7	Risk and compliance committee – chairman			
2.8	Risk and compliance committee – each non-executive director			
2.9	Social and ethics committee – chairman			
2.10	Social and ethics committee – each non-executive director			
2.11	Nomination committee – chairman			
2.12	Nomination committee – each non-executive director			
2.13	Investment committee – chairman			
2.14	Investment committee – each non-executive director			
2.15	Special meetings – chairman			
2.16	Special meetings – member			
2.17	Lead independent non-executive director			
2.18	VAT repayment to non-executive directors			
3	Repurchase of own shares or acquisition of the company's shares by a subsidiary			
4	Amendment of the company's existing memorandum of incorporation			

Insert an X in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of ordinary shares than you own in the company, insert the number of ordinary shares held in respect of which you desire to vote (see note 2).

Signed at on 2017

Signature/s

Assisted by (where applicable)

Each member is entitled to appoint a proxy (who need not be a member of the company) to attend, speak and vote in place of that member at the AGM.

Please read the notes on the proxy overleaf.

EXPLANATORY NOTES REGARDING PROXY

1. The form of proxy must only be used by shareholders who hold shares in certificated form or who are recorded on the sub-register in electronic form in 'own name'.
2. All other beneficial owners who have dematerialised their shares through a CSDP or broker and wish to attend the AGM must provide the CSDP or broker with their voting instructions in terms of the relevant agreement entered into between them and the CSDP or broker.
3. A shareholder entitled to attend and vote at the AGM may insert the name of a proxy or the names of two or more alternate proxies of the shareholder's choice in the space provided, with or without deleting "the chairperson of the AGM". The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of such proxy(ies) whose names follow.
4. A shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each ordinary share held. A shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by that shareholder in the appropriate space provided. If an "X" (cross) or a tick has been inserted in one of the blocks to a particular resolution, it will indicate the voting of all the shares held by the shareholder concerned. Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's exercisable votes. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.
5. A vote given in terms of an instrument of proxy will be valid in relation to the AGM despite the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the shares in respect of which the proxy is given, unless notice on any of the noted matters has been received by the transfer secretaries not less than 48 (forty-eight) hours before the start of the AGM.
6. If a shareholder does not indicate on this form that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the AGM be proposed, such proxy shall be entitled to vote as he/she thinks fit.
7. The chairperson of the AGM may reject or accept any form of proxy which is completed and/or received other than in compliance with the Act, the MOI and these notes.
8. A shareholder's authorisation to the proxy including the chairperson of the AGM, to vote on such shareholder's behalf, will be deemed to include the authority to vote on procedural matters at the AGM.
9. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person to the exclusion of any proxy appointed in terms hereof.
10. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the company's transfer secretaries or waived by the chairperson of the AGM.
11. A minor or any other person under legal incapacity or limited capacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the transfer secretaries of the company.
12. Where there are joint holders of shares:
    - 12.1 Any one holder may sign the form of proxy; and
    - 12.2 The vote(s) of the senior shareholder (for that purpose seniority will be determined by the order in which the names of shareholders appear in the company's register of shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
13. Forms of proxy should be lodged with or mailed to the transfer secretaries, Computershare, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) (Tel no +27 (0)11 370 5000, Fax no +27 (0)11 688 5238) and for Zimbabwean PPC shareholders, Corpserve Registrars (Private) Limited, 2nd Floor, ZB Centre, Kwame Nkrumah Avenue, Harare, Zimbabwe (PO Box 2208, Harare, Zimbabwe). To enable the orderly arrangement of matters on the day of the AGM, shareholders appointing proxies are urged (but are not required) to submit the forms of proxies so as to be received by no later than 12:00 on Friday, 25 August 2017 (or 48 (forty-eight) hours before any adjournment of the AGM which date, if necessary, will be notified on SENS).
14. A deletion of any printed matter and the completion of any blank space need not be signed or initialled. Any alteration or correction must be signed and not merely initialled.

ANNEXURE 1

NOTICE TO SHAREHOLDERS IN TERMS OF SECTION 45(5) OF THE COMPANIES ACT IN RESPECT OF SPECIAL RESOLUTION NUMBER 1

Notice is hereby given to shareholders of the company in terms of section 45(5) of the Companies Act of a resolution adopted by the board of directors of the company (board) authorising the company to provide such direct or indirect financial assistance as specified in special resolution number 1 on the basis that:

(a) by the time that the notice of AGM is delivered to shareholders of the company, the board will have adopted a resolution (section 45 board resolution) authorising the company to provide, subject to the shareholders approving special resolution 1, at any time and from time to time during the period of 2 (two) years commencing on the date on which the special resolution number 1 is adopted, any direct or indirect financial assistance as contemplated in section 45 of the Companies Act to any one or more related or inter-related companies or corporations of the company and/or to any one or more members of any such related or inter-related company or corporation and/or to any one or more persons related to any such company or corporation;

(b) the section 45 board resolution will be effective only if and to the extent that the special resolution number 1 is adopted by the shareholders of the company, and the provision of any such direct or indirect financial assistance by the company, pursuant to such resolution, will always be subject to the board being satisfied that (i) immediately after providing such financial assistance, the company will satisfy the solvency and liquidity test as referred to in section 45(3)(b)(i) of the Companies Act, and that (ii) the terms under which such financial assistance is to be given are fair and reasonable to the company as referred to in section 45(3)(b)(ii); and

(c) in as much as the Section 45 Board Resolution contemplates that such financial assistance will in the aggregate exceed one-tenth of one percent of the company's net worth at the date of adoption of such resolution, the company hereby provides notice of the section 45 board resolution to shareholders of the company. Such notice will also be provided to any trade union representing any employees of the company.

ANNEXURE 2

AMENDMENTS TO THE EXISTING MOI IN RESPECT OF SPECIAL RESOLUTION NUMBER 4

1. inserting the following new clause 1.1.11A immediately after the existing clause 1.1.11:

   *"1.1.11A "**Lead Independent Director**" means the independent non-executive director appointed by the Board as the lead independent director pursuant to clause 29A.2;";*

2. inserting the following new clause 19.7.7 immediately after clause 19.7.6:

   "19.7.7 the separate non-binding advisory votes by the shareholders for the remuneration policy and the implementation report.";

3. deleting clause 26.2 in its entirety and replacing it with the following new clause 26.2:

   "26.2 The directors may elect a chairperson and determine the period for which each is to hold office. The chairperson, or in his absence the lead independent director, shall be entitled to preside over all meetings of directors. If no chairperson or lead independent director is present or willing to act as chairperson thereof within 15 (fifteen) minutes of the time appointed for holding the meeting, the directors present shall choose 1 (one) of their number to be chairperson of such meeting.";

4. inserting the following new clause 26.9 immediately after clause 26.8:

   "26.9 Each director should submit to the board a declaration of all financial, economic and other interests held by such director and its related parties at least once a year, or whenever there are significant changes to such interests. Furthermore, at the commencement of each board meeting or meeting of board committees, all members of the board or such committees are required to declare whether they have any conflict of interest in respect of any matter on the agenda.";

5. inserting the following new clause 29A immediately after the existing clause 29:

   "29A LEAD INDEPENDENT DIRECTOR

   29A.2 The board shall appoint an independent non-executive director as the lead independent director. The lead independent director shall perform the functions set out for his role in the charter which, inter alia, is to:

   29A.2.1 lead in the absence of the chairperson;

   29A.2.2 serve as a sounding board for the chairperson;

   29A.2.3 act as an intermediary between the chairperson and other members of the board; and

   29A.2.4 chair discussions and decision-making by the board on matters where the chairperson has a conflict of interest.";

6. deleting clause 32.1.1 in its entirety and replacing it with the following new cause 32.1.1:

   "32.1.1 appoint committees of directors and delegate, formally in writing, to any such committee any of the authority of the board as contemplated in section 72(1). Furthermore, such delegations shall be approved and reviewed annually by the board; and/or";

7. inserting the following new clause 32.1A immediately after the existing clause 32.1:

   "32.1.3 every director is entitled to attend any board committee meeting as an observer. However, such board members shall not be entitled to fees for such attendance, participate or vote during such meetings.";

8. deleting clause 32.3.2 in its entirety and replacing it with the following new cause 32.3.2:

   "32.3.2 unless the board resolves otherwise, consist of at least 3 (three) members and be governed by the terms of reference in regard to meetings and proceedings of the directors in so far as same are applicable thereto. The failure by any committee formed by the board to have the minimum number of members as aforesaid does not limit or negate the authority of such committee or invalidate anything done by such committee while its numbers is below the aforesaid minimum number of members.";

CVs

Nonkululeko Gobodo (56)

Independent non-executive director

Qualifications: CA(SA)

Appointed February 2017

Areas of expertise and contribution:

Accounting, auditing, advisory, mergers and acquisitions, entrepreneurship and leadership consulting

Other directorships of listed entities:

- Mercedes-Benz SA
- Clicks Group Limited

Nicky Goldin (47)

Independent non-executive director

Qualifications: BCom (Hons) (University of the Witwatersrand), MBA (University of Illinois)

Appointed January 2015

Areas of expertise and contribution:

- Global experience in strategy development and execution; business development; corporate finance and investment banking (debt and capital raising), primarily focused on natural resources and financial services sectors

Timothy Leaf-Wright (63)

Independent non-executive director

Qualifications: Chartered Institute of Secretaries (Natal Technikon)

Appointed January 2015

Areas of expertise and contribution:

- Over a decade's expertise in export management and business development in Africa
- Seconded to Mozambique, Nigeria and Angola to spearhead negotiations and then construction and management of brown- and greenfields plants in those countries

CVs continued

Tito Mboweni (58)
Independent non-executive director
Qualifications: BA (National University of Lesotho), MA development economics (University of East Anglia), diploma in international business diplomacy (Georgetown University), CD(SA)
Appointed January 2015
Areas of expertise and contribution:
- Considerable experience in the fields of economic and political analysis, macro-level economic strategy, finance, labour relations and public policy

Other directorships of listed entities:
- Nampak Limited (chairman)
- Sacoil Holdings
- Accelerate Property Fund
- Discovery Limited

Charles Naude (61)
Independent non-executive director
Qualifications: BSc (geology, chemistry) (Hons) (University of Pretoria), MBL (Unisa)
Appointed January 2015
Areas of expertise and contribution:
- 30 years' experience in all facets of the cement industry, including aggregates, readymix and lime

Timothy Dacre Aird Ross (72)
Independent non-executive director
Qualifications: CA(SA)
Appointed July 2008
Areas of expertise and contribution:
- Audit practice, risk advisory and client services

Other directorships of listed entities:
Adcorp (chairman, audit and risk committee)
Mpact (chairman, audit and risk committee)

NOTICE TO ZIMBABWEAN SHAREHOLDERS

PPC LIMITED

To all our Zimbabwean shareholders

Dear Shareholder

Please indicate your choice of receiving communication from PPC Limited.
Important – please read and choose from the options below.

PPC Limited is able to communicate shareholder information to you electronically using emails.
Electronic communication has a number of significant benefits for shareholders and the company:
- **Cost effective:** less printing and postage saves money for the company and shareholders.
- **Fast:** get all the latest shareholder communication simply by clicking on a link.
- **Secure:** your documents cannot be lost in the post or read by others.

OPTION A – SIGN UP FOR ELECTRONIC COMMUNICATIONS

☐ If you wish to receive electronic communications, please cross the box and provide us with your email address below:

Please print email address:____

OPTION B – RECEIVE PRINTED COMMUNICATIONS IN THE POST

☐ If you wish to receive your annual report and accounts or other shareholder information in a printed format, please cross the box and provide us with your current address below:

Please print address: ____

____

IF YOU DO NOTHING

- If you do not indicate your preference to the company's registrar, you will not receive shareholder communications by post in the future.
- You may at any time request a printed copy of any shareholder communication.

Sign here – in order for your instructions to be executed, this section must be signed.
I/we authorise you to act in accordance with my/our instructions set out above.
I/we acknowledge that these instructions supersede and have priority over all previous instructions.

____
Shareholder signature(s)

If you are signing this form in a representative capacity, please indicate in which capacity

______________________________	______________________________
Name of representative	**Capacity of representative**

____
Date

Please submit or post your completed and signed form to:
Corpserve Registrars (Private) Limited, 2nd Floor, ZB Centre, Corner 1st and Kwame Nkrumah Avenue, Harare.
PO Box 2208, Harare or email your signed scanned copy to: **corpserve@esgrowgroup.org**
or **operations@esgrowgroup.org**.

If you have any questions, please contact Corpserve Registrars (Private) Limited on +263 (04) 751 559/61.

ADMINISTRATION

PPC LTD
(Incorporated in the Republic of South Africa)
(Company registration number 1892/000667/06)
JSE code: PPC
JSE ISIN: ZAE 000170049
ZSE code: PPC

DIRECTORS
Executive: DJ Castle (chief executive officer)
MMT Ramano (chief financial officer)
Non-executive: PG Nelson (chairman)
S Dakile-Hlongwane, N Gobodo, N Goldin,
TJ Leaf-Wright, T Mboweni, SK Mhlarhi, T Moyo*,
CH Naude, TDA Ross
*Zimbabwean

SECRETARY AND REGISTERED OFFICE
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Email jaco.snyman@ppc.co.za

TRANSFER SECRETARIES: SOUTH AFRICA
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Telephone +27 11 370 5000
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Harare, Zimbabwe
Telephone +263 4 758 193
Cellphone +263 772 422 457

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Merrill Lynch SA Pty Limited
138 West Street
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Benmore, 2010, South Africa
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Telefax +27 11 305 5600

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Harare, Zimbabwe
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Forward-looking statement

This report, including statements on the demand outlook, PPC's expansion projects and its capital resources and expenditure, contains certain forward-looking views that are not historical facts and relate to other information which is based on forecasts of future results and estimates of amounts not yet determinable. By their nature, forward-looking statements involve uncertainties and the risk that these forward-looking statements will not be achieved. Although PPC believes the expectations reflected in these statements are reasonable, no assurance can be given that these expectations will prove correct. Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, outcomes could differ materially from those set out in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, success of business and operating initiatives, changes in the regulatory environment, other government action and business and operational risks.

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