

AFRICAN BANK LIMITED (in Curatorship)  
(Incorporated in the Republic of South Africa)  
(Registered bank)  
(Registration number 1975/002526/06)  
Company code: BIABL  
("African Bank" or "the Bank")

### **African Bank Restructuring: Further Suspensive Conditions Fulfilled**

The Curator is pleased to announce the fulfillment of the following Suspensive Conditions to the African Bank Restructuring. The fulfilled conditions are:

- Approval by the JSE of:
  - the registration of the Good Bank DMTN programme; and
  - the listing of the Good Bank DMTNs on 4 April 2016.
- Insurance Arrangement - The Curator has confirmed in writing that he is reasonably satisfied that an arrangement is in place with a cell captive insurer, other registered long-term insurer or otherwise, that will (together with any run-off arrangement with Stangen) enable Good Bank to arrange or maintain adequate credit life insurance for its loan book (including the Good Book) after the Transaction Effective Date.

Good Bank has announced the registration of the Good Bank DMTN program in a separate announcement on 22 March 2016 ("ABKI: Approval of the Domestic Medium Term Note Program".)

The Curator expects to fulfill of the remaining Suspensive Conditions before the anticipated Transaction Effective Date ("TED") for the African Bank Restructuring which remains 4 April 2016, subject to the fulfillment or waiver (where applicable) of the remaining Suspensive Conditions.

Capitalised terms used but not defined in this announcement have the meaning given to them in the Offer Information Memorandum published by the Bank on 4 February 2016.

### **Remaining Suspensive Conditions**

The final implementation of the African Bank Restructuring is subject to the fulfillment or waiver (where applicable) of the remaining Suspensive Conditions by or before 29 March 2016, or such later date as the Curator and Good Bank may agree in writing (provided that such date shall not be extended beyond 30 June 2016).

If the Suspensive Conditions are not satisfied or waived, where applicable, on or before 30 June 2016, the Exchange Offers will not be implemented and no Existing Debt Instruments will be exchanged.

A Suspensive Condition may only be waived if: (i) such waiver will not result in African Bank or Good Bank contravening any law if the African Bank Restructuring is implemented without fulfilment of such Suspensive Condition; and (ii) both African Bank and Good Bank have reached agreement to that effect in writing.

The remaining Suspensive Conditions outstanding as at the date of this announcement are set out below.

### *Regulatory Conditions*

- Approval of the base prospectus for the Good Bank EMTN programme by the UK Listing Authority in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purposes of giving information with regard to Good Bank and the issue of Good Bank EMTNs.
- Approval of the Swiss listing prospectuses in relation to each of the Good Bank CHF denominated EMTNs to be issued under the Good Bank EMTN programme in compliance with the listing rules of the SIX and the applicable provisions of the Swiss Code of Obligations by the SIX.

### *Financial Viability of African Bank Restructuring*

That African Bank confirms in writing that, to the best of its knowledge and belief, the sum total of African Bank's own cash and the amount that can be drawn in terms of the SARB Transaction Loan is and will be sufficient to enable African Bank: (i) to discharge the Transaction Effective Date expenses (as per section 3.5 of the Offer Information Memorandum); (ii) to establish the Operating Float at the level reasonably required by African Bank as at that date; and (iii) to adjust or increase the Top-Up Cash Amount after the Transaction Effective Date based on the actual review and true-up process that will be performed by Good Bank after the Transaction Effective Date, as projected based on information and circumstances within the knowledge of African Bank as at the date of the confirmation, which confirmation shall not be issued by African Bank more than three Business Days before 29 March 2016 (or any later long-stop date agreed between African Bank and Good Bank in writing).

### *No Material Adverse Event Notice*

That Good Bank has not, by or before 17:00 on 29 March 2016, delivered a material adverse event notice to African Bank in terms of the Sale of Business Agreement.

### *Execution of New HoldCo Capitalisation Agreement*

That the subscription agreement for the ZAR10 billion capitalisation of New HoldCo becomes unconditional.

For further reference, the full list of the Suspensive Conditions to the African Bank Restructuring (including Section 3.7.2. *Sufficient Senior Funder Support*) were included in Section 3.7 of the Offer Information Memorandum, published in terms of the Offer Notice on 4 February 2016.

### **Timetable and further announcements**

The Curator will provide further market updates as the African Bank Restructuring develops. As of today, the timetable as outlined in the Exchange Offer documents remains the target, including a Transaction Effective Date of 4 April 2016.

Interested parties can contact the Curator at [curatorfunders@africanbank.co.za](mailto:curatorfunders@africanbank.co.za) should they require further information.

On behalf of the Curator of African Bank.

Midrand

24 March 2016

Debt Sponsor

RAND MERCHANT BANK (A division of FirstRand Bank Limited)

Mr. T Winterboer was appointed as Curator of African Bank Limited on 10 August 2014 by the Minister of Finance of the Republic of South Africa and pursuant to the Banks Act No. 94 of 1990 (as amended) to manage the affairs of African Bank Limited subject to the supervision of the Registrar of Banks. Please note that Mr. Winterboer acts in the aforesaid capacity.

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