

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 4 of this Circular apply *mutatis mutandis* throughout this Circular.

Shareholders are referred to page 2 of this Circular which sets out the detailed action required of Dematerialised Shareholders and Certificated Shareholders.

If you are in any doubt as to the action you should take, please consult your broker, CSDP, attorney, accountant, banker or other professional adviser immediately.

If you have disposed of all of your Shares in Taste, then this Circular, together with the accompanying Form of Instruction, should be forwarded to the purchaser to whom, or the broker, agent, CSDP or banker through whom you disposed of your Shares.

### Jurisdiction

All transactions arising from the provisions of this Circular and the Form of Instruction shall be governed by and be subject to the laws of South Africa. The Claw-Back Offer may be affected by the laws of the relevant jurisdictions of foreign Shareholders. Such foreign Shareholders should inform themselves about and observe any applicable legal requirements of such jurisdictions in relation to all aspects of this Circular that may affect them, including the Claw-Back Offer. It is the responsibility of any foreign Shareholder to satisfy himself as to the full observation of the laws and regulatory requirements of the relevant jurisdiction in connection with the Claw-Back Offer, including obtaining any governmental, exchange control or other consent or the making of any filings which may be required, the compliance with other necessary formalities, the payment of any issue, transfer or other taxes or requisite payments due in such jurisdiction. The Claw-Back Offer is further subject to any other applicable laws and regulations, including the Exchange Control Regulations. Any foreign Shareholder who is in doubt as to his position, including without limitation his tax status, should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

The Claw-Back Offer Shares have not been and will not be registered under the Securities Act of the USA. Accordingly, the Claw-Back Offer Shares may not be offered, sold, resold, delivered or transferred, directly or indirectly, in or into the USA or to, or for the account or benefit of, USA persons, except pursuant to exemptions from the Securities Act.

The Circular and the accompanying documents are not being, and must not be, mailed or otherwise distributed or sent in, into or from the USA. The Circular does not constitute an offer of any securities for sale in the USA or to USA persons. The Claw-Back Offer contained in the Circular does not constitute an offer in the District of Columbia, the USA, the Dominion of Canada, the Commonwealth of Australia, Japan or in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. Non-qualifying Shareholders should consult their professional advisers to determine whether any governmental or other consents are required or other formalities need to be observed to allow them to take up the Claw-Back Offer, or trade their entitlement. Shareholders holding Claw-Back Offer Shares on behalf of persons who are non-qualifying Shareholders are responsible for ensuring that taking up the Claw-Back Offer, or trading in their Entitlements under that offer, do not breach regulation in the relevant overseas jurisdictions. The summary of the Exchange Control Regulations detailed in paragraph 7 of this Circular is intended only as a guide and is therefore not a comprehensive statement of the Exchange Control Regulations. Shareholders who are in any doubt as to the appropriate course of action to take should consult their professional advisers immediately.

**Taste does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of any holder of Dematerialised Shares to notify such Shareholder of the action required of them in respect of the Claw-Back Offer set out in this Circular.**



### TASTE HOLDINGS LIMITED

Incorporated in the Republic of South Africa  
(Registration number 2000/002239/06)  
Share code: TAS ISIN: ZAE000081162  
("Taste" or "the Company")

## CIRCULAR TO TASTE SHAREHOLDERS

regarding:

- a renounceable Claw-Back Offer to Taste Shareholders of 80 000 012 Claw-Back Offer Shares at a price of R1.50 each, in the ratio of 21.13210 Claw-Back Offer Shares for every 100 Taste Shares held at the close of business on Friday, 2 June 2017; and

enclosing

- a Form of Instruction in respect of a Letter of Allocation providing for acceptance and/or renunciation and/or sale of all or part of the Entitlement(s) embodied in the Letter of Allocation in terms thereof for use by Certificated Shareholders only.

Claw-Back Offer opens at 09:00 on

Monday, 5 June 2017

Claw-Back Offer closes at 12:00 on

Thursday, 15 June 2017

Corporate Adviser and Sponsor

Legal Adviser

**Merchantec**  
capital

**EVERSHEDS  
SUTHERLAND**

Date of issue: 30 May 2017

This Circular is available in English only. Copies of this Circular may be obtained from the registered office of the Company and the Sponsor at the addresses set out in the "Corporate information" section of this Circular during normal business hours from Monday, 1 June 2017 up to and including Thursday, 15 June 2017, both days inclusive. This Circular will also be available on the Company's website ([www.tasteholdings.co.za](http://www.tasteholdings.co.za)) from Tuesday, 30 May 2017.

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## CORPORATE INFORMATION

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### **Taste Holdings Limited**

**Date of incorporation:** 7 February 2000

**Place of incorporation:** South Africa

### **Company Secretary and registered address of Taste**

iThemba Corporate Governance and Statutory Solutions

Proprietary Limited

(Registration number 2008/008745/07)

12 Gemini Street

Linbro Business Park

Sandton, Johannesburg, 2065

(PO Box 1125, Ferndale, Randburg, 2160)

### **Corporate Adviser and Sponsor**

Merchantec Capital

(Registration number 2008/027362/07)

2nd Floor, North Block

Hyde Park Office Tower

Corner 6th Road and Jan Smuts Avenue

Hyde Park, Johannesburg, 2196

(PO Box 41480, Craighall, 2024)

### **Legal Adviser**

Eversheds Sutherland

(Registration number 2012/097841/21)

3rd Floor, 54 Melrose Boulevard

Melrose Arch

Melrose North, Johannesburg, 2196

(PO Box 782244, Sandton, 2146)

### **Transfer Secretaries**

Computershare Investor Services Proprietary Limited

(Registration number 2004/003647/07)

Rosebank Towers

15 Biermann Avenue

Rosebank, Johannesburg, 2196

(PO Box 61051, Marshalltown, 2107)

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## ACTION REQUIRED BY TASTE SHAREHOLDERS

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### PLEASE TAKE CAREFUL NOTE OF THE FOLLOWING PROVISIONS REGARDING THE ACTION REQUIRED BY TASTE SHAREHOLDERS:

1. If you are in any doubt as to what action to take, you should consult your broker, CSDP, attorney, accountant, banker, or other professional adviser immediately.
2. If you have disposed of all of your Shares in Taste, then this Circular, together with the accompanying Form of Instruction, should be forwarded to the purchaser to whom, or the broker, agent, CSDP or banker through whom you disposed of your Shares.
3. Shares in companies listed on the JSE can no longer be traded on the JSE unless they have been Dematerialised onto the Strate system. It is therefore suggested that Certificated Shareholders Dematerialise their Documents of Title and replace them with electronic records of ownership. In this regard, Shareholders may contact either a CSDP or broker, details of which are available from Strate at [liaisondesk@strate.co.za](mailto:liaisondesk@strate.co.za) or telephone +27 (0)11 759 5300 or facsimile +27 (0)11 759 5503.
4. Certificated Shareholders wishing to Dematerialise their Shares are advised that the Dematerialisation process can take between 1 (one) and 10 (ten) days, depending on the volumes being processed at the time.

#### Dematerialised Shareholders:

If you hold Taste Shares in Dematerialised form (including where you have elected "own-name" registration), you will not receive a printed Form of Instruction.

Your CSDP or broker will contact you to ascertain:

- whether you wish to follow some or all of your Entitlements in terms of the Claw-Back Offer;
- whether you wish your CSDP or broker to endeavour to procure the sale of your Entitlements on the JSE on your behalf and if so, in respect of how many Entitlements;
- whether you wish to renounce your Entitlements and if so, how many Entitlements you wish to renounce and the details of the renouncee; or
- whether you wish for your Entitlements in respect of the Claw-Back Offer to lapse.

Your CSDP or broker will credit your account with the number of Entitlements to which you are entitled in terms of the Claw-Back Offer.

If you do not hear from your CSDP or broker, you should contact them and furnish them with your instructions. If your CSDP or broker does not obtain instructions from you, they are obliged to act in terms of the Custody Agreement entered into between you and them.

#### Certificated Shareholders:

A Form of Instruction is enclosed for use by Certificated Shareholders only. The Entitlements in respect of such Form of Instruction are renounceable and can be sold on the JSE.

If you hold your Taste Shares in Certificated form and you wish to subscribe for some or all of the Claw-Back Offer Shares allocated to you, you must complete the relevant sections of the Form of Instruction enclosed herewith in accordance with the instructions contained therein and lodge it, together with payment for the amount due in respect thereof, with the Transfer Secretaries, whose details are set out in the Corporate Information section of this Circular, by no later than 12:00 on Thursday, 15 June 2017.

If you do not wish to subscribe for some or all of the Claw-Back Offer Shares allocated to you, you may sell or renounce your Entitlements or allow them to lapse. In such event, you must complete the relevant sections of the Form of Instruction and return it to the Transfer Secretaries to be received by no later than 12:00 on Monday, 12 June 2017, if you wish to **sell**, and by no later than 12:00 on Thursday, 15 June 2017, if you wish to **renounce** your Entitlements. If you intend to allow your Entitlements to lapse, you need not take any action.

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## IMPORTANT DATES AND TIMES

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2017

Claw-Back Offer Declaration Data announcement released on SENS	Friday, 19 May
Claw-Back Offer Finalisation announcement released on SENS	Thursday, 25 May
Last day to trade in Taste Shares in order to be eligible to participate in the Claw-Back Offer on	Tuesday, 30 May
Taste Shares trade ex the Claw-Back Offer from commencement of trade on	Wednesday, 31 May
Listing of and trading of Letters of Allocation on the JSE under JSE code "TASN" and ISIN ZAE000245171 from commencement of trade on	Wednesday, 31 May
Circular distributed to Certificated Shareholders, together with the Form of Instruction on	Thursday, 1 June
Record date for the Claw-Back Offer for purposes of determining the Taste Shareholders entitled to participate in Claw-Back Offer ( <b>Initial Record Date</b> ) at the close of business on	Friday, 2 June
<b>Claw-Back Offer opens at 09:00 on</b>	<b>Monday, 5 June</b>
CSDP or broker accounts credited with Entitlements in respect of holders of Dematerialised Shares on	Monday, 5 June
Letters of Allocation credited to an electronic account held at the Transfer Secretaries in respect of holders of Certificated Shares on	Monday, 5 June
Circular distributed to Dematerialised Shareholders	Tuesday, 6 June
Last day to trade in Letters of Allocation on the JSE on	Monday, 12 June
Last day for Form of Instruction to be lodged with the Transfer Secretaries by 12:00 in respect of Certificated Shareholders wishing to <b>sell</b> all or part of their Entitlement	Monday, 12 June
Listing and trading of the Claw-Back Offer Shares commences on the JSE at 09:00 on	Tuesday, 13 June
Last day for Form of Instruction to be lodged with the Transfer Secretaries by 12:00 in respect of Certificated Shareholders wishing to <b>subscribe</b> for or <b>renounce</b> all or part of their Entitlement on	Thursday, 15 June
Record date for Letters of Allocation ( <b>Final Record Date</b> )	Thursday, 15 June
<b>Claw-Back Offer closes at 12:00 on</b>	<b>Thursday, 15 June</b>
CSDP or broker accounts credited with Claw-Back Offer Shares and debited with the payments due in respect of holders of Dematerialised Shares on	Monday, 19 June
Share certificates in terms of the Claw-Back Offer Shares posted to Certificated Shareholders on or about	Monday, 19 June
Claw-Back Offer Shares not subscribed for by existing Taste Shareholders in terms of the Claw-Back Offer, issue to the Subscriber on	Monday, 19 June
Results of Claw-Back Offer announced on SENS on	Monday, 19 June
Results of Claw-Back Offer published in the press on	Tuesday, 20 June

### Notes:

1. All dates and times in this Circular are local dates and times in South Africa. The above dates and times are subject to change. Any changes will be released on SENS and published in the press.
2. Taste Shareholders are referred to page 2 of this Circular for information on the action required to be taken by them.
3. Share certificates may not be Dematerialised or Rematerialised between Wednesday, 31 May 2017 and Friday, 2 June 2017, both days inclusive.
4. Dematerialised Shareholders will have their accounts at their CSDP or broker credited with their Entitlements and Certificated Shareholders will have their Entitlements generated in electronic form and held at the Transfer Secretaries on Monday, 5 June 2017.
5. Dematerialised Shareholders will have their accounts at their CSDP or broker credited with the Claw-Back Offer Shares to the extent to which they have accepted the Claw-Back Offer. Share certificates will be posted, by registered post at the Shareholder's risk, to Certificated Shareholders to the extent to which they have accepted the Claw-Back Offer.
6. CSDPs effect payment in respect of Dematerialised Shareholders on a delivery-versus-payment method.

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## DEFINITIONS AND INTERPRETATIONS

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In this Circular and the annexures hereto, unless the context otherwise indicates, references to the singular include the plural and *vice versa*, words denoting one gender include the others, expressions denoting natural persons include juristic persons and associations of persons and *vice versa*, and the words in the first column hereunder have the meaning stated opposite them in the second column, as follows:

“Board” or “Directors”	the board of directors of Taste at the Last Practicable Date whose details are set out on page 6 of this Circular;
“Business Day”	any day other than a Saturday, Sunday or a public holiday in South Africa;
“Certificated Share”	a Taste Share that has not been Dematerialised, title to which is evidenced by a Document of Title;
“Certificated Shareholder”	a Taste Shareholder who holds Certificated Shares;
“Circular”	this bound document, dated 30 May 2017, including the annexures hereto and incorporating a Form of Instruction;
“Claw-Back Offer”	the renounceable Claw-Back Offer by Taste to Taste Shareholders to subscribe for their <i>pro rata</i> portion of the Claw-Back Offer Shares;
“Claw-Back Offer Shares”	80 000 012 Taste Shares to be issued pursuant to the Claw-Back Offer;
“Claw-Back Subscription Agreement”	the agreement entered into between Taste and the Subscriber on 28 March 2017, in terms of which, <i>inter alia</i> , the Subscriber has agreed to subscribe for those Claw-Back Offer Shares not taken up by Taste Shareholders and/or their renounees in accordance with their Entitlements in terms of the Claw-Back Offer;
“Claw-Back Subscription Amount”	R120 000 018;
“Common Monetary Area”	South Africa, the Republic of Namibia and Kingdoms of Lesotho and Swaziland;
“Companies Act”	the Companies Act, 2008 (Act 71 of 2008), as amended;
“Computershare Investor Services” or “Transfer Secretaries”	Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07), a private company duly incorporated in accordance with the laws of South Africa;
“CSDP”	a Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act, appointed by a Shareholder for the purposes of, and in regard to Dematerialisation;
“Custody Agreement”	the agreement which regulates the relationship between the CSDP or broker and each beneficial holder of Dematerialised Shares;
“Dematerialisation”	the process by which Certificated Shares are converted into electronic format as Dematerialised Shares and recorded in Taste’s Uncertificated Securities Register;
“Dematerialised Share”	a Taste Share that has been Dematerialised or has been issued in Dematerialised form, and recorded in Taste’s Uncertificated Securities Register;
“Dematerialised Shareholder”	a Taste Shareholder who holds Dematerialised Shares;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts and/or any other form of acceptable document of title acceptable to Taste in respect of Taste Shares;
“EFT”	Electronic Funds Transfer;
“Emigrants”	former residents of the Common Monetary Area whose addresses are outside the Common Monetary Area;
“Entitlement”	a Shareholders’ entitlement to subscribe for the Claw-Back Offer Shares in the ratio of 21.13210 Claw-Back Offer Shares for every 100 Shares held on the Initial Record Date, which entitlement arises as a result of the Claw-Back Offer;
“Exchange Control Regulations”	the Exchange Control Regulations, promulgated in terms of section 9 of the Currency and Exchanges Act, 1933 (Act 9 of 1933), as amended;
“Final Record Date”	the record date for determination of Shareholders entitled to receive the Claw-Back Offer Shares, being Thursday, 15 June 2017;
“Financial Markets Act”	Financial Markets Act, 2012 (Act 19 of 2012), as amended;
“Form of Instruction”	the enclosed form of instruction in respect of a Letter of Allocation reflecting the entitlement of Certificated Shareholders to subscribe for the Claw-Back Offer Shares in terms of the Claw-Back Offer, and on which Certificated Shareholders must indicate to the Transfer Secretaries, whether they wish to take up, renounce or sell all or part of their Entitlements;

<b>“Group” or “Taste Group”</b>	Taste and its Subsidiaries;
<b>“Initial Record Date”</b>	the record date for determination of Shareholders entitled to participate in the Claw-Back Offer, being Friday, 2 June 2017;
<b>“JSE”</b>	JSE Limited (Registration number 2005/022939/06), a public company duly incorporated in accordance with the laws of South Africa and licensed as an exchange under the Financial Markets Act;
<b>“Last Practicable Date”</b>	Friday, 19 May 2017, being the last practicable date prior to the finalisation of this Circular;
<b>“Legal Adviser”</b>	Eversheds Sutherland (SA) Incorporated (Registration number 2012/097841/21), a personal liability company duly incorporated in accordance with the laws of South Africa;
<b>“Letters of Allocation”</b>	renounceable (nil paid) letters of allocation to be issued to Taste Shareholders, in electronic form, pursuant to the Claw-Back Offer, conferring an entitlement to subscribe for Claw-Back Offer Shares in terms of the Claw-Back Offer and which are also referred to in this Circular in respect of holders of Certificated Shares as the Form of Instruction;
<b>“Listings Requirements”</b>	the Listings Requirements of the JSE, as amended from time to time by the JSE;
<b>“Merchantec Capital” or “Sponsor”</b>	Merchantec Proprietary Limited (Registration number 2008/027362/07), a private company duly registered and incorporated under the laws of South Africa;
<b>“Non-resident”</b>	a person whose registered address is outside the Common Monetary Area;
<b>“Rand” or “R”</b>	South African Rand, the official currency of South Africa;
<b>“Register”</b>	Taste’s securities register, including the Uncertificated Securities Register;
<b>“Rematerialised”</b>	a Dematerialised Share that is converted back into a Certificated Share;
<b>“Securities Act”</b>	the United States Securities Act of 1933, as amended;
<b>“SENS”</b>	the Stock Exchange News Service;
<b>“South Africa”</b>	the Republic of South Africa;
<b>“Strate”</b>	the settlement and clearing system used by the JSE, managed by Strate Proprietary Limited (Registration number 1998/022242/07), a private company duly incorporated in accordance with the laws of South Africa and which company is a registered Central Securities Depository in terms of the Financial Markets Act;
<b>“Strategic Restructure Announcement”</b>	the announcement released on SENS on 4 April 2017 relating, inter alia, to the intended strategic restructure of the Company and the raising of R120 000 018 by way of a Claw-Back Offer;
<b>“Subscriber”</b>	Riskowitz Value Fund LP, a partnership formed in the state of Delaware, USA, which has delegated its investment management and decision-making to Protea Asset Management LLC as the investment adviser, for which additional information is set out in <b>Annexure 3</b> to this Circular;
<b>“Subscription Fee”</b>	in terms of the Claw-Back Subscription Agreement, an amount equal to 1.5% of the Claw-Back Subscription Amount, which is payable by Taste to the Subscriber in consideration for the commitments provided by the Subscriber in terms of the Claw-Back Subscription Agreement;
<b>“Subsidiary”</b>	a subsidiary as defined in the Companies Act;
<b>“Taste” or “the Company”</b>	Taste Holdings Limited (Registration number 2000/002239/06), a public company duly registered and incorporated under the laws of South Africa and listed on the JSE;
<b>“Taste Shareholders” or “Shareholders”</b>	holders of Taste Shares;
<b>“Taste Shares” or “Shares”</b>	ordinary shares with no par value in the authorised and issued share capital of Taste;
<b>“Uncertificated Securities Register”</b>	the record of Dematerialised Shares administered and maintained by a CSDP and which forms part of the Register; and
<b>“USA” or “US”</b>	the United States of America.



## TASTE HOLDINGS LIMITED

Incorporated in the Republic of South Africa

(Registration number 2000/002239/06)

Share code: TAS ISIN: ZAE000081162

("Taste" or "the Company")

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### DIRECTORS

#### Executive

C F Gonzaga (*Chief Executive Officer*)

E Tsatsarolakis (*Financial Director*)

D J Crosson (*Executive Director*)

#### Non-executive

G M Pattison (*Chairperson*)\*

A Berman\*

T Moodley

H R Rabinowitz

K Utian\*

W P van der Merwe\*

\* *Independent*

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## CIRCULAR TO TASTE SHAREHOLDERS

### 1. INTRODUCTION

As set out in the Strategic Restructure Announcement released on SENS on 4 April 2017, Shareholders were advised, *inter alia*, that the Board intended to implement a strategic restructuring of the Company and raise R120 000 018 by way of a renounceable claw-back offer pursuant to which Taste Shareholders would be offered the right to subscribe for their *pro rata* portion of 80 000 012 Taste Shares, being 21.13210 Claw-Back Offer Shares for every 100 Shares held on the Initial Record Date, at a subscription price of R1.50 per Claw-Back Offer Share.

In terms of the Claw-Back Subscription Agreement, the Subscriber has agreed to subscribe for those Claw-Back Offer Shares not taken up by Taste Shareholders in accordance with their Entitlements.

The purpose of this Circular is to furnish Taste Shareholders with the relevant information pertaining to the Claw-Back Offer, including the terms and conditions thereof, in order to make an informed decision as to whether or not to participate in the Claw-Back Offer. The enclosed Form of Instruction in respect of the Letters of Allocation contains details of the Entitlement to which Certificated Shareholders are entitled, as well as the procedures for acceptance, sale or renunciation of Entitlement. Dematerialised Shareholders will be advised by their CSDP or broker of the Entitlement to which they are entitled, as well as the procedures for acceptance, sale or renunciation of Entitlement.

### 2. NATURE OF THE BUSINESS AND PROSPECTS OF TASTE

Taste is a South African based management group that owns and licenses a portfolio of franchised and owned, category specialist and formula driven quick service restaurants, coffee and luxury retail brands housed within two divisions, Food and Luxury Goods.

The Food division licenses the world's leading coffee retailer and roaster, Starbucks Coffee; the world's largest pizza delivery chain, Domino's, and in addition to Zebro's Chicken and Maxi's, it owns one of South Africa's leading fish take away, The Fish & Chip Co.

Taste's food brands comprise a diversified portfolio of the largest product categories (coffee, pizza, chicken, fish, burgers and breakfasts) which appeal to middle-and-upper income consumers (Starbucks, Domino's, Maxi's) as well as lower income consumers (The Fish & Chip Co, Zebro's Chicken).

The Luxury Goods division consists of retail outlets branded under NWJ, Arthur Kaplan and World's Finest Watches. Through Arthur Kaplan and World's Finest Watches, Taste is the leading retailer (by number of outlets) of luxury Swiss watches in the region, with brands like Rolex, Omega, Breitling, Hublot, TAG Heuer, Longines and Rado, among its custodian brands. Additionally, the division recently became custodian of Cartier, IWC and Montblanc in selected outlets.



Its brands appeal to a diversified customer base ranging from premium watch and jewellery buyers (Arthur Kaplan and World's Finest Watches) to first time jewellery and fashion watch buyers (NWJ).

As set out in the Strategic Restructure Announcement, the last three years have been transformational for the Group. Through acquisitions and the winning of global licences, Taste has undergone a significant transformation, from a pure franchisor company of local brands, to a predominately corporate-owned-store business with a mix of global and local brands. This transformation has challenged the Group to adapt to a very different financial and operating model.

A recent strategic review by the Board has concluded that the Group should concentrate future investments, and management efforts on rapidly growing the Food business, where returns are high and opportunities abound. The Food and Luxury Goods businesses are very different in their maturity, capital returns, and working capital requirements. In particular, the Food business, with the recent Starbucks and Domino's investments, looks much like a start-up and therefore requires more equity than debt to grow, whilst the Luxury Goods division, a mature and established business requires the opposite to capitalise on its growth prospects.

The Board has therefore concluded that these businesses will best be served by having separate shareholders and management teams and be allowed to reach their full potential independently. Since the Strategic Restructure Announcement, Taste has entered into a formal sales process of the Luxury Goods Division, appointed advisors, and engaged with potential bidders.

The funds raised from the sale of the Luxury Goods Division will be applied to reducing all existing debt, while the funds raised from the Claw-Back Offer will be applied to funding the future capital and operational requirements of the Food business.

It is therefore envisaged that post the strategic restructure, Taste will be a focused Food business, both owning and licensing leading global brands. Appropriate to a start-up, it will initially be debt free, with necessary cash on hand to accelerate its Starbucks and Domino's roll-out. This singular focus will allow Taste to pursue opportunities to license further international food brands, selectively vertically integrate, and expand its existing portfolio of brands in South- and southern Africa.

### **3. TERMS OF THE CLAW-BACK OFFER**

#### **3.1 Background and rationale**

**3.1.1** In terms of the Claw-Back Subscription Agreement, Taste will raise R120 000 018 from Shareholders by way of a fully subscribed Claw-Back Offer, at a price of R1.50 per Claw-Back Offer Share.

**3.1.2** The Claw-Back Offer, which enables Taste to pursue the aforementioned strategic restructuring, provides Shareholders with an equal opportunity to participate in the recapitalisation of the Company.

#### **3.2 Use of funds**

**3.2.1** As set out in paragraph 2 above, the funds raised in terms of the Claw-Back Offer will be used to fund the future capital and operational requirements of the Food business.

#### **3.3 Particulars of the Claw-Back Offer**

**3.3.1** All Shareholders and/or their renounees will be offered the Entitlement to subscribe for their *pro rata* portion, by way of a renounceable Claw-Back Offer, of the Claw-Back Offer Shares.

**3.3.2** In terms of the Claw-Back Offer:

**3.3.2.1** a total of 80 000 012 Claw-Back Offer Shares will be offered to Shareholders;

**3.3.2.2** each Shareholder will be entitled to subscribe for 21.13210 Claw-Back Offer Shares for every 100 Shares held by them on the Initial Record Date; and

**3.3.2.3** the subscription price will be R1.50 per Claw-Back Offer Share.

**3.3.3** Upon allotment and issue, the Claw-Back Offer Shares will rank *pari passu* in all respects, including dividends, with the existing ordinary Shares in issue.

**3.3.4** Shareholders will not be obliged to take up their full allocation of Claw-Back Offer Shares, and may take up a part only.

**3.3.5** Letters of Allocation in respect of 80 000 012 Claw-Back Offer Shares will be listed from the commencement of business on Wednesday, 31 May 2017 to close of business on Monday, 12 June 2017, both days inclusive. The Letters of Allocation may only be traded in Dematerialised form and, accordingly, Taste has issued all Letters of Allocation in Dematerialised form. The Claw-Back Offer Shares cannot be traded before such Shares are listed on the JSE on Tuesday, 13 June 2017.

**3.3.6** The Claw-Back Offer will open at 09:00 on Monday, 5 June 2017 and close at 12:00 on Thursday, 15 June 2017.

**3.3.7** The price will be payable in Rand and in full upon acceptance by Certificated Shareholders, or on a delivery-versus-payment basis by the CSDP or broker of Dematerialised Shareholders who have accepted the Claw-Back Offer.

### 3.4 Entitlement

- 3.4.1** Taste Shareholders will receive the Entitlement to subscribe for 21.13210 Claw-Back Offer Shares for every 100 Shares held on the Initial Record Date, being Friday, 2 June 2017.
- 3.4.2** Taste Shareholders who hold less than 100 Taste Shares or who do not hold a multiple of 100 Taste Shares, will be entitled, in respect of such holdings, to participate in the Claw-Back Offer in accordance with the table of entitlement set out in **Annexure 1** to this Circular.
- 3.4.3** The allocation of Claw-Back Offer Shares will be such that Shareholders will not be allocated a fraction of a Claw-Back Offer Share and as such any entitlement to receive a fraction of a Claw-Back Offer Share which:
- 3.4.3.1** is less than one-half of a Claw-Back Offer Share, will be rounded down to the nearest whole number;
- 3.4.3.2** is equal to or greater than one-half of a Claw-Back Offer Share but less than a whole Claw-Back Offer Share, will be rounded up to the nearest whole number.
- 3.4.4** Certificated Shareholders will have their Entitlements credited to a nominee account in electronic form, which will be administered by the Transfer Secretaries on their behalf. The enclosed Form of Instruction reflects the number of Shares for which the Certificated Shareholder is entitled to subscribe. The procedure to be followed by Certificated Shareholders for the acceptance, sale or renunciation of their Entitlement is reflected on the Form of Instruction. If by 12:00 on Friday, 2 June 2017, Certificated Shareholders do nothing in response to this Claw-Back Offer, their Entitlements will lapse and will be allocated to the Subscriber in terms of the Claw-Back Subscription Agreement.
- 3.4.5** Dematerialised Shareholders will not receive a Form of Instruction. Dematerialised Shareholders will have their Entitlement to subscribe for Claw-Back Offer Shares automatically credited in electronic form to their account held by their appointed CSDP or broker. The CSDP or broker will advise Dematerialised Shareholders of the procedure to be followed and the timing for the acceptance, sale, renunciation or lapsing of such Entitlements.
- 3.4.6** The Letters of Allocation to which the Form of Instruction relate are transferrable and can be renounced or sold on the JSE.

### 3.5 Excess application

- 3.5.1** Taste Shareholders may not apply for any excess Claw-Back Offer Shares and same shall be allocated to the Subscriber in terms of the Claw-Back Subscription Agreement.

## 4. PROCEDURE FOR ACCEPTANCE, RENUNCIATION AND SALE OF ENTITLEMENTS

### 4.1 Certificated Shares

Any instruction by Certificated Shareholders to accept, sell or renounce some or all of the Claw-Back Offer Shares allocated to them may only be made by means of the enclosed Form of Instruction.

#### 4.1.1 Acceptance of Entitlements

- 4.1.1.1** Acceptances are irrevocable and may not be withdrawn.
- 4.1.1.2** Acceptances may be made only by means of the enclosed Form of Instruction.
- 4.1.1.3** Any instruction to sell or renounce some or all of the Entitlements may only be made by means of the enclosed Form of Instruction.
- 4.1.1.4** The properly completed Form of Instruction together with a cheque crossed "not transferable" and "or bearer" deleted, proof of EFT payment or banker's draft (in the case of foreign Shareholders) in Rand in payment of the price payable for the relevant Claw-Back Offer Shares must be received by the Transfer Secretaries by no later than 12:00 on Thursday, 15 June 2017. All acceptances of the Claw-Back Offer sent by post by the beneficial holders will be accepted provided the envelope is received by no later than 12:00 on Thursday, 15 June 2017. No late postal acceptances will be accepted.
- 4.1.1.5** The Form of Instruction to take up the Entitlements in question will be regarded as complete only when the cheque, proof of EFT payment or banker's draft (in the case of foreign Shareholders) has been cleared for payment.
- 4.1.1.6** Such payment will constitute an irrevocable acceptance of the Claw-Back Offer upon the terms and conditions set out in this Circular and in the Form of Instruction once the cheque, EFT or banker's draft has been cleared for payment.
- 4.1.1.7** If any Form of Instruction is not received as set out above, the Claw-Back Offer will be deemed to have been declined and the Entitlement to subscribe for the Claw-Back Offer Shares in terms of the Form of Instruction will lapse regardless of who holds it.
- 4.1.1.8** No acknowledgement of receipt will be given for a cheque or banker's draft received in respect of the Claw-Back Offer.

#### 4.1.2 Renunciation or sale of Entitlements

- 4.1.2.1** Certificated Shareholders not wishing to subscribe for some or all of the Claw-Back Offer Shares allocated to them as reflected in the Form of Instruction, may sell or renounce some or all of their Entitlements.
- 4.1.2.2** Certificated Shareholders who wish to sell some or all of the Claw-Back Offer Shares allocated to them as reflected in the Form of Instruction, must complete the relevant sections of the Form of Instruction and return it to the Transfer Secretaries in accordance with the instructions contained therein, to be received by no later than 12:00 on Monday, 12 June 2017.
- 4.1.2.3** The Transfer Secretaries will endeavour to procure the sale of the Entitlements on the JSE on behalf of such Certificated Shareholders and will remit the proceeds in accordance with the payment instructions reflected in the Form of Instruction, net of brokerage charges and associated expenses. Neither the Transfer Secretaries nor the Company nor any broker appointed by it will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising out of the timing of such sales, the price obtained or any failure to sell such Entitlements. References in this paragraph to a Certificated Shareholder include references to the person or persons executing the Form of Instruction and any person or persons on whose behalf such person or persons executing the Form of Instruction is/are acting. In the event of more than one person executing the Form of Instruction, the provisions of this paragraph shall apply to them, jointly and severally.
- 4.1.2.4** Certificated Shareholders who do not wish to sell some or all of their Entitlements to the Claw-Back Offer Shares allocated to them as reflected in the Form of Instruction, and who do not wish to subscribe for Claw-Back Offer Shares offered in terms of the Form of Instruction, but who wish to renounce their Entitlements, must complete the relevant sections of the Form of Instruction and return it to the Transfer Secretaries in accordance with the instructions contained therein to be received by no later than 12:00 on Thursday, 15 June 2017.
- 4.1.2.5** Certificated Shareholders who wish to subscribe for only a portion of the Claw-Back Offer Shares allocated to them must indicate the number of Claw-Back Offer Shares for which they wish to subscribe on the Form of Instruction.
- 4.1.2.6** Certificated Shareholders wishing to sell their Entitlement will be liable to pay the Transfer Secretaries an amount of R154.48 (one hundred and fifty four Rand and forty eight cents) (all inclusive) for trades having a value of less than or equal to R40 000.00 and an amount equal to R154.48 (one hundred and fifty four Rand and forty eight cents) plus 0.35% of the value of the trades, plus VAT for trades with a value of R40 000.00 (forty thousand Rand) or more.

#### 4.1.3 Payment

- 4.1.3.1** The amount due on acceptance of the Claw-Back Offer is payable in Rand.

#### 4.1.4 Payment terms

- 4.1.4.1** A cheque drawn on a South African bank or banker's draft drawn on a registered bank (each of which should be crossed and marked "not transferable" and, in the case of a cheque, with the words "or bearer" deleted) in favour of "**Taste - Claw-Back Offer**" in respect of the amount due, or proof of EFT payment together with a duly completed Form of Instruction, must be lodged by Certificated Shareholders and/or their renounees by no later than 12:00 on Thursday, 15 June 2017 in accordance with the instructions contained in the form of instruction and clearly marked "**Taste - Claw-Back Offer**".
- 4.1.4.2 By hand to:**  
Computershare Investor Services Proprietary Limited  
15 Biermann Avenue  
Rosebank Towers  
Rosebank, 2196
- 4.1.4.3 By post, at the risk of the Shareholder or renounee concerned to:**  
Computershare Investor Services Proprietary Limited  
PO Box 61763  
Marshalltown  
2107
- 4.1.4.4** All cheques or bankers' drafts received (in the case of foreign Shareholders) by the Transfer Secretaries will be deposited immediately for payment. In the event that any cheque or banker's draft (in the case of foreign Shareholders) is dishonoured, Taste, in its sole discretion, may treat the relevant acceptance as void or may tender delivery of the relevant Claw-Back Offer Shares to which it relates against payment in cash of the price for such Claw-Back Offer Shares.

**4.1.4.5** Money received in respect of a Form of Instruction which is rejected or otherwise treated as void by Taste, or which is otherwise not validly received in accordance with the terms stipulated in this paragraph, will be refunded (without interest) by way of an EFT in Rand to the applicant concerned, on or about Monday, 19 June 2017. If Taste is not able to effect the refund by EFT for any reason whatsoever, then the relevant refund will be held by Taste until collected by the shareholder. No interest in respect of such refund will be paid by Taste.

**4.1.4.6 By EFT:**

EFTs will be accepted. In this regard Shareholders should contact the Transfer Secretaries' call centre – Corporate Actions on 0861 100 634 to obtain banking details and a reference number for the deposits. Forms of Instruction and proof of EFT payments may be faxed to 011 688 5210 or emailed to corporate.events@computershare.co.za.

**4.1.4.7** Shareholders should note that the aforementioned is only in respect of the subscription for Claw-Back Offer Shares and not for the disposing of any Claw-Back Offer Shares.

**4.1.4.8** Computershare Investor Services will not be responsible for any loss and/or damage whatsoever in relation to or arising from the late and/or non-receipt of faxed or emailed Form of Instruction or owing to any Forms of Instruction being sent to any other facsimile number or email address other than those provided above.

**4.1.4.9** Forms of Instruction shall be deemed to be received on the date reflected in Computershare Investor Service's electronic or facsimile systems. Notwithstanding anything to the contrary, it is the Shareholder's responsibility to ensure that their Forms of Instruction is received by Computershare Investor Services no later than the due date and time thereof.

**4.1.5 Taste Share Certificates**

**4.1.5.1** Share Certificates in respect of Claw-Back Offer Shares will be posted by registered post by the Transfer Secretaries, at the risk of the Certificated Shareholders concerned, on or about Monday, 19 June 2017. As Taste uses the "certified transfer deeds and other temporary documents of title" procedure approved by the JSE, only "block" certificates will be issued in respect of Claw-Back Offer Shares.

**4.1.5.2** Certificated Shareholders receiving Claw-Back Offer Shares in Certificated format must note that such Shares cannot trade on the JSE until they have been Dematerialised. This could take between one and ten days.

**4.2 DEMATERIALISED SHARES**

**4.2.1 Acceptance, renunciation or sale of Entitlements**

**4.2.1.1** The CSDP or broker appointed by Dematerialised Shareholders is obliged to contact such Shareholders to ascertain:

- whether the Shareholder concerned wishes to follow his Entitlement in terms of the Claw-Back Offer and if so, in respect of how many Claw-Back Offer Shares;
- whether the Shareholder concerned wishes to renounce his Entitlement and if so, in respect of how many Claw-Back Offer Shares; and
- whether the Shareholder concerned wishes to sell those Entitlements which he does not wish to follow or renounce and if so, how many Entitlements are to be sold.

**4.2.1.2** Shareholders not contacted by their CSDPs or brokers, should contact them and furnish them with their instruction. Should a CSDP or broker not obtain instructions from a Dematerialised Shareholder, they are obliged to act in terms of the Custody Agreement entered into between them and such Dematerialised Shareholder, or if the agreement is silent in this regard, they are obliged not to accept the Entitlements on behalf of such Shareholder.

**4.2.2 Payment**

**4.2.2.1** The CSDP or broker will effect payment directly on behalf of Dematerialised Shareholders in respect of Entitlements followed, in Rand, on Monday, 19 June 2017 on a delivery-versus-payment basis.

**4.2.2.2** Dematerialised Shareholders who wish to accept the Claw-Back Offer Shares should ensure that the necessary funds are deposited with the relevant CSDP or broker.

**4.2.3 Claw-Back Offer Shares**

**4.2.3.1** Dematerialised Shareholders will have their accounts credited with the Claw-Back Offer Shares subscribed for in terms of the Claw-Back Offer, on Monday, 19 June 2017.

## 5. CLAW-BACK SUBSCRIPTION AGREEMENT

- 5.1 Taste has entered into an agreement with the Subscriber in terms of which, *inter alia*:
- 5.1.1 Taste received the Claw-Back Subscription Amount on 19 April 2017;
  - 5.1.2 Taste will issue the applicable Claw-Back Offer Shares to those Shareholders and/or their renouces subscribing for the Claw-Back Offer Shares against receipt of payment for such Claw-Back Offer Shares allocated to them in accordance with the provisions of this Circular;
  - 5.1.3 Taste will notify the Subscriber, in writing, of the number of Claw-Back Offer Shares not taken up by Shareholders and/or their renouces pursuant to the Claw-Back Offer and the consequent number of remaining Claw-Back Offer Shares ("**Remaining Claw-Back Offer Shares**") to be allocated to the Subscriber. For the avoidance of doubt, all Entitlements which have lapsed shall be allocated to the Subscriber;
  - 5.1.4 Taste will issue those Remaining Claw-Back Offer Shares, after completion of the allocations referred to in paragraph 5.1.2 above, to the Subscriber;
  - 5.1.5 on the Business Day following the date on which the Claw-Back Offer closes, Taste shall repay to the Subscriber a portion of the Claw-Back Subscription Amount, which portion shall be equal to the amount received by the Company pursuant to the subscription of the Claw-Back Offer Shares by Shareholders and/or their renouces that have validly accepted the Claw-Back Offer, plus interest on the full Claw-Back Subscription Amount at a rate of 12% per annum, calculated from the date of receipt by the Company of the Claw-Back Offer Subscription Amount, until the date of such repayment to the Subscriber.
- 5.2 In terms of the Claw-Back Subscription Agreement, the Subscription Fee, being an amount equal to 1.5% of the quantum of the Claw-Back Subscription Amount, is payable by Taste to the Subscriber.
- 5.3 As at the date of signature of the Claw-Back Subscription Agreement, the Board had made due and careful enquiry to confirm that the Subscriber could meet its commitments in terms of the Claw-Back Offer Subscription Agreement.
- 5.4 Details of the Subscriber, as required in terms of the Listings Requirements, are set out in **Annexure 3** to this Circular.

## 6. JSE LISTINGS

The JSE has granted listings for the Letters of Allocation and the Claw-Back Offer Shares as follows:

- 6.1 Letters of Allocation in respect of 80 000 012 Claw-Back Offer Shares will be listed from the commencement of trade on Wednesday, 31 May 2017 to close of business on Monday, 12 June 2017, both days inclusive, under the JSE code: TASN and ISIN: ZAE000245171; and
- 6.2 80 000 012 Claw-Back Offer Shares will be listed with effect from the commencement of trade on Tuesday, 13 June 2017.

## 7. EXCHANGE CONTROL REGULATIONS

The following summary is intended only as a guide and is therefore not a comprehensive statement of the Exchange Control Regulations. Taste Shareholders who are in any doubt as to the appropriate course of action to take should consult their professional advisers.

The Claw-Back Offer Shares to be issued pursuant to the Claw-Back Offer are not freely transferable from South Africa and must be dealt with in terms of the Exchange Control Regulations.

Taste Shareholders who are not resident in the Common Monetary Area should obtain advice as to whether any governmental and/or other legal consent is required and/or whether any other formality must be observed to follow their Entitlements in terms of the Claw-Back Offer.

### 7.1 Non-residents

- 7.1.1 In terms of the Exchange Control Regulations, non-residents of the Common Monetary Area will be allowed to:
  - 7.1.1.1 take up Entitlements in respect of Claw-Back Offer Shares allocated to them in terms of the Claw-Back Offer;
  - 7.1.1.2 purchase Letters of Allocation on the JSE; and
  - 7.1.1.3 subscribe for the Claw-Back Offer Shares in terms of the Claw-Back Offer,provided payment is received in foreign currency through normal banking channels or in Rand from a non-resident account.
- 7.1.2 Share Certificates issued pursuant to the application must be endorsed "non-resident". In respect of Taste Shareholders taking up their Entitlements in terms of the Claw-Back Offer:

- 7.1.2.1 a “non-resident” endorsement will be applied to forms of instruction issued to non-resident Certificated Shareholders; or
  - 7.1.2.2 a “non-resident” annotation will appear in the CSDP or broker’s register for non-resident Dematerialised Shareholders.
- 7.1.3 All applications by non-residents for the above purposes must be made through a South African authorised dealer. Where Entitlements are sold on the JSE on behalf of non-residents, the proceeds of such sale are freely remittable through a South African authorised dealer in foreign exchange.

## 7.2 Emigrants

- 7.2.1 Where an Entitlement in terms of the Claw-Back Offer falls due to an emigrant, which Entitlement is based on Shares blocked in terms of Exchange Control Regulations, only then may blocked funds be used to:
- 7.2.1.1 take up Entitlements allocated to such emigrant in terms of the Claw-Back Offer;
  - 7.2.1.2 purchase Entitlements on the JSE; and
  - 7.2.1.3 subscribe for the Claw-Back Offer Shares in terms of the Claw-Back Offer.
- 7.2.2 Applications by emigrants using blocked Rand for the above purposes must be made through the South African authorised dealer controlling their blocked assets. Share Certificates issued pursuant to blocked Rand transactions must be endorsed “non-resident” and placed under the control of the authorised dealer through whom the payment was made.
- 7.2.3 Where Entitlements are sold on the JSE on behalf of emigrants, which Entitlements are based on Shares which are blocked in terms of the Exchange Control Regulations, the proceeds of such sales will be credited to the blocked Rand accounts of the Taste Shareholders concerned.
- 7.2.4 Non-resident and emigrant Dematerialised Shareholders will have all aspects relating to exchange control managed by their CSDP or broker.

## 8. JURISDICTION

- 8.1 The distribution of this Circular and/or accompanying documents and/or the transfer of the Claw-Back Offer Shares and/or the Entitlement to subscribe for Claw-Back Offer Shares in jurisdictions other than South Africa may be restricted by law and failure to comply with any of those restrictions may constitute a violation of the laws of any such jurisdiction in which it is illegal to make the Claw-Back Offer. In such circumstances this Circular is not addressed to such Shareholders and the Claw-Back Offer is made only to qualifying Shareholders.
- 8.2 Any Shareholder resident outside the Common Monetary Area who receives the Circular and accompanying documents, should obtain advice as to whether any governmental and/or any other legal consent is required and/or any other formality must be observed to enable such a subscription to be made in terms of the enclosed Form of Instruction.
- 8.3 The Claw-Back Offer does not constitute an offer in any jurisdiction in which it is illegal to make such an offer and the Circular and accompanying documents should not be forwarded or transmitted by recipients thereof to any person in any territory other than where it is lawful to make such an offer.
- 8.4 The Claw-Back Offer Shares offered hereby have not been and will not be registered under the Securities Act, or the securities laws of any state of the United States. This Circular does not constitute an offer to sell or a solicitation of an offer to buy any of the Claw-Back Offer Shares offered hereby within the USA, and the Claw-Back Offer Shares offered herein may not be offered or sold in or into the United States or to U.S. persons unless registered under the Securities Act and applicable state securities laws, or pursuant to an exemption from such registration requirements as described herein. “United States” and “U.S. persons” are defined in Regulation S under the Securities Act.
- 8.5 The Claw-Back Offer contained in the Circular does not constitute an offer in the District of Columbia, the USA, the Dominion of Canada, the Commonwealth of Australia, Japan or in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. Non-qualifying Shareholders should consult their professional advisers to determine whether any governmental or other consents are required or other formalities need to be observed to allow them to take up the Claw-Back Offer, or trade their Entitlement. Shareholders holding Claw-Back Offer Shares on behalf of persons who are non-qualifying Shareholders are responsible for ensuring that taking up the Claw-Back Offer, or trading in their Entitlements under that offer, do not breach regulation in the relevant overseas jurisdictions.
- 8.6 To the extent that non-qualifying Shareholders are not entitled to participate in the Claw-Back Offer as a result of the aforementioned restrictions, the allocated Entitlements in respect of such non-qualifying Shareholders will lapse.

## 9. TAX CONSEQUENCES OF THE CLAW-BACK OFFER

The Directors are of the opinion that the purchase, holding and disposal of the Letters of Allocation or Claw-Back Offer Shares should, for taxation purposes, be treated according to the usual rules relating to the categorisation of an asset and its return as capital or revenue and accordingly, Taste Shareholders are advised to consult their professional advisers regarding the tax consequences of the Claw-Back Offer.

## 10. DIRECTORS OF TASTE

The Board is currently comprised of nine Directors, six of whom are non-executive Directors (of which four are independent) and three are executive Directors.

There will be no change to the composition of the Board, nor will the remuneration of the Directors be varied, as a result of the Claw-Back Offer.

## 11. DIRECTORS' INTEREST

As at 28 February 2017, being the end of the latest financial year, the following Directors (and their associates) and persons who are no longer Directors (having resigned during the last 18 months), held, directly or indirectly, approximately 18.05% of the total issued share capital of Taste as follows:

Director	Beneficial		Total shares	Total %
	Direct	Indirect		
H R Rabinowitz and associates	426 358	32 039 954	32 466 312	8.58
J B Currie	10 061 768	–	10 061 768	3.49
C F Gonzaga and associates	–	5 491 891	5 491 891	1.45
R L Daly and associates	85 000	4 779 758	4 864 758	1.29
D J Crosson	4 711 082	–	4 711 082	1.24
G M Pattison and associates	–	2 000 000	2 000 000	0.53
A Berman and associates	–	2 180 250	2 180 250	0.58
W P van der Merwe and associates	–	1 938 000	1 938 000	0.51
K Utian and associates	–	1 292 000	1 292 000	0.34
E Tsatsarolakis	161 500	–	129 200	0.04
<b>Total</b>	<b>15 445 708</b>	<b>49 721 853</b>	<b>65 135 261</b>	<b>18.05</b>

### Notes:

1. There have been no changes to the Directors' interests (or of their associates), between the financial year ended 28 February 2017 and the Last Practicable Date.
2. The Directors may participate in the Claw-Back Offer. Such participation may result in a change to the number of Shares held by the Directors on implementation of the Claw-Back Offer.

## 12. SHARE CAPITAL

The authorised and issued share capital of Taste before and after the Claw-Back Offer is set out in the table below.

Before the Claw-Back Offer	R'000
<b>Authorised share capital</b>	
1 000 000 000 ordinary shares of no par value	
<b>Issued share capital</b>	
378 571 047 ordinary shares of no par value	624 146
<b>Total issued share capital</b>	<b>624 146</b>

*Note: Taste has 1 983 777 treasury shares in issue which are held by Taste Holdings Share Trust.*

After the Claw-Back Offer	R'000
<b>Authorised share capital</b>	
1 000 000 000 ordinary shares of no par value	
<b>Issued share capital</b>	
458 571 059 ordinary shares of no par value	744 146
<b>Total issued share capital</b>	<b>744 146</b>

**Note:** Taste will have 1 983 777 treasury shares in issue which are held by Taste Holdings Share Trust. The Taste Holdings Share Trust will renounce 100% of its Entitlement to the Claw-Back Offer Shares to participants of the trust (whose options have vested, but have not yet been exercised) and who wish to subscribe for Claw-Back Offer Shares. If the participants do not wish to subscribe, the Entitlement to the Claw-Back Offer Shares, and to the options that have not yet vested, will be renounced to the Company. The Taste Holdings Share Trust's Entitlement to the Claw-Back Offer Shares will therefore not be sold.

## 13. SHARE TRADING HISTORY OF TASTE

The highest, lowest and closing prices of Taste Shares traded on the JSE for the 12 months prior to the date of issue of this Circular and for the 30 trading days preceding the Last Practicable Date, together with the relevant volumes in respect thereof, are set out in **Annexure 2** to this Circular.

#### 14. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names are set out on page 6 of this Circular, collectively and individually, accept full responsibility for the accuracy of the information contained in this Circular and certify that, to the best of their knowledge and belief that there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Circular contains all information required by law and the Listings Requirements.

#### 15. CONSENTS

The Corporate Adviser and Sponsor, Legal Adviser and the Transfer Secretaries have consented in writing to act in the capacities stated and to their names being stated in this Circular and have not withdrawn their consents prior to publication of this Circular.

#### 16. COSTS

The total estimated costs relating to the Claw-Back Offer, which amount to approximately R2.84 million excluding VAT, are detailed in the table below:

<b>Nature of cost</b>	<b>Paid/Payable to</b>	<b>Estimated amount (R)</b>
Corporate Adviser and Sponsor fee	Merchantec Capital	600 000
Legal fees	Eversheds Sutherland	65 000
Subscription Fee	Subscriber	1 800 000
JSE documentation fee	JSE	25 000
JSE listing fee	JSE	80 000
Transfer Secretaries, Strate and Exchange Control fees	Computershare Investor Services, Strate and FirstRand Bank	50 000
Other		100 000
Printing, publication and distribution	Midnight Star	120 000
<b>Total</b>		<b>2 840 000</b>

#### 17. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection at the registered office of Taste and the office of the Sponsor which addresses are set out in the "Corporate information" section of this Circular, during normal business hours from Thursday, 1 June 2017 up to and including Thursday, 15 June 2017:

- the Claw-Back Subscription Agreement;
- this Circular and the Form of Instruction;
- copies of the written consents referred to in paragraph 15 above;
- powers of attorney signed by the Directors;
- the Memoranda of Incorporation of Taste and its major Subsidiaries; and
- copies of the audited annual financial results of Taste for the three financial years ended 28 February 2017, 29 February 2016 and 28 February 2015.

**SIGNED BY C F GONZAGA, ON HIS OWN BEHALF AS A DIRECTOR AND ON BEHALF OF ALL THE OTHER DIRECTORS OF TASTE HOLDINGS LIMITED, HE BEING DULY AUTHORISED IN TERMS OF POWERS OF ATTORNEY GRANTED TO HIM BY SUCH DIRECTORS**

**C F Gonzaga**  
*Chief Executive Officer*

30 May 2017  
Johannesburg



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**TABLE OF ENTITLEMENT**


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The following table sets out the number of Claw-Back Offer Shares to which a Shareholder is entitled.

<b>Number of Taste Shares held</b>	<b>Entitlement</b>	<b>Number of Taste Shares held</b>	<b>Entitlement</b>	<b>Number of Taste Shares held</b>	<b>Entitlement</b>
1	0.21132	6 000	1 267.92600	11 000 000	2 324 531.00000
2	0.42264	7 000	1 479.24700	12 000 000	2 535 852.00000
3	0.63396	8 000	1 690.56800	13 000 000	2 747 173.00000
4	0.84528	9 000	1 901.88900	14 000 000	2 958 494.00000
5	1.05661	10 000	2 113.21000	15 000 000	3 169 815.00000
6	1.26793	20 000	4 226.42000	16 000 000	3 381 136.00000
7	1.47925	30 000	6 339.63000	17 000 000	3 592 457.00000
8	1.69057	40 000	8 452.84000	18 000 000	3 803 778.00000
9	1.90189	50 000	10 566.05000	19 000 000	4 015 099.00000
10	2.11321	60 000	12 679.26000	20 000 000	4 226 420.00000
20	4.22642	70 000	14 792.47000	21 000 000	4 437 741.00000
30	6.33963	80 000	16 905.68000	22 000 000	4 649 062.00000
40	8.45284	90 000	19 018.89000	23 000 000	4 860 383.00000
50	10.56605	100 000	21 132.10000	24 000 000	5 071 704.00000
60	12.67926	200 000	42 264.20000	25 000 000	5 283 025.00000
70	14.79247	300 000	63 396.30000	26 000 000	5 494 346.00000
80	16.90568	400 000	84 528.40000	27 000 000	5 705 667.00000
90	19.01889	500 000	105 660.50000	28 000 000	5 916 988.00000
100	21.13210	600 000	126 792.60000	29 000 000	6 128 309.00000
200	42.26420	700 000	147 924.70000	30 000 000	6 339 630.00000
300	63.39630	800 000	169 056.80000	31 000 000	6 550 951.00000
400	84.52840	900 000	190 188.90000	32 000 000	6 762 272.00000
500	105.66050	1 000 000	211 321.00000	33 000 000	6 973 593.00000
600	126.79260	2 000 000	422 642.00000	34 000 000	7 184 914.00000
700	147.92470	3 000 000	633 963.00000	35 000 000	7 396 235.00000
800	169.05680	4 000 000	845 284.00000	36 000 000	7 607 556.00000
900	190.18890	5 000 000	1 056 605.00000	37 000 000	7 818 877.00000
1 000	211.32100	6 000 000	1 267 926.00000	38 000 000	8 030 198.00000
2 000	422.64200	7 000 000	1 479 247.00000	39 000 000	8 241 519.00000
3 000	633.96300	8 000 000	1 690 568.00000	40 000 000	8 452 840.00000
4 000	845.28400	9 000 000	1 901 889.00000	50 000 000	10 566 050.00000
5 000	1 056.60500	10 000 000	2 113 210.00000	60 000 000	12 679 260.00000

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## SHARE TRADING HISTORY OF TASTE

The highest, lowest and closing price of shares of Taste on the JSE for each month commencing from 1 May 2016 to 30 April 2017 and aggregated monthly volume is as follows:

<b>Month ended</b>	<b>High (cents)</b>	<b>Low (cents)</b>	<b>Close (cents)</b>	<b>Volume</b>
31 May 2016	290	205	255	76 130 820
30 June 2016	260	205	243	4 404 797
31 July 2016	248	195	227	12 216 942
31 August 2016	235	205	213	4 039 637
30 September 2016	225	190	190	6 914 423
31 October 2016	200	165	180	7 613 240
30 November 2016	200	160	185	10 248 210
31 December 2016	195	170	195	4 156 908
31 January 2017	200	173	190	6 955 898
28 February 2017	195	176	179	4 487 566
31 March 2017	211	180	210	1 702 260
30 April 2017	210	181	205	2 721 578

The highest, lowest and closing price of shares of Taste on the JSE, for the 30 trading days preceding 19 May 2017 (being the Last Practicable Date prior to the finalisation of this Circular) and the daily volume are as follows:

<b>Day ended</b>	<b>High (cents)</b>	<b>Low (cents)</b>	<b>Close (cents)</b>	<b>Volume</b>
5 April 2017	210	191	200	143 950
6 April 2017	200	191	195	117 918
7 April 2017	198	181	191	84 847
10 April 2017	199	191	191	46 056
11 April 2017	197	182	195	58 283
12 April 2017	191	181	185	70 000
13 April 2017	197	191	197	67 841
18 April 2017	196	191	196	46 664
19 April 2017	198	198	198	212 250
20 April 2017	200	199	199	411 576
21 April 2017	199	199	199	104 436
24 April 2017	201	200	200	34 100
25 April 2017	207	196	200	42 678
26 April 2017	208	196	205	164 507
28 April 2017	206	205	205	451 989
2 May 2017	209	205	205	51 109
3 May 2017	210	205	210	18 705
4 May 2017	210	210	210	2 000
5 May 2017	210	205	208	123 594
8 May 2017	210	207	207	22 218
9 May 2017	210	206	210	59 997
10 May 2017	210	205	205	5 410
11 May 2017	215	200	210	1 075 978
12 May 2017	215	210	214	1 172 586
15 May 2017	213	210	210	1 602 935
16 May 2017	210	205	205	702 415
17 May 2017	210	200	210	839 490
18 May 2017	210	208	208	1 975 152
19 May 2017	212	210	212	915 545

Source: JSE

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## INFORMATION ON THE SUBSCRIBER

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Details pertaining to the Subscriber as required in terms of the Listings Requirements are set out below.

### 1. NATURE OF BUSINESS

The Subscriber, Riskowitz Value Fund LP (the "**Partnership**"), a Delaware (USA) limited partnership, is a private pooled investment vehicle offered to investors on a confidential, private placement basis. Protea Asset Management LLC (the "**Adviser**"), a Delaware limited liability company is the investment adviser to the Partnership, with full discretionary authority to invest the assets of the Partnership. The Adviser, which employs a concentrated value investment approach, seeks superior returns and long-term capital appreciation, generally by investing in publicly traded securities, with a primary focus on South African listed securities.

### 2. DIRECTORS

Not applicable.

### 3. COMPANY SECRETARY

Not applicable.

### 4. DATE AND PLACE OF FORMATION

March 10, 2010, Delaware, United States

### 5. REGISTRATION NUMBER

4797702 (Delaware File Number)

### 6. REGISTERED OFFICE

615 South Dupont Highway  
Dover, County of Kent  
Delaware, 19901  
United States

### 7. AUDITORS

Patke & Associates, Ltd.  
300 Village Green Dr., Ste 210  
Lincolnshire, IL 60069  
USA

### 8. BANKERS

Citibank, N.A.  
153 East 53rd Street  
New York, NY 10022  
United States

### 9. AUTHORISED SHARE CAPITAL

Not applicable.

### 10. ISSUED SHARE CAPITAL

Not applicable.