



Premier Food & Fishing Limited

The First Choice

PREMIER FOOD AND FISHING LIMITED
(previously Sekunjalo Industrial Holdings Proprietary Limited)

(Incorporated in the Republic of South Africa)
(Registration number 1998/018598/06)
Share code: PFF, ISIN: ZAE000238309
("PFF" or "the Company")

PRIVATE PLACEMENT APPLICATION FORM

The definitions and interpretations commencing on page 6 of the pre-listing statement to which this Application Form is attached ("Pre-listing Statement") apply mutatis mutandis to this Application Form.

This Application Form should be read in conjunction with the Pre-listing Statement.

TO BE COMPLETED BY INVITED INVESTORS ONLY

The Company is, in conjunction with the Listing, undertaking the Private Placement, involving an offer to Invited Investors to subscribe for Private Placement Shares in the Company at the Placement Price of R4.50 per Private Placement Share, such placement to be implemented by the Company issuing up to approximately 117 000 000 new Shares to Invited Investors, thereby raising approximately R526.5 million for the Company.

Successful applicants will be advised of their allocations of Private Placement Shares by 24 February 2017, with the allocated Private Placement Shares certificate for its Shares, it may do so following the Listing and should contact its CSDP or Broker in this regard, which is expected to be 2 March 2017.

Invited Investors are referred to the terms of the Private Placement, as detailed in the Pre-listing Statement and, in particular, in Annexure 16 thereto. In addition, please refer to the instructions overleaf before completing this Application Form.

Dematerialised Shares

The allocated Private Placement Shares will be transferred to successful applicants in Dematerialised form only. Accordingly, all successful applicants must appoint a CSDP directly, or a Broker, to receive and hold the Dematerialised Shares on their behalf. Should a Shareholder wish to obtain a physical share certificate for its Shares, it may do so following the Listing and should contact its CSDP or Broker in this regard.

As allocated Private Placement Shares will be transferred to successful applicants on a "delivery-versus-payment" basis, payment will be made by your CSDP or Broker on your behalf.

Invited Investors should complete this Application Form in respect of the Private Placement and hand deliver or email it to:

If delivered by hand or by courier:

Attention: Willie Honeyball

If emailed:

willieh@psgcapital.com

PSG Capital Proprietary Limited

1st Floor, Ou Kollege
35 Kerk Street
Stellenbosch, 7600

This Application Form must be stamped and signed by an applicant's CSDP or Broker. Failure to do so will result in this Application Form being rejected. This Application Form must be received by no later than 17:00 on 21 February 2017.

Invited Investors must contact their CSDP or Broker and advise them that they have submitted the Application Form as instructed above. Pursuant to the application, Invited Investors must make arrangements with their CSDP or Broker for payment to be made as stipulated in the agreement governing their relationship with their CSDP or Broker, in respect of the Private Placement Shares allocated to them in terms of the Private Placement by the settlement date, expected to be 2 March 2017.

Conditions Precedent

The Listing is conditional on (i) the Company meeting the spread requirements of the JSE and (ii) the Directors of PFF, in their sole discretion, determining that the Company has achieved an appropriate level of black shareholding. In addition, should any of these Conditions Precedent fail, the Private Placement and any acceptance thereof shall not be of any force or effect and no person shall have any claim whatsoever against the Company or any other person as a result of the failure of the conditions.

Reservation of rights

The Board reserves the right to accept or refuse any application for Private Placement Shares, either in whole or in part, or to reduce any or all application(s) (whether or not received timeously) in such manner as it may in its sole and absolute discretion determine.

The Board shall, in its sole discretion, determine an appropriate allocation mechanism in order to achieve the requisite level of black shareholding, with preference being given to those Invited Investors who are Black People. In this regard, the Board will also take into account the spread requirements of the JSE, the liquidity of the Shares and the potential shareholder base that the Board wishes to achieve.

Furthermore, the Board may accept or reject, in whole or in part, any application should the terms contained in the Pre-listing Statement, of which this Application Form forms part, and the instructions herein not be properly complied with.

Only persons who fall within any of the categories envisaged in section 96(1)(a) of the Companies Act or who subscribe for Private Placement Shares, the acquisition cost of which is not less than R1 000 000 per single addressee acting as principal (as contemplated in section 96(1)(b) of the Companies Act), are entitled to participate in the Private Placement.

To the Directors:

PREMIER FOOD AND FISHING LIMITED

1. I/We, the undersigned, confirm that I/we have full legal capacity to contract and, having read the Pre-listing Statement, hereby irrevocably apply for and request you to accept my/our application for the undermentioned value to subscribe for Private Placement Shares at the Placement Price under the Private Placement set out in the Pre-listing Statement to which this Application Form is attached and in accordance with the terms and conditions set out therein and that may, in your absolute discretion, be allocated to me/us.
2. I/We wish to receive my/our allocated Private Placement Shares in Dematerialised form and will deliver this Application Form to PSG Capital, and will provide appropriate instructions to my/our CSDP or Broker, as the case may be, with regard to the application herein and the payment thereof, as stipulated in the agreement governing my/our relationship with my/our CSDP or Broker, as the case may be. I/We accept that payment in respect of this application will be, in terms of the Custody Agreement entered into between me/us and my/our CSDP or Broker, as the case may be, on a delivery-versus-payment basis.
3. I/We understand that the Listing and Private Placement are subject to the Conditions Precedent detailed in the Pre-listing Statement and in this Application Form and that, should any of the Conditions Precedent fail, the Private Placement and any acceptance thereof shall not be of any force or effect and that I/we will not have any claim whatsoever against the Company or any other person as a result of the failure of the conditions.

4. I/We hereby declare that the information furnished in the Application Form is true, complete and accurate to the best of my/our knowledge and belief and I/we undertake to inform PFF forthwith should any changes thereto occur prior to the Listing Date. I/we further understand that the Company will rely on the information provided by me/us in the Application Form.

Date 2017

Signature

Telephone number ()

Cell phone number

Assisted by (where applicable)

PLEASE COMPLETE ALL BLOCKS

Surname of individual or name of corporate body	Mr
	Mrs
	Miss
	Other title
Full names (if individual)	
If an individual, do you qualify as a Black Person as defined in the definitions and interpretations section of the Pre-listing Statement?	
If a legal entity, please specify what percentage of your shareholding is beneficially owned by Black People as defined in the definitions and interpretations section of the Pre-listing Statement?	
Is this application being made by a collective investment scheme as defined in the Collective Investments Scheme Control Act of 2002 of South Africa, alternatively by a South African pension fund as defined in the Pension Fund Act of 1956 of South Africa or would this investment otherwise qualify as a Mandated Investment, as defined in the definitions and interpretations section of the Pre-listing Statement? In this regard, please also have regard to Annex 100A to statement 100 of the B-BBEE Codes (2013) for further examples of Mandated Investments.	
Postal address (preferably PO Box address)	Postal code
Telephone number ()	
Cell phone number	
Email address	
Number of Private Placement Shares applied for	
Total value of Private Placement Shares applied for (calculated by multiplying the number of Private Placement Shares applied for with the Placement Price of R4.50 per Share)	R

Required information must be completed by CSDP or Broker* with their stamp and signature affixed hereto

CSDP name	
CSDP contact person	
CSDP contact telephone number	
SCA or bank CSD account number	
Scrip account number	
Settlement bank account number	
Stamp and signature of CSDP or Broker	

Note:

*If an applicant has more than one account, please attach a separate schedule with all relevant details.

This application will lead to the conclusion of a legal contract between the Company and the applicant. Application Forms will not be accepted unless the above information has been furnished.

Instructions

- Applications are irrevocable and may not be withdrawn once submitted.**
- CSDP's and Brokers will be required to retain a copy of this Application Form for presentation to the Directors, if required.
- Applicants should consult their Broker or other professional advisor in case of doubt as to the correct completion of this Application Form.
- Applicants need to have appointed a CSDP or Broker and must advise their CSDP or Broker in terms of the Custody Agreement entered into between them and their CSDP or Broker. Payment will be made on a "delivery-versus-payment" basis.
- No payment should be submitted with this Application Form to the Company or PSG Capital.
- If payment is dishonoured, or not made for any reason, the Company may, in its sole discretion, regard the relevant application as invalid or take such other steps in regard thereto as it may deem fit.
- No receipts will be issued for Application Forms, application monies or any supporting documentation.
- All alterations on this Application Form must be authenticated by full signature of the applicant and his CSDP or Broker.
- As allocated Private Placement Shares are being transferred to successful applicants on a delivery-versus-payment basis, no payment will be required to be made if the Private Placement or the Listing is not successful.

PLEASE REFER TO THE DETAILED TERMS AND CONDITIONS OF THE PRIVATE PLACEMENT, AS SET OUT IN PARAGRAPH 7 OF THE PRE-LISTING STATEMENT AND IN ANNEXURE 16 THERETO