



Novus Holdings Limited  
Incorporated in the Republic of South Africa  
(Registration number 2008/011165/06)  
JSE share code: NVS ISIN: ZAE000202149  
("Novus Holdings" or the "Company")

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## DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

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### 1. INTRODUCTION

- 1.1. Shareholders of Novus Holdings ("Shareholders") are referred to the announcement released on the Stock Exchange News Service ("SENS") on 12 August 2022 ("Announcement") relating to the acquisition of a 75% equity share ("Equity Stake") in Pearson South Africa Proprietary Limited ("Pearson SA").
- 1.2. Unless expressly defined herein, capitalised terms herein have the meaning given to them in the Announcement.
- 1.3. As stated in the Announcement, Novus Print Proprietary Limited ("Novus"), a wholly owned subsidiary of Novus Holdings, will acquire the Equity Stake from Pearson Holdings Southern Africa Proprietary Limited ("Seller") subject to the fulfilment of the Conditions Precedent as set out in paragraph 3 below ("Acquisition" or "Transaction").

### 2. DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

- 2.1. A circular containing the full details of the Acquisition ("Circular") has today been distributed to Shareholders that were recorded as such on the shareholders' register of the Company ("Register") on Friday, 30 September 2022. The Circular also incorporates a notice convening a general meeting ("Notice") of Shareholders ("General Meeting").
- 2.2. Accordingly, notice is hereby given that the General Meeting will be held at 11:00 on Friday, 4 November 2022, at the registered offices of the Company at 10 Freedom Way, Montague Gardens, Cape Town, 7441, to consider, and if deemed fit, to approve, with or without modification, the resolutions contained in the Notice.
- 2.3. The Company will make provision for Shareholders or their proxies who are unable to attend in person, to participate electronically in and vote at the General Meeting by way of remote electronic participation, further details of which are set out in the Circular.
- 2.4. The Circular is available on the Novus Holdings' website at: [www.novus.holdings](http://www.novus.holdings)

### 3. CONDITIONS PRECEDENT

3.1. The implementation of the Acquisition is subject to the fulfilment of the following Conditions Precedent:

- 3.1.1. the Acquisition (to the extent necessary) has been unconditionally approved by the Competition Authorities in terms of the Competition Act, (No. 89 of 1998) as amended or conditionally approved on terms and conditions which are acceptable to the Seller and Novus;
- 3.1.2. the receipt of Shareholder approval, by way of the approval of the ordinary resolution(s) set out in the Notice by the requisite majority of Shareholders at the General Meeting; and
- 3.1.3. upon fulfilment of the Conditions Precedent above, no notice has been received by the Seller from Novus that a Material Adverse Event (“MAE”) has occurred, setting out the full details of the occurrence of a MAE, as more fully described in paragraph 5.4.3 of the Circular.

3.2. The Conditions Precedent are not capable of being waived.

3.3. The last of the Conditions Precedent must be fulfilled by not later than 31 March 2023, which date may be extended by the Seller, Novus Holdings and Novus by mutual written agreement.

### 4. IMPORTANT DATES AND TIMES

The salient dates in respect of the Transaction are set out below.

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	<b>2022</b>
Record date to determine which Shareholders are eligible to receive the Circular on	Friday, 30 September
Circular distributed to Shareholders and notice convening the General Meeting of Shareholders announced on SENS on	Thursday, 6 October
Notice of General Meeting published in the press on	Friday, 7 October
Last day to trade (“LDT”) in order to be eligible to participate in and vote at the General Meeting	Tuesday, 25 October
Voting Record Date on	Friday, 28 October
Receipt of forms of proxy ( <i>blue</i> ) recommended to be received by 11:00 (see note 2) on	Wednesday, 2 November
General Meeting to be held at 11:00 on	Friday, 4 November
Results of the General Meeting released on SENS on	Friday, 4 November
Results of the General Meeting published in the press on	Monday, 7 November

## Notes:

1. The above dates and times are subject to amendment. Any such amendment will be released on SENS.
2. Forms of Proxy (*blue*) and the authority (if any) under which they are signed must be: (i) lodged with or posted to JSE Investor Services at 13<sup>th</sup> Floor, Ameshoff Street, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) or via email at [meetingservices@jseinvestorservices.co.za](mailto:meetingservices@jseinvestorservices.co.za), recommended to be received by them, for administrative purposes, by no later than 11:00 on Wednesday, 2 November 2022.
3. Shareholders should note that, as trade in ordinary shares on the exchange operated by the JSE is settled in the electronic settlement system used by Strate Proprietary Limited, settlement of trades takes place three business days after the date of such trades. Therefore, Shareholders who acquire ordinary shares of Novus Holdings on the JSE after the LDT, being the last day to trade in ordinary shares so as to be recorded in the Register on the Voting Record Date, will not be entitled to participate in the General Meeting.
4. Dematerialised Shareholders, other than those with own-name registration, must provide their Central Securities Depository Participant (“CSDP”) or broker with their instructions for voting at the General Meeting by the cut-off time and date stipulated by their CSDP or broker in terms of their respective custody agreements between them and their CSDP or broker.
5. If the General Meeting is adjourned or postponed, the above dates and times will change, but the forms of proxy (*blue*) submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.
6. Although the salient dates and times are stated to be subject to change, such statement shall not be regarded as consent or dispensation for any change to time periods which may be required in terms of the Companies Act (No 71 of 2008) as amended and the Listings Requirements of the JSE, where applicable, and any such consents or dispensations must be specifically applied for and granted.
7. All times referred to in this announcement are references to South African Standard Time.

Cape Town

6 October 2022

### Corporate Advisor

The logo for nodus, featuring the word "nodus" in a lowercase, rounded, sans-serif font.

### Legal Advisor



### Transaction Sponsor



### Independent Reporting Accountant

