

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions commencing on page 5 of this Circular apply to this cover.

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

ACTION REQUIRED:

- If you have disposed of all your Shares in Curro, please forward this Circular and accompanying Form of Instruction to the purchaser of such Curro Shares or to the CSDP, Broker, banker or other agent through whom the disposal was effected.
- Shareholders are also referred to page 3 of this Circular which sets out the detailed action required by both Certificated and Dematerialised Shareholders.



CURRO HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1998/25801/06)
Share code: COH
ISIN: ZAE000156253
("Curro" or "the Company")

CIRCULAR TO SHAREHOLDERS

Regarding:

- A partially underwritten renounceable rights offer by Curro, of 29 479 439 new ordinary shares of no par value, to Curro Shareholders recorded in the Register at the close of business on Friday, 6 June 2014, at a Subscription Price of 2 000 cents per Rights Offer Share, in the ratio of 1 Rights Offer Share for every 10 Curro Shares held on the Record Date;

and enclosing

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

Rights Offer opens at 09:00 on

Monday, 9 June 2014

Rights Offer closes at 12:00 on

Friday, 20 June 2014

All the advisers, whose names and reports are included in this Circular, have given and have not, prior to publication of this Circular, withdrawn their written consents for the inclusion of their names and reports in the form and context in which they appear.

**Transaction Adviser
and Sponsor**



Independent Sponsor



**Independent reporting
accountants**

Deloitte.

Underwriter



PSG FINANCIAL SERVICES LIMITED

This Circular is available in English only. Copies of this Circular may be obtained at the registered office of the Company and the Sponsor, whose addresses are set out in the "Corporate Information" section of this Circular from Tuesday, 3 June 2014 to Friday, 20 June 2014 (both days inclusive) and is also available on the website of Curro at www.curro.co.za from Tuesday, 3 June 2014. A copy of this Circular, together with the Form of Instruction and other requisite documents referred to in section 99(4)(b) and regulation 50 of the Act, were filed and approved by the JSE.

Date of issue: Tuesday, 3 June 2014

DISCLAIMER

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 Rights 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 Rights Offer. It is the responsibility of any foreign Shareholder to satisfy himself/herself as to the full observation of the laws and regulatory requirements of the relevant jurisdiction in connection with the Rights Offer, including the obtaining of 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 Rights 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/her position, including without limitation his/her tax status, should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

CORPORATE INFORMATION

DIRECTORS

SL Botha (Chairperson)**
CR van der Merwe (Chief Executive Officer)
B van der Linde (Chief Financial Officer)
ZL Combi **
AJF Greyling
HG Louw
PJ Mouton *
B Petersen **
SWF Muthwa **

* *Non-executive*

Independent

TRANSACTION ADVISER AND SPONSOR

PSG Capital (Proprietary) Limited
(Registration number 2006/015817/07)
1st Floor, Ou Kollege
35 Kerk Street
Stellenbosch, 7600
(PO Box 7403, Stellenbosch, 7599)

and

1st Floor, Building 8
Inanda Greens Business Park
54 Wierda Road West
Wierda Valley
Sandton, 2196
(PO Box 650957, Benmore, 2010)

TRANSFER SECRETARIES

Computershare Investor Services (Proprietary) Limited
(Registration number 2004/003647/07)
Ground Floor
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

COMPANY SECRETARY AND REGISTERED ADDRESS

R van Rensburg

38 Oxford Street
Durbanville
7550
(PO Box 2436, Durbanville, 7551)

DATE AND PLACE OF INCORPORATION

30 December 1998
Durbanville

INDEPENDENT REPORTING ACCOUNTANTS

Deloitte & Touche
(Practice number 902276)
1st Floor, The Square, Cape Quarter Extension
27 Somerset Road
Green Point, 8005
(PO Box 578, Cape Town, 8000)

INDEPENDENT SPONSOR

QuestCo (Proprietary) Limited
Registration number 2002/005616/07
The Pivot
No 1 Monte Casino Blvd
Entrance D, 2nd Floor
Fourways, 2055
(PO Box 98956, Sloane Park, 2152)

FORWARD-LOOKING STATEMENT DISCLAIMER

The definitions commencing on page 5 of this Circular apply to this forward-looking statement disclaimer.

This Circular contains statements about Curro and/or the Curro Group that are or may be forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as “believe”, “aim”, “expect”, “anticipate”, “intend”, “foresee”, “forecast”, “likely”, “should”, “planned”, “may”, “estimated”, “potential” or similar words and phrases.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Curro cautions that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, liquidity and the developments within the industry in which Curro operates may differ materially from those made in, or suggested by, the forward-looking statements contained in this Circular.

All these forward-looking statements are based on estimates and assumptions made by Curro, as communicated in publicly available documents by Curro, all of which estimates and assumptions, although Curro believes them to be reasonable, are inherently uncertain. Such estimates, assumptions or statements may not eventuate. Factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in those statements or assumptions include other matters not yet known to Curro or not currently considered material by Curro.

Shareholders should keep in mind that any forward-looking statement made in this Circular or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of Curro not to develop as expected may emerge from time to time and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement are not known. Curro has no duty to, and does not intend to, update or revise the forward-looking statements contained in this Circular after the date of this Circular, except as may be required by law.

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ACTION REQUIRED BY SHAREHOLDERS IN RELATION TO THE RIGHTS OFFER

The definitions commencing on page 5 of this Circular apply to this section.

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

1. If you are in any doubt as to what action to take, you should consult your Broker, CSDP, banker, accountant, attorney or other professional adviser.
2. If you have disposed of all your Shares in Curro, please forward this Circular and accompanying Form of Instruction to the purchaser of such Shares or to the CSDP, Broker, banker or other agent through whom the disposal was effected.
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 or telephone (011) 759 5300 or facsimile (011) 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.

SHAREHOLDERS WHO HAVE DEMATERIALISED THEIR CURRO SHARES

Dematerialised Shareholders:

1. will **NOT** receive a "printed" Form of Instruction, but will have their accounts updated with their Rights Offer Entitlement by their CSDP or Broker;
2. should timeously instruct their CSDP or Broker as to whether they wish to subscribe for all or part of their Rights Offer Entitlement, or sell all or part of their Rights Offer Entitlement or renounce all or part of their Rights Offer Entitlement, in the manner and time stipulated in the Custody Agreement;
3. who do not issue instructions to their CSDP or Broker, will result in the CSDP or Broker acting in accordance with the Custody Agreement; and
4. should note that Curro assumes no responsibility and will not be held liable for any failure on the part of their CSDP or Broker to notify them of the Rights Offer and to receive instruction in regard thereto.

SHAREHOLDERS WHO HAVE NOT DEMATERIALISED THEIR CURRO SHARES

Certificated Shareholders:

1. will have their Letter of Allocation created in electronic form with Computershare Investor Services to ensure that Certificated Shareholders have the same rights and opportunities in respect of the Rights Offer as Dematerialised Shareholders;
2. will receive a printed Form of Instruction in relation to the Letter of Allocation, providing for the sale of all, or part of, the rights embodied in the Form of Instruction, the subscription for Rights Offer Shares in terms thereof, or the renunciation of their rights and must act in accordance with the instructions thereon; and
3. who wish to **subscribe** for all of the Rights Offer Entitlement, must complete blocks 5 and 6 of the Form of Instruction in accordance with the instructions contained therein, attach their cheques, banker's draft or EFT swift reference number for the appropriate amount and lodge same with the Transfer Secretaries as set out below.

Delivered to:

Curro Holdings Limited
c/o Computershare Investor Services (Pty) Ltd
Ground Floor, 70 Marshall Street
Johannesburg, 2001

or Posted to:

Curro Holdings Limited
c/o Computershare Investor Services (Pty) Ltd
PO Box 61763
Marshalltown, 2107

Faxed to: (only in the case where payment is by way of EFT)

Curro Holdings Limited
c/o Computershare Investor Services (Pty) Ltd
+27 (0)11 688 5210

so as to reach the Transfer Secretaries by no later than **12:00** on Friday, 20 June 2014;

4. will receive certificated share certificates in respect of the Rights Offer Shares;
5. will only be able to trade their Rights Offer Shares on the JSE once they have been Dematerialised (this could take between 1 (one) and 10 (ten) days, depending on the volume being processed at the time);
6. who wish to **sell** all or part of the rights allocated to them in terms of the Rights Offer must complete Form A on the enclosed Form of Instruction and return it to the Transfer Secretaries in accordance with the instructions contained therein so as to reach the Transfer Secretaries by no later than **12:00** on Thursday, 12 June 2014. Computershare Investor Services will endeavour to procure the sale of the Rights Offer Entitlement on the JSE on behalf of such certificated rights recipients 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 Computershare Investor Services, 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 rights; and
7. who wish to **renounce** their Rights Offer Entitlement in favour of any named Renounee must complete Form B on the enclosed Form of Instruction and the Renounee must complete Form C on the enclosed Form of Instruction and return it to the Transfer Secretaries in accordance with the instructions contained therein so as to reach the Transfer Secretaries by no later than **12:00** on Friday, 20 June 2014, together with a cheque, bankers draft or EFT swift reference number indicating the EFT payment for the appropriate amount.

DEFINITIONS AND INTERPRETATION

In this Circular, unless otherwise stated or the context so requires, the words in the first column have the meanings stated opposite them in the second column, words in the singular shall include the plural and *vice versa*, words denoting one gender include the other and expressions denoting natural persons include juristic persons and associations of persons:

“Act”	the Companies Act No. 71 of 2008, as amended and the regulations published pursuant thereto;
“Board of Directors” or “the Board” or “the Directors”	the present board of directors of Curro, further details of whom appear in paragraph 8 and Annexure 5 of this Circular;
“Broker”	any person registered as a “ <i>broking member (equities)</i> ” in terms of the Rules of the JSE and in accordance with the provisions of the Financial Markets Act;
“Certificated Shareholders”	Shareholders who have not Dematerialised their Curro share certificates in terms of Strate;
“Certificated Shares”	Shares which have not yet been Dematerialised, title to which is represented by a share certificate or other Document of Title;
“Circular”	this circular issued to Shareholders of Curro on Tuesday, 3 June 2014, and the annexures hereto;
“Common Monetary Area”	the Republics of South Africa and Namibia and the Kingdoms of Lesotho and Swaziland;
“Company Secretary”	R van Rensburg;
“Commission” or “CIPC”	Companies and Intellectual Property Commission;
“Computershare Investor Services” or “Transfer Secretaries”	Computershare Investor Services (Proprietary) Limited (Registration number 2004/003647/07), a private company incorporated in accordance with the laws of the Republic of South Africa;
“cps”	cents per share;
“CSDP”	Central Securities Depository Participant as defined in the Financial Markets Act;
“Custody Agreement”	the agreement which regulates the relationship between the CSDP or Broker and each beneficial holder of Dematerialised Shares;
“Curro” or “Company”	Curro Holdings Limited (Registration number 1998/25801/06), a public company, incorporated in accordance with the laws of the Republic of South Africa;
“Dematerialisation”	the process by which Certificated Shares are converted to an electronic form as Dematerialised Shares and recorded in the sub-register of shareholders maintained by a CSDP;
“Dematerialised Shareholders”	Shareholders who have Dematerialised their Curro share certificates in terms of Strate;
“Dematerialised Shares”	Shares which have been incorporated into the Strate system and which are no longer evidenced by certificates or other physical Documents of Title;
“Designated Bank Account”	the bank account, the details of which will be provided on request from the corporate actions department of Computershare Investor Services, contactable during ordinary business hours on +27 (0) 86 110 0634;
“DMTN Programme”	the R2 000 000 000 domestic medium term note programme listed on the Interest Rate Market of the JSE during 2013;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts or any other documents of title to Certificated Shares acceptable to Curro;
“EFT”	Electronic Funds Transfer;

“Exchange Control Regulations”	the Exchange Control Regulations of South Africa;
“Financial Markets Act” or “FM Act”	the Financial Markets Act No. 19 of 2012;
“Form of Instruction”	the enclosed form of instruction in respect of a Letter of Allocation reflecting the entitlement of Certificated Shareholders 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 Rights Offer Entitlement;
“Group” or “Curro Group”	Curro and its Subsidiaries;
“JSE”	the JSE Limited (Registration number 2005/022939/06), a public company incorporated in accordance with the laws of the Republic of South Africa and licensed as an exchange in terms of the Financial Markets Act;
“Last Practicable Date”	Wednesday, 16 April 2014, being the last practicable date prior to the finalisation of this Circular;
“Letters of Allocation”	the renounceable (nil paid) letters of allocation issued by Curro in electronic form conferring the right to subscribe for Rights Offer Shares pursuant to the Rights Offer;
“Listings Requirements”	the Listings Requirements of the JSE;
“LSM”	the Living Standards Measure as developed by the South African Advertising Research Foundation which divides the population into 10 LSM groups, being LSM 10 (highest) to LSM 1 (lowest), based on living standards, using criteria such as degree of urbanisation, ownership of cars and major appliances;
“Memorandum of Incorporation”	the memorandum of incorporation of the Company;
“Non-resident”	a person whose registered address is outside the Common Monetary Area;
“Offer Period”	the period of the Rights Offer, opening at 09:00 on Monday, 9 June 2014, and closing at 12:00 on Friday, 20 June 2014;
“Previous Rights Offers”	<ul style="list-style-type: none"> (i) the partially underwritten renounceable rights offer by Curro, of 50 489 948 ordinary shares of no par value made to Curro shareholders recorded in the Register at the close of business on Friday, 12 April 2013, at a subscription price of 1200 cents per rights offer share; (ii) the partially underwritten renounceable rights offer by Curro, of 58 037 069 ordinary shares of no par value made to Curro shareholders recorded in the Register at the close of business on Friday, 18 May 2012, at a subscription price of 600 cents per rights offer share; and (iii) the partially underwritten renounceable rights offer by Curro, of 80 607 040 ordinary shares of R0.00001, to Curro shareholders recorded in the Register at the close of business on Friday, 17 June 2011, at a subscription price of 400 cents per rights offer share;
“PSG Financial Services”	PSG Financial Services Limited (Registration number 1919/000478/06), a public company incorporated in accordance with the laws of the Republic of South Africa, and a wholly owned subsidiary of PSG Group Limited;
“PSG Group”	PSG Group Limited (Registration number 1970/008484/06), a public company incorporated in accordance with the laws of the Republic of South Africa;
“QuestCo”	Questco (Proprietary) Limited (Registration number 2002/005616/07), a private company incorporated in accordance with the laws of the Republic of South Africa;
“Rand” or “R”	South African Rand;

“Record Date” – for the Letters of Allocation	12:00 on Friday, 20 June 2014, being the last day for Shareholders to be recorded in the Register of Curro in order for Shareholders and/or their Renounees to be entitled to subscribe for the Rights Offer Shares;
“Record Date” – for the Rights Offer	close of business on Friday, 6 June 2014, being the last day for Shareholders to be recorded in the Register of Curro in order to be entitled to participate in the Rights Offer;
“Register”	the register of Curro shareholders;
“Renounee”	the person in whose favour a Shareholder, who has received a Letter of Allocation, has renounced their Rights Offer Entitlement;
“Rights Offer Entitlement”	a Shareholder’s entitlement to subscribe for new shares in the Company in the ratio of 1 Rights Offer Share for every 10 Curro Shares held on the Record Date, which entitlement arises as a result of the Rights Offer;
“Rights Offer Shares”	the 29 479 439 ordinary shares of no par value, offered to Shareholders pursuant to the Rights Offer;
“Rights Offer”	the renounceable rights offer by Curro to its Shareholders in terms of which Shareholders obtain the entitlement to subscribe for the Rights Offer Shares at a subscription price of 2000 cents per Rights Offer Share and in the ratio of 1 Rights Offer Share for every 10 Curro Shares held on the Record Date;
“Rights Offer Participant”	a Shareholder entitled to participate in the Rights Offer;
“SENS”	Stock Exchange News Service of the JSE;
“Shareholders” or “Curro Shareholders”	the registered holders of Curro ordinary Shares;
“Shares” or “Curro Shares”	ordinary shares of no par value in the authorised and issued share capital of Curro;
“Strate”	the settlement and clearance system used by the JSE, managed by Strate Limited (Registration number 1998/022242/06), a public company incorporated in accordance with the laws of the Republic of South Africa and which company is a registered Central Securities Depository in terms of the Financial Markets Act;
“Subscription Price”	2000 cents per Rights Offer Share, payable on subscription for the Rights Offer Shares;
“Subsidiary”	a subsidiary as defined in the Act;
“the Underwriter”	PSG Financial Services; and
“Underwritten Shares”	the maximum of 12 651 382 Rights Offer Shares underwritten by the Underwriter in terms of the Rights Offer.

SALIENT DATES AND TIMES RELATING TO THE RIGHTS OFFER

The definitions commencing on page 5 of this Circular apply to this section.

Rights Offer Finalisation announcement published in SENS	Friday, 2 May 2014
Last day to trade in Curro Shares in order to settle trades by the Record Date for the Rights Offer and to qualify to participate in the Rights Offer (<i>cum</i> entitlement) on	Friday, 30 May 2014
Listing of and trading in the Letters of Allocation on the JSE under JSE code COHN and ISIN ZAE000190153 commences at 09:00 on	Monday, 2 June 2014
Curro Shares commence trading ex-rights on the JSE at 09:00 on	Monday, 2 June 2014
Circular and Form of Instruction posted to Certificated Shareholders on	Tuesday, 3 June 2014
Record Date for the Rights Offer for purposes of determining the Curro Shareholders entitled to participate in the Rights Offer at the close of business on	Friday, 6 June 2014
Rights Offer opens at 09:00 on	Monday, 9 June 2014
Circular posted to Dematerialised Shareholders on	Monday, 9 June 2014
Holders of Dematerialised Curro Shares will have their accounts at their CSDP or Broker automatically credited with their Letters of Allocation on	Monday, 9 June 2014
Holders of Certificated Curro Shares will have their Letters of Allocation credited to an electronic register at the Transfer Secretaries on	Monday, 9 June 2014
Last day to trade in Letters of Allocation in order to settle trades by the Record Date for the Letters of Allocation and participate in the Rights Offer at the close of business on	Thursday, 12 June 2014
Last day for Form of Instruction to be lodged with the Transfer Secretaries by holders of Certificated Curro Shares wishing to sell all or part of their Rights Offer Entitlement by 12:00 on	Thursday, 12 June 2014
Listing and trading of Rights Offer Shares commences on the JSE at 09:00 on	Friday, 13 June 2014
Last day for Form of Instruction to be lodged with the Transfer Secretaries by holders of Certificated Curro Shares wishing to subscribe for or renounce all or part of their Rights Offer Entitlement by 12:00 on (see note 2)	Friday, 20 June 2014
Rights Offer closes at 12:00 and payment to be made on	Friday, 20 June 2014
Record Date for Letters of Allocation on	Friday, 20 June 2014
CSDP/Broker accounts credited with Rights Offer Shares and debited with the payments due in respect of holders of Dematerialised Curro Shares on	Monday, 23 June 2014
Rights Offer Share certificates in terms of the Rights Offer posted to holders of Certificated Curro Shares via registered post on or about	Monday, 23 June 2014
Results of Rights Offer announced on SENS on	Monday, 23 June 2014

Notes:

1. All times referred to in the announcement are local times in South Africa.
2. Holders of Dematerialised Curro Shares are required to notify their CSDP or Broker of the action they wish to take in respect of the Rights Offer in the manner and by the time stipulated in the agreement governing the relationship between the Dematerialised Shareholder and his CSDP or Broker.
3. Curro share certificates may not be Dematerialised or rematerialised between Monday, 2 June 2014 and Friday, 6 June 2014, both days inclusive.
4. CSDPs effect payment in respect of holders of Dematerialised Rights Offer Shares on a delivery *versus* payment basis.
5. To the extent that the rights are accepted, Dematerialised Shareholders will have their accounts at their CSDP automatically credited with their rights and Certificated Shareholders will have their rights credited to an account at Computershare Investor Services.
6. Rights Offer share certificates to be issued in terms of the Rights Offer will be posted to persons entitled thereto, by registered post, at the risk of the Certificated Shareholders concerned.



CURRO

CURRO HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1998/25801/06)

Share code: COH

ISIN: ZAE000156253

("Curro" or "the Company")

Directors

SL Botha (Chairperson)**

CR van der Merwe (Chief Executive Officer)

B van der Linde (Chief Financial Officer)

ZL Combi **

AJF Greyling

HG Louw

PJ Mouton *

B Petersen **

SWF Muthwa **

* *Non-executive*

Independent

CIRCULAR TO SHAREHOLDERS

1. INTRODUCTION AND PURPOSE OF THE CIRCULAR

- 1.1 It was announced on SENS on 18 February 2014 that Curro intends to raise R589 588 780 from its Shareholders by way of a partially underwritten renounceable Rights Offer, in terms of which Curro will offer a total of 29 479 439 Rights Offer Shares to Curro Shareholders.
- 1.2 Curro has received an irrevocable undertaking from its major shareholder PSG Financial Services to follow its rights in terms of the Rights Offer. In addition, PSG Financial Services has agreed to underwrite the balance of the Rights Offer.
- 1.3 The purpose of this Circular and Form of Instruction is to furnish Curro Shareholders with information concerning the Rights Offer and the implications thereof in accordance with the Listings Requirements.
- 1.4 In terms of the Rights Offer, Curro Shareholders recorded in the Register at the close of trade on Friday, 6 June 2014, will be entitled to subscribe for the Rights Offer Shares on the basis of 1 Rights Offer Share for every 10 Curro Shares held, at a subscription price of 2 000 cents per Rights Offer Share. Only whole numbers of Shares will be issued and Curro Shareholders will be entitled to a rounded number of Shares once the ratio has been applied.

2. PURPOSE OF THE RIGHTS OFFER

The purpose of the Rights Offer is to provide Curro with additional capital to finance the expansion of capacity due to the faster than anticipated growth of its current number of schools and to take advantage of new opportunities that the market presents. Furthermore, a portion of the Rights Offer proceeds will be used to repay certain of Curro's existing debt and credit facilities.

3. NATURE OF BUSINESS AND PROSPECTS

- 3.1 Curro was specifically incorporated for the purpose of providing affordable, quality independent school education in South Africa.
- 3.2 Curro was established as a small independent school in 1998 by Dr Chris van der Merwe. It established its first separate and privately owned campus in Durbanville, Western Cape in 2000. As a result of the demand for the affordable independent school together with the high standards it offered, it immediately showed exceptional growth.
- 3.3 Curro opened its doors in January 2014 to 27 263 learners in 31 schools compared to the 20 840 learners in 26 schools at the beginning of 2013. This follows the construction of five new schools, the acquisition of one school and the merger of two schools during 2013. Curro plans to make further acquisitions this year and to acquire more than 20 premises across South Africa for future expansions. Curro aims to add 10 new schools to its existing campus network during 2014. There are also expansions planned at seven existing schools, necessitated by the increased capacity demand at such schools.

- 3.4. At the date of its listing on the JSE, in June 2011, it was Curro's stated objective that by 2020, Curro will have at least 40 schools with a total learner enrolment in excess of 45 000, which at 75% utilisation and with inflation related increases in costs, may equate to a profit after tax of more than R450 million. With the planned expansions it is possible that Curro will reach this objective as early as 2015. Accordingly, the stated objective has been adjusted to 80 schools by 2020 accommodating 90 000 learners.

PLEASE NOTE THAT THE AFOREGOING STATEMENT OF CURRO'S OBJECTIVE HAS NOT BEEN REVIEWED OR REPORTED ON BY CURRO'S AUDITORS OR BY AN INDEPENDENT REPORTING ACCOUNTANT NOR IS SAME GUARANTEED. IT IS HOWEVER AN OBJECTIVE THAT CURRO REALISTICALLY WISHES TO ACHIEVE BY 2020.

- 3.5. The estimated capital requirements for expansion of the existing campuses, establishment of new campuses and acquisitions for the 2014 financial year will amount to approximately R1.5 billion, which has been financed from the Previous Rights Offers, the DMTN Programme, debt and cash from Curro's operations and will continue to be financed from this Rights Offer and further issues of notes in terms of the DMTN Programme.
- 3.6. Beyond 2020, based on the potential market that exists for independent schools, Curro believes there can eventually be more than 200 Curro schools with the capacity of approximately 300 000 learners representing about 16% of the South African independent education market.
- 3.7. The Curro brand consists of six brands or lines of business which can be summarised as follows:
- 3.7.1. "**Curro Independent School**" is the original brand and refers to a typical combined independent school (with learners from grade R to 12), in which Curro offers class sizes of a maximum of 25 learners. Curro teaches in a parallel-medium fashion, which means that it has separate English and Afrikaans classes. This dual medium approach also applies to grades 10 to 12. On Curro Independent School campuses Curro offers a wide variety of subject choices and co-curricular activities. A typical campus can accommodate 1 200 to 2 000 learners. The facilities are of a high standard and where learner numbers reach 1 400, parents can expect indoor swimming pools and AstroTurf fields. The grade 12 learners write the Independent Examination Board ("**IEB**") examination.
- 3.7.2. Existing schools which have been acquired by Curro are reflected in the "**Select**" category. Some schools, such as Woodhill College, have brands of their own and, as previously reported, these schools have proven sets of standards, values and traditions. Curro's promise to the parents of these schools upon acquisition thereof was that it would retain the existing standards and traditions and, as such, these schools are categorised under the Curro Select category. Notwithstanding the foregoing, the term "Select" as such is not to be regarded as a brand.
- 3.7.3. The "**CURRO Academy**" brand encompasses independent schools which have a key focus on quality education at classroom level. Classes have a maximum of 35 learners. These schools are also combined schools, catering for learners from grade R to 12. A fully developed campus can accommodate between 1 500 and 4 000 learners. In some cases the class sizes might increase to 50 learners with the utilisation of class assistants resulting in an educator to learner ratio of below 35 learners per group. In these schools Curro can only offer a limited number of co-curricular activities as the sport facilities are restricted to one or two playing fields. Learners in these schools write the National Senior Certificate ("**NSC**") exam at the end of grade 12. These schools are, in some cases, supported by boarding facilities which can accommodate up to 50% of the total number of learners.
- 3.7.4. "**Meridian Independent School**" is a brand similar to that of Curro Academy and accommodates learners from age three to grade 12, with the exception of Meridian Pinehurst, which accommodates learners from three months of age. Classes accommodate up to 35 learners and these schools write the NSC exam at the end of grade 12. Subject choices are focused at these schools which are single medium (English). Co-curricular activities are offered but are limited to an appropriate variety. The Meridian schools are highly affordable. A fully developed campus will accommodate between 1 500 and 4 000 learners. Boarding facilities are a feature of most of these schools. Our Meridian schools are funded, to a large extent, by the Schools and Education Investment Impact Fund of South Africa ("**Schools Fund**"). The brand is owned by Campus and Property Management Company Proprietary Limited ("**CAPMAC**") of which Curro is a 65% shareholder. CAPMAC has the mandate to develop another three Meridian Independent Schools.
- 3.7.5. The "**CURRO Castle**" brand encompasses the Curro nursery schools which accommodate learners from three months to five years old. These nursery schools have facilities which accommodate up to 400 learners. Curro has written and developed its own curriculum for nursery schools. This curriculum was developed in such a manner that it assists in developing a child's physical, social and emotional being whilst also providing a practical framework for both adult-facilitated and self-directed learning, laying the foundation for a child before going to primary school.

- 3.7.6. The “**Embury Institute for Teacher Education Proprietary Limited**” (teacher training college) is a registered and accredited educator training college which provides both full-time degrees and short-course training and development for educators under the auspices of the University of South Africa (UNISA). The Embury Institute for Teacher Education Proprietary Limited was acquired by Curro at the beginning of 2013 and will contribute in terms of both internal and external educator development. We envisage developing two additional campuses.

4. PARTICULARS OF THE RIGHTS OFFER

4.1. Terms of the Rights Offer

- 4.1.1. Curro Shareholders recorded in the Register at the close of business on Friday, 6 June 2014, are offered 29 479 439 Rights Offer Shares at a subscription price of 2 000 cents per Rights Offer Share and in the ratio of 1 Rights Offer Share for every 10 Curro Shares held, on the terms and conditions as set out herein and in the accompanying Form of Instruction. Only whole numbers of Shares will be issued and Curro Shareholders will be entitled to rounded number of Shares once the ratio has been applied.
- 4.1.2. The subscription price represents a discount of 29.4% to the 30 day volume weighted average traded price of Curro as at 17 February 2014, the date on which the Rights Offer was approved by the Curro Board. Curro will raise a maximum amount of R589 588 780 in terms of the Rights Offer.
- 4.1.3. The Record Date for purposes of determining which Shareholders are entitled to participate in the Rights Offer is Friday, 6 June 2014.
- 4.1.4. Upon their issue, the Rights Offer Shares will rank *pari passu* in all respects with the existing ordinary Shares of Curro.
- 4.1.5. The Letters of Allocation in respect of the Rights Offer are negotiable and will be listed on the JSE on Monday, 2 June 2014 under the JSE code COHN and ISIN ZAE000190153. The Rights Offer Shares cannot be traded before such Shares are listed on the JSE on Friday, 13 June 2014.
- 4.1.6. The Rights Offer does not constitute an offer in any area of jurisdiction in which it is illegal to make such an offer and in such circumstances, this Circular and accompanying Letter of Allocation are distributed for information purposes only.
- 4.1.7. The enclosed Form of Instruction contains details of the rights to which holders of Certificated Shares are entitled, as well as the procedure for acceptance and/or sale and/or renunciation of all or part of those rights. Holders of Dematerialised Shares will be advised of the rights to which they are entitled as well as the procedure for acceptance and/or sale and/or renunciation of all or part of those rights by their CSDP or Broker in terms of the Custody Agreement entered into between such Dematerialised Shareholders and their CSDP or Broker.
- 4.1.8. The subscription price is payable in full, in Rand, by qualifying Shareholders holding Certificated Shares on acceptance of the Rights Offer. CSDPs will make payment, on a delivery versus payment basis, in respect of qualifying Shareholders holding Dematerialised Shares who have accepted the Rights Offer. Qualifying Shareholders holding Dematerialised Shares who have accepted the Rights Offer must ensure that the necessary funds are deposited with the relevant CSDP or Broker, as the case may be.
- 4.1.9. The Rights Offer is partially underwritten by the Underwriter as detailed in paragraph 4.4 of this Circular.

4.2. Opening and closing dates of the Rights Offer

The Rights Offer will open at **09:00** on Monday, 9 June 2014, and will close at **12:00** on Friday, 20 June 2014.

4.3. Minimum subscription and irrevocable undertaking

- 4.3.1. The Rights Offer is not conditional on any minimum subscription being obtained.
- 4.3.2. PSG Financial Services provided Curro with an irrevocable undertaking to follow all of its rights in terms of the Rights Offer and to subscribe for all the ordinary Shares to which it is entitled. In terms of the irrevocable undertaking, PSG Financial Services has agreed to follow its Rights Offer Entitlement as set out below:

Name of Shareholder	Number of ordinary Shares held in Curro before the Rights Offer	Number of Rights Offer Shares Offered	% of Rights Offer Shares	Number of ordinary Shares held in Curro after the Rights Offer
PSG Financial Services	168 280 573	16 828 057	57.08%	185 108 630

- 4.3.3. In terms of the irrevocable undertaking, there will be a commitment fee equal to 1% of the subscription price of all the Rights Offer Shares to which PSG Financial Services is entitled and subscribes for, payable by the Company to PSG Financial Services.

4.4. Underwriting

- 4.4.1. PSG Financial Services has agreed to underwrite the balance of the Rights Offer Shares, being a maximum of 12 651 382 Rights Offer Shares, to the extent that Curro Shareholders other than PSG Financial Services do not follow their rights.
- 4.4.2. In terms of the underwriting agreement, there will be an underwriting fee equal to 1% of the maximum subscription price that may be payable by the Underwriter in respect of all the Underwritten Shares which it underwrites, payable by the Company to the Underwriter.
- 4.4.3. The Directors, after due and careful enquiry are of the opinion that the Underwriter has sufficient resources to meet its financial commitments in terms of the underwriting agreement.
- 4.4.4. No securities are offered as a preferential right to any person, other than as contemplated by virtue of the Rights Offer.

4.5. Entitlement

- 4.5.1. Shareholders will have the right to subscribe for 1 Rights Offer Share for every 10 Curro Shares held on the Record Date.
- 4.5.2. The allocation of Rights Offer Shares will be such that Shareholders will not be allocated a fraction of a Rights Offer Share and as such, any Rights Offer Entitlement to receive a fraction of a Rights Offer Share which:
- 4.5.2.1. is less than one-half of a Rights Offer Share, will be rounded down to the nearest whole number; and
- 4.5.2.2. is equal to or greater than one-half of a Rights Offer Share but less than a whole Rights Offer Share will be rounded up to the nearest whole number.
- 4.5.3. The entitlement of a Certificated Shareholder as reflected in the appropriate block in the Form of Instruction which accompanies and forms part of this Circular, is dependent on their deemed existing holdings at the close of business on Friday, 6 June 2014.
- 4.5.4. Shareholders are referred to the table of entitlement set out in **Annexure 3** for their entitlement to the Rights Offer Shares.
- 4.5.5. Excess applications for Rights Offer Shares will not be allowed as per paragraph 4.9.
- 4.5.6. Certificated Shareholders will have their Rights Offer Entitlement credited to an account in electronic format held at the Company's Transfer Secretaries, which will be administered by the Company's Transfer Secretaries on their behalf. The enclosed Form of Instruction reflects the Rights Offer Shares for which the Certificated Shareholder is entitled to subscribe. The procedures that these Shareholders should follow for the acceptance, sale or renunciation of their Rights Offer Entitlements are reflected in the Form of Instruction.

4.5.7. Dematerialised Shareholders will have their Rights Offer Entitlements credited to their account by their appointed CSDP or Broker, in electronic form. The CSDP or Broker will advise Dematerialised Shareholders of the procedure they need to follow for the acceptance, sale or renunciation of their Rights Offer Entitlement in accordance with their Custody Agreements.

4.5.8. The Letters of Allocation to which the Form of Instruction relates are negotiable and may be traded on the JSE.

4.6. Procedure for acceptance of the Rights Offer

Full details of the procedure for acceptance by Certificated Shareholders are contained in paragraph 3 of the accompanying Form of Instruction or in the case of Dematerialised Shareholders, as advised by their CSDP or Broker.

The following should be noted:

- 4.6.1. acceptances are irrevocable and may not be withdrawn; and
- 4.6.2. Dematerialised Shareholders must contact their CSDP or Broker with regard to the procedure to be followed for acceptance of their Rights Offer Entitlement and must act in accordance with the instructions received from their CSDP or Broker.
- 4.6.3. Certificated Shareholders should note the following:
 - 4.6.3.1. acceptances by Certificated Shareholders may only be made by means of the accompanying Form of Instruction;
 - 4.6.3.2. any instruction to sell or renounce all or part of the Rights Offer Entitlement must be done in accordance with the requirements set out in paragraph 4.7 below and may only be made by means of the accompanying Form of Instruction;
 - 4.6.3.3. Certificated Shareholders who wish to subscribe for only a portion of their Rights Offer Entitlement must indicate the number of Rights Offer Shares for which they wish to subscribe on the accompanying Form of Instruction;
 - 4.6.3.4. payment of the Rand value of the subscription price may be made:
 - 4.6.3.4.1. by cheque (crossed "not transferable" and with the words "or bearer" deleted) payable to **"Curro Holdings Limited – Rights Offer"**;
 - 4.6.3.4.2. by banker's draft (drawn on a registered bank) payable to **"Curro Holdings Limited – Rights Offer"**; or
 - 4.6.3.4.3. by EFT into the Designated Bank Account (details of which is available from the corporate actions department of Computershare Investor Services, contactable during ordinary business hours on +27 (0) 86 110 0634);
 - 4.6.3.5. properly completed forms of instruction together with the cheque, or banker's draft or EFT swift reference number (in accordance with paragraph 4.6.3.4 above) must be received from Certificated Shareholders by the Transfer Secretaries at the address referred to in paragraph 4.8.2 by not later than **12:00** on Friday, 20 June 2014. Certificated Shareholders are advised to take into consideration postal delivery times when posting their Form of Instruction, as no postal deliveries will be accepted after **12:00** on Friday, 20 June 2014. Each cheque or banker's draft will be deposited immediately upon receipt for collection;
 - 4.6.3.6. payment referred to in paragraph 4.6.3.4 will, when the cheque or banker's draft has been paid and/or the EFT cleared into the Designated Bank Account, constitute an irrevocable acceptance of the Rights Offer upon the terms and conditions set out in this Circular and the accompanying Form of Instruction and may not be withdrawn. Should any cheque or banker's draft be subsequently dishonoured, Curro may, in its sole discretion, and without prejudice to any rights that the Company may have, regard the Form of Instruction as null and void or take such steps in regard thereto as they deem fit; and

- 4.6.3.7. if any Form of Instruction and cheque, banker's draft or EFT is not received as set out above, the Rights Offer Entitlement will be deemed to have been declined by the Shareholder to whom the Form of Instruction is addressed and the right to subscribe for the Rights Offer Shares offered to such Shareholder or renounced in favour of his/her Renounee in terms of such Form of Instruction, will lapse, no matter who then holds it.

PLEASE NOTE THAT SHOULD YOUR CHEQUE, BANKER'S DRAFT OR EFT SWIFT REFERENCE NUMBER NOT ACCOMPANY THE FORM OF INSTRUCTION, THE TRANSFER SECRETARIES WILL TREAT YOUR APPLICATION AS INVALID.

4.7. Sale or Renunciation of Rights Offer Entitlement

- 4.7.1. Dematerialised Shareholders must contact their CSDP or Broker with regard to the procedure to be followed in respect of the sale or renunciation of their Rights Offer Entitlement.
- 4.7.2. Certificated Shareholders who wish to sell all or part of their Rights Offer Entitlement as reflected in the Form of Instruction, must complete **Form A** 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, 12 June 2014. The Transfer Secretaries will endeavour to procure the sale of the Rights Offer Entitlement on the JSE on behalf of such Certificated Shareholder 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, any Broker appointed by them nor Curro will have any obligation nor will any of these parties 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 Rights Offer Entitlement. References in this paragraph to Certificated Shareholders 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 and 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.
- 4.7.3. Certificated Shareholders who wish to sell or all part of their Rights Offer Entitlement will be liable to pay Strate costs to the Transfer Secretaries.
- 4.7.4. Certificated Shareholders who do not wish to sell all or part of their Rights Offer Entitlement as reflected in the Form of Instruction and who do not wish to subscribe for any of the Rights Offer Shares offered in terms of the Form of Instruction, but who wish to renounce their Rights Offer Entitlement, must complete Form B 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 Friday, 20 June 2014.

4.8. Payment

- 4.8.1. Payment of the Rand value of the subscription price may be made:
- 4.8.1.1. by cheque (crossed "not transferable" and with the words "or bearer" deleted) payable to "**Curro Holdings Limited – Rights Offer**";
- 4.8.1.2. by banker's draft (drawn on a registered bank) payable to "**Curro Holdings Limited – Rights Offer**"; or
- 4.8.1.3. by EFT into the Designated Bank Account (details of which is available from the corporate actions department of Computershare Investor Services, contactable during ordinary business hours on +27 (0) 86 110 0634).
- 4.8.2. A cheque, a banker's draft or EFT swift reference number for the amounts payable in accordance with paragraph 4.8.1 above, together with a properly completed Form of Instruction, must be lodged by Certificated Shareholders with the Transfer Secretaries, as follows:

Delivered to:	or Posted to:
Computershare Investor Services (Pty) Ltd	Computershare Investor Services (Pty) Ltd
Ground Floor	PO Box 61763
70 Marshall Street	Marshalltown
Johannesburg, 2001	2107

Faxed to: (only in the case where payment is by way of EFT)
Curro Holdings Limited
c/o Computershare Investor Services (Pty) Ltd
+27 (0) 11 688 5210

so as to be received by no later than **12:00** on Friday, 20 June 2014.

- 4.8.3. Please note that the Transfer Secretaries will affect delivery of share certificates against payment and should a cheque, banker's draft or EFT swift reference number not accompany the Form of Instruction, the application will be treated as invalid.
- 4.8.4. No acknowledgement of receipt will be given for a cheque, banker's draft or EFT received in accordance with the Rights Offer.
- 4.8.5. "Blocked Rand" may be used by emigrants and non-residents of the common monetary area for payment in terms of the Rights Offer. In this regard, reference should be made to paragraph 4.10, which deals with Exchange Control Regulations.
- 4.8.6. Dematerialised Shareholders must timeously instruct their CSDP or Broker as to the action they must take to enable the CSDP or Broker to act on their behalf in terms of the agreement entered into between such Dematerialised Shareholders and the CSDP or Broker.

4.9. **Excess applications for Rights Offer Shares**

Excess applications for Rights Offer Shares will not be allowed. Any Rights Offer Shares that are not accepted, renounced or sold shall revert to the Underwriter.

4.10. **Exchange Control Regulations**

- 4.10.1. The following guideline is not a comprehensive statement of Exchange Control Regulations. If Shareholders or their Renounees are in any doubt as to the action they must take, they are advised to consult their professional advisers immediately.
- 4.10.2. In terms of the Exchange Control Regulations, non-residents, excluding former residents of the common monetary area, will be allowed to:
 - 4.10.2.1. take up the Rights Offer Entitlement allocated to them in terms of the Rights Offer;
 - 4.10.2.2. purchase Letters of Allocation on the JSE; and
 - 4.10.2.3. subscribe for Rights Offer Shares arising in respect of the Letters of Allocation purchased on the JSE,
 - provided payment is received either through normal banking channels from abroad or from a non-resident account.
- 4.10.3. All applications by non-residents for the above purposes must be made through an authorised dealer in foreign exchange. Electronic statements issued in terms of Strate and any Rights Offer Share certificates issued pursuant to such applications will be endorsed "**non-resident**".
- 4.10.4. Where a Rights Offer Entitlement in terms of the Rights Offer falls due to a former resident of the common monetary area, which Rights Offer Entitlement is based on shares blocked in terms of the Exchange Control Regulations, emigrant blocked funds may be used to take up these Rights Offer Shares and may be used to:
 - 4.10.4.1. take up the Rights Offer Entitlement allocated to them in terms of the Rights Offer;
 - 4.10.4.2. purchase Letters of Allocation on the JSE; and
 - 4.10.4.3. subscribe for the Rights Offer Shares arising in respect of the Letters of Allocation purchased on the JSE.
- 4.10.5. All applications by emigrants using blocked funds for the above purposes must be made through the authorised dealer in South Africa controlling their blocked assets. Share certificates issued to such emigrants will be endorsed "**non-resident**" and placed under the control of the authorised dealer through whom the payment was made. The proceeds due to emigrants from the sale of Letters of Allocation, if applicable, will be returned to the authorised dealer for credit to such emigrants' blocked accounts. Electronic statements issued in terms of Strate and any Rights Offer Share certificates issued pursuant to blocked Rand transactions will be endorsed "**non-resident**" and placed under the control of the authorised dealer through whom the payment was made. The proceeds arising from the sale of Letters of Allocation or arising from the sale of blocked Rights Offer Shares will be credited to the blocked accounts of the emigrant concerned.
- 4.10.6. Any Shareholder resident outside the common monetary area who receives this Circular and Form of Instruction, 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 such Form of Instruction.

- 4.10.7. A new share certificate issued pursuant to the Rights Offer to an emigrant will be endorsed “**non-resident**” and forwarded to the address of the relevant authorised dealer controlling such emigrant’s blocked assets for control in terms of the Exchange Control Regulations. Where the emigrant’s Shares are in Dematerialised form with a CSDP or Broker, a statement issued in terms of Strate will be despatched by the CSDP or Broker to the address of that emigrant in the records of such CSDP or Broker.
- 4.10.8. The Rights Offer does not constitute an offer in any jurisdiction in which it is illegal to make such an offer and this Circular and Form of Instruction should not be forwarded or transmitted by you to any person in any territory other than where it is lawful to make such an offer.
- 4.10.9. The Rights Offer Shares have not been and will not be registered under the Securities Act of the United States of America. Accordingly, the Rights Offer Shares may not be offered, sold, resold, delivered or transferred, directly or indirectly, in or into the United States or to, or for the account or benefit of, United States persons, except pursuant to exemptions from the Securities Act. This Circular and the accompanying documents are not being, and must not be, mailed or otherwise distributed or sent in, into or from the United States. This Circular does not constitute an offer of any securities for sale in the United States or to United States persons.
- 4.10.10. The Rights Offer contained in this offering Circular does not constitute an offer in the District of Columbia, the United States, 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 Shareholder**”). 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 Rights Offer, or trade their entitlement. To the extent that Non-qualifying Shareholders are not entitled to participate in the Rights Offer, such Non-qualifying Shareholders should not take up their Rights Offer Entitlement or trade in their Rights Offer Entitlement and should allow their rights in terms of the Rights Offer to lapse.

4.11. **South African law**

All transactions arising from the provisions of this Circular and the accompanying Form of Instruction shall be governed by and be subject to the laws of South Africa.

4.12. **Tax consequences**

Shareholders are advised to consult their professional advisers regarding the tax implications of the Rights Offer.

4.13. **Documents of title**

- 4.13.1. Share certificates to be issued to Certificated Shareholders pursuant to the Rights Offer will be posted to persons entitled thereto by registered post, at the risk of the Shareholders concerned, on or about Monday, 23 June 2014.
- 4.13.2. Certificated Shareholders receiving new Certificated Shares must note that they will not be able to trade such Shares on the JSE until these Shares have been Dematerialised, which could take between 1 (one) and 10 (ten) days, depending on the volumes being processed at the time.
- 4.13.3. Dematerialised Shareholders will have their accounts updated at their CSDP or Broker in respect of the Rights Offer Shares to be issued to them on or about Monday, 23 June 2014.
- 4.13.4. CSDPs will effect payment on a “delivery versus payment method” in respect of the holders of Dematerialised Curro Shares.

5. **JSE LISTINGS**

The JSE has granted listings for:

- 5.1. Nil paid Letters of Allocation in respect of 29 479 439 Rights Offer Shares from the commencement of trade on Monday, 2 June 2014, to the close of trade on Thursday, 12 June 2014, both days inclusive; and
- 5.2. 29 479 439 Rights Offer Shares from the commencement of trade on Friday, 13 June 2014.

6. PRO FORMA FINANCIAL INFORMATION

- 6.1. The *pro forma* statement of financial position for Curro at 31 December 2013 and statement of comprehensive income for the year ended 31 December 2013, the preparation of which is the responsibility of the Directors, is set out in **Annexure 1**.
- 6.2. The *pro forma* financial information should be read in conjunction with the independent reporting accountants' report thereon as set out in **Annexure 2**.
- 6.3. The *pro forma* statement of financial position and statement of comprehensive income have been prepared for illustrative purposes only to provide information as to how the Rights Offer might have impacted on the financial position of the Group using the accounting policies of Curro as at 31 December 2013. Because of its nature, the *pro forma* statement of financial position and statement of comprehensive income may not fairly present Curro's statement of comprehensive income, financial position, changes in equity, results of operations or cash flows after the Rights Offer.

	Reviewed financial information before Rights Offer	Pro forma financial information after Rights Offer	Percentage change (%)
Net asset value per share (cents)	529.2	661.7	25
Net tangible asset value per share (cents)	405.0	547.8	35
Basic earnings per share (cents)	13.2	14.7	11
Diluted earnings per share (cents)	13.1	14.6	11
Basic headline earnings per share (cents)	13.1	14.6	11
Diluted headline earnings per share (cents)	13.0	14.5	12
Number of shares issued ('000)			
Basic	294 794	324 273	10
Diluted	301 676	331 156	10
Weighted average number of shares issued ('000)			
Basic	281 199	310 679	10
Diluted	283 553	313 033	10

Notes and assumptions:

- The "Reviewed financial information before Rights Offer" figures are extracted from the reviewed financial statements of the Curro Group for the year ended 31 December 2013.
- The net asset value per share and net tangible asset value per share figures are calculated based on the actual number of shares in issue at 31 December 2013.
- The basic earnings per share and headline earnings per share figures are calculated based on the weighted average number of shares in issue at 31 December 2013. The diluted basic earnings per share and diluted headline earnings per share are calculated based on the diluted weighted average number of shares in issue at 31 December 2013.
- 29 479 439 Rights Offer Shares are assumed to have been issued at a subscription price of 2000 cents per Rights Offer Share in the ratio of 1 Rights Offer Share for every 10 Curro Shares held pursuant to the rights offer, thereby raising capital of R589 588 780.
- The net proceeds of the Rights Offer after deduction of estimated once-off costs of R7.2 million (which has been offset against the stated capital account as per note 8 below) have been assumed to have been utilised partly for the repayment of debt and credit facilities and a resultant saving in interest paid using an interest rate of 11.4% before the Rights Offer. The funds raised through the Rights Offer will also be utilised to fund new school developments and acquisition opportunities as they are identified.
- The "*Pro forma* financial information after Rights Offer" column is based on the assumption that the Rights Offer was implemented on 31 December 2013 for statement of financial position purposes, and implemented on 1 January 2013 for statement of comprehensive income purposes.
- All adjustments, except for transaction costs, are expected to have a continuing effect.
- The cost of R7.2 million relating to the Rights Offer and listing of the Rights Offer Shares has been offset against the stated capital account.

7. SHARE CAPITAL

7.1. The authorised and issued share capital of Curro before and after the Rights Offer is set out below:

	R'000
Authorised	
400 000 000 ordinary shares of no par value	–
Issued before the Rights Offer	
294 794 391 ordinary shares of no par value	
Stated capital	1 500 671
Issued for the Rights Offer	
29 479 439 ordinary shares of no par value	
Stated capital	582 389
Issued after the Rights Offer	
324 273 830 ordinary shares of no par value	
Stated capital	2 083 060

Note:

- * Curro has no shares held in treasury, as at the Last Practicable Date.
- * Assuming all Rights Offer Shares are subscribed for in terms of the Rights Offer.

7.2. Shareholders owning more than 5% in the issued share capital

7.2.1. At the Last Practicable Date, the following Shareholders, other than the Directors of the Company, to the best of the Directors' knowledge and belief, are beneficially interested in 5% or more of the issued share capital of Curro.

Name of Shareholder	Number of Shares held	Percentage held (%)
PSG Financial Services	168 280 573	57.08%
Thembeke Capital Limited	25 911 541	8.79%

7.2.2. Following the Rights Offer, the following Shareholders, other than the Directors of the Company, to the best of the Directors' knowledge and belief, will be beneficially interested in 5% or more of the issued share capital of Curro:

Name of Shareholder	Number of Shares held	Percentage held (%)
PSG Financial Services	185 108 630	57.08%
Thembeke Capital Limited	28 502 695	8.79%

Note: The above information is based on the assumption that the Rights Offer is fully subscribed and the Underwriter does not acquire any of the Underwritten Shares.

8. DIRECTORS

8.1. Directors' information

Director	Age	Capacity	Business Address
SL Botha	49	Independent Non-executive Chairperson	3 Stonewall Estate, Cross Road, Bryanston
CR van der Merwe	51	Chief Executive Officer	38 Oxford Street, Durbanville
B van der Linde	36	Chief Financial Officer	38 Oxford Street, Durbanville
ZL Combi	62	Independent, Non-executive	6 Dorp Street, Stellenbosch, Cape Town
AJF Greyling	44	Executive	38 Oxford Street, Durbanville
HG Louw	46	Executive	38 Oxford Street, Durbanville
PJ Mouton	37	Non-executive	1st Floor, Ou Kollege, 35 Kerk Street, Stellenbosch
B Petersen	54	Independent, Non-executive	Wale Street Chambers, 38 Wale Street, Cape Town
SWF Muthwa	51	Independent, Non-executive	Nelson Mandela Metropolitan University Summerstrand South Campus, Port Elizabeth

8.1.1. Brief profiles on each of the Directors are included in **Annexure 5** to this Circular. A complete list of other directorships of the Directors is included in **Annexure 5**. All Directors are South African citizens.

- 8.1.2. None of the Directors have been convicted of an offence involving dishonesty, declared bankrupt, insolvent or entered into voluntary compromise of arrangements, not have they been publicly criticised by any statutory or regulatory authorities or disqualified by a court from acting as a director, manager or conducting the affairs of a company.
- 8.1.3. There were no receiverships, compulsory liquidations, creditors voluntary liquidations, administrations, company voluntary arrangements or any compromise with creditors generally or any class of creditors, where any Director is or was a director with an executive function of such company at the time of, or within 12 months preceding such events.
- 8.1.4. All of the above Directors have completed directors' declarations in terms of Schedule 21 of the JSE Listings Requirements relating to the appointment of new directors. Copies of the declarations are available for inspection in terms of paragraph 15 below.

8.2. Interest of Directors

At the Last Practicable Date, the following Directors of Curro (and their associates), including directors who have resigned during the last 18 months, held, in aggregate, directly and indirectly, approximately 6.67% of Curro's issued Shares, as follows:

Director	Beneficial		Total	Percentage held
	Direct	Indirect		
JA le Roux ¹	–	12 777 600	12 777 600	4.33%
MC Mehl ²	–	–	–	–
SL Botha	100 000	–	100 000	0.03%
CR van der Merwe	–	4 300 250	4 300 250	1.46%
B van der Linde	107 749	–	107 749	0.04%
ZL Combi	–	–	–	–
AJF Greyling	–	810 001	810 001	0.27%
HG Louw	–	–	–	–
PJ Mouton	–	1 584 929	1 584 929	0.54%
B Petersen	–	–	–	–
SWF Muthwa	–	–	–	–
Total	207 749	19 472 780	19 680 529	6.67%

(1) JA Le Roux resigned as director with effect from 1 April 2013.

(2) MC Mehl passed away on 30 January 2013.

(3) There have been no changes in the interests of the directors between 31 December 2013 and the Last Practicable Date.

8.3. Directors' interests in transactions

Save as disclosed in the table above, by virtue of each Director's (or his associate's) shareholding in Curro, no Director of Curro has or had any beneficial interest, directly or indirectly, in any transaction which is, or was, material to the business of Curro and which was effected by Curro during the current financial year or the immediately preceding financial year or in respect of any previous financial year which remains in any respect outstanding or unperformed.

8.4. Directors' remuneration and terms of appointment

- 8.4.1. The remuneration of the directors of Curro will not be varied as a result of the Rights Offer as contained in this Circular.
- 8.4.2. Each of the executive directors has concluded service contracts with terms and conditions that are standard for such appointments, which is available for inspection in terms of paragraph 15 below. The duration of each director's appointment is determined by such agreement.

8.4.3. For the financial year ended 31 December 2013, emoluments paid to the Directors of Curro were as follows:

	Salary (R'000)	Directors' fees (R'000)	Fees for other services (R'000) ¹	Provident fund & medical aid contributions (R'000)	Bonuses (R'000)	Total (R'000)
C R van der Merwe*	1 128	–	–	–	623	1 751
AJF Greyling	1 060	–	–	–	597	1 657
B van der Linde*	970	–	–	–	321	1 291
HG Louw	970	–	–	–	279	1 249
PJ Mouton ²	–	106	–	–	–	106
B Petersen	–	170	–	–	–	170
SL Botha	–	251	–	–	–	251
ZL Combi	–	135	–	–	–	135
SWF Muthwa ³	–	91	–	–	–	91

* Executive directors

Notes:

- (1) The "other fees" column refers to management, consulting, technical or other fees paid for such services rendered, directly or indirectly, including payments to management companies, a part of which is then paid to a director of the Company. No such other fees or any other material benefits or any commissions, gains or amounts as a result of any profit-sharing arrangements were paid to directors for the financial year ended 31 December 2013.
- (2) PJ Mouton was remunerated by a subsidiary of PSG Group, in the form of a basic salary of R2 560 000, company contributions of R40 000 and performance related fees of R2 600 000, for his services rendered to PSG Group for the year ended 28 February 2014, which services included acting as director on the Board of Curro.
- (3) SWF Muthwa was appointed as a director with effect from 1 May 2013.

8.4.4. Curro has established a share incentive scheme for its senior employees, management and directors which complies with the JSE Listings Requirements and which was approved by the JSE on 27 March 2011. As at the Last Practicable Date, the following awards have been made in terms of the share incentive scheme:

Director	Opening balance of options awarded at 1 January 2013	Strike price per option awarded	Number of options awarded during the year (i.e. from 1 January 2013 to 31 December 2013)	Number of options exercised in the financial year ending 31 December 2013	Exercise price per option (cent)	Date options granted	Closing balance of options as at 31 December 2013
CR van der Merwe	843 167	593		210 792	489	29/09/2011	632 375
	187 557	1 710				29/09/2012	187 557
		1 961	401 575			29/09/2013	401 575
AJF Greyling	720 914	593		180 228	489	29/09/2011	540 686
	142 523	1 710				29/09/2012	142 523
		1 961	237 198			29/09/2013	237 198
B van der Linde	409 383	593		102 346	489	29/09/2011	307 037
	95 226	1 710				29/09/2012	95 226
		1 961	171 925			29/09/2013	171 925
HG Louw	491 737	593		122 934	489	29/09/2011	368 803
	99 546	1 710				29/09/2012	99 546
		1 961	182 912			29/09/2013	182 912
Total	2 465 201	593		616 300	489	29/09/2011	1 847 901
	524 852	1 710				29/09/2012	524 852
		1 961	993 610			29/09/2013	993 610

Note:

Shares awarded under the Curro Holdings Limited Share Incentive Trust vest over a five-year period from the grant date, namely:

- 25% thereof as at the second anniversary of the option grant date;
- 25% thereof as at the third anniversary of the option grant date;
- 25% thereof as at the fourth anniversary of the option grant date; and
- 25% thereof as at the fifth anniversary of the option grant date.

8.4.5. For the financial year ended 28 February 2014, the following Curro directors had been awarded shares in terms of the PSG Group Supplementary Share Incentive Trust:

Director	Opening balance of options awarded at 1 March 2012	Strike price per option awarded	Number of options awarded during the year (i.e. from 1 March 2012 to 28 February 2013)	Number of options exercised in the financial year ending 28 February 2013	Exercise price per option (cent)	Date options granted	Closing balance of options as at 28 February 2013
B van der Linde	28 827	15.52		14 414	15.52	20/04/2009	14 413
	23 860	18.77		11 930	18.77	28/08/2009	11 930
	6 325	22.09			22.09	28/02/2010	6 325
PJ Mouton	70 467	15.52		35 234	15.52	20/04/2009	35 233
	81 655	18.77		40 827	18.77	28/08/2009	40 828
	75 542	22.09			22.09	28/02/2010	75 542
	226 394	39.61			39.61	28/02/2011	226 394
	112 842	47.39			47.39	28/02/2012	112 842
	129 052	61.50			61.50	28/02/2013	129 052
		83.23	661 884*		83.23	28/02/2014	661 884
Total	99 294	15.52		49 648	15.52	20/04/2009	49 646
	105 515	18.77		52 757	18.77	28/08/2009	52 758
	81 867	22.09			22.09	28/02/2010	81 867
	226 394	39.61			39.61	28/02/2011	226 394
	112 842	47.39			47.39	28/02/2012	112 842
	129 052	61.50			61.50	28/02/2013	129 052
		83.23	661 884*		83.23	28/02/2014	661 884

Note:

Shares awarded under the PSG Group Supplementary Share Incentive Trust vest over a five-year period from the grant date, namely:

- 25% thereof as at the second anniversary of the option grant date;
- 25% thereof as at the third anniversary of the option grant date;
- 25% thereof as at the fourth anniversary of the option grant date; and
- 25% thereof as at the fifth anniversary of the option grant date.

* Included in the 28 February share option allocation is a once-off allocation of 500 000 PSG Group Limited share options which was made to appropriately incentivise certain directors. Retention of the relevant directors' services is considered key to PSG Group Limited's continued success.

8.4.6. Curro has not paid any amounts (whether in cash or in securities), nor given any benefits to any Directors or to any company in which Directors are beneficially interested, or to any partnership, syndicate or other association of which the Directors are members, or to any Director as an inducement to become a director or otherwise, or otherwise for services rendered by Directors or by the associate company or associate entity in connection with the promotion or formation of the Company or any of its Subsidiaries, in the three years preceding the Last Practicable Date.

8.5. Executive management

The full names, current functions and addresses of the senior management of Curro other than the executive directors are set out below:

Full name and Nationality	Age	Capacity	Business Address
Edward Alwyn Conradie South African	62	Manager: Marketing	38 Oxford Street, Durbanville
Jaco Kotze South African	40	Manager: Operations	38 Oxford Street, Durbanville
Barend Weideman South African	37	Manager: Information Technology	38 Oxford Street, Durbanville
Alta Greeff South African	56	CCEE: Product development	38 Oxford Street, Durbanville
Dawie van Emmenis South African	57	Regional head	38 Oxford Street, Durbanville
Andre Pollard South African	54	Regional head	38 Oxford Street, Durbanville
Stoffel Goosen South African	54	Regional head	38 Oxford Street, Durbanville
Shawn Tomson South African	38	Regional head	38 Oxford Street, Durbanville
Divan Nel Hartshorne South African	32	Manager: Finance	38 Oxford Street, Durbanville
Malcolm Law South African	60	Manager: Business Development	38 Oxford Street, Durbanville

9. ESTIMATED EXPENSES OF THE RIGHTS OFFER

9.1. The estimated expenses of the Rights Offer, excluding VAT are as follows:

Nature of Expense	Paid/Payable to	R'000
Transaction Adviser and Sponsor fee	PSG Capital	750
JSE listing fee	JSE	195
JSE documentation fee	JSE	23
Printing, publication and distribution	Greymatter & Finch	75
Lead Independent Sponsor	QuestCo	55
Independent reporting accountants	Deloitte & Touche	85
Transfer Secretaries, Strate and Exchange Control Fees	Computershare Investor Services, Strate and ABSA Bank	40
Commitment and underwriter fee	PSG Financial Services	5 896
Contingency		81
Estimated total cost		7 200

9.2. The expenses of the Rights Offer will be written off against the stated capital.

10. OPINIONS AND RECOMMENDATIONS

10.1. The Board of Directors has considered the terms and conditions of the Rights Offer and is of the opinion that such terms and conditions are fair and reasonable to Curro Shareholders. The Directors are of the opinion that the future prospects of the business of the Company are sound.

10.2. Shareholders are recommended to consult their professional advisers regarding the action to be taken in relation to the Rights Offer.

11. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of Curro, whose names are given in paragraph 8 and **Annexure 5** of this Circular, collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statements 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 JSE Listings Requirements.

12. ADVISERS' CONSENTS

Each of the reporting accountants and advisers, whose names appear on the inside front cover have consented in writing to act in the capacity stated and to the inclusion of their names and, where applicable, reports, in this Circular in the form and context in which they appear and have not withdrawn their consent prior to the publication of this Circular.

13. LITIGATION STATEMENT

The Group is not party to any legal or arbitration proceedings, nor, as far as the directors of the Group are aware are there any legal or arbitration proceedings pending or threatened against the Group, which may have, or have had in the 12 months preceding the date of this Circular, a material effect on the Group's financial position.

14. CORPORATE GOVERNANCE

The Board of Directors is committed to the principles of openness, integrity and accountability and the provision of timeous, meaningful reporting to stakeholders. A corporate governance report addressing the guiding principles as set out in the Code of Corporate Practice and Conduct as contained in the King III Report on Corporate Governance ("**the Code**"), together with details of Curro's application of the various principles of the King Report as required by the Listings Requirements, is available at www.curro.co.za. Other relevant detail on corporate governance is set out in **Annexure 4** attached to and forming part of this Circular.

15. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection at the registered office of Curro and at PSG Capital's offices in Johannesburg and Stellenbosch at the address indicated in the corporate information section of this Circular, during normal business hours, from the date of this Circular up to and including Monday, 23 June 2014:

- 15.1. the memorandum of incorporation of Curro, as well as the memoranda of incorporation of the Subsidiaries;
- 15.2. the audited financial statements of Curro for the financial years ended 31 December 2011, 31 December 2012 and the reviewed financial statements of Curro for the financial year ended 31 December 2013;
- 15.3. letters of consent from each of the advisers referred to in paragraph 12;
- 15.4. the report of the reporting accountants' to Curro on the *pro forma* financial information as set out in Annexure 2;
- 15.5. the underwriting agreement dated 16 April 2014;
- 15.6. the irrevocable undertaking by PSG Financial Services dated 16 April 2014;
- 15.7. this Circular and the Form of Instruction;
- 15.8. Directors' schedule 21 declarations;
- 15.9. power of attorneys signed by the Directors; and
- 15.10. service contracts of executive directors of Curro.

SIGNED ON 16 APRIL 2014 AT DURBANVILLE BY DR CR VAN DER MERWE FOR AND ON BEHALF OF ALL THE OTHER DIRECTORS OF CURRO HOLDINGS LIMITED, IN TERMS OF POWERS OF ATTORNEY GRANTED TO HIM BY SUCH DIRECTORS

DR CR VAN DER MERWE

Chief Executive Officer
Durbanville

PRO FORMA FINANCIAL INFORMATION OF CURRO

The *pro forma* financial information of Curro for the year ended 31 December 2013 is set out below. The *pro forma* statement of financial position and of comprehensive income have been prepared for illustrative purposes only to provide information on how the Rights Offer might have impacted on the financial position of Curro.

Because of its nature, the *pro forma* statement of financial position and of comprehensive income may not fairly present Curro's financial position, changes in equity, results of operations or cash flows after the Rights Offer.

The *pro forma* financial information as at 31 December 2013 is presented in a manner that is consistent with the accounting policies of Curro and in compliance with SAICA *pro forma* guide.

The *pro forma* statement of financial position and statement of comprehensive income as set out below should be read in conjunction with the limited assurance report of the independent reporting accountants which is included as **Annexure 2** to this Circular.

The directors of Curro are responsible for the preparation of the *pro forma* financial information.

The *pro forma* statement of financial position of Curro at 31 December 2013 has been prepared on the assumption that the Rights Offer was effected on 31 December 2013 and that the Rights Offer was fully subscribed.

PRO FORMA STATEMENT OF FINANCIAL POSITION OF CURRO

	Reviewed financial information before Rights Offer (R'000) Note 1	Pro forma adjustments (R'000)	Notes	Pro forma financial information after Rights Offer (R'000) Note 5
Assets				
Non-current Assets	2 516 174			2 516 174
Property, plant and equipment	2 131 811			2 131 811
Goodwill	271 748	–		271 748
Intangible assets	97 607	–		97 607
Investments in and loans to associates	12 680	–		12 680
Other loans	2 328	–		2 328
Current Assets	117 573			205 124
Inventory	6 817	–		6 817
Current tax receivable	1 592	–		1 592
Trade and other receivables	30 231	–		30 231
Cash and cash equivalents	78 933	87 551	7	166 484
Total Assets	2 633 747	87 551		2 721 298
Equity and Liabilities				
Equity				
Equity Attributable to Equity Holders of Parent	1 560 199	582 389		2 142 588
Share capital	1 500 671	582 389	3, 4	2 083 060
Reserves	7 310	–		7 310
Retained income	52 218	–		52 218
Non-controlling interest	3 180	–		3 180
Total equity	1 563 379	582 389		2 145 768
Liabilities				
Non-current Liabilities	874 426	(415 766)		458 660
Loans and other financial liabilities	755 145	(415 766)	7	339 379
Deferred tax	119 281	–		119 281
Current Liabilities	195 942	(79 072)		116 870
Loans and other financial liabilities	69 885	(69 758)	7	127
Current tax payable	1 173	–		1 173
Trade and other payables	124 884	(9 314)	7	115 570
Total Liabilities	1 070 368	(494 838)		575 531
Total Equity and Liabilities	2 633 747	87 551		2 721 298
Net asset value per share (cents)	529.2	136.0		661.7
Net tangible asset value per share (cents)	405.0	146.3		547.8
Number of shares in issue (millions)				
– Basic	294.8	29.5		324.3
– Diluted	300.6	29.5		330.1
Weighted average number of shares in issue (millions)				
– Basic	281.2	23.2		310.7
– Diluted	283.6	23.2		313.0

Notes and assumptions:

1. The "Reviewed financial information before Rights Offer" figures are extracted from the reviewed financial statements of Curro for the year ended 31 December 2013.
2. The net asset value per share and net tangible asset value per share figures are calculated based on the actual number of shares in issue at 31 December 2013.
3. 29 479 439 Rights Offer Shares are assumed to have been issued at a subscription price of 2 000 cents per Rights Offer Share in the ratio of 1 Rights Offer Share for every 10 Curro Shares held pursuant to the rights offer, thereby raising capital of R589 588 780.
4. The transaction cost of R7 200 000 relating to the Rights Offer and listing of the Rights Offer Shares has been offset against the stated capital account.
5. The "Pro forma financial information after Rights Offer" column is based on the assumption that the Rights Offer was implemented on 31 December 2013.
6. All adjustments, except for transaction costs, are expected to have a continuing effect.
7. The capital raised through the Rights Offer will be utilised to settle loans and other financial liabilities. The balance of available funding will be utilised to fund new school developments and acquisition opportunities as they are identified. New school developments will be made in accordance with Curro's long-term objectives and will be assessed on a continuous basis.
8. There have been no material post balance sheet events which require adjustment or additional disclosure.

PRO FORMA STATEMENT OF COMPREHENSIVE INCOME OF CURRO

The *pro forma* statement of comprehensive income of Curro for the year ended 31 December 2013 has been prepared on the assumption that the Rights Offer was effected on 1 January 2013 and that the Rights Offer was fully subscribed.

	Reviewed financial information before Rights Offer (R'000) Note 1	<i>Pro forma</i> adjustments (R'000)	Notes	<i>Pro forma</i> financial information after Rights Offer (R'000) Note 4
Revenue	659 128	–		659 128
Operating expenses	(545 460)	–		(545 460)
Earnings before interest, taxation, depreciation and amortisation (EBITDA)	113 668	–		113 668
Depreciation and amortisation	(41 320)	–		(41 320)
Earnings before interest and taxation (EBIT)	76 702	–		76 702
Share of profit of associate	1 000			1 000
Investment revenue	3 802	–		3 802
Finance costs	(26 199)	11 917	7	(14 282)
Profit before taxation	55 305	11 917		67 222
Taxation	(15 584)	(3 238)	3	(18 822)
Profit for the year	39 721	8 679		48 400
Other comprehensive income	(489)	–		(489)
Total comprehensive income	39 232	8 679		47 911
Profit attributable to:				
Owners of the parent	37 049	8 679		45 728
Non-controlling interest	2 672	–		2 672
Reconciliation of headline earnings				
Net profit after tax attributable to owners of the parent	37 049	8 679		45 728
Adjusted for profit on sale of fixed asset after taxation	(259)	–		(259)
Headline earnings	36 790	8 679		45 469
Earnings per share (cents)				
– Basic	13.2	1.5	2	14.7
– Diluted	13.1	1.5	2	14.6
Headline earnings per share (cents)				
– Basic	13.1	1.5	2	14.6
– Diluted	13.0	1.5	2	14.5
Number of shares in issue (millions)				
– Basic	294.8	29.5		324.3
– Diluted	300.6	29.5		330.1
Weighted average number of shares in issue (millions)				
– Basic	281.2	23.2		310.73
– Diluted	283.6	23.2		313.0

Notes and assumptions:

- The “Reviewed financial information before Rights Offer” figures are extracted from the reviewed financial statements of Curro for the year ended 31 December 2013.
- The earnings per share and headline earnings per share figures are calculated based on the weighted average number of shares in issue at 31 December 2013. The diluted earnings per share and diluted headline earnings per share are calculated based on the weighted average number of shares in issue at 31 December 2013 and the number of share options issued at 31 December 2013.
- A tax rate of 28% was assumed.
- The “*Pro forma financial information after Rights Offer*” column is based on the assumption that the Rights Offer was implemented on 1 January 2013.
- All adjustments, except for transaction costs, are expected to have a continuing effect.
- No interest received or other income has been assumed on the proceeds of the Rights Offer as per the Guide on *Pro Forma* Financial Information, issued by SAICA.
- The capital raised through the Rights Offer will be utilised to settle loans and other financial liabilities which will result in a decrease of finance costs, calculated at 11.4% before the Rights Offer.

INDEPENDENT REPORTING ACCOUNTANTS' REPORT ON THE *PRO FORMA* FINANCIAL INFORMATION OF CURRO

16 April 2014

The Board of Directors
Curro Holdings Limited
PO Box 2436
Durbanville
7551

Dear Sirs

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF *PRO FORMA* FINANCIAL INFORMATION INCLUDED IN A PARTIALLY UNDERWRITTEN RIGHTS ISSUE CIRCULAR FOR CURRO HOLDINGS LIMITED

We have completed our assurance engagement to report on the compilation of *pro forma* financial information of Curro Holdings Limited by the Directors. The *pro forma* financial information, as set out in paragraph 6 and **Annexure 1** of the Circular ("the **Circular**"), to be dated on or about 3 June 2014, consists of the statement of financial position and statement of comprehensive income and related notes. The *pro forma* financial information has been compiled on the basis of the applicable criteria specified in the JSE Limited ("**JSE**") Listings Requirements.

The *pro forma* financial information has been compiled by the Directors to illustrate the impact of the corporate action or event, described in paragraph 1 of the Circular, on the Company's financial position as at 31 December 2013, and the Company's financial performance for the period then ended, as if the corporate action or event had taken place at 1 January 2013, being the commencement date of the financial period for statement of comprehensive income purposes and at 31 December 2013, being the last day of the financial period for purposes of statement of financial position purposes. As part of this process, information about the Company's financial position and financial performance has been extracted by the Directors from the Company's reviewed condensed consolidated provisional financial statements for the period ended 31 December 2013, on which an auditor's report was issued on 18 March 2014 and contained an unmodified conclusion.

Directors' Responsibility for the *Pro Forma* Financial Information

The Directors are responsible for compiling the *pro forma* financial information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in paragraph 6 and **Annexure 1** of the Circular.

Reporting Accountant's Responsibility

Our responsibility is to express an opinion about whether the *pro forma* financial information has been compiled, in all material respects, by the Directors on the basis specified in the JSE Listings Requirements based on our procedures performed. We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of *Pro Forma* Financial Information Included in a Prospectus which is applicable to an engagement of this nature. This standard requires that we comply with ethical requirements and plan and perform our procedures to obtain reasonable assurance about whether the *pro forma* financial information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the *pro forma* financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the *pro forma* financial information.

As the purpose of *pro forma* financial information included in a prospectus is solely to illustrate the impact of a significant corporate action or event on unadjusted financial information of the entity as if the corporate action or event had occurred or had been undertaken at an earlier date selected for purposes of the illustration, we do not provide any assurance that the actual outcome of the event or transaction at 31 December 2013 would have been as presented.

A reasonable assurance engagement to report on whether the *pro forma* financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used in the compilation of the *pro forma* financial information provides a reasonable basis for presenting the significant effects directly attributable to the corporate action or event, and to obtain sufficient appropriate evidence about whether:

- The related *pro forma* adjustments give appropriate effect to those criteria; and
- The *pro forma* financial information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgment, having regard to our understanding of the nature of the company, the corporate action or event in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the *pro forma* financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the *pro forma* financial information has been compiled, in all material respects, on the basis of the applicable criteria specified by the JSE Listings Requirements and described in paragraph 6 and **Annexure 1** of the Circular.

Consent

We consent to the inclusion of our report on the *pro forma* financial information and the references thereto in the Circular, in the form and context in which they appear.

Deloitte & Touche
Registered Auditors
Per MA Van Wyk
Partner

Deloitte & Touche
1st Floor, The Square, Cape Quarter Extension
27 Somerset Road
Green Point, 8005
(PO Box 578, Cape Town, 8000)

National Executive: LL Bam Chief Executive, AE Swiegers Chief Operating Officer, GM Pinnock Audit, DL Kennedy Risk Advisory, NB Kader Tax, TP Pillay Consulting, K Black Clients & Industries, JK Mazzocco Talent & Transformation, CR Beukman Finance, M Jordan Strategy, S Gwala Special Projects, TJ Brown Chairman of the Board, MJ Comber Deputy Chairman of the Board

A full list of partners and directors is available on request

TABLE OF ENTITLEMENT

The following table set out the number of Rights Offer Shares to which a Shareholder is entitled:

No. of Curro shares held	Curro Rights Offer Entitlement	No. of Curro shares held	Curro Rights Offer Entitlement	No. of Curro shares held	Curro Rights Offer Entitlement
1	0	42	4	83	8
2	0	43	4	84	8
3	0	44	4	85	9
4	0	45	5	86	9
5	1	46	5	87	9
6	1	47	5	88	9
7	1	48	5	89	9
8	1	49	5	90	9
9	1	50	5	91	9
10	1	51	5	92	9
11	1	52	5	93	9
12	1	53	5	94	9
13	1	54	5	95	10
14	1	55	6	96	10
15	2	56	6	97	10
16	2	57	6	98	10
17	2	58	6	99	10
18	2	59	6	100	10
19	2	60	6	125	13
20	2	61	6	150	15
21	2	62	6	175	18
22	2	63	6	200	20
23	2	64	6	500	50
24	2	65	7	1 000	100
25	3	66	7	5 000	500
26	3	67	7	10 000	1 000
27	3	68	7	20 000	20 000
28	3	69	7	50 000	50 000
29	3	70	7	100 000	10 000
30	3	71	7	200 000	20 000
31	3	72	7	300 000	30 000
32	3	73	7	400 000	40 000
33	3	74	7	500 000	50 000
34	3	75	8	1 000 000	100 000
35	4	76	8	2 000 000	200 000
36	4	77	8	3 000 000	300 000
37	4	78	8	4 000 000	400 000
38	4	79	8	5 000 000	500 000
39	4	80	8	10 000 000	1 000 000
40	4	81	8	50 000 000	5 000 000
41	4	82	8		

CORPORATE GOVERNANCE REPORT

This **Annexure 4** should be read in conjunction with paragraph 14 of the Circular.

CURRO COMMITMENT

Curro is committed to and endorses the application of the principles of transparency, integrity and accountability as recommended in the King III Code of Corporate Practices and Conduct (“**King Code**”).

The King Code recognises that no “one size fits all” approach can be adopted in the application of its principles and that it may not be appropriate for entities to adopt all of its principles, in the context of its particular business and/or operational environment.

The Board is satisfied that the Company applies the King Code as far as practical and in all material respects with the related JSE Listings Requirements, as dealt with under appropriate sections throughout this statement.

The Board does not consider the application of all the principles contained within the King Code appropriate for Curro. Where specific principles of the King Code have not been applied, explanations for these are contained hereunder. The Curro register of compliance with the King Code principles is available at www.curro.co.za.

Adherence to principles contained in the King Code:

Areas where Curro has decided not to apply the principles of the King Code, the relevance of which is annually re-assessed, are:

The induction of and ongoing training and development of Directors should be conducted through formal processes	The nature of the business of Curro does not warrant a formal induction process yet. New Directors will have unlimited access to the Company’s resources in order to familiarise themselves with all matters related to the Company.
Sustainability reporting and disclosure should be integrated with the Company’s financial reporting	Due to the nature of its business (i.e. education on annuity basis and inherent soft impact on the environment), Curro will not produce a separate sustainability report for the time being.
Sustainability reporting and disclosure should be independently assured	Due to the nature of its business (i.e. education on annuity basis and inherent soft impact on the environment), Curro will not produce a separate sustainability report for the time being.

Areas that Curro needs to consider improving adherence to the principles contained within King III are:

The evaluation of the Board, its committees and the individual Directors should be performed every year	A process suitable to the nature and size of the Curro’s business is to be implemented.
Internal audit should provide a written assessment of the effectiveness of the Company’s system of internal control and risk management	This principle had not been applied fully but should be fully applied in 2014 given that internal auditors were appointed in November 2013.

The key principles underpinning the corporate governance of the Company and systems of control that form an integral part of corporate governance are set out hereunder:

BOARD OF DIRECTORS

The Board is key to the Company’s corporate governance system and is ultimately accountable and responsible for the key governance process and the performance and affairs of the Company. The Board monitors and ensures that the Company operates ethically and conforms to the standards of corporate governance set for Curro. It also ensures that the internal controls, both operational and financial, are adequate and that the financial accounts, through effective internal controls, accurately and objectively reflect the Company’s business.

The Board has an approved charter. The primary responsibilities of the Board are to:

- approve the strategic intent of the Company and monitor performance against achievement thereof;
- review and approve financial reports, budgets and business plans;
- approve annual and interim financial reports;
- review risk management strategies and ensure internal controls and compliance policies are in place;
- advise on corporate finance in conjunction with the Company’s sponsor;
- consider the Company’s employment equity and make recommendations;
- advise on stakeholder communication and governance issues;
- make material investment, disinvestment and refinancing or restructuring decisions;

- make recommendations to Shareholders on Non-executive Directors' remuneration;
- review and approve amendments to share incentive schemes with the recommendation of the remuneration committee;
- appoint new Directors (Executive and Non-executive) and ensure appropriate orientation and induction of new directors;
- define clear areas of responsibility at Board and Board committee level to ensure appropriately limited individual decision-making ability; and
- determine and approve amendments to the Group's treasury policy.

Board appointments

Appointments to the Board are made in terms of clear policy by which recommendations are made by fellow Board members with the input of other significant stakeholders, on the basis of the needs of the Company and the set of skills/experience that such appointee can bring to the table. The Board takes cognisance of these factors before making any such appointment. There is no nomination committee as the entire Board takes responsibility for the appointment of directors. All new appointments to the Board are therefore made in terms of a formal and transparent process, and are considered to be a matter for the Board as a whole.

In terms of Curro's Memorandum of Incorporation all newly appointed Directors should retire and offer themselves for re-election by shareholders at the first annual general meeting ("**AGM**") following their appointment. Curro's Memorandum of Incorporation also requires that one third of the Non-executive Directors of Curro, as well as Non-executive Directors having served three years, retire by rotation and offer themselves for re-election by Shareholders at the AGM. The Executive Directors are employed in terms of formal employment agreements.

Board composition

The Board comprises Executive and sufficient Non-executive Directors, the majority of the Non-executive Directors being independent. Accordingly, Curro has a fully functional unitary Board, comprising Executive and Non-executive Directors, which leads and controls the Company. Currently there are four Executive Directors and five Non-executive Directors, of whom four are considered to be independent.

The Curro Board is chaired by Mrs SL Botha, an independent Non-executive Director. The chairperson of the Board is responsible, *inter alia*, for ensuring the integrity and effectiveness of the Board's governance processes. As Mrs SL Botha is an independent Non-executive chairperson she will negate the requirements for a lead independent Director.

The four Executive Directors consist of a Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and Chief Investment Officer. Abbreviated *curricula vitae* of the individual Directors on the Board are contained in **Annexure 5**.

The composition of the Board ensures that no individual has unfettered powers of decision-making and authority, and as a result there is a clear division of responsibilities at Board and Board committee level to ensure a balance of power and authority.

The following changes to the Board took place during the year ending 31 December 2013:

- JA Le Roux resigned as a Director and as chairperson of the Board with effect from 1 April 2013, whereafter SL Botha was appointed as chairperson of the Board;
- MC Mehl passed away on 30 January 2013; and
- SWF Muthwa was appointed to the Board on 1 May 2013.

Delegation of powers

The Board has appointed an audit and risk committee, remuneration committee and social and ethics committee to assist it with its performance of duties, the mandates of these committees so defined in their charters. More detail on these committees is found below under the Board committees section of this Annexure.

The Board's governance and management functions are linked through the Chief Executive Officer, Dr CR van der Merwe, who is tasked with the running of the business and the implementation of the policies and strategies adopted by the Board. The Board has also empowered the Curro executive committee to perform the required functions necessary for implementing the strategic direction set by the Board as well as for the effective day-to-day running of the Company, with due regard to fiduciary responsibility on the one hand and operational efficiency on the other, while simultaneously still retaining effective control of the Company.

The Board meets quarterly and in addition thereto has an annual strategic session.

BOARD COMMITTEES

Audit and risk committee

The audit and risk committee is combined and is primarily responsible for overseeing the Company's financial reporting process on behalf of the Board. The audit and risk committee sets the principles for the annual appointment and evaluation of the external auditors, the audit plan and audit fees, as well as the use of external auditors for non-audit services. The audit and risk committee, on an annual basis, considers and satisfies itself as to the appropriateness of the expertise and experience of the Chief Financial Officer of the Company.

In addition, risks are identified through the input of management and external audit. This committee oversees these risks through the feedback on processes in place to monitor or manage the risks. The audit and risk committee plays an oversight role with regards to the internal control environment. The audit and risk committee has approved the outsourcing of the internal audit function and has approved a three-year risk-based internal audit plan. The audit and risk committee assists the Board with its information technology governance.

No breakdown or significant breach in internal financial controls occurred during the year and the audit and risk committee is satisfied with the said environment. There were no extraordinary risks taken or any losses suffered as a result of the occurrence of a risk that could have been managed.

The audit and risk committee comprises only independent, Non-executive Directors, being Mr B Petersen (chairperson), Mr ZL Combi and Dr SWF Muthwa as its elected members. Following the passing of Prof MC Mehl, Mrs SL Botha was appointed as a member of the audit and risk committee on a temporary basis until such time as Dr SWF Muthwa was appointed on 1 May 2013. The audit and risk committee meets bi-annually.

Remuneration committee

The remuneration committee is primarily responsible for reviewing and approving Executive Directors' remuneration. The remuneration committee assists the Board in reviewing Non-executive Directors' remuneration recommendations. The remuneration committee is mandated to deal with matters relating to the Curro share incentive scheme on its behalf. The remuneration committee was reconstituted during the year and consists of Non-executive Directors, the majority being independent. The committee members are Mr PJ Mouton (chairman), Mrs SL Botha and Mr ZL Combi. The remuneration committee meets annually.

Social and ethics committee

The social and ethics committee is primarily responsible for ensuring Curro's good corporate citizenship. The social and ethics committee also monitors compliance with social and economic impact legislative requirements affecting Curro, for example the broad-based black economic empowerment act. The social and ethics committee is responsible to monitor consumer relationships, reviewing the Curro code of ethics, legislative impact requirements as it pertains to the environment, health, public safety and labour.

The social and ethics committee comprises three Directors, one of which is a Non-executive Director, being Mr PJ Mouton (chairman), Mr B van der Linde and Mr CR van der Merwe. The social and ethics committee meets annually.

Executive committee

The executive committee is the key executive decision-making forum of Curro. The executive committee is primarily responsible for general executive control and management of the activities and business of Curro and its subsidiaries and also assists the Chief Executive Officer to implement the strategy set by the Board. In so doing, the executive committee monitors business success and the operational, financial and educational performance of the Group. The executive committee considers for recommendation to the Board which investments in schools and land are to be made. The executive committee reviews budgets, business plans and strategic intent for recommendation to the Board. The executive committee considers material and high risks affecting the business performance and ensuring appropriate action is taken to address these.

COMPANY SECRETARY

Ronell van Rensburg, Curro's recently Board-approved and appointed Company Secretary, plays a pivotal role in the continuing effectiveness of the Board and ensures that the Board has access to the information they require for decision making. The Board is satisfied with the competence, qualification and experience of the Company Secretary.

The Company Secretary is primarily responsible for the administration of the Board, Curro and Curro's Shareholders in accordance with applicable legislation and procedures. The Company Secretary is also responsible for making the Board aware of any failure to comply with Curro's MOI, the Companies Act and any related corporate governance policies of Curro. Board members have unlimited access to the Company Secretary. The Board members also have access to legal and other expertise when required and at the cost of the Company through the Company Secretary. The Company Secretary is responsible for liaison with the Commission and the JSE.

The Company Secretary is not a Director nor related to any of the Directors, and the Board is satisfied that an arm's length relationship between the Board and Company Secretary exists. The Company Secretary has to date maintained a professional relationship with the Directors, giving direction on good governance and independent advice as and when required.

Since appointed in October 2013, the Company Secretary has assisted the Board in its review of Board and Board committee charters, ensuring the appropriate governance reporting structure has been formalised with a year planner adopted for effective functioning thereof. Governance focus areas which will receive attention in 2014 include *inter alia*: review the delegation of authority levels of Curro, ensuring an appropriate Board evaluation process is adopted and ensure the review of Curro's corporate policies and the policies at school level.

Set out below is an abbreviated *curriculum vitae* of the Company Secretary:

Ronell van Rensburg (**"Ronell"**) BCom (Accounting), FCIS

Ronell is a qualified Company Secretary and FCIS Charterholder with over 12 years' experience in this arena. She has experience as corporate Company Secretary, having been the Company Secretary of the Mercantile Banking group (2006 to 2009), JSE-listed at the time, and of Power Technologies (one of the subsidiaries of the JSE-listed Altron Group) and simultaneously being assistant Company Secretary to the Group Secretary of Altron (2004 to 2006). She also has six years experience in the provision of outsourced professional Company Secretarial and corporate governance services in the listed and unlisted environment. Ronell is a member of the Institute of Directors.

COMMUNICATIONS

The Company believes in clear, transparent, concise and timely dissemination of relevant information to all stakeholders. The Board strives to provide its stakeholders, government, regulatory bodies, industry analysts, prospective investors and the media with relevant and accurate information. In this connection, the regulatory requirements regarding the dissemination of information are strictly observed. In addition thereto, reputation risk relating to information published on the business is managed to ensure the image and brand of Curro is protected.

MANAGEMENT OF RISKS

Curro is not considered to be in a high-risk environment. The main potential risks are safety of learners and staff, the completing of the building of campuses' first phase in time as well as the academic quality. For all these major risks as well as other identified risks, the Board is comfortable that it is appropriately monitored and managed.

Information technology is an important business component and the Board and the audit and risk committee receives specific feedback on the status of information technology throughout the Group.

INFORMATION ON DIRECTORS

1. DETAILS OF DIRECTORS

The names, business addresses and functions of the directors are detailed below:

Director	Age	Capacity	Business Address
SL Botha	49	Independent Non-executive Chairperson	3 Stonewall Estate, Cross Road, Bryanston
CR van der Merwe	51	Chief Executive Officer	38 Oxford Street, Durbanville
B van der Linde	36	Chief Financial Officer	38 Oxford Street, Durbanville
ZL Combi	62	Non-executive	6 Dorp Street, Stellenbosch, Cape Town
AJF Greyling	44	Executive	38 Oxford Street, Durbanville
HG Louw	46	Executive	38 Oxford Street, Durbanville
PJ Mouton	37	Non-executive	1st Floor, Ou Kollege, 35 Kerk Street, Stellenbosch
B Petersen	54	Independent, Non-executive	Wale Street Chambers, 38 Wale Street, Cape Town
SWF Muthwa	51	Independent, Non-executive	Nelson Mandela Metropolitan University Summerstrand South Campus, Port Elizabeth

All directors are South African citizens.

2. ABRIDGED CURRICULA VITAE OF DIRECTORS OF CURRO

Brief *curricula vitae* of the directors are set out below:

NON-EXECUTIVE DIRECTORS

Susan Louise Botha (“Santie”) B.Econ and B.Econ (Hon)

Santie is currently the Chancellor of Nelson Mandela Metropolitan University. She serves as a Non-executive Director on the Boards of Liberty Holdings, Tiger Brands and Telkom and as chairperson of Famous Brands. Previously she was an Executive Director at Absa Bank (1996 to 2003) and the Executive Director of marketing at MTN from 2003 until the end of 2010. In 2010 Santie received the South African Business Woman of the Year Award.

Zitulele Luke (“KK”) Combi Diploma in Public Relations

After completing his tertiary education at Damelin College, where he studied public relations, KK worked at Old Mutual Life Insurance Company Limited for a year, where he was awarded salesman of the year. He then opened a self-service café in Gugulethu followed by his first service station in Gugulethu. He developed Nyanga Junction as well as the Ultra City Engen 24 One Stop in King William’s Town. In 1995, he started Master Currency (Proprietary) Limited (“**Master Currency**”), where he was Chairman until 2006. In 2006, KK became Executive Chairman of Thembeke Capital Limited (“**Thembeke**”), swapping his stake in Master Currency for a stake in Thembeke. KK is a member of the Institute of Directors and is a director of various listed and unlisted companies, including PSG Group Limited, PSG Financial Services Limited and Pioneer Food Group Limited (chairman).

Petrus Johannes Mouton (“Piet”) BComm (Maths)

Piet is the Chief Executive Officer of PSG Group. He serves as a Non-executive Director on the Boards of various PSG Group companies including Capitec Bank and PSG Konsult. He has been active in the investment and financial services industry since 1999.

Barend Petersen (“Barend”) CA (SA)

Barend is a chartered accountant with broad international business experience in mining, finance, auditing, oil industry, energy, government relations, business turnarounds, corporate recovery, consulting and corporate governance. Barend is the Executive Chairman of De Beers Consolidated Mines, the chairman of the Environment, Community, Health and Safety committee of the De Beers Group of Companies and a Director of Ponahalo, the black empowerment partner of De Beers Consolidated Mines. He is a Director of several companies, including being Non-executive Director of Anglo American South Africa Limited, Alexander Forbes Group Limited and Investment Solutions Holdings Limited. Barend is the chairman of Sizwe Business Recoveries (Proprietary) Limited which he founded in 1997.

Dr Sibongile Winnie Frieda Muthwa (“Sibongile”) BA Social Works, BA (Hons) Social Works, Master of Science in social policy and planning in developing countries (University of London), PhD in Philosophy (University of London)

Sibongile holds a Doctor of Philosophy degree from the School of Oriental and African Studies, University of London, a Masters degree in Development Policy and Planning from the London School of Economics and Political Science, as well as a BA (SW), and BA Honours degrees earned at Universities of Fort Hare and Wits.

Sibongile has international business experience, especially in development and public sector institutions, including in academia. Currently she is the Deputy Vice Chancellor: Institutional Support at the Nelson Mandela Metropolitan University. She currently serves in the Boards of Seriti Institute, Women in Dialogue Trust and University Sports Company. Between 2004 and 2010 Sibongile served as the Director General of the Eastern Cape Provincial Government.

EXECUTIVE DIRECTORS

Dr Christiaan Rudolph van der Merwe (“Chris”) B.Prim (Ed), B.Ed, M.Ed (*cum laude*), PhD in Education

Chris has a BPrim (Ed) and a Doctor in Education degree at the University of Stellenbosch. He has broad knowledge and is highly experienced in the independent school sector. Chris was one of the four finalists in the exceptional category of the World Entrepreneur Competition held by Ernst & Young in November 2013. He is the founder of Curro. Curro developed from a school (based in a church) with 28 learners to a JSE-listed company with 31 campuses accommodating 27 263 learners. Today, Chris is the CEO of Curro.

Bernardt van der Linde (“Bernardt”) BComm (Hons), CA(SA), CFA

Bernardt is a qualified chartered accountant and a CFA Charterholder. He completed his articles and remained as manager in the Financial Services (Banking) division of PricewaterhouseCoopers Inc. until 2005. Thereafter he joined Finweek as writer and Head of Companies and Markets. Bernardt joined PSG Group in 2007 where he has, *inter alia*, been part of the executive team at Paladin (now PSG Private Equity). He joined Curro as Chief Financial Officer on a full-time basis at the beginning of 2011.

Andries Jacobus Ferdinandus Greyling (“Andries”) BComm (Hons), CA (SA)

Andries obtained his BComm Accounting degree at RAU (now University of Johannesburg) and thereafter qualified as chartered accountant. He was an audit manager at KPMG. Thereafter he worked at Sasko (a division of Pioneer Foods), Distell and PricewaterhouseCoopers. In 2000 he joined Media 24’s ICG (brand names includes INTEC, Damelin) as Financial Director, whereafter he was promoted to Financial Director of Educor. In 2006 Educor bought a 27% stake in Curro, where Andries, with Dr Van der Merwe, compiled the expanded business plan upon which Curro’s current growth strategy is based. When in 2007 Naspers disposed of Educor including Curro, Andries acquired a stake in Curro and joined the Company as Financial Director.

Hendrik Gideon Louw (“Hennie”) B.Accounting, CTA, BComm (Hons), CA(SA)

Hennie has a B.Accounting degree at University of Stellenbosch, followed with a CTA and B.Com (Accounting) Honours at the Rand Afrikaans University (now University of Johannesburg) in Johannesburg. He completed his articles at Deloitte and successfully obtained his CA(SA) qualification. Hennie lectured Auditing at the University of the Western Cape. In 1996 Hennie joined Hospiplan as Group Financial Director, a group that developed private hospitals across South Africa. In 1995 he joined Media 24’s ICG as managing director and was the group managing director of Educor from 2004 to 2007. After working in the venture capital industry as an investment manager for Mark Shuttleworth’s venture capital firm HBD, Hennie joined Curro in 2010 as Manager: New Business, and is currently the Chief Investment Officer.

3. OTHER DIRECTORSHIPS

The table below sets out the names of the companies and other entities of which the directors of Curro are or have been directors, members or partners during the five years preceding the Last Practicable Date:

Director	Name of company or entity	Capacity
Mrs SL Botha	Telkom Limited	Director
	Tiger Brands Limited	Director
	Famous Brands Limited	Director
	Liberty Holdings Limited	Director
	Imperial Holdings Limited	Resigned
	Nelson Mandela Metropolitan University	Chancellor
	Accenture Advisory Board	Director
	MTN Group	Resigned
Dr CR van der Merwe	Curro Eiendomme (Proprietary) Limited	Resigned
	Campus and Property Management Company (Proprietary) Limited	Director
	Embury Institute for Teacher Education (Proprietary) Limited	Director
	Interactive Curriculum Services (Proprietary) Limited	Resigned
	The Chris van der Merwe Family Trust	Trustee
	The Stephanie van der Merwe Family Trust	Trustee
	Thys en Jeanne Familie Trust	Trustee
	Realto Trust	Trustee
Mr B van der Linde	Friedshelf 903 (Proprietary) Limited (T/A Protea Gietery)	Resigned
	Adato Capital Holdings Limited	Resigned
	Quince Property Finance(Proprietary) Ltd	Resigned
	PSG Future wealth Limited	Resigned
	PSG BEE Trust	Resigned
	Campus and Property Management Company (Proprietary) Limited	Director
	Embury Institute for Teacher Education (Proprietary) Limited	Director
	Curro Property Investments (Proprietary) Limited	Director
	Waterweg Trust	Trustee
	Aurora College (Proprietary) Limited	Director
	Plot 100 Bush Hill (Proprietary) Limited	Director
	Dream Park Village (Proprietary) Limited	Director
	Stratland Developments (Proprietary) Limited	Director
	Woodhill College (Proprietary) Limited	Director
	Woodhill College Property Holdings (Proprietary) Limited	Director
8steman Beleggingstrust	Trustee	
Mr ZL Combi	Thembeke Capital (RF) Limited	Director
	GRW Engineering (Proprietary) Limited	Resigned
	Business Venture Investments No 1582 (RF) (Proprietary) Limited	Director
	Business Venture Investments No 1583 (RF) (Proprietary) Limited	Director
	Kombo King (Proprietary) Limited	Director
	Kompact Kooock (Proprietary) Limited	Director
	Vividend Income Fund Limited	Director
	Tourist Vat refund (Proprietary) Limited	Director
	Master Currency (Proprietary) Limited	Resigned
	Massmart Holdings Limited	Resigned
	JSE Limited	Resigned
	Access Freight Logistics (Proprietary) Limited	Resigned
	Overberg Agri Limited	Director
	Combi and Co (Proprietary) Limited	Director
	KLK Landbou (Pty) Ltd	Director
	Rugay Investments (Proprietary) Limited	Director
	Vat Refund Administrator (Proprietary) Limited	Director
	Vital Merchandising Servicing Holdings (Proprietary) Limited	Resigned
	Iquad Group Limited	Resigned
	PSG Group Limited	Director
	PSG Financial Services Limited	Director
	Tsolo Mining (Proprietary) Limited	Resigned
	TP Hentiq 6020 (Proprietary) Limited	Resigned
	Proximitas Investments 107 (Proprietary) Limited	Resigned
	Combi Investments CC	Member
Precrete – Nozala (Proprietary) Limited	Resigned	
Pioneer Food Group Limited	Director	

Director	Name of company or entity	Capacity
Mr AJF Greyling	Greyling Familie Trust	Trustee
	Wosprop 135 CC	Resigned
	Educor Holdings Limited	Resigned
	International Colleges Group	Resigned
	Professional Sourcing and Procurement Assist (Proprietary) Limited	Director
	Embury Institute for Teacher Education (Proprietary) Limited	Director
	Campus and Property Management Company (Proprietary) Limited	Director
Mr HG Louw	Embury Institute for Teacher Education (Proprietary) Limited	Director
	Meridian Operations Company (RF) NPC	Director
Mr PJ Mouton	Dana Beleggings (Proprietary) Limited	Director
	Klipbank Beleggings (Proprietary) Limited	Director
	Jasmyn Corporate Holdings (Proprietary) Limited	Deregistered
	Thembeke Capital (RF) Limited	Director
	GRW Holdings (Proprietary) Limited	Resigned
	Capitec Bank Holdings Limited	Director
	Capitec Bank Limited	Director
	Koktyls Investments (Proprietary) Limited	Director
	Spirit Capital (Proprietary) Limited	Director
	PSG Group Limited	Director
	PSG Financial Services Limited	Director
	Paladin Capital Limited	Director
	PSG Capital (Proprietary) Limited	Director
	Ou Kollege Beleggings Limited	Director
	PSG Africa Holdings (Proprietary) Limited	Director
	Axiam Holdings Limited	Liquidated
	PSG Corporate Services (Proprietary) Limited	Director
	35 Kerk Street Investments Limited	Director
	PSG Fund Management Group (Proprietary) Limited	Resigned and entity subsequently deregistered
	African Unity Insurance Limited	Director
	AIC Holding Company (Proprietary) Limited	Director
	Zeder Africa (Proprietary) Limited	Director
	Zeder Financial Services Limited	Director
	Zeder Investments Limited	Director
	Grayston Elliot (Proprietary) Limited	Director
	Charite Beleggings (Proprietary) Limited	Director
	JFM Investments (Proprietary) Limited	Director
	Heroldsbaai Investments (Proprietary) Limited	Director
	Jayvista (Proprietary) Limited	Director
	K2013202275 (South Africa) Proprietary Limited	Director
	PSG Konsult Limited	Director
	Sideling Hill Properties (Proprietary) Limited	Director
	Spiritorque (Proprietary) Limited	Director

Director	Name of company or entity	Capacity
Mr B Petersen	Alexander Forbes Equity Holdings (Proprietary) Limited	Director
	Aeromaritime International Management Services (Proprietary) Limited	Director
	Anglo America South Africa Limited	Director
	Alta Mining Resources (Proprietary) Limited	Shareholder
	Cape Lime (Proprietary) Limited	Director
	De Beers Consolidated Mines Limited	Executive Chairman
	DBCM Holdings (Proprietary) Limited	Director
	De Beers Equal Allocation Trust	Trustee
	De Beers Key Employee Trust Number One	Trustee
	De Beers Key Employee Trust Number Two	Trustee
	De Beers Soci�t� Anonyme	Director
	De Beers Soci�t� Anonyme Audit Committee	Resigned
	De Beers Soci�t� Anonyme Environmental, Community, Health and Safety Committee	Chairman
	Diamond Route Trust	Trustee
	Evergreen Development Trust	Trustee
	Fixtrade 771 (Proprietary) Limited	Director
	Investment Solutions Holdings Limited	Director
	Investment Solutions Limited	Director
	Gillikhepu Energy (Proprietary) Limited	Director
	Gowan 110 (Proprietary) Limited	Director
	JGK Trust	Trustee
	Kovacs Investments 776 (Proprietary) Limited	Director
	Macrovest 147 (Proprietary) Limited	Director
	Ntinga Ntaka Investments (Proprietary) Limited	Director
	Petersen Investment Trust	Trustee
	Petersen Family Trust	Trustee
	AC Petersen Trust	Trustee
	N Hannes Trust	Trustee
	DS Scholtz Trust	Trustee
	J Swarts Trust	Trustee
	DM Petersen Trust	Trustee
	RC Petersen Trust	Trustee
	NC Basson Trust	Trustee
	Ponahalo Capital (Proprietary) Limited	Director
	Ponahalo Holdings (Proprietary) Limited	Director
	Ponahalo Investments (Proprietary) Limited	Director
	Really Useful Investments No 72 (Proprietary) Limited	Director
	SBR Management Services (Proprietary) Limited	Director
	Scamont Investment Holdings (Proprietary) Limited	Director
	Sizwe Business Recoveries (Proprietary) Limited	Director
	Superflex Limited	Director
	Tamarron Trading 181 (Proprietary) Limited	Director
	Tshanduka Capital (Proprietary) Limited	Director
The De Beers South African Distribution Access Share Trust	Trustee	
Thornbird Trade and Invest 2 (Proprietary) Limited	Director	
Two-Tone Investments 15 (Proprietary) Limited	Director	
Ultimate Financial Management Services cc	Resigned	
Xanado Trade and Invest 222 (Proprietary) Limited	Director	
Dr SWF Muthwa	Seriti Institute	Director and Chairperson
	University Sports Company (Proprietary) Limited	Director
	Joint Universities Public Management Education Trust	Resigned
	Applied fiscal review centre	Resigned
	Women in Dialogue trust	Trustee

INFORMATION ON THE UNDERWRITER

The proposed Rights Offer has been partially underwritten by the Underwriter. Details pertaining to the Underwriter as required by the Listings Requirements are set out below:

1. NATURE OF BUSINESS

PSG Financial Services is an investment holding company in the financial services and related sectors. PSG Financial Services, being the wholly owned subsidiary of PSG Group, is the investment holding company for all of the investments of the PSG Group.

2. DIRECTORS

JF Mouton
 PE Burton
 ZL Combi
 J de V du Toit
 MM du Toit
 WL Greeff
 JA Holtzhausen
 MJ Jooste (Alternate: AB la Grange)
 JJ Mouton
 PJ Mouton
 CA Otto
 W Theron
 FJ Gouws

3. COMPANY SECRETARY

PSG Corporate Services (Pty) Limited

4. DATE AND PLACE OF INCORPORATION

25 July 1919, Stellenbosch

5. REGISTRATION NUMBER

1919/000478/06

6. REGISTERED OFFICE

1st Floor, Ou Kollege
 35 Kerk Street
 Stellenbosch
 7600

7. AUDITORS

PricewaterhouseCoopers Inc.

8. BANKERS

ABSA Bank

9. AUTHORISED SHARE CAPITAL

Ordinary share capital

1 000 000 000 ordinary shares with no par value

Preference share capital

20 000 000 cumulative, non-redeemable, non-participating, variable rate preference shares with no par value

10. ISSUED SHARE CAPITAL

Ordinary share capital

587 560 456 ordinary shares with no par value

Preference share capital

17 415 770 cumulative, non-redeemable, non-participating, variable rate preference shares with no par value

SHARE TRADING HISTORY OF CURRO

The high, low and closing prices of the ordinary shares on the JSE, and the volumes and value traded, quarterly from June 2011 to February 2013, monthly from March 2013 to February 2014 and for each trading day from 1 March 2014 to the Last Practicable Date, were as follows:

		Close (cents)	High (cents)	Low (cents)	Value (R)	Volume (shares)
Quarterly						
2011	August	570	1 200	520	28 897 670	4 245 770
	November	1 215	1 250	565	38 851 916	4 790 223
2012	February	1 099	1 350	985	40 503 044	3 456 874
	May	1 075	1 320	995	34 145 092	2 884 833
	August	1 725	2 049	1 040	84 235 307	5 200 150
	November	1 650	1 800	1 601	37 692 145	2 235 092
2013	February	1 884	1 900	1 379	134 412 090	8 011 913
Monthly						
2013	March	1 811	1 885	1 700	19 380 997	1 070 964
	April	1 699	1 979	1 666	17 498 649	954 634
	May	1 950	2 250	1 670	36 481 989	1 871 340
	June	1 925	1 950	1 670	13 971 471	781 456
	July	1 835	1 920	1 760	9 952 366	539 386
	August	1 994	2 040	1 716	34 775 602	1 815 576
	September	1 881	2 010	1 861	23 516 288	1 194 329
	October	2 005	2 150	1 870	66 174 149	3 360 819
	November	2 228	2 240	1 911	18 549 266	917 286
	December	2 780	2 955	2 160	60 889 305	2 371 785
	January	2 668	3 095	2 400	119 377 115	4 164 171
	February	2 769	3 010	2 570	65 056 192	2 324 379
Daily						
2014	3 March	2 798	2 798	2 740	1 120 143	40 628
	4 March	2 815	2 840	2 755	19 806 815	711 141
	5 March	2 800	2 815	2 795	1 919 906	68 480
	6 March	2 840	2 840	2 800	1 707 862	60 246
	7 March	2 900	2 900	2 800	1 518 489	52 570
	10 March	2 860	2 900	2 800	2 234 113	77 885
	11 March	2 784	2 870	2 780	2 192 069	77 568
	12 March	2 780	2 809	2 777	1 075 113	38 438
	13 March	2 735	2 795	2 730	970 534	35 139
	14 March	2 675	2 794	2 615	2 210 022	82 685
	17 March	2 725	2 799	2 650	471 115	17 486
	18 March	2 780	2 800	2 676	5 331 481	191 204
	19 March	2 800	2 800	2 751	147 355	52 796
	20 March	2 800	2 800	2 749	105 525	37 788
	24 March	2 785	2 800	2 780	44 356	15 900
	25 March	2 750	2 798	2 750	355 534	128 246
	26 March	2 749	2 798	2 731	145 357	52 622
	27 March	2 699	2 750	2 690	81 677	30 093
	28 March	2 680	2 699	2 655	53 706	2 004
	31 March	2 685	2 698	2 675	41 471	15 414
	1 April	2 611	2 690	2 599	6 201 539	236 372
	2 April	2 747	2 750	2 630	4 976 758	183 770
	3 April	2 723	2 800	2 712	2 746 968	100 090
	4 April	2 721	2 730	2 676	1 406 058	51 841
	7 April	2 650	2 700	2 650	1 382 692	51 729
	8 April	2 701	2 709	2 631	2 413 208	90 320
	9 April	2 671	2 705	2 665	1 807 927	67 412
	10 April	2 710	2 725	2 681	3 142 870	116 053
	11 April	2 650	2 710	2 650	2 012 129	75 562
	14 April	2 647	2 685	2 640	1 115 314	42 098
	15 April	2 641	2 670	2 635	1 038 212	39 302
	16 April	2 645	2 660	2 635	414 259	15 682

