

# metrofile

*Holdings Limited*

Metrofile Holdings Limited  
(Incorporated in the Republic of South Africa)  
(Registration number 1983/012697/06)  
Share code: MFL  
ISIN: ZAE000061727  
("Metrofile")

## **DISCLOSURE OF SIGNIFICANT HOLDING OF METROFILE ORDINARY SHARES**

Pursuant to the announcement released on the Stock Exchange News Service ("SENS") of the JSE Limited ("JSE") on Tuesday, 1 November 2016, the posting of circular announcement released on SENS on Wednesday, 16 November 2016, the addendum to the Subscription Agreement announcement released on SENS on Monday, 5 December 2016, the results of the general meeting announcement released on SENS on Wednesday, 14 December 2016 and the TRP waiver ruling announcement released on SENS on 15 December 2016, shareholders are advised as follows:

All suspensive conditions to which the Subscription is subject have been fulfilled. In accordance with paragraph 3.83 of the JSE Listings Requirements and section 122 of the Companies Act 2008 ("the Act"), Metrofile has issued the Subscription Shares to MICIH Investment Holdings Proprietary Limited ("MICIH") such that MICIH's total interest in Metrofile now amounts to 35.6% of the voting rights in Metrofile.

In accordance with section 122(3)(a) of the Act, the requisite notices have been filed with the Takeover Regulation Panel.

Johannesburg  
29 December 2016

Financial Adviser to MICIH and Transaction Sponsor to Metrofile  
RAND MERCHANT BANK (A division of FirstRand Bank Limited)

Legal Adviser to Metrofile  
Edward Nathan Sonnenbergs Incorporated

Legal Adviser to MICIH  
PricewaterhouseCoopers Legal Proprietary Limited

Sponsor to Metrofile  
The Standard Bank of South Africa Limited