

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take in relation to the contents of this circular, please consult your central securities depository participant ("CSDP"), stockbroker, banker, accountant, attorney or other professional adviser immediately. Full particulars of the action required by Clover ordinary shareholders are set out on page 1 of this circular.

If you have sold or otherwise transferred all of your Clover shares on or before Friday, 24 March 2017, please forward this circular to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected.



CLOVER INDUSTRIES LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2003/030429/06)

JSE share code: CLR ISIN: ZAE000152377

NSX ordinary share code: CLN

("Clover" or the "Company")

CIRCULAR TO CLOVER ORDINARY SHAREHOLDERS

(This "Circular")

regarding

**THE DISTRIBUTION OF SCRIP DISTRIBUTION SHARES
TO CLOVER ORDINARY SHAREHOLDERS OR AN ELECTION
TO RECEIVE A CASH DIVIDEND AS AN ALTERNATIVE TO
THE SCRIP DISTRIBUTION**

and including

**A FORM OF ELECTION (ONLY FOR USE BY CERTIFICATED
SHAREHOLDERS ELECTING THE CASH DIVIDEND)**

Date of issue: Wednesday, 29 March 2017

Attorneys



Sponsor



Transfer Secretaries



Copies of this circular (in English) may be obtained from Clover's website, www.clover.co.za and from the registered office of Clover situated at 200 Constantia Drive, Constantia Kloof, Roodepoort, 1709. This will be made available on Thursday, 30 March 2017.

ACTION REQUIRED BY CLOVER SHAREHOLDERS

The following information pertains to all of the Company's ordinary shareholders ("Shareholders").

- **You are entitled to receive a distribution of new, fully paid Clover ordinary shares (the "Scrip Distribution") in proportion to your shareholding in Clover on the record date, being Friday, 21 April 2017 ("Record Date") and in accordance with the ratio that 24.21000 cents bears to the volume weighted average price of an ordinary Clover share ("Share") traded on the JSE during the 15-day trading period ending on Thursday, 6 April 2017 as more fully set out in this Circular.**
- **No action is required if you wish to receive the Scrip Distribution and you are not required to pay for the Shares to which you are entitled in terms thereof.**
- **Should you so elect, you will be entitled to receive a cash dividend of 24.21000 cents ("Cash Dividend") instead of all or part of your entitlement to the Scrip Distribution.**
- **If you wish to receive the Cash Dividend in respect of all or part of your Shares and –**
 - **you hold dematerialised Shares, you should instruct your CSDP or broker accordingly in terms of the agreement entered into between you and your CSDP or broker;**
 - **you hold certificated Shares, you must complete the attached form of election (grey) and return it to the transfer secretaries.**
- **Forms of election must be lodged with or mailed to the transfer secretaries to be received by no later than 12:00 on Friday, 21 April 2017. Forms received after this time will not be accepted.**
- **If you do not wish to receive the Cash Dividend, no further action is required.**

THE ATTENTION OF SHAREHOLDERS IS DRAWN TO THE FACT THAT SHOULD THEY NOT ACTION THE CONTENTS OF THIS CIRCULAR, THEY WILL BE DEEMED TO HAVE ELECTED TO RECEIVE THE SCRIP DISTRIBUTION.

SALIENT DATES AND TIMES

2017

Announce Scrip Distribution/Cash Dividend and salient dates on Stock Exchange News Service (“SENS”), together with the interim results	Wednesday, 1 March
Record date for determining which Shareholders may receive the circular	Friday, 24 March
Posting of circular and form of election	Wednesday, 29 March
Announce confirmation of ratio applicable to the Scrip Distribution on SENS, based on the 15-day volume weighted average price ending on Thursday, 6 April 2017, as well as confirmation of, or amendment to, salient dates, by 11:00	Friday, 7 April
Announcement published in the press of the ratio applicable to the Scrip Distribution, based on the 15-day volume weighted average price ending on Thursday, 6 April 2017	Monday, 10 April
Last day to trade in order to be eligible to receive the Scrip Distribution or the Cash Dividend alternative	Tuesday, 18 April
Listing and trading of maximum possible number of Shares on the JSE in terms of the Scrip Distribution from the commencement of business	Wednesday, 19 April
Shares trade ‘ex’ the Scrip Distribution and Cash Dividend alternative on	Wednesday, 19 April
Announcement released on SENS in respect of cash payment applicable to fractional entitlements, based on the volume weighted average price on Wednesday, 19 April 2017, discounted by 10%, by 11:00	Thursday, 20 April
Last day to elect Cash Dividend in lieu of Scrip Distribution. Forms of election to reach the Transfer Secretaries by 12:00	Friday, 21 April
Record date in respect of the Scrip Distribution and the Cash Dividend alternative	Friday, 21 April
Scrip Distribution certificates posted and Cash Dividend payments made, CSDP/broker accounts credited/updated, as applicable	Monday, 24 April
Announcement relating to the results of the Scrip Distribution and the Cash Dividend alternative released on SENS	Monday, 24 April
Announcement relating to the results of the Scrip Distribution and the Cash Dividend alternative published in the press	Tuesday, 25 April
JSE listing of Shares in respect of the Scrip Distribution adjusted to reflect the actual number of Shares issued in terms of the Scrip Distribution at the commencement of business	Wednesday, 26 April

All times provided are South African local times. The above dates and times are subject to change. Any change will be announced on SENS.

Share certificates may not be dematerialised or rematerialised between Wednesday, 19 April 2017 and Friday, 21 April 2017, both days inclusive.



CLOVER INDUSTRIES LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2003/030429/06)
JSE share code: CLR ISIN: ZAE000152377
NSX Ordinary Share code: CLN
(“Clover”)

Directors

WI Büchner¹ (*Chairman*)
SF Booysen² (Dr)[#] (*Lead Independent*)
NV Mokhesi²
B Ngonyama²
NA Smith¹
JH Vorster (*Chief Executive*)
ER Bosch (*Chief Financial Officer*)

All directors are South African citizens.

1. Non-executive
2. Independent non-executive

CIRCULAR TO CLOVER SHAREHOLDERS

1. INTRODUCTION

- 1.1 The unaudited interim financial results of Clover for the six months ended 31 December 2016 were released on SENS on Wednesday, 1 March 2017 (“**Interim Results**”) and published in the press on Thursday, 2 March 2017. In the Interim Results announcement, Shareholders were advised that the board of directors of the Company (“**Board**”) has approved and declared an interim distribution for the six months ended 31 December 2016 from retained earnings of 24.21000 cents per Share, by way of the issue of fully paid Shares with a par value of 5 cents per share (“**Scrip Distribution**”) or, at the election of the Shareholder, a cash dividend alternative, payable to Shareholders recorded in the register of the Company at the close of business on the Record Date, being Friday, 21 April 2017.
- 1.2 Shareholders will be entitled, in respect of all or part of their shareholding, to elect to receive a gross interim cash dividend of 24.21000 cents (19.36800 cents net of 20% Dividend Withholding Tax (“**DWT**”)) per Share held on the Record Date, being Friday, 21 April 2017, in respect of all or part of their shareholding instead of the Scrip Distribution. The Cash Dividend will be paid only to those Shareholders who elect to receive the cash dividend, in respect of all or part of their shareholding, on or before 12:00 on Friday, 21 April 2017. The Cash Dividend has been declared from retained earnings which are revenue in nature. Clover’s income tax reference number is 9657/002/71/4.
- 1.3 The Cash Dividend will be issued only to those:
 - 1.3.1 *Certificated Shareholders* who have completed the Form of Election to receive the Cash Dividend (in respect of all or part of their shareholding) and whose Forms of Election, are received by the Transfer Secretaries on or before 12:00 on Friday, 21 April 2017; and
 - 1.3.2 *Dematerialised Shareholders* who have instructed their CSDP or broker accordingly and in the manner and time stipulated in their agreement with their CSDP or broker.
- 1.4 The terms of the Scrip Distribution are contained in paragraph 3.1 below.
- 1.5 **Shareholders not electing to receive the Cash Dividend in respect of all or part of their shareholding will, without any action on their part, be entitled to receive the Scrip Distribution in proportion to their shareholding as at the close of business on the Record Date, being Friday, 21 April 2017 and in accordance with the formula set out in this Circular.**
- 1.6 Clover does not accept any responsibility, and will not be held liable, for any action on the part of, or omission by, any CSDP, broker or other agent of any beneficial owner of Shares.
- 1.7 No payment to Shareholders contemplated in this Circular shall carry interest as against the Company.

1.8 References in this Circular to the Cash Dividend payable to or receivable by Shareholders refer to the amount of such dividend, after the deduction of DWT, if any, as contemplated in paragraph 3.4 below.

2. RATIONALE

Clover's current and forecast solvency and liquidity allows for the payment of a full cash dividend. The Scrip Distribution (with the election to receive the Cash Dividend instead) allows Clover to increase its capital base to support continued growth, whilst affording Shareholders the opportunity to increase their shareholding in Clover and, at the same time, provides flexibility for those Shareholders who would prefer to receive the Cash Dividend.

3. THE AWARD OF THE SCRIP DISTRIBUTION OR THE ELECTION TO RECEIVE THE CASH DIVIDEND

3.1 Terms of the Scrip Distribution and the Cash Dividend Alternative

3.1.1 Shareholders will be entitled to receive (in proportion to their shareholding) an interim distribution of fully-paid Shares in respect of all or part of their shareholding as at the close of business on the Record Date, being Friday, 21 April 2017, and provided such Shareholders have not elected to receive the Cash Dividend.

3.1.2 Shareholders will, however, be entitled to elect to receive the Cash Dividend alternative of 24.21000 cents (19.36800 cents net of DWT) per Share held on the Record Date subject to due completion of the attached Form of Election, being Friday, 21 April 2017, in respect of all or part of their shareholding and instead of the Scrip Distribution.

3.1.3 The number of Scrip Distribution shares to which each of the Shareholders will become entitled pursuant to the Scrip Distribution (to the extent that such Shareholders have not elected to receive the Cash Dividend) will be determined by reference to such Shareholder's shareholding in Clover (at the close of business on the Record Date, being Friday, 21 April 2017) in relation to the ratio that 24.21000 cents bears to the volume weighted average price ("VWAP") of Shares traded on the JSE during the 15-day trading period ending on Thursday, 6 April 2017; provided that, where the application of this ratio gives rise to a fraction of a Share, the rounding principles described in paragraph 3.2 below will be applied.

3.1.4 Example of Scrip Distribution entitlement:

This example assumes that a Shareholder holds 100 Shares at the close of business on the Record Date, being Friday, 21 April 2017, and does not elect to receive the Cash Dividend alternative for all or part of such Shares, and that the volume weighted average price of Shares traded on the JSE for the 15-day trading period ending on Thursday, 6 April 2017 is 1 906 cents per Share.

$$\frac{100 \text{ Shares} \times 24.21000}{1 \ 906}$$

This would result in a Shareholder with 100 shares receiving a new share entitlement of 1.27020 which (in accordance with the principles of 3.2) will be rounded down to 1 Scrip Distribution share.

3.1.5 The Cash Dividend will be paid out of the Company's distributable retained profits while the issue price of the Scrip Distribution (which will equal the volume weighted average price of Shares traded on the JSE for the 15-day trading day period ending on Thursday, 6 April 2017) will be settled by way of capitalisation of the Company's distributable retained profits. The Scrip Distribution shares will rank *pari passu* in all respects with the other Shares then in issue upon their issue.

3.1.6 The Company's total number of issued Shares at the date of this Circular is 190 352 747. Clover's income tax reference number is 9657/002/71/4.

3.1.7 If all Shareholders were to accept the Scrip Distribution (ie no Shareholder electing to receive the Cash Dividend as an alternative to the Scrip Distribution), the number of Scrip Distribution shares issued would amount to 2 417 859.4, based on the assumed Scrip Distribution ratio in the example above (and ignoring rounding down for fractions on a per Shareholder basis) and the aggregate issue price of R46 084 400 being capitalised out of the Company's distributable retained profits.

3.1.8 If all Shareholders were to elect to receive the Cash Dividend, the maximum gross cash dividend payable by the Company would be R46 084 400.

3.2 Fractions

3.2.1 Trading on the JSE in the Strate environment does not permit fractions and fractional entitlements. Where the application of this ratio gives rise to a fraction of a share, the number of shares will be rounded down to the nearest whole number, resulting in allocations of whole securities and a cash payment for the fraction (“**Cash Payment**”). The amount of the Cash Payment relating to the fraction of a share is derived from the volume weighted average traded price on the first business day after the last day to trade (Wednesday, 19 April 2017) less 10% with the details of such cash payment to be announced on SENS the following day (Thursday, 20 April 2017). The tax treatment of the cash payment for the fraction will be the same as explained for the Cash Dividend above, and will therefore be subject to DWT at a rate of 20%.

3.2.2 Example of Cash Payment entitlement:

This example assumes that a Shareholder holds 100 Shares at the close of business on the Record Date, being Friday, 21 April 2017, and does not elect to receive the Cash Dividend alternative for all or part of such Shares, and that the volume weighted average price of Shares traded on the JSE on the first business day after the last day to trade (Wednesday, 19 April 2017) is 1 906 cents per Share. As such, the discounted VWAP would then be 1 715 cents (ie 1 906 – 10%).

$$\text{Cash Payment} = 0.27020 \times 1\,715$$

Based on the example figures used in 3.1.4, this would mean that a Shareholder holding 100 Shares would be entitled to a Cash Payment, in relation to their fraction of 0.27020 (ie 1.27020 less 1), amounting to 463 cents (before tax). This figure is calculated by multiplying 0.27020 by 1 715 (discounted VWAP).

Accordingly, a Shareholder holding 100 Shares would be entitled to receive 1 Scrip Distribution share and a Cash Payment of 463 cents (before DWT, to the extent applicable).

3.3 Nominee companies

The Transfer Secretaries have been instructed to treat applications from nominee companies as separate applications on the submission of a breakdown of the beneficial owners of Shares registered in the name of the nominee companies.

3.4 Tax implications

3.4.1 The Scrip Distribution and the Cash Dividend alternative are likely to have tax implications for both resident and non-resident Shareholders. Shareholders are therefore encouraged to consult their professional tax advisers, should they be in any doubt as to the appropriate action to take.

3.4.2 In terms of the Income Tax Act, 58 of 1962 (the “**Income Tax Act**”), the Cash Dividend will, unless exempt, be subject to DWT. South African resident Shareholders that are liable for DWT will be subject to DWT at a rate of 20% (twenty per centum) of the Cash Dividend and this amount will be withheld from the Cash Dividend with the result that they will receive a net amount of 19.36800 cents per Share. Non-resident Shareholders may be subject to DWT at a rate of less than 20%, depending on their country of residence and the applicability of any Double Tax Agreement between South Africa and their country of residence.

3.4.3 The Scrip Distribution is not subject to DWT in terms of the Income Tax Act, but the subsequent disposal of Shares obtained as a result of the Scrip Distribution is likely to have Income Tax or Capital Gains Tax (“**CGT**”) implications. Where any future disposal of Shares obtained as a result of the Scrip Distribution falls within the CGT regime, the base cost of such Shares will be deemed to be zero in terms of the Income Tax Act (or the value at which such Shares will be included in the determination of the weighted average base cost method will be zero).

4. FOREIGN SHAREHOLDERS

4.1 The distribution of this Circular, and the rights to receive the Scrip Distribution shares in jurisdictions other than the Republic of South Africa, may be restricted by law and any failure to comply with those restrictions may constitute a violation of the securities laws of such jurisdictions. **Accordingly, Shareholders will not be entitled to receive the Scrip Distribution shares, directly or indirectly, in those jurisdictions and shall be deemed to have elected the Cash Dividend alternative.**

4.2 Such non-resident Shareholders should inform themselves about and observe any applicable legal requirements in such jurisdictions. It is the responsibility of non-resident Shareholders to satisfy themselves as to the full observance of the laws and regulatory requirements of the relevant jurisdictions in respect of the Scrip Distribution, including the obtaining of any governmental, exchange control or other consents or the making of any filing which may be required, compliance with other necessary formalities and payment of any issue, transfer or other taxes or other requisite payments due in such jurisdictions. Shareholders who have any doubts as to their position, including, without limitation, their tax status, should consult an appropriate adviser in the relevant jurisdictions without delay.

5. **PROCEDURE FOR CERTIFICATED SHAREHOLDERS WHO ELECT TO RECEIVE THE CASH DIVIDEND ALTERNATIVE**

5.1 **Certificated Shareholders wishing to receive the Cash Dividend**

Certificated Shareholders who wish to receive the Cash Dividend must complete the attached Form of Election in respect of all or part of their shareholding in accordance with the instructions contained therein and lodge it with, or post it to, Computershare Investor Services Proprietary Limited, situated at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Postal address: PO Box 61763, Marshalltown, 2107) ("**Transfer Secretaries**") so as to be received no later than 12:00 on Friday, 21 April 2017. Forms of Election received after this date and time will not be accepted.

5.2 **Dematerialised Shareholders wishing to receive the Cash Dividend**

Dematerialised Shareholders need not complete the attached Form of Election. Dematerialised Shareholders are required to notify their duly appointed CSDP or broker if they wish to receive the Cash Dividend, in the manner and the time stipulated in the agreement governing the relationship between such Shareholders and their CSDP or broker, failing which they will receive the Scrip Distribution.

Dematerialised Shareholders' CSDP/broker accounts will be credited and updated on Monday, 24 April 2017, in accordance with any election made.

5.3 **Election in respect of all or part of the Shareholders' Shares**

Shareholders may make the election, using the Form of Election, in respect of all or any part of their Shares held on the Record Date, being Friday, 21 April 2017. If an election is made in respect of part of an ordinary shareholding, the Shareholder concerned will receive the Scrip Distribution in respect of the Shares for which the election to receive the Cash Dividend is not made. Shareholders who do not wish to receive any Cash Dividend do not need to take any further action and will receive the Scrip Distribution. Shareholders electing to receive the Cash Dividend must note that the election is irrevocable and, once an election to receive the Cash Dividend is made, such election cannot be cancelled.

6. **POSTING OF SHARE CERTIFICATES, PAYMENT OF CASH DIVIDEND AND UPDATING/CREDITING OF CSDP/BROKER ACCOUNTS**

6.1 **Share certificates**

Share certificates will be dispatched to all Certificated Shareholders by registered post (at the risk of such Shareholders) on Monday, 24 April 2017 to their registered addresses or in accordance with the instructions given to the Transfer Secretaries.

6.2 **Cash Payments**

Cash Dividend payments will be made by electronic funds transfer into the personal bank accounts of Certificated Shareholders on Monday, 24 April 2017. Certificated Shareholders who have not already provided the Transfer Secretaries with their banking details are requested to complete **FORM B: Bank Account Details** attached to this Circular and return the completed form to the Transfer Secretaries.

6.3 **CSDP/Broker Accounts**

Shareholders' CSDP/broker accounts will be updated on Monday, 24 April 2017.

7. LISTING OF NEW SHARES

- 7.1 Application has been made to the JSE to list the maximum possible number of Scrip Distribution shares issued in terms of the Scrip Distribution, with effect from the commencement of business on Wednesday, 19 April 2017. An adjustment of the number of Shares listed will be made on or about Wednesday, 26 April 2017, in accordance with the actual number of Shares issued in terms of the Scrip Distribution.
- 7.2 The right to receive new Shares in terms of the Scrip Distribution is not renounceable and may not be traded on the JSE.

8. EXCHANGE CONTROL REGULATIONS

8.1 Certificated Shareholders

- 8.1.1 Any share certificate that will be issued to non-resident Shareholders will be endorsed "non-resident".
- 8.1.2 Any new share certificates issued based on emigrant Shareholders' Shares controlled in terms of the Exchange Control Regulations will be forwarded to the Authorised Dealer in foreign exchange controlling their blocked assets. The election by emigrant Shareholders for the above purpose must be made through the Authorised Dealer in foreign exchange controlling their blocked assets. Such new share certificates will be endorsed "non-resident".
- 8.1.3 Cash Dividend payments paid out of the Company's distributable profits due to non-residents and emigrant Shareholders are freely transferable from the Republic of South Africa. In respect of all non-residents of the Common Monetary Area (collectively, the Republics of South Africa, Namibia and the Kingdoms of Lesotho and Swaziland) the Cash Dividend payments due will be sent to the registered address of the Shareholder concerned or in accordance with instructions given to the Transfer Secretaries. In respect of all emigrants, the dividend payments will be sent to the Authorised Dealer in foreign exchange controlling their blocked assets.

8.2 Dematerialised Shareholders

- 8.2.1 Any Shares issued to emigrant Shareholders from the Common Monetary Area will be credited to their blocked shares accounts at the CSDP controlling their blocked portfolios. Any Shares issued to a non-resident of the Common Monetary Area will be credited to such non-residents' CSDP or broker account and a "non-resident" annotation will appear in the CSDP or broker register.
- 8.2.2 Any Cash Dividend payments paid out of the Company's distributable profits to non-residents and emigrant Shareholders from the Common Monetary Area are freely transferable and will be credited to the CSDP or broker controlling their portfolios.

9. EXPERTS' CONSENTS

The Sponsor, Transfer Secretaries and Attorneys have all consented in writing to act in the capacity stated and to their names being included in this Circular, and have not withdrawn their consents prior to the publication of this Circular.

This Circular is available in English only. Copies of this Circular may be obtained from the registered office of Clover.

This circular has been signed on 29 March 2017 on behalf of the directors.

For and on behalf of the board of directors



J van Heerden
Company Secretary

CLOVER INDUSTRIES LIMITED

200 Constantia Drive
Constantia Kloof
Roodepoort
1709



CLOVER INDUSTRIES LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2003/030429/06)
JSE share code: CLR ISIN: ZAE000152377
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("Clover" or the "Company")

FORM OF ELECTION

A SCRIP DISTRIBUTION OR, ALTERNATIVELY, A CASH DIVIDEND

Only for use by Shareholders who hold ordinary shares in Clover ("Shares") in certificated form and who elect to receive the Cash Dividend alternative for all or part of their shareholding held, or deemed to be held, at the close of business on the Record Date, being Friday, 21 April 2017, failing which the Scrip Distribution will, by default, be distributed to such Shareholders.

Dematerialised Shareholders who wish to receive the Cash Dividend alternative are required to notify their duly appointed CSDP or broker of their election in the manner and time stipulated in the agreement governing the relationship between such Shareholders and their CSDP or broker and must not complete this Form of Election. Please refer to paragraph 5.2 of the Circular to which this Form of Election is attached ("Circular").

If you wish to receive the Cash Dividend for all or part of your shareholding and:

- you hold dematerialised Shares, you should instruct your CSDP or broker accordingly, in terms of the agreement entered into between you and your CSDP or broker; or
- you hold certificated Shares, you must complete the attached Form of Election and return it to the Transfer Secretaries.

If you do not wish to receive the Cash Dividend, no further action is required.

Should you take no action, regardless of being a certificated or dematerialised Shareholder, by 12:00 on Friday, 21 April 2017 the Scrip Distribution will be distributed to you in accordance with the provisions detailed in the Circular.

Forms of election must be lodged with or mailed to the transfer secretaries so as to be received by no later than 12:00 on Friday, 21 April 2017. Forms of election received after this time and date will not be accepted.

To the Transfer Secretaries: Attention: Corporate Actions Department

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank
2196
(Postal address: PO Box 61763, Marshalltown, 2107)

Shareholders should ensure that their election forms are lodged or posted to Computershare Investor Services Proprietary Limited, situated at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Postal address: PO Box 61763, Marshalltown, 2107).

Computershare Investor Services Proprietary Limited will not be responsible for any loss and/or damage whatsoever in relation to or arising from the late or non-receipt of faxed or emailed Forms of Election or owing to Election Forms being forwarded to any other facsimile or email address other than those provided above. Forms of Election shall be deemed to be received on the date reflected in the Transfer Secretaries' electronic or facsimile systems. Notwithstanding anything to the contrary it is the shareholder's responsibility to ensure that their Forms of Election is received by Computershare Investor Services Proprietary Limited.

I/We

(name in BLOCK LETTERS)

regarding the election of the Cash Dividend instead of the Scrip Distribution:

- hereby irrevocably, and on the terms and conditions contained in this Form of Election and in the Circular, elect to receive the Cash Dividend of 24.21000 cents per Share with a par value of 5 cents each held on the Record Date, being Friday, 21 April 2017 in respect of all or part of my/our shareholding, instead of the Scrip Distribution;
- acknowledge that this Form of Election is applicable only in respect of Shares in the Company of which I/we was/were the registered holder(s) at the close of business on the Record Date, being Friday, 21 April 2017; and
- acknowledge that I/we am/are not entitled to a Scrip Distribution, the number of which will be determined in the ratio that 24.21000 cents bears to the VWAP of an ordinary Clover share traded on the JSE during the 15-day trading period ending on Thursday, 6 April 2017, in respect of the number of Shares, reflected in Block (D) overleaf, held, or deemed to be held, by me/us at the close of business on the Record Date, being Friday, 21 April 2017 in respect of which I/we have elected to receive the Cash Dividend.

Signed at

on

2017

Assisted by (where applicable)

Signature

Telephone numbers including international and area codes:

Home:

Work:

Cellphone/mobile number:

Email address:

Telefax number:

CERTIFICATED SHAREHOLDERS ARE REQUIRED TO ACCURATELY COMPLETE THE INFORMATION IN THE BLOCKS BELOW:

Name, address and contact number of registered Shareholder	
(A)	
Name:	
Address:	
Contact telephone and/or cellular phone number:	
Email address:	
Nominated Authorised Dealer in the case of a Certificated Shareholder who is an emigrant from, or non-resident of, the Common Monetary Area:	
(A)	
Name:	
Address in South Africa or substitute instructions:	
Contact telephone and/or cellular phone number:	
Email address:	
Account number/Investor Code (IVC)	Number of Shares deemed to be held on the Record Date, being Friday, 21 April 2017, based on your shareholding at the close of business on Tuesday, 18 April 2017.
(B)	(C)
Number of Shares for which the Cash Dividend is elected: The remaining Scrip Distribution and Cash Dividend will be calculated by the Transfer Secretaries. The maximum number of Shares for which the Cash Dividend alternative can be elected is the number of Shares still registered in your name in the Company's registers on the Record Date, being Friday, 21 April 2017.	(D)
(If Block D is not completed, but the remaining parts of the Form of Election are completed, then you are deemed to have elected to receive the Cash Dividend based on your entire holding of Shares held, or deemed to be held, on the Record Date, being Friday, 21 April 2017. Therefore, Certificated Shareholders who wish to receive the Cash Dividend based on their entire holding of Shares need not complete Block D (but may if they wish) but must complete and sign the rest of the Form of Election in accordance with the instructions herein and lodge this Form of Election with the Transfer Secretaries.	
Date of signature	Signature

Instructions on how to complete this Form of Election:

- For the terms and conditions governing the election, refer to the Circular and to the notes below.
- If you hold share certificate(s) and elect to receive the Cash Dividend alternative in respect of all or part of your shareholding, you should complete Block D above in accordance with the instructions herein and lodge this Form of Election with the Transfer Secretaries. If Block D is not completed, but the remaining parts of the Form of Election are completed, then you are deemed not to have elected to receive the Cash Dividend alternative and, on Monday, 24 April 2017 the Scrip Distribution will be distributed to you, subject to and in accordance with the provisions detailed in this Circular and based on your entire holding of Shares held, or deemed to be held, on the Record Date, being Friday, 21 April 2017.
- The signature on this Form of Election of any person who is under legal disability shall be accompanied by the signature of such person's parent or guardian or legal representative, as the case may be.
- Any alteration or correction made to this Form of Election must be initialled by the signatory(ies).
- In order to be valid, this Form of Election must be properly completed and received by the Transfer Secretaries detailed above, by no later than 12:00 on Friday, 21 April 2017. If your Form of Election is received by the Transfer Secretaries by later than 12:00 on Friday, 21 April 2017, on Monday, 24 April 2017 the Scrip Distribution will be distributed to you, subject to and in accordance with the provisions detailed in this Circular and based on your entire holding of Shares held, or deemed to be held, on the Record Date, being Friday, 21 April 2017.
- Should you have any queries as to the completion of this Form of Election, please contact the Transfer Secretaries.

Notes:

- Capitalised terms in the Form of Election bear the same meaning as in the Circular unless the context indicates otherwise.
- Please note that, if your preference is to participate in the Cash Dividend alternative, an election must be made in respect of the number of Shares in the Company for which the Cash Dividend is required. If no election is made for a Cash Dividend, or if a Form of Election is received by the Transfer Secretaries timeously but it is not completed in accordance with the above instructions, the Shareholder will receive the Scrip Distribution in accordance with the Shareholder's shareholding in the Company as of the Record Date, being Friday, 21 April 2017. Certificated Shareholders electing to participate in the Cash Dividend alternative and who have not previously provided the Transfer Secretaries with their banking details will need to do so by completing **FORM B: Direct Credit – Bank Account Details** attached hereto and returning same to the Transfer Secretaries.
- Clover reserves the right, in its discretion, to:
 - treat as invalid (in which case the Scrip Distribution will be awarded) any Form of Election not complying with the terms of the election or any instruction contained in the Circular; or
 - require proof of the authority of the person signing this Form of Election, where such proof has not yet been lodged with or recorded by the Transfer Secretaries.

FORM B: DIRECT CREDIT – BANK ACCOUNT DETAILS FORM

FOR COMPLETION ONLY BY CERTIFICATED SHAREHOLDERS OF CLOVER INDUSTRIES LIMITED (“CLOVER”) WHO HAVE NOT PREVIOUSLY PROVIDED THE TRANSFER SECRETARIES WITH THEIR LATEST BANKING DETAILS

Full name of registered Shareholder

Identity number of person signing this form

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Your Shareholder number (if known)	
Email address	
Cellphone number	
Office phone number	
Home phone number	
Fax number	

REQUEST FOR DIRECT CREDITING OF PAYMENTS – BANK ACCOUNT DETAILS

PLEASE NOTE: We cannot accept banking details in the name of a third party

Name of bank account holder				
Name of South African Bank				
Name of bank branch	Bank account number			
Bank branch code	Account type	Cheque	Transmission	Savings

I/We hereby authorise **Computershare Investor Services Proprietary Limited** and/or Clover to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions relating to payments to which I/we am/ are entitled to be paid in cash, but do not override any previous reinvestment instructions.

Signature of Shareholder	Day	Month	Year
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If you are signing this form in a representative capacity, please indicate which capacity (see over)

<p>BANK VERIFICATION I/We confirm that the above information about the abovementioned Shareholders account at this Bank is correct.</p> <p style="text-align: center;">Signed on behalf of Bank <i>THIS MUST BE COMPLETED BY YOUR BANK</i></p>	<p>BANK STAMP HERE</p>
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THIS FORM MUST BE SIGNED AND ACCOMPANIED BY AN ORIGINAL CERTIFIED COPY OF YOUR IDENTITY DOCUMENT. (COPIES OF CERTIFIED COPIES WILL NOT BE ACCEPTED).

PLEASE BE ADVISED THAT FACSIMILE/ELECTRONIC COPIES WILL NOT BE ACCEPTED.

HOW TO COMPLETE THIS FORM

Request for Direct Crediting of payments

This form must be completed in full if you wish your cash dividend/distribution payments to be paid directly into your nominated South African bank account. Until cancelled in writing by you, all future cash payments will be paid into the nominated account.

IMPORTANT: Do not use the number quoted on your credit or debit card.

By signing this form you:

- Confirm that the details are true and correct.
- Understand that neither Clover nor Computershare Investor Services Proprietary Limited is obliged to post you a dividend cheque in the event that we are unable to transfer the funds due to you electronically and any decision to do so will be at the sole and absolute discretion of Clover on a case by case basis.
- Agree that if Clover determines that a cheque will be sent to you by post, it will be at your own risk.
- Understand and agree that neither Clover nor Computershare Investor Services Proprietary Limited shall be responsible in any way for any loss you may suffer as a result of transfer/deposits being made in accordance with the information provided on this form.
- Understand and agree that any such deposit shall constitute a full and sufficient discharge of Clover and/or Computershare Investor Services Proprietary Limited obligation to make such payments to me/us.
- Understand and agree that this payment instruction will be applied to all future cash payments.

This instruction only applies to the specific holding identified by the holder number and the name appearing on the front of this form.

NOTE: We cannot accept banking details in the name of a third party.

IF YOU ARE SIGNING THIS FORM IN A REPRESENTATIVE CAPACITY, COMPUTERSHARE INVESTOR SERVICES PROPRIETARY LIMITED REQUIRES THE FOLLOWING DOCUMENTATION IN ADDITION TO AN ORIGINAL CERTIFIED COPY OF YOUR IDENTITY DOCUMENT.	
Joint holding:	Where the holding is in more than one name, the signature of the first mentioned shareholder is required.
Power of attorney:	To sign under a Power of Attorney, you must have already lodged the Power of Attorney with Computershare Investor Services Proprietary Limited. Alternatively, please attach an original certified copy of the Power of Attorney to this form when you return it together with an original certified copy of the registered holder's identity document.
Trusts:	The form must be signed by the authorised trustee. If you have not already done so, please attach an original certified copy of the Trustee Resolution/Power of Attorney authorising you to act on behalf of the trust, together with original certified copies of the Letters of Authority issued by the Master of the High Court and the Trust Deed.
Companies/Closed Corporations/ Funds:	Any authorised company official/member may sign on behalf of the company/closed corporation/fund. Please indicate the office held when signing the form. If you have not already done so, please provide Computershare Investor Services Proprietary Limited with an original certified copy of your authorisation to act on behalf of the company/close corporation/fund in the form of an original certified copy of the board minute/ resolution detailing the authorised signatories including specimen signatures and a company letterhead for noting in our records. In addition, Computershare Investor Services Proprietary Limited requires an original certified copy of the Certificate of Incorporation/ CK1 Founding Statement/Constitution.
Minors:	If the Shares are registered in the name of a minor, the form must be completed by the natural guardian, stating the capacity in which he/she is signing or in the case of a legal guardian attach an original certified copy of the Letters of Guardianship (if not previously provided). The guardian must attach an original certified copy of his/her identity document together with an original certified copy of the birth certificate of the minor.
Deceased shareholders:	This form must be signed by the Executor/s of the Deceased Estate. If you have not already done so, please provide Computershare Investor Services Proprietary Limited with an original certified copy of the Letters of Executorship together with an original certified copy of the Executor's identity document.
Shareholder under Curatorship:	The form must be signed by the <i>curator bonis</i> appointed by the Master of the High Court. If you have not already done so, please provide Computershare Investor Services Proprietary Limited with an original certified copy of the Letters of Curatorship together with an original certified copy of the Curator's identity document.
Shareholder under Liquidation:	The form must be signed by the liquidator appointed by the Master of the High Court. If you have not already done so, please provide Computershare Investor Services Proprietary Limited with an original certified copy of your Letter of Appointment together with an original certified copy of the Shareholder's identity document.