

## FORM OF INSTRUCTION

### For the use of Qualifying Certificated Shareholders only

**IMPORTANT:** If you are in doubt as to how to deal with this Form of Instruction, you should consult your Broker, attorney, accountant, banker or other professional advisor without delay.

This Form of Instruction should be read in its entirety, together with the Circular to Simmer and Jack Shareholders dated on or about Thursday 12 May 2016. Words and expressions defined in the Circular shall have the same meanings in the Form of Instruction, unless the context otherwise requires.

The distribution of the Circular or this Form of Instruction and the offer of Rights Offer Shares in certain jurisdictions other than South Africa may be restricted by law and failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction. The Rights Offer does not constitute an offer in any jurisdiction in which it is illegal to make such an offer and in such circumstances, the Circular and this Form of Instruction are sent for information purposes only. Simmer and Jack Shareholders not resident in South Africa are referred to paragraph 3.6 of the Circular for further information regarding the restrictions applicable to them in terms of the Rights Offer.

Each alteration must be signed in full and not merely initialed.

FULLY UNDERWRITTEN NON-RENOUNCEABLE RIGHTS OFFER OF 113 477 211 RIGHTS OFFER SHARES IN THE RATIO OF 9 RIGHTS OFFER SHARES FOR EVERY 1 SHARES HELD AS AT THE RECORD DATE AT A SUBSCRIPTION PRICE OF R0.10 PER RIGHTS OFFER SHARE				
Form of Instruction				
Name and address of Qualifying Certificated Shareholder				Serial number
(1)				Enquiries in connection with this Form of Instruction should be made to Simmer and Jack's Transfer Secretaries quoting the serial number below:
Account number	Number of Shares registered in your name at the close of business on the Record Date	Number of Letters of Allocation issued to you	Number of Rights Offer Shares to which you are entitled	Amount payable for the maximum number of Rights Offer Shares at R0.10 Rights Offer Share
	(2)	(3)	(4)	(5) (4) x R0.10
Acceptance of Rights Offer Shares			Number of Rights Offer Shares subscribed for	Amount due at R0.10 Rights Offer Share
Please note that a lesser number of Rights Offer Shares as the number to which you are entitled as set out in Block (4) may be accepted.			(6)	R (7) (6) x R0.10
				Amount of cheque/ banker's draft
				R

Applicant's telephone number (office hours)/Cellphone number ( )

Signature

Date

**THIS FORM OF INSTRUCTION MUST BE COMPLETED IN ITS ENTIRETY AND RETURNED TO THE TRANSFER SECRETARY AT EITHER OF THE ADDRESSES SET OUT BELOW, SO AS TO BE RECEIVED BY NO LATER THAN 12H00 ON FRIDAY, 17 JUNE 2016**

**By hand**  
Computershare Investor Services (Pty) Ltd  
Ground Floor  
70 Marshall Street  
Johannesburg  
2001

**By post (at risk of the Shareholder)**  
Computershare Investor Services (Pty) Ltd  
PO Box 61763  
Marshalltown  
2107

You hereby represent and warrant to Simmer and Jack that, except where proof has been provided to Simmer and Jack's satisfaction that your exercise of Rights will not result in the contravention of any applicable legal or regulatory requirement in any jurisdiction, you:

- are not exercising Rights, or requesting registration of the relevant Rights Offer Shares, from within any jurisdiction in which it is unlawful to make or accept an offer to acquire Rights Offer Shares or to use the Form of Instruction in any manner in which you have used or will use it;
- are not acting on a non-discretionary basis for a person located within any jurisdiction referred to in (a) above at the time the instruction to accept was given; and
- are not acquiring Rights Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Rights Offer Shares into any jurisdiction referred to in (a) above.
- Simmer and Jack may treat as invalid any exercise of Rights and the acceptance or purported acceptance of the allotment of Rights Offer Shares if:
  - it appears to Simmer and Jack or its agent that this Form of Instruction was executed in or dispatched from a jurisdiction outside South Africa or otherwise in a manner which may involve a contravention of the laws of any jurisdiction or if it believes the same may violate any applicable legal or regulatory requirement;
  - an address outside South Africa is provided for delivery of share certificates for Rights Offer Shares in which it would be unlawful to deliver such share certificates; or
  - it purports to exclude these representations and warranties.

Applicant's telephone number (office hours)/(cellphone number) Signature

Date

## 1. RIGHTS OFFER

Simmer and Jack hereby offers to the Qualifying Shareholder(s) whose name(s) is stated in Block (1) on the front page of this Form of Instruction, the right to subscribe for the number of Rights Offer Shares set out in Block (4) on the front page of this Form of Instruction at a subscription price of R0.10 per Rights Offer Share, on the terms set out in the Circular and this Form of Instruction.

## 2. ACCEPTANCE OF AND PAYMENT FOR RIGHTS OFFER SHARES

- 2.1. If you are the person(s) whose name(s) is stated in Block (1) on the front page on this Form of Instruction and you wish to subscribe for all or some of the Rights Offer Shares stated in Block (4) on the front page of this Form of Instruction, you must complete Blocks (6) and (7) on the front page of this Form of Instruction.
- 2.2. You are advised to take postal delivery times into consideration when posting your Form of Instruction, as no late postal deliveries will be accepted. Where possible, you are advised to deliver your completed Form of Instruction together with cheques or banker's draft by hand or by courier.
- 2.3. No acknowledgement of receipt will be given.
- 2.4. The lodging or posting of this completed Form of Instruction and the payment will be regarded as an irrevocable acceptance of the Rights Offer Shares.
- 2.5. All bankers' drafts or cheques received will be deposited immediately for payment. In the event that any cheque or banker's draft is dishonoured, Simmer and Jack may, in its sole discretion, treat the acceptance of the Rights Offer Shares and this completed Form of Instruction as null and void or may tender delivery of the relevant Rights Offer Shares to which it relates against payment of the Rights Offer Price for such Rights Offer Shares.

## 3. LAPSING OF RIGHTS

- 3.1. Qualifying Shareholders that do not take up their rights will continue to own the same number of Shares, but their percentage holding in Simmer and Jack will be diluted.
- 3.2. If this completed Form of Instruction is not lodged and/or payment of the aggregate Rights Offer Price in respect of the Rights Offer Shares to be subscribed for is not received by the Transfer Secretaries by **12h00 on Friday, 17 June 2016** then you will be deemed to have declined the Rights Offer and the relevant number of Rights Offer Shares and the Rights will lapse and you shall not receive any economic benefit in respect of such lapsed Rights.

### General instructions and notes:

## 4. POWERS OF ATTORNEY

If this Form of Instruction is signed under a power of attorney then that power of attorney must be sent to the Transfer Secretaries for registration, unless it has already been registered by them.

## 5. MARRIED PERSONS

The attention of persons married in community of property wishing to exercise their Rights is drawn to section 15(2)(c) of the Matrimonial Property Act, 1984, and proof of such person's capacity to exercise the Rights and/or sell and/or renounce Letters of Allocation may be required by the Transfer Secretaries.

## 6. COMPANIES OR CLOSE CORPORATIONS

A company or close corporation wishing to exercise its Rights must send a certified copy of the directors' or members' resolution authorising the exercise of such Rights to the Transfer Secretaries.

## 7. DECEASED ESTATES AND TRUSTS

Rights Offer Shares will not be allocated in the name of a deceased estate or trust or a person under contractual disability.

Therefore, when the right to Rights Offer Shares has accrued to a deceased person, an estate or a trust, the executor or trustee, parent/guardian or curator (as the case may be) must complete the Form of Instruction on in his representative capacity (which authority must be lodged with the Transfer Secretaries) Letters of Executorship (if not previously registered) should be submitted to the Transfer Secretaries for record purposes.

## 8. JOINT HOLDERS

All joint Simmer and Jack Shareholders must sign where applicable.

## 9. SHARE CERTIFICATES

If the Rights Offer is accepted, then the Simmer and Jack share certificates will be posted by registered post, on or about **Thursday, 23 June 2016**, to the address as shown in the register of Shareholders at the Certificated Shareholder's risk.

## 10. OVERSEAS SHAREHOLDERS

The attention of Qualifying Shareholders resident or with registered addresses outside of South Africa is drawn to page 2 and page 11 of the Circular.

The Rights Offer Shares and the Rights Offer documentation will not be registered with any authority in any jurisdiction other than South Africa. The distribution of the Circular, the Rights Offer, this Form of Instruction and the transfer of the Rights Offer Shares and/or Rights and/or Letters of Allocation to certain persons in territories other than South Africa may be restricted by law and failure to comply with any of those restrictions may constitute a violation of the laws of any such territory. Neither the Circular, nor this Form of Instruction, is to be regarded as an offer or invitation to any person in any jurisdiction other than South Africa to the extent that any applicable legal requirement in jurisdiction other than South Africa to the extent that any applicable legal requirement in such jurisdiction has not been complied or it is for any reason illegal or unlawful to make such an offer or invitation in such jurisdiction to such person. In those circumstances, the circular this Form of Instruction is sent for information purposes only.

By order of the Board

For and on behalf of **Simmer and Jack**



Jared Watson CFO