

Date: 18 August 2014

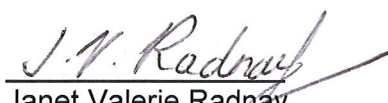
Dear Shareholder

KAP INDUSTRIAL HOLDINGS LIMITED ("KAP" or "THE COMPANY"): NOTICE IN COMPLIANCE WITH SECTION 45(5) OF THE COMPANIES ACT NUMBER 71 OF 2008 AS AMENDED ("THE ACT")

1. Pursuant to the special resolution passed at the Annual General Meeting of KAP Industrial Holdings Limited (the "Company") on 18 November 2013, in terms of which resolution the shareholders approved the granting of financial assistance to related or inter-related group companies subject to compliance with the provisions of Section 45 of the Act, the board of directors of the Company has passed a resolution in terms of which:
 - 1.1 The threshold in regard to the aggregate borrowings by the entire KAP group companies shall not exceed the shareholders equity (the "Threshold");
 - 1.2 The aggregate financial assistance that may be granted from time to time by the Company to any of the KAP companies and/or amongst KAP, shall not exceed the Threshold;
 - 1.3 The Threshold is in excess of $\frac{1}{10}$ th of 1% of the Company's net worth and as a consequence has triggered this notice in terms of section 45(5) of the Act.
2. It should be noted in order to give effect to the treasury requirements of the KAP Industrial Holdings Limited companies, from time to time, cross guarantees, suretyship, subordination of and/or loans are given amongst the KAP Industrial Holdings Limited companies on an ongoing basis.
3. By giving this notice, the Company is of the view that it has complied with the notice requirements in terms of section 45(5) of the Act.
4. The Company would like to emphasise that the granting of financial assistance between related and inter-related companies is a standard practice that has been applied consistently over many years by the KAP group companies and by most other major groups of companies.

No action is required on your part as a result of this notification of compliance, which is purely for your information. However, should you require any further clarification, please contact the undersigned.

Yours faithfully


Janet Valerie Radnay
For: Steinhoff Africa Secretarial Services (Pty) Ltd
Secretary

KAP Industrial Holdings Limited. Reg. No. 1978/000181/06

Directors: JdeV du Toit (Chairman)*, KJ Grové (CEO), JP Haveman, MJ Jooste*, AB la Grange*, JB Magwaza*, IN Mkhari*, SH Müller*, SH Nomvete*, PK Quarmby*, DM van der Merwe*, CJH van Niekerk*
Company secretary: Steinhoff Africa Secretarial Services Proprietary Limited

* Non-executive directors

Registered Address: 28 6th Street, Wynberg, Sandton, 2090 and PO Box 1955, Bramley, 2018

