

**This circular is important and requires your immediate attention**

The definitions and interpretations commencing on page 5 of this circular apply to this circular in its entirety, including this cover page.

**Action required**

1. This entire circular is important and should be read with particular attention to pages 1 to 2 entitled "Action required by Imbalie Beauty Shareholders".
2. The procedure for acceptance of the Offer is set out in paragraph 8 of this Circular.
3. If you are in any doubt as to the action you should take, please consult your broker, banker, legal adviser, accountant or other professional adviser immediately.
4. If you have disposed of all of your Imbalie Beauty Shares, this document should be handed to the purchaser of such Shares or the Broker, banker, legal adviser, accountant or other agent through whom such disposal was effected.



**IMBALIE BEAUTY LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number: 2003/025374/06)  
(Share Code: ILE ISIN Code: ZAE000165239)  
("Imbalie Beauty")



**B&B MEDIA PROPRIETARY LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number 1998/003133/07)  
("B&B Media")

**COMBINED OFFER CIRCULAR TO THE REMAINING SHAREHOLDERS OF IMBALIE BEAUTY**

*relating to:*

**a Mandatory Offer by B&B Media to the Remaining Shareholders of Imbalie Beauty for a purchase consideration of 0.90 cents per Imbalie Beauty ordinary Share**

*and incorporating:*

- a form of acceptance, transfer and surrender;
- an independent professional expert opinion regarding the Offer; and
- the views of the independent board of directors of Imbalie Beauty.

**Designated Adviser to Imbalie Beauty**

**Independent professional expert to  
the board of Imbalie Beauty**

**Legal adviser to B&B Media**  
Hajibey Bhyat & Mayet Inc attorneys



Date of posting: 4 March 2022

Copies of this circular (in English only) may be obtained from the registered office of Imbalie Beauty at the address as set out in the "Corporate Information and Advisers" section of this circular from 4 March 2022 or on the Company's website: [www.imbaliebeauty.co.za](http://www.imbaliebeauty.co.za).

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## CORPORATE INFORMATION AND ADVISERS

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### **IMBALIE BEAUTY**

#### **Directors**

##### *Executive*

E Colyn (CEO)

##### *Non-executive*

JH Phalane\* (Chairman)

GD Harlow

TJ Schoeman\*

WP van der Merwe

\*Independent

#### **Registered office of Imbalie Beauty**

23 Saddle Drive

Woodmead Office Park

Woodmead

Sandton, 2191

Gauteng, South Africa

(P O Box 8833, Centurion, 0046, Gauteng, South Africa)

Telephone: (011) 086 9800

#### **Date and place of incorporation:**

10 October 2003 – South Africa

#### **Imbalie Beauty Company Secretary**

Paige Atkins

23 Saddle Drive

Woodmead Office Park

Woodmead

Sandton, 2191

Gauteng, South Africa

Telephone: 083 289 6181

#### **Designated Adviser to Imbalie Beauty**

Exchange Sponsors (2008) Proprietary Limited

(Registration number 2008/019553/07)

44A Boundary Road,

Inanda, 2196

Gauteng, South Africa

(P O Box 411216, Craighall, 2024)

Telephone: (011) 880 2113

#### **Auditors of Imbalie Beauty**

Nexia SAB&T

Registration number 1997/018869/21

119 Witch-Hazel Avenue

Highveld Technopark

Centurion

Gauteng, South Africa

0157

#### **Independent expert to Imbalie Beauty**

Suez Capital Proprietary Limited

(Registration number: 2017/316437/07)

245 Marais Street, Brooklyn,

Pretoria, 0181

Gauteng, South Africa

Telephone: 082 805 2145

#### **Transfer secretary to Imbalie Beauty**

CTSE Registry Services Proprietary Limited (previously named

4Africa Exchange Registry Proprietary Limited)

(Registration number 2016/396777/07)

5th Floor, Block B

The Woodstock Exchange Building

66 - 68 Albert Road

Woodstock, Western Cape, South Africa

Telephone: +27 (0)11 100 8389

Email: [admin@ctseregistry.co.za](mailto:admin@ctseregistry.co.za)

### **B&B Media**

#### **Directors**

MI Bux

S Bux

#### **Registered office of B&B Media**

2 Federation Road

Parktown

2094

Gauteng, South Africa

#### **Legal advisors to B&B Media**

##### **Hajibey Byyat & Mayet Inc**

255 Weltevreden Road

Corner Brigish Drive

Blackheath

Randburg, 2195

Gauteng, South Africa

Telephone: 011 431 1970

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## SUMMARY

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B&B Media makes an Offer to acquire all the Remaining Shares, from all the Remaining Shareholders of Imbalie Beauty, for a purchase consideration of 0.90 cents per share, in terms of section 117(1)(c)(vi) of the Companies Act.

The Offer by B&B Media is set out in this circular.

Also included in this Circular is:

- a form of acceptance, transfer and surrender;
- an independent professional expert opinion regarding the Offer; and
- the views of the independent board of directors of Imbalie Beauty.

### ACTION REQUIRED BY IMBALIE BEAUTY SHAREHOLDERS

The definitions and interpretations commencing on page 5 of the circular apply, *mutatis mutandis*, to this information on action required by Imbalie Beauty Shareholders.

If an Imbalie Beauty shareholder is in any doubt as to what action you should take in regard to the Offer, you should consult your CSDP, Broker, banker, accountant, legal adviser or other professional adviser immediately.

If you are an Imbalie Beauty Shareholder and have disposed of some or all of your Imbalie Beauty shares, this Circular should be handed to the purchaser of such Shares or the CSDP, Broker, banker or other agent through whom such disposal was affected.

#### 1. ACTION REQUIRED BY CERTIFICATED SHAREHOLDERS OF IMBALIE BEAUTY

- 1.1. Certificated Shareholders who wish to accept the Offer must complete the form of acceptance, surrender and transfer attached to this circular, in accordance with the instructions therein, and forward it, together with the relevant documents of title, by hand or by mail to the transfer secretaries:

By hand	By mail
CTSE Registry Services Proprietary Limited (previously named 4Africa Exchange Registry Proprietary Limited) (Registration number 2016/396777/07) 5th Floor, Block B The Woodstock Exchange Building 66 - 68 Albert Road Woodstock, Western Cape, South Africa	CTSE Registry Services Proprietary Limited (previously named 4Africa Exchange Registry Proprietary Limited) 5th Floor, Block B The Woodstock Exchange Building 66 - 68 Albert Road Woodstock, Western Cape, South Africa <b>E-mail:</b> admin@ctsregistry.co.za

**so as to be received by no later than 12:00 on the closing date.**

- 1.2. Acceptances of the Offer and documents of title that are sent through the post are sent at the risk of the Imbalie Beauty shareholder concerned. Accordingly, Imbalie Beauty Shareholders should make a note of the postal delivery times so as to ensure that acceptances of the Offer are received timeously. It is therefore recommended that such acceptances be sent by registered mail, delivered by hand or e-mail to the transfer secretaries.
- 1.3. The discharge of the Offer Consideration will be made on the respective dates set forth in the "salient dates and times" section of this Circular.
- 1.4. If any person who is not a registered holder of Imbalie Beauty Shares surrenders a document of title in respect of Imbalie Beauty Shares, together with a transfer form for the registration of such Imbalie Beauty Shares purporting to have been properly completed by the registered holder thereof, such first mentioned person shall be entitled to receive payment of the Offer Consideration pursuant to acceptance of the Offer, provided that:
- 1.4.1. such person proves to the satisfaction of B&B Media and Imbalie Beauty that the relevant securities transfer tax payable has in fact been paid in respect of the proposed registration of transfer of such Imbalie Beauty Shares; and
- 1.4.2. the Offer Consideration has not already been delivered or posted to the registered holder of such Imbalie Beauty Shares.
- 1.5. If a form of acceptance, surrender and transfer is rejected due to non-compliance with the instructions contained therein, then the Imbalie Beauty shareholder concerned will be deemed not to have accepted the Offer. B&B Media may nevertheless, in its sole discretion, condone the non-compliance by any Imbalie Beauty shareholder of any of the terms and conditions of the Offer.

## 2. ACTION REQUIRED BY DEMATERIALISED SHAREHOLDERS OF IMBALIE BEAUTY

- 2.1. Dematerialised Shareholders of Imbalie Beauty must NOT complete the form of acceptance, surrender and transfer.
- 2.2. Dematerialised Shareholders of Imbalie Beauty who wish to accept the Offer, either in whole or in part, should instruct their duly appointed CSDP or Broker, in accordance with the Custody Agreement concluded with their CSDP or Broker.
- 2.3. The instruction to accept the Offer must be provided to the CSDP or Broker of the Imbalie Beauty Dematerialised shareholder by the cut-off time stipulated for such instruction in order for such CSDP or Broker to take the necessary action to accept the Offer prior to the closing date. Imbalie Beauty Shareholders are accordingly advised to confirm with their CSDP or Broker as to what the cut-off time will be. This must be done in accordance with the Custody Agreement between the Imbalie Beauty shareholder concerned and his CSDP or Broker.
- 2.4. Neither B&B Media nor Imbalie Beauty nor any of their authorised agents will accept any responsibility nor be held liable for any acts or omissions on the part of any CSDP or Broker of a Dematerialised Imbalie Beauty shareholder who fails to communicate any Imbalie Beauty shareholder's acceptance of the Offer timeously or at all, for whatsoever reason.
- 2.5. The discharge of the Offer Consideration will be made on the respective dates set forth in the "salient dates and times" section of this circular.
- 2.6. Imbalie Beauty Shareholders who Dematerialise their Imbalie Beauty Shares through a CSDP or broker on or prior to Monday, 28 March 2022 must furnish such CSDP or Broker with their written instructions in respect of the Offer in terms of the Custody Agreement entered into between the Imbalie Beauty Shareholder and the appointed CSDP or Broker.

## 3. GENERAL

- 3.1. Offer Participants should note that they may NOT trade any Imbalie Beauty Shares surrendered to B&B Media in terms of the Offer, from the date of acceptance thereof.
- 3.2. Imbalie Beauty Shares may not be Dematerialised or rematerialised by Offer Participants between Monday, 18 April 2022 and Friday, 22 April 2022, both days inclusive.
- 3.3. Imbalie Beauty Shareholders who do not wish to accept the Offer need not take any action.
- 3.4. Imbalie Beauty Shareholders who wish to accept the Offer will be settled in cash after rounding the number of Offer Shares surrendered to the nearest cent. Fractions of cents of 0.5 or greater will be rounded up and less than 0.5 will be rounded down to the nearest cent.
- 3.5. The Offer does not constitute an Offer to purchase or the solicitation of an Offer to sell any Imbalie Beauty Shares in any jurisdiction in which such Offer, solicitation or sale would be unlawful prior to the registration or qualification under the laws of such jurisdiction.
- 3.6. Without limitation of the generality of the above, the Offer is not being made, directly or indirectly, in or into or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States, Australia, Canada or Japan and the Offer cannot be accepted by any such use, means, instrumentality or facility or from within the United States, Australia, Canada or Japan.
- 3.7. **If you are a non-resident Offer Participant and you are in doubt about your position, you should consult your professional adviser in the relevant jurisdiction.**

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## SALIENT DATES AND TIMES

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The definitions and interpretations commencing on page 5 of the Offer Circular apply to these salient dates and times.

**2022**

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Record date in order to be eligible to receive this circular on	Friday, 25 February
Circular posted to Imbalie Beauty Shareholders and announced on SENS on	Friday, 4 March
Offer opens at 09:00 on	Monday, 7 March
Last day to trade in order to be eligible to participate in the Offer on	Tuesday, 19 April
Imbalie Beauty Shares trade “ex” the right to participate in the Offer	Wednesday, 20 April
Offer closes at 12:00 on (closing date) on	Friday, 22 April
Offer Record Date, being the final date upon which Imbalie Beauty Shareholders must be recorded in the Imbalie Beauty register in order to be eligible to participate in the Offer, on	Friday, 22 April
Offer Consideration credited to the Dematerialised Offer Participant’s account at his CSDP or Broker (as the case may be) or bank accounts of Certificated Offer Participants credited	Monday, 25 April
Results of Offer to be published on SENS on	Monday, 25 April

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### Notes:

1. All dates and times are subject to amendment by B&B Media. Any such change will be announced on SENS.
2. Certificated Imbalie Beauty Shareholders who wish to participate in the Offer are required to complete and return the form of acceptance, surrender and transfer in accordance with the instructions contained therein to be received by the Transfer Secretaries by not later than 12:00 on the closing date.
3. Dematerialised Imbalie Beauty Shareholders must notify their CSDP or Broker of their acceptance of the Offer in the manner and time stipulated in the Custody Agreements governing the relationships between such Dematerialised Imbalie Beauty Shareholders and the CSDP or Broker.
4. All times indicated above are South African times.
5. The deemed effective date of disposal of Imbalie Beauty Shares by Offer Participants will be the date that the Offer Consideration is credited to the Offer Participant’s account.
6. Share certificates may not be dematerialised or rematerialised between Wednesday, 20 April 2022 and Friday, 22 April 2022, both dates inclusive.

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## DEFINITIONS AND INTERPRETATIONS

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In this circular, unless otherwise stated or clearly indicated by the context, the words in the first column have the meanings stated opposite them in the second column; words in the singular include the plural and *vice versa*; words importing one gender include the other gender and references to a person include reference to a body corporate and *vice versa*.

“B& B Media” or “the Offeror”	B&B Media Proprietary Limited (Registration number 1998/003133/07), a private company duly registered and incorporated under the laws of South Africa wholly owned by MI Bux (Identity number 6402205115084);
“business day”	any day other than a Saturday, Sunday or official public holiday in South Africa;
“Broker”	a “stockbroker” as defined in the Financial Markets Act, or its nominee;
“cents”	South African cents in the official currency of South Africa;
“Certificated Offer Participants”	Offer Participants who hold their Imbalie Beauty shares as Certificated Shares;
“Certificated Share”	a Share that have not been Dematerialised in terms of Strate, title to which is represented by Documents of Title;
“Certificated Shareholder”	holders of Certificated shares;
“Circular” or “Document” or “Offer Document”	this bound document dated 4 March 2022, including the annexures hereto and incorporating a form of acceptance, transfer and surrender;
“closing date”	the closing date of the Offer, being Friday, 22 April 2022;
“common monetary area”	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and the Kingdom of Eswatini;
“Companies Act”	the Companies Act, 2008 (Act 71 of 2008), as amended;
“CSDP”	a Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act with which a Shareholder holds a Dematerialised share account;
“Custody Agreement”	the agreement which regulates the relationship between the CSDP or Broker and each beneficial holder of Dematerialised Shares;
“Dematerialise”	the process whereby Certificated Shares are converted into an electronic format as Dematerialised Shares, and recorded in the Company’s uncertificated securities register administered by a CSDP;
“Dematerialised Offer Participants”	Offer Participants who hold their Imbalie Beauty shares as Dematerialised Shares;
“Dematerialised Shares”	Shares which have been Dematerialised in terms of the requirements of Strate and the ownership of which is no longer evidenced by physical documents of title, but by electronic records;
“Dematerialised Shareholder”	a shareholder who holds Dematerialised Shares;
“documents of title”	valid share certificate(s), certified transfer deed(s), balance receipts and/or any other documents of title acceptable to B&B Media in respect of Imbalie Beauty Shares;
“emigrant”	any emigrant from the Common Monetary Area whose address is outside of the Common Monetary Area;
“entire issued share capital of Imbalie Beauty”	the full issued share capital of Imbalie Beauty, being 1 384 039 225 Shares in issue at the last practicable date;
“E Colyn”	Esna Colyn (Identity number 6704200155084), the CEO and shareholder of Imbalie Beauty;
“Exchange Control Regulations”	the Exchange Control Regulations, 1961, as amended, made in terms of section 9 of the Currency and Exchanges Act, 1933 (Act 9 of 1933), as amended;
“Exchange Sponsors”	Exchange Sponsors (2008) (Proprietary) Limited (Registration number 2008/019553/07), a private company registered and incorporated under the laws of South Africa, the designated adviser of Imbalie Beauty;

“Financial Markets Act”	the Financial Markets Act, 2012 (Act 19 of 2012), as amended;
“Form of acceptance, transfer and surrender”	the attached form of acceptance, transfer and surrender of the offer to be completed and to accompany surrendered documents of title;
“Holistics”	Holistics Remedies Proprietary Limited (Registration number 1992/005816/07), a private company duly registered and incorporated under the laws of South Africa, owned by Go Tswela Trust, Go Gaisa Trust, Matlhatsi Trust, Lethabo Trust, Denaledi Trust, Setshaba Trust, Kopano Trust, Zuleikha and Aboobaker Moosa Kalla Trust and Baraka Development Trust;
“iBLOOM”	iBLOOM Proprietary Limited (Registration number 2018/356857/07), a private company duly registered and incorporated under the laws of South Africa owned by Holistics Remedies (Pty) Limited, Unihold Group (Pty) Limited, SA Madiba Investments (Pty) Limited and Beauty Flagship (Pty) Limited (which is 100% owned by E Colyn);
“Income Tax Act”	the Income Tax Act, 1962 (Act 58 of 1962), as amended;
“Independent board of Imbalie Beauty”	Jack Phalane, Pumla Tladi and Theo Schoeman, which board is deemed to be impartial, has no conflict of interest and accordingly is “independent” as defined under Regulation 81(j) of the Companies Act;
“Independent expert” or “Suez Capital”	Suez Capital Proprietary Limited (Registration number 2017/316437/07), a private company duly registered and incorporated under the laws of South Africa;
“IFRS”	International Financial Reporting Standards;
“last practicable date”	the last practicable date prior to the finalisation of this circular, which date was Wednesday, 2 March 2022;
“Imbalie Beauty” or “the Offeree”	Imbalie Beauty Limited (Registration number 2003/025374/06), a public company incorporated in accordance with the laws of South Africa;
“Imbalie Beauty board”	the board of directors of Imbalie Beauty, further details of whom appear under the “Corporate information and advisers” section;
“Imbalie Beauty company secretary”	Paige Atkins, further details of whom appear under the “Corporate information and advisers” section;
“Imbalie Beauty Group”	Imbalie Beauty and all its subsidiaries;
“Imbalie Beauty register”	the register of Imbalie Beauty members maintained by the Imbalie Beauty company secretary and transfer secretaries;
“Imbalie Beauty Shareholders”	the registered holders of Imbalie Beauty Shares as appearing on the Imbalie Beauty register;
“Imbalie Beauty Shares” or “Shares”	ordinary shares of no-par value in the issued capital of Imbalie Beauty, represented by a share certificate or other physical document of title;
“Offer”	the mandatory offer by B&B Media to the Remaining Shareholders of Imbalie Beauty, to acquire all their Shares in Imbalie Beauty at a consideration of 0.90 cents per share, the full details of which are set out in this circular;
“Offer Consideration”	0.90 cents for every one Imbalie Beauty ordinary share held to Shareholders who accepted the offer;
“Offer” Participants”	Imbalie Beauty Shareholders recorded in the Imbalie Beauty register as such as at the close of business on the record date, who are entitled to receive the offer consideration;
“Offer Shares”	the Imbalie Beauty Shares held by Offer Participants;
“opening date”	the opening date of the Offer, being Monday, 7 March 2022;
“payment date”	the date on which the Offer Consideration is paid in terms of the Offer;



“Rand” or “R”	South African Rand;
“record date”	the record date of the Offer, being Friday, 22 April 2022;
“Remaining Shares”	386 620 457 Imbalie Beauty ordinary Shares not directly or indirectly held by B&B Media and its associates and excluding 149 612 815 Imbalie Beauty Shares held by Holistics, SA Madiba Investments, Unihold Group and E Colyn;
“Remaining Shareholders”	the registered holders of the Remaining Shares from time to time, in other words Shares not directly or indirectly held by B&B Media and its associates;
“SA Madiba Investments”	SA Madiba Investments Proprietary Limited (Registration number 1998/015202/07), a private company duly registered and incorporated under the laws of South Africa owned by Q&T Trust in which WP van der Merwe is a director;
“securities transfer tax”	securities transfer tax, leviable in terms of the Securities Transfer Tax Act, 2007 (Act 25 of 2007);
“Shareholders”	shareholders who hold Shares;
“South Africa”	the Republic of South Africa;
“South African Exchange Control”	the Exchange Control Department of the South African Reserve Bank;
“the Subsidiaries”	being the following wholly owned subsidiaries; Dreamnails, Enjoy Beauty, Placecol Fresh Beauty, Imbalie Beauty Training Academy and Placecol Skin Care Clinic;
“TRP”	the Takeover Regulation Panel established in terms of section 196 of the Companies Act;
“TRP Regulations”	the Takeover Regulations prescribed by the Minister of Trade and Industry in terms of section 120 of the Companies Act; and
“Unihold Group”	Unihold Group Proprietary Limited (registration number 1947/027775/07), a private company duly registered and incorporated under the laws of South Africa in which GD Harlow is a director and is owned by Unihold (Pty) Limited.



**IMBALIE BEAUTY LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number: 2003/025374/06)  
(Share Code: ILE ISIN Code: ZAE000165239)  
("Imbalie Beauty")



**B&B MEDIA PROPRIETARY LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number 1998/003133/07)  
("B&B Media")

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## COMBINED OFFER CIRCULAR TO THE REMAINING SHAREHOLDERS OF IMBALIE BEAUTY

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The definitions and interpretations commencing on page 5 of this circular apply to this Offer Document.

### 1. INTRODUCTION

- 1.1. Imbalie Beauty Shareholders are referred to the firm intention announcement made by Imbalie Beauty on 13 January 2022.
- 1.2. The purpose of this document is to make an offer to Offer Participants to acquire the Offer Shares and provide Offer Participants with information regarding the terms of the Offer and the manner in which it will be implemented.
- 1.3. B&B Media plans to remain listed on the JSE once the Offer has closed.
- 1.4. Imbalie Beauty does not own any assets and is classified as a cash shell in terms of the JSE listings Requirements. In terms of paragraph 3.26(a) of the JSE Listings Requirements, a cash shell company has six months in which to enter into an agreement and publish an announcement relating to the acquisition of viable assets to qualify for a continued listing otherwise it will be suspended.

### 2. BACKGROUND TO AND REASONS FOR THE OFFER

- 2.1. On 6 January 2022, B&B Media acquired a 61.26% shareholding in Imbalie Beauty by acquiring 847 805 953 Shares at the Offer Consideration, from Holistics Remedies (Pty) Ltd, SA Madiba Investments (Pty) Ltd, Unihold Group (Pty) Ltd and Esna Colyn.
- 2.2. Imbalie Beauty Shareholders were advised in the announcement dated 13 January 2022 of the Offer by B&B Media to acquire the Remaining Shares.
- 2.3. The rationale for the Offer is that it is mandated by section 123 of the Companies Act for B&B Media to provide all Imbalie Beauty Shareholders, who no longer wish to remain as Shareholders in Imbalie Beauty, with an Offer to acquire their Imbalie Beauty Shares in order to take up a greater shareholding in Imbalie Beauty going forward.

### 3. TERMS OF THE OFFER

#### 3.1. The Offeror

- 3.1.1. The Offer is extended by B&B Media.
- 3.1.2. B&B Media owns the following Shares in Imbalie Beauty:

	Number of Shares	% of issued Shares
B&B Media	847 805 953	61.26%
<b>Total</b>	<b>847 805 953</b>	<b>61.26%</b>

No company in the B&B Media Group, save for B&B Media, directly or indirectly owns any other Shares in Imbalie Beauty.

#### 3.2. The Offer

B&B Media hereby makes an Offer to acquire all the Remaining Shares, from all the Remaining Shareholders of Imbalie Beauty, for a purchase consideration equal to Offer Consideration, in terms of section 123 read in conjunction with section 117(1)(c)(iv) of the Companies Act.

The Offer is an affected transaction by virtue of section 123 read in conjunction with 117(1)(c)(iv) of the Companies Act. It does, however, not require shareholder approval of Imbalie Beauty Shareholders in terms of section 115 of the Companies Act.

As the Offer is not a transaction as contemplated in sections 112, 113 or 114 of the Companies Act, section 164 of the Companies Act dealing with appraisal rights of dissenting Shareholders, does not apply.

Imbalie Beauty Shareholders may elect to accept the Offer in whole or in part and must indicate in the form of acceptance, transfer and surrender in what form they wish to receive the Offer Consideration.

Imbalie Beauty Shareholders that do not wish to sell their Imbalie Beauty Shares need not take any action and will remain shareholders in the Company.

### **3.3. Applicable law**

The Offer is made in compliance with the requirements of the TRP Regulations and is governed by and subject to the provisions of the laws of South Africa and will be subject to the exclusive jurisdiction of a South African court.

Each Offeree will be deemed, by his acceptance, to have consented and submitted to the jurisdiction of the courts of South Africa in relation to all matters arising out of or in connection with the Offer and acceptance thereof.

### **3.4. Offer not made where illegal**

3.4.1. The legality of the Offer to persons resident in jurisdictions outside of South Africa may be affected by laws of the relevant jurisdiction.

3.4.2. Such persons should acquaint themselves with any applicable legal requirements which they are obligated to observe.

3.4.3. It is the responsibility of any such person wishing to accept the Offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith.

3.4.4. In particular, the Offer is not being made, directly or indirectly, in or into any jurisdiction where it is illegal for the Offer to be made or accepted ("affected jurisdictions") or by the use of mail, or by means or instrumentality of inter-state or foreign commerce of, or any facility of a national securities exchange of any of the affected jurisdictions.

3.4.5. Persons wishing to accept the Offer should not use the mail of any of the affected jurisdictions or any such means, instrumentality or facility for any purpose, directly or indirectly, relating to the Offer.

3.4.6. Envelopes containing forms of acceptance, transfer and surrender or other documents relating to the Offer should not be post-marked in any of the affected jurisdictions or otherwise dispatched from any of the affected jurisdictions and all acceptors must provide addresses outside the affected jurisdictions for receipt of the Offer Consideration to which they are entitled under the Offer.

3.4.7. If received in any affected jurisdiction, this document should be treated as being received for information only.

## **4. OFFER ACCEPTANCE PERIOD**

The Offer is unconditional, the Offer will be open for acceptance by Imbalie Beauty Shareholders for a period of at least 30 business days as required by Regulation 102 of the Companies Act. It will open on Monday, 7 March 2022 and close at 12:00 on Friday, 22 April 2022.

Accordingly, the Offer will be open for acceptance by the Remaining Shareholders at any time during the Offer period. Settlement of the Offer Consideration will take place after the closing of the Offer and receipt of the relevant TRP compliance certificate. For more information refer to paragraph 8 below.

## **5. TRP FUNDING CONFIRMATION**

Should all the Remaining Shareholders accept the Offer in respect of all the Remaining Shares, the maximum Offer Consideration will be R3 479 958.00. B&B Media has confirmed to Imbalie Beauty that sufficient cash resources are available for the payment of the Offer Consideration.

As required by the Companies Act and the TRP Regulations, Hajibey Bhyat & Mayet Inc attorneys has provided confirmation of cash held in escrow in the amount of R3 479 958.00 to the TRP to satisfy the full Offer Consideration payable in terms of the Offer, namely R3 479 958.00, which is in a form acceptable to the TRP and complies with TRP Regulations 111(4) and 111(5).

## **6. TAX IMPLICATIONS FOR OFFEREES**

The tax treatment of Offer Participants is dependent on their individual circumstances and the tax jurisdiction applicable to such Offer Participants. It is recommended that, if Offer Participants are uncertain about the tax treatment of the receipt of the Offer Consideration, they seek appropriate advice in this regard.

## **7. PROCEDURE FOR ACCEPTANCE BY OFFER PARTICIPANTS**

### **7.1 Dematerialised Imbalie Beauty Shareholders**

7.1.1 Dematerialised Imbalie Beauty Shareholders must NOT complete the form of acceptance, surrender and transfer.

7.1.2 Dematerialised Imbalie Beauty Shareholders who wish to accept the Offer, either in whole or in part, should instruct their duly appointed CSDP or Broker, in accordance with the Custody Agreement concluded with their CSDP or Broker.

- 7.1.3 The instruction to accept the Offer must be provided to the CSDP or Broker by the cut-off time stipulated for such instruction in order for the CSDP or Broker to take the necessary action to accept the Offer prior to the closing date. Imbalie Beauty Shareholders are accordingly advised to confirm with their CSDP or Broker as to what the cut-off time will be. This must be done in accordance with the Custody Agreement between the Imbalie Beauty shareholder concerned and the CSDP or Broker.
- 7.1.4 Neither Imbalie Beauty nor B&B Media nor any of their authorised agents will accept any responsibility nor be held liable for any acts or omissions on the part of any CSDP or Broker of a Dematerialised Imbalie Beauty Shareholder who fails to communicate any acceptance by a Imbalie Beauty Shareholder of the Offer timeously or at all, for whatsoever reason.

## 7.2 Certificated Imbalie Beauty Shareholders

- 7.2.1 Certificated Imbalie Beauty Shareholders must complete the form of acceptance, surrender and transfer.
- 7.2.2 Certificated Imbalie Beauty Shareholders who wish to accept the Offer must complete the form of acceptance, surrender and transfer attached to the circular of which this circular forms part, in accordance with the instructions therein and forward it, together with the relevant Documents of Title, by hand or by post to the Transfer Secretaries:

<b>By hand:</b>	<b>By mail:</b>
CTSE Registry Services Proprietary Limited (previously named 4Africa Exchange Registry Proprietary Limited) (Registration number 2016/396777/07) 5th Floor, Block B The Woodstock Exchange Building 66 - 68 Albert Road Woodstock, Western Cape, South Africa	CTSE Registry Services Proprietary Limited (previously named 4Africa Exchange Registry Proprietary Limited) 5th Floor, Block B The Woodstock Exchange Building 66 - 68 Albert Road Woodstock, Western Cape, South Africa <b>E-mail:</b> admin@ctseregistry.co.za
<b>So as to be received by the Transfer Secretaries by no later than 12:00 on the closing date</b>	

- 7.2.3 Acceptances of the Offer that are sent through the post are sent at the risk of the Imbalie Beauty Shareholder concerned. Accordingly, Imbalie Beauty Shareholders should take note of postal delivery times so as to ensure that acceptances of the Offer are received timeously. It is therefore recommended that such acceptances be sent by registered mail or delivered by hand to the Transfer Secretaries.
- 7.2.4 If a form of acceptance, surrender and transfer is rejected due to non-compliance with the instructions contained therein, then the Imbalie Beauty shareholder concerned will be deemed not to have accepted the Offer. B&B Media may nevertheless, in its sole discretion, condone the non-compliance by any Imbalie Beauty Shareholder of any of the terms and conditions of the Offer.
- 7.2.5 Imbalie Beauty Shareholders who Dematerialise their Imbalie Beauty Shares through a CSDP or Broker prior to the closing date must furnish such CSDP or Broker with their written instructions in respect of the Offer in terms of the Custody Agreement entered into between the Imbalie Beauty shareholder and the appointed CSDP or Broker.

## 7.3 General

- 7.3.1 The Offer may be accepted by the Imbalie Beauty Shareholders in respect of all or part of their Imbalie Beauty Shares. Imbalie Beauty Shareholders who do not wish to accept the Offer need take no further action and will be deemed to have declined the Offer.
- 7.3.2 Imbalie Beauty and B&B Media reserves the right, in their discretions, to:
- 7.3.2.1 treat as invalid, forms of acceptance, surrender and transfer not completed correctly; and
- 7.3.2.2 require proof of the authority of the person signing the form of acceptance, surrender and transfer where such proof has not yet been lodged with or recorded by the Transfer Secretaries.
- 7.3.3 Unless otherwise permitted by law and in the sole discretion of B&B Media and Imbalie Beauty, purported acceptances will not be considered valid if given from within any of the United States, Australia, Canada or Japan.

## 7.4 Acceptances Irrevocable

- 7.4.1 All valid acceptances of the Offer received by the Transfer Secretaries or the relevant CSDP or Broker on or prior to closing date, shall be irrevocable.
- 7.4.2 Offer Participants should note that they may not trade any Imbalie Beauty Shares surrendered to B&B Media in terms of the Offer, from the date of acceptance thereof.

7.4.3 For the sake of clarity, Imbalie Beauty Shares may not be dematerialised or rematerialised by Offer Participants between Wednesday, 20 April 2022 and Friday, 22 April 2022, both days inclusive.

## **7.5 Transaction Receipts**

No receipts will be issued by the Transfer Secretaries for forms of acceptance, surrender and transfer unless specifically requested to do so by the Imbalie Beauty Shareholder in question. Lodging agents who require special transaction receipts are requested to prepare such receipts and to submit them for stamping by the Transfer Secretaries together with the form of acceptance, surrender and transfer.

## **7.6 Acceptances of the Offer by Nominee Companies and Representatives**

Acceptances of the Offer by recognised nominee companies may be submitted in aggregate or in respect of each Imbalie Beauty Shareholder represented by such nominee companies. Any representative accepting the Offer warrants that it is duly authorised to do so.

## **7.7 Offer Not Made Where Illegal**

7.7.1 The legality of the Offer to Imbalie Beauty Shareholders resident in jurisdictions outside of South Africa may be affected by laws of the relevant jurisdiction. Such Imbalie Beauty Shareholders should familiarise themselves with any applicable legal requirements, which they are obligated to observe. It is the responsibility of any such Imbalie Beauty Shareholders wishing to accept the Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith.

7.7.2 In particular, the Offer is not being made, directly or indirectly, in or into any jurisdiction where it is illegal for the Offer to be made or accepted (“**the Affected Jurisdictions**”) or by the use of mail, or by means or instrumentality of interstate or foreign commerce of, or any facility of a national securities exchange of, any of the Affected Jurisdictions. In such circumstances, this circular is sent for information only.

7.7.3 Imbalie Beauty Shareholders wishing to accept the Offer should not use the post of any of the Affected Jurisdictions or any such means, instrumentality or facility for any purpose, directly or indirectly, relating to the Offer. Envelopes containing forms of acceptance, surrender and transfer or other documents relating to the Offer should not be post-marked in any of the Affected Jurisdictions or otherwise dispatched from any of the Affected Jurisdictions and all acceptors must provide addresses outside the Affected Jurisdictions for receipt of the Offer consideration to which they are entitled under the Offer.

7.7.4 Without limitation to the generality of the above, the Offer is not being made, directly or indirectly, in or into or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States, Australia, Canada or Japan and the Offer cannot be accepted by any such use, means, instrumentality or facility or from within the United States, Australia, Canada or Japan.

## **7.8 Representation and Warranty of Overseas Imbalie Beauty Shareholders**

Imbalie Beauty Shareholders who complete the form of acceptance, surrender and transfer are deemed to represent and warrant to B&B Media that they have not received or sent copies or originals of this document, the form of acceptance, surrender and transfer or any related documents in, into or from the Affected Jurisdictions and have not otherwise utilised in connection with the Offer, the mails, or any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or of any facility of a national securities exchange of, the Affected Jurisdictions, and that the form of acceptance, surrender and transfer has not been mailed or otherwise sent in, into or from the Affected Jurisdictions and such shareholder is accepting the Offer from outside the Affected Jurisdictions.

## **8. SETTLEMENT OF THE OFFER CONSIDERATION**

8.1 Settlement of the Offer consideration to Certificated Offer Participants who have furnished a duly signed form of acceptance, surrender and transfer and the relevant documents of title in accordance with the instructions contained therein will, subject to paragraph 8.2 and 8.3, take place after the closing of the Offer and receipt of the relevant TRP compliance certificate. The Offer Consideration will be posted by ordinary mail to the Certificated Offer Participants at the addresses recorded in the Imbalie Beauty register by the Transfer Secretaries or credited to the bank account of such Offer Participants, details whereof have been furnished in the attached form of acceptance, surrender and transfer, at the risk of such Offer Participants.

8.2 Settlement of the Offer Consideration to Dematerialised Offer Participants will, subject to paragraph 7.3 take place in accordance with the Custody Agreement concluded between such Dematerialised Offer Participants and their CSDPs or Brokers. The Offer Consideration will be paid after the closing of the Offer and receipt of the relevant TRP compliance certificate. Payment will be by way of appropriate entries being made in the sub-register of Imbalie Beauty administered or maintained by CSDPs or Brokers such that the Imbalie Beauty Shares will be debited from the accounts of the Dematerialised Offer Participants, and the Offer Consideration will be credited to such accounts in terms of the Custody Agreement that exists between such Dematerialised Offer Participants and their CSDPs or Brokers.

- 8.3 Payment by B&B Media to Offer Participants of the Offer Consideration shall be the sole and exclusive manner of discharge by B&B Media of its obligations in terms of the Offer.
- 8.4 The rights of Offer Participants to receive the Offer Consideration will be rights enforceable by the Offer Participants against B&B Media.
- 8.5 Imbalie Beauty Shareholders who wish to accept the Offer will be settled in cash after rounding the number of Offer Shares surrendered to the nearest cent. Fractions of cents of 0.5 or greater will be rounded up and less than 0.5 will be rounded down to the nearest cent.
- 8.6 Acceptance of the Offer may have an effect on an individual Offer Participant's tax position. The nature of the tax implications, whether related to income tax or capital gains tax, will vary from one Offer Participant to another. The jurisdiction in which the Offer Participant resides may also have a bearing on the tax implications. Imbalie Beauty Shareholders are advised to consult their professional advisers about their personal tax positions.

## **9. EXCHANGE CONTROL REGULATIONS**

The settlement of the Offer Consideration for Imbalie Beauty Shareholders will be made subject to the Exchange Control Regulations. The following is a summary of the applicable Exchange Control Regulations. The Remaining Shareholders that are to receive the Offer Consideration who are not resident in South Africa, or who have registered addresses outside (as the case may be), must satisfy themselves as to the full observance of the laws of the relevant jurisdiction concerning the receipt of the Offer Consideration. This includes obtaining any required governmental or other consents, observing any other required formalities and paying any transfer or other taxes due in that jurisdiction. If any Remaining Shareholder is in any doubt, he should consult his professional advisers without delay.

### **9.1. Residents of the common monetary area**

In the case of Imbalie Beauty Shareholders whose registered addresses in the Imbalie Beauty register are within the common monetary area and whose documents of title are not restrictively endorsed in terms of the Exchange Control Regulations, the Offer Consideration will be posted to such Shareholders, in accordance with paragraph 9.

### **9.2 Emigrants from the common monetary area**

In the case of Imbalie Beauty Shareholders who are emigrants from the common monetary area and whose Shares form part of their blocked assets, the Offer Consideration will in the case of Imbalie Beauty Shareholders whose documents of title are restrictively endorsed in terms of the Exchange Control Regulations, be forwarded to the authorised dealer in foreign exchange in South Africa controlling the Offeree's blocked assets in terms of the Exchange Control Regulations, against delivery of the relevant documents of title. The attached form of acceptance, transfer and surrender makes provision for the details of the authorised dealer concerned to be given.

### **9.3. All other non-residents of the common monetary area**

The Offer Consideration accruing to non-resident Remaining Shareholders whose registered addresses are outside the common monetary area and who are not emigrants from the common monetary area will, in the case of Imbalie Beauty Shareholders whose documents of title have been restrictively endorsed in terms of the Exchange Control Regulations, be deposited with their authorised dealer in foreign exchange in South Africa nominated by such shareholder.

### **9.4. Information not provided**

If the information regarding authorised dealers is not given or the instructions are not given, the Offer Consideration will be held in trust by the Imbalie Beauty company secretary on behalf of the Remaining Shareholders concerned, pending receipt of the necessary information or instructions. Should no information or instructions be received for 3 years after the closing date, the Offer Consideration will be donated to a charitable organisation of the Consortium's choice.

## **10. INDEPENDENT EXPERT**

The independent board of Imbalie Beauty has appointed Suez Capital as its independent expert to provide the independent board with its opinion as to whether the terms of the Offer are fair and reasonable in terms of section 114(2) and (3) of the Companies Act read with Company Regulation 90.

Suez Capital meets the requirements as set out in section 114(2) of the Companies Act.

## **11. OPINION OF INDEPENDENT EXPERT**

Suez Capital delivered to the independent board of directors of Imbalie Beauty an opinion to the effect that, as of the date of the opinion, and based upon and subject to the factors and assumptions detailed in its letter, the terms and conditions of the Offer are fair and unreasonable in terms of section 114(2) and (3) of the Companies Act read with Company Regulation 90.

The opinion is annexed hereto as Annexure 2 and has not been withdrawn prior to the publication of this circular.

The independent expert arrived at the following value in the opinion:

The indicative fair value of Imbalie Beauty's ordinary shares ranges between 0.38 cent per share and 0.46 cent per share with a core fair value of 0.42 cent per share. The Offer Consideration of 0.90 cent per share is above the fair value range of Imbalie Beauty's ordinary shares, thus the Mandatory Offer is considered fair to the shareholders of Imbalie Beauty.

The 30-day and 60-day volume weighted average traded price per Imbalie Beauty share amounts to 1.49 cents per share and 1.66 cents per share respectively on the last trading day prior to the publication of the Announcement. The closing share price on that date was 1 cent per share. Since the Offer Consideration is at a discount to the traded share prices indicated above, it would generally be considered unreasonable in terms of Regulations 110(5) and 110(9) of the Companies Regulations. However, having considered the independent inherent valuation of Imbalie Beauty, the Offer Consideration is considered fair.

The valuation range above is provided solely in respect of the independent expert report and should not be used for any other purposes.

## 12. VIEWS OF THE INDEPENDENT BOARD OF IMBALIE BEAUTY

The independent board of Imbalie Beauty has considered the terms and conditions of the Offer as well as the opinion of the independent expert.

The independent board places reliance on the valuation of the Imbalie Beauty Shares that are the subject of the Offer, performed by the independent expert, after performing the requisite amount of work that satisfies the independent board that it is justified in placing reliance upon that valuation.

The independent board, taking into account the above considerations, concurs with the independent expert's valuation range of between 0.38 cents and 0.46 cents per Imbalie Beauty Share, and is unanimously of the opinion that the Offer is fair, but, having considered the TRP Regulations, unreasonable since the Offer Consideration is below the last traded price of Imbalie Beauty Shares on the JSE before the announcement of the Offer.

## 13. INFORMATION ON IMBALIE BEAUTY

Prior to the disposal of its wholly owned subsidiaries as mentioned below, Imbalie Beauty was a leading skin, beauty and wellness solutions group. Its focus is primarily on the development, growth and innovation of its own skin care product brands and treatments through the following franchise salon chains: Placecol Skin Care Clinics, Perfect 10 and Dream Nails Beauty Salons.

There have been no material changes in the financial or trading position of Imbalie Beauty in the six-month period prior to the last practicable date save the following:

- The Offer; and
- On 6 July 2021 a SENS announcement was released in which it was announced that Imbalie Beauty entered into a written sale of shares and claims agreement dated 24 June 2021, with iBLOOM, in terms of which Imbalie Beauty sold to iBLOOM all its shares in and claims against its wholly owned subsidiaries. Imbalie shareholders approved the sale of its subsidiaries to iBLOOM at a general meeting of shareholders held on 17 January 2022 and the iBLOOM transaction is now unconditional.

### 13.1. Major Shareholders

The following Shareholders had a 5% or more interest in the issued share capital of Imbalie Beauty at the last practicable date:

Name	Direct/Indirect	Number of Shares	Percentage held
B&B Media	Direct	847 805 953	61.26
<b>Total</b>		<b>847 805 953</b>	<b>61.26</b>

### 13.2 Share capital of Imbalie Beauty

The authorised share capital of Imbalie Beauty comprises 2 000 000 000 ordinary Shares of no-par value.

The issued share capital of Imbalie Beauty comprises 1 384 039 225 ordinary Shares of no-par value. Imbalie Beauty's Shares are listed on the JSE Limited AltX Board.

## 14. FINANCIAL INFORMATION ON IMBALIE BEAUTY

The audited financial statements of Imbalie Beauty in respect of the years ended 28 February 2021, 29 February 2020 and 28 February 2019 and the unaudited interim results for the six months ended 31 August 2021 are included in annexure 1.

## 15. INTERESTS OF B&B MEDIA IN IMBALIE BEAUTY

At the last practicable date, B&B Media held 61.26% of the issued ordinary Shares of Imbalie Beauty.

Pursuant to the implementation of the Offer, B&B Media will become the beneficial owner of the Offer Shares sold pursuant to acceptances of the Offer.

## 16. INTERESTS OF THE DIRECTORS OF IMBALIE BEAUTY IN IMBALIE BEAUTY AND B&B MEDIA

### 16.1. Shareholdings

On the last practicable date, the current directors of Imbalie Beauty, and persons who were directors of Imbalie Beauty within the preceding 12 months, had no direct, indirect, beneficial and non-beneficial interests in Imbalie Beauty shares, save for:

Name	Direct/Indirect	Number of shares	Percentage held
Wessel Petrus van der Merwe	Indirect	51 175 417	3.70%
Gary David Harlow	Indirect	21 718 750	1.57%
E Colyn	Direct	8 550 000	0.62%

On the last practicable date neither Imbalie Beauty nor the directors of Imbalie Beauty had any direct, indirect, beneficial or non-beneficial interests in the shares of B&B Media or any of its subsidiaries.

### 16.2. Option holdings

On the last practicable date the directors of Imbalie Beauty held no options in respect of any Shares of Imbalie Beauty, B&B Media or any of its subsidiaries.

### 16.3. Share dealings

No current directors of Imbalie Beauty have traded in Imbalie Beauty Shares during the six-month period prior to the last practicable date save for the following trades on 6 January 2022:

Name of director	Number of shares	Price	Amount
E Colyn	48 450 000	0.90 cps	R 436 050.00
Wessel Petrus van der Merwe	289 994 030	0.90 cps	R 2 609 946.27
Gary David Harlow	123 072 917	0.90 cps	R 1 107 656.25

No current directors of Imbalie Beauty have traded in the shares of B&B Media or any of its subsidiaries during the six-month period prior to the last practicable date

## 17. INTERESTS OF THE DIRECTORS OF B&B MEDIA IN IMBALIE BEAUTY

At the last practicable date, no director of B&B Media held Shares in Imbalie Beauty save for the direct shareholding that B&B Media has in Imbalie Beauty as detailed in 13.1 above.

There were no trades by the directors of B&B Media in Shares of Imbalie Beauty during the period beginning six months prior to the Offer period and ending on the last practicable date.

B&B Media has no concert parties in respect of the Offer.

## 18. IMBALIE BEAUTY DIRECTORS' INTERESTS

Other than the payment of salaries in accordance with their service contracts, their shareholdings and share dealings as disclosed herein, no directors of Imbalie Beauty will benefit, directly or indirectly, in any manner as a consequence of the Offer.

## 19. ARRANGEMENTS, UNDERTAKINGS OR AGREEMENTS IN RELATION TO OFFER SHARES

There are no agreements, arrangements or understandings between B&B Media or any person acting in concert with it, or any of the directors of Imbalie Beauty or persons who were directors of Imbalie Beauty within the period commencing 12 months prior to the date on which the details of Offer was published in the press, or any person who is or was a Imbalie Beauty shareholder within the abovementioned period.

There are no arrangements with, undertakings by, or agreements between B&B Media and Imbalie Beauty and any persons acting in concert with any of them in relation to the Offer or the Remaining Shares.

## 20. CONSENTS

The designated adviser, legal advisors, independent expert and the company secretary of Imbalie Beauty have consented in writing to act in the capacities stated in this document and to their names being stated in this document in the form and context in which they appear and have not withdrawn their consents prior to the publication of this circular.



**21. DIRECTORS' RESPONSIBILITY STATEMENT**

All members of the independent board of Imbalie Beauty and the directors of B&B Media:

- have considered all statements of fact and opinion in this Offer Document;
- accept, individually and collectively, full responsibility for the accuracy of the information given;
- certify that, to the best of their knowledge and belief, there are no omissions of material facts or considerations which would make any statement of fact or opinion contained in this document false or misleading;
- have made all reasonable enquiries in this regard; and
- confirm that the Offer Document contains all information required by the TRP Regulations.

**22. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents, or copies thereof, will be available for inspection during normal business hours at the registered office of Imbalie Beauty, or from the company secretary on [paige@rspsconsulting.co.za](mailto:paige@rspsconsulting.co.za) from the date of issue of this document until the closing date of the Offer:

- a signed copy of this circular;
- Imbalie Beauty's memorandum of incorporation;
- the audited annual financial statements of Imbalie Beauty for the years ended 28 February 2021, 29 February 2020 and 28 February 2019;
- unaudited interims results for the six months ended 31 August 2021;
- the signed letters of consent of the designated adviser, legal advisors, independent expert and the company secretary of Imbalie Beauty consenting to the publication of their names in the form and context in which they appear in this Offer Document;
- approval letter from the TRP, approving the posting of the Circular (the TRP when approving the Circular did not consider the advantages and disadvantages of the Offer); and
- independent expert's opinion letter regarding the Offer.

Signed at Sandton on behalf of the B&B Media board and Imbalie Beauty board on Thursday, 3 March 2022 in terms of resolutions passed by the boards.

**FOR AND ON BEHALF OF THE INDEPENDENT BOARD OF  
IMBALIE BEAUTY LIMITED**

**B&B MEDIA PROPRIETARY LIMITED**



.....

Director



.....

Director

## HISTORICAL FINANCIAL INFORMATION OF IMBALIE BEAUTY

The financial information presented in this Annexure have been extracted and compiled from the consolidated annual financial statements of Imbalie Beauty. The extraction of the aforementioned annual financial statements and interim financial results is the responsibility of the directors of Imbalie Beauty.

### PART A: ABRIDGED HISTORICAL FINANCIAL INFORMATION OF IMBALIE BEAUTY FOR THE FINANCIAL YEARS ENDED 28 FEBRUARY 2021, 29 FEBRUARY 2020, 28 FEBRUARY 2019.

The abridged consolidated statements of financial position, statements of comprehensive income, statements of changes in equity, cash flow statements and notes of Imbalie Beauty for the financial years ended 28 February 2021, 2020 and 2019, have been extracted, and compiled from the audited consolidated annual financial statements of Imbalie Beauty. The preparation of this Annexure 1 (Part A) is the responsibility of the directors of Imbalie Beauty.

The historical financial information of Imbalie Beauty was audited by Nexia SAB&T. and was reported on without qualification for all of the aforementioned financial periods.

### AUDITED RESULTS OF IMBALIE BEAUTY AND ITS SUBSIDIARIES FOR THE YEARS ENDED 28 FEBRUARY 2021, 2020 AND 2019

#### CONDENSED STATEMENT OF FINANCIAL POSITION

R'000	Audited as at 28 February 2021	Audited as at 28 February 2020	Audited as at 28 February 2019
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant & Equipment	-	1 420 621	16 142 642
Right-of-use assets	-	289 886	-
Goodwill	-	3 559 644	3 559 644
Intangible assets	-	15 669 123	13 905 115
Other financial assets	-	-	476 263
Deferred tax	-	22 974 873	23 985 296
	-	<b>43 914 147</b>	<b>58 068 960</b>
<b>Current assets</b>			
Inventories	-	5 509 616	5 900 871
Other financial assets	-	66 330	713 759
Trade and other receivables	-	4 233 253	7 389 316
Cash and cash Equivalents	1 117	46 863	130 736
	<b>1 117</b>	<b>9 856 062</b>	<b>14 134 682</b>
Assets of disposal groups	61 205 880	13 548 937	-
<b>Total assets</b>	<b>61 206 997</b>	<b>67 319 146</b>	<b>72 203 642</b>
<b>EQUITY</b>			
Share Capital	113 732 451	113 732 451	113 732 451
Reserves	595 414	595 414	1 033 854
Accumulated loss	(84 412 307)	(75 040 740)	(72 871 272)
	<b>29 915 558</b>	<b>39 287 125</b>	<b>41 895 033</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Other financial liabilities	-	143 331	7 807 631
Deferred tax	-	-	478 727
	-	<b>143 331</b>	<b>8 286 358</b>
<b>Current liabilities</b>			
Trade and other payables	-	9 100 457	10 262 518
Other financial liabilities	-	334 784	7 583 371
Lease liabilities	-	315 741	-
Operating lease liabilities	-	-	239 746
Bank overdraft	-	4 020 711	3 936 616
	-	<b>13 771 693</b>	<b>22 022 251</b>
Liabilities of disposal groups	31 291 439	14 116 997	-
<b>Total liabilities</b>	<b>31 291 439</b>	<b>28 032 021</b>	<b>30 308 609</b>
<b>Total equity and liabilities</b>	<b>61 206 997</b>	<b>67 319 146</b>	<b>72 203 642</b>

**CONDENSED GROUP STATEMENT OF COMPREHENSIVE INCOME**

R'000	Audited as at 28 February 2021	Audited as at 28 February 2020 Restated	Audited as at 28 February 2019
<b>Discontinued operations</b>			
(Loss)/profit from discontinued operations	(9 371 567)	(2 169 468)	-
Revenue	-	-	41 809 098
Cost of Sales	-	-	(16 097 904)
<b>Gross profit</b>	-	-	<b>25 711 194</b>
Other operating income and gains	-	-	2 822 472
Operating expenses	-	-	(31 204 802)
<b>Operating profit (loss)</b>	-	-	<b>(2 671 136)</b>
Investment income	-	-	117 190
Finance costs	-	-	(2 396 851)
<b>Loss before taxation</b>	-	-	<b>(4 950 797)</b>
Taxation	-	-	1 654 967
<b>Loss for the year</b>	<b>(9 371 567)</b>	<b>(2 169 468)</b>	<b>(3 295 830)</b>
<b>Other comprehensive income:</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
(Losses) gains on property revaluation	-	(565 000)	300 000
Income tax relating to items that will not be reclassified	-	126 560	(77 392)
<b>Total items that will not be reclassified to profit or loss</b>	-	<b>(438 440)</b>	<b>222 608</b>
<b>Other comprehensive income for the year net of taxation</b>	-	<b>(438 440)</b>	<b>222 608</b>
<b>Total comprehensive loss for the year</b>	<b>(9 371 567)</b>	<b>(2 607 908)</b>	<b>(3 073 222)</b>
<b>Basic and diluted loss per share</b>	<b>(0.68)</b>	<b>(0.16)</b>	<b>(0.24)</b>

**CONDENSED CONSOLIDATED STATEMENT OF CASHFLOW**

R'000	Audited as at 28 February 2021	Audited as at 28 February 2020 Restated	Audited as at 28 February 2019
<b>Cash flows from operating activities</b>			
Cash flows of disposal groups/discontinued operations	(3 107 976)	1 121 480	-
Cash generated from operations	-	-	2 534 492
Interest income	-	-	117 190
Finance costs	-	-	(2 396 851)
<b>Net cash from operating activities</b>	<b>(3 107 976)</b>	<b>1 121 480</b>	<b>254 831</b>
<b>Cash flows from investing activities</b>			
Cash flows of disposal groups/discontinued operations	482 688	72 864	-
Purchase of property, plant and equipment	-	-	(18 974)
Proceeds on sale of property, plant and equipment	-	-	58 555
Purchase of intangible assets	-	-	(9 984)
Proceeds on sale of property, plant and equipment	-	-	392 506
Advance of other financial assets	-	-	(397 064)
<b>Net cash from investing activities</b>	<b>482 688</b>	<b>72 864</b>	<b>25 039</b>
<b>Cash flows from financing activities</b>			
Cash flows of disposal groups/discontinued operations	4 635 016	(1 362 312)	-
Proceeds on share issue	-	-	3 316 481
Repayment of other financial liabilities	-	-	(5 439 567)
Receipt of other financial liabilities	-	-	2 000 000
Payment of lease liabilities	-	-	-
<b>Net cash from financing activities</b>	<b>4 635 016</b>	<b>(1 362 312)</b>	<b>(123 086)</b>
<b>Total cash movement for the year</b>	<b>2 009 728</b>	<b>(167 968)</b>	<b>156 784</b>
Cash and cash equivalents at beginning of year	(3 973 848)	(3 805 880)	(3 962 664)
<b>Cash and cash equivalents at end of year</b>	<b>(1 964 120)</b>	<b>(3 973 848)</b>	<b>(3 805 880)</b>

## CONDENSED GROUP STATEMENT OF CHANGES IN EQUITY

	Share capital	Share premium	Total share capital	Revaluation reserve	Accumulated loss	Total equity
<b>Balance at 1 March 2018</b>	<b>52 101 531</b>	<b>58 314 439</b>	<b>110 415 970</b>	<b>811 246</b>	<b>(69 575 442)</b>	<b>41 651 774</b>
Loss for the year	-	-	-	-	(3 295 830)	(3 295 830)
Other comprehensive income	-	-	-	222 608	-	222 608
<b>Total comprehensive loss for the year</b>	-	-	-	<b>222 608</b>	<b>(3 295 830)</b>	<b>(3 073 222)</b>
Issue of shares	17 832	3 298 649	3 316 481	-	-	3 316 481
<b>Balance at 1 March 2019</b>	<b>52 119 363</b>	<b>61 613 088</b>	<b>113 732 451</b>	<b>1 033 854</b>	<b>(72 871 272)</b>	<b>41 895 033</b>
Loss for the year	-	-	-	-	(2 169 468)	(2 169 468)
Other comprehensive income	-	-	-	(438 440)	-	(438 440)
<b>Total comprehensive loss for the year</b>	-	-	-	<b>(438 440)</b>	<b>(2 169 468)</b>	<b>(2 607 908)</b>
<b>Balance at 29 February 2020</b>	<b>52 119 363</b>	<b>61 613 088</b>	<b>113 732 451</b>	<b>595 414</b>	<b>(75 040 740)</b>	<b>39 287 125</b>
Loss for the year	-	-	-	-	(9 371 567)	(9 371 567)
Other comprehensive loss	-	-	-	-	-	-
<b>Total comprehensive loss for the year</b>	-	-	-	-	<b>(9 371 567)</b>	<b>(9 371 567)</b>
<b>Balance at 28 February 2021</b>	<b>52 119 363</b>	<b>61 613 088</b>	<b>113 732 451</b>	<b>595 414</b>	<b>(84 412 307)</b>	<b>29 915 558</b>

### Restatement of comparatives

The prior year comparatives have been restated for operations that were classified as discontinued in the current year in accordance with IFRS 5.

## UNAUDITED PROVISIONAL CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### FOR THE SIX MONTHS ENDED 31 AUGUST 2021

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Unaudited 6 months 31 August 2021 R'000	Unaudited 6 months 31 August 2020 R'000 <i>* Restated</i>	Audited 12 months 28 February 2021 R'000
Discontinued operations			
Loss from discontinued operations	(176)	(2 728)	(9 371)
Loss for the year	(176)	(2 728)	(9 371)
Total comprehensive loss for the period	(176)	(2 728)	(9 371)
Weighted and fully diluted average shares in issue	1 384 039 225	1 384 039 225	1 384 039 225
Loss per share attributable to equity holders of the Group (Note 1):			
Loss per share from discontinued operations (cents)	(0.01)	(0.20)	(0.68)
Headline loss per share from discontinued operations (cents)	(0.01)	(0.20)	(0.42)
Fully diluted loss per share from discontinued operations (cents)	(0.01)	(0.20)	(0.68)
Fully diluted headline loss per share from discontinued operations (cents)	(0.01)	(0.20)	(0.42)

\* The prior period comparatives have been restated for operations that were classified as discontinued operations in the current year in accordance with IFRS 5 as detailed in the Financial Results of Discontinued Operations paragraph.

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

	Unaudited 31 August 2021 R'000	Unaudited 31 August 2020 R'000 <i>* Restated</i>	Audited 28 February 2021 R'000
<b>ASSETS</b>			
Current Assets			
Cash and cash equivalents	1	1	1
	1	1	1
Assets of disposal groups	60 195	66 276	61 206
<b>Total Assets</b>	<b>60 196</b>	<b>66 277</b>	<b>61 207</b>
<b>EQUITY AND LIABILITIES</b>			
Equity			
Share capital	113 732	113 732	113 732
Reserves	596	596	596
Accumulated loss	(84 588)	(77 769)	(84 412)
	29 740	36 559	29 916
Liabilities of disposal groups	30 456	29 718	31 291
<b>Total Liabilities</b>	<b>30 456</b>	<b>29 718</b>	<b>31 291</b>
<b>Total Equity and Liabilities</b>	<b>60 196</b>	<b>66 277</b>	<b>61 207</b>
Number of ordinary shares in issue at year end	1 384 039 225	1 384 039 225	1 384 039 225
Net asset value per share (cents)	2.16	2.64	2.16
Net tangible asset value per share (cents)	1.04	1.26	1.05

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

	Share capital R'000	Share premium R'000	Total Share capital R'000	Revaluation reserve R'000	Accumulated Loss R'000	Total equity R'000
<b>Balance at 28 February 2021</b>	52 119	61 613	113 732	596	(84 412)	29 916
Total comprehensive loss for the period	-	-	-	-	(176)	(176)
<b>Balance at 31 August 2021</b>	52 119	61 613	113 732	596	(84 588)	29 740

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

	Unaudited 31 August 2021 R'000	Unaudited 31 August 2020 R'000 <i>* Restated</i>	Audited 28 February 2021 R'000
Cash flow from operating activities			
Net cash flows from discontinued operations	(234)	181	(3 108)
Cash flows from investing activities			
Net cash flows from discontinued operations	52	(481)	483
Cash flows utilised in financing activities			
Net cash flows from discontinued operations	(756)	(48)	4 635
<b>Total cash movement for the year</b>	<b>(938)</b>	<b>(348)</b>	<b>2 010</b>
Cash and cash equivalents at beginning of the year	(1 964)	(3 974)	(3 974)
Cash and cash equivalents at end of the year	(2 902)	(4 322)	(1 964)

\* The prior period comparatives have been restated for operations that were classified as discontinued operations in the current year in accordance with IFRS 5 as detailed in the Financial Results of Discontinued Operations paragraph.

## SEGMENTAL REPORTING

IFRS 8 requires an entity to report financial and descriptive information about its reportable segments, which are operating segments or aggregations of operating segments that meet specific criteria. Operating segments are components of an entity about which separate financial information is available that is evaluated regularly by the chief operating decision maker.

Therefore, the Group determines and presents its operating segments based on the information that is internally provided to the Chief Executive Officer, who is the chief operating decision maker.

Furthermore, a segment is a distinguishable component of the Group that is engaged either in providing related products or services (business segment), in providing products or services within a particular economic environment (geographical segment), which is subject to risks and returns that are different from those of the other segments.

The Group does not report on its different operating segments. The business is conducted in South Africa and through South African companies operating cross border and is managed at a central head office with no branches. The Group is managed as one operating unit.

All revenues from external customers originate in South Africa or through South African companies operating cross border.

## NOTES TO THE FINANCIAL INFORMATION

### 1. Reconciliation of headline loss

	Unaudited 31 August 2021 R'000	Unaudited 31 August 2020 R'000	Audited 28 February 2021 R'000
<b>Reconciliation of headline loss of discontinued operations:</b>			
Loss attributable to ordinary shareholders from discontinued operations	(176)	(2 728)	(9 371)
Adjusted for:			
IAS 38 Impairment/(reversal) of trademarks	-	-	117
IAS 16 Gain on disposal of PPE	-	-	(243)
IAS 36 Impairment of Goodwill	-	-	3 560
Total tax effects of adjustments	-	-	68
Headline loss attributable to ordinary shareholders from discontinued operations	(176)	(2 728)	(5 869)
Weighted and fully diluted average shares in issue	1 384 039 225	1 384 039 225	1 384 039 225
Loss per share from discontinued operations (cents)	(0.01)	(0.20)	(0.68)
Headline loss per share from discontinued operations (cents)	(0.01)	(0.20)	(0.42)
Fully diluted loss per share from discontinued operations (cents)	(0.01)	(0.20)	(0.68)
Fully diluted headline loss per share from discontinued operations (cents)	(0.01)	(0.20)	(0.42)

## OVERVIEW

The directors of Imbalie Beauty herewith present the Group's annual financial results for the six months ended 31 August 2021 ("the interim period"). Imbalie Beauty is a leading skin care, beauty and wellness solutions group with focus primarily on franchising through the following franchise salon chains: Placecol Skin Care Clinics, Perfect 10 and Dream Nails Beauty Salons, and the development, growth and innovation of own skin care product brands through the product division and the training and education of beauty professionals in the beauty industry through the beauty academy. The Group's skin care brands are available to consumers in our own salon footprint, large retail groups, pharmacies, independent salon outlets and various on-line platforms.

Shareholders are referred to the announcement released on SENS on 12 October 2020 in which shareholders were advised that Absa Bank Limited had approved a Covid-19 loan to the Company with a major condition that the Company delists from the JSE Limited or alternatively, that the operating company to which the Covid-19 loan was granted is no longer part of a listed group.

Shareholders were advised on SENS on 26 February 2021 that the proposed delisting process will be as follows:

- a consortium of investors will acquire from the current major shareholders of Imbalie Beauty (“Major shareholders”) approximately 60% of their shares in Imbalie Beauty; and
- the Major shareholders will, through a special purpose vehicle, acquire all the operating subsidiaries from the Company (“proposed delisting process”).

To implement the proposed delisting process, the following has been done:

1. Imbalie Beauty and iBLOOM (Pty) Ltd (“iBLOOM”), a company owned by the Major shareholders) entered into a sale of shares and claims sale agreement, in terms of which, *inter alia*, Imbalie Beauty will dispose of all its shares in and claims against the following subsidiaries; Dreamnails Beauty (Pty) Ltd, Enjoy Beauty (Pty) Ltd, Placecol Fresh Beauty (Pty) Ltd, Imbalie Beauty Training Academy (Pty) Ltd and Placecol Skin Care Clinic (Pty) Ltd to iBLOOM for an aggregate purchase consideration of R7 630 254.

The disposal constitutes the disposal of the greater part of the assets of Imbalie Beauty in terms of section 112 of the Companies Act No 71 of 2008 (“the Companies Act”) and therefore requires the approval of the TRP as well as the approval of Imbalie Beauty Shareholders by way of a special resolution in terms of the provisions of section 115 of the Companies Act. A circular was distributed to shareholders on 3 November 2021.

2. As announced to Shareholders on SENS on 28 June 2021, the Major shareholders entered into the Sale of Shares Agreement with Baxfex (Pty) Ltd and Shenver Investments (Pty) Ltd (“the Consortium”) in terms of which agreement the Major shareholders will sell to the Consortium 847 805 953 Shares (“Sale Shares”) in Imbalie Beauty, constituting 61.26% of the entire issued share capital of Imbalie Beauty, at 0.90 cents per share, for an aggregate purchase consideration of R7 630 254. The Sale of Shares Agreement is subject to the fulfilment or waiver, as the case may be, of a number of suspensive conditions. The Sale Shares constitutes more than 35% of the entire issued share capital of Imbalie Beauty and is accordingly an affected transaction as defined in section 117 of the Companies Act. Once the Sale of Shares Agreement becomes unconditional, it will give rise to a mandatory offer by the Consortium to the Remaining Shareholders in terms of section 123 of the Companies Act.

## **BASIS OF PREPARATION**

The unaudited Group condensed interim financial results, included in this announcement, have been prepared in accordance with the recognition and measurement criteria of International Financial Reporting Standards (“IFRS”), and have been prepared in accordance with the presentation and disclosure requirements of IAS 34 Interim Financial Reporting, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, and Financial Pronouncements as issued by the Financial Reporting Standards Council, the Listings Requirements of the JSE Limited, and the requirements of the Companies Act.

The unaudited group condensed interim financial results are prepared in accordance with the going concern principle under the historical cost basis as modified by the fair value accounting of certain assets and liabilities where required or permitted by IFRS.

The accounting policies and method of measurement and recognition applied in preparation of the unaudited group condensed interim financial results are consistent with those applied to the Group summary financial results for the period ended 28 February 2021.

These unaudited group condensed interim financial results incorporate the financial results of the Company and its subsidiaries.

The preparation of the unaudited Group condensed interim financial results was supervised by Imbalie Beauty’s CEO, Esna Colyn. The directors take full responsibility for the preparation of the unaudited group condensed interim financial results and for ensuring that the financial and other information has been correctly extracted from the unaudited Group condensed interim financial results.

## **NEW STANDARDS AND INTERPRETATIONS**

No new standards were adopted during the interim period.

## FINANCIAL RESULTS OF DISCONTINUED OPERATIONS

The financial information presented below is the detailed information of the discontinued operations and the disposal groups of Imbalie Beauty:

	<b>Unaudited 6 months 31 August 2021 R'000</b>	<b>Unaudited 6 months 31 August 2020 R'000</b>	<b>Audited 12 months 28 February 2021 R'000</b>
<b>Profit and loss and other comprehensive income</b>			
Revenue	10 620	7 646	19 046
Cost of sales	(3 538)	(2 034)	(5 459)
Gross profit	7 082	5 612	13 587
Other operating income and gains	594	246	2 103
Operating expenses	(7 241)	(8 722)	(19 655)
Impairment of goodwill	-	-	(3 560)
Loss before interest and taxation	(435)	(2 864)	(7 460)
Investment income	-	-	5
Finance costs	(647)	(826)	(1 433)
Loss before taxation	(212)	(3 690)	(8 888)
Taxation	36	962	(483)
Loss for the year	(176)	(2 728)	(9 371)
Total comprehensive loss	(176)	(2 728)	(9 371)
<b>Assets and liabilities</b>			
<b>Assets of disposal groups</b>			
Property, plant and equipment	14 257	15 458	14 375
Right-of-use assets	509	-	1 196
Goodwill	-	3 560	-
Intangible assets	15 307	15 546	15 323
Deferred tax	22 603	23 937	22 536
Inventories	4 457	4 716	4 888
Trade and other receivables	2 987	3 033	2 782
Cash and cash equivalents	75	26	106
	60 196	66 277	61 206
<b>Liabilities of disposal groups</b>			
Lease liabilities	359	701	1 257
Deferred tax	26	-	26
Bank overdraft	2 977	4 349	2 071
Other financial liabilities	19 796	14 695	20 089
Trade and other payables	7 284	9 973	7 814
Income tax payable	14	-	34
	30 456	29 718	31 291

The Group's revenue increased by 38.9% to R10.6 million (2020: R7.6 million) mainly due to the Government imposed Covid-19 lockdown of corporate and franchised beauty salons in the prior period.

Gross profit increased by 26.2% to R7.1 million (2020: R5.6 million) and gross profit margins decreased to 66.7% (2020: 73.4%) as a result of more aggressive marketing and promotional activity in 2021.

Operating expenses decreased by 17.0% to R7.2 million (2020: R8.7 million) as a result of cost saving measures implemented as part of the Group's turnaround strategy.

Loss per share and headline loss per share decreased to a loss of 0.01 cents (2020: loss of 0.20 cents).

The Group had no material capital commitments for the purchase of property, plant and equipment as at 31 August 2021.



## STATEMENT OF GOING CONCERN

The Group incurred a loss of R176 000 (2020: loss of R2.7 million) for the period under review.

As indicated in the Proposed De-Listing Process note, a consortium of investors will acquire from the current Major shareholders of the Company approximately 60% of their shares, in Imbalie Beauty and the Major shareholders will, through a special purpose vehicle, acquire all the operating subsidiaries from the Company, which will result in all the business operations of the Company in its current structure being discontinued in the foreseeable future.

Once the de-listing process of the underlying subsidiaries is complete, it is envisaged that a suitable viable asset will be reversed into the cash shell of Imbalie Beauty.

## SHARE CAPITAL

There has been no change in the share capital during 2021.

## DIVIDEND POLICY

The Group will not pay a dividend for the 2021 year.

## CONTINGENCIES AND COMMITMENTS

The Group has various contingent liabilities in terms of head leases entered into with various landlords on behalf of its franchise operators nationally. The Group's exposure is monitored on an ongoing basis with a plan to actively reduce its exposure, reducing to 3 head leases in 2021.

The Group has a contingent liability with GetBucks as a result of business continuation agreements that provided funding to certain of its franchise operators. During November 2021 the Group reached a settlement with GetBucks (which settlement is subject to a formal settlement agreement being signed) and the settlement has been fully provided for.

## FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

The Group's financial risk management objectives and policies are consistent with those disclosed in the consolidated annual financial statements for the year ended 28 February 2021.

The carrying amount of all significant financial instruments approximates their fair value.

## RELATED PARTY BALANCES AND TRANSACTIONS:

- Beauty salons owned by Director E Colyn – Beauty Flagship (Pty) Limited (Placecol Skin Care Clinic Cresta, Bram Fischer and Placecol Spa); and
- Holistics Remedies (Pty) Limited – Shareholder of Amka Products (Pty) Limited

	August 2021 R'000	August 2020 R'000	February 2021 R'000
Amounts included in Trade receivables (trade payables) regarding related parties:			
Beauty Flagship (Pty) Limited	158	52	66
Amka Products (Pty) Limited	13	-157	54
Royalties received and product purchases from related parties:			
Beauty Flagship (Pty) Limited	543	115	540
Rent received from related parties:			
Amka Products (Pty) Limited	76	76	90
Products bought from related parties:			
Amka Products (Pty) Limited	-	-	(36)
<b>Directors' Remuneration:</b>			
E Colyn – CEO:	380	480	981
CW de Jager – Financial Director	-	414	769
Non-Executive Directors' Remuneration:			
BJT Shongwe	-	50	50
JH Phalane	50	-	20
GD Harlow	40	40	80
TJ Schoeman	40	40	80
WP van der Merwe	40	40	80

## **BOARD CHANGES**

There were no board changes during the reporting period.

## **SUBSEQUENT EVENTS AND PROSPECTS**

### **Proposed de-listing process**

Once the de-listing process of the underlying subsidiaries is complete, it is envisaged that a suitable viable asset will be reversed into the cash shell of Imbalie Beauty.

### **Current operating business**

The directors and management are of the opinion that the operating of the subsidiaries in a de-listed environment will be more suitable for current operations as the cost saving will be measurable.

Statements contained in this announcement, regarding the prospects of the Group, have not been reviewed or audited by the Group's external auditors.

## **APPRECIATION**

The directors would like to thank the Shareholders of Imbalie Beauty for their valued contribution and support over the past 14 years and we would like to thank our non-executive directors for their continued contribution over the years.

Thank you to all our Franchise Partners who have struggled to keep their beauty salon doors open during this tough trading period and in this tough economic environment. We were saddened by the fact that many of our beauty salons could not sustain their businesses for various reasons and closed their doors.

Thank you to our exceptional Imbalie Beauty team for forging ahead and learning new business skills during the 2021 year. Thank you to all our valued and loyal customers, strategic business partners and our suppliers, for your continued support.

By order of the Board

19 November 2021

## **Esna Colyn**

Chief Executive Officer

## **CORPORATE INFORMATION**

Non-executive directors: JH Phalane\* (Chairman); GD Harlow; TJ Schoeman;\* WP van der Merwe \*Independent

Executive director: E Colyn

Registration number: 2003/025374/06

Registered address: 23 Saddle Drive, Woodmead Office Park, Woodmead, 2148, Gauteng, South Africa

Postal address: P O Box 8833, Centurion, 0046, Gauteng, South Africa

Company secretary: P Atkins

Telephone: +27 (0)11 086 9800

Transfer secretaries: CTE Registry Services (Pty) Limited

Designated Adviser: Exchange Sponsors (2008) (Pty) Limited

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## OPINION LETTER FROM THE INDEPENDENT PROFESSIONAL EXPERT

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### The Independent Board

Imbalie Beauty Limited (“Imbalie Beauty” or “the Company”)  
 Imbalie Beauty Boulevard  
 23 Saddle Drive  
 Woodmead Office Park  
 Woodmead  
 2191

1 February 2022

Dear Sirs and Madam,

### INDEPENDENT FAIR AND REASONABLE OPINION IN RESPECT OF MANDATORY OFFER TO IMBALIE BEAUTY SHAREHOLDERS

#### Introduction and Scope

Imbalie Beauty shareholders were advised in terms of the SENS announcement dated 7 January 2022 (“Announcement”), that Holistics Remedies (Pty) Ltd, SA Madiba Investments (Pty) Ltd, Unihold Group (Pty) Ltd and Esna Colyn who are major shareholders and/or Directors of Imbalie Beauty (“Major Shareholders” or “the Sellers”), have entered into a written sale of shares agreement (“Sale of Shares Agreement”), with B&B Media (Pty) Ltd (the “Purchaser”), to sell 847,805,953 ordinary shares, constituting 61.26% of the entire issued ordinary shares in Imbalie Beauty to the Purchaser. The aggregate purchase consideration set out in the Sale of Shares Agreement is R7,630,254 translating into 0.90 cent per share.

The Sale of Shares Agreement has become unconditional, and accordingly Imbalie Beauty will undergo a change in control with the Purchaser holding a beneficial interest in the Company’s issued ordinary share capital of 61.26%. Accordingly, the Purchaser will proceed with a mandatory offer to all Imbalie Beauty shareholders other than the Sellers (“Mandatory Offer Participants”) to acquire their ordinary shares in Imbalie Beauty (each a “Mandatory Offer Share”), as contemplated in section 123 of the Companies Act, No. 71 of 2008, as amended (“Companies Act”), for a cash consideration of 0.90 cent per Mandatory Offer Share (“Offer Consideration”) (“Mandatory Offer”).

Full particulars of the Mandatory Offer are contained in the circular to Imbalie Beauty Shareholders (“the Circular”), of which this opinion forms part.

The Mandatory Offer is an affected transaction as defined in section 117(1)(c)(vi) of the Companies Act. In terms of section 114(2) of the Companies Act, as read with Regulations 90 and 110 of the Companies Regulations, 2011 (“Companies Regulations”), the Independent Board of Directors of Imbalie Beauty (“the Independent Board”) must retain an independent expert to compile an independent expert report in terms of section 114(3) of the Companies Act.

The Independent Board has appointed Suez Capital (Pty) Ltd (“Suez Capital”) as the independent expert to advise them and the Mandatory Offer Participants whether, in our opinion, the terms and conditions of the Mandatory Offer are fair and reasonable to the Mandatory Offer Participants.

#### Responsibility

Compliance with the Companies Act, Companies Regulations and Listings Requirements in respect of the Mandatory Offer is the responsibility of the Board of Directors of Imbalie Beauty (“the Imbalie Beauty Board”). Our responsibility is to opine and report on the fairness and reasonableness of the Mandatory Offer.

We confirm that our fair and reasonable opinion (“Opinion”) has been provided to the Independent Board, which Opinion will be distributed to shareholders as part of the Circular. We understand that the results of our work will be used by the Independent Board to satisfy the requirements of the Companies Act.

This report is issued solely for the abovementioned purpose and may not be used for any other purpose, quoted or referred to without the prior consent of Suez Capital.

#### Definition of the terms “fair” and “reasonable”

The Fairness of a transaction is primarily based on quantitative factors. A Mandatory Offer will generally be considered to be fair to a Mandatory Offer Participant if the benefits received as a result of a Mandatory Offer, are equal to or greater than the value given up. The Offer Consideration would be considered fair to Mandatory Offer Participants if the Offer Consideration is higher or within the fair market valuation range of the Mandatory Offer Shares.

In terms of the Companies Regulations, a Mandatory Offer will be considered reasonable if the value received by the Mandatory Offer Participants in terms of the Mandatory Offer is higher than the market price of the company’s securities at the time that the Mandatory Offer was announced. In addition, the assessment of reasonableness is primarily based on qualitative considerations surrounding a transaction. Even though, in certain circumstances, the Offer Consideration may be below the fair market valuation range, the Offer Consideration may still be said to be reasonable after considering other significant qualitative factors.

## Sources of information

In the course of our analysis, we relied upon financial and other information obtained from Imbalie Beauty's management and from various public, financial and industry sources. Our conclusion is dependent on such information being accurate in all material respects. For the purpose of compiling this report and the opinion contained herein, we have considered all information relevant to the securities affected by the Mandatory Offer.

The principal sources of information used in formulating our opinion regarding the Mandatory Offer are as follows:

- Historical financial information ("the Historical Financial Information"):
  - audited Integrated Annual Report of Imbalie Beauty for the 3 financial years ended 28 February 2019, 28 February 2020 and 29 February 2021;
  - unaudited interim results for the 6 months ended 31 August 2021;
  - unaudited management accounts for the 9 months ended 30 November 2021.
- Forecasted financial information ("the Forecasted Financial Information"):
  - information and assumptions made available by the management of Imbalie Beauty regarding the forecasted revenue, Earnings before Interest, Tax, Depreciation and Amortisation ("EBITDA"), working capital and capital expenditure for the five-year forecasted period ending 28 February 2026;
- Publicly available information relating to Imbalie Beauty and other comparable companies in the sector that we deemed to be relevant;
- The Announcement;
- The terms and conditions of the Mandatory Offer (as detailed in the Circular);
- The terms and conditions of the disposal of the major part of Imbalie Beauty's assets announced on 6 July 2021 and as set out in the sale of shares and claims agreement dated 24 June 2021, as amended ("the Disposal Agreement");
- The terms and conditions of the Covid-19 Relief Facility provided by ABSA Bank Limited to Placecol Fresh Beauty (Pty) Ltd, a wholly owned subsidiary of Imbalie Beauty ("ABSA Loan");
- Discussions with the Imbalie Beauty executive directors, management and their advisors regarding the Mandatory Offer;
- Discussions with the Imbalie Beauty executive directors, management and their advisors regarding the Historical Financial Information, Imbalie Beauty's prospects and the Forecasted Financial Information;
- The 9th addition (being the latest edition) of PWC's Valuation Methodology Survey ("the PWC Survey"), the biennial survey conducted by PWC on the average discounts and premia used by South African corporate finance firms and investment banks in performing valuations; and
- Publicly available information relating to Imbalie Beauty that we deemed to be relevant, including Company announcements and media articles.

The above information was obtained from:

- Directors and management of Imbalie Beauty; and
- Third-party sources, including information related to publicly available economic, market and other data which we considered relevant to Imbalie Beauty and the Mandatory Offer.

## Effect of the Mandatory Offer

The effect of the Mandatory Offer will be that the Purchaser will acquire up to 386,620,457 ordinary shares from those Mandatory Offer Participants who accept the Mandatory Offer on the terms and conditions set out in the Circular. Accepting Mandatory Offer Participants will receive the Offer Consideration of 0.90 cent per share in cash in exchange for their rights and interests in their Imbalie Beauty ordinary shares.

Having analysed the effects of the Mandatory Offer, we have concluded that there will be no material adverse effects of the Mandatory Offer against the Offer Consideration received by Mandatory Offer Participants.

The implementation of the Mandatory Offer is not anticipated to have any material adverse effects on the business and prospects of Imbalie Beauty.

## Procedures performed and factors considered

The principal procedures performed and factors we considered in formulating our opinion are listed below:

- *Qualitative factors considered and procedures performed:*
  - Reviewed the terms and conditions of the Mandatory Offer as set out in the Circular;
  - Obtained an understanding of the ownership structure of Imbalie Beauty;
  - Obtained a high-level understanding of the business, operations, prospects and key underlying assets of Imbalie Beauty;
  - Held discussions with Imbalie Beauty directors and management regarding the past, current and expected future business operations, financial position and prospects of Imbalie Beauty;

- Reviewed selected relevant publicly available information relating to Imbalie Beauty and the sector in which it operates, including announcements and selected press articles;
  - Considered the high concentration of strategic shareholding in Imbalie Beauty resulting in a low free float and relatively poor liquidity in the trading of its shares on the JSE;
  - Considered the prospects of Imbalie Beauty and whether the Mandatory Offer will be beneficial to both Imbalie Beauty and its shareholders;
  - Assessed the reasonableness of the Offer Consideration against the 30-day and 60-day volume weighted average price as at the date before the publication of the Announcement;
  - Considered the Offer Consideration relative to the Closing Price of Imbalie Beauty shares as at the date of the Announcement;
  - Considered historical share trading statistics and liquidity in Imbalie Beauty shares on the JSE over the 5 years preceding the Announcement;
  - Considered the condition of the ABSA Loan for Imbalie Beauty to be delisted from the JSE or the subsidiary to which the ABSA Loan was granted to no longer form part of Imbalie Beauty;
  - Considered such other matters as we considered necessary, including assessing the prevailing economic, legal, regulatory and market conditions which may affect the underlying value and prospects of Imbalie Beauty; and
  - Where relevant, representations made by Imbalie Beauty directors and management were corroborated to source documents or our independent analytical procedures and research.
- *Quantitative information used, factors considered and procedures performed:*
- Reviewed the Historic Financial Information, performance and trends of Imbalie Beauty and obtained a high-level understanding from executive directors and management regarding Imbalie Beauty's current and potential future financial performance;
  - Reviewed general economic, market and related conditions in which Imbalie Beauty operates in;
  - Reviewed the methodologies available for performing valuations of businesses operating in this industry;
  - Performed an indicative valuation of Imbalie Beauty using the Market Approach and Income Approach ("the Valuation");
  - Considered the terms and conditions of the Disposal Agreement and the impact of the proceeds on the implied net asset value of Imbalie Beauty;
  - Considered the impact of the contingent liability relating to the guarantees provided by Imbalie Beauty in favour of Get Bucks on the Valuation;
  - Conducted appropriate sensitivity analyses given a reasonable range of key assumptions on the Valuation; and
  - Considered such other quantifiable factors and performed such other analyses as we deemed appropriate.

## **Valuation**

We have performed a valuation of Imbalie Beauty to determine whether the Offer Consideration represents fair value to Mandatory Offer Participants. We confirm that the principle valuation methodology used was the Income Approach i.e. the discounted cash flow ("DCF") methodology. The Market Approach (comparable PE and EBITDA multiple approach) was utilised to test the reasonability of our valuation results.

The Valuation has been prepared on the basis of "Fair Market Value". The generally accepted definition of "Fair Market Value" is the value as applied between a hypothetical willing vendor and a hypothetical willing prudent buyer in an open market and with access to all relevant information.

## **Assumptions:**

We arrived at our opinion based on assumptions that:

- Reliance can be placed on the completeness and accuracy of the Historical Financial Information;
- Reliance can be placed on the reasonableness and accuracy of the Forecasted Financial Information, including its assumptions;
- Reliance can be placed on representations made by Imbalie Beauty's directors and management;
- Reliance can be placed on share trading and market data obtained from external data providers;
- The current economic, regulatory and market conditions will not change materially;
- The Company is not involved in any material legal proceedings;
- The Company has no outstanding disputes with any regulatory body, including the South African Revenue Service;
- There are no undisclosed contingencies that could affect the value of the relevant securities;
- The structure of the Mandatory Offer will not give rise to any undisclosed tax liabilities;
- The terms and conditions of the Mandatory Offer (as detailed in the Circular) are correct; and
- The Mandatory Offer will have the rationale, legal, accounting and taxation consequences described in the Circular and explained to us by Imbalie Beauty directors and management.

The DCF valuation was performed taking cognisance of Imbalie Beauty's current and planned operations as well as other market factors affecting these operations. Using the value derived from the above valuation, a comparison was made between The Offer Consideration and the estimated fair value per share. Key value drivers to the DCF valuation method are as follows:

• **Internal:**

- Revenue growth rates – forecasted revenue growth rates were considered against historic revenue growth rates achieved and current officially published Consumer Price Index statistics;
- Profit margins to be achieved through the forecast period – forecasted profit margins were considered against historic profit margins achieved;
- The discount rates applicable to Imbalie Beauty – the weighted average cost of capital (“WACC”) applicable to Imbalie Beauty was used as a discount rate which is derived from the cost of equity and the after-tax cost of debt in proportion to the long-term target capital structure of the company;
- Forecast working capital assumptions – forecasted working capital cycles were considered against historic working capital cycles achieved; and
- Forecast capital expenditure requirements – forecasted capital expenditure requirements were considered against management's forecasted capital expenditure requirements.

• **External:**

- Stability of the economy and other macroeconomic factors. This included an analysis of publicly available information in respect of macroeconomic outlook; and
- Sensitivity analyses on the Consumer Price Index assumed and assessed the impact thereof on the valuation. A sustainable growth rate in line with expected inflation rates was assumed in determining the perpetuity value.

The following analyses were performed on the key value drivers:

- An analysis and review of the forecast revenue growth rates. This included sensitivity analyses performed on the forecast revenue and assessing the impact thereof on the valuation;
- An analysis of the sensitivity of the Valuation result to changes in the WACC; and
- An analysis and review of the forecast profit margins. This included a sensitivity analysis performed on the forecast EBITDA margins and assessing the impact thereof on the valuation.

The indicative fair value of Imbalie Beauty's ordinary shares ranges between 0.38 cent per share and 0.46 cent per share with a core fair value of 0.42 cent per share. The Offer Consideration of 0.90 cent per share is above the fair value range of Imbalie Beauty's ordinary shares, thus the Mandatory Offer is considered fair to the shareholders of Imbalie Beauty.

### **Limiting conditions**

This opinion is provided to the Independent Board in connection with and for the purposes of the Mandatory Offer. This opinion is prepared solely for the Independent Board in satisfying the Company's obligations in terms of the Companies Act, Companies Regulations and Listings Requirements (if applicable) and therefore should not be regarded as suitable for use by any other party or give rise to third party rights.

This opinion does not purport to cater for each individual Mandatory Offer Participant's perspective, but rather that of the general body of Mandatory Offer Participants. Should a shareholder be in any doubt as to what action to take, he or she should consult his/her financial advisor registered in terms of the Financial Advisory and Intermediary Services Act, 2002.

An individual Mandatory Offer Participant's decision as to whether or not to participate in and accept the Mandatory Offer will be influenced by his/her particular circumstances, risk profile, investment objectives, financial situation or particular needs with which we are obviously not *au fait*.

The assessment as to whether or not the Independent Board decides to recommend that shareholders accept the Mandatory Offer is a decision that can only be taken by the Independent Board.

It is expressly recorded that the conclusions and opinion in this letter have been based on the assumptions that all facts, matters, rights, obligations and contracts, to the extent that the same are relevant to the Mandatory Offer and the determination of the fair value of Imbalie Beauty have been timeously disclosed to Suez Capital; that no information has been withheld or omitted by the directors or management which could be relevant to our opinion and that all information provided or statements made by Imbalie Beauty and its directors or management to Suez Capital for the purposes of the fulfilment of its mandate has been full and complete and the directors and management are not aware of any material inaccuracy or omission.

We have relied upon and assumed the accuracy of the information used by us in deriving our opinion. Where practical, we have corroborated the reasonability of the information provided to us for the purpose of our opinion, whether in writing or obtained in discussion with management of Imbalie Beauty or by reference to publicly available or independently obtained information. While our work has involved an analysis of, *inter alia*, the Historical Financial Information and Forecasted Financial Information and other information provided to us, our engagement does not constitute, nor does it include, an audit conducted in accordance with International Auditing Standards.

Forecasts, including assumptions about Imbalie Beauty's prospects, used in our analysis relate to future events and are based on assumptions that may or may not remain valid for the whole of the forecast period. Consequently, such information cannot be relied upon to the same extent as that derived from audited or reviewed financial statements for completed accounting periods. We express no opinion as to how closely the actual future results will correspond to those projected or assumed.

#### **Independence, competence and fees**

We confirm that neither we nor any person related to us as contemplated in the Companies Act, Companies Regulations and Listings Requirements, have a direct or indirect interest in Imbalie Beauty, the Purchaser, its shareholders or the Mandatory Offer, nor have had within the immediately preceding two years, any relationship as contemplated in section 114(2)b of the Companies Act. We specifically declare, as required by Regulations 90(3)(a) and 90(6)(i) of the Companies Regulations, that we are independent in relation to the Mandatory Offer and will reasonably be perceived to be independent.

We also confirm that we have the necessary qualifications and competence to provide the fair and reasonable opinion and meet the criteria set out in section 114(2)(a) of the Companies Act. Suez Capital is accredited to perform fair and reasonable opinions and TRP-related work. It has a competent internal resource base with extensive experience in providing independent expert opinions.

Furthermore, we confirm that our professional fees of R70,000 (plus VAT) are payable in cash, and are not contingent upon the successful outcome of the Mandatory Offer.

#### **The Offer Consideration compared to trading price statistics**

The 30-day and 60-day volume weighted average traded price per Imbalie Beauty share amounts to 1.49 cents per share and 1.66 cents per share respectively on the last trading day prior to the publication of the Announcement. The closing share price on that date was 1 cent per share. Since the Offer Consideration is at a discount to the traded share prices indicated above, it would generally be considered unreasonable in terms of Regulations 110(5) and 110(9) of the Companies Regulations. However, having considered the independent inherent valuation of Imbalie Beauty, the Offer Consideration is considered fair as set out above.

#### **Opinion**

We have considered the terms and conditions of the Mandatory Offer. Based upon and subject to the conditions set out herein we are of the opinion that the terms and conditions of the Mandatory Offer are fair but, having considered Regulations 110(5) and 110(9), unreasonable to Mandatory Offer Participants since it is below the traded share price.

Our opinion is necessarily based upon the information available to us up to 1 February 2022, including in respect of the financial, regulatory, securities market and other conditions and circumstances existing and disclosed to us at the date thereof. We have furthermore assumed that all conditions precedent, including any regulatory approvals and consents required in connection with the Mandatory Offer have been or will be timeously fulfilled and/or obtained.

Accordingly, it should be understood that subsequent developments may affect this opinion, which we are under no obligation to update, revise or re-affirm.

#### **Consent**

We hereby consent to the inclusion of this Independent Expert report, in whole or in part, and references thereto contained in the Circular and any other announcement or document pertaining to the Mandatory Offer, in the form and context in which they appear.

Yours faithfully

**HJ Louw**

Director

**Suez Capital Proprietary Limited**

245 Marais Street

Brooklyn, Pretoria

0181

## SHARE TRADING HISTORY OF IMBALIE BEAUTY

Set out in the table below are the aggregate volumes and values and the highest and lowest prices traded in Imbalie Beauty Shares in respect of:

- each day over the 30 trading days preceding the last practicable date; and
- each month over the twelve months prior to the date of issue of this Circular.

### 2021/2022

Daily	Close (cents)	High (cents)	Low (cents)	Volume	Value (Rand)
23 December 2021	1	-	-	-	-
24 December 2021	1	-	-	-	-
28 December 2021	1	-	-	-	-
29 December 2021	1	-	-	-	-
30 December 2021	1	-	-	-	-
31 December 2021	1	-	-	-	-
3 January 2022	1	-	-	-	-
4 January 2022	1	-	-	-	-
5 January 2022	1	-	-	-	-
6 January 2022	1	-	-	-	-
7 January 2022	1	-	-	-	-
10 January 2022	1	-	-	-	-
11 January 2022	2	2	2	963 003	19 260
12 January 2022	2	2	2	1 293 842	25 877
13 January 2022	2	2	2	15 004 000	300 080
14 January 2022	2	2	2	1 198 729	23 975
17 January 2022	2	2	2	5 065 000	101 300
18 January 2022	2	2	2	1 807 484	36 150
19 January 2022	2	-	-	-	-
20 January 2022	2	-	-	-	-
21 January 2022	2	2	2	72 140	1 443
24 January 2022	2	-	-	-	-
25 January 2022	2	2	2	158 798	3 176
26 January 2022	2	-	-	-	-
27 January 2022	2	2	2	5 968	119
28 January 2022	2	-	-	-	-
31 January 2022	2	-	-	-	-
1 February 2022	2	2	2	5 359 146	107 183
2 February 2022	2	-	-	-	-

### 2021/2022

Monthly	Close (cents)	High (cents)	Low (cents)	Volume	Value (Rand)
January 2021	2	2	1	4 648 294	81 753
February 2021	3	3	3	45 472 176	1 084 258
March 2021	2	-	-	10 830 555	270 300
April 2021	2	-	-	4 651 262	100 227
May 2021	2	2	2	712 060	14 241
June 2021	3	3	2	14 360 274	424 505
July 2021	2	-	-	37 489 993	828 249
August 2021	2	2	1	36 103 645	388 428
September 2021	1	1	1	442 097	4 421
October 2021	1	-	-	439 744	4 397
November 2021	2	2	2	3 536 843	67 992
December 2021	1	-	-	1 386 417	15 528





**IMBALIE BEAUTY LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number 2003/025374/06)  
(Share Code: ILE ISIN Code: ZAE000165239)  
(“Imbalie Beauty”)

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## **FORM OF ACCEPTANCE, SURRENDER AND TRANSFER FOR CERTIFICATED IMBALIE BEAUTY SHAREHOLDERS ONLY**

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**For use by CERTIFICATED OFFER PARTICIPANTS only in terms of the Offer.**

The definitions and interpretations commencing on page 5 of the Circular of which this form of acceptance, surrender and transfer forms part, apply to this form of acceptance, surrender and transfer, unless the context clearly indicates otherwise.

This form of acceptance, surrender and transfer is applicable to Certificated Offer Participants who wish to accept the Offer from B&B Media, to acquire all or part of their Imbalie Beauty Shares, as set out in the Offer Document issued by B&B Media to Imbalie Beauty Shareholders, to which this form is attached.

Imbalie Beauty Shareholders who surrender their documents of title will not be able to trade their Imbalie Beauty shares after such surrender.

### **Notes and instructions:**

1. All acceptances of the Offer received by the transfer secretaries on or prior to Closing Date, shall be irrevocable.
2. A separate form is required for each Imbalie Beauty shareholder. Persons who have acquired Imbalie Beauty shares after the date of posting of the Offer Circular setting out the Offer, can obtain copies of the Offer Document and this form from the Transfer Secretaries.
3. **PART A:**  
This must be completed by all Certificated Offer Participants who wish to accept the Offer.
4. **PART B:**
  - 4.1 Section 1 must be completed by all Certificated Offer Participants who are emigrants of the common monetary area.
  - 4.2 Section 2 must be completed by all other Certificated Offer Participants who are non-residents of the common monetary area (and who are not required to complete Section 1).
5. No receipts will be issued for forms of acceptance, surrender and transfer forms lodged unless specifically requested. In compliance with the JSE Listings Requirements, lodging agents are requested to prepare special transaction receipts, if required.
6. If you are in any doubt as to how to complete this form, please consult your banker, Broker, legal adviser, accountant or other professional adviser immediately.
7. This form, together with the share certificates or other Documents of Title, must be returned to the Transfer Secretaries, so as to be received prior to 12:00 on the closing date of the Offer. If your documents of title have been lost or destroyed, you should nevertheless return this form, together with a duly executed indemnity provided by the Transfer Secretaries. B&B Media, Imbalie Beauty and the Transfer Secretaries may, in their sole discretion, dispense with the surrender of such documents of title upon production of satisfactory evidence that the documents of title have been lost or destroyed and upon provision of a suitable indemnity. Unless otherwise agreed, only indemnity forms obtained from the Transfer Secretaries (available on request) will be regarded as suitable. Signatories may be called upon for evidence of their authority or capacity to sign this form.
8. Any alteration to this form of acceptance, surrender and transfer must be signed in full and not initialled. Any such alteration may not be accepted by B&B Media, Imbalie Beauty or the Transfer Secretaries.

9. If this form is signed under a power of attorney, then such power of attorney or a notarially certified copy thereof must be sent with this form for noting, unless it has already been noted by the Transfer Secretaries.
10. When the Imbalie Beauty shareholder is a company or a close corporation or other juristic person, a certified copy of the directors' or members' or other resolution authorising the signing of this form must be submitted together with this form, unless it has already been registered with the Transfer Secretaries or this form bears the JSE broker's stamp.
11. Where Imbalie Beauty Shares are jointly held, this form of acceptance, surrender and transfer must be signed by all joint holders, however, B&B Media, Imbalie Beauty and the Transfer Secretaries shall be entitled to, in their absolute discretion, accept signature only of that holder whose name stands first in the register in respect of such Imbalie Beauty Shares.
12. The Offer Consideration will be paid to Offer Participants after the closing of the Offer and receipt of the relevant TRP compliance certificate.
13. The Offer Consideration due to a non-resident Imbalie Beauty shareholder will be sent to the authorised dealer in foreign exchange controlling such non-resident Imbalie Beauty shareholder's blocked assets in terms of the Exchange Control Regulations and you are referred to paragraph 10 of the circular in this regard.
14. Imbalie Beauty Shareholders are advised to consult their professional advisers about their personal tax positions regarding the receipt of the Offer Consideration.
15. Imbalie Beauty Shareholders are referred to the circular for the further terms applicable to the Offer and its acceptance, which circular should be read in its entirety for full appreciation thereof.
16. In the event of any conflict between this form and the circular setting out the terms of the Offer, the Circular shall prevail.

**The Offer Consideration will not be discharged to Offer Participants unless and until this form of acceptance, surrender and transfer together with the documents of title, have been surrendered to the Transfer Secretaries by hand or by mail:**

<b>By hand</b>	<b>By mail</b>
CTSE Registry Services Proprietary Limited (previously named 4Africa Exchange Registry Proprietary Limited) (Registration number 2016/396777/07) 5th Floor, Block B The Woodstock Exchange Building 66 - 68 Albert Road Woodstock, Western Cape, South Africa	CTSE Registry Services Proprietary Limited (previously named 4Africa Exchange Registry Proprietary Limited) 5th Floor, Block B The Woodstock Exchange Building 66 - 68 Albert Road Woodstock, Western Cape, South Africa <b>E-mail:</b> admin@ctseregistry.co.za

**so as to be received by the Transfer Secretaries by not later than 12:00 on the closing date.**

**PART A – CERTIFICATED OFFER PARTICIPANTS ACCEPTING THE OFFER MUST PLEASE COMPLETE THIS SECTION (IN BLOCK CAPITALS). EACH IMBALIE BEAUTY SHAREHOLDER MUST COMPLETE A SEPARATE FORM**

To: B&B Media Proprietary Limited

c/o CTSE Registry Services Proprietary Limited

Dear Sirs,

I /We hereby irrevocably accept the Offer on the terms and conditions set out in the circular dated 4 March 2022 to which this form is attached and enclose the undermentioned documents of title and authorise the Transfer Secretaries of Imbalie Beauty to register transfer of the below mentioned Imbalie Beauty Shares to B&B Media and/or their duly authorised nominees. I/We do hereby appoint each of the directors of B&B Media and the Transfer Secretaries acting on his/her/its own behalf as my attorney and agent with full power and authority to act on my behalf (*in rem suam*), sign all documents and do all such acts as may be necessary or desirable for the purpose of transferring such Imbalie Beauty Shares to B&B Media or their nominees, pursuant to and on the basis set out in the Offer.

Name of registered holder (separate form for each holder)	Share Certificate Number	Total number of Imbalie Beauty Shares held	Number of Imbalie Beauty Shares in respect of which the Offer is accepted	Number of Imbalie Beauty Shares in respect of which the Offer is not accepted
<b>Total</b>				

<b>Surname or name of corporate body</b>		
<b>First name/s (in full, in block letters)</b>		
<b>Title (Mr, Mrs, Miss, Ms, etc.)</b>		
<b>Telephone number: (H)</b>	<b>(W)</b>	<b>(Cell)</b>

<b>METHOD OF PAYMENT FOR CERTIFICATED MANDATORY OFFER PARTICIPANTS</b>	
I/We hereby request that the Offer Consideration due to me/us, be paid by:	
Cheque <input type="checkbox"/>	OR Electronic funds transfer <input type="checkbox"/>
(Please tick appropriate box)	
<b>Address to which the Offer Consideration should be sent if Offer Participant has elected to be paid by cheque (if different from registered address)*</b>	
<b>Postal code</b>	

\* Imbalie Beauty Shareholders whose registered address has changed must ensure that they notify the transfer secretaries of such change in address.

Bank Account details into which Offer Consideration must be paid if the Offer Participant has elected payment of the Offer Consideration by way of electronic funds transfer:	
<i>Please note that payments can only be made into a bank account which is in the name of the Offer Participant i.e. no third-party payments are permitted</i>	
Full name of account holder: (no third-party accounts)	
Name of Bank where account is held:	
Account Number:	
Branch Name:	
Branch Code:	

**Note: In terms of the Financial Intelligence Centre Act, 2001, the transfer secretaries will only be able to record the bank account details if an original certified copy of the relevant identity document of the bank account holders (or authorised signatory) and an original certified copy of the relevant bank statement or an original cancelled cheque are surrendered.**

**PART B - ADDITIONAL INFORMATION REQUIRED FROM EMIGRANTS FROM THE COMMON MONETARY AREA AND ALL OTHER NON-RESIDENTS OF THE COMMON MONETARY AREA**

1. To be completed only by Imbalie Beauty Shareholders who are emigrants from the common monetary area (see paragraph 10 of the circular).	
<b>Name and address of authorised dealer in South Africa</b>	
<b>Blocked Rand account number</b>	
2. To be completed by all Imbalie Beauty Shareholders who are non-residents of the common monetary area, other than those required to complete 1 above (see paragraph 10 of the circular).	
<b>The Offer Consideration will be paid to the nominated authorised dealer in South Africa, and it will be incumbent on the Imbalie Beauty Shareholders concerned to instruct the nominated authorised dealer(s) as to the disposal of the amount concerned</b>	
<b>Name and address of authorised dealer in South Africa</b>	
<b>If no nomination is made in terms of 1 and 2 above, the Offer Consideration will be held in trust in accordance with paragraph 8 of the circular.</b>	
Signature of or on behalf of Imbalie Beauty shareholder:	Stamp and address of agent lodging this form (if any)
Name: (Who warrants that he/she is duly authorised)	
Capacity:	
Assisted by me (if applicable):	
(State full name and capacity of assistance):	
Date:	