



ALTVEST CAPITAL LIMITED

Incorporated in the Republic of South Africa(Registration Number: 2021/540736/06)

Ordinary Shares: ISIN: ZAE400000143, Share Code: 4AAVC

Class B Preferred Ordinary Shares: ISIN: ZAE400000176, Share Code: 4AVBAM

("Altvest" or "the Company")

Formal Notice:

**LISTING OF CLASS B PREFERRED ORDINARY SHARES BY WAY OF A PUBLIC
OFFER**

Friday, 25 November 2022

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This Formal Notice appears for information purposes only. The information contained herein is not intended to solicit the offerings nor does it constitute an invitation to the public to subscribe for Class B Preferred Ordinary Shares in the Company as contemplated in terms of the Companies Act. Applications will only be considered on the basis of the Listing Particulars.

1. INTRODUCTION

- 1.1. An application has been made by Altvest to Cape Town Stock Exchange ("**CTSE**") for a listing by way of a public offer (the "**Listing**") of up to 1,250,000 (One million Two Hundred and Fifty Thousand) Class B Preferred Ordinary Shares ("**Preferred Shares**") on the Securities Exchange operated by CTSE (the "**Application**").
- 1.2. The Preferred Shares shall be made available for subscription by the Public pursuant to an offer to the Public ("**Offer**") as set out in the Listing Particulars. The Listing Particulars is available on the Company's website at <https://altvestcapital.co.za/bambanani/>.
- 1.3. This Formal Notice contains extracts from the Listing Particulars dated 28 November 2022 and as such is not intended to be comprehensive. For a full appreciation of the Company and the Listing, the Listing Particulars should be read in its entirety in conjunction with this Formal Notice.
- 1.4. Save to the extent specifically stated otherwise herein, capitalised terms in this Formal Notice shall bear the corresponding meanings as ascribed to those terms in the Listing Particulars.

2. INTRODUCTION TO BAMBANANI

- 2.1. Bambanani is a family-focused restaurant brand that has been in operation for over 15 years offering a mix of premium dining and childcare facilities targeting a middle-upper income client base.
- 2.2. It is operated by Caryn Cohen, a local entrepreneur who also co-founded Wide Open Spaces, the largest private outdoor advertising agency in South Africa.
- 2.3. Bambanani has developed a strong local brand and network of passionate guests, many of whom visit several times a month.
- 2.4. It owns the property on which its Melville restaurant operates and seeks financing to refurbish its existing facilities and expand its restaurant footprint.
- 2.5. Altvest elected to invest in Bambanani given the following:
 - Bambanani’s management team is highly experienced, committed and passionate with the founder having operated the franchise for over 15 years.
 - The valuation of Bambanani is considered attractive and is based on conservative growth assumptions.
 - Bambanani has remained resilient through Covid-19 and is poised for growth.
 - A powerful network of passionate customers and prospective investors represent strong demand for this asset.
 - Altvest will provide significant value via business optimization, corporate finance advisory and financial analysis of expansion opportunities.
 - Capital will be used for brand expansion across several new high growth locations.
- 2.6. Pursuant to Altvest’s strategy, it is offering investors the opportunity to participate in the investment in Bambanani alongside Altvest through the issue of the Preferred Shares.

3. DETAILS OF THE PREFERRED SHARES

- 3.1. The Preferred Shares are Class B Preferred Ordinary Shares in Altvest.
- 3.2. The Preferred Shares are intended to provide the holders of Preferred Shares (“**Preferred Shareholders**”), collectively, with an entitlement in respect of the economics associated with approximately 98% of Altvest’s aggregate investment in Bambanani, less permitted deductions.

- 3.3. In light of the above, every 125,000 Preferred Shares shall provide the holder thereof with an indirect interest in approximately 4.5% of Bambanani's issued share capital. If a lower number of Preferred Shares are listed, the economic exposure of each Preferred Share to the Bambanani investment will not be altered.
- 3.4. The permitted deductions will be as follows:
- Annual platform management fee. This fee is anticipated to be R250,000 per annum.
 - 5% of any capital gain, before tax, attributable to ordinary shareholders upon disposal of the underlying asset.
- 3.5. The following terms shall apply to the Preferred Shares with respect to their economic participation in Bambanani:
- Preferred Shareholders shall have an indirect interest in Altvest's shareholding in Bambanani only.
 - Preferred Shareholders shall not be entitled to participate in the economics associated with any other investment held by the Company other than Bambanani, which is linked to the Preferred Shares, nor in any other portion of the Company's other economic activities.
 - The Preferred Shares do not grant the Preferred Shareholders any control over the Bambanani investment as Altvest shall manage this investment on their behalf.
- 3.6. Preferred Shares shall only have voting rights in respect of any proposal to amend the terms of the Preferred Shares. The Company may, in its discretion, elect to adopt a proxy policy in terms of which it may request input from Preferred Shareholders regarding matters related to Bambanani. Should Altvest adopt such a policy and implement it, all inputs from Preferred Shareholders shall be provided on a non-binding, advisory basis and will not entitle the Preferred Shareholders to any voting rights or entitlements akin to voting rights.
- 3.7. Once the Company (i) ultimately exits its Investment in Bambanani; and (ii) has discharged its obligation to declare and pay to Preferred Shareholders all preferred dividends, the Preferred Shares shall be redeemed by the Company in accordance with their terms.
- 3.8. For further details regarding the Preferred Shares, Bambanani and the offer of the Preferred Shares, investors are advised to read the Listing Particulars.

4. HOW TO SUBSCRIBE FOR PREFERRED SHARES

- 4.1. In order to participate in Offer and acquire Preferred Shares, investors will be required to open an account with A-Trade. A-Trade is a retail platform brokerage platform to facilitate trading in securities on the Cape

Town Stock Exchange.

- 4.2. Investors can open an account with A-Trade online at <https://atrade.co.za/#/>.
- 4.3. Investors will be required place funds into their A-Trade account and submit a buy-order for the desired quantity of Preferred Shares at the offer price of R10.00 per share, by no later than 23:59 on 05 December 2022.
- 4.4. Preferred Shares will be allocated on a first come first serve basis and will be allocated to each applicants' A-Trade account on the date that the Preferred Shares are listed.

5. GENERAL OVERVIEW OF ALTVEST

- 5.1. Altvest is a disruptive platform that seeks to democratise alternative investments, bringing bespoke investment opportunities to everyday investors and to engage and leverage trusted media platforms to educate and raise awareness of the investment opportunities.
- 5.2. Altvest will enable fractionalised ownership of unlisted assets to both retail and institutional investors allowing secondary market trading of special purpose vehicles owning single institutional-grade assets, thereby revolutionising the private equity market.
- 5.3. In partnership with A-Trade, Altvest aims to create a market leading platform for creation, issuances, sale, distribution, management, tracking and trade of direct fractional ownership in unlisted assets.
- 5.4. A detailed overview of the operations and activities conducted by Altvest is provided in the Listing Particulars.

6. BOARD OF DIRECTORS OF ALTVEST

- 6.1. The Board comprises of 6 directors of whom 2 are executives, 1 non-executive and 3 are independent non-executives.
- 6.2. Executive Directors:
 - Koshiek Karan: Executive Chairperson
 - Warren Wheatley: CEO, CFO and Founder
- 6.3. Non-Executive Directors:
 - Joanne Baynham: Independent Non-Executive Director
 - Faye Mukkadam: Lead Independent Non-Executive Director

- Bright Khumalo: Independent Non-Executive Director
- Henk Barnhoorn: Non-Executive Director

6.4. Full details of the Board of Directors of Altvest appear in the 2022 Annual Report.

7. RATIONALE FOR THE LISTING

- 7.1. Altvest is a disruptive investor that seeks opportunities for investment which it fractionalizes into smaller denominations making such investments accessible by the public. It is pursuant to this strategy that the Preferred Shares are being offered to the public.
- 7.2. The primary rationale for the Listing is to finance the acquisition of Bambanani and provide investors with the opportunity to gain exposure to the financial performance of Bambanani.

8. SECURITIES FOR WHICH LISTING ON CTSE IS SOUGHT

- 8.1. The shares to be listed comprises of up to 1,250,000 (One Million Two Hundred and Fifty Thousand) Preferred Shares with no par value each.
- 8.2. The actual number of Preferred Shares to be listed will be determined according to the number of Preferred Shares subscribed for pursuant to the Offer.
- 8.3. All Preferred Shares to be listed shall rank *pari passu* with each other in all respects, including in respect of voting rights and Distributions.
- 8.4. The Preferred Shares will be listed at a listing price of R10.00 (ten rands) each and the dealings in the Preferred Shares are expected to commence on Monday 12 December 2022.
- 8.5. Preferred Ordinary Class B Shares will be allocated on a first come first serve basis according to the following schedule:

Tranche	Opening date	Closing date	Listing date
1	28-Nov-22	5-Dec-22	12-Dec-22
2	19-Dec-22	28-Feb-23	8-Mar-23
3	13-Mar-23	25-Mar-23	3-Apr-23

9. DOCUMENTS AVAILABLE FOR INSPECTION

- 9.1. The Listing Particulars and other documents listed as available for inspection in the Listing Particulars will be available for inspection during normal office hours from the date hereof until 19 December 2022 at the

registered offices of Altvest and the Corporate and Transaction Advisor, being Vestra Advisory Proprietary Limited (“Vestra Advisory”) at:

ALTVEST	VESTRA ADVISORY
Block B	3rd Floor Vdara Office Park
66 Rivonia Road	41 Rivonia Road
Chislehurst	Sandhurst
Sandton, 2146	Johannesburg, 2196

- 9.2. The Listing Particulars is also available for download from the websites of Altvest (www.altvestcapital.co.za) and CTSE News Service (www.ctexchange.co.za).

10. ISSUER AGENT

- 10.1. Vestra Advisory has been approved by CTSE as the authorised representatives of Altvest to perform the functions of an external Issuer Agent. As part of the Listing, Altvest appointed Vestra Advisory as its external Issuer Agent to assist with the Listing of the Preferred Shares on CTSE.

BY ORDER OF THE BOARD OF DIRECTORS OF ALTVEST

25 November 2022

ISSUER AGENT TO ALTVEST

Vestra Advisory Proprietary Limited



COMPANY SECRETARY

CTSE Registry Services Proprietary Limited.

Registration number: 2016/396777/07

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