

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 3 of this circular apply, *mutatis mutandis*, to this circular including this cover page.

Action required:

1. This entire circular is important and should be read with particular attention to page 2 entitled "Action required by shareholders".
2. If you are in any doubt as to the action you should take, please consult your CSDP, banker, broker, accountant, attorney or other professional adviser immediately.
3. If you have disposed of all your shares in Imbalie, please forward this circular to the purchaser of such shares or to the broker, CSDP, banker or other agent through whom the sale was effected.

The distribution of this circular and accompanying documents and the granting of the right to subscribe for rights shares in certain jurisdictions other than South Africa may be restricted by law and a failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction. Refer to paragraph 9 of this circular for further details.

The rights offer does not constitute an offer in any jurisdiction in which it is illegal to make such an offer and in such circumstances, this circular, if sent, is sent for information purposes only.

The rights shares, upon their issue, will rank, *pari passu*, in all respects with the Imbalie shares currently in issue. There are no convertibility or redemption provisions relating to the rights shares.

The allocation of rights shares will be such that only whole numbers of rights shares will be issued, and shareholders will be entitled to rounded numbers of rights shares.

The rights that are represented by the letters of allocation are valuable and may be sold on the JSE. Letters of allocation can, however, only be traded in dematerialised form and accordingly, all letters of allocation have been issued in dematerialised form.

The electronic record of certificated shareholders is being maintained by the transfer secretaries and this has made it possible for the holders of certificated shares to enjoy similar rights and opportunities as holders of dematerialised shares in respect of the letters of allocation. Instructions on how to accept, renounce or sell the rights represented by the letters of allocation are set out in paragraph 4 of this circular.

The directors, collectively and individually, accept full responsibility for the accuracy of the information given herein and certify that, to the best of their knowledge and belief, no facts have been omitted which would make any statement false or misleading, and that they have made all reasonable enquiries to ascertain such facts and that this circular contains all information required by law and the JSE Listings Requirements.

This rights issue circular is issued in compliance with the Listings Requirements of the JSE, for the purpose of providing information to the public with regard to Imbalie.



Imbalie Beauty Limited

(Incorporated in the Republic of South Africa)
(Registration number 2003/025374/06)
Share code: ILE ISIN: ZAE000165239
("Imbalie" or "the company")

CIRCULAR TO IMBALIE SHAREHOLDERS

regarding:

- a partially underwritten renounceable rights offer by Imbalie of 750 000 000 new ordinary no par value shares in the ordinary share capital of Imbalie at a subscription price of 2 cents per new ordinary share, in the ratio of 118.28921 new ordinary shares for every 100 ordinary shares held in Imbalie at the close of business on Friday, 9 February 2018 to raise R15 million; and
- separate form of instruction in respect of a renounceable (nil paid) letter of allocation in respect of the rights offer (for use by certificated shareholders).

Rights offer opens at the commencement of trade on:

Monday, 12 February 2018

Rights offer closes at 12:00 on:

Friday, 23 February 2018

An English copy of this circular, have been approved by the JSE as required by section 95(1)(k) of the Companies Act.

All the advisers, whose names and reports are included in this circular, have given and have not withdrawn, prior to publication of this circular, their written consents for the inclusion of their names and reports in the form and context in which they appear.

Designated Adviser



Date of issue: Tuesday, 6 February 2018

This circular is available in English only and copies thereof may be obtained from the offices of the company and the designated adviser at the addresses reflected on the Corporate Information page of this circular from the date of issue until Friday, 23 February 2018. This circular will also be available on the company's website www.imbaliebeauty.co.za on Tuesday, 6 February 2018

CORPORATE INFORMATION

Imbalie Beauty Limited

23 Saddle Drive
Woodmead Office Park
Woodmead
Sandton, 2191

Date and place of incorporation: 10 October 2003
Pretoria, South Africa

www.imbaliebeauty.co.za
Telephone: (011) 086 9800

Designated Adviser

Exchange Sponsors (2008) Proprietary Limited
Registration number 2008/019553/07
44A Boundary Road
Inanda, 2196
P O Box 411216, Craighall, 2024
Telephone: (011) 880 2113

Company secretary and registered office

Paige Atkins
23 Saddle Drive
Woodmead Office Park
Woodmead, Sandton, 2191
Telephone: (083) 289 6181

Transfer secretaries

Terbium Financial Services Proprietary Limited
Registration number 2009/018890/07
Beacon House
31 Beacon Road
Florida North, 1709
P O Box 61272, Marshalltown, 2107
Telephone: (086) 02 2213

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ACTION REQUIRED BY SHAREHOLDERS

This circular is important and requires your immediate attention. The enclosed form of instruction applies to certificated shareholders only. The letter of allocation to which the form of instruction relates is negotiable and can be sold on the JSE.

Shareholders are referred to paragraph 4 of this circular, which sets out the procedures to be followed by shareholders in relation to the rights offer.

1. IF YOU HAVE DEMATERIALIZED YOUR IMBALIE SHARES

1.1 You will **not** receive a printed form of instruction.

1.2 Your CSDP or broker will credit your account with the number of rights to which you are entitled.

1.3 Your CSDP or broker will contact you to ascertain:

- whether or not you wish to follow your rights in terms of the rights offer and in respect of how many rights shares; or
- if you do not wish to follow all or any of your rights:
 - whether you wish to sell your rights;
 - whether you wish to renounce your rights and the details of the renouncee; or
- whether you wish your rights to lapse.

1.4 If you are not contacted, you should contact your CSDP or broker and furnish them with your instructions. If your CSDP or broker does not obtain instructions from you, they are obliged to act in terms of the agreement entered into between you and your CSDP or broker.

Imbalie does not take responsibility and will not be held liable for any failure on the part of the CSDP or broker to notify the shareholder of the rights offer and/or to obtain instructions from shareholders as to whether to subscribe for the rights shares and/or to sell and/or renounce the rights allocated and any and all such liability is hereby expressly excluded.

2. IF YOU HAVE NOT DEMATERIALIZED YOUR IMBALIE SHARES

If you wish to subscribe for the rights shares allocated to you, you must complete the enclosed form of instruction in accordance with the instructions contained therein and lodge it, together with the payment for the amount due, with the transfer secretaries by 12:00 on Friday, 23 February 2018.

If you do not wish to subscribe for all or some of the rights shares allocated to you, as reflected in the form of instruction, you may sell or renounce or lapse your rights. In such an event, you must complete the relevant section of the form of instruction and return it to the transfer secretaries to be received by no later than 12:00 on Tuesday, 20 February 2018 if you wish to sell your rights or by 12:00 on Friday, 23 February 2018 if you wish to renounce your rights. You need do nothing if you wish your rights to lapse.

DEFINITIONS AND INTERPRETATIONS

In this circular, unless otherwise stated or the context so requires, the words in the first column have the meanings stated opposite them in the second column, words in the singular shall include the plural and *vice versa*, words denoting one gender include the other and expressions denoting natural persons include juristic persons and associations of persons:

“ALT ^x ”	the Alternative Exchange of the JSE;
“business day”	any day other than a Saturday, Sunday or public holiday in the Republic;
“certificated shareholders”	Imbalie shareholders who have not dematerialised their Imbalie share certificates in terms of the Strate system;
“circular”	all the documents and annexures contained in this bound circular, including the form of instruction;
“common monetary area”	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
“CSDP”	Central Securities Depository Participant with whom shareholders have dematerialised shares registered in terms of the Financial Markets Act;
“Companies Act”	the Companies Act, 2008 (Act 71 of 2008), as amended;
“dematerialisation”	the process by which certificated shares are converted to an electronic form as uncertificated shares and recorded in the sub-register of shareholders maintained by a CSDP;
“dematerialised shares”	ordinary shares which have been transferred, through a CSDP or broker, into an electronic format on the Strate system (no longer evidenced by physical document of title);
“directors” or “board of directors”	the board of directors of Imbalie, further details of whom appear in paragraph 8 of this circular;
“Designated Adviser”	Exchange Sponsors (2008) Proprietary Limited, Registration number 2008/019553/07, a private company registered and incorporated under the laws of South Africa, the designated advisor of Imbalie;
“emigrants”	former residents of the common monetary area;
“Financial Markets Act”	Financial Markets Act, 2012 (No 10 of 2012), as amended;
“form of instruction”	a form of instruction in respect of a letter of allocation reflecting the rights of certificated shareholders and on which certificated shareholders are entitled to indicate whether they wish to take up, sell or renounce their rights;
“incorporation”	the date of incorporation of Imbalie, being 10 October 2003;
“JSE”	JSE Limited, Registration number 2005/022939/06, a company duly registered and incorporated with limited liability under the company laws of South Africa, licensed to operate an exchange under the Financial Markets Act;
“the last practicable date”	the last practicable date prior to the finalisation of this circular, which date was Thursday, 25 January 2018;
“Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time;
“Letter(s) of allocation” or “LAS”	renounceable (nil paid) letters of allocation to be issued to Imbalie shareholders, conferring a right on the holder to subscribe for rights shares in terms of the rights offer;
“Imbalie” or “the company” or “the group”	Imbalie Beauty Limited, Registration number 2003/025374/06, a public company incorporated in accordance with the laws of South Africa and the shares of which are listed on the ALT ^x ;

“Imbalie shareholders” or “shareholders”	the registered holders of Imbalie shares as appearing on the Imbalie register;
“right”	the renounceable right to subscribe for rights shares in terms of the rights offer;
“rights offer”	the partially underwritten renounceable rights offer by Imbalie of 750 000 000 ordinary no par value shares at a subscription price of 2 cents per share in the ratio of 118.28921 new ordinary shares for every 100 ordinary shares held in Imbalie at the close of business on Friday, 9 February 2018;
“rights participant”	a shareholder entitled to participate in the rights offer;
“rights shares” or “new Imbalie shares” or “new ordinary shares”	750 000 000 new ordinary no par value shares in Imbalie which are the subject of the rights offer;
“SARS”	the South African Revenue Service;
“SENS”	the Stock Exchange News Service;
“shares”	the ordinary no par value shares in the share capital of the company;
“shareholders”	registered holders of ordinary shares in Imbalie;
“Strate”	an electronic custody, clearing and settlement system for all share transactions concluded on the JSE and off-market, managed by Strate Proprietary Limited, Registration number 1998/022242/07;
“transfer secretaries”	Terbium Financial Services Proprietary Limited, Registration number 2009/018890/07, a private company duly incorporated in accordance with the laws of South Africa;
“underwriters”	collectively, SA Madiba Investments Proprietary Limited, Registration number 1998/015202/07, Holistics Remedies Proprietary Limited, Registration number 1992/005816/07 and Brits Engineering Industries Proprietary Limited, Registration number 1978/005005/07;
“underwriting agreement”	the underwriting agreement between Imbalie and the underwriters entered into on or about the 14 November 2017, in terms of which the underwriters have undertaken to partially underwrite the rights offer;
“VAT”	Value-Added Tax levied in terms of the Value-Added Tax Act, 1991 (Act 89 of 1991), as amended from time to time; and
“ZAR” or “Rand” or “R”	South African Rand.

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 3 of the circular apply *mutatis mutandis* to this section.

2018

Rights offer Declaration Data announcement released on SENS	Monday, 29 January
Rights offer Finalisation announcement released on SENS	Wednesday, 31 January
Last day to trade in Imbalie shares in order to settle by the record date and to qualify to participate in the rights offer (<i>cum</i> entitlement) on	Tuesday, 6 February
Rights offer circular and, where applicable, a form of instruction posted to certificated shareholders	Tuesday, 6 February
Listing and trading of letters of allocation on the JSE at commencement of trading at 9:00 on Code: ILEN ISIN:ZAE000252946	Wednesday, 7 February
Shares commence trading ex-rights on the JSE at commencement of trading at 9:00 on	Wednesday, 7 February
Record date for participation in the rights offer at the close of business on	Friday, 9 February
Rights offer opens at commencement of trading on	Monday, 12 February
Dematerialised shareholders will have their accounts at their CSDP or broker automatically credited with letters of allocation at 9:00	Monday, 12 February
Certificated shareholders on the register will have their letter of allocation credited to an electronic account held with the transfer secretaries at 9:00 on	Monday, 12 February
Circular, where applicable, posted to Qualifying Dematerialised Shareholders	Tuesday, 13 February
Last day to trade in letters of allocation on the JSE on	Tuesday, 20 February
In respect of Qualifying Certificated Shareholders wishing to sell all or some of their Letters of Allocation, Forms of Instruction to be lodged with the Transfer Secretaries by 12:00 on	Tuesday, 20 February
Listing and trading of rights offer shares commences at commencement of trading at 9:00 on	Wednesday, 21 February
Rights offer closes at 12:00 – In respect of Qualifying Certificated Shareholders (or their renounees) wishing to exercise all or some of their rights, payment to be made and forms of instruction to be lodged with the Transfer Secretaries by 12:00 on payments to be made and forms of instruction in respect of letters of allocation lodged by certificated shareholders by 12:00 in respect of qualifying certificated shareholders (or their renounees) wishing to exercise all or some of their rights, payment and forms of instruction to be lodged with the Transfer Secretaries by 12:00 on (see note 5)	Friday, 23 February
Record date for letters of allocation on	Friday, 23 February
Rights Issue shares issued on	Monday, 26 February
In respect of Qualifying Dematerialised Shareholders (or their renounees), CSDP or Broker accounts debited with the Rights Issue Price and updated with the Rights Issue shares at 09:00 on	Monday, 26 February
In respect of Qualifying Certificated Shareholders (or their renounees), Share certificates in respect of Rights issue shares posted on	Monday, 26 February
Results of rights offer released on SENS	Monday, 26 February

Notes:

1. The definitions and interpretations commencing on page 3 of this circular apply, *mutatis mutandis*, to this section on salient dates and times in respect of the rights offer.
2. All times referred to in this circular are South African times.
3. No share certificates may be dematerialised or rematerialised between Wednesday, 7 February 2018 and Friday, 9 February 2018, both days inclusive.
4. Dematerialised shareholders are required to notify their duly appointed CSDP or broker of their acceptance of the rights offer in the manner and time stipulated in the agreement governing the relationship between the shareholder and his/her CSDP or broker.
5. The CSDP or broker accounts of dematerialised shareholders will be automatically credited with new Imbalie shares to the extent to which they have accepted the rights offer. Imbalie share certificates will be posted, by registered post at the shareholder's risk, to certificated shareholders in respect of the rights offer shares which have been accepted.
6. CSDPs effect payment in respect of dematerialised shareholders on a delivery against payment basis.



Imbalie Beauty Limited
(Incorporated in the Republic of South Africa)
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Share code: ILE ISIN: ZAE000165239
("Imbalie" or "the company")

CIRCULAR TO IMBALIE SHAREHOLDERS

1. INTRODUCTION

- 1.1 Shareholders were advised by way of a SENS announcement on Thursday, 30 November 2017 that 750 000 000 ordinary no par value shares in the authorised share capital of Imbalie will be issued in terms of a rights offer at a subscription price of 2 cents per share to raise R15 million.
- 1.2 Imbalie has entered into an underwriting agreement in terms of which the underwriters have undertaken to partially underwrite the rights offer to the amount of R10 million. The purpose of this circular is to furnish shareholders with relevant information concerning the rights offer and the implications thereof in accordance with the Listings Requirements and the Companies Act.
- 1.3 The enclosed form of instruction in respect of the letter of allocation contains details of the rights to which certificated shareholders are entitled, as well as the procedures for acceptance, sale or renunciation of the rights shares. Dematerialised shareholders will be advised of the rights to which they are entitled as well as the procedure for acceptance, sale or renunciation of the rights offer by their CSDP or broker.
- 1.4 The JSE has approved the circular as well as the listing of the letters of allocation in respect of the rights shares from the commencement of business on Wednesday, 7 February 2018, to the close of trade on Tuesday, 20 February 2018.
- 1.5 The JSE has approved the listing of the rights shares from the commencement of trade on Wednesday, 21 February 2018.
- 1.6 Shareholders recorded in the register at the close of business on Friday, 9 February 2018, will receive rights to subscribe for rights shares in terms of the rights offer on the basis of 118.28921 rights shares for every 100 Imbalie shares held at 2 cents per rights share.
- 1.7 The rights shares, upon their issue, will rank *pari passu* in all respects with the Imbalie shares currently in issue.
- 1.8 The rights shares will be issued at an issue price of 2 cents per ordinary share, which equates to a 57% discount to the weighted average share price of Imbalie for the 30-day period ended 31 October 2017.
- 1.9 The rights shares, upon their issue, will be issued under the general authority of directors, authorised at the annual general meeting of shareholders held on Friday, 20 October 2017.

2. PURPOSE OF THE RIGHTS OFFER

The purpose of the rights offer is to raise R15 million (before expenses), which will be utilised for the following purposes:

- To strengthen the company's balance sheet as franchisor to remain competitive;
- To provide funding for continued product and beauty salon innovation;
- To fund an internal restructuring which resulted in retrenchment costs of certain employees, to reduce the company's overheads on a sustainable basis into the future; and
- To continue to fund the ongoing working capital requirements of the group.

3. TERMS OF THE RIGHTS OFFER

3.1 Particulars of the rights offer

Imbalie is offering for subscription, upon the terms and conditions set out in this circular by way of renounceable rights, to Imbalie shareholders and/or their renounees, a total of 750 000 000 rights shares at a subscription price of 2 cents per rights share payable in full on acceptance by certificated shareholders, or on delivery against payment basis by the CSDP or broker of dematerialised shareholders, in ZAR, in the ratio of 118.28921 rights shares for every 100 Imbalie shares held at the close of business on Friday, 9 February 2018.

3.2 Opening and closing dates of the rights offer

The rights offer will open at the commencement of business on Monday, 12 February 2018 and will close at 12:00 on Friday, 23 February 2018.

3.3 Entitlement

Imbalie shareholders will be granted the right to subscribe for 118.28921 rights shares for every 100 Imbalie shares held at the close of business on Friday, 9 February 2018. Imbalie shareholders are referred to the table of entitlement set out in Annexure 1 hereto.

The allocation of rights shares will be such that Shareholders will not be allocated a fraction of a rights share and as such any Entitlement to receive a fraction of a rights share which:

- is less than one-half of a rights offer share, will be rounded down to the nearest whole number; or
- is equal to or greater than one-half of a rights share but less than a whole rights share, will be rounded up to the nearest whole number.

3.3.1 Certificated shareholders will have their rights credited to an account in electronic form, which will be administrated by Terbium Financial Services Proprietary Limited on their behalf. The enclosed form of instruction reflects the number of rights shares for which the certificated shareholder is entitled to subscribe. The procedure that the shareholder should follow for the acceptance, sale or renunciation of his rights is reflected in the form of instruction.

3.3.2 Dematerialised shareholders will have their rights to the rights shares to which they are entitled to subscribe, credited to their custody accounts by their appointed CSDP or broker in electronic form. The CSDP or broker will advise the dematerialised shareholders of the procedures they need to follow for acceptance, sale or renunciation of rights.

3.3.3 The letters of allocation to which the form of instruction relate are negotiable and can be sold on the JSE.

3.4 Excess applications

Excess applications will not be allowed.

3.5 JSE listings

The JSE has granted listings for the letters of allocation and rights shares as follows:

- Letters of allocation with code: ILEN and ISIN: ZAE000252946 in respect of 750 000 000 rights shares will be listed from the commencement of trade on Wednesday, 7 February 2018 to the close of trade on Tuesday, 6 February 2018 both days inclusive; and
- The rights shares taken up during the rights offer will be listed with effect from the commencement of trade on Wednesday, 21 February 2018.

4. PROCEDURE FOR ACCEPTANCE, RENUNCIATION AND SALE OF RIGHTS

4.1 Certificated shareholders

4.1.1 Acceptance

Full details of the procedure for acceptance of the rights offer by certificated shareholders are contained in the form of instruction enclosed with this circular. The following should be noted:

4.1.1.1 acceptances are irrevocable and may not be withdrawn;

4.1.1.2 acceptances may only be made by certificated shareholders by means of the form of instruction;

- 4.1.1.3 any instruction to sell or renounce the rights shares may only be made by means of the form of instruction;
 - 4.1.1.4 the properly completed form of instruction and a cheque or banker's draft, in the currency of ZAR crossed "not transferable" and "or bearer" deleted in payment of the subscription price for the relevant rights shares must be received by the transfer secretaries at either of the addresses referred to in paragraph 4.1.3.2 below, by no later than 12:00 on Friday, 23 February 2018. No late postal acceptances will be accepted;
 - 4.1.1.5 the form of instruction to take up the rights in question will be regarded as complete only when the cheque or banker's draft has been cleared for payment;
 - 4.1.1.6 such payment will constitute an irrevocable acceptance of the rights offer upon the terms and conditions set out in this circular and in the form of instruction once the banker's draft or cheque has been cleared for payment;
 - 4.1.1.7 if any form of instruction is not received as set out above, the rights offer will be deemed to have been declined and the right to subscribe for the rights shares in terms of the form of instruction will lapse regardless of who holds it.
- 4.1.2 ***Renunciation or sale of rights***
- 4.1.2.1 Imbalie has issued letters of allocation in dematerialised form and the electronic record for certificated shareholders is being maintained by the transfer secretaries. This has made it possible for certificated shareholders to enjoy the same rights and opportunities as dematerialised shareholders.
 - 4.1.2.2 Certificated shareholders not wishing to subscribe for all or some of the rights shares allocated to them as reflected in the form of instruction, may sell or renounce or lapse their rights.
 - 4.1.2.3 In addition, certificated shareholders who wish to sell the rights shares allocated to them as reflected in the form of instruction, must complete the relevant section of the form of instruction and return it to the transfer secretaries in accordance with the instructions contained therein, to be received by no later than 12:00 on Friday, 23 February 2018.
 - 4.1.2.4 The transfer secretaries will endeavour to procure the sale of the rights on the JSE on behalf of such certificated shareholders and will remit the proceeds in accordance with the payment instructions reflected in the form of instruction, net of brokerage charges and associated expenses. Neither the transfer secretaries nor the company nor any broker appointed by either of them will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising out of the timing of such sales, the price obtained or any failure to sell such rights. References in this paragraph to a certificated shareholder include references to the person or persons executing the form of instruction and any person or persons on whose behalf such person or persons executing the form of instruction is/are acting and, in the event of more than one person executing the form of instruction, the provisions of this paragraph shall apply to them, jointly and severally.
 - 4.1.2.5 Certificated shareholders who do not wish to sell the rights shares allocated to them as reflected in the form of instruction, and who do not wish to subscribe for rights shares offered in terms of the form of instruction, but who wish to renounce their rights, should complete the relevant section of the form of instruction and return it to the transfer secretaries in accordance with the instructions contained therein to be received by no later than 12:00 on Friday, 23 February 2018.
 - 4.1.2.6 Certificated shareholders who wish to subscribe for only a portion of the rights shares allocated to them, must indicate on the form of instruction the number of rights shares for which they wish to subscribe.
 - 4.1.2.7 If the rights are not accepted, sold or renounced, the rights will lapse.

4.1.3 **Payment**

4.1.3.1 Currency

The amount due on acceptance of the rights offer is payable in ZAR.

4.1.3.2 Payment terms

A banker's draft drawn on a registered bank or a cheque drawn on a South African bank (each of which should be crossed and marked "not transferable" and in the case of a cheque, with the words "or bearer" deleted) in favour of "**Imbalie Beauty Limited – Rights offer**" in respect of the amount due, together with a properly completed form of instruction, must be lodged by certificated shareholders and/or their renounees by no later than 12:00 on Friday, 23 February 2018 in accordance with the instruction contained in the form of instruction and clearly marked "**Imbalie Beauty Limited – Rights offer**".

By hand to:

Terbium Financial Services Proprietary Limited
Beacon House
31 Beacon Road
Florida North 1709

Or sent by post, at the risk of the shareholder or renounee concerned, to:

P O Box 61272
Marshalltown 2107

Electronic Bank Transfers (EFT) will be accepted, kindly contact our Call Centre – Corporate Actions on 0861 100 634 to obtain banking details and reference number for the deposits. Election forms and proof of EFT payment may be e-mailed to denisev@terbium.global or imbalie@terbium.global. Kindly note that this is for subscription of the rights only and is not for selling of the rights.

NB: The completed Form of Election will be rejected if it is not received on or before 12:00 on Friday, 23 February 2018 together with proof of payment.

Physical address
Beacon House
31 Beacon Road
Florida North 1709

Postal address
PO Box 61272
Marshalltown
2107

PLEASE NOTE THAT THE ORIGINAL ELECTION FORM MUST BE RETURNED. E-MAILED ELECTION FORMS WILL BE ACCEPTED WITH PROOF OF PAYMENT ATTACHED.

Should the Form of Instructions not be accompanied with the proof of the EFT payment, the application will be treated as invalid.

All cheques or banker's drafts received by the transfer secretaries will be deposited immediately for payment. In the event that any cheque or banker's draft is dishonoured, Imbalie, in its sole discretion, may treat the relevant acceptance as void or may tender delivery of the relevant rights shares to which it relates against payment in cash of the subscription price for such rights shares. Payment received in respect of an application which is rejected or otherwise treated as void by Imbalie, or which is otherwise not validly received in accordance with the terms stipulated in this paragraph, will be posted by ordinary mail (without interest) by way of a cheque drawn in ZAR to the applicant concerned, at the applicant's risk on or about Monday, 26 February 2018. If the applicant concerned is not an Imbalie shareholder and gives no address in the form of instruction, then the relevant refund will be held by Imbalie until collected by the applicant.

4.1.3.3 Imbalie share certificates

Where applicable, share certificates in respect of rights shares will be posted, by registered post, by the transfer secretaries, at the risk of the certificated shareholders concerned, on or about Monday, 26 February 2018. As Imbalie uses the "certified transfer deeds and other temporary documents of title" procedure approved by the JSE, only "block" certificates will be issued in respect of rights shares.

Certificated shareholders receiving rights shares in certificated format must note that such shares cannot be sold on the JSE until they have been dematerialised. This could take between one and ten days.

4.2 Dematerialised shareholders

4.2.1 *Acceptance, renunciation or sale of rights*

The CSDPs or brokers appointed by dematerialised shareholders should contact the said shareholders to ascertain:

- whether they wish to follow their rights in terms of the rights offer (in which case CSDPs effect payment on a delivery against payment basis) or renounce their rights and in respect of how many rights shares; and
- if they do not wish to follow all or any of their rights, whether they wish to sell their rights and how many rights they wish to sell.

If you are not contacted, you should contact your CSDP or broker and furnish them with your instruction. Should a CSDP or broker not obtain instructions from a dematerialised shareholder, they are obliged to act in terms of the mandate granted to them by such dematerialised shareholder.

4.2.2 *Payment*

Your CSDP or broker will effect payment directly on your behalf in respect of rights followed, in ZAR, on Monday, 26 February 2018 on a delivery against payment basis.

4.2.3 *Rights shares*

Dematerialised shareholders will have their accounts credited with the rights shares subscribed for in terms of the rights offer, on Monday, 26 February 2018.

5. UNDERWRITING

Imbalie proposes to offer 750 000 000 shares for subscription at a subscription price of 2 cents per new ordinary share. Imbalie entered into an underwriting agreement on or about the 14 November 2017 with SA Madiba Investments Proprietary Limited, Holistics Remedies Proprietary Limited and Brits Engineering Industries Proprietary Limited in terms of which they agreed to underwrite the allotment and issue of a maximum of 500 000 000 ordinary shares of the rights offer at 2 cents per share. Mr WP van der Merwe, a non-executive director of Imbalie, is a shareholder and director of SA Madiba Investments Proprietary Limited. Holistic Remedies Proprietary Limited holds 88 371 192 shares in Imbalie equating to 13.94%.

In terms of the underwriting agreement, no underwriting consideration will be paid to the underwriters as the subscription price is at a 57% discount to the weighted average price for the 30-day period ended 31 October 2017.

The underwriting agreement will become irrevocable not later than 16:30 on the day prior to Wednesday, 31 January 2018 as determined from the timetable on page 5 of this circular.

The underwriters were in a position at the date of signing the underwriting agreement, to meet their commitments in terms of the underwriting agreement in conjunction with any other underwriting or similar agreements running concurrently with the underwriting agreement. It is recorded that Imbalie received R10 000 000 from the underwriters on the following dates:

R 3 000 000 - Holistics Remedies Proprietary Limited – 24 November 2016

R 3 500 000 - Holistics Remedies Proprietary Limited – 29 August 2017

R 1 500 000 - SA Madiba Investments Proprietary Limited – 2 October 2017

R 2 000 000 - Brits Engineering Industries Proprietary Limited – 10 October 2017.

The underwriting agreement is subject to the fulfilment of *inter alia* that a listing of the letters of allocation and the rights offer shares being granted by the JSE by Wednesday, 31 January 2018.

The directors confirm that they have made due and careful enquiry to confirm that the underwriters will be able to meet their commitments in terms of the underwriting agreement.

6. NATURE OF THE BUSINESS, BACKGROUND, HISTORY AND PROSPECTS

6.1 NATURE OF THE BUSINESS

Imbalie is a franchisor, brand owner, service provider and an educator of beauty and wellness offerings and products. Imbalie has its own and franchise salon footprint (“salon footprint”) through the following franchise salon chains: Placecol Skin Care Clinics; Dream Nails Beauty Salons and Perfect 10 Nail and Body Studios. The Imbalie group’s unique differentiator is that it owns award-winning skin care brands, being Placecol and Skinderm.

6.2 BACKGROUND AND HISTORY

- 6.2.1 Imbalie, the holding company was established 14 years ago.
- 6.2.2 The group originated 38 years ago when a beauty therapist, Elma Mckenzie started her own skin care range, Placecol in Ermelo.
- 6.2.3 In December 2003, Imbalie opened its first Placecol skin care clinic and has since grown to the largest group of skin care clinics in South Africa with more than 70 skin care clinics nationally.
- 6.2.4 In January 2007, Imbalie launched its first Placecol franchised salon.
- 6.2.5 With effect from 1 July 2007, Imbalie acquired the Dream Nails Beauty franchise group as a first step in becoming a multiple brand franchisor. The Dream Nails Beauty franchise group was established 33 years ago by Nora Barnard making it the oldest and most recognised beauty franchise chain in South Africa.
- 6.2.6 In 2007, the company listed on the ALT^x. Imbalie’s head office operates from its premises in Woodmead, Sandton.
- 6.2.7 In March 2012, Imbalie acquired the Perfect 10 franchise group from Vicky and Arthur Barrable in line with its vision in becoming the leading and most desirable beauty and wellness franchise group and following its multiple brand franchise strategy.
- 6.2.8 In November 2014 the upgraded version of the younger than 40 Placecol skin care range was launched where five skin care ranges were collapsed into one skin care range.
- 6.2.9 With effect from 1 June 2015, Imbalie acquired Prana Products Proprietary Limited with the objective of strengthening its management team with the appointment of Debbie Wolfendale as a Director to the group and the expansion of the basket of products offered to the group’s beauty salons.
- 6.2.10 In July 2015 Imbalie launched the final upgraded skin care products in the Placecol skin care range, being the Placecol Illuminé skin care range for mature skin. Since the launch of the upgraded Placecol skin care range, the group has received numerous awards from the Pharmaceutical and Cosmetic Review and various other reputable organisations in the beauty industry.
- 6.2.11 In March 2016, the Imbalie group revealed an upgraded look for its Perfect 10 beauty salon group, which it rolled out nationally.
- 6.2.12 In July 2016, on the back of the very successful launch of the upgraded Placecol skin care range into the market place, the group developed and launched a state of the art skin care range, “Skinderm” which was launched exclusively into its Perfect 10 salon footprint, a range that is simple to use for all ages and skin types that contains the latest technology in skin care.
- 6.2.13 In July 2016 Imbalie launched a new Rewards program which, a year later, has more than 32 000 members.
- 6.2.14 In August 2017 the group entered into a strategic alliance with Edcon Limited with the opening of the first owner-operator beauty salon concept within Edgars, called “Placecol on the go”. The first Placecol on the go beauty salon was opened in Edgars Sandton City in October 2017, with the ultimate objective of allowing franchise owner operators to open a large number of “Placecol on the go” beauty salons nationally within Edgars. In addition, the pilot phase of using Edcon Account Cards within its own beauty salon footprint to accommodate consumers by providing an alternative payment method within the group’s beauty salon, is almost complete.

6.3 PROSPECTS

- 6.3.1 Imbalie's vision is to be the leading and most desirable beauty and wellness franchise group in South Africa and to become a significant player in the beauty, health and wellness industry through a combination of organic growth and strategic acquisitions of entrepreneurially owned and managed companies.
- 6.3.2 The Imbalie group maintained its position as leading and most desirable beauty and wellness franchise group receiving many awards for its beauty salons and own brand skin care ranges, as follows:
- FASA Awards 2017
 - Winner Franchisee of the Year Category: Placecol Elardus Park
 - Finalist in Franchisee of the Year Category: Perfect 10 Highveld Mall
 - Finalist in Franchisor Brand Builder of the Year Category: Perfect 10
 - Woman & Home Awards 2017
 - Best Face Oil: Placecol Illuminé Reviving Oil
 - Best New Skin Care Product: Skinderm Optimize Brightening Elixir
 - Best Lip Pencil: Bodyography Lip Pencil in Barely There
 - Marie Claire Prix D'Excellence de la Beauté 2017
 - 1st Runner up: Skinderm Exfoliating Glow Pads
 - Pharmaceutical and Cosmetic Review Awards 2017
 - Skinderm Range Category Winner
 - Skinderm New Product Competition Second Runner Up
 - Placecol Illuminé Retinol Serum Individual Category First Runner Up
 - Best of Pretoria Awards 2017
 - Placecol overall winner as best place to buy beauty products
 - Placecol voted overall winner as best beauty salon
 - Placecol voted overall winner as best nail bar
 - Best of Bloemfontein Awards 2017
 - Placecol Victorian Square voted as best place to buy beauty products
 - Placecol Victorian Square voted as best beauty mecca
 - Placecol Victorian Square voted as best nail salon
- 6.3.3 Imbalie remains committed to going from strength to strength, following the upgrade of its skin care product ranges and its salon brands. In 2018 the group will focus on the profitability of its salon footprint with various strategies to increase footfall and retail in its beauty salons and to monitor the profitability of its underlying franchise footprint. It is the group's intention to open various Placecol on the go beauty salons within Edcon, once the pilot project in Edgars Sandton City has been completed.
- 6.3.4 Imbalie remains steadfast in transforming and empowering women working in our franchise salon footprint to ensure that these women are empowered as business owners leading their teams and businesses successfully.

7. SHARE CAPITAL

7.1 Authorised and issued share capital

7.1.1 *Authorised and issued share capital before rights offer*

	R
<i>Authorised</i>	
2 000 000 000 ordinary no par value shares	200 000
<i>Issued</i>	
634 039 225 ordinary no par value shares	63 404

7.1.2 *Authorised and issued share capital after the rights offer*

	R
<i>Authorised</i>	
2 000 000 000 ordinary no par value shares	200 000
<i>Issued</i>	
634 039 225 (in issue prior to the rights offer)	63 404
750 000 000 (issued in terms of the right offer)	75 000
1 384 039 225 ordinary no par value shares	138 404

Notes:

1. No shares are held in Treasury as at 30 November 2017.

7.2 Share price history

A table setting out the share price history of Imbalie shares on the ALT^x is included in this circular as Annexure 2.

8. DIRECTORS

8.1 Names, designation and addresses of directors

Names	Designation	Addresses
<i>Non-executive directors:</i>		
Mr BJT Shongwe	Independent non-executive Chairman	830 Wexford Drive, The Woodlands, Dainfern Golf Estate, 2191
Mr GD Harlow	Independent non-executive director	22 West Road South Morningside, 2196
Mr TJ Schoeman	Independent non-executive director	490 William Nicol Street, Constantia Park, 0181
Ms DL Wolfendale	Non-executive director	23 Fifth Street, Houghton Estate, 2198
Mr WP van der Merwe	Non-executive director	91C Totius Street, Poortview, Roodepoort, 2040
<i>Executive directors:</i>		
Ms E Colyn	Chief Executive Officer	178 Kent Avenue, Ferndale Ridge, Randburg, 2194
Mr J Rossouw	Financial Director	29 Dion Street, Helderkruijn, 1724

All directors are South African.

There will be no variation in the directorate or the directors' details as a consequence of the rights offer.

8.2 Directors' remuneration

There will be no variation in the remuneration receivable by any of the directors as a consequence of the rights offer.

8.3 Directors' interests in shares

The directors' interests in the ordinary share capital of the company as at 31 August 2017 were as follows:

Directors	Beneficial direct	Beneficial indirect	Total	% held
Mr TJ Schoeman	-	77 500	77 500	0.01
Mr GD Harlow	-	82 291 667	82 291 667	12.98
Mr WP van der Merwe	-	191 169 065	191 169 065	30.35
Ms E Colyn	53 000 000	-	53 000 000	8.41
Ms DL Wolfendale	5 000 000	-	5 000 000	0.79
Total	58 000 000	273 538 232	331 538 232	52.54

The table below reflects the expected directors' interests in the ordinary share capital of the company after the rights issue, assuming that R5 000 000 rights offer shares are taken up :

Directors	Beneficial direct	Beneficial indirect	Total	% held
Mr TJ Schoeman	-	169 174	169 174	0.01
Mr GD Harlow	-	94 791 667	94 791 667	6.85
Mr WP van der Merwe	-	291 169 065	291 169 065	21.04
Ms E Colyn	57 000 000	-	57 000 000	4.12
Ms DL Wolfendale	10 914 461	-	10 914 461	0.79
Total	67 914 461	386 129 906	454 044 367	32.81

The table below reflects the expected directors' interests in the ordinary share capital of the company after the rights issue, assuming that no rights offer shares are taken up:

Directors	Beneficial direct	Beneficial indirect	Total	% held
Mr TJ Schoeman	-	77 500	77 500	0.01
Mr GD Harlow	-	82 291 667	82 291 667	7.26
Mr WP van der Merwe	-	266 169 065	266 169 065	23.47
Ms E Colyn	53 000 000	-	53 000 000	4.67
Ms DL Wolfendale	5 000 000	-	5 000 000	0.44
Total	58 000 000	348 538 232	406 538 232	35.85

8.4 Directors' intentions

The directors who own shares in the company have considered the terms of the rights offer and intend to follow their rights in respect of their shares in terms of the rights offer as set out in paragraph 8.3 of this circular.

The directors' ability to follow their rights is dependent on their ability to raise sufficient funding and to the extent that directors do not follow their rights, their rights will potentially be renounced or lapsed.

9. FOREIGN JURISDICTIONS

The distribution of this circular and accompanying documents and the granting of the right to subscribe for rights shares in certain jurisdictions other than South Africa may be restricted by law and a failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

Any shareholder resident outside the common monetary area who receives the circular and form of instruction, should obtain advice as to whether any governmental and/or any other legal consent is required, and/or any other formality must be observed to enable such a subscription to be made in terms of such form of instruction.

The rights offer does not constitute an offer in any jurisdiction in which it is illegal to make such an offer and the circular and form of instruction should not be forwarded or transmitted by recipients thereof to any person in any territory other than where it is lawful to make such an offer.

The rights offer shares have not been and will not be registered under the Securities Act of the United States of America. Accordingly, the rights offer shares may not be offered, sold, resold, delivered or transferred, directly or indirectly, in or into the United States or to, or for the account or benefit of, United States persons, except pursuant to exemptions from the Securities Act. The circular and the accompanying documents are not being, and must not be, mailed or otherwise distributed or sent in, into or from the United States. The circular does not constitute an offer of any securities for sale in the United States or to United States persons.

The rights offer contained in the circular does not constitute an offer in the District of Columbia, the United States, the Dominion of Canada, the Commonwealth of Australia, Japan or in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. Non-qualifying shareholders should consult their professional advisers to determine whether any governmental or other consents are required or other formalities need to be observed to allow them to take up the rights offer, or trade their entitlement. Shareholders holding Imbalie shares on behalf of persons who are non-qualifying shareholders are responsible for ensuring that taking up the rights offer, or trading in their entitlements under that offer, do not breach regulations in the relevant overseas jurisdictions.

To the extent that non-qualifying shareholders are not entitled to participate in the rights offer as a result of the aforementioned restrictions, the allocated rights in respect of such non-qualifying shareholders shall revert to Imbalie who shall be entitled to sell or place same or failing which such rights will lapse.

10. EXCHANGE CONTROL REGULATIONS

The following summary is intended as a guide only and is, therefore, not comprehensive. If a shareholder or his renounee is in any doubt in regard hereto, he should consult his professional adviser.

Imbalie shareholders who are not resident in the common monetary area should obtain advice as to whether any governmental and/or other legal consent is required and/or whether any other formality must be observed to allow them to follow their rights in terms of the rights offer.

Non-residents of the common monetary area

In terms of the Exchange Control Regulations of South Africa and upon specific approval by the South African Reserve Bank, non-residents, excluding former residents, of the common monetary area will be allowed to:

- take up rights allocated to them in terms of the rights offer;
- purchase rights on the JSE;
- subscribe for the rights shares in terms of the rights offer;

provided payment is received either through normal banking channels or from a non-resident account. In respect of Imbalie shareholders taking up their rights in terms of the rights offer:

- a “non-resident” endorsement will be applied to forms of instruction issued to non-resident certificated shareholders; or
- a “non-resident” annotation will appear in the CSDP or broker’s register for non-resident dematerialised shareholders.

All applications by non-residents for the above purposes must be made through a South African authorised dealer.

Where rights are sold on the JSE on behalf of non-residents, the proceeds of such a sale are freely remittable through a South African authorised dealer in foreign exchange.

Former residents of the common monetary area (“emigrants”)

Where a right in terms of the offer falls due to an emigrant, which right is based on shares blocked in terms of the South African Exchange Control Regulations, then only blocked funds may be used to:

- take up rights allocated to such emigrant in terms of the rights offer;
- purchase rights on the JSE; and
- subscribe for rights shares arising in terms of the rights offer.

All applications by emigrants using blocked Rand for the above purposes must be made through the South African authorised dealer controlling their blocked assets. Imbalie share certificates issued pursuant to blocked Rand transactions must be endorsed “non-resident” and placed under the control of the authorised dealer through whom the payments were made.

In respect of Imbalie shareholders taking up their rights in terms of the rights offer:

- a “non-resident” endorsement will be applied to forms of instruction issued to non-resident certificated shareholders; or
- a “non-resident” annotation will appear in the CSDP or broker’s register for non-resident dematerialised shareholders.

Where rights are sold on the JSE on behalf of emigrants, which rights are based on an investment which is blocked in terms of South African Exchange Control Regulations, the proceeds of such sales will be credited to the blocked Rand accounts of the Imbalie shareholders concerned.

Non-resident and emigrant dematerialised shareholders will have all aspects relating to Exchange Control managed by the CSDP or broker.

11. CONSENTS

The Designated Adviser and transfer secretaries have given and have not, prior to the last practicable date, withdrawn their written consents to the inclusion of their names in the form and context in which they appear in this circular.

12. EXPENSES

At the last practical date, estimated expenses of R267 684 (excluding VAT) were provided for in respect of the rights offer which will be settled out of the proceeds of the rights offer and include:

	R (excluding VAT)
Designated adviser fee – Exchange Sponsors	150 000
Transfer secretaries’ fees – Terbium Financial Services Proprietary Limited	8 500
Company secretary fee - P Atkins	25 000
Printing and other related costs	20 000
JSE documentation fee	25 105
JSE listing fees	39 079
	267 684

13. DIRECTORS’ RESPONSIBILITY STATEMENT

The directors, whose names are given in paragraph 8 of this circular, collectively and individually, accept full responsibility for the accuracy of the information given in this circular and certify that, to the best of their knowledge and belief there are no facts, the omission of which would make any statement in this circular false or misleading and that they have made all reasonable enquiries to ascertain such facts and this circular contains all information required by law and the Listings Requirements.

14. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or copies thereof, are available for inspection at the registered office of the company, from the date of issue of this circular, up to and including Friday, 23 February 2018:

- the memorandum of incorporation of Imbalie and its subsidiaries;
- the audited financial statements of Imbalie for the years ended 28 February 2015, 29 February 2016 and 28 February 2017;
- the unaudited interim results of Imbalie for the six months ended 31 August 2017;
- copies of the directors’ service agreements;
- the written consents of the company’s professional advisers;
- a signed copy of this circular and letter of allocation approved by the JSE; and
- a signed copy of the underwriting agreement.

15. POST-BALANCE SHEET EVENTS

The following post-balance sheet events occurred between 28 February 2017 and the last practical date:

In August 2017 the group entered into a strategic alliance with Edcon Limited to lead the market place with the opening of the first owner-operator beauty salon concept within Edgars, called "Placecol on the go". The first Placecol on the go beauty salon was opened in Edgars Sandton City in October 2017, with the ultimate objective of allowing franchise owner operators to open a large number of "Placecol on the go" beauty salons nationally within Edgars. In addition, the group is in the process of completing the pilot phase for the use of Edcon Account Cards within its own beauty salon footprint to accommodate consumers by providing an alternative payment method within the group's beauty salons.

Shareholders are referred to the interim results for the period ended 31 August 2017 released on SENS on 30 November 2017 for further information relating to the restructuring.

The following measures were implemented subsequent to 31 August 2017 to ensure a successful turnaround of the group:

1. Internal restructuring of the group and overall simplification of the operational structure which includes once off restructuring and impairment costs of the company's own corporate salons amounting to R9 million. Due to tough trading conditions and losses incurred by the company's corporate salons a decision was taken to either close or sell corporate salons to prospective new franchisees at less than book value which resulted in a once off impairment loss of corporate salons. The internal restructuring process, relating to the retrenchment of employees and the continued reduction of costs, which resulted in savings of more than R500 000 per month was finalised in September 2017 with benefits already evident in the group from October 2017.
2. Appointment of new board members and the overall restructuring and strengthening of the board with the appointment of seasoned businessmen namely Bheki Shongwe and Gary Harlow to assist and steer the strategic direction of the company.
3. Weekly meetings with an advisory committee to ensure that the overall turn-around of the business, further cost savings and strategic initiatives set for 2018, are achieved.

Revenue for the period September 2017 to December 2017 has reduced mainly as a result of the group owning less corporate salons compared to the prior period. Product sales to the salon group also reduced as a result of owning less corporate owned salons. These corporate salons were either sold or closed during the period. The group's gross profit margins improved over the period September 2017 to December 2017 as a result of more skin care brands in relation to brands which attract lower margins, being sold to the group's underlying salon footprint. Total overheads reduced over the period September 2017 to December 2017 significantly due to the restructuring plan that was rolled resulting in the Group achieving profits during this period.

Imbalie remains committed to going from strength-to-strength in the future, following the upgrade of its skin care product ranges and its salon brands. In 2018, the group will focus on the profitability of its salon footprint with various strategies to increase footfall and retail in its beauty salons and to monitor the profitability of its underlying franchise footprint. It is the intention of the group to open various Placecol on the go beauty salons within Edcon, once the pilot project in Edgars Sandton City has been completed.

Imbalie remains steadfast on its journey to transform and empower women working in our franchise salon footprint and to ensure that these women are empowered as business owners, leading their teams and businesses successfully and achieving an overall return on shareholders' funds.

Signed at Woodmead, Sandton on Tuesday, 6 February 2018 on behalf of the board of directors and in terms of powers of attorney granted to her by such directors.



Ms E Colyn

In her capacity as Chief Executive Officer

TABLE OF ENTITLEMENT TO RIGHTS SHARES

The rounded number of rights to new shares to which a rights participant will become entitled will be as follows:

Number of existing ordinary shares held	Number of rights shares to which a rights participant is entitled	Number of existing ordinary shares held	Number of rights shares to which a rights Participant is entitled	Number of existing ordinary shares held	Number of rights shares to which a rights Participant is entitled
1	1.18289	37	43.76701	73	86.35112
2	2.36578	38	44.94990	74	87.53402
3	3.54868	39	46.13279	75	88.71691
4	4.73157	40	47.31568	76	89.89980
5	5.91446	41	48.49858	77	91.08269
6	7.09735	42	49.68147	78	92.26558
7	8.28024	43	50.86436	79	93.44848
8	9.46314	44	52.04725	80	94.63137
9	10.64603	45	53.23014	81	95.81426
10	11.82892	46	54.41304	82	96.99715
11	13.01181	47	55.59593	83	98.18004
12	14.19471	48	56.77882	84	99.36294
13	15.37760	49	57.96171	85	100.54583
14	16.56049	50	59.14461	86	101.72872
15	17.74338	51	60.32750	87	102.91161
16	18.92627	52	61.51039	88	104.09450
17	20.10917	53	62.69328	89	105.27740
18	21.29206	54	63.87617	90	106.46029
19	22.47495	55	65.05907	91	107.64318
20	23.65784	56	66.24196	92	108.82607
21	24.84073	57	67.42485	93	110.00897
22	26.02363	58	68.60774	94	111.19186
23	27.20652	59	69.79063	95	112.37475
24	28.38941	60	70.97353	96	113.55764
25	29.57230	61	72.15642	97	114.74053
26	30.75519	62	73.33931	98	115.92343
27	31.93809	63	74.52220	99	117.10632
28	33.12098	64	75.70509	100	118.28921
29	34.30387	65	76.88799	1 000	1 182.89210
30	35.48676	66	78.07088	10 000	11 828.92100
31	36.66966	67	79.25377	100 000	118 289.21000
32	37.85255	68	80.43666	1 000 000	1 182 892.10000
33	39.03544	69	81.61955	5 000 000	5 914 460.50000
34	40.21833	70	82.80245		
35	41.40122	71	83.98534		
36	42.58412	72	85.16823		

PRICE HISTORY OF IMBALIE SHARES ON THE JSE

The lowest, highest, closing market prices and volumes traded of Imbalie shares on the JSE during the following periods were as follows:

Daily price data

Date	High (Cents)	Low (Cents)	Close (Cents)	Volume
2018/01/26	6	5	6	4 000
2018/01/25	6	4	4	36 000
2018/01/24	-	-	6	-
2018/01/23	6	6	6	31 143
2018/01/22	-	-	5	-
2018/01/19	5	5	5	100 000
2018/01/18	5	5	5	999 600
2018/01/17	6	6	6	19 000
2018/01/16	6	4	4	211 40
2018/01/15	5	5	5	292 268
2018/01/12	6	5	5	268 314
2018/01/11	6	4	6	73 000
2018/01/10	6	5	6	262 536
2018/01/09	6	5	6	539 281
2018/01/08	7	5	7	630 033
2018/01/05	7	4	6	352 594
2018/01/04	6	4	5	291 673
2018/01/03	-	-	4	-
2018/01/02	4	4	4	117 200
2017/12/29	4	4	4	239 000
2017/12/28	4	4	4	50 000
2017/12/27	-	-	4	-

Monthly price data

Date	High (Cents)	Low (Cents)	Close (Cents)	Volume
2017/12/31	4	-	4	703 786
2017/11/30	4	5	3	4 575 404
2017/10/31	5	5	3	1 093 957
2017/09/30	5	6	3	2 037 651
2017/08/31	4	7	3	1 767 249
2017/07/31	7	10	5	2 205 260
2017/06/30	9	11	6	415 002
2017/05/31	10	14	5	755 021
2017/04/30	14	15	11	223 238
2017/03/31	15	15	10	100 284
2017/02/28	11	14	11	256 730
2017/01/31	11	14	8	422 709

INFORMATION ON THE UNDERWRITERS

The following information on the underwriters is disclosed in accordance with the JSE Listings Requirements:

Company name:	SA Madiba Investments Proprietary Limited
Registration number:	1998/015202/07
Date of incorporation:	04/08/1998
Place of incorporation:	Pretoria
Directors:	WP van der Merwe
Auditor:	Goosen Mellet Chartered Accountants
Banker:	FNB
Authorised share capital:	1 000 ordinary par value shares of R1 each
Shareholder:	WP van der Merwe - 100%

Company name:	Holistics Remedies Proprietary Limited
Registration number:	1992/005816/07
Date of incorporation:	07/10/1992
Place of incorporation:	Pretoria
Directors:	AA Kalla HRA Kalla IA Kalla NA Kalla NAS Kalla SA Kalla
Auditor:	Diastoleus Professio Incorporated
Banker:	FNB
Authorised share capital:	250 000 000 ordinary par value shares of R0.01 each
Shareholder:	Baraka Development Trust - 4% Go Tswelela Trust - 12% Go Gaisa Trust - 12% Matlhatsi Trust - 12% Lethabo Trust - 12% Denaledi Trust - 12% Setshaba Trust - 12% Kopano Trust - 12% Zuleikha and Aboobaker Moosa Kalla Trust - 12%

Company name:	Brits Engineering Industries Proprietary Limited
Registration number:	1978/002005/07
Date of incorporation:	09/06/1978
Place of incorporation:	Pretoria
Directors:	AR Rapp
Auditor:	Johan Zwarts and Associates
Banker:	FNB
Authorised share capital:	1 000 000 ordinary par value shares of R10 each 70 000 000 non-cumulative par value preference shares of 0.01 cent each
Shareholder:	AR Rapp - 100%

FORM A: INSTRUCTION TO SELL

This form is to be signed by the Shareholder if the rights to the Rights Offer Shares are to be sold.

IMBALIE BEAUTY LIMITED

I/We hereby instruct Terbiem Financial Services Proprietary Limited to sell _____ of my Rights Offer Shares and pay the proceeds, if any, of the sale of the Rights allocated to me/us in terms of this Form of Instruction (less R154.58, all inclusive, for trades less than or equal to R40 000, and R154.48, plus 0.35% of the value of trades (for amounts greater than R40 000)).

Payment Instructions:

By electronic funds transfer to the following bank account:

Name of Bank _____

Account Number _____

Branch Code _____

Stamp and endorsement
of selling
broker (if any)

In order to comply with the requirements of the Financial Intelligence Act, 2001 (No. 38 of 2001), Terbiem Financial Services Proprietary Limited will be unable to record any change of payment mandated unless the following documentation is received from the relevant Shareholder:

- an original certified copy of your identity document;
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number, if you do not have a tax number, please submit a letter stating this and have the letter signed by a Commissioner of Oaths; and
- a certified true copy of an original bank statement.

PLEASE NOTE THAT IF THE ABOVE INFORMATION IS NOT COMPLETE OR IF CONFLICTING INSTRUCTIONS ARE GIVEN, A CHEQUE PAYMENT OF THE AMOUNT DUE MAY BE SENT TO THE ADDRESS RECORDED IN IMBALIE'S SHARE REGISTER OR THE AMOUNT DUE WILL BE HELD BY IMBALIE UNTIL COLLECTED AND NO INTEREST WILL ACCRUE TO THE SHAREHOLDER IN RESPECT THEREOF.

Signed _____

Signature(s) of Shareholder selling his/her rights _____

Date _____

Assisted by me (where applicable) (all joint holders must sign)

FORM B: FORM OF RENUNCIATION

(To be signed by the Shareholder named in Block (1) on page 2 of the Form of Instruction if the right to the Rights Offer Shares is renounced.)

To the Directors,

IMBALIE BEAUTY LIMITED

I/We hereby renounce my/our right to subscribe for the Rights Offer Shares allocated to me/us as stated in Block (3) on page 2 of the Form of Instruction in favour of the person(s) completing the Registration Application Form (Form C) in relation to such Rights Offer Shares.

Signed _____

Signature(s) of person(s) renouncing _____

Date _____

Stamp and endorsement
of selling
broker (if any)

FORM C: REGISTRATION APPLICATION FORM (to be accompanied by a cheque or banker's draft or EFT swift reference number)

This form must be completed in respect of the person(s) (i.e. the renounee(s)) in whose name(s) the Rights Offer Shares must be allotted.

ONCE THIS FORM HAS BEEN COMPLETED THIS FORM OF INSTRUCTION WILL NO LONGER BE NEGOTIABLE.

To the Directors,

IMBALIE BEAUTY LIMITED

I/We hereby request you to allot the Rights Offer Shares comprised in this Form of Instruction and as indicated in Blocks (5) and (6) on page 2 of the Form of Instruction hereof in the following name(s) upon the conditions set out in the accompanying Circular dated 6 February 2018.

I/We authorise you to place such name(s) on the register of Shareholders in respect thereof.

Surname(s) or Name of company _____

*Mr/Mrs/Miss _____

First names in full _____

Postal address (preferably a P O Box address) _____

Postal Code _____

E-mail address _____

Telephone number (office hours) () Cell phone number () Date _____

Signature of renounee(s) _____

Stamp and endorsement
of selling
broker (if any)

FORM D: POSTAL INSTRUCTIONS (to be completed only if you require a Share certificate)

Holders of Certificated Shares accepting all the rights allocated to them in terms of the Rights Offer will receive their Rights Offer Shares in certificated form, which will not be good for delivery until they have been dematerialised.

Holders of Certificated Shares should complete the section below.

Kindly post the relevant share certificate to the following address by registered post:

Name _____

Address _____

In order to comply with the requirements of the Financial Intelligence Act, 2001 (No. 38 of 2001), Terbiem Financial Services Proprietary Limited will be unable to record any change of address mandated unless the following documentation is received from the relevant Shareholder:

- an original certified copy of your identity document;
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number, if you do not have a tax number, please submit a letter stating this and have the letter signed by a Commissioner of Oaths; and
- an original or original certified copy of a service (or utility) bill to verify your residential address.

(If no specific instructions are given here, the Certificated Shares will be forwarded to the address as shown in Block (1) of page 2 of the Form of Instruction.)

A Shareholder wishing to collect his/her/their new Share certificate from the Transfer Secretaries must tick this block:

FORM E: ELECTION RELATING TO THE ISSUE OF RIGHTS OFFER SHARES

In order to comply with recent legislative changes, the Rights Offer Shares may only be issued in Dematerialised form.

All Qualifying Shareholders holding Certificated Shares or renounee(s) who wish to follow their rights in terms of the Rights Offer should kindly complete the section below dealing with the issue of the Rights Offer shares.

1. Please tick this box if you have an account with a Broker or CSDP and wish such account to be credited with the Rights Offer Shares which have been allocated to or renounced to you, and insert the details of such account below:

Name of account holder: _____

Name of Broker: _____

Name of CSDP: _____

Account number of Broker: _____

Account number of CSDP: _____

Telephone number of Broker/CSDP: _____

SCA number of Broker/CSDP: _____

Please note: The information provided above must be stamped and signed by your CSDP or Broker.

Please note: Should the account details provided by you above be incorrect or incomplete, it will not be possible to credit such account with the Rights

Offer Shares, in which case you will be issued with a statement of allocation, confirming the number of Rights Offer Shares due to you. The statement of allocation will be posted to you at your risk.

2. Please tick this box if you do not have an account with a Broker or CSDP, but wish to receive the Rights Offer Shares in Dematerialised form and not in certificated form. It will be necessary for you to appoint a Broker or CSDP before the Rights Offer Shares to which you are entitled can be credited to your Broker or CSDP account. In the meantime, you will be issued with a statement of allocation, confirming the number of Rights Offer Shares due to you. The statement of allocation will be posted to you at your risk.

3. Please tick this box if you do NOT wish to receive the Rights Offer Shares to which you are entitled in Dematerialised form and instead wish to "re-materialise" the Dematerialised Rights Offer Shares due to you and replace these with a physical Document of Title (share certificate). The Document of Title (share certificate) for the Rights Offer Shares will be posted to you at your risk.

This form of instruction must be completed in its entirety and returned to the transfer secretaries:

The definitions and interpretations commencing on page 3 of the accompanying Circular apply, mutatis mutandis, to the information on this Form of Instruction for the Rights Offer.

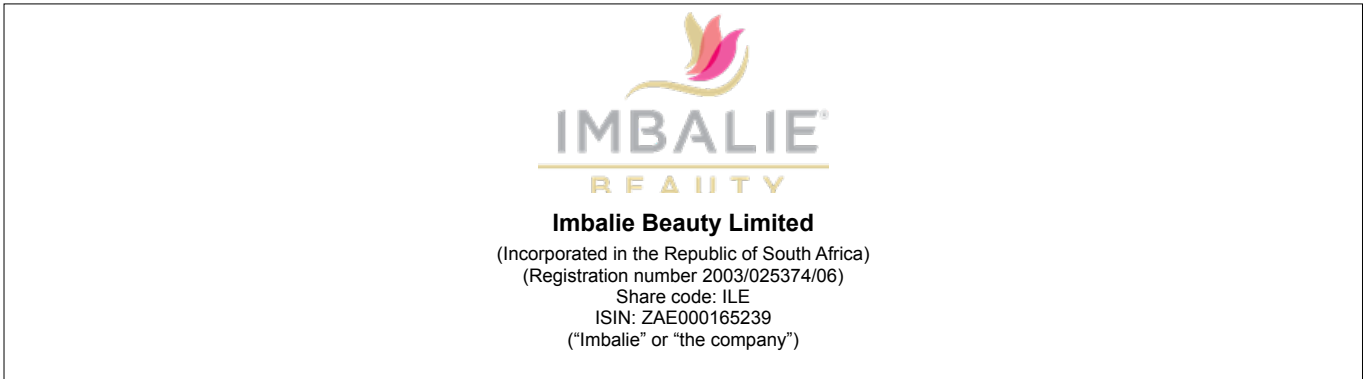
This Form of Instruction in respect of a renounceable (nil paid) letter of allocation ("Form of Instruction") is negotiable and may be traded on the JSE under JSE Code ILEN and ISIN ZAE000252946. If you are in any doubt as to what action to take, please consult your Broker, banker, attorney, accountant, or other professional advisor immediately.

IMBALIE has issued all letters of allocation in dematerialised form and the electronic record for Certificated Shareholders is being maintained by its transfer secretaries, Terbiu Financial Services Proprietary Limited ("Transfer Secretaries").

This has made it possible for Certificated Shareholders to enjoy the same rights and opportunities with respect to the Form of Instruction as those Shareholders who have already dematerialised their Shares. You must complete this Form of Instruction and return it to the Transfer Secretaries, at the address below, if you wish to dispose of or renounce or take up all or part of your rights in terms hereof.

Each amendment to this Form of Instruction must be signed in full and must not be initialed

**EXCHANGE CONTROL
REGULATIONS
ENDORSEMENT**
(see page 2 paragraph 6)



A partially underwritten renounceable rights offer of 750 000 000 Shares at an issue price of 2 cents per share, in the ratio of 118.28921 Rights offer Shares for every 100 Shares at the close of business on Friday, 23 February 2018

**SPECIMEN FORM OF INSTRUCTION IN RESPECT OF A LETTER OF ALLOCATION ("FORM OF INSTRUCTION")
Issued only to holders of Certificated Shares**

Name and address of shareholder	Account Number
(1)	Transfer Secretaries Terbiu Financial Services Proprietary Limited Enquiries in connection with this Letter of Allocation should be addressed to the Transfer Secretaries, quoting this account number:

Number of Shares deemed to be held at close of business on Friday, 9 February 2018	Number of Rights Offer Shares which can be taken up in terms of paragraph 2 below based on the deemed shareholding as at Friday, 9 February 2018	Amount payable at 2 cents per Rights Offer Shares (3) x 2 cents
(2)	(3)	(4)

Acceptance of Right Offer Shares Please note that the same or a lesser number of Rights Offer Shares as the number mentioned in Block (3) may be accepted	Number of Rights Offer Shares accepted	Total amount due at 2 cents per Rights Offer Share (5) x 2 cents
	(5)	(6)

Total amount of cheque / banker's draft / EFT
(7)

EFT swift reference number (only applicable if payment made by EFT)

Addressee telephone number (office hours) () and/or cell phone number ()

Applicant's mobile number

Email address: _____ Signature _____

Dear IMBALIE Shareholder,

1. THE RIGHTS OFFER

Shareholders recorded in the Register of IMBALIE at the close of trade on Friday, 9 February 2018, are offered Rights Offer Shares at the Rights Offer Issue Price of 2 cents per Rights Offer Share in the ratio of 118.28921 Rights Offer Shares for every 100 Shares held.

The offer price is 2 cents per Rights Offer Share payable in full on acceptance in the currency of South Africa.

2. ALLOCATION

The Rights Offer Shares stated in Block (3) have been provisionally allocated for subscription at a price of 2 cents per Rights Offer Share to the Shareholder whose name is stated in Block (1).

3. ACCEPTANCE AND PAYMENT

3.1 If you wish to accept the Rights Offer you must complete Blocks (5), (6) and (7) and sign in the space provided below Block (7).

3.2 If you are the person(s) in whose name(s) this Form of Instruction was issued and wish to subscribe for all the Rights Offer Shares allocated to you, complete the applicable blocks as stated above. In such instance, Forms B and C of this Form of Instruction need not be completed.

3.3 If you are the person(s) in whose favour this Form of Instruction has been renounced and you wish to subscribe for the Rights Offer Shares, complete the applicable blocks as stated above as well as Form C of this Form of Instruction.

3.4 If you wish to subscribe for the Rights Offer Shares, you must lodge a properly completed Form of Instruction together with the amount due in the currency of South Africa by way of one of the following methods of payment to the Transfer Secretaries, so as to be received by no later than 12:00 on Friday, 23 February 2018:

- a cheque (crossed "not transferable" and with the words "or bearer" deleted)
- banker's draft (drawn on a registered bank), payable to "IMBALIE BEAUTY Limited – Rights Offer"
- an EFT swift reference number (EFT to be made into the Designated Bank Account, details of which are available from the corporate; or actions department of the Transfer Secretaries 086 02 2213).

3.5 Such payment, when the cheque or banker's draft or EFT has been received, will constitute acceptance of the Rights Offer upon the terms and conditions set out in the accompanying Circular and in this Form of Instruction.

3.6 No acknowledgement of receipt will be given for a cheque or banker's draft or EFT received in accordance with the Rights Offer.

3.7 If this Form of Instruction and the cheque or banker's draft or EFT swift reference number are not received as set out above, then the Rights Offer will be deemed to have been declined and the right to subscribe for the Rights Offer Shares offered to the addressee (or his/her renouncee), will revert to the Underwriters.

3.8 With reference to paragraph 3.4 above regarding EFTs, please note the following:

- Forms of Instruction and proof of payment (EFT swift reference number) may be emailed to denisev@terbium.global or imbalie@terbium.global. Kindly note that this relates only to the subscription for Rights Offer Shares and not for the sale thereof.
- Forms of Instruction which are not posted must be emailed to denisev@terbium.global or imbalie@terbium.global. Terbium Financial Services Proprietary Limited will not be responsible for any loss and/or damage whatsoever in relation to or arising from the late or non-receipt of emailed Forms of Instruction or owing to Forms of Instruction being forwarded to any other email address other than that provided above.
- Forms of Instruction shall be deemed to be received on the date reflected in the Transfer Secretaries' electronic system. Notwithstanding anything to the contrary, it is the responsibility of Shareholders to ensure that their Form of Instruction are received timeously by the Transfer Secretaries.

4. RENUNCIATION OR SALE

4.1 If you are a holder of Certificated Shares and you do not wish to subscribe for the Rights Offer Shares allocated to you in terms of the Rights Offer, you may renounce your rights by signing Form B. In addition, the renouncee who wishes to subscribe for the Rights Offer Shares in terms of the Rights Offer must complete Form C, lodge this Form of Instruction, and make payment, in terms of paragraph 3.4 above for the number of Rights Offer Shares in respect of which the Rights Offer is accepted. The renouncee must also complete Form E to indicate if the renouncee wishes to receive the Rights Offer Shares in certificated or Dematerialised form.

4.2 The participant lodging this Form of Instruction, with Form B purporting to be signed by the Shareholder whose name appears thereon ("the holder"), will be taken to be conclusive evidence of the right of such holder:

- to deal with this Form of Instruction; or
- to have the Rights Offer Shares in question allotted and to receive a certificate for those Rights Offer Shares (i.e. IMBALIE Shares).

4.3 Therefore, IMBALIE will not be obliged to investigate whether Forms B and C have been properly signed or completed or to investigate any fact surrounding the signing or lodging of either form.

4.4 If you wish to sell all or part of your entitlement, you must complete Form A of this Form of Instruction and return it to the Transfer Secretaries to be received by no later than 12:00 on Friday, 23 February 2018. Note that the Transfer Secretaries will endeavour to procure the sale of rights on the JSE on your behalf and to remit the net proceeds thereof in accordance with your instructions. In this regard, neither the Transfer Secretaries nor IMBALIE will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising from the timing of such sales, the price obtained, or the failure to dispose of such entitlements.

5. EXCESS APPLICATIONS

5.1 Excess application for Rights Offer Shares (i.e. applications in excess of the number of shares as reflected in Block (3) on page 2), will not be allowed.

5.2 Those Rights Offer Shares that are not taken up by Qualifying Shareholders in terms of the Rights Offer, will revert to the Underwriters who shall thereafter be required to subscribe and pay for such Rights Offer Shares.

6. EXCHANGE CONTROL REGULATIONS

6.1 Pursuant to the Exchange Control Regulations of South Africa and upon specific approval of the South African Reserve Bank, non-residents, excluding former

residents, of the Common Monetary Area will be allowed to:

- take up rights allocated to them in terms of the Rights Offer;
- purchase Letters of Allocation on the JSE; and
- subscribe for the Rights Offer Shares arising from the Letters of Allocation purchased on the JSE, provided payment is received either through normal banking channels from abroad or from a non-resident account.

6.2 All applications by non-residents for the above purposes must be made through an authorised dealer in foreign exchange. Electronic statements issued in terms of Strate and any Share certificates issued pursuant to such applications will be endorsed "non-resident".

6.3 Where a right in terms of the Rights Offer becomes due to a former resident of the Common Monetary Area, which right is based on Shares blocked in terms of the Exchange Control Regulations of South Africa, then only emigrant blocked funds may be used to:

- take up the rights allocated to them in terms of the Rights Offer;
- purchase Letters of Allocation on the JSE; and
- subscribe for the Rights Offer Shares arising from the Letters of Allocation purchased on the JSE.

6.4 All applications by emigrants using blocked funds for the above purposes must be made through the authorised dealer in South Africa controlling their blocked assets. Share certificates issued to such emigrants will be endorsed "non-resident" and placed under the control of the authorised dealer in foreign exchange through whom the payment was made. The proceeds due to emigrants from the sale of the Letters of Allocation, if applicable, will be returned to the authorised dealer in foreign exchange for credit to such emigrants' blocked accounts. Electronic statements issued in terms of Strate and any Rights Offer Share certificates issued pursuant to blocked Rand transactions will be endorsed "non-resident" and placed under the control of the authorised dealer through whom the payment was made. The proceeds arising from the sale of Letters of Allocation or arising from the sale of blocked Shares will be credited to the blocked accounts of the emigrants concerned.

6.5 New Share certificates issued pursuant to the Rights Offer to an emigrant will be endorsed "non-resident" and forwarded to the address of the relevant authorised dealer controlling such emigrant's blocked assets for control in terms of the Exchange Control Regulations of South Africa. Where the emigrant's Shares are in Dematerialised form with a CSDP or Broker, the electronic statement issued in terms of Strate will be despatched by the CSDP or Broker to the address of the emigrant in the records of the CSDP or Broker.

7. JURISDICTION

7.1 Any Qualifying Shareholder resident outside the Common Monetary Area who receives this Circular and Form of Instruction should obtain advice as to whether any governmental and/or other legal consent is required, and/or any other formality must be observed to enable a subscription to be made in terms of such Form of Instruction.

7.2 The Rights Offer does not constitute an offer in any jurisdiction in which it is illegal to make such an offer and this Circular and Form of Instruction should not be forwarded or transmitted by you to any person in any territory other than where it is lawful to make such an offer.

7.3 The Rights Offer Shares have not been and will not be registered under the Securities Act of the United States of America. Accordingly, the Rights Offer Shares may not be offered, sold, resold, delivered or transferred, directly or indirectly, in or into the United States or to, or for the account or benefit of, United States persons, except pursuant to exemptions from the Securities Act. This Circular and the accompanying documents are not being, and must not be, mailed or otherwise distributed or sent in, into or from the United States. This Circular does not constitute an offer of any securities for sale in the United States or to United States persons.

7.4 The Rights Offer contained in this Circular does not constitute an offer in the District of Columbia, the United States, the Dominion of Canada, the Commonwealth of Australia, Japan or in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer ("Non-Qualifying Shareholder"). Non-Qualifying Shareholders should consult their professional advisors to determine whether any governmental or other consents are required, or other formalities need to be observed to allow them to take up the Rights Offer, or trade their entitlement. Shareholders who are Non-Qualifying Shareholders, are responsible for ensuring that taking up the Rights Offer, or trading in their entitlements under the Rights Offer, do not breach any law or regulations in their relevant overseas jurisdictions.

7.5 To the extent that Non-Qualifying Shareholders are not entitled to participate in the Rights Offer as a result of the aforementioned restrictions, such Non-Qualifying Shareholders should not take up their Rights Offer entitlement or trade in their Rights Offer entitlement and should allow their Rights in terms of the Rights Offer to lapse. To the extent that Non-Qualifying Shareholders are permitted to do so, they may sell their Rights Offer entitlement on or prior to Friday, 9 February 2018, the last day to trade their Rights Offer entitlement.

8. LISTINGS ON THE JSE

The JSE has granted a listing for the:

- the Letters of Allocation in respect of all of the 750 000 000 Rights Offer Shares with effect from the commencement of trade on Wednesday, 7 February 2018, to the close of trade on Tuesday, 20 February 2018, both days inclusive; and
- 750 000 000 Rights Offer Shares with effect from the commencement of trade on Wednesday, 21 February 2018.

9. DOCUMENTS OF TITLE

New Share certificates to be issued to Qualifying Shareholders holding Certificated Shares or renouncees who have opted to "re-materialise" their Dematerialised Rights Offer Shares to which they are entitled as contemplated in the section titled "Action Required by Shareholders" of the Circular, will be posted to persons entitled thereto, by registered post, at the risk of the Shareholders concerned, on or about Monday, 26 February 2018.

By order of the Board
IMBALIE BEAUTY LIMITED
6 February 2018
Transfer Secretaries
Terbium Financial Services Proprietary Limited
Beacon House, 31 Beacon Road, Florida North, 1709
P O Box 617272, Marshalltown, 2107

GENERAL INSTRUCTIONS AND CONDITIONS

- (a) Married persons: Married persons wishing to exercise their rights must comply with the provisions of the Matrimonial Property Act (No. 88 of 1984) and proof of such person's capacity to exercise such rights may be required by the Transfer Secretaries.
- (b) Powers of attorney: If this form is signed under a power of attorney, then the original, or certified copy thereof, must be sent to the Transfer Secretaries for noting unless it has already been registered by the Transfer Secretaries.
- (c) Companies or close corporations: A company or close corporation wishing to exercise its rights must send the original or certified copy of the directors' or members' resolution authorising the exercise of such rights, to the Transfer Secretaries for noting.
- (d) Stamp of broking member of the JSE: If any signature to Form B is confirmed by the stamp of a broking member of the JSE then (a), (b) or (c) above, as the case may be, will not apply.
- (e) Deceased estates and trusts: Rights Offer Shares will not be allotted in the name of an estate or a trust. Therefore, where the right to the Rights Offer Shares in IMBALIE has accrued to the estate of a deceased holder or a trust, the executor or administrator or trustee (as the case may be) must complete Form B in his/her representative capacity and Form C must be completed by the person in whose name the Rights Offer Shares are to be allotted without any reference to the estate or the trust.
- (f) Joint holders: Where applicable, all joint holders of Letters of Allocation must sign the Form of Instruction in the appropriate space provided therefor.
- (g) Receipts and documents: No receipts will be given for completed letters of allocation and remittances. Documents accompanying applications will be returned by the Transfer Secretaries in due course, at the risk of the applicant.
- (h) Share certificates: IMBALIE uses the "certified transfer deeds and other temporary documents of title" procedure approved by the JSE and, therefore, will issue only one "block" Share certificate for the Rights Offer Shares allotted by it to each acceptor of the offer. Accordingly, in the event that a Certificated Shareholder holds more than one Share certificate, all of the Rights Offer Shares allotted to such Certificated Shareholder who participates in the Rights Offer, will be allotted collectively through the issuance of one new Share certificate only.

All documentation to be forwarded to:

The Transfer Secretaries

IMBALIE BEAUTY Limited – Rights Offer

c/o Terbium Financial Services Proprietary Limited

Beacon House, 31 Beacon Road, Florida North, 1709

(PO Box 61272, Marshalltown, 2107)

(Telephone 086 02 2213)

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 3 of the circular apply *mutatis mutandis* to this section.

2018

Rights offer Declaration Data announcement released on SENS	Monday, 29 January
Rights offer Finalisation announcement released on SENS	Wednesday, 31 January
Last day to trade in Imbalie shares in order to settle by the record date and to qualify to participate in the rights offer (<i>cum</i> entitlement) on	Tuesday, 6 February
Rights offer circular and, where applicable, a form of instruction posted to certificated shareholders	Tuesday, 6 February
Listing and trading of letters of allocation on the JSE at commencement of trading at 9:00 on Code: ILEN ISIN:ZAE000252946	Wednesday, 7 February
Shares commence trading ex-rights on the JSE at commencement of trading at 9:00 on	Wednesday, 7 February
Record date for participation in the rights offer at the close of business on	Friday, 9 February
Rights offer opens at commencement of trading on	Monday, 12 February
Dematerialised shareholders will have their accounts at their CSDP or broker automatically credited with letters of allocation at 9:00	Monday, 12 February
Certificated shareholders on the register will have their letter of allocation credited to an electronic account held with the transfer secretaries at 9:00 on	Monday, 12 February
Circular, where applicable, posted to Qualifying Dematerialised Shareholders	Tuesday, 13 February
Last day to trade in letters of allocation on the JSE on	Tuesday, 20 February
In respect of Qualifying Certificated Shareholders wishing to sell all or some of their Letters of Allocation, Forms of Instruction to be lodged with the Transfer Secretaries by 12:00 on	Tuesday, 20 February
Listing and trading of rights offer shares commences at commencement of trading at 9:00 on	Wednesday, 21 February
Rights offer closes at 12:00 – In respect of Qualifying Certificated Shareholders (or their renounees) wishing to exercise all or some of their rights, payment to be made and forms of instruction to be lodged with the Transfer Secretaries by 12:00 on payments to be made and forms of instruction in respect of letters of allocation lodged by certificated shareholders by 12:00 in respect of qualifying certificated shareholders (or their renounees) wishing to exercise all or some of their rights, payment and forms of instruction to be lodged with the Transfer Secretaries by 12:00 on (see note 5)	Friday, 23 February
Record date for letters of allocation on	Friday, 23 February
Rights Issue shares issued on	Monday, 26 February
In respect of Qualifying Dematerialised Shareholders (or their renounees), CSDP or Broker accounts debited with the Rights Issue Price and updated with the Rights Issue shares at 09:00 on	Monday, 26 February
In respect of Qualifying Certificated Shareholders (or their renounees), Share certificates in respect of Rights issue shares posted on	Monday, 26 February
Results of rights offer released on SENS	Monday, 26 February

Notes:

- The definitions and interpretations commencing on page 3 of this circular apply, *mutatis mutandis*, to this section on salient dates and times in respect of the rights offer.
- All times referred to in this circular are South African times.
- No share certificates may be dematerialised or rematerialised between Wednesday, 7 February 2018 and Friday, 9 February 2018, both days inclusive.
- Dematerialised shareholders are required to notify their duly appointed CSDP or broker of their acceptance of the rights offer in the manner and time stipulated in the agreement governing the relationship between the shareholder and his/her CSDP or broker.
- The CSDP or broker accounts of dematerialised shareholders will be automatically credited with new Imbalie shares to the extent to which they have accepted the rights offer. Imbalie share certificates will be posted, by registered post at the shareholder's risk, to certificated shareholders in respect of the rights offer shares which have been accepted.
- CSDPs effect payment in respect of dematerialised shareholders on a delivery against payment basis.