

The definitions and interpretations commencing on page 8 of this circular apply, mutatis mutandis, to this document in its entirety, including this cover page.

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Action required

If you are in any doubt as to what action to take, you should consult your CSDP, broker, banker, attorney, accountant or other professional adviser immediately.

If you have disposed of all of your Tiger Brands shares, please forward this circular to the purchaser of such shares, or the CSDP, broker, banker, or other agent through whom you disposed of such shares.

Full details of the actions required by Tiger Brands shareholders regarding the general meeting are set out on page 3 of this circular.

Tiger Brands



TIGER BRANDS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1944/017881/06)

Share code: TBS ISIN: ZAE000071080

("Tiger Brands" or "the Company")

CIRCULAR TO TIGER BRANDS SHAREHOLDERS

relating to the Phase II BEE transaction and, in connection therewith, the:

- **specific issues of Tiger Brands ordinary shares for cash to the black participants or the relevant SPVs of the black participants;**
- **sanctioning of any financial assistance given by the Company for the purpose of or in connection with the Phase II BEE transaction;**
- **specific repurchases of Tiger Brands ordinary shares from the black participants or the relevant SPVs of the black participants (other than the General Staff Trust);**

and relating to:

- **a general authority to make payments out of share premium;**

and incorporating a:

- **notice convening a general meeting of Tiger Brands shareholders; and**
- **form of proxy in respect of the general meeting (*green*) (for use by certificated shareholders and dematerialised shareholders with "own name" registration)**

Investment bank and transaction sponsor to Tiger Brands



Attorneys and corporate law advisers to Tiger Brands



Sponsor to Tiger Brands

J.P.Morgan

Independent reporting accountants and auditors to Tiger Brands



Independent expert to Tiger Brands



Empowerment adviser to Tiger Brands



Date of issue: 16 September 2009

This circular is only available in English. Copies may be obtained from the investment bank and transaction sponsor, the sponsor and the transfer secretaries, whose addresses are set out in the "Corporate information and advisers" section of this circular.

CORPORATE INFORMATION AND ADVISERS

Company secretary and registered office of Tiger Brands

Ian Wilson Martin Isdale (*BA.LLB*)
Tiger Brands Limited
(Registration number 1944/017881/06)
3010 William Nicol Drive
Bryanston, Sandton, 2196
(PO Box 78056, Sandton, 2146)

Investment bank and transaction sponsor to Tiger Brands

The Standard Bank of South Africa Limited
(Registration number 1962/000738/06)
3 Simmonds Street
Johannesburg, 2001
(PO Box 61344, Marshalltown, 2107)

Attorneys and corporate law advisers to Tiger Brands

Edward Nathan Sonnenbergs Inc.
(Registration number 2006/018200/21)
150 West Street
Sandton, 2196
(PO Box 783347, Sandton, 2146)

Independent reporting accountants and auditors to Tiger Brands

Ernst & Young Inc.
Wanderers Office Park
52 Corlett Drive
Illovo, 2196
(Private Bag X14, Northlands, 2116)

Date of incorporation of Tiger Brands

21 September 1944

Place of incorporation of Tiger Brands

South Africa

Sponsor to Tiger Brands

JP Morgan Equities Limited
(Registration number 1995/011815/06)
1 Fricker Road
Illovo, Sandton, 2196
(Private Bag X9936, Sandton, 2146)

Independent expert to Tiger Brands

PricewaterhouseCoopers Corporate Finance
(Proprietary) Limited
2 Eglin Road
Sunninghill, 2157
(Private Bag X36, Sunninghill, 2157)

Transfer secretaries to Tiger Brands

Computershare Investor Services
(Proprietary) Limited
(Registration number 2004/003647/07)
Ground Floor, 70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

Empowerment adviser to Tiger Brands

EmpowerLogic (Proprietary) Limited
7 Autumn Road
Devcon Park
1st Floor, West House
Rivonia, 2191

TABLE OF CONTENTS

The definitions and interpretations commencing on page 8 of this circular apply, *mutatis mutandis*, to this table of contents.

	<i>Page</i>
CORPORATE INFORMATION AND ADVISERS	Inside front cover
ACTIONS REQUIRED	3
SALIENT FEATURES OF THE PHASE II BEE TRANSACTION	4
DEFINITIONS AND INTERPRETATIONS	8
IMPORTANT DATES AND TIMES	15
CIRCULAR TO TIGER BRANDS SHAREHOLDERS	
1. Introduction	16
2. Strategic rationale	17
3. BEE shareholding structure	17
4. Background information on the Black Participants	18
5. Details of the Phase II BEE transaction	19
6. Conditions precedent	28
7. Cost to shareholders	29
8. Listing on the JSE	29
9. Unaudited <i>pro forma</i> financial information and financial effects	29
10. Specific repurchase and acquisition of shares	30
11. Adequacy of working capital	30
12. Shareholder spread	30
13. Related party transaction and fairness opinion	30
14. Opinions, recommendations and undertakings	31
15. General authority to make payments to shareholders	31
16. Share capital	32
17. Information relating to the directors	33
18. Information relating to Tiger Brands	33
19. Corporate Governance	35
20. Material changes	35
21. General meeting	35
22. Exchange Control	36
23. Litigation statement	36
24. Costs of the Phase II BEE transaction	37
25. Experts' consents	37
26. Directors' responsibility statement	37
27. Documents available for inspection	37

	Page
ANNEXURE 1 Unaudited <i>pro forma</i> income statement and balance sheet	39
ANNEXURE 2 Independent reporting accountants' report on the unaudited <i>pro forma</i> financial information	44
ANNEXURE 3 Trading history of Tiger Brands shares on the JSE	46
ANNEXURE 4 Transaction documents	48
ANNEXURE 5 Directors	49
ANNEXURE 6 Corporate Governance	53
ANNEXURE 7 Fairness opinion	57
NOTICE OF GENERAL MEETING OF SHAREHOLDERS	61
FORM OF PROXY (<i>green</i>)	Attached

ACTIONS REQUIRED

The definitions and interpretations commencing on page 8 of this circular apply, *mutatis mutandis*, to this section on actions required.

ACTIONS REQUIRED BY TIGER BRANDS SHAREHOLDERS REGARDING THE GENERAL MEETING

A general meeting of Tiger Brands shareholders will be held at 10:30 on Monday, 12 October 2009, at the registered office of Tiger Brands being 3010 William Nicol Drive, Bryanston, Sandton to consider and, if deemed fit, pass with or without modification the resolutions required to implement the Phase II BEE transaction, and to grant a general authority to the board to make payments out of share premium. A notice convening the general meeting is attached to and forms part of this circular.

Please take careful note of the following provisions regarding the actions required by Tiger Brands shareholders in respect of the general meeting. If you are in any doubt as to what action to take, please consult your CSDP, broker, banker, attorney, accountant or other professional adviser immediately.

1. IF YOU HAVE DEMATERIALISED YOUR TIGER BRANDS SHARES OTHER THAN WITH "OWN NAME" REGISTRATION:

1.1 Voting at the general meeting

Your CSDP or broker should contact you to ascertain how you wish to cast your votes at the general meeting and thereafter cast your votes in accordance with your instructions. If you have not been contacted by your CSDP or broker, it would be advisable for you to contact your CSDP or broker and furnish it with your voting instructions.

If your CSDP or broker does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the custody agreement concluded between you and your CSDP or broker.

You must **not** complete the attached form of proxy for the general meeting (*green*).

1.2 Attendance and representation at the general meeting

If you wish to attend the general meeting, you must advise your CSDP or broker and your CSDP or broker will issue the necessary letter of representation or other authority to you to attend the general meeting.

2. IF YOU HAVE NOT DEMATERIALISED YOUR TIGER BRANDS SHARES OR IF YOU HAVE DEMATERIALISED YOUR TIGER BRANDS SHARES WITH "OWN NAME" REGISTRATION:

2.1 Voting and attendance at the general meeting

You may attend the general meeting in person and may vote at the general meeting. Alternatively, if you are unable to attend the general meeting you may appoint a proxy to represent you at the general meeting by completing the attached form of proxy (*green*) in accordance with the instructions contained therein and returning it to the transfer secretaries (being Computershare Investor Services (Proprietary) Limited) to be received by no later than 10:30 on Thursday, 8 October 2009.

If you wish to dematerialise your Tiger Brands shares, please contact your CSDP or broker.

If you have disposed of your Tiger Brands shares, please forward this circular to the purchaser to whom, or the CSDP, broker, banker or other agent through whom you have disposed of your shares.

SALIENT FEATURES OF THE PHASE II BEE TRANSACTION

These salient features are intended to be an overview of the Phase II BEE transaction. They are not, nor are they intended to be, a complete description of it. Tiger Brands shareholders should read the entire circular for a more detailed explanation of the Phase II BEE transaction. Unless the context otherwise indicates, the definitions and interpretations commencing on page 8 of this circular apply, *mutatis mutandis*, to these salient features.

INTRODUCTION

The Tiger Brands board has proposed the Phase II BEE transaction in respect of the subscription for 10% of Tiger Brands' enlarged issued share capital by the black participants or the relevant SPVs of the black participants. This transaction follows the successful implementation of the Phase I staff empowerment transaction in October 2005.

BLACK SHAREHOLDING IN THE SOUTH AFRICAN OPERATIONS OF TIGER BRANDS

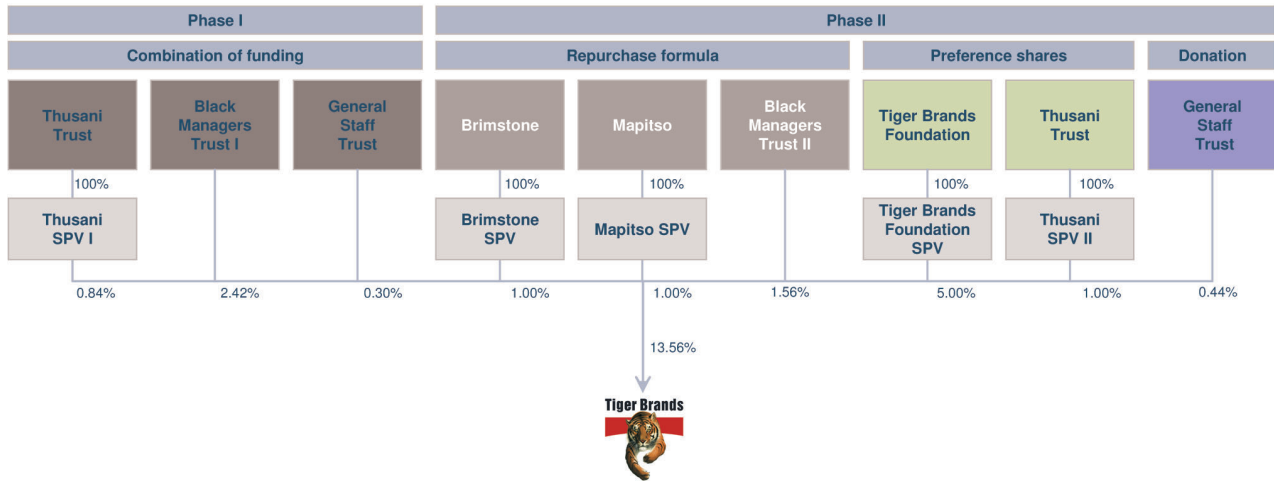
If the Phase II BEE transaction is approved and implemented, the black participants will, directly or indirectly through their relevant SPVs, hold their shares in Tiger Brands. In terms of the BEE Codes, only the South African operations of the Tiger Brands Group are required to be empowered. Further, all mandated investments (as defined in the BEE Codes, which includes institutional investors), to a maximum of 40%, can be excluded from the value of the South African operations to be empowered. The mandated investments in Tiger Brands exceed 40%. Accordingly, following implementation of the Phase II BEE transaction, the effective black shareholding in Tiger Brands (excluding mandated investments and foreign operations) has been assessed by EmpowerLogic (Proprietary) Limited (an accredited empowerment status verification agency) at approximately 30%. This shareholding exceeds the ownership target set in the BEE Codes of 25%.

THE BLACK PARTICIPANTS

The Phase II BEE transaction will comprise the following components:

- a strategic black partner component, comprising:
 - Brimstone, a black owned, controlled and managed investment company listed on the JSE, which will, through Brimstone SPV, acquire 1% of Tiger Brands' enlarged issued share capital; and
 - Mapitso, a newly formed investment vehicle, the shareholders of which largely comprise current and former black non-executive directors of Tiger Brands, which will, through Mapitso SPV, acquire 1% of Tiger Brands' enlarged issued share capital;
- an employee component, comprising:
 - the Black Managers Trust II, a trust to be formed for the benefit of the black managers, which will acquire 1.56% of Tiger Brands' enlarged issued share capital;
 - the General Staff Trust, a trust formed under the Phase I staff empowerment transaction for the benefit of general staff, which will acquire 0.44% of Tiger Brands' enlarged issued share capital; and
 - the Thusani Trust, a trust formed under the Phase I staff empowerment transaction which assists in providing for the tertiary education requirements of the immediate families of black employees of the Tiger Brands Group and which will, through Thusani SPV II, acquire a further 1% of Tiger Brands' enlarged issued share capital (the Thusani Trust acquired 0.94% of Tiger Brands' then issued share capital through Thusani SPV I in the Phase I staff empowerment transaction);
- a broad-based community component, comprising:
 - the Tiger Brands Foundation, a trust to be formed for the benefit of regional and community groups, which will, through Tiger Brands Foundation SPV, acquire 5% of Tiger Brands' enlarged issued share capital.

The structure of the black participants' shareholding in Tiger Brands' enlarged issued share capital is set out below.



MECHANISM TO IMPLEMENT THE PHASE II BEE TRANSACTION AND FUNDING

Strategic black partners

Each strategic black partner will capitalise its SPV with an equity contribution which will be used by the SPV to subscribe for its subscription shares at the SBP subscription price.

The subscription shares will be issued in terms of article 3.2 of the articles of association and on the terms and conditions and with the rights and restrictions contained in the relevant subscription and relationship agreement (as summarised in paragraph 5.1) including, *inter alia*, a condition that, during the transaction term, the SPV will not be entitled to any distributions other than a 15% trickle distribution, save in the circumstances set out in each subscription and relationship agreement.

At the end date, Tiger Brands will be entitled to repurchase a certain number of subscription shares from the SPV at the SBP subscription price. The number of such shares will be calculated in terms of the repurchase formula, which may be summarised as follows:

The total discounted value of the subscription shares (less the amount of the equity contribution) will be increased over the transaction term by the hurdle rate. From the above value will be deducted an amount equal to 85% of the distributions not received by the SPV as a result of the condition referred to above (also increased over the transaction term by the hurdle rate). The above resultant value will be divided by the market value of one Tiger Brands ordinary share at the end date as reduced by the SBP subscription price per share.

After the end date and the aforementioned repurchase, if any, the strategic black partners will retain their remaining subscription shares which they will hold free of restrictions.

Black Managers Trust II

The Black Managers Trust II will subscribe for its subscription shares directly, on the same terms, *mutatis mutandis*, as those which apply to the strategic black partners, except that the Black Managers Trust II will:

- subscribe for its subscription shares at par value;
- be entitled to receive a 10% trickle distribution in relation to its subscription shares during the transaction term; and
- not be required to make an equity contribution (Tiger Brands will make a donation to the Black Managers Trust II to enable it to subscribe for its subscription shares at par value).

At the end date, Tiger Brands will be entitled to repurchase a certain number of subscription shares from the Black Managers Trust II at par value. The number of such shares will be calculated in terms of the repurchase formula, which may be summarised as follows:

The total discounted value of the subscription shares (less the aggregate par value paid for such shares) will be increased over the transaction term by the hurdle rate. From the above value will be deducted an amount equal to 90% of the distributions not received by the BMT II as a result of the condition referred to above (also increased over the transaction term by the hurdle rate). The above resultant value will be divided by the market value of one Tiger Brands ordinary share at the end date as reduced by the par value per share at which such shares were originally subscribed for by the BMT II.

After the end date and the aforementioned repurchase, if any, the Black Managers Trust II will retain its remaining subscription shares, which will be distributed to the black managers in accordance with their vested rights.

General Staff Trust

The General Staff Trust was formed for the purpose of holding shares awarded to the General Staff BEE Phase I beneficiaries, and is being amended to cater for the award of shares to the General Staff BEE Phase II beneficiaries. The General Staff Trust will be funded by a donation to be made by TCBL. The trust will use this donation to subscribe directly for its subscription shares at the 30 trading day VWAP of a Tiger Brands ordinary share determined at the close of business on the last practicable date.

General staff will each be awarded 100 subscription shares by the General Staff Trust in terms of the Phase II BEE transaction.

Thusani Trust and Tiger Brands Foundation

The Thusani Trust and the Tiger Brands Foundation will, through their respective SPVs, subscribe for their subscription shares at the discounted value of the subscription shares. This subscription will be funded by Tiger Brands subscribing for an appropriate number of Tiger Brands preference shares to be issued by each respective SPV. The Tiger Brands preference shares will be issued for a 20-year term and will carry a cumulative preference share cash dividend at a variable rate equal to 85% of the prevailing prime rate (subject to a review of the preference share dividend rate by Tiger Brands at the end of year 8 and again at the end of year 14. The Thusani Trust and the Tiger Brands Foundation may elect to refinance the Tiger Brands preference shares at these dates if they believe the rates not to be market related). During the 20-year period while the Tiger Brands preference shares are outstanding, the SPVs will on-declare 15% of any dividend income received on their respective subscription shares to the Thusani Trust and the Tiger Brands Foundation. The balance of any dividends received by the SPVs will be used to service the dividend payments due in respect of, and to redeem, the Tiger Brands preference shares. If a portion of the Tiger Brands preference shares is still outstanding at the end of the 20-year term, the SPVs will have the option to refinance the outstanding preference share debt or dispose of a sufficient number of subscription shares to repay the then outstanding debt.

***Pro forma* financial effects**

The *pro forma* financial effects set out below have been prepared to assist Tiger Brands ordinary shareholders to assess the impact of the Phase II BEE transaction on the EPS, HEPS, diluted EPS, diluted HEPS, NAV and TNAV per Tiger Brands ordinary share. The material assumptions are set out in the notes following the table. These *pro forma* financial effects have been disclosed in terms of the listings requirements and do not constitute a representation of the future financial position of Tiger Brands on implementation of the Phase II BEE transaction. The *pro forma* financial effects are the responsibility of the board and are provided for illustrative purposes only, and, because of their nature, may not fairly present Tiger Brands' financial position, changes in its equity, results of operations or cash flows.

	Before implementation of the Phase II BEE transaction (cents)	After implementation of the Phase II BEE transaction (cents)	Percentage change (%)
EPS	631.2	473.8	(24.9)
HEPS	627.3	470.0	(25.1)
Diluted EPS	628.4	471.7	(24.9)
Diluted HEPS	624.5	467.9	(25.1)
NAV per share	3 773.3	3 785.8	0.3
TNAV per share	2 720.9	2 738.6	0.7

Notes:

- The EPS, HEPS, diluted EPS, diluted HEPS, NAV and TNAV per Tiger Brands ordinary share “Before implementation of the Phase II BEE transaction” are based on the published unaudited interim results of Tiger Brands for the six months ended 31 March 2009 (“the Interim Results”).
- The EPS, HEPS, diluted EPS and diluted HEPS “After implementation of the Phase II BEE transaction” are based on the assumption that the Phase II BEE transaction was implemented on 1 October 2008.
- The NAV and TNAV per Tiger Brands ordinary share “After implementation of the Phase II BEE transaction” are based on the assumption that the Phase II BEE transaction was implemented on 31 March 2009.
- The EPS and HEPS “After implementation of the Phase II BEE transaction” are based on 157 654 800 weighted average number of Tiger Brands ordinary shares in issue (156 863 000 weighted average number of Tiger Brands ordinary shares in issue as per the Interim Results (net of treasury and empowerment shares) plus 791 800 Tiger Brands ordinary shares issued to the trustees of the General Staff Trust in terms of the Phase II BEE transaction).
- The diluted EPS and diluted HEPS “After implementation of the Phase II BEE transaction” are based on 158 345 800 weighted average diluted number of Tiger Brands ordinary shares (157 554 000 weighted average diluted number of Tiger Brands ordinary shares in issue as per the Interim Results (net of treasury and empowerment shares) plus 791 800 Tiger Brands ordinary shares issued to the trustees of the General Staff Trust in terms of the Phase II BEE transaction).
- The NAV and TNAV per Tiger Brands ordinary share “After implementation of the Phase II BEE transaction” are based on 157 811 800 Tiger Brands ordinary shares in issue (157 020 000 Tiger Brands ordinary shares in issue as per the Interim Results (net of treasury and empowerment shares) plus 791 800 Tiger Brands ordinary shares issued to the trustees of the General Staff Trust in terms of the Phase II BEE transaction).

Cost of the Phase II BEE transaction to shareholders

The cost of the Phase II BEE transaction, as at the last practicable date, calculated in accordance with the statement on share-based payments in terms of IFRS, is R367.5 million and equates to 1.4% of the Tiger Brands market capitalisation of R25.8 billion on the JSE as at the last practicable date. It is important to note that this cost will be charged to the Company’s income statement, part upfront and part over a number of years, and does not reflect a cash cost.

General authority to make payments to shareholders

The purpose of this circular is also to authorise the granting of a general authority to the board to make payments out of share premium, subject to compliance with the Companies Act and the listings requirements.

DEFINITIONS AND INTERPRETATIONS

In this circular, unless the context indicates otherwise:

- reference to the singular shall include the plural and *vice versa* and words denoting one gender include the others;
- expressions denoting natural persons include juristic persons and associations of persons; and
- the words in the first column have the meanings stated opposite them in the second column, as follows:

“allocation committee”	a sub-committee of the Tiger Brands board established to determine the level of participation of black managers in the BMT II;
“articles of association”	the articles of association of Tiger Brands;
“BEE Act”	Broad-Based Black Economic Empowerment Act, 2003 (Act 53 of 2003), as amended;
“BEE”	black economic empowerment as defined in the BEE Act;
“BEE Codes”	the Codes of Good Practice on BEE, issued by the Department of Trade and Industry in terms of section 9 of the BEE Act;
“black employees”	black people who are employees of the Tiger Brands Group;
“black managers”	current and future black managers, being black employees who fall within a job grade of Paterson band C Upper and above used by Tiger Brands, or as the eligibility may be adjusted from time to time by the allocation committee;
“Black Managers Trust I”	the trustees for the time being of the Tiger Brands Black Managers Trust (Master’s reference number IT6725/05);
“the Black Managers Trust II” or “BMT II”	the trustees for the time being of the Tiger Brands Black Managers Trust No. 11 (Master’s reference number IT2954/09);
“black people” or “black persons”	black people as defined in the BEE Act and Chinese people;
“the black participants”	collectively, Brimstone, Mapitso, the Black Managers Trust II, the General Staff Trust, the Tiger Brands Foundation and the Thusani Trust;
“black women”	black people/persons who are women;
“breach event”	in relation to a black participant (other than the General Staff Trust), a breach by it or its SPV of a material provision of the relevant subscription and relationship agreement (other than an involuntary event);
“Brimstone”	Brimstone Investment Corporation Limited (Registration number 1995/010442/06), a public company incorporated in accordance with the laws of South Africa, all the shares of which are listed on the exchange operated by the JSE;
“Brimstone SPV”	Business Venture Investments No 1323 (Proprietary) Limited, in the course of changing its name to Brimstone SPV (Proprietary) Limited (Registration number 2008/024568/07), a private company incorporated in accordance with the laws of South Africa and a wholly-owned subsidiary of Brimstone;

“call option”	Tiger Brands’ call option in respect of the subscription shares held by the black participants (other than the General Staff Trust) or their relevant SPVs as described in paragraph 5 of this circular and set out in the respective subscription and relationship agreements;
“certificated shareholders”	in relation to certificated shares, the registered holders thereof;
“certificated shares”	Tiger Brands shares which have not been dematerialised in terms of the requirements of Strate, the title to which is represented by a share certificate or other physical documents of title;
“Chinese people”	means persons of Chinese descent who may be regarded as black people for the purposes of the BEE Codes, as contemplated in the judgment by the High Court of South Africa (Transvaal Provincial Division) on 18 June 2008, in the matter between <i>The Chinese Association Of South Africa and Others v Minister Of Labour and Others</i> under Case No. 59251/2007;
“CIPRO”	the Companies and Intellectual Property Registration Office;
“the circular” or “this circular”	this bound document, dated 16 September 2009, containing the circular to Tiger Brands shareholders and the annexures hereto, a notice of the general meeting and a form of proxy (<i>green</i>);
“Companies Act”	Companies Act, 1973 (Act 61 of 1973), as amended, re-enacted or substituted;
“conditions precedent”	the conditions precedent to which the Phase II BEE transaction is subject, as set out in paragraph 6 of this circular;
“CSDP”	a Central Securities Depository Participant, accepted as a participant in terms of the Securities Services Act, 2004 (Act 36 of 2004), as amended;
“default purchase price”	means the market value per Tiger Brands ordinary share at the relevant date, less: <ul style="list-style-type: none"> • if Tiger Brands exercises its call option during the period between the subscription date and the second anniversary of the subscription date: 80% of the said market value; • if Tiger Brands exercises its call option during the period between the day after the second anniversary of the subscription date and the third anniversary of the subscription date: 60% of the said market value; • if Tiger Brands exercises its call option during the period between the day after the third anniversary of the subscription date and the fourth anniversary of the subscription date: 40% of the said market value; • if Tiger Brands exercises its call option during the period between the day after the fourth anniversary of the subscription date and the fifth anniversary of the subscription date: 20% of the said market value; • if Tiger Brands exercises its call option during the period between the day after the fifth anniversary of the subscription date and the sixth anniversary of the subscription date: 15% of the said market value; • if Tiger Brands exercises its call option during the period between the day after the sixth anniversary of the subscription date and the seventh anniversary of the subscription date: 10% of the said market value;

	<ul style="list-style-type: none"> • if Tiger Brands exercises its call option during the period between the day after the seventh anniversary of the subscription date and 30 September 2017: 7.5% of the said market value; • if Tiger Brands exercises its call option during the period commencing on the day after 30 September 2017 and ending on 31 December 2017: 0% of the said market value;
“dematerialisation”	the process whereby certificated shares are converted into or held in electronic form and recorded in a sub-register of shareholders maintained by a CSDP;
“dematerialised shares”	Tiger Brands shares that have been dematerialised;
“dematerialised shareholders”	Tiger Brands shareholders who hold dematerialised shares;
“discounted value”	the 30 trading day VWAP of a Tiger Brands ordinary share at the close of business on the last practicable date less a discount of 5%, being an amount equal to R148.07 per subscription share;
“distributions”	any distributions (including dividends) declared in relation to the Tiger Brands ordinary shares as defined in the subscription and relationship agreements;
“documents of title”	share certificates, certified transfer deeds, balance receipts or any other documents of title to certificated shares, acceptable to Tiger Brands;
“end date”	subject to any acceleration as contemplated in terms of the relevant subscription and relationship agreements, 31 December 2017;
“EPS”	earnings per ordinary share;
“equity contribution”	an amount to be contributed by each of the SBPs to their respective SPVs by way of equity or interest-free shareholder loans, equal to 5% of the aggregate discounted value of their respective subscription shares, i.e. an amount of R13 420 736.20 per SBP;
“equity scheme participants”	employees of the Tiger Brands Group who participate in the Tiger Brands (1985) Share Option Scheme or the Tiger Brands Phantom Cash Option Scheme, or black managers who are beneficiaries of the Black Managers Trust I;
“FMCG”	fast moving consumer goods;
“general meeting”	the general meeting of Tiger Brands shareholders to be held at 10:30 on Monday, 12 October 2009, at the registered office of Tiger Brands, 3010 William Nicol Drive, Bryanston, Sandton to consider and, if deemed fit, pass with or without modification the resolutions required to implement the Phase II BEE transaction and to grant a general authority to the board to make payments out of share premium;
“general staff”	the employees in the permanent employ of the Tiger Brands Group on the listing date (excluding any employees who are seasonal workers and/or contract staff, any equity scheme participants who participated in the previous three years and any black employees who will be offered benefits in terms of BMT II), of which approximately 87% are black people;
“General Staff BEE Phase I beneficiaries”	staff who were awarded shares by the General Staff Trust in terms of the Phase I staff empowerment transaction;
“General Staff BEE Phase II beneficiaries”	the general staff who will be awarded shares by the General Staff Trust in terms of the Phase II BEE transaction;

“General Staff Trust”	the trustees for the time being of Tiger Brands General Staff Share Trust (Master’s reference number IT6727/05), which trust was created for purposes of the Phase I staff empowerment transaction, and which trust has been amended for the purpose of accommodating the Phase II BEE transaction;
“HEPS”	headline EPS;
“hurdle rate”	85% of the prevailing prime rate (which may be adjusted as a result of changes in legislation as set out in the subscription and relationship agreements);
“IFRS”	International Financial Reporting Standards;
“Income Tax Act”	the Income Tax Act, 1962 (Act 58 of 1962), as amended, re-enacted or substituted;
“independent”	independent as contemplated in the BEE Codes;
“involuntary event”	a change in BEE legislation which has or will be likely to have a material adverse impact on Tiger Brands’ score under the ownership scorecard as set out in the BEE Codes;
“JSE”	JSE Limited (Registration number 2005/022939/06), a company licensed to operate an exchange under the Securities Services Act, 2004 (Act 36 of 2004), as amended;
“last practicable date”	28 August 2009, being the last practicable date prior to release of the detailed terms announcement of the Phase II BEE transaction on SENS on Tuesday, 1 September 2009;
“listing date”	the date on which the subscription shares are listed, which shall be as soon as practicably possible after the last of the conditions precedent to the Phase II BEE transaction is fulfilled or waived;
“listings requirements”	the listings requirements of the JSE, as amended from time to time by the JSE;
“Mapitso”	Mapitso Consortium Investments (Proprietary) Limited (Registration number 2009/006501/07), a private company incorporated in accordance with the laws of South Africa;
“Mapitso SPV”	Mapitso Funding SPV (Proprietary) Limited (Registration number 2009/008318/07), a private company incorporated in accordance with the laws of South Africa, and a wholly-owned subsidiary of Mapitso;
“market value”	the 30 trading day VWAP of a Tiger Brands ordinary share on the exchange operated by the JSE at the close of business on any particular date;
“NAV”	net asset value;
“ownership scorecard”	the general ownership scorecard in the measurement of the ownership element of BEE contained in the BEE Codes;
“ownership scorecard points”	points on the ownership scorecard earned or capable of being earned by Tiger Brands in terms of the ownership scorecard by applying the principles of the BEE Codes;
“Phase I staff empowerment transaction”	Tiger Brands’ first phase of its BEE strategy implemented in October 2005, in terms of which Tiger Brands transferred approximately 4% of its then issued share capital to a broad base of empowerment shareholders comprising Tiger Brands’ black managers and other staff, as well as providing for the social and compassionate needs of black employees and their immediate families;

“Phase II BEE transaction”	the proposed transaction in terms of which the black participants or their SPVs will acquire an aggregate 10% interest in Tiger Brands’ enlarged issued share capital, on the bases set out in the subscription and relationship agreements;
“pledge and cession agreements”	the agreements entered into between Tiger Brands and the black participants (excluding the General Staff Trust) or their SPVs for the pledge of their rights and interests in the subscription shares held by them, and the agreements entered into between Tiger Brands and, where applicable, the black participants for the pledge of the black participants’ rights and interests in their SPVs;
“preference share subscription agreements”	the agreements to be entered into between Tiger Brands and each of Thusani SPV II and Tiger Brands Foundation SPV, in terms of which Tiger Brands subscribes for the Tiger Brands preference shares;
“prime rate”	the publicly quoted prime rate of interest (per cent per annum, compounded monthly in arrear and calculated on a 365-day year (irrespective of whether or not the year is a leap year)) from time to time published by FirstRand Bank Limited or its successor-in-title as being its prime overdraft rate;
“repurchase formula”	the repurchase formula in terms of which Tiger Brands is entitled to repurchase certain of the subscription shares held by the SBP’s SPVs and the BMT II as summarised in paragraphs 5.1(b) and 5.2(a) but as fully set out in the relevant subscription and relationship agreement;
“SBP subscription price”	the price per share at which the SBPs will subscribe for their subscription shares, being 5% of the discounted value per subscription share, i.e. R7.40 per share;
“SENS”	the Securities Exchange News Service of the JSE;
“South Africa”	the Republic of South Africa;
“SPVs”	ring-fenced special purpose vehicles, namely in respect of: <ul style="list-style-type: none"> • Brimstone: its wholly-owned SPV, Brimstone SPV; • Mapitso: its wholly-owned SPV, Mapitso SPV; • Tiger Brands Foundation: its wholly-owned SPV, Tiger Brands Foundation SPV; • Thusani: its wholly-owned SPV, Thusani SPV II;
“Standard Bank”	The Standard Bank of South Africa Limited (Registration number 1962/000738/06), a public company incorporated in accordance with the laws of South Africa;
“Strate”	Strate Limited (Registration number 1998/022242/06), a public company incorporated in accordance with the laws of South Africa and a registered Central Securities Depository responsible for the electronic custody and settlement system used by the JSE;
“strategic black partners” or “SBPs”	Brimstone and Mapitso;
“subscription and relationship agreements”	the subscription and relationship agreements between Tiger Brands and each of the black participants, and, where applicable, the black participants and their respective SPVs dealing, <i>inter alia</i> , with the allotment and issue of the subscription shares to the black participants or their SPVs, the repurchase by Tiger Brands of certain of those shares and setting out the terms and conditions applicable to the

	relationship of the black participants and, where applicable, their SPVs as direct or indirect shareholders in Tiger Brands as detailed more fully in Annexure 4; but in relation to the General Staff Trust shall mean a subscription agreement dealing with the allotment and issue of the relevant subscription shares only;
“subscription date”	the date on which a black participant or, where applicable, its SPV, subscribes for its subscription shares, which shall occur on the listing date;
“subscription shares”	<p>the Tiger Brands ordinary shares to be issued by Tiger Brands, and subscribed for by the black participants or, where applicable, their SPVs as follows:</p> <ul style="list-style-type: none"> • 1 813 613 Tiger Brands ordinary shares by Brimstone SPV; • 1 813 613 Tiger Brands ordinary shares by Mapitso SPV; • 2 835 427 Tiger Brands ordinary shares by the Black Managers Trust II; • 791 800 Tiger Brands ordinary shares by the General Staff Trust; • 9 068 067 Tiger Brands ordinary shares by Tiger Brands Foundation SPV; • 1 813 613 Tiger Brands ordinary shares by Thusani SPV II, <p>and, in terms of the subscription and relationship agreements may in the future include, any further or lesser Tiger Brands ordinary shares or unbundled shares to which the holder of such subscription shares may become entitled by virtue of holding such subscription shares;</p>
“subsidiary”	subsidiary as referred to in the Companies Act;
“TCBL”	Tiger Consumer Brands Limited (Registration number 1972/006590/06), a public company incorporated in accordance with the laws of South Africa and a wholly-owned subsidiary of Tiger Brands;
“Thusani SPV I”	Thusani Empowerment Investment Holdings (Proprietary) Limited (Registration number 2005/020959/07), a private company incorporated in accordance with the laws of South Africa, the issued ordinary shares of which are 100% held by Thusani Trust (which was used in the Phase I staff empowerment transaction);
“Thusani SPV II”	Newshelf 1020 (Proprietary) Limited, in the course of changing its name to Thusani Empowerment Investment Holdings No. II (Proprietary) Limited (Registration number 2009/012056/07), a private company incorporated in accordance with the laws of South Africa, and the issued ordinary shares of which are 100% held by Thusani Trust (which is to be used in the Phase II BEE transaction);
“Thusani Trust”	the trustees for the time being of the Tiger Brands Thusani Trust (Master’s reference number IT6726/05), a trust formed under the Phase I staff empowerment transaction for the social and compassionate needs of the black employees of the Tiger Brands Group and their immediate families, as may be amended from time to time;
“Tiger Brands” or “the Company”	Tiger Brands Limited (Registration number 1944/017881/06), a public company incorporated in accordance with the laws of South Africa, all the shares of which are listed on the exchange operated by the JSE;
“the Tiger Brands board” or “the board”	the board of directors of Tiger Brands as constituted from time to time;

“the Tiger Brands Group”	Tiger Brands and its wholly-owned subsidiaries, from time to time;
“Tiger Brands’ enlarged issued share capital”	the issued ordinary share capital of Tiger Brands following the implementation in full of the Phase II BEE transaction, excluding the treasury shares, which at the last practicable date, would amount to 181 361 327 Tiger Brands ordinary shares (assuming that, other than for the subscription shares, no further Tiger Brands ordinary shares will be issued after the last practicable date);
“Tiger Brands Foundation”	the trustees for the time being of the Tiger Brands Foundation (Master’s reference number IT2955/09), a trust established for the benefit of regional and community groups;
“Tiger Brands Foundation SPV”	Newshelf 1019 (Proprietary) Limited, in the course of changing its name to Tiger Brands Foundation SPV (Proprietary) Limited (Registration number 2009/012005/07), a private company incorporated in accordance with the laws of South Africa, the issued ordinary shares of which are 100% held by Tiger Brands Foundation;
“Tiger Brands ordinary shares” or “Tiger Brands shares”	ordinary shares with a par value of 10 cents each in the share capital of Tiger Brands;
“Tiger Brands preference shares”	20-year cumulative redeemable variable rate preference shares with a par value of R0.001 each to be allotted and issued by each of Tiger Brands Foundation SPV and Thusani SPV II to Tiger Brands prior to the subscription date;
“Tiger Brands shareholders”	holders of Tiger Brands shares;
“TNAV”	tangible NAV;
“trading day”	each trading day of a Tiger Brands share on the JSE, excluding any Saturday, Sunday or a proclaimed public holiday in South Africa;
“transaction term”	the period from (and including) the subscription date to (and including) the end date;
“transfer secretaries”	Computershare Investor Services (Proprietary) Limited (Registration number 2004/003647/07), a private company incorporated in accordance with the laws of South Africa;
“treasury shares”	Tiger Brands ordinary shares owned by TCBL which, at the last practicable date, amounted to 10 326 758 shares;
“trickle distribution”	a specified percentage of the value of any distribution (as defined in the specific relevant subscription and relationship agreements for Mapitso, Brimstone and BMT II) that is attributable to the subscription shares held by the SBP SPVs or BMT II in accordance with article 3.2 of the articles of association; and
“VWAP”	volume weighted average price of a Tiger Brands ordinary share on the JSE, being the total value of the Tiger Brands ordinary shares traded for a specified period divided by the total number of Tiger Brands ordinary shares traded for that period.

IMPORTANT DATES AND TIMES

The definitions and interpretations commencing on page 8 of this circular apply, *mutatis mutandis*, to these important dates and times.

2009

Last day for receipt of forms of proxy for the general meeting by 10:30 on	Thursday, 8 October
General meeting to be held at 10:30 on	Monday, 12 October
Results of the general meeting released on SENS on	Monday, 12 October
Results of the general meeting published in the press on	Tuesday, 13 October
Special resolutions lodged with CIPRO for registration on	Tuesday, 13 October
Expected listing date of the new Tiger Brands ordinary shares on the JSE on	Tuesday, 20 October

Notes:

1. The abovementioned times and dates are South African times and dates and are subject to change. Any such change will be released on SENS and published in the South African press.
2. If the date of the general meeting is adjourned or postponed, forms of proxy must be received by no later than 48 hours prior to the time of the adjourned or postponed general meeting, provided that for the purposes of calculating the latest time by which forms of proxy must be received, Saturdays, Sundays and public holidays will be excluded.

Tiger Brands



TIGER BRANDS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1944/017881/06)

Share code: TBS ISIN: ZAE000071080

("Tiger Brands" or "the Company")

CIRCULAR TO TIGER BRANDS SHAREHOLDERS

1. INTRODUCTION

Tiger Brands shareholders are referred to the announcements which were released on SENS on Tuesday, 1 September 2009 and published in the press on Wednesday, 2 September 2009 setting out details of the Phase II BEE transaction.

In terms of the Phase II BEE transaction, it is proposed that the black participants or, where applicable, their respective SPVs will subscribe in aggregate for 18 136 133 newly issued Tiger Brands ordinary shares representing in aggregate 10% of Tiger Brands' enlarged issued share capital. The issue of the subscription shares will be regarded as a specific issue of shares for cash in terms of the listings requirements.

The Phase II BEE transaction involves six black participants, namely:

- the strategic black partner Brimstone, which will hold, through Brimstone SPV, 1% of Tiger Brands' enlarged issued share capital;
- the strategic black partner Mapitso (which largely comprises current and former black non-executive directors of Tiger Brands), which will hold, through Mapitso SPV, 1% of Tiger Brands' enlarged issued share capital;
- the Black Managers Trust II, an employee share ownership scheme in terms of the BEE Codes, which will hold 1.56% of Tiger Brands' enlarged issued share capital;
- the General Staff Trust, an employee share ownership scheme in terms of the BEE Codes, which will subscribe for 0.44% of Tiger Brands' enlarged issued share capital;
- the Thusani Trust, a broad-based ownership scheme in terms of the BEE Codes, which will hold, through Thusani SPV II, 1% of Tiger Brands' enlarged issued share capital; and
- the Tiger Brands Foundation, a broad-based ownership scheme in terms of the BEE Codes, which will hold, through Tiger Brands Foundation SPV, 5% of Tiger Brands' enlarged issued share capital.

The strategic black partner component includes strategic black partners that will play a key role in assisting the empowerment strategy of Tiger Brands. The Black Managers Trust II and the General Staff Trust have been established with the objective of incentivising and motivating Tiger Brands' employees. The Thusani Trust is currently focused on assisting with the tertiary education requirements of the immediate families of the black employees of the Tiger Brands Group. The Tiger Brands Foundation has been established with the objective of benefiting broad-based regional and community groups, *inter alia*, by awarding grants to non-fee paying schools catering for black learners.

The purpose of this circular is to provide Tiger Brands shareholders with further information regarding the Phase II BEE transaction and to convene the general meeting at which Tiger Brands shareholders will be asked to pass with or without modification the resolutions necessary to implement the Phase II BEE transaction and also to grant a general authority to the board to make payments out of share premium.

2. STRATEGIC RATIONALE

Tiger Brands is firmly committed to BEE in South Africa. The Company believes that meaningful participation by black people in the mainstream economy is essential to sustaining South Africa's economic and democratic structures. Tiger Brands follows a BEE strategy aimed at achieving:

- black ownership;
- a meaningful number of black senior management within the Tiger Brands Group;
- a staff complement that reflects South Africa's diverse demographic profile;
- the transfer of skills to black employees;
- procurement policies that recognise the principles of BEE;
- a growing and economically active customer base incorporating previously disadvantaged groupings in South Africa; and
- social development programmes that are primarily directed at developing and empowering previously disadvantaged groupings.

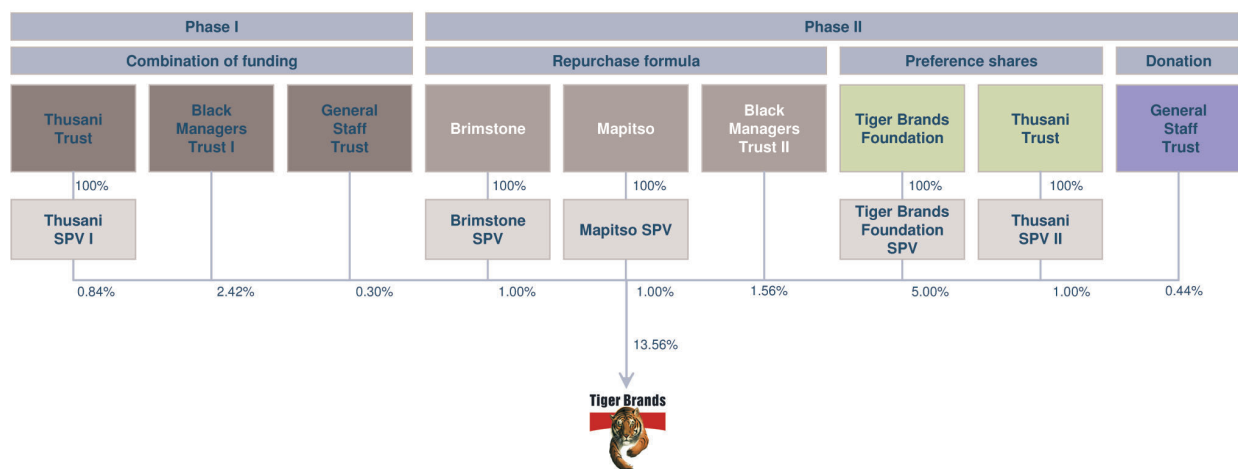
Through the Phase I staff empowerment transaction, Tiger Brands has demonstrated its commitment to BEE and made substantial progress towards the proposed ownership requirements of the BEE Codes.

The Phase II BEE transaction builds on the success of the Phase I staff empowerment transaction and achieves a number of Tiger Brands' key objectives in line with its BEE strategy, namely:

- approximately 30% black ownership, excluding mandated investments and foreign operations, in terms of the BEE Codes;
- benefiting a broad base of community and regional groups;
- assisting in retaining existing black staff;
- attracting top black professional and management skills to the Company;
- preserving and enhancing Tiger Brands' current business in South Africa;
- ensuring Tiger Brands is competitive in South Africa in the context of BEE; and
- furthering the assistance in respect of the social and compassionate needs of Tiger Brands' black employees and their immediate families.

3. BEE SHAREHOLDING STRUCTURE

The structure of the black participants' shareholding in Tiger Brands' enlarged issued share capital is set out below.



4. BACKGROUND INFORMATION ON THE BLACK PARTICIPANTS

4.1 Brimstone

Brimstone is a black controlled and managed investment company incorporated and domiciled in South Africa which employs approximately 3 900 employees in its subsidiaries and in excess of 16 000 employees in its associates. Brimstone has been listed on the JSE since 1998. It seeks to achieve above average returns for its shareholders by investing in wealth creating businesses and entering into strategic alliances to which it contributes capital, ideas, management expertise, impeccable empowerment credentials and a value driven corporate identity.

Brimstone has historically played a key role in enhancing the empowerment achievements of Tiger Brands through Brimstone's shareholding interests in Oceana Group Limited, Sea Harvest Corporation Limited and the Scientific Group (Proprietary) Limited.

4.2 Mapitso

Mapitso is a newly formed black owned and controlled investment company, the principal indirect shareholders of which are experienced business people who have a strong relationship with Tiger Brands through their current and former status as non-executive directors of Tiger Brands.

Key ordinary shareholders in Mapitso are as follows:

- Afropulse 468 (Proprietary) Limited (held 100% by Neethianandan Padayachee): 17.5%
- Chris Nissen Family Trust: 11.0%
- Johnson Family Investments (Proprietary) Limited (held 100% by Johnson Family Trust): 18.0%
- Kenosi Investment Holdings (Proprietary) Limited (held 100% by Khotso Mokhele): 17.5%
- Vunani Group (Proprietary) Limited (held 8.9% by Chris Nissen): 11.0%
- Smartvest Investments (Proprietary) Limited (held 72.16% by Bheki Sibiyi): 25.0%

In terms of the listings requirements, Mapitso SPV is an associate of each of the Tiger Brands' current and former directors listed above, and accordingly is a non-public shareholder.

4.3 The Black Managers Trust II

The Black Managers Trust II is a trust to be formed for the benefit of current as well as future black managers.

The objective of establishing the Black Managers Trust II is to ensure meaningful participation in the Phase II BEE transaction by black managers permanently employed by the wholly-owned subsidiaries of Tiger Brands as well as to assist in the attraction and retention of key black managers. The Black Managers Trust II is intended to replicate the success of the Black Managers Trust I, which acquired 2.72% of Tiger Brands' then ordinary issued share capital in the Phase I staff empowerment transaction.

An internal Tiger Brands sub-committee of the board, the allocation committee, will be established to formulate the criteria to determine the level of participation of the black managers in the Black Managers Trust II.

The Black Managers Trust II is an employee share ownership scheme, and accordingly is a non-public shareholder for purposes of the listings requirements.

4.4 The General Staff Trust

The General Staff Trust was formed in 2005 for the purpose of holding shares awarded to the General Staff BEE Phase I beneficiaries, and is being amended to cater for an additional award of shares to the General Staff BEE Phase II beneficiaries.

The General Staff Phase I beneficiaries each received 50 Tiger Brands ordinary shares in terms of the Phase I staff empowerment transaction. In order to further its objective to promote an inclusive, equitable and diversity-friendly working environment where share ownership by its employees is encouraged at all levels, the board believes it is important for the general staff also to participate in the context of the Phase II BEE transaction. Accordingly, general staff will each be awarded 100 subscription shares by the General Staff Trust in terms of the Phase II BEE transaction.

The General Staff Trust is a trust for the benefit of employees, and accordingly is a non-public shareholder for purposes of the listings requirements.

4.5 **The Tiger Brands Foundation**

The beneficiaries of the Tiger Brands Foundation will be non-fee paying schools for black learners in South Africa, vulnerable groups in society as well as projects that promote sustainable livelihoods in the areas in which the non-fee paying schools exist.

Beneficiaries are able to make applications to the trustees for benefits on a social and compassionate needs basis, which may include the following:

- targeted feeding programmes at non-fee paying schools;
- targeted education enhancement programmes at non-fee paying schools;
- targeted economic, nutrition and literacy assistance; and
- general community wellbeing and education programmes in the communities surrounding the non-fee paying schools.

It is the intention that this trust will be a 100-year trust.

4.6 **The Thusani Trust**

The Thusani Trust is a trust formed in 2005 solely for the purpose of providing benefits on a social and compassionate needs basis to black employees and their immediate families. The trustees of the Thusani Trust have determined that the trust will currently focus on the funding of the cost of tertiary education of the families of qualifying black employees.

The Thusani Trust indirectly acquired 0.94% of Tiger Brands' then issued ordinary share capital in terms of the Phase I staff empowerment transaction. In 2008, through the Thusani Trust, a total of 144 students who passed Matric, and would have struggled to afford tertiary education, were sent to universities and other institutions of higher learning (2007: 132).

The success of the Thusani Trust has been such that Tiger Brands recognises the need for the continued support of the Thusani Trust, and accordingly intends to allocate additional shares to the Thusani Trust pursuant to the Phase II BEE transaction.

This trust is intended to be a 100-year trust.

The Thusani Trust is a trust for the benefit of employees, and accordingly is a non-public shareholder for purposes of the listings requirements.

5. **DETAILS OF THE PHASE II BEE TRANSACTION**

5.1 **The SBP component**

The indirect holdings of the SBPs in Tiger Brands' enlarged issued share capital through their SPVs will be as follows:

- Brimstone – 1 813 613 subscription shares (1%) at the SBP subscription price of R7.40 per share; and
- Mapitso – 1 813 613 subscription shares (1%) at the SBP subscription price of R7.40 per share.

(a) Equity contribution

Each SBP will capitalise its SPV with its equity contribution.

(b) Issue of shares, funding and end date call option

Brimstone will, through Brimstone SPV, and Mapitso will, through Mapitso SPV, subscribe, for their respective subscription shares. These shares are to be issued in accordance with article 3.2 of the articles of association on the terms and conditions and with the rights and restrictions attaching thereto as are set out in their relevant subscription and relationship agreements, the salient terms of which are summarised below.

The sole purpose of these SPVs will be to acquire and hold their subscription shares as contemplated in the subscription and relationship agreements.

Each SPV will use its equity contribution to subscribe for its subscription shares at the SBP subscription price.

As stated above, the subscription shares will be issued in terms of article 3.2 of Tiger Brands' articles of association subject to, *inter alia*, the condition that during the transaction term, the SPV will not be entitled to any dividends or distributions other than a 15% trickle distribution. Any dividends or distributions not received by the SPV as a result of the terms and conditions of the issue in terms of article 3.2 of the articles of association shall be taken into account (as a credit to "D") in terms of the repurchase formula as further discussed hereunder.

At the end date, Tiger Brands will be entitled to repurchase a certain number of subscription shares from the SPV at the SBP subscription price, subject to (e) below. The number of shares will be calculated in terms of the repurchase formula (see hereunder) which may be summarised as follows:

The total discounted value of the subscription shares (less the amount of the equity contribution) will be increased over the transaction term by the hurdle rate. From this value will be deducted an amount equal to 85% of the distributions declared by Tiger Brands in respect of the Tiger Brands ordinary shares but which have not been received by the SPV in respect of its subscription shares during the transaction term as a result of the condition referred to above (also increased over the transaction term by the hurdle rate). The resultant value will be divided by the market value of one Tiger Brands ordinary share as at the end date as reduced by the SBP subscription price per share. The resultant number of subscription shares will be repurchased from the SPV at a price equal to the SBP subscription price. The strategic black partners shall thereafter retain their remaining subscription shares which they will hold free of restrictions.

The repurchase formula referred to above may be represented as follows:

$$A = (B - D)/(C - E)$$

Where:

A = the number of subscription shares which Tiger Brands is entitled to repurchase from the SBP SPV at the SBP subscription price;

B = the total discounted value of the subscription shares less the equity contribution, increased over the transaction term by the hurdle rate;

C = the market value of a Tiger Brands ordinary share at the end date;

D = the distributions not received by the SPV as a result of the condition attaching to the issue of the shares (i.e. 85% of dividends and other distributions declared by Tiger Brands during the transaction term) increased over the transaction term by the hurdle rate;

E = the SBP subscription price.

If the notional balance outstanding is reduced to zero prior to the end date (i.e. B minus D equals zero), the SPV shall be entitled to receive 100% of the dividends and distributions declared in respect of its subscription shares, but all other restrictions shall remain until the end date.

Further to the requirements of Mapitso's funders, Mapitso SPV has a put option against Tiger Brands to sell such number of subscription shares as determined in terms of the repurchase formula to Tiger Brands at the SBP subscription price, should Tiger Brands not exercise its rights under the repurchase formula at the end of the transaction term.

(c) BEE obligations

Mapitso has undertaken to Tiger Brands that, among other things, until the end date, it will remain a BEE Owned Company and a BEE Controlled Company as set out in Schedule 1 of the BEE Codes and that it will continue to hold 100% of all issued shares of all classes in Mapitso SPV (unless otherwise agreed with Tiger Brands in accordance with the relevant subscription and relationship agreement).

Brimstone has undertaken that Brimstone SPV will be a BEE Owned Company and a BEE Controlled Company as set out in Schedule 1 of the BEE Codes. In addition, Brimstone has undertaken that it will at all times hold more than 50% of the ordinary shares issued by Brimstone SPV.

In addition, Mapitso has undertaken to Tiger Brands that, until the end date, it will (unless Tiger Brands agrees otherwise) remain at least 18% owned and controlled by black women.

(d) Restrictions on sale and encumbrance

The SBPs will not, until the end date, save with the prior written consent of Tiger Brands, be entitled to sell or encumber their respective shares in the SPVs, and the SPVs shall not be entitled to sell or encumber their respective subscription shares.

The direct, and certain indirect, shareholders of Mapitso will not, until the end date, be entitled to sell or encumber their ordinary shares in Mapitso without the prior written consent of Tiger Brands.

(e) Other Tiger Brands call options

Tiger Brands has a call option to acquire the subscription shares held by the SBP SPVs or, at its election, all of the ordinary shares in and any shareholder loan accounts against the SBP SPVs held by the SBPs upon the happening of various option events, including in relation to an SBP:

- a breach event; and
- an involuntary event.

Tiger Brands' call option will, depending on the nature of the call option event, be exercisable as follows:

If Tiger Brands exercises its call option pursuant to a breach event, Tiger Brands shall be entitled to acquire the subscription shares held by the SBP SPVs on the following bases:

- a certain number of subscription shares (determined by dividing the amount calculated with reference to "B – D" as per the repurchase formula as set out in 5.1(b) above by the default purchase price of a Tiger Brands ordinary share at the time when the call option is exercised) will be acquired for an aggregate price equal to R1.00; and
- the balance of the subscription shares held by the SPV, if any, will be acquired at a price per share equal to the default purchase price.

Alternatively, in the event of a breach event, Tiger Brands may elect to purchase all of the ordinary shares and any shareholder loan accounts against the SBP SPV at a price equal to the aggregate purchase price as calculated above, plus in respect of any other assets and liabilities (excluding the balance of any shareholder loan accounts against the SPV) that the SBP SPV may have at that time, the fair value thereof as determined by an independent expert appointed by the parties.

If Tiger Brands exercises its call option pursuant to an involuntary event, Tiger Brands shall be entitled to acquire the subscription shares held by the SBP SPVs, on the following bases:

- a certain number of the subscription shares (calculated with reference to the repurchase formula as set out in 5.1(b) above but with "C" being the market value of a Tiger Brands ordinary share at the time when the call option is exercised) will be acquired at the SBP subscription price on the date on which the call option is exercised; and
- the balance of the subscription shares held by the SPV, if any, will be acquired at a price per share equal to the market value.

Alternatively, in the event of an involuntary event, Tiger Brands may elect to purchase all of the ordinary shares and any shareholder loan accounts against the SBP SPV at a price equal to the aggregate purchase price as calculated above, plus, in respect of any other assets and liabilities (excluding the balance of any shareholder loan accounts against the SPV) that the SBP SPV may have at that time, the fair value thereof as determined by an independent expert appointed by the parties.

Each SBP has pledged and ceded its shares in and shareholder loan accounts against its SPV to Tiger Brands, and each SPV has pledged its subscription shares, to Tiger Brands, in terms of pledge and cession agreements, as security for the performance of their respective obligations under their respective subscription and relationship agreements.

In addition to the call options detailed above, Tiger Brands has the right to acquire Mapitso SPV's subscription shares or the ordinary shares in and shareholder loan accounts against Mapitso SPV on the same basis as would apply in the event of a breach event, should there be an insolvency event (as defined in the Mapitso subscription and relationship agreement) in relation to any of the Mapitso shareholders and such insolvent shareholder's shares in Mapitso are not acquired by the remaining Mapitso shareholders.

Further to the requirements of Mapitso's funders, the aggregate purchase price which shall be paid by Tiger Brands for Mapitso SPV's subscription shares (or the ordinary shares in, and shareholder loan accounts against Mapitso SPV) should Tiger Brands exercise its default call option, shall not be less than the amount of Mapitso's equity contribution.

Similar requirements of Mapitso's funders are catered for in the context of corporate actions (further details of which are as set out in the subscription and relationship agreement).

Brimstone's liability to Tiger Brands in terms of its subscription and relationship agreement shall be limited to the net realised value of the shares in and shareholder claims against Brimstone SPV, and in the case of a failure by Brimstone to deliver its subscription shares pursuant to a call option, the monetary value of such call option (further details as set out in the subscription and relationship agreement).

(f) Corporate actions

The subscription and relationship agreements set out specific provisions in relation to the effect of corporate actions relating to Tiger Brands (including rights offers, unbundlings, take-over offers and scrip dividends) on the SBPs, their SPVs and Tiger Brands' rights under the repurchase formula.

(g) Tiger Brands' pre-emptive right

After the end date (and after the exercise by Tiger Brands of its right to repurchase the subscription shares as set out in 5.1(b) above), Tiger Brands shall have a pre-emptive right should the SBP SPVs wish to sell or encumber any part of their respective remaining subscription shares, or any rights or interest therein, to a third party whether through the mechanism of the JSE or otherwise.

5.2 The Black Managers Trust II

The Black Managers Trust II will directly hold 2 835 427 subscription shares (or 1.56% of Tiger Brands' enlarged issued share capital) subscribed for at a subscription price equal to the aggregate par value of the subscription shares, i.e. R0.10 per share.

(a) Issue of shares, funding and end date call option

The Black Managers Trust II's subscription shares will also be issued in accordance with article 3.2 of the articles of association but the terms and conditions and rights and restrictions attaching thereto will differ from the SBPs only insofar as (i) the Black Managers Trust II is directly subscribing for its subscription shares (and not through an SPV); (ii) the Black Managers Trust II will be entitled to receive a 10% trickle distribution in relation to its subscription shares for the transaction term (any dividends or distributions not received by the Black Managers Trust II as a result of the terms and conditions of the issue in terms of article 3.2 of the articles of association shall be taken into account (as a credit to "D") in terms of the repurchase formula as further discussed hereunder); and (iii) the Black Managers Trust II is not required to make an initial equity contribution, i.e. it will subscribe for its subscription shares at par value.

Tiger Brands will make a donation to the Black Managers Trust II to enable it to subscribe for its subscription shares at par value.

At the end date, Tiger Brands will be entitled to repurchase a certain number of subscription shares from the Black Managers Trust II at par value. The number of shares will be calculated in terms of the repurchase formula (see hereunder) which may be summarised as follows:

The total discounted value of the subscription shares (less the aggregate total amount of the par value paid) will be increased over the transaction term by the hurdle rate. From this value will be deducted an amount equal to 90% of the distributions declared by Tiger Brands in respect of the Tiger Brands ordinary shares but which have not been received by the BMT II in respect of its subscription shares during the transaction term as a result of the condition referred to above (also increased over the transaction term by the hurdle rate). The resultant value will be divided by the market value of one Tiger Brands ordinary share as at the end date as reduced by the par value per share. The resultant number of subscription shares will be repurchased from the BMT II at par value.

The Black Managers Trust II shall thereafter retain its remaining subscription shares, which will be distributed to the black managers in accordance with their vested rights.

The repurchase formula referred to above may be represented as follows:

$$A = (B - D)/(C - E)$$

Where:

- A = the number of subscription shares which Tiger Brands is entitled to repurchase from the BMT II at par value;
- B = the total discounted value of the subscription shares less the aggregate amount of the par value paid, increased over the transaction term by the hurdle rate;
- C = the market value of a Tiger Brands ordinary share at the end date;
- D = the distributions not received by the BMT II as a result of the condition attaching to the issue of the shares (i.e. 90% of dividends and other distributions declared by Tiger Brands during the transaction term) increased over the transaction term by the hurdle rate;
- E = the par value per subscription share.

If the notional balance outstanding is reduced to zero prior to the end date (i.e. B minus D equals zero), the BMT II shall be entitled to receive 100% of the dividends and distributions declared in respect of its subscription shares, but all other restrictions shall remain until the end date.

The BMT II has pledged its subscription shares to Tiger Brands in terms of a pledge and cession agreement, as security for the performance of its obligations under its subscription and relationship agreement.

The BMT II subscription and relationship agreement also provides for:

- Tiger Brands' call option over the BMT II's subscription shares in the event of a breach event or an involuntary event (on the same basis, *mutatis mutandis*, as applies in the case of the SBPs as summarised in paragraph 5.1(e) above); and
- specific provisions in relation to the effect of corporate actions relating to Tiger Brands (including rights offers, unbundlings, take-over offers and scrip dividends) on the BMT II and Tiger Brands' rights under the repurchase formula.

(b) Qualifying employees

Current and future black managers, who are South African citizens employed on a full-time basis within the Tiger Brands Group with a job grade of Paterson band C Upper and above will qualify for allocations.

(c) Allocation of benefits

The allocation committee will be established to formulate the criteria to determine the level of participation of the black managers in the Black Managers Trust II.

Each black manager will receive the economic and voting rights embodied in the subscription shares by becoming a vested beneficiary of the Black Managers Trust II in accordance with his/her allocation percentage.

(d) Trustees

The first trustees, being Ian Wilson Martin Isdale, Hendrik Francois Mellet and Matsie Innocentia Matoane, employees of TCBL, will remain in office for a maximum period of six months from their appointment (unless elected to continue) until letters of authority are issued to the six trustees appointed by the beneficiaries of the Black Managers Trust II. Tiger Brands will not control the Black Managers Trust II. It will be controlled by a majority of black trustees, who will be elected as trustees by the black managers. However, Tiger Brands shall at all times be entitled, but not obliged, to nominate two trustees, in addition to the six beneficiary appointed trustees, and to withdraw such nominations.

(e) Vesting of rights

The black managers' rights will vest with the black managers on the date of allocation and are non-transferable.

The black managers may not sell or encumber their vested rights for so long as they are beneficiaries of the trust.

In order to provide cash flows to the black managers, the Black Managers Trust II shall on-distribute to such black managers the 10% trickle distribution received by it in respect of any subscription shares allocated to the black managers.

After the end date, the black managers may elect to take delivery of the full benefit of the subscription shares in accordance with their vested rights. It should be noted that the number of subscription shares which will be distributed to the black managers after the end date may be different from the number of subscription shares initially allocated to them as a result of Tiger Brands' repurchase right as referred to in 5.2(a) above.

(f) Permitted employee events

If a permitted employee event (which may include death, permanent disability, retirement or retrenchment) occurs in relation to a black manager, there will (except in the case of retrenchment) be no effect on the black manager's rights which will continue in accordance with the trust deed. The black manager will, however, after the happening of such an event, no longer be entitled to any additional rights under the trust. If a black manager ceases to be employed by reason of retrenchment before the fifth anniversary of his allocation date, then a portion of his vesting rights will be sold back to the Black Managers Trust II depending on the time elapsed from date of allocation to date of retrenchment.

(g) Non-permitted employee events

In the event of a "non-permitted event" (i.e. a resignation or dismissal) the participating black manager will be obliged to sell:

- all of his vesting rights back to the Black Managers Trust II for one cent if his employment is terminated within a period of three years from the allocation date;
- two-thirds of his vesting rights back to the Black Managers Trust II for one cent if his employment is terminated in the fourth year from the allocation date; and
- one-third of his vesting rights back to the Black Managers Trust II for one cent if his employment is terminated in the fifth year from the allocation date.

(h) Voting of shares

The trustees will vote the subscription shares in the best interests of the black managers, taking into account their directions at meetings of the black managers which may be held from time to time.

(i) Costs and expenses

All costs and expenses in respect of the administration of the Black Managers Trust II shall be borne by the trust.

(j) Termination

The Black Managers Trust II shall terminate one year after the end date.

Upon termination of the trust, the black managers shall take delivery of all benefits due to them, failing which these will be forfeited, and the Trustees shall transfer those benefits and any unallocated Tiger Brands ordinary shares, or the net proceeds thereof, to the black managers who are beneficiaries of the Black Managers Trust II at that time.

5.3 **The General Staff Trust**

The General Staff Trust was formed for the purpose of holding shares awarded to the General Staff BEE Phase I beneficiaries, and is being amended to cater for the award of shares to the General Staff BEE Phase II beneficiaries and to ensure continued compliance with the BEE Codes.

(a) Issue of shares and funding

The General Staff Trust will be funded by a donation made by TCBL. The trust will use the donation to subscribe for the 791 800 subscription shares (0.44% of Tiger Brands' enlarged issued share capital) at the 30 trading day VWAP of a Tiger Brands ordinary share at the close of business on the last practicable date of R155.86 per share.

Each member of the general staff will be awarded 100 of the subscription shares subscribed for by the General Staff Trust, worth R15 586.00 based on the market value of such shares at the last practicable date, for no consideration.

(b) Important terms of the General Staff Trust

General staff will not be entitled to dispose of the Tiger Brands shares for a period of five years from the date on which they are awarded their subscription shares.

The voting rights associated with the subscription shares will vest immediately with the general staff.

General staff will receive the dividends on their subscription shares in respect of all dividends declared by Tiger Brands on these shares after the listing date.

Should a member of general staff cease to be employed as a result of misconduct or poor performance, he will be deemed to have sold his subscription shares for the lower of the market value on the date on which his shares were awarded to him and the market value on the date of acquisition of such shares by the General Staff Trust.

5.4 **Tiger Brands Foundation**

The Tiger Brands Foundation will indirectly hold 9 068 067 subscription shares (or 5% of Tiger Brands' enlarged issued share capital) through its SPV, subscribed for at a subscription price of R148.07 per share.

(a) Issue of shares and preference share funding

The Tiger Brands Foundation will use Tiger Brands Foundation SPV to subscribe for its subscription shares at the discounted value per subscription share. The sole purpose of Tiger Brands Foundation SPV will be to acquire and hold the subscription shares.

Tiger Brands Foundation SPV will fund the subscription of the subscription shares by an issue of the Tiger Brands preference shares, which will be subscribed for by Tiger Brands. The Tiger Brands preference shares will be redeemable after 20 years and will carry a cumulative preference share cash dividend at a variable rate equal to 85% of the prevailing prime rate (subject to a review of the dividend rate by Tiger Brands at the end of year 8 and again at the end of year 14. The Tiger Brands Foundation may elect to refinance the Tiger Brands preference shares at these dates if it believes the rates are not market related).

Dividend income received by Tiger Brands Foundation SPV as a result of holding the subscription shares will be used to:

- declare dividends to the Tiger Brands Foundation, amounting to 15% of any dividend income received while the Tiger Brands preference shares are outstanding (this will increase to 100% once all the Tiger Brands preference shares have been redeemed);
- service the dividend payments due in respect of the Tiger Brands preference shares;
- redeem the capital of the Tiger Brands preference shares; and
- pay costs and expenses (see (f) hereunder).

If a portion of the Tiger Brands preference shares is still outstanding at the end of the 20-year term, Tiger Brands Foundation SPV will have the option to refinance the outstanding debt or dispose of a sufficient number of subscription shares to repay the outstanding debt.

The Tiger Brands Foundation has pledged its shares in Tiger Brands Foundation SPV, and Tiger Brands Foundation SPV has pledged its subscription shares, to Tiger Brands as security for its obligations under the subscription and relationship agreement.

(b) Qualifying beneficiaries and allocation of benefits

The beneficiaries of the Tiger Brands Foundation shall be non-fee paying schools for black learners in South Africa, vulnerable groups in society as well as projects that promote sustainable livelihoods in the areas in which the non-fee paying schools exist.

Beneficiaries may apply to the trust for grants on a compassionate and social needs basis, in accordance with guidelines to be drawn up by the trustees.

(c) Trustees

The first trustees, being Ian Wilson Martin Isdale, Bongiwe Njobe and Brenda Koornneef, will remain in office for a maximum period of six months from their appointment until letters of authority are issued to the five trustees appointed by the first trustees, subject to the following:

- at least 50% (fifty per cent) shall be independent persons having no employment with or direct or indirect beneficial interest in the Tiger Brands Foundation;
- at least 50% (fifty per cent) shall be black people;
- at least 25% (twenty-five per cent) shall be black women;
- the Chief Executive Officer of Tiger Brands shall have the right to approve two out of the proposed five trustees;
- such trustees who are approved by the Chief Executive Officer may not constitute a quorum. Three trustees are required to constitute a quorum of which one must be a trustee approved by the Chief Executive Officer and one must be an independent trustee; and
- the Chief Executive Officer shall be consulted on the appointment of the balance of the trustees (for clarity, there is no obligation to follow recommendations of the Chief Executive Officer of Tiger Brands in such consultation).

(d) Restrictions on sales and encumbrances

The trustees will not be entitled to dispose of, pledge, cede in security, mortgage, hypothecate or encumber any of the ordinary shares in Tiger Brands Foundation SPV, and Tiger Brands Foundation SPV will not be entitled to dispose of, pledge, cede in security, mortgage, hypothecate or encumber any of its subscription shares, save as expressly permitted in the subscription and relationship agreement and/or trust deed.

(e) Voting of shares

The trustees will vote the subscription shares in the best interests of the beneficiaries.

(f) Costs and expenses

All costs and expenses in respect of the administration of the Tiger Brands Foundation shall be borne by Tiger Brands Foundation SPV.

(g) Termination

The trust shall continue for a period of 100 years or until the trustees, with the prior written consent of Tiger Brands, resolve to terminate it for good cause, provided that no resolution shall be taken to terminate it until the later of 31 December 2018 and the redemption in full of the Tiger Brands preference shares. Upon termination of the trust, the trustees shall distribute the net assets of the trust to the beneficiaries or an entity with similar objectives to the Tiger Brands Foundation.

5.5 Thusani Trust

The Thusani Trust will indirectly hold 1 813 613 subscription shares (or 1% of Tiger Brands' enlarged issued share capital) through its SPV, subscribed for at a subscription price of R148.07 per share.

The Thusani Trust was formed for the purpose of the Phase I staff empowerment transaction, and is being amended to ensure continued compliance with the BEE Codes.

(a) Issue of shares and preference share funding

The Thusani Trust will use Thusani SPV II to subscribe for its subscription shares, which will be funded by the issue of Tiger Brands preference shares on an identical basis to the Tiger Brands Foundation SPV as set out in paragraph 5.4 above. The sole purpose of Thusani SPV II will be to acquire and hold the subscription shares. Dividend income received by Thusani SPV II will be utilised to:

- declare dividends to the Thusani Trust, amounting to 15% of any dividend income received while the Tiger Brands preference shares are outstanding (this will increase to 100% once all the Tiger Brands preference shares have been redeemed);
- service the dividend payments due in respect of the Tiger Brands preference shares;
- redeem the capital of the Tiger Brands preference shares; and
- pay costs and expenses (see (f) hereunder).

(b) Qualifying beneficiaries and allocation of benefits

Black staff will be able to make applications to the trustees for the purpose of, *inter alia*, assisting with the funding of the tertiary education requirements of their immediate families, as the trustees in their discretion deem appropriate, taking into account the objects of the Thusani Trust and the spirit and purport of the BEE Act.

(c) Trustees

In terms of the trust deed, there shall be between three and ten trustees elected by the black employees, subject to the following:

- (a) at least 50% (fifty per cent) shall be independent persons having no employment with or direct or indirect beneficial interest in the Thusani Trust;
- (b) at least 50% (fifty per cent) shall be black people; and
- (c) at least 25% (twenty-five per cent) shall be black women.

There are currently ten trustees, two of whom were appointed by Tiger Brands and eight of whom were elected as trustees by black employees. An election process is currently in process in terms of which new trustees are being elected in accordance with the provisions of the trust deed. The newly elected trustees will hold office for a period of three years.

(d) Restrictions on sales and encumbrances

The trustees will not be entitled to dispose of, pledge, cede in security, mortgage, hypothecate or encumber any of the ordinary shares in Thusani SPV II, and Thusani SPV II will not be entitled to dispose of, pledge, cede in security, mortgage, hypothecate or encumber any of the subscription shares, save with the written consent of Tiger Brands and save as expressly permitted in the subscription and relationship agreement and/or trust deed.

(e) Voting of shares

The trustees will vote the subscription shares in the best interests of the beneficiaries of the Thusani Trust.

(f) Costs and expenses

All costs and expenses in respect of the administration of the Thusani Trust, shall be borne by Thusani SPV I and/or Thusani SPV II.

(g) Termination

The Thusani Trust shall continue for a period of 100 years or until the trustees, with the prior written approval of Tiger Brands, resolve to terminate it for good cause, provided that no resolution shall be taken to terminate it until the redemption in full of both the existing preference shares (issued by Thusani SPV I to both Rand Merchant Bank and Tiger Brands in terms of the Phase I staff empowerment transaction) and the Tiger Brands preference shares, or 31 December 2018, whichever is the later, in which event any surplus capital in the Thusani Trust will be transferred to an entity with similar objectives to those of the Thusani Trust.

5.6 The transaction agreements

With respect to the SBPs, the actual terms and conditions of:

- the matters referred to in paragraph 5.1 above are contained in the relevant subscription and relationship agreement relating to each SBP; and
- the pledges referred to in paragraph 5.1(e) are contained in the relevant pledge and cession agreements.

With respect to the Black Managers Trust II, the actual terms and conditions of:

- the issue of shares to the BMT II, the donation to be made to the BMT II by Tiger Brands, and the repurchase of shares, referred to in paragraph 5.2(a) above, are contained in the BMT II subscription and relationship agreement; and
- the other matters referred to in paragraphs 5.2(b) to 5.2(j) above are contained in the BMT II trust deed.

With respect to the General Staff Trust, the actual terms and conditions of:

- the matters referred to in paragraph 5.3(a) above are contained in the General Staff Trust subscription agreement; and
- the matters referred to in paragraph 5.3(b) above are contained in the General Staff Trust trust deed.

With respect to the Tiger Brands Foundation, the actual terms and conditions of the:

- matters referred to in paragraph 5.4(a) above are contained in the Tiger Brands Foundation subscription and relationship agreement and the Tiger Brands Foundation preference share subscription agreement; and
- the remaining matters referred to in paragraphs 5.4(b) to 5.4(g) above are contained in the Tiger Brands Foundation trust deed.

With respect to the Thusani Trust, the actual terms and conditions of the:

- matters referred to in paragraph 5.5(a) above are contained in the Thusani Trust subscription and relationship agreement and the Thusani Trust preference share subscription agreement; and
- the remaining matters referred to in paragraphs 5.5(b) to 5.5(g) above are contained in the trust deed of the Thusani Trust.

6. CONDITIONS PRECEDENT

Subject to the provisions below, in order for the Phase II BEE transaction to be implemented in full, the following conditions precedent must be fulfilled:

- all of the resolutions required as set out in the notice of general meeting attached to this circular must be passed and the special resolutions set out in that notice must be registered by CIPRO.

If all of the conditions precedent referred to above are fulfilled, other than the passing of the resolutions for the allotment and issue of shares to Mapitso SPV (ordinary resolution number three and special resolutions numbers five and six contained in the notice of general meeting attached to this circular), then the Phase II BEE transaction will still be implemented, except that Mapitso and Mapitso SPV will not participate therein.

If all of the conditions precedent referred to above are fulfilled, other than the passing of the resolutions for the allotment and issue of shares to Brimstone SPV (ordinary resolution number two and special resolutions numbers three and four contained in the notice of general meeting attached to this circular), then the Phase II BEE transaction will still be implemented, except that Brimstone and Brimstone SPV will not participate therein.

If all of the conditions precedent referred to above are fulfilled, other than the passing of the resolutions for the allotment and issue of shares to Mapitso SPV and Brimstone SPV (ordinary resolutions numbers two and three and special resolutions numbers three to six contained in the notice of general meeting attached to this circular), then the Phase II BEE transaction will still be implemented, except that Mapitso, Mapitso SPV, Brimstone and Brimstone SPV will not participate therein.

7. COST TO SHAREHOLDERS

The cost of the Phase II BEE transaction, as at the last practicable date, calculated in accordance with the statement on share-based payments in terms of IFRS, is R367.5 million and equates to 1.4% of the Tiger Brands market capitalisation of R25.8 billion on the JSE as at the last practicable date. It is important to note that this cost will be charged to the Company's income statement, part upfront and part over a number of years, and does not reflect a cash cost.

8. LISTING ON THE JSE

It is intended that all new Tiger Brands shares issued in terms of the Phase II BEE transaction will be listed on the exchange operated by the JSE on Tuesday, 20 October 2009, subject to necessary shareholder approval and the registration of the necessary special resolutions at CIPRO. An application for listing of such shares has been submitted to the JSE.

9. UNAUDITED *PRO FORMA* FINANCIAL INFORMATION AND FINANCIAL EFFECTS

The *pro forma* financial effects set out below have been prepared to assist Tiger Brands ordinary shareholders to assess the impact of the Phase II BEE transaction on the EPS, HEPS, diluted EPS, diluted HEPS, NAV and TNAV per Tiger Brands ordinary share. The material assumptions are set out in the notes following the table as well as Annexure 1 to this circular. These *pro forma* financial effects have been disclosed in terms of the listings requirements and do not constitute a representation of the future financial position of Tiger Brands on implementation of the Phase II BEE transaction. The *pro forma* financial effects are the responsibility of the board and are provided for illustrative purposes only, and, because of their nature, may not fairly present Tiger Brands' financial position, changes in its equity, results of operations or cash flows.

	Before implementation of the Phase II BEE transaction (cents)	After implementation of the Phase II BEE transaction (cents)	Percentage change (%)
EPS	631.2	473.8	(24.9)
HEPS	627.3	470.0	(25.1)
Diluted EPS	628.4	471.7	(24.9)
Diluted HEPS	624.5	467.9	(25.1)
NAV per share	3 773.3	3 785.8	0.3
TNAV per share	2 720.9	2 738.6	0.7

Notes:

- The EPS, HEPS, diluted EPS, diluted HEPS, NAV and TNAV per Tiger Brands ordinary share "Before implementation of the Phase II BEE transaction" are based on the published unaudited interim results of Tiger Brands for the six months ended 31 March 2009 ("the Interim Results").
- The EPS, HEPS, diluted EPS and diluted HEPS "After implementation of the Phase II BEE transaction" are based on the assumption that the Phase II BEE transaction was implemented on 1 October 2008.
- The NAV and TNAV per Tiger Brands ordinary share "After implementation of the Phase II BEE transaction" are based on the assumption that the Phase II BEE transaction was implemented on 31 March 2009.
- The EPS and HEPS "After implementation of the Phase II BEE transaction" are based on 157 654 800 weighted average number of Tiger Brands ordinary shares in issue (156 863 000 weighted average number of Tiger Brands ordinary shares in issue as per the Interim Results (net of treasury and empowerment shares) plus 791 800 Tiger Brands ordinary shares issued to the trustees of the General Staff Trust in terms of the Phase II BEE transaction).

- The diluted EPS and diluted HEPS "After implementation of the Phase II BEE transaction" are based on 158 345 800 weighted average diluted number of Tiger Brands ordinary shares (157 554 000 weighted average diluted number of Tiger Brands ordinary shares in issue as per the Interim Results (net of treasury and empowerment shares) plus 791 800 Tiger Brands ordinary shares issued to the trustees of the General Staff Trust in terms of the Phase II BEE transaction).
- The NAV and TNAV per Tiger Brands ordinary share "After implementation of the Phase II BEE transaction" are based on 157 811 800 Tiger Brands ordinary shares in issue (157 020 000 Tiger Brands ordinary shares in issue as per the Interim Results (net of treasury and empowerment shares) plus 791 800 Tiger Brands ordinary shares issued to the trustees of the General Staff Trust in terms of the Phase II BEE transaction).

10. **SPECIFIC REPURCHASE AND ACQUISITION OF SHARES**

In terms of the Phase II BEE transaction, the following instances will and might result in Tiger Brands repurchasing the Tiger Brands ordinary shares issued to the SPVs of the black participants, or to the black participants themselves, or Tiger Brands acquiring the ordinary shares in the SPVs, subject to compliance with the Companies Act and the listings requirements:

Tiger Brands' end date call option in terms of the repurchase formula

- the repurchase of Tiger Brands ordinary shares from Brimstone SPV, Mapitso SPV and the Black Managers Trust II in accordance with the terms and conditions of the respective subscription and relationship agreements, as described in paragraphs 5.1(b) and 5.2(a) of this circular;

Tiger Brands' pre-emptive right

- the repurchase of Tiger Brands ordinary shares issued to the SPVs of the black participants pursuant to the exercise by Tiger Brands of its pre-emptive right under the subscription and relationship agreements, as described in paragraph 5.1(g) of this circular; and

Tiger Brands' call options in the event of a breach event, involuntary event or insolvency event and in terms of the pledge and cession agreements

- the acquisition of Tiger Brands ordinary shares or the shares in the SPVs pursuant to Tiger Brands' call option under the subscription and relationship agreements, and in terms of the agreements of pledge and cession, as described in paragraphs 5.1(e) and 5.2(a) of this circular.

11. **ADEQUACY OF WORKING CAPITAL**

The directors of Tiger Brands have undertaken to submit a working capital pack to the Company's sponsor prior to any specific repurchase of Tiger Brands ordinary shares in terms of the Phase II BEE transaction or any payment to be made in terms of the general authority to make payments out of share premium to shareholders.

12. **SHAREHOLDER SPREAD**

The board undertakes to ensure that the shareholder spread of Tiger Brands will comply with paragraphs 3.37 to 3.41 of the listings requirements, post any specific repurchase of Tiger Brands ordinary shares pursuant to the Phase II BEE transaction.

13. **RELATED PARTY TRANSACTION AND FAIRNESS OPINION**

Current and former non-executive directors of Tiger Brands have a combined shareholding in Mapitso in excess of 35%. Accordingly, the issue of Tiger Brands ordinary shares to Mapitso SPV is deemed to be an issue of shares to a related party in terms of the listings requirements.

Brimstone is deemed to be a material shareholder in relation to Tiger Brands, as a result of its shareholding of more than 10% in Sea Harvest Corporation Limited's issued share capital at the time when Sea Harvest Corporation Limited was a subsidiary of Tiger Brands (in the preceding 12 months from the date of announcement of the Phase II BEE transaction on SENS). Tiger Brands disposed of its shareholding in Sea Harvest Corporation Limited to a consortium, which included Brimstone, with effect from 28 May 2009. Accordingly, the issue of Tiger Brands ordinary shares to Brimstone SPV is deemed to be an issue of shares to a related party in terms of the listings requirements.

Tiger Brands has appointed PricewaterhouseCoopers as an independent professional expert to provide a fairness opinion as to whether the issue of Tiger Brands ordinary shares to each of Brimstone SPV and Mapitso SPV, respectively, is fair to Tiger Brands shareholders. The opinion of the independent expert is attached as Annexure 7 to this circular.

Given that any Tiger Brands ordinary shares repurchased pursuant to the Phase II BEE transaction will not be repurchased at a premium to the then market value, no fairness opinion will be required in terms of paragraph 5.69(e) of the listings requirements at the date of such repurchase.

14. **OPINIONS, RECOMMENDATIONS AND UNDERTAKINGS**

The Tiger Brands board is of the opinion that the Phase II BEE transaction is in the best interests of Tiger Brands shareholders. Furthermore, PricewaterhouseCoopers, as independent expert to Tiger Brands, has provided a fairness opinion to the board that the terms and conditions of the Phase II BEE transaction, as it relates to each of the strategic black partners, are fair to the Tiger Brands ordinary shareholders. Accordingly, the Tiger Brands board recommends that Tiger Brands shareholders vote in favour of the resolutions to be proposed at the general meeting of Tiger Brands shareholders. The Tiger Brands board members who are entitled to vote, intend to vote in favour of the resolutions to be proposed at the general meeting in respect of their personal holdings in the issued share capital of Tiger Brands.

15. **GENERAL AUTHORITY TO MAKE PAYMENTS TO SHAREHOLDERS**

As a separate authority to the Phase II BEE transaction, the board wishes to obtain a general authority pursuant to which it shall be entitled to make payments to shareholders out of the Company's share premium account, subject to the provisions of the Companies Act, the listings requirements and the following limitations:

- the authority shall not extend beyond 15 (fifteen) months from the date of the general meeting or the date of the next annual general meeting, whichever is the earlier date;
- having regard to any other payments to shareholders, such payments will not in aggregate exceed 20% (twenty per cent) of the Company's issued share capital, including reserves but excluding minority interests and revaluation of assets and intangible assets that are not supported by a valuation by an independent professional expert acceptable to the JSE prepared within the last 6 (six) months, in any one financial year; and
- such payments are made *pro rata* to all shareholders and otherwise in compliance with the listings requirements.

The quantum of the reduction in share premium will be determined by the board or its delegee.

The directors of Tiger Brands have undertaken to submit a working capital pack to the Company's sponsor prior to any payment to be made in terms of the above authority. Announcements will be released on SENS and published in the press which will set out the financial effects of any general payment prior to such payment being effected, and the relevant timetable in accordance with Schedule 24 of the listings requirements.

16. SHARE CAPITAL

16.1 Authorised and issued share capital

The authorised and issued share capital and share premium account of Tiger Brands, before and after the issue of Tiger Brands ordinary shares in terms of the Phase II BEE transaction, is set out below:

	Before the Phase II BEE transaction R'000	After the Phase II BEE transaction R'000
<i>Authorised share capital</i>		
250 000 000 ordinary shares of 10 cents each	25 000	25 000
Total authorised share capital	25 000	25 000
<i>Issued share capital (including 10 326 758 treasury shares) #</i>		
173 551 952 ordinary shares with a par value of 10 cents each before the Phase II BEE transaction	17 355	
191 688 085 ordinary shares with a par value of 10 cents each after the Phase II BEE transaction (refer note 1)		19 169
Total issued share capital	17 355	19 169
Share premium (refer note 1)	49 763	1 809 734
Total issued share capital and premium	67 118	1 828 903

As at the last practicable date.

Note 1: Ordinary shares issued in terms of the Phase II BEE transaction

	Number of shares	Issue price per share (R)	Par value (R'000)	Premium (R'000)	Total (R'000)
Brimstone SPV	1 813 613	7.40	181	13 239	13 421
Mapitso SPV	1 813 613	7.40	181	13 239	13 421
Black Managers Trust II	2 835 427	0.10	284	–	284
General Staff Trust	791 800	155.86	79	123 330	123 409
Tiger Brands Foundation SPV	9 068 067	148.07	907	1 341 802	1 342 709
Thusani SPV II	1 813 613	148.07	181	268 360	268 541
Total	18 136 133		1 814	1 759 971	1 761 785

16.2 Major shareholders

The names of persons who are reflected in Tiger Brands' register of shareholders as holding a beneficial interest in 5% or more of the issued share capital of Tiger Brands, as at 30 June 2009, are set out below:

Shareholder	Number of ordinary shares held (direct and indirect beneficial)	Percentage holding in ordinary shares
Government Employees Pension Fund	21 890 089	12.64%
Tiger Consumer Brands Limited	10 326 758	5.96%

16.3 Trading history of Tiger Brands shares

The trading history of Tiger Brands ordinary shares is set out in Annexure 3 to this circular.

17. INFORMATION RELATING TO THE DIRECTORS

17.1 Directors and management

Details of the directors of Tiger Brands, its material subsidiaries and management as required in terms of the listings requirements are detailed in Annexure 5 to this circular.

17.2 Directors' interest in transactions

Other than as disclosed in this circular, the directors of Tiger Brands did not have any material beneficial interests in any transactions during the current or preceding financial year or any earlier financial year which remain in any respect outstanding or unperformed.

17.3 Directors' interests in Tiger Brands shares

As at the last practicable date, the directors' (and his/her associates) direct and indirect beneficial interests in Tiger Brands shares were as follows:

Director	Beneficial			Percentage interest
	Direct	Non-direct	Total	
L C van Vught (<i>Chairman</i>)		2 880	2 880	0.00%
M Fleming (<i>Financial director</i>)	6 000		6 000	0.00%

There has been no change in the directors' interests between the end of the financial year, i.e. 30 September 2008 and the date of this circular, other than the acquisition by M Fleming of the above disclosed 6 000 shares pursuant to the exercise of his share options.

17.4 Remuneration of the directors

The remuneration receivable by the directors of Tiger Brands will not be varied as a result of the Phase II BEE transaction.

18. INFORMATION RELATING TO TIGER BRANDS

18.1 Nature of the business

Tiger Brands is a branded FMCG group which operates mainly in South Africa and selected emerging markets. A listing of the major brands, by business, is included in paragraph 18.3 below. Tiger Brands conducts its operations in the following sectors of the South African consumer market, as set out in paragraph 18.2 below:

18.2 FMCG

Domestic Food

The Domestic Food division is a leading supplier of major food and beverage brands and has been segmented into six categories. The "Grains" category comprises maize milling, wheat milling and baking and sorghum-based breakfast products, as well as rice, oat-based and other ready to eat breakfast cereals. The "Groceries" category comprises a wide range of condiments, ingredients, spreads, pasta, canned fruit and vegetables. The "Snacks and Treats" category includes sweet and savoury snacks and treats, in addition to traditional sugar and chocolate confectionery. The "Beverages" category includes ready to drink refreshments and drink concentrates. The "Perishables" category comprises the leading value-added meat product business in South Africa. The "Out of Home" category primarily comprises products sold to the hospitality and institutional markets.

Consumer Healthcare

The Consumer Healthcare business is a leading supplier of personal care, baby care and home care branded products. This division has been divided into three main categories.

The “Personal Care” category includes hand and body creams, face care products and haircare products. The “Babycare” category consists of infant nutrition and baby toiletries. “Homecare” encompasses pest protection, air fresheners, detergents and surface cleaners.

Exports and International

Tiger Brands exports an extensive range of branded FMCG products principally into Africa. Tiger Brands also has direct and indirect interests in international food businesses in Chile, Zimbabwe, Kenya and Cameroon.

Fishing

Oceana is a diversified group involved in the fishing, processing, marketing and trading of a wide variety of marine species. It also has interests in cold storage operations. Tiger Brands holds an effective 45% in Oceana, which is separately listed on the JSE.

18.3 Major brands

Major brands owned by the Tiger Brands Group in the sectors in which it operates are set out below:

Business	Sub-division	Core brands
FMCG		
Domestic Food	Grains	Ace, Albany, Golden Cloud, Jungle, Morvite, Tastic, King Korn
	Groceries	All Gold, Black Cat, Fatti's & Moni's, Koo, Spray & Cook
	Snacks & Treats	Anytime, Beacon Allsorts, Beacon Slabs, Fizz Pops, Black Cat, Maynards, Smoothies, Sparkles, Superfine, Jelly Tots, Wilsons, Inside Story, Wonderbar, Tinkies
	Beverages	Energade, Hall's, Oros, Rose's
	Perishables	Enterprise, Renown, Like-It-Lean
Consumer Healthcare	Personal Care	Gill, Ingram's Camphor Cream, Lemon Lite, Dolly Varden, Perfect Touch, Protein Feed
	Babycare	Elizabeth Anne's, Purity
	Homecare	Airoma, Doom, Fastkill, ICU, Jeyes, Peaceful Sleep, Rattex, Bio-Classic
Fishing	Oceana	Lucky Star, Glenryck (United Kingdom)

Tiger Brands has direct and indirect interests in international food businesses in Chile, Zimbabwe, Kenya and Cameroon:

Entity	Presence	Core brands	Interest
Empresas Carozzi	Chile, Peru, Argentina	Carozzi, Costa, Molitalia, Bonafide	24%
National Foods Holdings Limited	Zimbabwe	Red Seal, Gold Seal	26%
Datlabs (Pvt) Limited	Zimbabwe	Cafemol, Ingram's Camphor Cream, Lanolene Milk	50%
Haco Industries Kenya Limited	Kenya	Bic, Jeyes, Palmers, TCB, Motions, Miadi, Ace	51%
Chococam S.A.	Cameroon	Tartina, Arina, Kola, Big Gum, Tutoux, Mambo, Martinal, Start	74%

18.4 **Directors' opinion on prospects of the business**

As announced in Tiger Brands' interim results for the half-year ended 31 March 2009: Although interest rates are expected to decline further, Tiger Brands is likely to continue to experience difficult trading conditions for the remainder of the year, caused by ongoing pressure on consumer spending. In addition, the recent strengthening of the Rand will have an adverse impact on Tiger Brands' export earnings. Notwithstanding these factors, headline earnings per share is expected to show modest growth in real terms for the full year ending 30 September 2009. This forecast financial information has not been reviewed and reported on by the Company's auditors.

Based on current circumstances, the above statement fairly reflects the prospects of the business for its continuing operations in respect of the financial year ending 30 September 2009.

19. **CORPORATE GOVERNANCE**

The Corporate Governance policy of Tiger Brands is set out in Annexure 6 to this circular.

20. **MATERIAL CHANGES**

There have been no material changes in the financial or trading position of Tiger Brands and its subsidiaries since the interim results for the period ended 31 March 2009 up to the last practicable date, save for the proposed implementation of this transaction, and that Tiger Brands disposed of its 73.2% shareholding in Sea Harvest Corporation Limited to a consortium of investors, which included Brimstone, with effect from 28 May 2009.

21. **GENERAL MEETING**

21.1 A general meeting of Tiger Brands shareholders will be held at 10:30 on Monday, 12 October 2009 at the registered offices of Tiger Brands, 3010 William Nicol Drive, Bryanston, Sandton to consider and, if deemed fit, pass with or without modification the resolutions necessary to effect the Phase II BEE transaction and to authorise the granting of a general authority to the board to make payments to shareholders out of share premium.

21.2 A notice convening the general meeting and a form of proxy (*green*) for use by certificated shareholders and dematerialised shareholders with "own name" registration who are unable to attend the general meeting are attached to this circular. A duly completed form of proxy (*green*) must be received by the transfer secretaries (being Computershare Investor Services (Proprietary) Limited) by no later than 10:30 on Thursday, 8 October 2009.

21.3 Voting

21.3.1 General (all Ordinary Resolutions and Special Resolutions):

- TCBL as the holder of the 10 326 758 treasury shares shall not be entitled to vote on any of the resolutions; and
- Tiger Brands (1985) Share Purchase Scheme and the Tiger Brands (1985) Share Option Scheme, if at any time they hold any shares, shall not be entitled to vote on any of the resolutions.

21.3.2 Ordinary Resolutions One, Two and Three

In accordance with the listings requirements, the votes of any parties and their associates participating in the specific issue of shares for cash shall not be entitled to vote for the purpose of quantifying the 75% (seventy-five per cent) majority required by the JSE. Therefore, and without limiting the foregoing:

- Ordinary Resolution Number One

Ordinary shares, if any, held by the trustees for the time being of the Thusani Trust and its associates, the trustees for the time being of the Black Managers Trust I and its associates and the trustees for the time being of the General Staff Trust and its associates shall not be entitled to have their votes counted towards the 75% (seventy-five per cent) majority required by the JSE in Ordinary Resolution Number One;

- Ordinary Resolution Number Two
Ordinary shares, if any, held by Brimstone and its associates shall not be entitled to have their votes counted towards the 75% (seventy-five per cent) majority required by the JSE in Ordinary Resolution Number Two; and
- Ordinary Resolution Number Three
Ordinary shares, if any, held by the non-executive directors of Tiger Brands who are direct or indirect shareholders in Mapitso and their associates shall not be entitled to have their votes counted towards the 75% (seventy-five per cent) majority required by the JSE in Ordinary Resolution Number Three.

21.3.3 Special Resolutions Two, Four and Six

In accordance with the listings requirements, the votes of any parties and their associates participating in the repurchase shall not be entitled to vote for the purpose of quantifying the 75% (seventy-five per cent) majority required by the JSE. Therefore, and without limiting the foregoing:

- Special Resolution Number Two
Ordinary shares, if any, held by the trustees for the time being of the Thusani Trust and its associates and the trustees for the time being of the Black Managers Trust I and its associates shall not be entitled to have their votes counted towards the 75% (seventy-five per cent) majority required by the JSE in Special Resolution Number Two;
- Special Resolution Number Four
Ordinary shares, if any, held by Brimstone and its associates shall not be entitled to have their votes counted towards the 75% (seventy-five per cent) majority required by the JSE in Special Resolution Number Four; and
- Special Resolution Number Six
Ordinary shares, if any, held by the non-executive directors of Tiger Brands who are direct or indirect shareholders in Mapitso and their associates shall not be entitled to have their votes counted towards the 75% (seventy-five per cent) majority required by the JSE in Special Resolution Number Six.

21.3.4 In accordance with article 11.1 of the articles of association of the Company, on a show of hands every shareholder of the Company who is present in person or by proxy at the general meeting, and entitled to vote, will have 1 (one) vote (irrespective of the number of ordinary shares held in the Company and irrespective of the number of members represented by a proxy), and on a poll, every shareholder of the Company who is present in person or by proxy and entitled to vote, shall be entitled to that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by him bears to the aggregate amount of the nominal value of all the shares issued by the Company and which are able to vote.

22. **EXCHANGE CONTROL**

No Exchange Control approval is required in relation to the issue of the subscription shares to the BEE Participants as all the BEE Participants are South African resident companies or trusts.

23. **LITIGATION STATEMENT**

At the last practicable date, the Tiger Brands Group is not, and has not in the 12 months preceding the date of the publication of the annual financial results, been involved in any legal or arbitration proceedings, nor is it aware of any proceedings that are pending or threatened, which may have or have had a material effect on the financial position of the Company.

24. COSTS OF THE PHASE II BEE TRANSACTION

Tiger Brands will bear the following costs incurred in relation to the Phase II BEE transaction, including the costs of this circular:

	(R'000)
Legal and tax advisers	3 327
Reporting accountants and auditors	300
Communication, printing, publication and other	1 420
JSE documentation fees	23
JSE listing fees	302
Independent expert	480
Deloitte & Touche – IFRS valuation	158
Other administrative expenses	490
Investment bank and transaction sponsor	4 000
Total	10 500

All the fees payable to the parties above are exclusive of value-added tax.

25. EXPERTS' CONSENTS

The investment bank and transaction sponsor, sponsor, attorneys, reporting accountants and auditors, independent expert and transfer secretaries have consented in writing to act in the capacities stated and to their names being included in this circular and have not withdrawn their consents prior to the publication of this circular. The reporting accountants and the independent expert have further consented to the inclusion of their reports in the form and context in which they appear.

26. DIRECTORS' RESPONSIBILITY STATEMENT

All of the directors of Tiger Brands, whose names are set out herein, collectively and individually, accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this circular contains all information required by law and the listings requirements.

27. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection at the registered office of Tiger Brands during normal office hours from Friday, 25 September 2009 up to and including the date of the general meeting being, Monday, 12 October 2009:

- 27.1 a signed copy of this circular (available in English only);
- 27.2 a copy of the independent expert's fairness opinion;
- 27.3 a copy of the reporting accountants' report on the unaudited *pro forma* financial information and financial effects of the Phase II BEE transaction;
- 27.4 the audited financial statements of Tiger Brands for each of the three financial years ended 30 September 2006 to 30 September 2008;
- 27.5 the interim financial statements of Tiger Brands for the six months ended 31 March 2009;
- 27.6 the memorandum and articles of association of Tiger Brands and its subsidiaries;
- 27.7 the transaction documents as listed in Annexure 4;

27.8 consent letters of all the investment bank and transaction sponsor, sponsor, attorneys, reporting accountants and auditors, independent expert and transfer secretaries; and

27.9 all material contracts.

By order of the board

TIGER BRANDS LIMITED

I W M Isdale
Company Secretary

16 September 2009
Bryanston

UNAUDITED *PRO FORMA* INCOME STATEMENT AND BALANCE SHEET

The *pro forma* financial information set out below has been prepared to assist Tiger Brands shareholders to assess the impact of the proposed Phase II BEE transaction on the financial position and results of Tiger Brands, based on the unaudited and unreviewed results of Tiger Brands for the six-month period ended 31 March 2009, the balance sheet at that date and Tiger Brands' normal accounting policies. No adjustments have been made to the *pro forma* financial information, other than in respect of the corporate action contemplated in this circular. Due to its nature, this *pro forma* financial information may not fairly present Tiger Brands' financial position, changes in equity, results of operations or cash flows on implementation of the Phase II BEE transaction. The *pro forma* financial information and effects are the responsibility of the board and are provided for illustrative purposes only.

The *pro forma* financial information as set out below should be read in conjunction with the report of the independent reporting accountants which is included as Annexure 2 to this circular.

**PRO FORMA TIGER BRANDS LIMITED CONSOLIDATED INCOME STATEMENT
FOR THE 6 MONTHS ENDED 31 MARCH 2009**

(Rands in millions)	2009							<i>Pro forma</i> Group 2009
	1*	2*	3*	4*	5*	6*	7*	
Continuing operations								
REVENUE	11 276.3	–	–	–	–	–	–	11 276.3
TURNOVER	11 154.0	–	–	–	–	–	–	11 154.0
Operating income before abnormal items	1 601.8	–	–	–	–	–	–	1 601.8
Abnormal items	(50.6)	(12.0)	(123.4)	(0.3)	(139.6)	–	–	(325.9)
Operating income after abnormal items	1 551.2	(12.0)	(123.4)	(0.3)	(139.6)	–	–	1 275.9
Interest paid	(273.3)	–	–	–	–	(0.1)	–	(273.4)
Interest received	109.4	–	–	–	–	–	1.1	110.5
Dividend income	12.9	–	–	–	–	–	–	12.9
Income from associates	57.8	–	–	–	–	–	–	57.8
Profit before taxation	1 458.0	(12.0)	(123.4)	(0.3)	(139.6)	(0.1)	1.1	1 183.7
Taxation	(470.3)	–	34.6	–	–	(3.1)	(0.3)	(439.1)
Profit for the year from continuing operations	987.7	(12.0)	(88.8)	(0.3)	(139.6)	(3.2)	0.8	744.6
Discontinued operations								
Profit after tax for the period – Sea Harvest	43.1	–	–	–	–	–	–	43.1
PROFIT FOR THE PERIOD	1 030.8	(12.0)	(88.8)	(0.3)	(139.6)	(3.2)	0.8	787.7
Attributable to:								
Ordinary shareholders	990.1	(12.0)	(88.8)	(0.3)	(139.6)	(3.2)	0.8	747.0
Minorities	40.7	–	–	–	–	–	–	40.7
	1 030.8	(12.0)	(88.8)	(0.3)	(139.6)	(3.2)	0.8	787.7
Weighted average number of shares (million)	156.8							157.6
Weighted average diluted number of shares (million)	157.5							158.3
Earnings per share (in cents)	631.2							473.8
Headline earnings per share (in cents)	627.3							470.0
Diluted earnings per share (in cents)	628.4							471.7
Diluted headline earnings per share (in cents)	624.5							467.9

**PRO FORMA TIGER BRANDS LIMITED CONSOLIDATED BALANCE SHEET
AS AT 31 MARCH 2009**

(Rands in millions)	2009 1*	2*	3*	4*	5*	8*	Pro forma Group 2009
ASSETS							
Non-current assets	5 482.0	–	12.4	–	–	–	5 494.4
Property, plant and equipment	2 045.4	–	–	–	–	–	2 045.4
Goodwill and intangible assets	1 652.5	–	–	–	–	–	1 652.5
Investments	1 710.8	–	–	–	–	–	1 710.8
Deferred taxation assets	73.3	–	12.4	–	–	–	85.7
Current assets	6 420.1	–	(101.2)	(0.3)	–	150.6	6 469.2
Inventories	3 455.9	–	–	–	–	–	3 455.9
Trade and other receivables	2 755.1	–	–	–	–	–	2 755.1
Taxation receivable	70.2	–	22.2	–	–	–	92.4
Cash and cash equivalents	138.9	–	(123.4)	(0.3)	–	150.6	165.8
Assets classified as held for sale	898.6	–	–	–	–	–	898.6
TOTAL ASSETS	12 800.7	–	(88.8)	(0.3)	–	150.6	12 862.2
EQUITY AND LIABILITIES							
Issued capital and reserves	5 924.9	(12.0)	(88.8)	(0.3)	–	150.6	5 974.4
Ordinary share capital and premium	51.7	–	–	–	–	1 761.8	1 813.5
Non-distributable reserves	784.4	–	–	–	–	–	784.4
Accumulated profits	6 286.0	(12.0)	(88.8)	(0.3)	(139.6)	–	6 045.3
Tiger Brands Limited shares held by subsidiary	(817.7)	–	–	–	–	–	(817.7)
Tiger Brands Limited shares held by empowerment trusts	(502.2)	–	–	–	–	(1 611.2)	(2 113.4)
Share-based payment reserve	122.7	–	–	–	139.6	–	262.3
Minority interest	457.9	–	–	–	–	–	457.9
TOTAL EQUITY	6 382.8	(12.0)	(88.8)	(0.3)	–	150.6	6 432.3
Non-current liabilities	1 068.7	–	–	–	–	–	1 068.7
Deferred taxation liability	227.3	–	–	–	–	–	227.3
Provision for post-retirement medical aid	316.8	–	–	–	–	–	316.8
Long-term borrowings	524.6	–	–	–	–	–	524.6
Current liabilities	5 115.7	12.0	–	–	–	–	5 127.7
Trade and other payables	2 856.4	12.0	–	–	–	–	2 868.4
Provisions	459.2	–	–	–	–	–	459.2
Provision for Sea Harvest put option	81.4	–	–	–	–	–	81.4
Short-term borrowings	1 718.7	–	–	–	–	–	1 718.7
Liabilities classified as held for sale	233.5	–	–	–	–	–	233.5
TOTAL EQUITY AND LIABILITIES	12 800.7	–	(88.8)	(0.3)	–	150.6	12 862.2
Issued number of shares (million) (see note 8)	157.0						157.8
Net asset value per share (in cents)	3 773.3						3 785.8
Tangible net asset value per share (in cents)	2 720.9						2 738.6

NOTES TO THE *PRO FORMA* CONSOLIDATED INCOME STATEMENT AND BALANCE SHEET

1. FINANCIAL INFORMATION

Financial information extracted from the unaudited abridged consolidated income statement and balance sheet for the six months ended 31 March 2009.

It is assumed that the transaction was implemented with effect from 1 October 2008 for the calculation of the income statement adjustments. It is assumed that the transaction was implemented with effect from 31 March 2009 for the calculation of the balance sheet adjustments.

2. COSTS INCURRED

Costs amounting to R12 million (including value-added tax) will be incurred to implement the Phase II BEE transaction. These costs will be expensed upfront.

3. GRANT TO FUND THE GENERAL STAFF TRUST BEE PHASE II SCHEME

The IFRS 2 charge relating to the General Staff BEE Phase II scheme will be R123.4 million. This charge will be expensed upfront and is tax deductible.

4. DONATION TO THE BLACK MANAGERS TRUST II

This expense of R0.3 million relates to the donation to be made to the Black Managers Trust II to fund the subscription for the Tiger Brands shares.

5. IFRS 2 CHARGE

This adjustment represents the share-based payment charge relating to the strategic black partners (R135.8 million) and the Black Managers Trust II (R3.8 million).

The charge relating to the strategic black partners will be expensed upfront.

The IFRS 2 charge relating to the Black Managers Trust II in total amounts to R108.3 million and is calculated by using the following assumptions:

- 81% are allocated on 31 January 2009 – 33% vest on 31 January 2012, 33% vest on 31 January 2013 and 33% vest on 31 January 2014;
- 9.5% are allocated on 31 July 2009 – 33% vest on 31 July 2012, 33% vest on 31 July 2013 and 33% vest on 31 July 2014; and
- 9.5% are allocated on 31 January 2010 – 33% vest on 31 January 2013, 33% vest on 31 January 2014 and 33% vest on 31 January 2015.

An amount of R3.8 million relating to the current period has been expensed. The balance of R104.5 million will be expensed over the remaining term of the transaction based on the vesting conditions set out above.

6. DIVIDENDS PAID

The additional Tiger Brands shares to be issued in terms of the Phase II BEE transaction will result in an increased dividend, giving rise to an additional interest charge (calculated using an average deposit rate of 8% and income tax relief at 28%) and Secondary Tax on Companies (calculated at a rate of 10%).

These items will have a recurring impact until the end of the lock-in-period.

7. INTEREST RECEIVED ON EQUITY CONTRIBUTION

The equity contributions to be made by the strategic black partners will increase the Company's cash reserves by an amount of R26.9 million. The interest impact of this increase in cash reserves is based on an average deposit rate of 8% and an income tax charge at 28% on the interest income calculated.

8. **ISSUE OF SHARES**

The Tiger Brands shares to be issued to the participants in the Phase II BEE transaction (other than for the 791 800 shares to be issued to the General Staff Trust at an issue price of R123.4 million which will be granted to, and immediately vest with the general staff) will be classified as treasury shares for accounting purposes (Tiger Brands being deemed to 'control' all the SPV's and the BMT II in terms of SIC 12 'Special Purpose Entities).

The Phase II BEE transaction will result in the Tiger Brands Group's cash and cash equivalents increasing by a net amount of R26.9 million, being the equity contributions to be made by the strategic black partners. The movement in cash and cash equivalents of R150.6 million in Column 8 consists of the equity contributions made by the strategic black partners and the cash received on the subscription for shares by the BMT II and General Staff Trust.

The number of shares in issue after the implementation of the Phase II BEE transaction of 157.8 million reflects the total number of shares in issue of 191.2 million after deducting treasury shares of 10.3 million and shares held by the empowerment entities of 23.1 million, but including the 0.8 million shares issued to the General Staff Trust.

**INDEPENDENT REPORTING ACCOUNTANTS' REPORT ON THE UNAUDITED
PRO FORMA FINANCIAL INFORMATION FOR THE 6 MONTHS ENDED
31 MARCH 2009**

The Directors
Tiger Brands Limited
3010 William Nicol Drive
Bryanston
2021

**INDEPENDENT REPORTING ACCOUNTANTS' REPORT ON THE *PRO FORMA*
FINANCIAL INFORMATION OF TIGER BRANDS LIMITED****INTRODUCTION**

We have performed our limited assurance engagement in respect of the *pro forma* financial information set out in Annexure 1 and paragraph 9 of the circular dated on or about 16 September 2009 issued in connection with the proposed Phase II Black Economic Empowerment transaction. The *pro forma* financial information has been prepared in accordance with the JSE Limited ("JSE") Listings Requirements, for illustrative purposes only, to provide information about how the transaction might have affected the reported historical information presented, had the corporate action been undertaken at the commencement of the period or at the date of the *pro forma* balance sheet being reported on.

RESPONSIBILITIES

The directors are responsible for the compilation, contents and presentation of the *pro forma* financial information contained in the circular and for the financial information from which it has been prepared. Their responsibility includes determining that:

- the *pro forma* financial information has been properly compiled on the basis stated;
- the basis is consistent with the accounting policies of Tiger Brands Limited; and
- the *pro forma* adjustments are appropriate for the purposes of the *pro forma* financial information disclosed in terms of the JSE Listings Requirements.

Our responsibility is to express our limited assurance conclusion on the *pro forma* financial information included in the circular to Tiger Brands Limited shareholders. We conducted our assurance engagement in accordance with the International Standard on Assurance Engagements applicable to Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and the Guide on *Pro Forma* Financial Information issued by SAICA. This standard requires us to obtain sufficient appropriate evidence on which to base our conclusion. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the *pro forma* financial information, beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

SOURCES OF INFORMATION AND WORK PERFORMED

Our procedures consisted primarily of:

- comparing the unadjusted financial information with the source documents;
- considering the *pro forma* adjustments in light of the accounting policies of Tiger Brands Limited; and
- considering the evidence supporting the *pro forma* adjustments and discussing the adjusted *pro forma* financial information with the directors of Tiger Brands Limited in respect of the transaction.

In arriving at our conclusion, we have relied upon financial information prepared by the directors of Tiger Brands Limited and other information from various public, financial and industry sources. While our work performed has involved an analysis of the historical published financial information and other information provided to us, our assurance engagement does not constitute an audit or review of any of the underlying financial information conducted in accordance with International Standards on Auditing or International Standards on Review Engagements and, accordingly, we do not express an audit or review opinion.

In a limited assurance engagement, the evidence-gathering procedures are more limited than for a reasonable assurance engagement and therefore less assurance is obtained than in a reasonable assurance engagement. We believe our evidence obtained is sufficient and appropriate to provide a basis for our conclusion.

CONCLUSION

Based on our examination of the evidence obtained, nothing has come to our attention, which causes us to believe that, in terms of sections 8.17 and 8.30 of the JSE Listings Requirements:

- the *pro forma* financial information has not been properly compiled on the basis stated;
- such basis is inconsistent with the accounting policies of Tiger Brands Limited; and
- the adjustments are not appropriate for the purposes of the *pro forma* financial information as disclosed.

Derek Engelbrecht

Director

Ernst & Young Inc.

Registered Auditor

10 September 2009

Johannesburg

TRADING HISTORY OF TIGER BRANDS SHARES ON THE JSE

The highest and lowest share prices, the closing prices and the volumes traded of Tiger Brands ordinary shares on the JSE, quarterly from 30 September 2006 to 30 June 2009, monthly from 29 February 2008 to 31 July 2009 and daily from 28 July 2009 to 28 August 2009, being the last practicable date, are set out below.

		High (cents)	Low (cents)	Close (cents)	Volume
Quarterly					
2006	September	15 800	14 021	14 150	36 490 857
	December	17 300	13 700	17 100	39 210 908
2007	March	18 300	16 205	17 700	35 025 927
	June	20 279	17 500	18 150	50 675 490
	September	20 200	17 401	18 185	36 024 038
	December	19 600	16 250	16 800	35 376 482
2008	March	17 097	12 660	13 350	49 035 163
	June	16 985	12 903	14 100	41 838 026
	September	14 785	12 200	13 740	24 380 777
	December	15 920	11 267	14 344	56 128 300
2009	March	14 850	11 960	13 534	41 097 246
	June	14 877	12 529	14 410	50 530 090
Monthly					
2008	February	15 200	12 799	14 001	23 232 221
	March	14 160	12 660	13 350	12 627 804
	April	14 900	12 903	14 475	18 688 683
	May	16 985	14 342	15 680	11 126 594
	June	15 995	13 600	14 100	12 022 749
	July	15 000	12 800	14 500	14 997 663
	August	13 800	12 200	13 554	16 217 284
	September	14 785	12 500	13 740	21 419 249
	October	14 990	11 267	14 195	26 620 070
	November	14 799	12 200	13 600	17 311 893
	December	15 920	12 850	14 344	12 196 337
	2009	January	14 850	13 199	14 099
February		14 553	12 150	12 650	12 530 754
March		13 706	11 960	13 534	18 387 186
April		14 400	13 058	13 250	15 555 134
May		14 253	12 529	13 920	19 615 336
June		14 877	13 805	14 410	15 359 620
July		15 999	14 250	15 700	19 649 283

		High (cents)	Low (cents)	Close (cents)	Volume
Daily					
2009	28 July	15 919	15 710	15 800	2 177 659
	29 July	15 867	15 600	15 700	1 081 003
	30 July	15 999	15 512	15 700	1 316 584
	31 July	15 850	15 501	15 700	646 904
	3 August	15 800	15 520	15 650	1 455 467
	4 August	15 795	15 335	15 599	764 537
	5 August	15 703	15 510	15 600	540 745
	6 August	15 715	15 500	15 715	2 160 124
	7 August	15 800	15 600	15 800	381 287
	10 August	–	–	–	–
	11 August	16 400	15 500	15 750	822 747
	12 August	15 842	15 502	15 550	931 782
	13 August	15 800	15 063	15 102	1 463 699
	14 August	15 450	15 150	15 283	292 138
	17 August	15 300	14 806	15 050	314 043
	18 August	15 283	15 000	15 000	651 118
	19 August	15 181	14 893	14 900	414 285
	20 August	15 400	15 010	15 400	182 958
	21 August	15 560	15 160	15 400	352 829
	24 August	15 750	15 420	15 450	622 671
	25 August	15 745	15 305	15 600	947 852
	26 August	15 839	15 601	15 760	650 892
	27 August	15 800	15 600	15 650	653 098
	28 August*	15 800	15 551	15 800	693 622

* Last practicable date 28 August 2009

Source: *I-Net Bridge*

TRANSACTION DOCUMENTS

1. The subscription and relationship agreements:
 - (a) Brimstone subscription and relationship agreement, entered into on or about Friday, 28 August 2009;
 - (b) Mapitso subscription and relationship agreement, entered into on or about Friday, 28 August 2009;
 - (c) BMT II subscription and relationship agreement, entered into on or about Wednesday, 9 September 2009;
 - (d) General Staff Trust subscription agreement, entered into on or about Wednesday, 9 September 2009;
 - (e) Thusani Trust subscription and relationship agreement, entered into on or about Wednesday, 9 September 2009;
 - (f) Tiger Brands Foundation subscription and relationship agreement, entered into on or about Wednesday, 9 September 2009.
2. The pledge and cession agreements relating to the subscription shares held by the black participants or their SPVs:
 - (a) Brimstone SPV pledge and cession agreement, entered into on or about Thursday, 10 September 2009;
 - (b) Mapitso SPV pledge and cession agreement, entered into on or about Friday, 4 September 2009;
 - (c) BMT II pledge and cession agreement, entered into on or about Wednesday, 9 September 2009;
 - (d) Thusani SPV II pledge and cession agreement, entered into on or about Wednesday, 9 September 2009;
 - (e) Tiger Brands Foundation SPV pledge and cession agreement, entered into on or about Friday, 11 September 2009.
3. The pledge and cession agreements relating to the ordinary shares in the SPVs:
 - (a) Brimstone pledge and cession agreement, entered into on or about Thursday, 10 September 2009;
 - (b) Mapitso pledge and cession agreement, entered into on or about Friday, 4 September 2009;
 - (c) Thusani Trust pledge and cession agreement, entered into on or about Wednesday, 9 September 2009;
 - (d) Tiger Brands Foundation pledge and cession agreement, entered into on or about Friday, 11 September 2009.
4. The preference share subscription agreements relating to the Tiger Brands preference shares and the detailed terms of the Tiger Brands preference shares:
 - (a) Thusani SPV II preference share subscription agreement, entered into on or about Wednesday, 9 September 2009;
 - (b) Tiger Brands Foundation SPV preference share subscription agreement, entered into on or about Wednesday, 9 September 2009.
5. The BMT II Trust trust deed, entered into on or about Tuesday, 1 September 2009.
6. The amended and restated General Staff Trust trust deed, entered into on or about Wednesday, 9 September 2009.
7. The Tiger Brands Foundation trust deed, entered into on or about Tuesday, 1 September 2009 as amended on Wednesday, 9 September 2009.
8. The amended and restated Thusani Trust trust deed, entered into on or about Wednesday, 9 September 2009.

DIRECTORS

The full names, ages and profiles of the directors as at the last practicable date are set out below:

TIGER BRANDS

CHAIRMAN

Leonard Carel van Vught

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 66

Qualifications: BSc (Hons), BCom

Profile: Lex joined Tiger Brands in March 2003 as non-executive director, and was appointed chairman in 2006.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Bhekokuhle Lindinkosi Sibiyi

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 52

Qualifications: BAdmin, MBA

Profile: Bheki is the executive chairman of Smartvest Investments, chairman of Brait South Africa Limited and director of Famous Brands Limited. Bheki was appointed to the Tiger Brands board in March 2003.

Susan Louise Botha

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 45

Qualifications: BEcon (Hons)

Profile: Santie is executive director of MTN Group Management Services. Santie was appointed to the board in August 2004.

Richard Matthew Wingfield Dunne

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: British

Age: 61

Qualifications: CA(SA)

Profile: Richard is a director of Anglo Platinum and AECI Limited. Richard was appointed to the Tiger Brands board in June 2006.

Ursula Patricia Thelma Johnson

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 54

Qualifications: BA

Profile: Ursula is managing director of Network International (Pty) Limited and a director of SA Civil Society Initiative and SA International Women's Forum. She was appointed to the Tiger Brands board in February 2002.

Khotso David Kenneth Mokhele

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 54

Qualifications: BSc (Agriculture), MS, PhD (Microbiology)

Profile: Khotso was appointed to the Tiger Brands board in August 2007. He currently serves as chairman of Adcock Ingram Holdings Limited, ArcelorMittal South Africa Limited and Kenosi Investment Holdings (Pty) Limited and non-executive director of Impala Platinum Holdings Limited, African Oxygen Limited and Zimplats Holdings Limited. In July 2007 he was appointed as a trustee of Hans Merensky Foundation.

Andre Charles Parker

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 58

Qualifications: BEcon (Hons)

Profile: Andre was managing director of SAB Miller Africa and Asia until his retirement in September 2007. He is currently a director of AECI Limited and Distell Limited. He was appointed to the Tiger Brands board in August 2007.

Phildon Martin Roux

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 44

Qualifications: BCom (Hons), MBA

Profile: Phil joined Tiger Brands in 2001 from I&J where he held senior managerial positions in various functions. At Tiger Brands, he worked in various roles including category executive, customer executive, business managing executive and provided traction to the expansion strategy into the rest of the continent. He was appointed to the executive committee in 2006, and to the Tiger Brands board of directors on 1 August 2008. Phil resigned as an executive director in February 2009, and was then appointed as a non-executive director on 16 March 2009.

EXECUTIVE DIRECTORS

Neil Grant Brimacombe

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 45

Qualifications: BCom (Hons), MBL

Profile: Neil joined Tiger Brands in 1999 from Unilever where he held various marketing and sales positions across Personal Products, Food and Homecare categories. Since he joined Tiger Brands, he has worked as Marketing Director of the Confectionery division and was later appointed managing director of that division in October 2000. Between 2001 and 2003 he held executive responsibilities across the Confectionery, Baking and Culinary businesses. In 2006, he became a member of the Tiger Brands executive committee. He was appointed to the Tiger Brands board on 1 August 2008.

Michael Fleming (Financial Director)

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 42

Qualifications: CA(SA)

Profile: Michael Fleming joined Tiger Brands in January 2000 and has held various financial positions within the Tiger Brands Group. Prior to his appointment as chief financial officer on 1 June 2008, he was the financial executive responsible for the Tiger Brands Grocery and Consumer Healthcare businesses. He was appointed to the Tiger Brands board in May 2009.

Peter Bambatha Matlare (Chief Executive Officer)

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 50

Qualifications: BSc (Hons), Political Economy, (MA)

Profile: Appointed to the group in April 2008, Peter joined Tiger Brands from Vodacom where he was chief strategy and business development officer. Prior to joining Vodacom, he was the group chief executive officer of the South African Broadcasting Corporation from 2001 until 2006, where he led Africa's largest broadcaster.

Bongiwe Nomandi Njobe

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 47

Qualifications: MSc (Agriculture)

Profile: Appointed to the group in August 2008, Bongiwe joined Tiger Brands from South African Breweries Limited, where she had been corporate affairs director responsible for corporate reputation management, corporate social responsibility, enterprise development and legal services. Prior to joining SAB, Bongiwe had spent 10 years at the Department of Agriculture starting as chief director: Resources Conservation and Plant Health Services and moving to deputy director general until she was appointed the director general of Agriculture for the period 1997 to 2005. In that period she directed

the development and implementation of the emerging agricultural development programme. At the time she held the position of chairperson of the Economic Cluster of director's general and that of the deputy chairperson of the Forum for African Agricultural Research.

Clive Frederick Harold Vaux

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 58

Qualifications: CA(SA)

Profile: Clive Vaux qualified as a Chartered Accountant in 1976. He was previously group financial director of CG Smith Foods Limited and CG Smith Limited, and prior to that he was group financial director of Reunert Limited. He joined Barlow Rand Limited (now Barloworld) in 1985 as a management accountant and progressed to the position of group financial manager. He joined the board of Tiger Brands on 16 February 2000.

DIRECTORS OF TIGER BRANDS' MATERIAL SUBSIDIARIES

TCBL

Neil Grant Brimacombe CV as detailed above

Michael Fleming CV as detailed above

Peter Bambatha Matlare CV as detailed above

Clive Frederick Harold Vaux CV as detailed above

Ian Wilson Martin Isdale

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 59

Qualifications: B.A. LL.B.

Profile: Ian Isdale has been company secretary and legal adviser to listed companies for 22 years. Appointed Group Company Secretary and Legal Adviser at Tiger Brands in 1993. Previously magistrate, admitted Advocate and Legal Practitioner in Zimbabwe.

Thabi Segoale

Business address: 3010 William Nicol Drive, Bryanston, 2021

Nationality: South African

Age: 36

Qualifications: MSc

Profile: Appointed to the group in 2007, Thabi Segoale joined Tiger Brands from Pioneer Foods Limited where he started his career in research and development within the Agri division in 1995. His career at Pioneer Foods spanned across various roles which included appointment to the executive committee of Pioneer Foods as executive in charge of the Agri division. He joined Tiger Brands on 1 July 2007 as managing executive in charge of the Grains division.

CORPORATE GOVERNANCE

The board of directors and management of Tiger Brands are committed to the highest standards of corporate governance and ethical and moral business behaviour.

The group has appointed a group compliance officer to assist in ensuring that appropriate processes and systems are in place to enable the group to be compliant with legislation and group policies.

The group compliance officer has direct access to the chairman of the risk committee.

The group is committed to sound and transparent business practices and to complying in all material respects with the principles contained in the King Code of Corporate Practices and Conduct ("King II"). The group is also committed to compliance with the principles, policies and practical application of corporate governance as outlined by the Public Investment Corporation, as the Public Investment Corporation is an important stakeholder.

Board of Directors

Duties of the board

The primary powers and responsibilities of the board include:

- responsibility for approving the strategic direction of the group and the budgets necessary for the implementation thereof;
- being the guardian of the value and ethics of the group;
- responsibility for appointing the chief executive officer;
- retaining full and effective control of the group;
- monitoring the management and the implementation of the corporate vision;
- communicating with shareholders openly and timeously throughout the year; and
- it may delegate responsibility to an executive committee or board subcommittees.

Board structure and composition

The board of Tiger Brands currently consists of eight non-executive directors and five executive directors.

The board is governed by a charter as are each of the subcommittees that have been established by the board. Copies of the board and committee charters are available on request from the company secretary and are accessible on the company's website.

The board meets at least six times a year to monitor the performance of the group, to approve the budget for the forthcoming year and to approve the strategic plan of the group.

Board committees

The subcommittees of the board are the remuneration/nominations committee, the audit committee, the transformation committee and the risk committee, which is a subcommittee of the audit committee. Each of the committees is chaired by an independent non-executive director. An independent director is as defined in King II.

Remuneration and nominations committee

The responsibilities of this committee are governed by a charter which outlines that the role of the committee is to work on behalf of the board and be responsible for its recommendations within the terms of reference approved by the board.

The terms of reference, *inter alia*, include the determination, agreeing and developing of the group's internal policy on executive and senior management's remuneration, determining any criteria necessary to measure the performance of executive directors and senior management in discharging their functions and

responsibilities, and reviewing, at least annually, the terms and conditions of remuneration packages for executive directors and senior management. The committee is responsible for making recommendations to the board on all fees payable by the group to non-executive directors for membership of both the board and any board subcommittee.

The committee is also required to play an integral part in succession planning, particularly in respect of the chief executive officer and the executive directors of the Company.

The committee comprises 3 independent non-executive directors. At the last practicable date, the committee comprised L C van Vught, B L Sibiya and S L Botha.

Audit committee

The audit committee operates under an approved charter, the members of which are all independent non-executive directors.

As at the last practicable date the composition of the committee was R M W Dunne (Chairman), L C van Vught, K D K Mokhele and A C Parker.

The Chief Executive Officer, the Financial Director and at least one representative of the external auditors and the internal auditors are required to attend the meetings of the audit committee.

The objectives of the audit committee are to:

- determine that management has created and maintained an effective control environment and that management demonstrates and stimulates the necessary respect of the internal control structure amongst all parties;
- review the scope and outcome of audits. The review will include an assessment of the effectiveness of the annual audit, ensuring emphasis is placed on areas where the committee, management or the auditors believe special attention is necessary;
- ensure that the board of directors makes informed decisions and is aware of the implications of such decisions regarding accounting policies, practices and disclosures;
- provide a safeguard for directors' liabilities by informing the board of directors on issues of importance to the business and the status of the financial reporting; and
- enquire into the process of risk identification and mitigation.

Operational audit committees are also in place, which are responsible to the audit committee of the Company. These operational audit committees focus largely on divisional issues. The audit committee reviews the effectiveness of internal control in the group with reference to the findings of both the internal and external auditors. In addition, the audit committee reviews the work of the risk committee which has been established as a subcommittee of the audit committee.

The external and internal auditors have unrestricted access to the audit committee.

The audit committee has adopted a policy limiting the consulting work of the auditors, apart from their work as external auditors, and prior approval of any such work is required.

Risk committee

The board is responsible for overseeing the risk management processes in the group in accordance with corporate governance best practice. This is achieved through the risk committee, a subcommittee of the audit committee.

The risk committee is chaired by an independent non-executive director R M W Dunne. The other members of the risk committee comprise members of the group's senior management. These members are representatives of the sustainability, financial, legal/secretarial and supply chain functions of the group.

The risk committee is governed by a charter which outlines its primary purposes as being to:

- establish and maintain a common understanding of the risk universe, which needs to be addressed in order to meet corporate objectives;
- ensure that a proper business risk assessment is carried out and that a risk profile is compiled by management;
- identify on an ongoing basis the most significant commercial risks and the most significant financial risks;

- satisfy the corporate governance reporting requirements;
- monitor the group’s risk management and assurance efforts; and
- report to the board on the risk management work undertaken and the extent of any action taken by management to address areas identified for improvement.

The risk management process, which is continually assessed by the risk committee, involves a formalised system to identify and assess risk, both at a strategic and operational level.

The process includes the evaluation of the mitigating controls and other assurances in identifying and assessing the risks.

The risk categories assessed include reputation risk, brand risk, product risk, legislative issues, people risks, competitive forces, information technology issues, insurable perils and financial risks.

Major risks are reviewed annually and are also updated during the course of the year as the risk environment changes.

The group’s strategic risks have been identified and documented by management and reviewed by the risk committee.

Transformation committee

The transformation committee has been established by the board and acts in terms of a charter which outlines as its primary purposes, the following:

- to change and develop a new way of doing business within Tiger Brands that represents and celebrates diversity;
- to foster and encourage broader economic participation in the food and healthcare industry;
- to develop a personnel profile that is more inclusive and representative of the demographic spectrum of South Africa and subsequently develop a reputation of being an “employer of choice”;
- to ensure that actual change occurs, and business benefits are achieved; and
- to report to the board on the transformation work undertaken, and the extent of any action taken by management to address areas identified for improvement.

The transformation committee primarily comprises representatives of management but is chaired by an independent non-executive director. Mrs U P T Johnson, an independent non-executive director, is also a member of the committee. The committee is chaired by B L Sibiyi. Messrs P B Matlare, N G Brimacombe and Ms B N Njobe are also members of this committee.

Ethics

The group has adopted a code of ethics which code applies to executive directors, non-executive directors, managers and all other employees of the group.

The purpose and scope of the code is:

- to promote and enforce ethical business practices and standards in the group; and
- to reflect the group’s policy on ethics and accordingly should be carefully studied as it forms part of the expectations the company has of all its managers and employees. An acceptance of employment with the company is deemed to be an acceptance of the principles set out in this code.

The company subscribes to the principles of the King II on Corporate Governance, which principles are embodied in the group’s code of ethics:

- adherence to the code is seen as a strategic business imperative and a source of competitive advantage; and
- the code is intended for use to raise ethical awareness, and as a guide in day-to-day decisions. It can also be used in training programmes, and to help assure customers, suppliers and competitors of the integrity of the group companies with which they deal.

The group is a founder-member of the Ethics Institute of South Africa. A confidential ethics hotline has been established and all reports received are investigated by the commercial audit department. The commercial audit department has been successful in investigating and assisting in prosecutions as and when fraud or defalcations have been reported and identified.

Dealing in company shares

The code of ethics makes provision for the procedure for dealing in Tiger Brands shares.

The code outlines procedures that are to be implemented throughout the group to protect directors and executives against possible and unintentional contravention of the insider trading laws and stock exchange regulations. Any investment in or disinvestment from a group company must be referred to the chairman of the company concerned to obtain consent before any instruction is given to a stockbroker. The consent so required may be delayed or withheld according to judgement of the circumstances prevailing at the time.

Short-term or speculative positions may not be taken by directors or executives of the company in any of the securities of the group companies.

Participants in the group's share incentive schemes are subject to the rules of the scheme and the provisions of the listings requirements.

Unless extraordinary circumstances exist, and are approved by the chairman, no investment or disinvestment may take place during the closed periods which are between 31 March and the release of the interim results in May and between 30 September and the release of the final results in November and any other closed period as may be outlined in terms of the listings requirements.

Party political support

The group does not support, financially or otherwise, any individual political party.

Accountability – financial statements

The directors of Tiger Brands are responsible for preparing financial statements and other information presented in the annual report in a manner that fairly presents the state of affairs and results of the operations of the company and the group. The external auditors are responsible for carrying out an independent examination of the financial statements in accordance with International Standards of Auditing (ISA) and reporting their findings thereon.

The annual financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and the Companies Act in South Africa. They are based on appropriate accounting policies and are supported by reasonable and prudent judgements and estimates.

The directors have no reason to believe that the group's operations will not continue as going concerns in the year ahead, other than where closures or discontinuations are anticipated, in which case provision is made to reduce the carrying cost of the relevant assets to net realisable value.

Directorate and executive management

The board of directors of Tiger Brands includes independent non-executive directors who are chosen for their business acumen and skills. The chairman of Tiger Brands acts in a non-executive capacity and is independent.

New appointees to the board are appropriately familiarised with the company's businesses through an induction programme.

The board of the company meets regularly and monitors the performance of executive management. It addresses a range of key issues and ensures that debate on matters of policy, strategy and performance is critical, informed and constructive.

All directors of Tiger Brands have access to the advice and services of the company secretary and, in appropriate circumstances, may, at the group's expense, seek independent professional advice concerning its affairs.

FAIRNESS OPINION

The Directors
Tiger Brands Limited
3010 William Nicol Drive
Bryanston
Johannesburg
2021

14 September 2009

Dear Directors

OPINION IN CONNECTION WITH THE RELATED PARTY TRANSACTIONS BETWEEN TIGER BRANDS LIMITED AND ITS STRATEGIC BLACK PARTNERS COMPRISING BRIMSTONE INVESTMENT CORPORATION LIMITED AND MAPITSO CONSORTIUM INVESTMENTS (PROPRIETARY) LIMITED

1. INTRODUCTION

Tiger Brands has undertaken to implement the second phase of its black ownership initiative, which will result in the transfer of an additional 10% shareholding in Tiger Brands Limited (“Tiger Brands”) to various participants comprising Brimstone Investment Corporation Limited (“Brimstone”) (1%), Mapitso Consortium Investments (Proprietary) Limited (“Mapitso”) (1%), the Black Managers Trust II (1.56%), the General Staff Trust II (0.44%), the Thusani Trust (1%) and a new trust to be formed for the benefit of selected regional and community groupings, the Tiger Brands Foundation (5%) (“the Transaction”). In terms of the Transaction, Tiger Brands shares will be issued at a 5% discount to the 30 day volume weighted average price of Tiger Brands on the last practicable day prior to the announcement date of the Transaction.

Current and former non-executive directors of Tiger Brands have a combined shareholding in Mapitso in excess of 35%. Accordingly, the issue of Tiger Brands ordinary shares to Mapitso is deemed to be a related party transaction for Tiger Brands in terms of the JSE Limited (“JSE”) Listings Requirements.

Brimstone is deemed to be a material shareholder in Tiger Brands, as a result of its 21.5% shareholding in Sea Harvest Corporation Limited when Sea Harvest was a subsidiary of Tiger Brands. Accordingly, the issue of Tiger Brands ordinary shares to Brimstone is deemed to be a related party transaction for Tiger Brands in terms of the JSE Listings Requirements.

The JSE has advised that Mapitso and Brimstone (“the Strategic Black Partners” or “SBPs”) are related parties of Tiger Brands. In terms of rule 10.4 (f) of the JSE Listings Requirements, if an issuer, or any of its subsidiaries, proposes to enter into a related party transaction, the issuer must include a statement by the board of directors confirming whether the Transaction is fair insofar as the shareholders of the issuer are concerned and that the board of directors has been so advised by an independent professional expert acceptable to the JSE. The board of directors must obtain a fairness opinion in accordance with Schedule 5 before making this statement.

The Board of Directors of Tiger Brands (“the Tiger Brands board” or “the board”) has requested PwC to act as independent professional expert in terms of the JSE Listings Requirements and to provide an opinion as to whether the terms and conditions of the Transaction are Fair as far as Tiger Brands shareholders are concerned. Please note that this opinion deals specifically with the SBP component of the Transaction and we do not express an opinion on the remainder of the Transaction.

We understand that the results of our work will be used by the Tiger Brands board to satisfy the requirements of Section 10.4 (f) of the JSE Listings Requirements.

2. DEFINITION OF FAIR

In the case of a related party transaction, a transaction would be considered fair if the consideration payable by the investors to the company is equal to, or greater than the underlying value of the businesses/assets subject to the transaction.

This Fairness opinion does not purport to cater for individual shareholders' positions but rather the general body of shareholders. A shareholder's decision regarding fairness of the terms of the Transaction may be influenced by his or her particular circumstances (for example taxation and the price paid for the shares). Should a shareholder be in doubt, he or she should consult an independent adviser as to the merits of the Transaction, considering his/her personal circumstances.

3. SOURCES OF INFORMATION

In the course of our valuation analysis, we relied upon financial and other information, including prospective financial information, obtained from Tiger Brands management and from various public, financial, and industry sources. Our conclusion is dependent on such information being complete and accurate in all material respects.

The principal sources of information used in performing our indicative valuation include:

- Publicly available information relating to the fast-moving consumer packaged goods industry obtained from Tiger Brands' management and public sources;
- Presentation provided to the Tiger Brands board entitled "Black Empowerment Transaction – Phase 2, Transaction structure" dated August 2009;
- Audited financial statements of Tiger Brands for the years ended 30 September 2007 and 2008;
- Tiger Brands unaudited results and dividend declaration for the six months ended 31 March 2009;
- Tiger Brands management projections for years ending 30 September 2009 to 30 September 2017 received on 28 July 2009;
- The Transaction funding model for years ending 30 September 2009 to 30 September 2017 received on 31 July 2009, "Tiger phase II BEE model combined structure_v16.xls", prepared by Standard Bank;
- Various Tiger Brands analyst reports;
- McGregor BFA for share price information relating to Tiger Brands, ALSI, FINDI and Food Producers Index;
- Bloomberg, Factiva and Reuters for comparable company information, including beta information;
- 2008 Ernst & Young Mergers and Acquisitions Survey;
- 2007 PwC Valuation Methodology Survey; and
- Macro-economic forecasts from various South African banks and BMI.

Where practicable, we have corroborated the reasonableness of the information provided to us for the purpose of supporting our opinion, whether in writing or obtained through discussions with management of Tiger Brands.

Our procedures and enquiries did not constitute an audit or an audit review in terms of the International Standards on Auditing. Accordingly, we cannot express any opinion on the financial data or other information used in arriving at our opinion.

4. **PROCEDURES**

The procedures we performed comprised the following:

- We considered the rationale for the Transaction as represented by Tiger Brands management;
- We held discussions with Tiger Brands management concerning conditions in, and the economic outlook for, the industry in which Tiger Brands operates, and the history and future operations of Tiger Brands;
- We considered Tiger Brands' operating and financial results (including audited financial statements covering three years up to the date of valuation);
- We performed a desktop review of the share price trading history of Tiger Brands, as well as a review of analyst expectations and appraisal values relating to Tiger Brands;
- We considered a desktop analysis of the consolidated financial and operating projections including revenues, operating margins (e.g., earnings before interest and taxes), working capital investments, and capital expenditures based on historical operating results of Tiger Brands, industry results and expectations, and management representations. This analysis formed the basis for a high level Discounted Cash Flow valuation;
- We obtained and considered financial data for publicly traded companies engaged in the same or similar lines of business to develop appropriate high level valuation multiples and operating comparisons to apply to Tiger Brands in performing our Market Approach valuation;
- We evaluated the financial effects of the funding structure being entered into in terms of the Transaction, through a Monte Carlo simulation;
- We considered and applied appropriate valuation discounts/premiums to the results of our valuation analyses as deemed applicable;
- We considered the quantum of the 5% discount being offered by Tiger Brands in terms of the Transaction; and
- We compared the result of our valuation to the average economic cost of recent BEE transactions.

5. **VALUATION APPROACH**

In considering the Transaction as it relates to each of the Strategic Black Partners, PwC performed an independent valuation of each of the components of the Transaction. The components of the Transaction included in our review:

- the value of the Tiger Brands shares used as a basis for the Transaction;
- the value inherent in the notional funding structure forming part of the structure; and
- a marketability discount resulting from the lock-in period inherent to the structure.

For the purposes of the Tiger Brands share price valuation, we considered Tiger Brands' share trading history and analyst expectations as a starting point. In addition, we considered a high level Income Approach (Discounted Cash Flow) based on Tiger Brands management forecast and analyst forecasts and a high level Market Approach, as an alternative valuation approach to support the results of our share price analysis.

In consideration of the funding structure and lock-in terms we utilised our understanding of similar transactions, available market research and option modelling in our assessment.

In addition we compared the result of our valuation (the summation of each of the components above) to the average economic cost of recent BEE transactions.

6. **ASSUMPTIONS**

Our opinion is based on the following key assumptions:

- Current economic, regulatory and market conditions will not change materially;
- Tiger Brands is not involved in any material legal proceedings;
- Tiger Brands has no material outstanding disputes with the South African Revenue Service;

- There are no known undisclosed contingencies that could have a material effect on the value of Tiger Brands;
- The structure of the Transaction will not give rise to any undisclosed tax liabilities;
- For the purposes of this engagement, we assumed Tiger Brands' existing business to be ongoing under current business plans and management; and
- Representations made by Tiger Brands management during the course of forming this opinion.

7. **OPINION**

Our opinion is based on the current economic, market, regulatory and other conditions and the information made available to us by Tiger Brands' management up to 31 July 2009. Accordingly, subsequent developments may affect this opinion, which we are under no obligation to update, revise or re-affirm.

Based upon our analysis, subject to the foregoing and after taking into account all financial and non-financial considerations, we are of the opinion that the terms and conditions in respect of the Transaction, as it relates to each of the Strategic Black Partners, are Fair to the ordinary shareholders of Tiger Brands.

This Fairness opinion does not purport to cater for individual shareholders' positions but rather the general body of shareholders. A shareholder's decision regarding fairness of the terms of the Transaction may be influenced by his or her particular circumstances (for example taxation and the price paid for the shares). Should a shareholder be in doubt, he or she should consult an independent adviser as to the merits of the Transaction, considering his/her personal circumstances.

8. **INDEPENDENCE**

We confirm that PwC Corporate Finance holds no shares in Tiger Brands, directly or indirectly. We have no interest, direct or indirect, beneficial or non-beneficial, in Tiger Brands or the outcome of the Transaction.

9. **LIMITING CONDITIONS**

This letter and opinion has been prepared solely for the Tiger Brands board in connection with and for the purposes of the Transaction in terms of JSE Listings Requirements. Therefore it shall not be relied upon for any other purpose. We assume no responsibility to anyone if this letter and opinion are used for anything other than their intended purpose.

Budgets/projections/forecasts relate to future events and are based on assumptions, which may not remain valid for the whole of the relevant period. Consequently, this information cannot be relied upon to the same extent as that derived from audited financial statements for completed accounting periods. We express no opinion as to how closely actual results will correspond to those projected/forecast by the management of Tiger Brands.

Yours faithfully

Jan Groenewald
Director

Tiger Brands



TIGER BRANDS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1944/017881/06)

Share code: TBS ISIN: ZAE000071080

("Tiger Brands" or "the Company")

NOTICE OF GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that a general meeting of the ordinary shareholders of the Company will be held at the registered office of Tiger Brands, 3010 William Nicol Drive, Bryanston, Sandton on Monday, 12 October 2009, at 10:30 to consider and, if deemed fit, pass, with or without modification, the following resolutions.

Each resolution (other than Ordinary Resolution Number Four and Ordinary Resolution Number Five) is subject to the fulfilment of the conditions precedent referred to in paragraph 6 commencing on page 28 of the circular to which this notice of general meeting is attached and of which it forms part, the provisions of which, including for clarity the definitions unless separately defined herein, are deemed to be incorporated herein.

ORDINARY RESOLUTION NUMBER ONE (relating to the allotment and issue of ordinary shares to Tiger Brands Black Managers Trust No. II, Tiger Brands Foundation SPV, Thusani Empowerment Investment Holdings No. II and Tiger Brands General Staff Share Trust)

"RESOLVED, subject to the passing, and where appropriate, registration of Special Resolutions Numbers One and Two, as an ordinary resolution that the directors of the Company be and are hereby authorised by way of a specific authority in terms of section 221 and, if applicable, section 222 of the Companies Act, No 61 of 1973 (as amended) (the **"Companies Act"**), and a specific authority in terms of Rule 5.51 of the Listings Requirements of the JSE Limited (the **"Listings Requirements"**) to allot and issue for cash the relevant number of ordinary shares in the share capital of the Company set out in the table below to the parties specified below pursuant to and on the terms and conditions contained in the relevant subscription and relationship agreement corresponding to that entity, and that all of the ordinary shares referred to be and are hereby placed under the control of the directors for allotment and issue. The allotment and issue of ordinary shares to the trustees for the time being of the Tiger Brands Black Managers Trust No. II shall be issued in accordance with Article 3.2 of the Company's articles of association, from the authorised, but unissued share capital in the Company on the terms and conditions and with the rights and restrictions attaching thereto, as are set out in the subscription and relationship agreement corresponding to such issue, as summarised in the circular, to which this notice is attached and of which it forms part.

The number of Tiger Brands Limited ordinary shares to be allotted and issued, the subscription price per share, the entity to whom the Tiger Brands ordinary shares are to be allotted and issued and the agreements in accordance with which the Tiger Brands ordinary shares are to be allotted and issued are reflected in the table below. All the agreements will be tabled at the general meeting and initialled by the chairperson of the meeting for identification purposes:

No. of Tiger ordinary shares	Subscription price per share	To be allotted and issued to	In terms of the following Agreement
2 835 427	R0.10	Tiger Brands Black Managers Trust No. II	Subscription and relationship agreement entered into between the trustees for the time being of Tiger Brands Black Managers Trust No. II and Tiger Brands Limited
9 068 067	R148.07	Tiger Brands Foundation SPV	Subscription and relationship agreement entered into between the trustees for the time being of the Tiger Brands Foundation, Newsshelf 1019 (Proprietary) Limited, Registration No. 2009/012005/07 in the course of changing its name to Tiger Brands Foundation SPV (Proprietary) Limited or such other name as the registrar of companies may permit and Tiger Brands Limited
1 813 613	R148.07	Thusani Empowerment Investment Holdings No. II	Subscription and relationship agreement entered into between the trustees for the time being of the Thusani Trust, Newsshelf 1020 (Proprietary) Limited, Registration No. 2009/012056/07 in the course of changing its name to Thusani Empowerment Investment Holdings No. II (Proprietary) Limited or such other name as the registrar of companies may permit and Tiger Brands Limited
791 800	R155.86	Tiger Brands General Staff Share Trust	Subscription agreement entered into between the trustees for the time being of the Tiger Brands General Staff Share Trust and Tiger Brands Limited.”

Note: Pursuant to the requirements of the JSE Limited, the Company will only be entitled to allot and issue the shares which are the subject of Ordinary Resolution Number One if the resolution is passed by a majority of 75% (seventy-five per cent) or more of the votes cast by all ordinary shareholders of the Company present or represented by proxy at the general meeting, excluding the votes which may be cast by any parties and their associates participating in this specific issue for cash.

ORDINARY RESOLUTION NUMBER TWO (relating to the allotment and issue of ordinary shares to Business Venture Investments No 1323 (Proprietary) Limited, in the course of changing its name to Brimstone SPV (Proprietary) Limited)

“**RESOLVED**, subject to the passing, and where appropriate, registration of Ordinary Resolution Number One and Special Resolutions Numbers One to Four, as an ordinary resolution that the directors of the Company be and are hereby authorised by way of a specific authority in terms of section 221 and, if applicable, section 222 of the Companies Act, No. 61 of 1973 (as amended) (the “**Companies Act**”), and a specific authority in terms of Rule 5.51 of the Listings Requirements of the JSE Limited (the “**Listings Requirements**”) to allot and issue for cash 1 813 613 ordinary shares in the share capital of the Company to Business Venture Investments No 1323 (Proprietary) Limited, in the course of changing its name to Brimstone SPV (Proprietary) Limited (Registration number 2008/024568/07) (“**Brimstone SPV**”) pursuant to and on the terms and conditions contained in the subscription and relationship agreement entered into between Brimstone Investment Corporation Limited, Brimstone SPV and Tiger Brands Limited dated on or about 28 August 2009 (“the **Brimstone Subscription Agreement**”) (which agreement will be tabled at the general meeting and initialled by the chairperson of the meeting for identification purposes), at a subscription price of R7.40 per share and that all of the ordinary shares referred to, be and are hereby placed under the control of the directors for allotment and issue. The allotment and issue of ordinary shares to Brimstone SPV shall be issued in accordance with Article 3.2 of the Company’s articles of association, from the authorised, but unissued share capital in the Company on the terms and conditions and with the rights and restrictions attaching thereto, as are set out in the Brimstone Subscription Agreement, as summarised in the circular, to which this notice is attached and of which it forms part.”

Note: Pursuant to the requirements of the JSE Limited, the Company will only be entitled to allot and issue the shares which are the subject of Ordinary Resolution Number Two if that resolution is passed by a majority of 75% (seventy-five per cent) or more of the votes cast by all ordinary shareholders of the Company present or represented by proxy at the general meeting, excluding the votes which may be cast by any parties and their associates participating in this specific issue for cash.

ORDINARY RESOLUTION NUMBER THREE (relating to the allotment and issue of ordinary shares to Mapitso Funding SPV (Proprietary) Limited)

“RESOLVED, subject to the passing, and where appropriate, registration of Ordinary Resolution Number One and Special Resolutions Numbers One, Two, Five and Six, as an ordinary resolution that the directors of the Company be and are hereby authorised by way of a specific authority in terms of Section 221 and, if applicable, Section 222 of the Companies Act, No. 61 of 1973 (as amended) (the **“Companies Act”**), and a specific authority in terms of Rule 5.51 of the Listings Requirements of the JSE Limited (the **“Listings Requirements”**) to allot and issue for cash 1 813 613 ordinary shares in the share capital of the Company to Mapitso Funding SPV (Proprietary) Limited (Registration number 2009/008318/07) (**“Mapitso SPV”**) pursuant to and on the terms and conditions contained in the subscription and relationship agreement entered into between Mapitso Consortium Investments (Proprietary) Limited, Mapitso SPV and Tiger Brands Limited dated on or about 28 August 2009 (**“the Mapitso Subscription Agreement”**) (which agreement will be tabled at the general meeting and initialled by the chairperson of the meeting for identification purposes), at a subscription price of R7.40 per share and that all of the ordinary shares referred to be and are hereby placed under the control of the directors for allotment and issue. The allotment and issue of ordinary shares to Mapitso SPV shall be issued in accordance with Article 3.2 of the Company’s articles of association, from the authorised, but unissued share capital in the Company on the terms and conditions and with the rights and restrictions attaching thereto, as are set out in the Mapitso Subscription Agreement, as summarised in the circular, to which this notice is attached and of which it forms part.”

Note: Pursuant to the requirements of the JSE Limited, the Company will only be entitled to allot and issue the shares which are the subject of Ordinary Resolution Number Three if that resolution is passed by a majority of 75% (seventy-five per cent) or more of the votes cast by all ordinary shareholders of the Company present or represented by proxy at the general meeting, excluding the votes which may be cast by any parties and their associates participating in this specific issue for cash.

SPECIAL RESOLUTION NUMBER ONE (relating to the granting of financial assistance to Tiger Brands Black Managers Trust No. II, Tiger Brands Foundation SPV, Thusani Empowerment Investment Holdings No. II and Tiger Brands General Staff Share Trust)

“RESOLVED THAT, subject to the passing, and where appropriate, registration of Ordinary Resolution Number One and Special Resolution Number Two, insofar as any transactions contemplated in the Phase II BEE transaction and as may be included in the agreements referred to in Annexure 4 to the circular to which this resolution is attached and of which it forms part) (the **“Circular”**), which agreements will be tabled at the general meeting and initialled by the chairperson for identification (the **“Agreements”**), constitute financial assistance to be given by the Company for the purpose of or in connection with the purchase or subscription for any shares in the Company, the terms of such financial assistance, be and are hereby sanctioned by the shareholders of the Company in accordance with the provisions of section 38(2A)(b) of the Companies Act, No. 61 of 1973 (as amended) (the **“Companies Act”**) including, without limitation in terms of such financial assistance, arising from:

- the transaction in terms of which the Company allots and issues 2 835 427 ordinary shares to the trustees for the time being of the Tiger Brands Black Managers Trust No. II, as set out in paragraph 5.2 of the Circular;
- the transaction in terms of which the Company allots and issues 9 068 067 ordinary shares to Newshelf 1019 (Proprietary) Limited, Registration number 2009/012005/07 in the course of changing its name to Tiger Brands Foundation SPV (Proprietary) Limited or such other name as the registrar of companies may permit (**“Tiger Brands Foundation SPV”**), as set out in paragraph 5.4 of the Circular;
- the transaction in terms of which the Company allots and issues 1 813 613 ordinary shares to Newshelf 1020 (Proprietary) Limited, Registration number 2009/012056/07 in the course of changing its name to Thusani Empowerment Investment Holdings No. II (Proprietary) Limited or such other name as the registrar of companies may permit (**“Thusani Empowerment Investment Holdings II”**), as set out in paragraph 5.5 of the Circular; and

- the transaction in terms of which the Company allots and issues 791 800 ordinary shares to the trustees for the time being of the Tiger Brands General Staff Share Trust, as set out in paragraph 5.3 of the Circular; as set out in full in the corresponding Agreements.”

The reason for Special Resolution Number One is to sanction the giving of any financial assistance by the Company as set out in the Agreements for the purpose of or in connection with the subscription by:

- the trustees for the time being of the Tiger Brands Black Managers Trust No. II;
- Tiger Brands Foundation SPV;
- Thusani Empowerment Investment Holdings II;
- the trustees for the time being of the Tiger Brands General Staff Share Trust,

for ordinary shares in the Company. The sanctioning of the financial assistance is required in accordance with section 38(2A)(b) of the Companies Act.

The effect of Special Resolution Number One is to permit the Company to provide financial assistance as set out in the Agreements, insofar as it may be doing so, to:

- the trustees for the time being of the Tiger Brands Black Managers Trust No. II;
- Tiger Brands Foundation SPV;
- Thusani Empowerment Investment Holdings II;
- the trustees for the time being of the Tiger Brands General Staff Share Trust.

SPECIAL RESOLUTION NUMBER TWO (relating to the repurchase of shares by the Company from Tiger Brands Black Managers Trust No. II, Tiger Brands Foundation SPV and Thusani Empowerment Investment Holdings No. II.

“**RESOLVED THAT**, subject to the passing, and where appropriate, registration of Ordinary Resolution Number One and Special Resolution Number One, the Company is hereby granted specific approval as contemplated in sections 85(2) and 89 of the Companies Act, No. 61 of 1973 (as amended) (the “**Companies Act**”), Article 37 of the Company’s articles of association and Rule 5.69 of the Listings Requirements of the JSE Limited (the “**Listings Requirements**”), for the Company (or a wholly-owned subsidiary of the Company) to repurchase or acquire ordinary shares in the share capital of the Company from:

- the trustees for the time being of the Tiger Brands Black Managers Trust No. II in accordance with the subscription and relationship agreement and/or in accordance with the pledge or cession agreement attaching thereto, tabled at the meeting and initialled by the chairperson for identification;
- Newshelf 1019 (Proprietary) Limited, Registration number 2009/012005/07 in the course of changing its name to Tiger Brands Foundation SPV (Proprietary) Limited or such other name as the Registrar of Companies may permit (“**Tiger Brands Foundation SPV**”) in accordance with the subscription and relationship agreement and/or in accordance with the pledge or cession agreement attaching thereto, tabled at the meeting and initialled by the chairperson for identification; and
- Newshelf 1020 (Proprietary) Limited, Registration number 2009/012056/07 in the course of changing its name to Thusani Empowerment Investment Holdings No. II (Proprietary) Limited or such other name as the Registrar of Companies may permit (“**Thusani Empowerment Investment Holdings II**”) in accordance with the subscription and relationship agreement and/or in accordance with the pledge or cession agreement attaching thereto, tabled at the meeting and initialled by the chairperson for identification;

and that such ordinary shares, if repurchased by the Company, be cancelled as issued shares and restored to the status of authorised shares (and that such shares be held as treasury shares in terms of section 89 if purchased by a wholly-owned subsidiary of Tiger Brands), provided that the repurchase or acquisition by the Company or its wholly-owned subsidiary of shares pursuant to Special Resolution Number Two shall not take effect unless at the time such repurchase takes place, the requirements of sections 85(4) and/or 89 of the Companies Act (as that provision is amended, modified, re-enacted or substituted from time to time, whether in terms of the Companies Act, No. 71 of 2008, or otherwise) and Rule 5.69 of the Listings Requirements (as that Rule may be amended, modified or substituted from time to time) have been met.”

The reason for Special Resolution Number Two is to obtain the specific authority required in terms of sections 85(2) and 89 of the Companies Act (as that provision is amended, modified, re-enacted or substituted from time to time, whether in terms of the Companies Act, No. 71 of 2008, or otherwise) and Rule 5.69 of the Listings Requirements (as that Rule may be amended, modified or substituted from time to time) to repurchase or acquire ordinary shares in the share capital of the Company from:

- The trustees for the time being of the Tiger Brands Black Managers Trust No. II in accordance with the subscription and relationship agreement and/or in accordance with the pledge or cession agreement attaching thereto;
- Tiger Brands Foundation SPV in accordance with the subscription and relationship agreement and/or in accordance with the pledge or cession agreement attaching thereto; and
- Thusani Empowerment Investment Holdings II in accordance with the subscription and relationship agreement and/or in accordance with the pledge or cession agreement attaching thereto.

The effect of Special Resolution Number Two is that the Company or a wholly-owned subsidiary of the Company will be authorised to repurchase or acquire some or all of the ordinary shares in the issued share capital of the Company, as referred to above and either restore the shares to the status of authorised shares, alternatively to hold them as treasury shares in terms of section 89 of the Companies Act.

In accordance with Rule 5.69(b) of the Listings Requirements, Special Resolution Number Two shall only be deemed effective in the event that the resolution is passed by a majority of 75% (seventy-five per cent) or more of the votes cast by all ordinary shareholders of the Company present or represented by proxy at the general meeting, excluding any shareholder and its associates that are participating in the repurchase.

SPECIAL RESOLUTION NUMBER THREE (relating to the granting of financial assistance to Business Venture Investments No 1323 (Proprietary) Limited, in the course of changing its name to Brimstone SPV (Proprietary) Limited)

“RESOLVED THAT, subject to the passing, and where appropriate registration, of Ordinary Resolutions Numbers One and Two and Special Resolutions Numbers One, Two and Four, insofar as any transactions contemplated in the Phase II BEE transaction that relate to Business Venture Investments No 1323 (Proprietary) Limited, in the course of changing its name to Brimstone SPV (Proprietary) Limited (**“Brimstone SPV”**) and/or Brimstone Investment Corporation Limited and as may be included in the agreements referred to in Annexure 4 to the circular to which this resolution is attached and of which it forms part (the **“Circular”**), which agreements will be tabled at the general meeting and initialled by the chairperson for identification (the **“Agreements”**), constitute financial assistance to be given by the Company for the purpose of or in connection with the purchase or subscription for any shares in the Company, the terms of such financial assistance as set out in full in the corresponding Agreements, be and are hereby sanctioned by the shareholders of the Company in accordance with the provisions of section 38(2A)(b) of the Companies Act, No. 61 of 1973 (as amended) (the **“Companies Act”**) including, without limitation the terms of such financial assistance, arising from the transaction in terms of which the Company allots and issues 1 813 613 ordinary shares to Brimstone SPV, as set out in paragraph 5.1 of the Circular.”

The reason for Special Resolution Number Three is to sanction the giving of any financial assistance by the Company as set out in the Agreements for the purpose of or in connection with the subscription by Brimstone SPV for ordinary shares in the Company. The sanctioning of the financial assistance is required in accordance with section 38(2A)(b) of the Companies Act.

The effect of Special Resolution Number Three is to permit the Company to provide financial assistance as set out in the Agreements, insofar as it may be doing so, to Brimstone SPV.

SPECIAL RESOLUTION NUMBER FOUR (relating to the repurchase of shares by the Company from Business Venture Investments No 1323 (Proprietary) Limited, in the course of changing its name to Brimstone SPV (Proprietary) Limited)

“RESOLVED THAT, subject to the passing, and where appropriate, registration of Ordinary Resolutions Numbers One and Two and Special Resolutions Numbers One to Three, the Company is hereby granted specific approval as contemplated in sections 85(2) and 89 of the Companies Act, No. 61 of 1973, as amended (the **“Companies Act”**), Article 37 of the Company’s articles of association and Rule 5.69 of the Listings Requirements of the JSE Limited (the **“Listings Requirements”**), for the Company (or a wholly-owned subsidiary of the Company) to repurchase or acquire ordinary shares in the share capital of the Company from Brimstone SPV (Proprietary) Limited (**“Brimstone SPV”**) in accordance with the subscription and relationship agreement and/or in accordance with the pledge or cession agreement attaching thereto, tabled at the meeting and initialled by the chairperson for identification and that such ordinary shares, if repurchased by the Company, be cancelled as issued shares and restored to the status of authorised shares (and that such shares be held as treasury shares in terms of section 89 if purchased by a wholly-owned

subsidiary of Tiger Brands), provided that the repurchase or acquisition by the Company or its wholly-owned subsidiary of shares pursuant to Special Resolution Number Four shall not take effect unless at the time such repurchase takes place, the requirements of sections 85(4) and/or 89 of the Companies Act (as that provision is amended, modified, re-enacted or substituted from time to time, whether in terms of the Companies Act, No. 71 of 2008 or otherwise) and Rule 5.69 of the Listings Requirements (as that Rule may be amended, modified or substituted from time to time) have been met.”

The reason for Special Resolution Number Four is to obtain the specific authority required in terms of sections 85(2) and 89 of the Companies Act (as that provision is amended, modified, re-enacted or substituted from time to time, whether in terms of the Companies Act, No. 71 of 2008 or otherwise) and Rule 5.69 of the Listings Requirements (as that Rule may be amended, modified or substituted from time to time) to repurchase or acquire ordinary shares in the share capital of the Company from Brimstone SPV in accordance with the subscription and relationship agreement and/or in accordance with the pledge or cession agreement attaching thereto.

The effect of Special Resolution Number Four is that the Company or a wholly-owned subsidiary of the Company will be authorised to repurchase or acquire some or all of the ordinary shares in the issued share capital of the Company, as referred to above and either restore the shares to the status of authorised shares, alternatively to hold them as treasury shares in terms of section 89 of the Companies Act.

In accordance with Rule 5.69(b) of the Listings Requirements, Special Resolution Number Four shall only be deemed effective in the event that the resolution is passed by a majority of 75% (seventy-five per cent) or more of the votes cast by all ordinary shareholders of the Company present or represented by proxy at the general meeting, excluding any shareholder and its associates that are participating in the repurchase.

SPECIAL RESOLUTION NUMBER FIVE (relating to the granting of financial assistance to Mapitso Funding SPV (Proprietary) Limited)

“**RESOLVED THAT**, subject to the passing, and where appropriate, registration of Ordinary Resolutions Numbers One and Three and Special Resolutions Numbers One, Two and Six, insofar as any transactions contemplated in the Phase II BEE transaction that relate to Mapitso Funding SPV (Proprietary) Limited (“**Mapitso SPV**”) and/or Mapitso Consortium Investments (Proprietary) Limited, and as may be included in the agreements referred to in Annexure 4 to the circular to which this resolution is attached and of which it forms part) (the “**Circular**”), which agreements will be tabled at the general meeting and initialled by the chairperson for identification (the “**Agreements**”), constitute financial assistance to be given by the Company for the purpose of or in connection with the purchase or subscription for any shares in the Company, the terms of such financial assistance as set out in full in the corresponding Agreements, be and are hereby sanctioned by the shareholders of the Company in accordance with the provisions of section 38(2A)(b) of the Companies Act, No. 61 of 1973 (as amended) (the “**Companies Act**”) including, without limitation the terms of such financial assistance, arising from the transaction in terms of which the Company allots and issues 1 813 613 ordinary shares to Mapitso SPV, as set out in paragraph 5.1 of the Circular.”

The reason for Special Resolution Number Five is to sanction the giving of any financial assistance by the Company as set out in the Agreements for the purpose of or in connection with the subscription by Mapitso SPV for ordinary shares in the Company. The sanctioning of the financial assistance is required in accordance with section 38(2A)(b) of the Companies Act.

The effect of Special Resolution Number Five is to permit the Company to provide financial assistance as set out in the Agreements, insofar as it may be doing so, to Mapitso SPV.

SPECIAL RESOLUTION NUMBER SIX (relating to the repurchase of shares by the Company from Mapitso Funding SPV (Proprietary) Limited)

“**RESOLVED THAT**, subject to the passing, and where appropriate, registration of Ordinary Resolutions Numbers One and Three and Special Resolutions Numbers One, Two and Five, the Company is hereby granted specific approval as contemplated in sections 85(2) and 89 of the Companies Act, No. 61 of 1973, as amended (the “**Companies Act**”), Article 37 of the Company’s articles of association and Rule 5.69 of the Listings Requirements of the JSE Limited (the “**Listings Requirements**”), for the Company (or a wholly-owned subsidiary of the Company) to repurchase or acquire ordinary shares in the share capital of the Company from Mapitso Funding SPV (Proprietary) Limited (“**Mapitso Funding SPV**”) in accordance with the

subscription and relationship agreement and/or in accordance with the pledge or cession agreement attaching thereto, tabled at the meeting and initialled by the chairperson for identification and that such ordinary shares, if repurchased by the Company, be cancelled as issued shares and restored to the status of authorised shares (and that such shares be held as treasury shares in terms of section 89 if purchased by a wholly-owned subsidiary of Tiger), provided that the repurchase or acquisition by the Company or its wholly-owned subsidiary of shares pursuant to Special Resolution Number Six shall not take effect unless at the time such repurchase takes place, the requirements of sections 85(4) and/or 89 of the Companies Act (as that provision is amended, modified, re-enacted or substituted from time to time, whether in terms of the Companies Act, No. 71 of 2008 or otherwise) and Rule 5.69 of the Listings Requirements (as that Rule may be amended, modified or substituted from time to time) have been met.”

The reason for Special Resolution Number Six is to obtain the specific authority required in terms of sections 85(2) and 89 of the Companies Act (as that provision is amended, modified, re-enacted or substituted from time to time, whether in terms of the Companies Act, No. 71 of 2008 or otherwise) and Rule 5.69 of the Listings Requirements (as that Rule may be amended, modified or substituted from time to time) to repurchase or acquire ordinary shares in the share capital of the Company from Mapitso Funding SPV in accordance with the subscription and relationship agreement and/or in accordance with the pledge or cession agreement attaching thereto.

The effect of Special Resolution Number Six is that the Company or a wholly-owned subsidiary of the Company will be authorised to repurchase or acquire some or all of the ordinary shares in the issued share capital of the Company, as referred to above and either restore the shares to the status of authorised shares, alternatively to hold them as treasury shares in terms of section 89 of the Companies Act.

In accordance with Rule 5.69(b) of the Listings Requirements, Special Resolution Number Six shall only be deemed effective in the event that the resolution is passed by a majority of 75% (seventy-five per cent) or more of the votes cast by all ordinary shareholders of the Company present or represented by proxy at the general meeting, excluding any shareholder and its associates that are participating in the repurchase.

ORDINARY RESOLUTION NUMBER FOUR (relating to the general authority to make payments to shareholders out of the Company’s share premium account)

“**RESOLVED** as an ordinary resolution, in terms of Rule 5.85 of the JSE Listings Requirements, the directors of the Company be and are hereby authorised by way of a general authority, to make payments to shareholders out of the Company’s share premium account, provided that:

- this authority shall not extend beyond 15 (fifteen) months from the date of this meeting or the date of the next annual general meeting, whichever is the earlier date;
- having regard to any other payments to shareholders, such payments will not in aggregate exceed 20% (twenty per cent) of the Company’s issued share capital, including reserves but excluding minority interests and revaluation of assets and intangible assets that are not supported by a valuation by an independent professional expert acceptable to the JSE prepared within the last 6 (six) months, in any one financial year; and
- such payments are made *pro rata* to all shareholders and otherwise in compliance with the JSE Listings Requirements.

The quantum of the reduction in share premium will be determined by the board or its delegee.”

ORDINARY RESOLUTION NUMBER FIVE (authorising directors of the Company to sign documents)

“**RESOLVED** as an ordinary resolution that any 2 (two) of the directors of the Company, or any one director and the Company Secretary, each with the power of substitution, be and are hereby authorised to do all such things and sign all such documents as may be necessary or incidental to give effect to all of the ordinary resolutions and the special resolutions which are proposed and passed at the general meeting at which this Ordinary Resolution Number Five is proposed.”

VOTING

The ordinary shareholders of the Company, save as is set out below, are entitled to attend the general meeting and to vote on all of the ordinary and special resolutions:

• Voting Exclusions

◦ General (all Ordinary Resolutions and Special Resolutions)

- TCBL as the holder of the 10 326 758 treasury shares shall not be entitled to vote on any of the resolutions; and
- Tiger Brands (1985) Share Purchase Scheme and the Tiger Brands (1985) Share Option Scheme, if at any time they hold any shares, shall not be entitled to vote on any of the resolutions.

• Ordinary Resolutions One, Two and Three

In accordance with the JSE Listings Requirements, the votes of any parties and their associates participating in the specific issue of shares for cash shall not be entitled to vote for the purpose of quantifying the 75% (seventy-five per cent) majority required by the JSE Limited. Therefore, and without limiting the foregoing:

• Ordinary Resolution Number One

Ordinary shares, if any, held by the trustees for the time being of the Thusani Trust and its associates, the trustees for the time being of the Tiger Brands Black Managers Trust and its associates and the trustees for the time being of the Tiger Brands General Staff Share Trust and its associates shall not be entitled to have their votes counted towards the 75% (seventy-five per cent) majority required by the JSE Limited in Ordinary Resolution Number One;

• Ordinary Resolution Number Two

Ordinary shares, if any, held by Brimstone Investment Corporation Limited and its associates shall not be entitled to have their votes counted towards the 75% (seventy-five per cent) majority required by the JSE Limited in Ordinary Resolution Number Two; and

• Ordinary Resolution Number Three

Ordinary shares, if any, held by the non-executive directors of Tiger Brands who are direct or indirect shareholders in Mapitso Consortium Investments (Proprietary) Limited and their associates shall not be entitled to have their votes counted towards the 75% (seventy-five per cent) majority required by the JSE Limited in Ordinary Resolution Number Three.

◦ Special Resolutions Two, Four and Six

In accordance with the JSE Listings Requirements, the votes of any parties and their associates participating in the repurchase shall not be entitled to vote for the purpose of quantifying the 75% (seventy-five per cent) majority required by the JSE Limited. Therefore, and without limiting the foregoing:

• Special Resolution Number Two

Ordinary shares, if any, held by the trustees for the time being of the Thusani Trust and its associates and the trustees for the time being of the Tiger Brands Black Managers Trust and its associates shall not be entitled to have their votes counted towards the 75% (seventy-five per cent) majority required by the JSE Limited in Special Resolution Number Two;

• Special Resolution Number Four

Ordinary shares, if any, held by Brimstone Investment Corporation Limited and its associates shall not be entitled to have their votes counted towards the 75% (seventy-five per cent) majority required by the JSE Limited in Special Resolution Number Four; and

• Special Resolution Number Six

Ordinary shares, if any, held by the non-executive directors of Tiger Brands who are direct or indirect shareholders in Mapitso Consortium Investments (Proprietary) Limited and their associates shall not be entitled to have their votes counted towards the 75% (seventy-five per cent) majority required by the JSE Limited in Special Resolution Number Six.

In accordance with Article 11.1 of the articles of association of the Company, on a show of hands every ordinary shareholder of the Company who is present in person or by proxy at the general meeting, and entitled to vote, will have 1 (one) vote (irrespective of the number of ordinary shares held in the Company and irrespective of the number of members represented by a proxy), and on a poll, every ordinary shareholder of the Company who is present in person or by proxy and entitled to vote, shall be entitled to that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by him bears to the aggregate amount of the nominal value of all the shares issued by the Company and which are able to vote.

PROXIES

A Tiger Brands shareholder entitled to attend and vote at the general meeting may appoint one or more persons as its proxy to attend, speak and vote in its stead. A proxy need not be an ordinary shareholder of the Company.

A form of proxy (*green*) is attached for the convenience of certificated shareholders of Tiger Brands and “own name” dematerialised shareholders of Tiger Brands who are unable to attend the general meeting, but who wish to be represented thereat. In order to be valid, duly completed forms of proxy must be returned to the Company’s transfer secretaries, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) so as to reach them by not later than Thursday, 8 October 2009 at 10:30 (South African time).

Dematerialised shareholders of Tiger Brands, other than with “own name” registration, who have not been contacted by their CSDP or broker with regard to how they wish to cast their votes, should contact their CSDP or broker and instruct their CSDP or broker as to how they wish to cast their votes at the Company’s general meeting in order for their CSDP or broker to vote in accordance with such instructions. If such dematerialised shareholders wish to attend the Company’s general meeting in person, they must request their CSDP or broker to issue the necessary letter of representation to them. This must be done in terms of the agreement entered into between such dematerialised shareholders and the CSDP or broker.

By order of the board

I W M Isdale
Company Secretary

Bryanston
16 September 2009

Tiger Brands



TIGER BRANDS LIMITED

(Incorporated in the Republic of South Africa)
 (Registration number 1944/017881/06)
 Share code: TBS ISIN: ZAE000071080
 ("Tiger Brands" or "the Company")

FORM OF PROXY

For use by registered holders of certificated ordinary shares of 10 cents each in the Company or 'own name' holders of dematerialised ordinary shares of the Company at the general meeting to be held at the registered office of Tiger Brands, 3010 William Nicol Drive, Bryanston, Sandton, on Monday, 12 October 2009 at 10:30.

I/We

(Please insert full names in print)

of

(Please insert address)

being the holder(s) of ordinary shares

hereby appoint:

of

or failing him/her

the chairman of the general meeting,

as my/our proxy to attend and speak and vote for me/us and on my/our behalf at the general meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, ordinary and special resolutions to be proposed at the general meeting and at each adjournment of the general meeting and to vote for or against such resolutions or to abstain from voting in respect of the ordinary shares in the issued share capital of the Company registered in my/our name/s in accordance with the following instructions (see note 9):

PART A – To be completed by ordinary shareholders.

*Insert an "X" or the number of ordinary shares (see note 9)

Resolution	Vote in favour*	Vote against*	Abstain*
Ordinary resolution number one relating to the allotment and issue of ordinary shares to Tiger Brands Black Managers Trust No. II, Newshelf 1019 (Proprietary) Limited in the course of changing its name to Tiger Brands Foundation SPV (Proprietary) Limited, Newshelf 1020 (Proprietary) Limited in the course of changing its name to Thusani Empowerment Investment Holdings No. II (Proprietary) Limited and Tiger Brands General Staff Share Trust			
Ordinary resolution number two relating to the allotment and issue of ordinary shares to Business Venture Investments No 1323 (Proprietary) Limited, in the course of changing its name to Brimstone SPV (Proprietary) Limited			
Ordinary resolution number three relating to the allotment and issue of ordinary shares to Mapiitso Funding SPV (Proprietary) Limited			
Special resolution number one relating to the granting of financial assistance to Tiger Brands Black Managers Trust No. II, Newshelf 1019 (Proprietary) Limited in the course of changing its name to Tiger Brands Foundation SPV (Proprietary) Limited, Newshelf 1020 (Proprietary) Limited in the course of changing its name to Thusani Empowerment Investment Holdings No. II (Proprietary) Limited and Tiger Brands General Staff Share Trust			
Special resolution number two relating to the repurchase of shares by the Company from Tiger Brands Black Managers Trust No. II, Newshelf 1019 (Proprietary) Limited in the course of changing its name to Tiger Brands Foundation SPV (Proprietary) Limited and Newshelf 1020 (Proprietary) Limited in the course of changing its name to Thusani Empowerment Investment Holdings No. II (Proprietary) Limited			
Special resolution number three relating to the granting of financial assistance to Business Venture Investments No 1323 (Proprietary) Limited, in the course of changing its name to Brimstone SPV (Proprietary) Limited			
Special resolution number four relating to the repurchase of shares by the Company from Business Venture Investments No 1323 (Proprietary) Limited, in the course of changing its name to Brimstone SPV (Proprietary) Limited			
Special resolution number five relating to the granting of financial assistance to Mapiitso Funding SPV (Proprietary) Limited			
Special resolution number six relating to the repurchase of shares by the Company from Mapiitso Funding SPV (Proprietary) Limited			
Ordinary resolution number four relating to the general authority to make payments to shareholders out of the Company's share premium account			
Ordinary resolution number five relating to the granting of authority to any two of the directors of the Company, or any one director and the Company Secretary to implement the resolutions			

*Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of ordinary shares than you own in the Company, insert the number of ordinary shares held in respect of which you desire to vote (see note 9).

Each ordinary shareholder entitled to attend and vote at the general meeting is entitled to appoint one or more proxies (who need not be an ordinary shareholder or ordinary shareholders of the Company) to attend, speak and vote in place of that member at the general meeting.

Signed at

on

2009

Signature(s)

Assisted by me (where applicable)

NOTES TO THE FORM OF PROXY

Instructions on signing and lodging of the general meeting form of proxy:

1. Any alterations or deletions must be signed, not initialled.
2. The chairman of the general meeting shall be entitled to decline to accept the authority of a signatory:
 - (a) under a power of attorney; or
 - (b) on behalf of a company,unless the power of attorney or authority is returned to the Company's transfer secretaries, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) so as to reach them by not later than Thursday, 8 October 2009 at 10:30 (South African time).
3. The signatory may insert the name of any person(s) whom the signatory wishes to appoint as his/her proxy in the blank space/s provided for that purpose.
4. When there are joint holders of ordinary shares and if more than one such joint holder be present or represented, then the person whose name appears first in the register of ordinary shareholders in respect of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.
5. The completion and lodging of this form of proxy will not preclude the signatory from attending the general meeting and speaking and voting in person thereat in respect of the relevant resolutions should such person wish to do so, to the exclusion of any proxy appointed in terms hereof.
6. If, in the appropriate place on this form of proxy, there is no indication of how to vote in respect of any resolution, the proxy shall be entitled to vote as he/she deems fit in respect of that resolution.
7. The chairman of the general meeting may reject or accept any form of proxy which is completed, other than in accordance with these instructions and notes, provided that, in the event of acceptance, the chairman is satisfied as to the manner in which an ordinary shareholder wishes to vote.
8. If the shareholding is not indicated on this form of proxy, the proxy will be deemed to be authorised to vote the total shareholding registered in the ordinary shareholder's name.
9. Please insert an "X" in the relevant space according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of ordinary shares than you own in the Company, insert the number of ordinary shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the general meeting as he/she deems fit in respect of the ordinary shareholder's votes exercisable at the general meeting. An ordinary shareholder or his/her proxy, is not obliged to use all the votes exercisable by the ordinary shareholder, or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total number of votes exercisable by the ordinary shareholder or by his/her proxy.
10. A form of proxy sent by electronic medium to the transfer secretaries at facsimile number +27 11 688 5238 or by e-mail to proxy@computershare.co.za within the time allowed for submission shall be deemed to constitute a valid instrument of proxy.