

EXECUTION COPY

**REINSTATEMENT AND AMENDMENT AGREEMENT TO THE TRANSFER
AGREEMENT**

between

SHOPRITE INSURANCE COMPANY LIMITED
(Registration number 1948/030484/06)
("Shoprite")

and

CENTRIQ LIFE INSURANCE COMPANY LIMITED
(Registration number 1943/016409/06)
("Centriq Life")

and

CENTRIQ INSURANCE COMPANY LIMITED
(Registration number 1998/007558/06)
("Centriq Insurance")

and

SHOPRITE CHECKERS PROPRIETARY LIMITED
(Registration number 1929/001817/07)
("Shoprite Checkers")



J.  

Table of Contents

	Page No
1. Introduction.....	1
2. Interpretation	1
3. Reinstatement and amendment of the Transfer Agreement	1
4. Counterparts.....	2
5. Dispute resolution.....	2
6. General.....	2

Two handwritten signatures in black ink, one appearing to be 'J. [unclear]' and the other a stylized signature.

J.

1. Introduction

- 1.1 On or about 25 May 2021, Shoprite Insurance Company Limited, Shoprite Checkers Proprietary Limited, Centriq Life Insurance Company Limited and Centriq Insurance Company Limited (collectively "**the Parties**") entered into a transfer agreement ("**the Transfer Agreement**").
- 1.2 The Transfer Agreement was subject to the fulfilment of various suspensive conditions as stipulated in clause 3 thereof, which suspensive conditions had to be fulfilled by 31 August 2021 ("**Long-stop Date**").
- 1.3 The Parties were unable to procure fulfilment of the Suspensive Conditions by the Long-stop Date whereby the Transfer Agreement lapsed.
- 1.4 It was not the intention of the Parties for the Agreement to lapse.
- 1.5 The Parties accordingly wish to reinstate and amend the Transfer Agreement as set out in this Reinstatement and Amendment Agreement with retrospective effect to and from the day immediately preceding the Long-stop Date.

2. Interpretation

- 2.1 All capitalised terms in this Reinstatement and Amendment Agreement shall bear the same meaning as set out in the Transfer Agreement, unless the context requires otherwise or such terms are defined in this Reinstatement and Amendment Agreement.
- 2.2 In the event of a conflict between the provisions of this Reinstatement and Amendment Agreement and the Transfer Agreement, the provisions of this Reinstatement and Amendment Agreement shall take preference to the extent of the conflict.

3. Reinstatement and amendment of the Transfer Agreement

- 3.1 The Transfer Agreement is hereby reinstated to and with retrospective effect from the day immediately preceding the Long-stop Date.
- 3.2 Clause 3.1 of the Transfer Agreement is hereby amended to and with retrospective effect from the day immediately preceding the Long-stop Date, by replacing the

Handwritten signatures and initials at the bottom right of the page. There are two distinct signatures, one appearing to be 'J.' and another more stylized signature, followed by a circular stamp or mark.

numbers and words "31 August 2021" with the words and numbers "30 November 2021", such that clause 3.1 of the Transfer Agreement reads as follows:

"3.1 The provisions of this Agreement (other than the Surviving Provisions, which shall be unconditional and of immediate force and effect on and with effect from the Signature Date) are subject to the fulfilment of the following Suspensive Conditions by no later than 17h00 on 30 November 2021:"

4. **Counterparts**

This Reinstatement and Amendment Agreement may be executed in counterparts, each of which shall be deemed to be an original and which together shall constitute one and the same agreement.

5. **Dispute resolution**

The provisions of clause 17 (Dispute resolution) of the Transfer Agreement are incorporated into this Addendum, by reference, *mutatis mutandis*.

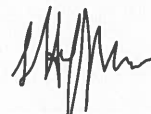
6. **General**

Save as amended by this Reinstatement and Amendment Agreement, the Transfer Agreement will continue to remain of full force and effect and references in the Transfer Agreement to "the/this Agreement" shall be construed as references to the Transfer Agreement as reinstated and amended by this Reinstatement and Amendment Agreement.

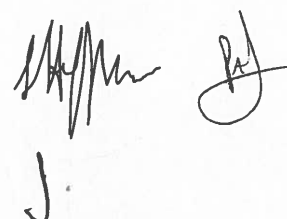
Signed at Brackenfell on 6 September 2021

Witness

For **SHOPRITE INSURANCE COMPANY LIMITED**



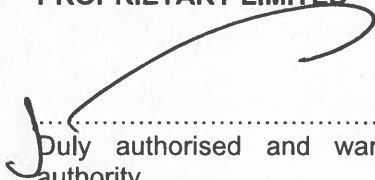
.....
Duly authorised and warranting such authority



Signed at Blackburn on 15 September 2021

Witness

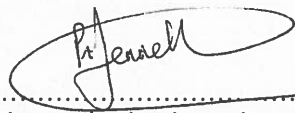
For **SHOPRITE CHECKERS
PROPRIETARY LIMITED**

.....

Duly authorised and warranting such
authority

Signed at Illovo on 6 September 2021

Witness

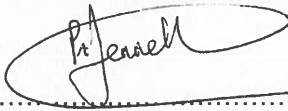
For **CENTRIQ INSURANCE COMPANY
LIMITED**

.....

Duly authorised and warranting such
authority

Signed at Illovo on 6 September 2021

Witness

For **CENTRIQ LIFE INSURANCE
COMPANY LIMITED**

.....

Duly authorised and warranting such
authority

