

ZEDER INVESTMENTS LIMITED
 Registration number: 2006/019240/06
 Share Code: ZED
 ISIN Number: ZAE000088431
 ("Zeder" or "the company")

FINAL TERMS OF RIGHTS OFFER AND WITHDRAWAL OF CAUTIONARY ANNOUNCEMENT

1. Introduction

Shareholders are referred to the SENS announcements of 26 March 2009 and 21 April 2009 in terms of which it was announced that the board of directors of Zeder ("the Board") had resolved to proceed with a renounceable rights offer of approximately R500 million ("the rights offer").

2. Final terms of the rights offer

2.1 The Board is pleased to announce that the terms and conditions relating to the rights offer have been finalised, namely:

Total amount sought to be raised in terms of the rights offer	R495 157 312
Total number of rights offer shares to be issued	366 783 194 ordinary shares with a par value of 1 cent each in the issued ordinary share capital of the company
Ratio of entitlement	60 rights offer shares for every 100 ordinary shares held by a qualifying shareholder on the record date per 4 below
Rights offer issue price	135 cents per rights offer share
Excess applications	Excess applications by qualifying shareholders will be allowed subject to the underwritten rights offer shares per 2.3 and 2.4 below taking precedence

2.2 The issue price of 135 cents per rights offer represents a discount of 10.54% to the 60 day

volume weighted average traded price of Zeder ordinary shares on the JSE Limited ("**JSE**").

- 2.3 The rights offer has been partially underwritten by Coronation Asset Management (Pty) Limited ("**the underwriter**") up to a maximum of 74 074 074 rights offer shares at the rights offer issue price (**the "underwritten rights offer shares"**) or R100 000 000. The Board has resolved that to the underwriter's right to subscribe for the underwritten rights offer shares will take precedence over any / all excess applications per 2.4 below. All suspensive conditions relating to the underwriting agreement have been fulfilled.
- 2.4 Qualifying shareholders will be entitled to apply for excess applications in respect of those rights offer shares that have not been taken up on the closing date per 4 below, subject to such rights offer shares first being allocated to the underwriter as underwritten rights offer shares. Any rights offer shares that remain unallocated thereafter shall then be allocated in terms of any excess applications by the Board on an equitable basis.
- 2.5 PSG Group Limited, through its wholly-owned subsidiary PSG Financial Services Limited ("**PSG**"), holding 38.36% or 234 494 482 issued ordinary shares in Zeder, has provided Zeder with an irrevocable undertaking to follow all of its rights in terms of the rights offer (or such lesser number so as not to exceed 49.99% in Zeder after the implementation of the rights offer).
- 2.6 All of the outstanding conditions precedent to the rights offer have been fulfilled, including *inter alia* the approval by the requisite majority of shareholders at the general meeting of shareholders held on Wednesday, 15 April 2009, of the ordinary resolution amending the general authority granted to the Board in terms of Section 221(3) of the Companies Act (61 of 1973) (as amended) ("**the Act**") at the annual general meeting held last year, such that no limitation apply to the number of unissued

shares placed under the control of the directors for the purposes of issuing and allotting the rights offer shares. The company is accordingly now in a position to proceed with and implement the rights offer.

3. Regulatory approvals

- 3.1 The Issuer Services Division of the JSE has approved the listings of:
 - 366 783 194 renounceable (nil paid) letters of allocation ("LA's"); and
 - 366 783 194 rights offer shares to be issued pursuant to the rights offer.
- 3.2 The South African Reserve Bank has granted the necessary exchange control approval in respect of the rights offer.
- 3.3 The form of instruction in respect of the rights offer, together with the rights offer circular, has been re-registered by the Registrar of Companies in terms of Section 146(A) of the Act.
- 3.4 The nil paid letters of allocation will trade under the share code "ZEDN" and ISIN number "ZAE000133591".

4. Salient dates and times

The salient dates and time as previously announced on SENS on 26 March 2009 have been amended as follows:

2009

Declaration data released on SENS	Thursday, 26 March
Declaration data published in the press	Friday, 27 March
Finalisation data released on SENS	Wednesday, , 29 April
Finalisation data published in the press	Thursday, 30 April
Last day to trade in Zeder ordinary shares in order to participate in the rights offer (cum entitlement)	Friday, 8 May
Listing of and trading in the letters of allocation on the JSE commences at 09:00 on	Monday, 11 May
Zeder ordinary shares commence trading ex-rights on the JSE at 09:00 on	Monday, 11 May
Record date for the rights offer	Friday, 15 May
Rights offer circular and form of instruction posted to shareholders on	Monday, 18 May
Rights offer opens at 09:00 on	Monday, 18 May
Certificated shareholders will have their letters of allocation credited to an electronic account held at the transfer secretaries	Monday, 18 May
Dematerialised shareholders will have their accounts at their CSDP or broker credited with their entitlement	Monday, 18 May
Last day for trading letters of allocation on the JSE	Friday, 29 May
Listing of rights offer shares and trading therein on the JSE commences	Monday, 1 June
Rights offer closes at 12:00. Payment to be made and form of instruction lodged by certificated shareholders at the transfer secretaries	Friday, 5 June

Record date for the letters of allocation	Friday, 5 June
Rights offer shares issued and posted to shareholders in certificated form on or about	Monday, 8 June
CSDP or broker accounts in respect of dematerialised shareholders will be updated with rights offer shares and debited with any payments due on ⁽³⁾	Monday, 8 June
Results of rights offer announced on SENS	Monday, 8 June
Results of rights offer published in the press	Tuesday, 9 June
Refund cheques posted to holders of certificated shares, if applicable, in respect of unsuccessful excess applications	Wednesday, 10 June

Notes:

1. Unless otherwise indicated, all times are South African times.
2. Zeder shareholders may not dematerialise or rematerialise their Zeder ordinary shares between Monday, 11 May 2009 and Friday, 15 May 2009, both dates inclusive.
3. CSDPs to effect delivery in respect of dematerialised shareholders on a delivery versus payment basis.
4. If you are a dematerialised shareholder you are required to notify your duly appointed CSDP or broker of your acceptance of the rights offer in the manner and time stipulated in terms of the custody agreement between yourselves. Dematerialised shareholders are advised to contact their CSDP or broker as early as possible to establish the cut off time for their acceptance of the rights offer per the aforementioned custody agreement as this may be earlier than the closing date of the rights offer.

5. Qualifying Zeder shareholders will be entitled to make excess applications for rights offer shares.
6. The rights offer shares issued in terms of the rights offer will not be registered for purposes of the rights offer with the Securities and Exchange Commission, Washington, D.C., the Canadian Provincial Securities Commission, or the Australian Securities Commission under the Australian Corporation Law, as amended. Accordingly, the rights offer will not be made to or be open for acceptance by persons with registered addresses in the United States of America or any of its territories, dependencies, possessions or commonwealths or in the District of Columbia or in the Dominion of Canada or in the Commonwealth of Australia, its states, territories or possessions. The CSDP or broker will ensure that where such persons are holding Zeder ordinary shares in dematerialised form that the CSDP or broker adheres to the above restrictions.

5. Pro forma financial information

The unaudited *pro forma* financial effects set out below have been prepared to assist Zeder shareholders in assessing the impact of the rights offer on the earnings per share ("EPS"), headline earnings per share ("HEPS"), net asset value ("NAV") per share and tangible net asset value ("TNAV") per share. Due to the nature of these *pro forma* financial effects, they are presented for illustrative purposes only and may not fairly present Zeder's financial position, changes in equity, results of operations or cash flows after the rights offer.

The unaudited *pro forma* financial effects have been prepared in terms of the Listings Requirements and the Guide on *Pro Forma* Financial Information issued by the South African Institute of Chartered Accountants. These unaudited *pro forma* financial effects are the responsibility of the Board. The material assumptions are set out in the notes following the table. The unaudited *pro forma* financial effects set out below were reported on by

PricewaterhouseCoopers Inc, whose limited assurance report is included as Annexure 4 to the rights offer circular to be posted to shareholders on or about Monday, 18 May 2009.

Pro forma financial effects

	Audited before the rights offer ⁽¹⁾	<i>Pro forma</i> adjustments	<i>Unaudited pro forma</i> after the rights offer	Percentage change
EPS and diluted EPS (cents) ⁽²⁾	27.7	(4.2)	23.5	(15.2%)
HEPS and diluted HEPS (cents) ⁽²⁾	25.2	(3.3)	21.9	(13.1%)
NAV per share (cents) ⁽³⁾	282.3	(55.6)	226.7	(19.7%)
TNAV per share (cents) ⁽³⁾	282.3	(55.6)	226.7	(19.7%)
Weighted average number of shares in issue ('000) ⁽⁴⁾	608 971		975 754	
Ordinary shares in issue ('000) ⁽⁴⁾	611 305		978 089	

Notes and assumptions:

1. Extracted from the published audited consolidated results of Zeder for the year ended 28 February 2009;
2. For the purposes of calculating EPS and HEPS it was assumed that:
 - (a) the rights offer and the KVV offer was effected on 1 March 2008;
 - (b) R13.4m of the rights offer proceeds was

- utilized to increase the Company's stake in KWV in terms of the KWV offer, assuming additional equity accounted earnings of R2.1m and headline earnings of R1.6m (including amortisation of intangible assets of R0.2m);
- (c) the residual rights offer proceeds, amounting to R478.5m (after transaction costs of R3.3m, including the underwriting commission of R2.0m) was invested in a money market fund;
 - (d) an interest rate of 12.09% before taxation was applied to net cash and cash equivalents raised in the rights offer and not utilized in the KWV offer. The interest rate applied equates to the average prime interest rate less 3% as per the average interest rate received on cash balances in the money market account utilised from the Company's commercial bankers during the period;
 - (e) an effective taxation rate of 24.1% was applied to the pro forma adjustments as a result of only R8.1m of the adjusted total expenses being deductible for tax purposes and the reversal of the performance fee as explained in note (h) below;
 - (f) a liquid instrument management fee of 0.15% was accounted for in regards to monies invested in a money market fund in terms of the management agreement being net cash and cash equivalents raised in the rights offer and not utilized in the KWV offer;
 - (g) a base management fee of 2% was accounted for in regards to monies invested in KWV in terms of the management agreement;
 - (h) the performance fee in terms of the management agreement is based on a formula driven by growth on the prior year's audited NAV per share. The formula is summarised in Annexure 9 to the rights offer circular to be posted to shareholders on or about Monday, 18

May 2009. The performance fee for the period is reversed as a result of the dilution in NAV per share following the rights offer. By nature the performance fee is recurring. However, this adjustment, which reflects the impact of a current year dilution in NAV per share, is non recurring and will result in a lower base NAV per share in the following year;

3. For the purposes of NAV per share and TNAV per share it was assumed that:
 - (a) the rights offer and KWV offer was effected on 28 February 2009;
 - (b) R13.4m of the rights offer proceeds was utilized to increase the Company's stake in KWV in terms of the KWV offer;
 - (c) the residual rights offer proceeds, amounting to R478.5m (after transaction costs) was invested in a money market fund;
 - (d) non-recurring transaction costs of R3.3 m (including the underwriting commission of R2.0m) are assumed to have been paid on 28 February 2009 and have been written off against share premium; and
4. the number of shares in issue and weighted number of shares in issue, excluding treasury shares, have been adjusted with the 366.8m shares issued at 135 cents per share in terms of the rights offer, assuming a full subscription.

4. Posting of circular

Per the salient dates and times as set out in 4 above, the rights offer circular, together with form of instruction in respect of certificated shareholders only, will be posted to qualifying shareholders on Monday, 18 May 2009.

5. Withdrawal of cautionary announcement

The cautionary announcement of 26 March 2009 is accordingly withdrawn and shareholders are advised

that they no longer need exercise caution when trading their share in the company.

Stellenbosch

29 April 2009

Lead Sponsor: Questco Sponsors (Pty) Limited

Corporate Adviser and Joint Sponsor: PSG Capital (Pty) Limited

Independent reporting accountants and auditors:

PricewaterhouseCoopers Inc.