

SHARE SUBSCRIPTION AGREEMENT

Elysium Management Company (Pty) Ltd

This Share Subscription Agreement (“Agreement”) is entered into on:

Date: _____

Between:

1. ELYSIUM MANAGEMENT COMPANY (PTY) LTD

Registration Number: _____

A private company incorporated in accordance with the laws of the Republic of South Africa.
 (“the Company”)

and

2. [SUBSCRIBER NAME]

Identity/Registration Number: _____

Address: _____

(“the Subscriber”)

1. BACKGROUND

1.1 The Company is duly incorporated in accordance with the laws of the Republic of South Africa.

1.2 The authorised share capital of the Company permits the issue of B Class shares as defined in the Company’s Memorandum of Incorporation (“MOI”).

1.3 The Subscriber wishes to subscribe for B Class shares in the Company and the Company agrees to issue such shares subject to the terms of this Agreement.

2. SUBSCRIPTION FOR SHARES

Number of Shares: _____

Class: B Class Ordinary Shares

Issue Price per Share: R _____

Total Subscription Price: R _____

Payment Date: _____

3. ISSUE OF SHARES

Upon receipt of the subscription price the Company shall issue the B Class shares, enter the Subscriber in the securities register, and issue a share certificate. The shares issued shall be fully paid.

4. RIGHTS ATTACHING TO B CLASS SHARES

Voting Rights: B Class shares shall not carry voting rights except where required by law.

Dividend Rights: B Class shares shall participate in dividends declared by the Company proportionate to the number of shares held.

Capital Distribution: B Class shareholders shall participate in distributions upon liquidation or winding up of the Company pro rata with other ordinary shareholders unless otherwise provided in the MOI.

Transfer: Transfers remain subject to the Company's MOI and any shareholders agreement.

5. WARRANTIES

The Subscriber warrants that they have full legal capacity to enter into this Agreement and are acquiring the shares for investment purposes.

6. CONDITIONS

This Agreement is subject to compliance with the Company's MOI and approval by the Board of Directors.

7. GOVERNING LAW

This Agreement shall be governed by the laws of the Republic of South Africa.

8. SIGNATURES

For and on behalf of Elysium Management Company (Pty) Ltd

Director: _____ Date: _____

Director: _____ Date: _____

Subscriber: _____ Date: _____