

Gaia Infrastructure Capital Limited
(previously Gaia Capital Proprietary Limited)
(Incorporated in the Republic of South Africa)
(Registration number 2015/115237/06)
Share Code: GAI
ISIN ZAE000210555)
("Gaia" or "the Company")

LISTING OF GAIA ON THE MAIN BOARD OF THE JSE LIMITED ("JSE") AND
ABRIDGED PRE-LISTING STATEMENT

1. INTRODUCTION

- 1.1. The board of directors of Gaia ("Board") intends to list Gaia on the main board of the JSE as a special purpose acquisition company ("SPAC") as envisaged in the Listings Requirements of the JSE ("Listings Requirements"), being a special purpose vehicle established to facilitate the primary capital raising process to enable the acquisition of assets which meet the investment policy and acquisition criteria set out in paragraph 4.3 below, which, if acquired, will enable Gaia to qualify for a listing, other than as a SPAC, pursuant to the main board listing criteria of the JSE ("Viable Assets").
- 1.2. It is the Board's intention to pursue, in compliance with the Listings Requirements pertaining to a SPAC, a strategy of investing in Viable Assets within the infrastructure and renewable energy sectors, with stable, long-term inflation linked returns for investors.
- 1.3. In accordance with its investment policy as stipulated in paragraph 4.3 below, the Company is targeting investments in Viable Assets with a benchmark gross investment return on initial investments of CPI plus 6% and is targeting a subsequent dividend distribution rate of CPI plus 2.5%. The Company believes the inflation-linkage inherent in the infrastructure sector, and offered by Gaia's investment returns, will be attractive to investors.
- 1.4. In anticipation of the Listing, Gaia intends to raise a minimum of R500 000 000 by way of an offer to a limited number of specifically selected and invited investors in South Africa ("the Private Placement") to whom the Private Placement will be addressed ("Invited Investors") to subscribe for the ordinary shares with no par value in the Company ("Private Placement Shares") at a price of R10 per Private Placement Share ("Issue Price").
- 1.5. Gaia has been granted a listing of all its ordinary shares on the main board of the JSE with effect from the commencement of trade on Thursday, 12 November 2015, subject to the Company raising the minimum amount of R500 000 000 in terms

of the Private Placement and the Company meeting the spread requirements of the JSE ("Listing").

- 1.6. The abridged Pre-listing Statement appearing below is not an invitation to the public to subscribe for securities, but is issued in compliance with the Listings Requirements, for the purpose of providing information to the public with regard to the Company.

2. DISTRIBUTION OF PRE-LISTING STATEMENT

- 2.1. Gaia will today distribute a pre-listing statement to Invited Investors regarding the Listing and Private Placement containing detailed information regarding the Company ("Pre-listing Statement"). The Pre-listing Statement is available on the Company's website at www.gaiaip.com.
- 2.2. Terms appearing in title case in this announcement and that are not otherwise defined herein, shall bear the meanings assigned to them in the Pre-listing Statement.

3. SALIENT DATES AND TIMES RELATING TO THE LISTING AND PRIVATE PLACEMENT

The salient dates and times relating to the Listing and Private Placement are set out below:

2015

Abridged Pre-listing Statement published on SENS on	Monday, 2 November
Pre-listing Statement distributed on	Monday, 2 November
Abridged Pre-listing Statement published in the press on	Tuesday, 3 November
Opening Date of the Private Placement at 09:00 on	Wednesday, 4 November
Closing Date of the Private Placement at 12:00 ² on	Friday, 6 November
Results of the Private Placement published on SENS on	Monday, 9 November
Results of the Private Placement published in the press on	Tuesday, 10 November
Notification of allotments to successful Invited Investors by	Tuesday, 10 November

Listing of Shares on the JSE expected at commencement of trade on	Thursday, 12 November
Accounts at CSDPs/Brokers updated in respect of Dematerialised Shareholders on	Thursday, 12 November

Notes:

- All references to dates and times are to local dates and times in South Africa. These dates and times are subject to amendment. Any such amendment will be released on SENS.
- Invited Investors must advise their CSDP or Broker of their acceptance of the Private Placement in the manner and cut-off time stipulated by their CSDP or Broker.
- CSDPs effect payment on a delivery-versus-payment basis.

4. ABRIDGED PRE-LISTING STATEMENT OF GAIA

4.1. BRIEF OVERVIEW OF GAIA

Gaia Infrastructure Partners Proprietary Limited ("the Manager") was formed and incorporated in Cape Town, South Africa, in 2012, by PB Schabort and L de Wit ("Founders") for the purpose of facilitating the investment of long-term capital in infrastructure projects in Southern Africa, with an initial focus on the renewable energy sector. The focus has subsequently been broadened to other infrastructure sectors. The Manager intends to introduce Gaia to the public, to facilitate exposure to investments in infrastructure in Southern Africa. The Board is responsible for Gaia's objectives and its business and investment strategies as well as its overall supervision. Gaia has however outsourced the identification and assessment of Viable Assets, as well as the structuring and implementation of the acquisition and potential disposal of Viable Assets (which acquisitions and disposals must be approved by the Company), to the Manager in terms of a management agreement.

4.2. INVESTMENT STRATEGY

- ##### 4.2.1.
- Gaia aims to be a diversified infrastructure investment company, and will directly invest in large-scale energy, transport and water related infrastructure projects (being projects with a value in excess of R1 billion) in a responsible and transparent manner. In so doing, the Company will provide investors with good, predictable, inflation linked, liquid and long-term yielding investments whilst providing investors with liquidity to exit their investments. The Company will focus on making investments in various infrastructure projects through

equity and debt instruments that meet the required returns.

- 4.2.2. Gaia will initially look to invest in renewable energy projects in South Africa through the Renewable Energy Independent Power Producers Procurement Programme currently managed by the Department of Energy of the Republic of South Africa and will later seek to expand its portfolio to include other sectors of infrastructure. Although the Company's primary focus will be in South Africa, it may consider opportunities in the rest of Africa.
- 4.2.3. Gaia will adhere to the United Nations backed Principles for Responsible Investment and the Code for Responsible Investing in South Africa.
- 4.2.4. The Manager has extensive expertise and knowledge of and experience in investments in the infrastructure and renewable energy sectors. The Manager will compile reports based on its analysis of the relevant factors and will present each proposed investment opportunity to the Company. Following the Board's in principle decision to acquire a Viable Asset (and all subsequent investments), the Manager shall ensure that the necessary due diligence investigations are carried out and the Manager will be responsible for negotiating the terms of investments. The Board will at all times retain the final sanction over all investment and divesture decisions.

4.3. INVESTMENT POLICY

Gaia will aim to meet the following investment criteria:

- 4.3.1. it will invest in operational or near operational projects, being projects not more than 6 months from operation;
- 4.3.2. it will target investments which will generate returns of CPI plus 6%;
- 4.3.3. investments with visible environmental, social and governance policy appreciation;
- 4.3.4. it will target investments with low risk and attractive long-term inflation-linked predictable cash generation profile;
- 4.3.5. it will make investments of not less than R200 000 000 per investment in the case where the assets have not been evaluated previously; and investments of not less than

R100 000 000 per investment in the case where the assets have been evaluated previously;

- 4.3.6. it will strive to ensure management value add and directorship roles to further optimise the underlying assets;
- 4.3.7. it will target investments in underlying projects which have a strong and well aligned management team with clear operational and corporate strategies;
- 4.3.8. it will acquire a minimum of 15% equity interest, with minority protections; and
- 4.3.9. it will make investments with acceptable third party credit risk exposure.

4.4. JSE APPROVAL OF THE ACQUISITION OF VIABLE ASSETS

- 4.4.1. In terms of paragraph 4.35 of the Listings Requirements, the acquisition of Viable Assets must be approved by a majority of disinterested directors and the majority of the Shareholders at a general meeting.
- 4.4.2. In the event that not all of the capital raised from the Private Placement is utilised for purposes of the acquisition of Viable Assets, Shareholders will be requested to approve a further resolution at the same general meeting dealing with the further use and retention of the balance of the capital ("Residual Capital") after the acquisition of Viable Assets has been approved.
- 4.4.3. Gaia will initially be listed as a SPAC in the "Non Equity Investment Instruments" sector of the main board of the JSE. Following the acquisition of Viable Assets, Gaia will be reclassified into the appropriate sector.
- 4.4.4. In terms of the Listings Requirements and subject to any extension granted by the JSE, should the Company not complete an acquisition of Viable Assets within 24 months of the Listing Date, the JSE will suspend Gaia's Listing on the JSE. The JSE will proceed to delist the Company once the Company has:
 - 4.4.4.1. completed a distribution of the funds held in escrow by the Escrow Agent, less outstanding operating expenses, within 60 days after the expiry of the aforementioned 24 month period, to all Shareholders pro rata to their shareholdings. Such distribution must comply with the solvency and liquidity test as required pursuant to the Companies Act. All interest earned in escrow will form part of the distribution, excluding any taxes and

expenses relating to the distribution and anticipated voluntary liquidation; and

- 4.4.4.2. proposed a special resolution to its shareholders, and same having been adopted by the requisite number of Shareholders, for the voluntary liquidation of the Company.

4.5. PURPOSE OF THE PRIVATE PLACEMENT AND THE LISTING

- 4.5.1. The main purpose of the Private Placement and the Listing is to:

- 4.5.1.1. provide investors, both institutional and retail, with an opportunity to participate over the long-term in the capital growth and the income streams of the Company;
- 4.5.1.2. create an avenue for investors to invest in infrastructure projects in Southern Africa, usually only accessed through private equity, which has limitations on liquidity;
- 4.5.1.3. enhance the liquidity and tradability of the ordinary shares of the Company;
- 4.5.1.4. provide the Company with a platform to raise equity funding and debt to pursue growth and investment opportunities;
- 4.5.1.5. provide the Company with the ability to use its listed ordinary shares to fund future acquisitions;
- 4.5.1.6. establish the Company as a leader in its industry; and
- 4.5.1.7. enhance the public profile and general public awareness of Gaia.

- 4.5.2. The proceeds of the Private Placement will be used by the Company to fund the acquisition of Viable Assets.

4.6. PROSPECTS

- 4.6.1. Infrastructure as an asset class is one that requires capital to develop. The South African government does not have the funding required to meet its infrastructure needs. In order to fulfil its development mandate, the Government must partner with the private sector.
- 4.6.2. Accordingly, the Board believe that Gaia has excellent prospects on the basis of the various potential Viable Assets that the Manager has identified which are at different stages of due diligence investigations and negotiations, additional transactions in the pipeline,

current market conditions, the Government's need for private partners and access to future deal flow, which the Board believe will provide returns in line with the Company's investment return expectations and targets detailed above.

4.7. MANAGEMENT OF GAIA

4.7.1. The management function of Gaia is outsourced on market related terms to the Manager. Salient details relating to the Manager and the Management Agreement are set out in Annexure 7 of the Pre-listing Statement.

4.7.2. The Board, as a whole, considered and approved the terms and conditions of the Management Agreement prior to Gaia entering into same. The independent directors of Gaia shall perform an annual review of the Manager's performance and, if required, make appropriate recommendations to Shareholders. The services to be provided by the Manager are listed and set out in Annexure A to the Management Agreement. These services are objective criteria against which the Manager will be evaluated. In addition, the Board will assess the performance of the Manager based on the quality of the Viable Assets identified and investments made by Gaia, as well as the return on such investments to Shareholders. If poor investments result in poor returns to Shareholders, the independent Board may make appropriate recommendations to Shareholders to terminate the Management Agreement.

4.8. DIVIDEND POLICY

The Board does not intend to declare any dividends prior to the completion of an acquisition of Viable Assets. Thereafter, subject to section 46 of the Companies Act, the Company's targeted annualised dividend distribution rate shall be CPI plus 2.5%, which distribution rate shall be calculated with reference to the Company's net asset value as set out in the most recent annual financial statements of the Company.

4.9. PRIVATE PLACEMENT

4.9.1. Pursuant to the Private Placement, the Company intends to raise a minimum of R500 000 000 by way of an offer for subscription to Invited Investors of a minimum of 50 000 000 Private Placement Shares in the Company at the Issue Price.

4.9.2. The Private Placement Shares issued in terms of this Pre-listing Statement will be allotted subject to the provisions of the MOI and will rank pari passu in all

respects including distributions, with all existing issued Shares in the Company.

- 4.9.3. The Private Placement Shares will only be issued in dematerialised form. No certificated Private Placement Shares will be issued.
- 4.9.4. The directors in their sole discretion are entitled to increase the number of Private Placement Shares offered in terms of the Private Placement and the quantum sought to be raised.
- 4.9.5. The directors in their sole discretion are entitled to amend the terms of the Private Placement, provided that any such amendments shall be advised to Invited Investors.
- 4.9.6. Interested parties can contact Willie Honeyball at PSG Capital on 021 887 9602 or willieh@psgcapital.com.

4.10. CONDITION TO THE LISTING

The Listing is subject to:

- 4.10.1. Gaia raising a minimum amount of R500 000 000 in terms of the Private Placement; and
- 4.10.2. the achievement of a spread of Shareholders acceptable to the JSE, being public shareholders (as contemplated in the Listings Requirements) holding not less than 20% of the issued share capital of the Company to ensure reasonable liquidity.

If any condition precedent fails, the Private Placement and any acceptance thereof shall not be of any force or effect and no person shall have any claim whatsoever against Gaia or any other person as a result of the failure of any condition.

4.11. LISTING ON JSE

- 4.11.1. Prior to the Private Placement and the Listing, Gaia does not have any shares listed on any stock exchange.
- 4.11.2. Subject to raising the minimum amount contemplated in paragraph 11 of the Pre-listing Statement and the achievement of a spread of public shareholders (as contemplated in the Listings Requirements) acceptable to the JSE, being public shareholders holding not less than 20% of the issued share capital of the Company, the JSE has granted Gaia approval for the listing of a minimum of 50 001 000 Shares with effect from the commencement of business on Thursday, 12 November 2015 in the "Non Equity Investment Instruments" sector of the JSE under the

abbreviated name "Gaia", JSE share code: GAI and ISIN: ZAE000210555. As at the Last Practical Date, the Company expects to meet the relevant spread requirement after the Private Placement. Accordingly, it is anticipated that the Listing will be effective as from the commencement of trade of the JSE on Thursday, 12 November 2015.

4.12. SHARE CAPITAL

4.12.1. The authorised and issued share capital of Gaia as at the Last Practicable Date was as follows:

	R
Stated capital	
<i>Authorised</i>	
6 000 000 000 ordinary shares with no par value	-
<i>Issued</i>	
1 000 ordinary shares with no par value issued at R0.10	100
Total	100

Note:

- As at the Last Practicable Date, no Shares were held in treasury.

4.12.2. Assuming that 50 000 000 Private Placement Shares have been subscribed for, the authorised and issued share capital of the Company after the Private Placement and Listing is expected to be as follows:

	R
Stated capital	
<i>Authorised</i>	
6 000 000 000 ordinary shares with no par value	-
<i>Issued</i>	
50 001 000 ordinary shares with no par value	500 000 100
Total	500 000 100

Notes:

- As at the time of the Listing, no Shares will be held in treasury.

- The table in paragraph 4.12.2 of this announcement assumes that 50 000 000 Private Placement Shares has been subscribed for in terms of the Private Placement.

4.13. COMPOSITION OF THE BOARD

4.13.1. The full names, ages, business address and designations of the directors of Gaia are provided below:

Full Name	Age	Designation	Business Address
JR Oliphant	33	Managing Director	2 nd Floor, Oakdale House, The Oval, Oakdale Road, Newlands, Cape Town, South Africa
MM Nieuwoudt	44	Executive Director	2 nd Floor, Oakdale House, The Oval, Oakdale Road, Newlands, Cape Town, South Africa
T Soudien-Witten	38	Financial Director	2 nd Floor, Oakdale House, The Oval, Oakdale Road, Newlands, Cape Town, South Africa
L de Wit ¹	60	Non-executive chairman	2 nd Floor, Oakdale House, The Oval, Oakdale Road, Newlands, Cape Town, South Africa
PB Schabort ²	57	Non-executive Director	2 nd Floor, Oakdale House, The Oval, Oakdale Road, Newlands, Cape Town, South Africa
C Ferreira	63	Non-executive Director	2 nd floor, Katherine and West, 114 West Street, Sandown, Sandton, 2146
RB Makhubela	49	Independent non-executive Director	1006 T Knightsbridge Apartments, Century City, Cape Town, 7441
KP Lebina	34	Lead independent non-executive Director	58 Cowley Road, Bryanston, Johannesburg, 2191
N Kimber	43	Independent non-executive Director	42 Smits Road, Dunkeld, Johannesburg, 2196
KE Mbalo	52	Independent non-executive Director	59 Glanville Crescent, Wendywood, Sandton, 2144

Notes:

- L de Wit is also a Founder of the Gaia Infrastructure Partners; and

- PB Schabort is also a Founder of the Gaia Infrastructure Partners.

5. COPIES OF THE PRE-LISTING STATEMENT

- 5.1. Copies of the Pre-listing Statement are available in English only and may be obtained and are available for inspection during normal office hours from 2 November 2015 until 12 November 2015 at the registered office of Gaia at 2nd Floor, Oakdale House, The Oval, 1 Oakdale Road, Claremont, 7700 and at the offices of Gaia's sponsor, PSG Capital Proprietary Limited, at 1st Floor, Ou Kollege, 35 Kerk Street, Stellenbosch, 7600 and 1st Floor, Building 8, Inanda Greens Business Park, 54 Wierda Road West, Wierda Valley, Sandton, 2196.
- 5.2. The Pre-listing Statement is also available on the Company's website at www.gaiaip.com.

Cape Town
2 November 2015

PSG Capital Proprietary Limited: Corporate advisor, sponsor and bookrunner
KPMG Inc.: Auditors and Independent Reporting Accountants
Edward Nathan Sonnenbergs Incorporated: Attorneys