

Sasfin Holdings Limited
(Incorporated In the Republic Of South Africa)
(Registration Number 1987/002097/06)
("Sasfin" or "the offeror")
Ordinary share code: SFN ISIN: ZAE000006565
Preference share code: SFNP ISIN: ZAE000060273

IQuad Group Limited
Incorporated in the Republic of South Africa
(Registration Number 2004/025177/06)
Share Code: IQG ISIN: ZAE000101622
("IQuad" or "the company")

JOINT ANNOUNCEMENT: DISCLOSURE BY IQUAD OF DISPOSAL AND
ACQUISITION OF SECURITIES AND MANDATORY OFFER BY SASFIN
WITHDRAWL OF CAUTIONARY ANNOUNCEMENT

1. INTRODUCTION

Sasfin and IQuad shareholders are advised that Sasfin has acquired 12 042 344 ordinary IQuad shares ("acquisition shares") from Paladin Capital Financial Services Limited ("Paladin"), representing 42.9% of the issued share capital of IQuad, at a price of 257 cents per ordinary IQuad share ("the acquisition") and is in a position to exercise the voting rights in respect of the acquisition shares.

In terms of section 123 of the Companies Act No 71 of 2008, as amended ("the Companies Act") read with Takeover Regulations promulgated in terms of the Companies Act ("the Takeover Regulations"), the acquisition represents a change in control of IQuad and an affected transaction. The offeror is required to make a mandatory offer to all IQuad shareholders other than Paladin ("the IQuad minorities") on the same terms as the acquisition ("the offer").

In terms of the acquisition, Sasfin has also entered into an option agreement with Thembeke Capital Limited ("Thembeke") to acquire a further 2 290 000 ordinary IQuad shares at a price of 257 cents per ordinary IQuad share subject to the fulfilment, or waiver as the case may be, of various conditions precedent, which include, inter alia, approval by the relevant regulatory authorities, being the Registrar of Banks and the Competition Authorities ("the option"). It is Sasfin's intention to exercise the option following the fulfilment of the conditions precedent.

It is the intention of the offeror to retain the listing of IQuad on the Alternative Exchange of the JSE Limited ("JSE").

The offer will be implemented, subject to the conditions precedent set out in paragraph 2.2 below, in terms of section 123 of the Companies Act.

Prior to the offeror acquiring the acquisition shares and entering into the option agreement, the offeror held no shares in IQuad directly or indirectly.

2. TERMS AND CONDITIONS OF THE OFFER

The material terms and conditions of the offer will be as follows:

2.1 Offer consideration

The consideration payable by the offeror to the IQuad minorities in terms of the offer will be 257 cents per ordinary IQuad share. The offer consideration shall be settled in cash.

2.2 Conditions precedent to the offer

The offer will be subject to Sasfin receiving approval and consent from all relevant regulatory authorities required to implement the offer, which will include, inter alia, the Takeover Regulation Panel, the Registrar of Banks and the Competition Authorities.

3. RATIONALE

Sasfin is seeking to grow its non-banking assets through, inter alia, the acquisition of businesses complementary to Sasfin's banking businesses. Significant cross selling opportunities exist within the broader Sasfin group in terms of both potential corporate and private clients, including in particular, existing clients within Sasfin's business banking, foreign exchange and rentals divisions, which provide financing to corporate clients and its healthcare consulting division, financial planning division and stockbroking business which service the group's private clients.

IQuad has a solid track record in performance and has proven systems and procedures to take advantage of Sasfin's networks to grow the existing businesses of both IQuad and Sasfin.

4. FUNDING AND CASH CONFIRMATION

Sasfin Bank Limited has provided an irrevocable unconditional guarantee to the Takeover Regulation Panel, in accordance with regulations 111(4) and 111(5) of the Takeover Regulations, that Sasfin has sufficient funds available to fulfil its financial obligations in terms of the offer to the IQuad minorities.

5. APPOINTMENT OF INDEPENDENT EXPERT

In accordance with the Companies Act and the Takeover Regulations, the independent sub-committee of the IQuad board ("the sub-committee") will appoint an independent expert to advise and report on the offer by way of a fair and reasonable opinion.

The independent expert's full report as well as the opinion of the sub-committee on the offer will be included in the offer circular to be posted to IQuad shareholders in relation to the offer.

6. RESPONSIBILITY

The offeror and the IQuad board, to the extent that information relates directly to IQuad:

- accept responsibility for the accuracy of the information contained in this announcement;
- confirm that to the best of their respective knowledge and belief, the information contained in this announcement is true and correct; and
- confirm that this announcement does not omit anything likely to affect the importance of the information contained in this announcement.

7. FURTHER INFORMATION

IQuad shareholders will be advised of the important dates and times of the offer in due course. A circular containing the full terms and conditions of the offer is being prepared and will be issued to shareholders in due course.

8. DISCLOSURE OF DISPOSAL AND ACQUISITION OF SECURITIES

In accordance with section 122 (3) (b) of the Companies Act and section 3.83(b) of the JSE Listings Requirements, IQuad shareholders are hereby advised that IQuad has received formal notification in the prescribed form that

Paladin has disposed of its entire interest in the securities of the company.

Simultaneously, the company has been advised that Sasfin has acquired an interest in the securities of the company, such that the total interest in the securities of the company held by Sasfin is 42.9% of the total issued share capital of the company.

9. Withdrawal of the IQuad cautionary announcement

Pursuant to the release of this announcement, shareholders are no longer required to act with caution when dealing in their IQuad securities.

JOHANNESBURG
12 September 2011

Lead Sponsor to Sasfin
KPMG SERVICES (PTY) LTD

Sponsor and corporate advisor to Sasfin
Sasfin Capital
A division of Sasfin Bank Limited

Designated Advisor to IQuad
QuestCo Sponsors (Pty) Limited

Corporate Advisor to IQuad
PSG Capital (Pty) Ltd