

ANNUAL REPORT 2017

NURTURING ENERGY,
POWERING AFRICA





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Our approach to reporting

This is the 2017 Annual Report of Hulisani Limited ("Hulisani"), an Investment Holding Company listed on Johannesburg Stock Exchange (JSE).

In accordance with the provisions of the new Companies Act, No 71 of 2008 as amended ("the Act"), we have made the complete Annual Report as well as the notice to the annual general meeting available on our website (www.hulisani.co.za) and printed copies are available on request. All shareholders will be provided with the date and time of the annual general meeting via mobile phone text messages or electronic mail (email). If the email or cell phone number is not available, we will post the notice of the annual general meeting together with the abbreviated annual financial statements.

Scope of the report

Hulisani was incorporated in October 2015, and listed on the main board of the JSE in April 2016. The company was still operating as a special purpose acquisition company (SPAC) as at 28 February 2017.

The purpose of this report is to provide our stakeholders with an overview of operations for the twelve months ending 28 February 2017, Hulisani's first full financial year as a listed company on the JSE.

On 22 March 2017 Hulisani made its first successful acquisition, allowing it take up its position as a fully-fledged Investment Holding Company on the

JSE's main board and shed its SPAC status. Hulisani recognises that integrated reporting is a journey and is committed to moving towards a more integrated approach to reporting by making incremental improvements on a year-on-year basis.

This report is guided by the International Integrated Reporting Framework (IIRF) and the King Report on Corporate Governance (King III). The recommendations and requirements of King III and the regulations of the JSE form an integral part of the corporate governance framework within which Hulisani operates. Hulisani welcomes the objectives espoused in the draft King IV report and is seeking to implement these principles into Hulisani's corporate governance framework.

Materiality

Hulisani acknowledges materiality, those matters that could substantively affect the organisation's ability to create value over the short, medium or long term, as being a key concept of the IIRF and has applied this in determining the content for this annual report.

Assurance

Hulisani applies a combined assurance model to ensure a coordinated approach to assurance activities. The Audit and Risk Committee oversees the assurance activities of the company. The committee also oversees the establishment of effective systems of internal control to provide reasonable assurance that



Hulisani's financial and non-financial objectives are achieved.

Forward-looking statements

The content of this integrated annual report may contain 'forward looking statements' which are statements related to expected future, not past, events. All statements other than statements of historical fact are, or may be deemed to be, forward looking statements. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as "believe", "aim", "expect", "anticipate", "intend", "foresee", "forecast", "likely", "should", "planned", "may", "estimated", "potential" or similar words and phrases. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Hulisani cautions that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, liquidity and the developments within the industry in which Hulisani operates may differ materially from those made in, or suggested by, the forward-looking statements. Readers of this integrated report are to read this as intention and not rely on these forward-looking statements as fact. Hulisani does not accept any responsibility for updating any forward-looking statement.

Board approval

The Board acknowledges its responsibility for ensuring the integrity of the Hulisani Annual Report. The Board believes that this report presents a balanced and fair account of Hulisani's performance for the year ending 28 February 2017. On the recommendation of the Audit and Risk Committee, the Board approved Hulisani's annual financial statements and annual report on 31 May 2017.



Pat Mdoda
Chairman



Malungelo Zilimbola
Chief Executive Officer







NURTURING ENERGY, POWERING AFRICA

Hulisani is a Venda word meaning “to nurture”.

It underpins our investment philosophy, which is to nurture investments in energy.

We believe that access to energy is the basis for growing any economy. Without energy, it is not possible to raise living standards or to drive inclusive growth.

Through our investments in the energy sector, we aim to realise economic benefits for all our stakeholders, and to contribute to building an environment that creates jobs and brings long-term socio-economic benefits to communities.



A photograph of a wind farm at sunset. The sky is a deep blue with a bright sun on the right, creating a lens flare. Several white wind turbines are visible, with the largest one in the foreground on the right. The foreground is a field of tall grass and crops. A green diagonal line runs across the top left. The text 'OUR BUSINESS AT A GLANCE' is in white, sans-serif font, centered in the upper half of the image.

OUR BUSINESS AT A GLANCE

About Us

Hulisani is a black-managed Investment Holding Company focused on the acquisition of, and investment in, companies in the energy sector.

Hulisani aims to cater for investor demand for sustainable energy assets, both conventional and renewable, specifically in South Africa as well as in sub-Saharan Africa.

The company was incorporated in October 2015 and successfully listed on the main board of the Johannesburg Stock Exchange (JSE) as a Special Purpose Acquisition Company (SPAC) in April 2016, raising R500 million (50,000,000 shares at R10 per share).

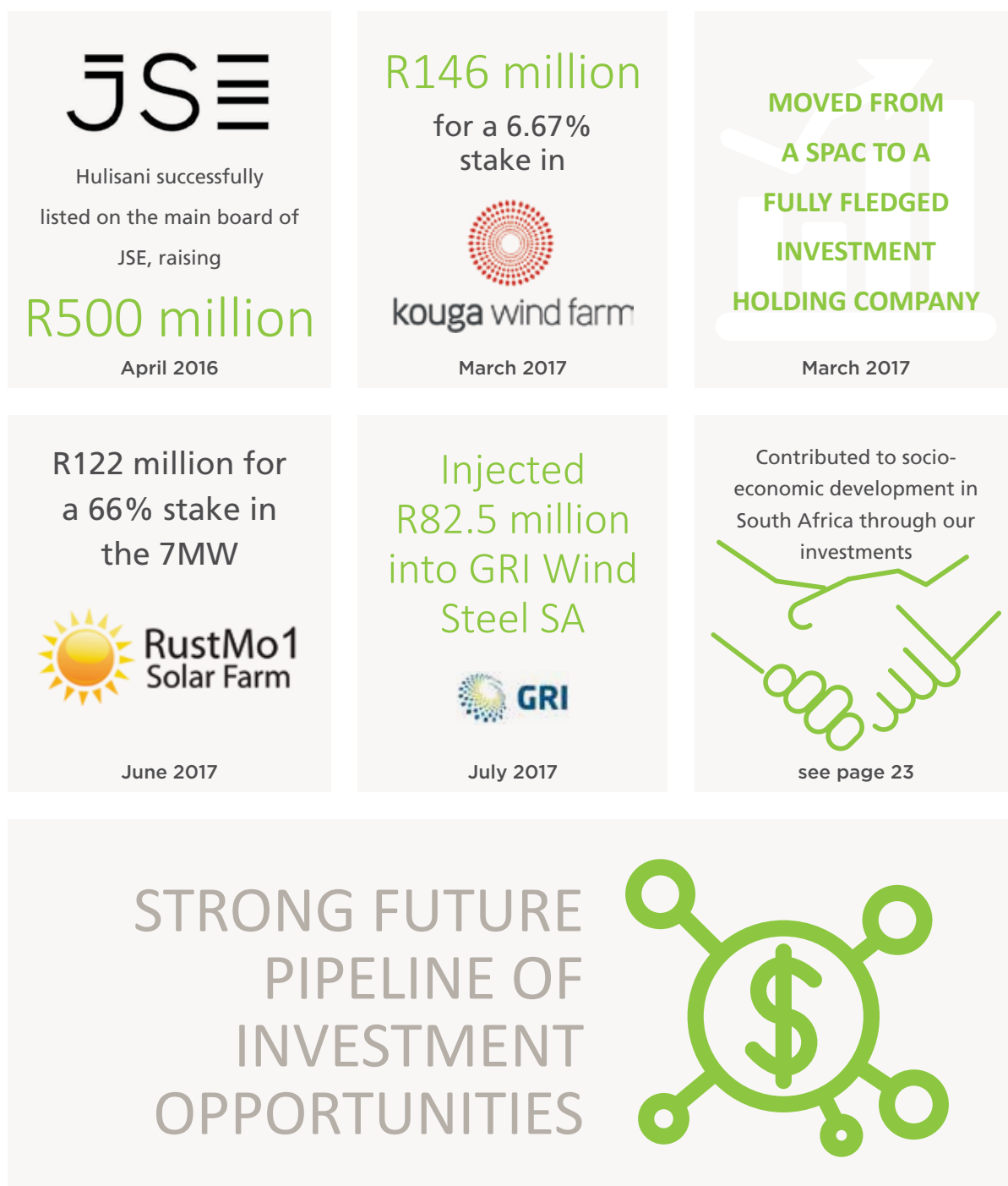
This issue was to pursue Hulisani's aim, which is to be a strategic investment vehicle that will allow investors, both individual and institutional, to gain exposure to the energy sector. In particular it aims to serve the needs of retirement funds, which seek assets with appropriate cash-flow profiles to match the long-term liabilities faced by their members.

On 22 March 2017, Hulisani acquired a 6.67% stake in Kouga Wind Farm. This investment saw Hulisani shed its SPAC status and take up its position as a fully-fledged Investment Holding Company on the JSE's main board. Since then it has successfully completed a further two acquisitions within the South African energy sector.



Highlights

Since listing on the JSE in April 2016, Hulisani has achieved the following to date (August 2017):



Our investment strategy

Our investment strategy is to acquire, or invest in, attractive energy opportunities in sub-Saharan Africa. We seek direct or indirect equity stakes in companies operating in the energy sector including energy infrastructure and manufacturing.

The assets we acquire are housed in specially incorporated project companies that are governed by a definitive set of agreements that set out how the assets will be operated, the dividend policy, as well as governance matters. It makes no difference to the dividend policy whether we hold a minority or majority shareholding.

As long-term investors, we aim to build a portfolio of geographically and technologically diversified assets, which through our listing on the JSE will provide institutional investors, as well as the man in the street, with a liquid asset that grows in value. This asset will also pay a sustainable dividend through which they can obtain exposure to the renewable and conventional energy sector. Our strategy is to give investors access to investments in the energy space and the associated benefits.

We specifically look for investment opportunities in long-term energy resources. One of the key areas where we will invest is in independent power producers in both primary and secondary opportunities.

Our initial focus is on secondary opportunities, which are investments in operating assets that have already been awarded power purchase agreements, and are generating stable and predictable cash flows. These provide stable predictable cash flows from de-risked projects that have operational performance history and pay a dividend.

Primary investment opportunities on the other hand entail partnering with reputable project developers at the bidding stage and at financial close. We invest from the financial close of the asset; however, we do not carry any development risk until that specific project has received its power purchase agreement. The risk during construction is managed through fixed-cost fixed-term construction agreements. The upside is that, because we have invested in these projects at an earlier stage in their project lifecycle, the yield is higher without any additional inherent risk.

We believe that primary and secondary developments are complementary and that the product mix of the two ensures a sufficiently diversified basket with a growing yield.

Our investments are in projects that have a guarantee mechanism behind them to ensure payment. In the case of Renewable Energy Independent Power Producer Procurement Programme (REIPPPP), there is ultimately a government guarantee that ensures payment. Furthermore, our projects are aligned to the Consumer Price Index (CPI), meaning that returns are automatically adjusted by the CPI, ensuring that real returns are not impacted by inflation. The assets in Hulisani provide investors with an opportunity to invest in an asset class that gives sustainable, long-term, real returns, which have a low correlation with what is happening in the economy.



Our investment approach

Our highly experienced board and executive team add value to the companies we invest in by offering strategic insight and solid African and global investment experience.

Hulisani looks to partner with reputable and like-minded companies and invests where we believe we can add value. We offer permanent capital in that we hold assets for the long-term, and are able to raise additional capital and debt by offering shares rather than selling assets.

Initially our focus is in South Africa, where we are establishing and building a reputation for reliability, credibility, process and trust. We will only grow into sub-Saharan Africa once a foundation has been established and growth is sustainable and sufficiently de-risked.

Opportunities range from operating assets to developing opportunities that are ready for bid.

We protect our investments by evaluating and monitoring:

Operational
performance

The return on
that investment

Counterparty
risks

Inflation beating ability
of cash flows

The quality and experience of the
management team

Environmental
considerations

The security of cash flows backed by
guarantees

The impact of that investment on
the economy, on job creation, skills
development and enterprise management

Our Directorate

as at 28 February 2017



Malungelo Headman Zilimbola (47)

Chief Executive Officer

Appointed 13 October 2015

Malungelo is the founder and Chief Investment Officer of asset management firm Mazi Capital and was CEO of Hulisani until 1 July 2017. Malungelo has more than 17 years of investment management experience working with leading financial services organisations including Investec and RMB.

Determined to showcase black talent within the financial services industry, he founded Mazi Capital in 2006 as a platform for driving transformation whilst not compromising on excellence and investment returns. Mazi now has 25 black professionals on the team ranging from actuaries and engineers to accountants and statisticians. The team manages R41 billion in hedge funds, unit trusts and segregated institutional funds. In his capacity as CIO he oversees the investment management and strategic direction of Mazi Capital.

Malungelo holds an Honours degree in Quantity Surveying and Finance.



Marubini Eugene Raphulu (42)

Chief Investment Officer

Appointed 13 October 2015

Marubini has extensive deal-making and investment experience in Africa's energy sector. He is focussed on driving Hulisani's investment strategy, drawing on 15 years of corporate commercial experience. Marubini left his role as Senior Principal in the Investment Banking Division at Nedbank, to pursue his keen interest in the development of industries involved in the energy sector. He started Medupi Capital, focusing on Principal Investments and Advisory in the Energy Sector, which then partnered with Mazi Capital to create Hulisani in 2015.



Mark Adrian Booysen (56)

Chief Financial Officer

Appointed 11 February 2016 (resigned with effect from 1 August 2017)

Mark is a qualified CA (SA) who completed his articles with Price Waterhouse. Following completion of his articles, Mark developed a strong career in the banking sector, initially with Allied Bank and then with Rand Merchant Bank, Barclays Bank Plc and First National Bank. He has since gained further experience in the specialised investment area. Mark has a very strong understanding of corporate, investment & private banking products and functions and is particularly strong in the specialised structured and corporate finance solutions.

He has strong knowledge of local and African banking environments. He has excellent relationship management skills and enjoys interacting with clients. This is coupled with exceptional leadership skills. Mark has served on FirstRand's Enterprise Development Investment Committee as a member to determine the fund's investment into various enterprise development opportunities as presented by Edge Growth Fund Managers.



Patilizwe Caswell Mdoda (61)

Independent non-executive Chairman

Appointed 11 February 2016

Pat is a seasoned executive who served at executive level in various blue chip companies. He has held executive positions at South African Breweries, Edgars Consolidated Group (Edcon) and Kumba Resources Limited (Kumba Resources). He also served as a member of the South African Petroleum Industry Association (SAPIA) Board of Governors. His contribution to the growth of Royale Energy as a board member and chairman of the Group is one of his career highlights, having participated in the deal structuring and fundraising for the transaction that turned Royale into a multi-billion-Rand revenue company, before exiting and selling his PYUTAZ Family Trust equity as part of the sale of the company to the Police and Prisons Civil Rights Union (Popcru).

Pat has a strong understanding of empowerment having been part of the committee that selected the participants in the Kumba Resources transaction, that resulted in the development of Exxaro Resources Limited. He has extensive networks interfacing at senior level in both government and with captains of industry.

Founder and former chairman of Royale Energy Group, Pat holds a Bachelor of Commerce (B.Comm.) degree from the University of Transkei, an MBA from University of Natal and a Certificate in International Relations from Indian Foreign Ministry.

Our Directorate

as at 28 February 2017 (Cont.)



Asanda Vuyolwethu Notshe (36)

Non-independent non-executive

Appointed 13 October 2015

As Mazi Capital's Fund Manager, Asanda has an impressive 12 years' financial services experience as a Research Analyst and Portfolio Manager in pensions, banking and investment management. He was formerly an Actuarial Analyst at Alexander Forbes, Business Analyst at RMB Private Bank and Head of Product Development at Stanlib.

Asanda holds a Bachelor of Business Science in Actuarial Science and is a Fellow of the Institute of Actuaries and The Actuarial Society of South Africa.



Minute Fhedzisani Modau (41)

Independent non-executive

Appointed 11 February 2016

A registered professional engineer, Fhedzisani is currently a consultant at Mothee Consulting and has more than 14 years' experience in the engineering sector, with a particular interest in oil, gas and power. He has had the pleasure of working in a number of countries across Europe, South East Asia, the United Kingdom and United States, as well as many African countries. Showcasing his academic and professional background, Fhedzi's published works can be found in the Institute of Electrical and Electronics Engineers (IEEE) Transactions of Power Systems, and the South African Journal of Human Resource Management.

Fhedzisani holds a BSc Degree and an MBA.



Noluthando Primrose Gosa (54)

Independent non-executive

Appointed 11 February 2016

Noluthando is a former investment banker turned entrepreneur; she has held various directorships at some of South Africa's leading financial services organisations. She is an independent non executive director of ArcelorMittal SA and Investec Asset Management. Noluthando is a member of the Institute of Directors of South Africa, the Business Women's Association and is a former Commissioner of the National Planning Commission.

Noluthando earned an MBA from the University of New Brunswick in Canada.



Dudu Rosemary Hlatshwayo (53)

Independent non-executive

Appointed 11 February 2016

Dudu has over twenty years' solid business management experience across a broad range of areas including corporate finance, business process reengineering, organisational design, corporate strategy development, business planning, change management and programme and project management. She was previously a Partner at Ernst & Young, Director in the Corporate Finance Division of Andisa Capital, Product Manager at ABSA Bank, Group Executive at Transnet and Product Manager at Telkom. Dudu also founded management consulting business, Change EQ, in 2006.

Dudu received an MBA from the University of South Africa.

Our Directorate

as at 28 February 2017 (Cont.)



Harald Schaaf (66)

Independent non-executive

Appointed 14 April 2016

Harald has over 25 years' experience in the fields of mechanical engineering and material science. He has extensive project management experience leading a diverse range of energy projects across various continents, whilst employed by Lahmeyer International GmbH and UCI Utility Consultants International. He is currently the South African Director for Uniper SE, and has previously served as Technical Project Manager in the development of various coal and gas-fired power stations in both Germany and the United Kingdom. Prior to this he has served across a variety of roles in a diverse range of countries.

Harald holds a Master of Science from Fachhochschule Osnabrück. He completed a programme for Executive Development (PED) at IMD Lausanne.

New appointments

as at 1 July 2017

Malungelo Headman Zilimbola (46)

Non-independent non-executive Director

Member of Audit and Risk Committee

Marubini Eugene Raphulu (42)

Chief Executive Officer

Minute Fhedzisani Modau (41)

Chief Investment Officer

Member of Audit and Risk Committee

Masibulele Dem (38)

Chief Financial Officer

Appointed 1 July 2017 (replaces Mark Booysen)

Masibulele is a Chartered Account with extensive financial services experience, for over 15 years he worked with leading financial services organisations including KPMG, Barclays, Standard Bank, Mazwe Financial Services and Africa Rising Capital. Previously Masibulele was the chief financial officer at Mazwe Financial Services. His expertise includes financial management and investment banking, all skills that provide him with the experience necessary to be the CFO of Hulisani. He is passionate about finance and investments and has a particular interest in the energy sector of sub-Saharan Africa.

Masibulele holds a B.Com from UCT and a B.Com (Honours) from the University of Natal.

Professor Ben Marx (53)

Independent non-executive Director

Audit Chairman

Appointed 1 July 2017 (replaces vacant position held by Minute Fhedzisani Modau)

Professor Marx is the Head of Department at the Department of Accountancy, University of Johannesburg. His extensive experience includes accounting and auditing, corporate governance and sustainability, social and ethics committees; and Board governance in general. He is a member of many boards, institutions and associations and has 15 years extensive practical and commercial experience.

He qualified as a Chartered Accountant in 1989, obtaining an overall 3rd place. He completed his articles at Deloitte in 1992 and went on to become Senior Lecturer followed by Associate Professor at University of the Free state, culminating in his current Professorial position at University of Johannesburg. During his career he has received numerous accolades including: The Southern African Accounting Association Accounting Research Award (2011) and The University of Johannesburg Vice Chancellor's Distinguished Educator Award (2011). He was also awarded an honorary membership as Fellow of the Institute of Chartered Secretaries in South Africa in recognition for contribution to field of governance. Since 2013 he has been a panellist of the CFO of the year awards in South Africa.

Professor Marx's qualifications include DCom in Auditing (2009) and MCompt in Auditing (1993). His Doctoral thesis on Audit Committees was published internationally in 2010.



LEADERSHIP REVIEW



Message from the Chairman

Contributing to sustainable economic growth through investment in energy



I am pleased to present Hulisani's annual report for 2017.

Hulisani is proud to be at the centre of enabling improved energy availability in sub-Saharan Africa. We believe that sustainable power plays a critical role in economic development and that it is intrinsically linked to sustainable economic growth, which is fundamental for Africa's successful future.

While Africa is blessed with huge solar, wind and hydropower resources, over 640 million people on the continent do not have access to electricity. Through our investments in the energy sector, we are committed to changing this by helping deliver sustainable energy and, as a result, economic growth in the region.

Delivering on our strategy

Hulisani's focus is on catering for investor demand for energy assets, specifically in South Africa, and generally in greater sub-Saharan Africa. In April 2016 we listed on the Johannesburg Stock Exchange and successfully raised more than R500m for energy investments.

Our primary focus over the past 12 months has been to ensure our transition from a Special Purpose Acquisition Company (SPAC) to a fully-fledged Investment Holding Company on the JSE's main board. This was achieved following the conclusion of our investment in Kouga Wind Farm on 22 March 2017. Although this fell outside of the current reporting period, the groundwork for its successful conclusion was completed during the financial year and we are proud to report on its successful completion within a year of listing.

Our strategy remains to source, evaluate and invest in sustainable, long-term cash-yielding assets across the African continent and to build a portfolio of geographically and technologically diversified assets, which through our listing, will provide institutional investors with a liquid investment in which they can get exposure to the renewable and conventional energy sector.

Our investments in the energy economy not only provides stakeholder returns but enables job creation across all employment sectors, including construction, engineering, operations, technology and professional services, in both rural and urban communities. We are

in agreement with think tanks, local and global bodies that indicate that energy use also correlates with accelerating technology progression, closing the income gap, reducing pollution and eradicating poverty.

Enabling sustainable power is therefore paramount, however we know that the continent must reduce its carbon intensity and energy intensity by diversifying its energy mix so we are not overly exposed to rising oil and gas prices.

The case for renewable energy

Energy is a key driver for Africa's economic growth prospects, but requires investments that cannot be provided by public financing alone. Public sector funding partners and major donor countries are helping African countries find ways to break down barriers to private investment for vital renewables industries, and examples of success are beginning to emerge.

Increasingly investors are seeking green options and are mandated by funds to invest in clean energy. According to the International Energy Agency (IEA), after 2020, hydrogen, nuclear and renewable sources will take a more prominent role in world energy production. Today and until then, however, oil, gas and coal will supply more than 85 per cent of the world's energy.

Renewable energy has been identified as one of the principal catalysts of the socio-economic development on the continent. With access to abundant renewable energy resources, Africa has the opportunity to leapfrog to modern renewable energy - unlocking huge economies of scale, and offering substantial benefits for equitable development, local value creation, energy security, and environmental sustainability.

The African Development Bank, one of the financial institutions investing in the development of energy infrastructures on the continent, emphasises a need to mobilise further resources to develop the wind energy market.

So what does this mean for policy-makers?

It means policy makers face a choice: do they focus on dirty, often expensive and insecure fossil fuels, or do they embrace the continent's massive renewable energy potential? The decisions they take today will have a lasting impact on the continent.

To enhance security of energy supplies, policymakers need to ensure three main elements are in place. Firstly, physical infrastructure must be installed to allow delivery of energy to the end-user. Secondly, as a continent, we must diversify the fuels we use so we're not overly exposed should there be an interruption in the supply of one fuel. Thirdly, we must reduce our reliance on imported fuels.

The need for policy certainty

Following the initial successful bid rounds of the Renewable Energy Independent Power Producer Procurement Programme (REIPPPP), which saw South Africa rapidly become a global leader in renewable energy, it is regrettable to see this sector stall. We would welcome an alignment in terms of communication and action between the Department of Energy and state utility (Eskom) to ensure that commitments by government are executed timeously in order to reignite this promising and exciting sector.

The REIPPPP has been a significant driver of foreign direct investment (FDI) with the programme accounting for 86 per cent of South Africa's overall FDI flows in 2014. We believe that renewed policy certainty in the sector will positively contribute to investment flows, as well as see the future plans of manufacturers of wind towers and solar photovoltaic panels become a reality.

We are nevertheless encouraged by recent news that the government has made commitments to pursue the lowest-cost electricity mix, and are encouraged by the framework outlined for re-establishing policy certainty for the sector and for independent power producers (IPPs). As part of the government's 14-point economic stimulus plan it was announced in July 2017 that a review into the pace and scale of adding new generation capacity would be finalised by August 2017. Further, a 'lowest cost', Integrated Resource Plan (IRP) for electricity will be finalised by February 2018, this will take into account 'extensive comments received during public consultation'. We see this as positive news.

So what does this mean for Hulisani?

We believe that Africa is open for investment in energy in an extraordinary way.

The continual drop in pricing of renewables over the REIPPPP's bid windows underpins the case for renewables role in South Africa's energy mix. This is positive news in line with the investments Hulisani made in the renewable energy sector in 2017.

Africa remains an attractive option for energy investors like us who should not be intimidated by the political and economic problems of the past. Increasingly, our continent is characterised by far more transparency, accountability and good governance than a decade ago. And while we circumnavigate current challenging economic conditions in South Africa, we remain positive that the energy sector is a good investment opportunity given the ever-growing demand for sustainable power.

The International Energy Agency (IEA) says investment in sub-Saharan energy supply has been growing, however the majority has been aimed at developing resources for export. Grid-based power generation capacity continues to fall very far short of what is needed, and half of it is located in just one country, South Africa.





For Hulisani, our investments will help increase access to energy and will help unlock faster economic and social development in sub-Saharan Africa. We believe that investing in energy projects and initiatives can make a real difference in our continent's economies, and will fuel job creation and social development.

Our commitment to good governance

Hulisani is committed to good governance. Our commitment goes beyond compliance; our directors recognise that good governance is key to delivering shareholder value in the long-term. The independence of our Board ensures that the interests of all our stakeholders and shareholders are considered equally important. We are committed to engaging with all our shareholders when it comes to upholding governance norms and in order to ensure our strategic focus.

Changes to our Board

We made new executive appointments and changes to the composition of our Board following Hulisani's reclassification as an investment entity. Although these occurred after our reporting period, we would like to report that the primary motivation for the changes was to ensure we have the best blend of skills in place to achieve continued growth and the optimisation of shareholder value going forward.

Marubini Raphulu, our chief investment officer, former investment banker and attorney, has been appointed as chief executive officer. Independent non-executive director, Fhedzisani Modau, will succeed Raphulu as chief investment officer in an executive directorship position.

Professor Benjamin Marx was appointed as an independent non-executive director of the Board to fill the vacant position held by Modau. Marx will also chair the Hulisani Audit Committee.

Masibulele Dem has taken over as chief financial officer, replacing Mark Booysen who resigned as chief financial officer of the company with effect from 1 August 2017 to allow for a smooth handover to Masibulele Dem. Former CEO Malungelo Zilimbola has joined the Board in a non-executive role.

All appointments were effective from 1 July 2017.

With thanks to all our stakeholders

I wish to thank my fellow directors and management team for their untiring commitment to and enthusiasm for the company. I would like to express my sincere appreciation for the significant efforts made by our team of dedicated employees. Lastly, I wish to thank the various stakeholders who have contributed to our successful development.

Pat Mdoda
Chairperson

Message from the CEO

A vision becomes a reality



On 7 April 2016, Hulisani successfully listed on the main board of the Johannesburg Stock Exchange (JSE) as a Special Acquisition Company (SPAC). Hulisani issued 50,000,000 shares at R10 per share, raising R500 million. This issue was to pursue Hulisani's aim to be a strategic investment vehicle for retirement funds that are seeking assets with appropriate cash-flow profiles to match long-term liabilities faced by the retirement fund's members.

Investment Holding Company status achieved

We are pleased to report that Hulisani acquired a 6.67% stake in Kouga Wind Farm on 22 March 2017. While this falls after the current reporting period, we are proud of reaching this significant milestone, which achieved two key objectives. The first being the acquisition of a quality investment and the second allowing Hulisani to shed its SPAC status and take up its position as an Investment Holding Company, on the JSE's main board.

Hulisani's goals are to build a portfolio of geographically and technologically diversified assets, which through our listing will provide institutional investors, and the man in the street, with a liquid investment, which appreciates in value and pays a sustainable dividend, through which they can get exposure to the renewable and conventional energy sector.

Growing our portfolio

Since the R146 million Kouga Wind Farm investment, a further two investments were made in the South African energy sector. While these were not concluded during the reporting period they are worth noting as they give insight into how our investment strategy is unfolding.

In June 2017, Hulisani acquired a 100% stake in Momentous Technology for R122 million. Momentous owns Rustmo1, a 7MW solar photovoltaic (PV) plant that became South Africa's first operational renewable energy project under the Renewable Energy Independent Power Producer Procurement Programme (REIPPPP) when it was connected to the grid in November 2013. Through this acquisition, Hulisani has effective control of the solar farm (66%).

Our third deal, concluded in July 2017, involves us effectively injecting R82.5 million into wind tower

manufacturer GRI Wind Steel SA. The company, which opened its first South African factory in Atlantis Cape Town three years ago is part of a corporation that sources wind towers for customers from 13 factories around the world. GRI Wind Steel SA is properly capitalised and has a good order book for the next five years. It is worth noting that the assets we acquired are housed in specially incorporated project companies that are governed by a definitive set of agreements that set out how the asset will be operated, the dividend policy, as well as governance matters. It makes no difference to the dividend policy whether we hold a minority or majority shareholding.

Please see Our Investment Overview on page 22 for further information on these investments.

Our financial performance during the period

During the year in review, Hulisani earned interest income of R25.7 million. This was earned against expenses of R31.7 million. While this resulted in a loss of R6 million, included in the expenses were the once-off costs of the listing fee of R2.4 million and escrow safe custody fees of R2.6 million as well as a VAT charge of R2.9 million which cannot be recovered as Hulisani is an investment holding company. Hulisani assessed more than 30 transactions in the past financial year, which typically take six to eight months to assess. In addition, the acquisition made in March, incurred costs of R1.2 million, which were expensed in the current year, while income from the acquisition will only be realised in the 2018 financial year. Notwithstanding these costs or the timing of these costs, Hulisani posted a loss of 13 cents per share, with headline earnings per share showing a loss of 1 cent per share. The net asset value per share at the 28 February 2017 is R9.88 per share. Total cash and cash equivalents, as at the 28 February 2017 was R498.6 million. We believe that the true effect of cost in assessing the various transactions will come through when we conclude further transactions in our pipeline in the current year.

The African opportunity

Through these acquisitions, we are realising our vision that a proper functioning energy sector is vital to ensuring Africa reaches its full potential. Economic and social development in sub-Saharan Africa hinges critically on fixing the energy sector and we are excited to be in the mix.

The International Energy Agency's (IEA) World Energy Outlook series, found that sub-Saharan Africa's energy resources are more than sufficient to meet the needs of its population, but that they are largely under-developed. Our investment strategy is well suited to tap into this significant opportunity and to meet the growing need for sustainable power in the region. At Hulisani, we are learning that while the roadmap to economic growth differs somewhat for each country, these road maps share a formula for success where policy and economic development



actions work together across three fronts: stimulating demand for clean energy products and services, seeding innovation in clean energy solutions and recruiting and supporting new enterprises, jobs, and workforce skills in clean energy. Further, infrastructure is critical for the success of the energy mix in which we are playing a part. Energy is the lifeblood of any economy.

Outlook

There have been delays and uncertainty in the South African energy space over the previous 24 months. However, the South African government is showing some positive signs regarding the provision of energy policy certainty, which is encouraging. The commitment to proper governance at Eskom is encouraging. We believe that this is critical to return the renewable energy sector to its previous levels of success. Once there is policy certainty across government departments business will have more confidence to invest. However, there are sufficient transactions in the completed projects for Hulisani to continue to grow with a realisable pipeline of R2 billion in the completed projects.

In line with our strategy to develop a diversified portfolio of energy assets in South Africa and sub-Saharan Africa, we aim to raise a further R4 billion in the year ahead and are focused on achieving this. This will be deployed against the pipeline of completed assets and when policy is certain, Hulisani has a further pipeline of projects that are ready to bid or already bid.

Other focus areas include increasing Black Economic Empowerment participation in the South African energy sector. We are also committed to making energy assets affordable to ordinary people and as such are investigating running a retail scheme which will give ordinary people an opportunity to invest in Hulisani and raise our BEE ownership level above 51 per cent.




With thanks to our stakeholders

Our appreciation and gratitude is due to all our stakeholders for their support during our first year of operations. I wish to thank my Board and Executive Committee for their commitment during this time and their dedication to good governance.

Malungelo Zilimbola
Chief Executive Officer

Investment overview

Hulisani concluded its first investment (Kouga Wind Farm) on 22 March 2017. Since then it has concluded a further two investments – Rustmo1 Solar Farm (June 2017) and GRI Wind Steel (July 2017). While these were concluded after the reporting period, an overview of these has been included to provide insight into how Hulisani is delivering on its investment strategy.

Asset	Deal concluded	Investment made
<p>Kouga Wind Farm</p> 	<p>March 2017</p>	<p>Hulisani acquired a 100% shareholding of both Red Cap Investments (Pty) Ltd and Eurocape Renewables (Pty) Ltd. Both companies collectively own 6.67% in the 80MW Kouga Wind Farm located in the Eastern Cape. There are opportunities to acquire more equity and to improve the operation of the asset.</p>
<p>RustMo1 Solar Farm</p> 	<p>June 2017</p>	<p>Hulisani acquired a 100% of the issued ordinary shares in Momentus Technologies (Pty) Ltd, a holding company that owns the majority stake (66%) in Rustmo1, a 7MW solar PV farm in the North West province. Rustmo1 was developed by Momentous and is being operated by Juwi Renewable Energies Proprietary Limited.</p>
<p>GRI Wind Steel South Africa</p> 	<p>July 2017</p>	<p>Hulisani acquired an indirect 12.5% stake in GRI Wind Steel South Africa (Pty) Ltd (GRI WSSA) by taking 50% of the shares of PeleSPV13, part of Pele Green Energy, for R41.25m. Pele intends to take 25% of GRI Wind Steel. Hulisani will also inject R41.25m into Pele198 in the form of preference shares to enable Pele198 to buy the other 12.5% in GRI Wind Steel through taking the other 50% of PeleSPV13.</p>

Size of deal

R146 million
for a 6.67% shareholding
in Kouga Wind farm

About our investment

Kouga Wind Farm located in the Kouga Region of South Africa's Eastern Cape province, is an 80MW renewable energy wind project. Commercial operation of the wind farm commenced on the 17th of March 2015. Kouga Wind Farm was awarded a twenty-year power purchase agreement with Eskom backed by a government guarantee in Round 1 of South Africa's Renewable Energy Independent Power Producer Procurement Programme (REIPPPP) which is adjustable by CPI. With its 32 turbines it delivers 80MWs of grid-connected capacity in the quest to power the country's low-carbon future. It has also brought a wide range of positive benefits to the Kouga region, which has a history of limited local energy generation, by significantly enhancing energy security for business, farmers and the community while at the same time adding to local economic development. The forecast economic development spend in the community is R800 million over the twenty-year lifespan of the project. In addition more than R3 million is being spent on road upgrades in the area. The project made use of 15 locally based small to medium enterprises during construction and employed more than a thousand workers, providing them with valuable skills for future employment. There are further opportunities to upgrade this asset and to acquire further equity. The project is operational and is paying bi-annual dividends.

R122 million
stake in Momentous
Technology, a holding
company that owns
66% of Rustmo1

Rustmo1 is a solar PV farm located in South Africa's North West province. Rustmo1 is a utility-scale solar farm with an installed capacity of 7MW capable of generating more than 12.5 kWh hours annually. Rustmo1 was one of the 18 solar PV power plants constructed in the first round of REIPPPP and become the country's first operational renewable energy project under REIPPPP when it connected to the grid in November 2013. The project has already been outperforming its original operational parameters. Rustmo1 was awarded a twenty-year power purchase agreement with Eskom backed by government guarantee in Round 1 of REIPPPP. The project is operational and pays a bi-annual dividend.

R82.5 million
into wind tower
manufacturer GRI Wind
Steel SA through
PeleSPV13 and Pele 198

GRI Wind Steel South Africa (GRI WSSA), which opened its first South African factory in Atlantis Cape Town three years ago is part of GRI, a Spanish company that sources wind towers for customers from 13 factories around the world. The acquisition provides Hulisani with vertical integration into the wind farm supply chain by providing local content to South African operators and, through the relationship with GRI, by getting access to the ever-growing international demand for components to the wind generation industry. A significant portion of GRI WSSA's order book is for overseas clients, which through the relationship with GRI is anticipated to grow. The goal of GRI WSSA is to provide the local and international market with wind towers (it will supply more than 150 towers per year) thus contributing to the strong development of renewable energy in South Africa. The facility has also created more than 300 jobs of which approximately 250 are from Atlantis and the surrounding area. The area where GRI WSSA is situated is in the proposed Atlantis special economic development zone (SEZ). The Atlantis SEZ is set to be developed as a green technology hub, companies within the SEZ qualify for special incentives which include: a preferential corporate tax rate of 15%, tax deductible investment allowances of up to R550 million and tax deductible training allowances of R36,000 per full time employee up to R30 million. The benefits of being in a SEZ will further enhance the returns of GRI SSA.



GOVERNANCE & SUSTAINABILITY

Corporate governance

The Board of Directors

The Board is committed to ensuring that the Company is governed appropriately. The Board recognises the responsibility of the Company to conduct its affairs with prudence, transparency, accountability in a responsible manner as a good corporate citizen. The Company complies with the provisions of the Companies Act, and the JSE Listings Requirements, and the principles of the Code of Corporate Governance Principles and Practices as recommended in the King Report on Governance for South Africa 2009 ("King Code"). The following directors were appointed during the reporting period.

Name	Nationality	Appointment
Asanda Vuyolwethu Notshe*	South African	Appointed 13 October 2015
Marubini Eugene Raphulu#	South African	Appointed 13 October 2015
Malungelo Headman Zilimbola#	South African	Appointed 13 October 2015
Mark Adrian Booysen#	South African	Appointed 11 February 2016
Patilizwe Caswell Mdoda^	South African	Appointed 11 February 2016
Minute Fhedzisani Modau^	South African	Appointed 11 February 2016
Noluthando Primrose Gosa^	South African	Appointed 11 February 2016
Dudu Rosemary Hlatshwayo^	South African	Appointed 11 February 2016
Harald Schaaf^	German	Appointed 4 April 2016

* Non-executive, non-independent

Executive

^ Non-executive, independent

The Board has nine Directors, comprising six non-executive Directors and three executive Directors. Of the six non-executive Directors, five are independent. No individual Director has unfettered powers of decision-making.

Any new appointment of a Director will be considered by the Board as a whole. Currently, the appointment of separate Nominations Committee is not warranted. The appointment process will involve considering the existing balance of skills and experience, and a continual process of assessing the needs of the Company.

Responsibility for running the Board and executive responsibility for conducting the business of the Company are differentiated. Patilizwe Caswell Mdoda, an independent non-executive Director, is the chairperson of the Board and Malungelo Headman Zilimbola, an executive Director, is the chief executive officer. The roles of the chairman and chief executive officer are thus separate and clearly defined. The chairman is responsible for leading the Board, ensuring its effectiveness and setting its agenda. The chief executive officer leads the executive team in running the business of the Company.

Mark Adrian Booysen was the chief financial officer (as at 28 February 2017) of the Company. Annually, the audit and risk committee will evaluate the expertise and experience of the chief financial officer. The audit and risk committee has currently satisfied itself of Mr Booysen's expertise and experience as chief financial officer. Mark Booysen has since resigned (effective 1 August 2017) and has been replaced as chief financial officer by Masibulele Dem. The audit and risk committee has evaluated the expertise and experience of Masibulele Dem and is satisfied that he has both the expertise and experience to take over the role (see p15).

Board committees

The audit and risk committee members are:

Fhedzisani Modau (Chairperson, independent non-executive)

Harald Schaaf (Independent non-executive)

Noluthando Gosa (Independent non-executive)

The audit and risk committee consists of three independent non-executive directors. Following Hulisani's migration to the JSE main board (March 2017) this committee will meet at least twice a year and shall be responsible for performing the functions required of it in terms of section 94(7) of the Companies Act and the other functions in terms of its mandate.

The remuneration committee members are:

Harald Schaaf (Chairperson, independent non-executive)

Patilizwe Mdoda (Independent non-executive)

Dudu Hlatshwayo (Independent non-executive)

Corporate governance (Cont.)

The role of the committee is to provide guidance and support to the Board in fulfilling its responsibilities to shareholders, employees and other stakeholders by ensuring that the employees of the Group are appropriately and equitably compensated for their services, and motivated to perform to the best of their abilities. The Committee conducts research and engages in benchmarking so as to provide guidance to the Board. The Remuneration committee currently assumes the role of Remuneration and Nominations committee. Our remuneration policy is available online at www.hulisani.co.za/investment-info/.

The social and ethics committee members are:

Dudu Hlatshwayo (Chairperson, independent non-executive)

Fhedizisani Modau (Independent non-executive)

Patilizwe Mdoda (Independent non-executive)

The social and ethics committee consists of three non-executive directors, a majority of whom are independent. This committee will meet at least twice a year and shall be responsible for performing the functions required of it in terms of section 72(4) of the Companies Act and the other functions in terms of its mandate. Our social and ethics committee report is available online at www.hulisani.co.za/investment-info/.

The Company is confident that the various committee members are qualified to sit on the aforementioned committees. For more detail on their qualifications and skill sets please refer to the Director's biographies on pages 10 to 15 of this Annual Report.

Board and Committee attendance

Board meetings held in September 2016, November 2016 and February 2017.

Audit and Risk (A&R) meeting held in February 2017.

Social and Ethics (S&E) meeting held in November 2016.

Remuneration meetings only commenced post year end.

Capacity	Name of Member	Board meetings	A&R	S&E
Chairperson	Mdoda, Patilizwe Caswell	3/3		1/1
Independent, Non-Executive	Schaaf, Harald Heinz	3/3	1/1	
Independent, Non-Executive Chairperson A&R	Modau, Minute Fhedzisani	3/3	1/1	0/1
Independent, Non-Executive Chairperson S&E	Hlatshwayo, Dudu Rosemary	3/3		1/1
Independent, Non-Executive	Gosa, Noluthando Primrose	2/3	1/1	
Executive	Booyesen, Mark Adrian	3/3		
Executive	Raphulu, Marubini Eugene	3/3		
Executive	Zilimbola, Malungelo Headman	3/3		
Non-Independent, Non-Executive	Notshe, Asanda Vuyolwethu	2/3	1/1	

Board diversity

Hulisani prides itself in the diversity of its Board, which is reflective of the demographics of the country in terms of race. We adopted a gender diversity policy in November 2016. The Board committed to appoint at least one female to the board by the end of 2016. It has appointed two female directors and the policy will be reviewed by the Board in November 2017. Hulisani is committed to gender equality and diversity and this informs the future appointment of Directors in accordance with the JSE Listing Requirements on the promotion of gender diversity (paragraph 3.84(k)). The Board is committed to monitoring the Company's performance in meeting these requirements.

Secretarial duties

ER Goodman Secretarial Services CC is the Company Secretary, duly appointed by the Board in accordance with the Companies Act. The Board considered and is satisfied that the individuals who perform the company secretary role, and the members of ER Goodman Secretarial Services CC are properly qualified and experienced to competently carry out the duties and responsibilities of company secretary and that there is an arm's-length relationship between itself and the company secretary.

The King Code

The Company, and the Board, is committed to effective corporate governance, and the need to conduct the business of the Company in a manner which upholds the principles of responsibility, accountability, fairness and transparency advocated by the King Code. The Board has already embarked on a process to fully implement the King IV principles and is fully committed to enhance its corporate governance profile.

The Company currently complies with the principles of the King Report on Corporate Governance (King III) and this detail is available on our company website (www.hulisani.co.za/investment-info).

Responsibility for sustainable development

The Board accepts overall responsibility for the advancement of sustainable development with the assistance of the board sub-committees. The day-to-day responsibility is delegated to executive management. We understand our responsibility to the people who enable us to conduct business and the country in which we operate. We acknowledge that it is important to manage our economic, social and environmental relationships effectively, which should ensure a better quality of life for all our stakeholders.

As an Investment Holding Company we are actively aware of the importance of sustainability and ethical governance at the companies we invest in and, as such, we are actively advancing these principles through our shareholding and voting powers on their respective boards.

Our commitment to inclusive growth

We have recently brought in the expertise of Nicolas Marsay a leading Economic Development Advisor with over 1 GW of successful preferred bidder status projects advised on. Nicolas will assist in optimising the existing investments held by Hulisani and advising the business development team on potential efficiencies within the pipeline of future acquisitions.

The areas that Nicolas will focus on will be: sustainability, business strategy, organisational improvement, local supply chain efficiency, local economic development and maximising job creation.

Due to the nature of long-term offtake agreements, Hulisani's investments can make a sustainable economic impact, not just on the sector, but in the communities in which they operate.

The G20 recently announced that South Africa needs to invest R6-trillion by 2040 in the water and electricity sectors to plug its infrastructure investment gap and address economic and population growth between now and 2040. To meet these infrastructure development goals, the South African economy will need to re-industrialize and will require a strong local supply chain and skilled workforce to achieve this. Nicolas and the team have already started investigating new agricultural solutions which could have a sustainable long term impact on the local economy.

Not only could these initiatives create a large number jobs, they could go a long way in ensuring that communities have certain degree of food security. The ownership of these agricultural hubs will be held by the local communities.

This is a demonstration of Hulisani's commitment to the concept of inclusive growth.

Assurance

Management assurance is provided in the initial years. We are committed to ensuring that the non-financial information provided in this annual report is accurate. It is believed that the expectations reflected in this statement are reasonable, but they may be affected by a wide range of variables that could cause actual results to differ materially from those currently anticipated.



ANNUAL FINANCIAL STATEMENTS



kouga wind farm



Directors' responsibility statement

The directors are responsible for the preparation and fair presentation of the annual financial statements of Hulisani Limited, comprising the statements of financial position at 28 February 2017, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and the notes to the financial statements which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and the directors' report.

The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and for maintaining adequate accounting records and an effective system of risk management.

The directors have made an assessment of the ability of the company and its subsidiaries to continue as going concerns and have no reason to believe that the businesses will not be going concerns in the year ahead.

The auditor is responsible for reporting on whether the financial statements are fairly presented in accordance with the applicable financial reporting framework.

Approval of the annual financial statements

The annual financial statements of Hulisani Limited, as identified in the first paragraph, were approved by the Board of directors on 31 May 2017 and signed by:



Malungelo Zilimbola
Chief Executive Officer
Authorised Director



Pat Mdoda
Chairman
Authorised Director

Preparer of financial statements

Hulisani Limited's financial statements for the period ended 28 February 2017 have been prepared under the supervision of the chief financial officer, Mark Booysen CA (SA) and audited in compliance with the Companies Act of South Africa.



Mark Booysen CA (SA)
Chief Financial Officer

Statement of Company Secretary

In my capacity as Company Secretary, I hereby certify that for the year ended 28 February 2017, the Company has filed all such returns and notices as are required by the Companies Act 71 of 2008 and that all such returns and notices appear to be true, correct and up to date.



Yolandi Van Zweel
ER Goodman CC
Company Secretary
31 May 2017

Directors' report

for the year ended 28 February 2017

The Directors have pleasure in presenting their report for the year ended 28 February 2017.

Nature of the business

Hulisani Ltd. ("the Company") was incorporated on 13 October 2015 as an investment holding company focused on energy projects ranging from Coal and Gas to Solar PV, Concentrated Solar, Wind and Hydro, in South Africa and in Sub-Saharan Africa.

On 7 April 2016, the Company successfully listed on the Main Board of the JSE as a Special Acquisition Company (SPAC) when it privately placed 50,000,000 shares at R10 a share, raising R500 million.

Hulisani lost its SPAC status on 22 March 2017 when it successfully acquired a viable acquisition in the form of a 6.67% interest in the Kouga Wind Farm, situated in the Eastern Cape. The company is listed and trades as an investment holding company on the Main Board of the JSE.

Share capital and shareholders

As at the 29 February 2016, Hulisani had issued share capital of 20 shares. In anticipation of the listing, the company passed a resolution with authority to issue up to 250 000 000 shares at an issue price of R10 per share.

The initial shareholders of Hulisani, also the promoters of the company, are ME Raphulu and MH Zilimbola. The shares are held through two companies, Pentomore Proprietary Limited and Zelmaro Proprietary Limited, each holding ten shares.

At the listing date, the company undertook a private placement of 50 million shares at an issue price of R10 each. Shareholders holding more than 5% were:

SAMWU National Provident Fund	6%
27 Four Investment Managers	6%
Government Employees Pension Fund	15%
Eskom Pension and Provident Fund	33%

Additional shares will be issued only when viable assets have been identified and whose acquisition price will exceed the cash reserves that have been acquired through the initial issue of shares.

At the reporting date, the shareholders holding more than 5% were:

Government Employees Pension Fund	44%
Eskom Pension and Provident Fund	15%

Company secretary

The company appointed ER Goodman CC as the company secretary on 15 October 2015.

Auditors

The Auditors, KPMG Inc., were re-appointed as the Auditors for the 2017 financial year at the Annual General meeting held on 14 September 2016 and will remain as Auditors until the next AGM.

Directors

The following Directors were appointed to the Board for the year in review (as at February 2017).

Name	Nationality	Appointment
Asanda Notshe	South African	Appointed 13 October 2015
Marubini Raphulu	South African	Appointed 13 October 2015
Malungelo Zilimbola	South African	Appointed 13 October 2015
Mark Booysen	South African	Appointed 11 February 2016
Patilizwe Mdoda	South African	Appointed 11 February 2016
Fhedzisani Modau	South African	Appointed 11 February 2016
Noluthando Gosa	South African	Appointed 11 February 2016
Dudu Hlatshwayo	South African	Appointed 11 February 2016
Harald Schaaf	German	Appointed 4 April 2016

The director's fees and emoluments are noted under note 7 in the notes to the financial statements.

As of 1 July 2017, the following changes have been made to the Board:

Mark Booysen has resigned and has been replaced in his capacity as chief financial officer by Masibulele Dem. Minute Fhedzisani Modau resigned as a non-executive director to take up the position of Chief Investment Officer and has been replaced as a non-executive director by Professor Ben Marx. For more information please see New appointments p15.

Audit and Risk Committee's report

for the period ended 28 February 2017

Overview

Hulisani Limited's Audit and Risk Committee is a sub-committee of the Board of Directors and in addition to having specific statutory responsibilities to the shareholders in terms of the Companies Act, it assists the Board through advising and making submissions on financial reporting, oversight of the risk management process and internal financial controls, external and internal audit functions and statutory and regulatory compliance of the company. In line with the Term of Reference (ToR) with Hulisani Limited, the Audit and Risk Committee's risk management objectives are to ensure that the Company has adequate cash resources available to execute the Company strategy of investing in power generating entities and grow sustainably to benefit all its Stakeholders, especially shareholders. In addition, the Audit and Risk Committee's risk management objectives have been for Hulisani Limited to remain true to its core values and business principles in all the activities the Company undertakes. Of higher importance, since Hulisani Limited operates in regulated environments, either it being technical and/or financial, the Audit and Risk Committee's risk management objectives are to maintain good relationships with all its regulators in the industry.

Composition

The committee consists of three independent non-executive directors. The members are MF Modau (Chair), NP Gosa and H Schaaf. During the financial year ended 28 February 2017 the audit committee met three times.

Report for the period under review

The Audit and Risk Committee, as required by Section 94 of the Companies Act, submits its report for the 2017 Financial year. The Committee is satisfied that it has complied with its legal, regulatory and other responsibilities.

The Audit and Risk Committee has discharged the functions in terms of its charter and ascribed to it in terms of the Companies Act as follows:

- Reviewed the 2017 Annual Financial statements, culminating in a recommendation to the Board to adopt them.
- Took appropriate steps to ensure that the financial statements are prepared in accordance with the Listings Requirements of the Johannesburg Stock Exchange (JSE) Limited, International Financial Reporting Standards and the Companies Act, and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates;
- Reviewed the appropriateness of the going concern basis in preparing the Annual Financial Statements;
- Considered and, where appropriate, made recommendations on internal financial controls;
- Verified the independence of the external auditor, KPMG Inc., as the auditor for the Company;
- Reviewed the external financial audit report on the Annual Financial Statements;
- Evaluated the effectiveness of the risk management process and controls; and
- Determined the nature and extent of allowable non-audit services and approved the contract terms for the provision of non-audit services by the external auditor.

Looking forward

Hulisani Limited will continue to evaluate and improve its risk management techniques and processes to build its reputation with its Stakeholders. The focus for 2017/18 is to enhance risk appetite statements, business continuity plans and further refine risk quantification methods. The Company will focus its efforts to manage and respond to emerging risks such as:

- Strengthening the committee by appointing new Board members
- Energy Policy Uncertainty
- Regulatory Changes
- Country and Political Uncertainty

Hulisani Limited is committed to building a better future within the energy industry. We have reviewed expertise, resources and experience of the company's chief financial officer and financial function and are satisfied that these requirements are adequate for the forthcoming year.



MF Modau

Head of Audit and Risk Committee

31 May 2017

Independent Auditor's report

to the Shareholders of Hulisani Limited

Opinion

We have audited the financial statements of Hulisani Limited (the Company) set out on pages 36 to 47, which comprise the statement of financial position as at 28 February 2017, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of Hulisani Limited as at 28 February 2017, its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Independent Regulatory Board for Auditors Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (Parts A and B). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Private placement transaction

Refer to Note 10 and Note 11 to the financial statements.

Key audit matter	How the matter was addressed in our audit
<p>On 7 April 2016 Hulisani Limited listed as a Special Acquisition Company ("SPAC") on the main board of the JSE.</p> <p>In a private placement, the Company issued 50 million shares, of no par value at an issue price of R10 per share. The company traded under its SPAC status for the entire year, resulting in all cash raised from the listing of R500 million to be placed into an escrow account.</p> <p>Due to the nature of the Company's operations, the private placement was considered a significant event during the current financial year which resulted in significant work effort from the audit team, therefore the private placement transaction was considered a key audit matter.</p>	<p>Our audit work included, the following:</p> <p>Assessing the bank reconciliation performed by management on the escrow account to determine the mathematical accuracy of the reconciliation and agreeing the relevant information to the bank statements and the general ledger.</p> <p>Obtaining external bank confirmations directly from the relevant banks on the escrow account and agreeing the amount to the general ledger.</p> <p>Assessing the share register to ensure all shares issued are recorded in the share register and confirming the value of the shares issued.</p> <p>Considering the appropriateness of the disclosure of this transaction in these financial statements.</p>

Independent Auditor's report

to the Shareholders of Hulisani Limited (Cont.)

Other information

The directors are responsible for the other information. The other information comprises the Directors' Report, the Report of the Audit and Risk Committee and the Statement of the Company Secretary as required by the Companies Act of South Africa and the General information and Directors' responsibility statement which we obtained prior to the date of this report, and the Annual Report, which is expected to be made available to us after that date. Other information does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the financial statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the Audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that KPMG Inc has been the auditor of Hulisani Limited for 1 year.

KPMG Inc.
Registered Auditor

A handwritten signature in black ink, appearing to read 'Loonat', is written over a circular stamp that contains a stylized logo.

Per Safeera Loonat
Chartered Accountant (SA)
Registered Auditor
Director

85 Empire Road
Parktown
Johannesburg, 2193

31 May 2017

Statement of financial position

as at 28 February 2017

	Notes	2017 R	2016 R
Assets			
Non-current assets			
Property, plant and equipment	8	2 755 595	–
Deposit lodged for a bank guarantee		350 028	–
Total non-current assets		3 105 623	–
Current assets			
Cash and cash equivalents	10	498 551 199	200
Total current assets		498 551 199	200
Total assets		501 656 822	200
Equity			
Stated share capital	11	500 000 200	200
Accumulated loss		(6 009 590)	–
Total equity attributable to owners of the company		493 990 610	200
Total equity		493 990 610	200
Liabilities			
Current liabilities			
Current portion of leave pay provision		9 422	–
Trade and other payables	13	7 656 790	–
Total current liabilities		7 666 212	–
Total equity and liabilities		501 656 822	200

Statement of comprehensive income

for the year ended 28 February 2017

	Notes	2017 R	2016 R
Administrative expenses	5.2	(18 972 827)	–
Other Expenses – investment acquisition costs	5.1	(12 760 944)	–
Results from operating activities		(31 733 771)	–
Finance income	6	25 725 932	–
Finance costs		(1 751)	–
Net finance costs		25 724 181	–
Loss before tax		(6 009 590)	
Income tax expense		–	–
Loss for the year		(6 009 590)	–
Total comprehensive loss for the year		(6 009 590)	–
Earnings per share	12		
Basic earnings per share (Rands)	12.1	(0.13)	
Diluted earnings per share (Rands)		(0.13)	
Headline earnings per share (Rands)	12.2	(0.01)	

Statement of changes in equity

for the year ended 28 February 2017

	Share capital R	Accumulated loss R	Total equity R
Balance at 29 February 2016	200	–	200
Total comprehensive income for the year			
- Loss for the year	–	(6 009 590)	(6 009 590)
Transactions with owners of the company, recognised directly in equity			
- issue of ordinary shares	500 000 000	–	500 000 000
Balance at 28 February 2017	500 000 200	(6 009 590)	493 990 610

Statement of cash flows

for the year ended 28 February 2017

	Notes	2017 R	2016 R
Cash flows from operating activities			
Loss for the year		(6 009 590)	–
Adjustments for:			
Loss arising on disposal of property, plant and equipment		412 850	–
Depreciation of property, plant and equipment		97 333	–
Finance costs		1 751	–
Finance income		(25 725 932)	–
Increase in leave pay provision		9 422	–
		(31 214 166)	–
Changes in working capital			
- increase in trade and other payables		7 656 790	–
Cash applied to operating activities		(23 557 376)	–
Cash flows from investing activities			
Finance income		25 725 932	–
Deposit lodged against a bank guarantee		(350 028)	–
Acquisition of property, plant and equipment	8	(3 265 778)	–
Net cash from investing activities		22 110 126	–
Cash flows from financing activities			
Finance costs		(1 751)	–
Proceeds from issue of share capital		500 000 000	200
Net cash from financing activities		499 998 249	200
Net increase in cash and cash equivalents		498 550 999	
Cash and cash equivalents at beginning of year		200	–
Cash and cash equivalents at end of year	10	498 551 199	200

Notes to the financial statements

for the year ended 28 February 2017

1. Reporting entity

Hulisani Limited (the "company") is a company domiciled in South Africa. The address of the company's registered office is 4th Floor, North Tower, 90 Rivonia Road, Sandton, 2196. The financial statements of the company as at and for the year ended 28 February 2017 comprise the company financial information as the company does not have any subsidiary or associate companies. The company primarily involved in Investment activities with a primary focus on energy related investments.

2. Basis of preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs), the requirements of the Companies Act of South Africa, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by Financial Reporting Standards Council. Furthermore, these statements have been compiled in terms of the listing requirements as required by the Johannesburg Securities Exchange ("JSE").

2.2 Incorporation of company

Hulisani Limited ("The company") was incorporated on 13 October 2015.

2.3 Basis of measurement

The financial statements have been prepared on the historical cost basis.

2.4 Functional and presentation currency

The financial statements are presented in South African Rand, which is the functional currency of the company and are rounded to the nearest Rand.

2.5 Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

2.6 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. These are initially and subsequently measured at fair value.

2.7 Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain and loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line basis over their estimated useful lives. Depreciation is generally recognised in profit or loss, unless the amount is included in the carrying amount of another asset.

The estimated useful lives for the current year of significant items of furniture and equipment are as follows:

Office equipment	3 - 6 years
Fixtures and fittings	5 - 10 years
Computer Equipment and software	2 - 4 years

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

2.8 Investment policy

Hulisani's investment strategy is to pursue the acquisition of, or investments in, direct or indirect equity stakes in companies operating in the energy sector.

Hulisani's investment policy and guidelines will be managed, and the investment strategy implemented, by the Board as a whole.

The investment criteria which will be used by the Board to assess investment opportunities or potential acquisitions of assets will include, amongst other criteria, the following:

- expected return;
- counterparty risks;
- inflation-beating ability of cash flows;

- quality and experience of management;
- environmental considerations; and
- geographical location primarily in Sub-Saharan Africa

Hulisani aims to be a strategic investment vehicle for retirement funds that are seeking assets with appropriate cash-flow profiles in order to match long term liabilities faced by their members.

Investment opportunities and/or the acquisition of assets will be assessed by the Board, as a whole, or where deemed appropriate, by an ad hoc investment committee (acting as a subcommittee of the Board and Audit and Risk Committee) and presented to the Board for consideration and approval, which will comprise of disinterested, independent directors and the chief investment officer.

The Board does not intend to declare dividends prior to the completion of an acquisition of Viable Assets. Hulisani may thereafter, subject to the requirements of sections 4 and 46 of the Companies Act, declare and pay dividends to Shareholders should the Board consider it appropriate in the circumstances.

2.9 Employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

3. Revenue

Revenue is related to dividend income and is derived from funds held under the escrow account.

Interest is recognised, in profit or loss, using the effective interest rate method.

4. Standards, interpretations and amendments to published standards which are not yet effective

The impact of the following new and/or revised accounting standards, amendments to standards and new interpretations are being reviewed by management and will be implemented as appropriate:

Standards, amendments and interpretations	Effective financial year end
IFRS 15 – Revenue from Contracts with Customers The standard contains a single model that applies to contracts with customers and two approaches to recognising revenue: at a point in time or over time. As the revenue of the company will be earned predominantly through dividend income from investments made and will not be contractual, this new standard will not have a significant impact on the company. The company will perform a more detailed assessment of the impact of this standard and will provide more information in the year ending 28 February 2018 financial statements.	28 February 2019
IFRS 9 – Financial Instruments This standard includes changes in the measurement bases of the company's financial assets measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss. Even though these measurement categories are similar to IAS 39, the criteria for classification into these categories are significantly different. In addition, the IFRS 9 impairment model has been changed from an "incurred loss" model from IAS 39 to an "expected credit loss" model. This standard should not have an impact on the Company based on the current year transactions. This standard will be re-assessed on a continuous basis when additional transactions occur.	28 February 2019
IFRS 16 Leases IFRS 16 was published in January 2016. It sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e. the customer ('lessee') and the supplier ('lessor'). IFRS 16 replaces the previous leases Standard, IAS 17 Leases, and related Interpretations. IFRS 16 has one model for lessees which will result in almost all leases being included on the Statement of Financial position. No significant changes have been included for lessors. The standard is effective for annual periods beginning on or after 1 January 2019, with early adoption permitted only if the entity also adopts IFRS 15. The transitional requirements are different for lessees and lessors. The company is assessing the potential impact on the financial statements resulting from the application of IFRS 16.	28 February 2019

Notes to the financial statements

for the year ended 28 February 2017 (cont.)

5. Expenses

	2017 R	2016 R
5.1 Investment acquisition costs	12 760 944	–
- relating to Red Cap and Eurocape	1 244 807	–
- industry consultancy fees	7 539 523	–
- legal fees	3 976 614	–
5.2 Administrative expenses	18 972 827	–
- depreciation of property, plant and equipment	97 333	–
- consultancy fees – professional	4 786 165	–
- listing fees	2 364 507	–
- rental of premises	1 055 394	–
- safe custody fees	2 632 997	–
- director's remuneration	1 853 337	–
- loss on disposal of property, plant and equipment	412 850	–
- directors' fees	400 000	–
- circular costs	1 475 869	–
- other expenses	3 894 375	–
	31 733 771	–
6. Finance income		
Interest receivable from cash holdings	25 725 932	–

7. Directors and prescribed officer's remuneration

Director	Services to the company paid by Hulisani R	Services to the company paid by other entities R	Total R
MH Zilimbola *	20 000	154 800	174 800
ME Raphulu	1 833 337	–	1 833 337
MA Booysen #	–	1 150 660	1 150 660
	1 853 337	1 305 460	3 158 7970

Securities in the company issued to a director, prescribed officer or a person related to them:

Director	Class of securities issued	Number of securities	Consideration received for the securities R
Issued			
MH Zilimbola *	Ordinary shares	660 010	6 600 100
ME Raphulu	Ordinary shares	1 340 010	13 400 100
		2 000 020	20 000 200

* MH Zilimbola is paid by Mazi Capital Proprietary Limited and none of his costs are recoverable from Hulisani.

Consulting fees are paid to TFT Financial Proprietary Limited who in turn remunerate MA Booysen.

8. Property, plant and equipment

	Office equipment R	Fixtures and fittings R	Computer equipment and software R	Total R
Cost				
Balance at 1 March 2016	–	–	–	–
Additions	529 074	2 566 433	170 271	3 265 778
Disposals	(206 229)	(256 616)	–	(462 845)
Balance at 28 February 2017	322 845	2 309 817	170 271	2 802 933
Depreciation				
Balance at 1 March 2016	–	–	–	–
Depreciation for the year	23 288	45 047	28 998	97 333
Disposals	(23 288)	(26 707)	–	(49 995)
Balance at 28 February 2017	–	18 340	28 998	47 338
Carrying amounts				
At 1 March 2016	–	–	–	–
At 28 February 2017	322 845	2 291 477	141 273	2 755 595

9. Deferred tax assets and liabilities

Unrecognised deferred tax liabilities

Despite the loss of R6 009 590 for the year ended 28 February 2017, a deferred tax asset was not recognised because there needs to be a taxable income earned, against which an assessed loss can be utilised and the company is satisfied that it will not be earned in the foreseeable future.

10. Cash and cash equivalents

	2017 R	2016 R
Escrow account	498 232 498	–
Bank balances	318 701	200
Cash and cash equivalents shown in the statement of cash flows	498 551 199	200

The company traded under its SPAC status for the entire year. This required that all the cash raised from the listing (R500 million) was placed into an escrow account. These funds under escrow, could only be accessed as either a pre-approved (requiring shareholder approval) permissible expense, or as an acquisition of a viable asset that required both shareholder as well as JSE approval. All other cash deposits have maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value, and are used by the company in the management of its short-term commitments.

Notes to the financial statements

for the year ended 28 February 2017 (cont.)

11. Stated share capital

	2017 Number	2016 Number
Authorised	1 000 000 000	200
Issued		
In issue at beginning of year	20	–
Issued for cash during the year	50 000 000	20
In issue at end of year	50 000 020	20
	R	R
Value of issued shares	500 000 200	200

Issuance of ordinary shares

On the 7 April 2016, Hulisani listed as a Special Acquisition Company (“SPAC”) on the main board of the JSE. In a private placement, the Company issued 50 million shares, of no par value at an issue price of R10 per share.

At 28 February 2017, the authorised share capital comprised 1 billion no par value shares.

It was resolved that the Company is authorised to allot and issue any of the Company’s unissued shares for cash as the directors, in their discretion may deem fit. The general issue of shares for cash may not exceed 15% of the Company’s issued share capital. The approval shall be valid until the date of the next AGM of the Company.

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the company. All shares rank equally with regard to the company’s residual assets.

Dividends

No dividends were declared or paid by the Company during the year under review.

12. Earnings per share

12.1 Basic earnings per share

The calculation of basic earnings per share at 28 February 2017 was based on the loss attributable to ordinary shareholders of (R 6 009 590), and a weighted average number of ordinary shares outstanding of 44 794 523 shares, calculated as follows:

Profit attributable to ordinary shareholders	2017 R	2016 R
Loss for the year	(6 009 590)	–
Loss attributable to ordinary shareholders	(6 009 590)	–
Weighted average number of ordinary shares	Number	Number
Issued ordinary shares at beginning of year	20	–
Shares issued during the year	50 000 000	20
Total number of ordinary shares at end of year	50 000 020	20
Weighted average number of the shares for the year	44 794 523	20
Basic earnings per share	(0.13)	–

During the year ended 28 February 2017, there was no potential share conversions that could result in any additional shares being issued. Therefore, the diluted earnings per share equaled the basic earnings per share.

12.2 Headline earnings per share

The headline earnings per share has been calculated on the loss attributable to ordinary shareholders being adjusted by the following expense items. These expense items have been removed as they are once off expenses and should not be incurred by the company again.

	2017 R
Listing costs	2 364 507
Loss arising on disposal of property, plant and equipment	412 850
Safe custody costs	2 632 997
	5 410 354
Total comprehensive loss for the year	(6 009 590)
Adjusted earnings attributable to ordinary shareholders	(599 236)
Weighted average number of the shares for the year	44 794 523
Headline earnings per based on the weighted number of shares in issue	(0.01)

Reconciliation of earnings per share

				Earnings Per Share	
Loss for the year	-	6 009 590	weighted average no of shares	44 794 523	-0.13
Total adjustments		5 410 354			0.12
Listing Costs		2 364 507	weighted average no of shares	44 794 523	0.05
Loss arising on disposal		412 850	weighted average no of shares	44 794 523	0.01
Safe Custody Fee		2 632 997	weighted average no of shares	44 794 523	0.06
Headline Earnings	-	599 236	weighted average no of shares	44 794 523	-0.01

13. Trade and other payables

	2017 R	2016 R
Trade payables	6 646 042	-
Other payables	1 010 748	-
	7 656 790	-

The group's exposure to currency and liquidity risk related to trade and other payables is disclosed in note 14.

14. Financial instruments

Liquidity risk

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

	Carrying amount R	Contractual cash flows R
2017		
Trade and other payables	7 656 790	7 656 790

Contractual cash flow of maturities of trade and other payables:

	Within 1 year R	Within 1 to 5 years R	Within 2 to 5 years R	Total R
Trade and other payables	7 656 790	-	-	7 656 790

Notes to the financial statements

for the year ended 28 February 2017 (cont.)

14. Financial instruments (cont.)

Currency risk

Exposure to currency risk

The Company does not have exposure to foreign currency risk.

Interest rate risk

Profile

At the reporting date the Company did not have interest-bearing financial instruments.

Fair values

Fair values versus carrying amounts

The fair values of financial assets and liabilities, together with the carrying amounts shown in the statement of financial position, are as follows:

	Carrying amount R	Fair value R
2017		
Assets carried at cost		
Deposit lodged for a bank guarantee	350 028	350 028
Cash and cash equivalents	498 551 199	498 551 199
	<u>498 901 227</u>	<u>498 901 227</u>

Please note that no investments had been made at February 2017 and that the cash raised at listing was largely still in cash.

	Carrying amount R	Fair value R
2017		
Liabilities carried at cost		
Trade and other payables	<u>7 656 790</u>	<u>7 656 790</u>

2016

Assets carried at cost

Cash and cash equivalents	<u>200</u>	<u>200</u>
---------------------------	------------	------------

Liabilities carried at cost

Trade and other payables	<u>–</u>	<u>–</u>
--------------------------	----------	----------

15. Related parties

Key management personnel and director transactions

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of these entities.

A number of these entities transacted with the company in the reporting period. The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.

15. Related parties (cont.)

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

Director	Transaction	Note	2017 R	2016 R
MH Zilimbola	Sub lease	(a)	496 856	–
AV Notshe	Sub lease	(a)	496 856	–
MF Modau	Consulting	(b)	455 816	–

- (a) The company sub leased office space for a period of eight months from Mazi Capital. The lease period terminated on 30 November 2016. The amount shown are market related amounts.
- (b) The company used the technical services of Mothee Consulting in relation to the Company's investments activities. Amounts were billed based on normal market rates for such services and were due and payable under normal payment terms.

Key management personnel and director transactions (continued)

The Non-Executive Directors were paid the following fees for the year ended:

Directors	R
PC Mdoda (Chairman)	80 000
NP Gosa	80 000
DR Hlatshwayo	80 000
HH Schaaf	80 000
MF Modau	80 000
	400 000

16. Events after the reporting period

At a general meeting held on the 20 March 2017, the shareholders present and by proxy voted unanimously in favour of the following resolutions:

1. That the Company acquire a 100% shareholding of both Red Cap Investments Proprietary Limited ("Red Cap") and Eurocape Renewables Proprietary Limited ("Eurocape"). Both company's collectively own 6.67% in the Kouga Wind farm, located in the Eastern Cape. The acquisition as a viable asset, as approved by the JSE, results in Hulisani losing their SPAC status;
2. As a consequence of the acquisition of a viable asset, that the residual capital will be used by the Company to acquire new investments and working capital;
3. That the directors are granted authority to issue up to 15% of the issued share capital for cash in terms of both the Company's MOI as well as JSE regulations;
4. That the Company's Investment Policy be approved;
5. A special resolution was unanimously adopted, based on resolutions one and two above, that allows the company, subject to certain requirements, be allowed to repurchase the Company's shares up to a maximum of 20% of the Company's issued share capital. On the 22 March 2017, the company acquired and paid for the shares in Red Cap and Eurocape respectively, giving effect to the resolution as approved above.

17. Going concern

The directors' have made an assessment of the company's ability to continue as a going concern and have no reason to believe that the business will not be a going concern in the year ahead.

Shareholder spread

as at 28 February 2017

	Number of shareholders	Percentage of shareholders %	Number of shares '000	Percentage of issued capital %
Shares				
Public	180	97	17 823	36
Non-public	6	3	32 177	64
Total	186	100	50 000	100

Major shareholders holding 5% or more

Summary:

Government Employees Pension Fund	22 198 528	44
Eskom Pension and Provident Fund	7 422 248	15

For major shareholdings post listing, refer to the SENS announcement dated 31 May 2017

Directors' shareholding as at 31 May 2017

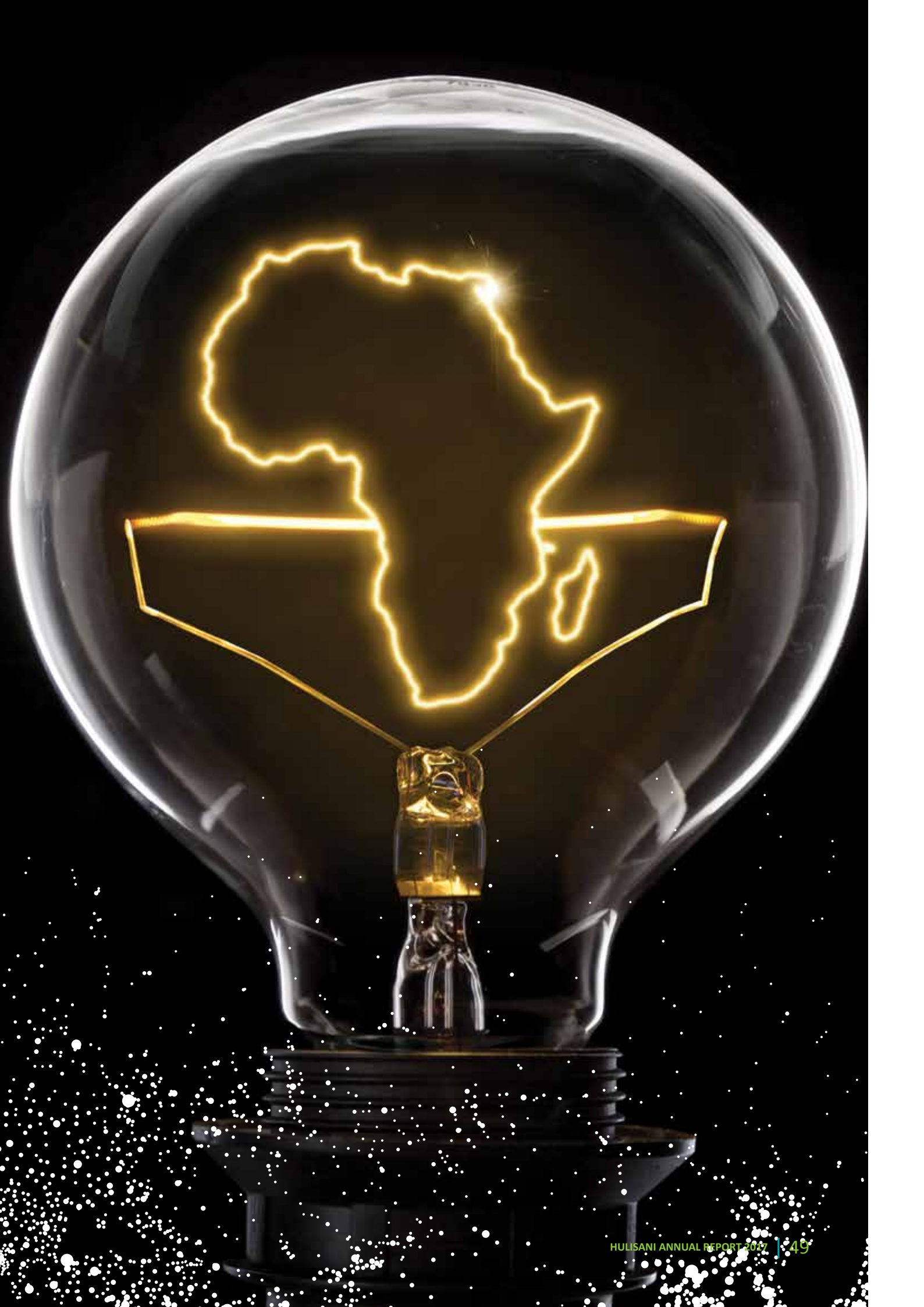
	Direct beneficial	Indirect beneficial	Total number of shares	Total %
ME Raphulu	1 340 000	10 ¹	1 340 010	2.68
PC Mdoda	500 000	0	500 000	1.00
MH Zilimbola	0	660 010 ²	660 010	1.32
AV Notshe	0	58 820 ³	58 820	0.11
Total	1 840 000	716 820	2 556 820	5.11

¹ Held through Pentomore.

² Held through Zelmaro and Sdindi Kapital.

³ Held through Human Interest.

There have been no changes to directors' shareholding between 28 February 2017 (year end) and the date of this report.



The background of the slide features a photograph of several white wind turbines in a grassy field under a clear blue sky. A thick, solid green diagonal stripe runs from the top left towards the middle right of the frame. The bottom half of the image is covered with a bokeh effect of numerous small, bright white circular light spots.

SHAREHOLDER INFORMATION

Notice of annual general meeting

Notice is hereby given of the annual general meeting of shareholders of Hulisani to be held at Hulisani Limited, 90 Rivonia Road, 4th floor, North Tower, Sandton at 11:00 on Wednesday, 18 October 2017 ("the AGM").

Purpose

The purpose of the AGM is to transact the business set out in the agenda below.

1. Agenda

1. Presentation of the audited annual financial statements of the Company, including the reports of the directors and the audit and risk committee for the year ended 28 February 2017. The annual report, of which this notice forms part, contains the summarised group financial statements and the aforementioned reports. The annual financial statements, including the unmodified audit opinion, are available on Hulisani's website at www.hulisani.co.za, or may be requested and obtained in person, at no charge, at the registered office of Hulisani during office hours.

2. To consider and, if deemed fit, approve, with or without modification, the following ordinary resolutions:

Note: For any of the ordinary resolutions numbers 1 to 11 (inclusive) to be adopted, more than 50% of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof. For ordinary resolution number 11, at least 75% of voting rights must be exercised in favour thereof.

1.1 Ordinary resolution number 1

"Resolved that Mr Malungelo Headman Zilimbola, who retires by rotation in terms of the memorandum of incorporation of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as director."

1.2 Ordinary resolution number 2

"Resolved that Mr Harald Schaaf, who retires by rotation in terms of the memorandum of incorporation of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as director."

1.3 Ordinary resolution number 3

"Resolved that Mr Asanda Vuyolwethu Notshe, who retires by rotation in terms of the memorandum of incorporation of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as director."

The reason for ordinary resolutions numbers 1 to 3 (inclusive) is that the memorandum of incorporation of the Company, the Listings Requirements of the JSE Limited ("JSE") and, to the extent applicable, the South African Companies Act, 71 of 2008, as amended ("the Companies Act"), require that a component of the non-executive directors rotate at every annual general meeting of the Company and, being eligible, may offer themselves for re-election as directors. A brief curriculum vitae of each of the directors up for re-election to the Board appears on 10 to 15 of the Integrated Annual report.

1.4 Ordinary resolution number 4

"Resolved that Prof Ben Marx's appointment as director, in terms of the memorandum of incorporation of the Company, be and is hereby confirmed."

1.5 Ordinary resolution number 5

"Resolved that Mr Masibulele Dem's appointment as director, in terms of the memorandum of incorporation of the Company, be and is hereby confirmed."

The reason for ordinary resolution number 4-5 (inclusive) is that the memorandum of incorporation of the Company and the Listings Requirements of the JSE require that any director appointed by the board of the Company be confirmed by the shareholders at the AGM. A brief curriculum vitae of each of the directors up for re-election and confirmation to the Board appears on page 10 to 15 of the Integrated Annual report.

2. Appointment of the members of the audit and risk committee of the Company

Note: For avoidance of doubt, all references to the audit and risk committee of the Company is a reference to the audit committee as contemplated in the Companies Act.

2.1 Ordinary resolution number 6

"Resolved that subject to the approval of ordinary resolution number 4 above, Prof Ben Marx, being eligible, be and is hereby appointed as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company, until the next annual general meeting of the Company."

Notice of annual general meeting (Cont.)

Summary curriculum vitae of Prof Ben Marx

Professor Marx is the Head of Department at the Department of Accountancy, University of Johannesburg. His extensive experience includes accounting and auditing, corporate governance and sustainability, social and ethics committees; and Board governance in general. He is a member of many boards, institutions and associations and has 15 years extensive practical and commercial experience. He qualified as a Chartered Accountant in 1989, obtaining an overall 3rd place. He completed his articles at Deloitte in 1992 and went on to become Senior Lecturer followed by Associate Professor at University of the Free state, culminating in his current Professorial position at University of Johannesburg. During his career he has received numerous accolades including: The Southern African Accounting Association Accounting Research Award (2011) and The University of Johannesburg Vice Chancellor's Distinguished Educator Award (2011). He was also awarded an honorary membership as Fellow of the Institute of Chartered Secretaries in South Africa in recognition for contribution to field of governance. Since 2013 he has been a panellist of the CFO of the year awards in South Africa.

Professor Marx's qualifications include DCom in Auditing (2009) and MCompt in Auditing (1993). His Doctoral thesis on Audit Committees was published internationally in 2010.

2.2 Ordinary resolution number 7

"Resolved that subject to the passing of resolution number 1, Mr Malungelo Zilimbola, being eligible, be and is hereby appointed as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company, until the next annual general meeting of the Company."

Summary curriculum vitae of Mr Malungelo Zilimbola

Malungelo is the founder of Mazi Capital Proprietary Limited. He has 14 years of investment management experience. Malungelo started his career as a quantity surveyor before moving to investment management. He spent three years at Investec Asset Management as a research analyst where he managed a number of property funds in the order of R3 billion. He later joined RMB Asset Management as an executive director and senior portfolio manager, managing specialist equity funds in excess of R60 billion. Malungelo was also involved in the development of a Pan-African business strategy for the company. He left RMB to establish Mazi Capital Proprietary Limited in 2006.

Malungelo completed both his honours degree in Quantity Surveying and Finance, at the University of Cape Town.

2.3 Ordinary resolution number 8

"Resolved that subject to the passing of resolution number 2, Mr Harald Schaaf, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company, until the next annual general meeting of the Company."

Summary curriculum vitae of Mr Harald Schaaf

Harald studied Electrical and Mechanical Engineering and Material Science at the Higher Technical College (Fachhochschule) and thereafter obtained a Master of Science at Fachhochschule Osnabrück (Dipl. Ing. FH – Material Science). He went on to complete a Programme for Executive Development (PED) at IMD Lausanne. Harald spent over 25 years in the employ of Lahmeyr International GmbH and UCI Utility Consultants International in project management roles leading a diverse range of energy projects across various continents. Harald is currently the South African Director for Uniper SE. His previous roles at the Uniper predecessor E.ON included Technical Project Manager in the development of the 800MW coal-fired power station convoy in Germany and Kingsnorth Units 5&6 in United Kingdom (UK); Technical Co-ordinator for EKW Cost Cutting Convoy 4 x 1100MW in Germany and the Netherlands as well as General Project Manager of the 3 x 425MW Combined Heat Power Plant at the Isle of Grain, Kent, UK.

2.4 Ordinary resolution number 9

"Resolved that Ms Noluthando Primrose Gosa, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company, until the next annual general meeting of the Company."

Summary curriculum vitae of Ms Noluthando Primrose Gosa

Noluthando is a former investment banker turned entrepreneur; she has held various directorships at some of South Africa's leading financial services organisations. She is an independent non executive director of ArcelorMittal SA and Investec Asset Management. Noluthando is a member of the Institute of Directors of South Africa, the Business Women's Association and is a former Commissioner of the National Planning Commission. Noluthando earned an MBA from the University of New Brunswick in Canada.

The reason for ordinary resolutions numbers 6 to 9 (inclusive) is that the Company, being a public listed company, must appoint an audit committee and the Companies Act requires that the members of such audit committee be appointed, or re-appointed, as the case may be, at each annual general meeting of a company.

3. Appointment of auditor

Shareholders are given notice that the audit committee is still conducting its analysis in relation to the appropriate auditor to propose for appointment for the ensuing year. Once this analysis has been completed, the Company will provide shareholders with further notice prior to the AGM of the auditor that it has determined to be appropriate to be proposed for appointment by shareholders, as well as the resolution to be proposed to shareholders at the AGM in respect of the appointment of the auditor.

4. Non-binding endorsement of Hulisani's remuneration policy Ordinary resolution number 10

"Resolved that the shareholders endorse, by way of a non-binding advisory vote, the Company's remuneration policy published online at www.hulisani.co.za/investments-info/."

The reason for ordinary resolution number 10 is that King III recommends that the remuneration policy of the Company be endorsed through a non-binding advisory vote by shareholders.

5. General Authority to issue ordinary shares for cash Ordinary resolution number 11

"Resolved that the directors of the Company be and are hereby authorised, by way of a general authority, to allot and issue any of the Company's unissued shares for cash as they in their discretion may deem fit, without restriction, subject to the provisions of the Company's memorandum of incorporation, the Companies Act and the Listings Requirements of the JSE ("Listings Requirements"), provided that:

- the approval shall be valid until the date of the next annual general meeting of the Company, provided it shall not extend beyond fifteen months from the date of this resolution;
- the general issues of shares for cash under this authority may not exceed, in the aggregate, 15% of the Company's issued share capital (number of securities) of that class as at the date of this notice of AGM, it being recorded that ordinary shares issued pursuant to a rights offer to shareholders, shall not diminish the number of ordinary shares that comprise the 15% of the ordinary shares that can be issued in terms of this ordinary resolution. As at the date of this notice of AGM, 15% of the Company's issued ordinary share capital (net of treasury shares) amounts to 7 500 003 ordinary shares;
- in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price of such shares, as determined over the 30 business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the securities. The JSE will be consulted for a ruling if the securities have not traded in such 30 business day period;
- any such issue will only be made to public shareholders as defined in paragraphs 4.25 to 4.27 of the Listings Requirements and not to related parties;
- any such issue will only be comprised of securities of a class already in issue or, if this is not the case, will be limited to such securities or rights that are convertible into a class already in issue; and
- in the event that the securities issued represent, on a cumulative basis, 5% or more of the number of securities in issue prior to that issue, an announcement containing the full details of such issue shall be published on SENS."

For listed entities wishing to issue shares for cash (other than issues by way of rights offers, in consideration for acquisitions and/or to duly approved share incentive schemes, it is necessary for the board of the Company to obtain the prior authority of the shareholders in accordance with the Listings Requirements and

Notice of annual general meeting (Cont.)

the memorandum of incorporation of the Company. Accordingly, the reason for ordinary resolution number 11 is to obtain a general authority from shareholders to issue shares for cash in compliance with the Listings Requirements and the memorandum of incorporation of the Company.

For this resolution to be adopted, at least 75% of the shareholders present in person or by proxy and entitled to vote on this resolution at the AGM must cast their vote in favour of this resolution.

- To consider and, if deemed fit, pass, with or without modification, the following special resolutions:

Note:

For any of the special resolutions numbers 1 to 4 to be adopted, at least 75% of the voting rights exercised on each special resolution must be exercised in favour thereof.

6. Remuneration of non-executive directors

Special resolution number 1

"Resolved, in terms of section 66(9) of the Companies Act, that the Company be and is hereby authorised to remunerate its directors for their services as directors on the basis set out below, provided that this authority will be valid until the next annual general meeting of the Company:

PROPOSED ANNUAL REMUNERATION	
Chairman of the Board	R318 000.00
Chairman of the Audit and Risk committee	R200 000.00
Board member of the Audit and Risk committee	R175 000.00
Chairman of the Remuneration committee	R100 000.00
Board member of the Remuneration committee	R75 000.00
Chairman of the Social and Ethics committee	R49 540.00
Board member of the Social and Ethics committee	R48 525.00
Chairman of the Investment committee	R200 000.00
Board member of the Investment committee	R175 000.00
Board member (not serving on a committee)	R204 340.00

Special resolution number 1 is for the Company to obtain the approval of shareholders by way of a special resolution for the payment of remuneration to its non-executive directors in accordance with the requirements of the Companies Act.

The effect of special resolution number 1 is that the Company will be able to pay its non-executive directors for the services they render to the Company as directors without requiring further shareholder approval until the next annual general meeting of the Company.

7. Inter-company financial assistance

7.1 Special resolution number 2: Inter-company financial assistance

"Resolved, in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval, that the board of the Company be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in section 45(1) of the Companies Act) that the board of the Company may deem fit to any company or corporation that is related or inter-related ("related" or "inter-related" will herein have the meaning attributed to it in section 2 of the Companies Act) to the Company, on the terms and conditions and for amounts that the board of the Company may determine, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company."

The reason for and effect of special resolution number 2 is to grant the directors of the Company the authority, until the next annual general meeting of the Company, to provide direct or indirect financial assistance to any company or corporation which is related or inter-related to the Company. This means that the Company is, inter alia, authorised to grant loans to its subsidiaries and to guarantee the debt of its subsidiaries.

7.2 Special resolution number 3: Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company

"Resolved, in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, that the board of the Company be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in sections 44(1) and 44(2) of the Companies Act) that the board of the Company may deem fit to any company or corporation that is related or inter-related to the Company ("related" or "inter-related" will herein have the meaning attributed to it in section 2 of the Companies Act) and/or to any financier who provides funding by subscribing for preference shares or other securities in the Company or any company or corporation that is related or inter-related to the Company, on the terms and conditions and for amounts that the board of the Company may determine for the purpose of, or in connection with the subscription of any option, or any shares or other securities, issued or to be issued by the Company or a related or inter-related company or corporation, or for the purchase of any shares or securities of the Company or a related or inter-related company or corporation, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company."

The reason for and effect of special resolution number 3 is to grant the directors the authority, until the next annual general meeting of the Company, to provide financial assistance to any company or corporation which is related or inter-related to the Company and/or to any financier for the purpose of or in connection with the subscription or purchase of options, shares or other securities in the Company or any related or inter-related company or corporation. This means that the Company is authorised, inter alia, to grant loans to its subsidiaries and to guarantee and furnish security for the debt of its subsidiaries where any such financial assistance is directly or indirectly related to a party subscribing for options, shares or securities in the Company or its subsidiaries. A typical example of where the Company may rely on this authority is where a subsidiary raised funds by way of issuing preference shares and the third-party funder requires the Company to furnish security, by way of a guarantee or otherwise, for the obligations of its subsidiary to the third-party funder arising from the issue of the preference shares. The Company has no immediate plans to use this authority and is simply obtaining same in the interests of prudence and good corporate governance should the unforeseen need arise to use the authority.

In terms of and pursuant to the provisions of sections 44 and 45 of the Companies Act, the directors of the Company confirm that the board will satisfy itself, after considering all reasonably foreseeable financial circumstances of the Company, that immediately after providing any financial assistance as contemplated in special resolution numbers 2 and 3 above:

- the assets of the Company (fairly valued) will equal or exceed the liabilities of the Company (fairly valued) (taking into consideration the reasonably foreseeable contingent assets and liabilities of the Company);
- the Company will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months;
- the terms under which any financial assistance is proposed to be provided, will be fair and reasonable to the Company; and
- all relevant conditions and restrictions (if any) relating to the granting of financial assistance by the Company as contained in the Company's memorandum of incorporation have been met.

Notice of annual general meeting (Cont.)

8. Share repurchases by the Company and its subsidiaries

Special resolution number 4: Share buy-back by Hulisani and its subsidiaries

"Resolved, as a special resolution, that the Company and the subsidiaries of the Company be and are hereby authorised, as a general approval, to repurchase any of the shares issued by the Company, upon such terms and conditions and in such amounts as the directors may from time to time determine, but subject to the provisions of sections 46 and 48 of the Companies Act, the memorandum of incorporation of the Company and the Listings Requirements, including, inter alia, that:

- the general repurchase of the shares may only be implemented through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty;
- this general authority shall only be valid until the next annual general meeting of the Company, provided that it shall not extend beyond fifteen months from the date of this resolution;
- an announcement must be published as soon as the Company has acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue on the date that this authority is granted, containing full details thereof, as well as for each 3% in aggregate of the initial number of shares acquired thereafter;
- the general authority to repurchase is limited to a maximum of 20% in the aggregate in any one financial year of the Company's issued share capital at the time the authority is granted;
- a resolution has been passed by the board of directors approving the purchase, that the Company has satisfied the solvency and liquidity test as defined in the Companies Act and that, since the solvency and liquidity test was applied, there have been no material changes to the financial position of the Company and its subsidiaries ("the Group");
- the general repurchase is authorised by the Company's memorandum of incorporation;
- repurchases must not be made at a price more than 10% above the weighted average of the market value of the shares for the five business days immediately preceding the date that the transaction is effected. The JSE will be consulted for a ruling if the Company's securities have not traded in such five business day period;
- the Company may at any point in time only appoint one agent to effect any repurchase(s) on the Company's behalf; and
- the Company may not effect a repurchase during any prohibited period as defined in terms of the Listings Requirements unless there is a repurchase programme in place, which programme has been submitted to the JSE in writing prior to the commencement of the prohibited period and executed by an independent third party, as contemplated in terms of paragraph 5.72(h) of the Listings Requirements."

The reason for and effect of special resolution number 4 is to grant the directors a general authority in terms of its memorandum of incorporation and the Listings Requirements for the acquisition by the Company or by a subsidiary of the Company of shares issued by the Company on the basis reflected in special resolution number 4. The Company has no immediate plans to use this authority and is simply obtaining same in the interests of prudence and good corporate governance should the unforeseen need arise to use the authority.

In terms of section 48(2) (b)(i) of the Companies Act, subsidiaries may not hold more than 10%, in aggregate, of the number of the issued shares of a Company. For the avoidance of doubt, a pro rata repurchase by the Company from all its shareholders will not require shareholder approval, save to the extent as may be required by the Companies Act.

9. Other business

To transact such other business as may be transacted at an annual general meeting or raised by shareholders with or without advance notice to the Company.

Information relating to the special resolutions

1. The directors of the Company or its subsidiaries will only utilise the general authority to repurchase shares of the Company as set out in special resolution number 4 to the extent that the directors, after considering the maximum number of shares to be purchased, are of the opinion that the position of the Company and its subsidiaries ("Group") would not be compromised as to the following:
 - the Group's ability in the ordinary course of business to pay its debts for a period of 12 months after the date of this AGM and for a period of 12 months after the repurchase;
 - the consolidated assets of the Group will at the time of the AGM and at the time of making such determination be in excess of the consolidated liabilities of the Group. The assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements of the Group;

- the ordinary capital and reserves of the Group after the repurchase will remain adequate for the purpose of the business of the Company for a period of 12 months after the AGM and after the date of the share repurchase; and
- the working capital available to the Group after the repurchase will be sufficient for the Group's requirements for a period of 12 months after the date of the notice of the AGM.

General information in respect of major shareholders, material changes and the share capital of the Company is contained in the integrated annual report of which this notice forms part, as well as the full set of annual financial statements, being available on Hulisani's website at www.hulisani.co.za or which may be requested and obtained in person, at no charge, at the registered office of Hulisani during office hours.

2. The Directors, whose names appear on page 10 to 15 of the integrated annual report of which this notice forms part, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this notice of AGM contains all information required by the Listings Requirements.

Notice of annual general meeting (Cont.)

1. The date on which shareholders must be recorded as such in the share register maintained by the transfer secretaries of the Company ("the Share Register") for purposes of being entitled to receive this notice is Friday, 25 August 2017.
2. The date on which shareholders must be recorded in the Share Register for purposes of being entitled to attend and vote at this AGM is Friday, 13 October 2017, with the last day to trade being Tuesday, 10 October 2017.
3. Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the chairman of the AGM and must accordingly bring a copy of their identity document, passport or driver's licence to the AGM. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the transfer secretaries for guidance.
4. Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a shareholder of the Company. A form of proxy, which sets out the relevant instructions for its completion, is enclosed for use by a certificated shareholder or own-name registered dematerialised shareholder who wishes to be represented at the AGM. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the AGM.
5. The instrument appointing a proxy and the authority (if any) under which it is signed must reach the transfer secretaries of the Company at the address provided on the inside back cover of this integrated annual report by not later than 12:00 on Monday, 16 October 2017 provided that any form of proxy not delivered to the transfer secretary by this time may be handed to the chairman of the Annual General Meeting prior to the commencement of the Annual General Meeting, at any time before the appointed proxy exercises any shareholder rights at the Annual General Meeting
6. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who wish to attend the AGM in person, will need to request their Central Securities Depository Participant ("CSDP") or broker to provide them with the necessary authority in terms of the custody agreement entered into between such shareholders and the CSDP or broker.
7. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who are unable to attend the AGM and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between themselves and the CSDP or broker in the manner and time stipulated therein.
8. Shareholders present in person, by proxy or by authorised representative shall, on a show of hands, have one vote each and, on a poll, will have one vote in respect of each share held.

By order of the Board

ER Goodman Secretarial Services
Per Yolandi von Zweel

Company secretary

31 May 2017

Registered office

Hulisani Offices, 4th Floor, 90 Rivonia Road, Sandton, 2196
(PO Box 784583, Sandton, 2146)

Transfer secretaries

Computershare Investor Services (Pty) Ltd Ground Floor
70 Marshall Street, Johannesburg, 2001
(PO Box 61051, Marshalltown, South Africa, 2107)

Sponsor

PSG Capital (Pty) Ltd
1st Floor, Ou Kollege Building 35 Kerk Street
Stellenbosch, Cape Town, South Africa, 7600
(PO Box 7403, Stellenbosch, Cape Town, South Africa, 7599)

Form of proxy



HULISANI LIMITED

Incorporated in the Republic of South Africa

(Registration number: 2015/363903/06)

Share code: HUL ISIN: ZAE000212072

("Hulisani" or "the Company")

Form of proxy – for use by certificated and own-name dematerialised shareholders only

For use at the annual general meeting of ordinary shareholders of the Company to be held at Hulisani Limited, Hulisani Offices, Main Board Room, 4th Floor, 90 Rivonia Road, Sandton, at 11:00 on Wednesday, 18 October 2017 ("the AGM").

I/We _____ (Full name in print)

of _____ (address)

Telephone (Work) _____ Telephone (Home) _____ Cellphone _____

Email address _____

being the registered holder of _____ shares in the Company, hereby appoint:

or failing him/her, _____

or failing him/her, _____

the chairman of the AGM,

as my/our proxy to attend, speak and vote for me/us at the AGM for purposes of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed thereat and at any adjournment thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name(s), in accordance with the following instruction (see notes):

	Number of shares		
	For	Against	Abstain
ORDINARY RESOLUTION NUMBER 1: To re-elect Mr Malungelo Headman Zilimbola as Director			
ORDINARY RESOLUTION NUMBER 2: To re-elect Mr Harald Schaaf as Director			
ORDINARY RESOLUTION NUMBER 3: To re-elect Mr Asanda Vuyolwethu Notshe as Director			
ORDINARY RESOLUTION NUMBER 4: To elect Prof Ben Marx as Director			
ORDINARY RESOLUTION NUMBER 5: To elect Mr Masibulele Dem as Director			
ORDINARY RESOLUTION NUMBER 6: To appoint Prof Ben Marx as a member of the Audit and Risk Committee			
ORDINARY RESOLUTION NUMBER 7: To appoint Mr Malungelo Zilimbola as a member of the Audit and Risk Committee			
ORDINARY RESOLUTION NUMBER 8: To re-appoint Mr Harald Schaaf as a member of the Audit and Risk Committee			
ORDINARY RESOLUTION NUMBER 9: To re-appoint Ms Noluthando Primrose Gosa as a member of the Audit and Risk Committee			
ORDINARY RESOLUTION NUMBER 10: Endorsement of Hulisani's remuneration policy			
ORDINARY RESOLUTION NUMBER 11: General Authority to issue ordinary shares for cash			
SPECIAL RESOLUTION NUMBER 1: Remuneration of non-executive Directors			
SPECIAL RESOLUTION NUMBER 2: Inter-company financial assistance			
SPECIAL RESOLUTION NUMBER 3: Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company			
SPECIAL RESOLUTION NUMBER 4: Share repurchases by the Company and its subsidiaries			

Please indicate your voting instruction by way of inserting the number of shares or by a cross in the space provided.

Signed at _____ on this _____ day of _____ 2017.

Signature(s) _____

Assisted by (where applicable) _____ (state capacity and full name)

Each Hulisani shareholder is entitled to appoint one or more proxy(ies) (who need not be shareholder(s) of the Company) to attend, speak and vote in his/her stead at the AGM.

Please read the notes on overleaf.

Notes to the form of proxy

A Hulisani shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided, with or without deleting "the Chairman of the AGM". The person whose name appears first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow.

A Hulisani shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of shares to be voted on behalf of that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the Chairman of the AGM, if he/she is the authorised proxy, to vote in favour of the resolutions at the meeting, or any other proxy to vote or to abstain from voting at the meeting as he/she deems fit, in respect of all the shares concerned. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or his/her proxy, but the total of the votes cast and in respect whereof abstentions are recorded may not exceed the total of the votes exercisable by the shareholder or his/her proxy.

When there are joint registered holders of any shares, any one of such persons may vote at the meeting in respect of such shares as if he/she was solely entitled thereto, but, if more than one of such joint holders be present or represented at any meeting, that one of the said persons whose name stands first in the register in respect of such shares or his/ her proxy, as the case may be, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member, in whose name any shares stand, shall be deemed joint holders thereof.

Forms of proxy must be completed and returned to be received by the transfer secretaries of the Company, Computershare Investor Services (Pty) Ltd (PO Box 61051, Marshalltown, 2107), by no later than 12:00 midday on 16 October 2017.

Any alteration or correction made to this form of proxy must be initialed by the signatory(ies).

Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company's transfer secretaries or waived by the chairman of the AGM.

The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person.

Notes

Corporate information

Country of incorporation and domicile	South Africa
Company registration number	2015/363903/06
Nature of business and principal activities	Investing in companies operating in the energy sector
Directors	PC Mdoda MH Zilimbola ME Raphulu MA Booysen H Schaaf MF Modau AV Notshe N Gosa D Hlatshwayo
Registered office	4th Floor North Wing 90 Rivonia Road Sandton 2196
Postal address	PO Box 784583 Sandton 2146
Bankers	RMB Corporate Banking 4 Merchant Place 1 Fredman Drive Sandton 2196
Auditors	KPMG Inc. KPMG Crescent 85 Empire Road Parktown 2193
Telephone	087 806 2425
Website	www.hulisani.co.za



Registered office: 4th Floor, North Wing, 90 Rivonia Road, Sandton, 2196

Postal address: PO Box 784583, Sandton, 2146

Telephone : 087 806 2425

www.hulisani.co.za

