

Computershare Investor Services Proprietary Limited

Reg No 2004/003647/07
Rosebank Towers 15 Biermann Avenue Rosebank
2196 South Africa
Private Bag X9000 Saxonwold
2132 South Africa
Telephone +27 11 370 5000
Facsimile +27 11 688 5216
www.computershare.com

Our Ref: Tessa Meyer/Keitumetse Moiloanyane

19 January 2022

5 Neutron Road
Techno Park
Stellenbosch
7600

Dear Sirs

CAPITEC BANK HOLDINGS LIMITED – SPECIFIC ISSUE FOR CASH CIRCULAR

1. We refer to the circular to Capitec shareholders relating to a specific issue of shares for cash ("**Circular**"), which Circular is to be issued on or about Monday, 24 January 2022.
2. We, Computershare Investor Services Proprietary Limited, hereby consent:
 - 2.1.1. to act in the capacity as stated in the above named circular;
 - 2.1.2. to our name being stated in the Circular; and
 - 2.1.3. to the references to ourselves in the form and context in which they appear in the Circular.
3. We confirm that we have not, at the date hereof, withdrawn our consent as aforesaid and will not do so prior to the date of publication and issue of the Circular.

Yours faithfully



Tessa Meyer
Manager: Asset Services Documentation

For and on behalf of Computershare Investor Services
Proprietary Limited



PSG
CAPITAL (PTY) LIMITED

(Reg. no. 2006/015817/07)

REGISTERED OFFICE: 1st FLOOR, OU KOLLEGE BUILDING, 35 KERK STREET, STELLENBOSCH, 7600
PO BOX 7403, STELLENBOSCH, 7599
TELEPHONE (021) 887-9602 FAX (021) 887-9624
www.psgcapital.com

19 January 2022

The Board of Directors
Capitec Bank Holdings Limited ("**Capitec**")
5 Neutron Road
Techno Park
Stellenbosch
7600

Dear Sirs

CAPITEC – SPECIFIC ISSUE FOR CASH CIRCULAR

- 1 We refer to the circular to Capitec shareholders relating to a specific issue of shares for cash ("**Circular**"), which Circular is to be issued on or about Monday, 24 January 2022.
- 2 We hereby consent:
 - 2.1.1. to act in the capacity as stated in the Circular;
 - 2.1.2. to our name being stated in the Circular; and
 - 2.1.3. to the references to ourselves in the form and context in which they appear in the Circular.
- 3 We confirm that we have not, at the date hereof, withdrawn our consent as aforesaid and will not do so prior to the date of publication and issue of the Circular.

Yours faithfully

PSG CAPITAL PROPRIETARY LIMITED

JOHANNESBURG OFFICE: SECOND FLOOR, 11 ALICE LANE (BOWMANS BUILDING), SANDTON, 2196

P O BOX 650957 BENMORE 2010 TELEPHONE (011) 032 7400 FAX (011) 784 4755

DIRECTORS: J A HOLTZHAUSEN (CEO), H B DE KOCK (DEPUTY CEO), L W EISER, W L GREEFF, V V KLEYNHANS,
M MAGIET, P J MOUTON, Z A SEEDAT.

ASSOCIATE DIRECTOR: Y. BAHADUR

SECRETARIES: PSG CORPORATE SERVICES (PTY) LTD

WEBBER WENTZEL

in alliance with > **Linklaters**

The Directors
Capitec Bank Holdings Limited ("**Capitec**")
5 Neutron Road
Techno Park
Stellenbosch
7600

90 Rivonia Road, Sandton
Johannesburg, 2196
PO Box 61771, Marshalltown
Johannesburg, 2107, South Africa

Docex 26 Johannesburg

T +27 (0) 11 530 5000

F +27 (0) 11 530 5111

www.webberwentzel.com

Your reference
The Company Secretary

Our reference
Justin Roberts / Lilia Franca
33051193

Date
19 January 2022

Dear Sirs

CAPITEC BANK HOLDINGS LIMITED – SPECIFIC ISSUE FOR CASH CIRCULAR

1. We refer to the circular to Capitec shareholders relating to a specific issue of shares for cash ("**Circular**"), which Circular is to be issued on or about Monday, 24 January 2022.
2. We, Webber Wentzel, referred to as attorneys to Capitec in the Circular, hereby:
 - 2.1 confirm that we act in the capacity as stated in the Circular and agree to be named in such capacity;
 - 2.2 consent to our name being stated in the Circular; and
 - 2.3 consent to the references to ourselves in the form and context in which they appear in the Circular.
3. We confirm that we have not, at the date hereof, withdrawn our consent as aforesaid and will not do so prior to the date of publication and issue of the Circular.

Yours faithfully



WEBBER WENTZEL

Justin Roberts

Partner

Direct tel: +27 11 530 5709

Email: justin.roberts@webberwentzel.com

Capitec Circular - Webber Wentzel Inc Consent Letter 19 January 2022

Senior Partner: JC Els **Managing Partner:** SJ Hutton **Partners:** BW Abraham RB Africa NG Alp RL Appelbaum DC Bayman KL Beilings AE Bennett AP Blair AR Bowley J Braum MS Burger M Bux RI Carrim T Cassim SJ Chong ME Claassens C Collett KL Collier KM Colman KE Coster K Couzyn DB Cron PA Crosland R Cruywagen JH Davies PM Daya L de Bruyn PU Dela M Denenga DW de Villiers BEC Dickinson MA Diemont DA Dingley MS Dladla G Driver W Drue GP Duncan HJ du Preez CP du Toit SK Edmundson LF Egypt KH Eiser AE Esterhuizen MJR Evans K Fazel G Fitzmaurice JB Forman L Franca KL Gawith OH Geldenhuys MM Gibson CI Gouws PD Grealy S Haroun JM Harvey JS Henning KR Hillis Z Hlophe CM Holfeld PM Holloway J Howard AV Ismail ME Jarvis CA Jennings JC Jones CM Jonker S Jooste LA Kahn ACR Katzke M Kennedy KE Kilner A Keyser MD Kota JC Kraamwinkel J Lamb E Louw M Mahlangu V Mannar L Marais G Masina T Masingi N Mbere MC McIntosh SJ McKenzie CS Meyer AJ Mills D Milo NP Mngomezulu P Mohanlal M Moloi N Moodley LE Mostert VM Movshovich C Murphy G Niven ZN Ntshona M Nxumalo AN Nyatumba A October L Odendaal GJP Olivier N Paige AS Parry S Patel N Pather GR Penfold SE Phajane M Philippides BA Phillips MA Phillips DJ Rafferty D Ramjettan GI Rapson K Rew SA Ritchie J Roberts G Sader M Sader H Samsodien JW Scholtz KE Shepherd AJ Simpson N Singh N Singh-Nogueira P Singh S Sithole J Smit RS Smith MP Spalding PS Stein MW Straeuli LJ Swaine Z Swanepoel A Thakor T Theessen TK Thekiso C Theodosiou T Theunissen R Tihavani G Truter PZ Vanda SE van der Meulen JP van der Poel CS Vanmali JE Veeran B Versfeld MG Versfeld TA Versfeld DM Visagie EME Warmington J Watson AWR Westwood RH Wilson KD Wolmarans DJ Wright M Yudaken

Chief Operating Officer: SA Boyd



The Board of Directors
Capitec Bank Holdings Limited and its subsidiaries
P.O. Box 12451
Die Boord Stellenbosch
7613

CAPITEC BANK HOLDINGS LIMITED CIRCULAR TO SHAREHOLDERS

Dear Sirs

Capitec Bank Holdings Limited (“Capitec” or “the Company”) is issuing a circular to its shareholders regarding the Specific Issue Shares and Loans.

We hereby consent to:

- act in the capacity as reporting accountants to the Capitec regarding the Specific Issue Shares and Loans;
- the inclusion of our report on the pro forma financial information of Capitec, relating to the Capitec Specific Issue Shares and Loans; and
- our name being stated as reporting accountants and auditors

in the circular, to be issued by Capitec on or about 24 January 2022 (“the Circular”), or such later date following the date on which approval in respect of the Circular is granted by the JSE, in the form and context in which it appears.

Yours faithfully

A handwritten signature in black ink that reads "PricewaterhouseCoopers Inc." in a cursive script.

PricewaterhouseCoopers Inc.
Director: Michael Meyer
Registered Auditor
Johannesburg, South Africa
19 January 2022

PricewaterhouseCoopers Inc., 4 Lisbon Lane, Waterfall City, Jukskei View, 2090
Private Bag X36, Sunninghill, 2157, South Africa
T: +27 (0) 11 797 4000, F: +27 (0) 11 209 5800, www.pwc.co.za

Chief Executive Officer: L S Machaba
The Company's principal place of business is at 4 Lisbon Lane, Waterfall City, Jukskei View, where a list of directors' names is available for inspection.
Reg. no. 1998/012055/21, VAT reg.no. 495017468