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**GROUPE CANAL+ S.A.**

(a French société anonyme registered with the Registre du Commerce et des Sociétés in Nanterre, France)
(Number 420.624.777)
**("Canal+")**

# FORM OF ACCEPTANCE, SURRENDER AND TRANSFER

(FOR USE BY CERTIFICATED SHAREHOLDERS ONLY)

The definitions and interpretations on pages 12 to 17 of the Combined Circular to which this Form of Acceptance and Transfer is attached, apply, unless the context clearly indicates otherwise, to this Form of Acceptance and Transfer.

To: The Transfer Secretaries

**Hand/Courier deliveries to:**
**Singular Systems Proprietary Limited**

25 Scott Street
Waverley, Johannesburg
2090

**Postal Deliveries to:**
**Singular Systems Proprietary Limited**

PO Box 1266
Bramley, Johannesburg
2018

**Email to:**
**elections@singular.co.za**

**This form should be read in conjunction with the document to which it is attached.**

Instructions:

1. A separate Form of Acceptance and Transfer is required for each MultiChoice Shareholder. MultiChoice Shareholders must complete this Form of Acceptance, Transfer and Surrender in BLOCK CAPITALS.
2. **Part A** must be completed by all Certificated Shareholders who wish to accept the Offer.
3. **Part B** must be completed by Certificated Shareholders who wish to receive the Offer Consideration by EFT.
4. **Part C** must be completed by all Certificated Shareholders who wish to accept the Offer and who are former residents of the Common Monetary Area (see note 2).
5. **Part D** must be completed by all Certificated Shareholders who wish to accept the Offer and who are non-residents of the Common Monetary Area or who are former residents of the Common Monetary Area whose MultiChoice Shares have been released and wish for the Offer Consideration to be paid to an Authorised Dealer.
6. No receipts will be issued for Documents of Title lodged unless specifically requested. Lodging agents are requested to prepare special transaction receipts, if required.
7. Please also read the notes contained in this form.

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**To whom it may concern**

I/We hereby accept the Offer and surrender and enclose the share certificates and Documents of Title in respect of my/our holdings of MultiChoice Shares, as per my/our instructions contained herein:

**PART A – TO BE COMPLETED BY ALL CERTIFICATED SHAREHOLDERS WHO RETURN THIS FORM.**

**I/We hereby accept the Offer in respect of** _____ **Certificated Shares**

Surname or Name of corporate body

First names (in full)

Title (Mr, Mrs, Miss, Ms, etc)

Postal address to which the Offer Consideration, which a Certificated Shareholder is entitled to in terms of the Offer, should be sent (if different from registered address)

Postal code

Country

Telephone ( )

Cellular telephone number

Email address

Fax number ( )

Please note: In order to comply with the requirements of the Financial Intelligence Centre Act, No. 38 of 2001, the Transfer Secretaries will not be able to record any change of address mandated unless the following documentation is received from the relevant MultiChoice Shareholder:

- a copy of your identity document

**I/WE HEREBY SURRENDER THE ENCLOSED SHARE CERTIFICATE/S, CERTIFIED TRANSFER DEED/S AND/OR OTHER DOCUMENTS OF TITLE, DETAILS OF WHICH HAVE BEEN COMPLETED BELOW.**

**Share certificate/s and/or other document(s) of title to be surrendered (as enclosed)**

| **Name of registered holder (separate form for each holder)** | **Certificate number(s) (in numerical order)** | **Number of MultiChoice Shares covered by each certificate** |
|---|---|---|
| | | |
| | | |
| | Total | |

| | |
|---|---|
| Signature of MultiChoice Shareholder | Stamp and Address of agent lodging this form |
| Assisted by me (if applicable) | |
| State full name and capacity | |
| Date | |
| Telephone number (Home) ( ) | |
| Cellular telephone number ( ) | |

Signatories may be called upon for evidence of their authority or capacity to sign this form.

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I/We hereby certify that:

- I/We own the shares issued by MultiChoice as detailed in the table set out above at the end of Part A (defined for purposes of this Part B as the "Shares");
- the Shares are fully paid-up;
- the Shares are in registered form;
- I/We am/are the legal owner solely entitled to the Shares and have the power to dispose of the Shares;
- there are no pre-emption right nor any other right by virtue of which any person or entity may be entitled to demand that one or more of the Shares be transferred to him;
- none of the Shares are encumbered with any pledge or usufruct, there are no right to acquire any pledge or usufruct of the Shares and none of the Shares are subject of any attachment; and
- the Shares are freely transferable.

**PART B – TO BE COMPLETED IN BLOCK CAPITALS BY MULTICHOICE SHAREHOLDERS WISHING TO RECEIVE PAYMENT OF THE OFFER CONSIDERATION BY MEANS OF EFT**

In order to comply with the requirements of the Financial Intelligence Centre Act, No. 38 of 2001, the Transfer Secretaries will not be able to record any change of address mandated unless the following documentation is received from the relevant MultiChoice Shareholder:

- a copy of identity document; and
- a copy of proof of bank details (i.e. a bank statement or bank confirmation letter). For bank accounts outside of South Africa, a bank stamped proof of bank details will be required.

I/We, being a holder/s of MultiChoice Shares hereby request that the Offer Consideration be electronically deposited into my/our bank account, the details of which are as follows:

Name of account holder (no third party accounts): _____

Bank name: _____

Branch name: _____

Branch code: _____

Account number: _____

Swift number: _____

IBAN number: _____

Signature of MultiChoice Shareholder: _____

Assisted by me (if applicable): _____

(State full name and capacity): _____

Date: _____

Telephone number (  )  Telephone number (  )

(Home) (  )  (Work) (  )  Cellular telephone number (  )

**PART C – TO BE COMPLETED IN BLOCK CAPITALS BY ALL CERTIFICATED SHAREHOLDERS WHO ARE FORMER RESIDENTS OF THE COMMON MONETARY AREA AND WHOSE MULTICHOICE SHARES HAVE NOT BEEN RELEASED**

The Offer Consideration due to Certificated Shareholders who are former residents of the Common Monetary Area and whose MultiChoice Shares have not been released will be forwarded to the Authorised Dealer controlling his or her blocked assets and credited to the former Common Monetary Area resident's blocked account. Accordingly, a non-resident who is a former resident of the Common Monetary Area must provide the following information:

Name of Authorised Dealer in South Africa: _____

Address: _____

Account number: _____

If no nomination is made above, the Offer Consideration will be held in trust by MultiChoice until a written instruction is received as to the disposal of such amount.

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**PART D – TO BE COMPLETED IN BLOCK CAPITALS BY CERTIFICATED SHAREHOLDERS WHO ARE NON-RESIDENTS OF THE COMMON MONETARY AREA OR FORMER RESIDENTS OF THE COMMON MONETARY AREA WHOSE MULTICHOICE SHARES HAVE BEEN RELEASED AND WHO WISH TO HAVE THE OFFER CONSIDERATION PAID TO AN AUTHORISED DEALER**

The Offer Consideration due to Certificated Shareholders who have registered addresses outside South Africa (other than Certificated Shareholders who are former residents of the Common Monetary Area and whose MultiChoice Shares have not been released) and whose share certificates are endorsed "non-resident" will be posted to the relevant Certificated Shareholder, unless that Certificated Shareholder nominates an Authorised Dealer to which such Offer Consideration should be paid.

Name of Authorised Dealer in South Africa or alternative instructions:

Address:

Account number:

**Notes:**

1. Former residents of the Common Monetary Area must, in addition to Part A, also complete Part C. If Part C is not properly completed, the Offer Consideration will be held in trust by MultiChoice or the Transfer Secretaries until claimed for a maximum period of five years, after which period such funds shall be made over to the Guardians Fund of the High Court. No interest will accrue or be paid on any Offer Consideration so held in trust.
2. All other non-residents of the Common Monetary Area must complete Part D if they wish the Offer Consideration to be to be paid to an Authorised Dealer in South Africa.
3. The Offer Consideration will not be sent to MultiChoice Shareholders unless and until Documents of Title in respect of the relevant MultiChoice Shares have been surrendered to the Transfer Secretaries.
4. If a Certificated Shareholder produces evidence to the satisfaction of Canal+ Offeror that Documents of Title in respect of MultiChoice Shares have been lost or destroyed, Canal+ Offeror may waive the surrender of such Documents of Title against delivery of a duly executed indemnity (including against any damage, expense, loss or payment that Canal+ Offeror, or any of its duly authorised representatives, may incur or suffer by reason of, or arising from, the payment of the Offer Consideration to such person) in a form and on terms and conditions approved by Canal+ Offeror, or may in its discretion waive such indemnity.
5. If this Form of Acceptance, Transfer and Surrender is not signed by the Certificated Shareholder, the MultiChoice Shareholder will be deemed to have irrevocably appointed the Transfer Secretaries to implement that MultiChoice Shareholder's obligations under the Offer, as the case may be, on his/her behalf.
6. Persons who have acquired MultiChoice Shares after the date of posting of the Combined Circular to which this Form of Surrender, Transfer and Acceptance is attached, can obtain copies of the Form of Surrender, Transfer and Acceptance and the Combined Circular from the Transfer Secretaries.
7. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the JSE, lodging agents are requested to prepare special transaction receipts. Signatories may be called upon for evidence of their authority or capacity to sign this Form of Acceptance, Transfer and Surrender.
8. Any alteration to this Form of Acceptance, Transfer and Surrender must be signed in full and should not be merely initialled.
9. If this Form of Acceptance, Transfer and Surrender is signed under a power of attorney, then such power of attorney, or a notarially certified copy hereof, must be sent with this Form of Acceptance, Transfer and Surrender for noting (unless it has already been noted by the Transfer Secretaries).
10. Where the Certificated Shareholder is a company or a close corporation, unless it has already been registered with the Transfer Secretaries, a certified copy of the directors' or members' resolution authorising the signing of this Form of Acceptance, Transfer and Surrender must be submitted if so requested by the Transfer Secretaries.
11. Note 10 does not apply in the case of a form bearing a JSE broker's stamp.
12. A minor must be assisted by his or her parent or guardian, unless the relevant documents establishing his or her legal capacity are produced or have been registered by MultiChoice or the Transfer Secretaries.
13. Where MultiChoice Shares are held jointly, all joint holders are required to sign this Form of Acceptance, Transfer and Surrender.