

CONTAINS: ANNEXURE A AND ANNEXURE B

THIS DOCUMENT AND THE ENCLOSED FORMS OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. THEY CONTAIN PROPOSALS TO ENABLE HOLDERS OF ORDINARY SHARES IN OPTIMAL INVESTMENT GROWTH BASKET LIMITED TO CONTINUE THEIR INVESTMENT IN THE COMPANY OR TO SELL THEIR SHARES. IF YOU ARE A SHAREHOLDER YOU ARE BEING ASKED TO VOTE ON THE PROPOSALS.

If you are in any doubt about the action to be taken you should immediately seek your own personal financial advice from an appropriately qualified independent adviser authorised pursuant to the Financial Advisory and Intermediary Services Act 37 of 2002 (South Africa) ("FAIS"), as applicable.

If you have sold or otherwise transferred your Ordinary Shares in Optimal Investment Growth Basket Limited (the "Company") you should pass this document, together with the accompanying documents, as soon as possible to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, such documents should not be forwarded to a person or company residing in the United States or to any other jurisdictions which would constitute a violation of the relevant laws and regulations in such other jurisdictions.

THIS CIRCULAR SHOULD BE READ IN CONJUNCTION WITH ACCOMPANYING EMAIL DATED 26 JULY 2023 AND TERMS USED IN THIS CIRCULAR (UNLESS OTHERWISE DEFINED) SHALL BEAR THE SAME MEANING AS DEFINED IN THE EMAIL. A DRAFT COPY OF THE PROPOSED NEW ARTICLES AND NEW PROSPECTUS CAN BE INSPECTED AT THE REGISTERED OFFICE OF THE COMPANY AND/OR ON WRITTEN REQUEST TO THE ADMINISTRATOR. YOU MAY ALSO OBTAIN THESE DOCUMENTS BY ACCESSING THE COMPANY WEBSITE AT:

<https://www.apexgroup.com/investec-basket-information/>

Circular to Shareholders of Optimal Investment Growth Basket Limited

*(a Guernsey Authorised Closed-Ended Investment Company incorporated with limited liability in Guernsey with
registered number
42302 and listed on the Bermuda Stock Exchange)*

Proposals for Continuation and Notice of Class Meetings and Extraordinary General Meeting

The Proposals described in this document are conditional, amongst other things, on Shareholder approval. Notices of the Class Meetings and Extraordinary General Meeting to be held on 18 August 2023, at 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, GY1 2HL are set out at the end of this document. Shareholders are requested to return the Forms of Proxy **Annexures C1 and C2** for use at the Class Meetings and Extraordinary General Meeting. To be valid, Forms of Proxy must be completed correctly and the original signed forms returned by post or electronically via email (during normal business hours) to the Company's Administrator and Registrar, Sanne Fund Services (Guernsey) Limited. The correspondence address of the Administrator is 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, GY1 2HL and the email address of the administrator is baskets@apexfs.group. In any event the signed Form of Proxy must be received no later than 16 August 2023.

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EXPECTED TIMETABLE

Closing of Register and Record Date for participation in the Proposal	11.00 a.m. on 16 August 2023
Latest time for receipt of Forms of Proxy for the A Class Meeting	11.00 a.m. on 16 August 2023
Latest time for receipt of Form of Proxy for the B Class Meeting	11.15 a.m. on 16 August 2023
Latest time for receipt of Forms of Proxy for Extraordinary General Meeting	11.30 a.m. on 16 August 2023
A Class Meeting of Shareholders	11.00 a.m. on 18 August 2023
B Class Meeting of Shareholders	11.15 a.m. on 18 August 2023
Extraordinary General Meeting	11.30 a.m. on 18 August 2023

If the Proposals are not approved the Ordinary Shares will be redeemed and investments will be returned to Shareholders as prescribed in the current Prospectus.

References to time in this document are to Guernsey time (i.e. UK Time).

OPTIMAL INVESTMENT GROWTH BASKET LIMITED
(Incorporated in Guernsey with registered number 42302)

**NOTICE OF CLASS MEETINGS OF HOLDERS
OF ORDINARY SHARES**

NOTICE IS HEREBY GIVEN that Class Meetings of holders of A Class Ordinary Shares and B Class Ordinary Shares (the "**Ordinary Shares**") of Optimal Investment Growth Basket Limited (the "**Company**") will be held at 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey GY1 2HL on 18 August 2023 at 11.00 a.m. and 11:15 a.m. (Guernsey time) respectively, (or, if such meetings are adjourned, to be held at the same place 48 hours later) for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

THAT the passing of the resolutions set out in the Notice of the Extraordinary General Meeting of the Company to be held on 18 August 2023 at 11.30 a.m. (Guernsey time) (or at any adjournment of such meeting) and any and every variation of the rights attached to the Ordinary Shares in the Company involved in or affected by the passing or implementation of such resolutions be and are hereby sanctioned.

By order of the Board

Janine Lewis

Janine Lewis
Director

Registered Office:

1 Royal Plaza
Royal Avenue
St Peter Port
Guernsey
GY1 2HL

Notes:

1. Holders of A Class Ordinary Shares and B Class Ordinary Shares are entitled to attend and vote at their respective Class Meeting.
2. Any Shareholder entitled to attend and vote at the above Class Meetings is entitled to appoint one or more persons as his/her proxy to attend and speak and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company. A Form of Proxy is enclosed for this purpose.
3. To be valid, a Form of Proxy, duly signed, together with the Power of Attorney or other authority (if any) under which it is signed, must be deposited with the Registrar not later than 11.00 a.m. on 16 August 2023 (please note that only the original Power of Attorney will be accepted).
4. Completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting at the above Class Meetings should he/she so wish.
5. Only those members on the register of the Company as at 11.00 a.m. on 16 August 2023 or, in the event a meeting is adjourned, on the register 48 hours before the time of any adjourned meeting shall be entitled to attend or vote at the aforesaid meeting in respect of the number of existing Ordinary Shares registered in their name at that time. Changes to entries on the register after 11.00 a.m. on 16 August 2023 (or, in the event that the meeting is adjourned, on the register less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. The Notice sets out the resolutions to be proposed at the Class Meetings. The Class Meetings will be chaired by a person nominated by the shareholders present in person or by proxy at the meeting.
7. The quorum for the Class Meetings is in line with the provisions of the Company's articles of incorporation.

OPTIMAL INVESTMENT GROWTH BASKET LIMITED
(Incorporated in Guernsey with registered number 42302)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Shareholders of Optimal Investment Growth Basket Limited (the "**Company**") will be held at 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey GY1 2HL on 18 August 2023 at 11.30 a.m. (Guernsey time) (or, if such meeting is adjourned, to be held at the same place 48 hours later) for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. THAT the Ordinary Shares of Shareholders that accept the Company's offer to remain Shareholders of the Company, remain unredeemed from the Trade Date (as defined in the amended prospectus in the form produced to the meeting (the "**New Prospectus**")) and the rights of the Ordinary Shares be varied in that regard;
2. THAT the Directors be authorised to raise such additional funding by issuing and allotting such Ordinary Shares at the EIS Price (as defined in the New Prospectus) pursuant to a secondary fund raising in accordance with the New Prospectus;
3. THAT the Company offer GBP-denominated A Class Ordinary Shares and USD-denominated B Class Ordinary Shares pursuant to the terms and arrangements detailed in the New Prospectus noting that each have the same value and identical rights;
4. THAT the articles of incorporation produced to the meeting and initialled by the Chair (the "**New Articles**") be and are hereby adopted in place of and to the exclusion of the existing articles of incorporation of the Company; and
5. THAT the Investment Objective and Investment Policy be amended as set out in the New Prospectus.

By order of the Board

Janine Lewis

Janine Lewis
Director

Registered Office:
1 Royal Plaza
Royal Avenue
St Peter Port
Guernsey
GY1 2HL

Notes:

1. Holders of A Class and B Class Ordinary Shares and Management Shares are entitled to attend and vote at this meeting, however, the holders of Management Shares are only entitled to vote on Ordinary Resolutions in the event that there is not a quorum.
2. Any Shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more persons as his/her proxy to attend and speak and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company. A Form of Proxy is enclosed for this purpose.
3. To be valid, a Form of Proxy, duly signed, together with the Power of Attorney or other authority (if any) under which it is signed, must be deposited with the Registrar not later than 48 hours prior to the start of this meeting (please note that only the original Power of Attorney will be accepted).
4. Completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting at the above meeting should he/she so wish.
5. Only those members on the register of the Company as at 11.30 a.m. on 16 August 2023 or, in the event the meeting is adjourned, on the register 48 hours before the time of any adjourned meeting shall be entitled to attend or vote at the aforesaid meeting in respect of the number of existing Ordinary Shares registered in their name at that time. Changes to entries on the register after 11.30 a.m. on 16 August 2023 (or, in the event that the meeting is adjourned, on the register less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. The Notice sets out the resolutions to be proposed at the meeting. The meeting will be chaired by a person nominated by the shareholders present in person or by proxy at the meeting.
7. The quorum for the meeting is two or more shareholders present in person or by proxy, at least one of whom shall be the holder of a Management Share.