

SEABOARD CORPORATION

FORM OF ACCEPTANCE


This Form of Acceptance should be read in conjunction with the offer document dated 30th April 2018. If you are in any doubt about this offer, you should consult your stockbroker, custodian, investment bank or other professional investment adviser. **The offer opens at 9.00 a.m. on 30 April 2018 and closes at 5.00 p.m. on 13th June 2018.** Please see the notes on the reverse of this Form of Acceptance for further guidance on how to complete this Form of Acceptance.

**FORM OF ACCEPTANCE
SERIAL NUMBER**

AUTHORISED ACCEPTING AGENT STAMP:	AUTHORISED ACCEPTING AGENT CODE:	DATE:
1		BOX 1 Ordinary Shares registered in your name as at 3 rd May 2018
		BOX 2 PRICE PER SHARE (KES) 40/=
	ANY SHARES FROZEN OR PLEDGED? IF YES, TICK ON THIS BOX: Please insert details of pledgee and number of shares pledged below:	BOX 3 AMOUNT PAYABLE
	CHARGEES' NAMES: _____ NUMBER OF SHARES: _____	
2	If address details are different from above, please indicate correct details in part 2 of this Form of Acceptance. See Note (8) on back	
	POSTAL ADDRESS:	POSTAL CODE:
3	ACCEPTANCE IN FULL: Subject to terms and conditions of the Offer Document dated 30 April 2018, and this Form of Acceptance, I/we hereby accept the Offer Price (comprising payment of KES 40 per share) on the basis detailed in the Offer Document, offered by Seaboard Corporation for all my/our ordinary shares held by me/ourselves in Unga Group PLC.	
	AUTHORITY TO TRANSFER SECURITIES Subject to the Offer being declared unconditional I/we hereby request the CDSC/Registrar to transfer my entire shareholding in Unga Group PLC as indicated in part 1 above from my/our securities account to Seaboard Corporation's securities account.	
4	PAYMENT: Please select your preferred option of receiving payment by ticking one of boxes provided in this part 4 of the Form of Acceptance. Please note that the payments of all amounts payable by Seaboard Corporation now and in the future will be made according to the instructions provided and Seaboard Corporation, its advisers or appointed agents will not accept or bear any liability for paying in accordance with the instructions provided. Shareholders MUST provide accurate details and instructions and MUST present a certified copy of their identity cards or passports for individuals and certified copy of certificate of incorporation/registration for companies/groups/societies to the Authorised Accepting Agent when returning the Form of Acceptance.	
	<input type="checkbox"/> M-PESA to my telephone number: (Please provide your telephone number in spaces provided). This option is only available to persons entitled to receive above KES 50 and less than KES 70,000. The telephone number MUST be registered for M-Pesa. This option is only applicable to individuals and is not applicable to persons whose shares are held in a joint account or to a company, society or other corporate entity. M-Pesa details must correspond with data from the provider or the payment will be defaulted to cheque and mailed to the address on the register or as indicated on Part 2 above.	
	<input type="checkbox"/> TEL/MOBILE NUMBER	
	<input type="checkbox"/> Cheque Via Authorised Accepting Agent: Please note that all sums above KES 1,000,000 will be remitted via RTGS and bank account details must be provided below. The cheque will only be retained for one month and will thereafter be returned to the appointed Processing Agent for posting to the provided postal address above.	
	<input type="checkbox"/> Cheque to my mailing address provided above by registered mail. Please note that all sums above KES 1,000,000 will be remitted via RTGS and bank account details must be provided below.	
	<input type="checkbox"/> Electronic Funds Transfer to my bank account details provided below. Sums exceeding KES 1,000,000 will be remitted via RTGS. See Note (9) on back.	
	NAME OF BANK:	NAME OF BRANCH:
	ACCOUNT NAME:	BANK CODE:
	ACCOUNT NUMBER:	BRANCH CODE:
	TEL/MOBILE NO:	E-MAIL ADDRESS:
5	SIGNATURE(S) OF SHAREHOLDER OR AUTHORISED ATTORNEY	
	SIGNATURE 1 _____	SIGNATURE 2 _____
	DATE: _____	DATE: _____
	COMPANY SEAL (IF APPLICABLE)	

OFFICIAL USE ONLY

Tear off

ACKNOWLEDGEMENT SLIP			
ELIGIBLE SHAREHOLDER	FORM OF ACCEPTANCE NO.	TOTAL NO. OF SHARES	RECEIVING AGENT'S STAMP
			DATE

SAMPLE FORM OF ACCEPTANCE

1. OFFER STATISTICS**NOTES**

Offer Statistic	Value/price
Offer Price	KES 40.00

2. Before completing this Form of Acceptance, please read carefully the section headed "ACTION TO BE TAKEN" on page 2 of the Offer Document and Appendix IV of the Offer Document, the terms of which are incorporated into, and form part of, this Form of Acceptance.
3. If you intend to accept the Offer in respect of the Unga Group PLC shares you own, you should complete and sign this Form of Acceptance in accordance with the instructions contained in Appendix IV of the Offer Document and return it, (together with your share certificate(s), to your stockbroker or investment bank as soon as possible and, in any event, so as to be received no later than 5.00 p.m. on 13th June 2018
4. **YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DO NOT WISH TO ACCEPT THE OFFER.**
5. However, if you do not accept the Offer you should note the following (a) upon the Offer becoming unconditional in all respects, it is the intention of Seaboard Corporation to propose that the shares of Unga Group PLC be de-listed from the NSE in compliance with the regulatory requirements for such a measure; and (b) the shares of Unga Group will therefore no longer be tradable on a public market and you will be a minority shareholder with shares in a privately-held company.
6. If you have transferred all your holding of Unga Group PLC shares, please send the Form of Acceptance at once to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.
7. **POWER OF ATTORNEY:** If the Form of Acceptance is signed under a power of attorney, the completed Form of Acceptance should be returned to your stockbroker or investment bank accompanied by a certified true copy of the power of attorney (or a notarised copy).
8. **CHANGE OF ADDRESS DETAILS:** If you wish to change the address details appearing in Part 2 above, please attach confirmation of the new address, or a copy of Post Office receipt or Bank Statement or Utility Bill bearing the shareholder's names and the new address..
9. **ELECTRONIC FUNDS TRANSFER:** If you wish payment by electronic funds transfer and your bank details are not mandated on the register, you will need to attach a cancelled cheque leaf/ certified copy of cheque leaf or certified copy of an ATM card or a bank statement dated within 3 months of acceptance date showing bank account and names details as confirmation of bank details provided for the electronic funds transfer.
10. **SHARE CERTIFICATES:** If you hold the shares in certificated form, please enclose with the Form of Acceptance, the original copies of your share certificates. If the share certificate(s), and/or other document(s) of title is/are readily obtainable, deliver this completed Form of Acceptance to your stockbroker, or investment bank no later than 5.00 p.m. on 13th June 2018, accompanied by the share certificate(s), or other document(s) of title. If the share certificate(s), and/or other document(s) of title is/are not readily obtainable, send the completed Form of Acceptance to your stockbroker or investment bank with a note stating, for example, "share certificate(s) to follow" and arrange for the share certificate(s), and/or other document(s) of title to be forwarded to your stockbroker or investment bank as soon as possible thereafter.
11. **LOST SHARE CERTIFICATES:** If your share certificate(s) and/or other document(s) of title is/are lost, complete the Standard Letter of Indemnity in accordance with the instructions printed thereon, which needs to be requested through authorised accepting agent. This Standard Letter of Indemnity should be presented, together with suitable identification attached (i.e. certified copy of an identity card or passport) and other a certified copy of dividend warrant and a properly completed and duly executed Form of Acceptance, to **an Authorised Accepting Agent as soon as possible but in any event so as to be received no later than 5.00 p.m. on 13th June 2018.**
12. **FROZEN OR PLEDGED SHARES:** Shareholders whose shares in Unga Group PLC are frozen or pledged to a financier and who wish to take up the offer are required to unfreeze the shares via CDS 6 Form, which can be obtained from your CDA. Please note that a fee of KES 1,000 is chargeable for unfreezing. Any payments due to frozen/pledged accounts will be withheld and remitted to the financial institution that holds a charge on the shares.

PLEASE NOTE THAT FORMS OF ACCEPTANCE SUBMITTED WITHOUT A CERTIFIED COPY OF ID/PASSPORT FOR INDIVIDUALS OR CERTIFIED COPY OF CERTIFICATE OF INCORPORATION/REGISTRATION FOR COMPANIES/GROUPS/SOCIETIES MAY BE REJECTED. ONLY COPIES CERTIFIED BY THE AUTHORISED ACCEPTING AGENT OR AN ADVOCATE WILL BE ACCEPTED. IF DOCUMENTS ARE BEING CERTIFIED OUTSIDE OF KENYA THEY NEED TO BE CERTIFIED BY A NOTARY PUBLIC.