Further to the cautionary announcement published on Tuesday 25th March 2014, Shareholders are advised that Atlas Mara Co-Nvest Limited (Atlas Mara) has entered into conditional purchase agreements with selected shareholders of ABC Holdings Limited (ABCH), to acquire, for cash or shares, ABCH shares representing 50.1% of the total shares issued at a price of $0.82 per share or the equivalent in Atlas Mara shares.

Furthermore, Atlas Mara has entered into a “Business Combination Agreement” with African Development Corporation (ADC) wherein Atlas Mara has stated its intention to, directly or through a subsidiary, make a public share-for-share takeover offer for all outstanding shares of ADC. If successful, Atlas Mara will effectively control a further 37% of the Company currently held by ADC.

Atlas Mara has also entered into a “Cooperation Agreement” with ABCH whereby Atlas Mara has stated its intention to, subject to the completion of the conditional purchase agreements, make a mandatory public offer for all remaining outstanding shares of ABCH (approximately 12%) for cash and/or Atlas Mara shares, at a price of $0.82 per share (or the Atlas Mara share equivalent).

The completion of the transactions will in particular be conditional upon:

- Regulatory and Government approvals where required; and
- In the case of the conditional purchase agreements with selected ABCH shareholders, consent of ADC.
- In the case of the mandatory offer for the outstanding shares in ABCH, relevant approvals and conditions which will be detailed in an offer document to be circulated to ABCH shareholders.

**About Atlas Mara**

Atlas Mara was formed by Atlas Merchant Capital LLC and Mara Group Holdings Limited and listed on the main market of the London Stock Exchange in December 2013. Atlas Merchant Capital LLC and Mara Group Holdings Limited are led by Bob Diamond, former CEO of Barclays plc, and Ashish J Thakkar, the founder of diversified African investment group, Mara, respectively.

Shareholders are advised to exercise caution when trading their shares.

By the order of the Board
ABC Holdings Limited
1 April 2014