



LNM Holdings N.V.

Member of **THE LNM GROUP**

LNM Holdings N.V.

(Registration number: 65443)

ANNOUNCEMENT OF NEW VOLUNTARY OFFER THRESHOLD

BACKGROUND TO THIS ANNOUNCEMENT

On 6 December 2002 LNM Holdings N.V. ("LNM") made an offer (the "partial offer") to all shareholders of Iscor Limited ("Iscor"), other than LNM (the "Iscor minority shareholders"), to acquire a further 12.19 per cent of the issued share capital of Iscor, equivalent to 18.7 per cent of each Iscor minority shareholders' holding, for a cash consideration of R30.00 per share, subject to the fulfilment or waiver of conditions set out in the offer circular (the "LNM offer circular").

On 20 December 2002 the independent directors of the Iscor board (the "independent Iscor directors") posted a circular to Iscor minority shareholders setting out information and explanations relating to the partial offer. The independent Iscor directors, having considered the advice of Investec Bank Limited who were appointed by them to advise on the fairness of the partial offer, concluded that the terms of the partial offer were fair and reasonable to the Iscor minority shareholders. The independent Iscor directors recommended that Iscor minority shareholders vote in favour of a resolution (the "waiver resolution") to be proposed at a general meeting of Iscor to be held on Wednesday, 22 January 2003 waiving the requirement under the Securities Regulation Panel Code on Take-overs and Mergers ("SRP Code") to make a mandatory offer to the Iscor minority shareholders and accept the partial offer.

Iscor shareholders are referred to the above documents, which should be considered in conjunction with this announcement.

NEW VOLUNTARY OFFER THRESHOLD

LNM is committing to make a voluntary offer (a "new voluntary offer") to acquire the shares of Iscor minority shareholders should its holding of Iscor shares reach 60 per cent of Iscor's issued share capital (the "60 per cent threshold"). The new voluntary offer would be made in accordance with the provisions of Rule 8 of the SRP Code. The terms of the new voluntary offer, including the price, would be determined at the date of that offer.

If LNM were to acquire more than 50 per cent of Iscor's issued share capital, there would be no mandatory requirement under the SRP Code for LNM to make the new voluntary offer due solely to it thereafter reaching the 60 per cent threshold. Any voluntary offer is and will, at all times, be conditional upon the partial offer becoming unconditional and LNM having attained the 60 per cent threshold. LNM makes no representation that it will, or will seek to, achieve this level of shareholding.

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Johannesburg
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NO OFFER OF SECURITIES

This announcement does not constitute an offer or an invitation to purchase any securities.

FORWARD-LOOKING STATEMENTS

Statements in this announcement may include "forward-looking statements" that express or imply expectations of future events or results. All forward-looking statements involve a number of risks, uncertainties and other factors and LNM cannot give assurances that any such statements will prove to be correct. Reference is made to the explanation of certain risks and uncertainties and the caution that you should exercise in relation to forward-looking statements and the partial offer which is set out in paragraph 17.1 of the LNM offer circular.

GENERAL

This announcement is published on behalf of LNM and is the sole responsibility of LNM.

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Financial advisers to LNM



Corporate law advisers to LNM

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