

Proposed strategic transaction between Helios Holdings Limited and Fairfax Africa Holdings Corporation

Transformational transaction creating the premier pan Africa-focused alternative investment manager – Helios Fairfax Partners Corporation

- Helios Fairfax Partners Corporation to become the leading pan-Africa focused listed alternative asset manager with unique capabilities to invest across the continent
- Creates a diversified investment platform combining best in class third-party investment management capabilities with the strength of long-term shareholders in a permanent capital vehicle
- Provides an enlarged capital base, increasing capacity to invest as well as to launch additional and differentiated Africa focused asset management strategies and initiatives
- Reinforces the parties' shared long-term commitment to be a consistent and trusted provider of capital to growing African businesses across market cycles
- Tope Lawani and Babatunde Soyoye, the co-founders and Managing Partners of Helios Investment Partners LLP, will become joint CEOs of the combined holding company, enabling the company to build on the track record they have established over the last 15 years

Toronto, Canada and London, UK, July 10, 2020 - Fairfax Africa Holdings Corporation (TSX: FAH.U) ("Fairfax Africa"), an investment holding company traded on the Toronto Stock Exchange whose objective is to make investments in African businesses, announced today that it has entered into a definitive agreement (the "Purchase Agreement") with Helios Holdings Limited (together with one or more of its affiliates, as the context requires, the "Helios Holdings Group"), the leading Africa-focused private investment firm, for the combination of their complementary businesses on one unified platform. The Helios Holdings Group will contribute certain economic streams (from the management and performance fees arising from current and future Helios funds) to Fairfax Africa in exchange for a 45.9% equity and voting interest in the pro forma share capital of Fairfax Africa (the "Transaction"). Fairfax Financial Holdings Limited ("Fairfax Financial") will retain voting control of the combined entity.

On closing of the transaction, Fairfax Africa will be renamed Helios Fairfax Partners Corporation ("HFP") and continue to be listed on the Toronto Stock Exchange.

Tope Lawani and Babatunde Soyoye, the co-founders and Managing Partners of Helios Investment Partners LLP ("Helios"), the investment advisor to the Helios funds, will be appointed as co-chief executive officers of HFP. Since 2004 they have jointly built the leading pan-Africa focused private equity business with four successful funds. The current CEO of Fairfax Africa, Michael Wilkerson, will become the Executive Vice Chairman of HFP.

Upon closing, Helios will be appointed sole investment adviser to HFP. As a result of the Transaction, HFP shareholders will benefit from a broader team of experienced investment professionals fully focused on Africa, with deep local knowledge, differentiated capabilities and a successful track record across the continent in identifying and securing high-quality, largely proprietary, investment opportunities.

In addition to being appointed as investment advisor to HFP, Helios will pursue the growth of its third-party investment advisory business in Africa-focused alternative assets, continuing to advise on its existing private equity and credit funds, with combined assets under management of over US\$3.6 billion, and raising and deploying future funds in similar strategies and new initiatives. Current investors in Helios' latest fund, Helios IV, include CDC Group (the UK's development finance institution) and the International Finance Corporation (a member of the World Bank Group). The Transaction will strengthen Helios' third-party fund advisory capabilities by enabling greater investment flexibility and capacity, enhancing Helios' position as a constructive and creative partner of choice for Africa.

The Transaction creates a leading Africa-focused alternative investment manager with the strength and stability of an investment holding company and the enhanced cashflow and liquidity profiles of an alternative asset manager. HFP will continue to be publicly-listed and will represent an attractive investment vehicle offering exposure to high-quality investments in African markets. HFP's business will benefit from diversified revenue streams from both recurring and predictable asset management fees and carried interest income from long-dated third-party funds under management as well as capital gains from the appreciation of its proprietary capital. HFP's permanent capital base will support the launch of new third-party fund strategies and initiatives, leveraging Helios' track record and expertise.

Additional Transaction Details

Fee streams contributed by Helios Holdings Group consist of:

- 100% of excess fees, defined as all management and other fees paid to Helios or any of its affiliates in connection with the management of any existing or future fund (including the management of HFP and its subsidiaries) less expenses, administrative fees or other fees necessary for the operation of managing those funds,
- 25% of all carried interest amounts generated by any existing private equity fund managed by Helios or any of its affiliates, excluding Helios IV, and
- 50% of all carried interest amounts generated by any future fund managed by Helios or any of its affiliates, including Helios IV.

The current carried interest incentives for Helios' investment professionals remain in place and the all-share transaction ensures strong alignment between the investment team, Limited Partners of Helios' funds and the shareholders of HFP in delivering strong and sustainable performance across all parts of the combined business.

Tope Lawani, co-founder and Managing Partner of Helios Investment Partners LLP said:

"We are proud to be partnering with Fairfax Financial and Prem Watsa on this next step of Helios' development. The combination leverages our mutual strengths and enables us to provide public market investors with unique access to a differentiated set of investment opportunities on the African continent, as we have been doing for our partners in our private funds. This will strengthen our ability to deliver on our mission to generate globally competitive investment returns and create positive socioeconomic development outcomes for Africa by building profitable, value-creating and socially responsible businesses."

Prem Watsa, Chairman and CEO of Fairfax Financial Holdings Limited added:

“We are excited to partner with Tope and Babatunde in establishing Helios Fairfax Partners. They have an outstanding track record in investing in Africa over the past 15 years. Our cultures are very similar and Tope and Babatunde, with our support, aim to establish the pre-eminent investment vehicle for Africa in the years to come. We believe this partnership will be good for Africa, the shareholders of Fairfax Africa and Helios and the employees of both organizations.”

Michael Wilkerson, Chief Executive Officer of Fairfax Africa, said:

“This combination creates the pre-eminent pan-African investment platform, bringing together the complementary strengths of our respective expertise, cultures and people, in an attractive permanent capital vehicle. We are very pleased to partner with Tope, Babatunde and the entire Helios team, and look forward to working together to build sustainable value for our shareholders over time.”

Transaction Process

Fairfax Africa will call a special shareholder meeting (the “Meeting”) at which shareholders of Fairfax Africa (“Shareholders”) will be asked to approve, among other things, an amendment to Fairfax Africa’s articles and by-laws in order to give effect to the Transaction.

The board of directors (the “Board”) of Fairfax Africa has formed a special committee (the “Special Committee”) comprised of directors who are independent of Fairfax Africa management and of Fairfax Financial and its affiliates. The Special Committee, after receiving independent legal and financial advice (including a fairness opinion from Alvarium MB (UK) Limited (“Alvarium”) described below), unanimously recommended that the Board approve the Transaction and recommend to Shareholders (other than Fairfax Financial and its affiliates) that they vote in favour of the Transaction at the Meeting. Based on the recommendation of the Special Committee, the Board (with interested directors abstaining) has determined that the Transaction is in the best interests of Fairfax Africa and is unanimously recommending that Shareholders (other than Fairfax Financial and its affiliates) vote in favour of the Transaction at the Meeting.

The Special Committee has retained Alvarium as an independent financial advisor. Alvarium provided its verbal opinion to the effect that, as of July 10, 2020, subject to the assumptions, limitations and qualifications to be set out in Alvarium’s written fairness opinion, the financial terms of the Transaction are fair, from a financial point of view, to the Corporation and its Shareholders (excluding any related party shareholders who may be entitled to receive a collateral benefit in connection with the Transaction). The written fairness opinion will be included in the management proxy circular (the “Circular”) to be filed and mailed to Shareholders in connection with the approval of the Transaction at the Meeting.

HFP, Fairfax Financial, Tope Lawani and Babatunde Soyoye will enter into a new securityholders’ agreement pursuant to which, among other things, the board of directors of HFP post-closing of the Transaction will consist of nine members in total, of which Fairfax Financial will nominate three members, Helios Holdings Group will nominate two members, and four members will be independent and jointly nominated by Fairfax Financial and Helios Holdings Group.

Completion of the Transaction, which is expected to occur in the third quarter of this year, is subject to customary conditions, including receipt of applicable regulatory approvals, the approval of the Toronto Stock Exchange, and approval by Shareholders at the Meeting (including a majority of the votes cast by holders of Fairfax Africa's subordinate voting shares (excluding any subordinate voting shares owned by Fairfax Financial and its affiliates)).

Significant shareholders of Fairfax Africa (collectively, the "Supporting Shareholders"), being Fairfax Financial and OMERS Administration Corporation, have entered into voting support agreements (the "Support Agreements") with Fairfax Africa and the Helios Holdings Group pursuant to which the Supporting Shareholders have agreed, subject to the terms thereof, to vote their shares in the capital of Fairfax Africa in favour of the Transaction. The Supporting Shareholders hold, collectively, 100% of the total votes attached to the multiple voting shares of Fairfax Africa, approximately 65.7% of the total votes attached to the subordinate voting shares of Fairfax Africa and approximately 54.7% of the total votes attached to the subordinate voting shares of Fairfax Africa (excluding those held by Fairfax and its affiliates).

Pursuant to the Purchase Agreement, the Transaction is subject to additional closing conditions, including, among others, the acquisition by Fairfax Financial of Fairfax Africa's equity stake in Atlas Mara Limited ("Atlas Mara") for an aggregate purchase price of US\$40 million. Fairfax Financial will also be guaranteeing the repayment of amounts drawn under a US\$40 million secured credit facility made available by Fairfax Africa to Atlas Mara.

Advisors

McCarthy Tétrault LLP is legal advisor to Fairfax Africa and Fairfax Financial.

Alvarium is financial advisor and Goodmans LLP is legal advisor to the Special Committee.

Lazard is financial advisor and Kirkland & Ellis LLP and Stikeman Elliott LLP are legal advisors to Helios Holdings Group.

About Helios Investment Partners LLP

Established in 2004, Helios Investment Partners is the largest Africa-focused private investment firm, with a record that spans creating start-ups to providing expanding companies with growth capital and expertise. Led and predominantly staffed by African professionals with the language skills and cultural affinity to engage with local entrepreneurs, managers and intermediaries on the continent, Helios leverages its local and global networks to create attractive proprietary investment opportunities, with an emphasis on building market leaders in core economic sectors and driving performance through a highly engaged approach to portfolio operations. The firm's unique combination of a deep knowledge of the African operating environment, a singular commitment to the region and a proven capability to manage complexity, is reflected in the firm's diverse portfolio of growing, market-leading businesses and its position as a partner of choice in Africa. Helios is the largest emerging markets-focused private equity firm, and second mainstream private equity firm globally, to receive B Corp certification. B Corp status recognizes the firm's long-standing commitment to sustainability and responsible business practices.

For more information, visit <https://www.heliosinvestment.com/>

About Fairfax Africa Holdings Corporation

Fairfax Africa is an investment holding company whose investment objective is to achieve long-term capital appreciation, while preserving capital, by investing in public and private equity securities and debt instruments in Africa and African businesses or other businesses with customers, suppliers or business primarily conducted in, or dependent on, Africa.

About Fairfax Financial Holdings Limited

Fairfax is a holding company which, through its subsidiaries, is engaged in property and casualty insurance and reinsurance and the associated investment management.

Disclaimer

Certain statements included in this press release constitute forward-looking statements within the meaning of applicable securities laws, including, but not limited to, those identified by the expressions “expect”, “will”, “believe” and similar expressions. Some of the specific forward-looking statements in this press release include, but are not limited to, statements with respect to: the Transaction and the terms thereof, the expected date of completion of the Transaction and the anticipated benefits to Shareholders. There can be no assurance that the proposed Transaction will be completed or that it will be completed on the terms and conditions contemplated in this press release. The proposed Transaction could be modified or terminated in accordance with its terms.

Forward-looking statements are based on a number of key expectations and assumptions made by Fairfax Africa and Helios Holdings Group including, without limitation: the Transaction will be completed on the terms currently contemplated; the Transaction will be completed in accordance with the timing currently expected; all conditions to the completion to the Transaction will be satisfied or waived and the Purchase Agreement will not be terminated prior to the completion of the Transaction. Although the forward-looking statements contained in this press release are based on what Fairfax Africa’s and Helios Holdings Group’s management believes to be reasonable assumptions, Fairfax Africa and Helios Holdings Group cannot assure investors that actual results will be consistent with such information.

Forward-looking statements involve significant risks and uncertainties and should not be read as guarantees of future performance or results as actual results may differ materially from those expressed or implied in such forward-looking information. Those risks and uncertainties include, among other things: the Transaction may not be completed on the terms, or in accordance with the timing, currently contemplated, or at all; and Fairfax Africa and Helios Holdings Group may not be successful in satisfying the conditions to the Transaction. Additional information about risks and uncertainties related to Fairfax Africa are contained in Fairfax Africa’s annual information form for the year ended December 31, 2019 and in Fairfax Africa’s management’s discussion and analysis of financial results dated April 30, 2020, both of which are available on SEDAR at www.sedar.com.

The forward-looking statements contained herein represents Fairfax Africa's and Helios Holding Group's expectations as of the date of this press release, and are subject to change after this date. Each of Fairfax Africa and Helios Holdings Group assume no obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable law.

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