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PREMIER GROUP LIMITED ANNOUNCES ITS INTENTION TO LIST ON THE MAIN BOARD OF THE JSE

INTRODUCTION

Premier Group Limited (the “Company”, the “Group” or “Premier”) has today announced its intention to list all of the Company’s issued ordinary shares (“Shares”) on the Main Board of the securities exchange operated by the JSE Limited (the “JSE”) by way of an Initial Public Offering (“IPO”), subject to market conditions and the requisite approvals by the JSE (the “Listing”). The Shares will be listed in the “45102020 – Food Products” sector of the JSE under the abbreviated name “Premier” and share code “PMR”.

Premier is a leading consumer packaged goods (“CPG”) company offering a wide range of products across Southern Africa. The Company provides a multi-brand, multi-product offering across a wide range of categories across numerous channels, strategically positioning itself within the food and beverage and home and personal care sectors and maintaining the flexibility to capitalise on growth areas in the CPG industry.

Kobus Gertenbach, Chief Executive Officer of Premier said:

“The decision to embark upon a JSE listing is an important and exciting step in Premier’s growth story. The transition into the listed environment is expected to support Premier’s efforts to drive its organic and acquisitive growth strategy and strengthen its market position across all business areas. The executive management team will remain materially invested in Premier, thereby ensuring strong alignment between existing and new shareholders.”

SALIENT FEATURES OF THE PROPOSED PREMIER IPO AND LISTING

- An offer for sale of Shares held by Brait Mauritius Limited (“Brait Mauritius” or “Brait”), a wholly-owned subsidiary of Brait PLC (“Offer Shares”) intended to raise gross proceeds of up to ZAR3.7bn (including a ZAR200 million over-allotment option) (“the Offer”).
- A proposed pricing range of ZAR53.82 – ZAR67.04 per Offer Share, equating to an equity valuation of ZAR6.9bn – ZAR8.6bn.
- The proposed pricing range equates to a 6.0x – 7.0x last twelve months to 30 September 2022 multiple of earnings before interest, tax, depreciation, and amortisation (“EBITDA”) to enterprise value. This represents a 10% – 28% discount to Brait’s latest valuation of Premier, after adjusting for the ZAR1.0bn refinancing of Premier’s long-term debt on 2 November 2022. ZAR950 million of these refinancing proceeds were used to make a distribution to Premier’s shareholders prior to the Listing.
- Brait will receive gross proceeds of up to ZAR3.7bn from the Offer, which, together with its share of the November 2022 distribution of ZAR950 million, totals up to ZAR4.7bn, before fees and expenses.
- The gross proceeds of up to ZAR4.7bn holistically address Brait’s future liquidity requirements and Brait remains committed to distributing its assets to shareholders.

- Irrevocable agreements have been secured from Titan Premier Investments Proprietary Limited (“Titan”), who has agreed to purchase 36.2% of the Offer Shares (including the overallotment shares) (“Titan Cornerstone”), and an institutional investor, who has agreed to purchase a further 2.4% of the Offer Shares (including the overallotment shares), resulting in 38.6% coverage of the Offer throughout the price range.
- In addition, Titan and Rand Merchant Bank, a division of FirstRand Bank Limited (“RMB”) have committed to underwrite ZAR2.9bn and ZAR0.5bn respectively at the bottom of the price range (i.e., ZAR53.82 per Offer Share).
- The Listing is subject to customary conditions for capital markets transactions of this nature, including the minimum free-float and shareholder spread requirements as prescribed by the JSE Listings Requirements being met.
- To the extent that there is insufficient demand to achieve the JSE minimum free-float requirement of 20% (excluding the Offer Shares acquired by Titan), the Listing will not proceed. Nonetheless, the Offer will proceed with Titan and RMB purchasing ZAR3.0bn (43.2% of Premier) and ZAR0.5bn (7.2% of Premier) of unlisted Shares respectively from Brait at the bottom of the proposed price range, pursuant to their underwrite and subject to certain standard terms and conditions. By virtue of this structure, RMB will only be required to purchase Shares should the Listing not proceed. Should the Listing proceed, RMB would have no obligation to take up, and no exposure to, the equity in Premier.
- Brait has invited its major institutional shareholders to participate in the Offer. As part of the Offer, it has offered to cede and transfer to those Brait shareholders who submit an order to purchase Offer Shares equal to their fully diluted shareholding in Brait (assuming that all the outstanding senior, unsecured, exchangeable bonds due in 2024 that were issued by a subsidiary of Brait PLC, are exchanged for ordinary shares in Brait PLC), the voting rights in Premier held by Brait following the Listing equal to their percentage allocation of Offer Shares.
- Lock-up arrangements will apply to each of the Company (180 days from the date of Listing), Brait (360 days from the date of Listing), Premier’s senior management (“Senior Management”) (360 days from the date of Listing), and Titan (180 days from the date of Listing), subject to customary exceptions for transactions of this nature and provided that:
 - Brait PLC would be entitled to unbundle its residual shareholding in Premier within the lock-up period; and
 - to the extent that Titan exercises its right, as contemplated under its underwriting commitment, to sub-underwrite up to ZAR500 million of its exposure, no lock-up arrangements will apply to the Shares that are subject to the sub-underwritten component of Titan's commitment, in line with standard market practice.

INFORMATION ON PREMIER

Business units and brands

Premier’s two reporting business units produce a wide range of products:

- Millbake includes bread, sandwich squares (individually packaged, pre-sliced toasted bread), maize, wheat, rice, samp (dried corn kernels that have been pounded and chopped until broken), quick cook samp, instant maize porridge, maize rice, maize flour, wheat flour, corn flour, baking powder, pasta, and value-added baking mixes. A significant proportion of Millbake products are supplied to the informal market with more than 60% of Premier’s Millbake sales derived from this market.
- Groceries and International includes three divisions:
 - Sugar confectionery, which is a business that has an extensive range of products including, *inter alia*, marshmallows, jellies, chews, gums, compressed sweets, boiled lollipops, and sweets, liquorice, chocolate coated gums, and peanut brittle. Premier has further enhanced its strong market position in sugar confectionery brands with the acquisition of the business of Mister Sweet, concluded on 1 June 2021. This acquisition should deliver material synergies, and these are expected to fully materialise in the financial years ending 31 March 2023 and 2024;

- The home and personal care (“HPC”) portfolio includes sanitary pads, non-applicator and applicator tampons, liners, maternity pads, breast pads, reusable applicators and menstrual cups, a broad range of cotton tips, pads, balls and rolls, and plastic gloves; and
- The balance of the Groceries and International business includes nutritional beverages, as well as biscuits, pasta, rice, and animal feeds produced and sold by Premier’s Mozambique subsidiary Companhia Industrial da Matola (“CIM”).

Premier produces and markets iconic South African brands such as Snowflake, Blue Ribbon, BB Bakeries, Iwisa, Nyala, Super Sun, Impala, Manhattan, Super C, Mister Sweet, Champion toffee, Rascals, Candy Tops, Lil-lets, and Dove cotton wool; as well as leading brands in Mozambique which include CIM, Florbela, Polana and Top Score; and in eSwatini, brands which include SUB, Mister Bread, Blue Ribbon, Iwisa, Bakers Pride, and Mandla Mageu.

According to DataOrbis market share data by value for the 12 months to August 2022, Premier had an approximate 24% market share in bread, 32% market share in flour, 20% market share in maize, 18% market share in total sugar-based confectionery (rising to a 20% market share within Premier’s defined segments comprising gums and jellies, marshmallows, chews, compressed and boiled sweets, toffees, and liquorice), and an 18% market share in feminine care in South Africa. Notably, in respect of the bread category for the 12 months to August 2022, Premier held the market leading position in the Western Cape (37%), and the second largest market share in KwaZulu-Natal (30%) and the Eastern Cape (34%).

Since 2012, the coastal regions have been a strong focus for Premier’s success in the bread market, and Premier’s baking business is now on the path to delivering its strategy to expand its inland market share as the Group recently commissioned a new Pretoria-based bakery and mill to better service this region.

Marketing and distribution

Premier’s leading consumer brands are marketed to consumers using bespoke trade, shopper, and consumer marketing tools in various media channels. The brands are active on trade broadsheets, outdoor media, radio and television, print, various in-store media and on social media. Well-branded and informative packaging forms the core of Premier’s brand communication strategy direct to the shopper.

One of Premier’s key strengths is its route to market capability, using a fleet of 1,059 (912 owned and 147 third-party) bakery vehicles delivering bread to over 45,000 customers, 363 days a year. For the balance of the product portfolio, Premier distributes its sugar confectionery and HPC brands to the retail, wholesale, general trade, buy-to-use and out-of-home and export sales channels through its strategically situated distribution centres and its own fleet, accounting for 40% of deliveries, with the remainder distributed through third parties. The 4,890 sales and merchandising contracted service providers call on 5,400 stores daily to ensure Premier’s products are visible and available for consumers to purchase.

Premier’s algorithm for success is predicated on the business driving flawless execution daily alongside a systematic focus on being the lowest cost producer in the Millbake category. This allows Premier to operate competitively in an operationally demanding environment, characterised by volatile commodity prices. Continuous investment in the operational platform and business model has driven consistent and robust financial performance, resulting in Premier being one of the leading CPG platforms in the markets in which it operates, with further capability to scale. The distinct competitive strengths derived from Premier’s operational platform include:

- Technologically advanced facilities;
- A competitive operational platform;
- Human capability and agility; and
- A trusted brand portfolio.

PREMIER'S FINANCIAL HIGHLIGHTS

The following figures are a summary of Premier's financial performance over the past three financial years ended 31 March:

	FY2020	FY2021	FY2022
Financial metrics (ZAR million)			
Revenue	11,048	12,526	14,538
<i>Revenue growth (%)</i>		13.4%	16.1%
Adjusted EBITDA ⁽¹⁾	1,032	1,099	1,490
Operating profit/(loss) or EBIT	(6) ⁽²⁾	685	877
Margins (%)			
Adjusted EBITDA margin	9.3%	8.8%	10.3%
Operating profit margin	(0.1%)	5.5%	6.0%
Free cash flow conversion:			
including expansionary capital expenditure	39.6%	73.0%	44.4%
excluding expansionary capital expenditure	55.5%	96.7%	66.8%

(1) Adjusted EBITDA defined as earnings before interest, tax, depreciation, amortisation, and impairment losses.

(2) Impacted by impairment losses of R631m, primarily relating to the write-down in the investment in CIM for PPE and the write-down of various trademarks and goodwill.

Over the last three financial years, Premier has grown its revenue and its Adjusted EBITDA at compound annual growth rates of 15% and 20% respectively.

Premier's Millbake division (82% of Group revenue) showed strong momentum in FY2022, successfully managing its margins in an inflationary environment:

- Revenue growth of 12.5% to ZAR11.9bn, comprising volume growth of 6.0% and average price inflation of 6.5%; and
- Adjusted EBITDA, excluding head office costs, growth of 32% to ZAR1.4bn, with Adjusted EBITDA margins expanding by 170bps to 11.7%.

Premier's Groceries and International division (18% of Group revenue) increased revenue by 35%. Adjusted EBITDA, excluding head office costs, increased by 24% to ZAR200 million, driven by significant historic capex spend, brand loyalty, and product expansion. On a divisional basis:

- Sugar confectionery revenue increased by 238% to ZAR763 million with revenue from Mister Sweet contributing ZAR540 million for the 10 months since acquisition;
- HPC revenue increased by 6% to ZAR651 million; and
- CIM Premier's Mozambique subsidiary increased revenue by 10.4% to ZAR1.2bn.

Capital expenditure for the Group of ZAR519 million (FY2021: ZAR504 million) comprises ZAR186 million maintenance capital expenditure (FY2021: ZAR244 million) and ZAR333 million expansionary capital expenditure (FY2021: ZAR260 million), largely relating to the new Pretoria mill and bakery, which was recently commissioned.

Premier's leverage ratio (measured as net debt owing to third parties excluding shareholder funding to EBITDA) was 1.6x at the end of FY2022 (FY2021: 1.9x). Premier's Adjusted Return on Invested Capital (adjusted for capital expenditure projects not yet, or recently, commissioned and the revaluation of internally generated intangibles) increased from 11.1% for FY2021 to 14.8% for FY2022.

Premier delivered a strong performance for the six months ended 30 September 2022 (1H FY2023), despite extraordinarily high commodity prices, loadshedding and other cost inflationary pressures. Revenue grew 23.9% on the prior interim period. EBITDA and EBIT grew by 15.7% and 23.0% respectively on the prior

interim period, whilst finance costs declined 72.9% on the prior interim period to ZAR58 million, principally due to the shareholder funding provided by Brait being equitised in May 2022.

The Millbake division delivered a stellar performance for 1H FY2023, growing volumes in the bread, wheat, and breakfast categories, despite price increases being passed through to the market, and the impact of loadshedding. In 1H FY2023, revenue in Millbake increased by 24.7% to ZAR7.2bn with c.4.5% volume and c.20.2% price impact. Millbake EBITDA increased by 15.3% to ZAR761 million in 1H FY2023 with the EBITDA margin contracting by 90bps to 10.6%.

Strong performance from Groceries and International was driven by significant historic capital spend, brand loyalty and product expansion. In 1H FY2023, revenue in Groceries and International increased by 19.8% to ZAR1.5bn, supported by robust performance in the Sugar Confectionery category, with growing sales volumes underpinning increases in revenue, gross profit, and EBITDA. HPC and CIM traded well in 1H FY2023, with gross profit and EBITDA increases being attributed to strong margin management and well-controlled costs. Overall, Groceries and International EBITDA increased by 25.1% to ZAR112 million in 1H FY2023, with margins expanding by 30bps to 7.5%.

Capital expenditure of c.ZAR215 million was incurred in 1H FY2023, comprising ZAR66 million of expansionary capital expenditure and ZAR149 million of maintenance capital expenditure. Capital expenditure as a proportion of revenue came in at 2.5% in 1H FY2023 versus 3.0% in 1H FY2022. Free cash flow conversion (excluding expansionary capital expenditure) of 61.1% is up from 54.7% in 1H FY2022. Including expansionary capital expenditure, the conversion ratio of 53.1% in 1H FY2022 is up from 34.2% in 1H FY2022.

Premier's leverage ratio was 1.4x as at end 1H FY2023, which on a *pro forma* basis, increased to 2.0x after the refinancing of its long-term debt on 2 November 2022. Premier's Adjusted Return on Invested Capital increased by 200bps on the prior interim period to 14.9%.

For more information, please refer to Brait PLC's consolidated unaudited financial results for the six-month period ended 30 September 2022, published on the Stock Exchange News Service ("SENS") on 14 November 2022.

PREMIER'S KEY STRENGTHS AND COMPETITIVE ADVANTAGES

Premier is a highly attractive investment opportunity, within the food producers' sector, differentiated by consistently strong financial and operational performance and a scalable platform. Premier believes that the following key strengths contribute to its success and distinguish it from its competitors:

- Premier is well positioned as a CPG sector leader within the Sub-Saharan African market;
- Premier is the largest unlisted South African essential foods business in the market (Source: *Euromonitor, Staple Foods in South Africa, Dec 2021 and Mail & Guardian, SA's Food Security – Premier Helping to Feed the Nation, Oct 2022*);
- Premier has a track record of withstanding input cost pressures in a rising inflationary environment;
- Premier has a consistent track record of delivering superior financial performance;
- Premier's continued capital expenditure investment has delivered fully integrated, best-in-class facilities;
- Premier has identified growth vectors to bolster its leading market position and support future success; and
- Premier has a highly skilled and experienced management team.

PREMIER'S BUSINESS STRATEGY

Premier pursues its purpose to ensure that its products and employees make a difference in the everyday lives of consumers through "The Premier Way" in order to:

- unlock future growth by optimising and growing the core business and delivering attractive margin returns and growth;
- earn the right to operate in communities by protecting the health and safety of employees and consumers, pursuing Sustainable Development Goals (as defined by the United Nations) and pursuing purpose through social upliftment and a more inclusive organisation;
- grow together to be the best by developing Premier's people; and
- be brilliant at the basics by delivering fit for purpose products, implementing appropriate processes and cross-functional efficiencies, and striving for continual improvement.

The Premier Way underpins the leadership and communication philosophy within the business to execute its strategy and build the Group's employee value proposition.

Premier operates in a high-performance growth culture with corporate and operational business scorecards focused on driving growth. Premier measures the execution of its strategies and its performance on a quarterly basis and adapts plans and tactics where necessary. This ensures that Premier remains agile and relevant in its dynamic business environment.

RATIONALE FOR LISTING

The main purposes of the Listing are to:

- enable Brait to realise a portion of its investment in the Company through the disposal of the Offer Shares, reduce its gearing and substantially eliminate the need for Brait to sell any further Shares into the market, and clear the path for an unbundling of the remaining Shares held by Brait to Brait PLC shareholders at an appropriate time, in due course;
- provide the Company with access to the capital markets, which it may use to support and develop further growth of the Group in accordance with its strategy and to finance acquisitions of, or investments in, businesses, technologies, and other assets in the future;
- provide holders of Shares with a liquid public market on which to trade their Shares; and
- raise the Company's profile through the listing and trading of the Shares on an established exchange and increase investor awareness regarding the Company's vision, strategy, and operations.

The Company will not receive any proceeds from the sale of the Offer Shares to be sold by Brait under the Offer (including pursuant to any exercise of the overallotment option).

Brait will retain a significant shareholding in the Company post implementation of the Offer and will continue to work closely with the Group's management to drive growth and create value in the Group.

The Group undertook a broad-based black economic empowerment restructuring to improve the Group's relevant South African empowerment status and enhance its continued commitment to socio-economic transformation by ensuring meaningful and sustained black ownership.

DIVIDEND POLICY

The Board recognises the importance of maintaining a consistent dividend policy and will endeavour to avoid volatility in the dividend profile by ensuring high-quality, medium-term strategic and financial planning.

Premier is targeting a pay-out ratio of 30% to 60% (2.0x to 2.5x times cover) of diluted headline earnings per share from continuing operations considering its targeted gearing of approximately 1.5x net debt / EBITDA by the end of the year ending 31 March 2025, as well as its cash generation and growth aspirations.

Premier's current intention is to declare a maiden dividend in 2023, to be paid out of retained earnings post the release of financial results for the year ending 31 March 2023. The 2023 dividend will be based on the above pay-out ratio and pro-rated for the period commencing from the date of the Listing to 31 March 2023.

Notwithstanding the above, inflationary and input cost pressures resulting from the current global macroeconomic environment have necessitated Premier to invest in its working capital cycle and depending on the length of time over which commodity and fuel prices remain at elevated levels, Premier may need to retain flexibility to redirect its cash resources towards operations as required.

The quantum, timing and frequency of future dividends will be at the sole discretion of the Board and will be a function of the Group's profitability and cash resources, investment required in the working capital cycle, pricing and volatility of commodity pricing, targeted growth opportunities and overall strategy of Premier.

OTHER

There will not be any offer made to the public (or a section thereof) in any jurisdiction pursuant to the Offer. The Offer is made, separately, to certain selected, qualifying institutional persons outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended.

Investing in the Offer Shares involves risks. Any investment decision in connection with the Offer and Listing, if proceeded with, should be made solely on the basis of the information that will be contained in a pre-listing statement to be issued by Premier in connection with the Offer and Listing in due course.

RMB and The Standard Bank of South Africa Limited ("Standard Bank") have been appointed as Joint Global Coordinators and Joint Bookrunners in relation to the Listing. Investec Bank Limited ("Investec") has been appointed as Joint Bookrunner. RMB has been appointed as JSE sponsor to Premier and stabilisation manager for the Offer.

Linklaters LLP and Webber Wentzel have been appointed as legal advisers to the Joint Global Coordinators and Joint Bookrunners. DLA Piper Advisory Services Proprietary Limited has been appointed as legal adviser to the Company.

More information on Premier is available on the Group's website (www.premierfmcg.com).

Johannesburg
14 November 2022

Sponsor
Rand Merchant Bank (A division of FirstRand Bank Limited)

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This announcement does not constitute or form part of any offer or solicitation or advertisement to purchase any shares in South Africa, including an offer to the public for the sale of, or the solicitation of an offer to buy, shares as defined in the South African Companies Act and will not be distributed to any person in South Africa in any manner that could be construed as an offer to the public in terms of the South African Companies Act 71 of 2008 ("Companies Act"). In South Africa this announcement is directed only at (i) persons falling within the exemptions set out in section 96(1)(a) of the Companies Act; (ii) persons who subscribe, as principal, for Shares at a minimum aggregate subscription price of R1,000,000, as envisaged in section 96(1)(b), of the Companies Act; and (iii) to selected persons outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act") (all such persons in (i), (ii) and (iii) being referred to as "relevant persons"). Any investment activity to which this announcement relates will only be available to, and will only be engaged with, relevant persons. Any person who is not a relevant person should not act on this announcement or any of its contents. This announcement does not, nor does it intend to, constitute a "registered prospectus", as contemplated by the Act.

The information contained in this announcement constitutes factual information as contemplated in section 1(3)(a) of the South African Financial Advisory and Intermediary Services Act, 37 of 2002, as amended ("FAIS Act") and should not be construed as an express or implied recommendation, guide or proposal that any particular transaction in respect of the Shares or in relation to the business or future investments of the Company is appropriate to the particular investment objectives, financial situations or needs of a prospective investor, and nothing in this announcement should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa.

The information contained herein does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities referred to herein in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any jurisdiction. This announcement is not an offer of securities for sale in the United States. The securities mentioned herein have not been, and will not be, registered under the Securities Act. The securities may not be offered or sold in the United States.

In member states of the European Economic Area (“EEA”) (each, a “Relevant Member State”), this announcement and any offer if made subsequently is directed only at persons who are “qualified investors” within the meaning of the Prospectus Directive (“Qualified Investors”). For these purposes, the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in a Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU. In the United Kingdom this announcement is directed exclusively at Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”) or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated, and any investment activity to which it relates will only be engaged in with such persons and it should not be relied on by anyone other than such persons.

Forward-looking statements

This announcement may include statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Group’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s business, results of operations, financial position, liquidity, prospects, growth and strategies. Forward-looking statements speak only as of the date they are made.

Each of the Company, Brait, Ethos, RMB, Investec and Standard Bank and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise. Any investment decision in connection with the proposed Offer should be made solely on the basis of the information contained in the pre-listing statement to be issued by the Company in connection with the Offer and the Listing (“Pre-listing Statement”). The information in this announcement is subject to change. Persons viewing this announcement should ensure that they fully understand and accept the risks which will be set out in the Pre-listing Statement when published. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any shares or any other securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

The date of the Listing may be influenced by factors such as market conditions. There is no guarantee that listing will occur, and you should not base your financial decisions on the Company’s intentions in relation to Listing at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Offer. The value of shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Offer for the person concerned.

None of Brait, RMB, Investec and Standard Bank or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for/or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other

information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith.

Each of RMB, Investec and Standard Bank are acting exclusively for the Company and Brait and no-one else in connection with the Offer. They will not regard any other person as their respective clients in relation to the Offer and will not be responsible to anyone other than the Company and Brait for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offer, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offer, each of RMB, Investec and Standard Bank and any of their respective affiliates, may take up a portion of the Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell, or otherwise deal for their own accounts in such Shares and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in the Pre-listing Statement, once published, to the Shares being issued, offered, subscribed, acquired, placed, or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by any of RMB, Investec and Standard Bank and any of their respective affiliates acting in such capacity.

In addition, RMB, Investec and Standard Bank may enter into financing arrangements and swaps in connection with which they or their affiliates may from time to time acquire, hold, or dispose of Shares. None of RMB, Investec and Standard Bank nor any of their respective affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Unless otherwise indicated, market, industry, market share and competitive position data are estimates (and accordingly, approximate) and should be treated with caution. Such information has not been audited or independently verified, nor has the Company ascertained the underlying economic assumptions relied upon therein.