

**TSGO SUN HOTELS LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number 2002/006356/06)  
JSE share code: TGO  
ISIN: ZAE000272522  
(**"Tsogo Sun Hotels"**)

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**NOTICE TO THE REMAINING SHAREHOLDERS OF HOSPITALITY PROPERTY FUND LIMITED ("HOSPITALITY") WHO HAVE NOT ACCEPTED THE OFFER BY TSGO SUN HOTELS TO ACQUIRE THEIR SHARES IN HOSPITALITY, OF TSGO SUN HOTELS' INTENTION TO ACQUIRE ALL THE REMAINING SHARES IN HOSPITALITY OF SUCH REMAINING SHAREHOLDERS IN TERMS OF SECTION 124(1) OF THE COMPANIES ACT**

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**1. INTRODUCTION**

- 1.1. Shareholders of Hospitality are referred to the joint offer circular issued by Hospitality and Tsogo Sun Hotels, dated 21 October 2020 (**"Circular"**).
- 1.2. Words and expressions defined in the Circular shall, when used in this notice, bear the same meanings ascribed to them in the Circular.
- 1.3. In terms of the Circular, Tsogo Sun Hotels offered to acquire all of the issued Hospitality Shares other than those held by Tsogo Sun Hotels and its subsidiaries and treasury shares by way of the General Offer.

**2. RESULTS OF THE GENERAL OFFER TO DATE**

- 2.1. As at Friday, 15 January 2021 (**"Notice Record Date"**), Tsogo Sun Hotels had received valid acceptances of the General Offer from the General Offer Participants in respect of 128,746,478 General Offer Shares equating to 90.8% of the General Offer Shares, resulting in Tsogo Sun Hotels holding, as at the Notice Record Date, approximately 97.7% of all the total issued ordinary shares in Hospitality.
- 2.2. General Offer Participants have until 12:00 on Friday, 29 January 2021 (**"General Offer Closing Date"**) to voluntarily accept the General Offer.

**3. NOTICE TO INVOKE SECTION 124(1) OF THE COMPANIES ACT**

- 3.1. As the General Offer has already been accepted by General Offer Participants holding in excess of 90% of the General Offer Shares, Tsogo Sun Hotels has elected to invoke the provisions of section 124(1)(a) of the Companies Act in order to compulsorily acquire all the General Offer Shares in respect of the General Offer which has not been accepted by the General Offer Closing Date (**"Remaining General Offer Shares"**) from those General Offer Participants who do not accept the General Offer (**"Remaining General Offer Participants"**).
- 3.2. Accordingly, notice is hereby given to the Remaining General Offer Participants that Tsogo Sun Hotels will acquire all of the Remaining General Offer Shares in terms of section 124(1) of the Companies Act, on the same terms and conditions as the General Offer (**"Notice"**).
- 3.3. Upon the expiration of six weeks:
  - 3.3.1. after the date of this Notice, if no application has been made to Court as contemplated in section 124(2); or
  - 3.3.2. if an application has been made to Court, after the application has been disposed of, or if such application is pending, then after it has been disposed of; or
  - 3.3.3. after the date on which the demand in terms of section 124(4)(b) of the Companies Act was received,as the case may be, Tsogo Sun Hotels will be entitled and bound to compulsorily acquire from the Remaining General Offer Participants at the General Offer Closing Date, all of their Remaining General Offer Shares in accordance with the provisions of section 124 of the Companies Act on the same terms and conditions as the General Offer.

3.4. An extract of section 124 of the Companies Act is annexed to the Notice, and shareholders are advised to consider same in relation to their rights and obligations in terms thereof.

#### 4. SALIENT DATES AND TIMES

	2021
Record date to determine which Remaining General Offer Participants are entitled to receive the Notice	Friday, 15 January
Distribution of this Notice to the Remaining General Offer Participants	Wednesday, 20 January
Last day to trade to voluntarily take up the General Offer	Tuesday, 26 January
Date of deemed delivery of this Notice to Remaining General Offer Participants	Wednesday, 27 January
Last day to voluntarily take up the General Offer	Friday, 29 January
General Offer Closing Date, at 12:00 on	Friday, 29 January
Expected termination date of listing of Hospitality Shares at commencement of trade on the JSE	Tuesday, 2 February
Last day for Remaining General Offer Participants to apply to Court in terms of section 124(2) of the Companies Act	Wednesday, 10 March
Compulsory Acquisition date in respect of the Remaining General Offer Shares of those Remaining General Offer Participants who have not applied to Court in terms of section 124(2) of the Companies Act	Wednesday, 10 March
Compulsory Acquisition date in respect of the Remaining General Offer Shares of those Remaining General Offer Participants who have applied to Court in terms of section 124(2) of the Companies Act	The date of finalisation of any court action contemplated in section 124(2)
Date of commencement of settlement of the General Offer Consideration, to Remaining General Offer Participants who have submitted forms of surrender and/or whose details are known and/or holding dematerialised Hospitality Shares within six business days after the Compulsory Acquisition Date (unclaimed General Offer Consideration to be held in trust subject to the provisions of section 124(8) of the Companies Act and to be settled on demand)	Thursday, 11 March or within six Business Days after the date of finalisation of any Court action contemplated in section 124(2)

**Note:**

1. The abovementioned dates and times are South African dates and times. All references to days are to business days.

Tsogo Sun Hotels accepts responsibility for the information contained in this announcement and confirm that to the best of their respective knowledge and belief, the information set out herein is true and this announcement does not omit anything likely to affect the importance of the information included.

Fourways  
20 January 2021

**Financial adviser and Sponsor to Tsogo Sun Hotels**  
Investec Bank Limited

**Legal adviser to Tsogo Sun Hotels and Hospitality**  
Edward Nathan Sonnenbergs Incorporated

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## SECTION 124: COMPULSORY ACQUISITIONS AND SQUEEZE OUTS

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- (1) If, within four months after the date of an offer for the acquisition of any class of securities of a regulated company, that offer has been accepted by the holders of at least 90% of that class of securities, other than any such securities held before the offer by the offeror, a related or inter-related person, or persons acting in concert, or a nominee or subsidiary of any such person or persons—
  - (a) within two further months, the offeror may notify the holders of the remaining securities of the class, in the prescribed manner and form—
    - (i) that the offer has been accepted to that extent; and
    - (ii) that the offeror desires to acquire all remaining securities of that class; and
  - (b) subject to subsection (2), after giving notice in terms of paragraph (a), the offeror is entitled, and bound, to acquire the securities concerned on the same terms that applied to securities whose holders accepted the original offer.
- (2) Within 30 business days after receiving a notice in terms of subsection (1) (a), a person may apply to a court for an order—
  - (a) that the offeror is not entitled to acquire the applicant's securities of that class; or
  - (b) imposing conditions of acquisition different from those of the original offer.
- (3) If an offer to acquire the securities of a particular class has not been accepted to the extent contemplated in subsection (1)—
  - (a) the offeror may apply to a court for an order authorising the offeror to give a notice contemplated in subsection (1) (a); and
  - (b) the court may make the order applied for, if—
    - (i) after making reasonable enquiries, the offeror has been unable to trace one or more of the persons holding securities to which the offer relates;
    - (ii) by virtue of acceptances of the original offer, the securities that are the subject of the application, together with the securities held by the person or persons referred to in subparagraph (1), amount to not less than the minimum specified in subsection (1);
    - (iii) the consideration offered is fair and reasonable; and
    - (iv) the court is satisfied that it is just and equitable to make the order, having regard, in particular, to the number of holders of securities who have been traced but who have not accepted the offer.
- (4) If an offer for the acquisition of any class of securities of a regulated company has resulted in the acquisition by the offeror or a nominee or subsidiary of the offeror, or a related or inter-related person of any of them, individually or in aggregate, of sufficient securities of that class such that, together with any other securities of that class already held by that person, or those persons in aggregate, they then hold at least 90% of the securities of that class—
  - (i) the offeror must notify the holders of the remaining securities of the class that the offer has been accepted to that extent;
  - (ii) within three months after receiving a notice in terms of paragraph (a), a person may demand that the offeror acquire all of the person's securities of the class concerned; and
  - (iii) after receiving a demand in terms of paragraph (b), the offeror is entitled, and bound, to acquire the securities concerned on the same terms that applied to securities whose holders accepted the original offer.
- (5) If an offeror has given notice in terms of subsection (1), and no order has been made in terms of subsection (3), or if the offeror has received a demand in terms of subsection (4) (b)—
  - (a) six weeks after the date on which the notice was given or, if an application to a court is then pending, after the application has been disposed of, or after the date on which the demand was received, as the case may be, the offeror must—
    - (i) transmit a copy of the notice to the regulated company whose securities are the subject of the offer, together with an instrument of transfer, executed on behalf of the holder of those securities by any person appointed by the offeror; and
    - (ii) pay or transfer to that company the consideration representing the price payable by the offeror for the securities concerned;
  - (b) subject to the payment of prescribed fees or duties, the company must thereupon register the offeror as the holder of those securities.
- (6) An instrument of transfer contemplated in subsection (5) is not required for any securities for which a share warrant is for the time being outstanding.
- (7) A regulated company must deposit any consideration received under this section into a separate interest bearing bank account with a banking institution registered under the Banks Act and, subject to subsection (8), those deposits must be—

- (a) held in trust by the company for the person entitled to the securities in respect of which the consideration was received;  
and
  - (b) paid on demand to the person contemplated in paragraph (a), with interest to the date of payment.
- (8) If a person contemplated in subsection (7) (a) fails for more than three years to demand payment of an amount held in terms of that paragraph, the amount, together with any accumulated interest, must be paid to the benefit of the Guardian's Fund of the Master of the High Court, to be held and dealt with in accordance with the rules of that Fund.
- (9) In this section any reference to a "holder of securities who has not accepted the offer" includes any holder who has failed or refused to transfer their securities to the offeror in accordance with the offer.