

**PEPKOR HOLDINGS LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number: 2017/221869/06)

Share Code: PPH

Debt Code: PPHI

ISIN: ZAE000247995

(“**Pepkor**”, the “**company**” or the “**group**”)



**PLACEMENT OF PEPKOR SHARES BY STEINHOFF INTERNATIONAL HOLDINGS N.V. AND NOTICE IN TERMS OF SECTION 122 OF THE COMPANIES ACT**

Shareholders and noteholders are referred to the announcements published on the JSE Limited's Stock Exchange News Service by Steinhoff International Holdings N.V. (“Steinhoff”) on 13 and 14 September 2021, respectively, pertaining to its claims settlement process.

Steinhoff successfully placed 370 million Pepkor ordinary shares indirectly owned by Steinhoff by way of an accelerated bookbuild launched on 13 September 2021 (the “Placement”). This represents approximately 9.9% of the total number of issued ordinary shares of Pepkor. The bookbuild was completed at a price of R19.75 per share, representing a 9.0% discount to the pre-launch closing share price at market close on 13 September 2021.

Shareholders and noteholders are further advised that, in accordance with paragraph 3.83(b) of the JSE Limited Listings Requirements and section 122(3) of the Companies Act 71 of 2008, as amended (the “Act”), the Company received formal notification from Steinhoff that it has, via Ainsley Holdings Proprietary Limited, decreased its holding in the Company, such that the total interest in the ordinary shares of Pepkor held by Steinhoff has reduced from 68.2% to 58.3% of the ordinary issued shares of the Company. Pepkor's public free float will therefore increase from 31.8% to 41.7% as a result, enhancing the overall liquidity of the Pepkor share.

As confirmed by Steinhoff, upon the implementation of the claims settlement in its entirety, it is expected that Steinhoff's shareholding in Pepkor will reduce to 50.1%. Steinhoff has committed to maintaining this shareholding for a lockup period of 180 days.

The board of directors of Pepkor accepts responsibility for the information contained in this announcement as it relates to the company and confirms that, to the best of its knowledge and belief, such information relating to the company is true and that this announcement does not omit anything likely to affect the importance of such information.

Parow

15 September 2021

**Equity sponsor**

PSG Capital



**Debt sponsor**

Rand Merchant Bank (A division of FirstRand Bank Limited)

