

Tongaat Hulett Limited
(Registration number 1892/000610/06)
Share code: TON
ISIN ZAE000096541
("THL")

OUTCOME OF AN INVESTIGATION BY THE TAKEOVER REGULATION PANEL (the "TRP")

Shareholders of THL ("THL Shareholders") are referred to the proposed transaction with Magister first announced on SENS on 17 November 2021 (the "Magister Transaction").

Shareholders were advised in a SENS announcement released on 22 March 2022 that, pursuant to a ruling by the Takeover Special Committee (the "TSC"), the TRP would be undertaking an investigation in relation to one of the complaints raised by the Artemis consortium (the "Consortium") with the TSC. The Consortium claimed that the waiver by THL Shareholders, at the general meeting held on 18 January 2022, of their potential future right to a mandatory offer (the "Shareholder Waiver") pursuant to the Magister Transaction was a nullity under the provisions of Regulation 86(5) of the Companies Regulations, 2011 (the "Companies Regulations") by reason of certain third-party share acquisitions undertaken independently of THL.

The TRP has completed its investigation and has concluded that the third parties and Magister are concert parties, and accordingly that the Shareholder Waiver has been nullified as a consequence of the third party share acquisitions. As a result, the TRP has issued a ruling (the "TRP Ruling") withdrawing its January 2022 ruling which exempted Magister from a potential future obligation to make a mandatory offer to THL Shareholders pursuant to the Magister Transaction.

It is important to highlight to Shareholders that:

- no adverse finding was made against THL. THL was not directly or indirectly involved in the third-party share acquisitions, and only became aware of them after they had occurred, and no allegation or finding to the contrary has been made by the Consortium, the TSC or TRP;
- an obligation under the Companies Act, 2008 to make a mandatory offer only comes into being when a person or persons are able to exercise 35% or more of the votes attaching to issued shares, and accordingly the TRP Ruling does not in and of itself trigger an obligation to make a mandatory offer; and
- the obtaining of an exemption from an obligation on Magister to make a mandatory offer to THL Shareholders pursuant to the

Magister Transaction is a condition precedent to the Magister Transaction.

In terms of Regulation 118(8) of the Companies Regulations, each of THL and Magister may apply to the TSC for a hearing regarding the TRP Ruling within 5 business days after receipt thereof. THL is currently considering the TRP Ruling and will advise THL Shareholders in due course of its intended course of action. The Investigator's Report and the TRP Ruling are available on THL's website, www.tongaat.com.

THL remains committed to a recapitalisation. As noted in the announcement released on 31 May 2022, THL is continuing to proactively engage with stakeholders regarding a capital raise transaction and a sustainable solution for the THL group. There is a positive commitment from various stakeholders who recognise the critical social impact THL has in South Africa and across the SADC region.

THL remains firmly of the view that a capital raise is a better alternative to strategic asset disposals, particularly an accelerated disposal programme which is unlikely to realise full value for the assets.

RESPONSIBILITY STATEMENT

The directors of THL collectively and individually accept full responsibility for the accuracy of the information contained in this announcement, and confirm that, to the best of their knowledge and belief, there are no facts which have been omitted which would make any statement in this announcement false or misleading, and that all reasonable enquiries to ascertain such facts have been made.

Tongaat
3 June 2022

Financial Advisors to THL
Rothschild & Co South Africa Proprietary Limited
PricewaterhouseCoopers Corporate Finance Proprietary Limited

Transaction Sponsor to THL
PricewaterhouseCoopers Corporate Finance Proprietary Limited