

**Tsogo Sun Hotels Limited**  
Incorporated in the Republic of South Africa  
Registration number 2002/006356/06  
Share Code: TGO ISIN: ZAE000272522  
("Tsogo Sun Hotels" or "the Company")



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## RESULTS OF GENERAL MEETING AND CHANGE OF NAME

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### INTRODUCTION

*Words and expressions defined in this announcement shall, when used below, bear the same meanings ascribed to them in the Circular distributed to shareholders on Wednesday, 20 July 2022.*

Shareholders are advised that the general meeting of Shareholders ("General Meeting") was held electronically via Microsoft Teams today, Thursday, 18 August 2022, in accordance with the General meeting notice relating to the approval of the Change of Name of the Company and the Proposed Transactions constituting a Related Party Transaction in respect of Tsogo Sun Hotels in terms of the JSE Listings Requirements, which was distributed to Shareholders as part of the Circular. All of the binding resolutions tabled were passed by the requisite majority of votes cast by Shareholders. The total number of shares voted in person or by proxy at the General Meeting including abstentions was 1,347,268,287 representing 91.16 % of Tsogo Sun Hotel's issued share capital as at Friday, 12 August 2022, being the Record Date for shareholders voting at the General Meeting.

The voting results are as follows:

RESOLUTION	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR (%)	AGAINST (%)	NUMBER	%**	%**
<b>Special Resolution Number 1</b> Change of Name	100%	0.00%	1,347,147,023	91.15%	0.01%
<b>Special Resolution Number 2</b> Amendment of the Company's Memorandum of Incorporation	100%	0.00%	1,347,146,004	91.15%	0.01%
<b>Ordinary Resolution Number 1*</b> Approval of the Proposed Transactions	100%	0.00%	732,278,719	84.85%	0.01%
<b>Ordinary Resolution Number 2</b> Directors Authority	100%	0.00%	1,347,143,023	91.15%	0.01%

\* The voting rights exercisable by TSG and its associates, including HCI and HCI Foundation in respect of 614,864,304 shares were excluded in determining the number of votes in support of Ordinary Resolution Number 1.

\*\* Expressed as a percentage of 1 477 905 694 Tsogo Sun Hotels ordinary shares in issue as at the Voting Record Date.

As all suspensive conditions to the Separation Agreement and the Hotel Sale Agreement have now been fulfilled, the Effective Date of:

- (i) the Hotel Sale Transaction and
- (ii) the Separation Transaction with regards to all TSG Hotels other than Emonti

shall be 30 September 2022.

## **CHANGE OF NAME**

Shareholders are referred to the approval of Special Resolution number 1 above regarding the proposed Change of Name. Shareholders will be notified once the Change of Name resolution has been registered with CIPC, following which the Company will be known as Southern Sun. The Company will retain history and the ISIN number will remain unchanged. Following the termination date for trading under the name “Tsogo Sun Hotels Limited”, the Company will commence trading under “Southern Sun Limited” and under the JSE share code “SSU”.

The salient dates and times relating to the Change of Name are set out below:

	<b>2022</b>
Change of Name special resolution lodged with CIPC for registration	Tuesday, 23 August
Change of Name finalisation announcement on	Tuesday, 6 September
Fulfilment of suspensive conditions	Tuesday, 6 September
Last day to trade prior to Change of Name	Tuesday, 13 September
Termination date for trading under the name “Tsogo Sun Hotels Limited” and commencement of trading under “Southern Sun Limited” under the JSE share code “SSU”, ISIN ZAE000272522 from commencement of trade on	Wednesday, 14 September
Record date for Change of Name	Friday, 16 September
Issue of new securities. Certificates posted/CSDPs and brokers updated	Monday, 19 September

### **Notes:**

1. *The above dates and times are subject to amendment at the discretion of Tsogo Sun Hotels. Any such amendment will be released on SENS, to the extent required.*
2. *Share certificates may not be dematerialised or rematerialised after the last day to trade prior to the Change of Name being, Tuesday, 13 September 2022.*
3. *All dates and times indicated above are South African Standard Time.*

Fourways  
18 August 2022

**Sponsor**  
Investec Bank Limited

**Legal Advisor**  
ENSAfrica

**Independent Expert**  
Merchantec Capital

**Independent Reporting Accountant**  
PricewaterhouseCoopers Inc