

TSOGO SUN LIMITED

Incorporated in the Republic of South Africa

Registration number 1989/002108/06

(formerly "Tsogo Sun Gaming Limited")

JSE Share Code: TSG

ISIN: ZAE00273116

("Tsogo Sun" or "the Company")

ODD-LOT OFFER TO SHAREHOLDERS HOLDING LESS THAN 100 TSOGO SUN SHARES

INTRODUCTION AND RATIONALE

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 Tuesday, 18 July 2023.

Shareholders are advised that Tsogo Sun wishes to propose the implementation of an odd-lot offer to facilitate a reduction in the large number of Shareholders who hold less than 100 Tsogo Sun Shares, in an equitable manner.

The proposed Odd-lot Offer by Tsogo Sun comprises an offer by the Company to repurchase all the Tsogo Sun Shares of those Shareholders holding less than 100 Tsogo Sun Shares on the Odd-lot Offer Record Date, which is anticipated to be Friday, 8 September 2023.

The rationale for the Odd-lot Offer is as follows:

- from the Company's perspective, the implementation of the Odd-lot Offer will enable the Company to reduce the cost and complexity of managing a large shareholder base and Register; and
- from an Odd-lot Holder's perspective, the Odd-lot Offer will provide Odd-lot Holders with the ability to dispose of their Odd-lot Holdings on an efficient basis without incurring dealing charges which might otherwise make it impractical for them to sell such holdings, and will provide liquidity to those Odd-lot Holders who do not wish to retain their Odd-lot Holdings.

The Odd-lot Offer will be implemented at an offer price which will be determined as being the 10-day VWAP of a Tsogo Sun Share at the close of business on the day immediately prior to the announcement of the finalisation of the Offer Price (as determined by the Board, which date is expected to be on Wednesday, 23 August 2023), plus a 5% premium thereto.

Odd-lot Holders can elect to retain their Odd-lot Holdings or to sell their Odd-lot Holdings at the Offer Price. Those Odd-lot Holders who do not make a valid election by 12:00 (SAST) on Friday, 8 September 2023 will automatically be regarded as having accepted the Odd-lot Offer in respect of their Odd-lot Holding and having chosen to sell their Tsogo Sun Shares comprising such Odd-lot Holding to the Company at the Offer Price.

KEY TERMS OF THE ODD-LOT OFFER

The Odd-lot Offer will be subject to Tsogo Sun Shareholder approval in accordance with the timelines set out below.

Should Odd-lot Holders elect to sell their Odd-lot Holdings, or not make an election, Tsogo Sun will implement the Odd-lot Offer in respect of the Odd-lot Holdings of such Odd-lot Holders at the Offer Price.

The Odd-lot Offer is a standard corporate action undertaken by JSE-listed companies and is permitted in terms of Tsogo Sun's memorandum of incorporation.

CIRCULAR AND NOTICE OF GENERAL MEETING

For Tsogo Sun to implement the Odd-lot Offer, the Company requires the approval of Shareholders, and is therefore convening a general meeting of Shareholders, to be held in the main boardroom at the offices of the Company situated at Palazzo Towers East, Montecasino Boulevard, Fourways, Johannesburg, 2055 on Wednesday, 16 August 2023 at 12h00 (SAST), to consider and, if deemed appropriate, to approve, with or without modification, the special and ordinary resolutions necessary to give effect to the Odd-lot Offer.

Shareholders are hereby advised that the Circular containing details of the Odd-lot Offer, together with the Notice of General Meeting, has been distributed to Shareholders on Tuesday, 18 July 2023.

ODD-LOT OFFER MECHANICS

Following receipt of Shareholder approval, the Odd-lot Offer will open and, if you are an Odd-lot Holder, you must decide either:

- to sell your Odd-lot Holdings to Tsogo Sun at the Offer Price; or
- to retain your Odd-lot Holdings.

If you are an Odd-lot Holder and you wish to retain your Tsogo Sun Shares you MUST specifically make an election to do so. Odd-lot Holders who do not make a valid election in accordance with the instructions in the Circular will automatically be regarded as having accepted the Odd-lot Offer in respect of their Odd-lot Holding and having chosen to sell their Tsogo Sun Shares comprising such Odd-lot Holding to the Company and to receive the Odd-lot Consideration in respect thereof.

TRANSACTION COSTS FOR ODD-LOT HOLDERS

Shareholders eligible to participate in the Odd-lot Offer will not bear any transaction costs in respect of the Odd-lot Offer.

Securities transfer tax, if any, will be paid by the Company at a rate of 0.25% calculated on the taxable amount as determined in section 5(1)(a) of the Securities Transfer Tax Act, 2007 (Act No. 25 of 2007).

SALIENT DATES AND TIMES

	2023
Record Date to determine which Shareholders are eligible to receive the Circular	Friday, 7 July
Circular (together with the Notice of General Meeting) distributed to Shareholders on	Tuesday, 18 July
Announcement relating to the Odd-lot Offer and the issue of the Circular (together with the Notice of General Meeting) released on SENS on	Tuesday, 18 July
Last day to trade to be entitled to participate in and vote at the General Meeting	Tuesday, 1 August
Voting Record Date to be entitled to participate in and vote at the General Meeting	Friday, 4 August
Recommended last day and time to lodge Forms of Proxy (yellow) for the General Meeting with the Transfer Secretaries, by 12h00 on	Monday, 14 August
Forms of Proxy (yellow) may be delivered to the Company at the location for the General Meeting by no later than 12h00 on	Wednesday, 16 August
General Meeting to be held at 12h00 on	Wednesday, 16 August

Results of General Meeting released on SENS on	Wednesday, 16 August
Subject to the passing of the special and ordinary resolutions being proposed at the General Meeting, the Odd-lot Offer will open at 09h00 on	Thursday, 17 August
Finalisation announcement (including the Offer Price) released on SENS on or before	Thursday, 24 August
Last day to trade to participate in the Odd-lot Offer on	Tuesday, 5 September
Shares commence trading 'ex' the Odd-lot Offer on	Wednesday, 6 September
Form of Election and Surrender (blue) to be received by the Transfer Secretaries by 12h00 on	Friday, 8 September
Odd-lot Offer Record Date on	Friday, 8 September
Odd-lot Offer closes at 12h00 on	Friday, 8 September
Dematerialised Odd-lot Holders who have accepted the Odd-lot Offer, or who have made no election and are deemed to have accepted the Odd-lot Offer, will have their accounts held at their CSDP or Broker credited with their Odd-lot Consideration on	Monday, 11 September
Payment of the Odd-lot Consideration due to Certificated Odd-lot Holders who have accepted the Odd-lot Offer, or who have made no election and are deemed to have accepted the Odd-lot Offer, to be made from	Monday, 11 September
Results of the Odd-lot Offer released on SENS on	Monday, 11 September
Cancellation and termination of the listing of the Tsogo Sun Shares repurchased in terms of the Odd-lot Offer expected on or about	Tuesday, 12 September

Notes:

1. The above dates and times are subject to amendment by the Company. Any such amendments of the dates and times will be released on SENS, to the extent required.
2. All dates and times above and quoted generally in this Circular are South African Standard Time (SAST).
3. Shareholders should note that as transactions in shares in companies listed on the JSE are settled in the electronic settlement system used by Strate, and that settlement of trades takes place three South African Business Days after such trade. Therefore, Shareholders who acquire Tsogo Sun Shares after close of trade on Tuesday, 1 August 2023 will not be eligible to attend, participate in or vote at the General Meeting.
4. If the General Meeting is adjourned or postponed, Forms of Proxy (yellow) submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting unless the contrary is stated on such Forms of Proxy (yellow).
5. Dematerialised Odd-lot Holders MUST notify their duly appointed CSDP or Broker of their election to sell or to retain their Odd-lot Holdings by the cut-off date and time stipulated by their CSDP or Broker. This will be before the closing date and time of the Odd-lot Offer.
6. Those Odd-lot Holders who do not make a valid election to sell or to retain their Odd-lot Holdings in accordance with the instructions in this Circular will automatically be regarded as having accepted the Odd-lot Offer in respect of their Odd-lot Holding and having chosen to sell the Tsogo Sun Shares comprising such Odd-lot Holding to the Company and to receive the Odd-lot Consideration in respect thereof.
7. Shareholders may not dematerialise or rematerialise their Tsogo Sun Shares after the last day to trade to the Odd-lot Offer Record Date, being from Tuesday, 5 September 2023 to Friday, 8 September 2023, both dates inclusive.
8. In the case of Certificated Odd-lot Holders who elect to sell their Odd-lot Holdings to the Company for the Odd-lot Consideration, payment will be made by EFT into the bank accounts of such Certificated Odd-lot Holders as provided on the Form of Election and Surrender (blue) on or about Monday, 11 September 2023.

9. Odd-lot Holders who are non-residents of the Common Monetary Area and who have never resided in the Common Monetary Area, whose registered address is outside the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, and who decide to sell their Odd-lot Holdings for the Odd-lot Consideration, are referred to paragraph 8.3 of the Circular regarding processing and payment of the Odd-lot Consideration.
10. Shareholders are reminded that shares in companies listed on the JSE can no longer be bought or sold on the JSE unless they have been Dematerialised onto the Strate system. It is therefore suggested that Certificated Shareholders should consider Dematerialising their Tsogo Sun Shares and replacing them with electronic records of ownership. In this regard, Shareholders may contact either their own Broker or a preferred CSDP, details of which are available from Strate at queries@strate.co.za or telephone +27 11 759 5300.

TAX CONSIDERATIONS

The Offer Price will be distributed as a return of capital by Tsogo Sun and will result in a reduction of 'contributed tax capital' as defined in section 1 of the South African Income Tax Act, 58 of 1962, as amended. The Odd-lot Consideration will therefore not be regarded as a dividend for South African tax purposes but as proceeds (either on revenue account or on capital account, depending on the intention with which the Shareholder acquired, held and disposed of the Tsogo Sun Shares) on the disposal of shares.

The Odd-lot Consideration received will therefore either constitute income or proceeds on the disposal of the Tsogo Sun Shares and the difference between such amount and the apportioned expenditure attributable to such Tsogo Sun Shares, as contemplated above, will either be subject to normal tax or capital gains tax depending on the personal circumstances of the Shareholder.

It is recommended that Shareholders consult with their own professional advisors to consider the tax implications of the Odd-lot Offer for them in light of their own circumstances.

RESTRICTED JURISDICTIONS

The Odd-lot Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of the national securities exchanges of a Restricted Jurisdiction and the Odd-lot Offer cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, neither copies of the Circular nor any related documentation are being or may be mailed or otherwise distributed or sent in or into or from a Restricted Jurisdiction, and if received in any Restricted Jurisdiction, the Circular and such related documentation should be treated as being received for information purposes only.

The information contained herein does not constitute a distribution, an offer to sell or the solicitation of an offer to buy any Tsogo Sun Shares in any jurisdiction in which such distribution or offer is not authorised. In particular, the information herein is not for distribution and does not constitute an offer to sell or the solicitation of any offer to buy any Tsogo Sun Shares in the United States of America or to or for the benefit of any US Person as such term is defined under the United States Securities Act of 1933, as amended, and the Regulations promulgated thereunder.

Fourways
18 July 2023

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