

REMARGRO LIMITED

Incorporated in the Republic of South Africa

(Registration number: 1968/006415/06)

ISIN: ZAE000026480

JSE and A2X share code: REM

("Remgro")

VOLUNTARY ANNOUNCEMENT REGARDING THE AGREEMENT CONCLUDED WITH EMEDIA HOLDINGS LIMITED ("EMH")

1. INTRODUCTION

- 1.1. Shareholders of Remgro ("Remgro Shareholders") are referred to the category 1 transaction announcement (the "**EMH Announcement**") by EMH, released on the Stock Exchange News Service ("**SENS**") of the securities exchange operated by the JSE Limited ("**JSE**") today, 27 June 2025, setting out the terms of a proposed series of transactions (collectively, the "**Proposed Transaction**") agreed between EMH, eMedia Investments Proprietary Limited ("**EMI**"), Remgro Limited ("**Remgro**") and its wholly owned subsidiaries Venfin Media Beleggings Proprietary Limited ("**Venfin**") and Venfin Proprietary Limited ("**Venfin Interco**") (together the "**Parties**") ("**Transaction Agreement**").
- 1.2. The purpose of this voluntary announcement is to provide Remgro Shareholders with the rationale for the Proposed Transaction and information regarding the expected effect(s) thereof on Remgro and Remgro Shareholders.

2. OVERVIEW OF THE PROPOSED TRANSACTION

- 2.1. As outlined in greater detail in the EMH Announcement, the Proposed Transaction entails the following:
 - 2.1.1. Venfin shall subscribe for, and EMH shall allot and issue to Venfin, 18,310,630 N ordinary shares of no par value of EMH ("**EMH N Shares**") (the "**Subscription Shares**") at a subscription price of ZAR 3.25 per EMH N Share amounting to a total of ZAR 59,509,547.50 (the "**Subscription**").
 - 2.1.2. Immediately after but on the same day as implementation of the Subscription, Venfin shall dispose of 17,730,595 ordinary shares it owns in EMI (the "**Sale Shares**") (which Sale Shares constitute 32.31% of all of the issued shares of EMI) to EMH and, in exchange therefor, EMH shall allot and issue to Venfin 220,162,315 EMH N Shares ("**Consideration Shares**") (the "**Share Exchange**").
 - 2.1.3. After implementation of the Share Exchange, the Subscription Shares and the Consideration Shares (collectively the "**Unbundling Shares**") shall (subject only to complying with the solvency and liquidity test in section 4 of the Companies Act, 71 of 2008 (as amended)) be distributed *in specie* by (i) Venfin to Venfin Interco; (ii) thereafter by Venfin Interco to Remgro and (iii) thereafter by Remgro to its shareholders (collectively, the "**Remgro Unbundling**").
 - 2.1.4. The outcome of the Proposed Transaction will be to enable Remgro, subject to compliance with regulatory requirements, to place control over all EMH N Shares in the hands of Remgro Shareholders.
 - 2.1.5. If Remgro fails to implement the Remgro Unbundling within the agreed timeframe, EMH has an irrevocable option to repurchase an aggregate number of no more than 18,310,630 EMH N Shares ("**Option Shares**") at a repurchase price of ZAR 3.25 per Option Share.
- 2.2. The Transaction Agreement is subject to the fulfilment or waiver (to the extent legally permissible) of the following conditions precedent:
 - 2.2.1. by no later than 30 September 2025, the EMH shareholders approve the Subscription and the Share Exchange in terms of the JSE Listings Requirements and, if triggered, the repurchase of the Option Shares;
 - 2.2.2. by no later than 30 September 2025, the Ontario Securities Commission (or such other Canadian authority as may have jurisdiction) unconditionally grants the requisite exemptive relief application in relation to receipt by Remgro Shareholders resident in Canada of Unbundling Shares;

- 2.2.3. by no later than 31 October 2025, the Financial Surveillance Division of the South African Reserve Bank approves the Remgro Unbundling, either unconditionally or subject to conditions acceptable to the Parties affected thereby;
 - 2.2.4. by no later than 31 October 2025 (which date may be extended if there is an appeal of the decision of the relevant competition authorities pending), the South African competition authorities approve the Proposed Transaction, either unconditionally or subject to conditions acceptable to the Parties affected thereby; and
 - 2.2.5. by no later than the date that is five business days after the fulfilment (or waiver, to the extent permitted) of all of the conditions precedent above, board approvals by Venfin, Venfin Interco and Remgro, respectively, approving the implementation of the Remgro Unbundlings have been adopted.
- 2.3. The Parties are obliged to use commercially reasonable endeavours to procure the fulfilment of the conditions precedent. Should the conditions precedent not be fulfilled or waived by the stipulated dates (or such later dates as may be agreed), the Transaction Agreement (save for certain binding provisions) shall lapse and be of no further force or effect.

3. **RATIONALE**

- 3.1. As previously advised to shareholders, as an investment holding company Remgro constantly assesses the composition of its investment portfolio. It is important to Remgro that its portfolio composition is shaped by a long-term perspective on shareholder value creation, which includes considerations around the level of maturity, independence and the size of an investment, relative to the size of the overall Remgro portfolio, and it is through this lens that the realignment of Remgro's investment portfolio has been undertaken in recent years.
- 3.2. Through its direct shareholding in EMI, being the primary asset of EMH, Remgro has enjoyed a longstanding relationship with EMH and has supported the broader EMH group's strategy to deliver sustainable shareholder value by developing a market-leading, diversified and independent television and radio broadcasting platform.
- 3.3. Remgro is confident in EMH's long-term growth prospects, which are underpinned by a strong and experienced management team, but believes it would be optimal for EMH, in future, to have independent and full control over EMI's long-term strategic direction.
- 3.4. In this context, Remgro is of the view that the Proposed Transaction will realise greater value for Remgro Shareholders in relation to the Unbundling Shares, as compared to Remgro either retaining or disposing of its existing exposure in EMI, primarily due to the following:
 - 3.4.1. As has previously been communicated to Remgro Shareholders and the market more broadly, listed Remgro ordinary shares currently trade at a discount to Remgro's assessment of its intrinsic net asset value per share. By delivering listed EMH N Shares to Remgro Shareholders via the Remgro Unbundling, Remgro anticipates that the effect of the implied discount on the fundamental value of EMI will be unlocked, creating immediate value for Remgro Shareholders.
 - 3.4.2. Furthermore, the Remgro Unbundling will provide improved flexibility for Remgro Shareholders to evaluate their own position regarding the Unbundling Shares relative to their individual portfolios, and to give effect to expression of their preferred investment exposures.
 - 3.4.3. Lastly, EMH has for some time experienced notably low levels of free float, negatively impacting the liquidity of EMH N Shares and, as a consequence, the traded price of EMH N Shares. The Proposed Transaction will result in just under 238.5 million newly issued EMH N Shares being listed on the JSE and distributed to Remgro Shareholders, which is anticipated to improve meaningfully the ability of shareholders of EMH to trade in their EMH N Shares and for the shares to attract an appropriate rating over time.
- 3.5. It is expected that, subject to fulfilment of the conditions precedent to the Transaction Agreement (as outlined in paragraph 2.2 above), Remgro Shareholders will receive 41.96 EMH N Shares for every 100 ordinary shares of no par value or Class B ordinary shares of no par value in Remgro ("**Remgro Shares**") held by such Remgro Shareholder. In terms of the quoted market price of EMH as of market close on the day preceding the date of this announcement, this will equate to a distribution *in specie* of approximately ZAR 120.86 per 100 Remgro Shares.

Remgro Shareholders will in due course and via SENS announcements be provided with further information regarding the Proposed Transaction and the Remgro Unbundling, including key terms of the Remgro Unbundling, the South African tax consequences thereof, salient dates and times, treatment of fractional entitlements and cash proceeds in relation thereto, and implications for non-South African resident Remgro Shareholders.

By order of the board of directors of Remgro

Stellenbosch
27 June 2025

Financial Adviser and Sponsor to Remgro
Rand Merchant Bank, a division of FirstRand Bank Limited

Legal Adviser to Remgro
DLA Piper Advisory Services Proprietary Limited