

**BRAIT INVESTMENT HOLDINGS LIMITED**

(Registered in Mauritius as a Public Limited Company)

(Registration number: 183308 GBC)

JSE Alpha code: BIHLEB ISIN: MU0707E00002

LEI: 8755004E9YEXF8GH CY56

Bond CFI: DCFUCR Bond FISN: Brait/5.00 FXD BD 20241203

(the "**Issuer**")

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**NOTICE OF THE RESULTS OF THE REQUEST FOR WRITTEN CONSENT FROM THE BONDHOLDERS OF THE OUTSTANDING R3,000,000,000 5.00% SENIOR UNSECURED EXCHANGEABLE BONDS WITH A PRINCIPAL AMOUNT OF R1,000 EACH DUE 2024 EXCHANGEABLE INTO BRAIT PLC ORDINARY SHARES ISSUED BY BRAIT INVESTMENT HOLDINGS LIMITED**

**(THE "EXCHANGEABLE BONDS")**

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The Exchangeable Bondholders ("**Bondholders**") are referred to the notice to Bondholders published by the Issuer on Wednesday, 19 June 2024 (supplemented by the notice to Bondholders published by the Issuer on Friday, 21 June 2024 ("**Notice**")) requesting written consent from the Bondholders of the outstanding Exchangeable Bonds issued on 20 December 2021 for the Extraordinary Resolutions proposed by the Issuer described therein to be passed by written resolution ("**Extraordinary Written Resolutions**").

Bondholders were invited to sign the Extraordinary Written Resolutions and deliver a signed copy thereof as set out in paragraph 8 of the Notice by no later than 17h00 Johannesburg time, on 3 July 2024 (the "**Deadline Date**").

The following Extraordinary Written Resolutions were included in the Notice:

**EXTRAORDINARY WRITTEN RESOLUTION NUMBER 1**

Pursuant to Condition 14(a)(xii) and 14(b) of the Terms and Conditions of the Exchangeable Bonds, the Bondholders approve the amendment and restatement of the Terms and Conditions on the terms set out in Schedule 2 of the Notice (the "**Amended and Restated Terms and Conditions**"), with deletions and insertions to the existing Terms and Conditions reflected as tracked changes.

## EXTRAORDINARY WRITTEN RESOLUTION NUMBER 2

Pursuant to Condition 14(a)(xii) and 14(b) of the Terms and Conditions of the Exchangeable Bonds, the Bondholders consent to amendments, if any, to the Bondholder Representative Deed, Paying and Transfer Agency Agreement, Exchange Agency Agreement, Calculation Agency Agreement and Deed Poll to align with the Amended and Restated Terms and Conditions.

By the Deadline Date, Extraordinary Written Resolutions representing in the aggregate **93.03** per cent of the outstanding principal amount of the Exchangeable Bonds had been received as per the below table.

Extraordinary Resolutions	Total nominal amount of debt securities in issue	Debt securities voted, disclosed as a number	Debt securities voted, disclosed as a percentage	Votes abstained, as a percentage	Votes carried for the resolution, as a percentage	Votes against the resolution, as a percentage
1	R 2 998 604 000.00	R 2 789 576 000.00	93.03%	6.19%	100%	0.78%
2	R 2 998 604 000.00	R 2 789 576 000.00	93.03%	6.19%	100%	0.78%

In terms of Condition 14(a)(xii) of the Terms and Conditions of the Exchangeable Bonds, Bondholders of not less than 66.67 per cent of the outstanding principal amount of the Exchangeable Bonds have submitted consents approving the Extraordinary Written Resolutions and the Extraordinary Written Resolutions have therefore passed.

The Extraordinary Written Resolutions are binding on all Bondholders whether or not they submitted electronic consents in respect of the Extraordinary Written Resolutions.

The Issuer will publish a further notice to the Bondholders confirming the Implementation Date (as defined in the amended Terms and Conditions of the Exchangeable Bonds), the summary of the changes made and the weblinks to the amended Terms and Conditions as well as the salient dates of the corporate action.

Port Louis, Mauritius  
5 July 2024

The Issuer is a wholly owned subsidiary of Brait P.L.C., an investment holding company. BIH's Bonds are dual listed on the Main Board of the exchange operated by the JSE Limited ("**JSE**") as well as the Official Market of the Stock Exchange of Mauritius ("**SEM**").

**JSE Debt Sponsor:**  
Rand Merchant Bank (a division of FirstRand Bank Limited)

**SEM Authorised Representative and Sponsor:**

Perigeum Capital Ltd