

Brait SE

(Registered in Malta as a European Company)

(Registration No. SE1)

Share code: BAT ISIN: LU0011857645

Bond code: WKN: A1Z6XC / ISIN: XS1292954812

LEI: 549300VB8GBX4UO7WG59

("Brait" or the "Company")

## RESULTS OF EXTRAORDINARY GENERAL MEETING

Brait shareholders ("**Shareholders**") are referred to the announcements released by Brait on SENS and published on the website of the Luxembourg Stock Exchange on 27 November 2019 relating to the proposed Recapitalisation of Brait (the "**Recapitalisation Announcement**") and on 4 December 2019 relating to the publication of a circular to Shareholders regarding the proposed Recapitalisation of Brait (the "**Circular**") and incorporating a notice of extraordinary general meeting (the "**Notice of EGM**").

The Extraordinary General Meeting ("**EGM**") of Shareholders was held at the Company's registered office at 4<sup>th</sup> Floor, Avantech Building, St. Julian's Road, San Gwann, SGN 2805, Malta at 11:00 CET today, Tuesday, 14 January 2020. The resolutions tabled at the EGM were as set out in the Circular and Notice of EGM.

Extraordinary resolutions 1, 5, 6, 7, 8 and 9 together with ordinary resolutions 2, 3 and 4, were approved by the requisite majority of votes.

The Company confirms the voting statistics based on the total number of shares represented and voted at the EGM of 379,648,205 as follows (*note 1*):

Resolutions	Votes cast at the EGM			Shares voted FOR disclosed as a percentage of the total number of shares represented and voted at the EGM <i>(note 2)</i>	Shares voted AGAINST disclosed as a percentage of the total number of shares represented and voted at the EGM <i>(note 2)</i>
	For	Against	Abstained		
<b>Resolution 1. (Extraordinary resolution)</b> Increase of authorised share capital	378,165,258	1,351,937	131,010	99.61%	0.36%
<b>Resolution 2. (Ordinary resolution)</b> Directors' authority to allot New Shares (or grant options or rights to subscribe for or convert into New Shares) in connection with the grant of conversion rights and their exercise by holders of the Bonds	370,457,707	9,057,033	133,465	97.58%	2.39%
<b>Resolution 3. (Ordinary resolution)</b> Directors' authority to allot New Shares (or grant options or rights to subscribe for or convert into New Shares) in connection with the Rights Offer	378,211,344	1,303,151	133,710	99.62%	0.34%

<p><b>Resolution 4. (Ordinary resolution)</b> Directors' authority to allot New Shares (or grant options or rights to subscribe for or convert into New Shares) in connection with the Top-Up Subscription</p>	370,402,480	9,112,015	133,710	97.56%	2.40%
<p><b>Resolution 5. (Extraordinary resolution)</b> Authority to disapply the pre-emption rights in connection with the issue of the Bonds</p>	369,878,427	9,637,126	132,652	97.43%	2.54%
<p><b>Resolution 6. (Extraordinary resolution)</b> Authority to disapply the pre-emption rights in connection with the Rights Offer</p>	378,738,005	777,548	132,652	99.76%	0.20%
<p><b>Resolution 7. (Extraordinary resolution)</b> Authority to disapply the pre-emption rights in connection with the Top-Up Subscription</p>	369,878,427	9,637,126	132,652	97.43%	2.54%
<p><b>Resolution 8. (Extraordinary resolution)</b> Cancellation of Brait Treasury Shares</p>	379,500,544	15,254	132,407	99.96%	0.00%
<p><b>Resolution 9. (Extraordinary resolution)</b> Adoption of New Articles</p>	378,764,565	750,988	132,652	99.77%	0.20%

*Note 1:*

*Brait's total issued share capital is 525,599,215 ordinary shares. The total number of shares legally eligible to vote at the EGM, which excludes the 17,475,070 treasury shares held, is therefore 508,124,145 ordinary shares. This represents the legal base for determining the minimum 51% threshold (259,143,314 ordinary shares) required in order for extraordinary resolutions 1, 5, 6, 7, 8 and 9 to be voted on.*

*Note 2:*

*Brait Mauritius Limited, a wholly owned subsidiary in the Brait Group, voluntarily elected not to vote the 36,616,189 shares held by it. Therefore, the maximum number of shares that could be represented and eligible to vote at the EGM is 471,507,956.*

Unless otherwise stated, capitalised terms used in this announcement have the same meaning given in the Recapitalisation Announcement.

Further announcements regarding the Rights Offer will be made at the appropriate time.

*San Gwann, Malta*

*14 January 2020*

Brait is primarily listed and admitted to trading on the Euro MTF market of the Luxembourg Stock Exchange and its secondary listing is on the exchange operated by the JSE Limited.

**Sponsor**

Rand Merchant Bank, a division of FirstRand Bank Limited

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