

BRAIT P.L.C.  
(Registered in Mauritius as a Public Limited Company)  
(Registration No. 183309 GBC)  
Share code: BAT ISIN: LU0011857645  
Bond code: WKN: A2SBSU ISIN: XS2088760157  
LEI: 549300VB8GBX4UO7WG59  
(“**Brait**” or the “**Company**”)

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### **PUBLICATION OF A CIRCULAR TO SHAREHOLDERS AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

Shareholders are referred to the announcements published today on the website of the Luxembourg Stock Exchange (and released on the Stock Exchange News Service of the exchange operated by the JSE Limited (“JSE”)), relating to the proposed rights offer to Brait shareholders to subscribe for exchangeable bonds to be issued by Brait’s wholly-owned subsidiary, Brait Investment Holdings Limited, which exchangeable bonds will be listed on the Main Board of the JSE and exchangeable into Brait ordinary shares (“**Exchangeable Bonds**”) (“**Rights Offer**”).

Notice is hereby given that an Extraordinary General Meeting (“**EGM**”) of the Company’s shareholders will be convened on Wednesday, 22 December 2021 in order to consider and, if deemed fit, to pass, with or without modification, the ordinary resolution necessary to authorise and empower the board of directors of Brait to issue and allot new Brait ordinary shares (or grant rights or options to subscribe for or exchange into new Brait ordinary shares) in connection with the Rights Offer. The approval of a simple majority of voting rights attached to the shares represented and entitled to vote at the EGM will be required to pass the ordinary resolution pursuant to the Rights Offer. If the requisite shareholder approval is received at the EGM to pass this ordinary resolution, the Exchangeable Bonds will be exchangeable into new Brait ordinary shares at the option of the holder thereof and in accordance with the terms and conditions of the Exchangeable Bonds. If shareholder approval is not received at the EGM, the Company shall redeem all of the Exchangeable Bonds outstanding on the date falling 10 business days after the results of the EGM are published (“**Redemption Date**”) at their principal amount, together with accrued but unpaid interest up to (but excluding) the Redemption Date. The Company has secured irrevocable commitments from Shareholders in excess of the majority required to pass the ordinary resolution pursuant to the Rights Offer.

The Rights Offer and the issuance of the Exchangeable Bonds are separate to and not conditional on the passing of the two special resolutions that the Company is proposing at the EGM, which seek to (i) amend the class rights of the Company’s ordinary shares to redesignate them from shares having a par value of EUR0.22 each to shares of no par value, and (ii) cater for the requisite amendment to the Company’s Constitution in this regard. Redesignating and amending the class rights of the ordinary shares such that they no longer have a par value removes the restriction under section 56(3) of the Mauritian Act on the Company issuing ordinary shares at a price below their par value, which at present is EUR0.22. These two special resolutions will require the approval of not less than 75% in nominal value of the shares represented and entitled to vote at the EGM.

The EGM will be held at Labourdonnais Waterfront Hotel, Caudan Waterfront, Port Louis, Mauritius at 10:00 (MUT) on Wednesday, 22 December 2021.

Copies of the circular to shareholders incorporating a notice of the EGM and form of proxy (“**Circular**”) are available to view, download and print on the ‘Investors/Results and Reports’ section of the

Company's website at [www.brait.com](http://www.brait.com) (<https://brait.investoreports.com/investor-relations/results-and-reports/>) and are also available for collection, free of charge, during normal business hours on any business day up until close of the EGM, from the registered office of the Company, the Luxembourg Registrar and Transfer Agent and the South African Registrar and Transfer Agent (at the addresses set out in the Circular).

### **Salient dates**

The salient dates and times pertaining to the EGM, also disclosed in the Circular, are set out in the table below.

Issuer name	<b>Brait P.L.C.</b>
Type of instrument	<b>Ordinary shares</b>
ISIN	<b>LU0011857645</b>
JSE share code	<b>BAT</b>
Meeting type	<b>Extraordinary General Meeting</b>
Meeting venue	<b>Labourdonnais Waterfront Hotel, Caudan Waterfront, Port Louis, Mauritius</b>
Record date – to determine which shareholders are entitled to receive the notice of meeting	<b>Friday, 12 November 2021</b>
Publication/posting date	<b>Tuesday, 23 November 2021</b>
Last day to trade – Last day to trade to determine eligible shareholders that may attend, speak and vote at the Meeting	<b>Monday, 13 December 2021</b>
Record date – Record date to determine eligible shareholders that may attend, speak and vote at the meeting	<b>Friday, 17 December 2021</b>
Meeting deadline date (for administrative purposes, forms of proxy for the meeting to be lodged)	<b>10:00 MUT on Tuesday, 21 December 2021</b>
Meeting date	<b>10:00 MUT on Wednesday, 22 December 2021</b>
Publication of results	<b>Wednesday, 22 December 2021</b>
Web site link	<b><a href="http://www.brait.com">www.brait.com</a></b>

Port Louis, Mauritius  
23 November 2021

Brait's primary listing is on the Euro MTF market of the Luxembourg Stock Exchange and its secondary listing is on the JSE.

### **Sponsor:**

RAND MERCHANT BANK (A division of FirstRand Bank Limited)