

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")

RESULTS OF THE SUCCESSFUL PLACING OF 15 MILLION SHARES IN PREMIER GROUP LIMITED

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Brait shareholders are referred to the announcement published by the Company on Monday, 18 March 2024 regarding the launch of a placing (the "**Placing**") of ordinary shares in Premier Group Limited ("**Premier**") by way of an accelerated bookbuild (the "**Bookbuild**").

Brait announces the successful Placing of 15 million ordinary shares in Premier (the "**Placing Shares**"), raising total gross proceeds of R900 million. Following strong demand in the Bookbuild, Brait increased the size of the Placing which remained significantly oversubscribed at the closing date. The Placing Shares were issued at ZAR60.00 per Placing Share, representing a 6.7% discount to the 30-day volume weighted average price at Monday, 18 March 2024.

The Placing Shares constitute approximately 11.6% of the total Premier shares in issue. The Company's interest in Premier will reduce from 47.1% to approximately 35.4% and the free float of Premier will increase from approximately 22.0% to 33.6%.

The Placing Shares will be settled on or about Monday, 25 March 2024.

Pursuant to the terms of the placing agreement entered into between the Company and the Joint Bookrunners, the Company has agreed to customary lock-up arrangements for a period of 90 days from the closing date of the Placing.

Port Louis, Mauritius
19 March 2024

Brait's primary listing (ordinary shares) is on the Euro MTF market of the Luxembourg Stock Exchange ("**LuxSE**") and its secondary listing is on the exchange operated by the JSE Limited ("**JSE**"). Brait's 2024 Convertible Bonds are dual listed on the Open Market (Freiverkehr) segment of the Frankfurt Stock Exchange as well as the Official Market of the Stock Exchange of Mauritius ("**SEM**").

Joint Bookrunners:

FirstRand Bank Limited (acting through its Rand Merchant Bank division)
Investec Bank Limited
The Standard Bank of South Africa Limited

LuxSE Listing Agent:

Harney Westwood & Riegels SARL

JSE Sponsor:

Rand Merchant Bank (A division of FirstRand Bank Limited)

SEM Authorised Representative and Sponsor:

Perigeum Capital Limited

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The Placing Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold, directly or indirectly, in the United States of America, absent registration or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable state and other securities laws. The Placing will be made only to qualifying institutional investors, outside the United States in reliance on Regulation S of the Securities Act. The Placing will only be made to investors to whom the Placing may be lawfully made without having to file or register any securities or any offering or related documentation with any securities regulatory authority in any relevant jurisdiction.

The distribution of this announcement and the offering for subscription of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company or the Joint Bookrunners or any of their respective affiliates that would permit an offering of such securities or possession or distribution of this announcement or any other offering or publicity material relating to such Placing Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Company and the Joint Bookrunners to inform themselves about, and to observe, such restrictions.

This announcement is restricted and is not for publication or distribution or release, directly or indirectly, in or into the United States including its territories and possessions, any State of the United States and the District of Columbia, Australia, Canada, Japan or any other jurisdiction in which such release, publication or distribution would be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This announcement is for information purposes only and shall not constitute or form part of an offer or solicitation of an offer to purchase or subscribe for securities in the United States or any other jurisdiction it would be unlawful to do so. To the fullest extent permitted by applicable law, the Company and the Joint Bookrunners disclaim any responsibility or liability for the violation of such requirements by any person. The Placing is not to be regarded as an offer or invitation to any person in any jurisdiction to the extent that any applicable legal requirement in such jurisdiction has not been complied with or it is for any reason illegal or unlawful to make such an offer or invitation in such jurisdiction.

The Placing Shares will not be offered to the public in any jurisdiction, nor will they be offered in any jurisdiction which would require the preparation or registration of any offering document relating to the Bookbuild or the Placing Shares in such jurisdiction. The offer and sale of the Placing Shares has not been, and will not be, registered under the applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Placing Shares referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan.

THE PLACING SHARES ACQUIRED BY PERSONS OUTSIDE THE UNITED STATES MAY NOT BE OFFERED, SOLD, RESOLD, DELIVERED OR OTHERWISE DISTRIBUTED IN OR INTO THE UNITED STATES OR TO ANY U.S. PERSON (AS DEFINED BY REGULATION S UNDER THE SECURITIES ACT) UNTIL A MINIMUM OF 40 DAYS AFTER THE SETTLEMENT OF THE BOOKBUILD AND BY ACQUIRING BOOKBUILD SHARES IN THE BOOKBUILD FROM OUTSIDE THE UNITED STATES, YOU WILL BE DEEMED TO AGREE TO THE FOREGOING RESTRICTIONS.

This announcement does not constitute or form a part of any offer or solicitation or advertisement to purchase and/or subscribe for Placing Shares in South Africa, including an offer to the public for the sale of, or subscription for, or the solicitation of an offer to buy and/or subscribe for, shares as defined in the South African Companies Act, and will not be distributed to any person in South Africa in any manner that could be construed as an offer to the public in terms of the South African Companies Act. This announcement does not, nor is it intended to constitute a "registered prospectus" as contemplated in the South African Companies Act.

In South Africa, the Bookbuild will not be an offer to the public as defined in the South African Companies Act and only (i) persons falling within the exemptions set out in section 96(1)(a) of the South African Companies Act or (ii) persons who propose to subscribe, as principal, for shares at a total contemplated acquisition cost equal to or greater than R1 000 000, as envisaged in section 96(1)(b), of the South African Companies Act, and in each case to whom any offer to participate in the Bookbuild is specifically addressed (all such persons in (i) and (ii) being referred to as "**SA Relevant Persons**"), will be entitled to apply for Placing Shares. Any investment activity in South Africa, or by persons resident or domiciled in South Africa, to which this announcement relates will only be available to, and will only be engaged with, SA Relevant Persons. Any person in, resident in or domiciled in South Africa who is not a Relevant Person should not act on this announcement or any of its contents. This announcement does not, nor does it intend to, constitute any offering document relating to the Bookbuild. Information made available in this announcement should not be considered as "advice" as defined in the South African Financial Advisory and Intermediary Services Act, 2002, and nothing in the document should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa.

No offering document or prospectus will be made available in connection with the matters contained or referred to in this announcement and no such offering document or prospectus is required to be published, in accordance with Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") or Regulation (EU) 2017/1129, as amended and retained in UK law on 31 December 2020 by the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**").

This announcement is not being distributed by, nor has it been approved for the purposes of section 21 of the Financial Services and Markets Act 2000 ("**FSMA**") by, a person authorised under FSMA. This announcement is being distributed and communicated to persons in the United Kingdom only in circumstances in which section 21(1) of FSMA does not require approval of the communication by an authorised person. This announcement has been issued by, and is the sole responsibility of, the Company.

As regards the European Economic Area (the "**EEA**") and the United Kingdom, this announcement is for information purposes only and is directed only at persons whose ordinary activities involve them in acquiring, holding, managing and disposing of investments (as principal or agent) for the purposes of their business and who have professional experience in matters relating to investments and are: (a) if in a member state of the European Economic Area EEA, qualified investors within the meaning of article 2(e) of the EU Prospectus Regulation ("qualified investors"); or (b) if in the United Kingdom, qualified investors within the meaning of article 2(e) of the UK Prospectus Regulation who are (i) persons who fall within the definition of "investment professional" in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "order"), or (ii) persons who fall within article 49(2)(a) to (d) of the order, or (c) persons to whom it may otherwise be lawfully communicated ("**UK Relevant Persons**").

Any investment or investment activity to which this announcement relates is available only in member states of the EEA to qualified investors and in the United Kingdom to UK Relevant Persons and will be engaged in only with qualified investors in member states of the EEA and UK Relevant Persons in the United Kingdom. This announcement must not be acted on or relied on by persons in a member state

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This announcement does not purport to identify or suggest the risks (direct or indirect) which may be associated with an investment in the Placing Shares. No representation or warranty is made by the Company or the Joint Bookrunners in connection with the Placing nor the Placing Shares, and any investment decision to buy Bookbuild Shares in terms of the Placing must be made solely on the basis of publicly available information which has not been independently verified by the Company or the Joint Bookrunners.

The Joint Bookrunners are acting for the Company, and no one else, in connection with the Placing and will not be responsible to anyone other than the Company for providing the protections offered to their clients, nor for providing advice in relation to the Placing.

Persons who are invited to and who choose to participate in the Placing by making an offer to take up Placing Shares, will be deemed to have read and understood this announcement in its entirety and to be making such offer on the terms and conditions, and to be providing the representations, warranties, acknowledgements and undertakings, contained herein. Each such person represents, warrants and acknowledges and undertakes that it is a person eligible to subscribe for the Bookbuild Shares in compliance with the restrictions set forth herein and the applicable laws and regulations in its home jurisdiction and in the jurisdiction (if different) in which it is physically resident.

The information in this announcement is subject to change without notice and neither the Joint Bookrunners nor, except as required by applicable law, the Company assumes any responsibility or obligation to update publicly or review any of the forward-looking statements contained herein.