

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**” or the “**Group**”)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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1. Introduction

Shareholders are referred to the announcement published by the Company this morning, Monday, 3 June 2024, regarding Brait’s proposed recapitalisation and update on the Group’s portfolio company performance (“**Recapitalisation Announcement**”).

Capitalised terms defined in the Recapitalisation Announcement have been used in this announcement.

The Recapitalisation Announcement notes that a Shareholder EGM will be convened, at which the ordinary resolutions necessary to empower the Board to authorise and implement the Rights Offer will be considered and, if deemed fit, passed by the requisite majority of votes of shareholders.

2. Notice of Shareholder EGM

Notice is hereby given that an EGM of the Company’s shareholders will be convened on Tuesday, 2 July 2024 in order to consider and, if deemed fit, to pass, with or without modification, the ordinary resolutions 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 Recapitalisation. 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 resolutions pursuant to the Recapitalisation.

Brait has secured irrevocable undertakings from Titan and other shareholders who collectively hold 43% of the Brait ordinary shares outstanding to vote in favour of the ordinary resolutions to be proposed at the EGM.

The EGM will be held at 4th Floor, The Axis, 26 Bank Street, Ebene 72201, Mauritius at 11:00 (MUT) (or shortly thereafter in case of delays) on Tuesday, 2 July 2024.

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 \(https://brait.investoreports.com/investor-relations/results-and-reports/\)](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 4th Floor, The Axis, 26 Bank Street, Ebene 72201, Mauritius, Luxembourg Registrar and Transfer Agent and the South African Transfer Secretaries (at the addresses set out in the Circular).

The salient dates and times pertaining to the EGM, also disclosed in the Circular, are as follows:

Issuer name	Brait P.L.C.
Type of instrument	Ordinary shares
ISIN	ISIN: LU0011857645
JSE code	BAT
Meeting type	EGM
Meeting venue	4th Floor, The Axis, 26 Bank Street, Ebene 72201, Mauritius
Record date – to determine which shareholders are entitled to receive the notice of EGM	Friday, 24 May 2024
Publication/posting date	Monday, 3 June 2024
Last day to trade – Last day to trade to determine eligible shareholders that may attend, speak and vote at the EGM	Tuesday, 25 June 2024
Record date – Record date to determine eligible shareholders that may attend, speak and vote at the EGM	Friday, 28 June 2024
EGM deadline date for submission of forms of proxy or letters of representation	11h00 (MUT) on Monday, 1 July 2024
EGM date	11h00 (MUT) on Tuesday, 2 July 2024
Publication EGM results	As soon as possible following the EGM on Tuesday, 2 July 2024
Company's weblink to notice of EGM	https://brait.investoreports.com/investor-relations/results-and-reports/

Port Louis, Mauritius

3 June 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 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**").

LuxSE Listing Agent:

Harney Westwood & Riegels SARL

Financial Advisor, JSE Equity and Debt Sponsor:

Rand Merchant Bank ("**RMB**"), a division of FirstRand Bank Limited

SEM Authorised Representative and Sponsor:

Perigeum Capital Limited

South African Legal counsel:

DLA Piper Advisory Services Proprietary Limited

English counsel on the Convertible Bonds:

DLA Piper UK LLP

South Africa Legal Advisor on the Exchangeable Bonds

Webber Wentzel

English counsel to Rand Merchant Bank

Milbank LLP

South African counsel to RMB

Bowman Gilfillan

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Neither this announcement nor the Rights Offer constitutes an “offer to the public” in South Africa in terms of the South African Companies Act 71 of 2008, as amended.

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This announcement is only being distributed to and is only directed at: (i) persons who are outside the United Kingdom; or within the United Kingdom (ii) persons who are qualified investors within the meaning of article 2(e) of Regulation (EU) 2017/1129 (as it forms part of domestic law in the UK by virtue of the European Union (Withdrawal) Act 2018 (“**UK Prospectus Regulation**”)); (iii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”); or (iii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iv) persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as “**Relevant Persons**”). The rights offer shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such rights offer shares will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this announcement or any of its contents.

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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 the Prospectus Regulation and the UK Prospectus Regulation.

This announcement contains forward-looking statements that are based on current expectations or beliefs, as well as assumptions about future events. Forward-looking statements often use words such as "target", "believe", "expect", "may", "estimate", "plan", "will", "would", "could" and any other words and terms of similar meaning or the negative thereof. Undue reliance should not be placed on any such statements because they speak only as at the date of this announcement and, by their very nature, they are subject to known and unknown risks and uncertainties and can be affected by other factors that could cause actual results, and Brait's plans and objectives, to differ materially from those expressed or implied in the forward-looking statements. Forward-looking statements speak only as at the date of this announcement, and Brait expressly disclaims any obligations or undertaking to release any update of, or revisions to, any forward-looking statements in this announcement.

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