

TISO BLACKSTAR GROUP SE
Société européenne
58 rue Charles Martel, L-2134 Luxembourg
R.C.S Luxembourg B 249.979
(the *Company* or *TBGSE*)

**LETTER IN RESPECT OF AN OFFER TO ALL CONCERNED SHAREHOLDERS OF
THE COMPANY, ON THE TERMS AND CONDITIONS SET OUT BELOW**

Dear shareholder,

Further to resolutions passed by the board of directors of the Company (the *Board*) on 22 April 2021 (the *Board Resolutions*), **NOTICE IS HEREBY GIVEN** of an **OFFER** by the Company to all the Concerned Shareholders on the specific terms and conditions set out here below (the *Offer to the Concerned Shareholders*).

1. INTRODUCTION

1.1 By way of background, the Board wishes to explain why it is making the recommendations set out in this Offer Letter:

- 1.1.1 The Board will convene an Extraordinary General Meeting of shareholders of the Company to resolve upon the Share Consolidation. The purpose of the Share Consolidation is to reduce the number of shareholders in the Company, in an attempt to reduce the current cost and administrative burden experienced by the Company in having many ordinary shareholders holding relatively small amounts of Ordinary Shares.
- 1.1.2 In anticipation of the Share Consolidation, the Board is hereby making the Buy-Back Offer and the Subscription Offer to all Concerned Shareholders, on the terms and conditions set out therein.
- 1.1.3 As part of the Buy-Back Offer, the Board is offering to all the Concerned Shareholders to buy-back all their Concerned Shares in the Company on the specific terms and conditions set out in this Offer Letter.
- 1.1.4 As part of the Subscription Offer, the Board is offering to the Concerned Shareholders (who do not hold a number of Ordinary or B Shares that is divisible by 100,000 at the Record Date) to subscribe for a certain number of Ordinary or B Shares in the Company in order to offer them, in anticipation of the contemplated Share Consolidation, the possibility to increase their shareholding in the Company up to a total of Ordinary or B Shares that is divisible by 100,000. In relation to shareholders holding less than 100,000 Ordinary Shares, the Subscription Offer will enable them to increase their total shareholding to 100,000 Ordinary Shares in the Company (meaning that such shareholders are afforded the opportunity to remain shareholders in the Company (as holders of one Ordinary Share with a par value of ten thousand Euro (EUR 10,000)) following the implementation of the Share Consolidation). In relation to

shareholders holding more than 100,000 Ordinary or B Shares, but with such holding not divisible by 100,000, the Subscription Offer will enable them to increase their total number of Ordinary Shares and/or B Shares in the Company to an amount of shares divisible by 100,000. From this it will be clear that the maximum number of Ordinary Shares and/or B Shares that will be offered for subscription to any Concerned Shareholder in terms of to the Subscription Offer will be 99,999 of each class of shares.

1.2 The purpose of this Offer Letter is to notify the Concerned Shareholders of:

- the irrevocable Buy-Back Offer of the Company to purchase all the Concerned Shares in the Company from the Concerned Shareholders on the specific terms and conditions set out herein;
- the irrevocable Offer to each Concerned Shareholders to issue a certain number of Ordinary or B Shares (at the Offered Price Per Share) in order to increase their shareholding in the Company up to a total of Ordinary or B Shares that is divisible by 100,000; and
- the Acceptance Form attached hereto as Schedule 1 that sets out the terms and conditions upon which you may accept the Offer to the Concerned Shareholders.

1.3 In addition to the above, the Board wishes to provide the following information:

- the Board will convene an Extraordinary General Meeting of shareholders of the Company to resolve upon a consolidation of all shares issued by the Company at a ratio of 1*100,000;
- for purposes of the contemplated Share Consolidation, after completion of the Buy-Back Offer and of the Subscription Offer, the Board will offer to the Designated Shareholders of the Company to subscribe for such number of new Ordinary and B Shares required to ensure that the share capital of the Company is represented by a number of Ordinary and B Shares that is divisible by 100,000, as failing that it will not be possible to hold the EGM required for the consolidation, and during which EGM the sole resolution to be passed (in the presence of a Luxembourg notary) will be to convert all shares in the Company from having a par value of ten Euro cents (EUR 0,10) per share to having a par value of ten thousand Euro(EUR 10,000) per share.

1.4 Further to the completion of the Share Consolidation, the Board intends, pursuant to the powers conferred by the Statutes, to pass resolutions to effect the following:

- the fractions of shares held by all shareholders holding, further to the completion of the Share Consolidation, less than 1 share having a par value of ten thousand Euro (EUR 10,000) in the Company will be repurchased (at the Offered Price Per Share) and cancelled; and
- the fractions of shares held by shareholders holding, further to the completion of the Share Consolidation, more than 1 share having a par value of ten thousand

Euro (EUR 10,000) in the Company will be repurchased (at the Offered Price Per Share) and cancelled.

2. ACTION REQUIRED

- 2.1 If you wish to accept the Buy-Back Offer and/or the Subscription Offer, you must complete the appropriate section of the signature page of the Acceptance Form and return the Acceptance Form attached hereto as Schedule 1 as soon as possible but in any event so as to reach the Company no later than 10 May 2021 at 10:00 a.m. CET (10:00 a.m. SAST).
- 2.2 If you do not wish to accept the Buy-Back Offer nor the Subscription Offer, for the purpose of the repurchase and cancellation of shares that will take place after completion of the Share Consolidation (please refer to clause 1.4 above), please complete nonetheless your bank details on the signature page of the acceptance Form and return the Acceptance Form attached hereto as Schedule 1 as soon as possible but in any event so as to reach the Company no later than 10 May 2021 at 10:00 a.m. CET (10:00 a.m. SAST).

3. DEFINITIONS AND INTERPRETATION

- 3.1 The following definitions apply throughout this Offer Letter and its Schedules, unless the context requires otherwise:
- 3.1.1 “**Acceptance Form**” means the form of acceptance attached hereto as **Schedule 1**, to be returned completed and signed by the Concerned Shareholders to the Company in response to the Offer Letter;
- 3.1.2 “**Auditors**” means BDO South Africa;
- 3.1.3 “**Auditors’ Report**” means the report, attached to this Offer Letter as **Schedule 2**, prepared by the Auditors and dated 19 April 2021, confirming that the Offered Price Per Share does not exceed the Fair Market Value;
- 3.1.4 “**B Shares**” means the non-voting B shares, with a par value of ten Euro cents (EUR 0.10) each, in the share capital of the Company;
- 3.1.5 “**Buy-Back Accepting Shareholder**” means all the Concerned Shareholders having accepted the Buy-Back Offer by returning an Acceptance Form to the Company within the Election Period;
- 3.1.6 “**Buy-Back Consideration**” means the amount, denominated in South African Rand (ZAR), payable by the Company to the Buy-Back Accepting Shareholder on or around 15 May 2021 (being the date on which it is currently contemplated that the Board will pass the required resolutions to cancel all shares bought back), and which is calculated by multiplying (i) the number of Ordinary or B Shares effectively repurchased from a specific Buy-Back Accepting Shareholder pursuant to the Buy-Back Offer by (ii) the Offered Price Per Share and net of any bank charges and any withholding or similar tax;

- 3.1.7 **“Buy-Back Offer”** means the buy-back offer by the Company to redeem the Concerned Shares on the terms and conditions set forth herein;
- 3.1.8 **“Concerned Shares”** means all of the 63,113,199 Ordinary Shares and all of the 39,321,999 B Shares of the Company;
- 3.1.9 **“Concerned Shareholders”** means all the holders of the Concerned Shares at the Record Date;
- 3.1.10 **“Designated Shareholders”** means one or more Concerned Shareholders of the Company, to whom the Offer to Designated Shareholders will be made;
- 3.1.11 **“Election Period”** means the period set out in clause 9.1 of this Offer Letter, within which the Concerned Shareholders can elect to accept the Offer to the Concerned Shareholders by returning an Acceptance Form to the Company;
- 3.1.12 **“Extraordinary General Meeting”** or **“EGM”** means the extraordinary general meeting of the Company to be convened in terms of its Statutes for the purposes of the Share Consolidation;
- 3.1.13 **“Fair Market Value”** means, in respect of each Concerned Share, the fair market value which a willing buyer would pay a willing seller on arm’s length terms and ignoring whether such shares to be sold form in aggregate a minority or majority shareholding in the Company, as determined in good faith by an independent auditor appointed by the Board on the basis of such information and facts as are available to, and deemed relevant by, the independent auditor;
- 3.1.14 **“Maximum Capped Total Price”** means one hundred million South African Rand (ZAR 100,000,000);
- 3.1.15 **“Offer Letter”** means the present notification letter sent by the Company to each Concerned Shareholder, by which the Offer to the Concerned Shareholders is made and that sets out the terms and conditions of the Offer to the Concerned Shareholders;
- 3.1.16 **“Offered Price Per Share”** means four South African Rand and fifty cents (ZAR 4.50);
- 3.1.17 **“Offer to the Concerned Shareholders”** means the Buy-Back Offer and the Subscription Offer;
- 3.1.18 **“Offer to the Designated Shareholders”** means the offer to be made, after completion of the Offer to the Concerned Shareholders, by the Company to the Designated Shareholders to subscribe for such number of new Ordinary and B Shares (at the Offered Price Per Share) to ensure that the share capital of the Company is represented by a number of shares that is divisible by 100,000;
- 3.1.19 **“Ordinary Shares”** means the ordinary shares, with a par value of ten Euro cents (EUR 0.10) each, in the share capital of the Company;

- 3.1.20 “**Payment Date**” means 17 May 2021;
- 3.1.21 “**Record Date**” means the date of this Offer Letter;
- 3.1.22 “**Responses**” means the final letters to be sent by the Company to the Buy-Back Accepting Shareholders and Subscription Accepting Shareholders at the end of the Election Period, upon receipt of all Acceptance Forms, confirming the exact number Ordinary and B Shares being redeemed pursuant to the Buy-Back Offer and/or issued pursuant to the Subscription Offer, as well as the Subscription Amount to be paid by the Subscription Accepting Shareholders;
- 3.1.23 “**Share Consolidation**” means the contemplated consolidation of all shares issued by the Company at a ratio of 1*100,000, further to which, the Board will, pursuant to the powers conferred by the Statutes, pass resolutions to effect the following:
- the shares from all shareholders holding less than 100,000 shares in the Company will be repurchased (at the Offered Price Per Share) and cancelled;
 - the shares from shareholders holding more than 100,000 shares that would result in a fractional entitlement will be repurchased (at the Offered Price Per Share) and cancelled;
- 3.1.24 “**Subscription Accepting Shareholder**” means all the Concerned Shareholders having accepted the Subscription Offer by returning an Acceptance Form to the Company within the Election Period;
- 3.1.25 “**Subscription Consideration**” means the amount, denominated in South African Rand (ZAR), payable by the Subscription Accepting Shareholder to the Company, and which is calculated by multiplying (i) the number of new Ordinary Shares or B Shares to be issued to a specific Subscription Accepting Shareholder in order for him to hold a total of Ordinary or B Shares in the Company that is divisible by 100,000, by (ii) the Offered Price Per Share and net of any bank charges;
- 3.1.26 “**Subscription Offer**” means the offer by the Company to the Concerned Shareholders to subscribe for such number of new Ordinary or B Shares (at the Offered Price Per Share) in order for them to hold a total of Ordinary or B Shares in the Company that is divisible by 100,000; and
- 3.1.27 “**Statutes**” means the consolidated articles of association of the Company.
- 3.2 In this Offer Letter, unless the context otherwise requires, a reference to one gender includes a reference to the other gender.
- 3.3 A “clause” or “Schedule” is a reference to a clause of, or a Schedule to, this Offer Letter.
- 3.4 A person includes a reference to a body corporate, an unincorporated association or a partnership and that person’s legal and personal representatives and successors.

3.5 Headings are for ease of reference only and shall not affect the interpretation of this Offer Letter.

4. BUY-BACK OFFER

4.1 Subject to the terms and conditions set out in clause 5 below, TBGSE irrevocably offers to purchase within the Election Period all issued 63,113,199 Ordinary Shares and 39,321,999 B Shares at the Offered Price Per Share subject to the Maximum Capped Total Price.

4.2 Subject to 5.2 below, in relation to shareholders holding 100,000 Ordinary Shares or less in the Company at the Record Date, TBGSE is prepared to purchase the relevant Concerned Shares from the relevant Concerned Shareholders only in respect of their entire holding of Ordinary Shares.

4.3 The Buy-Back Consideration will be paid in cash net of any withholding or similar tax on or around the Payment Date. The cash payment to be made by the Company to each Buy-Back Accepting Shareholder under the Buy-Back Offer will be set out in the Responses to be sent by the Company to the Buy-Back Accepting Shareholders at the end of the Election Period, upon receipt of all Acceptance Forms.

4.4 The Buy-Back Offer is made in the context of the contemplated Share Consolidation, for which the EGM will be convened immediately after completion of the Offer to the Designated Shareholders.

5. TERMS AND CONDITIONS OF THE BUY-BACK OFFER

5.1 The Buy-Back Offer is made at the Offered Price Per Share subject to the Maximum Capped Total Price.

5.2 If, based on the Acceptance Forms received from all Buy-Back Accepting Shareholders, TBGSE would be required to pay more than the Maximum Capped Total Price, the Buy-Back Offer will be deemed to be made on a pro rata basis in respect of the respective shareholding of each Buy-Back Accepting Shareholder. However, no pro rating will be applied for Buy-Back Accepting Shareholders holding 100,000 Ordinary Shares or less in the Company at the Record Date, and all their Concerned Shares will be redeemed (on the basis that shareholders holding less than 100,000 Ordinary Shares at the Record Date and who do not accept the Subscription Offer will be redeemed in full after completion of the Share Consolidation).

5.3 If, following the application of the pro rata principle set out in 5.2 above, TBGSE would have to purchase from a Buy-Back Accepting Shareholder a number of Concerned Shares that includes a fraction of share, then the Buy-Back Offer will be deemed to be made for the lower rounded number that is the closest to that fraction.

5.4 The Buy-Back Offer is made further to the Board Resolutions, whereby the terms and conditions of this Offer Letter were unanimously approved by the directors of the Company on the basis of the Auditors' Report attached hereto as **Schedule 2**, confirming that the Offered Price Per Share does not exceed the Fair Market Value.

6. SUBSCRIPTION OFFER

- 6.1 Subject to the terms and conditions set out in clause 7 below, TBGSE irrevocably offers to each of the Concerned Shareholders to subscribe for such number of new Ordinary or B Shares at the Offered Price Per Share in order for him to hold a total of Ordinary or B Shares in the Company that is divisible by 100,000.
- 6.2 The Subscription Consideration must be paid in cash, net of any bank charges and currency exchange commissions¹, to the bank account of TBGSE on or before the Payment Date. The cash payment to be made by each Subscription Accepting Shareholder under the Subscription Offer will be set out in the Responses to be sent by the Company to the Subscription Accepting Shareholders at the end of the Election Period, upon receipt of all Acceptance Forms.
- 6.3 The Subscription Offer is made in the context of the contemplated Share Consolidation, for which the EGM will be convened immediately after completion of the Offer to the Designated Shareholders. This Subscription Offer gives the opportunity to each Concerned Shareholder to subscribe for the necessary amount of additional Ordinary or B Shares (at the Offered Price Per Share) in order to hold a total of Ordinary or B Shares in the Company that is divisible by 100,000, and thus not be impacted by the contemplated Share Consolidation.

7. TERMS AND CONDITIONS OF THE SUBSCRIPTION OFFER

- 7.1 The Subscription Offer is made at the Offered Price Per Share.
- 7.2 The Subscription Offer is made further to the Board Resolutions, whereby the terms and conditions of this Offer Letter were unanimously approved by the directors of the Company on the basis of the Auditors' Report attached hereto as **Schedule 2**, confirming that the Offered Price Per Share does not exceed the Fair Market Value.

8. ACCEPTANCE

- 8.1 To accept the Offer to Shareholders, a Concerned Shareholder must complete and sign the enclosed Acceptance Form, in accordance with the instructions included therein, and return it to TBGSE in any event so as to arrive BY NO LATER than 10 May 2021 at 10:00 a.m. CET (10:00 a.m. SAST), failing which he will be deemed to have rejected the Offer to the Concerned Shareholders. Copies can be sent by e-mail in accordance with the instructions set out in clause 9.2 below.
- 8.2 The relevant Buy-Back Accepting Shareholders should note that by completing section 1, signing and returning the Acceptance Form as set out in clause 8.1 above they will contract with TBGSE for the buy-back of their Concerned Shares on the terms and conditions of the Buy-Back Offer. By completing, signing and returning the Acceptance Form, the relevant Buy-Back Accepting Shareholders consent and accept

¹ Unless you specifically instruct your bank to transfer the payment "*net of all bank charges*", your bank will assume that the charges should be applied to your payment or shared. That is, "*payment net of all bank charges*" is not automatic. It is important that the Company receives from a Subscription Accepting Shareholder the full amount that will be reflected in the relevant Response, as failing payment of such full amount the Board will not be in a position to issue the relevant shares to the Subscription Accepting Shareholder.

to be bound by all the terms and conditions of the Buy-Back Offer. Without limiting the generality of this statement, attention is specifically drawn to the fact that by completing, signing and returning the Acceptance Form, the relevant Buy-Back Accepting Shareholders will be making certain representations and warranties, contained in clause 10 below and in the Acceptance Form, *inter alia* to the effect that the Concerned Shares are free from any encumbrances or adverse rights and that, by signing the Acceptance Form, the relevant Buy-Back Accepting Shareholders will be authorising the Company and Maitland Luxembourg S.A., the Company's registrar and domiciliation agent in Luxembourg, to release any "Know-Your-Client" information held on its file to the administrations for the purposes of effecting payment of the Buy-Back Consideration.

8.3 The relevant Subscription Accepting Shareholders should note that by completing section 2, signing and returning the Acceptance Form as set out in clause 8.1 above they will contract with TBGSE for the issuance of new Ordinary or B Shares to them on the terms and conditions of the Subscription Offer. By completing, signing and returning the Acceptance Form, the relevant Subscription Accepting Shareholders consent and accept to be bound by all the terms and conditions of the Subscription Offer. Without limiting the generality of this statement, attention is specifically drawn to the fact that by completing, signing and returning the Acceptance Form, the relevant Subscription Accepting Shareholders will be making certain representations and warranties, contained in clause 10 below and in the Acceptance Form, and that, by signing the Acceptance Form, the relevant Subscription Accepting Shareholders will be authorizing the Company and Maitland Luxembourg S.A., the Company's registrar and domiciliation agent, to release any "Know-Your-Client" information held on its file to the administrations for the purposes of the payment of the Subscription Consideration.

9. ELECTION PERIOD

9.1 The Offer to the Concerned Shareholders is made and valid until 10 May 2021 at 10:00 a.m. CET (10:00 a.m. SAST).

9.2 The Acceptance Forms shall be completed in accordance with their instructions and returned:

- by post to Tiso Blackstar Group Societas Europaea's registered office at Maitland Luxembourg S.A., Tiso Blackstar Group Societas Europaea's domiciliation agent (MLSA), at 58, rue Charles Martel, L-2134 Luxembourg, Grand Duchy of Luxembourg, or
- by e-mail to info@blackstar.eu or marylene.barthol@maitlandgroup.com,

by no later than 10 May 2021 at 10:00 a.m. CET (10:00 a.m. SAST).

9.3 TBGSE specifies that only those Concerned Shareholders included in the share register of the Company (the **Register**) as at the Record Date are entitled to accept the Offer to the Concerned Shareholders in respect of the numbers of Concerned Shares registered in their names. Changes to the Register after the Record Date will be disregarded in determining the rights of any person to accept the Offer to the Concerned Shareholders.

9.4 In the case of joint holders, only the Acceptance Form submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Register in respect of the joint holding (the first-named being the most senior).

9.5 The Acceptance Forms can also be obtained by contacting TBGSE by e-mail at the following address: info@blackstar.eu.

9.6 A shareholder may not use any electronic address provided either in this Offer Letter or any related documents to communicate for any purposes other than those expressly stated herein.

10. HOLDER'S WARRANTIES

Acceptance of the Offer to the Concerned Shareholders will be deemed to constitute a warranty by the relevant Concerned Accepting Shareholder that:

- it is the sole registered and beneficial owner of the Concerned Shares in respect of which the Offer to the Concerned Shareholders is accepted by it free from all liens, charges and other encumbrance of every nature and that it has good and unassailable title thereto together with all rights attaching thereto;
- it has obtained all necessary waivers, consents and approvals to accept the Buy-Back Offer and to allow the sale of the Concerned Shares in respect of which the Buy-Back Offer is accepted by it;
- it has obtained all necessary waivers, consents and approvals to accept the Subscription Offer and to allow the subscription for the new Ordinary or B Shares to be issued by the Company and in respect of which the Subscription Offer is accepted by it;
- it has full authority, power and capacity to accept the Offer to the Concerned Shareholders on the terms and conditions herein contained and has taken all necessary and proper actions to procure that the Acceptance Form, as completed and signed by it, will constitute legal, valid and binding obligations on it, the performance of which will not result in the breach of any laws or agreements to which it is a party and/or by which it is bound or of any order, judgement, decree of any court or governmental agency to which it is a party and/or by which it is bound; and
- it is not resident in any country, state or territory which prohibits or imposes restrictions of any nature on the acceptance of the Offer to the Concerned Shareholders.

11. TAXATION

Concerned Shareholders should obtain advice from their own professional advisers on the tax implications of an acceptance or non-acceptance of the Offer to the Concerned Shareholders, including without limitation as to any withholding or similar tax on any

payments made pursuant to such an acceptance or as part of the Share Consolidation and related arrangements. The tax liability (if any) resulting from an acceptance or non-acceptance of the Offer to the Concerned Shareholders or arising from the Share Consolidation and related arrangements will vary depending on individual circumstances.

12. APPLICABLE LAW

The Offer to the Concerned Shareholders and this Offer Letter, and any acceptance thereof, will be governed by the laws of the Grand Duchy of Luxembourg.

13. CONTACT DETAILS

The contact details of the domiciliation agent of the Company, authorised to receive the Acceptance Forms on behalf of TBGSE, are as follows:

Maitland Luxembourg S.A.

Address: 58, rue Charles Martel, L-2134 Luxembourg, Grand Duchy of Luxembourg

Tel: +352 40 25051

E-mail: marylene.barthol@maitlandgroup.com

The Board of Directors
Luxembourg, 23 April 2021

SCHEDULE 1 –ACCEPTANCE FORM

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser.

The relevant provisions of the Offer Letter are incorporated in, and form part of, this Form of Acceptance. The definitions used or referred to in the Offer Letter apply in this Acceptance Form.

ACCEPTANCE FORM

OFFER BY TISO BLACKSTAR GROUP S.E. TO THE CONCERNED SHAREHOLDERS

(in relation to the Ordinary and B Shares in the capital of Tiso Blackstar Group S.E. subject to the terms and conditions set out in this Acceptance Form and the Offer Letter)

ACTION TO BE TAKEN TO ACCEPT THE OFFER TO THE CONCERNED SHAREHOLDERS

If you wish to accept the Buy-Back Offer as contained in the Offer Letter, you must complete Section 1 of the signature page and sign this Acceptance Form.

If you wish to accept the Subscription Offer as contained in the Offer Letter, you must complete Section 2 of the signature page and sign this Acceptance Form.

If you do not wish to accept the Buy-Back Offer nor the Subscription Offer, you must complete your bank details on the signature page and sign this Acceptance Form.

Before completing the Acceptance Form, you should read the notes of this Acceptance Form as well as the Offer Letter.

In the case of joint holdings, this Acceptance Form is being sent only to the joint shareholder whose name stands first on the Register of the Company and such first-named shareholder must, in addition to signing this Acceptance Form himself, arrange for all his joint shareholders to do likewise.

You should return one copy of this Acceptance Form, duly completed and signed on the signature page together with all relevant documents (e.g. certified copy of the power of attorney where the Acceptance Form is being signed by an attorney under such power) as soon as possible but in any event so as to reach the Company by no later than 10 May 2021 at 10:00 a.m. CET (10:00 a.m. SAST).

The Acceptance Forms shall be completed in accordance with their instructions and returned:

- by post to Tiso Blackstar Group Societas Europaea's registered office at Maitland Luxembourg S.A., Tiso Blackstar Group Societas Europaea's domiciliation agent (MLSA), at 58, rue Charles Martel, L-2134 Luxembourg, Grand Duchy of Luxembourg, or
- by e-mail to info@blackstar.eu or marylene.barthol@maitlandgroup.com.

NOTES REGARDING THE PAYMENT OF THE BUY-BACK CONSIDERATION

The Buy-Back Consideration will be paid, in full and net of any bank charges and net of any withholding or similar tax, by the Company to the bank account designated by the Buy-Back Accepting Shareholder in the Acceptance Form on or around the Payment Date.

NOTES REGARDING THE PAYMENT OF THE SUBSCRIPTION CONSIDERATION

The Subscription Consideration must be paid to the Company's Bank Account in full, net of any bank charges and currency exchange commissions², on or before the Payment Date, failing which the Concerned Shareholder will be deemed to have rejected the Subscription Offer.

The details of **the Company's Bank Account** are the following:

- accountholder: Tiso Blackstar Group SE
- bank: Investec Bank Limited
- swift code: IVESZAJJXXX
- account number: 40002411609
- Currency: ZAR

Please indicate the Concerned Shareholder's name as a reference when you make the payment of the Subscription Consideration.

NOTES REGARDING THE COMPLETION AND RETURN OF THIS ACCEPTANCE FORM

In order to be effective, this Acceptance Form must, except as mentioned below, be signed, where indicated on the signature page, personally by the registered Concerned Shareholder, or in the case of a joint holding, be signed by **ALL** the joint shareholders, or be signed under a power of attorney. A body corporate must sign this Acceptance Form in accordance with its articles of association, other empowering statutory documents or applicable regulations.

If you complete section 1 of the signature page, sign and duly return this Acceptance Form, you will accept the Company's Buy-Back Offer at the Offered Price Per Share in respect of all

² Unless you specifically instruct your bank to transfer the payment "*net of all bank charges*", your bank will assume that the charges should be applied to your payment or shared. That is, "*payment net of all bank charges*" is not automatic. It is important that the Company receives from a Subscription Accepting Shareholder the full amount that will be reflected in the relevant Response, as failing payment of such full amount the Board will not be in a position to issue the relevant shares to the Subscription Accepting Shareholder.

of the Ordinary and B Shares held by you in the capital of the Company at the Record Date, and you will in return receive the Buy-Back Consideration in relation to it.

If you complete section 2 of the signature page, sign and duly return this Acceptance Form, you will accept the Company's Subscription Offer at the Offered Price Per Share, and if you proceed with the payment of the Subscription Consideration to the Company's Bank Account in accordance with the instructions above, you will in return receive the new Ordinary or B Shares of the Company in relation to the Subscription Offer.

In order to avoid delay and inconvenience to yourself, the following points may assist you:

1. If a Concerned Shareholder is away from home (e.g. abroad or on holiday):

If you receive this Acceptance Form on behalf of a Concerned Shareholder, send this Acceptance Form by the quickest means (e.g. courier) to the Concerned Shareholder for completion, signature and return to the Company or, if the Concerned Shareholder has executed a power of attorney, have this Acceptance Form completed and signed by the attorney. In the latter case, the power of attorney (or a duly certified true copy thereof) should be lodged with this Acceptance Form for noting. No other signatures are acceptable.

2. If you have sold all your shares in the Company at the Record Date and such sale has not yet been recorded on the Register of the Company:

Immediately send this Acceptance Form, the accompanying Offer Letter with its annexures to the purchaser, or to the bank, stockbroker or other agent through whom the sale was effected, for transmission to the purchaser.

3. If the Concerned Shareholder has died:

If probate, etc., has been registered with the Company, this Acceptance Form must be completed and signed by the personal representative(s) of the deceased and returned to the Company. If probate, etc. has not been registered with the Company, the personal representative(s) or the prospective personal representative(s) should complete and sign this Acceptance Form and return it as soon as possible but in any event so as to reach the Company by no later than 10 May 2021 at 10:00 a.m. CET (10:00 a.m. SAST). However, the grant of probate or letters of administration must be lodged with the Company, as above, before the Consideration can be paid to the personal representative(s).

4. If one of the Concerned Shareholders in a joint holding has died:

This Acceptance Form must be completed and signed by all surviving joint shareholders and the personal representative(s) of the deceased joint shareholder as set out in 3 above. The completed and signed Acceptance Form must be returned as soon as possible but in any event so as to reach the Company by no later than 10 May 2021 at 10:00 a.m. CET (10:00 a.m. SAST), accompanied, as above, by the death certificate, grant of probate or letters of administration in respect of the deceased joint Shareholder.

5. If any of your Concerned Shares in the Company are held by your bank or some other agent:

Complete, sign and deliver this Acceptance Form to your agent for return to the Company as soon as possible but in any event so as to reach the Company by no later than 10 May 2021 at 10:00 a.m. CET (10:00 a.m. SAST).

The Buy-Back Consideration cannot be paid to you in terms of the Acceptance Form until all relevant documents have been properly completed, signed and returned in accordance with the terms of this Acceptance Form.

Concerned Shareholders should note that, by completing, signing and returning the signature page of this Acceptance Form, they contract with TBGSE and shall be bound on the terms set out herein and in the Offer Letter.

SIGNATURE PAGE TO THE ACCEPTANCE FORM

BANK DETAILS - Please provide us with the details of your bank account in the below table:

Accountholder	Bank	Swift code of the bank	Bank account number

SECTION 1 – BUY-BACK OFFER

Box 1 Concerned Shareholder name(s) and address(es)	Box 2 Number of Ordinary Shares held by the Concerned Shareholder in the Company	Box 3 Number of B Shares held by the Concerned Shareholder in the Company

Set out in Boxes 1 to 3 above are the details on the Record Date of your holding of Ordinary and B Shares.

SECTION 2 – SUBSCRIPTION OFFER

Box 1 Name(s) and address(es) of the Concerned Shareholder	Box 2 Number of Ordinary and/or B Shares held by the Concerned Shareholder in the Company	Box 3 Number of new Ordinary and/or B Shares to be issued so that the Concerned Shareholder will hold a total of Ordinary or B Shares in the Company that is divisible by 100,000

Set out in Boxes 1 to 3 above are the details on the Record Date of your holding of Ordinary and/or B Shares.

Notes:

In case TBGSE has a query please provide a telephone number (include the dialling code) at which you can be contacted. Telephone No: _____

Concerned Shareholders holding 100,000 Ordinary Shares or less in the Company at the Record Date are entitled to accept **EITHER** the Buy-Back Offer **OR** the Subscription Offer (they cannot accept the two offers). In case they return an Acceptance Form where the two above sections have been completed, they will be deemed to have accepted the Buy-Back Offer only (and to have rejected the Subscription Offer) and all their Concerned Shares will be redeemed on the terms and conditions of the Buy-Back Offer.

Concerned Shareholders holding a number of Ordinary Shares that is divisible by 100,000 at the Record Date are not entitled to accept the Subscription Offer only. They can accept **EITHER** the Buy-Back Offer only, **OR** the Buy-Back Offer and the Subscription Offer. In case they return an Acceptance Form where only section 2 above has been completed, they will be deemed to have rejected the Offer to the Concerned Shareholders.

In case a Concerned Shareholder (holding more than 100,000 Ordinary Shares in the Company at the Record Date) accepts both the Buy-Back Offer and the Subscription Offer:

- If possible, all Concerned Shares held by the relevant Concerned Shareholder will be bought-back on the terms and conditions of the Buy-Back Offer;
- If based on the Acceptance Forms received from all Buy-Back Accepting Shareholders, TBGSE would be required to pay more than the Maximum Capped Total Price, the Buy-Back Offer will be made on a pro rata basis in respect of the respective shareholding of each Buy-Back Accepting Shareholder pursuant to

clause 5.2 of the Offer Letter. Thereafter, new Ordinary or B Shares will be issued to the relevant Concerned Shareholder on the terms and conditions of the Subscription Offer.

The acceptance of the Buy-Back Offer has no effect on the obligation of each Subscription Accepting Shareholder to proceed with the payment of the Subscription Consideration before the end of the Election Period. No set-off or compensation between the Buy-Back Consideration and the Subscription Consideration is possible.

To: Tiso Blackstar Group S.E.

I/We, the undersigned, have received the Offer Letter containing the Offer to Shareholders. I/We hereby irrevocably accept the Offer to Shareholders upon the terms and subject to the conditions set out in the Offer Letter and the Acceptance Form in respect of my/our Shares specified above. I/We hereby undertake to execute any further document(s) or give any further assurance(s) that may be necessary or required in connection with the Offer to Shareholders, which is the subject of this Acceptance Form. I/We hereby appoint any director of the Company as my/our true and lawful attorney to settle the terms of, complete and execute as appropriate, on my/our behalf any agreement or other instrument in favour of TBGSE or as it may direct in respect of my/our Concerned Shares, which are the subject of this Acceptance Form, and generally to do any and all such acts and things including, without limitation, representing me/us before a notary, and to execute and deliver any other documents, deeds or instruments as appropriate, as may be necessary or expedient for the purposes of effecting the buy-back of the Concerned Shares and/or the issuance of the new Ordinary or B Shares by TBGSE. I/We agree to ratify each and every thing which may be done or effected by my/our attorney in the exercise of his respective powers and/or authorities granted under the Offer Letter and Acceptance Form. I/We hereby declare that this Acceptance Form, undertaking and power of attorney shall be irrevocable.

SIGNED:

**TO ACCEPT THE BUY-BACK
OFFER AND/OR THE
SUBSCRIPTION OFFER YOU
MUST SIGN HERE**

*(1) Sole or First shareholder
Usual Signature or SEAL*

*(2) Second shareholder (if any):
Usual Signature or SEAL*

PLEASE USE BLOCK CAPITALS

Name (in full)

Name (in full)

Mr., Mrs., Ms. _____

Mr., Mrs., Ms. _____

Address _____

Address _____

<p>IN THE CASE OF JOINT SHAREHOLDERS ALL MUST SIGN. A CORPORATION MUST EXECUTE THIS FORM UNDER SEAL OR UNDER THE AUTHORITY OF ITS BOARD OF DIRECTORS IF IT HAS NO SEAL. PLEASE REFER TO THE NOTES REGARDING THE COMPLETION AND RETURN OF THIS FORM</p>
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SCHEDULE 2 –AUDITORS’ REPORT

Private and confidential

Tiso Blackstar Group SE
Berkeley Square House
Berkeley Square Mayfair
London
W1J 6BD

19 April 2021

Dear Sirs

REPORT OF THE INDEPENDENT PROFESSIONAL EXPERT TO TISO BLACKSTAR GROUP SE REGARDING A PROPOSED GENERAL SHARE BUY-BACK

Introduction

Tiso Blackstar Group SE (“Tiso Blackstar” or the “Company”) has proposed a general buy back of all the 63,113,199 ordinary shares and all of the 39,321,999 B shares in the issued share capital of Tiso Blackstar (“Repurchase Shares”) from eligible shareholders (“Shareholders”) for a cash consideration of R4.50 per Repurchase Share, up to a maximum of R100 million (“Repurchase Consideration”) (“Repurchase”).

As at the date of this Independent Expert Report (as defined below), the issued share capital of the Company comprises the following:

- 63,113,199 ordinary shares;
- 39,321,999 B Shares; and
- 25,000,000 C shares.

Opinion required in terms of the Statutes

Pursuant to the Law of 10 August 1915 on commercial companies (“1915 Law”) and related Statutes (“Statutes”), the maximum price which may be paid for each share shall not exceed the fair market value as determined in good faith by an independent auditor.

BDO Corporate Finance Proprietary Limited (“BDO Corporate Finance” or “Independent Expert”) has been appointed as the independent auditor by the board of directors (“Board”) to assess the Repurchase. The report set out herein is provided to the Board for the sole purpose of assisting the Board in forming and expressing an opinion on the Repurchase and Repurchase Consideration for the benefit of the Shareholders (“Independent Expert Report”).

Responsibility

Compliance with the Statutes is the responsibility of the Board. Our responsibility is to report to the Board on whether the terms and conditions of the Repurchase and the Repurchase Consideration are fair and reasonable to the Shareholders and that the Repurchase Consideration does not exceed fair market value.

Definition of the terms “fair” and “reasonable” applicable in the context of the Repurchase

The “fairness” of a transaction is primarily based on quantitative issues. A transaction will generally be said to be fair to a company’s shareholders if the benefits received, as a result of the transaction, are equal to or greater than the value given up.

The Repurchase may be said to be fair to the Shareholders if the Repurchase Consideration is equal to or less than the fair value of a Repurchase Share, or unfair if the Repurchase Consideration is less than the fair value of an Repurchase Share.

The assessment of "reasonableness" of the Repurchase is generally based on qualitative considerations surrounding the transaction. Hence, even though the consideration may be higher than the fair value, the Repurchase may be considered reasonable after considering other significant qualitative factors.

Detail and sources of information

In arriving at our opinion we have relied upon the following principal sources of information:

- Audited financial statements of Tiso Blackstar and its subsidiaries for the years ended 30 June 2017, 30 June 2018 and 30 June 2019;
- Unaudited management accounts of Tiso Blackstar, its subsidiaries and associates for the period ended 30 June 2020 and 28 February 2021;
- Forecast financial information of Hirt & Carter Proprietary Limited ("H&C"), a wholly owned subsidiary of Tiso Blackstar, prepared by the management of H&C for the financial years ending 30 June 2021 to 30 June 2026;
- Unaudited management accounts of each of Tiso Blackstar's associates for the periods ended 31 December 2020 and 28 February 2021. The associates comprise minority investments in media businesses in Ghana, Kenya and Nigeria ("Africa Radio Assets");
- Discussions with Tiso Blackstar and H&C directors, management and advisers regarding the historic and forecast financial information;
- Discussions with Tiso Blackstar and H&C directors and management on prevailing market, economic, legal and other conditions which may affect underlying value;
- Publicly available information relating to the print, publishing and media services industry in general; and
- Publicly available information relating to Tiso Blackstar that we deemed to be relevant, including company announcements, media articles and analyst presentations.

The information above was secured from:

- Directors and management of Tiso Blackstar; and
- Third party sources, including information related to publicly available economic, market and other data which we considered applicable to, or potentially influencing Tiso Blackstar and its subsidiaries.

Procedures

In arriving at our opinion we have undertaken the following procedures in evaluating the fairness of the Repurchase:

- Considered the rationale for the Repurchase;
- Reviewed the audited and unaudited financial information related to Tiso Blackstar and its subsidiaries and investments, being the 2017, 2018 and 2019 audited financial information, where applicable, and forecasts prepared by management;
- Held discussions with the management of Tiso Blackstar and H&C and considered such other matters as we consider necessary, including assessing the prevailing economic and market conditions and trends;
- Reviewed and obtained an understanding from management as to the forecast financial information of the Company's operating subsidiary, H&C. Considered the forecast cash flows and the basis of the assumptions therein including the prospects of the business of H&C. This review included an assessment of the recent historical performance to date as well as the reasonableness of the outlook assumed based on discussions with management and assessed the achievability thereof by considering historical information as well as macro-economic and sector-specific data;
- Compiled forecast cash flows for H&C by using the forecast financial information up to 30 June 2026 and applied BDO Corporate Finance's assumptions of cost of capital to the forecast cash flows to produce a discounted cash flow ("DCF") valuation of H&C;

- Compiled a capitalisation of maintainable earnings valuation of the African Radio Assets by using historical and forecast financial information and applied BDO Corporate Finance’s calculated earnings multiples based on market comparables to maintainable earnings before interest, taxation, depreciation and amortisation (“EBITDA”);
- Performed such other studies and analyses as we considered appropriate and have taken into account our assessment of general economic, market and financial conditions and our experience in other transactions, as well as our experience and knowledge of the print, publishing and media services industry generally;
- Assessed the long-term potential of Tiso Blackstar and its subsidiaries and investments;
- Determined the fair value of Tiso Blackstar by applying a sum-of-the-parts (“SOTP”) approach;
- Applied appropriate minority and marketability discounts to determine the fair value of the Repurchase Shares;
- Performed a sensitivity analysis on key assumptions included in the valuation;
- Evaluated the relative risks associated with the Company and its investments and the industries in which they operate;
- Reviewed certain publicly available information relating to Tiso Blackstar and the print and publishing and media services industry that we deemed to be relevant, including company announcements and media articles, including available analyst coverage;
- Where relevant, representations made by management and/or directors were corroborated to source documents or independent analytical procedures were performed by us, to examine and understand the industry in which Tiso Blackstar operates, and to analyse external factors that could influence the business; and
- Held discussions with the directors and management of Tiso Blackstar as to their strategy and the rationale for the Repurchase and considered such other matters as we considered necessary, including assessing the prevailing economic and market conditions and trends in the print, publishing and media services sector.

Assumptions

We arrived at our opinion based on the following assumptions:

- That all agreements that have been entered into in terms of the Repurchase will be legally enforceable against the relevant parties thereto;
- That the Repurchase will have the legal, accounting and taxation consequences described in the terms and conditions of the Repurchase and discussions with, and materials furnished to us by, representatives and advisors of Tiso Blackstar; and
- That reliance can be placed on the financial information received from the management of Tiso Blackstar and its subsidiaries.

Appropriateness and reasonableness of underlying information and assumptions

We satisfied ourselves as to the appropriateness and reasonableness of the information and assumptions employed in arriving at our opinion by:

- Placing reliance on audit reports in the financial statements of Tiso Blackstar and its subsidiaries;
- Conducting analytical reviews on the historical financial results and the forecast financial information, such as key ratio and trend analyses; and
- Determining the extent to which representations from management were confirmed by documentary and audited financial evidence, as well as our understanding of Tiso Blackstar and the economic environment in which the Company operates.

Limiting conditions

The Independent Expert Report is provided in connection with, and for the purposes of, the Repurchase. This Independent Expert Report does not purport to cater for each individual shareholder’s perspective, but rather that of the general body of shareholders. Should a shareholder be in doubt as to what action to take, he or she should consult an independent adviser.

Individual shareholder's decisions regarding the Repurchase may be influenced by such shareholder's particular circumstances and, accordingly, individual shareholders should consult an independent advisor if in any doubt as to the merits or otherwise of the Repurchase.

We have relied upon and assumed the accuracy of the information provided to us in deriving our opinion. Where practical, we have corroborated the reasonableness of the information provided to us for the purpose of our opinion, whether in writing or obtained in discussion with management, by reference to publicly available or independently obtained information. While our work has involved an analysis of, *inter alia*, the annual financial statements, and other information provided to us, our engagement does not constitute an audit conducted in accordance with generally accepted auditing standards.

Where relevant, forward-looking information of Tiso Blackstar and its underlying businesses relates to future events and is based on assumptions that may or may not remain valid for the whole of the forecast period. Consequently, such information cannot be relied upon to the same extent as that derived from audited financial statements for completed accounting periods. We express no opinion as to how closely the actual future results of Tiso Blackstar will correspond to those projected. We have however compared the forecast financial information to past trends as well as discussing the assumptions inherent therein with management.

We have also assumed that the Repurchase will have the legal consequences described in discussions with, and materials furnished to us by representatives and advisors of Tiso Blackstar and we express no opinion on such consequences.

Our opinion is based on current economic, regulatory and market as well as other conditions. Subsequent developments may affect the opinion, and we are under no obligation to update, review or re-affirm our opinion based on such developments.

Independence, competence and fees

We confirm that neither we nor any person related to us have a direct or indirect interest in the Tiso Blackstar shares or the Repurchase and specifically declare that we are independent in relation to the Repurchase and will reasonably be perceived to be independent. We also confirm that we have the necessary competence to provide the Independent Expert Report.

Furthermore, we confirm that our professional fees are not contingent upon the success of the Repurchase.

Valuation approach

We have performed a valuation of Tiso Blackstar on a SOTP basis, by applying the DCF methodology as the primary valuation methodology for the valuation of H&C and the capitalised earnings approach as the primary valuation methodology for the valuation of the African Radio Assets of Tiso Blackstar.

The valuation was performed taking cognisance of risk and other market and industry factors affecting Tiso Blackstar's underlying investments. Additionally, sensitivity analyses were performed considering key value drivers.

Key internal value drivers to the DCF valuation of H&C included revenue growth, EBITDA margins, the discount rate (represented by the weighted average cost of capital ("WACC")), working capital and capital expenditure requirements. Net sales value and volume growth are the main driver of expected revenues to be derived over the forecast period. Input costs and volume inflation and landing costs are the main drivers of EBITDA margins.

External value drivers, including; key macro-economic parameters such as, GDP growth, interest rates, exchange rates, headline inflation rates, and prevailing market and industry conditions were considered in assessing the forecast cash flows and risk profile of H&C.

Our valuation results are sensitive to revenue growth, sustainable EBITDA margins and the discount rate applied in the DCF.

For the capitalisation of maintainable earnings valuations, a basket of comparable listed companies with similar operations to each African Radio Assets has been assessed. Historic and forward multiples were calculated for these comparable companies. Outliers were excluded and a range of market multiples was determined. This range was adjusted for differences between each unlisted investment and the basket of peers to account for the risk profile of each unlisted investment relative to the basket of peers.

Key internal value drivers to the valuations included an assessment of non-recurring transactions included in historical results, operating margins and expected future growth in the business. Prevailing market and industry conditions were also considered as key external value drivers in assessing the risk profile of the entities being

valued as well as an assessment of market-related revenue and EBITDA multiples applicable to comparable publicly traded companies.

We determined the fair value of Tiso Blackstar's unallocated head office and administration function by applying an appropriate multiple to these costs.

The valuations were re-performed using base case assumptions and applying a range of discount rates for H&C and range of EBITDA multiples for the Africa Radio Assets. The sensitivity analysis was performed by increasing and decreasing the base case discount rate and terminal rate for H&C by a maximum of 0.25%. The discount rate sensitivity analysis did not indicate a sufficient effect on the valuation of Tiso Blackstar to alter our opinion in respect of the Repurchase.

Valuation results

In undertaking the valuation exercise above, we have determined a valuation range of R4.07 to R4.58 per Repurchase Share, with a most likely value of R4.32 per Repurchase Share. The Repurchase Consideration of R4.50 is at a premium to the most likely price per Repurchase Share calculation from our valuation.

The valuation range above is provided solely in respect of this opinion and should not be used for any other purposes.

Opinion

BDO Corporate Finance has considered the terms and conditions of the Repurchase and based upon and subject to the conditions set out herein, BDO Corporate Finance is of the opinion that the terms and conditions of the Repurchase and the Repurchase Consideration are fair and reasonable and does not exceed fair market value.

Our opinion is necessarily based upon the information available to us up to 19 April 2021, being the last practicable date, including in respect of the financial, market and other conditions and circumstances existing and disclosed to us at the date thereof. We have furthermore assumed that all conditions precedent, including any material regulatory and other approvals and consents required in connection with the Repurchase have been fulfilled or obtained.

Accordingly, it should be understood that subsequent developments may affect this Independent Expert Report, which we are under no obligation to update, revise or re-affirm.

Yours faithfully



BDO Corporate Finance Proprietary Limited

Nick Lazanakis

Director

52 Corlett Drive

Illovo

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