

---

# NOTICE OF COURT MEETING

---

IN THE HIGH COURT OF JUSTICE

CR-2020-002986

BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES

COMPANIES COURT (ChD)

IN THE MATTER OF TISO BLACKSTAR GROUP SE

and

IN THE MATTER OF THE COMPANIES ACT 2006

---

**NOTICE IS HEREBY GIVEN** that, by an order dated 22 July 2020 made in the above matters, the Court has directed that a meeting be convened ("**Court Meeting**") of the Registered Shareholders (as defined below), for the purposes of considering and, if thought fit, approving (with or without modification) a scheme of arrangement ("**Scheme of Arrangement**") pursuant to Part 26 of the Companies Act, 2006, as amended from time to time ("**Companies Act**") proposed to be made between Tiso Blackstar Group SE ("**Company**") and the Registered Shareholders (as defined below). The Court Meeting will be held at 9:00 a.m. BST (10:00 a.m. SAST) on Monday, 21 September 2020, at North West House, 119 Marylebone Road, Marylebone, London, NW1 5PU, United Kingdom, at which place and time all shareholders entitled to vote are requested to attend either in person or by proxy. Voting on the resolution will be by poll which may be conducted as the chairman of the Court Meeting shall determine. A copy of the Scheme of Arrangement and a copy of the Explanatory Statement required to be furnished pursuant to section 897 of the Companies Act are incorporated in the Circular of which this Notice of Court Meeting forms part.

Tiso Blackstar Shareholders registered in the Register as of 16:00 BST (17:00 SAST) on Friday, 11 September 2020 (the "**Voting Record Date**") shall have the right to participate and vote at the Court Meeting in respect of the number of shares registered in their name at the relevant time. Any change to an entry on the Register after the Voting Record Date shall be disregarded in determining the right of any person to attend and vote at the Court Meeting.

Dematerialised Tiso Blackstar Shareholders (with and without Own-Name Registration) who wish to attend the Court Meeting in person, will need to request their CSDP or Broker to provide them with the necessary letter of representation in accordance with the terms of the Custody Agreement entered into between such shareholders and the CSDP or Broker. Dematerialised Tiso Blackstar Shareholders who are unable to attend the Court Meeting and who wish to be represented at it, must provide their CSDP or Broker with their voting instructions in terms of the Custody Agreement entered into between themselves and the CSDP or Broker in the manner and time stipulated in it. The CSDP or Broker must provide all voting instructions to the Transfer Secretaries by no later than Thursday, 17 September 2020 at 9:00 a.m. BST (10:00 a.m. SAST).

The last day for Dematerialised Tiso Blackstar Shareholders to trade in order to be able to be eligible to participate and vote at the Court Meeting as outlined above is Tuesday, 8 September 2020. Any Dematerialised Tiso Blackstar Shareholders who wish to rematerialise their shares should contact their CSDP or Broker.

A Registered Shareholder may appoint a proxy to exercise all or any of its rights to attend, speak and vote on their behalf at the Court Meeting. A proxy need not be a shareholder of the Company. A Form of Proxy (*green*) for use at the Court Meeting accompanies this Notice of Court Meeting.

To be valid, the Form of Proxy (*green*) in relation to the Court Meeting must be signed and the signed Form of Proxy (*green*) in relation to the Court Meeting and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority must either reach the Transfer Secretaries, Link Market Services South Africa Proprietary Limited, either:

- in hard copy form by post to PO Box 4844, Johannesburg, 2000; or
- in hard copy form by courier or by hand to 13th Floor, 19 Ameshoff Street, Braamfontein, 2001; or
- in electronic form by email or fax to meetfax@linkmarketservices.co.za,

so as to be received by no later than 9:00 a.m. BST (10:00 a.m. SAST) on Thursday, 17 September 2020, provided that any Form of Proxy (*green*) in relation to the Court Meeting not delivered by this time may be handed to the chairman of the Court Meeting at or prior to the commencement of the Court Meeting, at any time before the appointed proxy exercises any rights at the Court Meeting.

Please indicate in the Form of Proxy (*green*) in relation to the Court Meeting the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment 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).

The return of a completed Form of Proxy (*green*) in relation to the Court Meeting, other such instrument or a proxy instruction will not prevent a Registered shareholder attending the Court Meeting and voting in person if he/she wishes to do so.

The above statements of the rights of shareholders in relation to the appointment of proxies do not apply to persons who are nominated under section 146 of the UK Companies Act to enjoy information rights. The rights described in such paragraphs can only be exercised by shareholders of the Company.

A Form of Proxy (*green*) in relation to the Court Meeting sent electronically that is found to contain any virus will not be accepted.

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Registered Shareholder provided that they do not do so in relation to the same Tiso Blackstar Shares.

Voting on the Scheme will be conducted by way of a poll, rather than on a show of hands. The results of the poll will be announced through the SENS and will be available on the Company's website as soon as practicable following the conclusion of the Court Meeting.

A copy of the Notice of Court Meeting can be found in the investor relations section of the Company's website at [www.tisoblackstar.com](http://www.tisoblackstar.com).

You may not use any electronic address provided either in the Notice of Court Meeting or any related documents (including the Form of Proxy (*green*) in relation to the Court Meeting) to communicate for any purposes other than those expressly stated.

By the said order, the Court has appointed Andrew Bonamour or, failing him, John Broadhurst Mills or, failing him, any other director of the Company to act as chairman of the Court Meeting and has directed the chairman to report the result of the Court Meeting to the UK Court. The Scheme of Arrangement will be subject to the subsequent sanction of the UK Court.

Dated 31 July 2020

**Paul Hastings (Europe) LLP**  
**100 Bishopsgate**  
**London EC2N 4AG**  
**United Kingdom**