

Tiso Blackstar Group SE
(Incorporated in Malta)
(Company number SE 4)
(registered as an external company with limited liability in the Republic of South Africa under registration number 2011/008274/10)
LSE Ticker: TBGR
JSE Share code: TBG
ISIN: MT0000620113 (“Tiso Blackstar” or the “Company”)

26 May 2017

Notice of Extraordinary General Meeting and Circular

Tiso Blackstar Group SE announces that a Notice of Extraordinary General Meeting has been posted to its shareholders. A copy of the Notice is available on the Company’s website <http://www.tisoblackstar.com/publications>.

The Company announces that the Extraordinary Meeting will be held at its registered office at 3rd Floor, Avantech Building, St Julian's Road, San Gwann, SGN 2805 Malta on Tuesday, 20 June 2017 at 10:00a.mm (CEST)/10:00a.m. (SAST).

The Board has resolved to propose to Shareholders that the New Articles be adopted in place of the articles of association of the Company approved at the shareholder meeting held on 23 December 2015. The adoption of the New Articles is subject to shareholder approval, and is to take effect upon the completion of transfer of the Company's registered office from Malta to the United Kingdom (the “Transfer”), approved at the shareholder meeting held on 23 December 2015, which is now expected to complete in June this year.

Tiso Blackstar is currently dual listed with a primary listing on AIM and a secondary listing on the Altx of the JSE. Upon completion of the Transfer, Tiso Blackstar intends to move its secondary listing on the Altx of the JSE to a dual primary listing on the Main Board of the JSE. The JSE requires certain amendments to be made to the December 2015 Articles in order to comply with the listing requirements of the JSE before the Company is eligible for admission to the Main Board of the JSE.

Upon the Transfer becoming effective, the Takeover Code will apply to the Company as the equivalent of a public limited company with its registered office in the UK. Pursuant to Rule 9 of the Takeover Code, members of the Concert Party (as defined in the accompanying Circular) may be required to make a mandatory offer if their shareholdings increased as a result of the Company purchasing some or all of its Shares pursuant to the buyback authority approved at the last annual general meeting, further details of which are set out in the Circular referred to below. Accordingly, the Board has also resolved to seek the approval of Shareholders to a waiver granted by the Takeover Panel, conditional on the Transfer becoming effective, of the obligation under Rule 9 of the Takeover Code.

The Board has also resolved to propose to Shareholders that a new management incentive scheme, details of which are set out in the Circular, be adopted, subject to shareholder approval of its adoption, from the date of the completion of the Transfer.

Tiso Blackstar Group SE further announces that the Circular relating to the proposed adoption of new articles of association, the management incentive scheme and the approval of the Takeover Code Rule 9 Waiver can be accessed on the Company’s website (www.tisoblackstar.com/publications).

The expected timetable of the principal events has been provided below:

Publication of the Notice of Extraordinary Meeting and Circular Friday, 26 May 2017

Record date to participate and vote at the General Meeting Friday, 19 May 2017

Extraordinary General Meeting Tuesday, 20 June 2017 at 10:00a.m (CEST)/10:00a.m (SAST)

Announcement of results of Extraordinary General Meeting Tuesday, 20 June 2017

Each of the times and dates in the above timetable is subject to change.

This announcement contains inside information for the purposes of article 7 of the Market Abuse Regulation (EU) No. 596/2014.

For further information, please contact:

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