
SPECIFIC ISSUE OF SHARES FOR CASH

1. Introduction and rationale

Shareholders are advised that Castlevue has concluded a share subscription agreement (the "**subscription agreement**") with Select Opportunities Fund En Commandite Partnership (the "**subscriber**"), represented and managed by its general partner, K2020492889 (South Africa) Proprietary Limited, in terms of which the subscriber will subscribe for and the Company will issue a maximum of 30 487 805 shares at an issue price of R6.56 per share (the "**subscription price**") for a maximum aggregate subscription value of R200 000 000 (the "**specific issue**").

The rationale for the specific issue is to build Castlevue's cash reserves for liquidity management purposes, in accordance with the Company's risk management procedures. The specific issue relates to a class of Castlevue shares which are already in issue and is for cash without any other impact on the Company's financial statements.

2. Regulatory requirements for the specific issue

Since the general partner of the subscriber is a subsidiary of the ultimate holding company of Castlevue (and therefore an associate of a material shareholder of Castlevue), the subscriber is a related party to Castlevue in terms section 2 of the Companies Act, 71 of 2008 (the "**Companies Act**") and section 10 of the JSE Listings Requirements.

In terms of section 41(1) of the Companies Act, an issue of shares to a related or an inter-related party must be approved by a special resolution of the shareholders of a company and in terms of paragraph 5.51(g) of the JSE Listings Requirements, the specific issue requires the approval by way of an ordinary resolution (requiring at least a 75% majority of the votes cast in favour of such resolution) by all Castlevue shareholders present or represented by proxy at a general meeting, excluding the subscriber and its associates.

The subscription price represents a 20% discount to the spot price of a Castlevue share measured immediately prior to the execution of the subscription agreement and as such, Castlevue is required to obtain a fairness opinion from an independent expert in compliance with the provisions of paragraph 5.51(f) of the JSE Listings Requirements in respect of the specific issue. Accordingly, Castlevue has appointed BSM Advisory Proprietary Limited as the independent expert to provide external advice to the board of directors of Castlevue in relation to the specific issue. The independent expert's report, as well as the statements of the board as to whether the specific issue is fair to shareholders, will be included in the circular to Castlevue shareholders, as detailed below.

3. Conditions precedent

The specific issue remains conditional upon:

- the approval by Castlevue shareholders of the specific issue; and
- all other resolutions of the boards of directors and shareholders of the parties required to authorise the specific issue and the implementation thereof, being validly adopted.

4. Circular and general meeting of shareholders

A circular containing full details of the specific issue and a notice convening a general meeting at which shareholders will be requested to approve the specific issue and accompanying resolutions, will be distributed in due course.

2 July 2025

Designated advisor

JAVACAPITAL