



Takeover Regulation Panel

a member of the dtic group

TERRASAN GROUP LIMITED

(“TERRASAN”)

REGISTRATION NUMBER: 1963/005230/06

COMPLIANCE CERTIFICATE IN TERMS OF SECTIONS 119(4) AND 121(b) OF THE COMPANIES ACT 71 OF 2008 AS READ WITH REGULATION 102(13) OF THE COMPANIES REGULATIONS 2011

On or about 14 February 2024, the Takeover Regulation Panel (the “**Panel**”) approved a circular to the shareholders of Terrasan in respect of Affected Transactions in terms of the Companies Act 71 of 2008 (“the **Act**”).

The Panel is satisfied that the requirements set out for compliance have been met, and hereby issues the certificate in terms of sections 119(4)(b) and 121(b) of the Act.

DATED 14 May 2024

TAKEOVER REGULATION PANEL

Zano Nduli

Deputy Executive Director



14 May 2024

Attention: Mr. A de Lange

Cliffe Dekker Hofmeyr Incorporated
11 Buitengracht Street
Cape town
8001

Attention: Ms. T Viljoen

Webber Wentzel
15th Floor Convention Centre
Heerengracht Foreshore
Cape town
8001

Email: andre.delange@cdhlegal.com

Taaj.Viljoen@webberwentzel.com

Dear Sir & Madam,

RE: CIRCULAR TO SHAREHOLDERS OF TERRASAN GROUP LIMITED IN RESPECT OF THE AFFECTED TRANSACTIONS IN TERMS OF SECTION 117(1)(C) OF THE ACT

We refer to the above matter.

Please find attached hereto the Compliance Certificate in respect of Terrasan Group Limited.

Yours sincerely,

TAKEOVER REGULATION PANEL

Zano Nduli

Deputy Executive Director