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## PRESS RELEASE



**K2016470219 (SOUTH AFRICA) LIMITED**  
**(“HoldCo 1”)**

and

**K2016470260 (SOUTH AFRICA) LIMITED**  
**(“HoldCo 2” and, together with HoldCo 1, the “Issuers”)**

**Solicitation of Consents to Approve and Ratify**

- (i) the Deferral of Certain Reporting Requirements;**
- (ii) the Waiver of Existing Defaults in Relation thereto;**
- (iii) the Increase of Debt Incurrence Capacity; and**
- (iv) the Amendment of Certain Other Terms of the Indentures Relating to the:**

**Series A-1 25.00% Senior Secured PIK Notes due 2022 (the “25.00% Senior Secured PIK Notes”)**  
**(ISIN: XS1540039754 / XS1540027825 / XS1540040174); and**

**Series A-2 5.00% Senior Secured PIK Notes due 2022 (the “5.00% Senior Secured PIK Notes”)**  
**(ISIN: XS1540040760 / XS1540040505 / XS1540041149)**

**(collectively, the “HoldCo 1 Notes”); and**

**Series A 8.00% Senior Secured PIK Notes due 2022 (the “8.00% Senior Secured PIK Notes”)**  
**(ISIN: XS1540047344 / XS1540045306 / XS1540047690);**

**Series B 3.00% Senior Secured PIK Notes due 2022 (the “3.00% Senior Secured PIK Notes”)**  
**(ISIN: XS1540048235 / XS1540047856 / XS1540051452); and**

**Series B 10.177% Senior Secured PIK Notes due 2022 (the “10.177% Senior Secured PIK Notes” and, collectively with the 3.00% Senior Secured PIK Notes, the “Series B Senior Secured PIK Notes”)**  
**(ISIN: XS1540051882 / XS1540051700 / XS1540052187)**

**(collectively, the “HoldCo 2 Notes” and, collectively with the HoldCo 1 Notes, the “Notes”)**

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**Johannesburg, South Africa, 19 March 2018:** The Issuers (collectively with their subsidiaries, the “Group”) today announced that they have launched consent solicitations (the “Consent Solicitations”) pursuant to a Consent Solicitation Statement dated 19 March 2018, available at [www.edcon.co.za](http://www.edcon.co.za) (the “Consent Solicitation Statement”), by which they are seeking consents of holders of the Notes to ratify certain amendments to the indentures governing the Notes.

The Amendment/Ratifications (as defined in the Consent Solicitation Statement) are intended to (i) provide the Group with a stable platform from which to continue discussions with its stakeholders with respect to the Super Senior Credit Facilities and Super Senior Liquidity Facilities (each as defined in the Consent Solicitation Statement) by deferring the requirement to provide annual and quarterly reports and related financial information during the Deferral Period (as defined in the Consent Solicitation Statement) and (ii) allow the Group greater flexibility to manage its liquidity and working capital needs, to the extent required, by permitting the incurrence of up to an additional R1 billion of Credit Facilities (as defined in the relevant

indenture governing the relevant Notes) and provide current stakeholders of the Group the opportunity to participate in such financing.

In addition, the Group has indicated that it is open to considering interest from its existing stakeholders with respect to providing additional funding.

As of the date of the Consent Solicitation Statement, holders of (a) the 25.00% Senior Secured PIK Notes representing approximately 66% of the aggregate principal amount of the 25.00% Senior Secured PIK Notes outstanding, (b) 5.00% Senior Secured PIK Notes representing approximately 66% of the aggregate principal amount of the 5.00% Senior Secured PIK Notes outstanding, (c) 8.00% Senior Secured PIK Notes representing approximately 51% of the aggregate principal amount of the 8.00% Senior Secured PIK Notes outstanding and (d) Series B Senior Secured PIK Notes representing approximately 58% of the aggregate principal amount of the Series B Senior Secured PIK Notes outstanding have, in each case: (i) consented to the amendments to the relevant Indenture set forth in the relevant Supplemental Indenture included in the Consent Solicitation Statement and (ii) agreed to deliver their Consents (as defined in the Consent Solicitation Statement) in the Consent Solicitations to ratify the consents previously delivered.

The Consent Solicitations will expire at 5:00pm, London time, on 26 March 2018, unless terminated or extended by the relevant Issuer (the "Expiration Time"). The Expiration Time may be extended at the sole discretion of the relevant Issuer. Holders of the Notes wishing to participate in the Consent Solicitations should contact the Information and Tabulation Agent for the Consent Solicitations, Lucid Issuer Services Limited (attn. Paul Kamminga), at (Tel) +44 (0) 20 7704 0880; (Fax) +44 (0)20 3004 1590; (email) [edcon@lucid-is.com](mailto:edcon@lucid-is.com).

**Under no circumstances shall the Consent Solicitations constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for any Notes in any jurisdiction.**

This press release includes forward-looking statements within the meaning of the securities laws of certain applicable jurisdictions. By their nature, the forward-looking events described in this press release may not be accurate or occur at all. Accordingly, you should not place undue reliance on these forward-looking statements, which speak only as of the date on which the statements were made.

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**END**