

## **Boxer Retail Limited**

(formerly Boxer Retail Proprietary Limited)  
(Incorporated in the Republic of South Africa)  
(Registration number: 2024/392006/06)  
JSE share code: BOX  
ISIN: ZAE000339891  
(the "**Company**" or "**Boxer**" or the "**Group**")

## **RESULTS OF OFFER AND FINAL OFFER PRICE**

THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER TO ANY PERSON IN ANY JURISDICTION TO SELL OR ISSUE OR AN OFFER TO BUY OR SUBSCRIBE FOR, ANY SECURITY, NOR SHALL THERE BE ANY SALE, ISSUANCE, TRANSFER OR DELIVERY OF THE SECURITIES REFERRED TO IN THIS ANNOUNCEMENT IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW, OR WHERE FURTHER ACTION IS REQUIRED FOR SUCH PURPOSE.

**Unless otherwise stated, capitalised terms used in this announcement have the same meaning given in the Company's pre-listing statement issued and made available on the Company's investor relations website at [www.boxerinvestor.co.za](http://www.boxerinvestor.co.za) and on the investor relations website of Pick n Pay Stores Limited at [www.picknpayinvestor.co.za](http://www.picknpayinvestor.co.za) on Monday, 11 November 2024 (the "Pre-listing Statement").**

Investors are referred to the Pre-listing Statement, and the corresponding announcements released by the Company, regarding the intention to list all of its issued ordinary shares ("**Shares**") on the Main Board of the Johannesburg Stock Exchange, the securities exchange operated by the JSE Limited (the "**JSE**"), with a secondary listing on the A2X (collectively, the "**Admission**") and the proposed offer for subscription by Boxer of newly issued Shares to selected investors (the "**Offer**").

The Offer comprised an offer for subscription by the Company of up to 190,476,191 Subscription Shares, and issue of up to 11,904,762 Overallotment Shares, (the "**Subscription Shares**", together with the Overallotment Shares, the "**Offer Shares**"), a total of up to 202,380,953 Offer Shares, with a proposed pricing range of between ZAR42.00 to ZAR54.00 per Offer Share ("the **Offer Price Range**").

### **1. Results of the Offer and final Offer Price**

The Board of Directors of Boxer is pleased to announce that the Offer closed on Friday, 22 November 2024, and 157,407,408 Offer Shares, representing an aggregate amount of ZAR8.5 billion at a subscription price of ZAR54.00 per Offer Share ("**Offer Price**"), have been allocated to selected qualifying investors for subscription.

The Offer Shares are expected to settle on Thursday, 28 November 2024 ("**Settlement Date**"). Admission is expected to become unconditional on the Settlement Date and trading in the Shares (ISIN: ZAE000339891) in the *Personal Care, Drug and Grocery Stores – Food Retailers and Wholesalers* sub-sector of the JSE index, under the abbreviated name "Boxer" and share code "BOX," will become effective and begin from commencement of trading on the JSE on the Settlement Date.

Based on a total of 457,407,408 Shares in issue, assuming the Overallotment Option is exercised in full, the Offer Price implies a market capitalisation of ZAR24.7 billion and the Offer Shares will represent 34.4% of the Company's total issued Shares. Pick n Pay will hold the balance of 300,000,000 Shares, or 65.6% of the total issued share capital of the Company.

Marek Masojada, Chief Executive Officer of Boxer, sees the decision to list on the JSE as an important and exciting step in the Company's evolution.

"Local and international investors have demonstrated extraordinary support for the Company's equity story and growth trajectory, with the order book being multiple times oversubscribed at the top end of the Offer

Price Range. The Board of Directors of Boxer is confident that the initial shareholder register strikes a balance between local and international shareholders, long-term investors and liquidity providers, including through the participation of local stockbrokers. The JSE listing will give Boxer a platform from which to pursue its strategy, as it will elevate the Boxer brand, enhance its access to capital to sustain growth, instil public transparency and market discipline and enhance its profile with key stakeholders”.

## **2. Lock-up Arrangements**

The Company, Pick n Pay Retailers, and certain members of Senior Management (insofar as they receive Shares in terms of the Boxer long-term incentive plan) have agreed to Lock-up Arrangements in a Placement Agreement, which are subject to customary exceptions and in terms of which, among other things, (i) the Company will not be entitled to issue any Shares for 365 days, and (ii) Pick n Pay Retailers and the relevant members of Senior Management will not be entitled to sell, transfer or otherwise dispose of, any Shares held at the Admission Date for 180 days. For the avoidance of doubt, the Lock-Up Arrangements shall not apply to transactions relating to Shares (or other securities of the Company) acquired in open market transactions after the completion of the Offer.

## **3. Stabilisation**

In connection with the Offer, the Stabilisation Manager has, subject to the JSE Listings Requirements and applicable law and only during the Stabilisation Period, over-allotted 9,259,259 Shares representing (at the Offer Price) an aggregate amount of ZAR500 million and may effect transactions which may support the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Admission Date. However, there is no obligation on the Stabilisation Manager to do so. Stabilisation may under no circumstances continue beyond the end of the Stabilisation Period, which ends on Saturday 28 December 2024.

There is no assurance that the Stabilisation Manager will undertake stabilisation activities and investors will be updated on any Stabilisation undertaken (if any) in accordance with the JSE Listings Requirements. Such transactions may be effected on the JSE and will be carried out in accordance with applicable rules and regulations of the JSE.

For further information on Stabilisation, please refer to “PART II – Overview of the Offer – Overallotment and Stabilisation” in the Pre-listing Statement.

25 November 2024  
Durban

### **Joint Global Coordinators and Joint Bookrunners**

Rand Merchant Bank (a division of FirstRand Bank Limited)

Morgan Stanley & Co. International plc

Absa Bank Limited, acting through its Corporate and Investment Banking division

The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division

### **Sponsor and Stabilisation Manager**

Rand Merchant Bank (a division of FirstRand Bank Limited)

### **South African legal adviser to the Company**

Bowman Gilfillan Inc. t/a Bowmans

### **International legal adviser to the Company**

Milbank LLP

### **South African legal adviser to Joint Global Coordinators and Joint Bookrunners**

Webber Wentzel

## **International legal adviser to Joint Global Coordinators and Joint Bookrunners**

Linklaters LLP

## **Independent Auditor**

Ernst & Young Inc.

## **DISCLAIMER**

### **Forward looking statements**

This announcement contains certain forward-looking statements which relate to the Group's possible future actions, including the Offer and Admission. All forward- looking statements are solely based on the views and considerations of Boxer, and in particular as at the date hereof. These statements involve risk and uncertainty as they relate to events and depend on circumstances that may or may not occur in the future. Boxer does not undertake to update or revise any of these forward-looking statements publicly, whether to reflect new information, future events or otherwise. These forward-looking statements have not been reviewed or reported on by Boxer's or the PIK Group's external auditors.

Each of Boxer and the PIK Group and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

### **Important information**

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

This announcement does not, and is not intended to, constitute or form part of any offer, or invitation for or solicitation of any offer, to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of, or issue, any security in any jurisdiction, nor shall it or any part of it form the basis of, or be relied on in connection with, any agreement or commitment whatsoever in any jurisdiction, (including, without limitation, South Africa, Australia, Canada, Japan, the United Kingdom, the United States of America (including its territories and possessions, any State of the United States and the District of Columbia) or any member state of the European Economic Area) in contravention of applicable law, or where further action is required for such purposes. The Offer referred to in this announcement will be implemented pursuant to the Pre-listing Statement.

This announcement is not the Pre-listing Statement and does not contain all of the information required for a pre-listing statement prepared in accordance with the relevant disclosure requirements under the JSE Listings Requirements. This announcement is not for release, publication, or distribution, directly or indirectly, in or into any jurisdiction outside of South Africa (including, without limitation, Australia, Canada, Japan, the United Kingdom, the United States (including its territories and possessions, any State of the United States and the District of Columbia) or any member state of the European Economic Area) if such distribution is restricted or prohibited by, or would constitute a violation of, the relevant laws or regulations of such jurisdiction. If the distribution of this announcement and any accompanying documentation in or into any jurisdiction outside of South Africa is restricted or prohibited by, or would constitute a violation of, the laws or regulations of any such jurisdiction, such document is deemed to have been sent for information purposes only and should not be copied or redistributed. Further, any persons who are subject to the laws of any jurisdiction other than South Africa should inform themselves about, and observe, any applicable requirements or restrictions. Any failure to comply with the applicable requirements or restrictions may constitute a violation of the securities laws of any such jurisdiction.

The contents of this announcement have not been reviewed by any regulatory authority, other than the JSE. This announcement does not take into account the investment objectives, financial situation or needs of any particular person. Further, the contents of this announcement do not constitute legal advice or purport

to comprehensively deal with the legal, regulatory and tax implications of the Offer for any potential investor. Recipients are accordingly advised to consult their professional advisors about their personal legal, regulatory and tax positions regarding the matters contained in this announcement.

This announcement does not constitute or form a part of any offer or solicitation or advertisement to purchase and/or subscribe for shares in South Africa, including an offer to the public for the sale of, or subscription for, or the solicitation of an offer to buy and/or subscribe for, shares as defined in the Companies Act, No. 71 of 2008, as amended (“Companies Act”) or otherwise and will not be distributed to any person in South Africa in any manner that could be construed as an offer to the public in terms of the Companies Act. Accordingly, this announcement does not constitute a “registered prospectus” or an “advertisement” relating to an “offer to the public”, as contemplated by the Companies Act. No prospectus has been, or will be, filed with the South African Companies and Intellectual Property Commission in respect of this information.

In South Africa this announcement is directed only at (i) persons falling within the exemptions set out in section 96(1)(a) of the Companies Act or (ii) persons who subscribe, as principal, for shares at a minimum aggregate subscription price of R1 000 000, as envisaged in section 96(1)(b) of the Companies Act (all such persons in (i) and (ii) being referred to as “Relevant Persons”). Any investment activity to which this announcement relates will only be available to, and will only be engaged with, Relevant Persons. Any person who is not a Relevant Person should not act on this announcement or any of its contents.

The information contained in this announcement constitutes factual information as contemplated in section 1(3)(a) of the South African Financial Advisory and Intermediary Services Act, No. 37 of 2002, as amended, and should not be construed as an express or implied recommendation, guide or proposal that the Offer, or the present or future business or investments of the Group or the PIK Group, is appropriate to the particular investment objectives, financial situations or needs of any prospective investor, and nothing in this announcement should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa.

The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933 (the “U.S. Securities Act”).

The Offer Shares may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States, Canada, Australia and Japan.

The issue or sale of Offer Shares in the Offer are subject to specific legal or regulatory restrictions in certain jurisdictions. The Group assumes no responsibility in the event there is a violation by any person of such restrictions. In the United Kingdom, this communication is being distributed to and is only directed at persons who are “qualified investors” within the meaning of Article 2(e) of Regulation EU 2017/1129 as it forms part of retained EU law by virtue of the European Union (Withdrawal) Act 2018 who are also; (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”); (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; and (iii) other persons to whom it may be lawfully communicated (all such persons in (i), (ii) and (iii) above, together being referred to as “relevant persons”). In the United Kingdom, any invitation, offer or agreement to subscribe for, purchase or otherwise acquire securities will be engaged in only with relevant persons. Any person in the United Kingdom who is not a relevant person should not act or rely on this communication or any of its contents.

In any member state of the European Economic Area, this communication is only addressed to and is only directed at qualified investors in such member state within the meaning of the Prospectus Regulation EU 2017/1129, and no person that is not a qualified investor may act or rely on this communication or any of its contents.

None of the Joint Global Coordinators and Joint Bookrunners or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for/ or makes any

representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith.

Each of the Joint Global Coordinators and Joint Bookrunners is acting exclusively for the Company and the PIK Group and no-one else in connection with the Offer. They will not regard any other person as their respective clients in relation to the Offer and will not be responsible to anyone other than the Company and the PIK Group for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offer, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offer, each of the Joint Global Coordinators and Joint Bookrunners and any of their respective affiliates, may take up a portion of the Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in the Pre-listing Statement to the Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by any of the Joint Global Coordinators and Joint Bookrunners and any of their respective affiliates acting in such capacity. In addition, the Joint Global Coordinators and Joint Bookrunners may enter into financing arrangements and swaps in connection with which they or their affiliates may from time to time acquire, hold or dispose of Shares. None of the Joint Global Coordinators and Joint Bookrunners nor any of their respective affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.