

**ARBITRAGE HOLDINGS LIMITED**

Incorporated in the Republic of South Africa

(Registration Number: 2021/732583/06)

ISIN: ZAE400000267

Share Code: 4AARB

("Arbitrage" or "the Company")

---

**CAUTIONARY ANNOUNCEMENT**

---

**1. Introduction**

Shareholders are advised that Arbitrage has entered into negotiations with Mr Sam Dylo Motsepe ("Dylo Motsepe") to acquire his shareholding in Beaumont Private Equity Proprietary Limited ("**Beaumont Private Equity**") held through Consolidated Mining Group Proprietary Limited ("CMG"). Beaumont Private Equity is an existing subsidiary of Arbitrage, which holds the Vogelfontein project and other assets. The proposed acquisition (the "**Proposed Transaction**") will result in Beaumont Private Equity becoming a wholly-owned subsidiary of Arbitrage.

**2. Nature of the Proposed Transaction**

The Proposed Transaction contemplates the acquisition by Arbitrage (or a wholly-owned subsidiary of Arbitrage) of his (Motsepe) of the issued shares in Beaumont Private Equity not already held by Arbitrage from CMG. The purchase consideration is expected to be discharged by the issue of some new Arbitrage shares to Dylo Motsepe and some internally, with the aggregate subscription price being reduced by, and set off against, his portion of the loan account balance owing by CMG to the Arbitrage group that was previously settled on CMG's behalf (the "**Loan Account**").

**3. Related-party and categorisation**

Shareholders are advised that Dylo Motsepe is a director of Beaumont Private Equity, which is a material subsidiary of Arbitrage, and is regarded as a related party in terms of the CTSE Listings Requirements. The Proposed Transaction may constitute a related-party transaction once the consideration for the Proposed Transaction has been agreed and categorised in terms of the CTSE Listings Requirements.

**4. Rationale for the Proposed Transaction**

The rationale for the Proposed Transaction includes, *inter alia*:

- Simplifying the group ownership structure of Beaumont Private Equity.
- Providing Arbitrage with full economic and voting rights in Beaumont Private Equity, thereby enhancing strategic, funding and capital allocation flexibility.

- Settling his (Motsepe's) portion of the Loan Account Receivable from CMG as part of the consideration for the Proposed Transaction and thereby aligning the interests of Beaumont Private Equity's existing minority shareholder with those of Arbitrage shareholders at a listed-company level.

## **5. Conditions precedent**

Implementation of the Proposed Transaction will be subject to, among other things, the negotiation and signature of definitive transaction agreements, the obtaining of all required corporate and regulatory approvals (including, to the extent applicable, approvals under the Companies Act and the CTSE Listings Requirements, and the approval of Arbitrage shareholders where required. The specific conditions precedent and salient terms (including the final agreed valuation of Beaumont Private Equity and the precise mechanics of the Loan Account set-off and share issuance) will be set out in a further announcement and, if applicable, a circular to shareholders in due course.

## **6. Financial effects**

The financial effects of the Proposed Transaction on Arbitrage earnings, headline earnings, net asset value and tangible net asset value per share will be provided once the terms of the Proposed Transaction have been finalised. These financial effects, together with any independent expert's opinion (if required), will be included in a further announcement and/or circular to shareholders.

## **7. Cautionary**

As the Proposed Transaction, if successfully concluded, may have a material effect on the price of Arbitrage securities, shareholders are advised to exercise caution when dealing in Arbitrage securities until a further announcement is made.

**By Order of the Board**

12 February 2026

---

**CORPORATE ADVISOR AND ISSUER AGENT**  
AcaciaCap Advisors Proprietary Limited



**COMPANY AND TRANSFER SECRETARIES**  
CTSE Registry Services Proprietary Limited

