

METROFILE HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1983/012697/06)

JSE Share code: MFL

ISIN: ZAE000061727

("Metrofile" or the "Company")

MAIN STREET 2093 (RF) PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2025/261757/07)

(the "Offeror")

FINALISATION ANNOUNCEMENT IN RESPECT OF THE SCHEME

1. Introduction

Metrofile Shareholders are referred to the combined offer circular issued by Metrofile and the Offeror on 24 October 2025 ("**Circular**").

Capitalised words and phrases in this announcement shall, unless otherwise defined herein, bear the same meanings ascribed thereto in the Circular.

In terms of the announcement published on SENS on 24 November 2025, Shareholders were advised that the Scheme remained subject to the fulfilment or waiver of the Scheme Conditions.

2. Implementation of the Scheme

Shareholders are advised that all the Scheme Conditions have now been fulfilled or waived, and that the Scheme has become unconditional. Furthermore, the TRP has issued the Compliance Certificate.

Consequently, Metrofile and the Offeror will proceed to implement the Scheme.

Implementation of the Scheme will result in -

- the Offeror acquiring all of the Scheme Shares for the Scheme Consideration on the Scheme Implementation Date; and
- the Delisting of Metrofile Shares from the main board of the JSE.

Scheme Participants will therefore receive the Scheme Consideration on the Scheme Implementation Date as set in the timetable below.

3. Salient Dates and Times

The Scheme will be implemented in accordance with the following salient dates and times:

Salient dates and times ¹	2025
Lodgement of an application for the termination of listing of the Metrofile Shares on the JSE, on	Thursday, 18 December
Finalisation announcement published on SENS, on	Thursday, 18 December
Finalisation announcement to be published in the South African press, on	Friday, 19 December
Scheme LDT, being the last day to trade in Metrofile Shares in order to be eligible to participate in the Scheme, on ^{1, 2}	Monday, 29 December

Suspension of listing of Metrofile Shares at the commencement of trade on the JSE, on	Tuesday, 30 December
	2026
Scheme Record Date, being the date on which a Metrofile Shareholder must be recorded in the Register to be eligible to participate in the Scheme, on	Friday, 2 January
Scheme implementation date, on	Monday, 5 January
Date of settlement of the Offer Consideration to be paid electronically if the form of surrender (<i>green</i>) attached to the Circular and the documents of title in respect of their Metrofile Shares are received by the Transfer Secretaries on or before 12:00 on the Scheme Record Date, on	Monday, 5 January
Scheme Participants who are Dematerialised Shareholders will have their accounts held at their Broker or CSDP debited with the Metrofile Shares and credited with the Offer Consideration, on	Monday, 5 January
Termination of listing of Metrofile Shares on the JSE at the commencement of trade, on	Tuesday, 6 January

Notes:

1. All times given above are local times in South Africa.
2. Shareholders should note that, since trades in Metrofile Shares are settled by way of the electronic settlement system used by Strate Proprietary Limited, settlement will take place 3 (three) Business Days after the date of a trade.
3. No Dematerialisation or rematerialisation of Metrofile Shares may take place after the Business Day following the Scheme LDT.

4. Responsibility Statements

The Independent Board (to the extent that the information relates to Metrofile) collectively and individually accept responsibility for the information contained in this announcement and certify that, to the best of their knowledge and belief, the information contained in this announcement relating to Metrofile is true and this announcement does not omit anything that is likely to affect the import of such information.

The board of directors of the Offeror (to the extent that the information relates to the Offeror) collectively and individually accept responsibility for the information contained in this announcement and certify that, to the best of their knowledge and belief, the information contained in this announcement relating to the Offeror is true and this announcement does not omit anything that is likely to affect the import of such information.

Thursday, 18 December 2025

Financial Advisor and Transaction Sponsor to Metrofile

The Standard Bank of South Africa Limited

Attorneys to the Independent Board

Werksmans Inc.

Corporate advisor to the Offeror

Rothschild and Co South Africa Proprietary Limited

Attorneys to the Offeror

Webber Wentzel

Independent Expert

Tamela Holdings Proprietary Limited

Disclaimer

This announcement has been prepared for purposes of complying with the Companies Act, the Regulations and the JSE Listings Requirements in South Africa. The information disclosed may not be the same as that which would have been disclosed had this announcement been prepared in accordance with the laws and regulations of any jurisdiction outside of South Africa.

This announcement is not intended to, and does not constitute, or form part of, an offer to sell or a solicitation of any vote or approval in any jurisdiction outside of South Africa in which it is unlawful to make such an offer or solicitation, or such offer or solicitation would require compliance with any legal or regulatory obligations in such jurisdiction. In those circumstances or otherwise if the distribution of this announcement in any jurisdiction outside of South Africa is restricted or prohibited by laws or regulations of such jurisdiction, this announcement is deemed to have been published for information purposes only and should not be copied or redistributed.

The release, publication and distribution of this announcement in certain jurisdictions may be restricted by applicable laws and regulations and therefore persons in such jurisdictions into which this announcement is released, published or distributed should inform themselves about and observe such restrictions. Any failure to comply with the applicable requirements may constitute a violation of the securities laws and regulations of any such jurisdiction.

Metrofile Shareholders in the United States should note that the Offer relates to the securities of a South African company, is subject to South African procedural and disclosure requirements (which are different from those of the United States) and is proposed to be implemented under the Scheme, which is a scheme of arrangement provided for under South African company law.

The contents of this announcement should not be construed as legal, financial or tax advice. Each Shareholder should consult his, her or its own legal, financial or tax adviser for legal, financial or tax advice.