



**Investec Bank Limited**

100 Grayston Drive Sandown

Sandton 2196

PO Box 785700 Sandton 2146

Telephone (2711) 286 7000

Facsimile (2711) 286 7777

Website [www.investec.com](http://www.investec.com)

The Directors  
Tsogo Sun Hotels Limited  
Palazzo Towers East  
Montecasino Boulevard  
Fourways, 2055  
(Private Bag X200, Bryanston, 2021)

16 October 2020

Dear Sirs,

**CONSENT LETTER – CIRCULAR IN RESPECT OF AN OFFER BY TSOGO SUN HOTELS TO ACQUIRE SHARES IN THE ISSUED SHARE CAPITAL OF HOSPITALITY PROPERTY FUND LIMITED ('THE TRANSACTION')**

1. We refer to the Circular in connection with the Transaction of Tsogo Sun Hotels Limited on the securities exchange operated by the JSE Limited to be issued on or about 16 October 2020 ("**Circular**").
2. We, **Investec Bank Limited ("Investec")**, hereby consent to act in the capacity as stated in the Circular, and to our name being published therein, in the manner and context in which it appears.
3. We confirm that this consent shall not be withdrawn prior to the date of publication and issue of the Circular.

Yours faithfully

**For and on behalf of Investec:**

A handwritten signature in black ink, appearing to read "M. Otto".

**Monique Otto**  
**Sponsor**





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The Directors  
Tsogo Sun Hotels Limited  
Palazzo Towers East  
Montecasino Boulevard  
Fourways,2055  
(Private Bag X200, Bryanston,2021)

12 October 2020

Dear Sirs,

**CONSENT LETTER – CIRCULAR IN RESPECT OF APPROVAL OF THE OFFER WHICH CONSTITUTES A CATEGORY 1 TRANSACTION (‘THE TRANSACTION’)**

1. We refer to the Circular in connection with the Transaction of Tsogo Sun Hotels Limited on the securities exchange operated by the JSE Limited to be issued on or about 16 October 2020 (“**Circular**”).
2. We, **Investec Bank Limited (“Investec”)**, hereby consent to act in the capacity as stated in the Circular, and to our name being published therein, in the manner and context in which it appears.
3. We confirm that this consent shall not be withdrawn prior to the date of publication and issue of the Circular.

Yours faithfully

**For and on behalf of Investec:**

A handwritten signature in black ink, appearing to read "M Otto".

**Monique Otto**  
Sponsor

**ENSafrica**

1 North Wharf Square Loop Street  
Foreshore Cape Town South Africa 8001  
P O Box 2293 Cape Town South Africa 8000  
DoceX 14 Cape Town  
tel +27 21 410 2500  
info@ENSafrica.com

Hospitality Property Fund Limited  
Palazzo Towers East  
Montecasino Boulevard  
Fourways  
2055

TdW/0482041 our ref  
your ref  
12 October 2020 date

Dear Sirs / Madams

**JOINT OFFER CIRCULAR ISSUED IN RESPECT OF AN OFFER BY TSOGO SUN HOTELS LIMITED TO  
ACQUIRE SHARES IN THE ISSUED SHARE CAPITAL OF HOSPITALITY PROPERTY FUND LIMITED  
("Circular")**

1. All capitalised terms used in this letter, which is not specifically defined in this letter, shall have the same meaning as ascribed thereto in the Circular.
2. We refer to the Circular to be dated on or about 16 October 2020 in respect of, *inter alia*, the acquisition by Tsogo Sun Hotels Ltd of the remaining shares in Hospitality Property Fund Ltd by way of a Scheme, or alternatively, a General Offer.
3. We hereby consent:
  - 3.1. to act in the capacity as legal advisor to Hospitality Property Fund Ltd, as stated in the Circular;
  - 3.2. our corporate logo and name being used in the form and context in which it appears in the Circular; and
  - 3.3. to the references to ourselves in the form and context in which they appear in the Circular.
4. We confirm that we will not withdraw our consent prior to the date of publication of the Circular, provided that it is published in materially the same form as the draft circular provided to us on 9 October 2020.

Yours faithfully

**EDWARD NATHAN SONNENBERGS INC. t/a ENSafrica**

Per 

**TIAAN DE WIT**



12 October 2020

The Board of Directors  
Tsogo Sun Hotels Limited  
Montecasino Blvd  
Fourways  
Johannesburg  
2021

## **Independent reporting accountants' report on the Pro Forma Financial Information of Tsogo Sun Hotels Limited (“Tsogo Sun” or “the Company”)**

Dear Sirs

The Company is issuing a Category 1 and Combined Offer Circular (“the Circulars”) to its shareholders regarding the proposed acquisition (the “Proposed Transaction”) of the remaining shares in Hospitality Property Fund Limited (“HPF”) it does not already own in exchange for Tsogo Sun shares.

We hereby consent to:

- act in the capacity as reporting accountants to the Proposed Transaction;
- the inclusion of our report on the pro forma financial information of Tsogo Sun relating to the Proposed Transaction; and
- our name being stated as reporting accountants and auditors

in the Circulars, to be issued by Tsogo Sun on or about 16 October 2020, or such later date following the date on which approval in respect of the Circulars is granted by the JSE, in the form and context in which it appears.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Pietro Calicchio', written over a light blue horizontal line.

**Pietro Calicchio**  
Director

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*PricewaterhouseCoopers Inc., 4 Lisbon Lane, Waterfall City, Jukskei View, 2090  
Private Bag X36, Sunninghill, 2157, South Africa  
T: +27 (0) 11 797 4000, F: +27 (0) 11 209 5800, [www.pwc.co.za](http://www.pwc.co.za)*

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tel +27 21 410 2500  
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Tsogo Sun Hotels Limited  
Palazzo Towers East  
Montecasino Boulevard  
Fourways  
2055

TdW/0478208 our ref  
12 October 2020 your ref  
date

Dear Sirs / Madams

**CIRCULAR ISSUED IN RESPECT OF AN OFFER BY TSOGO SUN HOTELS LIMITED TO ACQUIRE SHARES IN THE ISSUED SHARE CAPITAL OF HOSPITALITY PROPERTY FUND LIMITED, WHICH CONSTITUTES A CATEGORY 1 TRANSACTION (“Circular”)**

1. All capitalised terms used in this letter, which is not specifically defined in this letter, shall have the same meaning as ascribed thereto in the Circular.
2. We refer to the Circular to be dated on or about 16 October 2020 in terms of which, *inter alia*, Tsogo will request the approval from its shareholders for the acquisition by Tsogo of the remaining shares in Hospitality Property Fund Ltd by way of a Scheme, or alternatively, a General Offer, as a Category One transaction in terms of the JSE Listings Requirements.
3. We hereby consent:
  - 3.1. to act in the capacity as legal advisor to Tsogo Sun Hotels Ltd, as stated in the Circular;
  - 3.2. our corporate logo and name being used in the form and context in which it appears in the Circular; and
  - 3.3. to the references to ourselves in the form and context in which they appear in the Circular.
4. We confirm that we will not withdraw our consent prior to the date of publication of the Circular, provided that it is published in materially the same form as the draft circular provided to us on 9 October 2020.

Yours faithfully

**EDWARD NATHAN SONNENBERGS INC. t/a ENSAfrica**

Per 

**TIAAN DE WIT**

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TdW/0478208 our ref  
your ref  
12 October 2020 date

Dear Sirs / Madams

**JOINT OFFER CIRCULAR ISSUED IN RESPECT OF AN OFFER BY TSOGO SUN HOTELS LIMITED TO  
ACQUIRE SHARES IN THE ISSUED SHARE CAPITAL OF HOSPITALITY PROPERTY FUND LIMITED  
("Circular")**

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2. We refer to the Circular to be dated on or about 16 October 2020 in respect of, *inter alia*, the acquisition by Tsogo Sun Hotels Ltd of the remaining shares in Hospitality Property Fund Ltd by way of a Scheme, or alternatively, a General Offer.
3. We hereby consent:
  - 3.1. to act in the capacity as legal advisor to Tsogo Sun Hotels Ltd, as stated in the Circular;
  - 3.2. our corporate logo and name being used in the form and context in which it appears in the Circular; and
  - 3.3. to the references to ourselves in the form and context in which they appear in the Circular.
4. We confirm that we will not withdraw our consent prior to the date of publication of the Circular, provided that it is published in materially the same form as the draft circular provided to us on 9 October 2020.

Yours faithfully

**EDWARD NATHAN SONNENBERGS INC. t/a ENSafrica**

Per 

**TIAAN DE WIT**