

NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA (THE UNITED STATES) OR IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN SOUTH AFRICA.

EDCON HOLDINGS LIMITED ANNOUNCES INVITATION FOR OFFERS TO TENDER NOTES FOR PURCHASE FOR CASH

6 November 2013

Edcon Holdings Limited (the **Offeror**) hereby announces its invitation (subject to the Offer and Distribution Restrictions) to holders of the notes set out in the table below (the **Notes**) to tender any and all such Notes for purchase by the Offeror for cash (such invitation, the **Offer**).

The Offer is made on the terms and subject to the conditions set out in the Tender Offer Memorandum dated 6 November 2013 (the **Tender Offer Memorandum**).

Copies of the Tender Offer Memorandum are available (subject to the Offer and Distribution Restrictions) to Noteholders from the Tender Agent as set out below.

Capitalised terms used in this announcement but not defined herein have the meanings given to them in the Tender Offer Memorandum.

Description of the Notes	ISIN / Common Code	Outstanding Principal Amount	Current Coupon	Maturity	Purchase Price	Amount subject to the offer
Senior floating rate notes due 2015	XS0305313701/030531370	€378,000,000 ¹	3-month EURIBOR plus 5.5% p.a.	15 June 2015	100.25%	Any and all

If the Offeror decides to accept valid tenders of any Notes for purchase pursuant to the Offer, it will accept for purchase all of the Notes so tendered, without scaling. **Whether the Offeror will accept for purchase any Notes validly tendered in the Offer is subject, without limitation, to occurrence of the New Financing Condition, as described below.**

The Offeror anticipates that it will redeem all Notes, if any, that remain outstanding subsequent to its acceptance, if any, of Notes validly tendered pursuant to the Offer. The Offeror anticipates that it will announce the Post-Closing Redemption (as defined below) on or around 15 November 2013. This will be documented in a notice of redemption, as required by the indenture governing the Notes, which will be issued, if at all, following the pricing of the New Notes, which is expected to occur 8 November 2013. Noteholders should be aware that the optional redemption price for the Notes is 100% as compared to the Purchase Price of 100.25% for the Offer.

Rationale for the Offer

The purpose of the Offer is to purchase the Notes as part of the Offeror's refinancing strategy which includes the issue of the New Notes (as defined below) and other potential debt instruments. Following the Settlement Date, the Offeror intends to redeem, in accordance with the terms of the Indenture, Notes that are not validly tendered and accepted for purchase pursuant to the Offer (the **Post-Closing Redemption**), subject, without limitation, to the Offeror having sufficient funds available from debt financing and/or other sources of cash, in each case on terms satisfactory to the Offeror in its sole and absolute discretion.

New Financing Condition

The Offeror announced today its intention to issue certain euro-denominated senior notes (the **New Notes**). Whether the Offeror will accept for purchase any Notes validly tendered in the Offer is subject, without

¹ The Outstanding Principal Amount comprises notes which were originally sold pursuant to Regulation S under the Securities Act (ISIN: XS0305313701) as well as notes originally sold pursuant to Rule 144A under the Securities Act (ISIN: XS0305314774). For the avoidance of doubt, the Offer being made pursuant to the Tender Offer Memorandum is only being made in respect of those notes originally sold pursuant to Regulation S under the Securities Act (ISIN: XS0305313701).

limitation, to the Offeror having successfully issued €400,000,000 or more in New Notes (as described herein, the **New Financing Condition**). The Offeror intends to fund the purchase of the Notes using the proceeds from the issue of the New Notes, and/or other sources of debt financing and cash as the Offeror determines in its sole and absolute discretion. The Offeror may, in its sole and absolute discretion, and among other things, increase, decrease, or otherwise amend the Offer in any respects or waive the New Financing Condition.

Purchase Price

The Purchase Price for Notes validly tendered and accepted for purchase by the Offeror is as set out in the table above.

Accrued Interest Payment

In addition to the Purchase Price, in respect of all Notes validly tendered and accepted for purchase by the Offeror pursuant to the Offer, the Offeror will pay an amount in cash equal to the amount of interest accrued and unpaid on the Notes from (and including) the immediately preceding interest payment date for such Notes to (but excluding) the Settlement Date, rounded to the nearest €0.01 with €0.005 rounded upwards (the **Accrued Interest Payment**).

Total amount payable to Noteholders

If the Offeror decides to accept valid tenders of Notes pursuant to the Offer, the total amount that will be paid to each Noteholder on the Settlement Date for the Notes accepted for purchase from such Noteholder, will be an amount (rounded to the nearest €0.01, with €0.005 rounded upwards) equal to the sum of:

- (a) the product of (i) the aggregate principal amount of the Notes of such Noteholder accepted for purchase from such Noteholder pursuant to the Offer and (ii) the Purchase Price; and
- (b) the Accrued Interest Payment on such Notes.

Tender Instructions must be submitted in minimum denominations of €50,000, and may thereafter be submitted in integral multiples of €1,000.

Participation in the Offer

The Offer commences on 6 November 2013 and will expire at 4:00 p.m. London time on 13 November 2013 (the **Expiration Deadline**), unless extended, re-opened, amended or terminated at the sole and absolute discretion of the Offeror. The tendering of Notes in the Offer will be deemed to have occurred upon receipt by the Tender Agent via the relevant Clearing System of a valid Tender Instruction submitted in accordance with the requirements of such Clearing System.

Tender Instructions, once submitted, may not be withdrawn except in the limited circumstances outlined in the Tender Offer Memorandum under the heading *Amendment and Termination*.

Expected Transaction Timeline

The below times and dates are subject to the right of the Offeror to extend, re-open, amend, and/or terminate the Offer (subject to applicable law and as further described in the Tender Offer Memorandum). Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer before the deadlines specified herein and in the Tender Offer Memorandum.

Events

Times and Dates

(All times are London time)

Commencement of the Offer

Offer announced. Tender Offer Memorandum available from the 6 November 2013
Tender Agent.

Expiration Deadline

Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Noteholders to be able to participate in the Offer. 4.00 p.m. on 13 November 2013

Announcement of Offer Results

Announcement of whether the Offeror will (subject, without limitation, to satisfaction of the New Financing Condition on or prior to the Settlement Date) accept valid tenders of Notes pursuant to the Offer and, if so accepted, the final aggregate principal amount of Notes accepted for purchase and the amount of the Accrued Interest in respect of the Notes accepted for purchase. As soon as reasonably practicable on 14 November 2013

Settlement Date

Subject to satisfaction of the New Financing Condition, Settlement Date for the Offer. No later than 15 November 2013

The Offeror retains the right, in its sole and absolute discretion, to waive any condition to the Offer, including, without limitation, the New Financing Condition, extend the Expiration Deadline, or modify any other condition or term of the Offer.

The deadlines set by any intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines specified in this announcement.

Unless stated otherwise, announcements in connection with the Offer will be made (i) by publication through the Companies Announcement Service provided by the Irish Stock Exchange and (ii) by the delivery of notices to the Clearing Systems for communication to Direct Participants. Such announcements may also be found on the relevant Reuters Insider screen and may be made by the issue of a press release to a recognised financial news service or services (e.g. Reuters/Bloomberg) as selected by the Offeror. Copies of all such announcements, press releases and notices can also be obtained upon request from the Tender Agent, the contact details for which are below and on the last page of the Tender Offer Memorandum. Significant delays may be experienced where notices are delivered to the Clearing Systems and Noteholders are urged to contact the Tender Agent for the relevant announcements during the course of the Offer. In addition, Noteholders may contact the Dealer Managers for information using the contact details below and on the last page of the Tender Offer Memorandum. **Noteholders are advised to read carefully the Tender Offer Memorandum for full details of and information on the procedures for participating in the Offer.**

J.P. Morgan Securities plc and Merrill Lynch International are acting together as Dealer Managers for the Offer and Lucid Issuer Services Limited is acting as Tender Agent.

Questions and requests for assistance in connection with the Offer may be directed to the Dealer Managers:

The Dealer Managers

J.P. Morgan Securities plc
25 Bank Street
Canary Wharf
London E14 5JP
United Kingdom
Telephone: +44 (0) 20 7134 3414
Attention: Liability Management
Email: emea_lm@jpmorgan.com

BofA Merrill Lynch
Merrill Lynch International
2 King Edward Street
London EC1A 1HQ
United Kingdom
Attention: John Cavanagh, +44 20 7995 3715
john.m.cavanagh@baml.com
Karl Bystedt Wikblom, +44 20 7996 0867
karl.bystedtwikblom@baml.com

Questions and requests for assistance in connection with the procedures for offering to tender Notes pursuant to, and for any documents or materials relating to, the Offer may be directed to the Tender Agent:

The Tender Agent

Lucid Issuer Services Limited
Leroy House
436 Essex Road

London N1 3QP
United Kingdom
Telephone: : +44 (0) 20 7704 0880
Attention: Thomas Choquet
Email: edcon@lucid-is.com

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Noteholder is in any doubt as to the action it should take or is unsure of the impact of the Offer, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender Notes in the Offer. None of the Offeror, the Dealer Managers or the Tender Agent is providing Noteholders with any legal, business, tax or other advice in this announcement or the Tender Offer Memorandum.

None of the Dealer Managers, the Tender Agent or any of their respective directors, employees or affiliates makes any representation or recommendation whatsoever regarding this announcement, and none of the Offeror, the Dealer Managers, the Tender Agent or their respective directors, employees or affiliates makes any recommendation as to whether Noteholders should tender Notes for purchase pursuant to the Offer. Each of the Tender Agent and the Dealer Managers is the agent of the Offeror and Guarantors and owes no duty to any holder of Notes.

Before making a decision whether to tender Notes for sale pursuant to the Offer, Noteholders should carefully consider all of the information in the Tender Offer Memorandum and, in particular, the risk factors described in "*Risk Factors and Other Considerations*".

OFFER AND DISTRIBUTION RESTRICTIONS

The distribution of this announcement and/or the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum come are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about and to observe any such restrictions.

United States

The Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by, or by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each holder of Notes participating in the Offer will represent that it is not located in the United States and is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States. For the purposes of this and the above paragraph, **United States** means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

South Africa

The Offer may not be and, accordingly, is not being made to Noteholders located or resident in the Republic of South Africa (**South Africa**). Accordingly, the Offer will not be an “offer to the public” (as such expression is defined in the Companies Act, No. 71 of 2008 (as amended)) (**Companies Act**) in South Africa and neither this announcement nor the Tender Offer Memorandum constitutes, nor are they intended to constitute a “registered prospectus” (as that term is defined in the Companies Act) prepared and registered under the Companies Act.

Italy

None of the Offer, this announcement, the Tender Offer Memorandum or any other document or materials relating to the Offer have been submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (**CONSOB**) pursuant to Italian laws and regulations. The Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the **Financial Services Act**) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended (the **Issuers' Regulation**), as the case may be. The Offer is also being carried out in compliance with article 35-bis, paragraph 7 of the Issuers' Regulation. A holder of Notes located in the Republic of Italy can tender Notes through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes or the Offer.

United Kingdom

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Financial Promotion Order**)) or persons who are within Article 43 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

France

The Offer is not being made, directly or indirectly, to the public in the Republic of France (**France**). None of this announcement, the Tender Offer Memorandum and any other document or material relating to the Offer has been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*), other than individuals, acting for their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French *Code monétaire et financier*, are eligible to participate in the Offer. Neither this announcement nor the Tender Offer Memorandum has been or will be submitted for clearance to nor approved by the *Autorité des Marchés Financiers*.

General

Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes in the Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and the Dealer Managers or any of the Dealer Managers' respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by the Dealer Managers or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction and the Offer is not made in any such jurisdiction where the Dealer Managers or any of their affiliates is not licensed.

In addition to the representations referred to above in respect of the United States, each Noteholder participating in the Offer will also be deemed to give certain representations, acknowledgements, warranties and undertakings and make certain agreements in respect of the other jurisdictions referred to above and generally as set out in "*Procedures for Participating in the Offer*". Any tender of Notes for purchase pursuant to the Offer from a Noteholder that is unable to make these representations will not be accepted. Each of the Offeror, the Dealer Managers and the Tender Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender shall not be accepted.