



12 October 2020

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

Report on the Assurance Engagement on the Compilation of Pro Forma Financial Information included in a Circular

We have completed our assurance engagement to report on the compilation of the Pro Forma Financial Information of Tsogo Sun Hotels Limited (the “Company” or “Tsogo Sun”) by the directors. The Pro Forma Financial Information, as set out in paragraph 16 and Annexure 1 of the Circular, consists of the pro forma financial effects, the pro forma consolidated balance sheet as at 31 March 2020, the pro forma consolidated income statement and pro forma consolidated statement of comprehensive income for the year ended 31 March 2020 and related notes. The applicable criteria on the basis of which the directors have compiled the Pro Forma Financial Information are specified in the JSE Limited (JSE) Listings Requirements and described in the Circular to be dated on or about 16 October 2020.

The Pro Forma Financial Information has been compiled by the directors to illustrate the impact of Tsogo Sun’s proposed acquisition of the remaining interest in Hospitality Property Fund Limited (“HPF”) in exchange for Tsogo Sun shares on its results for the year ended 31 March 2020 (the “Pro Forma Financial Information”). As part of this process, information about the Company’s consolidated financial position and consolidated financial performance has been extracted by the directors from the Company’s financial statements for the year ended 31 March 2020, on which an audit report has been published.

Directors' responsibility

The directors of the Company are responsible for compiling the Pro Forma Financial Information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in Annexure 1 of the Circular.

Our independence and quality control

We have complied with the independence and other ethical requirements of the *Code of Professional Conduct for Registered Auditors*, issued by the Independent Regulatory Board for Auditors’ (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants’ *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

The firm applies International Standard on Quality Control 1 and, accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountant’s responsibility

Our responsibility is to express an opinion about whether the Pro Forma Financial Information has been compiled, in all material respects, by the directors on the basis of the applicable criteria specified in the JSE Listings Requirements and described in Annexure 1 of the Circular based on our procedures performed.

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

Chief Executive Officer: L S Machaba
The Company’s principal place of business is at 4 Lisbon Lane, Waterfall City, Jukskei View, where a list of directors’ names is available for inspection.
Reg. no. 1998/012055/21, VAT reg.no. 4950174682.



We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform our procedures to obtain reasonable assurance about whether the Pro Forma Financial Information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of Pro Forma Financial Information is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the company as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on our judgment, having regard to our understanding of the nature of the Company, the event or transaction in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Pro Forma Financial Information has been compiled, in all material respects, on the basis of the applicable criteria specified by the JSE Listings Requirements and described in Annexure 1 of the Circular.

A handwritten signature in cursive script that reads 'PricewaterhouseCoopers Inc.'.

PricewaterhouseCoopers Inc.

Director: Pietro Calicchio

Registered Auditor

Waterfall

12 October 2020