



Capital Tissue Converters

Invitation to Participate in Tender Process



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STRICTLY PRIVATE AND CONFIDENTIAL

1 January 2026

Capital Tissue Converters

Invitation to participate in the tender process to acquire the Subject Matter ("Assets") as a lot (the "Tender Process")

Dear Sir/Madam,

Capital Tissue Converters have resolved to dispose of their tissue mill (the "Proposed Transaction") by way of a Tender Process. Capital Tissue Converters have appointed Peter Maskell's Auctions ("Peter Maskell Auctioneers") as their agent to conduct the process (the "**Proposed Transaction**") by way of the Tender Process.

We are pleased to invite you to participate in the Tender Process in respect of the Proposed Transaction. The purpose of this letter is to provide you with details of the Tender Process (which are set out below) so that you are able to assess whether to participate therein and shall not be used for any other purpose whatsoever.

1. THE TENDER PROCESS

- 1.1. If you would like to participate in the Tender Process, please contact either Peter Maskell or Seone Maskell as per the contact details indicated in 0. Should you not wish to participate in the Tender Process, please could we request that you continue to treat the terms hereof as confidential and bear in mind that unauthorised use of the terms hereof may cause damage to the Company.

- 1.2. Upon receipt of a signed copy of this letter from a potential purchaser, Peter Maskell Auctioneers` reserves the right to, at its sole and absolute discretion, provide such a potential purchaser with:
 - 1.2.1. an information pack containing further information about the Subject Matter (the "**Information Pack**");
 - 1.2.2. a copy of the Tender Document and Annexures to the Tender Document (the "**Tender Agreement**");
 - 1.2.3. an opportunity to conduct site visits; and
 - 1.2.4. an opportunity to pose questions in relation to the Assets.
- 1.3. Any potential purchaser who wishes to make a tender to acquire the subject matter (the "**Tender**") must provide the following to **Peter Maskell Auction, Suite 1, 3 Wembley Terrace, Wembley , Pietermaritzburg**
- 1.4. , by no later than 12pm (South Africa time) on the 5 March 2026.
 - 1.4.1. a letter specifying the following:
 - 1.4.1.1. a detailed description of how you intend to finance the balance of the purchase price for the acquisition of the Subject Matter, including details of the sources of funding, support or commitment letters from your funding banks (evidencing the availability of debt and/or cash funds) and an outline of the intended process for securing committed funding, including any potential conditions precedent or other issues relating to the draw-down of such funding. In this regard, we note that funding comfort is of paramount importance to the Seller and the greater comfort which the letter is able to provide the Seller in this regard, the more favourably the Tender will be viewed by the Seller;
 - 1.4.1.2. the name(s) and contact details of the individual(s) to whom we may direct any questions or clarifications in respect of your Tender; and

- 1.4.1.3. any other information that may give the Seller a stronger sense of your commitment to the Proposed Transaction, or that may otherwise distinguish your Tender;
- 1.4.2. a duly signed copy of the Tender Agreement, in which the relevant details of the potential purchaser as well as the purchase price for the acquisition of the Subject Matter. No amendments may be made to the terms of the Tender Agreement; and
- 1.4.3. a duly passed resolution authorising the entering into of the Tender Document by the potential purchaser,
- 1.5. Tenders will be assessed following 12pm (South Africa time) on 5 March 2026. and any Tenders received prior thereto will only be assessed after such date.
- 1.6. After submitting a Tender, potential purchasers may be requested to provide a bank guarantee and/or parent company guarantee for the balance of the purchase price set out in the relevant Tender document before its Tender is considered any further. Again, we note that funding comfort is of paramount importance to the Seller and as such, the provision of the aforesaid guarantees would be critical.
- 1.7. It is the intention of the Seller to have reverted to each potential purchaser as to whether or not their Tender has been successful by 19 March 2026.

2. **ADDITIONAL TERMS**

2.1. **Information Pack**

- 2.1.1. Peter Maskell Auctioneers and the Seller believe the information contained in the Information Pack or in any other written or electronic material furnished or information orally transmitted to a potential purchaser (including, but not limited to, any opinion, information or advice that may be provided to a potential purchaser by Peter Maskell, the Company, the Seller and any of their respective directors, trustees, officers, employees, agents or advisors to be accurate in all material respects, but expressly disclaim any and all liability to Peter Maskell Auctioneers, the Seller for representations, warranties or statements contained therein as well as the accuracy, reasonableness or completeness of any such information.
- 2.1.2. In providing the Information Pack or in any other information transmitted to a potential purchaser, no obligation is undertaken to update the

information contained therein, to correct any information contained therein or to rectify any omission therefrom. Peter Maskell Auctioneers and the Seller expressly reserve the right (in their discretion and without liability) to amend the Information Pack or any other written or electronic material furnished or information orally transmitted to a potential purchaser.

2.2. Disclaimer

- 2.2.1. Peter Maskell Auctioneers and the Seller expressly reserve the right, at their sole discretion and without giving notice or reasons therefor and without any indemnity or liability of any kind, to amend, modify or terminate the Tender Process in any way and with respect to any or all of the potential purchasers at any time. For the avoidance of doubt, neither Peter Maskell Auctioneers nor the Seller shall be under any obligation to accept, review or to consider any proposal submitted by a potential purchaser regardless of whether such proposal is submitted on time in accordance with the procedures outlined in this letter. Peter Maskell Auctioneers and the Seller also expressly reserve the right at their sole and absolute discretion to reject any or all proposals or to negotiate with any potential purchaser on any terms and whether individually or in parallel with other negotiations, with respect to any transaction involving the assets and on any timetable, without assigning any reasons therefore or to enter into a binding agreement relating to the assets without prior notice to any other potential buyer.
- 2.2.2. Peter Maskell Auctioneers and the Seller will not be required to comment on any Tender to acquire the Assets, or other information provided by you in connection with the Proposed Transaction. In addition, you will not be entitled to claim any form of exclusivity with respect to the Tender Process, and Peter Maskell Auctioneers and the Seller are not obliged to enter into exclusive negotiations unless and until same may have been explicitly and expressly agreed upon by means of a written contract duly signed by or on behalf of the Seller, as the case may be.
- 2.2.3. It is emphasised that, at all times throughout the Tender Process, you will be responsible for your own costs and expenses in relation to the Tender Process and the Proposed Transaction.
- 2.2.4. No representation or warranty is given and no liability is accepted by Peter Maskell Auctioneers, the Seller or any of their respective subsidiaries or

affiliated companies, directors, employees, officers, agents or advisers (in whose favour this constitutes a *stipulatio alteri* capable of acceptance at any time) as to the accuracy or completeness or otherwise of the matters described in the Information Pack or any other information provided to you as part of the Proposed Transaction, any forward looking statements or information of any other sort.

2.3. Communication and enquiries

2.3.1. **Peter Maskell Auctioneers** are the sole point of contact in relation to the Proposed Transaction and will avail themselves, as reasonably required, to answer questions regarding the Information Pack, the Proposed Transaction, and/or the Tender Process. If you have any questions, please do not hesitate to contact the persons set out in 0.

2.3.2. Please note that under no circumstances should the Seller, officers, employees, agents or other advisors or the Trustees be contacted, either directly or indirectly, in connection with the Information Pack, the Proposed Transaction and/or the Tender Process.

3. GOVERNING LAW – JURISDICTION

3.1. This letter shall be governed by and construed in accordance with the laws of the Republic of South Africa.

3.2. Subject to this paragraph, any dispute arising in connection with the validity, effectiveness, interpretation, enforcement of this letter shall be submitted to the non-exclusive jurisdiction of the High Court of South Africa (Pietermaritzburg) in relation to any legal proceedings instituted in connection with this letter.

We look forward to hearing from you in due course and, on behalf of the Trustees we would like to thank you for your interest in this opportunity.

Yours faithfully,



Peter Maskell Auctioneers

Annexure A – Peter Maskell Auctioneers Contact Details

Peter Maskell Auctioneers

Physical Address: 47 Ohrtmann Road Willowton, Pietermaritzburg

Postal Address: P.O.Box 22480 Southgate 3200

Landline number: 033-3971190

Facsimile: 033-3971198

Contact person: Seone Maskell

Contact number: 0828090188

Email:- seone@maskell.co.za

Contact person: Peter Maskell

Cellular:- 0828002800

Email:- peter@maskell.co.za