INTEGRATED REPORT 2019

FOR THE YEAR ENDED 31 DECEMBER

CONTENTS

ABOUT 4SIGHT HOLDINGS

Incorporated in 2017, 4Sight is a JSE AltX listed, multi-national, diversified technology group. Its purpose is to invest in companies with extensive product and services portfolios, focused on Fourth Industrial Revolution ("4IR") technologies to design, develop, deploy and grow those solutions for our partners.

The company's mission is to empower our partners to future-proof their businesses through digital transformation in order to make better and more informed decisions in the modern digital economy.

4Sight's business model enables its partners to take advantage of products and solutions within its group of companies, which will allow them to enjoy turnkey digital transformation solutions across industry verticals. This is supported by a focused 'blue ocean' strategy comprising:

- Continuous Innovation
- Fostering Partnerships
- Managing the move to OPEX models
- Software-as-a-Service (SaaS) and annuity business models
- Embracing the modern digital economy
- Building the Modern Digital Enterprise of the Future

4Sight focuses on a cross section of established, new, and emerging technologies. These include: Artificial intelligence ("AI") solutions with machine learning, big data, cloud and business intelligence solutions, digital twin and simulation, information and operational technologies, production scheduling, horizontal and vertical integration, industrial internet of things, cloud service provider, robotic process automation and augmented and virtual reality solutions.

These 4IR technologies manifest in the various solutions we deliver to customers across all industries in both the private and public sectors.

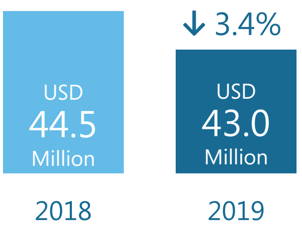
4Sight is the "The Digital Transformation Partner of Choice" to empower our partners to future-proof their businesses through digital transformation.

FINANCIAL HIGHLIGHTS

EXECUTIVE SUMMARY: FOR THE YEAR ENDED 31 DECEMBER 2019

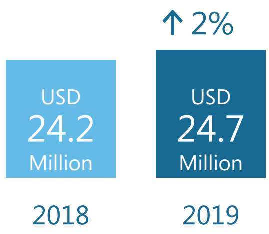
Group Revenue

- Revenue declined by 3.4%.
- The Telco Cluster had a decline in revenue of almost 45%.
- Two of our three clusters recorded solid results

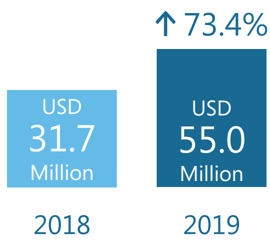


Operating Expenses

- Operating expenses, excluding goodwill impairment, once-off impairments for intangible assets and credit loss allowance

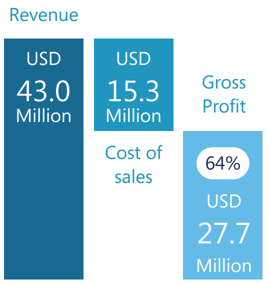


- The total operating expenses increased by 73.4%
- Mainly due to the once off goodwill impairments of USD 18.1 million compared to USD 6.8 million in 2018



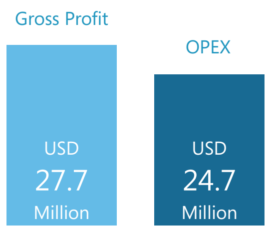
Gross Profit (FY19)

- Gross profit margin remained at 64% in 2019 compared to the previous period (2018)



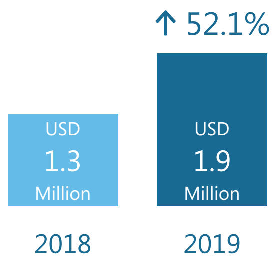
Profit Before Tax (PBT)

- Excluding goodwill impairment, once-off impairments for intangible assets and credit loss allowance, results in a USD 3 million PBT



Cash Flows

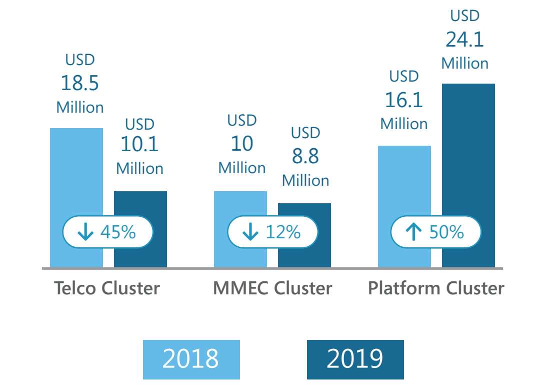
- Cash flow from operations increased by 52.1% from USD 1.3 million to USD 1.9 million for the period



CLUSTER PERFORMANCE: FOR THE YEAR ENDED 31 DECEMBER 2019

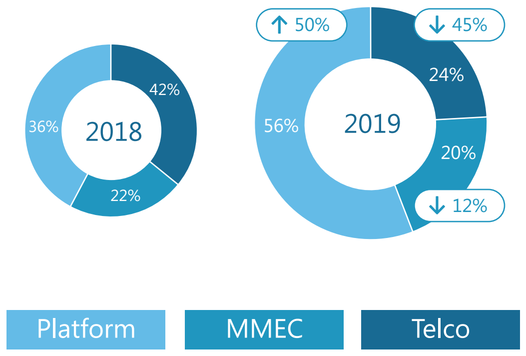
Revenue per Cluster

The Platform Cluster up 50%



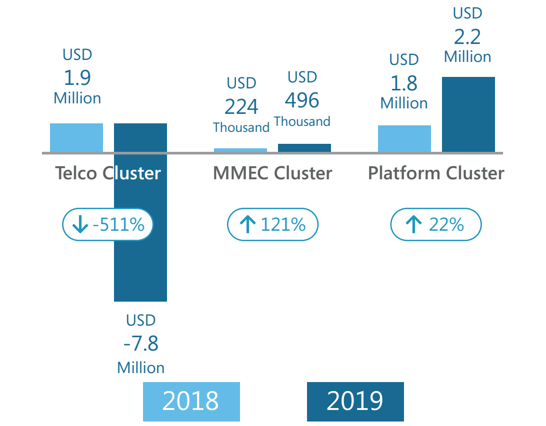
Revenue Contribution

The Platform Cluster up 55%



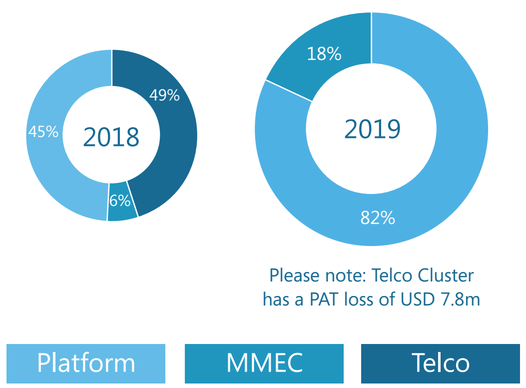
Profit After Tax (per Cluster)

MMEC and Platform = Triple digit growth



Profit After Tax (Cluster Contribution)

Platform Cluster contributed 91% to positive PAT



CHAIRMAN'S STATEMENT

It is with great pride that I present my first report for our 2019 full year integrated results. This reporting period has been characterised by a combination of changes in our Board of Directors, executive team and a well thought out holistic business realignment strategy. Having joined the Board of 4Sight late in 2019, I am proud of the drive, focus, commitment and leadership that our new Board and reconstituted executive committee have shown in a very short period of time.

The new management team has done an excellent job to reimagine our company vision, purpose and "go-to-market" strategy in line with our goal of being a leading technology and Fourth Industrial Revolution (4IR) solution provider. The Digital Transformation initiatives that we deliver to customers with our vendors and strategic partners are starting to reap rewards. This is thanks to the hard work and dedication of our subsidiaries during the 2019 year under review.

I am confident in the industry leading solutions and offerings that our domain experts and strategic partners continue to deliver. This helps us to further entrench our position as a global participant in the modern digital economy.

REVIEW OF THE GROUP'S FINANCIAL PERFORMANCE

Our 2019 results reflect our need to ensure we focus on providing key 4IR Technology solutions that are aligned to our strategic business intent and market demand. This is coupled with continuing our journey with leading product and software partners.

We saw a slight decline in revenue from USD 44.5 million to USD 43.0 million in the period under review. The headline earnings per share decreased from a USD

1.13 cents earnings in 2018 to a loss of USD 0.01 cents in 2019. Earnings before interest, tax, depreciation, amortisation and impairment ("EBITDAI") was USD 3.3 million for the year under review.

It should be noted that the 2019 financial results contain six distinctive impairments. The most noticeable contributing impairments were from the underperforming Digitata Ltd businesses which contributed over 80% of the total goodwill that was impaired in the period.

The main contributions to the growth in revenue were from our Mining, Manufacturing, Energy and Chemicals (MMEC) and Platform Systems Clusters. The MMEC Cluster posted an after-tax profit of USD 496 480, more than double 2018's USD 224 432. The Platform Systems Cluster posted revenue of USD 24.1 million, a 50% increase on 2018's USD 16.0 million, with an after-tax profit of USD 2.2 million, 24% increase on 2018's USD 1.8 million. All the platform acquisitions are now included for a full year in terms of the consolidated figures.

FUTURE OUTLOOK AND STRATEGIC INTENT

As was set out in the 2018 Integrated Report, the objective was to focus on a combination of acquisitions and organic growth. The previous focus of being an investment holdings company has not delivered the necessary shareholder value. We needed to transform ourselves into a holistic enterprise technology solution provider that truly leverages our subsidiary investments to deliver much needed shareholder value.

Through our strategic business framework that was developed and implemented in late 2019, I believe that the company's vision, mission and the strategic intent is now well-defined. This will empower the Exco team and our subsidiaries to focus and accelerate their integrated solution development and deployment with customers and partners.

Of particular importance to me is our strong partnerships with our multi-national original equipment manufacturer (OEM) vendors (e.g. Microsoft, Sage and AspenTech). These partnerships (amongst others) coupled with our network of over 400 cloud partners and affiliated alliance network, provides us with the trust and reach required to expand our market footprint and customer base.

The outlook for 2020 remains strong with our team dedicated to our renewed strategy; as well as building and leveraging our network of strategic global partnerships. This is evident in our customer engagements and the business value we create.

Our Group CEO, Tertius Zitzke, is persistent in instilling the following phrase into how we see, manage and look at data throughout the organisation, "*data is the new currency of the modern digital economy and one of the world's most sought after resources*".

When we couple our technology and data enabling capabilities with the passion of our highly skilled people, we create an unstoppable force, ensuring expert customer assistance in their digital transformation journeys. I believe a new era has started at 4Sight and I am excited about its prospects.

GOVERNANCE STRUCTURE AND SUSTAINABILITY

With the reconstitution of our Board of Directors, we have placed an incredible focus on and an applied discipline to our corporate governance structures. We continue to embrace the principles of being a good corporate citizen. Our goal is to use our revised and updated frameworks, policies and standards to ensure that the Group operates efficiently and effectively with a transparent risk framework for all our stakeholders.

The Group's vision is to be our customers' and partners' "Digitalisation Transformation partner of choice" for providing unique and sustainable 4IR technology solutions. We will achieve this by empowering all of our staff to implement and deploy the principles of good governance, transparency and accountability in our ongoing relationships with our customers, shareholders, employees, suppliers and partners.

The Board supports the management team's effort to foster an operating culture which is based on robust sustainable principles of governance, values and performance. The Company's Audit and Risk Committee continues to perform a key function of providing an objective and independent review of the organisation's finance and accounting control mechanisms and the monitoring of the adequacy and effectiveness of the Group's risk management systems. The Social and Ethics Committee continues to assist the Board in assessing the Company's corporate citizenship, sustainability and ethics.

BOARD OF DIRECTORS

The Board is responsible for providing effective and ethical corporate governance. It determines the Company's strategy and ensures that it is strictly and properly managed. It also monitors and evaluates the implementation of our strategies, policies, business plans and management performance.

With the complete reconstitution of our Board, our new Board of Directors comprises of two Executive Directors and seven Independent Non-Executive Directors. Mr. Tertius Zitzke was appointed as the Chief Executive Officer and an Executive Director with effect from 29 October 2019. Tertius comes with a wealth of technology and business experience having founded and led AccTech Systems, a highly successful technology and services business.

We are confident in the strategy and leadership direction that Tertius has already started implementing within the Group.

Given our integrated solution development and strategic partnership strategy, our current Board appointments provide us with a wealth of experience and expertise to help guide the Group.

At the same time, I would like to thank the Board for the faith they have shown in me in my appointment as the Board's Independent Chairman.

DIVIDENDS

No dividend has been declared for the year ended 31 December 2019, due to the decision of the Board to build up the working capital available to the Group.

ANNUAL GENERAL MEETING

Our Annual General Meeting will be held on Friday, 31 July 2020 and the notice of the meeting appears on page 134.

GRATITUDE

As our Group continues to evolve, we understand and recognise that we are operating in new and exciting growth markets, and our success will be attributed to the hard work and effort of our whole team of highly skilled and experienced staff.

I would like to express my gratitude to my fellow newly appointed Board members for their support, guidance and professional conduct throughout this process. To the Executive team, Management team and all our employees, thank you for your leadership, dedication, loyalty and hard work in 2019. Our various challenges during the 2019 period did not overshadow or distract you from delivering on our commitments to customers and partners.

To our CEO – Tertius, I am delighted to be working with you and look forward to seeing your passion for technology and people make a meaningful impact in our Group and overflow to our customers and strategic partners. Equally, I appreciate the confidence that our shareholders, investors, partners, and customers, have shown in our people and technology solutions. I look forward to seeing all our hard work on display in our 2020 results.

Kamil Patel

Kamil Patel
Non-Executive Chairman

CEO'S REPORT

CONVERGING A DIGITALLY ENABLED WORLD

It is my great privilege to present my first report for 4Sight Holdings Ltd. Having joined the Group through the acquisition of AccTech Systems, I am grateful for the faith our shareholders and Board of Directors have shown in me, in my appointment and the renewed strategy that my team and I have already started implementing.

As an entrepreneur, like many of our subsidiary directors, I have built several successful businesses during the course of my career. I can attribute this to my years of experience starting in the early 1980's as a financial manager and accountant, as well as my time in the SADF which instilled my focus on discipline. This has allowed me to form a foundation of strong governance and solid business principles that have been the building blocks of my business success.

With the inception of the 4Sight Group, we bought into a vision of delivering Fourth Industrial Revolution (4IR) and digital transformation solutions to grow the Group into a solid, well-run business, listed on the Johannesburg Stock Exchange. Unfortunately, during 2019, a large portion of shareholders became increasingly frustrated with the incumbent executive team's management structures and the primary focus of being an investments holdings company.

A special general meeting of shareholders was convened and during that meeting, subsequently postponed. This, amongst other events, led to the previous executive directors of our intermediary investment holdings company, Foursight Holdings (Pty) Ltd, a 100% wholly owned subsidiary of 4Sight Holdings Ltd, being placed under business rescue. During this time, our Group endured a challenging period of instability and negative sentiment in the market.

After prolonged negotiations with the previous Board, it was proposed and decided that all incumbent directors be removed, and a new Board of Directors be constituted as of 29 October 2019. This crucial decision needed to be taken at

the time by the majority of shareholders to ensure the future sustainable growth of 4Sight.

The new Board received a clear and immediate mandate to realign the Group and carry out a repositioning and restructuring process that places shareholders first with ethical and moral commitment and leadership. The team has completed the following significant actions:

- Foursight Holdings (Pty) Ltd was successfully removed from business rescue but this resulted in the 4Sight Group incurring substantial legal costs. The current Board remains of the view that (on a consolidated basis) operating subsidiaries within the 4Sight Group were profitable businesses, which generated large enough cash reserves to forgo this drastic decision.

- On 1 November 2019, the trade in 4Sight Holdings ('4SI') shares was suspended by the JSE, due to the non-publication of the Group's interim six-month financial statements by the previous Board. Our new finance team immediately started getting to work and published our delayed Interim results on 13 December. With the publishing of the results, the JSE approved the lifting of the trading suspension of 4Sight securities on 27 December 2019.

- Visualitics (Pty) Ltd, a related party transaction that was concluded in 2018, was disposed of on 24 December 2019 to an independent third party. The independent auditors were unable to obtain sufficient and appropriate evidence to verify the transactions and balances of Visualitics at the date of the acquisition. This was due to the poorly maintained accounting records by the initial Visualitics management team. The accounting issues, coupled with a general breakdown in the day-to-day working relationship between the sellers of Visualitics and the rest of the Group, led to the entity being sold to avoid further qualifications from our independent auditors. Visualitics made only a minor financial contribution to the Group.

Our team has also conducted a holistic review of previous transactions, the performance of our subsidiaries and a holistic review of all commercial contracts. In addition to the actions taken above, the following subsequent events are currently ongoing due to the review process which started in 2019.

- During 2019, one of our smaller subsidiaries, Glovent, was sold. It is our current view that this minor event transaction concluded by the previous Board was done to secure needed cash for the underperforming Telco Cluster. A financial impact analysis of this transaction on the Group was never submitted, or approved by the previous Board.

- Fleek Consulting (Pty) Ltd, a related party transaction that was concluded in 2018, resulted in the Group acquiring an insolvent company with no earn-out hurdles to be met in the years after its acquisition. The Group purchased this company at an estimated Price-to-Earnings ratio in excess of 290 and the company at the time of acquisition was technically insolvent based on the information submitted to the market.

CEO'S REPORT – CONTINUED

- In the financial year the Group jointly parted ways with Strategix Application Solutions (Pty) Ltd. This is due to the subsidiary not performing on its agreed earn-out hurdles and to mitigate any further risks. However, we have now concluded a tri-party partnership agreement with Strategix and OneSource Africa for the distribution of their xGRC (Governance, Risk and Compliance) software platform across multiple international territories.
- In a major subsequent event to this reporting period, the Group has started the process to dispose of Digitata Ltd through a share sale and repurchase agreement with its previous owners. Digitata has not operated profitably during the last 18 months and has not achieved its agreed budget targets. This was primarily due to non-cash events related to impairments of goodwill and intangible assets in the 2019 reporting period. Digitata was acquired by 4Sight at an acquisition cost based on its anticipated future financial performance which failed to materialise.

Along with these actions, the following milestones have been achieved under the leadership of the newly appointed Board of Directors:

October 2019	• The appointment of our new Board of Directors (BoD) on 29 October • The appointment of our new Executive committee (Exco) on 29 October
November 2019	• The review process of transactions, performance and contracts kicks off • First business unit presentations to BoD on 26 November • First BoD meeting is held on 27 November • The BoD committees are appointed on 29 November • Removal of Foursight Holdings (Pty) Ltd from business rescue on 29 November
December 2019	• 4Sight publishes its delayed Interim results on 13 December • Visualitics is sold to an independent third party on 24 December • JSE approves the lifting of the trading suspension of 4Sight securities on 27 December • 4Sight appoints Java Capital as its designated advisor on 31 December
January 2020	• Establishment of weekly Excos: Growth and Customer, Solution, FinCom and People • Sage Platinum Elite Partner Award (AccTech Systems) • Best Growth Performance in System Integration award for the region (Age Technologies)
February 2020	• 4Sight Brand Engine Project – Go to market and corporate identity repositioning kick off • Mr. Kamil Patel is appointed as Chairperson of 4Sight Holdings Ltd on 18 February
March 2020	• Implementation of COVID-19 mitigation plans • An MOU was signed with black partner group to achieve B-BBEE level 2 status
April 2020	• Agreement to dispose of Digitata Ltd to its previous owners on 7 April

Amongst the changes to the Group structure, management team and governance procedures, we have begun to reposition our brand and Go-To-Market messaging. In one small step, this has already seen our brand transform from "green" into the dominant "blue" that we see in our corporate identity. The various tones of blue have been taken from our subsidiaries and come together to reaffirm that 4Sight is the sum of its parts.

Our parts all work together to deliver integrated solutions to our customers. As we outlined in our last half-year results, across our business, our priorities remains our people, partners and the solutions we deliver to our customers. Success in 2020 will be achieved through our combined team efforts, both internally and externally with our partners.

STRATEGIC BUSINESS FRAMEWORK

As I have previously mentioned, the Group had been primarily positioned as an investment holdings company that would foster collaboration and solution development between the subsidiaries. This approach lacked the necessary momentum and first-mover advantage that our customers require in their highly competitive markets. With the appointment of our new Board of Directors and a reconstituted Exco team, we have, in a short period of time, realigned the structure objectives, direction, and intent of our Group through our 'Strategic Business Framework'.

With a clear mandate received, the Exco team focused on an immediate realignment and updated market positioning for the Group. We have concentrated on a 'blue ocean' strategy and adopted the following strategic direction principles, namely:

- **Continuous Innovation:**

  Not to compete in existing verticals, but to create uncontested market space;

- **Fostering Partnerships:**

  Not to beat the competition, but to make the competition irrelevant;

- **Managing the move to OPEX models:**

  Not to make value-cost trade-off but to break the value-cost trade-off;

- **SaaS and annuity business models:**

  Pursuit of differentiation, flexibility and low cost;

- **Embracing the modern digital economy:**

  Not to exploit existing demand, but to create and capture new demand.

Out of our blue ocean strategy, we have revised our vision, mission and values. Our vision is "the digital transformation partner of choice", with our mission being to "empower our partners to future-proof their businesses through digital transformation". This is built on the foundational values of Trust, Teamwork, Transparency, Accountability and Passion. With this in place, we evaluated and implemented eight key strategic intent principles, namely:

1. Organisation Structure

Manage a hybrid-organisation made up of (a) multiple business units where the business leaders can focus on their deliverables and (b) shared services to drive efficiencies and scale across the Group.

2. Resource Management

A single unified corporate culture focused on our most important assets, our people.

3. Partnerships with our Customers

Ensure we have a single view of all customers with a single marketing and branding focus to foster strong partnerships and solution innovation without losing the uniqueness of our subsidiaries.

4. Partnerships with Global Vendors

Leverage our partnerships with industry leading multi-national and accredited vendors.

5. Technology Leadership

The technology and systems from 4Sight will deliver the highest 4IR standards and lead the way we Innovate with our customers.

6. Working Environment

A combination of a modern remote working environment with our main offices located in Fourways and Centurion.

7. International Growth

Drive and grow our international business across Mauritius, The Americas, Australia, Netherlands, South Africa and the rest of Africa.

8. Investment

Actively search for Black Empowerment investment to meet the broad-based empowerment needs of our customers and bring more diversity in support of our country.

With our strategic direction and intent in place, the Group is no longer positioning itself as an investment holding company but rather as a focused multi-national, diversified technology group. This will give us the necessary momentum, focus and first-mover advantage to delivering integrated solutions to address our identified business opportunity.

THE BUSINESS OPPORTUNITY

We continue to observe the rapid impact of 4IR in emerging markets like South Africa. However, certain industries are struggling with the slow adoption of digital transformation initiatives. For example, media and technology sectors continue to innovate but unfortunately, the mining, energy and utilities industries continue to lag behind other industries.

This is where I believe our business opportunity resides, in taking advantage of 4IR technologies, coupled with our proven digital transformation approach and initiatives to ultimately accelerate the convergence between the Operational Technologies (OT), Information Technologies (IT) and Business Environment (BE) worlds through our integrated solutions.

This is an addressable market opportunity of ± USD 200 million across our customer segments in South Africa alone.

We have identified six key pillars within 4IR (Industry 4.0) that will accelerate customers' adoption of digital transformation initiatives and allow them to take advantage of technology solutions that deliver meaningful business value. These six pillars are:

- **People 4.0:**

  The availability of new technology and high-speed connectivity provides a massive opportunity for companies that are willing to adapt their operating models for the 'workforce of tomorrow'. A digitally empowered remote workforce is here, People 4.0.

- **Revenue 4.0:**

  Future market expansion will be achieved with a digital and technology focused growth strategy, new business models and ecosystems with alliances and partnerships. Customer retention through digital platforms with a focused digital strategy is the basis of Revenue 4.0.

- **Innovation 4.0:**

  The transformation of products and services into solutions with digital focused go-to-market and customer centric experiences. Solution innovation will be amplified by business strategy determined by data and artificial intelligence. Market growth of new solution innovation is driven by data mining and hyper-targeted marketing with market specific licensing, pricing and SaaS options.

- **Customer 4.0:**

  Awareness and demand generation, sales effectiveness, partner and channel strategies, influencer engagement, customer retention and customer advocacy. The on-demand servicing of customers with self-service platforms focused on customer journey and experience is the future and driving Customer 4.0 approaches.

- **Finance 4.0:**

  Enhancing governance and controls through automation and integration of systems and workflows. Providing tracking and data driven insights to improve key financial benchmarks in real-time to ensure effective financial management for the enterprise of the future. This is Finance 4.0.

- **Operations 4.0:**

  The multi-solution integration of operationally focused and information-focused technologies to ensure that business and technical operations deliver efficiencies, cost reductions and business value through data driven initiatives. This is Operations 4.0.

BUSINESS PERFORMANCE

For the 2019 financial year, we posted a 3.4% decline in revenue, from USD 44.5 million to USD 43.0 million. The main reason for this decline can be attributed to the Group's Telco Cluster experiencing an almost 45% drop in revenue: 2019 revenues were USD 10.1 million, down from USD 18.5 million in 2018, with a massive after-tax loss of USD 7.8 million, compared with USD 2.0 million profit after tax in 2018.

Our Group's other business clusters, Platform Systems and MMEC (Mining, Manufacturing, Energy, and Chemicals), which represent more than 75% of the revenue, are profitable. The MMEC Cluster posted revenue of USD 8.8 million (USD 10.0 million in 2018), with an after-tax profit of USD 496 480, more than double 2018's USD 224 432. The Platform Systems Cluster posted revenue of USD 24.1 million, a 50% increase on 2018's USD 16.1 million, with an after-tax profit of USD 2.2 million, a 24% increase on 2018's USD 1.8 million. All the platform acquisitions are now included for a full year in terms of the consolidated figures.

The Group's operating expenses increased by 74% to USD 55.0 million, as compared to USD 31.7 million in 2018. The increase in operating expenses can be attributed to the once-off goodwill impairments of USD 18.1 million, impairment of intangible assets of USD 7.8 million and an increase in the credit loss allowances of USD 4.0 million.

Once the goodwill impairment, once-off impairments for intangible assets and credit loss allowances are stripped out, the operating expenses increased by only 2% as compared to the 2018 figures. In addition, the cash flow from operations increased from USD 1.3 million to USD 1.9 million, an increase of 52.1%.

It should be noted that our strong cash flow linked to nearly flat operating expenses already shows that our recent strategy realignment is justified and has put the Group and its business operations in a strong position for future growth to drive out our business operations.

BUSINESS OPERATIONS

With our identified business opportunity, we have aligned our subsidiaries to ensure that we continue to deliver integrated 4IR solutions to take advantage of this convergence. This ensures that we continue to digitally enable, empower and transform businesses across multiple sectors by utilising 4IR technologies.

This is achieved through the deep domain skills and expertise of our people, our partnerships with world-leading OEM vendors and combining our own IP software solutions and methodologies with our partners products to enable us to provide best of class end-to-end solutions. This allows us to empower our customers with sustainable and people-focused digital transformation initiatives.

The Group has over 410 permanent employees across all our subsidiaries who service over 3,000 customers across 67 countries worldwide. Our subsidiaries operate in several regions including Europe, the Middle East and Africa ("EMEA"), which currently represents most of the Group's revenue. Other regions including the Americas and Asia Pacific also contribute to Group revenue and income from our associates in those regions. This is coupled with a strong strategic OEM vendor, partner and alliance affiliate network.

STRATEGIC PARTNERSHIPS

Having strong strategic partnerships with industry-leading OEM and software vendors has been a cornerstone of my business approach for the last 30 years. This has continued with the key partnerships we have within 4Sight, allowing us to amplify our customer-facing solutions.

Our long-standing relationships continue with OEM partners like AspenTech, Microsoft, Rockwell, Sage, Siemens, Schneider Electric and Simio (amongst others). A big focus for our executive team has been cross-pollinating our capabilities to create new solutions involving multiple OEM vendors. Examples include our Sage People on Azure product from AccTech Systems and our evolving 'Historian in Azure' offering from BluESP.

Our OEM partnerships are coupled with over 400 cloud partners in 39 countries enabling the distribution of Microsoft's range of cloud applications, including Microsoft Office 365, Microsoft Dynamics 365 and Microsoft Azure across the Middle East, Central Europe and Africa regions.

Our various strategic partnerships support our digital transformation initiatives with our customers in converging the OT, IT and BE worlds. Our partners' products and services continue to play a critical part in those initiatives.

ACQUISITIONS

Our acquisition and disposal activities in 2019 were focused on territory expansion as well as disposing of some non-core assets from the Group. A particular highlight was our acquisition of AccTech Namibia. This acquisition has allowed us to enter the Namibian ICT market. With a local entity in place, we can begin to deliver our 4IR solutions to customers in Namibia.

CORPORATE GOVERNANCE

As the former managing director of AccTech Systems and founding member of Dynamics Africa Services, corporate governance has been integral to my business philosophy and ethical leadership. Our new Board recognises the need to adhere to generally accepted corporate governance practices in all our activities. Effective management means effective control and reporting.

The Board is committed to the highest level of governance and has implemented and continues to refine structures, policies and procedures aimed at strengthening governance throughout the Group. Our Board is committed to the implementation of stringent corporate governance structures. These structures will be rolled out into the entire 4Sight Group by July 2020.

TRANSFORMATION

Transformation is one of our key business philosophies. As South Africa continues to evolve towards a fully inclusive society that is reflective of our nation, all businesses in South Africa need to follow the same path. Over the last few months, we have embarked on a journey to identify the right partner. We have found and engaged with what we feel is the best partner that will enable us to operate as a B-BBEE Level 2 organisation. This partnership will be concluded in the second quarter of 2020. Our B-BBEE partnership is the first step and we remain committed to our strategic drive to obtain significant black partner investment in our Group.

Focusing on enterprise and supplier development, our Group has several enterprise development initiatives aimed at developing black-owned businesses. We provide both financial and non-financial support in the form of mentorships, coaching and counselling. We believe that these contributions form a significant part of developing, empowering and building black-owned companies into sustainable businesses in the ICT sector.

CORPORATE SOCIAL RESPONSIBILITY

People and community development are part of my business DNA. This is now further amplified by the various initiatives that our team is implementing based on 4Sight's Corporate Social Responsibility (CSR) strategy. Our goal is simple and clear, to improve and contribute towards sustainable development, ranging from human rights to the environment.

Our CSR strategy is focused on ensuring ethical business practices and works towards having a more positive impact on society through sustainable growth. Our sustainability drive also includes business aspects like procurement, economic markets, hiring, training of employees and preparation of youth and other groups for the marketplace. We have four types of CSR initiatives, namely;

1. **Environmental sustainability initiatives** focused on reducing our carbon footprint through (amongst others) paperless operations, recycling initiatives and continuous staff workplace initiatives.

2. **Direct philanthropic giving** focused on investing and participating in community and local projects with the intention of supporting communities beyond just hiring staff.

3. **Ethical business practices** through the implementation of our Enterprise and Supplier Development Plan aimed at ensuring that all stakeholders receive fair treatment, from our people to our vendors and customers. This plan sets out our goal of procuring from 51% Black empowered and 30% Black woman owned suppliers.

4. **Focus on economic responsibility** with the implementation of several initiatives to ensure that we have a meaningful impact on the socio-economic standards of young graduates. Initiatives include the Microsoft Modern Marketplace Internship, Microsoft Interns4Africa and Employment Tax Initiative (ETI).

I am particularly proud of our partnership with two suppliers over the next 5 years to equip previously disadvantaged youth with the opportunity to grow and harness their skills, knowledge and entrepreneurial sense of building and managing a business.

Our participation in the ETI initiative commenced in February 2020 with two thousand previously disadvantaged youth currently benefiting from our contribution. Alongside our ETI initiative, we continue to work with our strategic partners like Microsoft through their initiatives.

COVID-19

Our world has dramatically changed in 2020 due to the current COVID-19 pandemic and the national lockdown in South Africa that started on 27 March 2020. This has forced all companies (big and small) across South Africa (and globally) to pivot and adapt their traditional ways of working and business practices.

In early March, our Board and Exco team implemented several measures to mitigate and combat the effects of the pandemic and national lockdown. This has ensured that over 90% of our normal day-to-day business operations are conducted remotely while ensuring excellent productivity and quality of work. This is achieved through various 4IR technologies, embracing cloud computing and collaboration products like Microsoft Azure and Teams respectively. We have also implemented several recommendations and daily practices to ensure the wellbeing of our staff during this time. Overall, our actions have ensured that our deep domain experts can continue delivering our integrated solutions beyond the current COVID-19 pandemic.

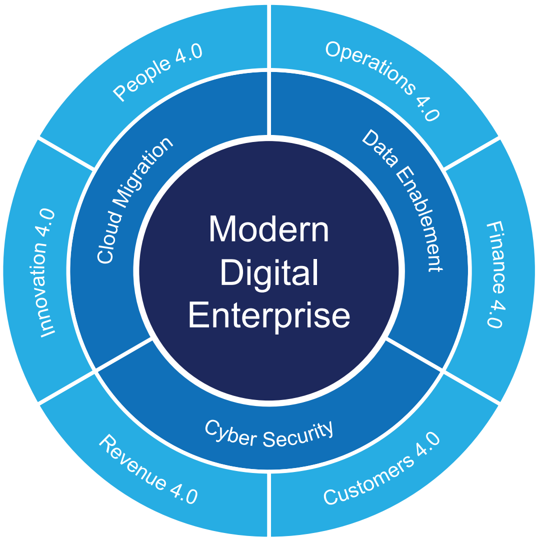
OUR FUTURE PLANS

Our focus during 2019 and continuing in 2020 has been on growing and aligning our subsidiaries organically and leveraging off the synergies between the companies within the Group. This has allowed us to deliver several large and successful digital transformation initiatives and industry-leading solutions to our customers.

With the digital transformation business opportunity clearly identified, our strategic business framework will ensure that our subsidiaries are strongly aligned to ensure that we continue to deliver integrated 4IR solutions to take advantage of the growing OT, IT and BE convergence trend. Our continued growth will be achieved through the combination of our strategic partnerships; integrated solution development; our addressable market; our growth plan and key competitive advantages.

As I previously mentioned, our solutions present us with an addressable market opportunity of ± USD 200 million across our customer segments. This is supported by our evolving business model that enables our partners to take advantage of our 4IR solutions which enable them to enjoy turnkey digital transformation solutions across industry verticals.

Thanks to our technology capabilities, deep domain skills and go-to-market channels (e.g. our affiliate alliance network), we offer a full range of digital transformation initiatives that our competition does not have the capability to deliver. Many of our digital transformation initiatives in 2020 will be underpinned by the implementation of our Modern Digital Enterprise framework that will address key transformation initiatives for organisations. This will be built on the core foundations of migrating customers to the cloud, enabling data and implementing cyber-security.



The framework will be the cornerstone of our initiatives in 2020 and will empower our customers to achieve their innovation objectives and transform themselves into the 'Modern Digital Enterprise'.

Our 2020 growth plan is underpinned by 3 growth objectives, namely: Solution Revenue Growth; Annuity Revenue Growth and Increasing our Distribution Channels. To accelerate our growth in the public sector and some private sector entities, as previously mentioned, we have identified a partner that will enable us to operate at a B-BBEE Level 2 status.

In summary, 4Sight will continue to develop new solutions; partner with new vendors and grow our share of existing customers' spend on technology through our strategic account partnering model. This will be coupled with expanding into new territories. We will continue to find suitable businesses to join our Group to complement, augment and supplement our existing solution clusters to address our customers' needs. This will ensure that we continue to be "The Digital Transformation Partner of Choice" that empowers partners to future-proof their businesses through digital transformation in 2020.

WHY INVEST WITH US?

4Sight continues to grow as a technology-focused multi-national company across Africa, the Middle East and other emerging markets. This is due to our partners recognising the quality of our domain experts and our strong delivery capability. We will continue to acquire and develop strategic industry-specific 4IR solutions and distribute these products, services and solutions across our footprint.

Our solution deployment includes accelerating our participation in servicing public sector customers both as a business opportunity and a responsibility to the countries in which we operate. In South Africa, 4Sight intends to continue its involvement in all tiers of government and state-owned entities to improve service delivery through our 4IR solutions.

Our executive team is committed to further advancing its transformation efforts through increased black ownership, enterprise development and increasing our spend on skills development. By continually driving its philosophy of recruiting and retaining the best people and its 'Right First Time' quality initiatives, we expect to maintain and in time increase our operating margins.

By implementing a strong governance framework and taking the tough decisions needed to restructure the group as a single entity with a common business strategy, 4Sight is in an excellent position to use its strong cash flows to kick start growth. We have the people, the scale, the solution offerings, the financial resources, the agility and expertise to continue our aggressive growth path. This is all driven by our hunger for innovation and results-driven delivery towards our Partners. We continually reflect and say, "Today the world is a better place because of what we did yesterday".

APPRECIATION

Our recent financial year has proven to be a turning point for 4Sight. Our various challenges during the 2019 period did not overshadow or distract our subsidiaries from delivering on our promises to partners (customers and OEM vendors). That is, providing industry leading solutions that assist our partners to achieve and exceed their business objectives in the modern digital economy.

I would like to thank our partners for the continued faith that you have shown in us during 2019. Your success is our success and we hope to continue delivering solutions that make a positive business impact in your respective markets.

To our new independent Board of Directors, thank you for all the support and guidance you have brought to our Group. To my executive committee, thank you for the many hours of committed work to achieve our goals in the last quarter of 2019 that will set up our success in 2020. Lastly, and most importantly, to all of our people across the whole 4Sight Group, thank you for all the hard work in 2019. Everyone continues to show their passion for the 4Sight brand and that in turn allows us to achieve our success, continued growth and the development of our business.

T.E. Zitzke
(Chief Executive Officer)
4Sight Holdings

BUSINESS OVERVIEW

4Sight is your industry 4.0 digital transformation partner of choice for the modern digital economy.

BUSINESS OPERATIONS

Since our inception in 2017, we have focused on acquisitions specialising in digitisation solutions for all industry sectors. Through our various acquisitions, we have continued to grow our portfolio of 4IR solutions and capabilities.

As our digital transformation market opportunity lies within accelerating the convergence between the operational technologies ("OT"), Information Technologies ("IT") and Business Environment ("BE") worlds, we have aligned our subsidiaries to ensure that we continue to deliver integrated 4IR solutions to take advantage of this convergence.

This ensures that we continue to digitally enable, empower and transform businesses across multiple sectors by utilising 4IR technologies. This is achieved through the deep domain skills and expertise of our people, our partnerships with world-leading OEM vendors and combining our own IP software solutions and methodologies with our partners' products to enable us to provide best of class end-to-end solutions. This allows us to empower our customers with sustainable and people-focused digital transformation initiatives.

The Group has over 410 permanent employees across all our subsidiaries who service over 3,000 customers across 67 countries. Our subsidiaries operate in several regions including Europe, the Middle East and Africa ("EMEA"), which currently represents most of the Group's revenue. Other regions including the Americas and Asia Pacific also contribute to Group revenue and income from our associates in those regions.

Our focus in 2019 has been on growing our subsidiaries organically and leveraging the synergies between the companies within our Group. This has allowed us to deliver various large and successful digital transformation initiatives and industry-leading solutions to our customers.

SUBSIDIARY OVERVIEW

The Executive Directors assess the performance of the operating clusters based on the measure of operating profit. The Group has three strategic clusters for reporting purposes.

The three reportable clusters consist of "Telecommunications and media", "Mining, Manufacturing, Energy and Chemicals" and "Platform Systems" clusters; classified as the Telco Cluster; Mining and Manufacturing (MMEC) Cluster; and the Platform Cluster within the Group.

The following summary describes the operations of each reportable cluster.

The Mining, Manufacturing, Energy and Chemical Cluster ("MMEC Cluster")

Provides key 4IR technologies and services needed to help industrial customers with their full end-to-end digital transformation journey, while following a cost effective and low risk self-funding methodology. This allows customers to remain competitive in the digital economy while making sure that any digital initiative has a 6-month or better return on investment.

The Telecommunications and Media Cluster ("Telco Cluster")

Enables our subsidiaries to link telephony customers and service providers in the digital economy. This cluster focuses on providing 4IR solutions to the telecommunications industry across the areas of service revenue management through our intelligent pricing solution, customer engagement through gamification, a suite of mobile network management products as well as cloud-based office and call centre telephony solutions.

The Platform Systems Cluster (“Platform Cluster”)

Enables the creation of an ecosystem where 4Sight subsidiaries, partners, and alliances can build, run and grow their 4IR offerings. This transcends into the value that can be created for customers embarking on their digital transformation journey. The platform cluster is focused on driving digitised business operations, adoption of technology platforms and ensuring that data management is correctly executed through digital and advisory services.

MMEC CLUSTER

The MMEC cluster consists of five key subsidiaries namely Age Technologies, BluESP, One Source Africa, Simulation Engineering Technologies and Strategix SAS.

Age Technologies JHB (Pty) Ltd (“AGE Technologies”)

AGE Technologies is a leading system integration company, specialising in automation, electrical and green energy engineering projects across Africa. Within the Group, AGE Technologies is responsible for linking the customer’s physical plant to the digital world.

Digitisation is achieved by utilising world-class IoT (Internet of Things) devices and automation solutions, improving operational efficiencies and driving innovation. Engineering services include consulting, design, system development, commissioning and support. The Group currently services customers in 30 countries.

BluESP (Pty) Ltd (“BluESP”)

BluESP is an engineering technology company that focuses on delivering software solutions to the mining and manufacturing industries. These solutions focus on asset optimisation and enable companies to optimally operate processing plants or streamline manufacturing processes to maximise revenues, eliminate inefficiencies and minimise costs.

BluESP is an AspenTech partner and provides both AspenTech and its own IP software, consulting services, training and solutions support services to customers to increase profitability through supply chain and production optimisation, prescriptive maintenance and manufacturing execution solutions.

Combined Source Trading (Pty) Ltd (Trading as One Source Africa) - (“OSA”)

OSA provides strategic and operational advisory and implementation services to enterprises across innovation, affordability and effectiveness of governance, risk and compliance systems. This includes best practice services to grow its respective business entities. OSA enables customers with a digital transformation, digital maturity growth roadmap and digital tools in terms of GRC practices, rather than subjective opinions.

Simulation Engineering Technologies (Pty) Ltd (“SET”)

SET is a leading industrial engineering consulting company that has been providing world class simulation solutions to their clients for more than 15 years. SET has successfully developed discrete and continuous simulation models of complex systems within the mining, rail, logistics, manufacturing and service industries using market leading simulation software, namely: Simio®, Optislot®, and SimMine®.

Through in-depth understanding of developing, improving, implementing, and evaluating processes and systems, SET provides maximum value to clients. SET also provides Simio® and Power BI® basic and intermediate training sessions and is the distributor of Simio® software in Africa.

TELCO CLUSTER

The Telco Cluster was originally acquired through the Digitata acquisition prior to our JSE listing. This was done based on 4Sight's strategy of delivering Industry 4.0 solutions. The Digitata acquisition allowed us to enter the telecommunications industry through Digitata's established customer base, using their products and services. Fleek Consulting allows the Group to enter the Cloud VoIP telephony market.

The Telco Cluster consists of the following product and subsidiary streams:

Digitata Ltd

Digitata's suite of intelligent mobile voice and data products intelligently transforms pricing for mobile operators. By using Big Data and machine learning algorithms, mobile operators can make better and more informed decisions regarding product pricing to meet and exceed business objectives. This is enabled through Vaitom, Digitata's Intelligent Pricing Platform.

Digitata Insights Ltd

Enables intelligent digital transformation for mobile operators and brands by applying gamification to customer engagement to drive specific human behaviour. This allows its clients to gain meaningful insights into how their customers engage with their products and services.

Digitata Networks (Pty) Ltd

Digitata Networks offers mobile operators a suite of subscriber-centric, network-centric, site-centric and multi-centric solutions to monitor, audit, control and automate mobile technologies (2G, 3G, 4G) across multi-domains (RAN, CS-Core, PS-Core, TX), OEM independent.

Fleek Consulting (Pty) Ltd ("Fleek")

Fleek provides the ability to digitise and optimise business-to-consumer communication touch points through fixed-line networks. This is done using Voice over Internet Protocol ('VoIP') in a cloud-based call centre and private branch exchange ("PBX") solution environment. This helps businesses future-proof their communication and telephony infrastructure through easily scalable, cutting edge solutions that are quick to set up and can easily be relocated should the business move premises. Thanks to the power of the cloud, businesses can benefit from feature-rich voice solutions – usually with more reliability and lower costs.

PLATFORM SYSTEMS CLUSTER

The Platform cluster was established in 2018 following the acquisitions of AccTech, Dynamics Africa and Casewise.

The cluster creates an ecosystem where partners and alliances can build and grow their products and services; with a focus on accelerating their digital transformation journey.

This Cluster consists of the following subsidiaries:

AccTech Systems (Pty) Ltd ("AccTech")

AccTech is a technology and services firm that collaborates with strategic partners like Sage and Microsoft to deliver 4IR solutions to customers. Together, we empower our customers to run their enterprises efficiently and effectively through the deployment of best of breed business solutions.

Started in 1994, AccTech has grown to be a leader in the new 4IR digital economy. We have transformed our business into a cloud-first operation, not only in South Africa, but across Africa with our AccTech Alliance partner companies and operations. The main solutions include business software ("ERP"), business process management ("BPM"), human resource management ("HRM"), data analytics and advisory, business intelligence ("BI"), implementation services, software development and system support.

AccTech has through various initiatives and development innovations crafted several Digital Transformation solutions which our medium and corporate customers can implement straight out of the box. This has positioned AccTech as the forerunner in taking traditional ERP, HR and Payroll and operational systems to the cloud.

Our customer, partner and solution focused strategy has been recognised with AccTech receiving the Sage MEA Cloud partner of the year award for 2019.

AccTech Consulting Pty Ltd ("AccTech Namibia")

AccTech Namibia is a technology and services company that operates in the Namibian ICT sector. Our team focuses on delivering (amongst others) ERP, Business Intelligence, Licensing and other 4IR solutions from the 4Sight Group into the Namibian market.

Dynamics Africa Services (Pty) Ltd ("Dynamics Africa")

Dynamics Africa is a Microsoft appointed indirect Cloud Solutions Provider (CSP) for the Middle East, Central Europe and Africa regions. The CSP programme allows for the distribution of Microsoft's range of cloud applications, including Microsoft Office 365, Microsoft Dynamics 365 and Microsoft Azure, to its dedicated partners across the globe.

PROVIDING INTEGRATED SOLUTIONS

As previously mentioned, we enable our subsidiaries to take advantage of various products and solutions within our Group of companies, to deliver 4IR integrated solutions to our customers.

As we continue to focus on accelerating the convergence of the Information Technology (IT), Operations Technology (OT) and Business Environment (BE) worlds, we deliver integrated solutions to drive technology, business and people transformation for our partners.

Digital Transformation Enablement

We empower our customers by implementing the core foundation that facilitates a sustainable and output driven digital transformation journey. Core foundation areas include:

- **Cloud Migration:** Unlocking benefits that accelerate our customers' digital transformation journey and migrates their business and technology operations to a fully-cloud or hybrid-cloud environment. This provides unlimited access to the power, scalability and functionality of cloud computing.
- **Data Transformation:** Applying a top down approach of developing an Enterprise Data Model as well as a bottom-up approach of streaming and structuring source data that makes it easily accessible, usable and visible to our customers.
- **Cyber and Data Security:** Applying a focused approach to ensure that our customers are utilising industry leading cyber and data security methodologies and technologies to protect their data and information assets.

People-focused Transformation

Empowering employees to increase efficiencies and productivity through people-centric adoption methodologies and technologies. This includes modernising our customers' workplace environments through improved communication and collaboration as well as automating business processes and work flows so employees can focus on value adding activities.

Customer-focused Transformation

The enablement of ‘customer intelligence’ to accelerate our customerss business growth in the modern digital economy. This includes transforming CRM, customer data management and finally customer engagement through workflow automation. This ensures that all customer data and information is captured, exposed and utilised for proactive interaction and forecasting customer needs.

Operations-focused Transformation

We enable our customers to digitally transform their operations using best in class technologies. Transformation activities include asset automation, optimisation and simulation. Our solutions include IIoT, automation, systems integration, MES systems fully integrated with ERP for real-time insights, advanced process control, prescriptive maintenance, production scheduling, digital twin simulations, SHEQ and environmental solutions. Our deep domain engineering experts implement and support our various operation solutions.

Finance-focused Transformation

We assist our customers to ‘lift and shift’ their ERP solutions into the cloud. This is coupled with automating all key business processes and integrating into existing operations systems to maximise business efficiency – for us, true IT/OT integration. Our ERP specialists support our customers by optimising their ERP architecture and maximise return on their ERP investments.

Innovation-focused Transformation

We support our customers by identifying business issues, challenges and inefficiencies and then develop data-driven AI solutions to solve and increase business and technology efficiencies. With 'customer intelligence', we open up a new world of business-focused innovation focused on determining the optimal offerings to take to market, at the correct price to grow market share.

Partner-focused Software Transformation

Our Cloud Service Provider (CSP) and software licensing capabilities allow for the distribution of Microsoft's range of cloud applications, including Microsoft Office 365, Microsoft Dynamics 365 and Microsoft Azure, to our dedicated partners located in the Middle East, Central Europe and Africa regions.

STRATEGIC PARTNERSHIPS

Strategic partnerships with key vendors enable us to bring industry leading solutions, built on our own substantial IP and coupled with our partners best in breed 4IR products to our customers across various markets and verticals. Strategic partners include:

aspentech

AspenTech

As the world's leading industrial software provider, AspenTech is a world leader in operational technology. BluESP is AspenTech's partner in Africa and brings their technologies to the African market.

Simio
Forward Thinking

Simio

As the African distributor for Simio, a leading industrial software simulation technologies, our subsidiary, SET is positioned to bring simulation technology to industrial customers across Africa.

Gold
Microsoft Partner
Microsoft

Microsoft

Microsoft is a key partner for AccTech, Dynamics Africa and their respective partners and ecosystems. Microsoft's technology offering is crucial in 4Sight's solution value chain across all our market segments. With a Microsoft Indirect Cloud Service Provider (ICSP) license in the 4Sight group, all 4Sight companies are constantly innovating with Microsoft to bring new 4IR solutions to market.

sage Platinum Reseller

Sage

Sage is a longstanding partner of AccTech, providing accounting and ERP solutions for the Small and Medium Enterprise market. AccTech is partnering closely with Sage to distribute its Workflow solution on all the Sage products empowering companies to digitally transform.

casewise
erwin diamond partner

Casewise

Casewise South Africa (CWSA) is a platinum partner of Erwin Inc. a leading data governance and Enterprise Architecture technology. CWSA services the African continent with turn-key data governance and EA solutions.

SIEMENS

Siemens

Siemens is a global powerhouse in diversified engineering providing products, systems and solutions across the Electrification, Automation and Digitalization value chain. As a Siemens Solutions Partner, AGE Technologies works closely with Siemens to make their comprehensive offerings available to the industrial market.

Schneider Electric

Schneider Electric

Schneider Electric provides energy and automation digital solutions for efficiency and sustainability. As a Schneider Electric Certified Alliance Partner, Age Technologies has completed rigorous certifications in their solutions and products to ensure successful system implementations.

Rockwell Automation

Rockwell Automation

Rockwell Automation is the leading supplier of automation and information solutions. AGE Technologies is a Rockwell Automation recognised system integrator.

GROUP ACQUISITIONS AND DISPOSALS

Below is a summary of the Group's acquisitions and disposals activities during the 2019 Financial year:

Acquisitions included:

- AccTech Consulting (Pty) Ltd ("AccTech Namibia");

Disposals included:

- Strategix Application Solutions (Pty) Ltd ("Strategix");
- Visualitics (Pty) Ltd ("Visualitics Group") and its subsidiary Corporate Lifestyle Management (Pty) Ltd ("CLM");
- Rorotika Mobile (Pty) Ltd ("Rorotika");
- Glovent Solutions (Pty) Ltd ("Glovent");
- Glo Int Ltd ("GloInt").

GROUP PROSPECTS

Our focus during 2019 has been on growing our subsidiaries organically and leveraging off the synergies between the companies within the Group. This has allowed us to deliver several large and successful digital transformation initiatives and industry leading solutions to our customers.

As we have stated previously, our digital transformation market opportunity lies within accelerating the convergence between the OT, IT and BE worlds. Our strategic business framework for 2020 will ensure that our subsidiaries are strongly aligned to ensure we continue to deliver integrated 4IR solutions to take advantage of this growing convergence trend. Our continued growth will be achieved through: Strategic partnerships; Integrated solution development; Our addressable market; Our growth plan and Key competitive advantages.

Strategic Partnerships

Supporting our subsidiary alignment will be our long-standing relationships with original equipment manufacturer ("OEM") partner vendors like AspenTech, Microsoft, Rockwell, Sage, Siemens, Schneider Electric and Simio (amongst others). These partnerships will continue to support our various initiatives with our customers. As we continue to work with our customers in converging the OT, IT and BE worlds and our partners products and services will play a critical part in those engagements.

Integrated Solution Development

During 2020, our subsidiaries will continue to focus their efforts at delivering solutions to our customers across critical functional areas. This will be characterised by continuing the integrated solution development that has occurred in 2019. This combines the following primary standalone solution offerings together to solve our customers pressing business challenges. Our solution offerings include:

- 'Lift and shift' to the Cloud, ERP, HRM, Customer Intelligence, Modern Workplace and Process Automation (AccTech Systems)
- Strategic partner management, professional services, process optimisation, simulation, enterprise architecture and GRC. (SET, Casewise SA, OneSource Africa)
- Asset Optimisation (BluESP)
- Asset Automation, System Integration, Green Energy and IoT solutions (AGE Technologies)
- CSP and Software Licensing (Dynamics Africa)
- Intelligent solutions (pricing and network management) for mobile operators and gamification solutions for brands and enterprises (Digitata Intelligent Pricing, Networks and Insights)
- VoIP telephony solutions (Fleek)

These offerings manifest in our own IP software solutions that in some cases are already deployed or will be developed in 2020 through our various solution innovation initiatives. Some of our flagship solutions include: Modern Flow (a.k.a. AccTech Process Automation); Integration.NET; Enterprise Data Model; Metal Accounting; Prime Advanced Process Control; BlueBridge (Weighbridge Solution); Downtime Management Solution; Vaitom (Intelligent pricing solution for mobile operators); Digitata Network's Mobile Network Management Solutions and PlayBoxCade (Gamification solution) amongst others.

Supporting our IP software solutions will be our own IP methodologies and approaches including: 4Sight's own Digital Transformation Framework; Cloud Migration Strategy; People and Customer and Migration Strategy, Operations migration strategy, Data Enablement Framework; and Metering-as-a-Service (MaaS).

The Market Size

With our strategic partnerships, integrated solution and our own IP we are able to address a sizable market opportunity (particularly in South Africa). For 2020, we have segmented our customer base into three customer tiers with a market opportunity of approximately USD 200 million across the tiers. This is supported by our evolving business model that enables our partners to take advantage of our 4IR solutions which enable them to enjoy turnkey digital transformation solutions across industry verticals. This will be achieved by:

- Customer first thinking (tailored approaches to ensure that we are meeting our customers' needs);
- Providing our customers with the right interface (right person at the right time with the correct domain skills and knowledge); and
- Scaling our integrated solutions and offerings that create and maintain a competitive advantage for our customers.

This will ensure that we continue to be "The Digital Transformation Partner of Choice" that empowers partners to future-proof their businesses through digital transformation in 2020.

Our Growth Plan

Our sales and account management teams have established strategic sales drives for 2020. Our 2020 growth plan is underpinned by 3 growth objectives, namely: Solution revenue growth; Annuity revenue growth and increasing our distribution channels. Our growth objectives will be achieved through:

- Increasing Managed Services;
- Further targeted international expansions;
- Increasing Cloud (Microsoft Azure) consumption;

- Obtain distribution rights for key 4IR technologies;
- Increase our African focused alliance channel;
- Expanding current and introducing new solution offerings; and
- Strategic acquisitions and partnerships and finally empowering up and cross selling within our customer base.

To accelerate our growth in the public sector and some private sector entities, we have identified a partner that will enable us to operate in a BEE Level 2 environment. This will be concluded in the first quarter of 2020.

Our Competitive Advantage

Thanks to our technology capabilities, deep domain skills and go-to-market channels, we offer a full range of digital transformation initiatives that our competition does not have the capability to deliver.

Our key differentiators include:

- 4Sight's own Digital Transformation Framework;
- 4IR Technology Partners;
- Information Technology (IT) solutions;
- Operations Technology (OT) solutions;
- Business Environment (BE) solutions;
- Long standing subsidiary brands;
- Deep domain skills and our own software and methodologies;
- A network of ISV partners;
- Affiliate alliance partners;
- Master value added resellers; and
- Distribution channels and vendor market places.

The Modern Digital Enterprise Framework

The combination of our strategic partnerships; Integrated solution development; addressable market size; our growth plan and key competitive advantages have given raise to our 'Modern Digital Enterprise' framework.

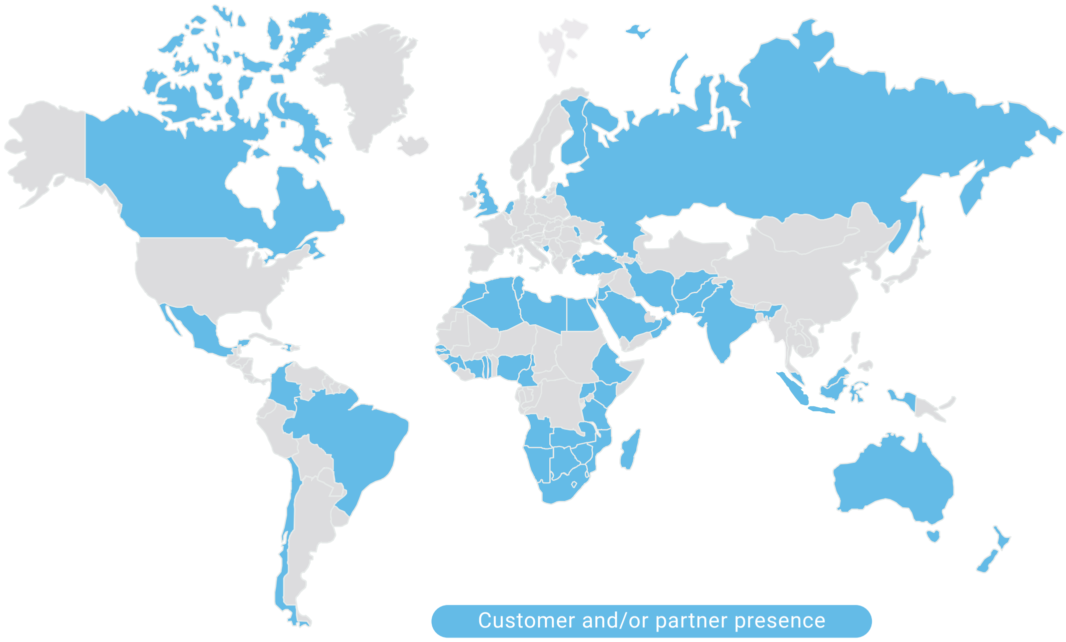
Many of our digital transformation initiatives in 2020 will be underpinned by the implementation of this framework that will address key transformation initiatives for organisations including (but not limited to):

- Migrating our customers, vendors and partners to the cloud;
- People focused transformation through our modern workplace solutions, process and workflow automation and unified communication and collaboration;
- Customer focused transformation through data-driven customer intelligence;
- Financial transformation through cloud ERP solutions integrated with business process and workflow automation; and
- Operations focused transformation through AI driven automation and optimisation solutions.

All coupled altogether, our framework will empower our customers to achieve their innovation objectives and transform themselves into the 'Modern Digital Enterprise'. The framework will be the cornerstone of our initiatives in 2020 that make it possible for organisations to evolve their businesses by identifying, understanding and then responsibly using previously untapped enterprise and customer data.

Data is the modern era's new currency and now one of the world's most sought after resources. Our goal for 2020 is to empower our customers to leverage their data resources to meet and exceed their business objectives.

OUR OPERATIONAL NUMBERS



Over 3,000 customers and partners across 67 countries.

400 + Permanent Employees

3 000 + Customers

12 Alliance Partners

400 + Cloud Partners in 39 countries

9 OEM Vendor Partners

67 Countries of presence

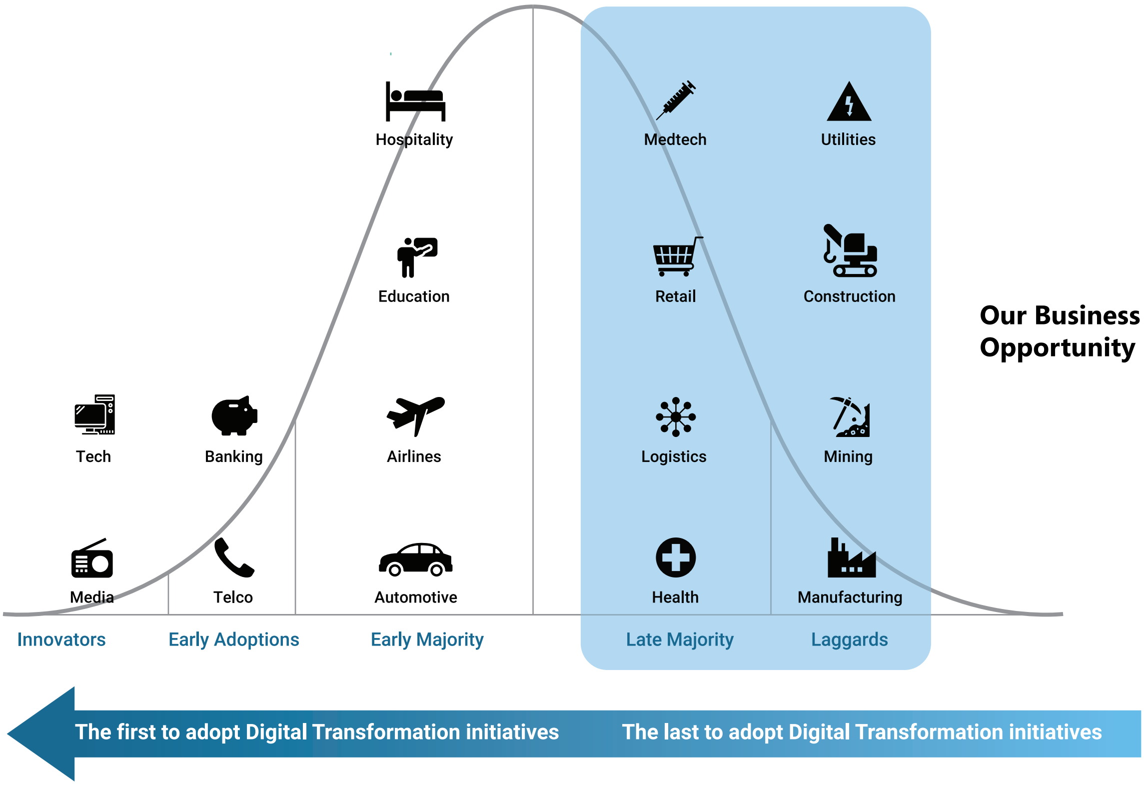
MARKET

A CONVERGING DIGITAL WORLD

Over the last few years, we have observed the rapid impact of the 4IR across various industries. This impact has necessitated the adoption of digital transformation initiatives at varying industry lifecycle stages. However, a major challenge that remains is the slow adoption of digital transformation initiatives and solutions amongst certain industries. Where technology and media businesses are innovators with their digital transformation initiatives, the mining, energy and utilities industries continue to lag.

BUSINESS OVERVIEW – CONTINUED

Figure 1: Slow Digital Transformation Adoption



With many industries acknowledging that 4IR is here, the slow adoption rate means that those industries who are lagging have a three to five-year window to take advantage of the opportunities offered by 4IR. The market is ready for 4IR for several reasons, including:

- The cost benefits, people experience and speed of delivery that digital transformation initiatives offer;
- Increased availability and improved affordability of cloud computing;
- A young and aging workforce that requires upskilling and reskilling;
- Reduced connectivity costs and improved availability;
- The need to reduce legacy system support;
- The changing role of the Chief Information Officer (CIO) to demonstrate business value;
- Competitors entering the market and adopting new technologies;
- The need to mitigate cyber security risks and breaches; and
- Convergence of the Information Technology (IT), Operations Technology (OT) and Business Environment (BE) worlds is now a reality driven by cost.

With digital transformation initiatives now an organisation-wide imperative, even the three to five-year window of opportunity is closing, rapidly. According to IDC[1], 85% of key decision makers feel that they have only two years to get to grips with digital transformation.

Source:
[1]] https://bit.ly/ThreeWaysDigitalTransformationIsChangingHowWeDoBusiness

At the same time, according to the 2019 ITWeb CIO Survey, the role of the CIO is also evolving driven by new technologies, increased budget allocation and the speed of the required digital innovation. By leveraging new technologies and developing capabilities, industry leaders believe that they will put further distance between themselves and the laggards by leveraging new technologies.

This is where 4Sight's digital transformation market opportunity resides, in taking advantage of 4IR technologies, coupled with our proven digital transformation approach and initiatives to ultimately accelerate the convergence between the OT, IT and BE worlds through our integrated solutions.

We drive this acceleration through:

- Migrating our customers, vendors and partners to the cloud to unlock immediate value.
- Assisting our customers with their Enterprise Data Management Strategies.
- The implementation of an agile, scalable, source independent and technology agnostic Enterprise Data Warehouse solution.
- People-centric transformation focused on the 'hire to retire' lifecycle through our modern workplace solutions, workflow automation and unified communication and collaboration.
- Customer-centric transformation focused on creating data-driven customer intelligence.
- Operations-centric transformation using best in class technologies including Digital Twin, Artificial Intelligence and Autonomous Intelligence solutions to maximise revenues and efficiencies while reducing costs.
- Financial-centric transformation focused on ERP, cloud, business process and modern workflow optimisation solutions.

Our numerous transformation initiatives and solutions have accelerated the creation of our 'modern intelligent enterprise' framework, also known as 'The Modern Digital Enterprise'. This framework allows our team of experienced domain experts to deliver the optimal technology solution for each functional area across an enterprise ensuring integration and convergence of the IT, OT and BE worlds.

Always at the core of our solutions is our partners' most valuable asset, their enterprise and customer data. Success is driven by data-centric management approaches and solutions which form the core functionality required for success in the modern digital economy. This is where enterprise data feeds AI solutions to drive business strategy and innovation.

4IR is driving a transformation that makes it possible for organisations to evolve their businesses by identifying, understanding and then using previously untapped data.

Data is the modern era's new currency and now one of the world's most sought after resources. The establishment of an 'Enterprise Date Model' and strategy is core to our Modern Digital Enterprise framework.

KING IV PRINCIPLES

The Board will endeavour to comply with the 16 relevant Principles set out in King IV where, in the view of the Board, they apply to the business.

The 16 King IV Principles and the extent of the Group's compliance are set out in the table below. Principle 17 is not applicable to the business of the 4Sight Group.

Principle	Description	Extent of compliance
1	The governing body should lead ethically and effectively.	A new Board of Directors for the Group has been introduced and appointed. The newly appointed Board of Directors will ensure that the Group's leadership will operate in an ethical manner and has implemented a Code of Ethics for the Group as a whole, which has been reviewed and will continue to be reviewed annually.
2	The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.	The Board of Directors supports an ethical culture throughout the Group. This is one of the essential elements of the Group's finalised Code of Ethics.
3	The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen.	The Board of Directors sets the direction for good corporate citizenship, including compliance with the laws of Mauritius and South Africa (where applicable), leading standards, its own policies and procedures, as well as congruence with the Group's purpose, strategy and conduct. The Board of Directors furthermore oversees and monitors the Group's status as a good corporate citizen on a continual basis in such areas as the workplace, economic behaviours and results, societal and environmental impacts. The concept of responsible corporate citizenship is integrated into the group strategy, and its principles underpin all key aspects of the business.
4	The governing body should appreciate that the organisation's core purpose, risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.	The Board of Directors assumes responsibility for the Group's performance by steering the strategy and setting its core purpose and values. The formulation and development of the Group's strategy is delegated to management, but the strategy is constructively challenged by the Board of Directors with due reference to, inter alia, risks and opportunities, resources, the six capitals (covering financial, manufactured, human, intellectual, social and relationship, and natural), the legitimate expectations of shareholders and the long-term sustainability of the organisation.

Principle	Description	Extent of compliance
5	The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance and its short, medium and long-term prospects.	The Board of Directors takes responsibility for setting the direction, approach and conduct of the Group's reporting and approves the reporting frameworks to be used. It furthermore oversees compliance with legal reporting requirements and aims to ensure that reports meet the reasonable and legitimate needs of material stakeholders to enable them to make informed assessments of the Group's performance and its short, medium and long-term prospects.
6	The governing body should serve as the focal point and custodian of corporate governance in the organisation.	The Board of Directors has and is still implementing policies throughout the Group which ensure that the Group's corporate governance procedures are adequate and consistently applied.
7	The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.	All members of the Board of Directors have the requisite skills and knowledge from diverse backgrounds. At year-end, the Board of Directors comprised of two Executive Directors and seven Independent Non-Executive Directors.
8	The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with the balance of power and the effective discharge of its duties.	The Independent Non-Executive Directors have been appointed to ensure that a greater level of independence is maintained in all business matters of the Board of Directors. In addition, the role of the CEO and Chairman are separated to ensure a balance of power and effective discharge of duties.
9	The governing body should ensure that the evaluation of its own performance and that of its Committees, its Chair and its individual members, support continued improvement in its performance and effectiveness.	The Board of Directors has established newly formed sub-committees. Each Committee has its own Charter (i.e. Terms of Reference) which sets out rules for the Committee and its members and further allows for members to be assessed annually.

KING IV PRINCIPLES – CONTINUED

Principle	Description	Extent of compliance
10	The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities.	Service agreements have been signed by all Executive Directors. These set out roles and responsibilities and the effective exercise of authority by each Director. The Board has furthermore satisfied itself that key management functions are led by competent and appropriately authorised individuals and are adequately resourced. To this end, a delegation of authority framework has been approved. The Board will in due course ensure that an adequate succession plan is developed and approved.
11	The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.	The Audit and Risk Committee has undertaken to set the approach for risk governance in a manner that ensures adequate evaluation of opportunity and risk and further supports the Group in setting and achieving its strategic objectives. As a newly appointed Committee, controls are continually being implemented and updated as the Group is growing -this includes but is not limited to new acquisitions. A fully functioning Internal Audit is still to be implemented, but case specific forensic audits have commenced on certain internal controls of the Group.
12	The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives.	The Board of Directors will set the approach and approve the policy for technology and information governance, including adoption of appropriate frameworks and standards, but the implementation of effective IT governance will be delegated to management. The Board of Directors, together with the Audit and Risk Committee, will oversee the governance of information technology (IT). The Board of Directors is aware of the importance of technology and information in relation to the Group's strategy.
13	The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen.	The Group is governed by the Mauritius Companies Act and is further governed by the JSE Listings Requirements for the duration of its listing on the AltX. The Board of Directors undertake to comply with any laws that the Group is required to comply with from time to time.
14	The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.	4Sight Holdings Ltd has a remuneration policy in place to ensure that management is appropriately remunerated. The Board of Directors will continually assess market trends in remuneration and adjust the Group's remuneration policy if need be. The policy is tabled for shareholder approval at the Annual General Meeting of the Group to ensure further transparency.

Principle	Description	Extent of compliance
15	The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation's external reports.	The Board of Directors has delegated oversight to the Audit and Risk Committee to ensure an effective internal control environment, integrity of information for management decision making and external reporting. The Board of Directors will furthermore ensure that a combined assurance model is applied that covers significant risks and material matters through a combination of the organisation's line functions, risk and compliance functions, internal auditors, external auditors and other regulatory service providers so as to enable it to assess the integrity of information and reports and form an opinion on the effectiveness of the control environment. The risk appetite of executive management, the Audit and Risk Committee and the Board of Directors will determine areas of strategic and business focus, which in turn determines the level of assurance considered appropriate for identified business risks and exposures. To plan and coordinate assurance, the Group will design and implement a combined assurance framework, incorporating a number of assurance services, to adequately cover its significant risks and material matters so that these enable an effective control environment, support the integrity of information used as well as the integrity of the Group's external report.
16	In the execution of its governance role and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time.	Whilst the effective management of stakeholder relationships will be delegated to management, the Board of Directors will ensure that a policy providing for the management of stakeholder relationships is adopted. The Group has a website where all financial reports, business updates and any other information is available to ensure that stakeholders are kept abreast with the Group's developments.

GROUP DIRECTORS

TERTIUS EMIL ZITZKE

Chief Executive Officer

Qualifications:
University of Pretoria Graduate School Programme, Management Development Programme

Tertius has over 31 years' experience as a business leader in the information and communication technology ("ICT") sector. Tertius co-founded AccTech Systems (Pty) Ltd ("AccTech") in 1994 and has been instrumental in building AccTech and Dynamics Africa (Pty) Ltd into an international ICT business as well as the leading Microsoft and Sage business partner globally, focusing on Industry 4.0 solutions in the new economy.

ERIC VAN DER MERWE

Chief Financial Officer

Qualifications:
B.Com Financial Management, B.Com (Hons) Financial Management

Eric served his articles at Bentley Associates before being appointed as Audit Senior. Subsequently, he joined Saambou Bank Ltd as Manager: Information Management division. Thereafter he worked for Trans Caledon Tunnel Authority (a Schedule 2 Public Entity) initially as a Management Accountant and subsequently as Acting Financial Controller. Eric has served as the Chief Financial Officer of AccTech Systems (Pty) Ltd and Dynamics Africa Services (Pty) Ltd since June 2008.

KAMIL PATEL

Chairman and Non-Executive Director

Mr Kamil Patel ("Kamil") is currently CEO of Rentsolutions Ltd, one of the largest asset rental companies in Mauritius and is an Independent director of RHT Holding Ltd, which is listed on the Mauritius Stock Exchange. He is the former CEO of the Dölberg group which has operations in 6 countries, with 350 employees.

Kamil comes with a wealth of experience in finance. Kamil graduated Cum Laude at the Edinburgh Business School's MBA program and is a former professional tennis player who participated in 3 Grand Slam tournaments.

GROUP DIRECTORS – CONTINUED

JACOB STEFANUS JOHANNNES NEL

Non-Executive Director

Qualifications:
B.Com (Accounting); B.Com (Accounting) Honours; Certificate in the Theory of Accounting Sciences (CTA)

Prior to his appointment as CEO of IEMAS on 1 April 2010, Johan served on the executive management of the University of Pretoria for 8 years. Apart from his responsibilities for the finances and investments of the university, he was instrumental in establishing a successful private company structure through which the University conducted its continuous education, consulting and other business activities with the private sector. Prior to that, he was a partner at Coopers and Lybrand. He has vast business experience as well as experience in the fields of financial, risk and investment management and has served on various boards of directors, boards of trustees, audit- and investment committees.

Johan holds professional memberships from the Institute of Directors (IOD) and South African Institute of Chartered Accountants (SAICA).

HEMMANTH (HERMAN) SINGH

Non-Executive Director

Qualifications:
B.Sc (Mech) Eng; Post Graduate qualification in Industrial Engineering; MBA

Herman is an experienced executive who, over the last 30 years, has operated in senior positions across the consulting, advisory, industrial, finance services and telecoms sectors. His focus areas have been on creating digital means for customers to interact via new channels and devices, digitising the internal processes and creating digitised products and services and disruptive business models. This is coupled with strategic and management advisory capabilities on numerous local and international boards across the African continent.

Currently Herman is the CEO and founder of Future Advisory. Most notably, Herman served as the Group Chief Marketing Officer at MTN Group; Managing Executive (Mobile commerce) at Vodacom and CEO: Beyond Payments at Standard Bank. He has held numerous board memberships and directorships at companies including Adcorp Holdings, various MTN OpCos and Jumia Group.

Herman has served as an external examiner and facilitator for Wits Business School's MBA programme, Non-degree and in-company programmes for 13 years. He continues to serve as adjunct faculty at Duke University in Durham, Raleigh, North Carolina and at The Gordon Institute of Business Science in Johannesburg.

GROUP DIRECTORS – CONTINUED

MARICHEN M MORTIMER

Non-Executive Director | Social and Ethics Committee Chairman

Qualifications:
B.Soc. Sciences; Masters of Business Leadership (MBL), Chartered Director (CDSA); Master Coach (IMCSA – Institute of Management consultants and master coaches)

Marichen has provided trusted leadership and advisory services for more than 10 years to leadership teams internationally through Marichen Mortimer and Associates, which provides consulting, training and coaching in leadership effectiveness areas including: leadership development; high-performance team development and wellness interventions. Previously Marichen has held numerous directorship positions at the Institute of Directors in South Africa (the institute went through a name change), Zendegis (Pty) Ltd and Leela Leadership Consultants (Pty) Ltd. Marichen's experience has come from holding senior management positions at SAP, Rand Mines Properties, Barlows Equipment Manufacturing and as a lead facilitator and coach for PFP Tshwane.

Marichen holds memberships from the Institute of Directors in South Africa; Consciousness Coaching Academy; International Coaching Federation (ICF); and IMCSA.

ANDREW MURGATROYD

Non-Executive Director | Audit and Risk Committee Chairman

Qualifications:
Bachelor of Accounting Science; Higher Diploma in Accounting

Andrew is an experienced Investor with a demonstrated history of working in the information technology and services industry. As a strong business development professional skilled in negotiation, business planning, operations management, management, and risk management, Andrews brings a wealth of experience. Currently Andrew is the CEO of retail and customer engagement platform, Topshopper. Prior to this, Andrew has held senior financial and managerial positions at Naspers (Dubizzle Ltd, Multichoice Africa, Multichoice Botswana); Vodacom Worldonline (ISP); Cargill and Coin Security Group.

Andrew holds a professional membership at the South African Institute of Chartered Accountants (SAICA).

DR SIDHARTH SHARMA

Non-Executive Director

Qualifications:
B.Sc (Electrical Engineering) from the University of Cape Town, M.Sc (Communication and Systems Engineering) and PhD (Wireless network planning) from the University of Bristol.

Sidharth is currently the Group CEO of RHT Holdings Ltd, a listed company on the Stock Exchange of Mauritius, which interests include public transport, investment, private equity, real estate and information technology. He is also an independent non-executive director of Semaris Ltd, which is listed on the Stock Exchange of Mauritius. Previously, he has held numerous senior management positions at RHT Ventures Ltd, Island Communications Ltd and BT.

In the past, Sidharth has been a board member of the Mauritius Institute of Directors and Globefin Management Services Ltd as well as contributing at the level of the strategic advisory committee of Port Louis Development Initiative (PLDI). Currently he is a member of the National Road Safety Council. Sidharth is an advocate for a greener public transportation system and has a keen interest in electric vehicles. Over the course of his career, Sidharth has received numerous accolades including a Mauritius Business Excellence award.

He has published several technical papers in industry journals on dynamic cellular network planning and wireless technologies. He is also an alumnus of the University of Cape Town where he completed his Bachelors' in Electrical Engineering, a Chartered Engineer with the Engineering Council in the United Kingdom and a past member of the Mauritius Institute of Directors (MIoD).

CHRISTOPHER CROWE

Non-Executive Director | Remuneration and Nomination Committee Chairman

Qualifications:
MAICD at the Australian Institute of Company Directors; Harvard Business School (Transforming a Global Company Program)

Christopher is a professional executive with more than 30-years of experience in senior Management roles in Australia and Internationally. Over his career, Christopher has built vast experience in business management at all levels including sales, marketing, finance (P&L), services, strategy and acquisitions (pre/post). His specialties include senior c-suite positions, Chair & Board Advisory and assisting companies create value. He currently holds the position of Managing Director at Eximius (an Australian advisory firm). Christopher has held senior executive positions at Schneider Electric, Thales Group and sits on a number of Boards and Advisory roles. In his spare time he has also co-founded a number of Start-ups including Corethix, and StartWare Global.

Christopher leverages his past experience of running diverse (local & global) businesses with the ability to quickly analyse and drive strategic growth plans by leveraging existing businesses or complementing via acquisitions especially in the OT/IT and Industry 4.0 platforms.

SOCIAL AND ETHICS COMMITTEE REPORT

BACKGROUND

4Sight Holding's Ltd Social and Ethics Committee is a Committee which assists the Board in monitoring the Group's corporate citizenship, sustainability and ethics. 4Sight Holdings Ltd is a listed company, specialising in 4IR technology and digital transformation solutions. The focus is primarily on deploying integrated technology solutions and developing business opportunities worldwide through a number of industry verticals. However, a large part of the business is based in Africa, including South Africa.

It is in this regard 4Sight Holdings Ltd endeavours to consistently, substantially and mindfully apply all the applicable principles set out in King IV Report on Corporate Governance (applicable to all companies listed on the South African Stock Exchange and certain other companies operating in the Republic of South Africa) in an effort to harness the benefits of corporate governance in the interest of the Group. As such, the Social and Ethics Committee was restructured by the newly appointed Board of Directors of 4Sight Holdings Ltd to consider and monitor the moral and ethical conscience of 4Sight Holdings Ltd as a Group.

4Sight Holdings Ltd values its reputation and is committed to maintaining the highest level of ethical standards in the conduct of its business affairs through effective, ethical leadership. The actions and conduct of all Company Representatives remain key to maintaining these standards.

This report is presented in accordance with the requirements of the King IV Principles and forms part of the Integrated Annual Report.

ROLE OF THE COMMITTEE

The Social and Ethics Committee acts in terms of the delegated authority of the Board of Directors of 4Sight Holdings Ltd and assists the Board of Directors in monitoring the Group's social, ethical and legal requirements and best practice codes.

The newly appointed Social and Ethics Committee has developed a comprehensive Terms of Reference and Code of Ethics (an electronic version of this Code of Ethics can be found on the Group's website) that reflects the Group's core values and also embraces the principles as set out in the King IV Principles, where appropriate. The Social and Ethics Committee subsequently met after the year under review on 18 March 2020 in South Africa where after the Terms of Reference and Code of Ethics were proposed to the Board of Directors of 4Sight Holdings Ltd and then approved.

RESPONSIBILITIES OF THE COMMITTEE

The responsibilities of the Social and Ethics Committee are as follows:

- monitor activities relating to social and economic development, good corporate citizenship, the environment, and health and public safety;
- ensure appropriate short, medium and long-term targets are set by management;
- monitor progress on strategic empowerment and performance against targets;
- monitor changes in the application and interpretation of empowerment charters and codes, where applicable; and
- monitor functions required in terms of various regulations.

COMPOSITION AND FUNCTIONING

The Social and Ethics Committee shall meet as and when required but, in any event, at least three times a year at such times as the Chairman of the Social and Ethics Committee shall require. Attendance may also be by way of video or teleconference or other electronic means.

During the period under review, the Social and Ethics Committee comprised the following members:

- M.M. Mortimer (Independent Non-Executive) as Chairman of the Social and Ethics Committee;
- T.E. Zitzke (Executive) as Member of the Social and Ethics Committee;
- E. van der Merwe (Executive) as Member of the Social and Ethics Committee.
- M. Zitzke (Group Human Resources Manager) as permanent invitee of the Social and Ethics Committee

The Social and Ethics Committee will bring to the attention of the Board of Directors of 4Sight Holdings Ltd any relevant matters within the scope of its mandate and the Social and Ethics Committee will report to shareholders on matters that fall within the scope of its mandate. The Chairman of the Social and Ethics Committee shall report formally to the Board of Directors on its proceedings after each meeting on all matters within its duties and responsibilities. The Social and Ethics Committee shall make whatever recommendations to the Board of Directors it deems appropriate on any area within its remit where action or improvement is needed.

The members of the Social and Ethics Committee shall be appointed annually by the Board of Directors of 4Sight Holdings Ltd and shall comprise at least three Directors or Prescribed Officers, of which one must be a non-executive director, as the Board of Directors shall determine.

The Social and Ethics Committee was constituted during 2018 and has only met twice in its entire existence, the most recent being after the restructure of the Social and Ethics Committee. The effectiveness of the newly appointed Social and Ethics Committee will be assessed every two years as part of the annual Board of Directors and Committees' self-evaluation process. Accordingly, the Social and Ethics Committee will be assessed during the 2022 year.

ACTIVITIES OF THE COMMITTEE

The responsibilities and functions of the Social and Ethics Committee will be aligned with the functions as set out in the South African Companies Act, which has been used as a guide in the absence of such legislation in the Mauritian Companies Act.

These activities will be, *inter alia*, as follows:

To monitor 4Sight Holdings' Ltd activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice, with regard to matters relating to:

- **Social and economic development** (including the Group's standing in terms of the goals and purposes of):
  - o the ten principles set out in the United Nations Global Compact Principles ("UNGCP");
  - o the Organisation for Economic Co-operation and Development ("OECD") recommendations regarding corruption;
  - o the Employment Equality Act of the Republic of South Africa; and
  - o the Broad Based Black Economic Empowerment Act of the Republic of South Africa.

- **Good corporate citizenship** (including promotion of equality, prevention of unfair discrimination, reduction of corruption; contribution to community development; sponsorship, donations and charitable giving; environment, health and public safety)
  - o compliance with the provisions of the Promotion of Equality and Prevention of Unfair Discrimination Act No. 4 of 2000 of the Republic of South Africa;
  - o contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed; and
  - o record of sponsorship, donations and charitable giving.

- **Impact of the Group's activities, its products or services on communities** (including compliance with the Occupational Health and Safety Act No. 85 of 1993 of the Republic of South Africa).

- **Consumer relationships** (including advertising; public relations; compliance with the Consumer Protection Act No. 68 of 2008 of the Republic of South Africa); and

- **Labour and employment** (including employment relationships; contributions towards the educational development of employees. Relevant standards: International Labour Organisation Protocol on decent work and working conditions):

  - the Group's standing in terms of the International Labour Organization Protocol on decent work and working conditions;
  - the Group's employment relationships and its contribution toward the educational development of its employees; and
  - the Group's compliance with not only the relevant acts and regulations of the Republic of Mauritius, but also its compliance with the acts and regulations of the Republic of South Africa.

The Social and Ethics Committee has focused its attention on important issues that may have been neglected in the period under review. All matters have been elevated to Board level, thus ensuring that the matters of strategic importance have been treated correctly. The Social and Ethics Committee stands to gain on many fronts that contribute to the overall sustainability of 4Sight Holdings Ltd – this includes ensuring greater public trust, improved risk, compliance, and ethics management of the Company, and warranting stronger stakeholder relations.

Appropriate policies, plans and programmes are in place to contribute to social and economic development, good corporate citizenship, environmental responsibility, fair labour practices and good consumer relations.

The Social and Ethics Committee recognises that the areas within its mandate are evolving and that management's responses too will adapt to changes in the environmental, social and governance agenda. The Social and Ethics Committee determined that, during the financial year under review, it had discharged its legal and other responsibilities as outlined in terms of its remit, details of which are included in the full corporate governance report. The board concurred with this assessment.

Marichen Mortimer

M.M. Mortimer
Chairman
26 June 2020

CORPORATE GOVERNANCE REPORT

The Directors of 4Sight Holdings Ltd endorse the philosophies and principles of King IV and recognise their responsibility to conduct the affairs of 4Sight Holdings Ltd with integrity and accountability in accordance with generally accepted corporate practices. This includes steering the Group and setting strategic direction, planning and approving policies, overseeing matters of the Group and ensuring accountability.

From the listing of the Group on the AltX, 4Sight Holdings Ltd is obliged to comply with paragraph 3.84 and section 21 of the JSE Listings Requirements which deals with certain corporate governance matters extracted from the King Code. The Directors have, accordingly, established procedures and policies appropriate to 4Sight Holdings' Ltd business in keeping with its commitment to best practices in corporate governance. These procedures and policies will be reviewed by the Directors from time to time.

The Directors of 4Sight Holdings Ltd have adopted the principles of King IV to the extent required. The Board embraces the principles of fairness, accountability, responsibility and transparency.

The formal steps taken by the Directors in ensuring that King IV is complied with are as follows:

DIRECTORS AND COMPANY SECRETARY

The Board

During the year under review, the Board of Directors have met as follows.

Director	14 March 2019 Mauritius	17 June 2019 Mauritius	24 September 2019 Mauritius	11 October 2019 Mauritius	27 November 2019 South Africa
T.E. Zitzke	Attended (Note 1)	Note 1	Note 1	Note 1	Attended
E. van der Merwe	Note 1	Note 1	Note 1	Note 1	Attended
A.G. Murgatroyd	Note 1	Note 1	Note 1	Note 1	Attended
H. Singh	Note 1	Note 1	Note 1	Note 1	Attended
M.M. Mortimer	Note 1	Note 1	Note 1	Note 1	Attended
J.S.J. Nel	Note 1	Note 1	Note 1	Note 1	Attended
C.S.J Crowe	Note 1	Note 1	Note 1	Note 1	Attended
V. Raseroka	Attended	Attended	Attended	Attended	Note 2
J. Hattingh	Attended	Note 2	Note 2	Note 2	Note 2
M.P. Neethling	Attended	Attended	Attended	Attended	Note 2
G.P. Lauryssen	Attended	Attended	Attended	Attended	Note 2
R. Sithanen	Attended	Attended	Attended	Note 2	Note 2
G.L. Carter	Attended	Attended	Attended	Note 2	Note 2
S. Naiken	Attended	Attended	Attended	Not Attended	Note 2
J. du Plessis	Note 1	Note 1	Attended	Attended	Note 2

Note 1 – Not yet appointed as a Board member

Note 2 – No longer a Board member at date of meeting

The minutes of the meetings were kept by the Company Secretary and they have a formal record of all conclusions reached by the Board on matters referred to it for discussion. A representative of the Designated Advisor was also an attendee at the Board meetings.

The Board will continue to endeavour to meet at least four times a year, shall meet regularly and disclose the number of meetings held each year in its annual report, together with the attendance at such meetings. Should the Board require independent professional advice, such advice will be sought by the Board at the Group's expense.

All Directors have access to the advice and services of Amicorp (Mauritius) Ltd, who fulfills the role of Company Secretary. The Board is of the opinion that Amicorp (Mauritius) Ltd has the requisite attributes, experience and qualifications to fulfill its commitments effectively. This assessment is based on the experience, qualifications and competency of the employees of the Group.

Directors are expected to maintain their independence when deciding on matters relating to strategy, performance, resources and standards of conduct. H. Singh is the only director that has previously undergone the Directors Induction Programme facilitated by the Institute of Directors of South Africa. Arrangements will be made for the rest of the Board members to attend this programme during the course of 2020. Further training will be performed on an on-going basis to ensure that Directors remain abreast of changes in regulations and the commercial environment.

The Board is responsible for relations with stakeholders, as well as being accountable to them for the performance of the Group and reporting thereon in a timely and transparent manner.

Chairman and Chief Executive Officer

The offices of Chairman and Chief Executive Officer were reconstituted in the year under review with R. Sithanen and V. Raseroka resigning in their respective positions. The current Chairman and Chief Executive Officer are separated with T.E. Zitzke being appointed as Chief Executive Officer and K.T. Patel as the Independent Non-Executive Chairman.

Board balance

The Board includes both Executive and Non-Executive Directors, with the majority being Non-Executive Directors, in order to maintain a balance of power and ensure independent unbiased decisions and that no one individual has unfettered powers of decision making. The Board consists of the following Directors as at 31 December 2019:

Executive Directors

- T.E. Zitzke
- E. van der Merwe

Independent Non-Executive Directors

- K.T. Patel (Chairman)
- A.G. Murgatroyd
- C.S.J Crowe
- H. Singh
- J.S.J. Nel
- M.M. Mortimer
- S. Sharma

Delegation of duties

The Board has the authority to delegate certain of its duties to sub-committees of the Board, in order to discharge its responsibilities. Sub-committees of the Board give regular feedback on their activities at Board meetings.

Appointments to the Board

The Remuneration and Nominations Committee has the responsibility to recruit and recommend to the Board a candidate to be appointed as a Board member when a vacancy arises or when the Board decides to expand the number of Board members. The Remuneration and Nominations Committee has adopted guidelines and requirements for the appointment of non-executive directors. The composition of the existing board members in terms of gender, diversity, experience and skill will be taking into account in determining the requirements for the candidate to fill the vacancy. The Group's Constitution does not provide for a maximum number of Directors.

The appointments of T.E. Zitzke, E. van der Merwe, K.T. Patel, Dr S. Sharma, A.G. Murgatroyd, H. Singh, J.S.J. Nel, M.M. Mortimer, C.S.J. Crowe at a special shareholders meeting on 29 October 2019, have been made and are subject to approval at the Group's next general or Annual General Meeting.

DIRECTORS' REMUNERATION

Background Statement

A revised remuneration policy and implementation report have been adopted by the Company with the advent of the newly appointed Board. There are generally accepted remuneration practices that have been adopted by the Company and its subsidiaries individually that have accordingly been implemented. The Board envisages presenting a formal remuneration policy along with the implementation report at the Annual General Meeting of shareholders to be held on Friday, 31 July 2020, effective for the 2020 Financial Year.

Certain contextual considerations in terms of remuneration and decisions to be taken by the Remuneration and Nominations Committee include the internal restructuring of the Board as well as the external factor of Covid-19, will influence the Remuneration Policy of the Group as a whole.

Overview of the main provisions of the Remuneration Policy

King IV aims to foster enhanced accountability with regards to remuneration. One of the ways that it addresses this is by including more definitive requirements. Among those requirements is that remuneration should be disclosed in three parts, namely: a background statement; an overview of the remuneration policy; and an implementation report.

King IV also further sets out the basis and codes of good practice for governance of executive management remuneration, on which this Remuneration Policy will be based.

The objectives of the Remuneration Policy and/or Practices in 2019 were to:

- Attract, retain, motivate and reward human capital;
- Promote the achievement of strategic objectives within the Group's risk appetite;
- Promote positive outcomes;
- Promote an ethical and responsible corporate citizenship culture;
- Define general guidelines for the Group's remuneration of Non-Executive Directors, Executive Directors and Senior Management;
- Ensure that the right calibre of Executives Directors and Senior Management are attracted, retained, motivated and rewarded for their individual performances and contributions to the Group;
- Remunerate Non-Executive Directors, Executive Directors and Senior Management fairly and responsibly; and
- Align the interest of Executive Directors and Senior Management with the interest of shareholders, business strategy and sustainability of the Group.

Executive Directors and Senior Management

All elements of remuneration for Executive Directors' and Senior Management comprise of a:

- Total guaranteed package ('TGP') which incorporates a basic salary (including financial and non-financial benefits) that accrue on a monthly basis;
- Variable remuneration, including short term incentives ('STI') which includes short term bonus awards for achieving annual performance targets; and
- Variable remuneration, including share incentives as a long term incentive ("LTI") reward;

Basic Salary and Benefits (including Financial and Non-Financial)

Basic salary is a reasonable and fair salary based on the industry norms and the Group's performance during the period under review. The basic salaries of the Group are reviewed on an annual basis by the Remuneration and Nomination Committee. Benefits will comprise of fringe benefits, allowances and/or retirement benefits.

Bonuses

Bonuses are discretionary cash payments for the Executive Directors and Senior Management based on annual Group and individual performance and agreed financial targets. The bonuses take into account the trading conditions and financial year-end results of the Group.

Share incentives will be awarded based on the share incentive scheme ('SIS') adopted by the Group and will be equity based, in other words connected to the value of the shares of the Company.

Financial targets are approved annually in advance by the Board taking cognisance of the operational targets for the Group which include (but are not limited to):

- Growth rate
- Operating profit
- Return on capital
- Cash flow
- People management

Non-Executive Directors

Non-Executive Directors' remuneration will comprise of Directors' Fees and Additional Fees.

Directors' Fees and Additional Fees

Directors' fees are payable in the form of a retainer for attending Board meetings and the associated work therewith. Additional fees are payable for attendance of Committee meetings as well additional time spent on behalf of the Board or its Committees, based on market related rates.

Terms of Office

Non-Executive Directors are subject to retirement by rotation and re-election by 4Sight Holdings Ltd shareholders at least once every three years in accordance with the Constitution of the Company.

Remuneration and Nomination Committee

The members of the Remuneration and Nomination Committee were appointed as part of the new Board and Non-Executive Directors elected on 29 October 2019. The committee comprises C.S.J. Crowe (Chairman), M.M. Mortimer (member), J.S.J. Nel (member), T.E. Zitzke (permanent invitee) and Eric van der Merwe (permanent invitee), and Marie-Louise Zitzke (permanent invitee). Committee meetings were held subsequent to the year under review on 18 March 2020 and 24 April 2020 respectively.

Implementation Report

The implementation report contains details all remuneration awarded to individual members of the Company and Executive management during the year under review. The remuneration of Non-Executive and Executive Directors is more fully set out in note 37 of the Annual Integrated Report. No bonuses and/or LTIs were awarded for the year under review.

Accountability and audit

Incorporation

The Group is duly incorporated in Mauritius and operates in conformity with its Constitution and the laws of the Republic of Mauritius.

Financial reporting

The Board is responsible for the Group's systems of internal financial and operational control, as well as for maintaining an appropriate relationship with the Group's external auditors. The Board is also responsible for presenting a reliable, balanced and understandable assessment of the Company's financial position with respect to all financial and any other report applicable to the Company.

Internal control

4Sight Holdings Ltd made a number of acquisitions in the 2018 financial year which included Visualitics (Pty) Ltd and its related subsidiaries. The Founder of Visualitics (Pty) Ltd was unable to provide sufficient and appropriate financial evidence to the Group and its external auditors due to the poorly maintained accounting records of Visualitics (Pty) Ltd and its related subsidiaries, this resulted in the external auditors not being able to verify the transactions and balances of Visualitics (Pty) Ltd, and the subsequent profit or loss on disposal relating thereto, as disclosed in note 32 to the consolidated financial statements of the Group.

As stated, due to this lack of general controls and oversight of Visualitics (Pty) Ltd, the Group decided to dispose of Visualitics (Pty) Ltd and its related subsidiaries prior to the year under review.

Progress has been made in documenting systems, procedures and controls as well as implementing improved controls in the companies acquired by the Group, where required.

Audit and Risk Committee

A combined Audit and Risk Committee has been established, whose primary objective is to provide the Board with additional assurance regarding the efficacy and reliability of the financial information presented to the Board of Directors, to assist them in discharging their duties. The Committee is also required to provide independent oversight of, amongst others:

- The effectiveness of the organisation's assurance functions and services, with particular focus on the combined assurance arrangements, (including external assurance service providers), internal audit and the finance function; and
- The integrity of the Annual Financial Statements and, to the extent delegated by the Group, other external reports issued by the organisation. The Audit and Risk Committee has the power to make decisions regarding its statutory duties and is accountable for its performance in this regard.

In addition to its statutory duties, the Audit and Risk Committee is responsible for, inter alia, the following:

- The recommendation of the Company and Group's annual financial statements to the Board for approval;
- Risk governance and ensuring that it dedicates sufficient time to this responsibility;
- Overseeing the management of financial and other risks that affect the integrity of external reports issued by the organisation; and
- Ensuring that the Financial Director has the appropriate expertise and experience.

The following Non-Executive Directors have been appointed to the combined Audit and Risk Committee:

- A.G. Murgatroyd (Chairman)
  - o Independent Non-Executive Director
- H. Singh (Member)
  - o Independent Non-Executive Director
- J.S.J. Nel (Member)
  - o Independent Non-Executive Director

During the year under review, the Audit and Risk Committee has met as follows:

Member	14 March 2019 Mauritius	17 June 2019 Mauritius	27 November 2019 Mauritius	6 December 2019 South Africa
A.G. Murgatroyd	Note 1	Note 1	Attended	Attended
H. Singh	Note 1	Note 1	Attended	Attended
J.S.J. Nel	Note 1	Note 1	Attended	Attended
R. Sithanen	Attended	Attended	Note 2	Note 2
G.L. Carter	Attended	Attended	Note 2	Note 2
S. Naiken	Attended	Attended	Note 2	Note 2

Note 1 – Not yet appointed as part of the Audit and Risk Committee

Note 2 – No longer part of the Audit and Risk Committee at date of meeting

The minutes of the meetings were kept by the Company Secretary and they have a formal record of all conclusions reached by the Audit and Risk Committee on matters referred to it for discussion. The Designated Advisor was also an attendee at the Audit and Risk Committee Meetings.

The Audit and Risk Committee will meet a minimum of twice per annum to consider and approve interim and year-end results but meets as often as deemed necessary.

CODE OF ETHICS

4Sight Holdings Ltd subscribes to the highest ethical standards and behaviour in the conduct of its business and related activities.

Social and Ethics Committee

- M.M. Mortimer (Chairman)
  - o Independent Non-Executive Director
- T.E. Zitzke (Member)
  - o Executive Director (Chief Executive Officer)
- E. van der Merwe (Member)
  - o Executive Director (Financial Director)
- M. Zitzke (permanent invitee)
  - o Group Human Resources Manager

Promotion of Diversity Policy

In terms of paragraph 3.84(i) of the JSE Listings Requirements, the Board is required to have a policy on the promotion of broader diversity at board level, specifically focusing on the promotion of the diversity attributes of gender, race, culture, age, field of knowledge, skills and experience. On 27 May 2020 the Board approved the adoption of a formal Diversity Policy, setting out its policy and framework for promoting diversity.

The Diversity Policy provides that, in reviewing Board composition and succession planning, the Remuneration and Nomination Committee will consider the benefits of all aspects of diversity, including diversity of skills, experience, background, gender, age, ethnicity and other relevant factors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All appointments are made based on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

A formal Diversity Policy was adopted, setting out a clear policy and framework for promoting diversity on 4Sight Holdings Ltd Board. Mrs M.M. Mortimer, an independent non-executive female director, was appointed to the position of Chairman of the Social and Ethics Committee, a testament to the Company's commitment to promote diversity, especially gender diversity, on its Board.

External auditors

The external auditors of the Group are Nexia SAB&T and they have performed an independent and objective audit of the Group's financial statements. The statements are prepared in terms of the International Financial Reporting Standards ("IFRS"). Due to the qualified opinion on consolidated financial statements in the 2018 Annual Integrated Report, the external auditors of the Group conducted a review of the interim results as per the JSE Listing Requirements.

Relationships with stakeholders

The Board shall ensure that shareholders are supplied with all the necessary information in order to consider the Annual Financial Statements of the Group and the Group, and assess the corporate governance of the Group, at the Annual General Meeting

4Sight Holdings Ltd plans to meet with all its stakeholders, including investment analysts, product and service providers and all other interested parties, to provide presentations on the Group's performance, its business plans, strategies and outlook for the future.

Dealing in securities

The Board has established procedures regarding the legislation which regulates insider trading, whereby there is a closed period from the date of the financial year-end, being 31 December, to the earliest publication of the preliminary report, the abridged report or the provisional report in the case of results for a full period and from the date of the interim period end to the date of the publication of the first and second interim results as the case may be, which periods are known as closed periods.

In accordance with the JSE Listings Requirements, no Director nor Company Secretary shall deal in the securities of the Group during a closed or prohibited period as well as whilst the Group is trading under a cautionary announcement.

All Directors and the Company Secretary shall obtain clearance to deal from the Chairman of the Group prior to dealing, and the Company Secretary shall keep a register of such clearances in terms of the JSE Listings Requirements.

The Company Secretary or such person as may be nominated by him from time to time shall keep a record of all dealings by Directors in the securities of the Group.

COMPANY SECRETARY

The Board has considered and satisfied itself on the competence, qualifications and experience of the Company Secretary bearing in mind that the new Company Secretary has only been appointed since August 2018.

The Directors will assess the on-going competency of the Company Secretary on an annual basis and in compliance with section 3.84(h) of the JSE Listing Requirements. Moreover, the Board confirms that there is an arm's length relationship between itself and the Company Secretary and this position will be assessed on an annual basis.

The Board is of the opinion that the Company Secretary has the requisite attributes, experience and qualifications to fulfill its commitments effectively.

FINANCIAL DIRECTOR

The Financial Director, E. van der Merwe, is a full time Executive Director. The Audit and Risk Committee has confirmed his experience and expertise and has issued a confirmation thereof to the JSE. He has assumed the formal responsibilities required of him in terms of JSE Listings Requirements and any relevant provisions of the Mauritian Companies Act.

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019

CONTENTS

GENERAL INFORMATION

Country of incorporation and domicile
Mauritius

Nature of business and principal activities
An internationally diversified technology solution provider operational in the Mining and Manufacturing, Energy and Chemicals, Telecommunications and Media and Platform sectors.

Directors
Tertius Emil Zitzke
Eric van der Merwe
Kamil Tayub Patel
Hemmanth (Herman) Singh
Andrew George Murgatroyd
Jacob Stefanus Johannes (Johan) Nel
Mariechen (Marichen) Margeretha Mortimer
Christopher (Chris) Stephen Joseph Crowe
Dr Sidharth Sharma

Registered office
c/o Amicorp (Mauritius) Ltd
6th Floor, Tower 1, NeXTeracom Building
Cybercity, Ebène
Mauritius

Business address
c/o Amicorp (Mauritius) Ltd
6th Floor, Tower 1, NeXTeracom Building
Ebène, Mauritius

Bankers
AfrAsia Bank Ltd

Auditor
Nexia SAB&T

Secretary
c/o Amicorp (Mauritius) Ltd

Legal advisors
WWB Botha Attorneys

Level of assurance
These consolidated financial statements have been audited in compliance with the applicable requirements of the Mauritian Companies Act of 2001.

Preparer
The consolidated financial statements were internally compiled by: E van der Merwe (Financial Director)

Issued
26 June 2020

REPORT OF THE COMBINED AUDIT AND RISK COMMITTEE

FOR THE YEAR ENDED 31 DECEMBER 2019

INTRODUCTION

The Board of Directors has a combined Audit and Risk Committee due to the nature and current size of the Company, which has been constituted by the Board in accordance with Section 131(1) of the Mauritian Companies Act (“the Act”).

The Audit and Risk Committee is constituted as a delegated Committee of the Board of Directors of 4Sight Holdings Ltd (“the Company”) in respect of its duties in terms of the Johannesburg Stock Exchange ("JSE") Listings Requirements, King IV and a Committee of the Board regarding all other duties assigned to it by the Board of Directors of the Company. The Audit and Risk Committee was constituted on 24 August 2017 ahead of the listing on the JSE on 19 October 2017. The members of the Audit and Risk Committee was restructured and appointed by the newly appointed Board of Directors of the Company on 27 November 2019.

COMPOSITION

During the year under review, the Audit and Risk Committee consisted of the following Non–Executive Directors:

Member		Date of appointment	Date of resignation
A.G. Murgatroyd	(Independent Non-Executive Chairman)	27 November 2019	
H. Singh	(Independent Non-Executive Member)	27 November 2019	
J.S.J. Nel	(Independent Non-Executive Member)	27 November 2019	
G.L. Carter	(Independent Non-Executive Chairman)	24 August 2017	7 October 2019
R. Sithanen	(Independent Non-Executive Member)	24 August 2017	8 October 2019
S. Naiken	(Independent Non-Executive Member)	11 December 2018	21 October 2019

A representative of the designated advisor attends all of the Audit and Risk Committee meetings in accordance with the JSE Listings Requirements. The Chief Executive Officer, as well as the Finance Director, has a standing invitation to attend the Audit and Risk Committee meetings.

The Board is satisfied that the Audit and Risk Committee members have recent and relevant financial experience to carry out their duties and responsibilities.

OVERVIEW

The role of the Audit and Risk Committee is to assist the Board by performing an objective and independent review of the functioning of the organisation’s finance and accounting control measures. It exercises its functions through close liaison and communication with management and the external auditors.

The Audit and Risk Committee convened three times in Mauritius and once in South Africa during the year under review.

A new acting Financial Director was appointed on 28 October 2019 by the Board of the Company with positive results. The Board furthermore approved that, Mr. Eric van der Merwe will be permanently appointed as the Financial Director and will also no longer be acting Financial Director from 27 November 2019.

AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

The Audit and Risk Committee functions according to its Terms of Reference, as approved by the Board of Directors. The Terms of Reference deals with membership, structure, levels of authority and responsibilities. The main responsibilities comprise the following:

- To review the internal control structures including financial control, accounting systems and reporting and in particular review:
    - o The procedures for identifying and assessment of business risks at a group level, as well as the measures implemented by management to mitigate the impact, should these risks materialise;
    - o The Group's policies for preventing and detecting fraud;
    - o The Group's policies for ensuring that the Group complies with relevant regulatory and legal requirements;
    - o The operational effectiveness of the policies and procedures;
    - o The Group's data protection and intellectual property rights; and
    - o The Group's foreign currency exposure.
- To review any proposed dividend declaration, ensuring sufficient solvency, liquidity and capital adequacy after the declaration;
- To review the measures in place to ensure reliable financial reporting by subsidiary companies;
- Liaison with external auditors;
- Monitoring and ensuring compliance of the Group with the applicable laws and regulations of applicable statutes and of controlling bodies and all legal requirements.
- Liaison and coordination with the work of the Social and Ethics Committee.

RESPONSIBILITIES AND INDEPENDENCE AND SUITABILITY OF THE EXTERNAL AUDITOR

The Audit and Risk Committee addressed its responsibilities coherently in terms of its Charter during the 2019 financial year. One of these responsibilities is the assessment of the independence and suitability of the external auditor. The Audit and Risk Committee is satisfied that the external auditor is independent of the Company and the Group. It has further satisfied itself that the audit firm and designated auditor are accredited to and appear on the Johannesburg Stock Exchange ("JSE") list of accredited auditors and that the designated auditor is not on the JSE's list of disqualified audit partners. The Audit and Risk Committee has also reviewed the relevant documentation to consider the suitability of the audit firm and designated auditor as stipulated in section 3.84(h)(iii) of the JSE Listings Requirements. Mr. Johandré Engelbrecht is the current appointed designated partner and his reappointment will be subject to the approval of 4Sight Holdings' Ltd shareholders at the Annual General Meeting to be held on Friday, 31 July 2020.

NON-AUDIT SERVICES POLICY

The Audit and Risk Committee pre-approves all non-audit services performed by the appointed external audit firm. During the year under review, Nexia SAB&T did not perform any non-audit services.

INTERNAL FINANCIAL CONTROLS

The Audit and Risk Committee is of the opinion that the Company's system of internal financial controls is sound and forms a basis for the preparation of reliable financial statements. The Financial Director was formerly the Financial Director of AccTech Systems (Pty) Ltd, the major subsidiary of the Group, which has strong internal financial controls In addition, various policies and procedures have been drafted and subsequently approved by management for implementation. These policies and procedures will streamline financial reporting as well as strengthen internal controls within the Group.

The Audit and Risk Committee will continue to consider the requirement for internal audit as a standing agenda item. The Committee is satisfied that it has complied with its legal, regulatory and other responsibilities.

EXPERTISE AND EXPERIENCE OF THE FINANCIAL FUNCTION

The Audit and Risk Committee has considered the competence, qualifications and experience of the Financial Director in terms of section 3.84(g)(i) of the JSE Listing Requirements and is satisfied therewith.

REVIEW OF FINANCIAL STATEMENTS

Management has reviewed the financial statements with the Audit and Risk Committee, and the Audit and Risk Committee members have reviewed them without management or external auditors being present. The Audit and Risk Committee considered the going concern, solvency and liquidity of the Group, further details of which are included in the Directors' Report.

APPROVAL OF REPORT

The newly appointed Audit and Risk Committee, to the best of their capability under the circumstances for the period under review, confirms that from 1 January 2019 to 31 December 2019 that the Audit and Risk Committee has functioned in accordance with its Charter or Terms of Reference and as required by the Act .

APPROVAL OF FINANCIAL STATEMENTS

The Audit and Risk Committee reviewed and recommended the financial statements for approval by the Board of Directors and considers the financial statements of the Company and its subsidiaries to be a fair presentation of its financial position on 31 December 2019 and of the results of the operations, changes in equity and cash flows for the period then ended, in accordance with International Financial Reporting Standards, the Act and the JSE Listings Requirements.

On behalf of the Audit and Risk Committee

Andrew Murgatroyd

A.G. Murgatroyd
Chairman
26 June 2020

DIRECTORS' RESPONSIBILITIES AND APPROVAL

The Directors are required in terms of the Mauritian Companies Act of 2001 to maintain adequate accounting records and are responsible for the content and integrity of the consolidated financial statements and related financial information included in this report. It is their responsibility to ensure that the consolidated financial statements fairly present the state of affairs of the Group as at the end of the financial period and the results of its operations and cash flows for the period then ended, in conformity with International Financial Reporting Standards. The external auditor is engaged to express an independent opinion on the consolidated financial statements.

The consolidated financial statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The Directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Group and place considerable importance on maintaining a strong control environment. To enable the Directors to meet these responsibilities, the Board of Directors sets standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Group and all employees are required to maintain the highest ethical standards in ensuring the Group's business is conducted in a manner that in all reasonable circumstances is above reproach.

The focus of risk management in the Group is on identifying, assessing, managing and monitoring all known forms of risk across the Group. While operating risk cannot be fully eliminated, the Group endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The Directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the consolidated financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The Directors have reviewed the Group's cash flow forecast for the foreseeable future and, in light of this review and the current financial position, they are satisfied that the Group has or had access to adequate resources to continue in operational existence for the foreseeable future.

The external auditor is responsible for independently auditing and reporting on the Group's consolidated financial statements.

The consolidated financial statements have been examined by the Group's external auditor and their report is presented in this report.

The consolidated financial statements have been prepared on a going concern bases and have been approved by the Board of Directors on 26 June 2020. These were signed on the Board's behalf by T.E. Zitzke and K.T. Patel.

Approval of financial statements

T.E. Zitzke
(Chief Executive Officer)
26 June 2020

K.T. Patel
(Non-Executive Chairman)
26 June 2020

DIRECTORS' REPORT

The Directors have pleasure in submitting their report on the consolidated financial statements of the Group for the year ended 31 December 2019.

INCORPORATION

4Sight Holdings Ltd (the "Company") was incorporated in the Republic of Mauritius on 28 June 2017 and obtained its certificate to commence business on the same day.

The Company is domiciled in the Republic of Mauritius. The registered office is situated on the 6th Floor, Tower 1, NeXTeracom Building, Ebéne, Republic of Mauritius.

NATURE OF BUSINESS

The Company is a diversified technology and solutions provider grouped in the Mining, Manufacturing, Energy and Chemicals sector, the Telecommunications and Media sector and the Platforms Systems sector operating internationally.

The Company focuses on a cross-section of established, new, and emerging technologies. These include: Artificial intelligence ("AI") solutions with machine learning, big data, cloud and business intelligence solutions, digital twin and simulation, information and operational technologies, production scheduling, horizontal and vertical integration, industrial internet of things, cloud service provider, robotic process automation and augmented and virtual reality solutions.

These 4IR technologies manifest in the various solutions we deliver to customers across all industries in both the private and public sectors. The Company is the "The Digital Transformation Partner of Choice" to empower our partners to future-proof their businesses through digital transformation.

The holding company does not trade, and all of its activities are undertaken through its principal subsidiaries. The majority of the Group's operations are based in Mauritius and South Africa, with the group selling in some 67 countries.

REVIEW OF FINANCIAL RESULTS AND ACTIVITIES

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and the requirements of the Mauritian Companies Act of 2001.

Full details of the financial position, results of operations and cash flows of the Group are set out in these consolidated financial statements.

SHARE CAPITAL

Refer to note 14 of the consolidated financial statements for detail of the movement in issued share capital.

DIVIDENDS

The Board has agreed on a formal dividend payout policy of at least 6.6 times cover, being at least 15% of headline earnings of the consolidated group of companies, unless the Board is of the opinion that a lower dividend is to be declared because of the necessity to apply the Group's cash resources to any planned acquisitions or that it is in the interest of the Group to build up cash reserves for foreseeable unfavourable market or economic conditions. However, no dividend is to be declared for the initial period ended 31 December 2019 due to the current acquisition strategy.

DIRECTORATE

The Directors in office at the date of this report are as follows:

Directors	Office	Designation	Nationality	Changes
T.E. Zitzke	Chief Executive Officer	Executive	South African	Appointed 29 October 2019
E. van der Merwe	Financial Director	Executive	South African	Appointed 29 October 2019
K.T. Patel	Chairman	Non-executive Independent	Mauritian	Appointed 29 November 2019
Dr S. Sharma		Non-executive Independent	Mauritian	Appointed 20 December 2019
A.G. Murgatroyd	Non-executive		South African	Appointed 29 October 2019
M.M. Mortimer	Non-executive		South African	Appointed 29 October 2019
C.S.J. Crowe	Non-executive		Australian	Appointed 29 October 2019
J.S.J. Nel	Non-executive		South African	Appointed 29 October 2019
H. Singh	Non-executive		South African	Appointed 29 October 2019

DIRECTORS' INTERESTS IN SHARES

As at 31 December 2019, the Directors and former Directors of the Company held direct and indirect beneficial interests in 13% (2018: 18%) of its issued ordinary shares, as set out below.

Directors	2019 Direct	2019 Indirect	2018 Indirect	2018 Direct
M.P. Neethling	-	-	8 949 945	32 044 565
J. Hattingh	-	-	-	4 228 741
T.E. Zitzke	24 177 413	81 599 346	-	-
	24 177 413	**81 599 346**	**8 949 945**	**36 273 306**

Interests in shares

The register of interests of Directors and others in shares of the Company is available to the shareholders on request.

Messrs G.P Lauryssen, J. Hattingh and M.P Neethling resigned before the year end. There have been no other changes in beneficial interests of the Directors as at 31 December 2019 that occurred between the end of the reporting period and the date of this report.

NON-CURRENT ASSETS

The nature of the changes in non-current assets has been fully disclosed in the notes to the financial statements.

INTERESTS IN SUBSIDIARIES, ASSOCIATES AND JOINT ARRANGEMENTS

Details of material interests in subsidiary companies are presented in the consolidated financial statements in note 6.

EVENTS AFTER THE REPORTING PERIOD

Refer to note 42 of the consolidated financial statements for detail of the events after reporting period.

GOING CONCERN

The Directors believe that the Group has adequate financial resources to continue in operation for the foreseeable future and accordingly the consolidated financial statements have been prepared on a going concern basis. The Directors have satisfied themselves that the Group is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The Directors are not aware of any new material changes that may adversely impact the Group. The Directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the Group. Refer to note 41 of the consolidated financial statements for detail considerations related to the going concern.

SECRETARY

The company secretary is Amicorp (Mauritius) Ltd.

Business address:
6th Floor, Tower I
NeXTeracom Building
Ebéne, Republic of Mauritius

STATEMENT OF DISCLOSURE TO THE COMPANY'S AUDITOR

With respect to each person who is a Director on the day that this report is approved:

- there is, so far as the person is aware, no relevant audit information of which the company's auditor is unaware; and
- the person has taken all the steps that he ought to have taken as a Director to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

TERMS OF APPOINTMENT OF THE AUDITOR

Nexia SAB&T was appointed as the Company's auditor at the general meeting held on 28 June 2017. Shareholders wishing to inspect a copy of the terms on which the Company's auditor is appointed and remunerated may do so by contacting the Company Secretary.

DATE OF AUTHORISATION FOR ISSUE OF FINANCIAL STATEMENTS

The consolidated financial statements have been authorised for issue by the Directors on 26 June 2020. No authority was given to anyone to amend the consolidated financial statements after the date of issue.

We, the Directors of 4Sight Holdings Ltd, confirm to the best of our knowledge that this Public Interest Entity has complied with all its obligations and requirements under the Code of Corporate Governance ("the Code") under Section 75(3) of the Financial Reporting Act for the period 1 January 2019 to 31 December 2019.

Approval of consolidated financial statements

T.E. Zitzke
(Chief Executive Officer)
26 June 2020

K.T. Patel
(Non-Executive Chairman)
26 June 2020

SECRETARY'S REPORT

AMICORP (MAURITIUS) LTD.

6TH FLOOR, TOWER I, NEXTERACOM BUILDING, EBÈNE, MAURITIUS, REPUBLIC OF MAURITIUS

Secretary's certificate for the year ended 31 December 2019

Secretary's certificate under section 166(d) of the Mauritius Companies Act 2001

In accordance with section 166(d) of the Mauritius Companies Act 2001, we certify that to the best of our knowledge and belief, the Company has filed with the Registrar of Companies, all such returns as are required by the Company under the Mauritius Companies Act 2001.

For an on behalf of:
Amicorp (Mauritius) Ltd
Corporate Secretary
26 June 2020

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of 4Sight Holdings Ltd

Qualified Opinion on Consolidated Financial Statements and Unqualified Opinion on the Separate Financial Statements

OPINION

We have audited the consolidated and separate financial statements of 4Sight Holdings Ltd and its subsidiaries (the Group) set out on pages 66 to 131, which comprise the consolidated and separate statement of financial position as at 31 December 2019, and the consolidated and separate statement of profit or loss and other comprehensive income or loss, consolidated and separate statement of changes in equity and consolidated and separate statement of cash flows for the year then ended and the notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2019, and its consolidated financial performance and consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards and the JSE Listing Requirements.

In our opinion the separate financial statements present fairly, in all material respects, the separate financial position of 4Sight Holdings Ltd as at 31 December 2019, and its separate financial performance and separate cash flows for the year then ended in accordance with International Financial Reporting Standards and the JSE Listing Requirements.

BASIS FOR QUALIFIED OPINION ON CONSOLIDATED FINANCIAL STATEMENTS AND UNQUALIFIED OPINION ON THE SEPARATE FINANCIAL STATEMENTS.

The consolidated financial statements for the year ended 31 December 2019 includes financial results pertaining to Visualitics (Pty) Ltd and its subsidiaries ("Visualitics"). Due to poorly maintained accounting records, we were unable to obtain sufficient and appropriate audit evidence to verify the transactions and balances of Visualitics, and the subsequent profit or loss on disposal relating thereto, as disclosed in Note 32 to the consolidated financial statements of the Group. We were unable to satisfy ourselves by alternative means. Consequently, we were unable to determine whether any adjustments were necessary to the transactions and balances, and the profit or loss on disposal of these companies included in the consolidated Statement of Profit or Loss and Other Comprehensive Income.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report. We are independent of the group in accordance with the sections 290 and 291 of the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors (Revised January 2018)*, parts 1 and 3 of the *Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (Revised November 2018)* (together the IRBA Codes) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities, as applicable, in accordance with the IRBA Codes and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Codes are consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants* and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* respectively. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the consolidated financial statements and our opinion on the separate financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Valuation of goodwill and intangibles assets with an indefinite useful life (Group)	
Under IFRSs, the directors are required to annually test for impairment of the amount of goodwill and intangibles assets with an indefinite useful life as disclosed in note 4 and 5 to the consolidated financial statements. This impairment test was significant to our audit because the balance of USD 15 million (2018: USD 32.7 million) for goodwill and USD 2.7 million (2018: USD 10.4 million) for intangible asset with an indefinite useful life as of 31 December 2019 is material to the consolidated financial statements. In addition, management's assessment process is complex, utilises estimation and is highly judgmental and is based on assumptions, specifically relating to the weighted average capital discount rate, future growth rate, operating margins, and the related impact of COVID-19 on the assessment, which are affected by expected future market or economic conditions. Accordingly, the impairment of goodwill and intangible assets with an indefinite useful life is considered to be a matter of most significance in our audit of the consolidated financial statements due to the significant judgments and assumptions made by management when performing the impairment assessment and in estimating the key assumptions applied.	We focused our audit testing of the impairment of goodwill and indefinite useful life intangible assets on the key assumptions made by the directors. Our procedures included: • Inspecting the list of cash generating units ('CGUs') to determine whether the business units have been allocated to the appropriate CGU; • Evaluating whether the models used by the directors to calculate the value in use of the individual cash generating units comply with the requirements of IAS 36 Impairment of Assets (IAS 36); • Analysing the future projected cash flows used in the models to determine whether they are reasonable and supportable given the current economic climate and expected future performance of the cash generating unit to which the goodwill relate; • Calculating a discount rate for each cash generating unit using our independently sourced data and incorporated a further risk premium for the impact of COVID-19 a part of our testing; • Comparing the projected cash flows, including the assumptions relating to revenue growth rates and operating margins, against historical performance to test the reasonableness of the directors' projections; and • Evaluating the inputs used by the directors in determining the discount rate against independent sources. We found the assumptions used by the directors to be appropriate based on historical performance, future outlook and current prevailing circumstances. We considered the goodwill and indefinite useful life intangible assets impairment assessment disclosures to be appropriate.

Key audit matter	How our audit addressed the key audit matter
Revenue (Group)	
The Group generated revenue amounting to USD 43 million (2018: USD 44.5 million) as disclosed in note 20 to the consolidated financial statements, through the provision of hardware, software and continuous maintenance services over a variable period comprising both short and long-term periods. The recognition and measurement of the revenue is based on complex principles due to the varying terms and conditions, which increases the risk associated with the completeness and occurrence of revenue recognised. Furthermore the varying terms and conditions of the revenue recognition process involves making critical judgements relating to the recognition and measurement of the performance obligations, based on the unique terms and conditions of the services being provided.	Our audit work included the testing of revenue for completeness and occurrence, through the following procedures: • Performed walkthroughs of the material revenue classes of transactions and evaluated the design and implementation of controls in this area; • Reviewed the contractual agreements entered into over prolonged periods to verify the assumptions applied in determining performance obligations; • Selected a sample of contracts to test whether the measurement and recognition of the revenue generated for the period is recorded completely and occurred. We found the recognition and measurement principles applied for revenue to be appropriate and in accordance with the financial reporting framework. We considered revenue disclosures to be appropriate.

Key audit matter	How our audit addressed the key audit matter
Allowance for expected credit losses (Group)	
The Group reflected USD 10.1 million (2018: USD 14.2 million) worth of trade receivables as disclosed in note 11 to the consolidated financial statements against which an allowance for expected credit losses of USD 4.8 million (2018: USD 0.84 million) has been recognised. The Group applies the simplified approach as permitted by IFRS 9, which requires expected lifetime credit losses to be recognised from initial recognition of the trade receivables. The Group has established a provisioning matrix that is based on its actual incurred historical credit loss experience, adjusted for forward-looking factors specific to the trade receivables and the related impact of COVID-19 on the assessment, which are affected by expected future market or economic conditions in which the Group operates.	We obtained an understanding of the relevant policies and controls management had implemented in relation to the ECL impairment allowance of trade receivables and testing the application of these polices and controls. The following procedures were performed specific to trade receivables: • Tested the identified long outstanding trade receivables for recoverability by investigating the reasons for non-payment and corroborating those reasons against supporting documentation. Based on the corroborated reasons provided verified that the long outstanding trade receivables were correctly categorised in the ECL impairment model; • Obtained the historical data used by management in their ECL impairment model and tested a sample, as well as the calculation of the historic loss rate;

Management performed an assessment of the trade receivable balances at year end based on an expected credit loss (ECL) impairment model.

The ECL impairment allowance of trade receivables under IFRS 9 is considered to be a key audit matter due to the significant extent of subjectivity and judgement involved in the assessment.

- Selected all material trade receivables and sampled the remaining trade receivables verifying the recoverability by inspecting evidence for payments received after year- end or other suitable evidence supporting the recoverability of the trade receivables. Based on evidence provided verified that the selected material and remaining trade receivables were correctly categorised in the ECL impairment model;
- For significant current and forward looking assumptions applied in the ECL model for the Group, we corroborated these assumptions using both internal and external sources, and incorporated a further risk premium for the impact of COVID-19 as part of our testing; and
- Re-performed the ECL impairment calculation based on the audit evidence provided for the trade receivables selected and compared it to the ECL impairment calculation performed by management to assess the reasonability of the ECL impairment calculation.

We found the assumptions used by the directors to be appropriate.

We considered impairment loss against trade receivables disclosures to be appropriate.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the document titled "4Sight Holdings Ltd Integrated Report 2019" which includes the Directors' Report, the Audit Committee's Report and the Company Secretary's Certificate. The other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards, the JSE Listing Requirements and the Mauritian Companies Act, 2001, and for such internal control as the directors determine is necessary to enable the preparation of the consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's and the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's and the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and / or company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 04 December 2015, we report that Nexia SAB&T has been the auditor of 4Sight Holdings Ltd for 3 years.

Nexia SAB&T

Nexia SAB&T
Director: J. Engelbrecht
119 Witch-Hazel Avenue, Highveld-Technopark, Centurion
26 June 2020

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2019

Figures in US Dollar	Note(s)	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018
Assets					
Non-Current Assets		**24 806 814**	**50 217 998**	**26 509 366**	**55 173 570**
Property, plant and equipment	3	2 814 832	2 853 791	-	-
Goodwill	4	15 051 491	32 787 261	-	-
Intangible assets	5	5 586 935	13 348 700	-	-
Interest in subsidiaries	6	-	-	26 490 236	55 168 895
Investment in associates	7	258 060	202 994	8 652	-
Deferred tax	8	986 232	1 025 252	10 478	4 675
Other financial assets	9	109 264	-	-	-
Current Assets		**14 701 971**	**18 810 801**	**1 464 983**	**1 554 991**
Inventories	10	109 346	80 291	-	-
Trade and other receivables	11	10 184 201	14 241 733	-	-
Loans to group companies	12	-	-	1 464 875	1 532 768
Contract assets	20	246 471	321 523	-	-
Other financial assets	9	189 143	20 132	-	-
Current tax receivable		286 586	230 822	-	-
Cash and cash equivalents	13	3 686 224	3 916 300	108	22 223
Total Assets		**39 508 785**	**69 028 799**	**27 974 349**	**56 728 561**
Equity and Liabilities					
Equity					
Equity Attributable to Equity Holders of Parent					
Share capital	14	55 813 532	50 510 998	55 813 532	50 510 998
Reserves	15&16	(3 855 004)	(4 147 343)	-	-
Retained Income/ (accumulated loss)		(24 902 824)	735 330	(31 626 812)	(4 240 688)
		27 055 704	**47 098 985**	**24 186 720**	**46 270 310**
Non-controlling interest	17	61 538	(157 424)	-	-
		27 117 242	**46 941 561**	**24 186 720**	**46 270 310**
Liabilities					
Non-Current Liabilities		**1 768 447**	**5 550 788**	**54 976**	**3 974 005**
Other financial liabilities	18	1 499 087	5 358 347	54 976	3 974 005
Contract liabilities	20	-	58 431	-	-
Deferred tax	8	269 360	134 010	-	-
Current Liabilities		**10 623 096**	**16 536 450**	**3 732 653**	**6 484 246**
Trade and other payables	19	6 015 607	6 904 671	228 485	57 441
Other financial liabilities	18	4 241 128	7 323 334	3 504 168	6 426 805
Contract liabilities	20	297 092	2 081 789	-	-
Bank overdraft	13	-	150 421	-	-
Current tax payable		69 269	76 235	-	-
Total Liabilities		**12 391 543**	**22 087 238**	**3 787 629**	**10 458 251**
Total Equity and Liabilities		**39 508 785**	**69 028 799**	**27 974 349**	**56 728 561**

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME / LOSS

FOR THE YEAR ENDED 31 DECEMBER 2019

Figures in US Dollar	Note(s)	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018
Revenue	20	43 034 298	44 538 909	-	-
Cost of sales	21	(15 347 156)	(15 893 077)	-	-
Gross profit		**27 687 142**	**28 645 832**	**-**	**-**
Other income	22	2 481 092	3 464 518	1 784 486	3 302 061
Operating expenses		(54 986 018)	(31 703 326)	(28 876 632)	(6 970 496)
Operating profit (loss)	**23**	**(24 817 784)**	**407 024**	**(27 092 146)**	**(3 668 435)**
Investment income	24	190 919	89 585	-	-
Income from equity accounted investments	7	555 075	171 539	-	-
Finance costs	25	(513 424)	(718 408)	(299 780)	(515 307)
Loss before taxation		**(24 585 214)**	**(50 260)**	**(27 391 926)**	**(4 183 742)**
Taxation	26	(792 900)	(1 031 169)	5 802	3 702
Loss for the period		**(25 378 114)**	**(1 081 429)**	**(27 386 124)**	**(4 180 040)**
Other comprehensive income (loss):					
Items that may be reclassified to profit or loss:					
Exchange differences on translating foreign operations		288 919	(1 385 411)	-	-
Other comprehensive income (loss) for the period net of taxation	27	**288 919**	**(1 385 411)**	-	**-**
Total comprehensive income (loss) for the period		**(25 089 195)**	**(2 466 840)**	**(27 386 124)**	**(4 180 040)**
Profit (loss) attributable to:					
Owners of the parent		(25 638 154)	(1 235 356)	(27 386 124)	(4 180 040)
Non-controlling interest		260 040	153 927	-	-
		(25 378 114)	**(1 081 429)**	**(27 386 124)**	**(4 180 040)**
Total comprehensive income (loss) attributable to:					
Owners of the parent		(25 345 815)	(2 422 558)	(27 386 124)	(4 180 040)
Non-controlling interest		256 620	(44 282)	-	-
		(25 089 195)	**(2 466 840)**	**(27 386 124)**	**(4 180 040)**
Earnings per share					
Per share information in USD cents					
Basic loss per share (c)	28	(3.69)	(0.25)		
Dilutive loss per share (c)	28	(2.97)	(0.16)		

STATEMENT OF CHANGES IN EQUITY

Figures in US Dollar	Share capital	Listing expenses	Treasury shares	Total share capital	Foreign currency translation reserve	Non-distributable reserves	Total reserves	Retained Income/ (accumulated loss)	Total attributable to equity holders of the group / Company	Non-controlling interest	Total equity
Group											
Balance at 1 January 2018	**41 717 755**	**(421 834)**	**-**	**41 295 921**	**256 982**	**(3 217 123)**	**(2 960 141)**	**1 970 686**	**40 306 466**	**(87 550)**	**40 218 916**
Profit (loss) for the year 2018	-	-	-	-	-	-	-	(1 235 356)	(1 235 356)	153 927	(1 081 429)
Other comprehensive loss	-	-	-	-	(1 187 202)	-	(1 187 202)	-	(1 187 202)	(198 209)	(1 385 411)
Total comprehensive loss for the period	**-**	**-**	**-**	**-**	**(1 187 202)**	**-**	**(1 187 202)**	**(1 235 356)**	**(2 422 558)**	**(44 282)**	**(2 466 840)**
Issue of shares	10 010 507	(41 862)	(753 568)	9 215 077		-	-	-	9 215 077	-	9 215 077
Dividend paid by subsidiary	-	-	-	-	-	-	-	-	-	(21 015)	(21 015)
Business combinations	-	-	-	-	-	-	-	-	-	(4 577)	(4 577)
Balance at 31 December 2018	**51 728 262**	**(463 696)**	**(753 568)**	**50 510 998**	**(930 220)**	**(3 217 123)**	**(4 147 343)**	**735 330**	**47 098 985**	**(157 424)**	**46 941 561**
Profit (loss) for the year	-	-	-	-	-	-	-	(25 638 154)	(25 638 154)	260 040	(25 378 114)
Other comprehensive income	-	-	-	-	292 339	-	-	-	292 339	(3 420)	288 919
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**292 339**			**(25 638 154)**	**(25 345 815)**	**256 620**	**(25 089 195)**
Issue of shares	5 347 377	-	-	5 347 377	-	-	-	-	5 347 377	-	5 347 377
Cancellation of treasury shares	(753 568)	-	708 725	(44 843)	-	-	-	-	(44 843)	-	(44 843)
Dividend paid by subsidiary -	-	-	-	-	-	-	-	-	-	(71 691)	(71 691)
Disposal of subsidiary operations	-	-	-	-	-	-	-	-	-	16 652	16 652
Business combination -	-	-	-	-	-	-	-	-	-	17 381	17 381
Balance at 31 December 2019	**56 322 071**	**(463 696)**	**(44 843)**	**55 813 532**	**(637 881)**	**(3 217 123)**	**-**	**(24 902 824)**	**27 055 704**	**61 538**	**27 117 242**
Note(s)	14	14	14	14	15	16				17	
Company											
Balance at 1 January 2018	**41 717 755**	**(421 834)**	**-**	**41 295 921**	**-**	**-**	**-**	**(60 648)**	**41 235 273**	**-**	**41 235 273**
Loss for the year 2018	-	-	-	-	-	-	-	(4 180 040)	(4 180 040)	-	(4 180 040)
Total comprehensive Loss for the year	-	**-**	**-**	**-**	**-**	**-**	**-**	**(4 180 040)**	**(4 180 040)**	**-**	**(4 180 040)**
Issue of shares	10 010 507	(41 862)	(753 568)	9 215 077		-	-	-	9 215 077		9 215 077
Balance at 31 December 2018	**51 728 262**	**(463 696)**	**(753 568)**	**50 510 998**	**-**	**-**	**-**	**(4 240 688)**	**46 270 310**	**-**	**46 270 310**
Note(s)											
Loss for the period 2019	-	-	-	-	-	-	-	(27 386 124)	(27 386 124)	-	(27 386 124)
Total comprehensive Loss for the year	-	**-**	**-**	**-**	**-**	**-**	**-**	**(27 386 124)**	**(27 386 124)**	**-**	**(27 386 124)**
Issue of shares	4 593 809	-	708 725	5 302 534		-	-		5 302 534		5 302 534
Balance at 31 December 2019	**56 322 071**	**(463 696)**	**(44 843)**	**55 813 532**	**-**	**-**	**-**	**(31 626 812)**	**24 186 720**	**-**	**24 186 720**
Note(s)	14	14	14	14							

STATEMENT OF CASH FLOWS

Figures in US Dollar	Note(s)	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018
Cash flows from operating activities					
Cash generated from (used in) operations	29	2 585 092	2 398 637	(29 782)	(142 008)
Investment income		190 919	89 585	-	-
Finance costs		(198 954)	(288 677)	(9 313)	-
Tax paid	30	(664 848)	(942 093)	-	-
Net cash generated from operating activities		**1 912 209**	**1 257 452**	**(39 095)**	**(142 008)**
Cash flows from investing activities					
Purchase of property, plant and equipment	3	(132 603)	(223 537)	-	-
Proceed on disposal of property, plant and equipment	3	-	66 903	-	-
Purchase or development of intangible assets	5	(1 548 329)	(1 558 108)	-	-
Net cash flow from business combinations	32	(120 177)	468 740	-	-
Acquisition of subsidiary investments	33	-	-	-	(74 218)
Loans advanced to group companies		-	-	-	(29 618)
Loans advanced to group companies repaid		-	-	16 980	-
Proceeds from disposal of subsidiaries		326 267	-	-	-
Net cash (used in)/ generated from investing activities		**(1 474 842)**	**(1 246 002)**	**16 980**	**(103 836)**
Cash flows from financing activities					
Expenditure incurred on share issue		-	(41 862)	-	(41 862)
Dividends paid		(71 691)	(21 015)	-	-
Proceeds from other financial liabilities		93 740	1 016 165	-	-
Repayment of other financial liabilities		(455 320)	(442 445)	-	-
Net cash (used in)/ generated from financing activities		**(433 271)**	**510 843**	**-**	**(41 862)**
Total cash movement for the period		**4 096**	**522 293**	**(22 115)**	**(287 706)**
Total cash at the beginning of the period		3 765 879	4 218 268	22 223	309 929
Foreign currency translation		(83 751)	(974 682)	-	-
Total cash at end of the period	13	**3 686 224**	**3 765 879**	**108**	**22 223**

ACCOUNTING POLICIES

1. CORPORATE INFORMATION

4Sight Holdings Ltd is a public Company incorporated and domiciled in Mauritius. The Company was incorporated on 28 June 2017.

The consolidated and separate financial statements for the period ended 31 December 2019 were authorised for issue in accordance with a resolution of the Directors on 26 June 2020.

1. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated and separate financial statements are set out below and were consistently applied in the previous year, except as noted, where applicable.

1.1 Basis of preparation

The consolidated and separate financial statements have been prepared on the going concern basis in accordance with, and in compliance with, International Financial Reporting Standards ("IFRS"), Financial Pronouncements as issued by the Financial Reporting Standards Council and South African Institute of Chartered Accountants ("SAICA") Financial Reporting Guides as issued by the Accounting Practices Committee and effective guides issued and effective at the time of preparing these consolidated and separate financial statements, the Mauritian Companies Act and the JSE Listing Requirements.

The consolidated and separate financial statements have been prepared on the historic cost convention, unless otherwise stated in the accounting policies which follow and incorporate the principal accounting policies set out below. They are presented in US Dollars, which is the Company's functional currency.

1.2 Consolidation

Basis of consolidation

Where the Company has control over an investee, it is classified as a subsidiary.

The Group 'controls' an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

The consolidated financial statements present the results of the Company and its subsidiaries ("the Group") as if they formed a single entity.

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of the net assets of the subsidiary is recorded in equity, as a non-distributable reserve. Non-controlling interests in the net assets of consolidated subsidiaries are identified and recognised separately from the Group's interest therein and are recognised in equity. Losses of subsidiaries attributable to non-controlling interests are allocated to the non-controlling interest even if this results in a debit balance being recognised for the non-controlling interest. When the group ceases to have control, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

Consolidation procedures

Adjustments are made when necessary to the financial statements of subsidiaries to bring their accounting policies in line with those of the Group. All intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Investments in subsidiaries in the separate financial statements

In the Company's separate annual financial statements, investments in subsidiaries are carried at cost less any accumulated impairment. The cost of an investment in a subsidiary is the aggregate of:

- the fair value, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Company; plus
- any costs directly attributable to the purchase of the subsidiary.

Business combinations

The Group accounts for business combinations using the acquisition method of accounting. The cost of the business combination is measured as the aggregate of the fair values of assets given, liabilities incurred or assumed and equity instruments issued. Costs directly attributable to the business combination are expensed as incurred, except the costs to issue debt which are amortised as part of the effective interest and costs to issue equity that are recognised within equity.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are generally recognised at their fair value. Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. Non-controlling interests are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis.

1.3 Property, plant and equipment

An item of property, plant and equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the Group, and the cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost. Expenditure incurred subsequently for major services, additions to or replacements of parts of property, plant and equipment are capitalised if it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost can be measured reliably. Day to day servicing costs are included in profit or loss in the period in which they are incurred.

Depreciation of an asset commences when the asset is available for use as intended by management. Depreciation is charged to write off the asset's carrying amount over its estimated useful life to its estimated residual value, using a method that best reflects the pattern in which the asset's economic benefits are consumed by the Group. Leased assets are depreciated in a consistent manner over the shorter of their expected useful lives and the lease term. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale or derecognised.

Item	Depreciation method	Average useful life
Buildings	Straight line	30
Land	Straight line	Indefinite
Plant and equipment	Straight line	10
Furniture and fixtures	Straight line	6
Motor vehicles	Straight line	5
Office equipment	Straight line	5 - 6
IT equipment	Straight line	2 - 3
Lease hold improvement	Straight line	3-5

The residual value, useful life and depreciation method of each asset is reviewed at the end of each reporting period. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its continued use or disposal. Any gain or loss arising from the derecognition of an item of property, plant and equipment, determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item, is included in profit or loss when the item is derecognised.

1.4 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. Goodwill is not amortised but is tested at least annually for impairment.

If goodwill is assessed to be impaired, that impairment is not subsequently reversed. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that are expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal. Goodwill arising on the acquisition of foreign entities is considered an asset of the foreign entity. In such cases the goodwill is translated to US Dollar at the end of each reporting period with the adjustment recognised in equity through to other comprehensive income.

1.5 Intangible assets

Intangible assets are initially recognised at cost. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for as a change in accounting estimate.

Intangible assets with an indefinite useful life are not amortised. Instead, they are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are accounted for on the same basis as intangible assets that are acquired separately.

Amortisation is provided to write down the intangible assets, on a straight line basis, to their residual values as follows:

Item	Useful life
Patents, trademarks and other rights	Indefinite
Computer software	18 - 36 months

1.6 Investment in Associates

Associates are those entities over which the Group has significant influence. In the separate Company financial statements, investments in associates are recognised initially at cost. Subsequently, the investments are measured at cost less any accumulated impairment, if any.

The Group's investments in associates are accounted for using the equity method of accounting. The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

On acquisition of the investment in the associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired. When a Group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

1.7 Financial instruments

Financial instruments comprise loans receivable (Inter-group loans and other financial assets), trade and other receivables (excluding prepayments and value added taxation), cash and cash equivalents, trade and other payables (excluding value added taxation payable), other financial liabilities and bank overdrafts.

Recognition

Financial assets and liabilities are recognised in the group's statement of financial position when the group becomes a party to the contractual provisions of the instruments.
Financial assets are classified as current if expected to be realised or settled within 12 months from the reporting date; if not, they are classified as non-current.

Financial liabilities are classified as non-current if the group has an unconditional right to defer payment for more than 12 months from the reporting date.

Classification

The group classifies financial assets on initial recognition as measured at amortised cost as the group's business model and objective is to hold the financial asset in order to collect the contractual cash flow and the contractual terms allows for cash flows on specified dates for the payment of the principal amounts outstanding.

Financial liabilities are classified and measured at amortised cost. Financial liabilities are derecognised when the obligations specified in the contracts are discharged, cancelled or expire.

Measurement on Initial recognition

All financial assets and liabilities are initially measured at fair value, including transaction costs. Transaction costs of financial liabilities carried at fair value through profit and loss are expensed in profit or loss. A trade receivable without a significant financing component is initially recognised at the transaction price.

Subsequent measurement

Financial assets held at amortised cost are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Foreign exchange gains and losses and impairments are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. Financial liabilities are subsequently measured at amortised cost using the effective interest method.

Contingent consideration arising on acquisition of businesses is classified either as equity or a financial liability. Refer to note 18 for further detail on the contingent consideration classified under other financial liabilities as deferred vendor liabilities. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognised in profit or loss. The liability for amounts due to vendors represents the expected purchase consideration owing in respect of acquisitions which will be settled in cash resources when the relevant profit warranties have been fulfilled.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets have expired or have been transferred and the group has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognised when the obligations specified in the contracts are discharged, cancelled or expire. On derecognition of a financial asset/liability, any difference between the carrying amount extinguished and the consideration paid is recognised in profit or loss.

Impairment of Financial Assets not carried at Fair value

Under IFRS 9 the group calculates its allowance for credit losses as expected credit losses (ECLs) for financial assets measured at amortised cost and contract assets. ECLs are a probability weighted estimate of credit losses.

To calculate ECLs the group segments/groups trade receivables by ageing and recoverability. The group applies the simplified approach to determine the ECL for trade receivables and contract assets. This results in calculating lifetime expected credit losses for trade receivables and contract assets. ECLs for trade receivables is calculated using a provision matrix.

Group loans are assessed for impairment using the general model. Group loans are assessed to determine whether the loan is in Stage 1, Stage 2 or Stage 3 and recognise the expected credit loss accordingly.

Fair value measurements for financial instruments not measured at fair value

Financial assets and financial liabilities at amortised cost – The carrying value of current receivables and liabilities measured at amortised cost approximates their fair value, taking into account the market related interest rate charged and economic conditions as well as specific factors which may affect fair value.

The fair values of the majority of the non-current liabilities measured at amortised cost are also not significantly different to their carrying values, due to the market related interest rate applied to the financing instrument.

1.8 Tax

Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Tax expenses

Current and deferred taxes are recognised as an income or an expense and included in profit or loss for the period, except to the extent that the tax arises from:

- a transaction or event which is recognised, in the same or a different period, to other comprehensive income, or
- a business combination.

Current tax and deferred taxes are charged or credited to other comprehensive income if the tax relates to items that are credited or charged, in the same or a different period, to other comprehensive income.

Current tax and deferred taxes are charged or credited directly to equity if the tax relates to items that are credited or charged, in the same or a different period, directly in equity.

1.9 Leases

The Group recognises a right-of-use asset and a lease liability at the lease commencement date.

The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses, and adjustments for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by the lease payment made. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, change in the assessment of whether a purchase or extension option is reasonably certain to be exercised or termination option is reasonably certain not to be exercised.

The Group has applied judgement to determine the lease term for those contracts in which it is a lessee that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised.

1.10 Inventories

Inventories are measured at the lower of cost and net realisable value on the first-in-first-out basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

The cost of inventories comprises of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

1.11 Impairment of non-financial assets

Frequency of testing

Goodwill and intangible assets not subject to amortisation are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication of impairment. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Goodwill and intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Calculating impairment

When an impairment calculation is performed, the recoverable amount is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

If there is an indication that an impairment loss recognised in prior periods for assets other than goodwill may no longer exist or may have decreased, the recoverable amounts of those assets are estimated. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, provided that the increased carrying amount does not exceed the carrying amount that would have been determined had no previous impairment loss been recognised for the asset (or cash-generating unit). A reversal of an impairment loss is recognised immediately in profit or loss.

1.12 Share capital and equity

Ordinary shares are recognised at no par value and classified as 'share capital' in equity.

1.13 Employee benefits

Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

1.14 Other income

Other income is measured at the fair value of the consideration received or receivable and represents the amounts receivable for goods and services provided which are not part of the normal course of business, net of value added tax. Other income is recognised when the risk and rewards have been transferred.

1.15 Related parties

Related parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the party in making financial and operational decisions.

Key management personnel are also regarded as related parties. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, and this includes all Directors, both executive and non-executive, of the Group.

Related parties applicable to the group are defined as follows:

- The entity and the reporting entity are members of the same group.
- One entity is an associate or joint venture of the other entity
- Both entities are joint ventures of the same third party.
- One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- The entity is controlled or jointly controlled by a person identified as related party in previous section.
- A person having control or joint control of the reporting entity (or his close family member) has significant influence over the entity in question or is a member of the key management personnel of this entity (or of a parent of this entity).
- The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity

1.16 Borrowing costs

All borrowing costs are recognised as an expense in the period in which they are incurred.

1.17 Translation of foreign currencies

Functional and presentation currency

Items included in the consolidated financial statements of each of the Group entities are measured using the currency of the primary economic environment in which the entity operates (functional currency).

The consolidated financial statements are presented in US Dollar which is the Group functional and presentation currency.

Foreign currency transactions

A foreign currency transaction is recorded, on initial recognition in US Dollars, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of the reporting period:

- foreign currency monetary items are translated using the closing rate;
- non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and
- non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous consolidated financial statements are recognised in profit or loss in the period in which they arise.

When a gain or loss on a non-monetary item is recognised to other comprehensive income and accumulated in equity, any exchange component of that gain or loss is recognised to other comprehensive income and accumulated in equity.

When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

Cash flows arising from transactions in a foreign currency are recorded in US Dollars by applying to the foreign currency amount the exchange rate between the US Dollar and the foreign currency at the date of the cash flow.

Investments in foreign subsidiaries

The results and financial position of a foreign operation is translated into the functional currency using the following procedures:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

- income and expenses for each item of profit or loss are translated at exchange rates at the dates of the transactions; and
- all resulting exchange differences are recognised to other comprehensive income and accumulated as a separate component of equity.

Exchange differences arising on a monetary item that forms part of a net investment in a foreign operation are recognised initially to other comprehensive income and accumulated in the translation reserve. They are recognised in profit or loss as a reclassification adjustment through other comprehensive income on disposal of net investment.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of that foreign operation are treated as assets and liabilities of the foreign operation.

The cash flows of a foreign subsidiary is translated at the exchange rates between the functional currency and the foreign currency at the dates of the cash flows.

1.18 Earnings per share

The group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributed to ordinary shareholders and the weighted average number of ordinary shares outstanding by the dilutive effects of the theoretical exercise of all potential ordinary shares on these two numbers respectively.

1.19 Revenue contracts with customers

Revenue is measured based on the transactions price which is the amount of consideration an entity expects to be entitled in exchange for the transfer of promised foods or services to a customer, which is specified in a contract with a customer and excludes amounts collected on behalf of third parties.

Significant Judgements

Our contracts with customers often include promises to transfer multiple products and services to a customer, for instance goods, software and support and maintenance. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgement. When a software based service includes both on-premises software licenses and services and support, judgement is required to determine whether the software license is considered distinct and accounted for separately, or not distinct and accounted for together with the support and maintenance and recognized over time. Certain direct tariff solution software, depend on a significant level of integration, interdependency, and interrelation between the desktop applications and various other services, and are accounted for together as one performance obligation.

Judgement is required to determine the stand alone selling price in a integrated product offering where various distinct performance obligations exist.

Nature of significant revenue streams

The Group's revenue streams consists of the major products and services lines set out below, which includes a description of the principle activities from which the Group generates its revenue, significant judgements applied in assessing the timing of measurement of performance obligation and the transaction price allocated to performance obligations. These product and service lines are applied across all segments, including Telco and Media, Mining and manufacturing, and Platform.

- Major product lines over time

Products and services	Nature, timing of satisfaction of performance obligations and significant payment terms
Software license as a Service with Support and maintenance	Certain software licensing programs include on-premises licenses combined with continuous Software Support and Maintenance. Software license as a service with support and maintenance conveys rights to access and use of the licensed software and upgrades released over the contract period and provides support, tools, and training to help customers deploy and use products more efficiently. Revenue allocated to software license as a service with support and maintenance offered as a service over time, is generally recognised over the contract period as customers simultaneously consume and receive benefits from control over the software license together with periodic support and maintenance services.
Consulting	Revenue related to consulting services over a period of time comprises mostly long term contractual agreements to delivery support and maintenance services on a periodic basis. Revenue from consulting services over a period of time is recognized over the contract period.

- Major product lines at a point in time

Products and services	Nature, timing of satisfaction of performance obligations and significant payment terms
Licenses	Licenses for on-premises software provide the customer with a right to use the software as it exists when made available to the customer. Customers may purchase perpetual licenses or subscribe to licenses, which provide customers with the same functionality and differ mainly in the duration over which the customer benefits from the software. Revenue from distinct on-premises licenses is recognized upfront at the point in time when the software is made available to the customer.

Installation and implementation services	Revenue from installation and implementation services is recognised once the installation and implementation is complete, and the customer takes ownership of the product.
Consulting	Revenue related to consulting services comprises mostly specialised resources based on consumption. Revenue from consulting services is recognized as services are provided.
Support and maintenance	Revenue related to support and maintenance services comprises mostly support services or maintenance required on existing software. Revenue from support and maintenance services is recognized as ad-hoc services are provided and the necessary repairs, maintenance or equivalent services has been completed to the customer's satisfaction.
Physical goods	Revenue from physical goods is recognised at the point in time when ownership of the goods are transferred, and the customer takes control of the goods.
Revenue share	Revenue from revenue sharing is recognised as and when the gaming solutions is utilised by subscribers of a customers network. Revenue from revenue sharing is also recognised when cost savings is achieved by customers utilising our solutions.

Contract assets

Timing of revenue recognition may differ from the timing of invoicing to customers. We record a contract asset when revenue is recognised prior to invoicing. The Group has no significant payment terms or warranties included in its contracts with customers.

Contract liabilities

A contract liability occurs due to a difference between the fulfillment of a performance obligation and the receipt /entitlement to consideration. We record a contract liability where the consideration relating to the revenue has been received prior to the performance obligation having been met.

Generally, the Group receives short-term advances from its customers and in certain cases there are delayed payment terms of generally 30 days. Using the practical expedient in IFRS 15, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised goods or services to the customer and when the customer pays for these goods or services will be one year or less.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. FIRST TIME ADOPTION OF NEW ACCOUNTING STANDARD

2.1. IFRS 16 – LEASES

The Group has applied IFRS 16 Leases from 1 January 2019.

IFRS 16 introduced a single, on-balance sheet accounting model for leases. As a result, the Group, as a lessee, has recognised right-of-use assets representing its right to use the underlying assets and lease liabilities presenting its obligation to make lease payments.

The Group has applied IFRS 16 using the modified retrospective approach. Accordingly, the comparative information for 2018 has not been restated. The right of use asset is measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments recognized immediately before the date of initial application. The details of the changes in accounting policy are disclosed below.

The Group used the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17.

- the lease payments were previously treated as an operating lease expense as per IAS 17
- applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months lease term.
- excluded initial direct costs from measuring the right-to-use assets at date of initial application.
- used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

Definition of a lease

Previously, the Group determined at contract inception whether an arrangement was or contained a lease under IFRIC 4. Determining whether an Arrangement contains a lease. The Group now assesses whether a contract contains a lease based on the new definition of a lease. Under IFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

On transition to IFRS 16, the Group elected to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied IFRS 16 only to contracts which were previously identified as leases. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which it is a lessee, the Group has elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

As a lessee

As a lessee, the Group previously classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all of the risks and rewards of ownership.

However, the Group has elected not to recognise right-of-use assets and lease liabilities for some leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Group presents right-of-use assets that do not meet the definition of investment property in property, plant and equipment, the same line item as it presents underlying assets of the same nature it owns.

The Group presents lease liabilities in other financial liabilities in the Statement of Financial Position. Refer to note 18.

2.2. IMPACT ON FINANCIAL STATEMENTS

Impact on transition

On transition to IFRS 16, the Group recognised right-of-use assets and corresponding lease liabilities. The impact on transition is summarised below:

	Group
Figures in US Dollars	1 January 2019
Impact on the statement of financial position	
Assets	
Right-of-use asset classified as property plant and equipment	63 380
Deferred tax asset	(252)
Liabilities	
Lease liabilities	(64 028)
Exempt low value leases per IFRS 16	900
Retained earnings	-

When measuring lease liabilities for leases that were classified as operating leases in terms of IAS 17, the Group discounted lease payments using its incremental borrowing rate at 1 January 2019. The weighted-average rate applied is 10.25%

3. PROPERTY, PLANT AND EQUIPMENT

Group	2019			2018		
	Cost	Accumulated depreciation	Carrying value	Cost	Accumulated depreciation	Carrying value
Furniture and fixtures	151 293	(100 403)	50 890	153 423	(38 966)	114 457
IT equipment	723 809	(580 409)	143 400	622 956	(440 830)	182 126
Land and buildings	2 396 682	-	2 396 682	2 338 899	-	2 338 899
Motor vehicles	143 157	(87 016)	56 141	182 105	(121 394)	60 711
Office equipment	192 566	(111 746)	80 820	152 472	(45 854)	106 618
Plant and equipment	16 650	(9 325)	7 325	13 813	(8 197)	5 616
Leasehold improvement	66 543	(23 015)	43 528	59 518	(14 154)	45 364
Right of use asset	60 038	(23 992)	36 046	-	-	-
Total	**3 750 738**	**(935 906)**	**2 814 832**	**3 523 186**	**(669 395)**	**2 853 791**

Reconciliation of property, plant and equipment - Group - 2019

	Opening balance	Additions	Additions through business combinations	Disposals	Foreign exchange movements	Depreciation	Total
Furniture and fixtures	114 457	14 815	1 719	(6 695)	(59 739)	(13 667)	50 890
IT equipment	182 126	85 366	-	(16 237)	(3 443)	(104 412)	143 400
Land and buildings	2 338 899	-	-	-	57 783	-	2 396 682
Motor vehicles	60 711	18 212	-	-	1 235	(24 017)	56 141
Office equipment	106 618	15 506	-	(913)	(9 757)	(30 634)	80 820
Plant and equipment	5 616	70	2 791	-	(232)	(850)	7 325
Leasehold improvement	45 364	6 976	-	-	142	(1 978)	43 528
Right of use asset	-	62 732	-	-	(3 334)	(23 352)	36 046
Total	**2 853 791**	**196 631**	**4 510**	**(23 845)**	**(17 345)**	**(198 910)**	**2 814 832**

Reconciliation of property, plant and equipment - Group - 2018

	Opening balance	Additions	Additions through business combinations	Disposals	Foreign exchange movements	Depreciation	Total
Furniture and fixtures	40 480	2 342	129 675	(35)	(30 199)	(27 806)	114 457
IT Equipment	162 540	116 074	61 377	-	(25 403)	(132 462)	182 126
Land and buildings	2 722 201	-	-	-	(383 302)	-	2 338 900
Motor vehicles	92 945	32 135	16 689	(28 004)	(16 618)	(36 436)	60 711
Office equipment	22 608	71 032	53 304	(76)	(15 656)	(24 594)	106 618
Plant and equipment	7 775	11	1 081	(903)	(1 098)	(1 250)	5 616
Leasehold improvement	-	1 943	57 575	-	(9 952)	(4 202)	45 364
Total	**3 048 549**	**223 537**	**319 701**	**(29 018)**	**(482 228)**	**(226 750)**	**2 853 791**

	Group	Group	Company	Company
Figures in US Dollar	31 December 2019	31 December 2018	31 December 2019	31 December 2018

Property, plant and equipment encumbered as security

The following assets have been encumbered as security for the secured long-term borrowings. Refer to note 18:

Buildings Refer to details of properties below for individual buildings encumbered as security.	2 065 258	2 035 235	-	-
Motor vehicles The motor vehicles are secured by various installment sales agreements.	56 141	80 685	-	-

Fair value of building

Fair value of the building carried at cost	2 481 882	2 363 697	-	-

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

Details of properties

Portion 1 of Erf 1781 Fourways

This property is secured over a mortgage bond with Standard Bank of South Ltd.
Refer to note 18.

- Opening balance	1 892 023	2 202 091	-	-
- Foreign exchange movements	19 310	(310 068)	-	-
	1 911 333	**1 892 023**	**-**	**-**

Portion 3 of Erf 1781 Fourways

This property is secured over a mortgage bond with Standard Bank of South Ltd.
Refer to note 18.

- Opening balance	29 422	34 244	-	-
- Foreign exchange movements	309	(4 822)	-	-
	29 731	**29 422**	**-**	**-**

Portion 228 of Stand 529 Jukskei Park Township

- Opening balance	303 663	353 428	-	-
- Foreign exchange movements	27 761	(49 765)	-	-
	331 424	**303 663**	**-**	**-**

Stand 1311 Alberton North

This property is secured over a mortgage bond with ABSA Bank Ltd.
Refer to note 18.

- Opening balance	113 790	132 438	-	-
- Foreign exchange movements	10 404	(18 648)	-	-
	124 194	**113 790**	**-**	**-**

The current residual value of the land and buildings exceeded the cost and hence no depreciation charge was recognised for the current financial period. The residual values are reviewed annually.

The Group had no outstanding contractual commitments to acquire additional items of property, plant and equipment at the end of the respective reporting periods.

Registers with details of land and buildings are available for inspection by shareholders or their duly authorised representatives at the registered office of the Company and its respective subsidiaries.

4. GOODWILL

Group	2019			2018		
	Valuation	Accumulated impairment	Carrying value	Valuation	Accumulated impairment	Carrying value
Goodwill	39 894 355	(24 842 864)	15 051 491	39 538 495	(6 751 234)	32 787 261
Total	**39 894 355**	**(24 842 864)**	**15 051 491**	**39 538 495**	**(6 751 234)**	**32 787 261**

Reconciliation of goodwill - Group - 2019

	Opening balance	Additions through business combinations	Impairment	Total
Goodwill	32 787 261	355 860	(18 091 630)	15 051 491
Total	**32 787 261**	**355 860**	**(18 091 630)**	**15 051 491**

Reconciliation of goodwill - Group - 2018

	Opening balance	Additions through business combinations	Impairment	Total
Goodwill	23 803 478	15 735 017	(6 751 234)	32 787 261
Total	**23 803 478**	**15 735 017**	**(6 751 234)**	**32 787 261**

	Group	Group
Figures in US Dollar	31 December 2019	31 December 2018
Reconciliation of goodwill per company		
BluESP Holdings (Pty) Ltd	3 369 882	3 369 882
Digitata Ltd	-	12 531 868
Digitata South Africa (Pty) Ltd	-	1 988 528
Foursight Holdings (Pty) Ltd	286 743	286 743
Casewise South Africa (Pty) Ltd	-	1 369 189
Corporate Life Style Management (Pty) Ltd	-	92 228
Fleek Consulting (Pty) Ltd	-	1 888 954
Simulation Engineering Technologies (Pty) Ltd	3 391 601	3 391 601
Strategix Application Solutions (Pty) Ltd	-	220 863
AccTech Systems (Pty) Ltd	5 690 961	5 690 961
Dynamics Africa Services (Pty) Ltd	1 849 064	1 849 064
Combined Source Trading (Pty) Ltd	107 380	107 380
AccTech Consulting (Pty) Ltd	355 860	-
Total	**15 051 491**	**32 787 261**

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units (CGUs) that are expected to benefit from that business combination. For the purposes of goodwill impairment assessment, the CGUs are reflected below.

BluESP Holdings (Pty) Ltd

In 2017 4Sight Holdings Ltd acquired a 100% interest in BluESP Holdings (Pty) Ltd, a supplier of software development services and information technology, with effect from date of listing. The transaction was a strategic purchase to incorporate under a single Group, the software development and service rendering capabilities of a holistic information technology service provider in the mining and manufacturing sector.

Digitata Ltd and its subsidiaries

In 2017 4Sight Holdings Ltd acquired 100% of the issued share capital in Digitata Ltd, a Mauritius based technology Group on 1 July 2017.

The transaction was a strategic purchase to incorporate under a single Group, the software development and service rendering capabilities of a holistic Information Technology service provider. This included Digitata South Africa (Pty) Ltd, a subsidiary of Digitata Ltd, which held goodwill of USD 1 988 528 acquired from various acquisitions performed by the company prior to acquisition by 4Sight Holdings Ltd.

Simulation Engineering Technologies (Pty) Ltd (“SET”)

SET is an independent consulting company that specialises in creating accurate discrete-event computer simulation models of complex systems in the mining, rail, logistics, manufacturing, and service industries. SET was established in 2004, and its senior staff have been in the simulation industry since 1995.

SET has over 50 years of collective experience in conducting simulation studies in the aforementioned industries.SET’s professional services include the application of various industrial engineering techniques and principles such as process simulation, production scheduling, warehouse slotting optimisation, capacity planning, operations improvement, systems optimisation, work studies, and training. SET is also a supplier of various simulation, scheduling, and optimisation software packages in Africa and the Middle East, with strategic partnerships across the globe

Casewise South Africa (Pty) Ltd (“Casewise”)

Casewise specialises in enterprise architecture and enterprise data modelling and design – the cornerstones of enabling digitisation of physical assets. These data management tools form the basic design and deployment tools of analysing, constructing, and deploying data in Industry 4.0 applications.

AccTech Systems (Pty) Ltd (“AccTech”) & Dynamics Africa Services (Pty) Ltd (“Dynamics”)

AccTech has been servicing the private and government sectors on enterprise resource planning (ERP) products since 1994, with over 1 200 customers and 35 600 users locally and internationally

(80% of them in RSA). AccTech has offices in 15 African cities and 300 staff (180 in the Pretoria head office), all within Africa's reach. The main products and services include business software (ERP), business process management (BPM), human resource management (HRM), business intelligence (BI), implementation services, software development, and system support. These products and services are delivered to customers in various industries such as finance, mining, manufacturing, distribution, logistics, property management, state-owned organisations, not-for-profits, and retail.

Of the users, 12 000 are on AccTech's own BPM solution, 12 000 are on Sage ERP products, 5 000 are on third-party products, and 6 600 users are on human capital and customer relations management (CRM) solutions from Sage and Microsoft. Dynamics Africa has been appointed by Microsoft as an Indirect cloud solutions provider (CSP) for the Middle East, Central Europe, and Africa regions. The CSP program allows for the distribution of Microsoft's range of cloud applications, including Office 365, Dynamics Africa 365, and Microsoft Azure to its dedicated partners across the globe.

AccTech Consulting (Pty) Ltd ("AccTech Namibia")

AccTech Namibia is a technology and services company that operates in the Namibian ICT sector. Our team focuses delivering (amongst others) ERP, Business Intelligence, Licensing and other 4IR solutions from the 4Sight Group into the Namibian market.

Annual impairment assessment

The recoverable amounts of the cash generating units ("CGUs") related to goodwill are determined from value in use calculations, which are higher than the fair value less cost to sell. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the period.

Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on historical and industry growth forecasts. Changes in selling prices and direct costs are based on historical information and expectations of future changes in the market.

Cash flow forecasts are derived from the most recent financial budgets of each CGU approved by management. The cash flows are forecast for the following five years based on an estimated and very conservative growth rate of between 2% and 6% (2018: 8% and 11%). This rate does not exceed the average long-term growth rate for the relevant markets. A pre-tax discount rate of between 12% and 17.5% (2018: 17.5% and 21%) was used for the value in use calculations after the impact of the industry related risk, specific to each CGU.

The following other key assumptions were included in the financial budgets to determine the future cash flows:

- Maintaining the budgeted levels of overheads; and
- Growth of new business and enterprise development funding through the capital raising and acquisition synergies.

Impairment of goodwill

The above impairment assessments have resulted in the impairment of various CGU's, following significant declining performance of the underlying business to which the goodwill relates. A number of adverse operating events occurred during the period under review which had an on going negative impact on the underlying cash-generating units.

During the period the following impairment losses were recognised on goodwill:

Digitata Ltd	12 531 868
Digitata South Africa (Pty) Ltd	1 988 528
Casewise South Africa (Pty) Ltd	1 369 189
Corporate Life Style Management (Pty) Ltd	92 228
Fleek Consulting (Pty) Ltd	1 888 954
Strategix Application Solutions (Pty) Ltd	220 863
Total	**18 091 630**

The main assumptions applied which resulted in the respective impairment was:

- Strategix was unable to obtain sufficient market traction and has for the current financial year continued to incur losses, with future cash flow forecasts indicating continued losses would prevail. The Group disposed of its controlling interest in Strategix during the current financial year;

- Fleek Consulting, a company which was purchased from a previous director of 4Sight Holdings Ltd, continued to lose market share due to key customer cancelling or not renewing significant contractual agreements. The company struggled to add new business and increase its market share. The above factors negatively impact the future earnings of the business and the decision was made to impair the goodwill;

- Digitata, which represents the majority of the Telco structure has incurred a loss for the full year due to a decline in market demand. The Telco segment had to undergo a significant restructuring process during the period, which resulted in a decrease in service delivery capacity and ultimately negatively impacts the future earnings potential of the CGU's. In addition, the Telco cluster, which normally sees increased revenue during the second half of the year, had not secured any significant contracts in the reporting period; and

- Casewise lost a significant customer in the current financial year with revenue decreasing in excess of 50%. Management restructured the business to control the costs however they were unable to successfully secure new clientele. An active drive will be required to take the current business offerings into the market. A decision was taken to impair the goodwill.

Sensitivity analysis

The recoverable amount of each cash-generating unit (CGU) is determined based on a value in use calculation which uses cash flow projections based on financial forecasts approved by the directors, utilising various assumptions as detailed above.

The impairment calculations were tested for sensitivity to significant changes in the key assumptions used.

The basis for the sensitivity analysis was a reduction of up to 10% in the forecasted operating profit used in the value-in use calculation and a 2.5% increase in the weighted average cost of capital. The sensitivity analysis did not result in any impairment triggers being identified.

5. INTANGIBLE ASSETS

Group	2019			2018		
	Cost	Accumulated Amortisation and impairment	Carrying value	Cost	Accumulated Amortisation and impairment	Carrying value
Computer software	10 229 899	(7 306 191)	2 923 708	12 797 857	(9 857 022)	2 940 835
Patents and trademarks	10 407 863	(7 744 636)	2 663 227	10 407 865	-	10 407 865
Total	**20 637 762**	**(15 050 827)**	**5 586 935**	**23 205 722**	**(9 857 022)**	**13 348 700**

Reconciliation of intangible assets - Group - 2019

	Opening balance	Additions	Additions through business combinations	Disposals	Impairments	Foreign exchange movements	Amortisation	Total
Computer software	2 940 837	1 548 329	-	(245 611)	(22 025)	30 971	(1 328 794)	2 923 708
Patents and trademarks	10 407 863	-	-	-	(7 746 970)	2 334	-	2 663 227
Total	**13 348 700**	**1 548 329**	**-**	**(245 611)**	**(7 768 995)**	**33 305**	**(1 328 794)**	**5 586 935**

Reconciliation of intangible assets - Group - 2018

	Opening balance	Additions	Additions through business combinations	Disposals	Impairments	Foreign exchange movements	Amortisation	Total
Computer software	2 106 298	1 558 108	28 739	-	-	(39 569)	(712 740)	2 940 835
Patents and trademarks	8 381 546	-	2 026 319	-	-	-	-	10 407 865
Total	**10 487 844**	**1 558 108**	**2 055 058**	**-**	**-**	**(39 569)**	**(712 740)**	**13 348 700**

	Group	
Figures in US Dollars	31 December 2019	31 December 2018

Pledged as security

Carrying value of intangible assets pledged as security (Refer to note 18)		
Computer Software purchased	24 066	42 212

Intangible assets with indefinite lives:

Patents and trademarks	2 663 227	10 407 865

Indefinite life intangible assets consist of patents and trademarks acquired through business combinations. An impairment loss was recognised during the current period relating to the patents and trademarks in the Digitata Group due the carrying amount exceeding the recoverable amount of these assets.

The remainder of the balance of patents and trademarks with indefinite useful lives relates mostly to the AccTech Systems acquisition and the recoverable amounts of cash generating units ("CGUs") related to indefinite useful life intangible assets are consistent with those disclosed under note 4 as these assets relate to the same CGU. Accordingly, the assumptions disclosed under note 4 apply to these assets.

The indefinite life intangible assets are considered intangible assets with an indefinite useful life, based on all relevant factors considered such as technological obsolescence, typical product life cycles and stability of the industry. There is no foreseeable limit to the period over which the asset is expected to generate cash flows.

6. INTERESTS IN SUBSIDIARIES

The following table lists the entities which are controlled directly by the Company, and the carrying amounts of the investments in the Company's separate financial statements.

Company Total				26 490 236	55 168 895
Name of company Figures in US Dollar	Held by	Country	% holding	Carrying amount 2019	Carrying amount 2018
Digitata Ltd	4Sight Holdings Ltd	Mauritius	100.00%	7 817 979	33 000 000
AGE Technologies JHB (Pty) Ltd	4Sight Holdings Ltd	South Africa	100.00%	-	-
BluESP Holdings (Pty) Ltd	4Sight Holdings Ltd	South Africa	100.00%	3 407 597	3 407 597
BluESP (Pty) Ltd	4Sight Holdings Ltd	South Africa	18.00%	727 836	727 836
Foursight Holdings (Pty) Ltd *	4Sight Holdings Ltd	South Africa	100.00%	14 536 824	18 033 462
Dynamics Africa Services Ltd	4Sight Holdings Ltd	Mauritius	100.00%	-	-

* Effective interest through indirect ownership is 100% through BluESP Holdings (Pty) Ltd

Indirectly held investments

BluESP (Pty) Ltd	BluESP Holdings (Pty) Ltd	South Africa	82.00 %	542 768	542 768
Digitata Insights Ltd	Digitata Ltd	South Africa	82.53%	645	145
Digitata South Africa (Pty) Ltd	Digitata Ltd	Mauritius	100.00%	6 186 851	10 338 103
Digitata Latin America Incorporated	Digitata Ltd	Panama	100.00%	-	10 000
Digitata (Seychelles) Ltd	Digitata Ltd	Malaysia	95.00%	-	19
Battler Investments (Pty) Ltd	Digitata South Africa (Pty) Ltd	South Africa	100.00%	196 911	196 911
Digitata Networks (Pty) Ltd	Digitata South Africa (Pty) Ltd	South Africa	70.69%	161 695	161 695
Rorotika Mobile (Pty) Ltd	Digitata South Africa (Pty) Ltd	South Africa	49.00%	-	28
Glovent Solutions (Pty) Ltd	Digitata South Africa (Pty) Ltd	South Africa	73.00%	-	1 652 580
GLO Int (Pty) Ltd	Digitata Ltd	Mauritius	63.27%	-	63
Casewise South Africa (Pty) Ltd	Foursight Holdings (Pty) Ltd	South Africa	100.00%	-	1 427 521
Visualitics (Pty) Ltd	Foursight Holdings (Pty) Ltd	South Africa	100.00%	-	-
Corporate Lifestyle Management (Pty) Ltd	Foursight Holdings (Pty) Ltd	South Africa	51.00%	-	89 563
Fleek Consulting (Pty) Ltd	Foursight Holdings (Pty) Ltd	South Africa	87.00%	-	1 801 111
Simulation Engineering Technologies (Pty) Ltd	Foursight Holdings (Pty) Ltd	South Africa	70.00%	3 603 450	3 603 450
Strategix Application Solutions (Pty) Ltd	Foursight Holdings (Pty) Ltd	South Africa	51.00%	-	178 444
AccTech Systems (Pty) Ltd	Foursight Holdings (Pty) Ltd	South Africa	100.00%	8 427 022	8 427 022
Dynamics Africa Services (Pty) Ltd	Foursight Holdings (Pty) Ltd	South Africa	100.00%	106 755	106 755
Combined Source Trading (Pty) Ltd	Foursight Holdings (Pty) Ltd	South Africa	100.00%	113 863	113 863
AccTech Consulting (Pty) Ltd	Foursight Holdings (Pty) Ltd	South Africa	100.00%	511 726	-

Subsidiaries pledged as security

At 31 December 2019 and up to the date of the report none of the subsidiaries have been pledged as security.

Restrictions relating to subsidiaries

There are no significant restrictions to the Group in respect of the ability to access assets and liabilities of the subsidiaries.

Impairment of investments

During the period the investments in Digitata Ltd, Fleek Consulting (Pty) Ltd, Casewise South Africa (Pty) Ltd, Strategix Application Solutions (Pty) Ltd and Corporate Lifestyle Management (Pty) Ltd, were impaired by USD 25 182 021, USD 1 801 111, USD 1 427 521, USD 178 444, USD 89 563 respectively. The assumptions applied in these impairments are considered to be in line with those applied in note 4.

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

7. INVESTMENT IN ASSOCIATES

Carrying amount of investments in associates

Digitata Networks Americas LLC	249 408	194 925	-	-
Aggregated of associates that are not individually material	8 652	8 069	8 652	-
	258 060	**202 994**	**8 652**	**-**

Opening balance	202 994	-	-	-
Cost of investments in associates	-	31 259	8 652	-
Share of comprehensive income / (loss)	555 075	171 539	-	-
Distributions to owners	(501 081)	-	-	-
Foreign exchange and other movements	1 072	196	-	-
Total	**258 060**	**202 994**	**8 652**	**-**

On 31 December 2019 the Group disposed of its remaining interest in 4Sight Holdings South Africa (Pty) Ltd and Sirbie (Pty) Ltd as part of the disposal of Visualitics (Pty) Ltd and its subsidiaries.

	Effective holdings 2019	Effective holdings 2018
Digitata Networks Americas LLC	49%	49%
4Sight Holdings South Africa (Pty) Ltd	0%	49%
4Sight South Africa (Pty) Ltd	49%	0%
Sirbie (Pty) Ltd	0%	50%

Summarised aggregated financial information of Digitata Networks Americas LLC:

Current assets	1 122 826	195 425
Current liabilities	613 176	121 851
Revenue	3 273 073	1 225 707
Profit from operations	2 396 658	795 611
Total comprehensive income	1 132 805	397 805
Groups share of total comprehensive income	**555 075**	**194 925**

Digitata Networks Americas LLC is a network service provider. The entity's principal place of business is in Dallas, Texas in the United States of America. These investments are recognised as investments in associates following the significant influence exercised due to equity held.

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

8. DEFERRED TAX

Deferred tax liability

Temporary differences on property, plant and equipment	(9 876)	(15 544)	-	-
Other deferred tax liability	(10 087)	(1 743)	-	-
Contract assets	(52 422)	(79 642)	-	-
Prepayments	(30 708)	(37 081)	-	-
Intangible Assets	(166 268)	-	-	-
Total deferred tax liability	**(269 360)**	**(134 010)**	**-**	**-**

Deferred tax asset

Leave Accrual	163 609	166 796	-	-
Other deferred tax asset	100 763	75 984	-	-
Tax losses available for set off against future taxable income	602 252	640 409	10 478	4 675
Allowance for credit losses	87 710	42 659	-	-
Contract liabilities	31 898	99 404	-	-
Total deferred tax asset, net of valuation allowance recognised	**986 232**	**1 025 252**	**10 478**	**4 675**

Deferred tax liability	(269 360)	(134 010)	-	-
Deferred tax asset	986 232	1 025 252	10 478	4 675
Total net deferred tax asset	**716 872**	**891 242**	**10 478**	**4 675**

Reconciliation of deferred tax asset / (liability)

Opening Balance	891 242	1 021 555	4 675	973
Tax loss available for set off against future taxable income	(38 157)	(20 309)	5 802	3 702
Originating deductible temporary difference allowance for credit losses	45 051	42 659	-	-
(Reversing) Originating deductible temporary difference on leave accrual	(3 187)	63 753	-	-
Reversing deductible temporary difference on contract liabilities	(67 506)	(260 396)	-	-
Reversing (Originating) deductible temporary difference on property, plant and equipment	5 668	(15 544)	-	-
Originating deductible temporary difference on intangible assets	(166 268)	-	-	-
Reversing/ (Originating) deductible temporary difference on contract assets	27 220	(79 642)	-	-
Reversing/ (Originating) deductible temporary difference on prepayments	6 373	88 381	-	-
Other temporary differences	16 435	50 785	-	-
	716 872	**891 242**	**10 478**	**4 675**

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

Recognition of deferred tax asset

The Group recognises the net tax benefit relating to deferred income tax assets arising from future deductible temporary differences and past income tax losses. The deferred income tax asset is recognised to the extent it is probable that taxable income will be available from forecast profits to realise the future tax saving. (Refer to note 26 - Taxation, for additional information regarding the estimated tax losses).

The expectation of future profits is based on the Group's strong results in the MMEC and Platform clusters, as well as strategic acquisition and disposal initiatives to be implemented, ensuring the Group's profitability and sustainability.

9. OTHER FINANCIAL ASSETS

Glovent Investments Holdings (Pty) Ltd The loan bears interest at the South African prime interest rate, and is South African Rand denominated. The borrower shall repay the loan in the 12 month period following year end.	-	20 132	-	-
Glovent preference shares The preference shares bear interest at 10% per annum, and are redeemable on 31 August 2024.	109 264	-	-	-
Other financial assets These consist of various ad-hoc loans and receivables, all of which will be repaid with 12 months of reporting date.	189 143	-	-	-
	298 407	**20 132**	**-**	**-**
Non-current asset	109 264	-		
Current asset	189 143	20 132	-	-
	298 407	**20 132**	**-**	**-**

10. INVENTORIES

Work in progress	23 628	-	-	-
Finished goods	85 718	80 291	-	-
	109 346	**80 291**	**-**	**-**

Inventory pledged as security

No inventory was pledged as security to third parties.

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

11. TRADE AND OTHER RECEIVABLES

Trade receivables	9 833 373	13 417 884	-	-
Prepayments and deferred expenses	140 578	317 787	-	-
Deposits	25 276	327 999	-	-
Value Added Tax	-	31 981	-	-
Other receivables	184 974	146 082	-	-
	10 184 201	**14 241 733**	**-**	**-**

Trade receivables past due but not impaired - 2019

The trade receivables which are less than 3 months past due are not considered the be impaired. The ageing of amounts past due and its related allowance for bad debts is provided below:

Groups	**Current**	**30 days**	**60 days**	**90 days**	**120+ days**	**Total**
Gross trade receivables	3 727 671	1 776 459	783 440	448 563	7 946 182	14 682 315
Allowance for credit loss	(384 600)	(102 307)	(34 407)	(47 954)	(4 279 674)	(4 848 942)
	3 343 071	**1 674 152**	**749 033**	**400 609**	**3 666 508**	**9 833 373**

Trade receivables past due but not impaired - 2018

Trade Receivables is subject to an expected credit loss approach in recognising any impairments.
The ageing of trade receivables with the allowance for credit loss is provided below:

Groups	**Current**	**30 days**	**60 days**	**90 days**	**120+ days**	**Total**
Gross trade receivables	9 650 659	1 475 850	518 394	354 062	2 259 796	14 258 761
Allowance for credit loss	(546 324)	-	-	-	(294 553)	(840 877)
	9 104 335	**1 475 850**	**518 394**	**354 062**	**1 965 243**	**13 417 884**

Currencies

The carrying amount of trade receivables are denominated in the following currencies:

Namibian Dollar	125 973	-	-	-
South African Rand	4 364 077	5 360 752	-	-
Euro	-	37 582	-	-
Australian Dollar	3 729	2 903	-	-
Canadian Dollar	-	29 711	-	-
United States Dollar	5 339 594	7 986 936	-	-
	9 833 373	**13 417 884**	**-**	**-**

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018
Reconciliation of allowance for credit losses				
Balance at the beginning of the period	840 877	-	-	-
Allowance for credit lossess movement	4 008 065	840 877	-	-
	4 848 942	**840 877**	**-**	**-**

12. LOANS TO GROUP COMPANIES

Subsidiaries				
Digitata Ltd The loan is unsecured, interest free and has no set date of repayment	-	-	1 464 875	1 532 768
	-	**-**	**1 464 875**	**1 532 768**

13. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of:

Cash on hand	5 995	18 341	-	-
Bank balances	3 680 229	3 897 959	108	22 223
Bank overdraft	-	(150 421)	-	-
	3 686 224	**3 765 879**	**108**	**22 223**
Current assets	3 686 224	3 916 300	108	22 223
Current liabilities	-	(150 421)	-	-
	3 686 224	**3 765 879**	**108**	**22 223**

14. SHARE CAPITAL

Authorised and issued share capital

The Company had 497 489 514 shares in issue at the beginning of the period under review. As per Mauritian company law, the shares of the company are under control of the board and the company does not have authorised share capital.

The following shares were issued during the period:

- 89 817 063 shares at USD 0.021 per share in relation to the achievement of profit warranties related to the acquisition of 70% in SET;

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

- 203 998 368 shares at USD 0.017 per share as settlement of the first earn-out consideration payable relating to the acquisition of AccTech and Dynamics.

The movement on the Treasury shares relates to the repurchase of Strategix Business Solutions by the Group in exchange for the shares issued. At year end the Group disposed of its interest in Strategix Application Solutions (Pty) Ltd in exchange for the consideration of USD 44 843 settled through return of the ordinary shares of the company.

Reconciliation of number of shares issued:

Balance at the beginning of the period	497 489 514	418 106 476	497 489 514	418 106 476
Issue of shares to settle deferred vendor liabilities / acquire subsidiaries	293 815 431	84 843 038	293 815 431	84 843 038
Treasury shares	(1 500 000)	(5 460 000)	(1 500 000)	(5 460 000)
	789 804 945	**497 489 514**	**789 804 945**	**497 489 514**

Issued

Balance at the beginning of the period	50 510 998	41 295 921	50 510 998	41 295 921
Ordinary shares of no par value	5 347 377	10 010 507	5 347 377	10 010 507
Treasury shares	(44 843)	(753 568)	(44 843)	(753 568)
Share issue cost written off against share capital	-	(41 862)	-	(41 862)
	55 813 532	**50 510 998**	**55 813 532**	**50 510 998**

The above share issues are reflected at the fair value at the date that the acquisition became unconditional in accordance with IFRS.

There have been no repurchases of shares by the Company or any of its subsidiaries during the period under review.

15. FOREIGN CURRENCY TRANSLATION RESERVE (FCTR)

The FCTR comprises all foreign currency differences arising from the translation of the financial statements of foreign operations into the Group's reporting currency, US Dollar

Opening Balance	(930 220)	256 982	-	-
FCTR recognised in other comprehensive income for the year	292 339	(1 187 202)	-	-
Foreign currency translation reserve (FCTR)	(637 881)	(930 220)	-	-

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

16. OTHER NON-DISTRIBUTABLE RESERVES (NDR)

The other NDR relates to equity adjustments in the trading of shares in a subsidiary where control has not been lost. The adjustment relates to the acquisition of the remaining minority shares held in the subsidiary, Digitata South Africa (Pty) Ltd.

Opening Balance	(3 217 123)	(3 217 123)	-	-
No movement for the year	-	-	-	-
Non-distributable reserve	**(3 217 123)**	**(3 217 123)**	**-**	**-**

17. NON-CONTROLLING INTEREST

Group

Balance at the beginning of the period	(157 424)	(87 550)	-	-
Total comprehensive income for the period	256 620	(44 282)	-	-
Dividend issued	(71 691)	(21 015)	-	-
Disposal of subsidiary	16 652	-	-	-
Business combinations – (Refer to note 31)	17 381	(4 577)	-	-
Total non-controlling interest at the end of the period	**61 538**	**(157 424)**	**-**	**-**

Simulation Engineering Technologies (Pty) Ltd declared a dividend of USD 238 971.
No other subsidiary with non-controlling interest paid a dividend.

The table below summarises the interest percentages of the non-controlling interest at the end of December:

Non-controlling interest		
Glovent Solutions (Pty) Ltd	0.00%	26.30%
GLO Int (Pty) Ltd	0.00%	36.73%
Digitata Insights Ltd	17.47%	27.47%
Digitata (Seychelles) Ltd	0.00%	5.00%
Adansonia SEA SDN.BHD.	0.00%	5.00%
Digitata Networks (Pty) Ltd	29.31%	29.31%
Corporate Life Style Management (Pty) Ltd	0.00%	49.00%
Fleek Consulting (Pty) Ltd	13.00%	13.00%
Simulation Engineering Technologies (Pty) Ltd	30.00%	30.00%
Strategix Application Systems (Pty) Ltd	0.00%	49.00%
AccTech Consulting (Pty) Ltd	10.00%	0.00%

Year Ended 31 December 2019

The following table summarises the changes in the Company's ownership interest as a result of the acquisitions and disposal during the period:

	Opening balance	Share of comprehensive profit / (loss) for the period	At acquisition equity interest	Disposals	Dividend paid	Total
Glovent Solutions (Pty) Ltd	(81 582)	(6 900)	-	88 482	-	-
GLO Int (Pty) Ltd	(43 028)	64 735	-	(21 707)	-	-
Digitata Insights Ltd	(152 221)	32 253	-	-	-	(119 968)
Digitata Networks (Pty) Ltd	99 783	155 488	-	-	-	255 271
Adansonia SEA SDN BHD	177	-	-	(177)	-	-
Corporate Lifestyle Management (Pty) Ltd	20 740	-	-	(20 740)	-	-
Fleek Consulting (Pty) Ltd	14 599	(22 569)	-	-	-	(7 970)
Simulation Engineering Technologies (Pty) Ltd	(57 972)	40 800	-	-	(71 691)	(88 863)
Strategix Application Solutions (Pty) Ltd	42 080	(12 874)	-	(29 206)	-	-
AccTech Namibia (Pty) Ltd	-	5 687	17 381	-	-	23 068
	(157 424)	**256 620**	**17 381**	**16 652**	**(71 691)**	**61 538**

Year Ended 31 December 2018

The following table summarises the changes in the Company's ownership interest as a result of the acquisitions and disposal during the period:

	Opening balance	Share of comprehensive profit / (loss) for the period	At acquisition equity interest	Disposals	Dividend paid	Total
Glovent Solutions (Pty) Ltd	(24 693)	(56 889)	-	-	-	(81 582)
GLO Int (Pty) Ltd	(19 363)	(23 665)	-	-	-	(43 028)
Digitata Insights Ltd	(99 321)	(52 900)	-	-		(152 221)
Digitata Networks (Pty) Ltd	55 827	43 956	-	-	-	99 783
Adansonia SEA SDN BHD	-	177	-	-	-	177
Corporate Lifestyle Management (Pty) Ltd	-	3 437	17 303	-	-	20 740
Fleek Consulting (Pty) Ltd	-	1 473	13 126	-	-	14 599
Simulation Engineering Technologies (Pty) Ltd	-	53 836	(90 793)	-	(21 015)	(57 972)
Strategix Application Systems (Pty) Ltd	-	(13 707)	55 787	-	-	42 080
	(87 550)	**(44 282)**	**(4 577)**	**-**	**(21 015)**	**(157 424)**

None of the remaining minority interest are considered material requiring further disclosure in accordance with IFRS 12 paragraph 12 as at year end.

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

18. OTHER FINANCIAL LIABILITIES

Held at amortised cost

ABSA Bank Ltd This amount relates to borrowing agreements over motor vehicles. The monthly repayment is USD 1 147 and the interest rate charged is 13% per annum. (Refer to note 3).	14 052	25 202	-	-
ABSA Bank Ltd The loan is secured by a mortgage over buildings. The rate of interest is 10.25% per annum and the monthly installment is USD 2 946. The last installment will be paid in August 2025. (Refer to note 3).	158 483	173 218	-	-
Standard Bank of South Africa Ltd The loan is secured by a mortgage over buildings. The rate of interest is 10.25% per annum and the monthly installment is USD 16 966. The last installment will be paid in July 2028. (Refer to note 3).	1 162 630	1 214 733	-	-
Installment sale agreement comprise: Installment sale liability from Wesbank payable over 2-3 years at an interest rate of 11.10% to 11.15% payable in monthly installments of USD 1 982. (Refer to note 3) IEMAS installment sale liability payable over a period of 5 years at an interest rate of 10.75% payable in monthly installments of USD 682. (Refer to note 3)	36 725	54 518	-	-
Randburg Control Solutions (Pty) Ltd The loan is secured by computer software. The loan will be repaid in 5 annual payments commencing in May 2017. The annual repayments will be USD 19 931. No interest is levied in year 1 and 2, while the rate of interest in years 3 and 4 will be the prime rate. (Refer to note 5).	39 862	53 678	-	-
Blue Sparrow Trust The loan is unsecured, interest free and has no definite date of repayment.	156 668	156 668	-	-
N.L. Jackson The loan is unsecured, interest free and was repaid during the period.	-	117 727	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018
M.A. Powell The loan is unsecured, interest free and has no set date of repayment.	54 508	62 793	-	-
Digitata Investment Trust The loan is unsecured, interest free and has no set date of repayment.	19 973	209 427	-	-
Strategix Business Solutions (Pty) Ltd The loan is unsecured, interest free and was settled during the year.	-	195 919	-	-
Lease liabilities (Right of use)	39 591	-	-	-
C. van Zyl The loan is secured over the right of intellectual property owned by Casewise South Africa (Pty) Ltd The loan was repaid in full during January 2020.	59 375	-	-	-
Other loans	51 353	16 988	-	-
Held at fair value through profit or loss				
Deferred vendor liability The amount due to vendors represents the balance of the purchase consideration owing in respect of various acquisitions as indicated above. The liability is settled through the issue of shares on achievement of profit warranties. Deferred vendor payments are recognised when there is a reasonable expectation that the predetermined profit warranties will be achieved. Refer below for further disclosure.	3 946 995	10 400 810	3 559 144	10 400 810
	5 740 215	**12 681 681**	**3 559 144**	**10 400 810**

Non-current liabilities

At amortised cost	1 499 087	5 358 347	54 976	3 974 005

Current liabilities

At amortised cost	4 241 128	7 323 334	3 504 168	6 426 805
	5 740 215	**12 681 681**	**3 559 144**	**10 400 810**

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018
Reconciliation of the deferred vendor liability				
Acquisition of subsidiaries at nominal value	3 986 241	10 758 738	3 559 144	10 758 738
Net unearned finance charges	(39 246)	(357 928)	-	(357 928)
Balance at end of year	**3 946 995**	**10 400 810**	**3 559 144**	**10 400 810**
Deferred vendor liabilities will be settled as follows:				
Through the issue of shares	3 559 144	10 758 738	3 559 144	10 758 738
Through distribution of cash resources	427 096	-	-	-
Net unearned finance charges	(39 246)	(357 928)	-	(357 928)
Present value of purchase consideration	**3 946 995**	**10 400 810**	**3 559 144**	**10 400 810**

Settlement dates for the acquisition is as follows:	**Shares**	**Cash**	**Total**
31 March 2020	3 559 144	-	3 559 144
30 June 2020	-	203 379	203 379
30 June 2021	-	184 472	184 472
	3 559 144	**387 851**	**3 946 995**

The carrying amounts of financial liabilities at amortised cost approximate their fair values and are in the following currencies:

South African Rand	5 563 574	12 315 856	-	-
United States Dollar	176 641	365 825	-	-
	5 740 215	**12 681 681**	**-**	**-**

19. TRADE AND OTHER PAYABLES

Trade payables	3 142 123	3 386 645	177 196	14 849
Value Added Tax	104 569	355 875	-	-
Accrued leave pay	723 431	697 766	-	-
Accrued expenses	1 462 391	1 790 536	51 289	42 592
Payroll accruals	583 093	673 849	-	-
	6 015 607	**6 904 671**	**228 485**	**57 441**

The gross carrying amount of trade payables are denominated in the following currencies:

Mauritian Rupee	4 068	5 002	-	2 470
Namibian Dollar	19 004	-	-	-
South African Rand	2 997 524	2 328 765	-	10 999
Euro	440	5 735	-	-
United States Dollar	121 087	1 047 143	177 196	1 380
	3 142 123	**3 386 645**	**177 196**	**14 849**

20. REVENUE

Sale of goods	4 541 277	5 315 019	-	-
Licensing and associated services	38 493 021	39 223 890	-	-
	43 034 298	**44 538 909**	**-**	**-**

The group assess disaggregated revenue based on the nature, timing and uncertainty of revenue and cash flows due to economic factors. The Group considered the main economic factors which affected the nature, timing and uncertainty of revenue and cash flows to include geographical markets and the timing of the recognition of major products line. The disaggregation of revenue has been disclosed below.

Disaggregation of revenue - Group 2019

	Reportable segments			
For the year ended 31 December in USD	TelcoMedia 2019	MMEC 2019	Platform 2019	Total reportable segments 2019
Primary external geographical markets				
South Africa	672 314	5 724 976	19 981 230	26 378 520
Rest of Africa	5 297 033	2 293 199	3 499 348	11 089 580
Americas	1 556 430	497 418	108 464	2 162 313
Europe Middle East and Australasia	2 617 249	240 960	545 676	3 403 885
Other geographical markets	-	-	-	-
Total external revenue	**10 143 026**	**8 756 553**	**24 134 719**	**43 034 298**
Major products/service items				
Licenses	1 176 935	501 930	175 618	1 854 483
Software as a service	3 074 180	683 829	8 940 125	12 698 134
Consulting	313 755	1 749 743	10 285 331	12 348 829
Support and Maintenance	2 633 412	139 149	3 237 470	6 010 031
Physical goods	21 866	4 519 411	-	4 541 277
Revenue share	1 637 457	1 135 637	1 043 929	3 817 023
Other revenue	1 285 421	26 853	452 247	1 764 521
Total external revenue	**10 143 026**	**8 756 553**	**24 134 719**	**43 034 298**
Major products/service items - over time				
Licenses	-	-	-	-
Software as a service	626 500	-	-	626 500
Consulting	-	1 824 388	-	1 824 388
Support and Maintenance	-	-	1 161 165	1 161 165
Physical goods	-	-	-	-
Revenue share	-	-	-	-
Other revenue	-	-	-	-
Total	**626 500**	**1 824 388**	**1 161 165**	**3 612 053**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS – CONTINUED

Major products/service items				
- at a point in time				
Licenses	1 176 934	501 930	175 618	1 854 482
Software as a service	2 447 681	683 829	8 940 125	12 071 635
Consulting	313 755	(74 646)	10 285 331	10 524 440
Support and Maintenance	2 633 412	139 149	2 076 305	4 848 867
Physical goods	21 866	4 519 411	-	4 541 277
Revenue share	1 637 457	1 135 637	1 043 929	3 817 023
Other revenue	1 285 421	26 853	452 247	1 764 521
Total	**9 516 526**	**6 932 164**	**22 973 554**	**39 422 245**

Disaggregation of revenue - Group 2018

	Reportable segments			
For the year ended 31 December in USD	TelcoMedia 2018	MMEC 2018	Platform 2018	Total reportable segments 2018
Primary external geographical markets				
South Africa	4 971 161	7 533 766	13 182 869	25 687 796
Rest of Africa	5 026 829	1 892 375	2 474 933	9 394 137
Americas	993 064	125 731	91 588	1 210 383
Europe Middle East and Australasia	7 527 532	402 806	316 255	8 246 593
Other geographical markets	-	-	-	-
Total external revenue	**18 518 586**	**9 954 678**	**16 065 645**	**44 538 909**
Major products/service items				
Licenses	7 046 480	3 058 461	1 837 714	11 942 655
Software as a Service	4 770 914	9 407	5 152 893	9 933 215
Consulting	514 965	346 335	7 124 666	7 985 966
Support and Maintenance	3 174 918	239 066	1 253 489	4 667 473
Physical goods	136 807	4 944 714	233 498	5 315 019
Revenue share	1 899 687	1 010 895	366 991	3 277 572
Other revenue	974 815	345 800	96 394	1 417 009
Total external revenue	**18 518 586**	**9 954 678**	**16 065 645**	**44 538 909**
Major products/service items				
- over time				
Licenses	-	-	-	-
Software as a Service	97 917	-	-	97 917
Consulting	-	116 317	-	116 317
Support and Maintenance	233 926	-	-	233 926
Physical goods	-	-	-	-
Revenue share	-	-	-	-
Other revenue	-	-	-	-
Total	**331 843**	**116 317**	**-**	**448 160**

Major products/service items				
- at a point in time				
Licenses	7 046 480	3 058 461	1 837 714	11 942 655
Software as a Service	4 672 997	9 407	5 152 893	9 835 297
Consulting	514 965	230 018	7 124 666	7 869 649
Support and Maintenance	2 940 992	239 066	1 253 489	4 433 547
Physical goods	136 807	4 944 714	233 498	5 315 019
Revenue share	1 899 687	1 010 895	366 991	3 277 573
Other revenue	974 815	345 800	96 394	1 417 009
Total	**18 186 743**	**9 838 361**	**16 065 645**	**44 090 749**

Revenue recognised in relation to contract liabilities.

The following table shows how much of the revenue recognised in the current reporting period relates to the carried forward contract liabilities and how much relates to performance obligations that were satisfied previously.

	Group	Group
Figures in US Dollar	31 December 2019	31 December 2018
Revenue recognised that was included in the contract liability balance at the beginning of the period	2 140 220	3 218 939
Recognition of contract liabilities as revenue and associated cost, directly in retained income (on initial application of IFRS 15)	-	(660 559)
Movements for the period	(1 843 128)	(418 160)
Closing balance for the period	297 092	2 140 220

Unsatisfied performance obligations.

Aggregate amount of transaction price allocated to unsatisfied performance obligation	297 092	2 140 220
Unsatisfied contract to be recognised during the next reporting period	297 092	2 081 789
Unsatisfied contract to be recognised longer than 1 financial year	-	58 431

Management expects that the entire transaction price allocated to the unsatisfied contracts as of 31 December 2019 will be recognised as revenue during the next reporting period (USD 297 092).

Assets and liabilities related to contracts with customers

The group has recognised the following assets and liabilities related to contracts with customers:

Contract assets	246 471	321 523
Non-Current assets	-	-
Current assets	246 471	321 523
Contract Liabilities	297 092	2 140 220
Non-current liabilities	-	58 431
Current liabilities	297 092	2 081 789

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

Significant changes in contract assets and liabilities

Contract assets relate to performance obligations met where the irrevocable right to recovery has not yet been reached, and contract liabilities relate mostly to contracts with customers where the consideration was received prior to delivery of performance obligations related to software as a service over a period of time. Contract assets and contract liabilities have decreased during the current period due to these contracts winding down. The group has considered a loss allowance for contract assets.

21. COST OF SALES

Sale of goods	2 510 315	3 638 722	-	-
Licensing and associated services	11 035 870	8 389 013	-	-
Software as a service	631 427	2 270 832	-	-
Commissions	658 697	1 304 900	-	-
Travel and other cost of sales	510 847	757 611	-	-
Adjustment on initial application of IFRS 15	-	(468 001)	-	-
	15 347 156	**15 893 077**	**-**	**-**

22. OTHER INCOME

Management fees	-	-	-	351 656
Other income	636 334	36 297	-	-
(Loss)/ Profit on disposal of property, plant and equipment	(23 845)	39 849	-	-
Profit on disposal of subsidiaries	337 928	-	-	-
Derecognition of deferred vendor liability	-	2 950 405	-	2 950 405
Foreign exchange gains	1 530 675	437 967	1 784 486	-
	2 481 092	**3 464 518**	**1 784 486**	**3 302 061**

23. OPERATING PROFIT (LOSS)

Operating profit (loss) for the period is stated after charging (crediting) the following, amongst others:

Auditor’s remuneration - external

Audit fees	116 497	117 990	28 000	22 191

Remuneration, other than to employees

Consulting services	581 743	717 167	12 329	-

Employee costs

Salaries	19 174 132	19 434 451	89 094	322 525
Non-executive Director remuneration	53 876	40 400	57 876	40 400
Total employee costs	**19 228 008**	**19 474 851**	**146 970**	**362 925**

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

24. INVESTMENT INCOME

Interest income

Bank	190 919	89 585	-	-

Surplus funds of entities are invested at money market related rates.

25. FINANCE COSTS

Bank overdraft	45 367	22 163	-	-
Other financial liabilities	159 576	180 938	9 313	-
Deferred Vendor Liabilities (non-cash)	308 481	515 307	290 467	515 307
Total finance costs	**513 424**	**718 408**	**299 780**	**515 307**

26. TAXATION

Major components of the tax expense (income)

Current

Local income tax - current period	618 782	654 464	-	-
Foreign income tax or withholding tax - recognised in current tax for prior periods	-	255 401	-	-
	618 782	**909 865**	**-**	**-**

Deferred

Originating and reversing temporary differences	174 118	175 220	(5 802)	(3 702)
Adjustment on initial application of IFRS 15	-	(53 916)	-	-
	174 118	**121 304**	**(5 802)**	**(3 702)**

Total tax expense	**792 900**	**1 031 169**	**(5 802)**	**(3 702)**

Reconciliation of the tax expense

Reconciliation between applicable tax rate and average effective tax rate.

Applicable tax rate	15.00 %	15.00 %	15.00 %	15.00 %
Exempt income	1.18 %	908.50 %	0.00 %	11.00 %
Lower foreign tax rates	(3.59)%	(207.34)%	(12.00)%	0.00 %
Disallowable charges	(15.98)%	(2 563.81)%	0.00 %	(26.00)%
Withholding tax charge in the current period	0.00 %	(508.16)%	0.00 %	0.00 %
Additional allowance on development	0.16 %	304.59 %	0.00 %	0.00 %
	(3.23)%	**(2 051.67)%**	**3.00 %**	**0.00 %**

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

27. OTHER COMPREHENSIVE INCOME

Components of other comprehensive income - Group - 2019

	Gross	Tax	Net
Items that may be reclassified to profit (loss)			
Exchange differences on translating foreign operations			
Exchange differences arising during the year	288 919	-	288 919

Components of other comprehensive income - Group - 2018

	Gross	Tax	Net
Items that may be reclassified to profit (loss)			
Exchange differences on translating foreign operations			
Exchange differences arising during the year	(1 385 411)	-	(1 385 411)

28. EARNINGS PER SHARE

Earnings per share

Earnings per share is based on the weighted average number of ordinary shares in issue. Dilutive shares comprise 166 389 351 (2018 : 275 843 928) potential ordinary shares relating to the deferred vendor considerations payable on all business combinations and treasury shares.

Basic and dilutive earnings

Total (loss) for the period (excluding other comprehensive income)	(25 378 114)	(1 081 429)		
Profit attributable to non-controlling interest	260 040	153 927		
Net (loss) attributable to ordinary shareholders	**(25 638 154)**	**(1 235 356)**		
Adjustments for:				
Loss/(Profit) on disposal of equipment – net of tax	18 504	(28 691)		
Profit on disposal of subsidiaries – net of tax	(284 522)	-		
Impairments of Intangible assets	7 768 995	-		
Impairment of goodwill	18 091 630	6 751 234		
Headline (loss) / earnings for the period	**(43 547)**	**5 487 187**		

	Group	Group	Company	Company
Figures in US Dollar	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Per share information:				
Basic earnings per share (cents)	(3.69)	(0.25)		
Dilutive earnings per share (cents)	(2.97)	(0.16)		
Headline (loss) / earnings per share (cents)	(0.01)	1.13		
Dilutive headline(loss) / earnings per share (cents)	(0.01)	0.72		
Weighted Average Number of Shares in Issue				
Weighted average number of shares in issue for the period	695 716 718	486 807 063		
Dilutive Shares	166 389 351	275 843 929		
Weighted average dilutive number of shares in issue for the period	**862 106 069**	**762 650 992**		

Headline earnings per share

Headline earnings per share (HEPS) is calculated using the weighted average number of ordinary shares in issue during the period and is based on the earnings attributable to ordinary shareholders, after excluding those items as required by Circular 01/2019 issued by the South African Institute of Chartered Accountants (SAICA).

Headline earnings - 2019

	Gross	Tax effect	Nett
Basic/ dilutive earnings attributable to ordinary shareholders	(24 811 296)	(826 858)	(25 638 154)
Loss on disposal of property, plant and equipment	23 845	(5 341)	18 504
Profit on disposal of subsidiaries	(337 928)	53 406	(284 522)
Intangible assets impairment	7 768 995	-	7 768 995
Goodwill impairment	18 091 630	-	18 091 630
	735 246	**(778 793)**	**(43 547)**

Headline earnings - 2018

	Gross	Tax effect	Nett
Basic / dilutive earnings attributable to ordinary shareholders	(245 408)	(989 948)	(1 235 356)
Disposal of property, plant and equipment	(39 849)	11 158	(28 691)
Goodwill impairment	6 751 234	-	6 751 234
	6 465 977	**(978 790)**	**5 487 187**

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

29. CASH USED IN OPERATIONS

Profit (loss) before taxation	(24 585 214)	(50 260)	(27 391 927)	(4 183 742)
Adjustments for:				
Depreciation and amortisation	1 514 867	939 490	-	-
Loss/ (gain) on disposals of property, plant and equipment	23 845	(39 849)	-	-
Interest income	(190 919)	(89 585)	-	-
Finance costs	513 424	718 408	299 780	515 307
Income from associates	(53 994)	(171 539)	-	-
Profit on disposal of subsidiaries	(337 928)	-	-	-
Impairment of investment of subsidiary	18 091 630	6 751 234	28 672 856	6 495 437
Impairment of intangible assets	7 768 995	-	-	-
Foreign exchange gain on revaluations	(1 784 760)	-	(1 784 486)	-
Foreign exchange loss on revaluations	253 809	-	-	-
Derecognition of deferred vendor liability	-	(2 950 405)	-	(2 950 405)
Changes in working capital:				
Inventories	(29 055)	64 571	-	-
Trade and other receivables	4 057 532	(747 892)	-	-
Trade and other payables	(889 064)	(916 817)	171 044	(18 605)
Contract assets and liabilities	(1 768 076)	(1 108 719)	-	-
	2 585 092	**2 398 637**	**(29 782)**	**(142 008)**

30. TAX PAID

Balance at the beginning of the period	154 587	73 564	-	-
Current tax for the period recognised in profit and loss	(618 782)	(909 865)	-	-
Foreign exchange movement	16 664	48 795	-	-
Balance at the end of the period	(217 317)	(154 587)	-	-
	(664 848)	**(942 093)**	**-**	**-**

31. BUSINESS COMBINATIONS

Acquisitions

During the year ended 31 December 2019, the Group concluded the following acquisition in its targeted 4IR strategy:

AccTech Consulting (Pty) Ltd ("AccTech Namibia")

On 1 July 2019 the Group acquired a 90% controlling equity interest in AccTech Consulting (Pty) Ltd ("AccTech Namibia") for a consideration of USD 511 726, Goodwill to the value of USD 355 860 was accounted for , which will not be deductible for tax purposes. The value of the company is subject to earn out. AccTech Namibia provides various products aligned to those of AccTech Systems, mostly in the enterprise resources planning sector.

AccTech Namibia contributed revenue of USD 177 264 and profit after tax of USD 56 869, since its acquisition.

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

The ZAR based investments were accounted for at fair value of consideration payable.

The aggregate business combination is disclosed below:

Figures in US Dollars	AccTech Namibia
Property, plant and equipment	4 510
Other financial assets	62 183
Trade debtors	153 362
Taxation receivable	3
Bank and cash	18 231
Trade creditors	(61 425)
VAT payable	(2 019)
Deferred taxation liability	(1 660)
Net Asset Value	**173 185**
Non-controlling interest	(17 319)
Bank and cash	355 859
Deferred vendor liability	**511 726**
R2 million in cash	138 408
R6 million in shares - discounted	373 318
	511 726

The carrying value of trade and other receivables recognised on date of acquisition equals the fair value thereof. The carrying amount represents the gross contractual amounts receivable and all contractual cash flows are expected to be recovered.

Non-controlling interest is measured at the proportionate share of the acquiree’s net identifiable assets.

The contribution to the trading results of businesses acquired has been accounted for from the effective date of the acquisitions. In determining the purchase consideration paid, the profit history of the relevant business and its growth prospects within the Group, are considered. Please refer to Note 18 for details of the contingent consideration.

Goodwill relates primarily to future profits of these businesses and the anticipated synergies that the businesses bring to the Group.

32. BUSINESS DISPOSALS

During the year ended 31 December 2019, the Group concluded the following disposals:

- Strategix Application Solutions (Pty) Ltd (“Strategix”);
- Visualitics (Pty) Ltd (“Visualitics Group”) and its subsidiary Corporate Lifestyle Management (Pty) Ltd (“CLM”);
- Rorotika Mobile (Pty) Ltd (“Rorotika”);
- Glovent Solutions (Pty) Ltd (“Glovent”);
- GLO Int Ltd (“GloInt”)

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018

Figures in US Dollar	Strategix	Visualitics Group	Glovent	Rorotika	GloInt
Assets derecognised	265 359	284 045	377 252	119 782	21 707
Liabilities derecognised	(403 985)	(243 734)	(208 919)	(81 504)	(75 113)
Total net assets/ (liabilities) disposed	**(138 626)**	**40 311**	**168 333**	**38 278**	**(53 406)**
Profit/ (loss) on disposal	212 675	(19 571)	99 262	(29 551)	75 446
Non-controlling interest	(29 206)	(20 740)	88 305	-	(21 707)
Consideration received	**44 843**	**-**	**355 900**	**8 727**	**-**

33. ACQUISITION OF SUBSIDIARY INVESTMENTS

Investment in subsidiaries acquired

Consideration paid

Cash	(142 005)	(74 218)	-	(74 218)
Equity - 84 843 038 ordinary shares in 4Sight Holdings Ltd	-	(10 010 507)	-	(10 010 507)
Equity - 293 815 431 ordinary shares in 4Sight Holdings Ltd	(5 347 377)	-	(5 347 377)	-
	(5 489 382)	**(10 084 725)**	**(5 347 377)**	**(10 084 725)**
Net cash outflow on acquisition	-	-	-	-
Cash consideration paid	(142 005)	-	-	(74 218)

34. COMMITMENTS

Short-term leases – as lessee (expense)

Minimum short term lease payments due

- within one year	60 957	277 579	-	-
- in second to fifth year inclusive	-	831 777	-	-
	60 957	**1 109 356**	**-**	**-**

Lease payments for 31 December 2019 represents rentals payable by the Group for certain of its office properties within 12 months from year.

Lease payments for 31 December 2018 represents rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of three years and rentals are fixed for an average of three years. No contingent rent is payable.

	Group	Group	Company	Company
Figures in US Dollar	31 December 2019	31 December 2018	31 December 2019	31 December 2018

35. CONTINGENCIES

Litigation and Contingent Liabilities

As at 31 December 2019 there were certain litigation matters pending against the Company or its subsidiaries, the Group has the following ongoing litigation matters:

- The Group has a legal dispute with one of its former Non-Executive Directors, who previously served as a Director and contractor with various companies within the Group. The timing and amount of potential financial outflows cannot be determined at this stage.
- The Group has commenced arbitration proceedings against a customer in order to enforce payment in terms of a contract for licenses. An expected credit loss has been provided for against this customer. The timing and amount of potential financial inflows cannot be determined at this stage.
- The Group received two legal notifications of potential claims to the value of USD 1 292 247 from the previous shareholders of BluESP (Pty) Ltd and BluESP Holdings (Pty) Ltd. The Group is disputing the validity of these potential claims in its entirety. Based on legal advice obtained, management believes that their defence against these potential claims will be successful.
- The Group received a notification for a potential claim to the value of USD 253 333 in relation to preacquisition profits from the previous majority shareholder of SET. Management believes that the defense against the action will be successful.

36. RELATED PARTIES

The group entered into transactions and had balances with related parties as listed below. These include directors and members of key management. The transactions that are eliminated on consolidation are not included. Transactions with related parties are effected on a commercial basis and related party debts are repayable on a commercial basis.

Relationships	
Subsidiaries	Refer to note 6
Shareholder with significant influence	M.G. Swanepoel, M Zitzke, J Botha
Entity related to Conal Keith Lewer-Allen (Non-executive Director)	Blue Sparrow Trust and Nine Ants AB
Director of subsidiary	N.L. Jackson, M.A. Powell , A.I. Odendaal, J Botha, T.E. Zitzke, M.G. Swanepoel
Directors emoluments	Refer to note 37

Related party balances

Digitata Ltd

Loan accounts - Owing (to) by related parties - refer to note 12 for details	-	-	1 464 875	1 532 768

Glovent Investment Holdings (Pty) Ltd

Other financial assets - refer to note 9 for details	-	20 132	-	-

Figures in US Dollar	Group 31 December 2019	Group 31 December 2018	Company 31 December 2019	Company 31 December 2018
Digitata Investment Trust				
Other financial liabilities - refer to note 18 for details	(19 973)	(209 427)	-	-
Blue Sparrow Trust				
Other financial liabilities - refer to note 18 for details	(156 668)	(156 668)	-	-
Strategix Business Solutions (Pty) Ltd				
Other financial liabilities - refer to note 18 for details	-	(195 919)	-	-
M.A. Powell				
Other financial liabilities - refer to note 18 for details	(54 508)	(62 793)	-	-
N.L. Jackson				
Other financial liabilities - refer to note 18 for details	-	(117 727)	-	-
C. van Zyl				
Other financial liabilities - refer to note 18 for details	(59 375)	-	-	-
Digitata Ltd				
Management fees paid by related parties	-	-	-	351 656

Shares issued in respect of subsidiaries acquired

During the period under review shares were issued to settle the deferred vendor liabilities as disclosed below:

- 89 817 063 shares were issued to the seller of SET being Jacobus Botha (“Botha”), an Executive Director of SET.
- 203 998 368 shares were issued to the sellers of AccTech and Dynamics being Morné Gerhard Swanepoel (M.G. Swanepoel), Marie-Louise Zitzke (M Zitzke) and Tertius Emil Zitzke (T.E. Zitzke) who are all Executive Directors of AccTech, whilst M.G. Swanepoel and T.E. Zitzke are Executive Directors of Dynamics.

Lease Payments

- Double Peak Properties 41 (Pty) Ltd (a company related to T.E. Zitzke and M.G. Swanepoel) USD 232 057 (2018 - USD 179 552).
- ETEC Software (Pty) Ltd (a company related to J Botha) USD 29 400 (2018 – USD 11 073).

The lease agreements were part of the initial share sale agreements. There were no other related party transactions which are material that were included in the results for the year ended 31 December 2019.

37. DIRECTORS' EMOLUMENTS

Executive

2019

	Short-term employee benefits	Other benefits*	Termination benefits	Total
J Hattingh	68 593	19 250	-	87 843
G.P. Lauryssen	135,000	-	81 000	216 000
V Raseroka	160,000	-	48 000	208 000
M.P. Neethling	143 880	-	-	143 880
J Du Plessis	16 109	-	-	16 109
T.E. Zitzke	26 516	-	-	26 516
E van der Merwe	20 437	-	-	20 437
	570 536	**19 250**	**129 000**	**718 786**

* Other benefits comprise housing and school allowances.

2018

	Short-term employee benefits	Other benefits*	Total
M.P. Neethling	172 656	17 400	190 056
J Hattingh	149 658	42 000	191 658
G.P. Lauryssen	162 000	-	162 000
Prof A.C.J. van Rensburg	195 221	-	195 221
	679 535	**59 400**	**738 935**

* Other benefits comprise housing and school allowances.

Non-executive

2019

	Directors' fees	Committees fees	Total
G.L. Carter	10 000	2 625	12 625
S Naiken	10 000	2 625	12 625
Dr R Sithanen	10 000	2 625	12 625
M.M. Mortimer	3 000	1 000	4 000
C.S.J. Crowe	3 000	1 000	4 000
J.S.J. Nel	3 000	1 000	4 000
H Singh	3 000	1 000	4 000
A.G. Murgatroyd	3 000	1 000	4 000
	45 000	**12 875**	**57 875**

2018

	Directors' fees	Committees fees	Total
Dr R. Sithanen	13 000	4 100	17 100
G.L. Carter	13 000	5 100	18 100
C.K. Lewer-Allen	4 000	1 200	5 200
	30 000	**10 400**	**40 400**

38. FINANCIAL ASSETS BY CATEGORY

The accounting policies for financial instruments have been applied to the line items below:

Group - 2019

	Financial assets at amortised costs	Total
Other financial assets	298 407	298 407
Trade and other receivables	10 043 629	10 043 629
Cash and cash equivalents	3 680 229	3 680 229
	14 022 265	**14 022 265**

Group - 2018

	Financial assets at amortised costs	Total
Other financial assets	20 132	20 132
Trade and other receivables	13 891 965	13 891 965
Cash and cash equivalents	3 897 959	3 897 959
	17 810 056	**17 810 056**

Company - 2019

	Financial assets at amortised costs	Total
Loans to group companies	1 464 875	1 464 875
Cash and cash equivalents	108	108
	1 464 983	**1 464 983**

Company - 2018

	Financial assets at amortised costs	Total
Loans to group companies	1 532 768	1 532 768
Cash and cash equivalents	22 223	22 223
	1 554 991	**1 554 991**

39. FINANCIAL LIABILITIES BY CATEGORY

The financial liabilities by category approximates its fair value. The accounting policies for financial instruments have been applied to the line items below:

Group - 2019

	Financial liabilities at amortised cost	Financial liabilities at fair value through profit and loss	Total
Other financial liabilities	1 793 220	3 946 995	5 740 215
Trade and other payables	5 187 607	-	5 187 607
Bank overdraft	-	-	-
	6 980 827	**3 946 995**	**10 927 822**

Group - 2018

	Financial liabilities at amortised cost	Financial liabilities at fair value through profit and loss	Total
Other financial liabilities	2 280 871	10 400 810	12 681 681
Trade and other payables	5 874 949	-	5 874 949
Bank overdraft	150 421	-	150 421
	8 306 241	**10 400 810**	**18 707 051**

Company - 2019

	Financial liabilities at amortised cost	Financial liabilities at fair value through profit and loss	Total
Other financial liabilities	-	3 559 144	3 559 144
Trade and other payables	228 485	-	228 485
	228 485	**3 559 144**	**3 787 629**

Company - 2018

	Financial liabilities at amortised cost	Financial liabilities at fair value through profit and loss	Total
Other financial liabilities	-	10 400 810	10 400 810
Trade and other payables	57 441	-	57 441
	57 441	**10 400 810**	**10 458 251**

40. RISK MANAGEMENT

Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. The entity manages working capital which includes receivables, cash and creditors on a continuous basis through constant monitoring and review. The group does not have a significant concentrations of credit risk in respect of cash balances as a variety of major banks are used for the group's treasury services.

There are no externally imposed capital requirements.

Financial risk management

The Group has developed and documented financial risk management policies in line with those set out by the acquired subsidiaries. The overall Group risk management policies are continuously reviewed and developed. These policies set out the group's overall business strategies and its risk management philosophy. The Group's overall financial risk management programme seeks to minimise potential adverse effects of financial performance of the Group. The Board of Directors provides written principles for overall financial risk management and written policies covering specific areas, such as market risk (including foreign exchange risk, interest rate risk), credit risk, liquidity risk, cash flow interest rate risk and investing excess cash. Such written policies are reviewed annually by the Board of Directors and periodic reviews are undertaken to ensure that the Group's policy guidelines are complied with. The Group considered all current financial assets and liabilities carrying value to approximate their fair values due to its short term nature. Non-current financial assets and liabilities are issued at country specific market related rates and therefore all non-current financial assets and liabilities approximate its fair values, unless otherwise disclosed in this note.

The Group does not use derivative financial instruments to manage its exposure to interest rate and foreign currency risk.

Market risk exposures are measured using sensitivity analysis indicated below.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet is current and future obligations, both expected and unexpected, without materially affecting its daily operations or overall financial position. The Group manages liquidity risk through an ongoing review of future commitments and credit facilities. Cash flow forecasts are prepared and adequate utilised borrowing facilities are monitored.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Group

At 31 December 2019	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years
Other financial liabilities	4 402 149	1 500 588	712 572
Trade and other payables	5 787 607	-	-
Bank Overdraft	-	-	-

At 31 December 2018	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years
Other financial liabilities	7 545 296	4 793 248	1 443 610
Trade and other payables	5 874 949	-	-
Bank overdraft	150 421	-	-

Company

At 31 December 2019	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years
Other financial liabilities	3 504 168	54 976	-
Trade and other payables	228 485	-	-
Bank Overdraft	-	-	-

At 31 December 2018	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years
Other financial liabilities	6 511 801	4 240 990	-
Trade and other payables	57 438	-	-

Interest rate risk

Interest rate risk consists of fair value interest rate risk (the risk that the fair values of a financial instrument fluctuate because of changes in the market interest rate) and cash flow interest rate risk (the risk that the cash flows fluctuate because of changes in the market interest rate). The Group is exposed to both cash flow and fair value interest rate risk. The Group manages its fair value interest rate risk through pricing in the anticipated future interest rate movements.

Management's expectation for the 2019 financial period is that South African based interest rates will decrease by 200 basis points. A decrease of 25 basis points in interest rates at the reporting date, with reference to the period end exposures, would have increased/(decreased) equity and profit or loss by the annualised amounts shown below. The analysis assumes that all other variables remain constant.

At 31 December 2019, if interest rates on South African Rand-denominated borrowings had been 0.25% lower with all other variables held constant, post-tax profit for the period would have been USD 10 240 more (2018: USD 19 979).

Cash flow interest rate risk

Financial instrument	Group 2019 Current interest rate	Group 2019 Due in less than a year	Group 2018 Current interest rate	Group 2018 Due in less than a year
Other financial assets [South African Rand denominated]	9.25%	298 407	10.00%	20 132
Bank balances	1% - 4%	3 680 229	1.25% to 4.25%	3 897 959
Bank overdraft	-	-	10.00%	150 421
Other financial liabilities [South African Rand denominated]	0% - 12%	1 793 220	0%-11.15%	2 280 871

Fair value interest rate risk

Financial instrument	Group 2019 Current interest rate	Group 2019 Due in one to two years	Group 2018 Current interest rate	Group 2018 Due in one to two years
Other financial liabilities [South African Rand denominated]	5.59% - 10%	3 946 995	5.59 %	10 400 810

Credit Risk

Credit risk is the risk that the Group's clients or counterparties will not be able or willing to pay interest, repay capital or otherwise fulfil their contractual obligations under loan agreements or other credit facilities. It also arises on bank balances. The credit risk management policy is determined and approved on a group basis for each operating segment.

Credit risk consists mainly of cash deposits, cash equivalents and trade debtors. The Group limits its exposure to credit risk relating to cash deposits and cash equivalents by depositing cash only with major banks with high quality credit standing.

Trade receivables comprise a widespread customer base. Management evaluated credit risk relating to customers on an ongoing basis. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the Board. The utilisation of credit limits is regularly monitored.

The Group has implemented the procedures below for avoiding excessive concentration of credit risk included in the trade and other receivables:
- Maintaining a wider vendor customer base;
- Continually looking for opportunities to expand the client base and product offering base;
- Reviewing the debtor book regularly with the intention of minimising the group's exposure to bad debts;

Expected credit loss risk

The group has the following financial assets subject to the ECL model:

- Trade receivables;
- Loans to group companies;
- Other financial assets;
- Contract assets; and
- Cash and cash equivalents.

Included in loans from group companies are amounts receivable from related parties to which the group has applied the general impairment model. The group has considered the financial performance, external debt and future cash flows of the related parties and concluded that the credit risk relating to these receivables are limited and consequently the probability of default relating to these balances are low, with no historic credit loss identified.

Simplified parameter-based approach – ECL is calculated using a formula incorporating the following parameters: Exposure at Default (EAD), Probability of Default (PD), Loss Given Default (LGD) discounted using the Effective Interest Rate (EIR) (i.e. PD x LGD x EAD = ECL). Exposures are mainly segmented by customer credit profile and macro-economic factors. The probability of a customer defaulting as well as the realised loss with defaulted accounts has been determined using historical data (12 months and 48 months respectively). The EIR represents a weighted average rate which is representative of the portfolio of customers and incorporates a risk-free rate plus a risk premium on initial recognition of the trade receivables.

The group has considered quantitative forward looking information such as inflation rate, country risk premium, political risk premium and macro-economic factors, which have been built into our assessments of risk where relevant. Qualitative assessments has also been performed, of which the impact was found to be immaterial.

Expected credit loss assessment for trade receivables and contract assets

The allowance for impairment of trade receivables and contract assets is created to the extent and as and when required, based upon the expected collectability of accounts receivables. Loss rates are calculated using a 'roll rate'/'flow rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Roll rates/flow rates are calculated separately for exposures in different industry segments based on the common credit risk characteristics.

The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

A default event is considered to have occurred when aged 90 days. Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, among others, the failure of a debtor to engage in a repayment plan with the entity, and a failure to make contractual payments for a period of greater than 90 days past due.

Other financial assets and loans to Group companies

Other financial assets and loans to group companies are very specific assets and were assessed individually for impairment, using the general approach under IFRS 9.

The carrying values of the trade and other receivables and cash and cash equivalents comprise the group's maximum exposure to credit risk. Financial assets exposed to credit risk at the period end date were as follows:

Financial instrument	Group 2019	Company 2019	Group 2018	Company 2018
Trade and other receivables	10 043 623	-	13 891 965	-
Other financial assets	298 407	-	20 132	-
Cash and cash equivalents	3 680 229	108	3 897 959	22 223
Loans to group companies	-	1 464 875	-	1 532 768

Financial instruments are considered to have low credit risk in accordance with paragraph 5.5.10 of IFRS 9.

Foreign exchange risk

Foreign exchange risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to, and actively manages, currency risk through its operations in South Africa, Latin America, and Namibia.

The group does not hedge foreign exchange fluctuations.

Management's expectation for the 2019 financial period is that short term fluctuations in exchange rates will be experienced and that the expectation for exchange rates over the 12 months to 31 December 2018 is that the Rand will continue its slow strengthening. A 10% strengthening of the Rand against the currencies below at the period end date, with reference to the period end exposures, would have increased equity by the amounts shown below. The analysis assumes that all other variables remain constant.

At 31 December 2019, if the currency had strengthened/weakened by 10% against the South African Rand with all other variables held constant, post-tax comprehensive income for the year would have been USD 142 120 (2018: USD 210 395) higher/lower, mainly as a result of foreign exchange gains or losses on translation of South African Rand denominated operations.

At the end of the reporting period, the carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the respective Group entities' functional currency has been disclosed in the individual notes.

Foreign currency exposure at the end of the reporting period

Exchange rates used for conversion of foreign items were:

	2019	2018
Mauritian Rupee/US Dollar	40.04	34 41
South African Rand/US Dollar	14.05	14.40

41. GOING CONCERN

The financial statements have been prepared based on accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The Boards of Directors of 4Sight Holdings Ltd and its subsidiaries have assessed the potential impact of COVID-19 on the financial position and performance of the Group for the foreseeable future, and in light thereof have concluded that the Group should be in a position to continue as a going concern for the foreseeable future.

42. EVENTS AFTER THE REPORTING PERIOD

COVID-19

With effect from 27 March 2020 South Africa has been placed into lockdown for a period of 21 days in order to combat the spread of COVID – 19. The Group has implemented insofar as possible the necessary policies and processes in order to ensure it is able to continue operations within the allowable limits.

The Board and Exco immediately started planning for drastic measures that was implemented already early March 2020. Over 90% of our day-to-day business operations can be conducted remotely. This is achieved through various 4IR technologies, embracing cloud computing and collaboration products like Microsoft Azure and Teams respectively. Our deep domain experts are able to continue delivering OT, IT and BE solutions beyond COVID-19.

Management has considered the impact associated with COVID - 19, which has been disclosed in the going concern section of the report.

Disposal of Digitata Ltd

4Sight has entered into a share sale and repurchase agreement on the 6th April 2020 with the previous shareholders whereby 4Sight will, with effect from the date on which the last of the conditions precedent to the transaction agreement are fulfilled or, where appropriate, waived, dispose of 100% of the issued share capital of Digitata Ltd (“Digitata”) (the “Digitata Equity”) to the purchasers for an aggregate consideration of ZAR91 900 000.

The ZAR91 900 000 consideration payable by the purchasers for the Digitata Equity (the “Digitata Sale Consideration”) will be discharged by the purchasers selling to the Company as part of an indivisible transaction an aggregate of 290 549 558 4Sight shares (the “repurchase shares”) for an amount equal to the Digitata Sale Consideration (the disposal of Digitata Equity and the repurchase by the Company of the repurchase shares collectively referred to herein as the “proposed transaction”).

The shares will be cancelled after the conclusion of the transaction.

Other than the matter noted above, no significant subsequent events were noted which require adjustment to the year end results or further disclosure.

The Group has no significant commitments as at year end.

43. SEGMENT REPORTING

The Executive Directors assess the performance of the operating clusters based on the measure of operating profit. The Group has three strategic clusters for reporting purposes.

The three reportable clusters consist of "Telecommunications and media", "Mining, Manufacturing, Energy and Chemicals" and "Platform Systems" clusters; now classified as the Telco Cluster; Mining and Manufacturing (MMEC) Cluster; and the Platform Cluster within the Group.

The following summary describes the operations of each reportable cluster.

The Mining, Manufacturing, Energy and Chemical Cluster ("MMEC Cluster")

Provides key 4IR technologies and services needed to help industrial customers with their full end-to-end digital transformation journey, while following a cost effective and low risk self-funding methodology. This allows customers to remain competitive in the digital economy while making sure that any digital initiative has a 6 month or better return on investment.

The MMEC cluster consists of five subsidiaries namely BluESP, Age Technologies, Simulation Engineering Technologies, One Source Africa and Strategix SAS.

The Telecommunications and Media Cluster ("Telco Cluster")

Enables our subsidiaries to link telephony customers and service providers in the digital economy. This cluster focuses on providing 4IR solutions to the telecommunications industry across the areas of service revenue management through our intelligent pricing solution, customer engagement through gamification, a suite of mobile network management products as well as cloud-based office and call centre telephony solutions.

The Telco cluster consists of four subsidiaries namely: Digitata Ltd, Digitata Networks, Digitata Insights and Fleek.

The Platform Systems Cluster ("Platform Cluster")

Enables the creation of an ecosystem where 4Sight subsidiaries, partners, and alliances can build, run and grow their 4IR offerings. This transcends into the value that can be created for customers embarking on their digital transformation journey. The platforms cluster is focused on driving digitised business operations, adoption of technology platforms and ensuring that data management is correctly executed through digital and advisory services.

The Platform cluster consists of five subsidiaries namely: AccTech Systems, AccTech Namibia, Casewise SA and Dynamics Africa.

The financial information for the three main Clusters is presented below:

Segmental service line - 2019	Telco Cluster	MMEC Cluster	Platform Cluster	Consolidation	Total
Revenue					
- External	10 143 026	8 756 553	24 134 719	-	43 034 298
- Internal	5 766	-	23 530	(29 296)	-
Operating Profit/ (loss)	**(6 392 340)**	**726 660**	**3 049 528**	**(2 118 507)**	**(4 734 659)**
Depreciation and amortisation	(1 369 931)	(63 926)	(78 744)	(2 266)	(1 514 867)
Impairment of Goodwill	-	-	-	(18 091 630)	(18 091 630)
Derecognition of deferred vendor liability	-	-	-	64 423	64 423
Vendor Liability Interest-Non-cash item	-	-	-	(308 481)	(308 481)
Taxation	(76 699)	(166 254)	(733 474)	183 527	(792 900)
Profit/(Loss)	**(7 838 970)**	**496 480**	**2 237 310**	**(20 272 934)**	**(25 378 114)**

Segmental service line - 2018	Telco Cluster	MMEC Cluster	Platform Cluster	Consolidation	Total
Revenue					
- External	18 518 586	9 954 678	16 065 645	-	44 538 909
- Internal	-	-	215 195	(215 195)	-
Operating Profit/ (loss)	**3 259 955**	**394 072**	**2 307 609**	**(756 270)**	**5 205 366**
Depreciation and amortisation	(796 894)	(79 644)	(62 387)	(565)	(939 490)
Impairment of Goodwill	-	-	-	(6 751 234)	(6 751 234)
Derecognition of deferred vendor liability	-	-	-	2 950 405	2 950 405
Vendor Liability Interest-Non-cash item	-	-	-	(515 307)	(515 307)
Taxation	(504 072)	(89 996)	(447 853)	10 752	(1 031 169)
Profit/(Loss)	**1 958 989**	**224 432**	**1 797 369**	**(5 062 219)**	**(1 081 429)**

The Executive Directors does not monitor assets and liabilities by segment.

Geographical Clusters

The Group operates primarily in Mauritius and South Africa. These locations have been disclosed (areas such as the Seychelles, Malaysia and other locations are insignificant, and are therefore not shown as a separate cluster).

Geographical segmental - 2019	South Africa	Mauritius	Consolidation	Total
Revenue				
- External	37 416 287	5 618 011	-	43 034 298
- Internal	3 541 590	1 544 750	(5 086 340)	-
Operating profit/(loss)	**6 374 979**	**(8 682 649)**	**(2 426 989)**	**(4 734 659)**
Depreciation and amortisation	(408 124)	(1 104 477)	(2 266)	(1 514 867)
Impairment of goodwill	-	-	(18 091 630)	(18 091 630)
Reversal of vendor liability	-	-	64 423	64 423
Vendor liability interest-non-cash item	(18 014)	(290 467)	-	(308 481)
Taxation	(845 943)	(130 484)	183 527	(792 900)
Net profit/(loss) for the period	**5 102 898**	**(10 208 077)**	**(20 272 935)**	**(25 378 114)**

Geographical segmental - 2018	South Africa	Mauritius	Consolidation	Total
Revenue				
- External	32 756 316	11 782 593	-	44 538 909
- Internal	6 599 527	1 855 353	(8 454 880)	-
Operating profit/(loss)	**3 318 203**	**1 897 996**	**(10 833)**	**5 205 366**
Depreciation and amortisation	(341 327)	(598 163)	-	(939 490)
Impairment of goodwill	-	(6 751 234)	-	(6 751 234)
Reversal of vendor liability	-	2 950 405	-	2 950 405
Vendor liability interest-non-cash item	-	(515 307)	-	(515 307)
Taxation	(662 534)	(368 635)	-	(1 031 169)
Net profit/(loss) for the period	**2 314 342**	**(3 384 938)**	**(10 833)**	**(1 081 429)**

The Executive Directors does not monitor assets and liabilities by segment.

ANALYSIS OF ORDINARY SHAREHOLDERS

AS AT 31 DECEMBER 2019

SHAREHOLDERS OF MORE THAN 5% OF TOTAL ISSUED SHARE CAPITAL

	31 December 2019	
Shareholder	Number of shares	% of issued capital
Morne Gerhardus Swanepoel	101 999 184	12.91%
Jacobus Botha	98 203 151	12.43%
Marie-Louise Zitzke	81 599 346	10.33%
The Digitata Investment Trust	48 029 510	6.08%
Brian Jonathan Collet	41 565 793	5.26%
Desmond Bryan Griggs	41 542 862	5.26%
Total ordinary shareholders	**412 939 846**	**52.28%**

	31 December 2018	
Shareholder	Number of shares	% of issued capital
The Digitata Investment Trust	50 952 112	10.24%
Brian Jonathan Collet	41 565 793	8.36%
Desmond Bryan Griggs	41 542 862	8.35%
The AD Alta Trust	32 044 565	6.44%
The Apex Trust	32 044 565	6.44%
The Yotta Trust	32 044 565	6.44%
The Pachypodium Trust	30 658 540	6.16%
Total ordinary shareholders	**260 853 002**	**52.43%**

PUBLIC AND NON-PUBLIC SHAREHOLDERS

		31 December 2019	
Shareholder type	Number of holders	Total shares	% of issued capital
Public	2 325	483 825 851	61.3%
Non-public			
- Directors	1	24 177 413	3.1%
- Shareholders holding more than 10%			
Morne Gerhardus Swanepoel	1	101 999 184	12.9%
Jacobus Botha	1	98 203 151	12.4%
Marie-Louise Zitzke	1	81 599 346	10.3%
Total shareholders	**2 329**	**789 804 945**	**100.0%**

ANALYSIS OF ORDINARY SHAREHOLDERS – CONTINUED

	31 December 2018		
Shareholder type	Number of holders	Total shares	% of issued capital
Public	1 680	401 314 151	80.67%
Non-public			
- Directors	2	45 223 251	9.09%
- Shareholders holding more than 10%			
The Digitata Investment Trust	1	50 952 112	10.24%
Total shareholders	**1 683**	**497 489 514**	**100%**

CATEGORIES OF SHAREHOLDERS

As at 31 December 2019

Shareholder type	Number of holders	Number of shares	% of issued capital
Individuals	2 270	535 607 267	67.82%
Trusts	26	213 251 963	27.00%
Companies	30	40 452 715	5.12%
Close Corporations	3	493 000	0.06%
Total ordinary shareholders	**2 329**	**789 804 945**	**100.00%**

As at 31 December 2018

Shareholder type	Number of holders	Number of shares	% of issued capital
Individuals	1 624	220 707 592	44.36%
Trusts	27	215 035 605	43.22%
Close Corporations	4	8 334 208	1.68%
Companies	28	53 411 749	10.74%
Total ordinary shareholders	**1 683**	**497 489 514**	**100.00%**

REGISTERED SHAREHOLDER SPREAD

As at 31 December 2019

Shareholder type	Number of holders	Number of shares	% of issued capital
1 - 1 000	1 283	309 862	0.04%
1 001 - 10 000	621	2 417 964	0.31%
10 001 - 100 000	287	10 639 860	1.35%
100 001 - 1 000 000	91	28 818 167	3.65%
1 000 001 and over	47	747 619 092	94.66%
Total	**2 329**	**789 804 945**	**100.00%**

As at 31 December 2018

Shareholder type	Number of holders	Number of shares	% of issued capital
1 - 1 000	949	240 433	0.05%
1 001 - 10 000	441	1 843 495	0.37%
10 001 - 100 000	210	7 583 645	1.52%
100 001 - 1 000 000	48	18 412 037	3.70%
1 000 001 and over	35	469 409 904	94.36%
Total	**1 683**	**497 489 514**	**100.00%**

(Prepared based on the share register dated 28 December 2018 and dated 27 December 2019)

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("AGM") of shareholders of 4Sight Holdings Ltd for the year ended 31 December 2019, will be held entirely by electronic communication, on Friday, 31 July 2020 at 12:00pm Mauritian time (10:00am South African time) to:

i. deal with such business as may lawfully be dealt with at the AGM; and
ii. consider and, if deemed fit, pass, with or without modification, the resolutions set out hereunder in the manner required by the Mauritian Companies Act, 2001 (as amended) ("the Act"), as read with the JSE Listings Requirements.

The reason for the holding of the AGM entirely by way of electronic communication is as a result of the COVID-19 virus outbreak and the resultant health distancing imperatives, legal restrictions and official advice on gatherings and movement.

Kindly note that, in terms of the Act, AGM participants (including proxies) will be required to provide identification before being entitled to participate in or vote at the AGM as more fully detailed in this notice. Forms of identification that will be accepted include certified copies of valid identity documents, driver's licences and passports.

PURPOSE OF THE MEETING

The purpose of the meeting is to present to the shareholders of the Company:

- the group audited financial statements for the year ended 31 December 2019;
- the Directors' report;
- the report of the Combined Audit and Risk Committee;
- the report of the Social and Ethics Committee; and
- to deal with any other business that may lawfully be dealt with at the AGM.

Ordinary Resolution number 1: Presentation and acceptance of Annual Financial Statements

RESOLVED THAT to receive, consider and adopt the audited company and group financial statements for the year ended 31 December 2019 as presented be received, considered and adopted.

Ordinary Resolution number 2.1-2.9: Director appointments

RESOLVED THAT the appointment of the following Directors be approved by shareholders:

2.1. Tertius Emil Zitzke (Chief Executive Officer)
2.2. Eric van der Merwe (Financial Director)
2.3. Kamil Tayub Patel (Independent Non-Executive Director, Mauritian)
2.4. Dr Sidharth Sharma (Independent Non-Executive Director, Mauritian)
2.5. Hemmanth Singh (Independent Non-Executive Director)
2.6. Andrew George Murgatroyd (Independent Non-Executive Director)
2.7. Jacob Stefanus Johannnes Nel (Independent Non-Executive Director)
2.8. Mariechen Margeretha Mortimer (Independent Non-Executive Director)
2.9. Christopher Stephen Joseph Crowe (Independent Non-Executive Director)

The Curriculum Vitae of the Company's current Directors standing for appointment is contained under "Group Directors" on pages 36 to 39 of this Integrated Annual Report.

Ordinary Resolution number 3: Re-appointment of auditors

RESOLVED THAT Nexia SAB&T, the independent auditor of the Company, be re-appointed until the conclusion of the Company's next Annual General Meeting. It is noted that Mr. Johandré Engelbrecht is the individual registered auditor who will undertake the audit for the financial year ending 31 December 2020, being the designated auditor.

Ordinary Resolution number 4: Remuneration of auditors

RESOLVED THAT the Board of Directors be authorised to determine the remuneration of the independent auditor.

Ordinary Resolution number 5: Appointment of Audit and Risk Committee Member(s)

RESOLVED THAT the following members of the Audit and Risk Committee, who offer themselves for re-election be and are hereby re-elected, each by way of a separate vote in terms of the Company's Constitution, Mauritian Companies Act and the Terms of Reference of the Audit and Risk Committee:

3.1. Andrew George Murgatroyd
3.2. Hemmanth Singh
3.3. Jacob Stefanus Johannes Nel

Ordinary Resolution number 5 is subject to resolutions 2.5, 2.6 and 2.7 above being approved by shareholders first.

The Directors consider that the passing of resolutions 1 to 5 in the best interests of the Company and its shareholders as a whole, and accordingly recommend that you vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Ordinary Resolution number 6: Endorsement of 4Sight's Remuneration Policy

RESOLVED THAT, the Company's remuneration policy as set out in the Remuneration Report, be and is hereby approved.

Explanatory Note:
In terms of King IV dealing with Boards and Directors, companies are required to table their remuneration policy every year to shareholders for a non-binding advisory vote at the AGM. This vote enables shareholders to express their views on the remuneration policies adopted and on their implementation.

Ordinary Resolution number 7: Endorsement of 4Sight's Remuneration Implementation Report

RESOLVED THAT the Company's remuneration implementation report as set out in the Remuneration Report, be and is hereby approved.

Ordinary Resolution number 8: Approval of Non-Executive Directors fees

RESOLVED THAT, fees to be paid by the Company to the independent non-executive Directors for their services as Directors per independent non-executive Director per year of service or a pro rata share thereof be approved as follows, this will be a denominated value in terms of the USD/ZAR exchange rate set at ZAR 18 per USD 1:

- USD 5 556 per Board meeting attended by the Chairman of the Board
- USD 2 778 per Board meeting attended by the Members of the Board
- USD 1 250 per Audit and Risk Committee meeting attended by the Chairman of the Committee
- USD 833 per Audit and Risk Committee meeting attended by the Members of the Committee
- USD 1 296 per Social and Ethics Committee meeting attended by the Chairman of the Committee
- USD 1 389 per Remuneration and Nominations Committee meeting attended by the Chairman of the Committee
- USD 833 per Remuneration and Nominations Committee meeting attended by the Members of the Committee
- An hourly rate of USD 167 is paid for specific additional work requested and pre-approved by the Board, alternatively pre-approved by both the Chairman of the Board and the Chief Executive Officer.
- All reasonable costs and disbursements are covered by the Company

The Company's Remuneration Report is contained under "Director's Remuneration" on pages 45 to 46 of this integrated Annual Report.

Ordinary Resolutions 6 and 7 is of an advisory nature only and failure to pass these resolutions will not have any legal consequences relating to existing arrangements. However, the Board will take the outcome of the vote into consideration when considering the Company's remuneration policy and remuneration implementation report.

Should more than 25% of the total votes cast be against resolutions 6 and 7 the Company will issue an announcement on the Stock Exchange News Services ("SENS") inviting shareholders who voted against the resolutions to meet with members of the Remuneration and Nomination Committee. The process to be followed will be set out in a SENS announcement.

Resolutions 1 to 8 will require the support of more than 50% of the total votes exercisable by members of the Company, present in person or by proxy to pass the resolutions.

Regarding resolution 3, Nexia SAB&T has indicated their willingness to be reappointed as the Company's auditor until the next Annual General Meeting. The Audit and Risk Committee has satisfied itself as to the independence of Nexia SAB&T and Mr. Johandré Engelbrecht and has also considered the requirements for the reappointment of the audit firm and audit partner in accordance with recent amendments to the JSE Listings Requirements. Further details are set out in the Audit and Risk Committee Report on page 52 of this Integrated Annual Report.

Key dates and times for the Annual General Meeting of Shareholders:

Key events	Date
Notice of Annual General Meeting distributed to shareholders	Monday, 29 June 2020
Record date to be recorded in the register in order to be entitled to vote at the Annual General Meeting	Friday, 24 July 2020
Last day to lodge forms of proxy for the Annual General Meeting by 2:00pm Mauritian time (12:00pm South African time)	Wednesday, 29 July 2020
Annual General Meeting at 12:00pm Mauritian time (10:00am South African time)	Friday, 31 July 2020

Instructions for members holding shares in certificated form or dematerialised form in "own-name"

Shareholders who have not dematerialised their shares or who have dematerialised their shares with "own-name" registration, and who are entitled to attend, participate in and vote at the AGM, are entitled to appoint a proxy to attend, speak and vote in their stead. A proxy need not be a shareholder and shall be entitled to vote on a poll. In light of the COVID-19 virus outbreak, it is requested that proxy forms be forwarded so as to reach the transfer secretaries in South Africa by no later than 2:00pm Mauritian time (12:00pm South African time) on Wednesday, 29 July 2020, so as to assist the company to timeously verify the identity of shareholders and their proxies who wish to participate by electronic communication at the AGM, by emailing those proxy forms to the transfer secretary at meetfax@linkmarketservices.co.za.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own-name" registration, should contact their Central Securities Depository Participant (CSDP) or broker in the manner and within the time stipulated in the agreement entered into between them and their CSDP or broker:

- to furnish them with their voting instructions; or
- in the event that they wish to participate in the AGM, to obtain the necessary letter of representation to do so.

Voting at the Annual General Meeting

On a poll, every shareholder participating in person or represented by proxy or by letter of representation and entitled to vote shall be entitled to that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by such shareholder bears to the aggregate amount of the nominal value of all shares issued by the Company.

Electronic Participation

In light of the health-related exigencies, legal restrictions and official advice arising from the COVID-19 crisis, and in accordance with the provisions of the Companies Act, the AGM will be conducted entirely through electronic communication. Shareholders who wish to participate in the AGM should connect to the AGM by using the link below and following the relevant prompts:

https://bit.ly/4Sight-AGM-TeamsLink

How:

- Type the link into your browser
- Click "join on web instead"
- Click "join now"
- Mute microphone when not talking

As required in terms of Mauritian Companies Act, before any person may attend or participate in the AGM, that person must present reasonably satisfactory identification and the presiding person at the meeting must be reasonably satisfied that the right of that person to participate and vote, either as a shareholder or as a proxy for a shareholder, has been reasonably verified. So as to comply with this verification procedure set out in the Mauritian Companies Act, shareholders wishing to participate electronically in the AGM are required to deliver written notice to the Company by email to meetfax@linkmarketservices.co.za by no later than 2:00pm Mauritian time (12:00pm South African time) on Wednesday, 29 July 2020 that they wish to participate via electronic communication at the AGM (the electronic notice). For the electronic participation to be valid, it must contain:

- if the shareholder is an individual, a certified copy of his original identity document and/or passport and/or driver's licence
- if the shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution, which resolution must set out who from the relevant entity is authorised to represent the relevant entity at the AGM via electronic communication
- a valid email address and/or mobile telephone number (the contact email address/number)

For the purposes of effective administration, shareholders and their proxies are strongly urged to send the electronic notice by 2:00pm Mauritian time (12:00pm South African time) on Wednesday, 29 July 2020. The electronic communication employed will enable all persons participating in that meeting to communicate concurrently with one another without an intermediary and to participate reasonably effectively in the meeting. Once the meeting has commenced, participants will be able to vote via the voting link to be provided during the meeting.

By order of the Board
Amicorp (Mauritius) Ltd
Company Secretary
Mauritius
26 June 2020

FORM OF PROXY

IMPORTANT INFORMATION REGARDING THE USE OF THIS FORM OF PROXY

For use by certificated shareholders and own-name dematerialised shareholders at the AGM of the Company to be held entirely by electronic communication on Friday, 31 July 2020.

Certificated shareholders or dematerialised shareholders with “own-name” registration, and who are entitled to attend and vote at the AGM, are entitled to appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a shareholder and shall be entitled to vote on a poll.

This form of proxy is not intended for use by shareholders of the Company who hold their shares in certificated form or dematerialised form and who have not selected “own name” registration of dematerialised shares. Such shareholders must contact their CSDP or broker timeously if they wish to attend and vote at the AGM and request that they be issued with the necessary letter of representation to do so, or provide the CSDP or broker timeously with their voting instructions should they not wish to attend the AGM in order for the CSDP or broker to vote in accordance with their instructions at the AGM.

Shareholders are advised to read the instructions for completing this form of proxy contained in the Notice of the AGM to which this form of proxy is attached, in addition to the notes to this form of proxy.

In light of the COVID-19 virus outbreak, it is required that proxy forms be forwarded so as to reach the transfer secretaries in South Africa by no later than 2:00pm Mauritian time (12:00pm South African time) on Wednesday, 29 July 2020, so as to assist the company to timeously verify the identity of shareholders and their proxies who wish to participate by electronic communication at the AGM, by emailing those proxy forms to the transfer secretary at meetfax@linkmarketservices.co.za.

This form must be completed in BLOCK LETTERS.

Dear Sir/Madam,

I/we (name in block letters) ______________________________

of (address in block letters) ______________________________

being the holder(s) of ____________________ [1] ordinary shares s in the issued share capital of the Company hereby appoint:

1. ______________________________ or failing him/her;
2. ______________________________ or failing him/her;
3. _____ the chairman of the Annual General Meeting

as my/our proxy, to attend, speak on my/our behalf at the AGM to be held electronically on Friday, 31 July 2020 at 12:00pm Mauritian time (10:00am South African time) and at any adjournment thereof, and to vote or abstain from voting on my/our behalf on the resolutions to be proposed at such AGM, with or without modification, as follows:

Resolution	For	Against	Abstain
Ordinary Resolution number 1 (To receive, consider and adopt the audited company and group financial statements for the year ended 31 December 2019)			
Ordinary Resolution number 2.1 (Appointment of Tertius Emil Zitzke as Director)			
Ordinary Resolution number 2.2 (Appointment of Eric van der Merwe as Director)			
Ordinary Resolution number 2.3 (Appointment of Kamil Tayub Patel as Director)			
Ordinary Resolution number 2.4 (Appointment of Dr Sidharth Sharma as Director)			
Ordinary Resolution number 2.5 (Appointment of Hemmanth Singh as Director)			
Ordinary Resolution number 2.6 (Appointment of Andrew George Murgatroyd as Director)			
Ordinary Resolution number 2.7 (Appointment of Jacob Stefanus Johannes Nel as Director)			
Ordinary Resolution number 2.8 (Appointment of Mariechen Margeretha Mortimer as Director)			
Ordinary Resolution number 2.9 (Appointment of Christopher Stephen Joseph Crowe as Director)			
Ordinary Resolution number 3 Re-appointment of the Independent auditor of the Company)			
Ordinary Resolution number 4 (The Board of Directors be authorised to determine the remuneration of the independent auditor)			
Ordinary Resolution number 5.1 (Appointment of Andrew George Mugatroyd as Chairman of the Audit and Risk Committee)			

Resolution	For	Against	Abstain
Ordinary Resolution number 5.2 (Appointment of Hemmanth Singh as Member of the Audit and Risk Committee)			
Ordinary Resolution number 5.3 (Appointment of Jacob Stefanus Johannes Nel as Member of the Audit and Risk Committee)			
Ordinary Resolution number 6 (Endorsement of 4Sight's Remuneration Policy)			
Ordinary Resolution number 7 (Endorsement of 4Sight's Remuneration Implementation Report)			
Resolution number 8 (Approval of Non-Executive Directors fees)			

Every person entitled to vote who is participating at the AGM shall be entitled to:

(a) one vote on a poll irrespective of the number of shares such person holds or represents, provided that a proxy shall, irrespective of the number of shareholders she/he represents, have only one vote;

(b) that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by the shareholder bears to the aggregate amount of the nominal value of all shares issued by the Company in respect of every matter that may be decided by polling.

A proxy may not delegate his/her authority to act on his/her behalf to another person.

1 Insert number of securities in respect of which you are entitled to exercise voting rights.

This proxy form will lapse and cease to be of force and effect immediately after the AGM of the Company and any adjournment(s) thereof.

Signed ______________________________ at ________________ on __________________ 2020 (Name in block letters)

Signature Assisted ____ by me (where applicable)

Notes to the Form of Proxy:

1. A proxy appointment must be in writing, dated and signed by the person appointing the proxy.
2. Forms of proxy must be delivered to the Company before a proxy may exercise any voting rights at the AGM either by returning them to Link Market Services South Africa (Pty) Ltd, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2000, South Africa, or to Amicorp (Mauritius) Limited, 6th Floor, Tower 1, NeXTeracom Building, Cybercity, Ebène, Mauritius, to be received on or before Wednesday, 29 July 2020 at at 2:00pm Mauritian time (12:00pm South African time). Forms can be posted, emailed or hand delivered. Email to: meetfax@linkmarketservices.co.za or posted to Link Market Services South Africa (Pty) Ltd, 13th Floor, 19 Ameshoff Street, Braamfontein, Johannesburg, 2000, South Africa. Forms can, before this date, be hand delivered or emailed to meetfax@linkmarketservices.co.za
3. Each person entitled to exercise any voting rights at the AGM may appoint a proxy or proxies to attend, speak, vote or abstain from voting in place of that holder
4. A person entitled to vote may insert the name of a proxy or the name of an alternative proxy of the holder's choice in the space provided, with or without deleting the Chairman of the AGM. Any such deletion must be initialled. The person whose name stands first on the form of proxy and who is participating at the AGM shall be entitled to act as proxy to the exclusion of the person whose name follows as an alternative. In the event that no names are indicated, the proxy shall be exercised by the Chairman of the AGM to vote in favour of any resolution.
5. An "X" in the appropriate box indicates that all your voting rights are exercisable by that holder. If no instructions are provided in the form of proxy, in accordance with the above, then the proxy shall be entitled to vote or abstain from voting at the AGM, as the proxy deems fit in respect of all your voting rights exercisable thereat but, if the proxy is the Chairman, failure to provide instructions to the proxy in accordance with the above will be deemed to authorise the proxy to vote only in favour of the resolution.
6. You or your proxy are not obliged to exercise all your voting rights exercisable but the total of the voting rights cast may not exceed the total of the voting rights that may be exercised by you.
7. Documentary evidence establishing the authority of a person participating in the AGM on your behalf in a representative capacity or signing this form of proxy in a representative capacity must be attached to this form, unless previously recorded by the Company or the Transfer Secretaries or the Company Secretary or waived by the Chairman of the AGM.
8. The Company will accept a certified, valid identity document, driver's licence or passport as satisfactory identification.
9. Any insertions, deletions or alterations to this form must be initialled by the signatory(ies).
10. Notwithstanding the appointment of a proxy by a member who is a natural person, such member may attend the AGM in person and vote thereat, to the exclusion of the appointed proxy.

COMPANY INFORMATION

General Information

Registered Office:

c/o Amicorp (Mauritius) Ltd
6th Floor, Tower 1,
NeXTeracom Building
Ebène, Mauritius

Postal address:

c/o Amicorp (Mauritius) Ltd
6th Floor, Tower 1,
NeXTeracom Building
Ebène, Mauritius

Telephone

+230 454 7367

Registration

C148335 C1/GBL

Share code

4SI

ISIN

MU0557S00001

E-mail

info@4sightholdings.com

Website

www.4sightholdings.com

Company Secretary

Name

Amicorp (Mauritius) Ltd

Physical address

6th Floor, Tower 1,
NeXTeracom Building,
Ebène Cybercity,
Mauritius

Email address:

mauritius@amicorp.com

Telephone

+230 404 0200

Transfer Secretary

Name

Link Market Services South Africa (Pty) Ltd

Physical address

19 Ameshoff Street, 13th Floor
Braamfontein, Gauteng, 2000,
South Africa

Postal address

P O Box 4844,
Johannesburg,
2000, South Africa

Telephone

+27 11 713 0800

Reporting accountants and auditor

Name

Nexia SAB&T

Physical address

119 Witch-Hazel Avenue,
Highveld Technopark, Centurion,
0157, South Africa

Postal address

P.O. Box 10512,
Centurion, 0046,
South Africa

Bankers

Name

AfrAsia Bank Ltd

Physical address

Bowen Square 10, Dr Ferriere
Street, Port Louis
Mauritius

Legal Council

Name

WWB Botha Attorneys

Physical address

446 Cameron Street
Brooklyn, Pretoria
Gauteng, South Africa

Designated Adviser

Name

Java Capital Trustees and Sponsors (Pty) Ltd

Physical address

2nd Floor, 6A Sandown Valley
Crescent, Sandton, 2196

Contact Details:

sponsor@javacapital.co.za

Telephone:

+27 11 722 3050

Directors (Executive)

Tertius Emil Zitzke

(Chief Executive Officer and Social and Ethics Committee Member)

Eric van der Merwe
(Financial Director and Social and Ethics Committee Member)

Directors (Non-Executive)

Kamil Tayub Patel
(Independent Chairman, Mauritian)

Hemmanth (Herman) Singh
(Independent, Audit and Risk Committee Member)

Andrew George Murgatroyd
(Independent, Audit and Risk Committee Chairman)

Jacob Stefanus Johannes (Johan) Nel
(Independent, Audit and Risk Committee Member and Remuneration and Nomination Committee Member)

Mariechen (Marichen) Margeretha Mortimer
(Independent, Social and Ethics Committee Chairman and Remuneration and Nomination Committee Member)

Christopher (Chris) Stephen Joseph Crowe
(Independent, Remuneration and Nomination Committee Chairman)

Dr Sidharth Sharma
(Independent, Mauritian)

www.4sightholdings.com

4SIGHT HOLDINGS – INTEGRATED REPORT FOR THE YEAR ENDED 31 DECEMBER 2019