



4SIGHT HOLDINGS LIMITED

(Incorporated in the Republic of Mauritius)
(Registration number: C148335 C1/GBL)
("4Sight Holdings" or "the Company")
ISIN Code: MU0557S00001 JSE Code: 4SI

ACQUISITION OF AGE TECHNOLOGIES JHB PROPRIETARY LIMITED ("AGE") AND RENEWAL OF CAUTIONARY ANNOUNCEMENT

Introduction

The board of directors of 4Sight Holdings is pleased to announce that the Company has entered into an agreement with NL Jackson (70%) and MA Powell (30%) ("the vendors") for the acquisition of 100% of the shares in AGE with effect from the date of listing of the Company. The vendors are not related parties to 4Sight Holdings. AGE will become a subsidiary of 4Sight and will adhere to the provisions of paragraph 10.21 of Schedule 10 of the JSE Listing Requirements.

Terms and conditions

The purchase price is R80 million, payable as follows:

Details	Cash R	Shares R	Amount R
On listing	27 000 000	13 000 000	40 000 000
Earn-out	15 800 000	24 200 000	40 000 000
Total	42 800 000	37 200 000	80 000 000

Of the above cash on listing, R18 million has been settled through the issue of vendor shares at R2.00 per share. The 6 500 000 shares will also be issued at R2.00 per share in settlement of the share portion on listing. The earn-out will be payable against achievement of Net Profit After Tax ("NPAT") determined in accordance with IFRS, as detailed below:

Details	NPAT Hurdle R	NPAT Target R	Period
Warranty period 1	4 400 000	13 333 333.33	16 months ending 31 December 2018
Warranty Period 2	15 400 000	23 333 333.33	28 months ending 31 December 2019

In the event that the respective NPAT hurdle is not met, there will be no further payment in terms of the earn-out.

In the event that the NPAT is between the NPAT hurdle and NPAT target, the purchase price for the earn-out will be paid on a pro rata basis. The earn-out ratio is split 50:50 between the two warranty periods.

The issue price for the share portion of R24 200 000 or part thereof will be the ruling share price of 4Sight Holdings at the respective dates of issue.

Description of AGE

AGE has been established for a number of years and has grown into one of the leading systems integrators in Africa, with presence in 15 countries. AGE offers controls systems, instrumentation, green energy and information technology communications and provides professional system integration of automation and electrical engineering projects. AGE empowers its customers with cutting edge technology solutions to increase efficacy in an innovative way. Please refer to www.age.co.za for more details.

Rationale for the acquisition of AGE

AGE has an established track record as a systems integrator providing a variety of sensors, control systems and other industrial devices known as the "Internet of Things" and forms an important part of the vertical stack of services to mining and manufacturing companies. Intelligent algorithms are required to glean data from such equipment and thus the acquisition is complementary to the separate acquisition of BluESP by 4Sight Holdings, which provides data analytics to the same market. Certain of their products or solutions will also be complementary to the telecommunications vertical under Digitata and the property solutions under GLOVent.

Financial Information

The net asset value of AGE as extracted from the Annual Financial Statements for the year ended 28 February 2017 was R11 020 972 and the profit after tax was R2 700 482.

Conditions precedent

There are no remaining conditions precedent to the Acquisition other than the signing of the agreement by 4Sight Holdings in Mauritius in accordance with Mauritian law, which is in process.

Classification of the transaction

The Acquisition is classified as a Category 2 transaction in terms of the JSE Listings Requirements pertaining to companies listed on the Alternative Exchange of the JSE and thus shareholder approval is not required.

Renewal of cautionary announcement and supplementary prelisting statement

Shareholders are referred to the cautionary announcement published on 20 October 2017 and are advised that the Company is finalising the terms of acquisition of Foursight Proprietary Limited ("Foursight"), details of which will be announced in due course.

As previously announced, once the acquisition of Foursight has been finalised and the combined impact of the acquisition of BluESP Holdings Proprietary Limited (announced on 20 October 2017) and the above acquisition of AGE, the Company will consider the need to publish a supplementary prelisting statement, which will probably include an updated profit forecast, particularly for the year ending 31 December 2018 as the impact on the six months ending 31 December 2017 is likely to be immaterial. The Company will consult with the JSE in this regard in due course.

23 October 2017
Mauritius

Designated Advisor

Arbor Capital Sponsors Proprietary Limited

