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**Sebata Holdings Limited**  
Incorporated in the Republic of South Africa  
(Registration number 1998/003821/06)  
Share code: SEB ISIN: ZAE000260493  
("Sebata" or "the Company")

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**DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING**

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## 1. DISTRIBUTION OF CIRCULAR

Shareholders are referred to the announcements released on SENS on:

- 25 February 2020 (and using the terms defined therein unless otherwise stated), wherein it was advised, *inter alia*, that the Company has, in terms of the empowerment transaction relating to the disposal of the "Software Group Companies" (being Sebata Municipal Solutions, R-Data and MAPS, which are all wholly owned subsidiaries of the Company), entered into Agreements with Inzalo for:
  - o the disposal of 55% of the total issued share capital in each of the companies that collectively comprise the Software Group Companies ("**Sale Shares**") to Inzalo for the purchase price of R501.9 million ("**Disposal**"); and
  - o the donation of 5% of the total issued share capital in each of the companies that collectively comprise the "Software Group Companies" ("**Donation Shares**") to Inzalo ("**Donation**"), collectively referred to hereinafter as the "**Transaction**"; and
- 24 April 2020, wherein it was advised, *inter alia*, that the Transaction, which constitutes a Category 1 transaction in terms of section 9.5(b) of the Listings Requirements and a proposal to dispose of all or the greater part of the assets of Sebata in terms of section 112 of the Companies Act, requires a Circular to shareholders incorporating, *inter alia*, *pro forma* financial effects of the Transaction, a fairness opinion obtained from an Independent Expert and a notice to convene a general meeting of shareholders of Sebata ("**General Meeting**").

Shareholders are hereby advised that the Circular containing full details of the Transaction and incorporating a notice to convene the General Meeting in order to consider and, if deemed fit, to pass, with or without modification, the resolutions necessary to approve the Transaction, has been distributed today, 15 June 2020.

The Circular is available on the Company's website at: <https://sebataholdings.com/wp-content/uploads/Circular-to-shareholders-regarding-the-proposed-empowerment-transaction-in-respect-of-the-Software-Group-of-Companies.pdf>.

## 2. NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting will be held at 10:00 on Wednesday, 15 July 2020 via electronic communication to consider, and, if deemed fit, to pass, with or without modification, the resolutions set out in the notice of General Meeting, which is contained in the Circular.

As a consequence of the impact of the COVID-19 pandemic and the restrictions placed on physical public gatherings, the Board has determined that the General Meeting will be held electronically via a live webcast. This is provided for by the JSE and is in terms of the provisions of the Companies Act and the Company's Memorandum of Incorporation.

The Board has determined that, in terms of section 62(3)(a), as read with section 59 of the Companies Act, the record date for the purposes of determining which shareholders of the Company are entitled to participate in and vote at the General Meeting is Friday, 10 July 2020. Accordingly, the last day to trade Sebata shares in order to be recorded in the Company's securities register to be entitled to vote will be Tuesday, 7 July 2020.

### 3. ELECTRONIC MEETING

Shareholders should note the following in respect of the virtual General Meeting:

1. The General Meeting webcast can be accessed via the following URL:  
<https://www.corpcam.com/SebataHoldings2020GeneralMeeting>
  - a. The aforementioned link will be available for live streaming from 09:45 to facilitate login for shareholders.
  - b. Shareholders may submit questions during the live webcast of the meeting by using the messaging option available on the webcast screen. Only questions pertinent to the General Meeting will be answered during the meeting, subject to time constraints.
  - c. Please note that shareholders cannot vote their shares via this URL link. Please refer to points 2 and 3 below.
2. Shareholders who wish to vote their shares prior to the virtual General Meeting must follow the process as set out below:
  - a. Shareholders who hold their shares through a CSDP or broker must furnish their voting instructions in the manner stipulated in the agreement with their CSDP or broker.
  - b. Shareholders who hold their shares in their 'own name' must access the voting platform on <https://seb.votingplatform.corporateactions.co.za/login>
  - c. In order to understand the process for voting, shareholders should refer to the "How to participate in the General Meeting" download, available on the separate voting platform (per the above URL) for a step-by-step guide on how to access the facility. (This guide is located in the left-hand corner at the top of the screen.)
  - d. In order to log in to the voting platform to vote, shareholders who hold their shares in their 'own name' will require a shareholder reference number which can be obtained from the Transfer Secretaries, Singular Systems Proprietary Limited, via email at [Sebata@singular.co.za](mailto:Sebata@singular.co.za) for assistance.
  - e. Shareholders in possession of a valid letter of representation will also be eligible to vote their shares on the voting platform. Shareholders must submit their letter of representation to the company secretary at [reegan.smith@sebataholdings.com](mailto:reegan.smith@sebataholdings.com) to receive their shareholder reference number to register on the voting platform.
  - f. Shareholders who have registered on the voting platform and voted their shares before the General Meeting and wish to participate in the webcast have the option of linking to the webcast via the URL as set out in point 1 above or through the voting platform.
3. Shareholders who wish to participate in the virtual General Meeting and vote their shares during the meeting must follow the process as set out below:
  - a. The webcast must be accessed via the separate voting platform. <https://seb.votingplatform.corporateactions.co.za/login>
  - b. In order to understand the process to access the webcast and log into the voting platform, shareholders should refer to the "How to participate in the General Meeting" download as per point 2.c above.
  - c. In order to log in to the voting platform to access the webcast and also vote, shareholders who hold their shares in their 'own name' will require a shareholder reference number which can be obtained from the Transfer Secretaries via email at [Sebata@singular.co.za](mailto:Sebata@singular.co.za) for assistance.
  - d. Shareholders in possession of a valid letter of representation will also be eligible to access the webcast and vote their shares on the voting platform during the virtual General Meeting. Shareholders must submit their letter of representation to the company secretary at [reegan.smith@sebataholdings.com](mailto:reegan.smith@sebataholdings.com) to receive their shareholder reference number in order to register on the voting platform and access the webcast.

Shareholders eligible to vote are advised to request their shareholder reference number well before the date of the General Meeting in order to vote either before or during the General Meeting as it will not be possible to obtain the reference number once the meeting has started.

Shareholders or their proxies will be liable for their own network charges in relation to electronic participation in and / or voting at the General Meeting. Any such charges will not be for the account of Sebata. Regrettably neither the JSE nor Sebata can be held accountable in the case of loss of network connectivity or network failure due to insufficient airtime/ internet connectivity/ power outages which would prevent shareholders from participating in and / or voting at the virtual General Meeting.

The Independent Board accepts responsibility for the information contained in this announcement to the extent that it relates to Sebata. To the best of their knowledge and belief, the information contained in this announcement is true and nothing has been omitted which is likely to affect the import of the information.

Johannesburg  
15 June 2020

**Corporate Advisor and Sponsor**  
Merchantec Capital