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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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**UPDATE OF THE EMPOWERMENT TRANSACTION RELATING TO THE SECTION 112 DISPOSAL OF THE SOFTWARE GROUP COMPANIES, BEING THE MAJORITY OF SEBATA'S ASSETS**

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Shareholders are referred to the announcement released on SENS on 25 February 2020 (and using the terms defined therein unless otherwise stated), wherein it was advised that the Company has entered into Agreements with Inzalo for:

- 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
- 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**".

The "**Software Group Companies**" comprise Sebata Municipal Solutions, R-Data and MAPS, which are all wholly owned subsidiaries of the Company.

The Transaction 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.

Accordingly, the Transaction 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 in order to consider and, if deemed fit to pass, with or without modification, the resolutions necessary to approve and implement the Transaction.

Sebata's Independent Board has appointed PSG Capital Proprietary Limited as the Independent Expert to provide it with external advice in relation to the Transaction and to make appropriate recommendations to the Independent Board in the form of an Independent Expert Report.

However, while the Company has agreed, *inter alia*, the scope of the work with the auditors, it has been advised that due to the availability of the auditors staff required to complete the work and the resultant impact of the current extended nationwide lockdown pursuant to COVID-19, the historical financial results and *pro forma* financial effects are expected to be delayed.

Shareholders are advised that the JSE and the Panel have provided the Company with dispensation from paragraph 9.20(b) of the Listings Requirements and Takeover Regulation 102(2)(a), respectively and an extension to distribute the Circular to Sebata shareholders.

Accordingly, the Circular containing full details of the Transaction will be distributed to shareholders of Sebata in due course and shareholders will be apprised thereof via further SENS announcements.

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  
24 April 2020

**Corporate Advisor and Sponsor**  
Merchantec Capital