

ECSPONENT LIMITED

Incorporated in the Republic of South Africa

Registration number: 1998/013215/06

JSE Code: ECS - ISIN: ZAE000179594

Debt Issuer Code: ECSD

Hybrid Issuer Code: ECSH

("the Company" or "Ecsponent")

Distribution of a circular to shareholders

Shareholders are referred to the announcements published on SENS on 20 March 2020 and 7 May 2020 wherein shareholders were advised, *inter alia*, that Ecsponent, MHMK Group Limited ("**MHMK Group**"), an associate of the Company and ECS Mauritius Private Equity Limited, a wholly owned subsidiary of Ecsponent, had entered into a binding term sheet wherein MHMK Group will subscribe for, and the Company will issue, 8,808,624,705 ordinary shares to MHMK Group at a subscription price of ZAR0.0245 per ordinary share, resulting in a total subscription consideration of ZAR215,811,305 ("**the Specific Issue**").

The Company is required to issue a circular to shareholders containing, *inter alia*, information relating to the Specific Issue and convening a general meeting of shareholders (the "**Circular**").

During the Circular approval process by the JSE, the JSE ruled that the conversion of secured debt from a related party into equity shares required a fairness opinion in terms of Section 10 of the JSE Listings Requirements. Accordingly, a delay has been experienced in the posting and distribution of the Circular in order to obtain the requisite fairness opinion.

The Board is however pleased to confirm that the fairness opinion has now been obtained, and the independent expert has confirmed that the terms of the Specific Issue are fair insofar as shareholders are considered.

It is therefore expected that the Circular will be finalised and distributed by no later than 15 August 2020. A further announcement will be made in this regard.

For more information about this announcement or the Ecsponent group, email investor.relations@ecsponent.com or visit www.ecsponentlimited.com/investor-relations.

30 July 2020

Pretoria

Sponsor to Ecsponent

Questco Corporate Advisory (Pty) Ltd