

Adapt IT Holdings Limited
Incorporated in the Republic of South Africa
(Registration number 1998/017276/06)
Share code: ADI ISIN: ZAE000113163
(“Adapt IT” or “the Company”)

UPDATE ANNOUNCEMENT AND RENEWAL OF CAUTIONARY ANNOUNCEMENT

1. Introduction

Adapt IT shareholders are referred to the announcement published on 3 February 2021 (“**3 February Announcement**”) regarding an unsolicited firm intention by Huge Group Limited (“**Huge**”) to make a general offer to acquire up to 100% of the entire issued share capital of Adapt IT (“**Huge Offer**”). In terms of the Huge Offer, Huge will offer to issue 0.9 ordinary shares of Huge (“**Huge Shares**”) (rounded up to the nearest whole number of Huge Shares) for every Adapt IT share acquired by Huge (“**Huge Offer Consideration**”). The swap ratio is based on a reference price of 613 cents per Huge Share and an implied price of 552 cents per Adapt IT share.

2. Independent Expert and Independent Board advice to Adapt IT shareholders on the Huge Offer Consideration

Further to the 3 February Announcement and as required by the Takeover Regulations, the Independent Board of Adapt IT has now appointed Nodus Capital TS (Pty) Ltd as Independent Expert to express an opinion on whether the Huge Offer Consideration is fair and reasonable to Adapt IT shareholders, taking into account the value of Adapt IT’s shares. Upon receipt of the Independent Expert’s opinion and having considered the opinion of the Independent Expert, the Independent Board will form its own opinion as to whether or not the Huge Offer Consideration is fair and reasonable to Adapt IT shareholders and advise Adapt IT shareholders thereof as soon as possible.

Adapt IT therefore cautions its shareholders not to make any decisions, take any actions or provide any undertakings in relation to the Huge Offer, until they have received the opinions of the Independent Expert and the Independent Board as to whether or not the Huge Offer Consideration is fair and reasonable.

3. Salient dates and times and offer circulars

The opinions of the Independent Expert and the Independent Board will be contained in the Adapt IT response circular that will be sent to Adapt IT shareholders within 20 business days after Huge has sent its offer circular to Adapt IT shareholders, which is due to be published by Huge by 3 March 2021 unless the Takeover Regulation Panel grants an extension of that date.

Adapt IT has commenced with the drafting of the Adapt IT response circular in order to issue the Adapt IT response circular as soon as practicably possible after the publication of the Huge offer circular.

4. Responsibility statement

The Independent Board accepts responsibility for the information contained in this announcement and certifies that, to the best of its knowledge and belief, the information contained in this announcement is true and nothing has been omitted which is likely to affect the importance of the information.

Johannesburg
15 February 2021

Sponsor
Merchantec Capital

Financial Adviser
The Standard Bank of South Africa Limited

Legal Adviser
Webber Wentzel

Independent Expert
Nodus Capital TS (Pty) Ltd