
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")

PRO FORMA FINANCIAL EFFECTS OF HUGE OFFER AND WITHDRAWAL OF CAUTIONARY ANNOUNCEMENT

1. Introduction

Shareholders are referred to the announcements dated 28 January 2021, 3 February 2021, 15 February 2021 and 30 March 2021, relating to the 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**"). The Huge Offer circular was posted today and, accordingly, shareholders are advised that the *pro forma* financial effects in relation to the Huge Offer, as required in terms of Regulation 101(7)(b)(iv), have been finalised and are set out below.

2. Pro forma financial effects of the Huge Offer

The table below sets out the *pro forma* financial effects of the Huge Offer on the audited group results of Adapt IT for the year ended 30 June 2020.

The *pro forma* financial effects have been extracted from Annexure 3 – Pro Forma Financial Information of the Huge Offer Circular and the swap ratio of 0.9 Huge Shares for each Adapt IT share has been applied to reflect the impact for an Adapt IT shareholder.

The *pro forma* financial effects have been prepared to illustrate the impact of the Huge Offer had the Huge Offer occurred on 1 July 2019 for purposes of the statement of comprehensive income and on 30 June 2020 for purposes of the statement of financial position.

The *pro forma* financial effects, which are the responsibility of the directors of the Company, are provided for illustrative purposes only and, because of their *pro forma* nature may not fairly present Adapt IT's financial position, changes in equity, results of operations or cash flow nor the effect and impact of the Huge Offer going forward.

	Before the Huge Offer ¹	<i>Pro forma</i> after the Huge Offer ²	% Change
Basic earnings per Share (cents)	51.47	50.73	(1)
Headline earnings per Share (cents)	66.88	57.05	(15)
Net asset value per Share (cents)	543.85	517.17	(5)
Tangible net asset value per Share (cents)	(98.69)	7.49	92

Notes:

1. Extracted from Annexure 3 – *Pro Forma* Financial Information of the Huge Offer Circular and the Audited Group results of Adapt IT for the year ended 30 June 2020.
2. The “*Pro forma* after the Huge Offer” has been extracted from Annexure 3 – *Pro Forma* Financial Information of the Huge Offer Circular and treats the Huge Offer as if it had occurred on 1 July 2019 for statement of comprehensive income purposes and on 30 June 2020 for statement of financial position purposes. The swap ratio has been applied to the extracted figures to reflect the effect of the Huge Offer for an Adapt IT shareholder.

3. Withdrawal of Cautionary

Shareholders are referred to the cautionary announcement dated 28 January 2021 as well as the renewals of cautionary announcements dated 3 February 2021, 15 February 2021 and 30 March 2021 and are hereby advised that, as the *pro forma* financial effects in relation to the Huge Offer have been disclosed in this announcement, caution is no longer required to be exercised when dealing in the Company’s securities.

4. Adapt IT Response Circular

Adapt IT has commenced with the approval process of the Adapt IT response circular in order to issue the Adapt IT response circular as soon as practicably possible, which is expected to be on or about 17 May 2021. Adapt IT therefore reminds 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 Board (defined in the announcement of 3 February 2021) and the Independent Expert (referred to in the announcement of 15 February 2021), as to whether or not the Huge Offer Consideration is fair and reasonable.

5. Responsibility Statement

Save for the above *pro forma* financial information which has been extracted from the Huge Offer circular, 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

16 April 2021

Sponsor

Merchantec Capital

Financial Adviser

The Standard Bank of South Africa Limited

Legal Adviser

Webber Wentzel