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**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**”)

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## DISTRIBUTION OF THE RESPONSE CIRCULAR REGARDING THE HUGE OFFER

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### 1. Introduction

Shareholders in Adapt IT (“**Adapt IT Shareholders**”) are referred to the announcements dated 28 January 2021, 3 February 2021, 15 February 2021, 30 March 2021 and 16 April 2021, relating to the unsolicited firm intention by Huge Group Limited (“**Huge**” or the “**Offeror**”) 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 to Adapt IT Shareholders on Friday, 16 April 2021 (“**Huge Offer Circular**”).

In the Huge Offer, Huge has offered to acquire shares in Adapt IT (“**Adapt IT Shares**”), in consideration for which Huge will issue 0.9 ordinary shares in Huge (“**Huge Shares**”) (rounded up to the nearest whole number of Huge Shares) (“**Huge Offer Consideration**”) for each Adapt IT Share in respect of which the Huge Offer is accepted. This 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. Distribution of the Response Circular

Adapt IT Shareholders are hereby advised that the Company's circular in response to the Huge Offer Circular (“**Response Circular**”) has been prepared by the Independent Board of the Company (“**Independent Board**”) and has, together with the opinion of the independent expert (“**Independent Expert Opinion**”), today been distributed to Adapt IT Shareholders that were recorded as such on the shareholders' register as at 7 May 2021.

The Response Circular is also available on the Company's website at: <https://f.hubspotusercontent40.net/hubfs/1848095/investor/Adapt%20IT%20Response%20Circular%2017%20May%202021%20-%20Huge.pdf>

The important dates and times of the Huge Offer are set out in the Huge Offer Circular.

### **3. Independent Board's Recommendation**

Nodus Capital TS Proprietary Limited, the independent expert ("**Independent Expert**") has, in accordance with Regulation 90 of the Companies Regulations, performed a detailed valuation of Adapt IT Shares and the Huge Offer Consideration, and based on the results of the procedures performed and other considerations, concluded that a fair price range for Adapt IT is R7.00 to R9.09 per Adapt IT Share. Accordingly, the Independent Expert is of the opinion that the Huge Offer Consideration is unfair and unreasonable to Adapt IT Shareholders.

Following the Independent Board's review of the Huge Offer Circular and after considering the Independent Expert Opinion, with which the Independent Board agrees, the Independent Board has concluded that the Huge Offer Consideration is unfair and unreasonable to Adapt IT Shareholders. Further detail is provided in the Response Circular.

Accordingly, the Independent Board recommends that Adapt IT Shareholders do not accept the Huge Offer and that no action should be taken by Adapt IT Shareholders in connection with the Huge Offer.

### **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

17 May 2021

#### **Sponsor**

Merchantec Capital

#### **Financial Adviser**

The Standard Bank of South Africa Limited

#### **Legal Adviser**

Webber Wentzel

#### **Independent Expert to Adapt IT**

Nodus Capital TS Proprietary Limited