

Purple Group Limited
(Incorporated in the Republic of South Africa)
(Registration number 1998/013637/06)
Share code: PPE ISIN: ZAE000185526
("Purple Group")

DEALING IN SECURITIES BY AN ASSOCIATE OF A DIRECTOR

Shareholders are advised that Business Venture Investments No 1847 Proprietary Limited ("BVI" or "the Seller"), an associate of, and an entity in which Mark Barnes holds 50% of the issued share capital, has entered into a sale of shares and option agreement with Firefly Newco 1411 Proprietary Limited ("Firefly" or "the Purchaser"), dated 28 May 2021 ("the Agreement").

In terms of the Agreement:

1. BVI has granted to the Purchaser an option (the "Call Option") to acquire up to 134 545 316 Purple Group shares (representing 13.30% of shares in issue (excluding treasury shares)) ("Option Shares") from BVI at a price of 110 cents per share, which Call Option may be exercised at any time during the period commencing on 31 May 2021 and ending on 28 June 2021 ("Option Period"); and
2. BVI has agreed to sell 45 454 546 Purple Group shares (representing 4.49% of shares in issue (excluding treasury shares)) ("Sale Shares") to the Purchaser at a price of 110 cents per share, provided that the Purchaser exercises the Call Option in respect of at least 50 000 000 Option Shares during the Option Period. If the Purchaser does not exercise the Call Option in respect of at least 50 000 000 Option Shares during the Option Period, then BVI will only sell 41 666 667 Purple Group shares (representing 4.12% of shares in issue (excluding treasury shares)) ("Adjusted Sale Shares") to the Purchaser at a higher price of 120 cents per share.

The Agreement is subject to the condition that the Sale Shares and Option Shares are delivered to the Purchaser unencumbered.

The total maximum consideration if the Sale Shares and all of the Option Shares are sold is R197 999 848, and the total minimum consideration if only the Adjusted Sale Shares are sold is R50 000 000.

In compliance with paragraphs 3.63 - 3.74 of the Listings Requirements of the JSE Limited, the following information is disclosed:

Company:	BVI
Name of director:	Mark Barnes
Relationship:	Mark Barnes is director and shareholder in BVI
Date of agreement:	28 May 2021
Nature of transaction:	off-market sale of shares and granting of option
Number of securities:	per above
Class of securities:	ordinary shares
Price per share:	per above
Total Value:	per above
Nature of interest:	indirect beneficial

Firefly is headed up by Paul Rutherford of Nire Capital, an investment firm focused on technology enabled businesses.

Firefly is entitled to cede and assign its rights under the Agreement, and the intention is that in due course Firefly will cede and assign its rights and obligations under the Agreement to an investment partnership, which will be managed by Paul Rutherford on behalf of the general partner of such partnership.

Paul Rutherford commented “We have been tracking the progress of Purple for some time and are excited to be afforded this opportunity by BVI to invest directly into Purple and actively partner with the founders and management teams to continue to build Purple into a market leading fintech group.”

Mark Barnes commented “As a founding shareholder in Purple we are excited to enter a new chapter in Purple’s evolution and I am confident that we have identified the right strategic partner to work with management to take the group to the next level.”

Purple CEO, Charles Savage, commented “We welcome our new shareholder Firefly on board and look forward to working with them to capitalise on the foundation that has been laid as we continue on our growth path.”

It is the intention of the board of Purple to appoint Paul Rutherford to the board on the successful completion of this transaction.

Upon the expiry of the Call Option, or earlier, as may be required, a further announcement will be released once the final number of Option Shares in respect of the Call Option has been exercised in terms of the Agreement, have been determined.

Responsibility Statement

The Board accepts responsibility for the information contained in this announcement. To the best of the Board’s 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

1 June 2021

Company Secretary: 4 Africa Exchange Registry Proprietary Limited

Sponsor: Deloitte & Touche Sponsor Services Proprietary Limited