



VISUAL INTERNATIONAL HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2006/030975/06)
ISIN code: ZAE000187407 Share code: VIS
("Visual" or "the Company")

RENEWAL OF CAUTIONARY ANNOUNCEMENT

Shareholders are referred to the cautionary announcement relating to the acquisition of Agilitee Proprietary Limited "Agilitee"), the last of which was published on SENS on 14 September 2021.

A number of Conditions Precedent remain outstanding; including, *inter alia*:

- the key individuals and key management entering into service and restraint agreements with the Company;
- the completion of the audited financial statements and management accounts of the Company and the approval thereof by the Seller;
- the approval of the transaction by the JSE Limited;
- the approval of the transaction by the Takeover Regulation Panel;
- the waiver of a mandatory offer by the Seller to eligible Purchaser's Shareholders by the requisite majority of the Seller's Shareholders in general meeting;
- board approval; and
- the receipt of an irrevocable undertaking by RAL Trust and CKR Trust to vote in favour of the various resolutions to support the envisaged transaction, including the waiver of a mandatory offer to the extent necessary.

The Company is also required to publish the financial information relating to Agilitee.

Accordingly, shareholders are advised to continue exercising caution when trading in the Company's shares until such time as further announcement is made.

CAPE TOWN
28 October 2021

Designated Advisor
AcaciaCap Advisors Proprietary Limited

