

4SIGHT HOLDINGS LIMITED

(Incorporated in the Republic of Mauritius)

(Registration number: C148335 C1/GBL)

JSE share code: 4SI ISIN: MU0557S00001

("4Sight" or "the Company")



SPECIFIC REPURCHASE OF SHARES FROM A RELATED PARTY

1. INTRODUCTION

Shareholders are advised that 4Sight has entered into share sale and repurchase agreement (the “**agreement**”) with Morné Swanepoel (the “**seller**”) to repurchase 125 521 898 ordinary shares of no par value in the Company (the “**repurchase shares**”) for a total consideration of R16 000 000 or approximately 12.75 cents per share (the “**repurchase**”).

2. RATIONALE FOR THE REPURCHASE

The board of directors of 4Sight (the “**board**”) is of the view that the Company’s current share price is highly undervalued in relation to its stated net asset value per share and believes that by implementing the repurchase at a material discount to a 4Sight share’s intrinsic value and 30-day volume weighted average price (“**VWAP**”) as measured at the close of market on the date prior to the signature of the agreement, the repurchase represents an opportunity to create a value uplift for shareholders post the implementation of the repurchase and the subsequent cancellation of the repurchase shares.

3. TERMS OF THE REPURCHASE

Pursuant to the agreement, the seller will sell the repurchase shares to 4Sight for a total cash consideration of R16 000 000, which equates to an implied price of 12.74678 cents per share and represents a discount of 41.83% to the 30-day VWAP measured at the close of market on the business day prior to the signature of the repurchase agreement.

4. CONDITIONS PRECEDENT TO THE REPURCHASE

The repurchase is subject to the fulfilment or waiver, as the case may be, of the following conditions precedent:

- the securing of all regulatory approvals that may be required to give effect to the agreement;
- all such resolutions as may be necessary to implement the agreement having been passed by the board and/or shareholders of the Company; and
- none of the Company’s shareholders exercise legally permissible, valid and enforceable appraisal rights (if any) applicable and provided for under the Mauritian Companies Act of 2001, the Company’s constitution or applicable law.

5. EFFECTIVE DATE

The repurchase will be effective from the date on which the last remaining condition precedent has been fulfilled or waived, as the case may be.

6. FINANCIAL EFFECTS OF THE REPURCHASE

The repurchase will be funded through cash resources available to the Company. As such, the impact of the repurchase on the financial information of 4Sight is as follows:

- a decrease in cash and cash equivalents, as well as a decrease in share capital, of R16 330 000 (being the consideration payable for the repurchase shares together with the associated costs of implementing the repurchase;
- a decrease in the net investment income before taxation of approximately R898 150 per annum; and
- a decrease in 4Sight's issued share capital of 125 521 898 shares, from 659 856 529 ordinary shares of no par value, to 534 334 631 ordinary shares of no par value.

Since the repurchase, shares will be cancelled immediately after the repurchase is implemented, the Company will have 825 000 treasury shares in issue both before and after the implementation of the repurchase.

7. RELATED PARTY TRANSACTION

In terms of paragraph 10.1(b) of the JSE Listings Requirements, the repurchase constitutes a specific repurchase of shares from a related party, as the seller is a material shareholder of 4Sight. The repurchase is therefore subject to the approval by way of a special resolution achieving a 75% majority of votes cast in favour thereof by 4Sight shareholders, excluding the related party and his associates, if any.

Notwithstanding the fact that the repurchase is from a related party, the repurchase shares are being acquired from the seller at a 41.83% discount to the 30-day VWAP measured as at the date prior to signature of the agreement. Therefore, in compliance with the provisions of paragraph 5.69(e) of the JSE Listings Requirements, 4Sight is not required to obtain a fairness opinion from an independent expert in respect of the share repurchase.

8. DOCUMENTATION AND TIMING IN RELATION TO THE REPURCHASE

Full details of the repurchase will be set out in a circular which will be distributed by 4Sight to its shareholders in due course, which circular will include a notice of general meeting of 4Sight shareholders to approve the repurchase and the applicable salient dates and times relating to the repurchase.

The general meeting of shareholders is expected to be held on or about 17 November 2022. The repurchase shares are expected to be cancelled on or about 24 November 2022.

29 September 2022

Designated advisor

JAVACAPITAL