



4SIGHT HOLDINGS LIMITED

(Incorporated in the Republic of Mauritius)

(Registration number 48335 C1/GBL)

JSE Code: 4SI ISIN: MU0557S0001

("4Sight" or "the Company")

NOTICE OF A SPECIAL MEETING OF SHAREHOLDERS OF 4SIGHT REQUISITIONED IN TERMS OF SECTIONS 116(B) AND 138 OF THE MAURITIAN COMPANIES ACT, NO. 15 OF 2001 ("MAURITIAN COMPANIES ACT")

Notice is hereby given that a Special Meeting of 4Sight shareholders will be held at the South African office of 4Sight Holdings Limited, Battler House, 28 Roos Street, Fourways, Johannesburg, South Africa at 10h00 on Friday, 11 October 2019.

In terms of section 116(b) of the Mauritian Companies Act read with the Constitution, the Board must call a Shareholders meeting if one or more written and signed demands for such a meeting are delivered to the Company, and each such demand describes the specific purpose for which the meeting is proposed, and in aggregate, demands for the same purpose are made and signed by the holders of at least 5% of the voting rights entitled to be exercised in relation to the matter proposed to be considered at the meeting.

The purpose of the Special Meeting is to:

- (i) comply with a demand for the convening of a Shareholders meeting received by the Company on 22 August 2019 from the following Shareholders:
 - Morne Gerhard Swanepoel who has indicated that he holds a beneficial interest of approximately 14.63% in the ordinary issued share capital of 4Sight;
 - Jacobus Botha who has indicated that he holds a beneficial interest of approximately 12.46% in the ordinary issued share capital of 4Sight;
 - Mari-Louise Zitzke who has indicated that she holds a beneficial interest of approximately 11.58% in the ordinary issued share capital of 4Sight; and
 - Tertius Emil Zitzke who has indicated that he holds a beneficial interest of approximately 3.06% in the ordinary issued share capital of 4Sight;together "the Proposers"; and

- (ii) consider, if deemed fit, to approve, with or without modification, the resolutions proposed by the Proposers' as set out in this Notice of Special Meeting. Shareholders attention is drawn to the fact that the Proposers are all employees of the Company, having sold their respective companies to 4Sight during the 2018 financial year. A supplementary circular containing the views of the Board will be distributed to Shareholders following the Board meeting scheduled for the end of September 2019.

Notes:

1. For an ordinary resolution to be approved by Shareholders, it must be supported by more than 50% of the voting rights exercised on that resolution.
2. The date on which Shareholders must have been recorded as such in the Register for purposes of being entitled to vote at the Special Meeting is Friday, 4 October 2019.
3. Any change to the date or venue of this Special Meeting will be announced on SENS and on the Company's website by no later than Tuesday, 8 October 2019.

ORDINARY RESOLUTION NUMBER 1 – REMOVAL OF MR GP LAURYSSSEN AS A DIRECTOR

“RESOLVED THAT, with effect from the passing of this Ordinary Resolution Number 1, and in accordance with section 116(b) of the Mauritian Companies Act, Mr GP Lauryssen be and is hereby removed as a director of 4Sight”.

In order for this resolution to be adopted, the support of more than 50% of the voting rights exercised on the resolution by shareholders present or represented by proxy at the Special Meeting and entitled to exercise voting rights on the resolution is required.

A brief curriculum vitae for Mr Lauryssen is set out in Annexure A to this Notice of Special Meeting.

Mr Lauryssen will be afforded a reasonable opportunity to make a presentation at the Special Meeting, either in person or by representative, with regard to ordinary resolution number 1.

ORDINARY RESOLUTION NUMBER 2 – REMOVAL OF MR V RASEROKA AS A DIRECTOR

“RESOLVED THAT, with effect from the passing of this Ordinary Resolution Number 2, and in accordance with section 116(b) of the Mauritian Companies Act, Mr V Raseroka be and is hereby removed as a director of 4Sight”.

In order for this resolution to be adopted, the support of more than 50% of the voting rights exercised on the resolution by shareholders present or represented by proxy at the Special Meeting and entitled to exercise voting rights on the resolution is required.

A brief curriculum vitae for Mr Raseroka is set out in Annexure A to this Notice of Special Meeting.

Mr Raseroka will be afforded a reasonable opportunity to make a presentation at the Special Meeting, either in person or by representative, with regard to ordinary resolution number 2.

ORDINARY RESOLUTION NUMBER 3 – REMOVAL OF MR GL CARTER AS A DIRECTOR

“RESOLVED THAT, with effect from the passing of this Ordinary Resolution Number 3, and in accordance with section 116(b) of the Mauritian Companies Act, Mr GL Carter be and is hereby removed as a director of 4Sight”.

In order for this resolution to be adopted, the support of more than 50% of the voting rights exercised on the resolution by shareholders present or represented by proxy at the Special Meeting and entitled to exercise voting rights on the resolution is required.

A brief curriculum vitae for Mr Carter is set out in Annexure A to this Notice of Special Meeting.

Mr Carter will be afforded a reasonable opportunity to make a presentation at the Special Meeting, either in person or by representative, with regard to ordinary resolution number 3.

ORDINARY RESOLUTION NUMBER 4 – REMOVAL OF MR J DU PLESSIS AS A DIRECTOR

“RESOLVED THAT, with effect from the passing of this Ordinary Resolution Number 4, and in accordance with section 116(b) of the Mauritian Companies Act, Mr J du Plessis be and is hereby removed as a director of 4Sight”.

In order for this resolution to be adopted, the support of more than 50% of the voting rights exercised on the resolution by shareholders present or represented by proxy at the Special Meeting and entitled to exercise voting rights on the resolution is required.

A brief curriculum vitae for Mr du Plessis is set out in Annexure A to this Notice of Special Meeting.

Mr du Plessis will be afforded a reasonable opportunity to make a presentation at the Special Meeting, either in person or by representative, with regard to ordinary resolution number 4.

ORDINARY RESOLUTION NUMBER 5 – APPOINTMENT OF MR TE ZITZKE AS A DIRECTOR

“RESOLVED THAT, Mr TE Zitzke be and is hereby appointed as a director of 4Sight with effect from the passing of this Ordinary Resolution Number 5, and in accordance with sections 135 and 137 of the Mauritian Companies Act”.

A brief curriculum vitae for Mr Zitzke is set out in Annexure B to this Notice of Special Meeting.

In order for this resolution to be adopted, the support of more than 50% of the voting rights exercised on the resolution by shareholders present or represented by proxy at the Special Meeting and entitled to exercise voting rights on the resolution is required.

ORDINARY RESOLUTION NUMBER 6 – APPOINTMENT OF MR RP DREYER AS A DIRECTOR

“RESOLVED THAT, Mr RP Dreyer be and is hereby appointed as a director of 4Sight with effect from the passing of this Ordinary Resolution Number 6, and in accordance with sections 135 and 137 of the Mauritian Companies Act”.

A brief curriculum vitae for Mr Dreyer is set out in Annexure B to this Notice of Special Meeting.

In order for this resolution to be adopted, the support of more than 50% of the voting rights exercised on the resolution by shareholders present or represented by proxy at the Special Meeting and entitled to exercise voting rights on the resolution is required.

ORDINARY RESOLUTION NUMBER 7 – APPOINTMENT OF MR E VAN DER MERWE AS A DIRECTOR

“RESOLVED THAT, Mr E van der Merwe be and is hereby appointed as a director of 4Sight with effect from the passing of this Ordinary Resolution Number 7, and in accordance with sections 135 and 137 of the Mauritian Companies Act”.

A brief curriculum vitae for Mr van der Merwe is set out in Annexure B to this Notice of Special Meeting.

In order for this resolution to be adopted, the support of more than 50% of the voting rights exercised on the resolution by shareholders present or represented by proxy at the Special Meeting and entitled to exercise voting rights on the resolution is required.

VOTING AND PROXIES

The date on which Shareholders must be recorded in the Register for purposes of being entitled to receive this Notice of Special Meeting is Friday, 30 August 2019

The last day to trade in order to be entitled to attend and vote at the Special Meeting, is Tuesday, 1 October 2019. The date on which Shareholders must be recorded in the Register for purposes of being entitled to attend and vote at the Special Meeting, is Friday, 4 October 2019.

A Shareholder entitled to attend, speak and vote at the Special Meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a Shareholder of the Company. For the convenience of Certificated Shareholders and Own Name Dematerialised Shareholders, a Form of Proxy is attached hereto. Completion of a Form of Proxy will not preclude such Shareholder from attending and voting (in preference to that Shareholder's proxy) at the Special Meeting.

Duly completed Forms of Proxy and the authority (if any) under which it is signed must reach the Transfer Secretaries at the address given below by not later than 10h00 on Thursday, 10 October 2019. However, forms of proxy may also be handed to the Company at any time before the appointed proxy exercises any Shareholder rights at the Special Meeting.

Dematerialised Shareholders, other than Own Name Dematerialised Shareholders, who wish to attend the Special Meeting in person should request their CSDP or Broker to provide them with the necessary letter of representation in terms of their Custody Agreement with their CSDP or Broker. Dematerialised Shareholders, other than Own Name Dematerialised Shareholders, who do not wish to attend but wish to be represented at the Special Meeting must advise their CSDP or Broker of their voting instructions. Dematerialised Shareholders without, other than Own Name Dematerialised Shareholders, should contact their CSDP or Broker with regard to the cut-off time for their voting instructions.

SIGNED AT MAURITIUS ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY ON WEDNESDAY, 4 SEPTEMBER 2019

By order of the Board

R SITHANEN

Non-executive Chairman

Registered office

Ground Floor, Tower 1, NexTeracom Building Cybercity, Ebène, Mauritius

Transfer Secretaries

Link Market Services South Africa Proprietary Limited

(Registration number:2000/007239/07)

13th Floor, 19 Ameshoff Street

Braamfontein, 2021

(PO Box 4844, Johannesburg, 2000)



4SIGHT HOLDINGS LIMITED
(Incorporated in the Republic of Mauritius)
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FORM OF PROXY

For use by certificated and "Own Name" Dematerialised Shareholders only.

For use by certificated and "own name" registered Dematerialised Shareholders of the Company at the Special Meeting of Shareholders to be held at 10h00 on Friday, 11 October 2019 at the South African office of 4Sight Holdings Limited, Battler House, 28 Roos Street, Fourways, Johannesburg, South Africa.

I/we (Please print full names) _____

of (address) _____

being the holder(s) of _____ Ordinary Shares in 4Sight, appoint (see note 1)

1. _____ or failing him/her

2. _____ or failing him/her

3. the Chairman of the Special Meeting,

as my/our proxy to act for me/us and on my/our behalf at the Special Meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary resolutions to be proposed thereat and at any adjournment thereof; and to vote for and/or against the ordinary resolutions and/or abstain from voting in respect of the Ordinary Shares registered in my/our name/s, in accordance with the following instructions (see note 2):

	For	Against	Abstain
Ordinary Resolution Number 1 Removal of GP Laurysen as a Director			
Ordinary Resolution Number 2 Removal of V Raseroka as a Director			
Ordinary Resolution Number 3 Removal of GL Carter as a Director			
Ordinary Resolution Number 4 Removal of J du Plessis as a Director			
Ordinary Resolution Number 5 Appointment of T Zitzke as a Director			
Ordinary Resolution Number 6 Appointment of RP Dreyer as a Director			
Ordinary Resolution Number 7 Appointment of E van der Merwe as a Director			

Signed at _____ on _____ 2019

Signature _____

Assisted by me (where applicable)
Name _____ Capacity _____ Signature _____

NOTES TO THE FORM OF PROXY

1. This form is for use by Certificated Shareholders and Own Name Dematerialised Shareholders whose Ordinary Shares are registered in their own names on the record date and who wish to appoint another person to represent them at the Special Meeting. If duly authorised, companies and other corporate bodies who are Certificated Shareholders or Own Name Dematerialised Shareholders may appoint a proxy using this form, or may appoint a representative in accordance with the last paragraph below.
Other Shareholders should not use this form. All beneficial holders who have Dematerialised their shares through a Central Securities Depository Participant ("CSDP") or Broker, and do not have their shares registered in their own name, must provide the CSDP or Broker with their voting instructions. Alternatively, if they wish to attend the Special Meeting in person, they should request the CSDP or Broker to provide them with a letter of representation in terms of the CSDP or Broker.
2. This proxy form will not be effective at the Special Meeting unless received at the offices of the Transfer Secretaries at Link Market Services South Africa (Pty) Ltd, 13th Floor, 19 Ameshoff Street, Braamfontein, 2001 (PO Box 4844, Johannesburg, South Africa 2000), not later than 10h00 on Thursday, 10 October 2019, or handed to the chairman of the Special Meeting, at any time before the appointed proxy exercises any Shareholder rights at the Special Meeting.
3. This proxy shall apply to all the Ordinary Shares registered in the name of Shareholders at the record date unless a lesser number of shares are inserted.
4. A Shareholder may appoint one person as his proxy by inserting the name of such proxy in the space provided. Any such proxy need not be a Shareholder of the Company. If the name of the proxy is not inserted, the chairman of the Special Meeting will be appointed as proxy. If more than one name is inserted, then the person whose name appears first on the form of proxy and who is present at the Special Meeting will be entitled to act as proxy to the exclusion of any persons whose names follow. The proxy appointed in this proxy form may delegate the authority given to him in this proxy by delivering to the Company, in the manner required by these instructions, a further proxy form which has been completed in a manner consistent with the authority given to the proxy of this proxy form.
5. Unless revoked, the appointment of proxy in terms of this proxy form remains valid until the end of the Special Meeting even if the Special Meeting or a part thereof is postponed or adjourned.
6. If:
 - 6.1 a Shareholder does not indicate on this instrument that the proxy is to vote in favour of or against or to abstain from voting on any resolution; or
 - 6.2 the Shareholder gives contrary instructions in relation to any matter; or
 - 6.3 any additional resolution/s which are properly put before the Special Meeting; or
 - 6.4 any resolution listed in the proxy form is modified or amended, the proxy shall be entitled to vote or abstain from voting, as he thinks fit, in relation to that resolution or matter. If, however, the Shareholder has provided further written instructions which accompany this form and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in 6.1 to 6.4, then the proxy shall comply with those instructions.
7. If this proxy is signed by a person (signatory) on behalf of the Shareholder, whether in terms of a power of attorney or otherwise, then this proxy form will not be effective unless:
 - 7.1 it is accompanied by a certificated copy of the authority given by the Shareholder or the Shareholder to the signatory; or
 - 7.2 the Company has already received a certificated copy of that authority.
8. The chairman of the Special Meeting may, at his discretion, accept or reject any proxy form or other written appointment of a proxy which is received by the chairman prior to the time when the Special Meeting deals with a resolution or matter to which the appointment of the proxy relates, even if that appointment of a proxy has not been completed and/or received in accordance with these instructions. However, the chairman shall not accept any such appointment of a proxy unless the chairman is satisfied that it reflects the intention of the Shareholder appointing the proxy.
9. Any alterations made in this form of proxy must be initialled by the authorised signatory/ies.
10. This proxy form is revoked if the Shareholder who granted the proxy:
 - 10.1 delivers a copy of the revocation instrument to the Company and to the proxy or proxies concerned, so that it is received by the Company by not later than when the appointed proxy exercises any Shareholder rights at the Special Meeting; or
 - 10.2 appoints a later, inconsistent appointment of proxy for the Special Meeting; or
 - 10.3 attends the Special Meeting in person.
11. If duly authorised, companies and other corporate bodies who are Shareholders of the Company having shares registered in their own name may, instead of completing this proxy form, appoint a representative to represent them and exercise all of their rights at the Special Meeting by giving written notice of the appointment of that representative. This notice will not be effective at the Special Meeting unless it is accompanied by a copy of the resolution/s or other authorities, and is received by the Company prior to the commencement of the Special Meeting.
12. Any change to the venue of the Special Meeting will be announced on SENS and on the Company's website by no later than Thursday, 10 October 2019.

CURRICULA VITAE OF AFFECTED DIRECTORS

GARY PIERRE LAURYSSSEN (B.Com)

Co-founder of 4Sight Holdings Limited, Gary matriculated from Pretoria Boys High in 1983, after which he completed a Bachelor of Commerce through the University of South Africa, while working in the financial services arena. In the early 1990's, Gary joined a company in stock market education and software, and gained invaluable knowledge of the stock market, investments, and listings. Using this knowledge, he was the co-founder of a company that was instrumental in the creation and listing of a number of companies on the JSE in the late 1990's and early 2000's. Gary's specific focus is in corporate finance, mergers, acquisitions, and private equity investments.

In 2007, Gary began consulting with an international investment company specializing in adding value, raising capital, and general strategy for clients ranging from various Angel and VC investments that are either listed or are being acquired by listed companies; for which he is responsible for the international equity portfolio. Gary's wealth of experience and knowledge in the financial arena gained over the last 22 years is invaluable to 4Sight Holdings Limited. His knowledge of the M&A business, as well as the historical events in 4Sight and his intrinsic knowledge of the acquisitions to date, in particular the earn-outs of the various acquisitions; make him vital to 4Sight.

VINCENT RASEROKA (BA(Honours) Economics (Magna Cum Laude))

Vince is a veteran of the South African business landscape. With over 30 years of experience, Vince has gained a wealth of knowledge and cross-industry expertise in the various roles he has held over his career.

Prior to his appointment as Group CEO of 4Sight Holdings, Vince served as founder and CEO of Bridge Taxi Finance, which provides affordable credit facilities to South African entrepreneurs in the minibus taxi industry. He has also served in various management positions, including CEO of SAA Technical; MD of Cell C Services Provider; CEO of Telkom (Multi-Links); Executive Chairman of Chevron SA; and in senior management positions in numerous Nampak divisions. Raseroka has also run his own private equity portfolio.

GEOFFREY CARTER (BA, LLB)

Geoff started his career at Old Mutual as a Sales Manager for short- and long-term insurance. He has been involved in the regulatory, compliance and legal services of the financial services industry for 12 years.

Geoff participates on various committees and has held positions in the legal and compliance divisions of Syfrets, NIB, FTNIB, BOE and Nedcor. Geoff is also an admitted attorney of the High Court of South Africa and sits on boards of various companies including Anglorand Securities Limited and other companies within the Anglorand Group. Due to his strong relationship with large Chinese corporates through Anglorand, he has been instrumental in setting up the joint venture in China, that is expected to promote international expansion.

JASON DU PLESSIS (CA(SA))

Jason completed his articles in 2015 at Mervitz & Malan Chartered Accountants Incorporated and subsequently joined NOVO Energy (Pty) Limited ("NOVO") as the Financial Manager. During the term of his employment, NOVO became a fast-growing company in the natural gas space. Jason was recognised by his colleagues for his ability to take ownership of situations as well as his meticulous work ethic. Jason was able to significantly improve the internal controls of the organisation and as a result was able to add stability to the bustling organisation that had gone from strength to strength. He regularly assisted with the reporting to the executive committee and was a competent stand in for the Chief Financial Officer (CFO), when the CFO was on leave or unavailable. In addition, he was a sitting member on the Audit and Risk committee.

Jason joined 4Sight Holdings Limited as the Group Financial Manager in April 2018. As a newly listed entity, he was instrumental in drafting group policies and easing the workload for the Group CFO. He was the lead on the audit and worked together with the previous Group CFO on the financial statements for the interim period and year-end respectively. Within a short period of time, Jason was able to establish key relationships with stakeholders and was advisor to the subsidiaries on operational matters. During this period, Jason shadowed the previous Group CFO and gained valuable experience and skills which made him a strong candidate for the role of Group CFO.

Jason was appointed as the Group CFO in 1 July 2019 and with his industry experience in Information Technology, Mining, Professional Services and Gas and Energy as well as knowledge of IFRS, has settled into his new position and has executed on the strategy set out by the Board in an efficient and professional manner.

CURRICULA VITAE OF PROPOSERS' NOMINEES

TERTIUS EMIL ZITZKE (58) SOUTH AFRICAN

University of Pretoria Graduate School Programme, Management Development Programme

Tertius has over 31 years' experience as a business leader in the information and communication technology ("ICT") sector. Tertius co-founded AccTech Systems Proprietary Limited ("AccTech") in 1994 and has been instrumental in building AccTech and Dynamics Africa Proprietary Limited into an international ICT business as well as the leading Microsoft and Sage business partner globally, focussing on Industry 4.0 solutions in the new economy.

Since April 2018, Tertius has headed the Platform Cluster in the 4Sight Group.

RUDOLF PETRI DREYER (51) SOUTH AFRICAN

B.Eng (Chemical), B.Eng (Hons) (Chemical), M.Eng (Chemical)

Rudolf has over 25 years' experience in implementing advanced digital technologies in the industrial sector, particularly tier 1 petro-chemical and mining companies globally. Rudolf started his career as an APC consultant for Honeywell for 6 years. Rudolf spent a further 5 years at Aspen Tech as a senior staff engineer, AC&O team manager and subsequently ACOS Manager, before being part of a management buy-out of the AspenTech Africa business to form BlueESP Proprietary Limited ("BlueESP") in 2005. During his time at BlueESP (12 years) he served as the director of APC as well as the director of Strategy and Growth.

Since October 2017, Rudolf has headed the mining, manufacturing, chemicals and energy cluster in the 4Sight group, developing a full end-to-end digital transformation strategy and capability for the industrial sector.

ERIC VAN DER MERWE (46) SOUTH AFRICAN

B.Com Financial Management, B.Com (Hons) Financial Management

Eric served his articles at Bentley Associates before being appointed as a Senior Auditor. Subsequently, he joined Saambou Banks as a Manager: Information Management. Thereafter he worked for Trans Caledon Tunnel Authority (a Schedule 2 Public Entity) initially as a Management Accountant and subsequently as acting financial controller. Eric has served as the Chief Financial Officer of AccTech and Dynamics Africa Services Proprietary Limited since June 2008.