

PBT Group Limited  
(Incorporated in the Republic of South Africa)  
(Registration number: 1936/008278/06)  
JSE Share code: PBG ISIN: ZAE000256319  
("PBT Group")



## **DISPOSAL OF INVESTMENT IN PAYAPPS LIMITED**

### **INTRODUCTION**

Shareholders are advised that PBT Group's wholly owned subsidiary, Halliard International Besloten Vennootschap ("Haliard"), has entered into agreements to dispose of its entire shareholding in Payapps Limited ("Payapps") for a gross consideration of AUD14.35 million (approximately R175.57 million at the current exchange rate of AUD1:ZAR12.235) to existing shareholders in Payapps, being Australian buyers consisting of IFM Growth Partners, LP, and entities affiliated with Leigh Jasper on the terms and conditions detailed in this announcement ("the Disposal").

### **PARTICULARS OF THE DISPOSAL**

PBT Group provides data and analytics solutions and services that capitalise on data-driven insights, to make well-timed, intuitive business decisions that consistently position our clients ahead of the curve.

Payapps is a leading global provider of construction payment management Software as a Service (SaaS) solutions to the global construction and building operations sector, which also provides facilities management solutions and asset life cycle management solutions.

As part of PBT Group's ongoing strategy to dispose of its non-core assets, and return such proceeds to its shareholders, Halliard entered into agreements with the Buyers, on 28 March 2023, under which it sold its entire shareholding ("the Sale Shares") in Payapps, for a gross consideration of AUD14.35 million, approximately R175.57 million. The net amount attributable to the shareholders of PBT Group is AUD12.92 million, approximately R158.02 million, after all transaction costs and taxes.

The purchasing entities are IFM Growth Partners, Limited Partnership ("LP"), Saniel Ventures Proprietary Limited (ACN 640 765 626) as trustee for Saniel Ventures Unit Trust and Jasper Foundation Proprietary Limited (ACN 625 238 931) as trustee for the Jasper Foundation ("the Purchasing Entities"). None of the Purchasing Entities are related parties of PBT Group.

### **PAYMENT OF THE DISPOSAL CONSIDERATION**

The Disposal Consideration payable by the Purchasing Entities to PBT Group's wholly-owned subsidiary, PBT Group International Besloten Vennootschap, the 100% shareholder of Halliard, is an aggregate amount of AUD14.35 million, approximately R175.57 million, in cash.

### **CONDITION PRECEDENT**

The Disposal is subject to the condition precedent that the Directors of Payapps shall have resolved to register the transfer of the Sale Shares to the Purchasing Entities ("Condition Precedent").

## **EFFECTIVE DATE**

The effective date of the Disposal is the date upon which the Condition Precedent is fulfilled and is expected to be 31 March 2023.

## **WARRANTIES AND OTHER SIGNIFICANT TERMS OF THE AGREEMENT**

The agreements contain warranties by Halliard and PBT Group in favour of the Purchasing Entities and by the Purchasing Entities in favour of Halliard, which are standard for a transaction of this nature.

## **RATIONALE FOR THE TRANSACTION**

PBT Group views the investment in Payapps as non-core to its operations. PBT Group announced its strategy of disposing of its non-core assets over time and returning the proceeds to shareholders via cash distributions and share repurchases in its 2022 annual financial results. Since 1 April 2022 PBT Group has returned R63.3 million (or R0.60 per PBT Group share) of non-core asset sale proceeds as special cash distributions.

## **APPLICATION OF THE DISPOSAL CONSIDERATION**

The Group intends to distribute the net proceeds of AUD12.92 million, approximately R158.02 million or R1.51 per PBT Group share, to its shareholders in the form of a cash distribution, details of which will be announced on SENS.

## **VALUE OF AND PROFITS ATTRIBUTABLE TO THE NET ASSETS SUBJECT TO THE DISPOSAL**

In terms of International Financial Reporting Standards, the fair value recognised for the investment in Payapps, in PBT Group's unaudited Interim Results as at 30 September 2022, was R124.27m.

The investment in Payapps is recorded as a financial asset and, as such, no profits were recorded in PBT Group's financial statements. Fair value adjustments are recognised through Other Comprehensive Income ("OCI") in the statement of profit and loss and OCI. PBT Group has not received any dividend income from this investment to date.

## **CATEGORISATION OF THE DISPOSAL**

In terms of the Listings Requirements of the JSE Limited the Disposal qualifies as a category 2 transaction and shareholder approval is not required.

Cape Town  
28 March 2023

### **Sponsor**



Questco Corporate Advisory Proprietary Limited