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Update on Strategy Implementation, Board Changes and Governance

EOH HOLDINGS LIMITED

Incorporated in the Republic of South Africa

(Registration number 1998/014669/06)

Share code: EOH ISIN: ZAE000071072

("EOH Holdings" or "the Group")

UPDATE ON STRATEGY IMPLEMENTATION, BOARD CHANGES AND GOVERNANCE

EOH Holdings is pleased to provide the following update relating to the implementation of its business strategy, board reconfiguration and the outcome of ENSAfrica's independent review of the Group's governance.

1. Strategy Implementation

- In March this year EOH Holdings announced its new strategy, which centred on reconfiguring the Group into two distinct and independent businesses, each with its own CEO, unique brand and identity, business model, growth and go-to-market strategies.
- The creation of the two independent businesses under EOH Holdings will be completed by 1 August 2018. The ICT business will operate under the EOH brand. The specialised solutions for high-growth industries businesses, will operate under the newly launched NEXTEC brand.
- The EOH Holdings corporate structure will be responsible for corporate finance, corporate strategy, group reporting, investor relations, risk and compliance. In addition to the growth expected from the two businesses described above, EOH Holdings will drive growth in the areas of innovation, own IP software, international business and emerging technologies.

As a result of the above, the following appointments are being made:

- Mr Zunaid Mayet has been appointed as CEO of NEXTEC. Mr Mayet has opted to relinquish his role as CEO of EOH Holdings to assume this role.
- Mr Rob Godlonton has been appointed as CEO of the EOH branded business.
- The Board is in the process of finalising the appointment of a CEO for EOH Holdings. The appointee is highly regarded, with a solid track record and a strong background in corporate finance, investment banking and technology. Further details on the new CEO will be made available in the coming weeks.

2. Board Changes

To further strengthen governance across the Group and to support the new business model, EOH Holdings has decided to reconfigure its Board. Accordingly, in compliance with paragraph 3.59 of the Listings Requirements of JSE Limited, the Board hereby notifies its shareholders of the following changes:

- Appointment of Ms Jesmane A Boggenpoel as Independent Non-executive Director, Chairperson of the Governance and Risk Committee and a member of the Audit Committee.

Jesmane is an experienced business executive and a former Head of Business Engagement for Africa at the World Economic Forum based in Switzerland. She has served on the Boards and Committees of various South African and international, public and private sector organisations as a Non-executive Director. Jesmane is a Chartered Accountant and holds a Masters degree from Harvard University's JFK School of Government. She has been honoured by the World Economic Forum as a Young Global Leader and has extensive experience across diverse industries. The Board wishes Jesmane all the best in her new role.

- Appointment of Mr Ismail Mamoojee as Independent Non-executive Director, Chairman of the Audit Committee and member of the Governance and Risk Committee.

Ismail is a seasoned business executive and was Chief Financial Officer for Liberty Life's Africa Division before spending the last seven years in his role as Group Chief Compliance Officer for Liberty Life. Ismail is also a former partner and director at EY. He is a Chartered Accountant and has been on a number of Boards and Committees during his career. His extensive experience and business acumen will no doubt be of great value to the Group. The Board wishes Ismail all the best in his new role.

The following Directors have resigned from the EOH Holdings Board with effect from 1 July 2018:

- Mr Lucky Khumalo, after serving as a Non-executive Director
- Mr Brian Gubbins, who will continue in his executive role in the business
- Mr Rob Godlonton, who will continue in his executive role in the business
- Mr Ebrahim Laher, who will continue in his executive role in the business
- Mr Jehan Mackay, who will continue in his executive role in the business
- Mr Johan van Jaarsveld who will be leaving the Group with effect from 31 July 2018

The Board wishes Lucky all the best for the future and thanks him for his major contribution to the business over the last 13 years

Johan has played a significant role in the Group's growth over the last 11 years and the Board thanks him for his invaluable contribution.

The Board would like to thank Brian, Rob, Ebrahim and Jehan for their participation on the Board and their continued contribution to the growth and development of the Group.

3. Governance review

In November 2017, EOH Holdings appointed leading law firm ENSAfrica to undertake the following three workstreams:

- Workstream 1:

ENSAfrica conducted a review of the commercial activities of the GCT Group ('GCT') and found no

evidence implicating EOH of complicity, awareness or condonation of any illicit activity that may or may not have taken place. ENSafrica also found that a comprehensive due diligence was conducted prior to the acquisition of GCT and that there was no adverse information regarding GCT at the time. Accordingly, there was no impediment to engaging with GCT.

- Workstream 2:

ENSAfrica has been, and will continue to perform an ongoing risk-based, monitoring and oversight role in all of the Group's major public sector bids, contracts and engagements. ENSafrica has also overseen EOH's review of all material current public sector contracts to ensure that governance relating to these contracts was adhered to.

The EOH Group has adopted a checklist that was developed with ENSafrica to further enhance governance and to promote consistency relating to public sector engagements. ENSafrica has worked with the EOH Group to further develop and strengthen its due diligence procedures to ensure that all new business partners are optimally screened to enhance business partner selection.

- Workstream 3:

ENSAfrica is supporting EOH Holdings with its Group Regulatory Compliance framework and the adoption and implementation of the key principles of ISO 37001: the international standard for Anti-Bribery Management Systems (ABMS). This ensures that the Group is in line with international best practice governance and regulatory compliance standards while meeting local and global requirements.

Johannesburg
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