



CAUTIONARY ANNOUNCEMENT

Further to earlier communiqués, the shareholders and public in general are advised that further to the Share Purchase Agreement entered into between United Investments Ltd (“UIL”) with Alternativ Capital Investments Ltd (“ACIL”) on 20 July 2022 (the “Initial SPA”) for the sale to ACIL of AXYS Group of Companies (the “Target Subsidiaries”) representing its operational financial services subsidiaries of UIL (the “Sale”), UIL and ACI have entered into an Amended and Restated Share Purchase Agreement on 31st October 2023 to amend and restate the initial SPA (the “Amended & Restated SPA”).

The Amended & Restated SPA

The consideration under the Amended & Restated SPA is made up of:

- an upfront consideration of MUR 1,100,000,000 payable at completion of the Sale and which includes a share swap. The share swap entails the shares owned by 11 identified shareholders, linked to AXYS Management (the “Targeted Shareholders”) being bought back by UIL (the “Share Buyback”);
- a consideration of MUR 57,021,000 which represents the aggregate audited profits of the Target Subsidiaries (and their respective underlying investee companies) for the financial year end 30 June 2022 and payable on the first anniversary of completion of the Sale;
- a consideration of MUR 111,275,000 which represents the realised net profits of the Target Subsidiaries (and their respective underlying investee companies) for the financial year end 30 June 2023 and payable on the first anniversary of the completion of the Sale (“FY 23 Profits”). The FY 23 Profits consideration shall be adjusted on terms set out in the Amended & Restated SPA;
- a deferred consideration of MUR 300,000,000 which is payable on the second anniversary of the completion of the Sale; and
- an Earn-Out Consideration which is a contingent consideration payable on the third anniversary of completion of the Sale and which is calculated in accordance with a formula set out in the Amended & Restated SPA.

Share Buy Back and Shareholders' approval

The Board of UIL has on the 21st August 2023 reaffirmed the Share Buyback of 20,162,513 no par value ordinary shares held by the Targeted Shareholders in UIL at a price of Rs8.38, representing a 2.1% premium to the NAV per share, which on March 31, 2023, stood at Rs8.21 per share. The 20,162,513 no par value ordinary shares represent 9.88% of the issued share capital of UIL and shall be cancelled following the Share Buyback.

The notice convening a special meeting together with an explanatory statement setting out the details of the Share Buyback would be issued to the shareholders in due course in line with the Companies Act 2001 and the Securities (Purchase of Own Shares) Rules 2008.

Shareholders and the public in general will be kept informed of any further developments.

By Order of the Board
NWT Secretarial Services Ltd

Dated this 31st day of October 2023

This Cautionary Announcement is issued pursuant to the DEM Rules, the Securities Act 2005, the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007 and the Securities (Purchase of Own Shares) Rules 2008.

The Board of United Investments Ltd assumes full responsibility for the accuracy of information contained in this Cautionary Announcement.