

GEN – General – AYO Technology Solutions Limited

Censure imposed by the JSE on AYO Technology Solutions Limited (“**AYO**” or “**Company**”)

The JSE hereby informs stakeholders of the following findings in respect of AYO:

1. Since 6 March 2023, AYO had been trading under a cautionary due to legal proceedings that were ongoing between the Company, the Public Investment Corporation (“**PIC**”) and the Government Employees Pension Fund (“**GEPF**”), collectively referred to as (“**the Parties**”), regarding the summons issued by the PIC and the GEPF seeking to declare the subscription agreement entered into between the PIC and AYO unlawful and set aside.
2. On 24 March 2023, the Company published an announcement on SENS to withdraw the cautionary, stating that the legal proceedings had ceased following the amicable conclusion of a settlement agreement between the Parties (“**Settlement Agreement**”). AYO did not include the terms of the Settlement Agreement in the SENS announcement, citing that the terms of the settlement were confidential.
3. The next day, on 25 March 2023, an article was published by the media containing the terms of the Settlement Agreement between the Parties which included inter alia, the fact that the Company agreed to repurchase its ordinary shares in issue from the GEPF for a total repurchase consideration of around R600 million; a further repurchase option granted to the GEPF, and certain minority protections afforded to the GEPF.
4. In terms of paragraph 11.25 of the Listings Requirements, when an issuer conducts a specific repurchase of its shares, it must publish a SENS announcement with full details immediately after it has agreed the terms of the specific repurchase, which in this case should have been on 24 March 2023. Instead, AYO published a withdrawal of cautionary announcement and did not publish the required SENS announcement containing full details of the specific repurchase in accordance with paragraph 11.25 of the Listings Requirements.
5. Following numerous inquiries from the JSE and the JSE’s insistence on the publication of a SENS announcement in compliance with paragraph 11.25, on 3 April 2023, AYO published an announcement

on SENS titled “voluntary announcement” containing some details of the Settlement Agreement. This SENS announcement didn’t comply with requisite disclosures and approvals that would ordinarily be required for a specific repurchase of shares and the JSE therefore, on 4 April 2023, directed AYO to publish a further supplementary SENS announcement. AYO published an announcement on SENS on 18 May 2023 containing all the information required in terms of paragraph 11.25. Consequently, the Company deprived shareholders of access to important information regarding the specific repurchase for nearly two months. This lack of timely disclosure may have affected shareholders’ ability to make informed decisions, potentially undermining transparency and fair market practices.

6. Accordingly, the JSE found the Company to be in breach of paragraph 11.25 of the Listings Requirements for its failure to publish a SENS announcement containing full details of the specific repurchase immediately after it had entered into and agreed the terms of the Settlement Agreement with the Parties on 23 March 2023.
7. The main purpose of paragraph 11.25 of the Listings Requirements is to ensure that a repurchase of shares by a company from specifically named parties are conducted in a transparent and fair manner. This requirement underscores the importance of keeping the market informed and maintaining investor confidence by ensuring that crucial and relevant information is published on SENS, especially when developments have a potential effect on investor decisions, their assessment of the company’s outlook and the value of the shares. The JSE finds it unacceptable that AYO failed to immediately inform shareholders that it had agreed to repurchase its shares from the Parties as part of the Settlement Agreement.
8. For these reasons and with reference to the JSE’s findings of breach, the JSE has decided to impose this public censure and a fine of R500 000 (five hundred thousand rand) on AYO, which fine is wholly suspended for a period of five years, on condition that the Company is not found to be in breach of similar provisions of the Listings Requirements during the period of suspension.

5 June 2025