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# ROADRAK SHARE ACQUISITION 2025

ACQUISITION OF 100% SHAREHOLDING

**ROADRAK CORPORATE HOLDINGS (PTY) LTD**

**Target: ROADRAK GROUP (PTY) LTD**

**DATE: 20 NOVEMBER 2025**

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## 1. INTRODUCTION

This formal record documents the strategic corporate action wherein **ROADRAK CORPORATE HOLDINGS (Pty) Ltd** ("the Holding Company") has successfully concluded the acquisition of the entire issued share capital of **ROADRAK GROUP (Pty) Ltd** ("the Subsidiary").

The transaction represents a complete consolidation of interests, establishing a vertical corporate structure designed to enhance operational efficiency and governance oversight within the Republic of South Africa.

## 2. DEFINITIONS & INTERPRETATION

**2.1 "Acquirer" or "Holding Company"** means ROADRAK CORPORATE HOLDINGS (Pty) Ltd, a private company duly incorporated in accordance with the laws of South Africa.

**2.2 "Target Company" or "Subsidiary"** means ROADRAK GROUP (Pty) Ltd, a private company duly incorporated in accordance with the laws of South Africa.

**2.3 "Shares"** means 100% of the issued ordinary shares in the capital of the Target Company.

**2.4 "Effective Date"** means 20 November 2025.

**2.5 "Companies Act"** means the Companies Act No. 71 of 2008 of South Africa, as amended.

## 3. TRANSACTION OVERVIEW

On the Effective Date, the Acquirer purchased and took delivery of 100% (One Hundred Percent) of the ordinary shares in the Target Company. These shares carry full voting rights, participation in dividends, and rights to capital distribution, free from any encumbrances or third-party claims.

## 4. EFFECT OF THE ACQUISITION

By virtue of this acquisition, the Target Company becomes a wholly-owned subsidiary of the Holding Company. The Holding Company, as the sole shareholder, assumes total control over the Target Company's assets, liabilities, and ongoing operations.

## 5. GOVERNANCE & CONTROL

**5.1** The Holding Company shall exercise full voting power in all general meetings of the Subsidiary.

**5.2** Strategic direction, financial oversight, and executive appointments within the Subsidiary shall be determined by the Board of Directors of the Holding Company.

**5.3** The Subsidiary shall operate under the direct governance framework established by the Holding Company, ensuring alignment with the broader group strategy.

## 6. LEGAL BASIS

This transaction is conducted and recorded in accordance with the **Companies Act No. 71 of 2008**. The transfer of shares has been executed pursuant to the provisions governing the transfer of securities and the rights of shareholders as prescribed in the Act and the Target Company's Memorandum of Incorporation.

## 7. WARRANTIES / CONFIRMATION CLAUSE

The Holding Company confirms that the shares were validly issued and transferred. The Holding Company is the lawful, beneficial owner of 100% of the equity in the Subsidiary. There are no competing claims, options, or rights of first refusal that would conflict with this absolute ownership.

## 8. EFFECTIVE DATE

The parties hereby record and confirm that this acquisition and the resulting change in control are effective as of **20 November 2025**.

## 9. RECORD OF OWNERSHIP

**ROADRAK CORPORATE HOLDINGS (Pty) Ltd** is hereby recorded in the Securities Register as the **100% Shareholder** of **ROADRAK GROUP (Pty) Ltd**.

## 10. EXECUTION

**For and on behalf of:**

ROADRAK CORPORATE HOLDINGS (Pty) Ltd

A handwritten signature in black ink, appearing to be 'M. J. ...', is written over a horizontal line.

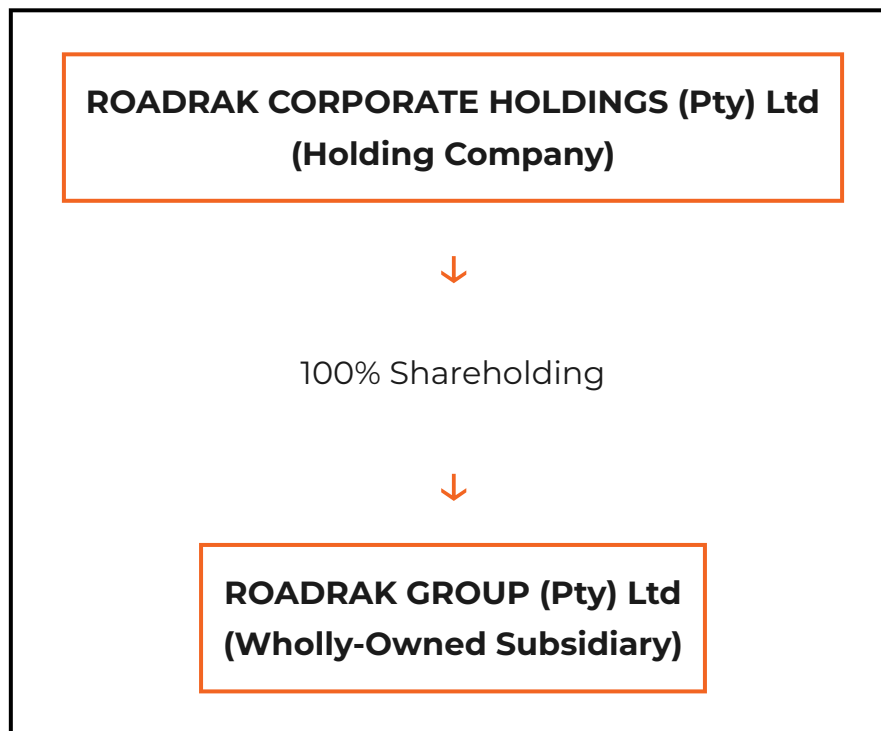
**Authorized Signatory**

**Capacity:** MD/CEO

**Date:** 2025/11/20

**Place:** Johannesburg, South Africa

## 11. ANNEXURE A: OWNERSHIP STRUCTURE



This diagram illustrates the post-acquisition corporate hierarchy as of 20 November 2025.