PRESCIENT
LIMITED

Prescient Limited (formerly PBT Group Limited)
(Incorporated in the Republic of South Africa)
(Registration number 1936/008278/06)
ISIN: ZAE000163531
Share code: PCT
("Prescient" or "the company")

DISPOSAL BY PRESCIENT OF THE ENTIRE ISSUED SHARE CAPITAL OF PRESCIENT ASSET MANAGEMENT HOLDINGS (IRELAND) ("PRESCIENT IRELAND") AND THE WITHDRAWAL OF CAUTIONARY ANNOUNCEMENT

1. Introduction

Shareholders are advised that Prescient has entered into an agreement ('the agreement') to dispose of the entire issued share capital of Prescient Asset Management Holdings (Ireland) to J&E Davy ("Davy") ("the transaction").

2. Business of Prescient Ireland

Prescient Ireland is an investment holding company domiciled in Dublin, Ireland, housing a registered investment manager, Prescient Investment Managers, and a unit trust company, Prescient Fund Managers. Prescient Ireland was purchased by Prescient from AIB plc ("AIB") in May 2012. The company currently manages assets on behalf of private, charity, corporate, not-for-profit and pension clients.

3. Rationale for the transaction

There have been three elements to Prescient's endeavours in Ireland. Initially, after receiving approval as an investment manager and distributor in Ireland, it launched a collective investment scheme to manage the exposure of South African clients in international markets.

Secondly, Prescient founded Stadia Fund Management, which is approved to undertake the administration of regulated funds in Ireland. The third route was the purchase of a fully-fledged asset management business with a full staff compliment and existing assets. This model has proved a less comfortable fit and, on receiving Davy's offer, Prescient decided to sell the asset management operation.

4. Effective date

The effective date of the transaction is the third Business Day following the completion of the conditions precedent.

5. Conditions Precedent

The transaction is subject, inter alia, to the following conditions precedent: - the granting of all regulatory approvals or clearances as may be required, including that of the Central Bank of Ireland;

6. Settlement of the transaction

The transaction will be settled in the following manner:

1. The initial consideration:

- €2.9m on the effective date; and
- A Euro for Euro payment in respect of the cash held by Prescient Fund Managers for regulatory purposes. This is an amount of €125,000. This will also be settled on the effective date (collectively 'the Initial Consideration")

2. The deferred consideration

The deferred consideration is based on the revenue earned from existing Prescient Ireland pension fund clients ("Pension Clients") for the five years following completion. A payment will be made at the end of each year based on the quantum of revenue from Pension clients. The amount of the payment will be calculated as follows:

- For revenue from Pension Clients less than €800,000 per annum – 0% of revenue
- For revenue from Pension Clients greater than €800,000 per annum and less than €1,000,000 per annum – 50% of revenue
- For revenue from Pension Clients greater than €1,000,000 per annum and less than €2,100,000 per annum – 70% of revenue
- For revenue from Pension Clients greater than €2,100,000 per annum – 80% of revenue

In terms of the transaction agreements with AIB relating to the acquisition of Prescient Ireland by Prescient from AIB in May 2012, should Prescient enter into any agreement to dispose of Prescient Ireland before 30 November 2013, the maximum proceeds receivable by Prescient may be no more than the total paid by Prescient to AIB. Therefore the maximum receivable by Prescient in terms of the transaction is €6,223,921 ("the maximum disposal consideration")

7. Financial effects of the transaction on Prescient for the 12 months ended 31 March 2013

The unaudited pro forma financial effects of Prescient before and after the transaction are based on the final published audited results of Prescient for the 12 months ended 31 March 2013. The financial effects are presented for illustrative purposes only, to provide information on how the transaction may have impacted on the results and the financial position of Prescient. The unaudited pro forma effects are the responsibility of Prescient's directors. Due to the nature of the unaudited pro forma financial effects, they may not fairly present Prescient's financial position and the results of its operations after the acquisition. It has been assumed for the purpose of the financial effects that the agreement took place with effect from 1 April 2012. The financial effects do not purport to be indicative of what the financial results would have been, had the transaction been implemented on a different date. The unaudited pro forma financial information has been presented in a manner consistent in all respects with International Financial Reporting Standards and Prescient's accounting policies applied consistently throughout the period.

	Before the transaction	After the transaction	% Change
Earnings per share ("EPS") (cents)	7.34	7.45	1.58
Headline earnings per share ("HEPS") (cents)	7.51	7.62	1.54
Net asset value per share ("NAV") (cents)	0.47	0.42	-10.52
Tangible net asset value ("TNAV") (cents)	0.17	0.15	-11.00
Shares in issue (000's)	1 576 346	1 576 346	
Weighted average number of shares in issue (000's)	1 396 375	1 396 375	

Notes:

1. The EPS and HEPS in the "Before the transaction" column of the table are based on the audited statement of comprehensive income of Prescient for the period ended 31 March 2013; and 1 396 375 360 shares in issue (being the weighted number of ordinary shares in issue for the period ended 31 March 2013.

2. The EPS and HEPS in the "After the transaction" column of the table are based on 1 396 375 360 shares in issue and the assumptions that:

   - the transaction became effective on 1 April 2012 and the Initial Consideration was settled on that date;
   - transaction costs relating to the transaction are estimated to be R2,000,000;
   - the Initial Consideration was settled in cash, and based on a ZAR:Euro exchange rate of 13.71; and
   - the cash received would have been applied against interest bearing debt, reducing interest paid thereon at an after tax interest rate of 5.93%, yielding an after tax interest saving of R2 458 405.

3. The NAV per share and TNAV per share in the "Before the transaction" column of the table are based on the audited statement of financial position of Prescient at 31 March 2013 and 1 576 346 232 shares in issue.

4. The NAV per share and TNAV per share in the "After the transaction" column of the table are based on the assumptions that:

- the transaction was completed on 31 March 2013;
- the Initial Consideration was settled entirely in cash, based on a ZAR:Euro exchange rate of 13.71; and
- transaction costs relating to the transaction are estimated to be R2,000,000;

5. The pro forma financial effects have not been reviewed by Prescient's auditors.

8. Application of the transaction proceeds

Proceeds received from the transaction will be utilised by Prescient to reduce interest bearing debt incurred when acquiring Prescient Ireland.

9. Transaction classification

The transaction is classified as a category 2 transaction in terms of the JSE Limited Listings Requirements.

10. Withdrawal of cautionary announcement

Shareholders are no longer required to exercise caution when dealing in their Prescient shares and accordingly, the cautionary announcement released by Prescient on 15 November 2013 is hereby withdrawn.

11. Release of the unaudited interim results

The interim results for the six months ended 30 September 2013 will be released on or about 28 November 2013 including further details relating to the transaction.

Cape Town
18 November 2013
Sponsor: Bridge Capital Advisors (Pty) Limited