

UNIVERSAL PARTNERS LIMITED
(Incorporated in the Republic of Mauritius)
(Registration number: 138035 C1/GBL)
SEM share code: UPL.N0000
JSE share code: UPL ISIN: MU0526N00007
("Universal Partners" or "the Company")



UNIVERSAL PARTNERS

INVESTMENT IN JSA SERVICES LIMITED

THE TRANSACTION

Shareholders of Universal Partners and the general public are hereby advised that the Company concluded an agreement on 9 May 2018 to invest in JSA Services Limited ("**JSA**"), a leading Professional Employment Organisation ("**PEO**") in the United Kingdom ("**UK**"), for a total consideration of GBP 11 million ("**Purchase Consideration**") ("**the Transaction**").

Universal Partners has acquired a significant minority stake in JSA with the existing shareholders and management of the business retaining majority control. Universal Partners will be the largest single shareholder in JSA. The Purchase Consideration will be paid via an upfront component at closing and a deferred payment, subject to JSA's financial performance during the current financial year, ending 30 September 2018.

The relevant agreements, which contain standard terms and conditions for a transaction of this nature, have been executed and all conditions precedent relating to the Transaction have been completed.

Per the Company's Listing Particulars dated 11 August 2017, the principal activity of Universal Partners is to hold investments in high quality growth businesses with the primary objective of achieving strong capital appreciation over the medium- to long-term from such private equity investments. The investment in JSA is in line with the investment strategy of the Company as stated in its Listing Particulars.

OVERVIEW OF JSA

JSA is a PEO that provides Limited Company, Umbrella and Payroll services to contractors and temporary workers in the UK. The business is headquartered in Watford and operates under two brands: JSA Services and Clever Accounts, the latter being a rapidly growing online service platform. Over the past 5 years, JSA has grown organically and via acquisitions (having completed and integrated 6 acquisitions in this period), currently servicing roughly 10,000 customers. JSA is a Top 5 player in each of its markets, and one of only 16 fully accredited members of the Freelance Contractors Services Association ("**FCSA**"), which requires it to pass a rigorous annual independent audit process.

The proportion of flexible and self-employed workers to total employment continues to grow, providing the UK economy with flexibility and resulting in record low unemployment figures. At the same time, the highly fragmented PEO market is consolidating, driven by increased regulations relating to labour and tax requirements. JSA's highly compliant, technology-led platform and experienced, dynamic management team, is well placed to deliver strong growth and take advantage of the opportunities afforded by the continued expansion, consolidation and regulation of the sector.

Andrew Goodman, JSA's Executive Chairman, acquired a majority shareholding in JSA in 2009 and has been instrumental in building the business, established in 1989. Mr Goodman is a recruitment industry veteran having founded, acquired, listed, and served on the boards of numerous recruitment and PEO businesses. Given current opportunities, he felt that JSA would be best placed to benefit by introducing a partner with Universal Partner's capabilities. Following the investment by Universal Partners in JSA, Mr Goodman will be the next largest single shareholder in JSA.

John Hoskin, the current Chief Executive Officer, joined JSA following JSA's acquisition of Online Professional Limited ("**OPL**") in April 2017. John Hoskin has been involved in the sector since 2011 and developed OPL's

scalable and compliant online platform, Clever Accounts. Mr Hoskin is a Chartered Accountant with previous Financial Director experience in FTSE listed and Private Equity backed companies.

Kwasi Missah, the Chief Operating Officer, joined JSA in 2009 as Chief Technology Officer and has been responsible for building the technology enabled platform and team that deliver a high quality, compliant service. Mr Missah previously held technology leadership positions at a global hedge fund and Goldman Sachs.

Both Mr Missah and Mr Hoskin will remain substantial shareholders in JSA post the investment of Universal Partners in JSA.

Universal Partners will be represented on the JSA board of directors by Pierre Joubert and Andrew Birrell who are both executive directors of the Company.

CATEGORISATION OF THE TRANSACTION

The Transaction constitutes an undertaking in the ordinary course of business of Universal Partners and therefore does not fall within the scope of Chapter 13 of the Listing Rules of the Stock Exchange of Mauritius Ltd (“SEM”). Universal Partners has its primary listing on the Official Market of the SEM and a secondary listing on the Alternative Exchange of the JSE Limited.

By order of the Board

10 May 2018

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This notice is issued pursuant to SEM Listing Rule 11.3 and Rule 5(1) of the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007. The board of directors of Universal Partners Limited accepts full responsibility for the accuracy of the information contained in this announcement.