
FORM OF US INVESTOR LETTER

To: CSDP or Broker and Transfer Secretary

Ladies and Gentlemen:

This letter (the “**US Investor Letter**”) relates to the issuance of new ordinary shares of Bytes Technology Group plc (the “**New Bytes UK HoldCo Shares**”) in terms of section 112 of the South African Companies Act, 71 of 2008, as amended, (the “**Companies Act**”) (read with section 115 of the Companies Act). This US Investor Letter is to be delivered on behalf of the person acquiring beneficial ownership of the New Bytes UK HoldCo Shares by the investor named below or the accounts listed on the attachment hereto (each, an “**Investor**”).

1. The Investor hereby confirms that it is a “qualified institutional buyer” (as such term is defined in Rule 144A (“**Rule 144A**”) under the US Securities Act of 1933 (the “**Securities Act**”) (a “QIB”).
2. The Investor understands and agrees that (i) the New Bytes UK HoldCo Shares have not been and will not be registered under the Securities Act, or with any securities regulatory authority of any state of the United States, and (ii) the New Bytes UK HoldCo Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the Securities Act (“**Rule 144**”) for resales of any New Bytes UK HoldCo Shares. The Investor agrees that, for so long as the New Bytes UK HoldCo Shares are restricted securities, if, in the future, it decides to offer, resell, pledge or otherwise transfer such New Bytes UK HoldCo Shares, or any economic interest therein, such New Bytes UK HoldCo Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only: (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A; (ii) in accordance with Rule 144 (if available), (iii) in accordance with another applicable exemption from the registration requirements of the Securities Act; or (iv) in an offshore transaction complying with the provisions of Regulation S under the Securities Act (including, for the avoidance of doubt, a bona fide sale on the London Stock Exchange or the Johannesburg Stock Exchange), in each case, in accordance with any applicable securities laws of any state of the United States or any other jurisdiction.
3. Each of the foregoing restrictions is subject to any requirement of law that the disposition of the Investor’s property or the property of such investor account or accounts on behalf of which the Investor holds the New Bytes UK HoldCo Shares be, at all times, within the control of the Investor or of such accounts and subject to compliance with any applicable state securities laws.
4. The Investor acknowledges that Allied Electronics Corporation Limited, Bytes Technology Group plc and others will rely on the acknowledgements, representations and warranties contained in this US Investor Letter as a basis for an exemption from the registration requirements of the Securities Act. The Investor signing this US Investor Letter agrees to notify Allied Electronics Corporation Limited and Bytes Technology Group plc promptly if any of the acknowledgements, representations or warranties set forth herein are no longer accurate.
5. Each of Allied Electronics Corporation Limited, Bytes Technology Group plc and their respective affiliates are irrevocably authorised to produce this US Investor Letter or a copy hereof to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby.
6. This US Investor Letter shall be governed by, and construed in accordance with, the laws of the State of New York.

7. The Investor understands, and acknowledges, that no agency of the United States, or any state thereof has made any finding or determination as to the fairness of the terms of, or any recommendation or endorsement in respect of the New Bytes UK HoldCo Shares.

Very truly yours,

NAME OF PURCHASER:

By:

Name:

Title:

Address:

Date:

Name of account holder:

Name of broker:

Name of CSDP:

Account number of broker:

Account number of CSDP:

Telephone number of broker/CSDP:

SCA number of broker/CSDP:
