TRUSTCO GROUP HOLDINGS LIMITED Incorporated in the Republic of Namibia (Registration number 2003/058)

NSX Share Code: TUC JSE Share Code: TTO

ISIN Number: NA000A0RF067 ("Trustco" or "the Company")

## **DEALING IN SECURITIES BY DIRECTORS**

In compliance with paragraphs 3.63 to 3.74 of the JSE Limited Listings Requirements, the following information relating to a purchase of Trustco shares on behalf of directors is disclosed. The purchase follows the gift of Trustco shares to all directors and employees employed by Trustco with one year of service as at 16 April 2015 ("Award Effective Date") to the value of fifty thousand Namibian Dollars. The gift was awarded to celebrate the 50<sup>th</sup> birthday of Trustco's founder and managing director, Dr Quinton van Rooyen. The shares are to be purchased in the open market and will be purchased on behalf of employees with the longest service first.

Name of Director Ms S Miller

Designation of Director Company Secretary

Nature of Securities Ordinary shares

Date of the Transaction 30 July 2015

Cents per Share 390

Number of Securities Transacted 12.700

Total Rand Value of Securities R49,530

Nature of Transaction Shares purchased on-market on behalf of the

director pursuant to the gift of Trustco shares

Nature of Interest Direct Beneficial

Name of Director Mr R Heathcote

Designation of Director Independent Non- Executive Director

Nature of Securities Ordinary shares

Date of the Transaction 28 July 2015

Cents per Share 400

Number of Securities Transacted 12,422

Total Rand Value of Securities R49,688

Nature of Transaction Shares purchased on-market on behalf of the

director pursuant to the gift of Trustco shares

Nature of Interest Direct Beneficial

Name of Director Mr WJ Geyser

Designation of Director Independent Non- Executive Director

Nature of Securities Ordinary shares

Date of the Transaction 28 July 2015

Cents Per Share 400

Number of Securities Transacted 12,422

Total Rand Value of Securities R49,688

Nature of Transaction Shares purchased on-market on behalf of the

director pursuant to the gift of Trustco shares

Nature of Interest Direct Beneficial

Name of Director Mr RJ Taljaard

Designation of Director Independent Non- Executive Director

Nature of Securities Ordinary shares

Date of the Transaction 28 July 2015

Cents Per Share 400

Number of Securities Transacted 12,422

Total Rand Value of Securities R49,688

Nature of Transaction Shares purchased on-market on behalf of the

director pursuant to the gift of Trustco shares

Nature of Interest Direct Beneficial

Name of Director Mr FJ Abrahams

Designation of Director Executive Director

Nature of Securities Ordinary shares

Date of the Transaction 28 July 2015

Cents Per Share 400

Number of Securities Transacted 12,422

Total Rand Value of Securities R49,688

Nature of Transaction Shares purchased on-market on behalf of the

director pursuant to the gift of Trustco shares

Nature of Interest Direct Beneficial

Name of Director Ms E Janse van Rensburg

Designation of Director Director of a major subsidiary

Nature of Securities Ordinary shares

Date of the Transaction 28 July 2015

Cents Per Share 400

Number of Securities Transacted 12,422

Total Rand Value of Securities R49,688

Nature of Transaction Shares purchased on-market on behalf of the

director pursuant to the gift of Trustco shares

Nature of Interest Direct Beneficial

Name of Director Mr J Jones

Designation of Director Alternate Executive Director

Nature of Securities Ordinary shares

Date of the Transaction 28 July 2015

Cents Per Share 400

Number of Securities Transacted 12,422

Total Rand Value of Securities R49,688

Nature of Transaction Shares purchased on-market on behalf of the

director pursuant to the gift of Trustco shares

Nature of Interest Direct Beneficial

Terms of the award of gift shares:

- The shares awarded are subject to a trade restriction for a period of 5 years ("Lock-in Period") commencing on the Award Effective Date.
- 2. Following the expiry of the Lock-in Period, employees can freely trade in the shares awarded.
- 3. In the event of termination of an employee's employment during the Lock-in Period (other than the death of such employee), the employee concerned forfeits his/her award.
- 4. In the event of death of an employee during the Lock-in Period, the shares awarded are sold on the open market and the proceeds are paid over to the nominated beneficiaries of the employee concerned.
- 5. The award constitutes a once-off gift and is exempt from personal income tax.
- 6. Non-executive directors are included in the award policy, provided that in the case of independent non-executive directors, the shareholding of such director (including shares awarded as contemplated herein) does not form a material part of such independent, non-executive director's personal wealth.

By order of the Board

Sandra Miller

Company Secretary

Windhoek,

3 August 2015

Sponsor: Sasfin Capital (a division of Sasfin Bank Limited)