

INTEGRATED ANNUAL REPORT

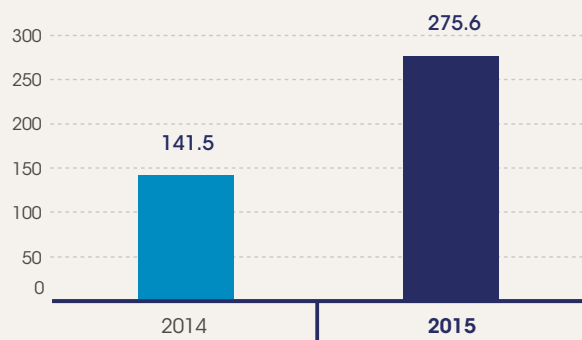
2015



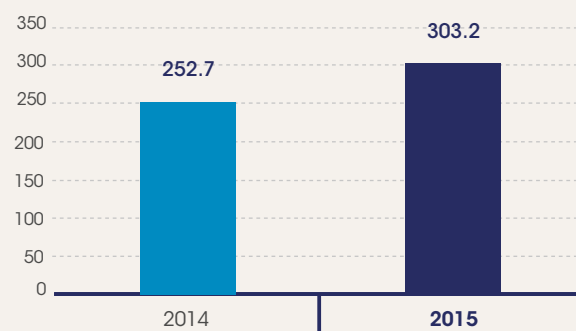
TRUSTCO
oshili nawa

HIGHLIGHTS

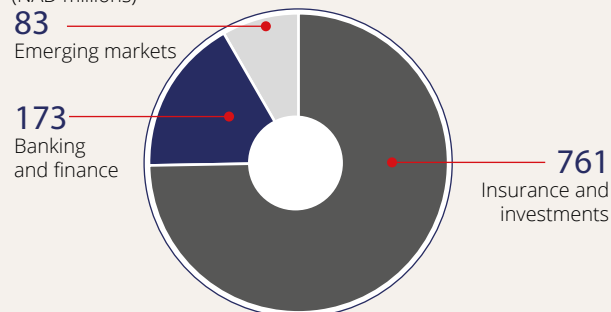
Headline earnings
(NAD millions)



Basic earnings
(NAD millions)



2015 Revenue contribution
(NAD millions)



Headline earnings per share

111% ↑

39.6 cents

Basic earnings per share

30% ↑

43.6 cents

Net asset value per share

27% ↑

201 cents

CSI spend by

39% ↑

NAD7.6 million

THE GROUP HAS FOUR OPERATING SEGMENTS

SHARED SERVICES



TRUSTCO IS A LISTED FINANCIAL SERVICES GROUP THAT INVESTS AND OPERATES IN SUSTAINABLE HIGH GROWTH ASSETS IN EMERGING MARKETS



OUR HISTORY AT A GLANCE

1992	Trustco group founded
2000	Trustco is granted its first insurance licence Short-term insurance operations commence
2004	Trustco is granted its life insurance licence Life insurance operations commence
2005	Education and finance operations acquired in Namibia
2006	Trustco lists on the Namibian Stock Exchange (NSX)
2007	Trustco expands into South Africa
2009	Trustco lists on Johannesburg Stock Exchange Ltd (JSE) Trustco Life becomes the largest life insurer in Namibia
2010	NAD80 million in DFI funding secured Insurance for Namibia mobile clients launched
2011	Monetisation of land bank started Insurance expanded to include retail clients
2012	NAD165 million line of credit secured ZAR1 billion bond issue approved Insurance expanded to South Africa Trustco listing moved to Main Board of the JSE Domestic medium-term note programme listed on the JSE Main Board
2013	Elisenheim acquisition ZAR300 million bonds issued ADR program launched in the USA Acquisition of Fides Bank Namibia Ltd
2014	Trustco placed third in Deloitte's annual 'Best Company to Work For' survey in Namibia and Southern Africa No. 1 performing share on the JSE Main Board Trustco added to the JSE All-Share Index, the Small Cap Index, the Value Index, Growth Index and Financial Index



SCOPE AND BOUNDARY

SCOPE

The 2015 integrated annual report describes the group's business, strategy and performance for the period 1 April 2014 to 31 March 2015. It includes the sustainability report, summarised group results for the same period, together with the financial director's report. The audited annual financial statements (presented separately) were prepared in terms of the International Financial Reporting Standards (IFRS). The detailed results are available on the group's website at www.tgh.na.

BOUNDARY

This report aims to demonstrate how the group achieved, and will in future achieve, its triple-bottom line comprising its social, economic and environmental fundamentals. The report focuses on the group's value creation for its shareholders, employees and society through the utilisation of its economic, social and human capital by conducting synergetic business within the group. Only material factors are being reported on. Material factors, for purposes of this report, are those that reflect the group's significant economic, environmental and social impacts, and have a substantive influence over the assessments and decisions of stakeholders as well as substantively affect the organisation's ability to create value over the short-, medium- and long-term.

In an effort to support the global drive to preserve the environment, only a limited number of reports will be made available in print version. The full report is available online at www.tgh.na.

EXTERNAL ASSURANCES AND APPROVAL

The board approved this report and the integrity of its content with the assistance of external, independent assurance providers. More specifically, the annual financial statements were audited and signed by the external auditors, BDO Namibia. Apart from the group auditors, three additional external audit firms provide external assurance to the board, being BDO SA in respect of the South African operations, BDO Mauritius in respect of the Mauritian business and Deloitte in respect of Trustco Bank Namibia. In compliance with the Affirmative Action Act, Act 29 of 1998 of Namibia and the Employment Equity Act 55 of 1998 of South Africa, as amended, the group enforces an empowerment philosophy and Trustco Group Holdings and its subsidiaries conform to all legislative requirements. Human capital being the most valuable to the group, it participated in the Deloitte "Best Company To Work For" survey in 2014 and was placed third in the Southern African region. Trustco received a Diamond Arrow Award at the Annual PMR Africa Namibia Country Survey 2014 Business Excellence Awards for the highest rated business overall for companies being held in high esteem as a good corporate citizen, for advancement of corporate leadership and for corporate responsibility initiatives and investment.

CONTENTS

	Highlights	ii
	Scope and boundary	02
O1	Directorate	
	Chairman's report	06
	Managing director's report	08
	Board of directors	10
O2	Group profile	
	Vision and mission	14
	Group structure	14
	Group strategy	15
	Business model	16
O3	Financial performance	
	Value added statement	20
	Financial director's report	21
	The "not so accomplished"	25
	Summarised group results	26
O4	Operational review	
	Insurance & investments	32
	Banking & finance	40
	Resources	42
	Emerging markets	44
	Shared services	45
O5	Stakeholders	
	Stakeholder engagement	50
	Corporate social responsibility	51
O6	Sustainability report	56
O7	Corporate governance	
	Structure	62
	Corporate governance report	62
	Risk review	70
O8	Remuneration report	
	Remuneration philosophy	74
	Remuneration mix	75
	Human resources policies and benefits	76
	Employee engagement	77
	Employment equity and empowerment	78
	Workforce analytics	79
	Employee wellness	81
	Training and development	82
	Board remuneration	83
O9	Shareholders	
	Shareholders' information	86
	Notice of annual general meeting	88
	Form of proxy	94
10	Glossary	

DIRECTORATE

CHAIRMAN'S
REPORT 06

MANAGING
DIRECTOR'S
REPORT 08

LEADERSHIP
- BOARD OF
DIRECTORS 10

CHAIRMAN'S REPORT

FOR THE YEAR ENDING 31 MARCH 2015



**ADV RAYMOND
HEATHCOTE SC**

CHAIRMAN OF
THE BOARD

**"THE BOARD
RECOGNISES THE
INTERCONNECTIVITY
BETWEEN
PROSPERITY AND
SUSTAINABLE
GROWTH AND
THEREFORE
MAINTAINS AS A TOP
PRIORITY IMPROVED
RELATIONS WITH
ALL STAKEHOLDERS,
INCLUDING THE
NEW GOVERNMENT,
CAPITAL PROVIDERS,
THE LOCAL
COMMUNITIES
AS WELL AS
EMPLOYEES."**

I write my report with great pride given Trustco's sterling 2015 results. With dedication and skill, management implemented a strategic reorganisation during the year, aiming to utilise synergies amongst senior management to create a level of strategic focus which bore the fruits we are presenting in this report.

Rising interest rates coupled with long periods of inflationary pressures have placed an economic toll on many in the financial industry. Consumer indebtedness remains high and varied attempts by the public and private sector to avoid the negative effects of this remain unsuccessful. Globally, falling oil and commodity prices place pressure on larger economies with even the great Chinese economy showing signs of slowing. The success of the group further provides positive contributions, not only to stakeholders, but also to the broader citizenry.

Closer to home, South Africa's strikes and Eskom's woes put a damper on the sub-Saharan economy. Namibia, to the contrary, shows solid economic growth and during the year inaugurated its third democratic president after a peaceful, democratic and credible election was held.

STRATEGY

Over the past few years it has become evident that the old 'tried-and-tested' policies of yesteryear no longer suffice in this ever changing and increasingly globalised world. The Trustco board will thus continue to take a long-term view of the business and in this regard Trustco stands significantly transformed and well positioned to perform via its collection of product portfolios that were developed over the years.

SUSTAINABILITY AND STAKEHOLDER ENGAGEMENT

The board recognises the interconnectivity between prosperity and sustainable growth and therefore maintains as a top priority improved relations with all stakeholders, including the new Government, capital providers, the local communities as well as employees. It is therefore with great pride that I report that Trustco took third place in Deloitte's "Best Company To Work For" survey of 2014, both in Namibia and the Region, being a first-time participant in the survey.

The board views the management of environmental, social and corporate governance issues as an important business imperative and ensures compliance with recognised best practices in not only the group's strategic outlook, but also in its daily operating activities.

EXECUTIVE AND STAFF REMUNERATION

Trustco remains committed to the spirit of economic transformation and endeavours to enhance its strategy with regards to this process. While current performance and incentive schemes already align executive performance with the creation of long-term shareholder value, Trustco has this year embarked upon two extraordinary long-term incentive schemes.

With a set of extraordinary targets to achieve extraordinary results, management and employees have all been set a high bar to reach in exchange for extraordinary bonuses in 2016 and beyond. This, the board believes, will incentivise staff to reach long-term targets sooner rather than later.

On the initiative of management, the group has initiated and implemented a plan where each and every employee will become a shareholder after just one year of service. Trustco has achieved an employee-shareholder alignment unparalleled in Namibia. To the best of my knowledge, no other company in Namibia can claim this achievement.

ACKNOWLEDGEMENTS AND OUTLOOK

I'd like to thank the board for its tireless efforts during the year, as well as management who expeditiously implemented the resolutions of restructured group operations to ensure Trustco remains the vibrant hub of innovation that it is known for. Finally, the exceptional performance contained in this report would not have been possible if not for the dedication of Trustco's faithful employees who worked tirelessly to ensure Trustco remains at the pinnacle of excellence.

A handwritten signature in black ink, reading "R. Heathcote", with a stylized flourish underneath.

ADV RAYMOND HEATHCOTE SC

CHAIRMAN OF THE BOARD

MANAGING DIRECTOR'S REPORT



**DR QUINTON
VAN ROOYEN**

**GROUP MANAGING
DIRECTOR**

"I IMAGINE THE SINGLE MOST IMPORTANT STRATEGIC DECISION TAKEN DURING FY 2015 WAS NOT TO LOOK FOR GROWTH IN COUNTRIES WHICH HAVE MANY PEOPLE, BUT RATHER TO LOOK FOR COUNTRIES WHICH ARE STABLE, WELCOME INVESTORS AND PRESENT MANY OPPORTUNITIES, WITH THE LEAST EFFORT."

"WHAT MAKES A LEADER A LEADER, IS THE PASSION FOR THE NEEDS OF HIS PEOPLE"

It has been quite an unusual year. Things that seemed certain a year ago never came to pass, but other opportunities presented themselves. We went after them in typical Trustco style.

We suddenly found ourselves gorged on a strange new world – "strange and new" being situations Trustco is very comfortable with.

Namibia and the world at large are preparing to tread a new path. Namibia has a fresh Government and the world is transitioning into a new world order. (Or is it?)

The group has come of age and has been listed for almost nine years now. The time has come and Trustco spread its wings to soar to new horizons.

*** "THE TIME HAS COME," THE WALRUS SAID, "TO TALK OF MANY THINGS"**

First amongst these, of course, is the group's acquisition of Fides Bank last year, now known as Trustco Bank Namibia. It has found a good home with our banking and finance division – a division that has shown itself willing and able to drive rapid growth and effectively utilise synergies with the rest of the group – this is one of the segments that can achieve rapid and sustainable growth if we couple it with providing mortgage loans to buyers of our vast property holdings.

But what excites me most, is our new resources segment. Namibia, after all, is a country endowed with mineral resources and a beautiful scenic countryside. Sustainable mining provides the opportunity to harness one while maintaining the other. Resources, to my mind, does not only mean "mining". To me it means any resource that the group can harness on a sustainable and responsible basis to create wealth. Namibia has an abundance of these – from renewable energy to natural resources.

With the resources segment only established in February 2015 after board approval was obtained, it is still in its incubation phase. But, with several attractive opportunities in Namibia already identified, it is merely a matter of time before this blossom blooms into a ripened fruit for the picking. At the time of writing of this report the board has just announced its first step in the "resources" direction.

*** "NO HURRY!" SAID THE CARPENTER. "THEY THANKED HIM MUCH FOR THAT"**

However, as with so many things, you cannot have the good without also absorbing the bad. With our South African operations not gaining the traction we required, we were forced to rethink our position in South Africa. This ultimately resulted in the closure of a number of our branches in South Africa, along with the retrenchment of staff associated therewith. Our presence now in South Africa is not where we foresaw it four years ago.

* "O OYSTERS," SAID THE CARPENTER, "YOU'VE HAD A PLEASANT RUN!"

As always, the stalwart operations of the group did not disappoint.

The investments segment - where the fixed property investments are housed - did two very significant land acquisitions that have the potential to unlock value over the long term. Besides the Elisenheim development, several other acquisitions have positioned us to be the leading supplier of developed land for the Windhoek metropolitan area for years to come. And to think, at a stage during the year I almost felt that nothing "interesting" was happening in Trustco.

Four rapid acquisitions during FY 2015 brought with it opportunity, growth and excitement not only at board and the strategic level, but also among the rank and file within Trustco.

* "BUT FOUR YOUNG OYSTERS HURRIED UP, ALL EAGER FOR THE TREAT"

I do not believe that, with the current intellectual capacity together with the next generation already present in Trustco, it is soon to be a company ready for "just let things tick over."

After the restructuring the group now operates in four reporting segments namely banking & finance, insurance & investments, emerging markets and resources. These are supported internally by "support services" which include HR, IT, legal, internal audit, treasury *etcetera*. From April 1st 2015 the emerging markets segment will be incorporated under the insurance segment.

I imagine the single most important strategic decision taken during FY 2015 was not to "look for growth in countries which have many people", but rather to look for countries which are stable, welcome investors and present many opportunities, with the least effort.

We have resolved that powerful growth does not necessarily mean replicating a business model across several countries, although replication as aforesaid (including in diverse sectors) can produce the same satisfying result as was proven during the past financial year. Our country of choice to achieve our strategic and economic objectives is therefore Namibia, with its mere 2.1 million people and as many opportunities. South Africa, being the most sophisticated economy in Africa is a country where Trustco will keep an operational presence, but the size of our investment there will be dependent on the opportunities that present themselves, measured against other opportunities on the continent.

* "FOUR OTHER OYSTERS FOLLOWED THEM, AND YET ANOTHER FOUR"

I want to thank the board for its receptiveness and open-mindedness to sometimes odd and strange ideas that management proposes. It makes for very engaging interactions at board level.

I also note that some key shareholders have recently expanded their exposure to TTO:SJ. I thank them for their continued faith and belief that, over time, team Trustco will generate above average returns on their investments.



DR QUINTON VAN ROOYEN

25 June 2015

(*Dr van Rooyen has been allergic to oysters since birth...)

BOARD OF DIRECTORS



From left to right back:

FJ ABRAHAMS (40), R MCDUGALL (34), R TALJAARD (54), WJ GEYSER (55)

From left to right front:

J MAHLANGU (48), ADV R HEATHCOTE (50), V DE KLERK (67), Dr Q VAN ROOYEN (50)

ADV R HEATHCOTE SC (50)

INDEPENDENT, NON-EXECUTIVE DIRECTOR

APPOINTED: 29 September 2010

QUALIFICATIONS: BA LLB

ROLE AT THE COMPANY:

- Chairman of the board of directors of Trustco Group Holdings Ltd
- Chairman of the nomination committee

EXPERTISE AND EXPERIENCE:

Adv Heathcote is an admitted attorney of the High Court of Namibia and was an acting judge of the High Court of Namibia in 2005, 2007, 2009 and 2011. Several of his judgments have been reported in both the Namibian and South African Law Reports. Adv Heathcote was not only honoured by being appointed senior counsel in 2009, but has further served as the president of the Society of Advocates in Namibia.

WJ GEYSER (55)

INDEPENDENT, NON-EXECUTIVE DIRECTOR

APPOINTED: 29 September 2010

QUALIFICATIONS:

BCompt (Hons), BCompt, CA (SA)

ROLE AT THE COMPANY:

- Member of the board of directors of Trustco Group Holdings Ltd
- Chairman of the audit and risk committee of Trustco Group Holdings Ltd
- Member of the remuneration and nomination committee of Trustco Group Holdings Ltd
- Chairman of the board of directors of Trustco Life Ltd
- Chairman of the board of directors of Trustco Insurance Ltd

EXPERTISE AND EXPERIENCE:

Mr Geyser is a member of the South African Institute of Chartered Accountants. He held the position of assistant manager at the audit firm Deloitte, Haskins, & Sells (now Deloitte) and later joined their financial management services division where he provided accounting assistance, taxation and estate planning to a number of individuals and companies. Since then he has performed consultancy work for large corporations and has held various senior positions. Mr Geyser currently holds the position of group managing director of Epic Holdings (Pty) Ltd and various other directorships in Namibian companies.

V DE KLERK (67)

INDEPENDENT, NON-EXECUTIVE DIRECTOR

APPOINTED: 22 August 2006
(Resigned 1 September 2014)

ROLE AT THE COMPANY:

- Member of the board of directors of Trustco Group Holdings Ltd
- Chairperson of the remuneration committee
- Member of the nomination committee

EXPERTISE AND EXPERIENCE:

Ms De Klerk is currently the executive

director of Namibia's most prominent rural development organisation – Women's Action for Development (WAD), which is widely known as one of the most effective NGOs in Namibia. Under her leadership, WAD has initiated a diverse range of small businesses and is involved in training an impressive number of unemployed Namibian women countrywide, to acquire various skills in order to enter the labour market. Through her directorship and prominence in the media, the organisation has attracted a number of frontline Black Economic Empowerment partners to promote broad-based economic empowerment among the poor.

R TALJAARD (54)

INDEPENDENT, NON-EXECUTIVE DIRECTOR

APPOINTED: 5 July 2012

QUALIFICATIONS: BEcon, FCII

ROLE AT THE COMPANY:

- Member of the board of directors of Trustco Group Holdings Ltd
- Member of the audit and risk committee of Trustco Group Holdings Ltd
- Member of the board of directors of Trustco Insurance Ltd
- Member of the board of directors of Trustco Life Ltd
- Acting chairman of the remuneration committee (1 September 2014)

EXPERTISE AND EXPERIENCE:

Mr Taljaard established Swabou Insurance in 1990 and Swabou Life in 1992. In addition, he founded the Harvest Reinsurance Company in 1997 and served on the board of Trustco Insurance from 2000 to 2006, and was again appointed to the board of Trustco Insurance in 2013. He has also held the position of managing director of both Trustco Insurance and Trustco Life. Mr Taljaard is a fellow member of the Insurance Institute of South Africa and Namibia.

J MAHLANGU (48)

INDEPENDENT, NON-EXECUTIVE DIRECTOR

APPOINTED: 4 February 2013

QUALIFICATIONS: BCom (Acc), BCompt (Hons), CTA and CA (SA)

ROLE AT THE COMPANY:

- Member of the board of directors of Trustco Group Holdings Ltd
- Member of the audit and risk committee of Trustco Group Holdings Ltd

EXPERTISE AND EXPERIENCE:

Mr Mahlangu completed his articles with PricewaterhouseCoopers (PwC) in 1996. He joined the Office for Serious Economic Offences in 1998 and in 2000 returned to PwC where he was appointed as the head of the PwC's forensic services practice in Gauteng, and was later admitted as a partner in 2002. Mr Mahlangu further excelled by starting his own company, Ligwa Advisory Services and has a diverse client base. He has performed audit and forensic related assignments internationally and in addition has carried out various statutory appointments.

DR Q VAN ROOYEN (50)

GROUP MANAGING DIRECTOR AND EXECUTIVE DIRECTOR

APPOINTED: 7 September 2006
Acquired Trustco in 1992

QUALIFICATIONS: Bluris, LLB, DBL (Honoris Causa) Business Leadership & Entrepreneurship (IUM)

AWARDS:

2003: Voted "Business Communicator of the Year"

2007: Voted Second "Most Admired Business Personality of the Year"

2014: Inducted into the prestigious Namibian Business Hall of Fame, under the auspices of Junior Achievement Namibia and the Namibian Chamber of Commerce and Industry.

EXPERTISE AND EXPERIENCE:

Mr Van Rooyen's business acumen and skill transformed the group into a successful dual-listed entity. His talent and passion is to create products and services that are sustainable, socially responsible and that create extraordinary wealth for stakeholders by harnessing opportunities in Africa. Mr Van Rooyen whole-heartedly believes that the full potential of Africa is yet to be realised.

F J ABRAHAMS (40)

GROUP TREASURER AND EXECUTIVE DIRECTOR

APPOINTED: 22 August 2006

2000: Financial manager

2004: Group financial director

2013: Group treasurer

QUALIFICATIONS: BCom

EXPERTISE AND EXPERIENCE:

Mr Abrahams commenced his articles in 1997. During this period he accumulated vast experience in the financial sector and conducted various client audits. Mr Abrahams continues to head up the group's treasury function having recently celebrated his 14th year with Trustco.

R MCDUGALL (34)

GROUP FINANCIAL DIRECTOR AND EXECUTIVE DIRECTOR

APPOINTED: 31 March 2013

2012: Group financial director designate

2013: Group financial director

QUALIFICATIONS: BBus Sc (Hons).

CA (SA), CA (Namibia), FRM

EXPERTISE AND EXPERIENCE:

Mr McDougall has substantial experience in financial services, specifically banking and financial risk management. Following the completion of his articles at KPMG Johannesburg in 2006, Mr McDougall gained practical experience as Head of Treasury Finance at HSBC Securities at the Hong Kong and Shanghai Banking Corporation in their Johannesburg office in South Africa. Thereafter he headed up the financial and regulatory accounting department at Standard Bank in Jersey, Channel Islands.

GROUP PROFILE

O2

VISION
AND MISSION 14

GROUP
STRUCTURE 14

GROUP
STRATEGY 15

BUSINESS
MODEL 16



VISION AND MISSION



OUR VISION

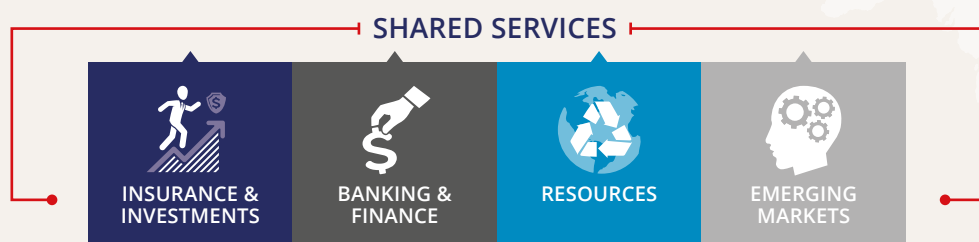
With our roots firmly in Namibia and our reach extended into the rest of Africa and the emerging markets beyond, we seek to generate sustainable opportunities to create wealth for our customers, shareholders and employees while impacting positively on society and our planet.



OUR MISSION

We provide efficient and dynamic products and services to our core industries, ensuring responsible and sustainable growth that will have a positive impact on society and our environment. We embrace technology to facilitate innovative and affordable solutions in each of our markets. We are accountable to all stakeholders to deliver value and sustainable returns on their investments. We value our employees and recognise their intellectual value and commitment as an important component of our success.

GROUP STRUCTURE



THE GROUP'S STRATEGY

THE GROUP WAS FOUNDED AS A VERITABLE FONT OF CREATIVITY WHERE NEW IDEAS ARE CONSTANTLY GENERATED AND SUBSEQUENTLY DEVELOPED TO BE IMPLEMENTED BY MANAGEMENT. THESE IDEAS ARE OFTEN INCORPORATED INTO OUR ONGOING STRATEGY.

The group focuses on identifying potentially synergetic businesses and then augments existing business models with technological innovation in order to expand and succeed.

The board meets regularly to re-evaluate the group's short-, medium- and long-term strategy. The success or failure of previous ventures is used as the benchmark for discussions around potential business opportunities and the changing market environment. Management has been working diligently to ensure that the high level of accountability and governance which is maintained in the group is properly communicated to stakeholders, including the media. This is reflected in the positive results reported here.

The 2015 strategy was improved in consultation with the board and management and:

- focuses on growing existing business segments in emerging markets through new products and corporate acquisitions; and
- creating synergetic relationships across the group.

1. FOCUS ON GROWING EXISTING BUSINESS SEGMENTS IN EMERGING MARKETS THROUGH NEW PRODUCTS AND CORPORATE ACQUISITIONS

The group has had successes in the past by diversifying into various business segments and will continue to explore other opportunities in future. In addition, product lines are continually added to or enhanced.

Management has identified that the constant focus on, and commitment to, these segments will underpin future growth and create a wide range of synergetic opportunities for leverage.

The group spends a significant amount of time and effort in identifying opportunities in both local and international markets. It has been the group's experience that any business line or acquisition which is capable of generating a positive hurdle rate should be developed with a view to exploring potential synergies in the group.

2. CREATE SYNERGETIC RELATIONSHIPS ACROSS THE GROUP

A paradigm shift has occurred in the way the group manages acquisitions and new business lines – to leverage off existing skills and resources to create synergies. For example, insurance, banking and education now operate hand in hand in Namibia. When a student approaches IOL to enroll for an educational course, the banking and finance segment will provide a student loan for the course whilst credit insurance will be underwritten by Trustco Life and Trustco Insurance. The group is also identifying synergetic opportunities in the insurance & investments and banking & finance segments by providing financing for purchases of plots of land.

This aspect of the group's strategy is therefore to continue to utilise existing business lines to support new opportunities and grow revenues in unison.

“OUR STRATEGY CHANGES AS THE FACTS AND CIRCUMSTANCES CHANGE ON WHICH OUR INITIAL STRATEGY WAS BASED.”

– Quinton van Rooyen

BUSINESS MODEL

TRUSTCO IS A LISTED FINANCIAL SERVICES GROUP THAT INVESTS AND OPERATES IN SUSTAINABLE HIGH GROWTH ASSETS IN EMERGING MARKETS.

Trustco is a diversified group operating in a range of industries. The group acts as an incubator for new business ideas, many of which have developed as substantial market competitors in their own right. Business commenced in 1992 with the acquisition of a property development company. Since 1992 operations have grown rapidly. The group currently operates in Namibia and South Africa.

The group was listed on the Namibian Stock Exchange (NSX) and the Johannesburg Stock Exchange (JSE) in 2006 and 2009 respectively.

The group's key objective is the creation of a substantial and sustainable base of human and financial capital, whilst striving to provide innovative solutions by stretching physical and imaginary boundaries to serve stakeholders. The group strives to set and maintain the standard for good corporate governance in a highly regulated industry.

The group has identified that it has a unique ability to inject creativity and innovation into established industries. These solutions are often IT based, but frequently also utilise the wealth of experienced creative thinkers in the group.



INSURANCE & INVESTMENTS

The insurance division offers short-term and life products to the lower income segment of the market. Products underwritten by this division include legal insurance, funeral cover, term life, income protection cover, dread disease cover and hospitalisation cover. The group is the market leader for legal insurance cover in Namibia.

The investment portfolio, historically created by excess returns in the insurance operations, has given rise to a diversified portfolio of active and passive investments, notably into property development and education along with air charter and media services.



SHARED SERVICES

Shared services provide administrative and support services to the operational segments.

CURRENT OPERATIONAL STRUCTURE

The group's current operations are broadly categorised in four main segments, namely: insurance & investments, banking & finance, resources and emerging markets. Shared services provide administrative and support services to the operational segments.

Geographical areas: Namibia, South Africa.



BANKING & FINANCE

Trustco Bank Namibia Ltd, one of only seven licensed commercial banks in Namibia, focuses on retail banking via a branch network in Namibia. The bank blends mortgage, SME, student and group lending with deposit-taking to obtain an optimal structure where profits and social investment are aligned.



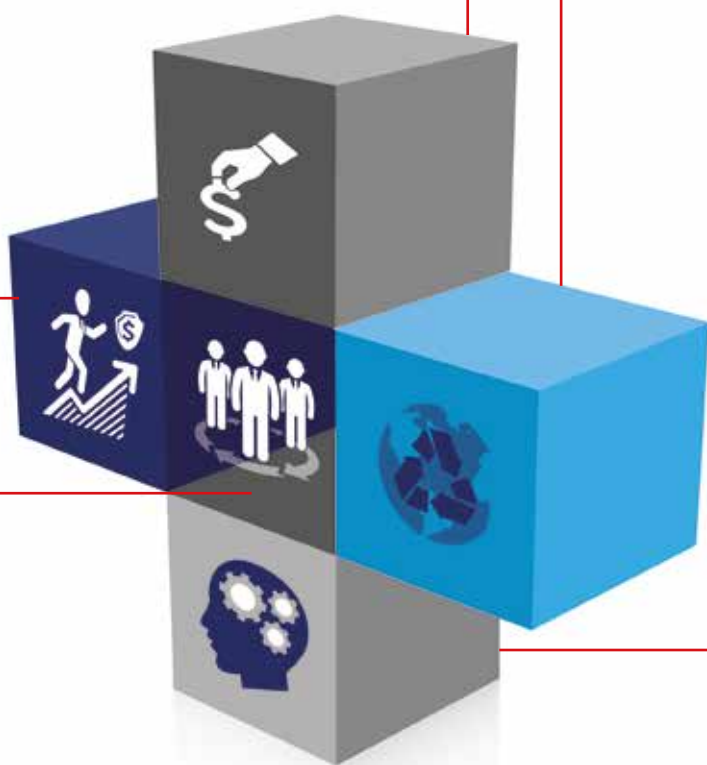
RESOURCES

As part of the group's drive to grow the business, the company identified the resources sector as a potential source of value *i.e.* translating natural resources into wealth and tangible sustainable economic development.



EMERGING MARKETS

The introduction of successful Namibian business models into emerging markets is a strategic objective of the group to ensure sustainable long-term benefits to shareholders and stakeholders alike. The insurance products, including mobile and technology-based solutions, will lead to the successful expansion in emerging markets.



KEY BUSINESS CONSIDERATIONS

ALLOCATION OF SCARCE RESOURCES AND CAPITAL DEPLOYMENT

The group not only makes acquisitions of companies and businesses where a lack of innovation and technology is impeding the returns of the entity, but also where existing resources and skills can be redeployed in senior management positions to ensure a profitable change strategy.

To that end projects that are predicted to achieve a return on investment in the group in excess of proposed alternatives are always prioritised. Where two projects compete for the same resources and are shown to have similar return on investment forecasts, the most socially beneficial project is always selected.

Most importantly any acquisition must fit in the long-term strategy of the group. Management must be convinced that a target is part of a "missing puzzle" before the board is engaged.

FINANCIAL PERFORMANCE

VALUE ADDED STATEMENT	20
FINANCIAL DIRECTOR'S REPORT	21
THE "NOT SO ACCOMPLISHED"	25
SUMMARISED GROUP RESULTS	26

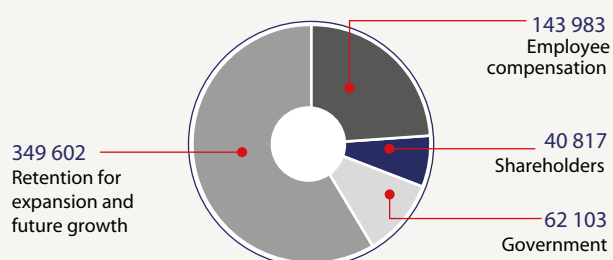
VALUE ADDED STATEMENT

for the year ended 31 March 2015	2015 NAD'000	%	2014 NAD'000	%
Value added is the wealth created by Trustco Group Holdings Ltd and its subsidiaries through the sale of products and provision of services.				
Revenue from all operations	1 153 200		982 658	
Purchases and other direct costs of services	(556 695)		(491 744)	
Wealth created	596 505		490 913	
DISTRIBUTION OF WEALTH CREATED BY TRUSTCO GROUP OF COMPANIES:				
Employee compensation				
Salaries, wages and other benefits	143 983	24.1	138 374	46.5
Shareholders				
Dividends	40 817	6.8	15 412	11.6
Government				
Taxation (PAYE, Income tax, etc.)	62 103	10.4	45 426	19.4
Retention for expansion and future growth				
Net profit for the year	303 238	58.7	252 672	22.5
Depreciation and amortisation	46 364		39 029	
	596 505	100.0	490 913	100.0

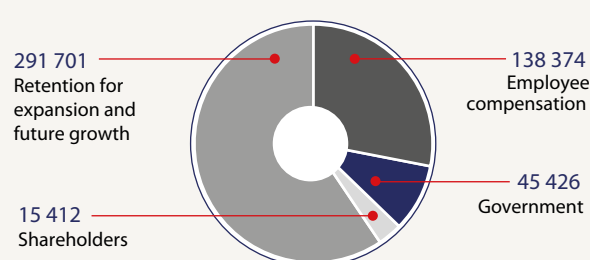
DISTRIBUTION OF WEALTH

(NAD'000)

2015



2014



GROUP FINANCIAL DIRECTOR'S REPORT



**RYAN
MCDUGALL**

GROUP FINANCIAL
DIRECTOR

“THE GROUP
CONTINUES TO
GROW ASSETS,
REVENUE
AND PROFITS
THROUGH A
BLEND OF SAVVY
INVESTMENTS,
PROGRESSIVE
PRODUCT
OFFERINGS AND
RESPONSIBLE
COST
MANAGEMENT.”



EARNINGS

30% GROWTH ON EARNINGS
PER SHARE



BALANCE SHEET

28% GROWTH ON ASSETS



VALUE

180% INCREASE IN
MARKET CAP



CUSTOMERS

21% GROWTH IN REVENUES
FROM CUSTOMERS

Shareholders and stakeholders alike will be pleased to see that in 2015 Trustco has once again delivered a strong set of results. Net profit after tax and headline earnings have grown 20% and 95% respectively from 2014's results. The group continues its trend of growing assets, revenue and profits through a blend of savvy investments, progressive product offerings and responsible cost management.

Namibia has put its social issues firmly in the past and is gearing for a golden era of economic development. Inflation remained below 3.5% for the period matching the group's financial year and GDP growth per IMF is forecast to be 5.7% for the 2015 calendar year – placing Namibia firmly into the top half of African performers. This growth coupled with solid creditworthiness of citizens and a robust—and growing—property market has provided a solid platform for both national GDP growth and corporate performance.

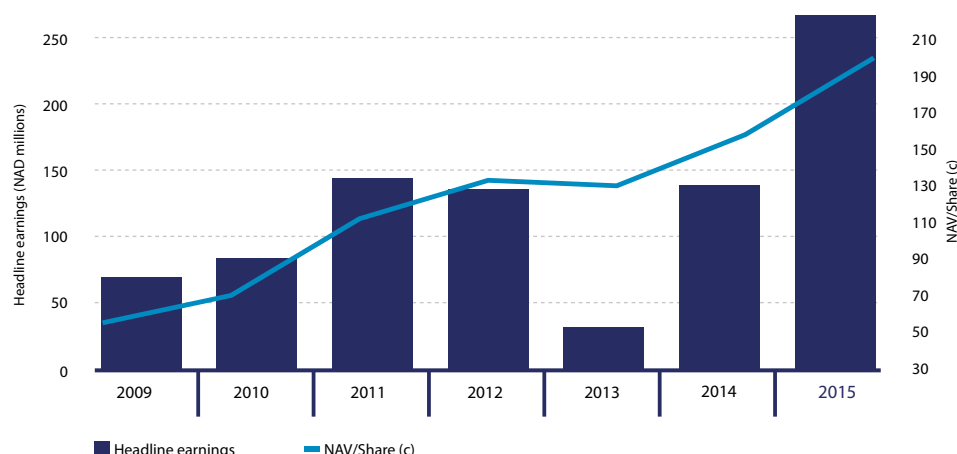
GROUP FINANCIAL DIRECTOR'S REPORT (CONTINUED)

FINANCIAL HIGHLIGHTS – FIVE-YEAR REVIEW

	2015	2014	2013	2012	2011
	NAD'000s	NAD'000s	NAD'000s	NAD'000s	NAD'000s
Revenue	1 017 073	843 554	595 239	713 304	587 018
NPAT	303 238	252 672	39 384	239 824	211 513
Headline earnings	275 744	141 522	33 863	138 540	146 916
Total assets	3 159 100	2 474 484	1 532 927	1 520 089	1 222 347
NAV	1 550 166	1 224 355	968 130	913 305	732 781
HEPS (c)	39.64	18.8	4.7	20.3	21.7
EPS (c)	43.59	33.57	5.4	35.1	31.2
NAV/Share (c)	201	162	133	134	113
Share price	300.00	119.00	116.00	114.00	97.00

HEADLINE EARNINGS

“HEADLINE EARNINGS PER SHARE GREW BY 111% FROM THE PRIOR YEAR.”



GROUP CONSOLIDATED PERFORMANCE

This report should be read in conjunction with the summarised financial results which follow this report and the annual financial statements available on the group's website. The group and company annual financial statements are prepared in accordance with International Financial Reporting Standards (IFRS).

REVENUE

Revenue increased by 21% to NAD1.017 billion (2014: NAD844 million). The investment division of the insurance segment has capitalised on a bullish market for properties in Namibia and continued to realise value through sales of properties in the Windhoek area. Several property price surveys showed that Windhoek had the fourth highest house price increase in the world during 2014. As a direct result, the impact of an increase in sales revenue relating to properties has been a core driver of the total revenue growth.

NET PROFIT AFTER TAX (NPAT)

Net profit after tax of NAD303 million for the year, increased by 20% from the prior year (2014: NAD253 million). This is a combination of an increase in revenue to NAD1.017 billion (2014: NAD844 million), but also an increase in profit margin due to increasing output prices whilst maintaining an efficient cost environment.

The effect of increasing capacity by financial leverage has increased total interest cost to NAD105 million from NAD57 million in FY2014, whilst administrative expenses increased by 5.6% from FY2014 as a result of continued efforts to expand capacity in the group.

HEADLINE EARNINGS

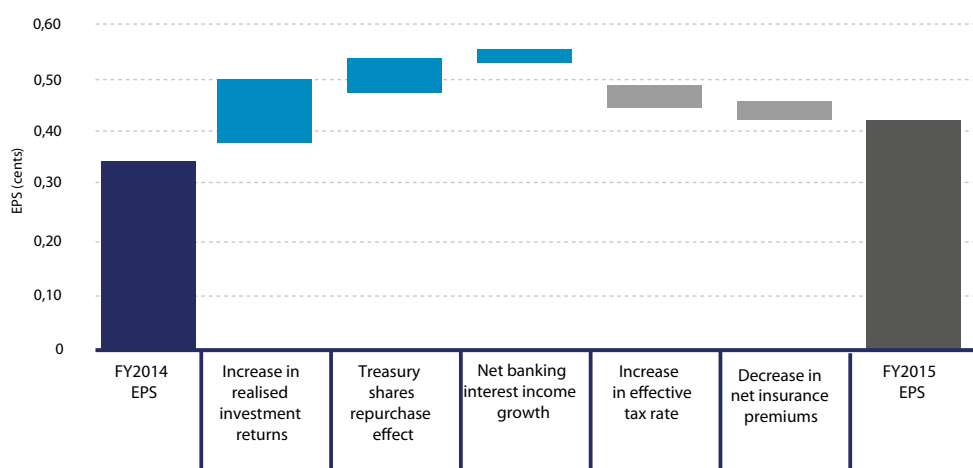
Headline earnings of NAD276 million showed a 96% increase on the prior year comparative of NAD141 million. The variance between basic earnings and headline earnings is now reduced to a 10% variance (FY2014: 44%) demonstrating a more stable and predictable result for the JSE prescribed metric.

EARNINGS PER SHARE (EPS)

Earnings per share has increased by 29% to 44 cents per shares (2014: 34 cents). Along with the abovementioned reasons for growth in earnings, the metric has been positively influenced by the reduction of number of shares used in the calculation due to the 2014 repurchase of the group equity, now classed as treasury shares. These shares were held as deemed treasury shares for most of FY2015.

EARNINGS WATERFALL

Earnings per share



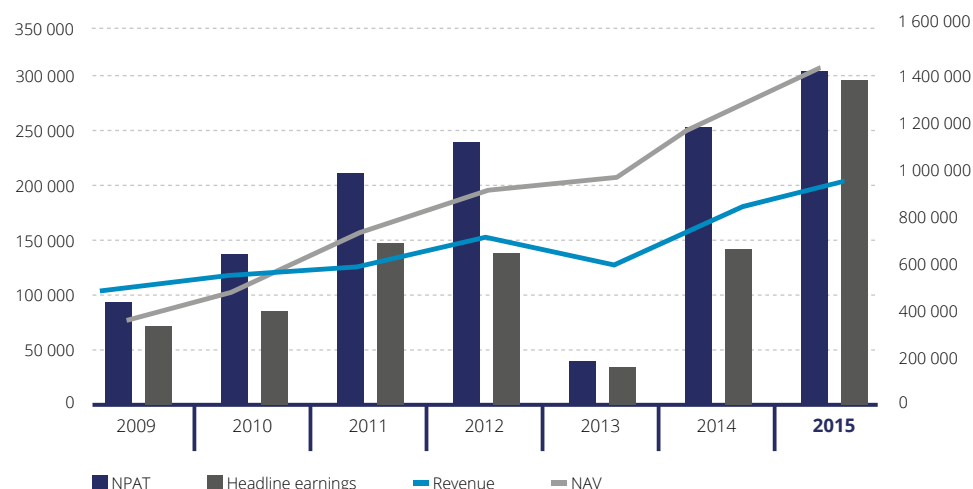
BALANCE SHEET

The growth areas on the asset side of the balance sheet have been advances (up 15% from 2014), investment property (up 32% from 2014), receivables (up 149% from 2014) and PP&E (up 33% from 2014). The growth in investment property has been driven by acquisition of Farm Herbothos, and revaluations of rental properties and undeveloped land holdings in Namibia – a function of the aforementioned property price increases in Namibia. The advances have been steadily building to bolster the size and profitability in the banking and finance segment across various lending products, such as mortgages, development finance, SME loans, group loans and student loans, to name a few. PP&E growth was driven by the acquisition of further capacity to enhance the charter business.

Much of the growth in assets has been driven by an increased leverage model, which remains somewhat prudent in comparison to other companies in the financial services industry. In 2015, due mostly to increased term lending, the debt/equity ratio increased to 106% from 102% in FY2014. The group has undrawn commitments of NAD80 million and an unissued domestic medium-term note programme balance of NAD700 million which will be utilised to provide growth in the future. The residual unissued treasury shares could be reissued to reduce the debt/equity ratio in the group.

GROUP FINANCIAL DIRECTOR'S REPORT (CONTINUED)

HISTORICAL EARNINGS AND NAV



Acquisitions

On 1 September 2014 the group acquired all the shares of Fides Bank Namibia Ltd. The bank was renamed Trustco Bank Namibia Ltd and operates under one of only seven commercial banking licenses in Namibia. The bank operates from four branches in Namibia and has historically catered to developmental and micro-finance clients.

On 30 June 2014 the group acquired all the shares of Farm Herboth's (Pty) Ltd, an operational farm and residential development. This acquisition was a strategic step in bolstering the group's target of property to extend the pipeline of residential property development.

The group's various acquisitions made during FY2015 will no doubt create future opportunities for rapid yet sustainable growth.

Looking forward

The group continues to aspire to increasing value to shareholders through earnings and balance sheet growth. In the past five years, return on equity has averaged 21% – making an investment in Trustco one of the best performing assets in the Namibian economy. The group's strategy of setting aggressive internal targets and challenging product design to be innovative and progressive has proved successful in delivering outstanding growth. If this momentum can be maintained then Trustco will continue to exceed the expectations of all stakeholders.

RYAN MCDUGALL

GROUP FINANCIAL DIRECTOR

THE “NOT SO ACCOMPLISHED”

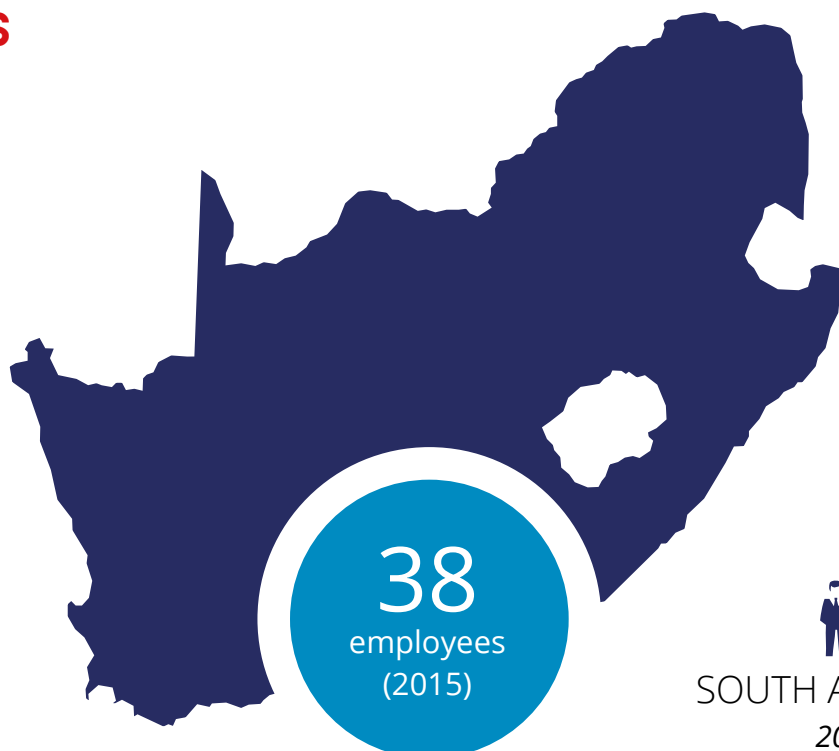
SOUTH AFRICAN BRANCHES

LAST YEAR'S TOTAL
328 EMPLOYEES



A TOTAL OF
122 RETRENCHMENTS

▲ 53 BRANCHES
CLOSED



SOUTH AFRICA
2014: 328

SUMMARISED GROUP RESULTS

SUMMARISED CONSOLIDATED BALANCE SHEET

	31 March 2015 NAD '000	31 March 2014 NAD '000
ASSETS		
Cash and cash equivalents	118 700	131 606
Advances	806 965	699 932
Trade and other receivables	574 390	230 774
Current tax assets	12 982	4 716
Inventories	323 917	343 850
Property, plant and equipment	269 329	203 111
Investment property	708 835	537 330
Intangible assets	197 623	212 391
Deferred tax assets	146 359	110 774
Total assets	3 159 100	2 474 484
EQUITY AND LIABILITIES		
Liabilities		
Bank overdraft	15 020	–
Borrowings	1 045 641	730 369
Trade and other payables	78 891	32 131
Current tax liabilities	7 945	5 561
Other liabilities	93 277	212 714
Deferred tax liabilities	304 441	210 721
Insurance provisions	63 719	58 633
Total liabilities	1 608 934	1 250 129
Capital and reserves		
Share capital	177 595	177 595
Share premium	46 300	46 300
Deemed treasury shares	(57 043)	(69 026)
Other reserves	43 250	46 525
Retained earnings	1 319 941	1 022 961
Total capital and reserves	1 550 166	1 224 355
Total equity and liabilities	3 159 100	2 474 484

New loans advanced amounted to NAD402 million (2014: NAD554 million) with a non-performing loan ratio of 5.3% (2014: 4%). These advances include mortgages, student loans, SME loans and group lending advances. NAD10 million of loans were acquired as part of the Fides Bank Namibia Ltd acquisition (SME and group lending).

Trade receivables has grown by 149% due mostly to an increase in property sales not yet monetised by year-end (NAD351 million). The realisation of this debtor is expected to occur within FY2016 and 1H2017.

The purchase of Farm Herboth's residential development, which included undeveloped farmland, added NAD60 million to investment property, whilst fair value gains on rental and undeveloped property added a further NAD103 million (2014: NAD120 million).

Insurance provisions grew 8.7% on the back of increasing term life sales.

15.2 million treasury shares were sold back into the market in FY2015 (FY2014: 0).

SUMMARISED CONSOLIDATED INCOME STATEMENT

	For the year ended 31 March 2015 NAD'000	For the year ended 31 March 2014 NAD'000	
Insurance premium revenue	180 863	225 086	
Revenue	836 210	618 468	
Total revenue	1 017 073	843 554	Revenue growth was dampened in light of a slightly smaller insurance underwriting related revenue in South Africa (2014 was the last financial period where underwriting management services were performed in RSA NAD20 million decrease), but overall was bolstered by an increase in revenues from properties.
Investment income	136 127	139 103	
Income from operations	1 153 200	982 657	
Insurance benefits and claims	(42 616)	(54 996)	
Operating expenses	(608 693)	(570 328)	A relatively consistent result from insurance claims when compared to prior year coupled with a small increase in provisions resulted in insurance costs demonstrating a 23% decrease from FY2014.
Finance costs	(105 496)	(57 095)	
Profit before taxation	396 395	300 238	
Taxation	(93 157)	(47 566)	
Profit for the year	303 238	252 672	
HEADLINE EARNINGS RECONCILIATION			
Profit attributable to ordinary shareholders	303 238	252 672	
Adjustments:	(27 494)	(111 150)	Effective tax rate rose by 8% to 24% for the group, a function of the increase in taxable income relative to non-taxable income. These movements mostly relate to a decrease in impairment charges.
Loss on disposals of property, plant and equipment	2 098	603	
Fair value adjustments on investment properties	400	(120 423)	
Gain on bargain purchase	(29 244)	(3 000)	Bargain purchase on Farm Herboth's (NAD18 million) and FIDES (NAD11 million) in FY2015 (FY2014: NAD3 million on Elisenheim residential purchase).
Loss on disposal of intangible assets	-	1 336	
Impairment of intangible assets	-	15 241	
Tax effect	(748)	(4 907)	
Headline earnings	275 744	141 522	
PER SHARE INFORMATION			
Earnings per share (cents)	43.59	33.57	WANOS 696 million (2014: 752 million)
Diluted earnings per share (cents)	43.29	33.35	Diluted WANOS 701 million (2014: 758 million).
Headline earnings per share (cents)	39.64	18.80	
Diluted headline earnings per share (cents)	39.36	18.68	
Dividends declared per share (cents)	5.75	2.00	
Dividends paid per share (cents)	5.75	2.00	

SUMMARISED GROUP RESULTS (CONTINUED)

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2015

	Share capital NAD'000	Share premium NAD'000	Deemed treasury shares NAD'000	Other reserves NAD'000	Distributable reserves NAD'000	Total NAD'000
Balance at 1 April 2013	169 545	24 600	–	(9 580)	783 565	968 130
Transfer from contingency reserve	–	–	–	(1 627)	1 627	–
Share issue	8 050	21 700	–	–	–	29 750
Deemed treasury shares purchased	–	–	(69 026)	–	–	(69 026)
Option exercised by group	–	–	–	52 832	–	52 832
Transfer between reserves	–	–	–	(509)	509	–
Total comprehensive income for the period	–	–	–	5 409	252 672	267 754
Dividends for the period	–	–	–	–	(15 412)	(15 412)
Balance at 31 March 2014	177 595	46 300	(69 026)	46 525	1 022 961	1 224 355
Balance at 1 April 2014	177 595	46 300	(69 026)	46 525	1 022 961	1 224 355
Transfer between reserves	–	–	–	(1 692)	(1 692)	–
Deemed treasury shares purchased	–	–	(1 861)	–	–	(1 861)
Deemed treasury shares sold	–	–	13 844	–	32 867	46 711
Total comprehensive income for the period	–	–	–	18 540	303 238	321 778
Dividends for the period	–	–	–	–	(40 817)	(40 817)
Balance at 31 March 2015	177 595	46 300	(57 043)	63 373	1 319 941	1 550 166

CONDENSED SEGMENTAL ANALYSIS

	Total NAD'000	Banking & finance NAD'000	Emerging markets NAD'000	Insurance & investments NAD'000	Investments NAD'000	Insurance (Namibia) NAD'000
2015						
Revenue	1 017 073	173 114	15 163	828 796	660 434	167 912
Profit for the year	303 237	52 528	(103 411)	354 120	266 161	87 959
Segment assets	3 158 205	664 462	333 253	2 160 490	2 028 492	131 998
2014						
Revenue	843 554	108 640	43 787	691 127	467 468	223 659
Profit for the year	252 672	47 009	(134 911)	340 574	237 454	103 120
Segment assets	2 474 484	740 289	245 691	1 488 504	1 365 981	122 523

These summarised financial statements do not contain all the information and disclosures required by IFRS in the annual financial statements. Accounting policies used in the summarised group financial statements are the same as those used to prepare the group annual financial statements, and consistent with the prior year.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

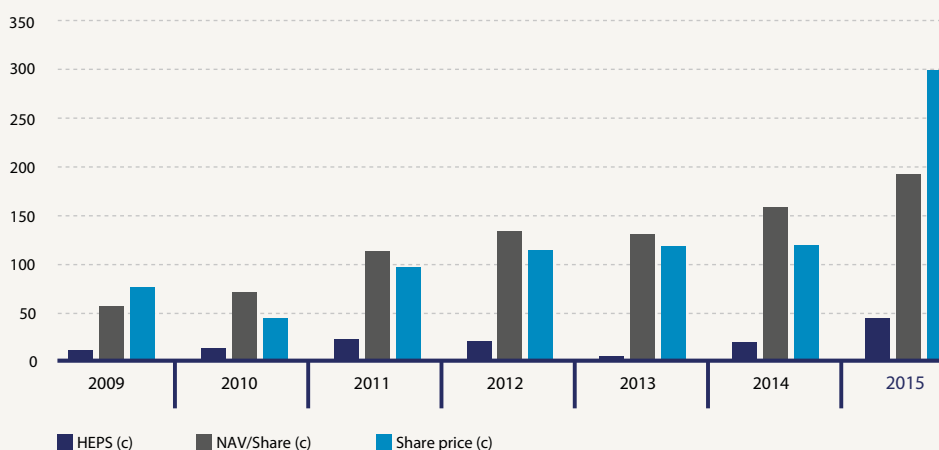
	For the year ended 31 March 2015 NAD'000	For the year ended 31 March 2014 NAD'000
Cash flow from operating activities		
Cash generated by operations	177 555	186 603
Finance costs	(105 496)	(57 095)
Net loans advanced	(98 215)	(278 454)
Proceeds from funding liabilities for student advances	220 000	240 000
Taxation paid	(25 014)	(16 146)
Net cash flow from operating activities	168 830	74 809
Cash flow from investing activities		
Net cash flow from investing activities	(7 988)	(24 348)
Cash flow from financing activities		
Public issue of ordinary shares	-	29 750
Sale/(Purchase) of deemed treasury shares	45 750	(69 026)
Net (repayment)/proceeds of borrowings and other liabilities	(193 701)	86 374
Dividends paid	(40 817)	(15 412)
Net cash flow from financing activities	(188 768)	31 686
Net change in cash and cash equivalents	(27 926)	85 246
Cash and cash equivalents at beginning of year	131 606	46 360
Cash and cash equivalents at end of year	103 680	131 606

Term lending increased by NAD345 million from FY2014 and resulted in a net increase in finance costs of NAD48 million

Trustco Group Holdings shares purchased in the market in FY2014 (69 million shares) which were partially resold (15.2 million shares) resulting in a net increase to equity of NAD47 million.

An interim dividend of 3 cents per share was declared and paid in FY2015, along with the 2014 final dividend of 2.75 cents per share which was paid in FY2015. In FY2014 only the interim dividend of 2.00 cents was declared and paid (no final dividend was declared in FY2013).

PER SHARE INFO



OPERATIONAL REVIEW

INSURANCE & INVESTMENTS	32
BANKING & FINANCE	40
RESOURCES	42
EMERGING MARKETS	44
SHARED SERVICES	45

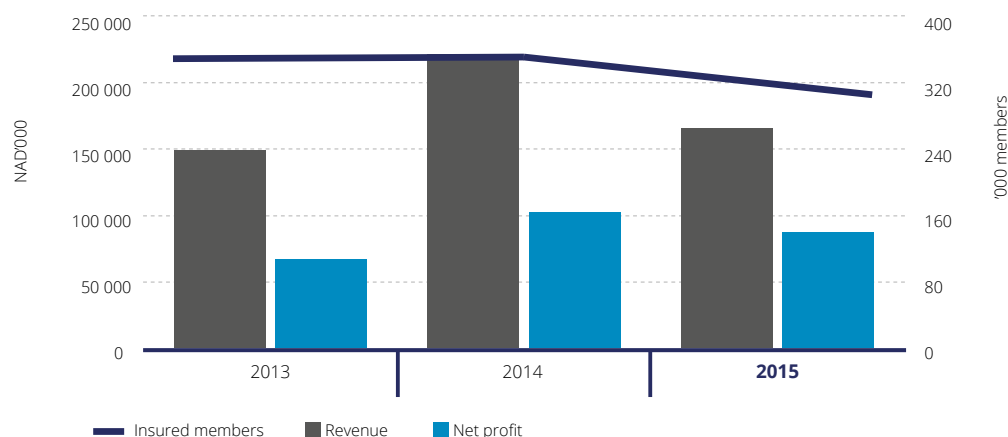
INSURANCE & INVESTMENTS



INSURANCE

The Namibian insurance division comprises of both long- and short-term insurers. These insurers provide affordable innovative insurance products to the lower income segment of the Namibian market. Its product portfolio includes legal insurance, dread disease cover, income protection cover, hospitalisation cover, funeral cover and life cover. State of the art technology designed, tested and developed in-house ensures that the insurance division maintains a competitive advantage in making insurance accessible and affordable to those previously excluded from traditional insurance.

THREE-YEAR FINANCIAL HIGHLIGHTS



The division intends to increase and sustain growth by broadening its customer base. Continuous assessment and adaptation of current product offerings coupled with the launch of new innovative products will enable the division to achieve set targets. No external agent or broker's fees are incurred when policies are issued, which ensures that premiums are not inflated. Revenue and profit was down slightly on the prior period, but still up on the 2013 results. This was due to exponential growth during the 2014 period. Commensurately a decrease was seen in the number of insured members during this period as a result of a more efficient and condensed product offering. New synergetic relationships within the group are being explored in order to offer a comprehensive service to members. This is expected to provide a good opportunity for growth during the 2016 period.

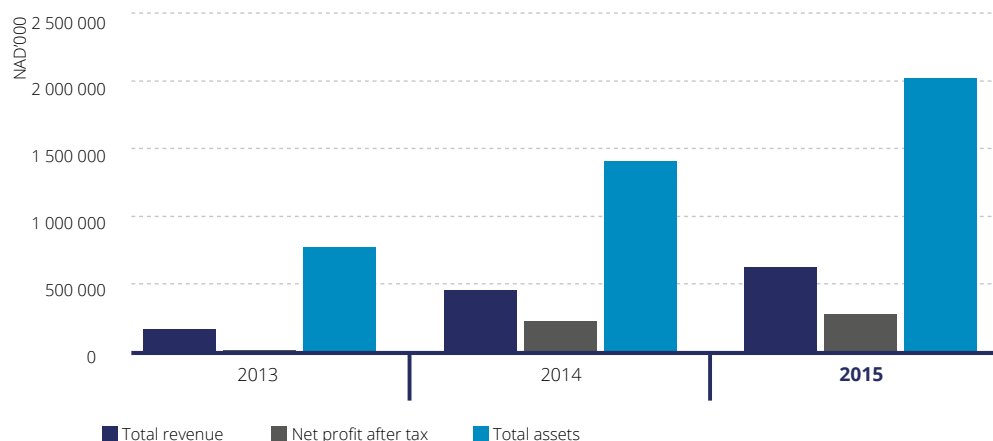
Stable monthly cash flow allows the insurance division to invest in other divisions within the group in order to maximise returns on insurance assets. This ties in directly with the group's strategy to leverage existing skills and resources to create synergies and grow revenues in unison.

Both insurers' boards meet on a quarterly basis and comprise a chartered accountant, an insurance expert and the group managing director. The board ensures that there is a balance between performance, sustainability and risk in line with group strategy. Both insurers are regulated by the Namibian Financial Institutions Supervisory Authority (NAMFISA) and management liaises with them regularly to sustain an environment conducive to regulatory compliance and growth. The audit and risk committees of the insurers also meet on a quarterly basis to monitor the internal financial controls and ensure that the risks identified are managed and mitigated. The human resources function of the insurers is overseen by its remuneration committee (Remco).

INVESTMENTS

The Investment portfolio, historically created by excess returns in the insurance operations, has given rise to a diversified portfolio of active investments, notably into mainly property development and education as well as air charter and media services.

THREE-YEAR FINANCIAL HIGHLIGHTS



PROPERTIES

Trustco's roots are firmly in property as the company originated as a property investment and development company in 1992. Property remains a key driver within the group with steady growth which has been maintained over an extended period of time. The main focus is on strategic virgin property situated in both the capital and the northern region of Namibia. Ultimately the developments will service industrial, commercial and residential needs.

Lafrenz

INDUSTRIAL



2004

Trustco Properties buys 360 hectares of prime industrial land.



2011/12

Lafrenz Industrial Park services are introduced. Service introduction leads to all phase 1 plots being sold.



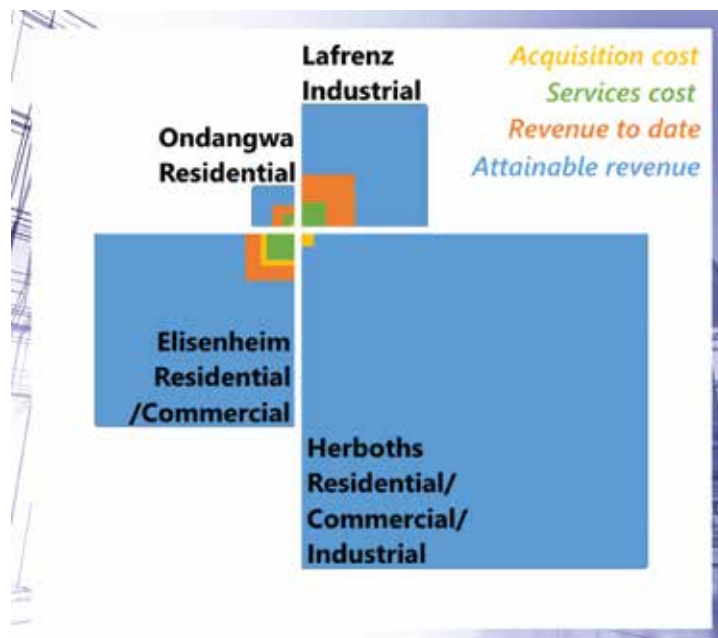
2015

Trustco Properties launches phase 2 (extension 2 and 3) consisting of a combined 116 plots totalling 36.9 hectares. Expected services completion will be during the 2016 financial year.

INSURANCE & INVESTMENTS (CONTINUED)



COMBINED ACQUISITION AND REVENUE TO DATE ON VARIOUS DEVELOPMENTS



LAND SERVICING

The delivery of serviced land in Namibia falls well below the demand curve and Trustco is positioned to assist in alleviating the pressure and utilise this shortfall of available serviced land with the existing and planned residential, commercial and industrial developments underway. This supply of serviced land from Trustco's "land bank" is in line with the Government's drive for Vision 2030 to provide housing to Namibians. The available "land bank" is 4 200 hectares, which amounts to 42 million square metres. Historically about 60% of the land bank was realised into sales revenue per phase as sellable land. The current average selling price per square metre of serviced land across the residential and industrial property holdings is NAD1 800.

DEVELOPMENTS

Elisenheim residential and commercial

The group acquired 100% shareholding in the Elisenheim Property Development Company (EPDC) in the previous reporting year. The total size of the property is 1 186 hectares of which 558 hectares are held as investment property and the balance of 628 hectares is earmarked for residential development. The development will initially be predominantly for residential developments, but commercial centres, schools, clinics and community centres will follow in future. During the 2015 financial year 582 plots (57,4 hectares) were sold for NAD503 million.

Ondangwa residential

Trustco owns 100% shareholding in Northern Industrial Estates (Pty) Ltd and is planning for the residential shortfall in Ondangwa in the far north of Namibia. This property measures 42 hectares and is zoned residential, business and light industrial. The initial focus of the group will be on the development of residential plots and houses.

Herboth's residential, commercial and industrial

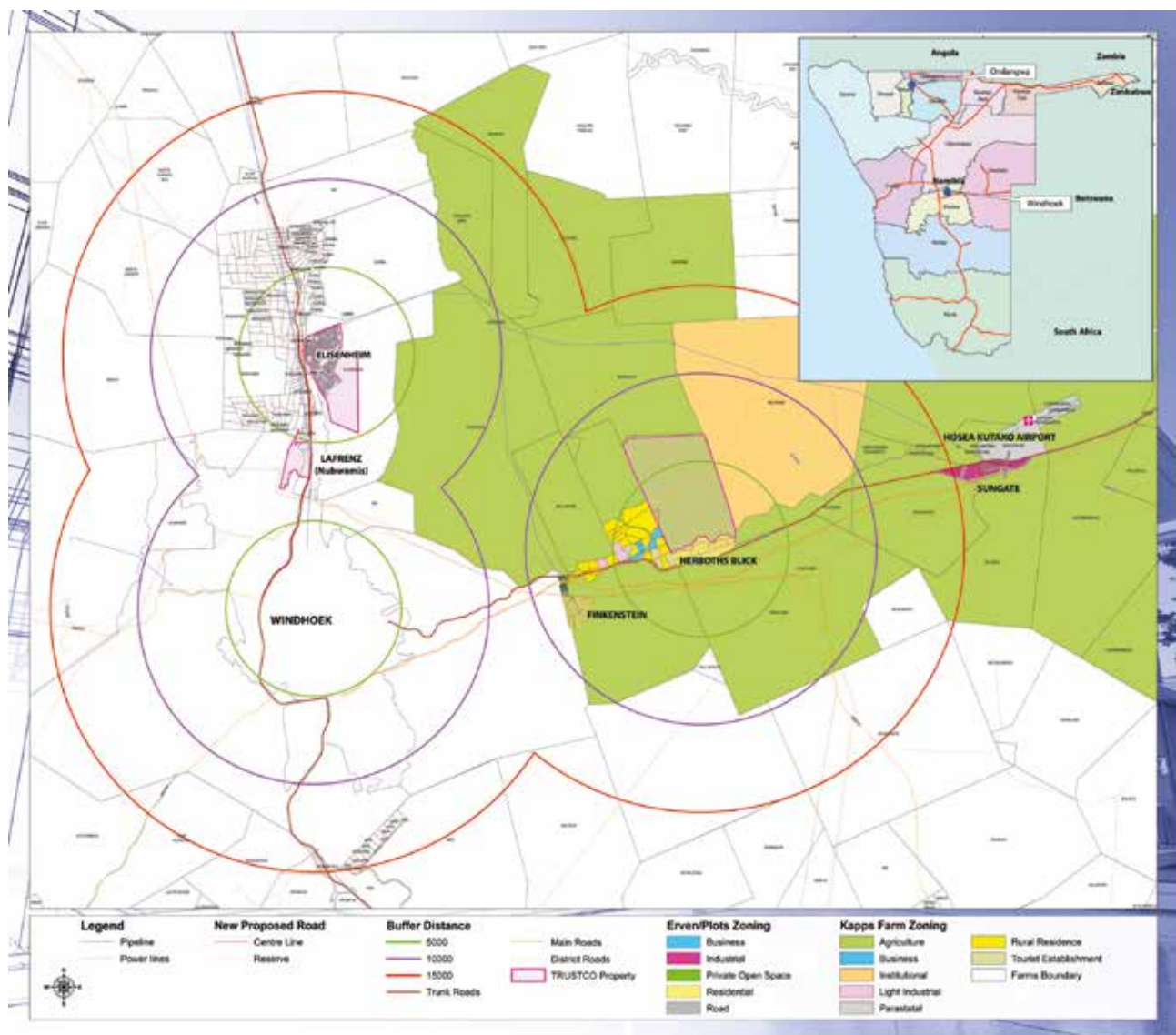
During the year under review, Trustco acquired 100% shareholding in Farm Herboth's (Pty) Ltd being the registered owner of 2 776 hectares of investment property located on the Windhoek city boundary.

Lafrenz industrial

Lafrenz caters for the need of office, retail and industrial space. The second phase of the Lafrenz industrial plots was launched recently consisting of a total of 116 plots, with a total sellable area of 237 000 square metres. Sales on phase two follow the success of the Trustco business park which was launched in 2012.

The combined residential and industrial plots of land in the “land bank” will contribute meaningfully to sustainable revenue growth for at least the next 20 years.

In line with the group's strategy to leverage existing skills and resources, the property division is identifying synergies with Trustco Bank Namibia to provide financing for purchases of plots and houses through its mortgage finance component, whilst Trustco Life and Trustco Insurance will be in a position to underwrite the credit and life insurance on such loans.

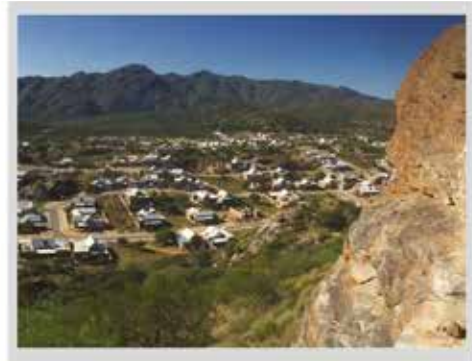


Locality of Trustco properties in Windhoek area.

INSURANCE & INVESTMENTS (CONTINUED)

Elisenheim

RESIDENTIAL



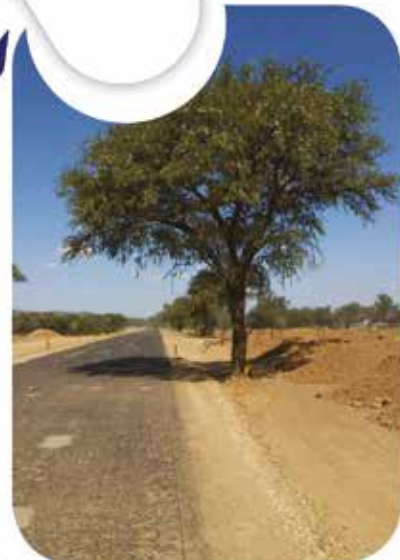
2013



2013

Trustco Group Holdings acquired Elisenheim Property Development company, north of Windhoek, for NAD 300 million.

2014



2014

The transition from a gravel access road to a tarred road.

2015



2015

The services of phase 2 and 3 are in progress.

EDUCATION

The Institute for Open Learning (IOL) is an educational institution, offering distance secondary and tertiary education.

IOL provides quality, accredited courses to students and focuses on persons who were previously excluded due to financial constraints. This is achieved through the synergies with its sister companies, Trustco Finance, Trustco Life and Trustco Insurance. While Trustco Finance provides educational loans to IOL students, Trustco Life and Trustco Insurance underwrite the insurance policies which protect both the student and Trustco Finance against events which may result in non-repayment of the loans.

IOL enables the investment segment to contribute to the educational, economic and social advancement of all Namibians. The skills acquired through IOL create opportunities for students to enhance their net income and to reinvest their experience and knowledge back into their communities. In total 67% of all IOL students hail from rural Namibia. Qualifications currently offered include education, policing, bookkeeping and various certificate, diploma and honours degree qualifications in HR, marketing, travel, tourism and hospitality, business administration and HIV and Aids management. The institute recognised the importance of ICT learning in the Namibian society and therefore also offers an array of ICT courses. The courses are combined with the necessary tools to complete and understand both the course and the tool.

IOL is regulated by the Namibia Qualifications Authority (NQA) in respect of the quality assurance of courses and course material. Its certificate, diploma and degree level qualifications are registered on the National Qualifications Framework (NQF). Accreditation of both IOL and its courses instills confidence in the institution which is of cardinal importance to its long-term sustainability. IOL is further regulated by the National Council for Higher Education (NCHE) for its higher educational courses. In addition, IOL is also registered with the Namibia Training Authority which contributes to the establishment of an effective and sustainable system aligned with the needs of the labour market and provides the skills required for development. One of IOL's strategic objectives is to develop vocational training centres in the near future.

IOL will achieve its short-, medium- and long-term objectives by obtaining re-accreditation for courses currently accredited. IOL will continuously develop and introduce new, relevant and quality courses and course content. Its state of the art systems ensure that IOL has a very distinct advantage over its competitors, especially when combined with the eBook strategy which was successfully implemented and in the process of being expanded. Technological devices are now provided to most students as educational tools. The dual benefits of accessible course material and an environmentally conscious approach contributes to group sustainability and growth. Continuous research will be conducted to determine the developmental impact that IOL has on graduates to ensure that the necessary adaptations and innovations can be effected.



Graduation ceremony

TOTAL STUDENT NUMBERS SINCE INCEPTION



NUMBER OF ACTIVE STUDENTS



TOTAL NUMBER OF STUDENTS REGISTERED FOR THE YEAR

9 550

GENDER QUANTITY

26 619

FEMALE



24 783

MALE



Academic courses

26 862

2 016*



ICT courses

67 368

7 914*



Skills courses

67 344

12 760*

TOTAL COURSES SINCE INCEPTION

161 574

22 690*

* Total number of courses registered for the
year ending March 2015



NUMBER OF GRADUATES SINCE INCEPTION

9 662

STRATEGIC MEDIA SERVICES

The strategic media services division encompasses a newspaper publication and a fully-fledged television department, which provide strategic support to the operating segments within the group whilst simultaneously aiding the group in the attainment of its strategic objectives.

The group remains optimistic about the growth of this division as contemporary times engender the need to embrace and foster a new media age.

Newspaper

Informanté is the leading weekly newspaper in Namibia and disseminates news to the most remote areas in the country as well as internationally through a combination of media platforms. It specialises in relevant and well-researched information that impacts on everyday lives.

In addition, it serves as a powerful and strategic marketing tool for the group. *Informanté's* social media, website and news clips have proven to be particularly popular and increasingly influential in line with the group's vision to maintain responsible corporate citizenry. At the end of this financial year *Informanté* was the biggest Namibian brand on Facebook. *Informanté* made great strides in cementing its stature in the national media sector.

The Ministries of Health and Labour made use of *Informanté's* wide reach, expertise and products exclusively to advocate new legislation and address national health challenges. *Informanté* was also awarded the 2014 National Election Information tender from Government, which is the greatest testament to the newspaper's objectivity, influence and credibility.

Television

The group's media services are augmented by an in-house television crew of professionals with multi-faceted skills. The television department is appropriately positioned to support the strategic initiatives of operational segments by way of multimedia support, for example, the student tuition contact classes are recorded by the television crew, thereby aiding the student significantly in the quest for knowledge. Additional synergies are established with the production of high quality bespoke visual products as required by the operational segments.

TRUSTCO AIR SERVICES

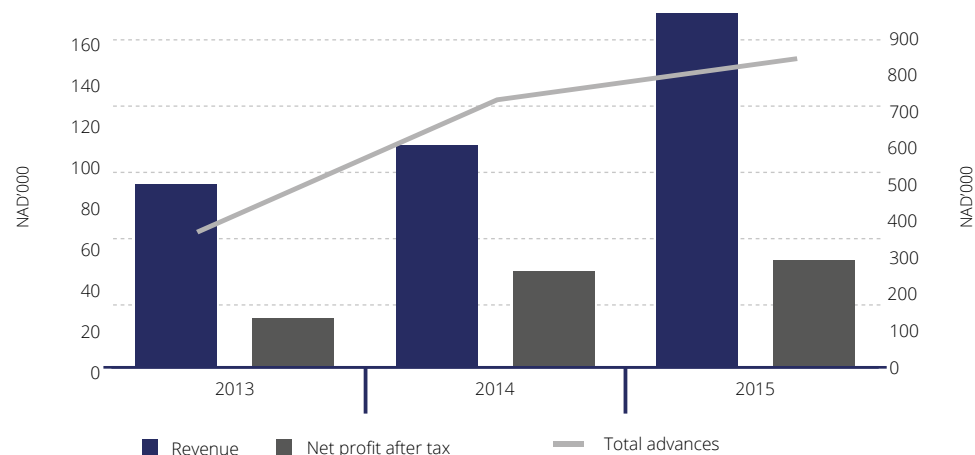
Trustco Air Services (TAS) is a unique private charter company which provides luxury charter flights to both business and leisure clients with state of the art aircraft. It is distinguishable from other charter businesses, being the most diversified and exclusive in the Namibian charter market. TAS aims to be the preferred charter company in Namibia by providing flexibility in schedules and destinations with a variety of aircraft, highly qualified pilots, comfort and an overall memorable flight experience. The group's growth and expansion strategy is echoed in the strategy of TAS.

BANKING & FINANCE



TRUSTCO'S BANKING SEGMENT COMPRISES ALL THE GROUP'S BANKING & FINANCE OPERATIONS AND MOST NOTABLY HOUSES TRUSTCO BANK NAMIBIA LTD (TRUSTCO BANK) – ONE OF ONLY SEVEN LICENSED COMMERCIAL BANKS IN NAMIBIA.

THREE-YEAR FINANCIAL HIGHLIGHTS



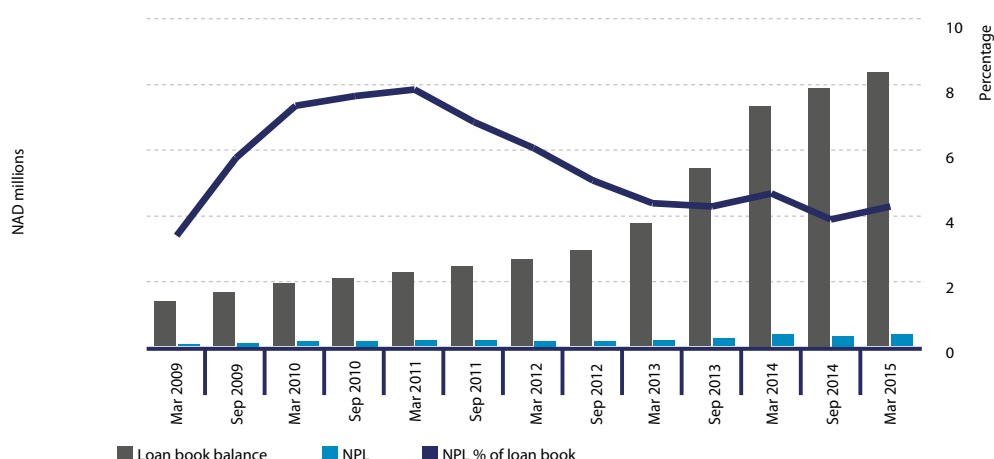
The division raises deposits and lends money to retail customers for student loans, property financing and small businesses through a national bank operating from four branches in Namibia and seven representative offices. The student-lending portfolio is the primary financing source for students enrolled at the Institute for Open Learning (IOL) – Trustco's educational division. Property lending in the group has matured from financing for land acquisition to developer financing and will soon evolve into residential mortgage. Small business loans, either to a group of individuals or sole proprietors, supports the country's stated policy of elevating entrepreneurs through access to financing and financial services. The bank operates under the supervision of the Bank of Namibia and is compliant with legislation and Basel II.

The aim of the banking segment is to stimulate a growing economy by providing access to financing, education and financial services. Through responsible lending, consumer education and socially beneficial products, the segment drives growth in the economy as well as in its sector.

By providing access to an increasing number of clients through banking and financing opportunities, the banking segment provides a valuable and much needed opportunity to previously unbanked individuals.

In the past few years Trustco Finance has grown its student loan book to NAD660 million. With non-performing loans (NPLs) still well below 6%, the outlook for sustainable growth remains solid. In time, with appropriate credit policies and adaptive products the banking segment will increase the status of Trustco Bank in Namibia to compete meaningfully in other areas of the market.

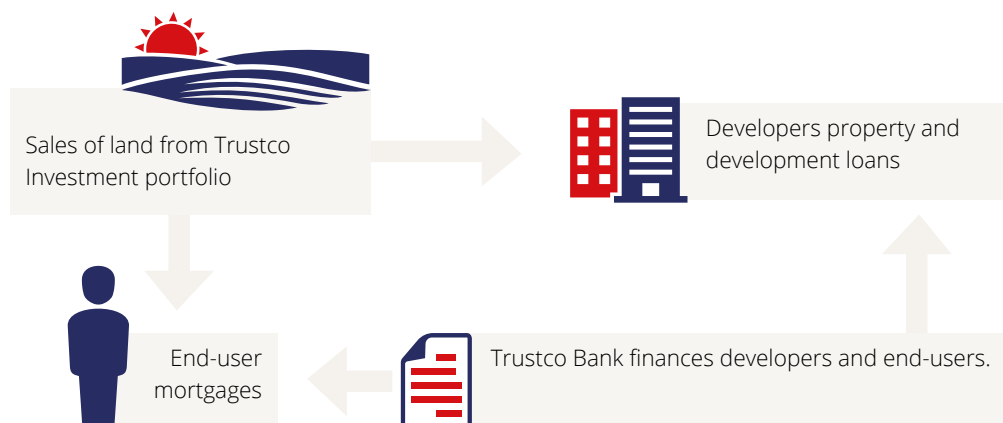
ADVANCES VS NPL PERCENTAGE



The growing student loan book could only achieve growth and its commensurate success by partnering with IOL. IOL therefore can utilise its rapid expansion to fund development in new courses and drive innovative learning solutions, such as wireless course content, online testing and textbooks available in Kindle/eBook format.



The improved banking model allows the division to benefit from synergies with other segments of the group. With land being developed in Namibia at a rapid pace and Trustco Properties being part of this drive via the investment segment, the bank can receive access to and provide first time home buyers and mid-income earners an opportunity to own their own property.



Trustco Bank operates under the ambit of the King III Report of corporate governance and in line with Bank of Namibia (BoN) guidelines. It has a balanced board of directors with independent non-executives making up the majority of the bank board, including the chairperson of the board. The bank board has established its own sub-committees: the audit and risk committee, the remuneration and nomination committee and the board lending committee. Banking & finance management utilises similar structures to the group, for example Exco reports to the board.

Much like Trustco's main operations, the bank board drives strategy. Whilst banking legislation takes care of the short-term requirements of most operational discussions, the longer outlook remains firmly in the hands of the bank board. To that end, utilising unique opportunities created by Trustco through synergies and positioning into key markets will drive a rapid expansion.

RESOURCES



WITH NAD 25.2 BILLION EXPORTS LAST YEAR, THE MINERAL SECTOR ACCOUNTED FOR 53% PERCENT OF TOTAL EXPORTS FROM NAMIBIA. IT IS THE BIGGEST CONTRIBUTOR TO THE COUNTRY'S ECONOMY IN TERMS OF REVENUE, ACCOUNTING FOR 25% OF TOTAL INCOME AND ONE OF THE LARGEST SECTORS IN TERMS OF GDP, AT 12.7%.

Namibia's minerals portfolio includes gold, copper, diamonds, lead, zinc, tin, lithium, cadmium, tungsten, manganese, silver, fluorspar, salt, semi-precious stones, marble, granite, pyrite, uranium, natural gas and potential deposits of oil, coal and iron ore.

It is therefore not surprising that group management decided to include Namibia's mineral resource sector as part of its growth strategy. Trustco Resources (Pty) Ltd was established in February 2015, as a platform to access opportunities within the natural resources industry, which is believed to be a significant source of wealth. Whilst the resources segment will focus primarily on the mineral resources sector, it will also pursue ventures within the natural resources sector.

The vision of the group shall not be restricted to one specific segment within the value chain, may it be up-stream, mid-stream or down-stream.

Going forward

Since the establishment of Trustco Resources, management actively sought opportunities that would fulfill the criteria of the group's long-term strategic plans *i.e.* that it should hold significant economic / growth potential, profitability and cash flow projections as well as augment the group strategy.

The first envisaged transaction within the Trustco Resources segment was announced on SENS on 22 June 2015, www.tgi.na/downloads/SENS/Huso%20SENS.pdf, whereby the company entered into an option agreement with Quinton van Rooyen to acquire the entire shareholding in Huso Investments (Pty) Ltd. Huso is the holding company of Northern Namibian Development Company (Pty) Ltd (NNDC), a diamond mining and exploration entity in Namibia, and Morse Investments (Pty) Ltd (Morse), a licensed diamond processing and polishing factory in Namibia. Huso is owned by the van Rooyen family who is also the majority shareholder of Trustco.

The rationale for this envisaged transaction, is that it will be beneficial to the shareholders, considering that:

- it will create a natural foreign exchange hedge for the company;
- the authoritative Fraser Institute Annual Survey of Mining Companies placed Namibia 1st in Africa as the most attractive mining investment destination in 2014 and 2nd after Botswana in 2015;
- Namibia is a participant of and fully compliant with the Kimberley Process Certification Scheme;
- diamond market fundamentals are in support of price appreciation, as according to analysis by De Beers insight report (debeersgroup.com), McKinsey & Company (www.mckinsey.com) and Bain & Company (www.bain.com) indicate that demand will outstrip supply with a considerable margin from 2019 onwards;

- Namibia is one of the world's largest producers of gem quality diamonds, with about 98% of diamonds produced being gem quality as per the Diamond Empowerment Fund: www.diamondempowerment.org
- opportunities in the diamond sector are very scarce, especially a vertically integrated business model within the diamond value chain, such as Huso
- more than 2 500 Namibian shareholders will benefit directly from the exploitation of the natural resources of Namibia
- local beneficiation will stimulate this sub-sector in Namibia
- it will unlock economic benefit in one of the most isolated regions of Namibia in support of Government's national development objectives.

The group's existing infrastructure and the Trustco brand provide a solid platform from which more opportunities will be pursued. Management believes that the resources segment will add significant value to shareholders, in the short-term, but specifically in the long-term.



Alluvial diamond mining and exploration



EMERGING MARKETS

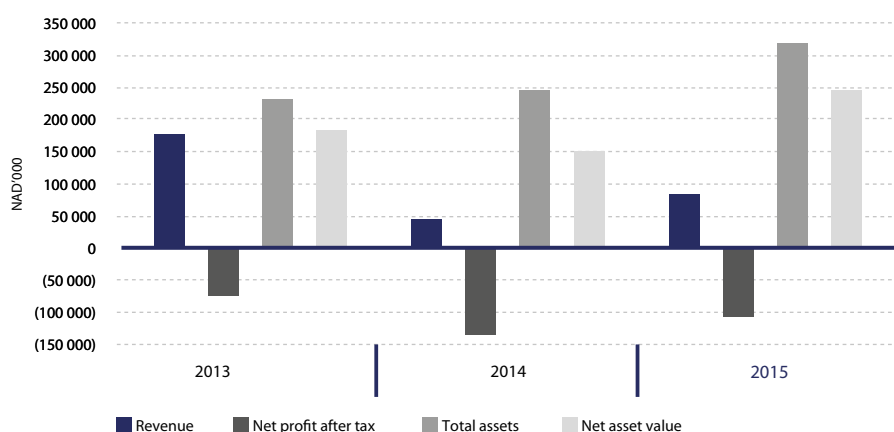
(WILL BE REPORTED UNDER THE INSURANCE SEGMENT FROM 1 APRIL 2015)



THE INTRODUCTION OF NAMIBIAN BUSINESS MODELS INTO EMERGING MARKETS IS A STRATEGIC OBJECTIVE OF THE GROUP TO ENSURE SUSTAINABLE LONG-TERM BENEFITS TO STAKEHOLDERS. THE INSURANCE PRODUCTS, INCLUDING MOBILE AND TECHNOLOGY-BASED SOLUTIONS, WILL LEAD TO THE SUCCESSFUL EXPANSION IN EMERGING MARKETS.

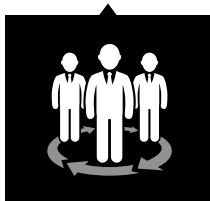
The South African insurance business closed the branches marketing a free term life product linked to cellphone spend and a legal insurance product during the financial year under review in order to realign the products towards more technology-based solutions. The closure of the branches has had the effect of a substantial reduction in costs and a minimal reduction in sales, resulting in South African operations reaching a cash break-even point on a month-to-month basis.

THREE-YEAR FINANCIAL HIGHLIGHTS



South African staff
supporting Madiba Day

SHARED SERVICES



“SHARED SERVICES” STARTED OFF AS SMALL ADMINISTRATIVE CENTRES ASSISTING THE OPERATIONAL SEGMENTS IN BASIC ADMINISTRATIVE AND SUPPORT FUNCTIONS. TODAY THESE SERVICES ARE FULLY FLEDGED PROFESSIONAL SUPPORT CENTRES THAT CONTRIBUTE TO THE SUCCESS OF THE GROUP.

INFORMATION TECHNOLOGY

Technology is the backbone of a modern business and in that respect Trustco is no different. The IT department utilises best practises and tools in the industry to improve functionality and performance to enable the companies to perform at maximum levels.

The group's diversity requires constant adjustment and re-invention for the markets and environments it chooses to serve. With staff and clients on the move, the push towards mobile channels requires facilities to embrace self-service environments. This was accomplished by building comprehensive strategically amalgamated software services and systems to be cross functional on multiple platforms. Corporate dexterity in the market is dependent on the technology invested in today and building towards strategic goals. The systems of the group are purposefully built to service its business.

To quote Heraclitus, the pre-Socratic Greek philosopher: “Change is the only constant in life”. Technology demands that many hours are spent doing research to develop this knowledge into techniques that enhance skills and a toolset to draw on this. This is especially important when considering the newly developed banking platform and the compliance requirements thereof.

IT corporate governance

The IT steering committee (ITSC) oversees the information technology (IT) investment priorities for the group and the purpose is to:



- provide strategic leadership to IT through the alignment of IT's strategic objectives and activities with enterprise strategic objectives and processes
- prioritise IT investment initiatives and deliver final approvals and recommendations on proceeding with proposed IT projects
- ensure open communication between the IT department, segments and the other functional divisions of the group so as to promote collaborative planning and
- offer acceptance and guidance of the regional IT budgets to ensure strategic direction and acceptance on the allocations and usage thereof.

Hardware and infrastructure

IT makes use of Blade Server technology and virtualisation to take full advantage of building a green energy efficient data centre. The core services with structured data (Typical Database environment) is stored on clustered hardware RAID SAN storage between the Primary and Secondary (DR) Data Centres.

The group makes use of software RAID storage which is suitable to manage unstructured data such as documents and video. The storage is anticipated to be scalable as needs grow. With the constant strain experienced on the network infrastructure, a sustainable maintenance plan has been devised to ensure regular upgrades of the backbone to manage the load and capacity issues.

Software development

All bespoke software development and maintenance is done using Trustco's Software Development Life Cycle (SDLC) methodology, which the department employs for a specific project and requirement. A mature change control process includes business involvement and ensures a deliverable which meets the needs of the business without compromising quality, security and integrity of the group's resources.

IT support management

For users and system/software support in each country, a tracking/ticket logging system is used to manage service requests and to ensure that all service levels are maintained to the best of the department's ability with a prioritisation process to escalate urgent items.

IT security measures

All systems are centralised within each country and users have to authenticate themselves to be able to gain access to the network. Users have to subscribe to the password strength policy as enforced by the IT systems. Passwords are required to be changed regularly.

IT policies and procedures

All users must read and understand the IT policies which govern the network usage. This must be agreed on before access is granted to the network and resources. IT ensures random checks on staff to ensure compliance and that the fair usage of resources is observed. These policies are revised from time to time.

Staff

The CIO provides oversight and supervision to highly qualified and skilled software developers based in South Africa.

MARKETING

The marketing department operates as an in-house marketing and advertising agency which designs and develops all marketing campaigns for the operational segments as well as for group. The approach taken for marketing purposes is mostly unconventional, witty, eye-catching and evoking public comment.

HUMAN RESOURCES

The human resources department has expanded from single person offices in Namibia and South Africa to multifunctional departments handling, amongst others, recruitment, training, discipline, payroll administration as well as a corporate wellness program.

FLEET SERVICES

Trustco fleet management services ensures a well maintained and cost effective fleet of vehicles for the benefit of Trustco branches in Namibia and South Africa.

SECURITY

An in-house security department consisting of hand-picked, trained security personnel ensures that staff and assets are safeguarded.

LEGAL

The group legal department provides in-house legal and advisory services including statutory and regulatory compliance services, IP portfolio management, management of external legal service providers, mitigation of litigation and general corporate governance.

COMPANY SECRETARIAL

This department provides company secretarial services to the board and board committees and advises the board on the Namibian and South African Companies Acts, King III and the JSE and NSX Listings Requirements.

RISK AND COMPLIANCE

This department assists management to implement and update a system of internal controls which ensures the proper and adequate functioning of risks and compliance with legislative and regulatory requirements.

INTERNAL AUDIT

Internal audit ensures the independent review, evaluation and improvement of internal control systems and report on the adequacy thereof to the audit and risk committee.

“Shared services” continuously strives to deliver support and service par excellence while streamlining processes and constantly reviewing cost-effectiveness.





STAKEHOLDERS

A blurred, high-angle photograph of a modern office interior. Several people are walking in different directions, their figures softened by motion blur. The lighting is bright, coming from large windows in the background, creating a sense of a busy, active environment. The overall color palette is cool, with blues and greys dominating the scene.




O5

**STAKEHOLDER
ENGAGEMENT** 50

**CORPORATE
SOCIAL
RESPONSIBILITY** 51

STAKEHOLDER ENGAGEMENT

Stakeholder engagement is key to achieving the triple-bottom line as it contributes to the decision-making and accountability of the group in respect of economic, social and environmental matters. The group appreciates that its success is greatly dependent on its stakeholders and that the good relations it has with its stakeholders must be sustained and continuously developed in the long-term.

Stakeholder category	Type of stakeholder	Engagement
 Investors	<ul style="list-style-type: none"> ■ Current shareholders ■ Lenders and funders 	Transparent reporting maintained at all times to shareholders through the integrated annual report, SENS announcements, group website and circulars. Regular reporting to lenders and funders on covenants
	<ul style="list-style-type: none"> ■ Potential shareholders ■ Investment analysts 	Excellent relations and transparent reporting to investment analysts via an investor relations department
 Board of directors and employees	<ul style="list-style-type: none"> ■ Board members 	Reasonable and market-related remuneration to board members with open communication through management and the company secretary. Ongoing directors training. Refer also to shareholders information
	<ul style="list-style-type: none"> ■ Employees 	Fair and balanced remuneration packages and target linked incentives to employees Wellness program, free lunches, transport, social scheme benefits, training opportunities. Refer also to the remuneration report
 Society	<ul style="list-style-type: none"> ■ Government and regulatory bodies 	Compliance with legislation, open and transparent communication with Government agencies and regulators
	<ul style="list-style-type: none"> ■ Community 	Charitable donations, community outreach programs, sport, education and culture sponsorships. See CSI report
	<ul style="list-style-type: none"> ■ Customers 	Provision of service excellence through constant improvement of products, research of customer expectations and needs, communication via call centers, electronic mail and SMS, social media, telephone and specially designed roaming mobile offices
	<ul style="list-style-type: none"> ■ Media 	Active web and social media interaction to increase visibility (such as Facebook and YouTube and Twitter), <i>Informanté</i> newspaper, marketing community-related topics and corporate activities, media briefings and info sessions
	<ul style="list-style-type: none"> ■ Service providers 	Continuous interaction, service level agreements

CORPORATE SOCIAL INVESTMENT (CSI)

INTRODUCTION

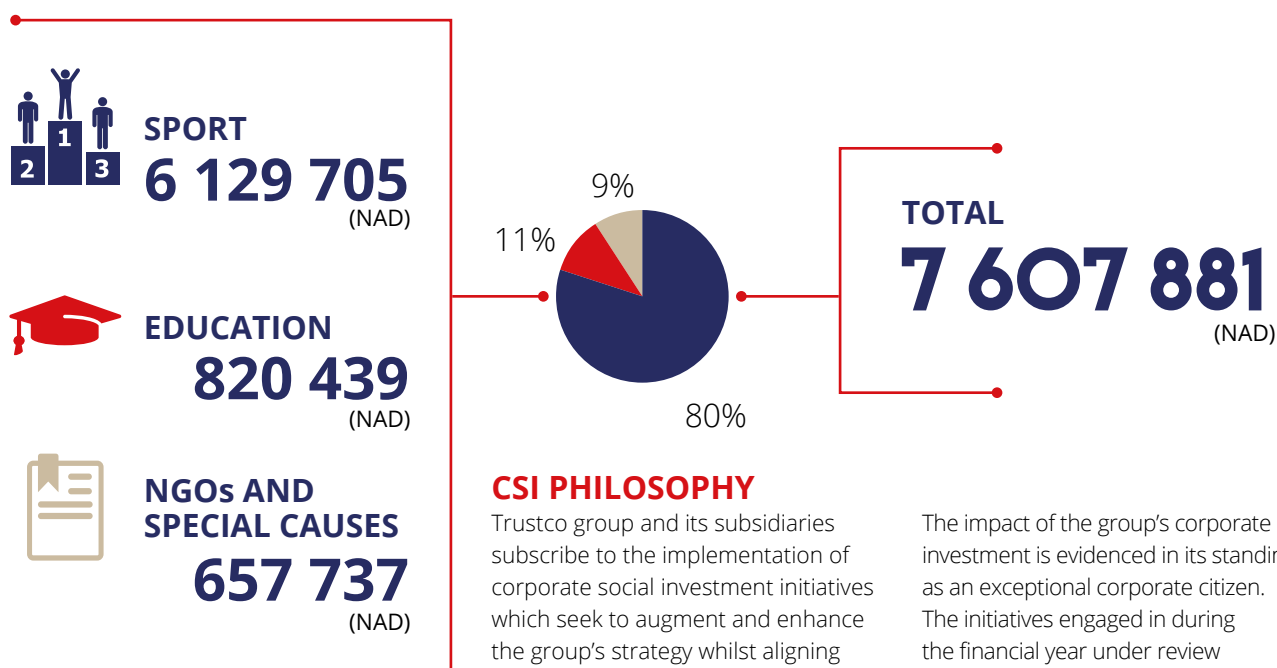
TRUSTCO GROUP HOLDINGS AND ITS SUBSIDIARIES ARE COMMITTED TO THE ONGOING IMPLEMENTATION OF A ROBUST MULTIFACETED SOCIAL INVESTMENT PORTFOLIO WHICH IS IMPLEMENTED AND INTEGRATED ACROSS THE GROUP.

HIGHLIGHT

The Annual PMR Africa Namibia Country Survey for Business Excellence Awards 2015 took place at the Windhoek Country Club on 16 of February 2015.

Trustco Group Holdings received a Diamond Arrow Award for the highest rated business overall in the category for companies held in high esteem as a good corporate citizen, advancement of corporate leadership and for corporate responsibility initiatives and investment.

The purpose of the annual survey is to showcase Namibia as a potential investment outlet. The initiative also seeks to establish from surveyed individuals how they rate the contribution of businesses to the economic growth and development, corporate governance and brand awareness in Namibia.



CSI PHILOSOPHY

Trustco group and its subsidiaries subscribe to the implementation of corporate social investment initiatives which seek to augment and enhance the group's strategy whilst aligning the CSI portfolio to international best practice and governance.

The group aspires to remain at the forefront of corporate citizenry, investing in the societies in which the group operates.

The impact of the group's corporate investment is evidenced in its standing as an exceptional corporate citizen. The initiatives engaged in during the financial year under review encompassed the advancement of education, empowerment, community development and sport which constitute the corner stone of the group's CSI philosophy, and augment group strategy whilst, most imperatively, giving back to the Namibian society.

CORPORATE SOCIAL INVESTMENT (CSI) (CONTINUED)

EDUCATION



Legal Shield awarded law students bursaries in the amount of NAD75 000 in furtherance of their legal qualifications. The bursary is augmented by an internship upon completion of study.

The Southern African Association for Educational Assessment Conference received a contribution of NAD10 000 courtesy of IOL.

IOL sponsored the Khomas Regional Council in the amount of NAD360 000 in aid of providing for the needs of teachers and learners.



IOL sponsored NAD100 000 to the 2014 educational awards bursary fund.

The Ministry of Education and African Leadership Institute collaboration initiative was supported by IOL together with funding donated for the successful hosting of World Teachers Day celebrations.



The University of Namibia foundation bursaries received funding by Trustco group.



The Trustco United sports club receives NAD200 000 per annum for sports development.

The annual Trustco United 10-a-side derby received a sponsorship of NAD78 000 to ensure the hosting of an annual successful rugby and netball extravaganza.

Namibia for the first time hosted the Trustco World Junior Squash Championships 2014 for which an amount of NAD1.2 million was sponsored. This introduced international level players to the region for the first time.



Trustco furthermore has sponsored NAD4 million for the establishment of two astro turf hockey fields in Windhoek.

A NAD60 000 per year sponsorship agreement was concluded with Windhoek Gymnasium for development of all the rugby teams of the school for a period of three years.

Trustco Insurance hosted the annual Yambu Life Cycle Challenge, inclusive of prize money in the amount of NAD178 700 and a further NAD90 000 was sponsored for the Rehoboth July, an equestrian extravaganza.

EMPOWERMENT



The Trustco annual corporate golf day 2014, a premier event on the local golfing calendar, raised over NAD100 000 specifically targeted towards social upliftment and empowerment initiatives.



Trustco group donated NAD30 000 to the Pan African women's organisation in furtherance of the organisation's objectives.



COMMUNITY DEVELOPMENT

In line with the group's desire to contribute to community development, Trustco employees participated in the SPCA Christmas drive, the shavathon in support of cancer in Cape Town and provided Christmas cheer at the maternity wards of hospitals across Namibia.



Trustco employees participated in the brain palsy trust golf day.

Trustco group supported the BDO international charity fundraiser in the amount of NAD50 000.

The Sunshine Kids Kindergarten and Omhedi children's Christmas fun days were hosted by Trustco group and Trustco Bank Namibia respectively.

Children from the coastal town of Swakopmund were treated to a day at the local aquarium courtesy of IOL.



SUSTAINABILITY REPORT

SUSTAINABLE
DEVELOPMENT:
SUSTAINING THE
TRIPLE-BOTTOM
LINE

56



SUSTAINABLE DEVELOPMENT: SUSTAINING THE TRIPLE-BOTTOM LINE

THE GROUP RECOGNISES THAT IT IS EVALUATED NOT ONLY ON ITS ECONOMIC PERFORMANCE, BUT ALSO ITS ENVIRONMENTAL AND SOCIAL ACCOMPLISHMENTS. THE GROUP FOCUSES ON THE SUSTAINABLE DEVELOPMENT OF ALL THESE ASPECTS TO ENHANCE VALUE CREATION FOR ITS SHAREHOLDERS, EMPLOYEES AND THE SOCIETY.

- The group's economic performance is sustained by its strategy which focuses on growing existing business segments in emerging markets through new products, corporate acquisitions and by creating synergetic relationships across the group. As part of the group's drive to grow the business, the resources sector was identified as a potential source of value, *i.e.* translating natural resources into wealth and real sustainable economic development. Trustco Resources was incorporated and has already identified opportunities within Namibia. It will primarily focus on the mineral resources sector.
- It is imperative to be, and be seen to be a good and responsible corporate citizen. During the year under review, Trustco received a Diamond Arrow Award at the Annual PMR Africa Namibia Country Survey Business Excellence Awards for being held in high esteem as a good corporate citizen, advancement of corporate leadership and for corporate responsibility initiatives and investment. This prestigious award will increase the group's opportunities to secure funds, grow its client base and attract and reduce the cost of capital.
- The group is committed to sustainable social development and undertakes its activities in a socially responsible manner whilst ensuring that all applicable legislation in the jurisdictions in which it operates is adhered to. It ensures that social standards adopted in its activities and operations meet the IFC's performance standards on social sustainability. Activities undertaken by the group are also done with due regard to social, health and safety aspects, whilst simultaneously ensuring that all legal, regulatory and best practice requirements are adhered to. It contributes actively in meeting the social and economic priorities of government – through job creation, investment in infrastructure, supporting enterprise development, paying taxes and investing in skills development to foster a more stable political environment, which is conducive to doing good business.
- The group strictly adheres to all environmental legislation and policies and is in compliance with all of the IFC's standards on performance and sustainability.
- On the operational side, a commitment to sustainable development encourages the group to identify and manage its risks more effectively.
- The group provides an attractive working environment with opportunities for personal and skills development, appropriate rewards for employees' efforts and the promotion of their health and safety. This is crucial for the group in order to attract and retain skilled and motivated employees. Ongoing development of the skills of its current and prospective employees is a high priority which is reflected in the resources allocated for this purpose. The resources spent on human capital can be found in the remuneration report. During the year

under review Trustco participated for the first time in the Deloitte “Best Company To Work For” survey and was awarded third place in the Southern African region. Trustco also believes that including equity in employees’ compensation is the best way to align their interests with the long-term success and strategy of the company. During the year under review the board approved a policy designed to retain skills whilst creating wealth for its employees by providing target driven equity incentives to employees, in addition to annual performance and retention incentives. This policy aims to encourage increased performance and special effort by employees. The stretched set targets, together with the opportunity for employees to accumulate equity in the company, will result in the alignment of interests and enhanced ownership and accountability of employees.

TRUSTCO'S SUSTAINABILITY FOCUS AREAS AT A GLANCE

Material sustainability focus area	Performance in 2015	Commitment going forward
 <p>Economic growth and shareholder returns</p>	<ul style="list-style-type: none"> ■ maintained a growth in earnings of over 12% ■ investment grade rating of BBB- was awarded by Global Credit Ratings (GCR) the third year in a row ■ the Elisenheim acquisition was concluded and phases 3 and 4 of 11 phases of the development, consisting of 582 plots, was offered for sale to property developers. 	<ul style="list-style-type: none"> ■ aim to achieve superior growth in total shareholder returns and enhance the quality of earnings through solid risk management and diversification of earnings streams ■ continue to strive for ongoing profitability by delivering sustainable financial results and optimising returns from each business segment ■ strive to maintain an annual average earnings growth rate of above 12% ■ maintain a favourable investment grade credit rating in order to provide more favourable borrowing rates and offer shareholders additional confidence in the security and sustainability of earnings ■ diversify geographically by expanding the product base into Africa and beyond into the emerging markets
 <p>Investing in our employees</p>	<ul style="list-style-type: none"> ■ employment equity compliance was maintained ■ succession plans were in place for key executive positions ■ diversity at board and exco level was achieved ■ the staff social scheme and corporate wellness program were effective in serving as retention tools whilst improving the overall health and productiveness of the employees 	<ul style="list-style-type: none"> ■ continue to place a strong emphasis on internal culture, skills development and training. Ongoing training needs analysis and performance management measures are maintained to ensure that staff members deliver the standard of service the company enforces and the public has become accustomed to ■ maintain diversity at every level, including board and executive management level ■ manage succession planning in the group over the long-term as this remains a continuous process of identifying and preparing strong employees through mentoring, training and development to move into their next role ■ drive leadership transition as a strategic initiative and sharpen focus on developing effective leaders to deliver the group's strategic agenda

SUSTAINABLE DEVELOPMENT (CONTINUED)

Material sustainability focus area



Ensuring compliance with the legal and regulatory framework and best practice requirements

Performance in 2015

- full compliance with the JSE Listings Requirements as well as the NSX Listings Requirements
- compliance with the recommendations in the King III report and corporate governance best practice standards, alternatively explanations are provided where compliance is not in the interest of the company. A full compliance list is available on the company website
- full compliance with both Namibian Companies Act and South African Companies Act (where applicable) and any other legislation pertaining to Trustco's business
- staff were kept abreast of the content of the 2014 integrated annual report due to compulsory tests in order to qualify for annual salary increments and bonuses
- board and officers' training was offered at a directors' workshop presented by Ithemba Governance and Statutory Solutions (Pty) Ltd
- regulators such as the JSE, NSX, Bank of Namibia, Namfisa, Ministry of Finance, City of Windhoek, NQA, FSB and SARS were constantly engaged to ensure that segments are and remain compliant



Commitment going forward

- monitoring and maintenance of JSE and NSX Listings Requirements, including the continuing obligations as well as any amendments thereto
- ensuring compliance with the King III recommendations insofar as they are in the interest of the company
- ongoing sensitising and training of staff through compulsory tests on the content of the integrated annual report
- continuous briefing of board and staff and formal annual training sessions to directors and officers
- keeping abreast of legislative and regulatory changes
- strong liaison and relationship building with regulatory authorities

Trustco celebrated and supported the protection of Namibia's natural environment at the Elisenheim Estate where the first steps were taken to increase the population of indigenous foliage at this prime lifestyle and nature development.



Trustco was awarded the highest honour Diamond Arrow award by the Performance Management Review Africa (PMR) for its exceptional corporate citizenry, leadership, initiatives and investment.

Material sustainability focus area	Performance in 2015	Commitment going forward
 <p>Investing in society (stakeholders and community)</p>	<ul style="list-style-type: none"> ■ group and its subsidiaries have engaged in various corporate social investment initiatives in the realm of education, empowerment, sport and community development, with particular focus on previously excluded communities in line with the group's geographical footprint. Refer also to the CSI report ■ in line with the group's CSI philosophy these engagements were strategically earmarked to augment the group's strategy, thereby ensuring sustainability and value addition 	<ul style="list-style-type: none"> ■ continued recognition of the importance of sustaining the group's social license to operate by engaging constructively with communities and stakeholders ■ the implementation of cohesive CSI initiatives ensures robust and effective CSI strategies which ensure value addition and augment sustainability goals ■ ensure CSI monitoring to facilitate the ongoing measurement of social investment impact ■ segments continue to make use of the <i>Informanté</i> newspaper as well as other social and print media to ensure that stakeholders stay abreast of latest company news
 <p>Responding to environmental challenges and complying with health, safety, environment and social standards</p>	<ul style="list-style-type: none"> ■ environmental awareness campaigns were incorporated into the corporate wellness program and are coordinated by the human resources department to ensure continuous awareness amongst staff ■ Trustco has sensitised all employees to environmental issues and has become a firm supporter of recycling, reduced power consumption, saving water, working towards a paperless work environment and other environmentally responsible practices ■ management and employees understand and have committed themselves to the IFC's environmental and social sustainability standards (set out below) and have ensured that these standards were adopted and adhered to in all of Trustco's activities, operations and new property developments ■ IFC Performance Standards: <ul style="list-style-type: none"> □ Assessment and management of environmental and social risks and impacts □ Labour and working conditions □ Resource efficiency and pollution prevention □ Community health, safety and security □ Land acquisition and involuntary resettlement □ Biodiversity conservation and sustainable management of living natural resources □ Indigenous peoples □ Cultural heritage 	<ul style="list-style-type: none"> ■ continue to take and implement measures to reduce the carbon footprint and to safeguard natural resources ■ continue to move towards the use of more green technologies and more energy-efficient initiatives ■ ongoing compliance with IFC performance standards and continuous benchmarking therewith ■ development, implementation and maintenance of best practice management systems for health, safety, environment and social standards and providing resources to meet target objectives ■ identification, assessment and management of risks to employees, contractors, the environment and communities in which Trustco operate

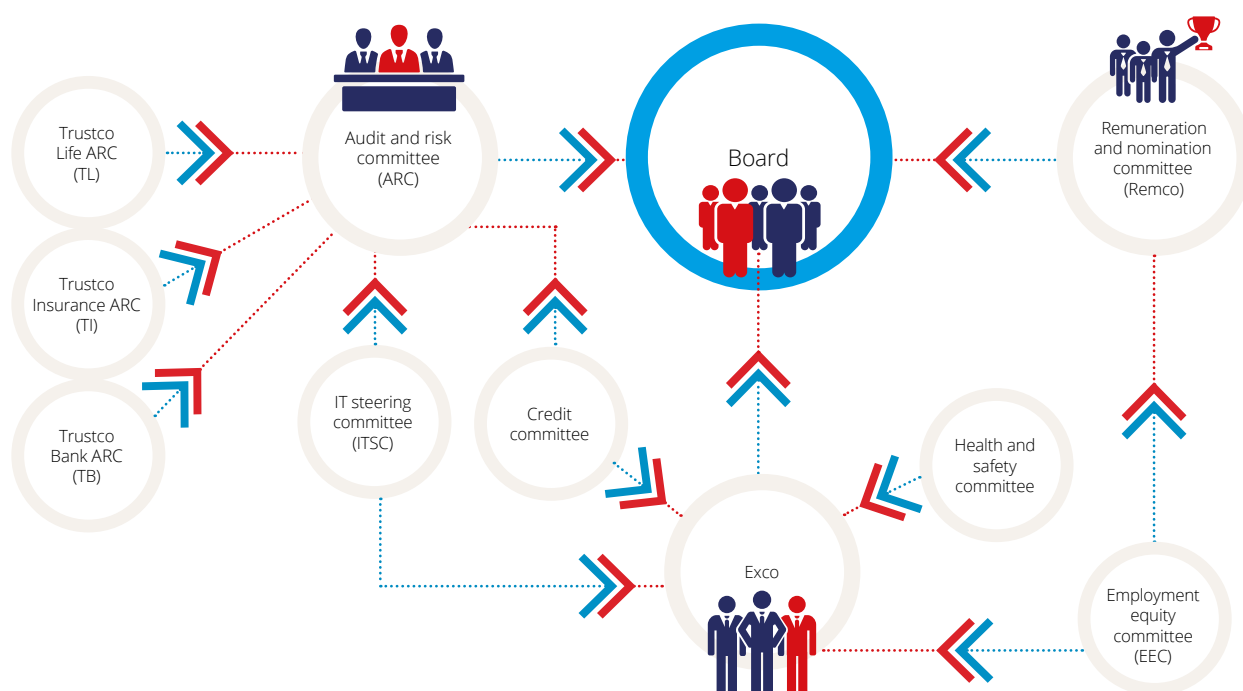
CORPORATE GOVERNANCE

STRUCTURE	62
CORPORATE GOVERNANCE REPORT	62
RISK MANAGEMENT REVIEW	70

CORPORATE GOVERNANCE

STRUCTURE

MANAGEMENT OF OPPORTUNITIES/RISK



THE BOARD

The board provides leadership in the direction, governance and control of the group to ensure that the company is a responsible corporate citizen whose performance is reflected in its triple-bottom line creating social, economic and environmental value for all the group's stakeholders.

BOARD COMPOSITION

Seven directors, of whom four are independent and non-executive, constitute the board. The executive directors include the managing director and the financial director as recommended by King III. Directors are appointed through a formal process involving the whole board, assisted by the nomination committee and subject to shareholder's approval. Appointments are made based on skills and suitability to ensure a competent, balanced board. Ongoing director development ensures that governance practices are enhanced and board performance optimised.

The board comprises a majority of independent non-executive directors ensuring a balance between independence and hands-on expertise. The company's articles of association provide for matters to be decided by majority of votes and in the case of equality of votes, the chairman shall have the deciding vote.

The chairman of the board is independent and non-executive while the managing director chairs the executive committee and is responsible for the operational management of the group and the development and execution of the strategy as approved by the board. The functions of the chairman and the managing director are clearly separated in the board charter.

At each annual general meeting, one-third of the non-executive directors retire and, if available, may be re-elected by shareholders if the board recommended the eligibility of such directors.

BOARD MEETINGS AND ATTENDANCE

The board met on the following dates and the attendance by board members was as follows.

Member	Date			
	18/06/2014	5/11/2014	29/01/2015	31/03/2015
R Heathcote	present	present	present	present
WJ Geyser	present	present	present	present
J Mahlangu	present	present	present	via conference call
R Taljaard	present	present	present	present
V de Klerk	present	resigned	resigned	resigned
Q van Rooyen	present	present	present	present
F J Abrahams	present	present	present	present
R McDougall	present	present	present	present

BOARD ASSESSMENT

The board members conducted an assessment of the board and board function during the period under review and concluded that the board is effective in all material aspects and continue to identify areas for improvement. To that end senior management has increased its engagement with board during the period under review.

COMPLIANCE STATEMENT

Johannesburg Stock Exchange (JSE) Listings Requirements

The board satisfied itself that the group has complied with the Listings Requirements of the JSE where the group has a primary listing as well as the Namibian Stock Exchange (NSX) where the group has a secondary listing.

King III

The board has applied the King III principles insofar as the application thereof was in the best interests of the group. Where it was not, the board explained why it did not and applied alternative principles or practices in line with the overarching governance principles of fairness, accountability, responsibility and transparency. A complete compliance list is available on the company's website.

COMPANY SECRETARY

The company secretary is the gatekeeper of good governance and the provider of advice and guidance to the board on its duties and responsibilities. The board is satisfied that the company secretary maintained an arm's length relationship with the board and its directors during the period under review. The company secretary is not a director of the board.

The board assessed the company secretary in accordance with best practice performance and evaluation criteria and found her qualifications, experience and competence to be satisfactory.

BOARD COMMITTEES

The board appointed an audit and risk committee (ARC) and a remuneration and nomination committee (Remco) to whom certain functions are delegated. The members of these standing committees are non-executive, independent members of the board, including the chairmen of the committees. The chairman of the board is not a member of any of the committees other than the nomination committee of which he is the chairman as prescribed by the JSE Listings Requirements.

CORPORATE GOVERNANCE (CONTINUED)

AUDIT AND RISK COMMITTEE (ARC)



WJ GEYSERS

QUALIFICATIONS:
BCompt (Hons), BCompt,
CA (SA)
PERIOD OF SERVICES:
five years



J MAHLANGU

QUALIFICATIONS:
BCom (Acc), BCompt (Hons),
CTA and CA (SA)
PERIOD OF SERVICES:
two years



R TALJAARD

QUALIFICATIONS:
B Econ, FCII
PERIOD OF SERVICES:
three years

ARC ENSURES THE INTEGRITY OF INFORMATION CONVEYED TO STAKEHOLDERS BY APPLYING A COMBINED ASSURANCE MODEL COMPRISING INTERNAL AND EXTERNAL ASSURANCE PROVIDERS.

Internally, ARC satisfies itself of the expertise and experience of the group's finance function, the internal audit function and the risk management process. Externally, ARC recommends the appointment of the external auditor and oversees the external audit process. ARC recommends the annual financial statements for approval to the board and ensures disclosure of reliable information on sustainability issues. ARC fulfils its functions in accordance with a board-approved charter and is satisfied that all duties were fulfilled in compliance with the charter.

DUTIES

The duties of ARC include those assigned to it by the board and which have been documented in its charter. ARC has, in the year under review, fulfilled the following duties:

- Nominated a registered, independent auditor for appointment and determined the fees to be paid as well as the terms of engagement
- Ensured that the appointment of the auditor complies with applicable statutory provisions relating to the appointment of the auditors
- Determined, subject to applicable statutory and regulatory provisions, the nature and extent of any non-audit service to be provided, or that the auditor must not provide, to the group or a related party and pre-approved any proposed agreement for the provision of non-audit services to the group
- Prepared a report (included in this integrated annual report), addressing the items as prescribed in the applicable statutory and regulatory provisions
- Received and dealt appropriately with any concerns or complaints, whether from within or outside the group, or on its own initiative, in relation with the matters prescribed in applicable statutory and regulatory provisions
- Made submissions to the board, where applicable, on any matters concerning the group's accounting policies, financial controls, records and reporting
- Approved the annual internal audit plan and maintained oversight over the internal audit function

ARC MEETINGS AND ATTENDANCE

ARC met quarterly (the minimum meetings per annum required by King III is two) and the attendance by committee members was as follows:

Member	Date			
	10/06/2014	29/10/2014	21/01/2015	25/03/2015
WJ Geyser	present	present	present	present
J Mahlangu	via conference call	via conference call	via conference call	via conference call
R Taljaard	present	present	present	present

INTERNAL AND EXTERNAL AUDITORS

The internal and external audit functions are independent from management and are overseen by ARC. As an internal assurance provider, internal audit is responsible for reviewing the effectiveness of the internal controls in the group and to report thereon to ARC. The head of internal audit has unrestricted access to ARC and *vice versa* which is conducive to an open and productive relationship for purposes of monitoring the effectiveness of internal controls. ARC approves the internal audit charter and internal audit plan and forms an integral part of the internal risk management process. The internal and external audit functions differ in their scope and purpose and ARC encourages cooperation between the two in order to optimise the combined assurance so obtained.

ARC satisfied itself that the appointed external auditors are independent, objective and effective and that the firm and audit partners possess the required qualifications, expertise, skills and resources. ARC is satisfied that all relevant legislation relating to the independence of auditors has been complied with.

No non-audit services were rendered by the external auditors for the period under review. ARC nominated BDO as the external audit firm for the group for the 2015/2016 financial year. Mr J de Vos was nominated by ARC as the individual auditor responsible for performing the functions of auditor and Mr J Schoeman as the JSE accredited partner.

After consultation with management and the internal and external auditors, ARC has duly considered all information gathered and is satisfied that the internal financial controls of the group are effective and a basis for the preparation of reliable financial statements. ARC further confirms compliance with its legal and regulatory responsibilities.

FINANCIAL DIRECTOR

ARC has assessed the performance of the financial director, Mr Ryan McDougall, and found his capabilities and performance satisfactory.

FINANCIAL STATEMENTS

ARC has reviewed the separate and consolidated financial statements of the company and is satisfied that they comply with the International Financial Reporting Standards (IFRS) and the requirements of the Companies Act.

WHISTLE-BLOWING

ARC is satisfied that adequate and appropriate provision is made for whistle-blowing. No instance requiring action was encountered during the year under review.

SUSTAINABILITY

ARC oversaw the integrity of the integrated annual report and is satisfied that the disclosure of information pertaining to sustainability issues are reliable and consistent with the financial results and other information within the knowledge of the members of ARC.

ARC is satisfied that all responsibilities assigned to it have been discharged satisfactorily.

WINTON GEYSER

CHAIRMAN

CORPORATE GOVERNANCE (CONTINUED)

REMUNERATION AND NOMINATION COMMITTEE (Remco)



VERONICA DE KLERK
PERIOD OF SERVICES:
eight years
(Resigned 1 September 2014)



R TALJAARD
QUALIFICATIONS:
BEcon, FCII
PERIOD OF SERVICES:
three years



WJ GEYSER
QUALIFICATIONS:
BCompt (Hons), BCompt,
CA (SA)
PERIOD OF SERVICES:
five years



RAYMOND HEATHCOTE
QUALIFICATIONS:
BA, LLB
PERIOD OF SERVICES:
five years

THE REMUNERATION AND NOMINATION COMMITTEE HAS DUAL RESPONSIBILITIES.

The remuneration portion of the committee comprises non-executive, independent directors and assists the board to set and monitor remuneration policies and make recommendations to the board concerning succession planning and remuneration for all levels of the group, particularly of non-executive directors. It ensures compliance with applicable laws and codes of conduct and review and approve benefits and performance bonus schemes after considering the company's strategy and objective, which is to create value while maintaining incentives and retaining essential skills. The remuneration committee is satisfied that incentives are based on targets that are stretching, verifiable and relevant.

The nomination portion of the committee also constitutes only non-executive independent directors, but is chaired by the chairman of the board as prescribed by paragraph 3.84(a) of the JSE Listings Requirements. The duty of the nomination committee is to assist the board in the appointment of directors to the board in accordance with a formal and transparent procedure.

During the year under review Ms Veronica de Klerk resigned as director of the board and chairperson of the remuneration committee. Mr Renier Taljaard was appointed in her stead on the remuneration and nomination committee in an acting position until such time that the vacancy can be filled.

The remuneration committee met on two occasions during the year under review and committee member attendance was as follows:

REMUNERATION COMMITTEE	Date	
	21/05/2014	15/10/2014
Member		
Veronica de Klerk	present	resigned
R Taljaard	–	present
WJ Geyser	present	present

The nomination committee met once and all members attended that meeting.

NOMINATION COMMITTEE	Date	
	18/06/2014	
Member		
Raymond Heathcote		present
Veronica de Klerk		present
WJ Geyser		present

The remuneration and nomination committee is satisfied that all responsibilities assigned thereto were discharged satisfactorily during the year under review.

DIRECTOR DEVELOPMENT

In line with principle 2.20 of the King III report, directors receive regular briefing on matters relevant to the business of the group, changes in legislation, regulatory matters, accounting standards and policies and the environment in which it operates. To enhance governance practices within the board, ongoing training is provided to the directors. During the year under review, a workshop was presented by Adv Annamarie van der Merwe of Ithemba Governance and Statutory Solutions (Pty) Ltd. The workshop focused on the legal, legislative and regulatory framework, corporate governance and practical considerations in the governance arena applicable to directors and officers.



Directors' training: Ithemba's Adv Annamarie van der Merwe imparts knowledge on practical considerations relevant to good corporate governance.

CORPORATE GOVERNANCE (CONTINUED)

EXECUTIVE COMMITTEE (Exco)

The Exco is chaired by the group managing director and is responsible for the execution of operations in accordance with strategy approved by the board. Exco meets regularly to monitor targets and ensure that objectives and policies remain relevant. Initiatives are recommended to board for approval.



Group executive committee



QUINTON VAN ROOYEN
GROUP MANAGING DIRECTOR



**ELMARIE
JANSE VAN RENSBURG**
HEAD CORPORATE AFFAIRS



FLOORS ABRAHAMS
GROUP TREASURER



JAN JONES
HEAD EMERGING MARKETS



RYAN MCDUGALL
GROUP FINANCIAL DIRECTOR



BOB KANDETU
HEAD CORPORATE COMMUNICATIONS



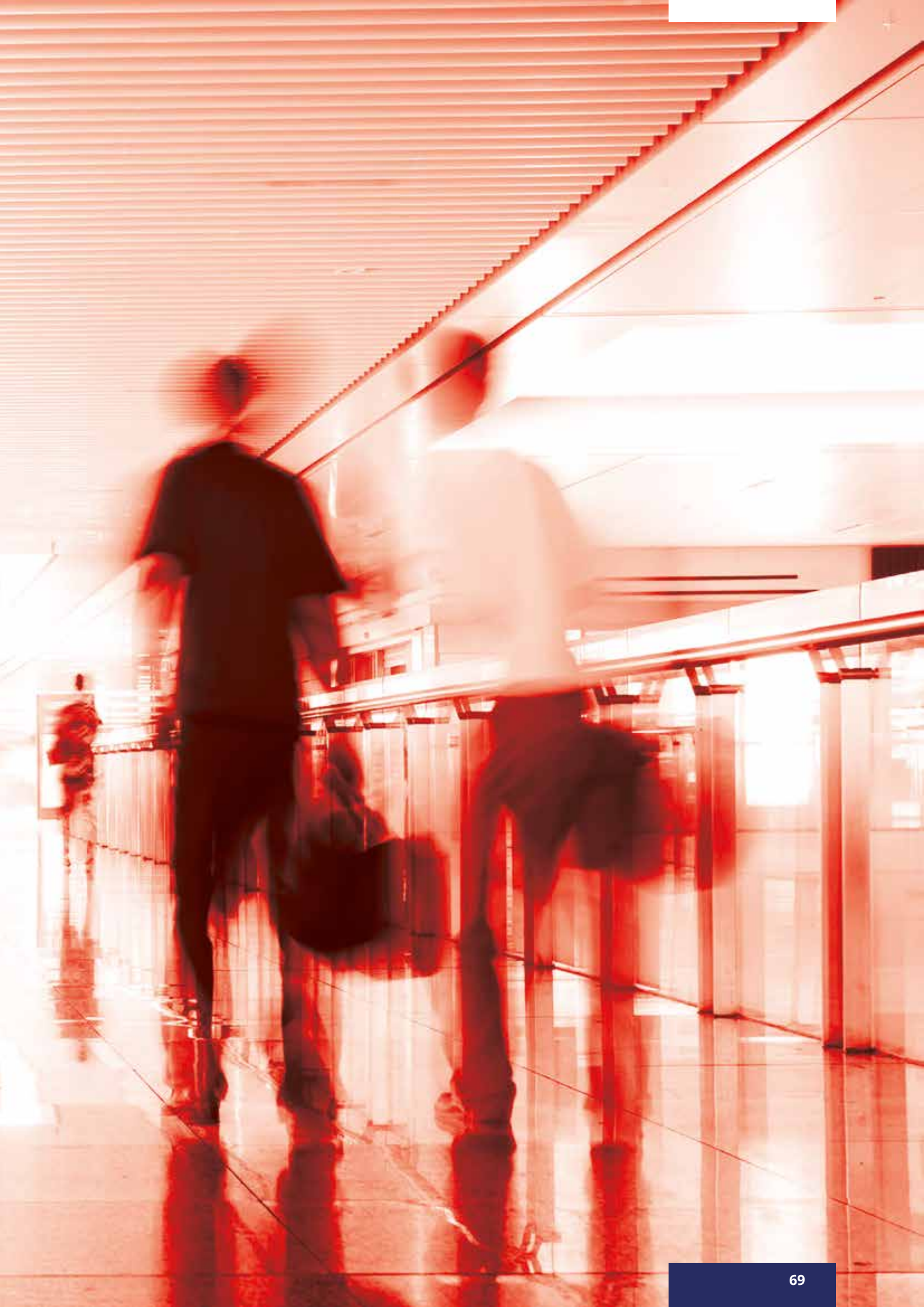
SANDRA MILLER
HEAD GROUP LEGAL,
COMPANY SECRETARY



QUINTON Z VAN ROOYEN
HEAD INSURANCE
AND INVESTMENTS



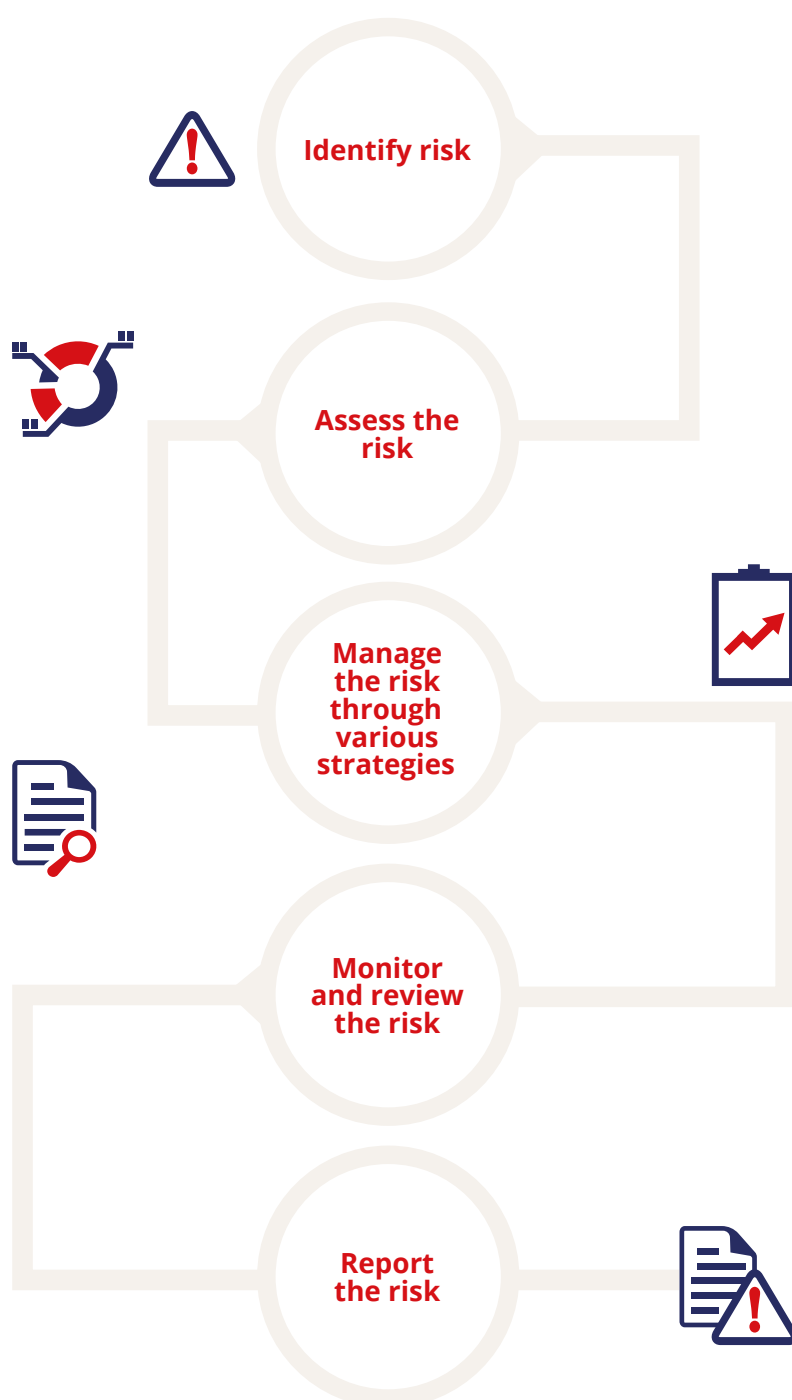
WAYNE MCTEER
HEAD AUDIT AND RISK



RISK REVIEW

GROWING EXISTING BUSINESSES IN EMERGING MARKETS VIA NEW PRODUCTS AND INNOVATION COMES WITH ITS OWN RISKS. TRUSTCO HAS A ROBUST RISK MANAGEMENT SYSTEM IN PLACE TO ASSESS AND MITIGATE RISKS ARISING FROM THE GROUP'S STRATEGY.

The group has adopted the following approach to risk management:



INTERNAL CONTROL

The board is responsible for the group's system of internal controls. The group's adherence to controls, governed by approved policies and procedures, are regularly reviewed and reported upon by the ARC, internal and external audit.

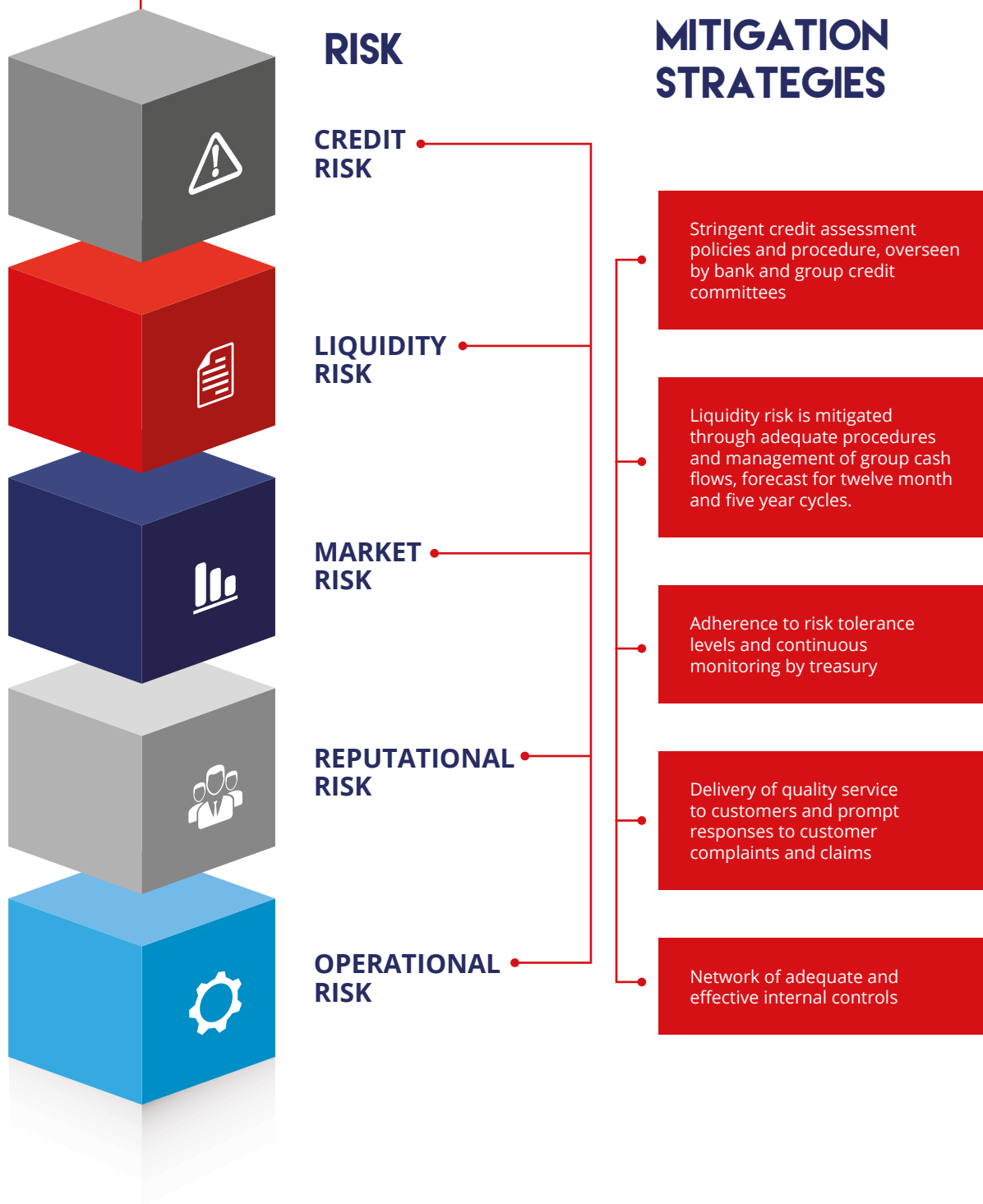
INTERNAL AUDIT

The internal audit function carries out an independent appraisal and assurance function. The department reports to the ARC.

COMPLIANCE

Whilst each segment has its own regulatory bodies, compliance with all laws and regulations is continuously monitored by management and reported on by the group chief risk officer to the ARC. There were no instances of non-compliance during the period under review.

THE CONTINUOUS RISK ASSESSMENT PROCESS UNDERTAKEN BY THE GROUP DURING THE 2015 FINANCIAL YEAR IDENTIFIED THE FOLLOWING SIGNIFICANT RISKS:



REMUNERATION REPORT

REMUNERATION PHILOSOPHY	74
REMUNERATION MIX	75
HUMAN RESOURCES POLICIES AND BENEFITS	76
EMPLOYEE ENGAGEMENT	77
EMPLOYMENT EQUITY AND EMPOWERMENT	78
WORKFORCE ANALYTICS	79
EMPLOYEE WELLNESS	81
TRAINING AND DEVELOPMENT	82
BOARD REMUNERATION	83

REMUNERATION AND HUMAN RESOURCES REPORT

THE INDIVIDUALS THE GROUP EMPLOYS ARE CHARACTERISED BY INTELLECT, INNOVATION AND INITIATIVE, WHICH IMPARTS THE ABILITY TO ADAPT TO AN EVER-CHANGING WORK ENVIRONMENT AND A UNIQUE CULTURE, ALL OF WHICH ARE CRUCIAL IN THE GROUP'S PURSUIT OF EXCELLENCE.

The group aims to reward and provide a level of compensation which not only attracts and incentivises new employees, but also retains and motivates existing employees to reach their full potential. Trustco strives to inspire entrepreneurship and optimise performance by providing a working environment conducive to extraordinary performance, characterised by passion and energy that results in a positive contribution to the success of the group and ultimately the economy.

REMUNERATION PHILOSOPHY

The group philosophy is to ensure that employees are fairly rewarded for their individual value, merit, performance and contribution over a meaningful period to the overall operational and financial success of the group.

The group is committed to a balanced remuneration philosophy which consists of the following components:

- Individual performance-related remuneration which positively influences and supports the creation of an exceedingly high performing organisation
- Rewarding of sustained-performance and exceeded-performance expectations through extraordinary increases, bonuses, incentives and company shares
- Non-financial rewards and recognition in the form of promotions and added responsibility
- Providing a balanced mix of remuneration, including above industry average salaries, innovative benefits and short-term cash incentives
- Creating a competitive total-remuneration opportunity which aids in competing for the best talent locally and abroad among companies with global operations and global consumers
- Employee growth and development through performance management that is cemented in simplicity and transparency
- Unparalleled working environment where performance is rewarded

The group's remuneration philosophy is used as a management tool that aligns with an effective communication plan to support and reinforce group values and business strategy with a goal of growth and profitability to create wealth.

REMUNERATION MIX

Remuneration	Measurement	Subject to performance criteria	Applicable performance criteria	Performance condition	Minimum performance period
Basic salary	Guaranteed base pay	Yes	Performance review on individual key performance indicators	Annual merit increase	12 months
Commission	Sales performance	Yes	Set sales targets	Monthly sales target must be met	Monthly
Short-term cash incentives	Sales performance	Yes	Extraordinary quarterly sales	Quarterly sales target must be met	Quarterly
Group short-term incentives	Group performance and retention incentive scheme	Yes	Business segments quarterly financial targets	Financial targets, as per board approved budget, contained in the policy approved by remuneration committee	6 months
Long-term incentives	Group performance and retention incentive scheme	Yes	Business segments quarterly financial targets	Financial targets, as per board approved budget, contained in the policy approved by remuneration committee	2 years from date of approval
Long service incentive	Long service appreciation policy	N/A	Length of service	Length of service	5 years 10 years 15 years 20 years etc.

Remuneration packages are designed and administered to balance and align directors' and employees' interests in relation to those of all stakeholders. Overall rewards are considered and determined within an effective risk management environment in line with short-, medium- and long-term successes and goals of the group. The group is confident that including equity in employees' compensation is the best way to align their interests with the long-term success and strategy of the company.

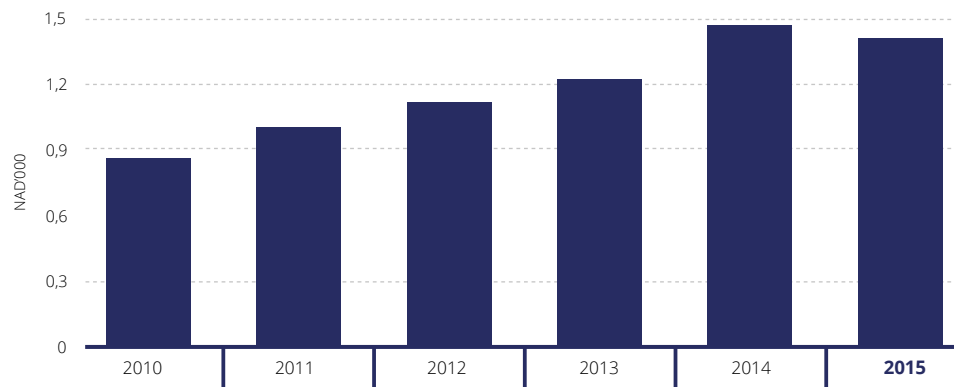
The basic salary of each employee is reviewed annually on an individual basis. Annual increases are based on personal key performance indicators, achieving set individual goals, increased skills or qualifications and market related benchmarking.

REMUNERATION AND HUMAN RESOURCES REPORT

(CONTINUED)

GROUP REMUNERATION COMPARATIVE

GROUP REMUNERATION COMPARATIVES FOR THE PAST SIX YEARS



HUMAN RESOURCES POLICIES AND BENEFITS AT A GLANCE

Various policies, guidelines and procedures govern the remuneration and benefits of the group of companies in both the short- and long-term. These include, but are not limited to:

- The minimum monthly remuneration of any person employed by the group is NAD3 000.00 per month for a 40-hour work week
- Employees are entitled to a transport allowance or may make use of company provided staff transport after 12 months of employment with the group
- Equal employer and employee contributions to:
 - Staff social scheme policy. This scheme provides the following cover and additional benefits to employees;
 - Hospital cover
 - Disability benefit
 - Dread disease cover
 - Life cover
 - Various types of additional leave i.e. paternity leave, sabbatical leave, birthday leave, afternoons off, additional sick leave and “babbalas” (hang-over) leave
 - A corporate wellness program with additional benefits, including free staff lunches, physical exercise programs, flu prevention injections, cancer prevention testing and various health and social awareness campaigns throughout the year
 - Employee fund – the purpose of this savings fund is to empower employees by assisting to provide for future financial security and to foster and encourage a culture of saving

The group is committed to creating opportunities and developing the skills of employees outside the scope of their normal positions within the company. To that effect the company has a policy allowing employees, either individually or as a group, to apply for additional workload resulting from a vacant position. This in effect means that the employee or employees may take up the responsibilities of a vacant position, if their workload allows it, within a department and will receive a workload allowance of up to 50% of the estimated salary of that position.

All employees employed by the group who have completed one year of service within the group qualify for a gift of Trustco equity to the value of fifty thousand Namibian Dollars/SA Rands. The equity purchased on behalf of employees with one year of service is subject to a five years trading restriction after which the employee may deal with the shares.

PERFORMANCE AND LONG SERVICE REWARDS

■ The Trustco performance and retention incentive scheme

The group currently employs a 50:50 based incentive and retention scheme. 50% of any incentive is allocated in cash and paid directly to the employee and the remaining 50% is used to purchase Trustco shares for the employee. This incentive retention scheme aims to retain key skills and to motivate staff over the long-term which is essential for sustainable business.

■ Long service policy

The company recognises and expresses appreciation for the long service of employees. At each five year interval of an employee's continuous service the employee receives a cash bonus. In total 50% of such bonus is paid in cash in the anniversary month of the employee and the remaining 50% is paid in cash to the employee in the anniversary month the following year.

EMPLOYEE ENGAGEMENT

In 2014 Trustco Group participated for the first time in Deloitte's "Best Company To Work For" survey in Namibia. The independent survey has been conducted by Deloitte since the year 2000 and audited the employees' sentiments covering areas inclusive of *inter alia* performance and recognition, career development, job satisfaction, work ethics and integrity, inclusiveness, confidence in the company as well as remuneration. Based on the ratings of its employees Trustco was awarded third place in Namibia as the most desirable Company To Work For in the "Large Sized Company" category, companies with more than 500 employees. Trustco was also grouped in the "Medium Sized" category, companies with 301 to 2 500 employees, for the Southern African Regional competition in which the group again secured a third place.

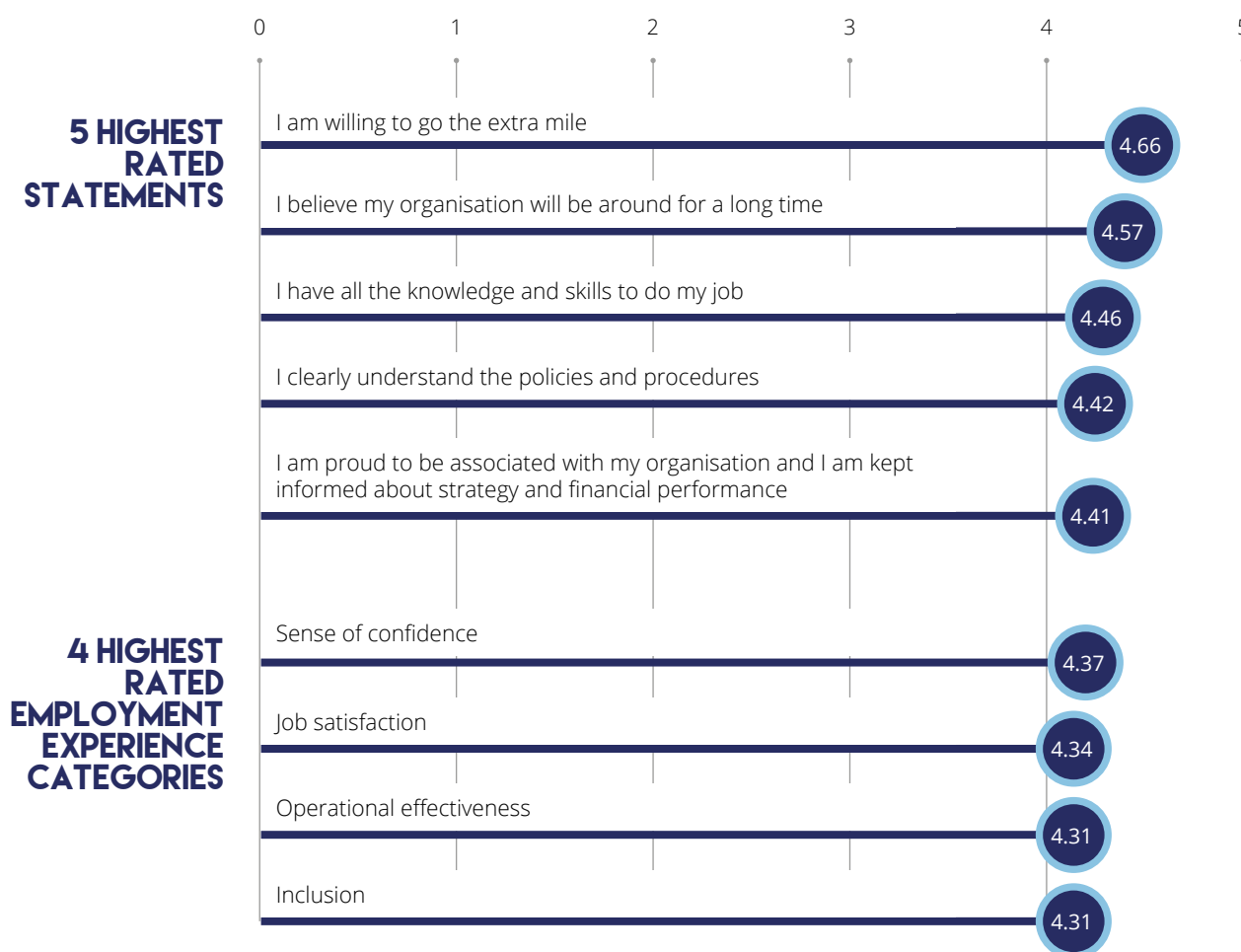
The employer (members of executive leadership) and employees (balance of workforce) participated in the survey administered by the independent company, Deloitte, to measure the degree of alignment between the two groups. The company achieved an overall score of 4,07 out of a possible five in the survey.

In support of the CANSA Shave or Spray Shavathon drive, Trustco's Cape Town team organised a shavathon and challenged each other to either shave or colour their hair or opt to shave their beards.

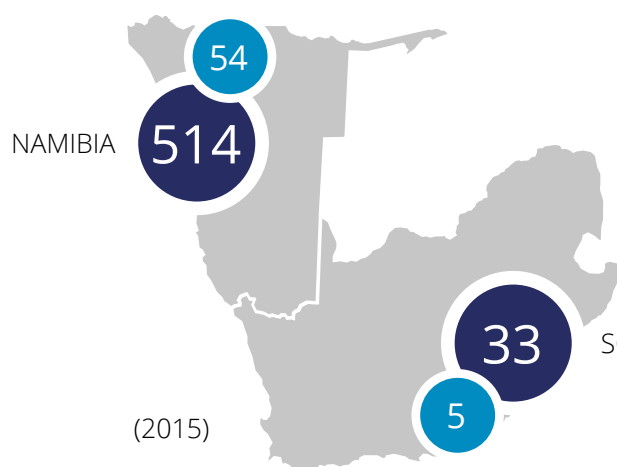


In the spirit of "reduce, recycle and reuse" this year's Valentine's dress up theme was "Let's Go Green". Seen here are some of the creative outfits made of recyclable material, designed and made by employees.

REMUNERATION AND HUMAN RESOURCES REPORT (CONTINUED)



EMPLOYMENT EQUITY AND EMPOWERMENT

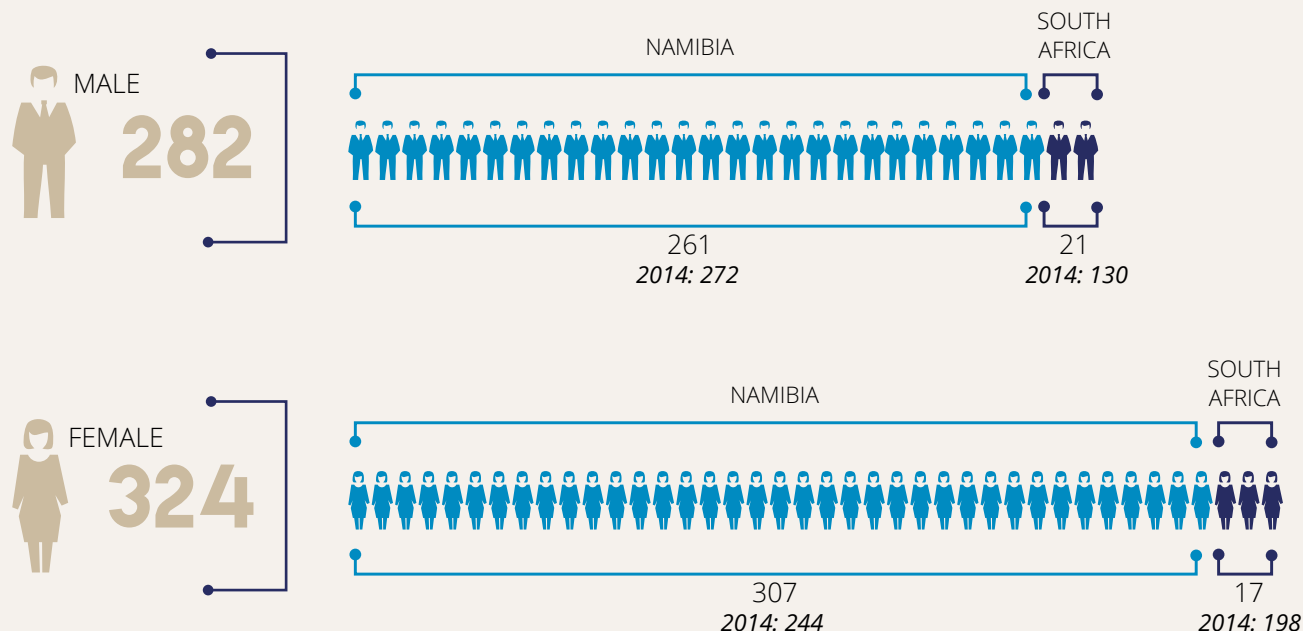


The group views employment equity as an integral component of its overall group strategy to ensure diversity in the company workforce. The group continues in its endeavours to create, develop, motivate and reward its entire workforce to ensure, support and sustain conditions conducive to a productive working environment.

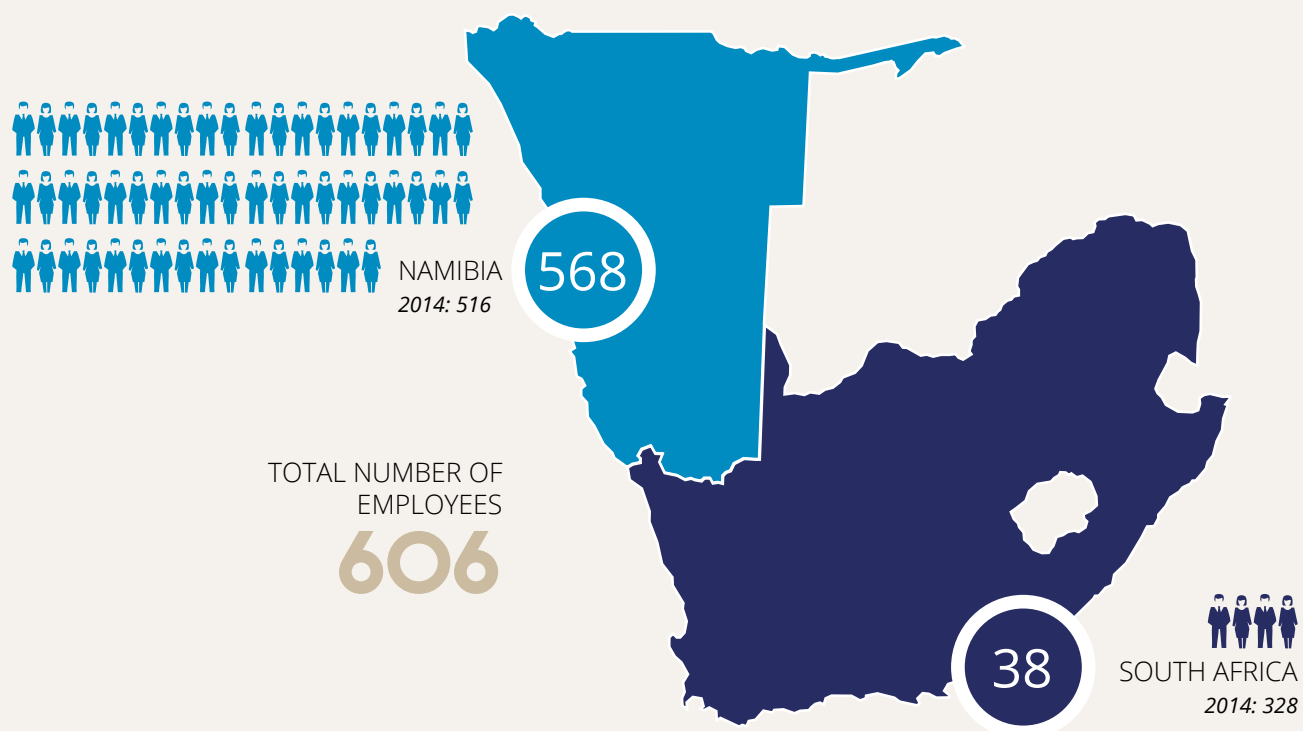
- Previously advantaged
- Previously disadvantaged

WORKFORCE ANALYTICS

MALE AND FEMALE REPRESENTATION (AS AT MARCH 2015)



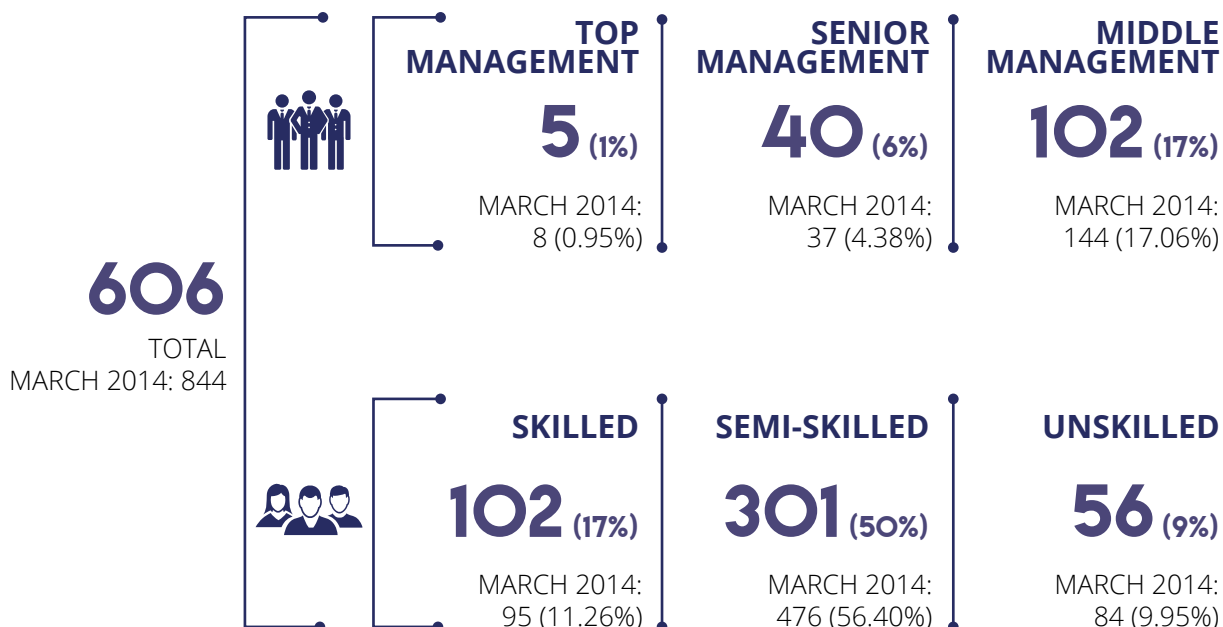
WORKFORCE STATISTICS (AS AT MARCH 2015)



REMUNERATION AND HUMAN RESOURCES REPORT

(CONTINUED)

WORKFORCE PROFILE (AS AT MARCH 2015)



Trustco supports breast cancer awareness month.



As part of the corporate wellness initiative, staff had the opportunity to supplement their health endeavours by participating in an exercise program.



Members of group exco arriving at the year end function.

THREE HIGHEST SALARY EARNERS

Employee (Monthly earnings)	2015 NAD	2014 NAD	% Change
Employee 1	176 038	175 381	–
Employee 2	175 000	117 527	49
Employee 3	113 395	115 193	–

EMPLOYEE WELLNESS

The company remains committed to the continuous investment in the wellbeing of its valued employees. The corporate wellness program is offered by the company to the employees and is a combination of educational, organisational, nutritional and environmental programs. It also includes physical fitness programs, life coaching, health coaching, social awareness programs and activities designed to support, enhance and promote behaviour conducive to maintaining good physical and mental health. In an effort to create awareness and support environmental sustainability, a “Go Green” campaign was introduced to involve and teach all employees on an ongoing basis about conservation of natural resources.

 **CLINIC VISITS**
541

 **FREE MEALS SERVED**
77 570

CANCER PREVENTION VISITS / TREATMENTS
 **166**

 **BLOOD DONATIONS**
137

Male employees walking a mile in heels to show their support in the national drive against gender-based violence.



411 POSSIBLE LIVES SAVED

REMUNERATION AND HUMAN RESOURCES REPORT

(CONTINUED)

TRAINING AND DEVELOPMENT

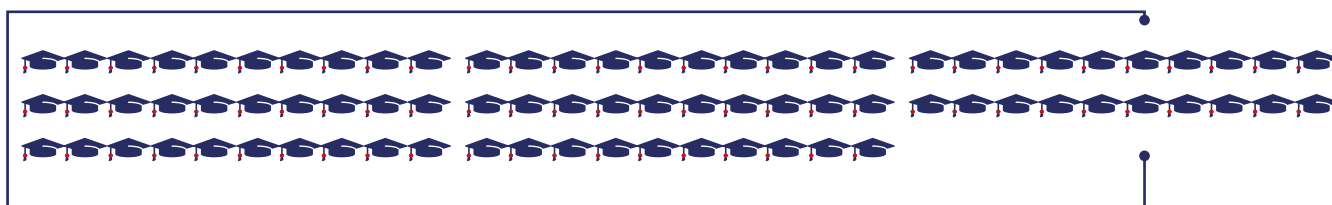
The group is committed to investing in the skills development and training of employees. The need for ongoing training is constantly analysed and measures are in place to manage the sustainable performance of staff to ensure that service delivery is of the highest standard – that which the group demands and to which the public has become accustomed.

TOTAL TRAINING COSTS

NAD2 676 681

NUMBER OF TRAINING COURSES ATTENDED

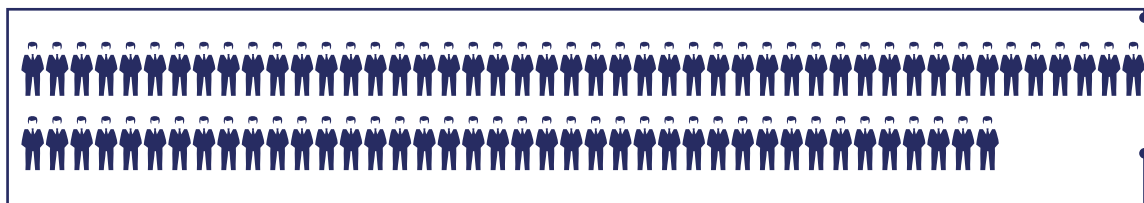
1 460



EMPLOYEES TRAINED

651

(PREVIOUS YEAR 612)

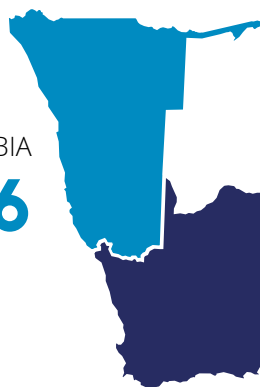


In both South Africa and Namibia training levies are paid to the respective Government ministries based on a percentage of payroll cost. These levies are designed to subsidise and provide skills training for employees and to expand knowledge and competencies to provide a more skilled and productive workforce in the respective country.

LEVIES PAID

NAD1 098 806

NAMIBIA



ZAR384 633

SOUTH AFRICA

BOARD REMUNERATION

		NAD Fees	Basic	Bonus	Shares	Benefits	Total
HOLDING COMPANY DIRECTORS							
Non-executive directors							
Adv Heathcote		396 612					396 612
V de Klerk	Res 1 September 2014	65 747					65 747
R Taljaard		178 588					178 588
W Geyser		235 222					235 222
J Mahlangu		153 877					153 877
		1 030 046	–	–	–	–	1 030 046
Executive directors							
Dr Q van Rooyen*							–
FJ Abrahams			1 261 200			95 396	1 356 596
R McDougall			1 992 239			143 713	2 135 952
		3 253 439			–	239 109	3 492 548
SUBSIDIARY COMPANY DIRECTORS							
Non-executive directors							
W Geyser		451 275					451 275
R Taljaard		221 135					221 135
T Newton	App 22 August 2014	134 661					134 661
NJ Tshitayi	App 22 August 2014	42 788					42 788
B Similo	App 16 February 2016	12 682					12 682
		862 541	–	–	–	–	862 541
Executive directors							
J Jones			1 292 684			98 022	1 390 706
E Janse van Rensburg			1 106 141			86 684	1 192 825
A Lambert			709 910	69 260	69 260	47 495	895 925
I Calitz			512 753	69 879	69 879	36 639	689 150
B Kandetu			481 200			5383	486 583
AJ Bornman	Res 25 April 2014		79 288			–	79 288
		4 181 976	139 139	139 139	274 223		4 734 477
		1 892 587	7 435 415	139 139	139 139	513 332	10 119 611

* Refer to Note 33 in the Annual Financial Statements

SHAREHOLDERS

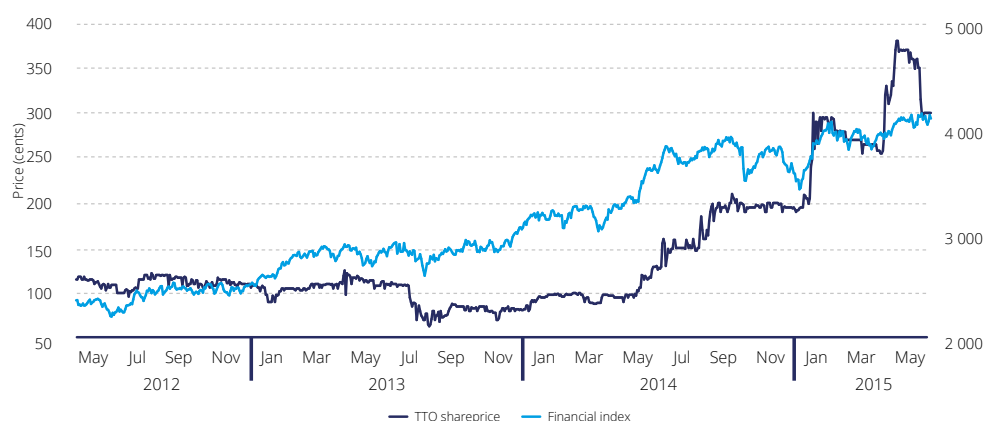
SHAREHOLDER INFORMATION 86

NOTICE OF ANNUAL GENERAL MEETING 88

FORM OF PROXY 94

SHAREHOLDER INFORMATION

TTO SHARE PRICE VS FINANCIAL INDEX



MARKET PRICE

	2015	2014	2013	2012
High	380	120	125	145
Low	115	63	90	70
Closing price	300	119	118	112
Volume traded	100 826 498	115 073 767	114 232 136	114 504 487
NAD value of volume traded	235 455 176	98 065 127	121 642 635	107 994 964
Trade as % of outstanding shares	13.1	14.9	14.8	16.3
Shares outstanding	772 142 090	772 142 090	772 142 090	707 142 090

ANALYSIS OF SHAREHOLDING

Portfolio size	Shareholders	Shareholder %	Shares	Shareholding %
0-999	1 305	37.08	647 852	0.08
1000-1999	734	20.87	915 091	0.12
2000-2999	270	7.67	629 727	0.08
3000-3999	121	3.44	390 923	0.05
4000-4999	66	1.88	283 903	0.04
5000-5999	213	6.05	1 086 719	0.14
6000-6999	41	1.17	262 697	0.03
7000-7999	54	1.53	399 463	0.05
8000-8999	57	1.62	465 783	0.06
9000-9999	10	0.28	92 586	0.01
>10000	648	18.41	766 967 346	99.34
Grand total	3519	100.00	772 142 090	100.00

DISTRIBUTION OF SHARES

Category	Shareholders	Shareholder %	Shares	Shareholding %
Corporate	90	2.56	284 566 361	36.85
Individual	3 374	95.87	453 626 174	58.75
Nominee	3	0.09	23 076 116	2.99
Trust	52	1.48	10 873 439	1.41
Grand total	3 519	100.00	772 142 090	100.00

Nature	Shareholders	Shareholder %	Shares	Shareholding %
Public	3 320	94.34	304 863 151	39.48
Director	7	0.20	398 079 305	51.56
Associate	4	0.11	242 872	0.03
Employee	185	5.26	8 030 321	1.04
Employee share Trust	1	0.03	70 425	0.01
Treasury	2	0.06	60 856 016	7.88
Grand total	3 519	100.00	772 142 090	100.00

Category	Shareholders	Shareholder %	Shares	Shareholding %
Namibian	2 720	77.29	487 040 513	63.08
Non-Namibian	799	22.71	285 101 577	36.92
Grand total	3 519	100.00	772 142 090	100.00

LARGE SHAREHOLDERS

Full Names	Shares	Shareholding %
Van Rooyen Quinton Mr*	392 554 120	50.84
Pershing, LLC**	82 866 449	10.73
Trustco Life Ltd*	59 804 270	7.75
Citibank New York NA**	35 095 000	4.55
Snowball Wealth Pty Ltd**	27 000 000	3.50
Morgan Stanley and Company LLC**	24 500 868	3.17
Bnym 15 Omnibus Account**	23 000 000	2.98
Midbrooklane (Pty) Ltd**	11 294 000	1.46
Chou Leo Chih Hao Mr**	8 000 000	1.04

* Namibian

** Non-Namibian

NOTICE OF ANNUAL GENERAL MEETING

TRUSTCO GROUP HOLDINGS LTD

Incorporated in the Republic of Namibia

Registration number: 2003/058

JSE share code: TTO NSX share code: TUC

("Trustco" or "the Company" or "the group")

IMPORTANT DATES

Shareholders are advised as to the following applicable dates:

Last date to trade to be eligible to vote:	Friday, 4 September 2015
Record date to be eligible to vote:	Friday, 11 September 2015
Last date for lodging forms of proxy for South African shareholders:	Friday, 18 September 2015
Last date for lodging forms of proxy for all other shareholders:	Monday, 21 September 2015

BUSINESS AT HAND

Notice is hereby given that the annual general meeting of shareholders of the company in respect of the year ended 31 March 2015 will be held in the Boardroom, 3rd Floor, Trustco House, 2 Keller Street, Windhoek, on Thursday, 24 September 2015, at 10H00 ("the AGM" or "the annual general meeting"), to deal with such business as may lawfully be dealt with at the AGM and to consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Namibian Companies Act, 28 of 2004 (as amended) ('the Companies Act'), the Listings Requirements of the JSE Ltd ('JSE Listings Requirements') and the provisions of the company's articles of association.

The quorum requirement for the ordinary and special resolutions set out below is sufficient persons being present to exercise, in aggregate, at least 25% of all voting rights that are entitled on the resolutions, provided that at least three shareholders of the company are present in person or represented by proxy at the annual general meeting.

Save for ordinary resolution number 6 below which must be passed by at least 75% of the voting rights exercised, the percentage of voting rights required to pass any of the remaining ordinary resolutions is more than 50% of the voting rights exercised on any such ordinary resolution. The percentage of voting rights required to pass any of the special resolutions is at least 75% of the voting rights exercised on any such special resolution.

INTEGRATED ANNUAL REPORT

The integrated annual report is available at www.tgh.na. A limited amount of hard copies will be available at the meeting for discussion purposes.

PRESENTATIONS

All presentations made at the meeting will be available at www.tgh.na.

AGENDA

1. ORDINARY DIVIDEND

To note the interim dividend of 3 cents per ordinary share declared by the board of directors for the six months ended 30 September 2014 paid on 9 December 2014.

RESOLUTIONS

2. ORDINARY RESOLUTION NUMBER 1

Presentation and adoption of annual financial statements and reports

To receive, consider and adopt the annual financial statements of the group for the financial year ended 31 March 2015, together with the independent auditors' reports thereon. The abridged audited annual financial statements, together with the reports, are contained in the company's integrated annual report.

3. ORDINARY RESOLUTION NUMBER 2

Re-election of non-executive directors of the company

To re-elect by separate resolutions, non-executive directors of the company who retire by rotation in accordance with the provisions of the Companies Act and the Articles of Association of the company.

The following non-executive directors retire by rotation and being eligible, make themselves available for re-election.

3.1 Ordinary Resolution Number 2.1

'Resolved that Mr W Geyser be and is hereby re-elected as a non-executive director of the company.'

Mr Geyser is a member of the South African Institute of Chartered Accountants. He held the position of assistant manager at the audit firm Deloitte, Haskins, & Sells (now Deloitte) and later joined their financial management services division where he provided accounting assistance, taxation and estate planning to a number of individuals and companies. Since then he has performed consultancy work for large corporations and has held various senior positions. Mr Geyser currently holds the position of group managing director of Epic Holdings (Pty) Ltd and various other directorships in Namibian companies.

3.2 Ordinary Resolution Number 2.2

'Resolved that Mr J Mahlangu be and is hereby re-elected as a non-executive director of the company.'

Mr Mahlangu completed his articles with PricewaterhouseCoopers (PwC) in 1996. He joined the Office for Serious Economic Offences in 1998 and in 2000 returned to the office of PwC where he was appointed as the head of the PwC's forensic services practice in Gauteng, and was later admitted as a partner in 2002. Mr Mahlangu further excelled by starting his own company, Ligwa Advisory Services and has a diverse client base. He has performed audit and forensic related assignment internationally and in addition carried out various statutory appointments.

4. ORDINARY RESOLUTION NUMBER 3

Re-appointment of external auditors

'Resolved, on recommendation of the audit and risk committee, to re-appoint BDO Namibia as independent group external auditors of the company for the ensuing year from the conclusion of the annual general meeting until conclusion of the next annual general meeting of Trustco Group Holdings Ltd, and that the terms of engagement and fees be determined by the audit and risk committee of the company.'

5. ORDINARY RESOLUTION NUMBER 4

Non-binding advisory endorsement of the company's remuneration policy

'Resolved to approve, through a non-binding advisory vote, the company's remuneration report and policy (excluding the remuneration of the non-executive directors for their services as directors and members of the board committees), as set out in the remuneration report contained on page 74 of this integrated annual report.'

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

6. ORDINARY RESOLUTION NUMBER 5

Remuneration of non-executive directors

'Resolved that the non-executive directors' fees for their services as directors are hereby approved as follow:

	Share- holding	Remuneration					Total NAD
		Shares (direct)	Fees NAD	Basic NAD	Bonuses NAD	Retirement and medical NAD	
Adv. R Heathcote	680 012	396 612					396 612
Ms V de Klerk	16 000	65 747					65 747
Mr R Taljaard	5 750	178 588					178 588
Mr W Geyser	7 994	235 222					235 222
Mr J Mahlangu	–	153 877					153 877
Total		1 030 046	–	–	–	–	1 030 046

7. ORDINARY RESOLUTION NUMBER 6

General authority to issue shares for cash

'Resolved that all the authorised but unissued shares in the capital of the company be and are hereby placed under the direct control and authority of the directors of the company, subject to the provisions of the Companies Act, the Articles of Association of the company and the JSE Listings Requirements, which provide *inter alia* that:

- The general authority be valid until the company's next annual general meeting provided that it shall not extend beyond fifteen months from the date of the passing of this ordinary resolution (whichever period is shorter);
- The allotment and issue of the shares must be made to public shareholders as defined in the JSE Listings Requirements and not to related parties;
- The shares which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such shares or rights that are convertible into a class already in issue;
- The general issue of shares for cash under this authority may not exceed 15% (fifteen percent) of the company's issued ordinary share capital as at the date of this notice of annual general meeting (net of treasury shares), being 772 146 090 shares;
- The maximum discount at which ordinary shares may be issued is 10% (ten percent) of the weighted average traded price of those shares over the 30 business days prior to the date that the price of the issue is agreed between the company and the party subscribing for the securities or any other price agreed to by the JSE; and
- After the company has issued shares for cash which represent, on a cumulative basis within a financial year, 5% (five percent) or more of the number of shares in issue prior to that issue, the company shall publish an announcement containing full details of the issue (including the number of shares issued, the average discount to the weighted average traded price of the shares over the 30-business days prior to the date that the price of the issue is agreed in writing between the issuer and the party subscribing for the shares and the effect of the issue on net asset value, net tangible asset value, earnings and headline earnings per share), or any other announcements that may be required in terms of the JSE Listings Requirements which may be applicable from time to time.

- In terms of the JSE Listings Requirements, a 75% (seventy-five percent) majority of the votes cast by shareholders present or represented by proxy at the annual general meeting is required to give effect to this resolution.

8. SPECIAL RESOLUTION NUMBER 1

General authority to repurchase shares

‘Resolved that, subject to compliance with the Articles of Association of the company (or one or more of its wholly-owned subsidiaries), section 89 of the Namibian Companies Act, the JSE Listings Requirements and the requirements of any other stock exchange the company is listed on, the directors of the company be and are hereby authorised at their discretion to procure that the company or any one of its wholly-owned subsidiaries acquire by repurchase on the JSE ordinary shares issued by the company provided that:

- a) the repurchase of securities must be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counterparty;
- b) authorisation thereto must be given by the company's and its subsidiaries' Articles of Association;
- c) this general authority will be valid only until the company's next annual general meeting, provided that it does not extend beyond 15 months from the date of the passing of this special resolution;
- d) the number of shares which may be repurchased pursuant to this authority in any financial year may not in the aggregate exceed 20% (twenty percent) of the company's issued share capital as at the date of passing of this general resolution or 10% of the company's issued share capital in the case of an acquisition of shares in the company by a subsidiary of the company.
- e) in determining the price at which the company's ordinary shares are repurchased by the company in terms of this general authority, the maximum premium at which such ordinary shares may be repurchased will be 10% of the weighted average of the market price at which such ordinary shares are traded on the JSE, as determined over the five trading days immediately preceding the date of the repurchase of such ordinary shares by the company;
- f) the board will have acknowledged by resolution that the company will satisfy the solvency and liquidity test immediately after the repurchase and that since the test was done there have been no material changes to the financial position of the company and the group;
- g) neither the company nor its subsidiaries will repurchase securities during a prohibited period, as defined in paragraph 3.67 of the JSE Listings Requirements, unless a repurchase program is in place in terms of which the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation), and has been submitted to the JSE in writing prior to the commencement of the prohibited period. The company will instruct an independent third party, which makes its investment decisions in relation to the company's securities independently of, and uninfluenced by, the company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE;
- h) when the company has cumulatively repurchased 3% of the initial number of the relevant class of securities, and for each 3% in aggregate of the initial number of that class acquired thereafter, an announcement will be published on SENS and in the financial press; and
- i) at any point in time the company will appoint only one agent to effect any repurchase(s) on its behalf.’

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

The directors of the company undertake that they will not effect a general repurchase of shares as contemplated above, unless the following conditions are met:

- 1) the company and the group are in a position to repay their debt in the ordinary course of business for a period of 12 months after the date of the repurchase;
- 2) the company's and the group's assets will be in excess of the liabilities of the company and the group for a period of 12 months after the date of the repurchase. For this purpose the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements, which comply with the Companies Act;
- 3) the share capital and reserves of the company and the group are adequate for a period of 12 months following the date of the repurchase; and
- 4) the available working capital of the company and the group will be adequate for ordinary business purposes for a period of 12 months after the date of the repurchase.

Voting for special resolution:

The percentage voting rights required for this special resolution to be adopted is at least 75% of the voting rights exercised on the resolution.

Disclosure in terms of section 11.26 of the JSE Listings Requirements:

The following additional information is provided in terms of paragraph 11.26 the JSE Listings Requirements for purposes of the special resolution:

Directors' interests

Details of the beneficial direct and indirect interest of directors in the shares of the company are set out below:

	Direct	Indirect	Total 2014	Direct	Indirect	Total 2015
EXECUTIVE DIRECTORS						
Dr Q van Rooyen*	392 554 120	0	392 554 120	392 554 120	0	392 554 120
Mr FJ Abrahams	1 042 781	0	1 042 781	1 313 326	0	1 313 326
Mr R McDougall	525 904	0	525 904	657 365	0	657 365
NON- EXECUTIVE DIRECTORS						
Mr W Geyser	0	0	0	7 994	0	7 994
Adv R Heathcote	372 500	0	372 500	680 012	0	680 012
Mr J Mahlangu	0	0	0	0	0	0
Mr R Taljaard	0	0	0	5 750	0	5 750
Ms V de Klerk	16 000	0	16 000	16 000	0	16 000

* Quinton van Rooyen is a director as well as a major shareholder

Large shareholders

Large shareholders more than 1% of share capital	% of shares	Number of shares
Van Rooyen Quinton Mr	392 554 120	50.84
Pershing, LLC	82 866 449	10.73
Trustco Life Ltd	59 804 270	7.75
Citibank New York NA	35 095 000	4.55
Snowball Wealth Pty Ltd	27 000 000	3.50
Morgan Stanley and Company LLC	24 500 868	3.17
Bnym 15 Omnibus Account	23 000 000	2.98
Midbrooklane (Pty) Ltd	11 294 000	1.46
Chou Leo Chih Hoa Mr	8 000 000	1.04

* Quinton van Rooyen is a director as well as a major shareholder

Trustco Life Limited is a wholly-owned subsidiary of Trustco Group Holdings Limited

There were no changes in the authorised share capital of the group during the period under review.

- The company has 1727 857 910 unissued securities
- The company does not have a share incentive scheme
- The company repurchased 320 000 of its own shares as treasury shares during the period under review.

Material change

Other than the facts and developments reported on in the integrated report and the annual financial statements of 31 March 2015, there have been no material changes in the affairs or financial position of Trustco and its subsidiaries from 31 March 2015 to the date of the audit report forming part of the annual financial statements.

Directors' responsibility statement

The directors, whose names are given here, collectively and individually accept full responsibility for the accuracy of the information pertaining to the special resolution and certify that, to the best of their knowledge and belief, no facts have been omitted that would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this resolution and additional disclosure in terms of paragraph 11.26 of the JSE Listings Requirements pertaining thereto contain all such information required by law and the JSE Listings Requirements.

Voting and proxies

A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy/ proxies to attend, speak, and on a poll, vote in his/her stead. A proxy need not to be a member of the company. A form of proxy is attached for the convenience of any certified shareholder and own-name registered dematerialised shareholder who cannot attend the annual general meeting, but wishes to be represented thereat.

Voting will be performed by way of a poll, so that each shareholder present or represented by way of proxy will be entitled to vote the number of shares held or represented by him or her.

Equity securities held by a share trust or scheme will not have their voting at the annual general meeting taken into account for the purposes of resolutions proposed in terms of the JSE Listings Requirements.

Shares held as treasury shares are not entitled to vote.

By order of the board

S MILLER

COMPANY SECRETARY

25 June 2015



FORM OF PROXY

TRUSTCO GROUP HOLDINGS LTD

Incorporated in the Republic of Namibia

Registration number: 2003/058

JSE share code: TTO

NSX share code: TUC

ISIN: NA000A0RF067

("Trustco Group Holdings Ltd" or "the company")



This form of proxy is for use by certificated ordinary shareholders and "own name" dematerialised ordinary shareholders of the company only at the annual general meeting of the company's shareholders to be held in the boardroom, 3rd Floor, Trustco House, 2 Keller Street, Windhoek, on Thursday, 24 September at 10:00 ("the annual general meeting" or "the AGM").

Dematerialised shareholders, other than "own name" dematerialised shareholders, who wish to attend the annual general meeting must instruct their CSDP or broker to issue them with the necessary authority to attend. Should dematerialised shareholders, other than "own name" dematerialised shareholders, be unable to attend the annual general meeting in person, but wish to vote by proxy, they must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between them and their CSDP or broker.

Shareholders who have dematerialised their shares, other than "own name" dematerialised shareholders, must inform their CSDP or broker of their intention to attend the annual general meeting and request their CSDP or broker to issue them with the necessary letter of representations to attend or provide their CSDP or broker with their voting instruction should they not wish to attend the company's annual general meeting in person. Such shareholders must not return this form of proxy to the transfer secretaries.

I/We _____

being member/s of Trustco holdings shares entitles me/us to

_____ votes (1 vote per share) do hereby appoint:

_____ of _____ or failing him/her

_____ of _____ or failing him/her

_____ of _____ or failing him/her

the Chairman of the annual general meeting as my proxy to vote for me/ us on my/ our behalf at the annual general meeting.

Signed at _____ on this _____ day of _____ 2015

Address: _____

Signature: _____

Mark with an X whichever is appropriate. Unless otherwise directed, the proxy will vote or abstain as he/she deems fit in respect of the member's total holdings. A member entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, speak, and on a poll, vote in his/her stead. A proxy need not to be a member of the company. Kindly complete and return the form to the Transfer Secretaries, PO Box 2401, Windhoek by 12:00 on 21 September 2015 or Computershare Investor Services Ground Floor, 70 Marshall Street, Johannesburg, 2001.

South African shareholders must kindly complete and return the form to the Transfer Secretary, Computershare Investor Services Ground Floor, 70 Marshall Street, Johannesburg, 2001 by 17:00 on Friday, 18 September 2015.

Proxies

Any Trustco shareholder entitled to vote at the general meeting may appoint a proxy or proxies to attend, speak and vote in his/her stead.

A proxy need not to be a shareholder of Trustco.

Resolutions	For	Against	Abstain
1. Presentation and adoption of annual financial statements and reports for financial year ending 31 March 2015			
2. 2.1 To re-elect Mr W Geyser as a non-executive director			
2.2 To re-elect Mr J Mahlangu as a non-executive director			
3. To re-appoint BDO Namibia as independent group external auditors			
4. Advisory endorsement on a non-binding basis of company's remuneration philosophy			
5. To approve the remuneration of non-executive directors			
6. To approve the general authority to issue shares for cash			
7. To approve the general authority to repurchase shares			

Signed at _____ on this _____ day of _____ 2015
Address: _____ Signature _____

NOTES

- All shareholders are entitled to attend, be represented and vote at the company's annual general meeting. Each shareholder present in person or represented by proxy at the annual general meeting shall be entitled, on a show of hands, to one vote irrespective of the number of shares he holds or represents, provided that a proxy shall, irrespective of the number of shareholders he represents, have only one vote. On a poll, at the Trustco annual general meeting, a shareholder who is present in person or represented by proxy shall be entitled to one vote for each share held or represented.
- Shareholders who have dematerialised their ordinary shares through a CSDP or broker, other than "own name" registered dematerialised shareholders and who wish to attend the AGM must request their CSDP or broker to issue them with a Letter of Representation. Alternatively, dematerialised shareholders other than own name registered dematerialised shareholders, who wish to be represented, must provide their CSDP or broker with their voting instructions in terms of the custody agreement between them and their CSDP or broker in the manner and by time frame stipulated.
- A shareholder may insert the name of a proxy or the names of two alternate proxies of the shareholder's choice in the space(s) provided, with or without deleting "the chairman of the annual general meeting". If a deletion is made such deletion must be initialed by the shareholder. The person whose name stand first on the form of proxy and who is present at the company's annual general meeting will be entitled to act as proxy to the exclusion of those names follow.
- A shareholder's instructions to the proxy as to whether to vote for, against or abstain from voting, and in respect of the relevant number of shares to vote in such a manner, shall, in respect of the resolution, be indicated as follows:
 - by the insertion of an "X" in the appropriate box provided to indicate whether to vote for, against, or abstain from voting. Such insertion, without the insertion of the relevant number of shares as contemplated in paragraph (b) below, shall require the proxy to vote or abstain from voting at the company's annual general meeting as indicated by the "X" in respect of all (and not some) of the shareholder's votes exercisable thereat.
 - by the insertion of the relevant number of shares held by the shareholder in the company to indicate the number of shares to be voted for, against or abstain from voting (which will indicate the number of votes exercisable by the proxy on behalf of the shareholder on a poll), in the appropriate box provided. Such as insertion, with or without the insertion of an "X", shall require the proxy to vote or abstain from voting at the company's annual general meeting as indicated by the number so inserted in respect of such inserted number (and not a portion) of shares.

c. by failure to insert anything in the appropriate box, such failure will be deemed to authorise the chairman of the annual general meeting, if he is the proxy, to vote in favour and any other proxy to vote or abstain from voting at the company's annual general meeting as he deems fit in respect of all (or a portion) of the shareholder's votes exercisable thereat.

5. A shareholder is not obliged to use all the votes exercisable by the shareholders, but the total of the votes cast, and in respect of which abstention is recorded, whether by the shareholder or the proxy, may not exceed the total of the votes exercisable by the shareholder.
6. A duly completed form of proxy must be lodged with or posted to the transfer secretaries:

Transfer secretaries: Namibia

Transfer Secretaries (Pty) Ltd
4 Robert Mugabe Ave
PO Box 2401
Windhoek
Namibia

Transfer secretaries: South Africa

Computershare Investor Services (Pty) Ltd
Ground Floor
70 Marshall Street
Johannesburg, 2001
PO Box 61051
Johannesburg, 2000
South Africa

For Namibian shareholders, no later than 12:00 on Monday 21 September 2015; and
for South African shareholders, no later than 17:00 on Friday, 18 September 2015.

7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person there at the exclusions of any proxy appointed in terms thereof.
8. Documentary evidence establishing the authority of a person signing this form of proxy, in a representative or other legal capacity, must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the chairman of the annual general meeting, as the case may be.
9. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
10. The chairman of the annual general meeting may reject or accept any form of proxy, which is completed and/or received, other than in compliance with the notes.
11. In respect of joint holders, any such person may vote at the company's annual general meeting in respect of such joint shares as if he were solely entitled thereto; but if more than one of such joint holders are present or represented at the company's annual general meeting, the person whose name stands first in the register in respect of such shares or his proxy as the case may be, is alone entitled to vote in respect thereof.
12. Equity securities held by a share trust or scheme will not have their votes at the annual general meeting taken into account for the purposes of resolutions proposed in terms of the JSE Listings Requirements.
13. Unlisted securities (If applicable) and shares held as treasury shares may not vote.





10

GLOSSARY

GLOSSARY

AA	Affirmative action
ADB	African Development Bank
ADR	American Depositary Receipt
AFS	Annual financial statements
AGM	Annual general meeting of Trustco
ARC	Audit and risk committee of Trustco
ASSA	Actuarial Society of South Africa
Basel II	Banking regulations set by the Basel comm on bank supervision
BDO	BDO Namibia and BDO SA
Board	Board of directors of Trustco
BoN	Bank of Namibia
BRIC	Brazil, Russia, India and China
CAR	Capital Adequacy Ratio
CIO	Chief Information Officer
CIPC	Companies and Intellectual Property Commission
Companies Act	The Namibian Companies Act, No28 of 2004
CSI	Corporate Social Investment
DEG	Deutsche Entwicklungsgesellschaft
DFI	Developmental funding institution
DR	Disaster Recovery
Elisenheim or EPDC	Elisenheim Property Development Company
EPS	Earnings per share
Exco	Group executive committee of Trustco
Fides Bank	Fides Bank Namibia Ltd
FSB	Financial Services Board
FY	Financial year
GDP	Gross domestic product
GCR	Global Credit Rating (Pty) Ltd
GCX	Global Carbon Exchange
GRI	Global Reporting Initiative
Group	Trustco Group Holdings Ltd or "Trustco"
HEPS	Headline earnings per share
Herboth's	Portion 3 and remainder of Farm Herboth's (Pty) Ltd No 485
HR	Human resources
ICT	Information and communication technology
IFC	International Finance Corporation
IFRS	International Financial Reporting Standards
IMF	International Monetary Fund
Informanté	Informanté newspaper
IOL	Institute for Open Learning
IT	Information technology
ITSC	Information Technology Steering Committee

JSE	Johannesburg Stock Exchange Ltd
King III	The King Code of Corporate Practice and Conduct
KPI	Key Performance Indicator
Land bank	The holding of undeveloped property
NAD	Namibian dollar
NCHE	National Council for Higher Education
NOMCO	Nomination committee
NPLs	Non-performing loans
LSM	Living Standards Measure
Namfisa	Namibia Financial Institutions Supervisory Authority
NAV	Net asset value
Next	Next Investments (Pty) Ltd
NGOs	Non-governmental organisations
NNDC	Northern Namibia Development Company (Pty) Ltd
NPAT	Net profit after tax
NQA	Namibian Qualifications Authority
NQF	National Qualifications Framework
NSX	Namibian Stock Exchange
NTA	Namibian Training Authority
PAYE	Pay as You Earn
PMR	Professional Management Review Africa
PPE	Property Plant and Equipment
Real People	Real People (Pty) Ltd
Remco	The remuneration and nomination committee of Trustco
ROE	Return on equity
SADC	Southern African Development Community
SDLC	Software Development Life Cycle
SENS	Securities Exchange News Service
SME	Small and medium enterprises
TAS	Trustco Air Services (Pty) Ltd
TFS	Trustco Financial Services (Pty) Ltd
TGH	Trustco Group Holdings Ltd
TGI	Trustco Group International (Pty) Ltd
Trustco	Trustco Group Holdings Ltd
Trustco Bank	Trustco Bank Namibia Ltd
Trustco Capital	Trustco Capital (Pty) Ltd
Trustco Finance	Trustco Finance (Pty) Ltd
Trustco Insurance	Trustco Insurance (Pty) Ltd
Trustco Life	Trustco Life Ltd
Trustco Properties	Trustco Property Holdings Ltd
TTO	JSE share code
TUC	NSX share code
WANOS	Weighted average number of ordinary shares outstanding
VWAP	Volume weighted average price

