



TRUSTCO GROUP HOLDINGS LIMITED

Incorporated in the Republic of Namibia

(Registration number 2003/058)

Registered as an external company in South Africa

(External registration number 2009/002634/10)

NSX share code: TUC

JSE share code: TTO

ISIN Number: NA000A0RF067

("Trustco" or "the Company")

Posting of Circular and Notice of General Meeting

1. Introduction

Trustco shareholders ("**Shareholders**") are referred to the announcement which was published on SENS on 8 October 2018, regarding the unsecured subordinated shareholders loan of an amount of up to NAD 1 billion to be provided to the Company by Dr Quinton van Rooyen, together with his investment vehicle, being Next Investments (Pty) Ltd ("**the Lender**"), with the loan being an interest only loan with the capital amount repayable on 31 March 2024 either in cash or in TTO shares at the election of the Lender ("**the Transaction**").

Shareholders are advised that the Company has today, 14 December 2018, posted a circular pertaining to the Transaction ("**Circular**"), which document incorporates a notice of general meeting of shareholders ("**General Meeting**") to be held at 10:00 on Tuesday, 22 January 2019.

Copies of the Circular may be obtained from the Company's website at <https://www.tgh.na/investors/circulars> or from 2 Keller Street, Windhoek, Namibia, or from the offices of the company's sponsor, Vunani Corporate Finance, at Vunani House,



Vunani Office Park, 151 Katherine Street Sandton, from Friday, 14 December 2018 to Tuesday, 22 January 2019.

2. Notice of General Meeting

The General Meeting will be held at 10:00 on Tuesday, 22 January 2019 at the registered office of Trustco, 2 Keller Street, Windhoek, Namibia, to consider, and, if deemed fit, to pass, with or without modification, the resolutions set out in the Circular.

3. Important Dates and Times

The salient dates and times relating to the General Meeting are set out in the timetable below. Words and expressions in the timetable and notes thereto shall have the same meaning as assigned to them in the Circular.

Record date to determine which Shareholders are entitled to receive the Circular	Friday, 7 December 2018
Circular posted to Shareholders and Notice convening the General Meeting published on SENS on	Friday, 14 December 2018
Last Day to Trade Shares in order to be recorded in the Namibian Share Register to vote at the General Meeting (see note 5 below)	Friday, 4 January 2019
Last Day to Trade Shares in order to be recorded in the South African Share Register to vote at the General Meeting (see note 5 below)	Tuesday, 8 January 2019
Record Date for Shareholders to be recorded in the Register in order to be eligible to vote at the General Meeting	Friday, 11 January 2019
Forms of proxy for Shareholders recorded on the Register to be received by the South African Transfer Secretaries and by the	Friday, 18 January 2019



Namibian Transfer Secretaries by 10:00 on

General Meeting to be held at 10:00 on

Tuesday, 22 January 2019

Results of General Meeting published on SENS on

Tuesday, 22 January 2019

Notes:

1. The above dates and times are subject to amendment. Any such amendment will be published on SENS.
2. A form of proxy not lodged with the Transfer Secretaries may be handed to the chairman of the General Meeting before the proxy exercises the voting rights of the Shareholder at the General Meeting.
3. If the General Meeting is adjourned or postponed, a form of proxy submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.
4. If the General Meeting is adjourned or postponed then forms of proxy that have not yet been submitted should be lodged with the Transfer Secretaries preferably by no later than 48 hours before the adjourned or postponed General Meeting but may nonetheless be handed to the chairman of the adjourned or postponed General Meeting before the proxy exercises the voting rights of the Shareholder at the adjourned or postponed General Meeting.
5. Shareholders should note that, as transactions in Shares are settled in the electronic settlement system used by Strate, the settlement of the trade takes place three Business Days after such trade on the South African Share Register and five Business Days after such trade on the Namibian Share Register. Therefore, Shareholders who acquire Shares after the Last Day to Trade will not be eligible to vote at the General Meeting.
6. All times given in this Circular are specified as either local times in Namibia or South Africa. Any reference to local times will apply to the country in which the action is required.
7. Shareholders who have not Dematerialised their Shares will not be able to do so between Monday, 7 January 2019 and Friday, 11 January 2019, both dates inclusive for those



Shareholders registered in the Namibian Share Register.

8. Shareholders who have not Dematerialised their Shares will not be able to do so between Wednesday, 9 January 2019 and Friday, 11 January 2019, both dates inclusive for those Shareholders registered in the South African Share Register.
9. Dematerialised Shareholders are required to notify their duly appointed CSDP or Broker of their response to the Odd-lot Offer in the manner and time stipulated in the agreement governing the relationship between the Odd-lot Holder and his/her CSDP or Broker.

Windhoek, Namibia

14 December 2018

Amanda Bruyns

Company Secretary: Trustco Group Holdings Limited

JSE Sponsor

Vunani Corporate Finance

NSX Sponsor

Simonis Storm Securities Proprietary Limited