



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: NA000AORF067

("Trustco" or "the Company")

INCREASE IN SHARE CAPITAL: EBITDAASA PAYMENT IN TERMS OF THE HUSO TRANSACTION

Trustco shareholders ("**Shareholders**") are referred to the circulars dated 11 September 2015 and 11 May 2017 and the announcements published on the Stock Exchange News Service ("**SENS**") on 24 July 2018 and 4 September 2018 and definitions therein relating to the Huso Transaction respectively.

Shareholders are further referred to the terms of the Huso Transaction where the total purchase consideration shall be payable by way of an issue of Trustco shares ("**Shares**") to the Seller or nominee.

Shareholders are reminded that the purchase price of the Huso Transaction is NAD 3 621 149 000, payable by way of an issue of 772.1 million Shares, which save for the initial payment, would be paid on an earn out basis, upon reaching EBITDAASA targets (as defined below), over a 9 year period.

Shareholders are further referred to the announcement published on SENS on 21 September 2018 in terms whereof it was confirmed that the initial payment of NAD 672 077 000, payable in 143 300 000 Shares had been issued to the Seller's nominee and the Shares in issue was confirmed to be 970 442 090.



In terms of the Huso Transaction should Resources achieve specified Earnings before Interest, Tax, Depreciation, Amortisation and After Stock Adjustments (“**EBITDAASA**”) targets, a set amount of Trustco shares shall be issued to the Seller. Earnings include, diamond sales, loan forgiveness, interest earned and other income received. The Seller may elect a nominee, as per paragraph 4.2.1 of the Share Purchase Agreement, to whom such issue of shares must be made. In this regard, the Seller has nominated Le-Hugo Investments Limited (“**Le-Hugo**”) as its nominee to whom the Trustco shares (“**New Trustco Shares**”) shall be issued.

The New Trustco Shares which amount to 240 400 000 Shares are therefore being issued to Le-Hugo, as the agreed upon EBITDAASA target of more than NAD500 million for the two tranches of EBITDAASA as set out in the Addendum to the Share Purchase Agreement and contained in the Huso Amendment Circular has been reached. The New Trustco Shares have been allotted and issued on 4 July 2019.

The directors envisage that the total EBITDAASA targets in terms of the Huso transaction will be met and the total consideration be settled during the term of the agreement.

Following the listing of the New Trustco Shares, there will be **1 214 665 619** Shares in issue.

Windhoek, Namibia

4 July 2019

Amanda Bruyns

Company Secretary: Trustco Group Holdings Limited

JSE Sponsor

Vunani Corporate Finance

NSX Sponsor

Simonis Storm Securities Proprietary Limited