



## **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")

### **Posting of Circular and Notice of General Meeting to approve the Warrant Transaction with EVO Fund and various amendments and additions to Trustco's articles**

#### **1. Introduction**

Trustco shareholders ("**Shareholders**") are referred to the announcement which was published on SENS on 27 June 2019, regarding the warrant agreement ("**Warrant Agreement**") which was entered into between the Company and Evo Fund in terms of which Trustco shall create and issue warrants ("**Warrants**") which shall give the holder of such Warrants ("**the Warrant Holder**") the right, but not the obligation, upon exercise of the Warrant, to be issued Trustco shares ("**the Warrant Transaction**").

Shareholders are advised that the Company has today, 6 September 2019, posted a circular pertaining to the Warrant Transaction ("**Circular**"), which document incorporates a notice of general meeting of shareholders ("**General Meeting**") to be held at 10:00 on Monday, 30 September 2019.

As at today, the Company received irrevocable undertakings from Shareholders to vote in favour of the Warrant Transaction representing 95.08% of the total number of shares eligible to vote at the General Meeting.

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, 6 September 2019 to Monday, 30 September 2019.

## **2. Notice of General Meeting**

The General Meeting will be held at 10:00 on Monday, 30 September 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, 30 August 2019      |
| Circular posted to Shareholders and Notice convening the General Meeting published on SENS on  | Friday, 6 September 2019    |
| 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)                                      | Tuesday, 17 September 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, 17 September 2019  |
| Record Date for Shareholders to be recorded in the Register in order to be eligible to vote at the General Meeting   | Friday, 20 September 2019   |
| Forms of proxy for Shareholders recorded on the Register to be received by the South African Transfer Secretaries and by the Namibian Transfer Secretaries by 10:00 on | Thursday, 26 September 2019 |
| General Meeting to be held at 10:00 on   | Monday, 30 September 2019   |
| Results of General Meeting published on SENS on  | Monday, 30 September 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 Wednesday, 18 September 2019 and Friday, 20 September 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 18 September 2019 and Friday, 20 September 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 Circular in the manner and time stipulated in the agreement governing the relationship between the Shareholder and his/her CSDP or Broker.



Windhoek, Namibia

6 September 2019

Amanda Bruyns

**Company Secretary:** Trustco Group Holdings Limited

**JSE Sponsor**

Vunani Corporate Finance

**NSX Sponsor**

Simonis Storm Securities Proprietary Limited