

TRUSTCO GROUP HOLDINGS LTD

Pro forma adjustments

CONSOLIDATED STATEMENT OF FINANCIAL POSITION	Reported Balance 30 September 2017 ¹	Settlement of the Buckley Specific Repurchase ²	Riskowitz Issue of Shares for Cash ³	After the Settlement of the Buckley Specific Repurchase and the Riskowitz Issue of Shares for Cash ⁴	Disposal of a 20% interest in LSH ⁵	After the Settlement of the Buckley Specific Repurchase, Riskowitz Issue of Shares for Cash and disposal of a 20% interest in LSH ⁶	After the initial payment in respect of the Huso Transaction ⁷	After the initial payment and the first Huso Transaction N\$250m earnings target met ⁷	After second Huso Transaction N\$250m earnings target met ⁷	After third Huso Transaction N\$250m earnings target met ⁷	After fourth Huso Transaction N\$250m earnings target met ⁷	After final
												Huso Transaction earnings target of further N\$301.8 met ⁷
	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000
Assets												
Cash and cash equivalents	21 029	(200 673)	(500)	(180 144)	1 199 342 (i)	1 019 198	1 018 080	1 143 080	1 268 080	1 393 080	1 518 080	1 672 130
Advances	1 820 602	–	–	1 820 602	–	1 820 602	1 820 602	1 820 602	1 820 602	1 820 602	1 820 602	1 820 602
Trade and other receivables	923 282	–	–	923 282	–	923 282	925 691	925 691	925 691	925 691	925 691	925 691
Amounts due to related parties	–	–	–	–	–	–	7 591	7 591	7 591	7 591	7 591	7 591
Current tax assets	7 510	–	–	7 510	211 (ii)	7 721	7 721	7 721	7 721	7 721	7 721	7 721
Inventories	358 723	–	–	358 723	–	358 723	368 832	368 832	368 832	368 832	368 832	368 832
Property, plant and equipment	644 332	–	–	644 332	–	644 332	659 838	659 838	659 838	659 838	659 838	659 838
Investment property	1 042 684	–	–	1 042 684	–	1 042 684	1 042 684	1 042 684	1 042 684	1 042 684	1 042 684	1 042 684
Intangible assets	573 764	–	–	573 764	–	573 764	699 420	699 420	699 420	699 420	699 420	699 420
Deferred tax assets	113 202	–	–	113 202	–	113 202	114 594	114 594	114 594	114 594	114 594	114 594
Total assets	5 505 128	(200 673)	(500)	5 303 955	1 199 553	6 503 508	6 665 053	6 790 053	6 915 053	7 040 053	7 165 053	7 319 103

CONSOLIDATED STATEMENT OF FINANCIAL POSITION	Reported Balance 30 September 2017 ¹	Settlement of the Buckley Specific Repurchase ²	Riskowitz Issue of Shares for Cash ³	After the Settlement of the Buckley Specific Repurchase and the Riskowitz Issue of Shares for Cash ⁴	Disposal of a 20% interest in LSH ⁵	After the Settlement of the Buckley Specific Repurchase, Riskowitz Issue of Shares for Cash and disposal of a 20% interest in LSH ⁶	After the initial payment in respect of the Huso Transaction ⁷	After the initial payment and the first Huso Transaction N\$250m earnings target met ⁷	After second Huso Transaction N\$250m earnings target met ⁷	After third Huso Transaction N\$250m earnings target met ⁷	After fourth Huso Transaction N\$250m earnings target met ⁷	After final
												Huso Transaction earnings target of further N\$301.8 met ⁷
	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000
Equity and liabilities												
Liabilities												
Bank overdraft	14 903	–	–	14 903	–	14 903	14 903	14 903	14 903	14 903	14 903	14 903
Borrowings	1 699 455	–	–	1 699 455	–	1 699 455	1 699 455	1 699 455	1 699 455	1 699 455	1 699 455	1 699 455
Trade and other payables	514 942	(191 664)	–	323 278	–	323 278	340 362	340 362	340 362	340 362	340 362	340 362
Current tax liabilities	28 018	–	–	28 018	–	28 018	27 653	27 653	27 653	27 653	27 653	27 653
Insurance contract liabilities	94 222	–	–	94 222	–	94 222	94 222	94 222	94 222	94 222	94 222	94 222
Amounts due to related parties	3 429	–	–	3 429	1 100 000 (iii)	1 103 429	1 139 359	1 139 359	1 139 359	1 139 359	1 139 359	1 139 359
Other liabilities	55 198	–	–	55 198	–	55 198	55 198	55 198	55 198	55 198	55 198	55 198
Deferred tax liabilities	301 905	–	–	301 905	–	301 905	301 905	301 905	301 905	301 905	301 905	301 905
Total liabilities	2 712 072	(191 664)	–	2 520 408	1 100 000	3 620 408	3 673 057	3 673 057	3 673 057	3 673 057	3 673 057	3 673 057
Capital and reserves												
Equity attributable to equity holders of parent												
Share capital	177 595	–	13 529	191 124	–	191 124	224 083	251 729	279 375	307 021	334 667	368 707
Share premium	46 300	–	235 971	282 271	–	282 271	921 389	1 114 948	1 308 507	1 502 066	1 695 625	1 933 951
Deemed treasury shares	(178 358)	(9 009)	–	(187 367)	–	(187 367)	(187 367)	(187 367)	(187 367)	(187 367)	(187 367)	(187 367)
Other reserves	33 915	–	–	33 915	–	33 915	33 915	33 915	33 915	33 915	33 915	33 915
Common control reserve	–	–	–	–	–	–	(2 021 012)	(2 021 012)	(2 021 012)	(2 021 012)	(2 021 012)	(2 021 012)
Shares for vendors	14 976	–	–	14 976	–	14 976	1 157 186	935 981	714 776	493 571	272 366	–

CONSOLIDATED STATEMENT OF FINANCIAL POSITION	Reported Balance 30 September 2017 ¹	Settlement of the Buckley Specific Repurchase ²	Riskowitz Issue of Shares for Cash ³	After the Settlement of the Buckley Specific Repurchase and the Riskowitz Issue of Shares for Cash ⁴	Disposal of a 20% interest in LSH ⁵	After the Settlement of the Buckley Specific Repurchase, Riskowitz Issue of Shares for Cash and disposal of a 20% interest in LSH ⁶	After the initial payment in respect of the Huso Transaction ⁷	After the initial payment and the first Huso Transaction N\$250m earnings target met ⁷	After second Huso Transaction N\$250m earnings target met ⁷	After third Huso Transaction N\$250m earnings target met ⁷	After fourth Huso Transaction N\$250m earnings target met ⁷	After final
												Transaction earnings target of further N\$301.8 met ⁷
	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000
Transactions with non-controlling interests	–	–	–	–	783 653 (iv)	783 653	783 653	783 653	783 653	783 653	783 653	783 653
Equity loan	250 000	–	(250 000)	–	–	–	332 277	332 277	332 277	332 277	332 277	332 277
Retained income	2 448 621	–	–	2 448 621	(1 100 447) (ii)	1 348 174	1 331 518	1 456 518	1 581 518	1 706 518	1 831 518	1 985 568
	2 793 049	(9 009)	(500)	2 783 540	(316 795)	2 466 745	2 575 642	2 700 642	2 825 642	2 950 642	3 075 642	3 229 692
Non-controlling interest	7	–	–	7	416 347 (iii)	416 354	416 354	416 354	416 354	416 354	416 354	416 354
Total capital and reserves	2 793 056	(9 009)	(500)	2 783 547	99 553	2 883 100	2 991 996	3 116 996	3 241 996	3 366 996	3 491 996	3 646 046
Total equity and liabilities	5 505 128	(200 673)	(500)	5 303 955	1 199 553	6 503 508	6 665 053	6 790 053	6 915 053	7 040 053	7 165 053	7 319 103
Net asset value per share (cents)	361.73	–	–	334.98	–	346.96	307.10	284.80	266.90	252.23	239.99	227.44
Tangible net asset value per share (cents)	287.42	–	–	265.93	–	277.91	235.31	220.89	209.32	199.84	191.92	183.81
Total shares in issue	772 142 090	–	58 823 529	830 965 619	–	830 965 619	974 265 619	1 094 465 619	1 214 665 619	1 334 865 619	1 455 065 619	1 603 065 619
Deemed treasury shares	42 032 453	–	–	42 032 453	–	42 032 453	42 032 453	42 032 453	42 032 453	42 032 453	42 032 453	42 032 453
Number of shares in issue (excl. treasury shares)	730 109 637	–	58 823 529	788 933 166	–	788 933 166	932 233 166	1 052 433 166	1 172 633 166	1 292 833 166	1 413 033 166	1 561 033 166

Notes:

1. The "Trustco Published Results" are extracted from the published unaudited condensed consolidated results for the interim period ended 30 September 2017.
2. To take into account the specific repurchase of Shares from the Buckley Repurchase Sellers as detailed in the Buckley Specific Repurchase Circular.
3. To take into account the Riskowitz Issue of Shares for Cash as detailed in the Riskowitz Issue of Shares for Cash Circular.
4. This column illustrates the cumulative effect of the Riskowitz Issue of Shares for Cash and the Buckley Specific Repurchase.

5. To take into account the Disposal of 20% of the ordinary issued shares in LSH. The Purchaser has provided written notice on 31 January 2018, confirming its satisfaction with the outcome of the due diligence, therefore the Purchaser will proceed to acquire the maximum 20% interest in LSH, subject to the remaining suspensive condition referred to in paragraph 2.4.1 of the Circular being met. The information relating to LSH has been extracted from the Management Accounts. BDO has reviewed the Management Accounts and provided an unqualified opinion thereon. The Management Accounts and the signed review opinion are available for inspection in accordance with paragraph 16 of this Circular.
 - (i) Proceeds from the receipt of the purchase price. Riskowitz acquires 20% of the shares in LSH.
 - (ii) To take into account the transaction costs relating to the issue of the Circular as well as the tax impact at the Namibian corporate tax rate of 32% and the pre-acquisition dividend of NAD 1.1 billion as referred to in note (iii) below. This will not have a continuing effect.
 - (iii) Pre-acquisition dividend of NAD1.1 billion to compensate seller for the property (real estate stock) acquisition at the asset value net of debt instead of fair market value. The dividend will be settled as when the property equity value is unwound.
 - (iv) Recognition of the disposal of 20% of the shares in LSH. The equity attributable to Trustco which was disposed of to Riskowitz Capital is recognised as a non-controlling interest balance, with the remaining portion, being the excess between the purchase consideration and the equity attributable recognised in an other comprehensive income reserve.
6. This column illustrates the cumulative effect of the disposal of a 20% interest in LSH as well as the Riskowitz Issue of Shares for Cash and the Buckley Specific Repurchase.
7. To take into account the effect of the Huso Transaction details of which were provided in the Huso Circular published on 11 September 2015 and the Amendments to the Huso Transaction Circular published on 11 May 2017. The columns indicate the financial impact of the Buckley Specific Repurchase, the Riskowitz Issue of Shares for Cash, the Disposal as well as the initial payment and the earn-out brackets (halved as the Financial Effects are based on the Interim Results) as set out in the Amendments to the Huso Transaction Circular published on 11 May 2017.

TRUSTCO GROUP HOLDINGS LTD

Pro forma adjustments

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	Trustco	Settlement	Riskowitz Issue of Shares for Cash ³	After the Settlement of the Buckley Specific Repurchase and the Riskowitz Issue of Shares for Cash ⁴	Disposal of a 20% interest in LSH ⁵	After the Settlement of the Buckley Specific Repurchase, Riskowitz Issue of Shares for Cash and disposal of a 20% interest in LSH ⁶	After the initial payment in respect of the Huso Transaction ⁷	After the first Huso Transaction N\$250m earnings target met ⁷	After second Huso Transaction N\$250m earnings target met ⁷	After third Huso Transaction N\$250m earnings target met ⁷	After fourth Huso Transaction N\$250m earnings target met ⁷	After final Huso Transaction earnings target of further N\$301.8 met ⁷
	Published Results 30 September 2017 ¹	of the Buckley Specific Repurchase ²		NAD'000		NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000
Revenue	408 066	–	–	408 066	–	408 066	415 139	415 139	415 139	415 139	415 139	415 139
Investment income	41 184	–	–	41 184	30 000 (i)	71 184	71 494	71 494	71 494	71 494	71 494	71 494
Gross profit	449 250	–	–	449 250	30 000	479 250	486 633	486 633	486 633	486 633	486 633	486 633
Huso EBITDAASA target	–	–	–	–	–	–	–	125 000	250 000	375 000	500 000	654 050
Operating expenses	(284 051)	–	–	(284 051)	(658) (ii)	(284 709)	(294 803)	(294 803)	(294 803)	(294 803)	(294 803)	(294 803)
Insurance benefits and claims	(16 309)	–	–	(16 309)	–	(16 309)	(16 309)	(16 309)	(16 309)	(16 309)	(16 309)	(16 309)
Finance costs	(121 114)	(5 017)	13 125	(113 006)	(33 750) (iii)	(146 756)	(146 760)	(146 760)	(146 760)	(146 760)	(146 760)	(146 760)
Profit before taxation	27 776	(5 017)	13 125	35 884	(4 408)	31 476	28 761	153 761	278 761	403 761	528 761	682 811
Taxation	25 266	1 605	(4 200)	22 671	1 411 (iv)	24 082	24 448	24 448	24 448	24 448	24 448	24 448
Profit for the period	53 042	(3 411)	8 925	58 556	(2 997)	55 559	53 209	178 209	303 209	428 209	553 209	707 259

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	Trustco Published Results 30 September 2017¹	Settlement of the Buckley Specific Repurchase²	Riskowitz Issue of Shares for Cash³	After the Settlement of the Buckley Specific Repurchase and the Riskowitz Issue of Shares for Cash⁴	Disposal of a 20% interest in LSH⁵	After the Settlement of the Buckley Specific Repurchase, Riskowitz Issue of Shares for Cash and disposal of a 20% interest in LSH⁶	After the initial payment in respect of the Huso Transaction⁷	After the first Huso Transaction N\$250m earnings target met⁷	After second Huso Transaction N\$250m earnings target met⁷	After third Huso Transaction N\$250m earnings target met⁷	After fourth Huso Transaction N\$250m earnings target met⁷	After final Huso Transaction earnings target of further N\$301.8 met⁷
	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000
Other comprehensive income, net of tax	(2 436)	–	–	(2 436)	–	(2 436)	(2 436)	(2 436)	(2 436)	(2 436)	(2 436)	(2 436)
Items that will not be subsequently reclassified to profit or loss												
– Revaluation of property, plant and equipment	–	–	–	–	–	–	–	–	–	–	–	–
Items that may be subsequently reclassified to profit or loss												
– Foreign currency translation adjustment	(2 436)	–	–	(2 436)	–	(2 436)	(2 436)	(2 436)	(2 436)	(2 436)	(2 436)	(2 436)
Total comprehensive income for the period	50 606	(3 411)	8 925	56 120	(2 997)	53 123	50 773	175 773	300 773	425 773	550 773	704 823

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	Trustco Published Results 30 September 2017 ¹	Settlement of the Buckley Specific Repurchase ²	Riskowitz Issue of Shares for Cash ³	After the Settlement of the Buckley Specific Repurchase and the Riskowitz Issue of Shares for Cash ⁴	Disposal of a 20% interest in LSH ⁵	After the Settlement of the Buckley Specific Repurchase, Riskowitz Issue of Shares for Cash and disposal of a 20% interest in LSH ⁶	After the initial payment in respect of the Huso Transaction ⁷	After the first Huso Transaction N\$250m earnings target met ⁷	After second Huso Transaction N\$250m earnings target met ⁷	After third Huso Transaction N\$250m earnings target met ⁷	After fourth Huso Transaction N\$250m earnings target met ⁷	After final Huso Transaction earnings target of further N\$301.8 met ⁷
												NAD'000
Headline earnings per share												
Profit attributable to:												
Ordinary shareholders	53 042	(3 411)	8 925	58 556	(2 707)	50 189	48 066	160 984	273 902	386 820	499 738	638 899
Non-controlling interest	–	–	–	–	(290)	5 370	5 143	17 225	29 307	41 389	53 471	68 360
Other Comprehensive income attributable to:												
Ordinary shareholders	(2 436)	–	–	(2 436)	–	(2 436)	(2 436)	(2 436)	(2 436)	(2 436)	(2 436)	(2 436)
Non-controlling interest	–	–	–	–	–	–	–	–	–	–	–	–
Adjustments:	(7)	–	–	(7)	–	(7)	(7)	(7)	(7)	(7)	(7)	(7)
Profit on disposal of property, plant and equipment	(11)	–	–	(11)	–	(11)	(11)	(11)	(11)	(11)	(11)	(11)
Tax effect	4	–	–	4	–	4	4	4	4	4	4	4
Headline earnings	53 035	(3 411)	8 925	58 549	(2 707)	50 182	48 059	160 977	273 895	386 813	499 731	638 892

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	Trustco Published Results 30 September 2017 ¹	Settlement of the Buckley Specific Repurchase ²	Riskowitz Issue of Shares for Cash ³	After the Settlement of the Buckley Specific Repurchase and the Riskowitz Issue of Shares for Cash ⁴	Disposal of a 20% interest in LSH ⁵	After the Settlement of the Buckley Specific Repurchase, Riskowitz Issue of Shares for Cash and disposal of a 20% interest in LSH ⁶	After the initial payment in respect of the Huso Transaction ⁷	After the first Huso Transaction N\$250m earnings target met ⁷	After second Huso Transaction N\$250m earnings target met ⁷	After third Huso Transaction N\$250m earnings target met ⁷	After fourth Huso Transaction N\$250m earnings target met ⁷	After final Huso Transaction earnings target of further N\$301.8 met ⁷
	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000
Earnings per share												
Basic earnings per share (cents)	7.11	–	–	7.28	–	6.24	5.07	15.07	23.05	29.56	34.98	40.52
Diluted earnings per share (cents)	6.55	–	–	6.74	–	5.78	4.75	14.22	21.88	28.19	33.48	38.95
Headline earnings per share (cents)	7.11	–	–	7.28	–	6.24	5.07	15.07	23.05	29.56	34.98	40.52
Diluted headline earnings per share (cents)	6.55	–	–	6.74	–	5.78	4.75	14.22	21.88	28.19	33.48	38.95
Weighted number of ordinary shares in issue	745 806 000	–	58 823 529	804 629 529	–	804 629 529	947 929 529	1 068 129 529	1 188 329 529	1 308 529 529	1 428 729 529	1 576 729 529
Weighted number of ordinary shares for diluted earnings per share	809 552 000	–	58 823 529	868 375 529	–	868 375 529	1 011 675 529	1 131 875 529	1 252 075 529	1 372 275 529	1 492 475 529	1 640 475 529

- Notes:**
- The "Trustco Published Results" are extracted from the published unaudited condensed consolidated results for the interim period ended 30 September 2017.
 - To take into account the specific repurchase of Shares from the Buckley Repurchase Sellers as detailed in the Buckley Specific Repurchase Circular.
 - To take into account the Riskowitz Issue of Shares for Cash as detailed in the Riskowitz Issue of Shares for Cash Circular.
 - This column illustrates the cumulative effect of Riskowitz Issue of Shares for Cash and the Buckley Specific Repurchase.
 - To take into account the Disposal of 20% of the ordinary issued shares in LSH. The Purchaser has provided written notice on 31 January 2018, confirming its satisfaction with the outcome of the due diligence, therefore the Purchaser will proceed to acquire the maximum 20% interest in LSH, subject to the remaining suspensive condition referred to in paragraph 2.4.1 of this Circular being met. The information relating to LSH has been extracted from the Management Accounts. BDO has reviewed the Management Accounts and provided an unqualified opinion thereon. The Management Accounts and the signed review opinion are available for inspection in accordance with paragraph 16 of this Circular.
 - Interest earned on the deposit received at 5%, being Trustco's call account interest rate. This will have a continuing effect.
 - Transaction costs relating to the issue of the Circular. This will not have a continuing effect.
 - Interest expense on the deposit outstanding to Riskowitz Capital at an interest rate of the South African prime lending rate plus 1%. This will not have a continuing effect.
 - Taxation effect at the Namibian corporate tax rate of 32%.
 - This column illustrates the cumulative effect of the disposal of a 20% interest in LSH as well as the Riskowitz Issue of Shares for Cash and the Buckley Specific Repurchase.
 - To take into account the effect of the Huso Transaction as detailed in the Huso Circular published on 11 September 2015 and the Amendments to the Huso Transaction Circular published on 11 May 2017. The columns indicate the financial impact of the Buckley Specific Repurchase, the Riskowitz Issue of Shares for Cash, the Disposal as well as the initial payment, earn-out brackets and consideration shares issued (halved as the Financial Effects are based on the Interim Results) relating to the Huso Transaction as detailed in the Amendments to the Huso Transaction Circular published on 11 May 2017.