



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")

Dealings by a Director of the Company and conclusion of the Related Party Loan program (NAD 1 Billion loan)

Trustco Shareholders ("**Shareholders**") are referred to the Related Party Loan program approved by Shareholders on 22 January 2019 and subsequent SENS announcements regarding director dealings related to the Related Party Loan program.

Shareholders are further advised that the final share placements took place on 29 March 2019, whereby the Related Party Loan program was concluded.

Dealing by Director

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements, the Company discloses the following dealings in securities by an executive director of Trustco:



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|-----------------------------|---------------------------------------|
| Name of Director: | Dr Quinton van Rooyen |
| Designation: | CEO of Trustco and executive director |
| Date of transaction: | 29 March 2019 |
| Number of Securities: | 30 208 333 |
| Price per security (cents): | 960 cents |
| Value of transaction: | ZAR 289 999 996.80 |
| Nature of transaction: | Off-market sale of shares |
| Class of Security: | Ordinary shares |
| Nature of interest: | Direct beneficial |
| Clearance obtained: | Yes |

| | |
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| Name of Director: | Dr Quinton van Rooyen |
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|-----------------------------|---------------------------------------|
| Clearance obtained: | Yes |
| Name of Director: | Dr Quinton van Rooyen |
| Designation: | CEO of Trustco and executive director |
| Date of transaction: | 29 March 2019 |
| Number of Securities: | 25 000 000 |
| Price per security (cents): | 1600 cents |
| Value of transaction: | ZAR 400 000 000 |
| Nature of transaction: | Off-market sale of shares |
| Class of Security: | Ordinary shares |
| Nature of interest: | Direct beneficial |
| Clearance obtained: | Yes |

The board discloses the following details regarding the Related Party Loan program, which has now been concluded.

1. The Related Party Loan program is oversubscribed by NAD 269 641 529,45. The oversubscribed portion will be provided as a loan on normal commercial terms and used in the ordinary course of business for the benefit of the Group. The Related Party Loan program which is subject to a convertible option will be limited to NAD 1 billion.
2. No dilution for existing Shareholders occurred.



3. The weighted average price per share of the “off-market” trades relating to the Related Party Loan program are 1147 cents per TTO shares.

Amanda Bruyns

Company Secretary: Trustco Group Holdings Limited

Windhoek, Namibia

2 April 2019

JSE Sponsor –

Vunani Corporate Finance

NSX Sponsor –

Simonis Storm Securities Proprietary Limited