

## **TRUSTCO GROUP HOLDINGS LIMITED**

Incorporated in the Republic of Namibia

(Registration number 2003/058)

NSX Share Code: TUC

JSE Share Code: TTO

OTCQX share code: TSCHY

ISIN Number: NA000A0RF067 ("the Company" or "Trustco")

## **MEDIA RELEASE**

4 September 2023

### **TRUSTCO RECEIVES NAD1.4 BILLION CAPITALIZATION OFFER FROM FOUNDER SHAREHOLDERS**

Trustco Group Holdings has announced a transformative step in its thirty-one-year journey. Its founding shareholders, Dr. Quinton van Rooyen and Next Capital (Pty) Ltd, the investment vehicle of the Van Rooyen family ("Next"), have offered to convert a N\$1.4 billion loan into ordinary Trustco shares.

The offer entails that Next will have an option to convert its N\$1.4 billion loan into 1,050,000,000 (one billion and fifty million) new ordinary Trustco shares at a fixed price of N\$1.41 per share. The loan will stop accruing interest from the date of shareholder approval. The conversion price and terms will not change regardless of Trustco's share trading price or listing status. Should the entire loan be converted, Next's shareholding in Trustco will increase to 69.8% of issued shares.

Trustco Deputy CEO, Quinton Z van Rooyen, commented on the offer: "This is a historic moment for Trustco. The capitalisation offer demonstrates our founding shareholders' confidence in our vision and strategy, as well as their support for our long-term growth plans. We appreciate their foresight in providing us with this opportunity to enhance shareholder value and pursue new opportunities in our markets. We have experienced significant fluctuations in our market capitalisation price which decreased from an all-time high of NAD15.6B in January 2019 to a mere NAD237M in July 2023. Based on the current price of 50 cents per share the capitalisation offer is priced at a substantial premium to market price."

The capitalisation is expected to have a positive impact on Trustco's Net Asset Value (NAV). The full financial effects and the detailed terms of the capitalisation will be contained in a circular to shareholders, which will also include the date of the general meeting. The offer requires shareholder approval, as well as a fairness opinion by an independent expert, in compliance with JSE Listings Requirements. The board approved the transaction at its meeting on 31 August 2023.

Additionally, shareholders will also vote on increasing Trustco's authorized share capital from 2.5 billion shares to 3.5 billion shares.

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