

## REX TRUEFORM GROUP LIMITED

(Formerly Rex Trueform Clothing Company Limited)

(Incorporated in the Republic of South Africa)

(Registration number 1937/009839/06)

JSE share code: RTO ISIN: ZAE000250387

JSE share code: RTN ISIN: ZAE000250395

JSE share code: RTOP ISIN: ZAE000250403

("Rex Trueform")



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## SMALL RELATED PARTY TRANSACTION

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### 1. Introduction

Shareholders are advised that Rex Trueform (together with its operational subsidiaries) and Geomer Managerial Services Proprietary Limited ("GMS") have concluded a service level agreement in terms of which GMS will provide certain transactional and non-transactional advisory services to Rex Trueform and its operational subsidiaries (the "service agreement").

### 2. Terms of the service agreement

In terms of the service agreement, GMS will provide transactional services including, inter alia, merger and acquisition advisory services, corporate finance advisory services, due diligence services and restructuring advice, for which GMS will charge a success fee based on a sliding scale as a percentage of the aggregate consideration payable or received by Rex Trueform or its operational subsidiaries with regard to a transaction or a series of transactions.

GMS will, in addition, provide certain non-transactional services including strategic advisory services, legal advisory services, capital management services and corporate social investment advisory services, for which GMS will charge an hourly fee.

The service agreement will endure until the earlier of either 1 July 2022 or the date on which the total fees paid to GMS in terms of the service agreement reach R21 million, at which stage the service agreement will terminate automatically.

### 3. Small related party transaction

In terms of section 10 of the JSE Listings Requirements, the signature of the service agreement constitutes a small related party transaction, as GMS is an associate of Geomer Investments Proprietary Limited ("Geomer"), which in turn is a material shareholder of African and Overseas Enterprises Limited, the controlling shareholder of Rex Trueform. In addition, the chairman of Rex Trueform, Marcel Golding, is a director of and shareholder in Geomer. PSG Capital Proprietary Limited ("PSG Capital"), an independent expert acceptable to the JSE, has concluded that the terms of the service agreement are fair as far as the shareholders of Rex Trueform are concerned, and a copy of its fairness opinion in this regard has been provided to the JSE. As required in terms of paragraph 10.7(c) of the JSE Listings Requirements, the fairness opinion will lie open for inspection at the registered office of Rex Trueform, 263 Victoria Road, Salt River, Cape Town, for a period of 28 days from the date of this announcement.

28 June 2019

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