



ASTORIA INVESTMENTS LTD

(Incorporated in the Republic of Mauritius)

Registration number 129785 C1/GBL

SEM share code: ATIL.N0000

JSE share code: ARA

ISIN: MU0499N00007

("Astoria")

RECM AND CALIBRE LIMITED

(Incorporated in the Republic of South Africa)

Registration number 2009/012403/06

Preference Share Code: RACP

ISIN: ZAE000145041

("RAC")

JOINT TERMS ANNOUNCEMENT IN RESPECT OF THE ACQUISITION BY ASTORIA OF A PORTFOLIO OF ASSETS FROM RAC INVESTMENT HOLDINGS PROPRIETARY LIMITED AND WITHDRAWAL OF CAUTIONARY ANNOUNCEMENT

1. INTRODUCTION

Shareholders are advised that Astoria has, on 28 August 2020, entered into a written agreement with RAC Investment Holdings Proprietary Limited ("**RACIH**"), a wholly-owned subsidiary of RAC, in terms of which Astoria will acquire:

- a portfolio of assets ("**the Investment Portfolio**") from RACIH in exchange for 83 new Astoria shares; and
- RACIH's interest in JB Private Equity Investors Partnership ("**the Partnership Interest**") in exchange for 17 new Astoria shares

(collectively "**the Acquisition**").

2. OVERVIEW OF ASTORIA

Astoria is an investment company which was incorporated on 20 April 2015 in Mauritius and holds a category one Global Business License in accordance with the Mauritian Companies Act, 2001 and the Mauritian Financial Services Act, 2007. Astoria has primary listings on the Stock Exchange of Mauritius ("**SEM**") and the Alternative Exchange of the JSE Limited ("**JSE**").

3. OVERVIEW OF RAC

RAC is a South African-incorporated company which has its participating preference shares listed on the Main Board of the JSE as Hybrid Financial Instruments. RAC's ordinary shares are unlisted. RAC functions as an investment entity which has a global investment mandate and the ability to invest in any asset class, whether listed or unlisted.

4. RATIONALE FOR THE ACQUISITION

The Acquisition will recapitalise Astoria with assets that meet Astoria's investment policy. Astoria will continue to operate as an investment entity and will retain its primary listings on the SEM and on the Alternative Exchange of the JSE after the implementation of the Acquisition.

5. CONDITIONS PRECEDENT

5.1. The acquisition of the Investment Portfolio is subject to the fulfilment of the following conditions precedent by 30 September 2020, or such later date as agreed between the parties:

- obtaining the requisite board and shareholder approvals, where required, of each of the entities which are part of the Acquisition;
- Absa Bank Limited, as funder to RACIH, providing its consent to the Acquisition;
- all other regulatory approvals, consents or waivers required to give effect to and implement the Acquisition are granted unconditionally, including but not limited to, the approval of the JSE and the SEM of a circular to Astoria shareholders.

5.2. The acquisition of the Partnership Interest is subject to the fulfilment of the following conditions precedent:

- the fulfilment of all of the conditions precedent set out in paragraph 5.1 above; and
- by 31 December 2020, or such later date as agreed between the parties, the partners of the JB Private Equity Investors Partnership having agreed to the disposal by RACIH of the Partnership Interest.

6. EFFECTIVE DATE

The acquisition of the Investment Portfolio and the acquisition of the Partnership Interest will become effective on the third day following the date on which the last of the relevant conditions precedent is fulfilled.

7. FINANCIAL INFORMATION IN RESPECT OF THE ACQUISITION PORTFOLIO

The table below sets out the fair values of the assets comprising the Investment Portfolio and the Partnership Interest, and the proportion of their respective Net Asset Values attributed to Astoria's percentage ownership thereof after the implementation of the Acquisition. The fair values have been extracted from RAC's Annual Financial Statements for the year ended 31 March 2020 and converted into USD whilst the Net Asset Value per Investment Portfolio Company and Partnership Interest is based on financial information per entity as at 31 March 2020.

Assets	% to be acquired	Fair value (USD) ⁽¹⁾	Net Asset Value (USD) ⁽¹⁾
Investment Portfolio			
Outdoor Investment Holdings (Pty) Ltd	33%	4,814,868	4,413,470
ISA Carstens Holdings SA (Pty) Ltd	49%	1,743,471	572,110
Trans Hex (Pty) Ltd	39.5%	2,213,288	2,121,668
Asset Lending (Pty) Ltd	49.9%	3,641	(1,054,653)
Vehicle Care Group (Pty) Ltd	49.9%	-	2,292
Astoria Treasury (Pty) Ltd	100%	5,177,349	5,177,349
Partnership Interest			
JB Private Equity Investors Partnership	90%	2,860,141	2,860,141

Notes:

1. Conversion based on a R16.48: 1 USD exchange rate as at 22 July 2020.

8. Warranties

RACIH has provided warranties to Astoria which are customary for a transaction of this nature.

9. Categorisation

The Acquisition is a category 1 transaction in terms of the JSE Listings Requirements. Given that RAC, through its wholly-owned subsidiary Livingstone Investments Proprietary Limited, is currently the only shareholder of Astoria and thus a “material shareholder” of Astoria, the Acquisition is also classified as a related party transaction in terms of both the JSE Listings Requirements and the SEM Listing Rules.

A circular containing Revised Listing Particulars in terms of the JSE Listings Requirements will be made available on Astoria’s website in due course, and an announcement will be made on SENS in this regard.

10. Withdrawal of Cautionary Announcement

Pursuant to the publication of this detailed terms announcement, the cautionary announcement released by Astoria on SENS on 30 July 2020 is withdrawn.

28 August 2020

Mauritius

Corporate Advisor and Transaction Sponsor to RAC

Questco Proprietary Limited

JSE Transaction Designated Advisor to Astoria

Questco Proprietary Limited

Company Secretary

Clermont Consultants (MU) Limited