

JASCO ELECTRONICS HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration Number: 1987/003293/06)
Share Code: JSC ISIN: ZAE000003794
("Jasco" or "the Group")

NOTICE IN TERMS OF SECTION 45(5) OF THE COMPANIES ACT

1 INTRODUCTION

Shareholders are referred to the announcements released on SENS on Monday, 21 September 2020 regarding the transaction which diluted Jasco's interest in Reflex Solutions Proprietary Limited ("Reflex") ("Dilution Announcement") and on Monday 5 October 2020 regarding the disposal transaction of Jasco's interest in Reflex (the "Disposal Announcement").

2 NOTICE IN TERMS OF SECTION 45(5) OF THE COMPANIES ACT

Notice is hereby given in terms of section 45(5) of the Companies Act, No. 71 of 2008 ("Act") and pursuant to the special resolution passed by the shareholders of Jasco at the annual general meeting of the Company held on 27 November 2019 (authorising the board of directors of the Company to provide direct or indirect financial assistance as contemplated in section 45 of the Act to any one or more related or inter-related companies of the Company) that, on 1 October 2020, the board of directors of the Company passed resolutions authorising the conclusion by the Company of the Guarantee and Indemnity Agreement and the Reflex Master Services Agreement (as detailed in the Dilution Announcement). In terms of the Guarantee and Indemnity Agreement and the Reflex Master Services Agreement, the Company will be providing financial assistance as contemplated in section 45 of the Act, which financial assistance exceeds a 10th of 1% of the Company's net worth.

In accordance with section 45 of the Act, the board was satisfied that immediately after providing the financial assistance referred to above, the Company satisfies the solvency and liquidity test as provided for in section 4 of the Act, and the terms under which the financial assistance is to be given are fair and reasonable to the Company.

Midrand
15 October 2020

Legal Advisor to Jasco
Stein Scop Attorneys Inc.
Corporate Advisor to Jasco
Samuel Kennedy
Joint Corporate Advisor and Sponsor
Grindrod Bank Limited