



NVEST FINANCIAL HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2008/015990/06)
("NVest" or "the Company")
ISIN Code: ZAE000199865 JSE Code: NVE

GENERAL REPURCHASE OF SHARES

1. INTRODUCTION

In compliance with paragraph 11.27 of the Listings Requirements of the JSE Limited ("JSE"), the board of directors of the Company ("the Board") hereby advises shareholders that the Company, in accordance with the general authority granted by shareholders at the Company's annual general meeting held on 17 August 2020 ("General Authority"), has cumulatively repurchased 55,834,350 NVest ordinary shares ("Shares") in the aggregate, representing 18,413% of the Company's issued share capital ("Repurchase").

The Company reached the 18% repurchase threshold, as provided for in the Listings Requirements of the JSE, on 27 July 2021, hence requiring the publication of this announcement.

2. DETAILS OF THE REPURCHASE

Details of the Repurchase are as follows:

| | |
|---|--------------------------------|
| Dates of Repurchases: | 6 July 2021 - 27 July 2021 |
| Total number of shares repurchased: | 9 429 839 |
| Highest price paid per share repurchased: | R2.10 |
| Lowest price paid per share repurchased: | R2.05 |
| Total value of Shares repurchased: | R19 802 661.90 |
| Shares in issue at the date the General Authority to repurchase shares was granted (including treasury shares): | 303 241 722 |
| Shares in issue (post the Repurchase, cancellation and delisting of the Shares)*: | 247 407 372 |
| Number of treasury shares before and after the Repurchase: | 0 (0% of issued share capital) |

* Application to have the repurchased shares delisted will be made by 30 July 2021.

The extent of the General Authority outstanding is 4 813 994 ordinary shares, representing 1.59% of the Company's total issued share capital at the time the General Authority was granted.

3. STATEMENT BY THE BOARD

The Board has considered the effect of the Repurchase and is of the opinion that, for a period of 12 months following the date of the Repurchase and as at the date of this announcement:

- the Company and its subsidiaries ("the Group") will be to pay its debts in the ordinary course of business;
- the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group. For this purpose, the assets and liabilities were recognised and measured in accordance with the accounting policies used in the latest audited annual group financial statements;

- the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes; and
- the working capital of the Company and the Group will be adequate for ordinary business purposes.

The Company and the Group have passed the solvency and liquidity test and since the test was performed, there have been no material changes to the financial position of the Group.

4. SOURCE OF FUNDS

The Repurchase was funded from the Company's available cash resources. In the current business environment, the NVest share price still favours a repurchase of shares. Following the Repurchase, the Company is still well positioned to fund its planned growth strategy from its current resources and future cash flow. The strategy remains earnings enhancing.

5. IMPACT OF THE REPURCHASE ON FINANCIAL INFORMATION

The Company's cash balance has, to date, decreased by R117 238 821.18 as a result of the Repurchase. The annualised interest foregone on the cash required to date to effect the Repurchase is estimated to amount to approximately R2 963 750.14 after tax, assuming an average interest rate of 2.53% after tax as earned in the previous financial year. The Repurchase, to date, will have the effect of reducing the number of shares in issue used for purposes of the net asset value per share, earnings per share and headline earnings per share calculations by 55 834 350 shares.

6. COMPLIANCE WITH PARAGRAPH 5.72(a) OF THE LISTINGS REQUIREMENTS

The Repurchase was effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counter parties. Accordingly, the Company has complied with paragraph 5.72(a) of the Listings Requirements of the JSE.

East London

28 July 2021

Designated Advisor

AcaciaCap Advisors Proprietary Limited

