

**IN THE HIGH COURT OF SOUTH AFRICA
GAUTENG DIVISION, PRETORIA**

Case No: _____

In the matter between:

TRUSTCO GROUP HOLDINGS LIMITED

Applicant

and

JSE LIMITED

First Respondent

THE FINANCIAL SERVICES TRIBUNAL

Second Respondent

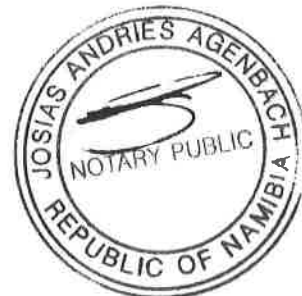
FOUNDING AFFIDAVIT

I, the undersigned,

RIAN BRUYN

do hereby make oath and state that:

1. I am an adult male employed as the internal legal adviser and general counsel of the applicant at its principal place of business at Trustco House, 2 Keller Street, Windhoek, Namibia.
2. Save where is otherwise stated, or where the converse appears from the context, all of the facts contained herein are within my personal knowledge and are to the best of my belief true and correct.

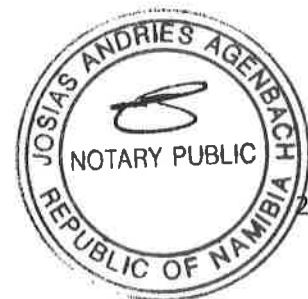


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3. Where I make submissions of a legal nature, I do so on the advice of my legal representatives, which advice is accepted.

PARTIES

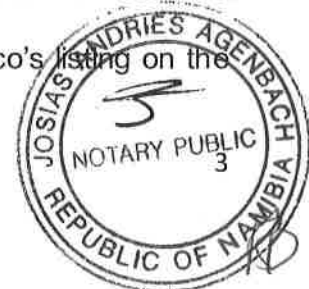
4. The applicant is **TRUSTCO GROUP HOLDINGS LIMITED** a Namibian company with registration number: 2003/058 which is registered as an external company in South Africa with registration number 2009/002634/10 and its registered address in South Africa at Unit 304 Oakmont Building, Somerset Links Office Park, De Beers Avenue Somerset West, Western Cape ("**Trustco**").
5. The first respondent is the **JSE LIMITED** a public company registered in accordance with the laws of the Republic of South Africa with registration number 2005/022939/0 and with its registered address at One Exchange Square, 2 Gwen Lane, Sandown ("**the JSE**").
6. The second respondent is the **FINANCIAL SERVICES TRIBUNAL** a tribunal established in terms of section 219(1) of the Financial Sector Regulation Act, 2017 (FSR Act) to reconsider certain decisions as described in the FSR Act and to perform other functions set out in the FSR Act. The first respondent operates from Kasteel Office Park, Orange Building (2nd Floor), 546 Jochemus Street, Erasmuskloof, Pretoria ("**the Tribunal**").
7. No relief is sought against the Tribunal who is cited herein insofar as it might have an interest in the relief.



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NATURE OF THIS APPLICATION & URGENCY

8. This is an application to interdict the JSE from suspending Trustco's listing, and thus the trade of its shares, on the Johannesburg Stock Exchange.
9. The interdict is sought on the basis that the foundation of the JSE's decision to suspend Trustco's listing is a decision which is presently the subject of a review in this court under case number: 5640/2022.
10. On 14 February 2022, the JSE informed Trustco that it intended to implement the suspension of Trustco's listing on 11 March 2022, unless Trustco took some preventative measure which was finally decided before 15h00 on 11 March 2022.
11. In response to the JSE's threatened action, on 18 February 2022 Trustco made application to the Tribunal to suspend and reconsider the JSE's decision to suspend Trustco's listing. The JSE opposes that application.
12. It is uncertain whether or not the Tribunal will hear that application, and render an award, before the JSE's threatened deadline of 15h00, 11 March 2022 expires. Out of caution, given the catastrophic adverse effect that a suspension of its listing will have on Trustco, Trustco has elected to simultaneously seek an interdict.
13. Plainly, if the matter is not finalized by the Tribunal before 11 March 2022, Trustco's listing will be suspended by the JSE summarily. Trustco's listing on the JSE is Trustco's primary listing, but Trustco also has a secondary listing on the Namibian Stock Exchange ("NSX") and established a further listing on the OTCQX security exchange market in New York. A suspension of Trustco's primary listing on the JSE will also have the effect that Trustco's listing on the



NSX and OTCQX security exchange market in New York also be suspended. In the circumstances, the various market will be unable to trade in Trustco's shares. The market sentiment, in reaction to the suspension, will take immediate effect and, with devastating consequences for Trustco. Trustco cannot and will not obtain substantial redress, or any at all, in the ordinary course.

14. In balancing the rights of the parties, Trustco has extended the JSE as much time as possible to oppose this application and engage with the issues raised in it. By setting this application down for hearing on Tuesday 8 March 2022, the longest possible period has been afforded to the JSE, within the confines of the timeline imposed by it and its D-day date of 11 March 2022.

BACKGROUND FACTS

15. Trustco is an entity listed on the Johannesburg Stock Exchange. The JSE listing is Trustco's primary listing. Trustco has a secondary listing on the NSX on the OTCQX securities market in New York.
16. The JSE contends that Trustco has failed to comply with the JSE's Listing Requirements and the relevant IFRS accounting standards in reporting a number of transactions in its annual financial statements for the year ending 31 March 2019 and in the interim results for the six months ending 30 September 2018 ("**the Financials**"). In consequence, the JSE required that Trustco restate these financial statements in certain respects ("**the Restatement Decision**")
17. Trustco disputes the JSE's contention that the financials are incorrect or that they stand to be restated. The parties' divergent views have resulted in a slew of



litigation which began in the Financial Services Tribunal, but has since escalated into various applications.

18. Of particular relevance, on 22 November 2021, the Tribunal handed down a decision upholding the JSE's view that Trustco had improperly reported certain transactions in the Financials ("**the Tribunal Decision**"). In effect, the Tribunal Decision thus sanctioned the JSE's Restatement Decision. A copy of the Tribunal's award is attached hereto marked **FA1**.
19. Trustco remains adamant that both the JSE and the Tribunal are incorrect. Accordingly, on 31 January 2022, Trustco launched an application to review and set aside the Tribunal Decision in this court under case number: 5640/2022 ("**the Review Application**").
20. The Review Application is currently pending before this court and no decision has been made in respect of it.
21. Despite the Review Application, the JSE seeks to enforce the Restatement Decision by imposing sanctions against Trustco to force it into compliance. In a letter dated 13 December 2021, the JSE notified Trustco of its intention to suspend Trustco's listing on the JSE and prevent its shares from being traded ("**the Suspension Decision**"). A copy of the JSE's notice is attached hereto marked **FA2**.
22. Although Trustco objected to the Suspension Decision being implemented, the objection was given short shrift by the JSE. The JSE's response was to reiterate the Suspension Decision. Copies of the correspondence is attached hereto marked **FA3** and **FA4** respectively.



23. In addition, and to confirm its intention to implement unequivocally, the JSE issued a SENS notice informing the market of the intention to suspend Trustco's listing. A copy of the SENS announcement is attached hereto marked **FA5**.

24. The terms of the JSE's ultimatum stated that Trustco's listing would be suspended unless:

4.1 *"should Trustco wish to initiate any legal proceedings, and obtain the relief it deems necessary to obtain, on an urgent basis, in the form of an order from a competent tribunal directing that the implementation of the Suspension Decision is suspended pending the outcome of an application for reconsideration of such decision, such process must be initiated and delivered by 15h00 on Friday, 18 February 2022;*

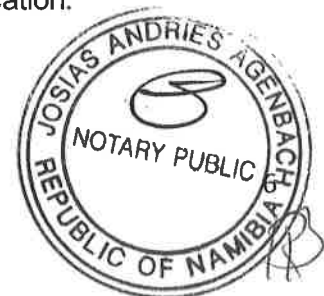
4.2 *upon receipt of such process, the JSE will suspend the implementation of the Suspension Decision until 15h00 on 11 March 2022, to allow for these proceedings of first instance to run their course;*

4.3 *if Trustco does not initiate and deliver any legal process by 15h00 on 18 February 2022, or if it does so, but in any event fails to obtain the appropriate relief by 15h00 on 11 March 2022, the JSE will immediately implement the Suspension Decision without further notice to Trustee".*

25. Trustco immediately filed:

25.1. an application in terms of section 230 of Financial Sector Regulation Act, 9 of 2019 ("**the Act**"), for the reconsideration of the Suspension Decision, ("**the Reconsideration Application**"); and

25.2. an application in terms of section 231 of the Act, read with Financial Services Tribunal Rules 15 to 21, to suspend the Suspension Decision pending the outcome of the Reconsideration Application.



26. On 21 February 2022, the JSE's attorney confirmed that it had been instructed to oppose both applications. A copy of that correspondence is attached hereto marked **FA6**.
27. In response, the Tribunal set the date for the filing of the JSE's opposition as 28 February 2022 and any reply from Trustco by 7 March 2022. The Tribunal's email is attached hereto marked **FA7**.

INTERDICT

28. The JSE has afforded Trustco only until 15:00 on 11 March 2022 to obtain relief in respect of the Suspension Decision. As the Tribunal will only be in receipt of the full set of papers on 7 March 2022, there is a real risk (and indeed a likelihood) that the Tribunal will not have scheduled a hearing and/or made an award before the 11 March 2022 deadline. It is on that basis that Trustco seeks to interdict the JSE pending the outcome of the Review Application.
29. It is apparent from the JSE's ultimatum, and its opposition to the Reconsideration Application as well as the interim suspension, that regardless of the fact that the Review Application is pending and has not yet been determined, it will implement the Suspension Decision.

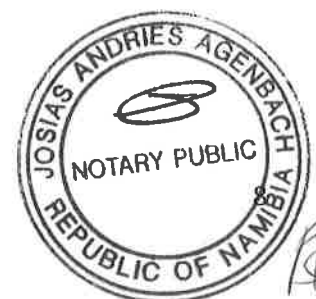
A prima facie right

30. The Review Application is aimed at determining whether or not the Tribunal was correct in upholding the JSE's Restatement Decision. If the Review Application is successful, the JSE's reliance on it is evidently misplaced and the Tribunal Decision will be set aside.



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31. The validity and legality of the Suspension Decision is wholly dependent on the validity and legality of the Tribunal's Decision and can only be enforced if the Tribunal's Decision is enforceable. In those circumstances, there is no basis for the JSE to punish Trustco by implementing the Suspension Decision as the Restatement Decision will effectively have been set aside.
32. Section 236 of the Act expressly recognizes this situation and imposes safeguards against the very situation in which Trustco finds itself. The section permits the decision of the Tribunal to be enforced only if:
- 32.1. no proceedings in relation to the making of the order have been commenced in a court by the end of the period for commencing such proceedings; or
- 32.2. if such proceedings have been commenced, the proceedings have been finally disposed of.
33. Given that Trustco has instituted the Review Application aimed at having the Tribunal Decision set aside, there is an automatic and statutorily prescribed preclusion on the Tribunal Order being implemented or enforced.
34. The JSE seeks to denude Trustco of this right.
35. The JSE's actions also denude Trustco of its right to fair and just administrative action. That right is trammled by the JSE's attempt to mete out sanction as it sees fit as judge, jury and executioner. The process of a review of the Tribunal Decision must be permitted to follow its course before any sanction can be imposed.



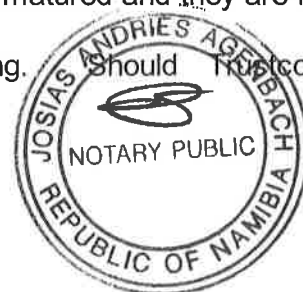
Reasonable apprehension of irreparable harm

36. Trustco has not only an apprehension of harm, but the JSE's statement of intent. The JSE's ultimatum (attached as annexure **FA4** above) makes it plain that the JSE intends to suspend Trustco's listing.
37. The devastating consequence of a listed entity being suspended by the exchange on which it is listed requires no further elucidation. In a free market system, the sentiment of the market alone will devastate Trustco, regardless of the facts and circumstance.
38. In addition to the immense harm that will invariably result from the suspension of any entities listing, there are additional factors which will result in irreparable harm to Trustco, namely:
- 38.1. Disable Trustco's employees from trading in their shares as they receive shares as part of their compensation package and savings initiatives (which for purposes of its commercial attractiveness relies on the liquidity and value of Trustco's share) and Trustco's employees will thus suffer financially;
- 38.2. Cause significant reputational damage to Trustco, particularly in an environment where the market is extremely sensitive when it comes to the transparency with which listed entities conducts business. Taking into consideration that as to date Trustco's external independent auditors, after conducting a thorough audit process, provided Trustco with unqualified reports for a period of 29 years, the latest signed off AFS



that were released to the market and signed off by a JSE independent accredited auditor were 31 January 2022;

- 38.3. Trustco shareholders will be negatively impacted as they will be unable to trade their shares and further face uncertainty as to the value attributable to their shareholding. This, in turn, negatively impacts their own commercial positions and dealings;
- 38.4. Trustco's ability to raise capital for its current and future business operations will be impaired;
- 38.5. Trustco's international stakeholders and funders will be negatively impacted, as a involuntarily suspension of Trustco's shares will automatically create an event of default;
- 38.6. Trustco is currently under a cautionary announcement in respect of a pending transaction. The parties are currently negotiating the terms of the deal and a legal due diligence on Trustco is in progress. Should Trustco be suspended, it is believed that this transaction would not proceed as the party with whom the transaction is envisaged is also a listed entity;
- 38.7. Trustco is currently in the circular process of two transactions. If Trustco's listing is suspended, these transactions will not be implemented as Trustco would be unable to conclude the two circular processes;
- 38.8. One of Trustco's minority shareholder funds matured and they are in the process of distributing their shareholding. Should Trustco be



suspended, it would render any further investments and/or opportunities moot and impossible.

39. Evidently, as made plain above, the immediate imposition of the Suspension Decision will generally have significant adverse financial consequences for Trustco and every person and entity connected to it – regardless of how remote. The sheer impact of this damage is incalculable and will likely devastate Trustco entirely and irreparably.
40. Once that damage has been done, the egg cannot be unscrambled.

Balance of convenience

41. It is important to again reiterate that the matter that served before the Financial Services Tribunal relates to a difference of opinion in the interpretation and application of accounting standards in terms of International Financial Reporting Standards and that there were no wrongdoing or fraud involved by Trustco.
42. If the Review Application is successful, then it would result in there never having been a valid legal basis for the Suspension Decision.
43. If the Suspension Decision is allowed to stand pending the Review Application it would naturally lead to the consequent inability of the market at large and importantly Trustco's current shareholders to trade in Trustco's listed securities.
44. If the Review Application is therefore successful in time, the invalid Suspension Decision will have had significant and irreversible adverse consequences for Trustco, its employees, shareholders and international investors.



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45. The damage that this will cause, in particular the opportunity costs and inability to raise funding, is not capable of being quantified and the damage will be irreparable.

46. In stark contrast to Trustco's position, the JSE suffers no harm or prejudice at all if the Suspension Decision is not immediately implemented. Indeed, a suspension does not protect the market as is the JSE's mandate. In this regard it should be noted that:

46.1. the market is well aware of the JSE's Restatement Decision and the Tribunal's decision in respect of it. Both were conveyed to the market by the JSE and Trustco through a number of SENS announcements;

46.2. Trustco itself has taken steps to ensure that the market participants are fully apprised of the situation by publishing the SENS announcements on its own website. Attached as annexure "FA8" is the latest SENS announcement published by Trustco on Monday 21 February 2022, informing the market of all developments and applications instituted, in respect of the JSE Restatement decision;

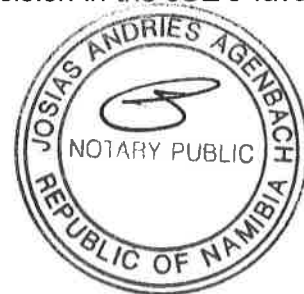
46.3. Trustco's 2021 annual financial statements explain:

46.3.1. Trustco's accounting treatment;

46.3.2. the fact that the JSE has taken issue with it;

46.3.3. the fact of the Restatement Decision; and

46.3.4. the fact that the Tribunal made a decision in the JSE's favour.



47. I attach copies of the relevant pages of these financial statements as **FA9**.
48. To implement the Suspension Decision thus does not create equilibrium in the market or share any new information with market participants. This information is already freely available in the market and has been distributed widely.
49. Moreover, although there has not been a restatement of the Financials in the technical sense of the word, all readers of the Financials will note the effect that these restatements will have if they were to be implemented following the outcome of the Review Application. The market is thus well aware of the potential in either event.
50. The difference between Trustco and the JSE's respective positions is an interpretation of IFRS accounting standards. Despite the wealth of documents filed in various fora, the JSE has not ever pointed to a concrete standard or rule that Trustco has contravened. Indeed, Trustco has not. Importantly, the JSE does not assert or suggest an element of fraud, deceit or manipulation of financial statements.
51. In the circumstances, the balance of convenience overwhelmingly favours Trustco. If the Suspension Decision is implemented, the consequences are dire. On the other hand, the JSE will suffer no prejudice at all. This particularly as the market is already fully informed of Trustco's financial position regardless of the outcome of the Review Application.

No alternate remedy



52. The JSE has already drawn a firm line in the sand. This line ignores the rights conferred on the JSE under both the Act and the Constitution. There is nothing that Trustco can do which is has not already.

53. While Trustco has also sought to suspend the Suspension Decision in an application to the Tribunal, there is no guarantee that the process will be complete before the JSE's deadline.

WHEREFORE, the applicant prays for an order in terms of the notice of motion.



RIAN BRUYNNS

SIGNED and **SWORN** to before me at Windhoek on this the 28th day of **February 2022** by the deponent who has acknowledged that he knows and understands the contents of this affidavit; that he has no objection to taking the prescribed oath and that he considers the prescribed oath to be binding on his conscience.





COMMISSIONER OF OATHS

Full names:
Capacity:
Address:

JOOS AGENBACH
Attorney and Notary of the High Court
of Namibia
37 Schanzen Road, Windhoek
P.O. Box 86435, Eros, 10009, Windhoek
Republic of Namibia

THE FINANCIAL SERVICES

TRIBUNAL

CASE NO.: JSE1/2021

TRUSTCO GROUP HOLDINGS LIMITED

APPLICANT

and

JSE LIMITED

RESPONDENT

Tribunal: LTC Harms (chair), Adv Soraya Hassim SC and Attorney Zama Nkubungu-Shangisa

For the applicant: Advv KW Lüderitz SC and MJ Cooke instructed by Norton Rose Fulbright

South Africa Inc

For the respondent: Advv Ian Green SC and Jason Mitchell instructed by Webber Wentzel

Virtual hearing: 2 November 2021

Date of decision: 22 November 2021

Summary: JSE listing requirements – financial statements – reconsideration of non-compliance with IFRS – form and substance – change of use of land



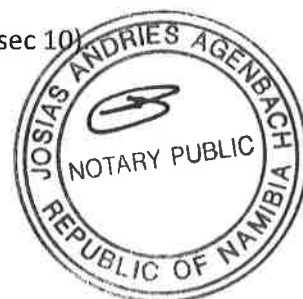
DECISION

INTRODUCTION

- 1 The applicant, Trustco Group Holdings Ltd, is a Namibian company which is registered as an external company and is listed as an issuer on a local stock exchange, the JSE Ltd ('the JSE'), the respondent.
- 2 TrustCo applies for the reconsideration of a decision, which is in the form of a directive, by the JSE. The application is in terms of sec 230 of the Financial Sector Regulation Act 7 of 2019 (the 'FSR Act').
- 3 The JSE found that the group annual financial statements for the year ending 31 March 2019 and the interim results for the six months ending 30 September 2019 did not, in material respects, comply with the International Financial Reporting Standards ('IFRS'), and it instructed TrustCo to restate the statements and results by correcting them. TrustCo is aggrieved by the decision, insisting that its accounting complied with the IFRS.

THE LISTING REQUIREMENTS

- 4 The JSE is a 'licensed exchange' as defined in the Financial Markets Act 19 of 2012. It must, inter alia, issue exchange rules; supervise compliance by its authorised users with the exchange rules and exchange directives; and enforce the exchange rules, listing requirements and exchange directives (sec 10)



5 Section 3 of its Listing Requirements imposes continuing obligations, including those relating to their financial statements, on listed companies.

6 The annual financial statements in terms of para 8.62 (inter alia):

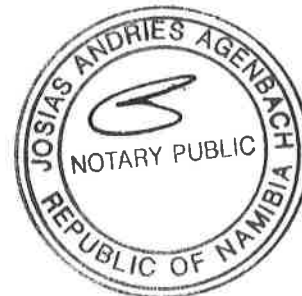
- *must be prepared in accordance with (a) IFRS and the SAICA [the SA Institute of Chartered Accountants] Financial Reporting Guides as issued by the Accounting Practices Committee and (b) Financial Pronouncements as issued by Financial Reporting Standards Council;*
- *must be audited;*
- *must be in consolidated form if the listed company has subsidiaries; and*
- *must fairly present the financial position, changes in equity, results of operations and cash flows of the group.*

7 Paragraphs 8.66 and 8.67 deal with FRIP (the Financial Reporting Investigations Panel):

The JSE and SAICA have formed a panel to be known as the Financial Reporting Investigations Panel to consider complaints and to advise the JSE in relation to compliance by issuers with IFRS and the JSE's required accounting practices (in terms of the Listings Requirements). If, after receiving advice from the FRIP, the JSE finds that an issuer has not complied with any of the above, the JSE will be able, in its sole discretion:

(a) to censure such issuer in accordance with the provisions contained in Section 1 of the Listings Requirements; and

(b) instruct such issuer to publish or re-issue any information the JSE deems appropriate.



In addition, the JSE will refer any such non-compliance to SAICA, the IRBA or any other relevant professional body.

- 8 This should be read in with the charter of the FRIP Panel. The Panel consists of the Chairman, and fifteen members representing preparers, auditors, academics and users of listed entities' financial statements.
- 9 The function of the Panel is to advise the Issuer Regulation Division of the JSE in relation to alleged cases of non-compliance with the financial reporting requirements which have been referred to the Panel by the Division. The Division considers the advice of the Panel and takes such action that it deems appropriate.
- 10 The JSE, before issuing the instruction under consideration, complied with the procedure prescribed.

THE CONTEXT OF THE RECONSIDERATION APPLICATION

- 11 The JSE is a 'market infrastructure' as defined in the FSR Act. It is a 'decision-maker' and its decisions fall under the definition of 'decision' in sec 281(c). They are subject to reconsideration by this Tribunal under sec 230(1). Apart from dismissing the application or setting the order aside and refer the matter back to the JSE, the Tribunal may substitute the decision with its own decision (sec 234(1)(b)).
- 12 There was some confusion during argument about the nature of reconsideration proceedings. They are not motion proceedings subject to Uniform rule 6 and the notorious *Plascon-Evans* rule; they are not appeals; and they are concerned with result more than reasons.¹

¹ Cf *Tecmed Africa (Pty) Ltd v Minister of Health and another* [2012] 4 All SA 179 (SCA) at para 17.



13 We said this before and quote it again for convenience:²

Although we have before stated our position clearly, it appears that we have to do it again. Our position is, as it was with the then Appeal Board of the Financial Services Board, when the judgment in *Nichol and Another v Registrar of Pension Funds and Others* [2006] 1 All SA 589 (SCA), 2008 (1) SA 383 (SCA) was delivered. The Court pointed out that the Appeal Board was a specialist and independent tribunal as contemplated in sec 34 of the Constitution:

It has very wide powers on appeal, including the power to confirm, set aside or vary the decision of the Registrar against which the appeal is brought; to refer the matter back for consideration or reconsideration by the Registrar in accordance with such directions as the Board may lay down; or to order that its own decisions be given effect to. In addition, it is empowered under section 26(2A) to grant interim relief by suspending the operation or execution of the decision appealed against and, under section 26(14), it can make an appropriate order as to costs. The Appeal Board therefore conducts an appeal in the fullest sense – it is not restricted at all by the Registrar’s decision and has the power to conduct a complete rehearing, reconsideration and fresh determination of the entire matter that was before the Registrar, with or without new evidence or information.

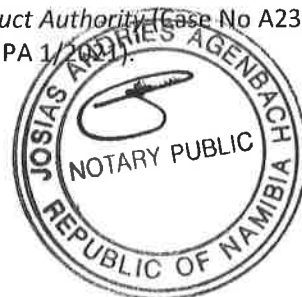
In short, this Tribunal is not much different, and it exercises an appeal jurisdiction of the first category referred to in *Tikly v Johannes NO 1963 (2) SA 588 (T) 590*.

14 We also explained in another context (omitting inapplicable considerations):³

Although the Tribunal is an ‘expert’ tribunal, it obviously is less qualified than the PA [read: the JSE] to make multi-faceted and polycentric decisions The following

² *MET Collective Investments (RF) (Pty) Ltd v Financial Sector Conduct Authority* (Case No A23/2019).

³ *Niemiec and others v Constantia Insurance Co Ltd and Ano* (Case PA 1/2007).



dictum in *Staufen Investments (Pty) Ltd v The Minister of Public Works, Eskom Holdings SOC Ltd & Registrar of Deeds, Cape Town* (200/2019) [2020] ZASCA 18; [2020] 2 All SA 738 (SCA); 2020 (4) SA 78 (SCA) . . . appears to be apposite:

‘it is important to note that the first respondent’s decision was a multi-faceted and polycentric decision requiring ‘. . . an equilibrium to be struck between a range of competing interests and considerations and which is to be taken by a person or institution with specific expertise in that area . . .’ An evaluation as to whether an expropriation was expedient would necessarily lie within the domain of the expropriating authority. Although not immune from judicial review it was a decision to which the principle of ‘deference’, which required that the decision should be ‘shown respect by the courts’, applied.’

THE SUBSTANCE VERSUS FORM ISSUE

- 15 Mr Lüderitz, for TrustCo, submitted that the essence of the loan issues lies in the JSE’s insistence on substance over form.
- 16 We shall assume that, by defining the case in these terms, counsel did not concede by implication that if substance trumps form, the decision of the JSE in respect of the loan issues was correct.
- 17 Counsel and his expert take issue with the following statement by the JSE in its further reasons:

Trustco's approach in the application is to focus on the form of the relevant transactions and decisions that underly the matter. It carefully dissects each transaction into its component steps, and then justifies its accounting treatment with reference to these individual components, while criticising the JSE for adopting the broader approach that it did.



What Trustco ignores is that IFRS requires financial statements to be a faithful representation of the underlying economic substance and events.

This means that financial statements must consider the economic substance and financial reality of the underlying transactions, and not merely their legal form.

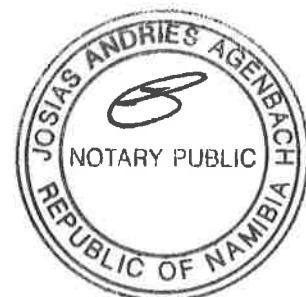
18 The substance/form issue was formulated in both the FRIP report and the reasons for decision of the JSE. TrustCo dealt with the matter generally, alleging that

it is apparent that the FRIP / JSE took an overarching theoretical and not case specific view to support a type of substance over form argument without taking into account the actual facts which supported Trustco and its JSE accredited IFRS advisors' decision in relation to the specific accounting treatment of the Van Rooyen Loans.

19 It was raised in detail in its augmented grounds by means of an expert report of Mr Tapiwa Njikizana, who is a director of a firm accredited by the JSE to act as IFRS advisor.

20 Since Mr Njikizana acted as advisor of TrustCo in relation to the accounting the entries that form the basis of the JSE's decision under attack, he cannot be said to be entirely objective. The main problem is that his report contains a mix of allegation of fact, interpretation and adjudication and therefore transgresses the limits of 'expert evidence'.

21 Counsel submitted that the erstwhile auditors (according to FRIP, there were two firms) of TrustCo, who had signed off the financials, shared his view. The problem with the submission is that one does not know what they considered because they did not, in these proceedings, seek to justify their audit. In any event, one of the purposes of a FRIP report is to enable the JSE to decide whether to report an auditor to the professional body.



22 Against Mr Njikizana's opinion we have the opinion of the JSE, the opinion of Professor Maroun, and the opinion of the FRIP panel (constituted as explained above).

23 Numbers do not count, reasons do.

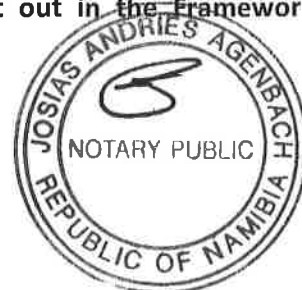
24 If Mr Njikizana's conclusion were that form trumps substance, accounting would be the only discipline we know of with that approach. Not even Picasso would have agreed. Fortunately, that is not what he says. The essence of his argument is that substance is 'baked into' the IFRS standards and once one complies with the standards, the form determines substance:

There is therefore a built-in presumption within IFRS that by applying the requirements of the standards, an entity will achieve a fair representation, meaning that the financial statements will faithfully represent the financial effects of transactions. Put differently, where an entity has referred to no information other than the requirements set out in the IFRS applicable to it, it shall be able to present financial statements that fairly represent its affairs (para 15).

25 Mr Njikizana relies chiefly in support of this conclusion on IAS1, which he says is an important paragraph because it is in bold in the original. It reads (with his emphasis here indicated by means of underlining):

"Fair presentation and compliance with IFRSs

15 Financial statements shall present fairly the financial position, financial performance and cash flows of an entity. Fair presentation requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the Framework. The



application of IFRSs, with additional disclosure when necessary, is presumed to result in financial statements that achieve a fair presentation.”

- 26 The underlined sentence does not state what he says. The presumption only arises when the necessary disclosure has been made and then it is only a presumption of fair presentation. Presumptions remain presumptions, and the decision whether additional disclosure was required is not something that cannot be reassessed by the JSE.
- 27 In addition, the opinion did not take account of the Listing Requirement 8.62 referred to earlier. It regards fair presentation as a requirement separate and additional to IFRS rules.
- 28 The JSE, in emphasising substance over form, referred to the Conceptual Framework.⁴ Its status and purpose are as follows:

SP 1.1: The Conceptual Framework for Financial Reporting (Conceptual Framework) describes the objective of, and the concepts for, general purpose financial reporting. The purpose of the Conceptual Framework is to:

(a) . . .;

(b) . . .; and

(c) assist all parties to understand and interpret the Standards.

SP 1.2: The Conceptual Framework is not a Standard.

SP 1.3: Nothing in the Conceptual Framework overrides any Standard or any requirement in a Standard.

⁴ Conceptual Framework for Financial Reporting Issued by the International Accounting Standards Board.



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29 It is unnecessary to refer to the detail of the Framework and it suffices to quote para 2.12:

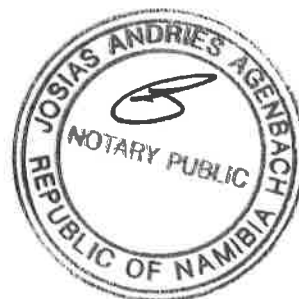
Financial reports represent economic phenomena in words and numbers. To be useful, financial information must not only represent relevant phenomena, but it must also faithfully represent the substance of the phenomena that it purports to represent. In many circumstances, the substance of an economic phenomenon and its legal form are the same. If they are not the same, providing information only about the legal form would not faithfully represent the economic phenomenon (see paragraphs 4.59–4.62).

30 TrustCo submitted that the JSE, in requiring that financials must be a faithful representation of the underlying economic substance and events, elevated the Framework to a standard and overrode the requirements of IFRS. (It is unclear whether TrustCo thereby suggests that financials may provide an inaccurate representation of the underlying substance and events by, for instance, ignoring simulation.)

31 We disagree and hold that the JSE used the Framework to understand and interpret the IFRS. As Prof Maroun explained:

The CFW [the Framework] is not itself an IFRS and does not override a requirement of the IFRS (CFW, SP1.2). It does, however, underpin the development of IFRS and inform how the standard-setter, which prepared IFRS, developed and interpreted the provisions of specific IFRSs (CFW, SP1.5). In addition, the use of the CFW to inform any analysis is supported by the following:

The CFW provides details on what is meant by "substance over form" which is referred to in certain of the individual IFRSs.



The CFW must be referred to when IAS 8 is used to develop an accounting policy, because a specific IFRS does not deal with a transaction (see IAS 8, para 10-11).

More generally, IAS 1 (which is part of IFRS) requires financial statements to achieve 'fair presentation' and provide a 'faithful representation of the effects of transactions, other events and conditions' (IAS 1, para 15).

32 We find the opinion of Prof Maroun expressed as a chartered accountant convincing and logical for us as lawyers. We quote in redacted form:

The accounting standards are used by accountants to prepare financial statements which faithfully represent the economic substance of a transaction, or group of transactions.

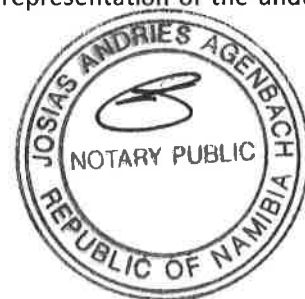
The economic substance, as assessed by an accountant or auditor, may differ from the legal conclusions reached by a lawyer when interpreting a transaction, or group of transactions.

Differentiating between economic substance and form would capture a transaction which is a simulation or sham, but it can also inform the accounting for entirely honest transactions.

For the purpose of applying IFRS, "substance over form" is an accounting concept which is specific to financial accounting. It is not a legal concept that is dictated by the assessment of whether a contract is a sham or not.

"Substance over form" requires the underlying economics of a transaction to be considered, including how the facts and circumstances affect the amount, timing and certainty of the resulting cash flows and entity-specific values (see, for example, the Conceptual Framework for Financial Reporting ("CFW") which underpins the IFRS at paragraphs 2.6- 2.19; IAS 16, para 25, IFRS 9, para 3.3.2 & IFRS 16 para B2).

IFRS requires financial statements to be a faithful representation of the underlying economic phenomena and events.



33 Once one accepts that, the detail of the Framework, relied on by Prof Maroun (para 12), follows as a matter of logic, and one would have reached the same conclusion without reference to it relying on the underlying universal principle of transparency and the purpose of financial statements of companies. This is confirmed by sec 29(1) of the Companies Act 71 of 2008:

If a company provides any financial statements, including any annual financial statements, to any person for any reason, those statements must—

(a) satisfy the financial reporting standards as to form and content, if any such standards are prescribed;

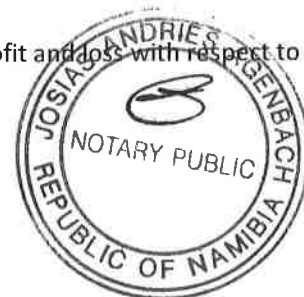
(b) present fairly the state of affairs and business of the company, and explain the transactions and financial position of the business of the company.

34 Mr Lüderitz, accordingly, mischaracterised the JSE's analysis and reasons by submitting that the JSE 'merely dislikes TrustCo's accounting treatment' of the transactions, and that the JSE without finding any material breach or irregularity 'merely asserts that it would have done it differently' or 'from a different perspective'. Whether the JSE was correct in its conclusion is the issue to which we now turn.

THE FIRST LOAN ISSUE

35 The decision of the JSE was as follows:

Trustco has not complied with the International Financial Reporting Standards in that: Trustco's annual group financial statements for the year ending 31 March 2019 ("the Group AFS") recognised a NAD545.6 million gain in profit and loss with respect to the



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waiver by Dr Quinton van Rooyen of an initial loan by Dr van Rooyen to Huso Investments (Pty) Ltd ("Huso") as a financial liability.

- 36 The consequent direction was that –
- Trustco must restate the Group AFS making the following correction: reversing the NAD545.6 million gain previously recognised in profit and loss and recognising this 'credit amount' to reduce the common control reserve initially recognised in equity as a result of the Huso acquisition.
- 37 The underlying transaction is the acquisition by TrustCo of another company, Huso Investment (Pty) Ltd. Dr Quinton van Rooyen was and is the majority shareholder of TrustCo and was the sole shareholder of Huso Investment.
- 38 The JSE accepted that the acquisition was a common control transaction, for which there is no current IFRS, which brings one to IAS 8 paragraph 10, which reads:

In the absence of an IFRS that specifically applies to a transaction, other event or condition, management shall use its judgement in developing and applying an accounting policy that results in information that is:

(a) relevant to the economic decision-making needs of users; and

(b) reliable, in that the financial statements:

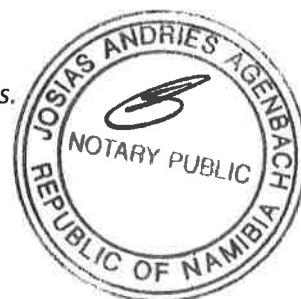
(i) represent faithfully the financial position, financial performance and cash flows of the entity;

(ii) reflect the economic substance of transactions, other events and conditions, and not merely the legal form;

(iii) are neutral, ie free from bias;

(iv) are prudent; and

(v) are complete in all material respects.



39 Paragraph 11 states:

In making the judgement described in paragraph 10, management shall refer to, and consider the applicability of, the following sources in descending order:

(a) the requirements in IFRSs dealing with similar and related issues; and

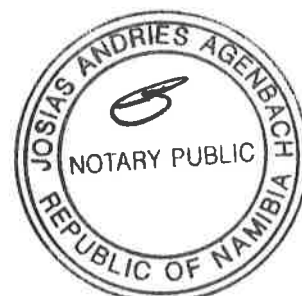
(b) the definitions, recognition criteria and measurement concepts for assets, liabilities, income and expenses in the Conceptual Framework for Financial Reporting (Conceptual Framework).

40 And para 12 provides:

In making the judgement described in paragraph 10, management may also consider the most recent pronouncements of other standard-setting bodies that use a similar conceptual framework to develop accounting standards, other accounting literature and accepted industry practices, to the extent that these do not conflict with the sources in paragraph 11.

41 It is consequently necessary to consider the facts to establish, inter alia, whether the financials (i) represent faithfully the financial position, financial performance and cash flows of the entity and (ii) reflect the economic substance of transactions, other events and conditions, and not merely the legal form. We therefore set out the facts substantially as recorded by TrustCo in its reconsideration application.

42 As mentioned, Dr van Rooyen is the majority shareholder of TrustCo and was also the sole shareholder of Huso Investments. To fund Huso Investments' operations, he advanced NAD 546 million to TrustCo Resources and Huso Investments and its



subsidiaries. The loans were structured so that their repayment was entirely within the discretion of the borrowers.⁵

43 Given the repayment terms, the loans were recorded as equity loans in the books of the borrowers.

44 During 2015, TrustCo agreed to acquire Huso Investments in terms of a sale of shares agreement. The structure of the acquisition was that TrustCo, through TrustCo Resources, would acquire the entire shareholding in Huso Investments from Dr van Rooyen. The effective date was 30 September 2015, and the agreement was subject to conditions precedent. The purchase consideration was 'payable' by an issue of TrustCo shares at NAD 4.69 per share, the major portion over nine years mainly determined with reference to agreed annual EBITDAASA targets in each year.

45 The Huso Loan was not affected by the sale and the initial accounting treatment of the Huso Loan, as an equity loan, was not altered.

46 The conditions precedent could not be fulfilled, and the parties concluded an addendum to the Share Purchase Agreement on 17 December 2016 (A506), which provided inter alia that the purchase consideration would be determined by new specific financial performance targets (i.e., EBITDAASA).

47 During March 2018 (A572), the terms of the Huso Loan were changed: repayment was no longer at the discretion of the borrowers but was due within the following twelve-month period.

⁵ References to Huso and the loan include the subsidiaries and the loans to them.



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48 It was not suggested that Huso had the ability to pay in terms of the new arrangement, and the change was not motivated.

49 As a result of this change, the accounting treatment of the Huso Loan changed in the books of Huso Investments from equity to a liability.

50 The Huso Transaction became effective on 4 September 2018, and the shares of Huso Investments were acquired by TrustCo Resources and, in turn, by TrustCo.

51 Dr van Rooyen elected to waive repayment of the Huso Loan of some NAD 546 on 30 September 2018 – 26 days after the effective date.

52 The waived loan amount affected the EBITDAASA and made the ‘purchase price’ by means of shares payable. In other words, through the waiver of the loan, Dr van Rooyen’s shareholding in TrustCo increased.

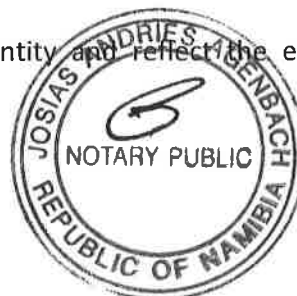
53 TrustCo, as ultimate holding company, had to account for the acquisition in the group financials for the year ending 31 March 2018.

54 In so doing, TrustCo “merely” recorded the Huso Loan as it had been reflected in the books of Huso Investments as at the acquisition date, namely as a financial liability and not as an equity loan; and the effect of the waiver was reflected as a gain in profit and loss.

55 It is this representation that gave rise to the JSE’s directive stated earlier.

56 TrustCo, in its reconsideration application (para 36), describes the transaction as ‘peculiar and novel’, which it is doubtlessly.

57 The JSE queried the financial rationality of the transaction, but TrustCo chose to ignore the question, as did counsel during the hearing. This pertinently raises doubts as to whether the financials represent faithfully the financial position, financial performance and cash flows of the entity and reflect the economic



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substance of transactions, other events and conditions, and not merely the legal form.

58 The question, accordingly, is whether the loan reclassification, waiver and acquisition transaction (the application par 41 uses the singular) should be treated as separate and distinct transactions. TrustCo says yes, relying principally on the dates of the transactions.

59 The JSE's assessment, in brief, was the following:

Your assertion that the Trustco Group and QvR should be viewed independent of one another is contrary to the accounting policy that was adopted by the Group when it acquired control of the Huso Group - namely a business combination under common control. To claim that the Huso acquisition was a common control transaction takes the view that Trustco is part of a larger reporting entity under the control of QvR. That being the viewpoint, the waiver of a "financial liability" a mere 26 days after the acquisition date by the common shareholder should be viewed in its holistic sense. The additional information that came to light (in the form of the loan waiver) was relevant to the entire transaction and should have been considered as part of the "acquisition date" accounting.

This is further demonstrated by the fact that the "loan" (by QvR to Huso) was not classified as a financial liability at the time that the transaction was voted on by Trustco shareholders (in October 2015 and June 2017).

Furthermore, it is not clear why (in the absence of definitive guidance regarding business combinations under common control) an accounting policy based on UK GAAP was developed rather than an accounting policy based on IFRS 3. The Huso acquisition led to a debit of N\$3.9bn being recognised in equity at the acquisition date.



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Subsequently a gain/ credit of N\$546m was recognised in profit and loss when the 'financial liability' was waived 26 days later. It is not clear how the above accounting outcome leads to more relevant and reliable information being presented (IAS 8.10) than if an accounting policy aligned to IFRS 3 had been applied?

60 Reverting to IAS 8, quoted earlier, TrustCo had to develop an accounting policy based primarily on the requirements in IFRSs dealing with similar and related issues. Although IFRS 3 does not apply, it deals with 'similar and related issues.' The next stop is the Framework, which (as discussed) the applicant seeks to avoid. The third stop (IAS 8.12) does not include repealed UK GAAP provisions.

61 To summarise (relying on Mr Green's argument),

- in Huso's financial statements, the loan was initially classified as equity.
- By the time Trustco acquired Huso, though, the first loan had been reclassified as a liability.
- This was not disclosed to the Trustco shareholders.
- The sale of shares agreement for the purchase of the Huso shares included an EBITDAASA-based earn-out mechanism in favour of Dr van Rooyen (or his investment vehicle, Next Investments (Pty) Ltd), in terms of which Trustco shares were to be allotted if profit thresholds were met.
- 26 days after Trustco acquired the Huso shares, Dr van Rooyen forgave the first Huso loan and released Huso from all its obligations in relation to the first loan.
- Consequent on the first loan being forgiven Trustco then recognised a substantial gain of N\$546 million in its 2019 annual financial statements.



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- The conversion of the first loan from equity to liability and its subsequent forgiveness converted what was otherwise a loss-making resources segment to a profit, which also triggered the earn-out mechanism in Dr van Rooyen's favour.
- Despite several opportunities, neither Dr van Rooyen nor Trustco has offered a commercial rationale for forgiving the first loan.

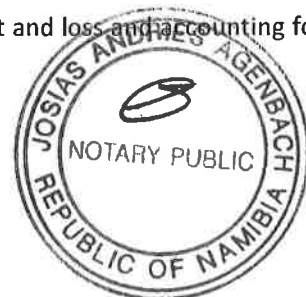
62 TrustCo did not allege, nor did it argue (as mentioned), that the the transaction was, as a matter of substance not a composite transaction or that the financials reflect the substance of the transaction.

63 The answer to the question put is that, on balance, the loan reclassification, waiver and acquisition transaction(s) should not have been treated as separate and distinct transactions in order to reflect their economic substance and not merely their legal form. This means that the reconsideration application relating to the first loan is dismissed.

THE SECOND LOAN

64 Much of what was said about the first loan is applicable. The JSE determined that TrustCo has not complied with the International Financial Reporting Standards in that the interim results for the six months ended 30 September 2019 ("the Interim Results") recognised a NAD 1 billion gain in profit and loss with respect to the waiver by Dr van Rooyen of a subsequent loan of NAD1 billion by Dr van Rooyen to Trustco as a financial liability.

65 The JSE accordingly issued the instruction that TrustCo must restate the Interim Results making the following corrections: Reversing the NAD1 billion gain previously recognised in profit and loss and accounting for this



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as a transaction with an equity participant, i.e., recognising the credit directly in equity.

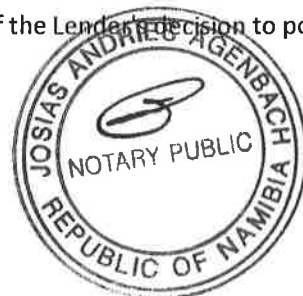
66 In summary, as Mr Green pointed out, Dr van Rooyen advanced a second loan of up to NAD1 billion to Trustco during 2017. After eight months he waived/forgave this loan too, resulting in a NAD1 billion gain which was recognised by TrustCo in its September 2019 interim results and September 2020 financial statements. Here too, neither Dr van Rooyen nor Trustco offered a commercial rationale for forgiving the second loan. As with the first loan, this waiver/forgiveness triggered the earn out provisions in terms of the Huso sale of shares agreement and Dr van Rooyen or his investment vehicle, benefited handsomely from the allocation of Trustco shares.

67 The loan agreement (A 576) of October 2018 is, on its face, what the title states. It provided for a loan, payable in cash, in (or up to – clause 3.3) an amount of NAD 1 billion before 30 June 2019. It was to be an unsecured sub-ordinated shareholder's loan to TrustCo. Its effective date was to be the date on which the first payment is received by the borrower. It bore interest on any outstanding amount at the prime interest rate compounded monthly. Interest was monthly payable as from the effective date. The due date for repayment was 31 March 2024.

68 The lender had a conversion option, namely, to receive repayment of the capital amount in tranches, the first of being for the the first quarter of 2020.

69 Clause 7.3 is significant and also 'peculiar and novel'. It reads:

During the term of the Loan, the Lender, in its sole discretion, have the right and may elect to postpone or write-off any portion of the Capital Amount. The Lender would give 30 (thirty) days' notice to the TrustCo board of the Lender's decision to postpone



or write-off the Capital Amount or any portion thereof which was on lend to the Borrowers subsidiaries or operating segments. The Borrower would be obligated to align the Capital Amount accordingly to reflect the Lender's decision in the Borrower's subsidiaries or operating segments.

70 The object of the last sentence of the clause was that the resources segment of Trustco would make a profit due to a waiver (without which it would have made a loss) the EBITDASA targets would be triggered and Trustco shares would be issued to Dr van Rooyen under the Huso share sale agreement.

71 The effective date of the loan was 29 March 2019, two days before the end of the financial year, when Dr van Rooyen settled a TrustCo obligation. The balance of the 1 billion was advanced during the period 1 April and 30 September.

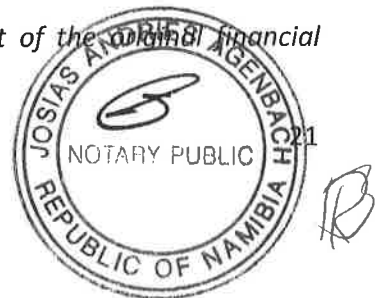
72 The waiver was, apparently on 30 September 2019, and was notified by a SENS announcement early in October.

73 The effect of the waiver on the interims was that the carrying amount of the financial liability (the loan amount) was derecognised and the amount was recognised in profit and loss as a gain.

74 TrustCo relied in this regard on IFRS 9 para 3.3:

1.3.1 *An entity shall remove a financial liability (or a part of a financial liability) from its statement of financial position when, and only when, it is extinguished—ie when the obligation specified in the contract is discharged or cancelled or expires.*

1.3.2 *An exchange between an existing borrower and lender of debt instruments with substantially different terms shall be accounted for as an extinguishment of the original financial*



liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the debtor) shall be accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

1.3.3 The difference between the carrying amount of a financial liability (or part of a financial liability) extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, shall be recognised in profit or loss.

75 The findings of the JSE that the result of the waiver was pre-determined by the terms of the loan and that the loan was in substance an equity contribution rather than a debt/liability instrument are not in dispute. In other words, although its treatment of the waiver was formally in order, the presentation was in substance untrue.

76 The JSE's reasoning is relied on and for the sake of completion quoted in redacted form (A360 et seq):

- QvR [Van Rooyen] appears to have been acting as a shareholder (as opposed to a lender) when waiving the second loan.
- The waiver led to the issue of TrustCo shares to QvR because of triggering the EBITDAASA earn-out clause.



- The ability to relieve a counterparty of the obligation to repay a loan is a common right in any debt agreement and the explicit inclusion of this right is unusual.
- The loan was always designed to cause a benefit in Trustco's resources sector, which is where the contingent share obligation for the benefit of QvR was located.
- The reference to the right to waive in the SENS announcement of 8 October 2018 and how any waiver was to be recognised by the TrustCo Group 'suggests' [indicates that it is likely] that the future waiver was predetermined.
- The SENS announcement was specific as to how any 'waiver benefit' would be required to be passed down to operating segments of the TrustCo Group. This also suggests [indicates that it is likely] that the future waiver was predetermined.
- The timing of the loan: The market was informed about the loan approximately one month after the Huso acquisition was effected. The first loan from QvR was waived by 30 September 2018. Considering the explicit inclusion of a right to waive the loan, this suggests [indicates that it is likely] that QvR [always] intended to waive the loan as he had with the first loan.
- There is no reasonable commercial rationale for why Dr van Rooyen (in his capacity as lender) would forgo the receipt of capital and interest payments related to a 5-year loan a mere 9 months after the loan had been initiated without some form of compensation.

77 TrusCo does not dispute that the waiver was predetermined and the application in respect of the second loan is consequently dismissed.



THE PROPERTY ISSUE

78 The JSE found that

TrustCo had not complied with the International Financial Reporting Standards in that its annual group financial statements for the year ending 31 March 2019 reclassified certain properties in the Elisenheim development from inventory to investment property and thereby recognising a NAD693 million gain (presented as revenue of NAD984 million and cost of sales of NAD 91 million in profit and loss).

79 It consequently instructed

TrustCo to restate the Group AFS by reversing the reclassification of the Elisenheim properties (incorrectly reclassified to investment properties) and consequently reversing the NAD693 million gain (presented as revenue of NAD984 million and cost of sales of NAD91 million from profit and loss).

80 TrustCo explained that the issue concerns 1,186.2387⁶ hectares of land acquired for development as residential property. The land was held as inventory in accordance with IAS 2:

Inventories are assets:

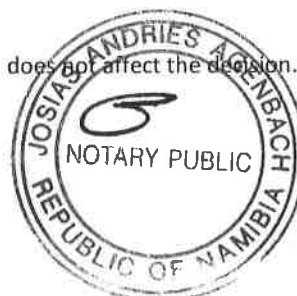
(a) held for sale in the ordinary course of business;

(b) in the process of production for such sale; or

(c) in the form of materials or supplies to be consumed in the production process or in the rendering of services.

81 A portion of the land was developed for residential purposes. However, in 2018 TrustCo experienced a slow-down in demand and most of the land stood vacant

⁶ There may be typos in the record about the placing of the commas but that does not affect the decision.



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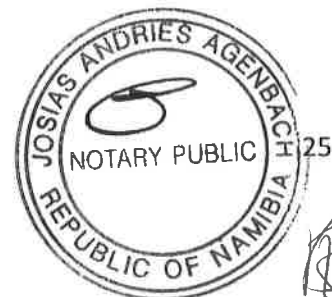
and undeveloped. Reflecting on this wasted use of the land, the directors of TrustCo resolved during March 2019 to effectively: retain 356.3603 hectares, which would no longer be held for purposes of development and sale in the ordinary course of business; cease all works in relation to the development of the identified portion of the property for the purposes of a sale in the ordinary course of business; and the identified portion of land was to be held as a long term investment for capital appreciation.

82 'Given the board's decision to change the purpose of the land', TrustCo said, it applied IAS 40 to reclassify the land for accounting purposes.

83 IAS 40.57 stipulates that:

'An entity shall transfer a property to, or from, investment property when, and only when, there is a change in use. A change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. In isolation, a change in management's intentions for the use of a property does not provide evidence of a change in use. Examples of evidence of a change in use include:

- (a) commencement of owner-occupation, or of development with a view to owner-occupation, for a transfer from investment property to owner-occupied property;*
- (b) commencement of development with a view to sale, for a transfer from investment property to inventories;*
- (c) end of owner-occupation, for a transfer from owner-occupied property to investment property; and*



(d) inception of an operating lease to another party, for a transfer from inventories to investment property".

84 The accounting consequences of a change in use are set out in IAS 40.63:

For a transfer from inventories to investment property that will be carried at fair value, any difference between the fair value of the property at that date and its previous carrying amount shall be recognised in profit or loss.

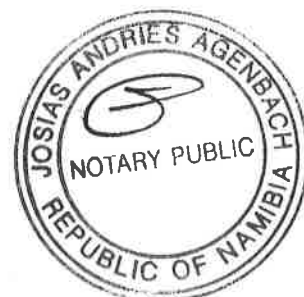
The factual consequences of the application of IAS 40.63 have been set out in the decision of the JSE quoted earlier.

85 TrustCo's submits that

The examples in IAS 40.57 are not exhaustive. The critical factor influencing the appropriate accounting treatment and valuation is the intention for which the property is held. IAS 40 then prescribes that land held at cost and then reclassified as investment property must be valued at fair value.

86 Its second submission is that objective factors (the outward manifestation of the board's decision) evince TrustCo's change in intention. These include cessation of all development activity related; decommissioning of the development plans; and cessation of associated activities such as planning, contracting and obtaining regulatory approval. The details and underlying documents were supplied.

87 Although the examples given are, as submitted, nothing more than examples, they are all instances of 'a change in use'. There is no evidence of a change in use in relation to the property. One would at least have expected something approximating items (c) and (d). The properties are undeveloped and vacant and continue to be vacant and undeveloped.



88 Concerning the submission that 'the critical factor is the intention for which the property is held', one is here concerned with a change in use and not the original intention. The submission ignores the express statement that *in isolation, a change in management's intentions for the use of a property does not provide evidence of a change in use.*

89 In any event, the expressed intention (apart from the intention to change the accounting), reflected in the minutes of the Board, was the following and belies the submission:

The current economic slowdown in the property market has forced the Group to reconsider its development timetable in order to optimally allocate resources and maximise its return on its investments. Based on this review a decision was taken to defer various development projects.

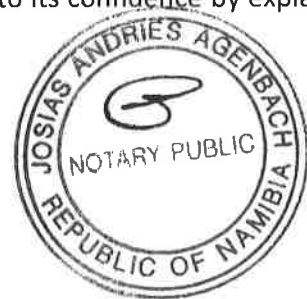
90 A different timetable and a deferment of projects do not amount to a change in use. That leaves the objective factors. As the JSE held, these facts are neutral and are equally consistent with a delayed implementation of the use of the property as per its initial classification (A365).

CONCLUSION

91 It is, in view of our conclusion, unnecessary to deal with all the issues raised, and the application stands to be dismissed.

92 Both parties have asked for costs, which means that both parties consider that exceptional circumstances, as required by sec 234(2) of the FSR Act, are present.

93 The JSE is the successful party. We agree with its counsel that TrustCo's repeated failure to take the FRIP, the JSE, and the Tribunal into its confidence by explaining



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the economic rationale for Dr van Rooyen's waivers of the loans amounts to exceptional circumstances.

94 A fair assessment would be to order TrustCo to pay half the costs of the JSE.

ORDER:

- A. The application for reconsideration is dismissed.
- B. The applicant is ordered to pay 50% of the respondent's costs, such costs to include the costs of two counsel on the High court scale and which is to be taxed by the Taxing Master or a taxing practitioner agreed to by the parties.

Signed on behalf of the Tribunal on 22 November 2021.



LTC Harms



13 December 2021

Ref: 111246/19-4/SC

The Company Secretary

Trustco Group Holdings Limited

Johannesburg
Stock Exchange

One Exchange Square
Gwen Lane
Sandown, South Africa
Private Bag X991174
Sandton 2146

Tel: +27 11 520 7000
Fax: +27 11 520 8584

www.jse.co.za

Via Email: C/O dsteinbuch@vunanicapital.co.za

Dear Sir/ Madam

TRUSTCO GROUP HOLDINGS LIMITED ("TRUSTCO"): SUSPENSION OF LISTING OF SECURITIES

1. We refer to the following:

1.1 our letter of 3 December 2021, in which Trustco was informed that due to its non-compliance with the Listings Requirements, the decision of the JSE in its letter of 11 November 2020 (which was confirmed by Financial Services Tribunal) ("**the JSE Decision**") and the decision of the Financial Services Tribunal itself, upholding the JSE Decision, dated 22 November 2021 ("**the FST Decision**"), the JSE was considering suspending the listing of Trustco's securities ("**the proposed suspension**"); and

1.2 the letter from Norton Rose Fulbright to the JSE, on Trustco's behalf, dated 7 December 2021 in response to the JSE's above letter ("**the NRF letter**").

2. It is necessary to record at the outset that the NRF letter is incorrect in contending that the JSE has already decided to suspend the listing of Trustco's shares. It is plain that the JSE expressly invited Trustco in its letter to "*make written representations to the JSE as to why such a suspension should not be affected.*" The JSE therefore sought in express terms Trustco's views in relation to why the proposed suspension should not be confirmed, and the NRF letter unfortunately proceeds from the wrong premise insofar as it assumed that the JSE already decided to suspend the listing of Trustco's securities.

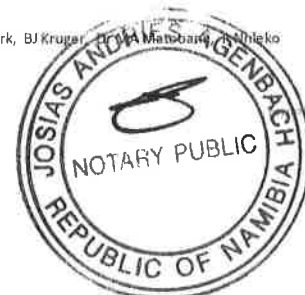
Executive Directors: Dr L Fourie (Group CEO), A Takoordeen (CFO)

Non-Executive Directors: N Nyembezi (Chairman), ZBM Bassa, MS Cleary, VN Fakude, Dr SP Kana, FN Khanyile, IM Kirk, BJ Kruger, M Mandlari, N Ntshoko

Group Company Secretary: GA Brookes

JSE Limited Reg No: 2005/022939/06

Member of the World Federation of Exchanges



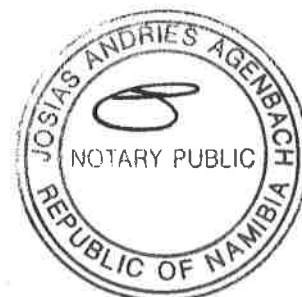
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3. In the circumstances, we consider the "*objections*" raised in paragraph 14 and 15 of the NRF letter (which are clearly intended to be Trustco's objections to the proposed suspension) to be Trustco's representations as to why the proposed suspension should not be confirmed. We deal with these representations on this basis below.
- 3.1 Firstly, considerable emphasis has been placed on the alleged difficulties that Trustco has with the FST Decision and its intended review thereof. Trustco seeks to rely on this as a basis to contend that the proposed suspension will be premature, as the JSE ought in Trustco's view to await the outcome of its intended review proceedings before considering the proposed suspension. The JSE does not agree with this contention for, *inter alia*, the following reasons:
- 3.1.1 The FST Decision is final, binding and immediately enforceable unless and until it is set aside; and its enforceability is not affected or automatically suspended by the institution of any proceedings to have it reviewed and set aside.
- 3.1.2 In any event, the effect of the FST Decision is that the JSE Decision is restored, as the Tribunal refused to interfere with the JSE Decision and dismissed Trustco's application for reconsideration.
- 3.1.3 The JSE does not intend to enforce the FST Decision (save in respect of the cost order if that is required, which will be done later) in the form of a civil judgment as contemplated in section 236 of the Financial Sector Regulation Act, 2017 ("**FSRA**"). Instead, the JSE seeks to enforce the JSE Decision as it would have had there been no application for reconsideration at all. Section 236 of the FSRA accordingly does not find application.
- 3.2 Secondly, Trustco contends that it requires more time to consider the effect of the FST Decision and how to implement the FST Decision. The JSE does not agree with this for the following reasons:
- 3.2.1 As noted above, it is not the FST Decision that needs to be implemented but instead, the JSE Decision which was effectively confirmed by the FST Decision to dismiss Trustco's application for reconsideration. Importantly, the JSE Decision directs Trustco as to how the relevant financial statements need to be restated.



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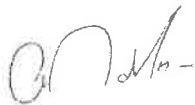
- 3.2.2 The JSE Decision was taken over a year ago and Trustco accordingly had a year to consider and take advice on it, in the knowledge that its challenges to the JSE Decision may prove to be unsuccessful.
- 3.2.3 In any event, the confirmation that Trustco will review the FST Decision confirms that it has already formed a view on such decision and accordingly does not require any further time to consider it.
- 3.2.4 As regards the alleged concerns regarding the potential liability of Trustco's directors, it is not clear why this has been raised in the NRF letter, as this has nothing to do with Trustco and its obligation to comply with its legal obligations.
- 3.3 Trustco's contention that the FST Decision did not confirm the reconsidered decision or find that it was correct is plainly incorrect. The FST Decision clearly aligns with the submissions advanced by the JSE in all material respects and moreover, as stated above, by dismissing Trustco's application for reconsideration, the JSE Decision was effectively upheld.
- 3.4 Thirdly, Trustco contends that the proposed suspension should not be confirmed because it would cause harm to Trustco itself and to its shareholders. In considering whether to suspend the listing of Trustco's shares, the JSE is required to consider whether it would promote the objectives of the Financial Markets Act, 2012 ("FMA") which, *inter alia*, includes whether or not it is in the public interest to do so. In the JSE's view, Trustco's concerns as aforesaid are outweighed by the need to hold Trustco accountable for its refusal to comply with the Listing Requirements and the JSE Decision, and its consequent disregard of the FST Decision. The JSE is of the view that the proposed suspension is necessary to satisfy the objectives of the FMA and it is manifestly in the public interest. What Trustco is required to do involves restating its financial statements in an amount in excess of N\$ 2 billion. The JSE considers that this is important information which the public must be told.
4. Lastly, in regard to Trustco's requests for information, the JSE is of the view that Trustco already has all of the information that it requires to respond to the JSE's request for written representations regarding the proposed suspension. The JSE accordingly declines to provide same.

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Decision by the JSE

5. Having carefully considered all relevant facts and information, including those contained in the NRF letter, the JSE has decided that Trustco has failed to comply with the Listings Requirements and the JSE decision and in so doing, has disregarded the FST Decision. The JSE has also decided that the appropriate recourse for Trustco's aforementioned failures is to suspend the listing of its securities, as this would further the objectives of the FMA and would manifestly be in the public interest.
6. The JSE notes Trustco's requests for undertakings and its threat of urgent court proceedings if such undertakings are not provided. In light of the fact that Trustco misconstrued the proposed suspension as being a decision already made by the JSE, this threat is clearly premature. In any event the JSE declines to provide the undertaking sought.
7. Now that the JSE has confirmed its decision, should Trustco be dissatisfied with the decision, its remedy is to object to the decision in accordance with paragraph 1.4 of the Listings Requirements.
8. Should Trustco wish to object to the JSE's decision to suspend the listing of Trustco's shares, the JSE must be notified and written reasons for such objection must be furnished to the JSE by no later than close of business on Friday, 17 December 2021.

Yours Faithfully



**AM DE BRUYN: GENERAL MANAGER
ISSUER REGULATION**



17 December 2021

NORTON ROSE FULBRIGHT

Norton Rose Fulbright South Africa Inc
15 Alice Lane
Sandton 2196
South Africa

By Email: andrev@jse.co.za

Tel +27 11 685 8500
Fax +27 11 301 3200
PO Box 784903 Sandton 2146
Docex 215 Johannesburg
nortonrosefulbright.com

AM de Bruyn
General Manager: Issuer Regulation
JSE Limited
One Exchange Square
Gwen Lane
Sandown

Direct line
+27 11 685 8501

Email
john.bell@nortonrosefulbright.com

Dear Sir / Madam

Your reference **Our reference**
111246/19-4/SC TGH1/J Bell

Trustco Group Holdings Limited ("Trustco"): Objection to suspension of listing of securities

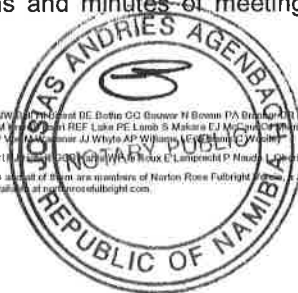
1. We refer to Mr Visser's letter of 13 December 2021.
2. In the letter you advised that Trustco should follow the procedure prescribed in paragraph 1.4 of the Listing Requirements. That paragraph 1.4 states that "an applicant issuer" who wants to object to a decision which "is taken under these Listing Requirements", may file an objection, for consideration by the JSE. We follow your advice and forward you this objection letter which should be considered by the correct independent body or members. We are not sure which exact body must consider the objection, but law and logic tells that Mr Visser cannot form part of this body. No person can be an "appellate body" with appellate jurisdiction over himself. Trustco furthermore request an opportunity to make oral representations to the independent body and also requires confirmation as to the identity of the members comprising this independent body.
3. Trustco follows the procedure as advised by you without prejudice to its rights as to the following:
 - 3.1. Mr Visser took the decision while his outcome was a foregone conclusion. That much we made clear in our letter dated 9 December 2021. He was disqualified to do so as a result of Trustco's legitimate concern that he has already made up his mind before he received our letter dated 9 December 2020. The fact that Mr Visser had already made up his mind, was not cured by his invitation to Trustco to persuade him to change his mind. A casual perusal of the relevant case law will inform that such a process constitute "rubber stamping", "a foregone conclusion" and "smokescreens".
 - 3.2. Mr Visser, all along, acted in an ultra vires manner. Even your attorney's letter of 15 December makes it plain and beyond dispute, that no resolution is in existence in terms of which the JSE board of directors duly and properly delegated the entire might of their coercive powers to one person. The JSE also does not have such a power, being a power to delegate to one person. If the JSE board of directors did so, they themselves acted in an ultra vires manner. As we have pointed out in our letter of 9 December 2021, the delegation powers of the JSE board of directors are proscribed and refer you to the JSE's Memorandum of Incorporation.
 - 3.3. Given this unfortunate state of affairs, Trustco demands that the JSE should immediately acknowledge Mr Visser's ultra vires actions, and to please take the necessary remedial steps by informing the market accordingly. The unfortunate truth appears to be that the market and the public at large are under the impression – caused by publications made on behalf of the JSE – that decisions made by Mr Visser were made by competent authorities, while the failure of Mr Visser and the JSE itself to provide Trustco with the relevant resolutions and minutes of meetings, unequivocally demonstrates the exact opposite.

TGH1 Objections (211217)final

Norton Rose Fulbright South Africa Inc (Reg No 1084100398621) Directors: AFM Robinson (Chairman) M van der Westhuizen (Chief Executive Officer) K. Amlal, M J Alexander, M G Aun, G H Darnall, J W de Groot, DE Botha, C C Gouwer, H Boven, P A Brink, R B Boinse, A J Chappell, M Chavira, S L Chetty, M D Coetzee, C Coetzer, M G Dale, V David, B M Davy, D Eitner, M C Hartwell, R Hendricks, CR Holmwood, DR Kaptein, AV Kardamakis, SJ Kennedy-Good, S S Khuzo, JM Koenig, J J Koenig, REF, Lahn, PE Lamb, S Makara, EJ Mearns, C M Pennington, JE Midgton, GA Noll, UN Oduyar, B Parnell, RP Pelham, C C Pillay, DR Pillay, CJ Pretorius, GM Rademeyer, L Raich, D Reddy, V Reddy, AK Sivachan, I Swart, DS Tatham, H J van Rensburg, C van Vuuren, AP Venter, M Visser, JJ Whitty, AP Williams, (F) Whittaker, C Wicks

Consultant: N Botha, AE Buckley, PM Chronle, AGS Dixon, MJ Hart, M Jansen, EDJ van der Merwe, W A Mouton, E Lemprecht, P Mouton, L van der Merwe

Norton Rose Fulbright South Africa Inc, Norton Rose Fulbright LLP, Norton Rose Fulbright Australia, Norton Rose Fulbright Canada LLP and Norton Rose Fulbright US LLP are separate legal entities, each of them are members of Norton Rose Fulbright Group, a Swiss Verein. Norton Rose Fulbright Verein helps coordinate the activities of the members but does not itself provide legal services to clients. Details of each entity, with certain regulatory information, are available at nortonrosefulbright.com.



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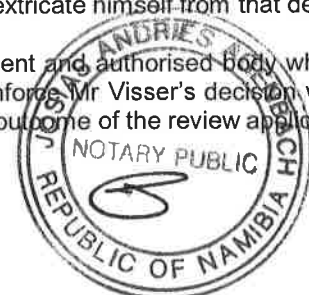
4. While reserving all Trustco's rights, we now proceed to address the body who must hear Trustco's objections.
5. The suspension decision taken by Mr Visser ("**the Suspension Decision**") re-affirms the position adopted in our letter of 9 December 2021 in that the decision, for all intents and purposes, had already been taken by him at the time. It unfortunately appears that the outcome of the objection process will also be a foregone conclusion, if it is again decided by Mr Visser, and that an inevitable application for reconsideration coupled with an urgent application for suspension of the Suspension Decision before the Financial Services Tribunal is soon to follow. The only basis on which this can be cured is for an independent body with proper authority, or delegated authority, to set aside Mr Visser's decisions.
6. If an authorised independent body does not cure the fundamental defects in Mr Visser's decisions, it will lead to unnecessary, protracted and costly legal process to run in parallel with the review application to be instituted by Trustco. The impetuous manner in which Mr Visser acts as if he is duly authorised and even referred to himself in past letters as the "JSE" (while Trustco believed, it now turned out to be erroneously so, that he was indeed duly authorised and acted as a member of a duly authorised body or committee) is unfortunate and it neither serves the public interest nor those of Trustco's shareholders to enforce his decisions. That would have been the case even if Mr Visser was duly authorised. It is certainly not in line with the objects and purpose of the Financial Markets Act, 2012 ("**the FMA**") to enforce Mr Visser's decisions whether they are ultra vires or not.
7. Without prejudice to Trustco's right to supplement these grounds in any application for reconsideration to follow, Trustco objects to the Suspension Decision for the reasons set out in our letter of 9 December 2021 and also the following:
 - 7.1. As already stated, Mr Visser has failed to provide the resolutions requested in our 9 December 2021 letter and our subsequent letter of 14 December 2021. It is therefore apparent that no such resolutions exist and those who took the decisions, including the Suspension Decision, were not duly authorised and mandated to do so. Those decisions and the Suspension Decision are therefore unlawful and of no force and effect. They are nullities.
 - 7.2. Mr Visser, despite being requested to do so, has failed to confirm which JSE Listing Requirement has purportedly been breached by Trustco. Absent such a confirmation:
 - 7.2.1. Trustco is firstly deprived of the right to in the first instance address the JSE in relation to such decision which in turn renders the entire suspension decision making process contrary to the Listing Requirements and the FMA;
 - 7.2.2. The Suspension Decision is not founded on a legally sound basis and not authorised by any empowering provision; and
 - 7.2.3. Trustco is prejudiced in its ability to properly object to the Suspension Decision, again contrary to both the Listing Requirements and the FMA, and is left to base its objections on both conjecture and assumptions, which impedes its rights to a fair and just process.
 - 7.3. In our 9 December 2021 letter we made it abundantly clear that no decision has been taken on the part of Trustco to not implement the JSE and Tribunal's decision as they pertain to the restatement of the relevant financial statements. Although Trustco disagrees with the Tribunal's decision and has decided to review it, it does not detract from the aforesaid position. Trustco is investigating whether the decisions can practically be implemented pending a review but would naturally not wish to be in the unenviable position of having to restate the financials at this juncture simply to again, following a successful review, having to reverse the restatements. Such a situation would create absolute confusion in the market and not be in the public interest.
 - 7.4. Given the date of the Tribunal's decision (23 November 2021), it is frankly impossible for it to be implemented in the period of time between the decision that the JSE purportedly decided that there was a breach of the Listing Requirements (3 December 2021).
 - 7.4.1. To expect implementation in this short period of time is grossly unreasonable and demonstrates an absolute failure on the part of the JSE to appreciate the complexities and



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implications of the Tribunal and the JSE's decision. This is not simply a quick correction and restatement that has to be effected.

- 7.4.2. Cognisance must be had to the Tribunal's decision, the complexity of the relevant transactions, their accounting, and the magnitude thereof. Numerous stakeholders must be consulted in the process to ensure that all interested parties positions are properly taken into account and that the decision is practically implementable. To suggest that Trustco had a year to conduct this exercise is with respect a paper-thin argument devoid of all sensibility. Those decisions were suspended pending final determination of the matter pending before the Tribunal.
- 7.4.3. Moreover, the exercise does not simply entail the restatement of the financial statements but also potential unwinding of the underlying transactions as relevant parties to the transactions must reconsider whether or not they wish to proceed with the underlying transactions – unwinding of the transaction will in turn have further knock-on effects on the accounting of the transactions.
- 7.4.4. Given that the JSE's decision requires a restatement of audited financial statements, the earliest Trustco can possibly and legitimately be expected to give effect to the JSE and Tribunal's decision is when it will be in a position to publish its audited financial statements which would then: (i) reflect the restatements that the JSE required; (ii) be audited; and (iii) signed-off by the Trustco's board of directors.
- 7.4.5. Trustco has until 31 December 2021 to publish its annual audited financial statements. Mindful of the factors listed above, and to allow sufficient time for the auditors to conduct their audit and render an unqualified report, it is however anticipated that these will be published by no later than 31 January 2022 and the JSE has separately been engaged on this.
- 7.4.6. The additional time required by Trustco is reasonable in the circumstances and also both fair and in the public interest, particularly given that the public would require audited financial statements, compliant with IFRS and on an unqualified basis. Trustco cannot be blamed for the timing of the Tribunal's decision in relation to the timing for filing of its financial statements.
- 7.4.7. It is therefore submitted, that the Suspension Decision is at best pre-mature and cannot be enforced upon Trustco prior to the publishing of the audited financial statements. In short, Mr Visser's decision punishes Trustco before it breached any rule. Mr Visser simply assumes, despite Trustco's assurances to the contrary, that Trustco will definitely be non-compliant in future when its financial statements are published.
- 7.5. Contrary to the Mr Visser's position, the validity of his initial decision relating to the restatements are wholly dependent on the validity and legality of the Tribunal's decision. His decision can only have legal force and effect if the Tribunal's decision is valid and enforceable which enforcement process is regulated by section 236 of the Financial Sector Regulation Act, 2017.
- 7.5.1. It would be absurd to suggest that if any underlying decision, which receives its validation from a decision by the Tribunal, can simply continue to be enforced outside of the enforcement of the Tribunal's decision itself. Indeed, any review of the Tribunal's decision as provided for would then similarly serve no purpose at all – which underpins how Mr Visser is misconstruing the importance of section 236.
- 7.5.2. It is furthermore untenable for the common law relating to a challenge to an administrative decision that it can be considered to take precedence over a statutory remedy and process of enforcement. Section 236 would in such circumstances simply be rendered superfluous which in turn cannot pass constitutional muster.
- 7.5.3. Mr Visser is accordingly impermissibly seeking to subvert both the review of the Tribunal's decision and its enforcement process by now seeking to extricate himself from that decision.
- 7.5.4. As such, Trustco persists in its position that an independent and authorised body which will consider the objections contained in this letter, cannot enforce Mr Visser's decision whether through the Sanctions Decision or otherwise pending the outcome of the review application to



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be instituted by Trustco. As such and on this basis as well, Mr Visser's Sanctions Decision is both premature and illegal.

- 7.6. Mr Visser has also failed to consider and properly evaluate the consequences of a successful review application in circumstances where he has suspended Trustco's listing. This would necessitate a reinstatement after a significant period of time with Trustco and its shareholders suffering immense and irreparable financial and reputational prejudice which Mr Visser, or his employer, has not sought to indemnify Trustco for. This to be weighed against absolutely no prejudice to the market given their knowledge of the matter as explained below.
- 7.7. Mr Visser has persisted in his view and support of his decision that a suspension is purportedly in the interest of the public and promotes the objectives of the FMA. He has however again failed to provide any factual basis for this contention and in particular the purported weighting exercise referenced in paragraph 3.4 of its letter. Whilst again undermining Trustco's right to a fair process, it has in particular lost sight of the fact that:
 - 7.7.1. The market is well aware of the JSE's decision and the Tribunal's decision as conveyed to them through the various SENS announcements;
 - 7.7.2. A suspension is not going to provide the market or the public with any further information than they either do not already know or that is in the public domain;
 - 7.7.3. The difference between Trustco and the JSE's positions is an interpretation of IFRS accounting standards, and is not a situation where there is any suggestion or element of fraud or manipulation of financial statements;
 - 7.7.4. Trustco's minority shareholders have confirmed through the recent non-binding vote that they agree with Trustco's financial treatment of the transactions; and
 - 7.7.5. There remains, by virtue of what is stated above, a live and bona fide dispute as to whether Visser and the Tribunal's decisions are correct, whether they should be implemented and then also whether Trustco has in fact breached any Listings Requirement. Needless to say, had the Tribunal known that Mr Visser acted without any authority whatsoever, it would have set aside Mr Visser's decisions.
8. In view of the above, the Suspension Decision seeks, not as Mr Visser suggests, to be in the interest of the public but is in fact quite obviously aimed at implementing punitive measures which is wholly inappropriate and premature but is also capricious, arbitrary and irrational.
9. We accordingly would implore the independent body consisting of duly authorised persons who are considering this letter, to take an unbiased and pragmatic view in relation to the Suspension Decision and again mindful that this entire matter will be resolved through the review application.
10. However, should you nevertheless approve of Mr Visser's conduct and decisions, then mindful of the upcoming festive season and the unavailability of decision makers of both Trustco and the JSE as well as their advisors, the JSE is requested to undertake not to implement the suspension pending the outcome of an application for suspension of the Suspension Decision to the Tribunal and the outcome of Trustco's review application in the courts. .
11. We await your response and decision and in the interim Trustco's rights remain reserved including the right to address any aspect of Mr Visser's letters under reply which has not expressly been dealt with herein.



JB

17 December 2021

NORTON ROSE FULBRIGHT

Yours faithfully



John Bell
Director
Norton Rose Fulbright South Africa Inc



14 February 2022

The Company Secretary
Trustco Group Holdings Limited

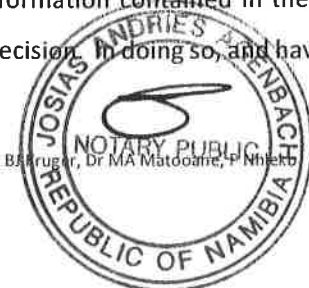
Johannesburg Stock Exchange
One Exchange Square Gwen Lane Sandown South Africa
Private Bag X991174 Sandton 2146
T +27 11 520 7000 | F +27 11 520 8584
jse.co.za

Via email: C/O dsteinbuch@vunanicapital.co.za

Dear Sirs

JSE LIMITED ("THE JSE") // TRUSTCO GROUP HOLDINGS LIMITED ("TRUSTCO"): SUSPENSION OF LISTING OF SECURITIES

1. We refer to the JSE's decision to suspend the listing of Trustco's securities ("**the Suspension Decision**") and following:
 - 1.1 the correspondence exchanged between the JSE, Trustco and the parties' respective legal representatives between 3 December 2021 to date, with particular reference to:
 - 1.1.1 the JSE's letter to Trustco, dated 11 November 2020 ("**the JSE's Decision**");
 - 1.1.2 the JSE's letter to Trustco confirming the Suspension Decision, dated 13 December 2021;
 - 1.1.3 the letter from Norton Rose Fulbright to the JSE setting out its objections to the Suspension Decision, dated 17 December 2021 ("**the Objection Letter**");
 - 1.1.4 the letter from Webber Wentzel to Norton Rose Fulbright, dated 20 January 2022 and Norton Rose Fulbright's response thereto, dated 26 January 2022;
 - 1.2 Trustco's audited financial statements for the year ending 31 August 2021, published on 1 February 2022 ("**Trustco's AFS**").
2. As you are aware, following receipt of the Objection Letter, in which it was contended that the implementation of the Suspension Decision would be premature prior to the publication of Trustco's AFS, the JSE confirmed, through Webber Wentzel's 20 January 2022 letter, that it would await sight of Trustco's AFS before making its decision on whether to uphold Trustco's objection to the Suspension Decision.
3. Having considered Trustco's AFS, as well as all other relevant facts and information contained in the Objection Letter, the JSE has decided to dismiss Trustco's objection to the Suspension Decision. In doing so, and having regard



to the significance of the Suspension Decision, the JSE will simultaneously with the sending of this letter, publish a SENS announcement confirming its decision, a copy of which is annexed to this letter marked "A".

4. As Trustco has made clear its intention to seek a suspension of the Suspension Decision, the JSE confirms that it will not immediately implement the Suspension Decision. In this regard, we are instructed to record that:

4.1 should Trustco wish to initiate any legal proceedings, and obtain the relief it deems necessary to obtain, on an urgent basis, in the form of an order from a competent tribunal directing that the implementation of the Suspension Decision is suspended pending the outcome of an application for reconsideration of such decision, such process must be initiated and delivered by 15h00 on Friday, 18 February 2022;

4.2 upon receipt of such process, the JSE will suspend the implementation of the Suspension Decision until 15h00 on 11 March 2022, to allow for these proceedings of first instance to run their course;

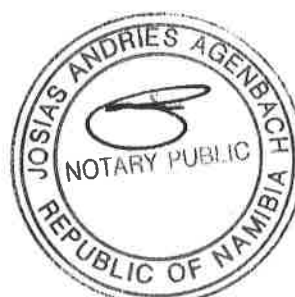
4.3 if Trustco does not initiate and deliver any legal process by 15h00 on 18 February 2022, or if it does so, but in any event fails to obtain the appropriate relief by 15h00 on 11 March 2022, the JSE will immediately implement the Suspension Decision without further notice to Trustco.

5. We confirm that Webber Wentzel is authorised to accept service of any process in this regard on behalf of the JSE.

Yours faithfully



**A F VISSER: DIRECTOR
ISSUER REGULATION**



GEN – General – Trustco Group Holdings Limited

Update in the JSE's decision on its proactive monitoring review for Trustco Group Holdings Limited ("**Company**" or "**Trustco**") financial results.

We refer to:

1. the JSE's SENS announcement of 11 November 2020 which informed stakeholders of the process followed and the decisions made by the JSE in respect of the Company as it relates to their Annual Financial Statements for the year ended 31 March 2019 and interim results for the 6 months ended 30 September 2019 and the JSE's views and decision that Trustco's financial information does not comply with the JSE's Listings Requirements ("**the JSE's Decision**");
2. the JSE's SENS announcement of 22 November 2021 which informed stakeholders that the Company's application to the Financial Services Tribunal ("**the Tribunal**") for a reconsideration of the JSE's decisions in terms of the Financial Sector Regulation Act was dismissed by the Tribunal on 22 November 2021 ("**the Tribunal's Ruling**").

Following the dismissal of the Company's application to the Tribunal, the Company was required to implement the JSE's Decision by implementing the following corrective action:

- A. Restating the Company's Annual Financial Statements for the year ended 31 March 2019 to account for the following prior period errors:
 1. Reversing the N\$546m gain previously recognised in profit and loss and recognising this 'credit amount' to reduce the common control reserve initially recognised in equity as a result of the Huso acquisition (referral 1);
 2. Reversing the reclassification of the Elisenheim properties (incorrectly reclassified to investment properties) and consequently reversing the N\$693m gain (presented as revenue of N\$984m and cost of sales of N\$291m) from profit and loss (referral 2); and
- B. Restating the Company's interim results for the 6 months ended 31 September 2019 to account for the following prior period error:
 3. Reversing the N\$1bn gain previously recognised in profit and loss and accounting for this as a transaction with an equity participant i.e. recognising the credit directly in equity (referral 1).

The restatement of both the Annual Financial Statements and interim results was required to be effected in accordance with IAS 8, and in particular paragraphs 42 and 49 thereof.

On 1 December 2021, the Company published a SENS in which, *inter alia*, it criticised the JSE's Decision and requested shareholders to participate in non-binding advisory votes on various key issues which were the subject of and had already been determined by the JSE's Decision.

Following correspondence exchanged between the JSE and the Company in relation to its failure, and/or refusal to comply with the JSE's Decision, the Listing Requirements and



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Tribunal's Ruling, the JSE notified the Company of its decision to suspend the listing of its securities on 13 December 2021 ("the **Suspension Decision**").

On 17 December 2021, the Company provided its written objections to the Suspension Decision. One of the Company's objections was that it would be premature to implement the Suspension Decision prior to it publishing its audited financial statements for the year ended 31 August 2021, which was the earliest it would be able to give effect to the JSE's Decision. The Company indicated that it anticipated it would be able to publish its audited financial statements by 31 January 2022.

On 1 February 2022, the Company published its audited financial statements but did not implement the JSE's Decision and instead, confirmed its intention to apply to the High Court to review the Tribunal's Ruling in terms of the Promotion of Administrative Justice Act No. 3 of 2000. On the same date, the Company published a SENS announcement indicating that it had filed its review application against the Tribunal's Ruling.

Although the Tribunal's Ruling is now subject of a review application, it remains valid, binding and enforceable until it is set aside or suspended by a court. In the circumstances, Trustco remains in breach of the JSE's Decision, the Listing Requirements and the Tribunal's Ruling. In the circumstances, having considered Trustco's objections to the Suspension Decision, including the reasons for its refusal to comply with its obligations as aforesaid, and the contents of the annual financial statements that it published on 31 January 2022, the JSE has decided to dismiss Trustco's objection and confirm the Suspension Decision.

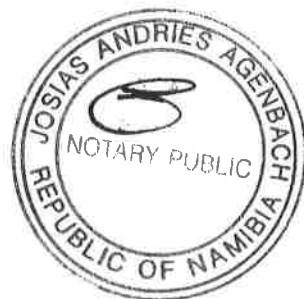
Trustco has a right to seek a suspension of the Suspension Decision, and has requested from the JSE a notice period between confirmation of the Suspension Decision and its implementation, in order to enable it to seek urgent injunctive relief to stay the implementation of such decision (if so advised). The JSE has considered Trustco's request and has agreed to suspend the implementation of the Suspension Decision on the following terms:

1. should Trustco wish to initiate any legal proceedings, and obtain the relief it deems necessary to obtain, on an urgent basis, in the form of an order from a competent tribunal directing that the implementation of the Suspension Decision is suspended pending the outcome of an application for reconsideration of such decision, such process must be initiated and delivered by 15h00 on Friday, 18 February 2022;
2. upon receipt of such process, the JSE will suspend the implementation of the Suspension Decision until 15h00 on 11 March 2022, to allow for these proceedings of first instance to run their course;
3. if Trustco does not initiate and deliver any legal process by 15h00 on 18 February 2022, or if it does so, but in any event fails to obtain the appropriate relief by 15h00 on 11 March 2022, the JSE will immediately implement the Suspension Decision without further notice to Trustco.

This announcement has been placed by the JSE in the interests of existing and potential shareholders of Trustco. The accuracy and reliability of financial information published by companies is of critical importance in ensuring a fair, efficient and transparent market, and it is therefore imperative that the market is notified of the JSE's decision.



14 February 2022



JB

Grieve, Candice

From: Dominic Harris <Dominic.Harris@webberwentzel.com>
Sent: 21 February 2022 12:19
To: Applications
Cc: Grieve, Candice; Michael Straeuli; Mogotsi, Masego; Bell, John; Prathik Mohanlall; Kim Host
Subject: RE: TRUSTCO GROUP HOLDINGS LIMITED / JSE LIMITED - (FST Case No.: JSE1/2022): RECONSIDERATION AND SUSPENSION APPLICATIONS [NRFSA-JHB.FID5035645] [WW-WS_JHB.FID2289690]

Dear Lwandiso

We refer to Trustco's application for reconsideration under case number JSE1/2022, and the accompanying application for a suspension of the JSE's decision in terms of section 231 of the Financial Sector Regulation Act, 2017 ("the **Suspension Application**").

On behalf of our client, the JSE Limited, we hereby confirm our instructions to oppose the Suspension Application in accordance with directive (1) below.

Kind regards

Dominic Harris | Associate | Webber Wentzel

T: +27115305951 | M: +27767473030 | dominic.harris@webberwentzel.com | www.webberwentzel.com

From: Applications <Applications@fstribunal.co.za>
Sent: 18 February 2022 14:43
To: Bell, John <John.Bell@nortonrosefulbright.com>; Michael Straeuli <michael.straeuli@webberwentzel.com>
Cc: Grieve, Candice <Candice.Grieve@nortonrosefulbright.com>; Mogotsi, Masego <Masego.Mogotsi@nortonrosefulbright.com>; Prathik Mohanlall <Prathik.Mohanlall@webberwentzel.com>; Dominic Harris <Dominic.Harris@webberwentzel.com>; Kim Host <Kim.Host@fstribunal.co.za>; Applications <Applications@fstribunal.co.za>
Subject: RE: TRUSTCO GROUP HOLDINGS LIMITED / JSE LIMITED - (FST Case No.: JSE1/2022): RECONSIDERATION AND SUSPENSION APPLICATIONS [NRFSA-JHB.FID5035645]
Importance: High

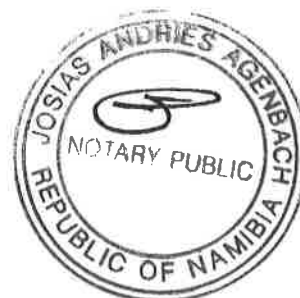
Dear All,

Further to the e-mail below, please note that there was a typing error in item 3 regarding the applicant's filing of any replying affidavit in respect of the application for suspension.

I confirm that same should read:

3. the applicant may file a replying affidavit / submissions by **7 March 2022**.

My apologies for the error and any confusion caused.



A handwritten signature, likely of the notary, located to the right of the notary seal.

Kind regards,



Lwandiso Mjijima

Tel: 012 741 4310

Email: Applications@fstribunal.co.za

Kasteel Park Office Park, Orange Building (2nd Floor) 546 Jochemus

Street

Erasmus Kloof, Pretoria, 0048

From: Applications <Applications@fstribunal.co.za>

Sent: Friday, February 18, 2022 2:35 PM

To: Bell, John <John.Bell@nortonrosefulbright.com>; Michael Straeuli <michael.straeuli@webberwentzel.com>

Cc: Grieve, Candice <Candice.Grieve@nortonrosefulbright.com>; Mogotsi, Masego

<Masego.Mogotsi@nortonrosefulbright.com>; Prathik Mohanlall <Prathik.Mohanlall@webberwentzel.com>;

Dominic Harris <Dominic.Harris@webberwentzel.com>; Applications <Applications@fstribunal.co.za>; Kim Host

<Kim.Host@fstribunal.co.za>

Subject: RE: TRUSTCO GROUP HOLDINGS LIMITED / JSE LIMITED - (FST Case No.: JSE1/2022): RECONSIDERATION AND SUSPENSION APPLICATIONS [NRFSA-JHB.FID5035645]

Importance: High

Dear All,

The Tribunal acknowledges receipt of the attached applications for reconsideration and suspension of the decision.

I confirm that the case number allocated to the matter is **JSE1/2022**. For everyone's ease of reference, I also enclose the Tribunal rules.

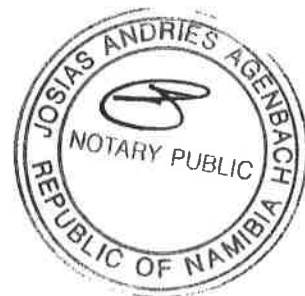
I confirm further that in respect of the application for suspension, the following applies:

1. the **respondent (JSE)** must notify the Tribunal Secretariat of any intention to oppose the application by **21 February 2022**;
2. any of the respondent's opposing affidavit / written submissions must be filed by **28 February 2022**; and
3. the applicant may file a replying affidavit / submissions by **7 February 2022**.

With respect to the application for reconsideration, the following applies:

1. the **JSE's** underlying documents on which the decision was based together with further reasons, where necessary, are due by **22 March 2022**.

Kindly acknowledge receipt hereof.



Kind regards,



Lwandiso Mjijima

Tel: 012 741 4310

Email: Applications@fstribunal.co.za

Kasteel Park Office Park , Orange Building (2nd Floor) 546 Jochemus

Street

Erasmuskloof, Pretoria,0048

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Sent: Friday, February 18, 2022 2:06 PM

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Cc: Grieve, Candice <Candice.Grieve@nortonrosefulbright.com>; Mogotsi, Masego

<Masego.Mogotsi@nortonrosefulbright.com>; Michael Straeuli <michael.straeuli@webberwentzel.com>; Prathik

Mohanlall <Prathik.Mohanlall@webberwentzel.com>; Dominic Harris <Dominic.Harris@webberwentzel.com>;

Applications <Applications@fstribunal.co.za>

Subject: RE: TRUSTCO GROUP HOLDINGS LIMITED / JSE LIMITED: RECONSIDERATION APPLICATION [NRFSA-JHB.FID5035645]

Dear John

Thank you for your e-mail with the attachments.

I have asked Lwandiso to process the applications for reconsideration and suspension and he will communicate with you shortly in this regard.

By my calculations, the ruling in the application for suspension should be finalised before 11 March 2022 provided the timelines set out in the Tribunal rules are adhered to.

Kind regards



Kim Host

Tel: 012 741 4302

Email: Applications@fstribunal.co.za

Kasteel Office Park , Orange Building (2nd Floor) 546 Jochemus Street

Erasmuskloof, Pretoria,0048

From: Bell, John <John.Bell@nortonrosefulbright.com>

Sent: Friday, February 18, 2022 1:59 PM

To: Applications <Applications@fstribunal.co.za>

Cc: Grieve, Candice <Candice.Grieve@nortonrosefulbright.com>; Mogotsi, Masego

<Masego.Mogotsi@nortonrosefulbright.com>; Michael Straeuli <michael.straeuli@webberwentzel.com>; Prathik

Mohanlall <Prathik.Mohanlall@webberwentzel.com>; Dominic Harris <Dominic.Harris@webberwentzel.com>

Subject: TRUSTCO GROUP HOLDINGS LIMITED / JSE LIMITED: RECONSIDERATION APPLICATION [NRFSA-JHB.FID5035645]

Dear Kim

TRUSTCO GROUP HOLDINGS LIMITED / JSE LIMITED



As you are aware, we represent Trustco Group Holdings Limited.

Please find attached our client's:

1. Application in terms of section 230 of the Financial Sector Regulation Act, 2017 ("**the Act**") for reconsideration of a decision taken by the JSE to suspend our client's listing ("**the decision**"); and
2. Application in terms of section 231 of the Act to suspend the decision.

We wish to bring to your attention the JSE's ultimatum that they will enforce and implement the decision if our client's application to suspend is not finally determined by **15h00 on 11 March 2022**. We would accordingly appreciate it if this can be brought to the Chairperson / Deputy Chairperson's attention.

Webber Wentzel has further been authorised to accept service of process on behalf of the JSE and we accordingly copy Mr Michael Straeuli.

Kindly acknowledge receipt.

Kind regards,

John Bell | Director
Norton Rose Fulbright South Africa Inc
15 Alice Lane, Sandton 2196, South Africa
Tel +27 11 685 8501 | Mob +27 83 464 2352 | Fax 27 11 301 3200
john.bell@nortonrosefulbright.com

ADVISORY:

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Law around the world
nortonrosefulbright.com

Voted African Alliance / Network of the Year - African Legal Awards 2021

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A handwritten signature in black ink, appearing to be the initials "RB".

Grieve, Candice

From: Applications <Applications@fstribunal.co.za>
Sent: 21 February 2022 12:22
To: Dominic Harris
Cc: Grieve, Candice; Michael Straeuli; Mogotsi, Masego; Bell, John; Prathik Mohanlall; Applications
Subject: RE: TRUSTCO GROUP HOLDINGS LIMITED / JSE LIMITED - (FST Case No.: JSE1/2022); RECONSIDERATION AND SUSPENSION APPLICATIONS [NRFS-A-JHB.FID5035645] [WW-WS_JHB.FID2289690]

Dear Dominic

Thank you for your e-mail, we have noted the content.

We look forward to receiving the respondent's opposing affidavit/written submissions by 28 February 2022.

Kind regards



Financial Services
Tribunal

Kim Host

Tel: 012 741 4302

Email: Applications@fstribunal.co.za

Kasteel Office Park, Orange Building (2nd Floor) 546 Jochemus Street
Erasmuskloof, Pretoria, 0048

From: Dominic Harris <Dominic.Harris@webberwentzel.com>
Sent: Monday, February 21, 2022 12:19 PM
To: Applications <Applications@fstribunal.co.za>
Cc: Grieve, Candice <Candice.Grieve@nortonrosefulbright.com>; Michael Straeuli <michael.straeuli@webberwentzel.com>; Mogotsi, Masego <Masego.Mogotsi@nortonrosefulbright.com>; Bell, John <John.Bell@nortonrosefulbright.com>; Prathik Mohanlall <Prathik.Mohanlall@webberwentzel.com>; Kim Host <Kim.Host@fstribunal.co.za>
Subject: RE: TRUSTCO GROUP HOLDINGS LIMITED / JSE LIMITED - (FST Case No.: JSE1/2022); RECONSIDERATION AND SUSPENSION APPLICATIONS [NRFS-A-JHB.FID5035645] [WW-WS_JHB.FID2289690]

Dear Lwandiso

We refer to Trustco's application for reconsideration under case number JSE1/2022, and the accompanying application for a suspension of the JSE's decision in terms of section 231 of the Financial Sector Regulation Act, 2017 ("the **Suspension Application**").

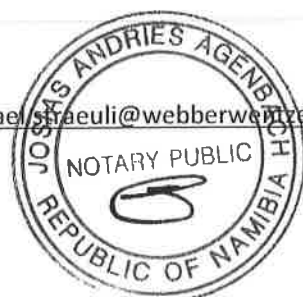
On behalf of our client, the JSE Limited, we hereby confirm our instructions to oppose the Suspension Application in accordance with directive (1) below.

Kind regards

Dominic Harris | Associate | Webber Wentzel

T: +27115305951 | M: +27767473030 | dominic.harris@webberwentzel.com | www.webberwentzel.com

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To: Bell, John <John.Bell@nortonrosefulbright.com>; Michael Straeuli <michael.straeuli@webberwentzel.com>



JB

Cc: Grieve, Candice <Candice.Grieve@nortonrosefulbright.com>; Mogotsi, Masego <Masego.Mogotsi@nortonrosefulbright.com>; Prathik Mohanlall <Prathik.Mohanlall@webberwentzel.com>; Dominic Harris <Dominic.Harris@webberwentzel.com>; Kim Host <Kim.Host@fstribunal.co.za>; Applications <Applications@fstribunal.co.za>

Subject: RE: TRUSTCO GROUP HOLDINGS LIMITED / JSE LIMITED - (FST Case No.: JSE1/2022): RECONSIDERATION AND SUSPENSION APPLICATIONS [NRFSA-JHB.FID5035645]

Importance: High

Dear All,

Further to the e-mail below, please note that there was a typing error in item 3 regarding the applicant's filing of any replying affidavit in respect of the application for suspension.

I confirm that same should read:

3. the applicant may file a replying affidavit / submissions by **7 March 2022**.

My apologies for the error and any confusion caused.

Kind regards,



Lwandiso Mgiima

Tel: 012 741 4310

Email: Applications@fstribunal.co.za

Kasteel Park Office Park , Orange Building (2nd Floor) 546 Jochemus

Street

Erasmuskloof, Pretoria, 0048

From: Applications <Applications@fstribunal.co.za>

Sent: Friday, February 18, 2022 2:35 PM

To: Bell, John <John.Bell@nortonrosefulbright.com>; Michael Straeuli <michael.straeuli@webberwentzel.com>

Cc: Grieve, Candice <Candice.Grieve@nortonrosefulbright.com>; Mogotsi, Masego <Masego.Mogotsi@nortonrosefulbright.com>; Prathik Mohanlall <Prathik.Mohanlall@webberwentzel.com>; Dominic Harris <Dominic.Harris@webberwentzel.com>; Applications <Applications@fstribunal.co.za>; Kim Host <Kim.Host@fstribunal.co.za>

Subject: RE: TRUSTCO GROUP HOLDINGS LIMITED / JSE LIMITED - (FST Case No.: JSE1/2022): RECONSIDERATION AND SUSPENSION APPLICATIONS [NRFSA-JHB.FID5035645]

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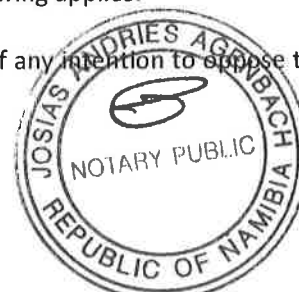
Dear All,

The Tribunal acknowledges receipt of the attached applications for reconsideration and suspension of the decision.

I confirm that the case number allocated to the matter is **JSE1/2022**. For everyone's ease of reference, I also enclose the Tribunal rules.

I confirm further that in respect of the application for suspension, the following applies:

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B

2. any of the respondent's opposing affidavit / written submissions must be filed by **28 February 2022**;
and
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With respect to the application for reconsideration, the following applies:

1. the JSE's underlying documents on which the decision was based together with further reasons, where necessary, are due by **22 March 2022**.

Kindly acknowledge receipt hereof.

Kind regards,



Lwandiso Mgiijima

Tel: 012 741 4310

Email: Applications@fstribunal.co.za

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Mohanlall <Prathik.Mohanlall@webberwentzel.com>; Dominic Harris <Dominic.Harris@webberwentzel.com>;

Applications <Applications@fstribunal.co.za>

Subject: RE: TRUSTCO GROUP HOLDINGS LIMITED / JSE LIMITED: RECONSIDERATION APPLICATION [NRFSA-JHB.FID5035645]

Dear John

Thank you for your e-mail with the attachments.

I have asked Lwandiso to process the applications for reconsideration and suspension and he will communicate with you shortly in this regard.

By my calculations, the ruling in the application for suspension should be finalised before 11 March 2022 provided the timelines set out in the Tribunal rules are adhered to.

Kind regards





Financial Services
Tribunal

Kim Host

Tel: 012 741 4302

Email: Applications@fstribunal.co.za

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Erasmuskloof, Pretoria, 0048

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Subject: TRUSTCO GROUP HOLDINGS LIMITED / JSE LIMITED: RECONSIDERATION APPLICATION [NRFSA-JHB.FID5035645]

Dear Kim

TRUSTCO GROUP HOLDINGS LIMITED / JSE LIMITED

As you are aware, we represent Trustco Group Holdings Limited.

Please find attached our client's:

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We wish to bring to your attention the JSE's ultimatum that they will enforce and implement the decision if our client's application to suspend is not finally determined by **15h00 on 11 March 2022**. We would accordingly appreciate it if this can be brought to the Chairperson / Deputy Chairperson's attention.

Webber Wentzel has further been authorised to accept service of process on behalf of the JSE and we accordingly copy Mr Michael Straeuli.

Kindly acknowledge receipt.

Kind regards,

John Bell | Director

Norton Rose Fulbright South Africa Inc

15 Alice Lane, Sandton 2196, South Africa

Tel +27 11 685 8501 | Mob +27 83 464 2352 | Fax 27 11 301 3200

john.bell@nortonrosefulbright.com

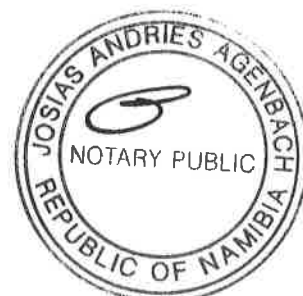
ADVISORY:

We will never change, or notify our banking details via email. Please always verify any change in our banking details by oral communication.

Be suspicious of emails from unknown or external senders and be aware of impersonations - do not click links or open attachments. Always check the sender's email address.

NORTON ROSE FULBRIGHT

Law around the world
nortonrosefulbright.com



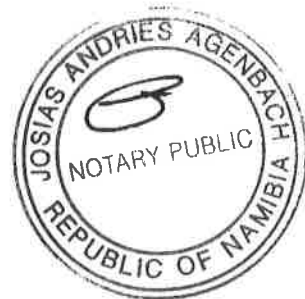
Voted African Alliance / Network of the Year - African Legal Awards 2021

Due to the ongoing global pandemic, we have implemented appropriate risk management protocols. We will avoid asking our clients and other visitors to come to our offices. We will also not be hosting any events in our building in the immediate future. We are, however, continuing to produce client training and seminars successfully online. Our lawyers and staff are fully geared up for e-meetings, but should you need a face-to-face meeting we can do so subject to the current regulations. Our priority is the health and welfare of ourselves, our clients and our community. To find out more, please click [here](#).

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Norton Rose Fulbright South Africa Inc (Reg No 1984/003385/21).

Norton Rose Fulbright South Africa Inc, Norton Rose Fulbright LLP, Norton Rose Fulbright Australia, Norton Rose Fulbright Canada LLP and Norton Rose Fulbright US LLP are separate legal entities and all of them are members of Norton Rose Fulbright Verein, a Swiss verein. Norton Rose Fulbright Verein helps coordinate the activities of the members but does not itself provide legal services to clients. Details of each entity, with certain regulatory information, are available at nortonrosefulbright.com.



A handwritten signature in black ink, appearing to be the initials "JA" or similar, located to the right of the notary seal.

**TRUSTCO GROUP HOLDINGS LIMITED****Incorporated in the Republic of Namibia****(Registration number 2003/058)****Registered as an external company in South Africa****(External registration number 2009/002634/10)****NSX share code: TUC****JSE share code: TTO****OTCQX share code: TSCHY****ISIN Number: NA000A0RF067****("Trustco" or "the Group")****UPDATE ON TRUSTCO'S REVIEW APPLICATION AND RESPONSE TO JSE SUSPENSION DECISION.**

Trustco refers to the SENS announcement published on 23 November 2021 where shareholders were updated on the ruling of its application for reconsideration by the Financial Services Tribunal against the JSE directive.

Shareholders are also referred to the announcement released on 31 January 2022 in terms of which shareholders were informed that Trustco had served the review application to the High Court in South Africa in terms of the Promotion of Administrative Justice Act No. 3 of 2000. This process is ongoing.

The JSE's actions:

1. Shareholders are referred to the JSE's SENS announcement issued on 14 February 2022 in terms whereof the JSE informed the market that, notwithstanding Trustco's review application, the JSE will still enforce its suspension decision unless Trustco's application to suspend the suspension decision is not finally determined by 15h00 on 11 March 2022.
2. On Friday 18 February 2022, Trustco filed and lodged in terms of section 230 of the Financial Sector Regulations Act, 2017 ("the Act") an application for reconsideration of the decision taken



by the JSE to suspend Trustco's listing and Trustco simultaneously filed an application in terms of Section 231 of the Act against the decision by the JSE to suspend Trustco's listing. Trustco seeks that the JSE's suspension decision is itself suspended.

3. As to the grounds raised in the reconsideration application, Trustco remains of the opinion that there is no legal basis for the suspension decision to be enforced, pending the unresolved dispute (the difference in interpretation of IFRS accounting standards) between Trustco and the JSE.
4. Trustco's auditors (JSE's accredited auditors since listing in 2009) provided Trustco with unmodified (unqualified) audit reports for the last 29 years, the latest thereof being published on 31 January 2022.
5. Shareholders are referred to the announcement published on SENS on 8 December 2021 regarding the Non-Binding Advisory Vote of minority shareholders, specifically where minority shareholders voted in favour of the accounting treatment of the relevant transactions and endorsed the unmodified (unqualified) audit opinions for the financial statements for March 2019 and September 2020. The board took note of the vote from the shareholders to hold the responsible parties accountable for shareholder value destruction during the process.
6. Market participants and shareholders have been fully apprised of all the information via SENS announcements and are referred to the dispute in Trustco's 2021 annual financial statements, on page 84 to 86 in the Financial Directors report, as well as note 39 in the Financial Statements, on page 192 to 194. The detailed information has been published via SENS and is in the public domain since 2 November 2020.
7. Trustco remains committed to operate in a listed environment, and will continue to follow enforceable listing requirements, provided they are justly applied.

The review and suspension application can be viewed at: <https://www.tgh.na/downloads/>

Shareholders will be kept up to date from time to time and are welcome to contact the company secretary for more information at komada@tgh.na.



JB

Windhoek, Namibia,
21 February 2022

Komada Holdings (Pty) Ltd

Company Secretary and Investor Relations Services to Trustco Group Holdings Limited

JSE Sponsor

Vunani Corporate Finance – Johannesburg

NSX Sponsor

Simonis Storm Securities Proprietary Limited – Windhoek

OTCQX Sponsor

J.P Galda & Co – New York



JB

GROUP FINANCIAL DIRECTOR'S REPORT

PERFORMANCE OVERVIEW

During the period under review, the COVID-19 pandemic continued to exacerbate the adverse economic environment. Trustco operates in The Delta variant wave in particular hit Trustco's core market in Namibia hard, but the roll-out of vaccination programmes in the operating countries of the group promise to negate the effect of the pandemic somewhat, albeit with sub-optimal vaccination numbers in the populace currently.

Due to the aforementioned, revenue for the group decreased from NAD 618 million to NAD 313 million, down by 49%. Loss attributable to the owners of the parent similarly increased by 226% to a loss of NAD 872 million from a loss of NAD 266 million in the previous year.

A significant portion of this loss, NAD 282 million, was due to property revaluations as a result of above mentioned adverse market conditions, with a forex loss of NAD 253 million also forming part of the loss. Headline loss per share of 19.06 cents in the previous year thus decreased to a loss of -43.81 cents per share in the current period.

Nexia SABTT, the group's JSE accredited external auditors, continued in office for the reporting period. The group changed its financial year-end from September to August, allowing it to align the release of its full year results to the operating schedule of group's capital and funding base in the northern hemisphere.

The group continued operating under the restructured debt agreement with its international funders, with interest payments, capital holidays as well as term extensions of up to seven years having been negotiated.

INVESTMENTS OVERVIEW

EMPLOYMENT SERVICES

TRUSTCO BANK'S INVESTMENTS

Investment income from term deposits for the previous reporting period of 12 months was from NAD 168 million down to NAD 10 million, a decrease of 32%.

Insurance continued with the diversification of revenue streams with innovative products, restructuring and expanding existing products on a digital platform, but experienced increased claims due to the COVID-19 pandemic, especially in the life business.

Revenue from tuition fees in the distance learning business increased from NAD 42 million in the prior period to NAD 59 million, an increase of 41%. This was driven by funding received that was used to fund student loans.

Property sales revenue decreased from NAD 130 million to NAD 41 million, a decrease of 69%.

The shopping mall at Eisenherm Lifestyle Estate, which was completed during the previous period, continued to add value to the development, as well as enhanced the living environment of residents during the reporting period. Further commercial developments are anticipated in the future.

BANKING AND FINANCE

The banking division revenue decreased to NAD 80 million from NAD 276 million, a decrease of 71%, but reduced their recorded loss after tax from NAD 462 million compared to a loss of NAD 62 million in the reporting period. The reduction in revenue was mainly driven by the decline in interest rates that occurred during the prior period.

While COVID-19 has affected customers through loss of employment and income, both Trustco Finance and Trustco Bank Namibia have applied concerted strategies to manage credit, vetting to ensure that the quality of their loan books are not compromised, thereby limiting any further impact of the pandemic on the ECLs.

RESOURCES

Resources reported an after-tax loss of NAD 332 million, compared to a NAD 1142 million profit in the previous year, as this period saw concerted effort to bring the Meya Wine into commercial production.



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GROUP FINANCIAL DIRECTOR'S REPORT

(CONTINUED)

MEYA MINING

Meya Mining, a world class Kimberlite deposit, is situated in Sierra Leone. Meya Mining was granted a twenty five year large-scale mining licence on 26 July 2019 which will enable Meya to exploit the current estimated three million carats valued at approximately NAD 14 billion as determined by the internal preliminary exploration conducted and reported on by independent international mining experts.

During the financial period, Meya Mining was capitalised sufficiently to produce at least 10 000 carats per month, being circa 120 000 carats per annum, after development is completed during the first half of 2022, whereafter production is set to increase up to 30 000 carats per month, being 360 000 carats per annum by the last quarter of 2023.

After the end of the financial period, a term sheet was signed between Meya Mining and a first tier global diamond producer to acquire a 55% equity stake, as well as provide a USD 150 million debt facility. This will enable the mine to scale production to 1 million carats per annum over the next three years. It is expected that this agreement will be finalised by the end of March 2022, after a technical and geological due diligence has been completed.

DIVIDENDS

During the period under review, no dividend declaration for the financial period ended 31 August 2021 was made by the board.

COVID-19 IMPACT

Measures taken to contain the spread of the virus including travel bans, quarantines, social distancing and the use of non-essential services, have triggered in an economic slowdown. However, the vaccination programme in Namibia and worldwide is showing positive results. The forward-looking impact of COVID-19 has been incorporated into the expected credit loss model and impairment assessments.

PROACTIVE MONITORING PROCESS

The Joint Listing Stock Exchange Limited (JSE) selected Jostlar as part of their proactive monitoring programme, in which they reviewed Trustco's financial statements for the twelve months ended 31 March 2019 and unaudited interim results for the six months ended 30 September 2019.

Following the conclusion of the proactive monitoring process, the JSE informed Trustco that Trustco's financial statements for the 12 months ended March 2019 and unaudited interim results for the six months ended September 2019, as referred to above, were not fully compliant with IFRS with respect to the three matters as listed below, and consequently instructed Trustco to effect certain restatements to the 31 March 2019 and 30 September 2019 results.

These three matters were:

1. Treatment of reclassification of inventory to investment property.
2. Recognition of revenue from the sale of unsold serviced even (real estate inventory), and
3. Treatment of loan waivers.

These matters were correctly identified by Trustco at inception thereof as complex and non-routine in nature and as such the company sought expert IFRS advice on these matters from its JSE accredited expert IFRS advisors to determine the appropriate accounting treatment thereof.

The transactions were considered quantitatively and qualitatively material and noted as significant matters by the current and previous auditors and were therefore the subject of detailed technical assessment.

Following reconsideration, including consultation with the current auditors, Trustco agreed to effect a restatement to the 2018 and 2019 financial years with regards to matter 2 as disclosed in note 44 of the September 2020 financial results.

Trustco disagreed with the JSE with respect to matters 1 and 3 hence no adjustments have been made to the August 2021, September 2020, September 2019 and March 2019 financial statements regarding these matters. Trustco is pursuing the relevant channels available to obtain a confirmation of the appropriateness of its accounting treatment and a rescission of the decisions of the JSE.

Trustco lodged an objection to the JSE's findings concerning matters 1 and 3 with the Financial Services Tribunal during January 2021, and its decision to direct Trustco to apply particular accounting as allowed for in terms of Section 230 of the Financial Sector Regulations Act, 2017.

On 2 November 2021 the Financial Services Tribunal heard virtual representation from both Trustco and the JSE's legal representatives to consider the instruction issued by the JSE to restate the historic results related to matters 1 and 3.

On 22 November 2021 the Financial Services Tribunal dismissed the application for reconsideration sought by Trustco.

The board, who ultimately remains responsible and accountable to stakeholders for the preparation of the financial statements and their compliance with IFRS, together with their legal representatives and IFRS advisors, reviewed the Financial Services Tribunal ruling, and once again are not in agreement with the judgement.

Responding to the ruling of the Financial Services Tribunal, Trustco is in the process of bringing an application in the High Court in South Africa, in terms of the Promotion of Administrative Justice Act No.3 of 2000, to set aside the ruling of the Financial Services Tribunal as Trustco believes the ruling did not consider pertinent representation by affected parties related to the substance of the various transactions at the time they were entered into and recorded.

The following summary provides further information relating to the qualitative factors pertaining to matters 1 and 3, insofar as it supports the relevant accounting application adopted by Trustco, and the issues raised by the JSE.

TREATMENT OF RECLASSIFICATION OF INVENTORY TO INVESTMENT PROPERTY

In accordance with IAS 2, Trustco initially classified the Elsenheim property as inventory as it was intended for immediate development and sale in the ordinary course of business. Over the years Trustco has developed and sold portions of the land. When the property market slowed down and Trustco was unable to fully exploit this development opportunity, the board of directors resolved to cease developments of a portion of the remaining extent of the property for the foreseeable future. Management gave effect to this decision by implementing a cessation of development activity including a decommissioning of the development

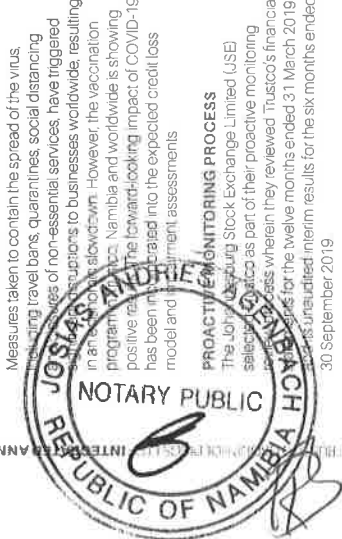
plans, ceased to seek regulatory approvals for further development, a sale of equipment earmarked for the development, and staff reassignments. The actions were consistent with the changed intention to hold the property for long term capital appreciation which is consistent with the definition of investment property. These actions were consistent with the changed use to hold the property for long-term capital appreciation which is consistent with the definition of investment property.

The JSE opposes the reclassification of property previously held inventory to investment property, as they are of the opinion that Trustco had only demonstrated a change in its intentions with respect to the property but did not demonstrate any actions as evidence of a change in the use of the land as required by IAS 40. Trustco strongly disagrees with the JSE given the facts stated above.

Following Trustco's change in use as indicated above, the property was reclassified from inventory (NAD 291 million) to investment property (NAD 984 million), in accordance with IAS 40.63, which specifies the treatment for a transfer from inventories to investment property that will be carried at fair value, and that any difference between the fair value of the property at that date and its previous carrying amount shall be recognised in profit or loss. This was done by recognising the fair value of the transferred property as revenue, and its previous carrying amount (at cost) as cost of sales, in accordance with the requirements of IAS 40.64 which states that such transfers be treated in a manner consistent with the sale of inventory.

TREATMENT OF LOAN WAIVERS – HUSO LOAN

During 2015, Trustco engaged in a transaction to acquire Huso from Dr. C Van Rooyen. The terms of the Huso Transaction were recorded in a sale of shares agreement (which did not include the sale of loan interests held by Dr. C Van Rooyen in these entities). The shareholders of Trustco (excluding Dr. C Van Rooyen who did not vote) approved the Huso Transaction and voted in favour thereof at a meeting held on 5 October 2015. Due to a delay in fulfilment of the Huso Transaction suspensive conditions, a change in the structure of the Huso Transaction was proposed. These changes were approved by Trustco Group's shareholders on 13 June 2017.



GROUP FINANCIAL DIRECTOR'S REPORT (CONTINUED)

The shareholder of Huso Investments (Pty) Ltd (Huso), being Dr O Van Rooyen, had over the years advanced NAD 546 million to the Huso group of companies. The repayment of these loans was at the sole discretion of the Huso group companies and were therefore classified as equity by these entities.

During March 2018, the terms of the loans were amended by a resolution of directors of Huso and Northern Namibian Development Company (Pty) Ltd (NNDCC). The amendment meant that the loan repayment was no longer at the discretion of Huso but would now be due within a stipulated period. As a result of this change, which imposed an unavoidable obligation to repay the loans, the loans became classified as financial liabilities. Before and after this amendment these loans remained in the beneficial interest of Dr O Van Rooyen and did not in any way affect the sale of shares agreement between the parties as these loan interests had always been excluded from the Huso Transaction from the onset.

The Huso Transaction subsequently became effective and Dr O van Rooyen's shares in Huso were acquired by Trustco Resources. Subsequent to the finalisation of the Huso Transaction Dr O Van Rooyen elected to waive repayment of the Huso Loan from the Huso group companies which had by this time become a part of the Trustco group. The loans, as financial liabilities falling within the scope of IFRS 9, were therefore derecognised upon the waiver in accordance with the requirements of that standard with the resulting effect being recognised in profit or loss.

The JSE contends that the Huso Transaction is a common control business combination and the subsequent waiver of the Huso group company loans by Dr O van Rooyen is treated as a lender to those businesses. The JSE is of the opinion that Dr O Van Rooyen would not have been recognised as a lender to those businesses if the loans had not been classified as financial liabilities and the waiver would not have been recognised in profit or loss. The JSE disagreed with the JSE's understanding of the transaction and is of the opinion that the loan waiver forms part of an individual business transaction.

TREATMENT OF LOAN WAIVERS – RELATED PARTY LOAN

On 8 October 2018, Dr O Van Rooyen, through Next Capital Ltd (Next), concluded an agreement to loan up to NAD 1 billion to Trustco Group for the purpose of funding the acquisition of a 51% shareholding interest in Meya Mining from Germinate Sierra Leone Limited. The loan terms were explicit with respect to imposing an obligation of repayment and was therefore classified as a financial liability by Trustco.

On 1 October 2019, repayment of the Related Party Loan was waived by Dr O Van Rooyen at his sole discretion. The loan was derecognised in a manner consistent with the application described above with respect to the Huso loans and as a consequence impacted profit or loss.

The JSE contends that whilst the loan terms would have met the requirements of IAS 32 to be classified as a financial liability at initial recognition, the subsequent waiver in substance was equity in nature, following a similar approach as in the Huso loan noted above, and should thus have been initially recognised directly in equity, with the subsequent waiver thereof being recognised directly in equity, and not through profit and loss. Trustco disagrees with the opinion of the JSE regarding the Related Party Loan, specifically in that the loan should be accounted for in equity due to it being waived in the following financial period.

For more information the Review Application filed on 31 January 2022 can be found on <https://www.bvse.com.na/portal/audit>.



FLOORS ABRAHAMS
EXECUTIVE DIRECTOR AND
GROUP FINANCIAL DIRECTOR



NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

39. PROACTIVE MONITORING PROCESS

The Johannesburg Stock Exchange Limited (JSE) selected Trustco as part of their proactive monitoring review process wherein they reviewed Trustco's financial statements for the twelve months ended 31 March 2019 and its unaudited interim results for the six months ended 30 September 2019.

Following the conclusion of the proactive monitoring process, the JSE informed Trustco that Trustco's financial statements for the 12 months ended March 2019 and unaudited interim results for the six months ended September 2019, as referred to above, were not fully compliant with IFRS with respect to the three matters as listed below, and consequently instructed Trustco to effect certain restatements to the 31 March 2019 and 30 September 2019 results.

These three matters were

1. Treatment of reclassification of inventory to investment property.
2. Recognition of revenue from the sale of unreserved even (real estate inventory), and
3. Treatment of loan waivers.

These matters were correctly identified by Trustco at inception thereof as complex and non-routine in nature and as such the company sought expert IFRS advice on these matters from its JSE accredited expert IFRS advisors to determine the appropriate accounting treatment thereof.

The restatements were considered quantitatively and qualitatively material and noted as significant matters by the company and previous auditors and were therefore the subject of a detailed technical assessment.

Following consultation, including consultation with the company auditors, Trustco agreed to effect a restatement of the 2018 and 2019 financial years with regard to matter 2 as disclosed in note 44 of the September 2020 financial results.

Trustco agreed with the JSE with respect to matters 1 and 2, and no adjustments have been made to the financial statements for the period ending 31 March 2019 and March 2019 financial statements regarding these matters. Trustco is pursuing the relevant channels available to obtain a confirmation of the appropriateness of its accounting treatment and a rescission of the decisions of the JSE.

Trustco lodged an objection to the JSE's findings concerning matters 1 and 3 with the Financial Services Tribunal during January 2021, and its decision to direct Trustco to apply particular accounting as allowed for in terms of Section 230 of the Financial Sector Regulators Act, 2017.

On 2 November 2021 the Financial Services Tribunal heard virtual representation from both Trustco and the JSE's legal representatives to consider the instruction issued by the JSE to restate the historic results related to matters 1 and 3.

On 22 November 2021 the Financial Services Tribunal dismissed the application for reconsideration sought by Trustco.

The board, who ultimately remains responsible and accountable to stakeholders for the preparation of the financial statements and their compliance with IFRS, together with their legal representatives and IFRS advisors, reviewed the Financial Services Tribunal ruling, and once again are not in agreement with the judgement.

Responding to the ruling of the Financial Services Tribunal, Trustco is in the process of bringing an application in the High Court in South Africa, in terms of the Promotion of Administrative Justice Act No 3 of 2000, to set aside the ruling of the Financial Services Tribunal as Trustco believes the ruling did not consider pertinent representation by affected parties related to the substance of the various transactions at the time they were entered into and recorded.

The following summary provides further information relating to the qualitative factors pertaining to matters 1 and 3, insofar as it supports the relevant accounting application adopted by Trustco, and the issues raised by the JSE.

TREATMENT OF RECLASSIFICATION OF INVENTORY TO INVESTMENT PROPERTY

In accordance with IAS 2, Trustco initially classified the Eisenheim property as inventory as it was intended for immediate development and sale in the ordinary course of business. Over the years, Trustco has developed and sold portions of the land. When the property market slowed down and Trustco was unable to fully exploit this development opportunity, the board of directors resolved to cease developments of a portion of the remaining extent of the property for the foreseeable

future. Management gave effect to this decision by implementing a cessation of development activity including a decommissioning of the development plans, ceased to seek regulatory approvals for further development, a sale of equipment earmarked for in the development, and staff retrenchments. The actions were consistent with the changed intention to hold the property for long term capital appreciation which is consistent with the definition of investment property. These actions were consistent with the changed use to hold the property for long-term capital appreciation which is consistent with the definition of investment property.

The JSE opposes the reclassification of property previously held inventory to investment property, as they are of the opinion that Trustco had only demonstrated a change in its intentions with respect to the property but did not demonstrate any actions as evidence of a change in the use of the land as required by IAS 40. Trustco strongly disagrees with the JSE given the facts stated above.

Following Trustco's change in use as indicated above, the property was reclassified from inventory (NAD 291 million) to investment property (NAD 964 million), in accordance with IAS 40:63, which specifies the treatment for a transfer from inventories to investment property that will be carried at fair value, and that any difference between the fair value of the property at that date and its previous carrying amount shall be recognised in profit or loss. This was done by recognising the fair value of the transferred property as revenue, and its previous carrying amount (at cost) as cost of sales, in accordance with the requirements of IAS 40:64 which states that such transfers be treated in a manner consistent with the sale of inventory.

TREATMENT OF LOAN WAIVERS – HUSO LOAN

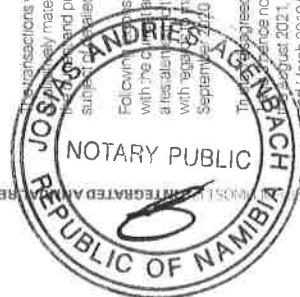
During 2015, Trustco engaged in a transaction to acquire Huso from Dr Q Van Rooyen. The terms of the Huso Transaction were recorded in a sale of shares agreement (which did not include the sale of loan interests held by Dr Q Van Rooyen in these entities). The shareholders of Trustco (excluding Dr Q Van Rooyen who did not vote) approved the Huso Transaction and voted in favour thereof at a meeting held on 5 October 2015. Due to a delay in fulfilment of the Huso Transaction suspensive conditions, a change in the structure of the Huso Transaction was proposed. These changes were approved by Trustco Group's shareholders on 13 June 2017.

The shareholder of Huso Investments (Pty) Ltd (Huso), being Dr Q Van Rooyen, had over the years advanced NAD 546 million to the Huso group of companies. The repayment of these loans was at the sole discretion of the Huso group companies and were therefore classified as equity by these entities.

During March 2018, the terms of the loans were amended by a resolution of directors of Huso and Northern Namibian Development Company (Pty) Ltd (NNDCL). The amendment meant that the loan repayment was no longer at the discretion of Huso but would now be due within a stipulated period. As a result of this change, which imposed an unavoidable obligation to repay the loans, the loans became classified as financial liabilities. Before and after this amendment, these loans remained in the beneficial interest of Dr Q Van Rooyen and did not in any way affect the sale of shares agreement between the parties as these loan interests had always been excluded from the Huso Transaction from the onset.

The Huso Transaction subsequently became effective and Dr Q Van Rooyen's shares in Huso were acquired by Trustco Resources. Subsequent to the finalisation of the Huso Transaction Dr Q Van Rooyen elected to waive repayment of the Huso Loan from the Huso group companies (which had by this time become a part of the Trustco group). The loans as financial liabilities falling within the scope of IFRS 9, were therefore derecognised upon the waiver in accordance with the requirements of that standard with the resulting effect being recognised in profit or loss.

The JSE contends that the Huso Transaction (a common control business combination), and the subsequent waiver of the Huso group company loans by Dr Q Van Rooyen in his capacity as a lender to those businesses, be treated as a single transaction. On this understanding the loans due to Dr Q Van Rooyen would not have been recognised as financial liabilities and the waiver would not have had an impact to be recognised in profit or loss. Trustco disagrees with the JSE's understanding of the Huso transaction, specifically that the loan waivers form part of an indivisible single transaction.



NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

TREATMENT OF LOAN WAIVERS - RELATED PARTY LOAN

On 8 October 2018, Dr C Van Rooyen, through Next Capital Ltd (Next), concluded an agreement to loan up to NAD 1 billion to Trustco Group for the purpose of funding the acquisition of a 51% shareholding interest in Moya Mining from Germinata Sierra Leone Limited. The loan terms were explicit with respect to imposing an obligation of repayment and was therefore classified as a financial liability by Trustco.

On 1 October 2019, repayment of the Related Party Loan was waived by Dr C Van Rooyen at his sole discretion. The loan was derecognised in a manner consistent with the application described above with respect to the Husco loans and as a consequence impacted profit or loss.

The JSE contends that whilst the loan terms would have met the requirements of IAS 32 to be classified as a financial liability at initial recognition, the subsequent waiver in substance was equity in nature, following a similar approach as in the Husco loan noted above, and should thus have been initially recognised directly in equity, with the subsequent waiver thereof being recognised directly in equity, and not through profit and loss. Trustco disagrees with the opinion of the JSE regarding the Related Party Loan, specifically in that the loan should be accounted for in equity due to it being waived in the following financial period.

For more information, the Review Application filed on 31 August 2022 can be found on <https://www.jse.co.za/disclosure>.

40. CAPITAL COMMITMENTS AUTHORISED

CAPITAL EXPENDITURE	31 AUGUST 2021	30 SEPTEMBER 2020
FIGURES IN MILLION DOLLAR TRICORPUS	1 275 000	1 300 000
NOT NET OF CONTRACTED TOTALS		
NOT NET OF CONTRACTED TOTALS		

1 275 000 1 300 000

Trustco Group's management has approved the expenditure to finance its expenditure from operating facilities. No part of this expenditure has been contracted for at reporting date.



41. CHANGE OF REPORTING PERIOD

The reporting period of the company was changed from 30 September to 31 August. The reason for the change in the reporting period was to align the timing of the release of full-year results to coincide with the groups capital raising working calendar and the funds budgetary process for the preceding reporting period.

42. SHAREHOLDER INFORMATION

Details of the shareholders were as follows

NAME	DIRECT SHAREHOLDING	INDIRECT SHAREHOLDING	TOTAL SHAREHOLDING	TOTAL SHAREHOLDING %
VAN ROOYEN QUINTON	307 137 454	896 862 606	1 004 000 060	63.97
PHOTEX ASSET MANAGEMENT LLC	339 525 604		339 525 604	21.64
-RISKOWITZ VALUJE FUND	212 935 146		212 935 146	
-ITHUBA INVESTMENTS	128 590 466		128 590 466	
GERMINATA SL LTD	85 416 666		85 416 666	5.44
CONSTANTIA INSURANCE COMPANY LIMITED	44 859 616		44 859 616	2.86
MIDBROOK LAKE PROPRIETARY LIMITED	6 205 000		6 205 000	0.40
SAXO BANK AS - CLIENT ASSETS	6 015 305		6 015 305	0.39
GOVERNMENT EMPLOYEES PENSION FUND PUBLIC INVESTMENT CORPORATION	5 461 236		5 461 236	0.35
CLIENT NOMINEES NO 81 VY GW	5 343 021		5 343 021	0.34
SEARWELL INVESTMENTS CC	5 006 088		5 006 088	0.32
GRAND TOTAL	804 966 990	696 862 606	1 501 829 596	95.71

* Total issued shares as at 31 August 2021 - 1 616 038 551

* Treasury shares as at 31 August 2021 - 46 520 138

* Shares calculated net of treasury shares as at 31 August 2021 - 1 569 518 413

LARGE SHAREHOLDERS (AS AT 30 SEPTEMBER 2020)

NAME	DIRECT SHAREHOLDING	INDIRECT SHAREHOLDING	TOTAL SHAREHOLDING	TOTAL SHAREHOLDING %
VAN ROOYEN QUINTON	307 137 454	896 862 606	1 004 000 060	63.94
PERSHING LLC	340 301 835		340 301 835	21.67
-RISKOWITZ VALUJE FUND	213 429 696		213 429 696	
-ITHUBA INVESTMENTS	128 590 466		128 590 466	
GERMINATA SL LTD	85 416 666		85 416 666	5.44
SNOWPRAI INVESTMENT LTD	30 563 770		30 563 770	1.95
CONSTANTIA INSURANCE COMPANY LTD	8 151 152		8 151 152	0.52
MIDBROOK LAKE PROPRIETARY LTD	12 415 530		12 415 530	0.79
GOVERNMENT EMPLOYEES PENSION FUND PUBLIC INVESTMENT CORPORATION	5 461 236		5 461 236	0.35
SAXO BANK AS - CLIENT ASSETS	5 343 021		5 343 021	0.34
GRAND TOTAL	794 839 989	696 862 606	1 491 702 595	95.00

* Total issued shares as at 30 September 2020 - 1 616 038 551

* Treasury shares as at 30 September 2020 - 46 800 647

* Shares calculated net of treasury shares as at 30 September 2020 - 1 570 237 904