

TREMATON CAPITAL INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1997/008691/06)

JSE share code: TMT

ISIN: ZAE000013991

("Trematon" or the "Company")

ACQUISITION OF AN INTEREST IN ASK PARTNERS (UK BASED GROUP OF COMPANIES) AND WITHDRAWAL OF CAUTIONARY ANNOUNCEMENT

1. Introduction

Trematon shareholders ("Shareholders") are advised that Trematon has, via Tremgrowth Proprietary Limited, a wholly owned subsidiary of Trematon ("Tremgrowth"), concluded the commercial terms of an agreement with Leopard Investment Holdings LLP in terms of which it will acquire an interest in two companies to be formed and based in the United Kingdom ("UK") (collectively referred to as "ASK Partners"), ("the Acquisition") as follows:

- 1.1. Tremgrowth will acquire 40% of the issued share capital of Leopard ASK Intermediate Investco Limited ("Investco"), an investment entity yet to be established, for a consideration of GBP 4 000 000; and
- 1.2. Tremgrowth will acquire 20% of the issued share capital of Leopard ASK Partners Holdco Ltd ("Holdco"), a property management company yet to be established, for a consideration of GBP 280 000,

in one indivisible transaction ("the Acquisition").

2. Rationale for the Acquisition

ASK Partners will be Trematon's first investment in the UK (under current management). The Board of Trematon is of the opinion that the investment fits well into Trematon's investment criteria and expertise. Our partners in the business have had many successful years of property investments and structured finance in the UK and are very familiar with the UK property market as well as the regulatory process in the UK.

Investco will be a property investment entity and will provide capital to property developers in the UK at attractive interest rates. This opportunity has arisen as UK banks are averse to lending at high loan-to-value ratios, which forces property developers to explore alternative funding sources.

Holdco will be a management company that aims to syndicate the loans / capital sourced from Investco to other parties as well as retaining equity in the various property developments which will be deal specific. Holdco will charge fees to facilitate the transactions and manage the operations of Investco.

To allow for the efficient recycling of capital, the loan transactions will be refinanced via a syndication process managed by ASK (as mentioned above), whereby 90% of the loan value will be syndicated to high net worth individuals and 10% will be retained by the investment partners. Trematon will assist in syndicating loans to high net worth South Africans, if required. Following syndication, the Investment Company will have generated a return in pound sterling terms in excess of Trematon's minimum required return and the original investment will be recycled to finance future secured property loans and developments. The fundamental decision to invest is based on the returns achievable in Pound Sterling and no depreciation in the Rand is assumed, if the Rand strengthens the returns may be more muted but over time the currency diversification should be positive for the group.

Trematon is a diversified investment holding company with various investments in property, an education business and minority shares in various listed and unlisted companies. The Acquisition is in line with Trematon's strategy of actively pursuing yield enhancing investment opportunities and leveraging its

expertise in the property field. The Acquisition will also add an international aspect to Trematon's investment portfolio.

Investco and Holdco will become associates of the Trematon group of companies and will operate in the UK where their offices and management will be based. It is envisaged that Trematon will play an active role in the operations of both Investco and Holdco.

The executive management team of ASK Partners is headed by Daniel Austin ("Daniel"), Doug King ("Doug") and Paul Stevens ("Paul").

Daniel is the Chief Executive Officer at ASK. Prior to ASK, he was the founder and Chief Executive Officer of Capital A Finance plc, a boutique real estate lending business which wrote over £225m of loans between 2012 and 2014. Daniel has over 15 years of experience in the origination and structuring of real estate debt and equity transactions across the UK, Europe, the Middle East and America having worked on transactions with a cumulative deal size of in excess of GBP 1.7 billion.

Doug is the Chief Operating Officer at ASK. Prior to ASK, Doug worked at Capital A Finance plc where he was part of the senior management team and responsible for all aspects of deal appraisal, origination and transaction execution. Doug is a chartered accountant having trained with Arthur Andersen and Deloitte, before spending eight years working at BDO in their corporate finance and business recovery teams. Doug also spent a year on secondment at Barclays Bank plc in their corporate and property restructuring team.

Paul is Executive Chairman of ASK. He is a seasoned property financier and banking professional with over 40 years of banking experience. Previously, Paul established Investec Bank plc's European property finance business. Under his management the division's assets increased from GBP 40 million to over GBP 2.5 billion. He later became Co-head of Investec Specialist Private Bank.

3. Consideration for the Acquisition

The aggregate purchase consideration for the Acquisition is GBP4 280 000 (equivalent to R72 075 200 using the spot exchange rate on 19 July 2017 of GBP 1 = R16.84), which is payable in cash and will be settled from cash on hand.

4. Effective Date

The Acquisition will become effective upon the fulfilment of the condition precedent set out in paragraph 5 below.

5. Conditions precedent

The Acquisition is subject to the conclusion and execution of shareholders' agreements in respect of Investco and Holdco.

6. Net assets and profits attributable to the Acquisition

There is no value attached to the net assets that are the subject of the Acquisition nor any profits attributable to such assets as Investco and Holdco are yet to be established.

7. Categorisation

The Acquisition is categorised as a Category 2 transaction in terms of the JSE Limited Listings Requirements.

8. Withdrawal of cautionary announcement

Shareholders are referred to the cautionary announcement released on the Stock Exchange News Service on Wednesday, 5 July 2017. Further to the information set out in this announcement regarding the Acquisition, caution is no longer required to be exercised by Shareholders when dealing in their Trematon securities.

Cape Town
20 July 2017

Sponsor
Sasfin Capital (a member of the Sasfin Group)

Legal Advisor:
Bernadt Vukic Potash & Getz