



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

SECTION 45(5) NOTICE IN TERMS OF THE COMPANIES ACT, 71 OF 2008 ("COMPANIES ACT")

Notice is hereby given in accordance with section 45(5) of the Companies Act, No. 71 of 2008 ("**the Companies Act**") that, pursuant to the authority granted to the board of directors of NVest ("**the Board**") by shareholders at the annual general meeting of the Company held on 20 August 2018, the Board has adopted resolutions to provide financial assistance to related and/or inter-related entities as contemplated in section 45(2) of the Companies Act.

The resolutions passed by the Board authorise the Company to provide financial assistance to its subsidiaries and inter-related entities, as envisaged in terms of section 45 of the Companies Act ("**the Financial Assistance**"). The authority to provide Financial Assistance includes that which exceeds a tenth of 1% of the Company's net worth.

The Board, prior to authorising the Financial Assistance, considered and satisfied itself, in terms of section 45 of the Companies Act, that:

- immediately after providing the Financial Assistance, the Company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act;
- the terms of the Financial Assistance are fair and reasonable in relation to the Company; and
- there has been due compliance with the Company's Memorandum of Incorporation and with the Companies Act.

East London
24 August 2018

Designated Advisor
Arbor Capital Sponsors Proprietary Limited

