

ASTORIA INVESTMENTS LTD

(Incorporated in the Republic of Mauritius)

(Registration number 129785 C1/GBL)

SEM share code: ATIL.N0000

JSE share code: ARA NSX share code: ARO

ISIN: MU0499N00007

("Astoria")



UPDATE REGARDING PROPOSED OFFER BY RECM AND CALIBRE LIMITED, ASTORIA STRATEGIC REVIEW AND FURTHER CAUTIONARY ANNOUNCEMENT

On 4 May 2018, RECM and Calibre Limited ("**RAC**") announced on SENS an intention to make an offer to Astoria shareholders on 17 May 2018 ("**the intended offer**"). However, on 17 May 2018, RAC then announced that the intended offer was delayed as RAC was awaiting comments from various regulatory bodies. RAC undertook to make a further announcement once it had obtained more clarity on the timing. No further announcement has been forthcoming.

Given the now extended delay, and in the absence of any further clarity provided by RAC, the only update that Astoria can provide to its shareholders is that Astoria has been advised that the intended offer as contemplated by RAC does not comply in various respects with the Securities (Takeover) Rules 2010 ("**Takeover Rules**") issued by the Financial Services Commission ("**FSC**") under the Financial Services Act 2007 and the Securities Act 2005. Astoria has communicated the advice it has received to the FSC and continues to engage constructively with the FSC in this regard to ensure shareholders are fully protected by the Takeover Rules.

In the meantime, the board of Astoria remains well aware of the discount in the Astoria share price. Astoria's published quarterly results for the period ended 31 March 2018 reflected a net asset value ("**NAV**") per share of USD1.20. At a Rand/USD exchange rate of 12.70 (Bloomberg as at 17h00 SAST on 6 June 2018), USD1.20 is the equivalent of R15.24 per share. Astoria's closing share price on the JSE yesterday was R11.83, which represents a discount to published net asset value per share in excess of 22%.

This is in contrast to the RAC proposal to issue RAC prefs in partial settlement of the offer at an issue price of R28.00, which is a premium of 36.6% to yesterday's RAC pref closing price on the JSE of R20.50.

More detail regarding the intended offer is provided in Astoria's announcement of 7 May 2018, to which shareholders are referred.

In the course of the strategic review announced by Astoria with its March quarterly results, the Board has considered a number of mechanisms to unlock value for Astoria shareholders. As most of Astoria's assets are high quality listed global equities, value may be unlocked through any of a number of strategic steps aimed at an outcome that recognises the value in Astoria's NAV and in its structure as an investment entity listed in Mauritius and South Africa. Components of a strategy may include cash or *in specie* dividends or partial capital payments to shareholders, a partial distribution of assets, a share repurchase and/or a change in investment management or strategy or a restructure. Once determined, the proposed mechanism will be subject to applicable law and shareholder approvals, where required. The Board's strategic review is well advanced and it expects to make further announcements in this regard as soon as is practicable.

In the meantime, Astoria shareholders are advised to continue to exercise caution when dealing in the shares of Astoria.

Astoria has primary listings on the Stock Exchange of Mauritius and the Alternative Exchange of the JSE, and a secondary listing on the main board of the Namibian Stock Exchange.

South African corporate advisor and JSE designated advisor



NSX sponsor



Mauritian company administrator



7 June 2018

This notice is issued pursuant to SEM Listing Rule 11.3. The Board of Astoria accepts full responsibility for the accuracy of the information in this announcement.