

ASTORIA INVESTMENTS LTD
(Incorporated in the Republic of Mauritius)
(Registration number 129785 C1/GBL)
SEM share code: ATIL.N0000
JSE share code: ARA
ISIN: MU0499N00007
(“Astoria” or “the Company”)



CONCLUSION OF AN INVESTMENT MANAGEMENT AGREEMENT

1. INTRODUCTION

Shareholders are advised that the Company entered into an investment management agreement with RAC Advisory (Mauritius) Limited (“**RAC Advisory MU**” or “**the Investment Manager**”) on 5 May 2020 (“the IM Agreement”). RAC Advisory MU is a Mauritian-domiciled licenced Investment Adviser, which is owned, *inter alia*, by associates of Messrs. Piet Viljoen and Jan van Niekerk, who are both directors of Astoria.

Astoria’s investment activities have been managed by the Board of Directors of Astoria since the cancellation of the previous investment management agreement in March 2019.

2. SIGNIFICANT TERMS OF THE IM AGREEMENT

2.1. Duration, effective date and termination of the IM Agreement

The IM Agreement will be for a minimum period of ten years from 5 May 2020 (“Initial Period”), after which the Company may terminate the IM Agreement, provided the termination is supported by at least 75% of the voting rights exercised on a resolution of the shareholders of the Company at a general meeting.

2.2. Variation of the terms of the IM Agreement

Any modification, alteration or addition to the provisions of the IM Agreement is subject to written approval by both RAC Advisory MU and Astoria and is further subject to the approval of Astoria shareholders in a general meeting.

2.3. Remuneration

RAC Advisory MU will be paid one twelfth of 1% of the assets under management, measured and recorded in accordance with the International Financial Reporting Standards, on the last day of each month (“Management Fee”). The Management Fee is payable monthly in arrears, subject to a maximum amount of USD 5 million per annum, where the maximum amount is adjusted for official USD inflation from the date of appointment on an annual basis.

3. RATIONALE FOR THE IM AGREEMENT

The IM Agreement has been concluded in order to align the domiciles of Astoria and its Investment Manager.

4. CONDITIONS PRECEDENT

The IM Agreement is not subject to the fulfilment of any conditions precedent.

5. RELATED PARTY AGREEMENT

Given that RAC Advisory MU is an associate of Messrs. Piet Viljoen and Jan van Niekerk, the IM Agreement constitutes an agreement with a related party in terms of the JSE Listings Requirements.

The independent directors of Astoria have appointed Moore Corporate Services Cape Town (Pty) Ltd as the independent professional expert ("Independent Expert"). The Independent Expert will consider the terms of the IM Agreement, and will express an opinion on whether the IM Agreement is fair or not. A further announcement will be made once the opinion has been issued, after which a copy of the opinion will be available for inspection on the Company's website and at the Company's registered office, and that of its Designated Advisor.

Astoria has primary listings on the Stock Exchange of Mauritius ("SEM") and the Alternative Exchange of the JSE.

This notice is issued pursuant to SEM Listing Rules 11.3 and Rule 5(1) of the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007. The Board accepts full responsibility for the accuracy of the information contained in this announcement.

5 May 2020

Designated Advisor



Questco Corporate Advisory Proprietary Limited

SEM authorised representative and sponsor

GB Capital

