

AUSTRO GROUP LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2001/029771/06)

JSE share code: ASO ISIN: ZAE000090882

(“Austro” or “the company”)



NOTIFICATION IN TERMS OF SECTION 45(5) OF THE COMPANIES ACT, 2008 (“THE ACT”)

Notice is hereby given that, in terms of the provisions of section 45(5) of the Act and pursuant to the special resolution passed at the annual general meeting of the company held on 14 May 2014, authorising the company to provide direct or indirect financial assistance to related or inter-related parties, the board of directors (“**the board**”) has resolved in terms of section 45(2) of the Act to authorise Austro to provide financial assistance to persons and entities who are related to Austro (which includes any of its present or future subsidiaries), which financial assistance exceeds one-tenth of one percent of the company’s net worth.

Following Austro’s acquisition of Centlube Holdings Proprietary Limited (“**Centlube**”) and Centlube’s appointment as distributor of Mobil lubricants for ExxonMobil (with effect from 1 January 2015), Austro has granted financial assistance to Centlube by way of a corporate guarantee in favour of ExxonMobil for the due fulfilment of Centlube’s obligations in terms of the distribution contract.

Shareholders are further advised that the board has resolved that financial assistance between Austro and its operating subsidiaries may take place by way of loans and cross guarantees to secure banking facilities.

In accordance with section 45 of the Act, the board is satisfied and acknowledges that:

- (i) immediately after providing such financial assistance, Austro would satisfy the solvency and liquidity test as provided for in section 4 of the Act, and
- (ii) the terms under which such financial assistance is to be given are fair and reasonable to Austro.

29 December 2014

Sponsor

JAVACAPITAL