

Metrofile Holdings Limited
(Incorporated in the Republic of South Africa)
Registration number 1983/012697/06
JSE ordinary share code: MFL
ISIN: ZAE000061727
(``Metrofile`` or ``the Company`` or ``the Group``)

**RESULTS OF THE SCRIP DISTRIBUTION AND THE CASH DIVIDEND
ALTERNATIVE AND SHARE DEALINGS BY DIRECTORS AND ASSOCIATES OF
DIRECTORS**

Metrofile ordinary shareholders (``Shareholders``) are referred to the announcements released on the Stock Exchange News Service (``SENS``) on Thursday, 4 April 2019 and Wednesday, 17 April 2019 (``the announcements``) regarding the ratio applicable to the Company's declaration of an interim distribution of Metrofile ordinary par value shares of 0.6146 cent each (``Scrip Distribution Shares``) to Shareholders recorded in the register at the close of business on the record date, being Thursday, 18 April 2019 (``Record Date``) (``Scrip Distribution``).

As set out in the announcements, Shareholders not electing to receive the gross cash dividend of 5 cents per ordinary share (``Cash Dividend``) in respect of all or part of their shareholding were entitled to receive that number of Scrip Distribution Shares determined in the ratio of 3.48319 Scrip Distribution Shares for every 100 ordinary shares held on the Record Date.

In terms of the Scrip Distribution, 8 714 618 new ordinary shares were issued at 143,54654 cents per share today to Shareholders who did not elect to receive the Cash Dividend in respect of all or part of their shareholding, resulting in a capitalisation of the distributable retained profits of the Company of R12 509 533.

Shareholders recorded in the register of the Company at the close of business on the Record Date holding 184 939 701 ordinary shares elected to receive the gross Cash Dividend of 5 cents per ordinary share, resulting in a total gross Cash Dividend of R9 246 985, which was paid out of the distributable retained profits of the Company.

Following the Scrip Distribution, the Company has an issued share capital of 443 854 886 ordinary par value shares of 0.6146 cent each.

In addition to the Cash Dividend payment today, share certificates will be dispatched to certificated Shareholders and CSDP/broker accounts of dematerialised Shareholders will be credited.

In compliance with paragraphs 3.63 to 3.74 of the JSE Listings Requirements, the following information is disclosed for those directors and associates who received Metrofile shares in respect of their shareholding in the Company under the terms of the Scrip Distribution as announced in this SENS announcement:

Company: Metrofile Holdings Limited
Name of directors: Mary S Bomela and Muhammed Z Abdulla
Name of associate: MIC Investment Holdings (Pty) Limited, a wholly-owned subsidiary of Mineworkers Investment Company (RF) (Pty) Limited. The above-named directors are executive directors of Mineworkers Investment Company (RF) (Pty) Limited
Designation of directors: Non-executive
Type and class of securities: Ordinary shares
Nature of transaction: Off-market receipt of shares from Metrofile by way of a Scrip Distribution
Nature and extent of directors' interests in the transaction: Indirect non-beneficial
Date of trades: 24 April 2019
Deemed price per shares: 143,54654 cents
Number of shares received: 4 823 991
Rand value of shares: R6 924 672.17
Permission to deal obtained: Yes

Company: Metrofile Holdings Limited
Name of director: Christopher S Seabrooke
Name of associate: Sabvest Finance and Guarantee Corporation (Pty) Limited, wholly-owned by Sabvest Limited which is controlled by The Seabrooke Family Trust
Designation of director: Independent non-executive
Type and class of securities: Ordinary shares
Nature of transaction: Off-market receipt of shares from Metrofile by way of a Scrip Distribution
Nature and extent of director's interest in the transaction: Indirect beneficial
Date of trades: 24 April 2019
Deemed price per shares: 143,54654 cents
Number of shares received: 1 395 000
Rand value of shares: R2 002 474.23
Permission to deal obtained: Yes

Company: Metrofile Holdings Limited
Name of director: Graham D Wackrill
Designation of director: Non-executive
Type and class of securities: Ordinary shares

Nature of transaction: Off-market receipt of shares from Metrofile by way of a Scrip Distribution
Nature and extent of director's interest in the transaction: Direct beneficial
Date of trades: 24 April 2019
Deemed price per shares: 143,54654 cents
Number of shares received: 85 546
Rand value of shares: R122 798.32
Permission to deal obtained: Yes

Company: Metrofile Holdings Limited
Name of director: Pfungwa G Serima
Designation of director: Group Chief Executive Officer
Type and class of securities: Ordinary shares
Nature of transaction: Off-market receipt of shares from Metrofile by way of a Scrip Distribution
Nature and extent of director's interest in the transaction: Direct beneficial
Date of trades: 24 April 2019
Deemed price per shares: 143,54654 cents
Number of shares received: 1 304
Rand value of shares: R1 871.85
Permission to deal obtained: Yes

Johannesburg
24 April 2019

Sponsor
Standard Bank Limited