



24th August 2020

fastjet Plc

("fastjet" the "Company" or the "Group")

Admission Statement

The Board of fastjet Plc, the low-cost African airline, are pleased to announce the admission of its ordinary shares to trading on Asset Match ahead of its first auction.

It is intended that the first auction in the Company's shares will be held on the 30th September 2020. Thereafter, auctions will run in the months of October and November before reverting to a quarterly calendar. More information, including exact auction dates and details on how to buy and sell, is available on the [company profile page](#).

The directors of the Company (the "Board") are:

Mark Hurst (*Interim Chief Executive Officer*)

Kris Jaganah (*Chief Financial Officer*)

Rashid Wally (*Non-Executive Chairman*)

Robert Burnham (*Non-Executive Director*)

Registered office:

6th Floor, 60 Gracechurch Street, London EC3V 0HR

Mark Hurst, Interim Chief Executive Officer of fastjet Plc, commented:

"The Board are delighted to announce the admission of the Company's Ordinary Shares to trading on Asset Match which will provide structured liquidity for existing and new shareholders".

1. Company Description

fastjet is a multi-award-winning African value airline that began flight operations in 2012. Its awards include Leading African Low-Cost Carrier World Travel Awards 2016, 2017, 2018 and 2019, and Skytrax World Airline Awards Best Low-Cost Airline in Africa 2017 and 2019.

Today, fastjet connects the three major cities in Zimbabwe by flying between Harare and Victoria Falls and Harare and Bulawayo. Internationally the airline offers flights from Harare and Bulawayo to Johannesburg in South Africa.

In October 2018, fastjet acquired an interest in FedAir, which provides unscheduled shuttle and charter services to game lodges in the Southern Africa region.

Since commencing operations fastjet has flown over 3.5 million passengers and has established itself as a punctual, reliable, and affordable airline with value-added services. These services include free baggage allowance(s), airport lounge access, dedicated check-in counters for Flexi Flyer ticket holders, and more, according to fare attributes.

2. Strategy and Prospects

Fastjet's core strategy will remain focused on connecting and linking Zimbabwe and South Africa with frequent daily flights between the capital cities of Harare and Johannesburg; and between Bulawayo and Johannesburg. Domestically in Zimbabwe, flights will remain focused on Harare to Victoria Falls and Harare to Bulawayo. Until the full effects of COVID-19 are better understood in our sector, and our business model adjusted accordingly, we do not envisage any specific growth strategies at this stage other than maximizing the number of passengers carried.

As the world recovers from the COVID-19 pandemic and international tourism travel returns into the region, fastjet together with FedAir will refocus on enhancing overall business and tourist destination pairings, and network integration. As both our core markets of business and tourism stabilize and start to grow, we will maintain, then grow, our market share. However, such a world recovery is unlikely to have a significant impact in the short-term for the Group and we do not foresee the benefits to us being material within the next 12 to 18 months.

The Group's primary objective is to establish stability and ensure that our business model, airline brand and our operating network are all adjusted as necessary to achieve a profitable and cash generative business.

The Board believes that historical LCC legacy network errors are now corrected, and core administrative and system challenges rectified., This permits the Group to focus exclusively on a simplified business model, proven network with right sized fleet, and allows growth and operations to generate value for shareholders for the future.

To meet the demands and needs of most of the passengers in our markets, who want in-flight catering service and inclusive checked luggage in the ticket pricing, we have transitioned Fastjet away from the classical LCC business model, where every ancillary service is charged separately, and positioned Fastjet into an African home grown hybrid "serviced airline" that whilst focused on supplying and delivering what our customers want, is nevertheless run on a low cost business model. A key part of our strategy is to enhance and create more digital customer orientated ICT environments.

3. Board of Directors

Brief biographies of the directors of the Company are set out below.

Mark Hurst – Interim Chief Executive Officer

Mark Hurst holds significant aviation experience with particular expertise in fleet management, aircraft sourcing and leasing as well as the development and implementation of operational efficiencies throughout the aviation value chain.

He is highly regarded in the African aerospace sector for his track record in operational integrity, ability to develop strategic operations in challenging environments and value and supply chain management.

Mark continues to serve as Group CEO of the Solenta Aviation Group of companies that form part of the wider SAHL group, which includes the Fastjet Group.

Kris Jaganah - Chief Financial Officer

Kris Jaganah was appointed Group Chief Financial Officer in March 2019 after having been seconded to the group since October 2018. Kris brings several years of experience from the financial services, pharmaceutical and aviation industries. During the last 10 years prior to his appointment at fastjet he held the following roles:

- Chief Financial Officer – Acia Aero Capital Limited
- Senior Group Finance Manager – African Alliance Holdings Limited
- Head of Financial Planning & Analysis – Aspen Global Incorporated
- Head of back office operations – Superfund Advisory

He has a history of driving operational efficiencies across all functions and ensuring organisational goals are measured within all companies he has been involved in.

Kris is a qualified Chartered Certified accountant.

Rashid Wally - Non-Executive Chairman

Rashid Wally was appointed as Non-Executive Chairman with effect from 1 April 2017. Rashid was previously the Chairman and member of the Audit Committee of South African low-cost carrier Mango Airlines (SOC) Ltd.

In addition to his airline experience, Rashid has a track record spanning over 38 years in the information technology sector having held various senior executive positions with IBM in Africa, Europe, the Middle East, South East Asia and Lenovo in Africa.

He is highly regarded for his corporate turnaround experience, having successfully completed many restructuring projects in his previous roles. Rashid also has significant corporate governance expertise which will benefit the fastjet Group long term.

Robert Burnham - Non-Executive Director

Robert Burnham has been a non-executive director of the Company since May 2006. Rob has held a variety of executive director and senior management positions in a number of listed companies both in the UK and USA.

He has undertaken lead roles in substantial merger and acquisition transactions and, as Chairman, led a flotation of the company on the London AIM market. He currently operates as a Management Consultant advising businesses on building enterprise value through profitable growth and staff professional development.

4. Share capital and significant shareholders

At the 24th August 2020, the Company's issued share capital consisted of 3,800,824,884 ordinary shares with a nominal value of 0.01 pence each, each share having equal voting rights.

The Company does not hold any ordinary shares in its own treasury and therefore the number of ordinary shares with voting rights is 3,800,824,884.

An Employee Benefit Trust was established that holds 21,504,112 shares, which remain unallocated to date.

The ordinary shares are not admitted to trading on any exchange or trading platform other than Asset Match, having cancelled trading on AIM effective 21st August 2020.

The Company has been notified that the following shareholder(s) are interested in 3% or more of the issued share capital of the company:

<i>Name of shareholder</i>	<i>Number of Ordinary Shares</i>	<i>Percentage holding of shares in issue</i>
Solenta Aviation Holdings Limited (SAHL)	2,328,004,566	61.25%
Hargreaves Lansdown*	266,715,483	7.02%
Janus Henderson Investors	214,943,665	5.66%
HSDL*	206,607,132	5.44%
Liberum Capital	195,166,155	5.13%
Interactive Investor*	117,490,617	3.09%

* Held as nominee for a number of individual shareholders and investors.

5. Financial statements

The Company's latest interim report and accounts for the year ended 30th June 2019 can be accessed on the [company profile page](#).

6. Legal claim in respect to FedAir

As announced on 24 July 2020, Carl Trieloff (“**Trieloff**”), an 18.85% shareholder of Federal Airlines Proprietary Limited (“**FedAir**”) prior to its sale to Parrot Aviation Proprietary Limited (“**Parrot**”) in October 2018 (the “**Sale**”) and a selling shareholder on the Sale, has issued a claim that the Sale was not completed due to a technical breach of the share purchase agreement (the “**SPA**”), whereby a condition linked to regulatory approvals which has now been completed was not completed within the timeframe prescribed in the SPA. Trieloff claims that the technical breach has terminated the SPA and that all shareholders in FedAir prior to the Sale (the “**Selling Shareholders**”) should be restituted. Trieloff has made a further claim, that remains unsubstantiated, for certain pre-emptive rights over all shares subject to any resale (the “**Sale Shares**”), if restituted and resold.

The Selling Shareholders, excluding Trieloff, of the remaining 81.15% in FedAir do not hold the same beliefs or claims as Trieloff and had confirmed their intention to offer back their shares to Parrot through a new share sale agreement with Parrot to resolve the technical breach. Following legal advice, Parrot entered into a new share sale and purchase agreement on 14 August 2020 with the Selling Shareholders, excluding Trieloff, for 81.15% of the share capital of FedAir (the “**New SPA**”). The financial terms were identical to the original SPA with the only substantive difference being the amendment to the condition that resulted in the technical breach.

In addition, despite Trieloff’s claims to certain pre-emptive rights on all Sale Shares remaining unsubstantiated, as a condition to completion of the sale of shares from the Selling Shareholders to Parrot, agreed by both the Selling Shareholders and by Parrot, pursuant to the New SPA, Trieloff has been granted a 30 business day pre-emptive right to acquire the 81.15% from the other Selling Shareholders. In the event that Trieloff exercises the offered pre-emptive rights over the Selling Shareholders’ shares, and further retains his own 18.85% shareholding, then a consideration of approximately US\$2,585,000 (R44,400,000 at current ZAR exchange rates) representing 100% of the original share sale proceeds, will need to be paid to the Company by Trieloff. This will in effect amount to a reversal of the original Sale of FedAir.

Should Trieloff not exercise the offered pre-emptive rights then Parrot has agreed under the New SPA to repurchase the 81.15% shareholding held by the Selling Shareholders, excluding Trieloff. This would not involve the exchange of any consideration. Parrot would then engage separately with Trieloff on his own intentions, which could be to either enter a new sale agreement with him to sell his shares to Parrot thereafter, or alternatively for Trieloff to remain an 18.85% shareholder in FedAir, which would require the return of the sale proceeds originally paid to him under the SPA.

7. Responsibility Statement

The directors of fastjet Plc, as set about above, accept responsibility for the information contained within this document. To the best of the knowledge and belief of the directors (who have taken reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

REMINDER: It is intended that the first auction in the Company’s shares will be held on 30 September 2020. Thereafter, auctions will be held at regular intervals. More information, including exact auction dates and details on how to buy and sell, will be provided in due course.

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