

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretation commencing on page 6 of this Circular have been used in this front cover.

If you are in any doubt as to the action you should take, please consult your CSDP, broker, banker, legal advisor, accountant, or other professional advisor immediately.

### ACTION REQUIRED

#### **All Shareholders**

- Detailed action required by Shareholders is set out on page 4 of this Circular.
- This entire Circular is important and should be read with particular attention to the section titled “Action Required by Accelerate Property Fund Shareholders”, which commences on page 4 of this Circular.
- If you have disposed of all your APF Shares, then this Circular should be handed to the purchaser of such APF Shares or to the broker, CSDP, banker or other agent through whom the disposal was affected.

The General Meeting convened in terms of this Circular will be held in person on 15 March 2024 at 11:00 at the Accelerate Property Fund main boardroom, Cedar Square Shopping Centre, Management Office, 2nd floor, Cnr Willow Ave and Cedar Rd, Fourways, Johannesburg.

### DISCLAIMER

- APF does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of a Dematerialised Shareholder to notify such Shareholder of the details of this Circular.







**ACCELERATE PROPERTY FUND LIMITED**  
**Approved as a REIT by the JSE**  
**(Incorporated in the Republic of South Africa)**  
**(Registration number 2005/015057/06)**  
**Share code: APF ISIN: ZAE000185815**  
**(“APF” or “the Company” or “the Group”)**

### **CIRCULAR TO APF SHAREHOLDERS**

relating to:

- the proposed disposal of Eden Meander Shopping Centre to Sasol Pension Fund (50% undivided share), Litapro Proprietary Limited (25% undivided share) and Luvon Investments Proprietary Limited (25% undivided share) which disposal constitutes a Category 1 transaction in terms of the JSE Listings Requirements and requires Shareholder approval;
- and incorporating:
  - a *Notice of General Meeting*; and
  - a *Form of Proxy (blue)* in respect of the General Meeting (for use by Certificated and “own-name” Dematerialised APF Shareholders only)

<p><b>Corporate Advisor and Transaction Sponsor</b></p>  <p><i>bold thinking. Bespoke solutions.</i></p>	<p><b>Legal Advisor to Company</b></p>  <p>GLYN MARAIS </p>
<p><b>Independent Valuer</b></p> <p><b>David Hoffman</b></p>	<p><b>Independent Reporting Accountant</b></p>  <p><b>CBS</b> Badenhorst Schalekamp</p>

**Date of issue: Monday, 12 February 2024**

This Circular is available in English only. Copies may be obtained from the registered office of the Company and the Company's Transfer Secretaries, whose addresses are set out in the "Corporate Information" section of this Circular. A copy of this Circular will also be made available on the Company's website – <https://www.acceleratepf.co.za/investorcentre/>

**CORPORATE INFORMATION AND ADVISORS**

<b>Registered Office</b> <b>Accelerate Property Fund</b> (Registration number 2005/015057/06) Cedar Square Shopping Centre, Management Office, 2nd floor, Cnr Willow Ave and Cedar Rd, Fourways, Johannesburg, 2055 Date of Incorporation: 16 May 2005	
<b>Company Secretary</b> M. Pinto Cedar Square Shopping Centre, Management Office, 2nd Floor, Cnr Willow Ave and Cedar Rd, Fourways, Johannesburg, 2055 Telephone: +27 11 465 6925 E-mail: <a href="mailto:info@acceleratepf.co.za">info@acceleratepf.co.za</a>	<b>Corporate Advisor and Transaction Sponsor</b> Bravura Capital Proprietary Limited Registration Number: 2013/030889/07 23 Fricker Road, Ground floor, Suite 2, Illovo Boulevard, Illovo, 2196 Telephone: +27 11 459 5000 (Postal address is the same as the physical address)
<b>Independent Reporting Accountants</b> CBS Group Henico Schalekamp Building 1 15 Forest Road Waverley 2199 Telephone: 084 506 2640 E-mail: <a href="mailto:henicos@cbsgroup.co.za">henicos@cbsgroup.co.za</a>	<b>Independent Property Valuer</b> David Hoffman 5 Eilerslie Rd Wynberg Western Cape 7800 Telephone: 083 326 4629 E-mail: <a href="mailto:d.hoff@mweb.co.za">d.hoff@mweb.co.za</a>
<b>Legal Advisors</b> Glyn Marais Incorporated Registration Number: 1990/000849/21 7 Boundary Place 18 Rivonia Road Sandhurst 2146 Telephone: +27 11 286 3700 (PO Box 652361, Benmore 2010)	<b>Transfer Secretaries</b> Computershare Investor Services (Proprietary) Limited Registration number 2004/003647/07 Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 Private Bag X9000, Saxonwold, 2132

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## **ACTION REQUIRED BY SHAREHOLDERS**

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The definitions and interpretations commencing on page 6 of this Circular apply mutatis mutandis to this section.

- If you have disposed of all your APF Shares, this Circular should be handed to the purchaser of such shares or the CSDP, broker, banker, attorney or other agent who disposed of your shares for you.
- If you are in any doubt as to what action you should take, you should consult your broker, CSDP, banker, legal advisor, accountant or other professional advisor immediately.
- This Circular contains information relating to the Disposal. You should carefully read this Circular and decide how you wish to vote on the Resolutions to be proposed at the General Meeting. The General Meeting, convened in terms of the Notice incorporated in this Circular, will be held at the Accelerate Property Fund main boardroom, Cedar Square Shopping Centre, Management Office, 2nd floor, Cnr Willow Ave and Cedar Rd, Fourways, Johannesburg, on Friday, 15th March 2024.

### **1. DEMATERIALISED SHAREHOLDERS**

#### **1.1 “Own-Name” Registration**

You are entitled to attend in person, or be represented by proxy, and may vote at the General Meeting. If you are unable to attend the General Meeting, but wish to be represented thereat, you must complete and return the attached form of proxy, in accordance with the instructions contained therein, to be received by the Transfer Secretaries, Computershare, at proxy@computershare.co.za or Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (Private Bag X9000, Saxonwold, 2132), to be received by them for administrative purposes only no later than 11:00 on Wednesday, 13 March 2024. If you do not hear from your CSDP or broker, you should contact them and furnish them with your instructions. If your CSDP or broker does not obtain instructions from you, they are obliged to act in terms of the custody agreement entered between you and them.

#### **1.2 Other than “Own-Name” Registration**

You are entitled to attend in person, or be represented by proxy, at the General Meeting. You must not, however, complete the attached form of proxy. You must advise your CSDP or Broker timeously if you wish to attend or be represented at the General Meeting. If your CSDP or broker does not contact you, you are advised to contact your CSDP or broker and provide them with your voting instructions. If your CSDP or broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them. If you do wish to attend or be represented at the General Meeting, your CSDP or broker will be required to issue the necessary letter of representation to you to enable you to attend or to be represented at the General Meeting.

#### **2.1 If you hold certificated shares**

You are entitled to attend, or be represented by proxy, at the General Meeting. If you are unable to attend the General Meeting, but wish to be represented thereat, you must complete and return the attached form of proxy, in accordance with the instructions contained therein, to be received by the Transfer Secretaries, Computershare, at proxy@computershare.co.za or Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (Private Bag X9000, Saxonwold, 2132), to be received by them for administrative purposes only no later than 11:00 on Wednesday, 13 March 2024.

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## IMPORTANT DATES AND TIMES

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The definitions and interpretations commencing on page 6 of this Circular apply to this section.

Record Date for Shareholders to be recorded in the register to receive this Circular	Friday, 02 February 2024
Circular containing the Notice of General Meeting and Form of Proxy posted to Shareholders	Monday, 12 February 2024
Announcement of distribution of Circular and Notice of the General Meeting published on SENS	Monday, 12 February 2024
Last Day to Trade in APF Shares in order to be recorded in the Register to vote at the General Meeting	Tuesday, 05 March 2024
Record Date for Shareholders to be recorded in the Register in order to be eligible to vote at the General Meeting	Friday, 08 March 2024
Forms of proxy for the General Meeting, if lodged with the Transfer Secretaries, to be received by 11:00am on	Wednesday, 13 March 2024
General Meeting held at 11:00am on	Friday, 15 March 2024
Results of the General Meeting published on SENS	Friday, 15 March 2024

### Notes:

1. The definitions and interpretations commencing on page 6 of this Circular apply, mutatis mutandis, to this information on important dates and times. All references to dates and times are to South African local dates and times unless otherwise stated.
2. The above dates and times are subject to amendment. Any amendment to the dates and times will be published on SENS.
3. Shareholders should note that as transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trade. Persons who acquire shares after the Last Day to Trade will therefore not be eligible to vote at the General Meeting.
4. A Shareholder may submit a form of proxy at any time before the commencement of the General Meeting (or adjourned or postponed General Meeting) or hand it to the chairman of the General Meeting before the appointed proxy exercises any of the relevant Shareholder rights at the General Meeting (or adjourned or postponed General Meeting), provided that should a Shareholder lodge a form of proxy with the Transfer Secretaries less than 48 hours (excluding Saturdays, Sundays and official public holidays) before the General Meeting, such Shareholder will also be required to furnish a copy of such form of proxy to the chairman of the General Meeting before the appointed proxy/ies exercises any of such Shareholder's rights at the General Meeting (or adjourned or postponed General Meeting).
5. If the General Meeting is adjourned or postponed, forms of proxy submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.

## DEFINITIONS AND INTERPRETATIONS

In this Circular and the annexures hereto, unless otherwise stated or the context otherwise clearly indicates, the words in the first column shall have the meaning stated opposite them in the second column. Words in the singular shall include the plural and vice versa, words signifying any one gender shall include the other genders and references to natural persons shall include juristic persons and associations of persons:

<b>“Act”</b>	the Companies Act, No. 71 of 2008, as amended from time to time or any Act which replaces the Act;
<b>“Annual Financial Statements”</b>	the audited consolidated financial statements of Accelerate Property Fund for the year ended 31 March 2023, published on SENS on 29 June 2023;
<b>“APF” or “the Company” or “the Group” or “Issuer”</b>	Accelerate Property Fund Limited (Registration number 2005/015057/06), a public company incorporated in accordance with the laws of South Africa, listed as a REIT on the JSE;
<b>“APF Shareholders” or “Shareholders”</b>	holders of APF shares recorded as such in the Register;
<b>“APF Shares”</b>	no par value ordinary shares in the issued share capital of APF;
<b>“Asset Value”</b>	the fair value of the asset being disposed of;
<b>“Board” or “Directors”</b>	the current board of directors of Accelerate Property Fund Limited whose names are set out on page 10 of this Circular;
<b>“Business”</b>	the letting enterprise known as Eden Meander, comprising of the land, buildings, leases and contracts;
<b>“Business Day”</b>	any day other than a Saturday, Sunday or official public holiday in South Africa;
<b>“Certificated Shareholders”</b>	holders of certificated shares;
<b>“Certificated shares”</b>	APF shares which are not dematerialised, title to which is represented by physical documents of title;
<b>“Circular”</b>	this bound document distributed to Shareholders, dated Monday, 12 February 2024, including its annexures, the Notice and the form of proxy;
<b>“CSDP”</b>	a “participant” in section 1 of the FMA appointed by an individual Shareholder for the purposes of, and in regard to the dematerialisation of documents of title for the purposes of incorporation into Strate;
<b>“Dematerialisation”</b>	process by which certificated shares and/or documents of title are converted to an electronic form and recorded in the sub-register of Shareholders maintained by a CSDP;
<b>“Deeds Office”</b>	the Deeds Office Cape Town, New Revenue Building, 90 Plein Street, Cape Town City Centre, Cape Town, Western Cape;
<b>“Dematerialised” or Dematerialisation”</b>	the process by which Certificated shares are converted to, or held in an electronic form as uncertificated shares and are recorded in the sub-register of Shareholders maintained by a CSDP;
<b>“Dematerialised Shareholders”</b>	Shareholders who hold shares which have been Dematerialised in terms of the requirements of Strate;
<b>“Dematerialised shares”</b>	APF shares which have been incorporated into Strate and which are no longer evidenced by physical documents of title, but the evidence of ownership of which is determined electronically and recorded in the sub-register maintained by a CSDP;

## DEFINITIONS AND INTERPRETATIONS (cont.)

<b>“Dematerialised Own-Name Shareholders”</b>	Dematerialised Shareholders who have instructed their CSDP to hold their shares in their own name on the sub-register;
<b>“Disposal”</b>	the proposed disposal, subject to the Suspensive Conditions, as one indivisible transaction, of the Property and the Business, as a going concern, by the APF to the Purchasers for the Disposal Consideration, on the terms and conditions detailed in this Circular;
<b>“Disposal Agreement”</b>	the agreement between APF and the Purchaser containing the terms and conditions of the Disposal, dated 3 November 2023;
<b>“Disposal Consideration” or “Consideration”</b>	an aggregate amount of R530,300,000.00 (Five Hundred and Thirty Million Three Hundred Thousand Rand) payable by the Purchaser to APF in terms of the Disposal Agreement as detailed in paragraph 3.3 of this Circular;
<b>“Documents of title”</b>	share certificates and/or certificated transfer deeds and/or balance receipts or any other documents of title in respect of APF shares in certificated form;
<b>“Effective Date”</b>	the effective date of the Disposal in terms of the Disposal Agreement, being 3 November 2023;
<b>“Eden Meander” or “the Property”</b>	Erf 26207, George Township, situated in the George Municipality, Registration Division George, Province of the Western Cape measuring 107,202m <sup>2</sup> and Erf 26832, George Township, situated in the George Municipality, Registration Division George, Province of the Western Cape measuring 7,094m <sup>2</sup> ;
<b>“EPS”</b>	Earnings Per Share;
<b>“Financial Effects”</b>	the pro forma financial effects of the Disposal, the details of which has been set out in paragraph 5 and Annexure 2 of this Circular;
<b>“FMA” or “Financial Markets Act”</b>	the Financial Markets Act, No.19 of 2012, as amended;
<b>“Fulfilment Date”</b>	the date on which the conditions detailed in paragraph 3.2 of this Circular;
<b>“General Meeting”</b>	the General Meeting of Shareholders to be held at 11:00 on Friday, 15 March 2024 at the Accelerate Property Fund main boardroom, Cedar Square Shopping Centre, Management Office, 2nd Floor, Cnr Willow Ave and Cedar Rd, Fourways, Johannesburg, to consider and if deemed fit, to approve, with or without modification, the Resolutions proposed in the Notice of General Meeting;
<b>“HEPS”</b>	Headline Earnings Per Share;
<b>“Historical Financial Information”</b>	the report of historical financial information on the subject matter of the Disposal, being the carved out financial statements for Eden Meander for the years ended 31 March 2021, 31 March 2022 and 31 March 2023, annexed to this Circular as Annexure 4;
<b>“ICR”</b>	Interest cover ratio;
<b>“IFRS”</b>	International Financial Reporting Standards as issued by the board of the International Accounting Standards Committee, from time to time;
<b>“Independent Property Valuer”</b>	D.J.B Hoffman (Reg. No. 3578), a registered professional valuer in terms of Valuers Act No. 47(20)(2)(a) of 2000;
<b>“Interim Financial Statements”</b>	The interim financial statements of Accelerate Property Fund for the 6 months ended 30 September 2023, published on SENS on 18 December 2023;

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**DEFINITIONS AND INTERPRETATIONS (cont.)**

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<b>“Independent Property Valuer’s report”</b>	the valuation report of the Independent Valuer on the Properties, a summary of which is attached to this Circular as Annexure 1;
<b>“Independent Reporting Accountant”</b>	Henico Schalekamp (registered auditor), a partner at CBS Group; a director of Badenhorst Schalekamp and Associates Incorporated (Reg. No. 2012/010643/21)
<b>“JSE”</b>	the JSE Limited (Registration number 2005/022939/06), a public company duly incorporated in accordance with the laws of South Africa and licensed as an exchange under the FMA;
<b>“JSE Listings Requirements”</b>	the JSE Listings Requirements of the JSE, as amended from time to time;
<b>“Last Day to Trade”</b>	Tuesday, 05 March 2024, being the last day to trade in the Shares in order to be reflected in the Register on the Record Date;
<b>“Last Practicable Date”</b>	the last practicable date prior to the finalisation of this Circular, being Friday, 12 January 2024;
<b>“Legal Advisors” or “Conveyancers”</b>	Glyn Marais Incorporated (Registration Number 1990/000849/21);
<b>“LTV”</b>	loan to value ratio calculated as interest-bearing debt net of cash divided by fair value of all property assets owned by the Company;
<b>“MOI”</b>	The Memorandum of Incorporation of Accelerate Property Fund Limited;
<b>“NAV”</b>	Net Asset Value is the value of an entity’s assets minus its liabilities;
<b>“Notice”</b>	the notice of General Meeting forming part of this Circular in terms of which the General Meeting is convened;
<b>“NTAV”</b>	Net Tangible Asset Value is the value of all physical (“tangible”) assets minus all liabilities in a business;
<b>“Own-Name Registration”</b>	the registration of Shareholders who hold Dematerialised Shares and are recorded by the CSDP on the sub-register kept by that CSDP in the name of such Shareholder;
<b>“Prime”</b>	the rate of interest which a bank from time-to-time quotes as being its prime rate;
<b>“Pro Forma Financial Information”</b>	the pro forma financial information of APF as set out in paragraph 5 and Annexure 2 of this Circular, being the pro forma consolidated financial position as of 30 September 2023 and the pro forma consolidated statement of comprehensive income for the six months then ended;



## DEFINITIONS AND INTERPRETATIONS (cont.)

<p><b>“Purchasers”</b></p>	<p>Sasol Pension Fund (Registration Number 12/8/7697) (50% undivided share), Litapro Proprietary Limited (Registration Number 2019/029953/07) (25% undivided share) and Luvon Investments Proprietary Limited (Registration Number 2008/007386/07) (25% undivided share).</p> <p>The directors of Litapro Proprietary Limited are Louis Freidrich Moolman, Pieter Beyers and Sonke Moolman-Pautz and their shareholder is Falcatus (Pty) Ltd.</p> <p>The directors of Luvon Investments Proprietary Limited are Louis Freidrich Moolman, Pieter Andries Lombaard, Stephanus Beyers, Sonke Moolman-Pautz, Johannes Zacharlas Moolman and their shareholders are East and West Investments (Pty) Ltd, Coma Beleggings (Pty) Ltd, Aeterno Investments 169 (Pty) Ltd, Henosys (Pty) Ltd, Mestodox (Pty) Ltd and FS Moolman Investments (Pty) Ltd.</p> <p>The Purchasers are not related parties to APF;</p>
<p><b>“Rand” or “R”</b></p>	<p>Rand, the legal currency of South Africa;</p>
<p><b>“Record date”</b></p>	<p>Friday, 08 March 2024, being the date on which Shareholders must be recorded in the Register to vote at the General Meeting;</p>
<p><b>“Register”</b></p>	<p>APF’s share register, including sub-registers;</p>
<p><b>“Resolutions”</b></p>	<p>the resolutions contained in the Notice, which will be tabled at the General Meeting and in terms whereof Shareholders will, subject to the passing thereof, approve the Disposal, as is required in terms of the JSE Listings Requirements;</p>
<p><b>“REIT”</b></p>	<p>real estate investment trust;</p>
<p><b>“SAICA Guide”</b></p>	<p>the Revised Guide on Pro Forma Financial Information issued by the South African Institute of Chartered Accountants;</p>
<p><b>“SENS”</b></p>	<p>Stock Exchange News Service, being the news service of the JSE;</p>
<p><b>“Signature Date”</b></p>	<p>the date of signature of the Disposal Agreement, being Friday, 3 November 2023;</p>
<p><b>“South Africa”</b></p>	<p>the Republic of South Africa;</p>
<p><b>“Strate”</b></p>	<p>Strate Proprietary Limited (Registration number 1998/022242/07), a private company duly incorporated in accordance with the laws of South Africa and a registered central securities depository which operates the electronic settlement for transactions that take place on the exchange operated by JSE and off-market transactions;</p>
<p><b>“STT”</b></p>	<p>securities transfer tax at the applicable rate;</p>
<p><b>“Suspensive Conditions”</b></p>	<p>certain outstanding suspensive conditions to the Disposal, as detailed in paragraph 3.2 of this Circular;</p>
<p><b>“Transfer Secretaries”</b></p>	<p>Computershare Investor Services (Proprietary) Limited (Registration number 2004/003647/07), a private company duly Registered and incorporated in accordance with the laws of South Africa, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, Saxonwold, 2132);</p>
<p><b>“WALE”</b></p>	<p>Weighted Average Lease Expiry.</p>



**ACCELERATE PROPERTY FUND LIMITED**  
**Approved as a REIT by the JSE**  
**(Incorporated in the Republic of South Africa)**  
**(Registration number 2005/015057/06)**  
**Share code: APF ISIN: ZAE000185815**  
**(“APF” or “the Company” or “the Group”)**

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**Directors**

T. Mboweni \*~ (Chairman)  
A. Schneider (Joint Chief Executive Officer)  
D. Wandrag (Joint Chief Executive Officer)  
M. de Lange (Chief Financial Officer)  
M. Georgiou\*  
A. Mawela \*~  
J. van der Merwe \*~  
K. Madikizela \*~  
J. Templeton\*

\*Non-executive  
~Independent

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**CIRCULAR TO SHAREHOLDERS**

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**1. INTRODUCTION AND PURPOSE OF THIS CIRCULAR**

- 1.1** Shareholders are referred to the announcement published on SENS on 6 November 2023, wherein they were advised that APF, subject to Shareholder approval and the fulfilment of certain Suspensive Conditions, concluded the Disposal Agreement to dispose, in one indivisible transaction, of the property as a going concern, to the Purchasers for an aggregate amount of R530 million, to be settled in cash as detailed in paragraph 3.3 of this Circular. The Disposal constitutes a category 1 transaction in terms of the Listings Requirements and accordingly must be approved by a majority of Shareholders by way of an ordinary resolution.
- 1.2** The purpose of this Circular is to provide Shareholders with the requisite information in accordance with the JSE Listings Requirements regarding the Disposal and to enable APF shareholders to make an informed decision as to how they will vote in respect of the Resolutions set out in the notice of general meeting incorporated in this Circular.

## 2. THE DISPOSAL

### 2.1 Background of APF and Prospects

#### 2.1.1 Background

2.1.1.1 APF is a JSE-listed REIT.

2.1.1.2 As of 30 September 2023, as published in the interim financial statements the total investment portfolio equated to R9.0 billion.

2.1.1.3 Total GLA is 372 518m<sup>2</sup> and consists of 27 properties in the retail, office, and industrial sectors within South Africa.

#### 2.1.2 Prospects

Management is in the process of restructuring the company's balance sheet through disposals and optimising its current assets. Optimisation includes the appointment of Flanagan and Gerard as the Asset manager for Fourways Mall. APF remains focused on managing the business and implementing the restructuring plan.

### 2.2 Rationale for Disposal

2.2.1 In line with the Company's stated intention, as per the SENS announcement dated 6 November 2023, of strengthening its financial position by improving the ICR, partly through the disposal of assets, the Board of Directors have resolved to dispose of Eden Meander which will have a significant impact on the ICR level. While this decision was not taken lightly, the Board believes that it is in the best interest of the Company and its shareholders. Since year-end, the Company disposed of the Ford Fourways and Leaping Frog properties (transferred 30 October 2023) which reduced the LTV by 1.2% and improved the ICR by 0.1 times. The disposal of Eden Meander will further reduce the LTV by 3.0% and result in a meaningful further improvement in the ICR.

### 2.3 Subject Matter of Disposal

The information contained below is from the signed Disposal Agreement as well as information obtained from APF management.

Property:	Eden Meander Shopping Centre including vacant land
Location:	Eden Meander, Knysna Road, George, 6529
Legal description:	Erf 26207, George Township, situated in the George Municipality, Registration Division George, Province of the Western Cape measuring 107,202m <sup>2</sup> and Erf 26832, George Township, situated in the George Municipality, Registration Division George, Province of the Western Cape measuring 7,094m <sup>2</sup>
Geographical and sectoral profile by GLA (m <sup>2</sup> ):	Western Cape/Retail 30,483m <sup>2</sup>
Geographical and sectoral profile by Revenue	Western Cape/Retail – 31 March 2023: R64,311,589; 30 September 2023: R31,887,698
Weighted average rent per m <sup>2</sup> :	R127.04/m <sup>2</sup>
Selling price:	R530,3 million (Five Hundred and Thirty Million Three Hundred Thousand Rand)
Net operating income to 31 March 2023:	R38,5 million (Thirty Eight Million Five Hundred Thousand Rand)

**CIRCULAR TO SHAREHOLDERS (cont.)**

<p>Tenant profile:</p>	<p>“A” – large national tenants, large listed tenants, and major franchises;  “B” – national tenants, listed tenants, franchises, medium to large professional firms;  and  “C” – other, smaller non-listed and non-franchised businesses, mainly owner operated;</p> <table border="1" data-bbox="432 488 1313 719"> <thead> <tr> <th></th> <th>GLA (m<sup>2</sup>)</th> <th>GLA (%)</th> <th>Rental (R)</th> <th>Rental (%)</th> </tr> </thead> <tbody> <tr> <td><b>A</b></td> <td>20 109</td> <td>68.1%</td> <td>2 627 275</td> <td>67.3%</td> </tr> <tr> <td><b>B</b></td> <td>7 281</td> <td>24.7%</td> <td>865 189</td> <td>22.2%</td> </tr> <tr> <td><b>C</b></td> <td>2 149</td> <td>7.3%</td> <td>408 502</td> <td>10.5%</td> </tr> <tr> <td><b>Total</b></td> <td><b>29 539</b></td> <td><b>100.0%</b></td> <td><b>3 900 966</b></td> <td><b>100.0%</b></td> </tr> </tbody> </table>		GLA (m <sup>2</sup> )	GLA (%)	Rental (R)	Rental (%)	<b>A</b>	20 109	68.1%	2 627 275	67.3%	<b>B</b>	7 281	24.7%	865 189	22.2%	<b>C</b>	2 149	7.3%	408 502	10.5%	<b>Total</b>	<b>29 539</b>	<b>100.0%</b>	<b>3 900 966</b>	<b>100.0%</b>																	
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<p>Vacancy rate per GLA:</p>	<p>2.03% which consists entirely of the retail sector</p>																																										
<p>Lease expiry profile:</p>	<p>WALE: 3.195 years</p> <table border="1" data-bbox="432 893 1460 1032"> <thead> <tr> <th>By revenue</th> <th>Sep-23</th> <th>Sep-24</th> <th>Sep-25</th> <th>Sep-26</th> <th>&gt; Sep 27</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td><b>Retail</b></td> <td>50 953</td> <td>712 008</td> <td>309 383</td> <td>1 539 210</td> <td>1 184 316</td> <td>3 795 870</td> </tr> <tr> <td><b>Total</b></td> <td><b>50 953</b></td> <td><b>712 008</b></td> <td><b>309 383</b></td> <td><b>1 539 210</b></td> <td><b>1 184 316</b></td> <td><b>3 795 870</b></td> </tr> </tbody> </table> <table border="1" data-bbox="432 1088 1460 1227"> <thead> <tr> <th>By GLA</th> <th>Sep-23</th> <th>Sep-24</th> <th>Sep-25</th> <th>Sep-26</th> <th>&gt; Sep 27</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td><b>Retail</b></td> <td>376</td> <td>5 449</td> <td>2 684</td> <td>12 794</td> <td>8 778</td> <td>30 080</td> </tr> <tr> <td><b>Total</b></td> <td><b>376</b></td> <td><b>5 449</b></td> <td><b>2 684</b></td> <td><b>12 794</b></td> <td><b>8 778</b></td> <td><b>30 080</b></td> </tr> </tbody> </table>	By revenue	Sep-23	Sep-24	Sep-25	Sep-26	> Sep 27	Total	<b>Retail</b>	50 953	712 008	309 383	1 539 210	1 184 316	3 795 870	<b>Total</b>	<b>50 953</b>	<b>712 008</b>	<b>309 383</b>	<b>1 539 210</b>	<b>1 184 316</b>	<b>3 795 870</b>	By GLA	Sep-23	Sep-24	Sep-25	Sep-26	> Sep 27	Total	<b>Retail</b>	376	5 449	2 684	12 794	8 778	30 080	<b>Total</b>	<b>376</b>	<b>5 449</b>	<b>2 684</b>	<b>12 794</b>	<b>8 778</b>	<b>30 080</b>
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<p>Weighted average escalation profile:</p>	<p>5.67%</p>																																										
<p>Average Annualised Property Yield:</p>	<p>7.43%</p>																																										
<p>Asset Value:</p>	<p>R520 million (Five Hundred and Twenty Million Rand)</p>																																										
<p>Market value:</p>	<p>R530 million (Five Hundred and Thirty Million Rand)</p>																																										
<p>Date of valuation:</p>	<p>1 December 2023</p>																																										

### 3. TERMS OF THE DISPOSAL AGREEMENT

#### 3.1 Effective date of the Disposal

3.1.1 The effective date of the Disposal shall be the later of 3 November 2023 or the fifth business day after the Fulfilment Date, being the first business day after fulfilment or waiver of the last of the Suspensive Conditions detailed in paragraph 3.2 below.

#### 3.2 Suspensive Conditions

The Disposal is subject to the fulfilment, within 90 days of the Signature Date of the following outstanding Suspensive Conditions:

3.2.1 Competition Commission approval (as may be required);

3.2.2 APF Shareholders' approval.

#### 3.3 Disposal Consideration and Application of Proceeds

3.3.1 The total purchase price for the disposal of Eden Meander ("Transaction") has been agreed at R530,300,000.00 (Five Hundred and Thirty Million Three Hundred Thousand Rand).

3.3.2 This Transaction continues to align with APF's strategy to optimize its balance sheet, with a particular focus on improving the ICR. The disposal of Eden Meander, along with other recent transactions, is expected to have a positive impact on the Company's financial position. APF remains committed to the responsible allocation of the proceeds from the Transaction, intending to apply this towards debt reduction and/or capital reinvestment into its core property portfolio.

#### 3.4 Valuation Report

3.4.1 The Eden Meander Property was valued by David Hoffman, who is an independent external registered professional valuer as defined in terms of the Property Valuers Professions Act, No 47 of 2000.

3.4.2 A detailed valuation report has been prepared in respect of Eden Meander Property and is available for inspection as further detailed in paragraph 21 of this Circular. A summary of the detailed valuation report has been included as Annexure 1 of the Circular.

#### 3.5 Warranties and Indemnities

3.5.1 APF has provided warranties to the Purchaser that are standard for a transaction of this nature.

### 4. JSE CATEGORIZATION

4.1.1 In terms of section 9 of the JSE Listings Requirements, the Disposal is a category 1 transaction and requires the approval of a majority of APF Shareholders at the General Meeting.

### 5. FINANCIAL INFORMATION

#### 5.1 Summarised pro forma Financial Information on the Disposal

The pro forma consolidated statement of financial position as of 30 September 2023, pro forma consolidated statement of comprehensive income for the six months ended 30 September 2023, notes thereto and pro forma financial effects, set out in Annexure 2 to this Circular, is based on APF's unaudited condensed interim results for the six months ended 30 September 2023.

The pro forma financial information has been prepared for illustrative purposes only, to provide information on how the Disposal may have affected the financial position and trading results of the Company, assuming the Disposal had been implemented on 30 September 2023 for the pro forma statement of financial position purposes and on 1 April 2023 for the pro forma statement of comprehensive income purposes. Because of its nature, the pro forma financial information may not fairly represent the Company's financial position, comprehensive income, changes in equity or cash flows after the Disposal.

## CIRCULAR TO SHAREHOLDERS (cont.)

The consolidated pro forma financial information, including the assumptions on which it is based and the financial information from which it has been prepared, is the responsibility of the Board. The pro forma financial information has been prepared in accordance with the JSE Listings Requirements, the Guide on Pro Forma Financial Information issued by SAICA and APF's accounting policies, which are compliant with IFRS.

The Pro Forma Financial Information in Annexure 2 should be read in conjunction with the Independent Reporting Accountants' assurance report on the Pro Forma Financial Information set out in Annexure 3 of this Circular.

Extracts from the Pro Forma Financial Information of APF are set out below:

	Before the transaction	Pro forma after the transaction	Percentage change (%)
Basic (loss)/earnings per share	(6.71)	(4.69)	30.10
Basic headline (loss)/earnings per share	(11.47)	(8.94)	22.06
Net assets per share	4.06	4.06	-
Net tangible assets per share	4.06	4.06	-
Number of shares in issue (excluding treasury shares)	1 295 868 398	1 295 868 398	-
Weighted average number of shares in issue (excluding treasury shares)	1 295 868 398	1 295 868 398	-

## 6. DIRECTORS

### 6.1 Director's interest in Shares

As at and for the 18 months prior to the Last Practicable Date, the direct and indirect beneficial interests of the Directors and their associates in the APF shares, are set out in the table below:

Director	Beneficial		Total	%
	Direct	Indirect		
M Georgiou <sup>^</sup>	-	390 407 518	390 407 518	29.13
D Wandrag	-	11 232 260	11 232 260	0.84
A Costa	10 433 763	-	10 433 763	0.78
D Kyriakides <sup>*</sup>	397 290	-	397 290	0.03
<b>Total</b>	<b>10 831 053</b>	<b>401 639 778</b>	<b>412 470 831</b>	<b>30.78</b>

<sup>^</sup> Pledged as security to a funding bank

<sup>\*</sup> Resigned as director effective 31 March 2023

**6.2 Directors' interest in transactions**

**6.2.1** None of the Directors (including Directors that have resigned during the last 18 months) have any direct or indirect beneficial interests in any transactions entered into by APF in the current or preceding financial year, or in any transactions during an earlier financial year, that remain outstanding or unperformed.

**6.3 Directors' information**

**6.3.1** There will be no variation to the remuneration of the Directors as a result of the Disposal.

**6.3.2** There are no fees paid or accrued as payable to a third party in lieu of directors' fees as a result of the Disposal. The emoluments of the Directors for the year ended 31 March 2023 are detailed on page 98 of the Company's Annual Financial Statements for the year ended 31 March 2023, which are incorporated by reference in terms of paragraph 11.61 of the Listings Requirements as detailed in paragraph 21 of this Circular.

**6.4 Directors' service contracts**

**6.4.1** The Directors do not have any service contracts that will be amended as a result of the Disposal.

**6.5 Directors' opinion on the transaction**

**6.5.1** The Directors consider the transaction necessary to improve APF's ICR and reduce APF's LTV. The Directors are of the opinion that the transaction will have a meaningful effect on both metrics mentioned above.

**6.5.2** The Directors encourage the shareholders to vote in favour of the transaction at the General Meeting.

**6.6 Directors' emoluments**

**6.6.1** The executive Directors of APF have formal employment or service contracts and their appointment, term of office and remuneration are governed by their contracts of employment. The emoluments of the Directors for the year ended 31 March 2023 are detailed on page 98 of the Company's Annual Financial Statements for the year ended 31 March 2023, which are incorporated by reference in terms of paragraph 11.61 of the Listings Requirements as detailed in paragraph 21 of this Circular.

**7. MAJOR SHAREHOLDERS**

Insofar as it is known to APF, the following shareholders, other than Directors of the Company, beneficially held, directly or indirectly, an interest of 5% or more of the issued share capital of APF as at the Last Practicable Date:

<b>Major shareholders holding more than 5% of the issued share capital</b>	<b>Number of Shares</b>	<b>% of Total Shares</b>
K2016336084 (South Africa) (Pty) Ltd	416 383 467	31.07%
Michael Georgiou	390 407 518	29.13%
Golden Brics Investment South Africa (Pty) Ltd	82 655 749	6.17%
Nedbank Group Limited	74 234 882	5.54%

Notes: Based on 1 340 323 952 Shares in issue on the Last Practicable Date.

**8. CHANGE IN CONTROL**

There has been no change in controlling shareholder nor in the trading objects of APF during the previous five years.

**9. LITIGATION STATEMENT**

The Company is not party to any legal or arbitration proceedings, nor, as far as the Directors of the Company are aware, are there any legal or arbitration proceedings pending or threatened against APF, which may have, or have had in the 12 months preceding the date of this Circular, a material effect on the Company's financial position other than the Rebuilt Claim of R 300 000 000 (Three Hundred Million Rand) payable to the developer of Fourways Mall, as disclosed in Appendix (Page 173) of the 31 March 2023 consolidated Audited Annual Financial Statements as per the Integrated Report.

**10. MATERIAL BORROWINGS**

Details of all material loans made to APF and/or to its Subsidiaries that remain outstanding as at the Last Practicable Date, and that will remain outstanding following implementation of the Disposal, are set out in Annexure 6. No loans or borrowings form part of the Disposal.

**11. WORKING CAPITAL STATEMENT**

**11.1** The Directors have considered the working capital requirements of the Company and are of the opinion that, subsequent to the Disposal, the working capital available to the Group is sufficient for the Group's present requirements, that is, for at least the next 12 months from the date of issue of this Circular.

**11.2** The Disposal is subject to the provisions of the Company's Memorandum of Incorporation, the Companies Act and the Listings Requirements, where applicable. The Directors are of the opinion that, after considering the effect of the Disposal:

**11.2.1** the Company and Group will be able in the ordinary course of business to pay its debts for a period of 12 (twelve) months after the date of approval of this Circular;

**11.2.2** assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 (twelve) months after the date of approval of this Circular, where for this purpose, the assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited consolidated Annual Financial Statements;

**11.2.3** share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of approval of this Circular; and

**11.2.4** working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of approval of this Circular.

**12. MATERIAL RISKS**

All material risks specific to APF are detailed in the Company's Material Risk Register for the year ended 31 March 2023, which has been incorporated by reference in terms of paragraph 11.61 of the Listings Requirements and is available on the Company's website at the link set out in paragraph 21 of this Circular. There have been no changes in the material risks of the Company from the date of its publication, together with the Company's Integrated Annual Report on 26 July 2023, up until the date of this Circular.

**13. MATERIAL CHANGES**

There have been no material changes in the financial or trading position of APF between the publication of its results for the period ended 30 September 2023, and the Last Practicable Date.



**14. MATERIAL CONTRACTS**

An underwriting agreement with U Big Investments Proprietary Limited, dated 12 December 2022, to the value of R50 million was entered into relating to a previous rights offer per SENS dated 31 January 2023.

Other than the Disposal Agreement and the contract stated above, there are no material contracts entered into by APF, being restrictive funding arrangements and/or a contracts entered into otherwise than in the ordinary course of business carried on, or proposed to be carried on, during the two years preceding the date of this Circular, or entered into at any time and that contains an obligation or settlement that is material to APF at the date of this Circular.

**15. OPINIONS, RECOMMENDATIONS, UNDERTAKINGS**

The Board has considered the terms and conditions of the Disposal and the valuation report of the Independent Valuer and is of the opinion that the Disposal is in the best interests of the Company and its Shareholders and recommends that Shareholders vote in favour of the Disposal at the General Meeting. All the Directors who own shares in their personal capacity intend voting in favour of the Disposal.

**16. EXPERTS' CONSENTS**

The advisors referred to in the "Corporate Information and Advisors" section of this Circular have each provided their written consent to the inclusion of their names and, where applicable, their reports in the form and context in which they appear in this Circular and have not withdrawn their consent prior to the publication of this Circular.

**17. VOTING RIGHTS**

The Disposal is subject to the approval of the Shareholders of APF by way of ordinary resolution passed at a general meeting. The ordinary resolution will be subject to a simple majority of the votes of the Shareholders of APF, being cast in favour of the ordinary resolution, as required in terms of the JSE Listings Requirements. All issued shares rank pari passu with each other and at the General Meeting, every Shareholder present or represented by proxy shall have one vote for every share held.

**18. EXPENSES**

It is estimated that APF's expenses relating to the Category 1 transaction will amount to approximately R953,908. The expenses (excluding VAT) relating to the Category 1 transaction have been detailed below:

<b>Fees</b>	<b>Recipient</b>	<b>Rand</b>
JSE fees	JSE	61,292
Property valuer Fees	Independent Property Valuer	22,500
Printing, publication, and distribution	Ince	25,116
Reporting accountant fees	Independent Reporting Accountant	150,000
Corporate advisor and transaction sponsor	Bravura Capital	600,000
Legal – Competition Commission costs	Glyn Marais	80,000
Transfer Secretaries	Computershare	15,000
<b>Total</b>		<b>953,908</b>

The net proceeds consist of the Purchase Consideration less the agents commission of R10 million which are net settled by the Purchasers.

## 19. NOTICE OF GENERAL MEETING

The General Meeting of Shareholders to consider, and if deemed fit, to approve with or without modification, the Resolutions set out in the Notice of General Meeting and required to implement the Disposal will be held at on the 15 March 2024 at 11:00 at the Accelerate Property Fund main boardroom, Cedar Square Shopping Centre, Management Office, 2nd Floor, Cnr Willow Ave and Cedar Rd, Fourways, Johannesburg. The Notice convening the General Meeting is attached hereto and forms part of this Circular.

Shareholders are referred to the Notice of General Meeting for detail on the Resolutions to be proposed at the General Meeting and to the "Action required by Shareholders" section of this Circular for information on the procedure to be followed by Shareholders in order to participate and to exercise their votes at the General Meeting.

## 20. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names appear on page 10 of this Circular collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief that there are no facts that have been omitted which make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the Circular contains all information required by law and the JSE Listings Requirements.

## 21. DOCUMENTS AND CONSENTS AVAILABLE FOR INSPECTION

The following documents or copies thereof, where applicable, relating to APF and the Disposal, are available for inspection at no charge during normal business hours at the registered office of APF. Copies of the following documents may also be requested electronically, by emailing APF's company secretary, Margi Pinto, at [info@acceleratepf.co.za](mailto:info@acceleratepf.co.za) during normal office hours, from 08:00 to 17:00, from the date of issue of this Circular up to and including the date of the General Meeting;

- a signed copy of this Circular, the Notice of General Meeting and the Form of Proxy;
- the MOI of APF and the Memoranda of Incorporation of its major Subsidiaries;
- the Disposal Agreement;
- the Independent Property Valuer's Report of the Independent Property Valuer set out in Annexure 1;
- the Pro Forma Financial Information of APF set out in Annexure 2;
- the Independent Reporting Accountant's reasonable assurance report on the Pro Forma Financial Information set out in Annexure 3;
- the Historical Financial Information on the subject matter of the Disposal set out in Annexure 4;
- the Independent Reporting Accountant's report on the audit of the carve-out historical financial information set out in Annexure 5;
- the consent letters received from the advisors referred to in paragraph 16;
- the underwriting agreements entered into during the last three years;
- the Integrated Annual Report of APF for the year ended 31 March 2023, dated 26 July 2023; and
- the annual reports of APF for the three years ended 31 March 2021, 31 March 2022 and 31 March 2023.

Signed by Abri Schneider and Dawid Wandrag on behalf of the Directors of APF in terms of the powers of attorney granted to him by the Board.

By order of the Board.



**Abri Schneider**  
Joint Chief Executive Officer  
12 February 2024



**Dawid Wandrag**  
Joint Chief Executive Officer  
12 February 2024

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## Annexure 1: Summary of Independent Valuation Report of Eden Meander

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19 December 2023

The Directors  
Accelerate Property Fund Limited  
Cedar Square Shopping Centre  
Cnr Willow and Cedar Roads  
Johannesburg  
2055

Dear Directors

### **INDEPENDENT PROPERTY VALUERS' REPORT OF EDEN MEANDER PROPERTY FOR ACCELERATE PROPERTY FUND ("ACCELARATE")**

In accordance with your instruction of the 7th of December 2023 I confirm that we have visited and inspected the property listed in the attached schedule ("the Property") on 10th of December 2023 and have received all necessary details required to perform a valuation in order to provide you with our opinion of the Property's market value as at 1 December 2023.

#### **1. INTRODUCTION**

The valuation of the Property has been carried out by the valuer who has carefully considered all aspects of the Property. A detailed valuation report was prepared and submitted to Accelerate. The valuation report includes commentary on the current economy, nature of the property, locality, tenant risk profile and income and expenditure risk analysis. The historic expenditure profile as well as future expenditure increases have been considered. The valuation thus indicates the fair market value for the Property. The pertinent points of the valuation have been summarised on a summary schedule attached hereto.

#### **2. BASIS OF VALUATION**

The valuation is based on market value.

Market value means the best price, at which the sale of an interest in a property may reasonably be expected to have been completed, unconditionally for a cash consideration on the date of valuation, assuming:

- 2.1** A willing seller and a willing buyer in a market;
- 2.2** That, prior to the date of valuation, there had been a reasonable period (having regard to the nature of the property and the state of the market) for the proper marketing of the property, for the agreement of price and terms and for the completion of the sale; and
- 2.3** That the state of the market, level of values and other circumstances are, on any earlier assumed date of exchange of contracts, the same as on the date of the valuation.

#### **3. MARKET VALUE CALCULATION**

The calculation of the market value of the Property has been based on the capitalisation of net income approach. This is the fundamental basis on which commercial income producing properties are traded on the market in South Africa. This is also due to there being strong supporting evidence of open market rental rates and capitalisation rates which are evidenced by sales in the market.

## Annexure 1: Summary of Independent Valuation Report of Eden Meander (cont.)

Properties traded in the current market reflect a yield rate relationship between revenue and capital value. This rate is as accurate determinant of the capitalisation rate.

The considerations for the capitalised valuation of the Property are as follows:

- 3.1 Calculating the forward cash flow of all contractual and other assumed market rental income from the Property.
- 3.2 Calculating the forward contractual and other expenditure as well as provisions for various expenses in order to provide for void or future capital expenditure to which the Property may be exposed.
- 3.3 The area vacancy as at 1st of December 2023 as a percentage of the Property was 2.7%. This vacancy includes a shop which was vacated at the end of November 2023 but given its location at the entrance to the centre, we do not expect this space to be vacant for a protracted period. We have therefore made a vacancy provision of 2% which is consistent with the historic vacancies experienced by the centre.
- 3.4 There is no loss of rental due to renovations or refurbishments currently being carried out on the buildings. The centre is well maintained and modern in build and any capital expenditure will occur during the normal running of the centre and likely during tenant fit-out periods.
- 3.5 Generally, the rentals as projected are market related. This has been determined by comparing similar buildings in comparable areas to the Property valued, in terms of rental per square metre and/or per unit. The projected market rental rates have also been checked against various published indices. The Property is not over-rented.
- 3.6 Capitalising the net projected income derived from the Property for a period of one year in advance, calculated from the 1st of December 2023.
- 3.7 The valuation has considered other portfolios of similar properties in order to determine if the Property could be considered to be over-rented based on projected market rentals or have excessive expenditure.

#### 4. BRIEF DESCRIPTION

The Property comprises a neighbourhood retail shopping centre that is approximately 15 years old, the details of which is set out below and are summarised in the summary schedule attached hereto:

Building Name	Address	Floor area	Property Description
Eden Meander	Garden Route Mall precinct, Knysna Street, George, Western Cape	Gross building area of 37,477m <sup>2</sup> of which includes a GLA of 30,483m <sup>2</sup>	The Remaining Extent of Erf 26207 and Erf 26832, both of George

The Property has been well constructed, generally has acceptable architectural merit, aesthetic appeal and has ample on-site parking and is currently 97.3% occupied. The Property is generally highly visible and is located across the road from the super-regional Garden Route Mall retail centre.

All pertinent tenant details are included in the detailed property valuation report.

**5. VALUATION QUALIFICATIONS**

Qualifications are usually detailed as consequence of: leases under negotiation that have not yet been formalised; leases of a large nature where the premises are difficult to re-let; specialised properties; large exposure to a single tenant; potential tenant failure due to above-market rentals being paid; expenses required for major repairs; maintenance or other exposure to maintain the lettable of the building; contingent expropriations or servitudes that may be enforced and poor lease records whereby the lease may be disputed or rendered invalid.

We have, to the best of our knowledge, considered all these aspects in the valuation of the Property. There is no prejudice in value by the influence of the above factors.

The valuer is, however, not responsible for the competent daily management of the Property that will ensure that this status is maintained, or for the change of any laws, services by local authority or economic circumstances that may adversely impact on the integrity of the buildings or the tenant profile.

**6. OPTIONS OR BENEFIT/DETRIMENT OF CONTRACTUAL ARRANGEMENTS**

To my knowledge there are no contractual arrangements of the Property.

To the best of my knowledge, there are no options in favour of any parties for any purchase of the Property.

**7. INTRA-GROUP OR RELATED PARTY LEASES**

Having inspected all the tenant schedules it is noted that there are no intra-group leases.

**8. CURRENT STATE OF DEVELOPMENT**

Currently no portion of the Property is under construction.

**9. PROJECTED RENTALS USED IN VALUATION**

The current projected annual rental and future annual rentals have been determined by comparing the current rentals to similar type rentals being achieved in comparable centres. There are no rental reversions expected in any of the tenancies to the Property. It is assumed that rentals will increase at market-related levels on lease expiry.

**10. EXTERNAL PROPERTY**

The Property is not situated outside the Republic of South Africa.

**11. OTHER GENERAL MATTERS AND VALUATION SUMMARY**

A full valuation report is available on the property detailing tenancy, town planning, valuer's commentary, expenditure, and other details. This has been given to the directors of Accelerate.

**12. ALTERNATIVE USE OF THE PROPERTY**

The Property has been valued in accordance with its existing use which represents its Highest and Best Use. No alternative use for the Property has been considered in determining its value.

**13. OTHER COMMENTS**

Our valuation excludes any amounts of value-added tax, transfer duty, or securities transfer duty.

**14. CAVEATS**

**14.1 Source of information and verification**

Information on the Property regarding projected rental income, recoveries and other income detail has been provided to us by the current owners and their managing agents. These were considered but adjusted to market were deemed appropriate.

We have compared certain expenditures given to us, to the market norms of similar Properties. This has also been compared to historic expenditure levels of the Property itself. Historical contractual expenditures and municipal utility services were compared to the past performance of the Property in order to assess potential expenditure going forward.

**14.2 Full disclosure**

This valuation has been prepared on the basis that full disclosures of all information and factors that may affect the valuation have been made to me.

We have to the best of our ability researched the market.

**14.3 Lessee's credibility**

In arriving at our valuation, cognisance has not been taken of the lessee's security and rating.

**14.4 Mortgage bonds, loans, etc.**

The Property has been valued as wholly-owned with no account being taken of any outstanding monies due in respect of mortgage bonds, loans, and other charges. No deduction has been made in our valuation for costs of acquisition.

The valuation is detailed in a completed state and no deductions have been made for retention or any other set-offs or deductions for any purposes which may be made at the discretion of the purchaser when purchasing the Property.

**14.5 Calculation of areas**

All areas quoted within the detailed valuation report are those stated in the information furnished and spot checked on-site. The reported square meterage is therefore considered as correct as possible without a full remeasurement exercise being undertaken.

**14.6 Structural condition**

The Property has been valued in its existing state. We have not carried out any structural surveys, nor inspected those areas that are unexposed or inaccessible, neither have we arranged for the testing of any electrical or other services.

**14.7 Contamination**

The valuation assumes that a formal environmental assessment is not required and further that the Property is not environmentally impaired or contaminated, unless otherwise stated in our Report.

#### **14.8 Town Planning**

Full town planning details and title deeds have been supplied in the detailed valuation report including conditions and restrictions and the Property has been checked against such conditions. This is to ensure that they comply with town planning regulations and title deeds. There do not appear to be any infringements of local authority regulations or the deeds by the Property.

We have had sight of the approved building plans and the improvements comply with same in all respects.

#### **15. MARKET VALUE**

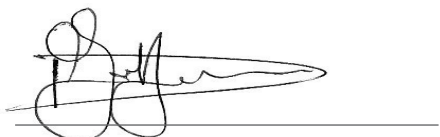
We are of the opinion that the aggregate market value of the Property as at 1 December 2023 is R530,000,000 (Five Hundred and Thirty Million Rand). A summary of the valuation and details of the Property is attached.

To the best of our knowledge and belief there have been no material changes in circumstances between the date of the valuation and the date of the valuation report which would materially affect the valuation.

We have more than 25 years' experience in valuation of property and we are qualified to express an opinion on the fair market value of the Property.

We trust that we have carried out all instructions to your satisfaction and thank you for the opportunity of undertaking this valuation on your behalf.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'D. Hoffmann', is written over a horizontal line.

**DAVID HOFFMANN**

**Registered Professional Valuer No. 3578**

**For Hoffmann Valuations**

5 Ellerslie Rd

Wynberg

Western Cape

7800

19 December 2023

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**Annexure 1: Summary of Independent Valuation Report of Eden Meander (cont.)**

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**SUMMARY SCHEDULE**

<b>Property Name</b>	<b>Physical Address</b>	<b>Registered Description</b>	<b>Use</b>	<b>Inspection Date</b>
Eden Meander	Knysna Street George	The Remaining Extent of Erf 26207 and Erf 26832, both of George	Retail Centre	10 December 2023

<b>Freehold/ Leasehold</b>	<b>GLA</b>	<b>Zoning</b>	<b>Assumed Vacancy</b>	<b>Net Income for Period</b>	<b>Rand</b>
Freehold	30,483m <sup>2</sup>	Business	2%	R40,046,783	R530,000,000 (including unutilised bulk of R31,069,500)



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## Annexure 2: Pro Forma Financial Information of the Disposal

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The consolidated pro forma statement of financial position of APF and the consolidated pro forma statement of profit or loss and other comprehensive income of the Group, reflecting the pro forma effects of the Eden Meander Disposal (the “**Consolidated Pro forma Financial Information**”) is based on APF’s unaudited condensed consolidated interim results for the six months ended 30 September 2023 and is set out below.

The Consolidated Pro Forma Financial Information has been prepared for illustrative purposes only, to provide information on how the Eden Meander Disposal may have affected the results and the financial position of the Group, assuming it was implemented on 30 September 2023 for statement of financial position purposes and implemented on 1 April 2023 for statement of profit or loss and other comprehensive income purposes. Due to its nature, the Consolidated Pro Forma Financial Information may not fairly represent the Group’s financial position, changes in equity, comprehensive income or cash flows post the implementation of the Eden Meander Disposal. The pro forma financial information presented below does not purport to be indicative of the financial results and effects of the Eden Meander Disposal if it had been implemented on a different date.

The Consolidated Pro Forma Financial Information, including the assumptions on which it is based and the financial information from which it has been prepared, as set out below, is the responsibility of the Board. The Consolidated Pro Forma Financial Information has been prepared in accordance with the JSE Listings Requirements, the Guide on Pro Forma Financial Information issued by SAICA and APF’s accounting policies, which are compliant with IFRS.

The Consolidated Pro Forma Financial Information should be read in conjunction with the Independent Reporting Accountant’s assurance report, as contained in Annexure 3 of this Circular.

## Annexure 2: Pro Forma Financial Information of the Disposal (cont.)

### Consolidated Pro Forma Statement of Financial Position as at 30 September 2023

Statement of Financial Position R'000	Unaudited Interim Consolidated Condensed Financial Results As at 30 Sep 2023	Disposal of Leaping Frog	Sub-total of 1 and 2	Disposal of Eden Meander	Cost of circular	Pro forma after disposal
	1	2		3-4	6	
Investment property	8 145 031	(125 000)	8 020 031	(520 000)	-	7 500 031
Property, plant, and equipment	272	-	272	-	-	272
Right-of use asset	685	-	685	-	-	685
Derivative instruments	83 626	-	83 626	-	-	83 626
<b>Non-current assets</b>	<b>8 229 614</b>	<b>(125 000)</b>	<b>8 104 614</b>	<b>(520 000)</b>	-	<b>7 584 614</b>
Derivative instruments	12 874	-	12 874	-	-	12 874
Trade and other receivables	1 069 715	-	1 069 715	-	-	1 069 715
Cash and cash equivalents	27 849	-	27 849	-	-	27 849
<b>Current assets</b>	<b>1 110 438</b>	-	<b>1 110 438</b>	-	-	<b>1 110 438</b>
Non-current assets held for sale	888 400	-	888 400	-	-	888 400
<b>Total assets</b>	<b>10 228 452</b>	<b>(125 000)</b>	<b>10 103 452</b>	<b>(520 000)</b>	-	<b>9 583 452</b>
<b>Equity and liabilities</b>						
Share capital	5 186 274	-	5 186 274	-	-	5 186 274
Reserves	78 262	-	78 262	-	-	78 262
Retained Income					(954)	(954)
<b>Total equity</b>	<b>5 264 536</b>	-	<b>5 264 536</b>	-	<b>(954)</b>	<b>5 263 582</b>
Interest bearing borrowings	2 496 184	(125 000)	2 371 184	(520 000)	-	1 851 184
Derivative instruments	3 771	-	3 771	-	-	3 771
Lease liabilities	500	-	500	-	-	500
<b>Non-current liabilities</b>	<b>2 500 455</b>	<b>(125 000)</b>	<b>2 375 455</b>	<b>(520 000)</b>	-	<b>1 855 455</b>
Interest bearing borrowings	1 931 354	-	1 931 354	-	-	1 931 354
Lease liabilities	259	-	259	-	-	259
Receiver of revenue	4 077	-	4 077	-	-	4 077
Trade and other payables	527 771	-	527 771	-	954	528 725
<b>Current liabilities</b>	<b>2 463 461</b>		<b>2 463 461</b>	-	<b>(954)</b>	<b>2 464 415</b>
<b>Total liabilities</b>	<b>4 963 916</b>	<b>(125 000)</b>	<b>4 838 916</b>	<b>(520 000)</b>	<b>(954)</b>	<b>4 319 870</b>
<b>Total equity and liabilities</b>	<b>10 228 452</b>	<b>(125 000)</b>	<b>10 103 452</b>	<b>(520 000)</b>		<b>9 583 452</b>

#### Notes:

- The "Unadjusted unaudited condensed consolidated interim results for the six months ended 30 September 2023" column has been extracted from the unaudited condensed consolidated interim results of Accelerate for the six months ended 30 September 2023 as published on SENS on 18 December 2023.
- The "Disposal of Leaping Frog" column represents the pro forma impact of the disposal of the property known as Leaping Frog which was announced on SENS on 7 April 2022 and transferred on 30 October 2023. The delay in the transfer of the property was due to Competition Commission approval that took longer than expected. The impact is the reduction of Investment property with the value of the property and the concomitant reduction in interest bearing borrowings. Although the property was transferred on 30 October 2023, the adjustment assumes a disposal as at 30 September 2023.
- The "Disposal of Eden Meander" column represents the pro forma impact of the intended Disposal as extracted from the carve-out historical information assuming a disposal date of 30 September 2023.
- The net asset value of the property as at September 2023 was R520 million. The net proceeds (after commission) are used to settle the Investec facility linked to the Investec Security SPV in which the bond is registered.
- The total number of shares in issue is 1 340 323 952 inclusive of treasury shares. There are no other class of share.
- The costs of the Circular have been recognised as an adjustment in retained earnings and an increase of trade payables. These costs are based of quotes received from the vendors.

## Annexure 2: Pro Forma Financial Information of the Disposal (cont.)

### Consolidated Pro-Forma Statements of Profit and Loss and Other Comprehensive Income for the six-month period ending 30 September 2023

Statement of Comprehensive Income R'000	Unaudited Interim Consolidated Condensed Financial Results As at 30 Sep 2023	Disposal of Leaping Frog	Sub-total of 1 and 2	Disposal of Eden Meander	Cost of circular	Pro forma after disposal
	1	2		3-5	6	
Rental income	352 461	(8 260)	344 201	(23 480)	-	320 721
Recoveries	117 306	(3 184)	114 122	(8 407)	-	105 715
Straight-line effect of lease	(53 851)	-	(53 851)	-	-	(53 851)
<b>Revenue</b>	<b>415 916</b>	<b>(11 444)</b>	<b>404 472</b>	<b>(31 888)</b>	<b>-</b>	<b>372 584</b>
Property expenses	(160 896)	5 683	(155 213)	12 656	-	(142 557)
<b>Net property income</b>	<b>255 020</b>	<b>(5 761)</b>	<b>249 259</b>	<b>(19 232)</b>	<b>-</b>	<b>230 027</b>
Other income	266	(112)	154	(1)	-	153
Other operating expenses	(46 277)	(2)	(46 279)	8	(954)	(47 225)
<b>Operating profit/(loss)</b>	<b>209 009</b>	<b>(5 875)</b>	<b>203 134</b>	<b>(19 225)</b>	<b>(954)</b>	<b>182 955</b>
<b>Fair Value Adjustments</b>	<b>(61 594)</b>	<b>5 000</b>	<b>(56 594)</b>	<b>1 697</b>	<b>-</b>	<b>(54 897)</b>
Revaluation of investment property	(61 767)	5 000	(56 594)	1 697	-	(55 070)
Revaluation of derivatives	173		173	-	-	173
<b>Expected credit Loss (ECL)</b>	<b>(43 701)</b>	<b>4 911</b>	<b>(38 790)</b>	<b>(165)</b>	<b>-</b>	<b>(38 955)</b>
Bad debt/ ECL provisions	(43 701)	4 911	(38 790)	(165)	-	(38 955)
<b>Net finance charges</b>	<b>(188 353)</b>	<b>6 926</b>	<b>(181 427)</b>	<b>27 181</b>	<b>-</b>	<b>(154 246)</b>
Finance costs	(232 742)	7 156	(225 586)	29 334	-	(196 252)
Finance income	44 389	(230)	44 159	(2 153)	-	42 006
<b>(Loss)/profit before tax</b>	<b>(84 639)</b>	<b>10 962</b>	<b>(73 677)</b>	<b>9 488</b>	<b>(954)</b>	<b>(65 143)</b>
Taxation	(4 077)	386	(3 709)	4 077	-	386
<b>(Loss)/profit after tax</b>	<b>(88 716)</b>	<b>11 348</b>	<b>(77 386)</b>	<b>13 565</b>	<b>(954)</b>	<b>(64 757)</b>
(Loss)/profit attributable to owners of the parent	(86 890)	11 348	(75 542)	15 715	(954)	(60 781)
Change in fair values of investment properties	(61 767)	5 000	(56 594)	1 697	-	(55 070)
<b>Headline (loss)/earnings attributable to owners of the parent</b>	<b>(148 657)</b>	<b>16 348</b>	<b>(132 309)</b>	<b>17 412</b>	<b>(954)</b>	<b>(115 851)</b>

## Annexure 2: Pro Forma Financial Information of the Disposal (cont.)

### Consolidated Pro-Forma Statements of Profit and Loss and Other Comprehensive Income for the six-month period ending 30 September 2023 (cont.)

Statement of Comprehensive Income R'000	Unaudited Interim Consolidated Condensed Financial Results As at 30 Sep 2023	Disposal of Leaping Frog	Sub-total of 1 and 2	Disposal of Eden Meander	Cost of circular	Pro forma after disposal
	1	2		3-5	6	
Shares in issue at beginning and end of the year	1 295 868 398	1 295 868 398	1 295 868 398	1 295 868 398	1 295 868 398	1 295 868 398
Number of shares in issue	1 295 868 398	1 295 868 398	1 295 868 398	1 295 868 398	1 295 868 398	1 295 868 398
Weighted average number of shares in issue	1 295 868 398	1 295 868 398	1 295 868 398	1 295 868 398	1 295 868 398	1 295 868 398
Diluted weighted average number of shares in issue	1 295 868 398	1 295 868 398	1 295 868 398	1 295 868 398	1 295 868 398	1 295 868 398
Basic (loss)/earnings per share	(6.71)	0.88	(5.83)	1.21	(0.07)	(4.69)
Basic headline (loss)/earnings per share	(11.47)	1.26	(10.21)	1.34	(0.07)	(8.94)
Net assets per share	4.06	-	4.06	-	-	4.06
Net tangible assets per share	4.06	-	4.06	-	-	4.06

#### Notes:

- The "Unadjusted unaudited condensed consolidated interim results for the six months ended 30 September 2023" column has been extracted from the unaudited condensed consolidated interim results of Accelerate for the six months ended 30 September 2023 as published on SENS on 18 December 2023.
- The "Disposal of Leaping Frog" column represents the pro forma impact of the disposal of the property known as Leaping Frog as if the transaction was effective from 1 April 2023. Apart from the income and expenses directly relating to the transaction, the value of the transaction at 31 March 2023 was R130 million, which resulted in a downward adjustment of R5 million taking into consideration the sales price. Other operating expenses relate to bank charges. The finance costs are the cost attributable to the saving of interest on the reduction in debt to the equivalent of the net proceeds at a rate 11.25%.
- The "Disposal of Eden Meander" column represents the pro forma impact of the intended disposal of the Eden Meander property ("Disposal") as extracted from the carve-out historical financial information of the Eden Meander property as set out in Annexure 4 to this Circular ("Carve-Out Historical Financial Information") assuming a disposal date of 1 April 2023.
- In addition it includes the fair value adjustment to the asset to bring the asset in line with the net sales price as the straight lining accrual adjustment.
- Net proceeds are used to settle interest bearing borrowing with Investec Bank which bears interest at a rate of 11.50%.
- Adjustments to administration expenses reflects the costs of the Circular, which have been based of quotes received from the vendors.
- The finance cost reduction of R29,334 million relates to the notional interest that would have been saved had the proceeds been settled on the 1 March 2022 and not been incurred.
- The fair value of the asset is adjusted to the net proceeds of R520 million (ex VAT) (being the Purchase Consideration less the commission of R10 million) immediately preceding the disposal.
- The total number of shares in issue is 1 340 323 952 inclusive of treasury shares. There are no other class of shares.
- The (loss)/earnings per share and headline (loss)/earnings per share have been calculated based on the weighted average number of shares in issue over the reporting period.
- APF has not issued any rights or options that may result in the issue of shares and therefore there are no dilutionary instruments in issue.
- The income tax rate is assumed to be 27%.

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## Annexure 3: Independent Reporting Accountants Report

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15 January 2024

To the Directors

Accelerate Property Fund Limited  
Cedar Square Shopping Centre  
Cnr Willow and Cedar Roads  
Johannesburg  
2055

To the Directors of Accelerate Property Fund Limited

### **Report on the Assurance Engagement on the Compilation of Pro Forma Financial Information included in a Circular**

We have completed our assurance engagement to report on the compilation of the pro forma financial information of Accelerate Property Fund Limited and its subsidiaries (“Accelerate”) by the Directors of Accelerate Property Fund Limited to be presented in the Circular pursuant to the proposed sale agreement for the disposal of Eden Meander shopping centre and the sale of Leaping Frog shopping centre. The pro forma financial information, as set out in **Annexure 2** to the Circular, consists of the pro forma statement of financial position, statement of comprehensive income and related notes (the “Pro Forma Financial Information”). The applicable criteria on the basis of which the Directors have compiled the Pro Forma Financial Information are specified in the JSE Listings Requirements and described in the Circular.

The Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed sale of Eden Meander shopping centre and the sale of Leaping Frog shopping centre.

#### **Directors’ responsibility**

The Directors of Accelerate are responsible for compiling the Pro Forma Financial Information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in the Circular.

#### **Our independence and quality control**

We have complied with the independence and other ethical requirements of the Code of Professional Conduct for Registered Auditors issued by the Independent Regulatory Board for Auditors (IRBA code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (Part A and B).

The firm applies International Standard on Quality Management (ISQM) and, accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

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### **Annexure 3: Independent Reporting Accountants Report (cont.)**

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#### **Reporting accountants' responsibility**

Our responsibility is to express an opinion about whether the Pro Forma Financial Information has been compiled, in all material respects, by the Directors on the basis of the applicable criteria specified in the JSE Listings Requirements and described in Annexure 2 to the Circular based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus which is applicable to an engagement of this nature. This standard requires that we plan and perform our procedures to obtain reasonable assurance about whether the Pro Forma Financial Information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of Pro Forma Financial Information is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of Accelerate as if the event has occurred or the transaction had been undertaken at an earlier date selected for purposes of illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information have been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related Pro Forma adjustments give appropriate effect to those criteria; and
- the Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group or transaction in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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## **Annexure 3: Independent Reporting Accountants Report (cont.)**

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### **Opinion**

In our opinion, the Pro Forma Financial Information has been compiled, in all material respects, on the basis of the applicable criteria specified by the JSE Listings Requirements and described in paragraph 9 and **Annexure 2** of the Circular and we have no reason to believe the assets and liabilities are not prepared, in all material respects in accordance with the accounting policies adopted by APF and the recognition and measurement criteria of IFRS and includes the relevant IFRS disclosures.

### **Purpose of the report**

This report has been prepared for the purpose of the Circular and for no other purpose.

### **CBS Corporate Finance**

#### **Partner: Henico Schalekamp**

Registered Auditor

Building 1  
15 Forest Road  
Waverley  
Johannesburg  
2199

15 January 2024

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## **Annexure 4: Special purpose Historical Financial Information**

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The audited statement of financial position for the years ended 31 March 2023, 31 March 2022 and 31 March 2021; and the unaudited statement of direct income and expenses for the period ended 30 September 2023 and audited statements of direct income and expenses for the years ended 31 March 2023, 31 March 2022 and 31 March 2021 and the related accounting policies and notes have been compiled, in accordance with the special purpose framework set out below.

The carve-out historical financial information has been prepared on a carve-out basis from the accounting records of APF and using the fair value of the Eden Meander Property as at 30 September 2023, adjusted to reflect the sales price less all costs associated with the disposal.

The accounting policies are consistent with those applied in the interim financial period statements for the six months ended 30 September 2022.

The directors are responsible for the preparation and presentation of the carve-out financial information, comprising the audited net asset statements for the years ended 31 March 2023, 31 March 2022 and 31 March 2021; and the reviewed statement of direct income and expenses for the period ended 30 September 2023 and audited statements of direct income and expenses for the years ended 31 March 2023, 31 March 2022 and 31 March 2021 the related notes and accounting policies (“Financial Information”), in accordance with the basis of accounting described in note 1.3 to the Financial Information.

The Financial Information has been prepared for the purposes of providing financial information to satisfy the requirements of section 8 of the JSE Listings Requirements and for no other purpose. In addition, the directors are responsible for preparing the directors’ commentary included in the Financial Information. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of the Financial Information that are free from material misstatement, whether due to fraud or error, and for maintaining adequate accounting records and an effective system of risk management.



## Annexure 4: Special purpose Historical Financial Information (cont.)

Statement of financial position	Notes	Audited for the six months ended 30 September 2023 R'000	Audited Year ended 31 March 2023 R'000	Audited Year ended 31 March 2022 R'000	Audited Year ended 31 March 2021 R'000
Investment property	2	-	521 697	500 000	490 505
<b>Non-current assets</b>		<b>-</b>	<b>521 697</b>	<b>500 000</b>	<b>490 505</b>
Trade and other receivables	3	(3 332)	(2 348)	(227)	(976)
Cash and cash equivalents	4	3	3	3	3
<b>Current assets</b>		<b>(3 329)</b>	<b>(2 345)</b>	<b>(224)</b>	<b>(973)</b>
<b>Non-current assets held for sale</b>	<b>2</b>	<b>520 000</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total assets</b>		<b>516 671</b>	<b>519 352</b>	<b>499 776</b>	<b>489 532</b>
<b>Equity and liabilities</b>					
Retained Income		301 000	287 043	228 475	188 978
<b>Total equity</b>		<b>301 000</b>	<b>287 043</b>	<b>228 475</b>	<b>188 978</b>
Interest bearing borrowings	5	205 971	224 617	265 350	294 492
<b>Non-current liabilities</b>		<b>205 971</b>	<b>224 617</b>	<b>265 350</b>	<b>294 492</b>
Trade and other payables		9 700	7 692	5 951	6 062
<b>Current liabilities</b>		<b>9 700</b>	<b>7 692</b>	<b>5 951</b>	<b>6 062</b>
<b>Total liabilities</b>		<b>215 671</b>	<b>232 309</b>	<b>271 301</b>	<b>300 554</b>
<b>Total equity and liabilities</b>		<b>516 671</b>	<b>519 352</b>	<b>499 776</b>	<b>489 532</b>

### Notes:

1. Basis of accounting for the reviewed statement of financial position as at 30 September 2023 and the audited statement of financial positions for the years ended 31 March 2023, 31 March 2022 and 31 March 2021; and the reviewed statement of direct income and expenses for the period ended 30 September 2023 and audited statements of direct income and expenses for the years ended 31 March 2023, 31 March 2022 and 31 March 2021.
2. The fair value of the Eden Meander Property as at 30 September 2023 has been adjusted to reflect the sales price of R530,3 million less all costs associated with the disposal. The property was transferred from Investment Property to Non-current assets held for sale on 30 September 2023.
3. Trade and other receivables relate to outstanding debtors for Eden Meander Mall as well as municipal deposits and accrued recoveries.
4. The cash and cash equivalents relate to bank balances with reputable Banks.
5. Accelerate uses a pool of funds principle and the Interest-bearing borrowings are calculated as the portion of the debt attributable to this asset by applying the Investec SPV loan-to-value to the asset value of the property as at the applicable date.

## Annexure 4: Special purpose Historical Financial Information (cont.)

Statement of direct Income and Expense	Notes	Audited for	Audited Year	Audited Year	Audited Year
		the six months ended 30 September 2023	ended 31 March 2023	ended 31 March 2022	ended 31 March 2021
		R'000	R'000	R'000	R'000
Rental income		23 479	47 462	43 351	37 587
Recoveries		8 407	16 850	15 173	11 650
Straight-line effect of lease		1 523	(1 399)	(1 445)	522
<b>Revenue</b>		<b>33 409</b>	<b>62 913</b>	<b>57 079</b>	<b>49 759</b>
Property expenses		(12 656)	(24 369)	(21 540)	(17 674)
<b>Net property income</b>		<b>20 753</b>	<b>38 544</b>	<b>35 539</b>	<b>32 085</b>
Other income		1	18	24	10
Other operating expenses		(8)	(41)	(15)	(15)
<b>Operating profit</b>		<b>20 746</b>	<b>38 521</b>	<b>35 548</b>	<b>32 080</b>
<b>Fair Value Adjustments</b>		<b>(6 948)</b>	<b>21 566</b>	<b>3 524</b>	<b>4 872</b>
Revaluation of investment property		(6 948)	21 566	3 524	4 872
<b>Expected credit Loss (ECL)</b>		<b>165</b>	<b>(1 475)</b>	<b>470</b>	<b>(768)</b>
Bad debt/ ECL provisions		165	(1 475)	470	(768)
<b>Net finance charges</b>		<b>(12 031)</b>	<b>(20 753)</b>	<b>(14 605)</b>	<b>(13 539)</b>
Finance costs		(12 033)	(20 771)	(14 681)	(13 593)
Finance income		2	18	76	54
<b>Profit/(loss) before tax</b>		<b>1 932</b>	<b>37 859</b>	<b>24 937</b>	<b>22 645</b>
Taxation		-	-	-	-
<b>Profit after tax</b>		<b>1 932</b>	<b>37 859</b>	<b>24 937</b>	<b>22 645</b>

### 1. Significant Accounting Policies

#### 1.1 Reporting Entity

The Financial Information is obtained from Accelerate Property Fund which is domiciled in the Republic of South Africa. The Financial Information is prepared on the going-concern basis and the accounting policies set out below have been applied consistently to all periods presented.

#### 1.2 Nature of Business

Accelerate is a REIT listed on the JSE with a portfolio of properties valued at R9,0 billion as at 30 September 2023.

#### 1.3 Basis of preparation

##### 1.3.1 Statement of Compliance

The financial information for the period ended 30 September 2023 are prepared in accordance with the framework concepts and the measurement and recognition requirements of the International Financial Reporting Standards ("IFRS"), contain the minimum information required by IAS 34 Interim Financial Reporting, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the requirements of the Companies Act, 71 of 2008, as amended, the JSE Listings Requirements, and the JSE Debt Listings Requirements.

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## Annexure 4: Special purpose Historical Financial Information (cont.)

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The accounting policies applied in the preparation of these summarised financial statements are in terms of the IFRS and are consistent with those applied in the annual financial statements, including the new and amended IFRS that became effective during the 30 September 2023 reporting period, none of which had a material impact on Accelerate's financial results.

This reviewed and audited Financial Information is intended for the sole use of providing financial information to meet the requirements of section 8 of the JSE Listings Requirements. The Financial Information relates to the Eden Meander Property. Section 8 of the JSE Listings Requirements require that the Financial Information of the Disposal be presented in respect of the subject matter of that disposal, namely, the Eden Meander property. The Financial Information includes net asset statements and statements of profit or loss and other comprehensive income which contain financial information relating only to the Eden Meander Property. This Financial Information is therefore referred to as "carve-out" Financial Information.

These summarised financial statements have been prepared under the historical cost convention, except for investment properties and derivatives, which are measured at fair value.

### 1.3.2 Functional and presentation currency

The Financial Information is presented in South African Rand ("Rand"), which is the Company's functional currency.

### 1.4. Investment properties

Investment properties are valued at the end of the financial year and adjusted to fair value as at the statement of financial position date. Valuations are done on the open market value basis and the valuers use either the discounted cash flow method or the capitalisation of net income method or a combination of the methods.

The discounted cash flow model generates a net present value for each property by discounting forecast future cash flows and a residual value at the end of the cash flow projection period by the discount rate of each property.

The residual value is calculated by capitalising the net income forecast for the 12-month period immediately following the final year of the cash flow at the exit capitalisation rate. The discount rate applied by each valuator is determined by adding a growth rate per property, based on forecast market-related rental increases, to the determined capitalisation rate per property. The discount rate is then tested for reasonableness by benchmarking the rate against recent comparable sales and surveys prepared by the Morgan Stanley Capital International Index ("MSCI") and the South African Property Owners Association ("SAPOA").

The capitalisation rate is dependent on a number of factors such as location, the condition of the property, current market conditions, the lease covenants and the risk inherent in the property and is also tested for reasonableness by benchmarking against comparable recent sales and surveys prepared by MSCI/SAPOA. The capitalisation approach determines the net normalised annual income of the property, assuming the property is fully let at market-related rentals and market escalations, with an allowance made for vacancies (where applicable). Market-related operating expenses are subtracted resulting in a net annual income, which is then capitalised into perpetuity at a market-related rate. The capitalisation rate is best determined, where possible, by referring to market transactions of comparable properties as it is based on information derived from market analysis. The capitalisation rate must consider the prevailing interest rate.

The higher the interest rate, the better return an investor will require. Similarly, risk is another factor that will influence the capitalisation rate. The higher the risk factor, the better the return an investor will require. The risk inherent to income-producing properties is the degree of certainty that the income stream will be realised despite the uncertainty of the future. Any gain or loss arising from a change in fair value is included in profit or loss for the period in which the fair value adjustments arise. Gains and losses on the disposal of investment properties are recognised in profit or loss as fair value adjustments and are calculated as the difference between the proceeds received and the carrying value of the property.

## **1.5 Revenue recognition**

### **1.5.1. Property portfolio revenue**

Revenue recognition IFRS 15 sets out the requirements for recognising revenue that applies to all contracts with customers, except for contracts that are within the scope of the standards on leases, insurance contracts or financial instruments. Therefore, IFRS 15 is not applicable to revenue from lease contracts with customers and only applicable to municipal recoveries.

Revenue comprises gross rental income and recoveries from the letting of investment property as lessor, net of Value-added tax. Rental income is recognised in profit or loss on a straight-line basis over the term of the lease. When the Group provides incentives to its tenants, the cost of the incentives is recognised over the lease term, on a straight-line basis, as a reduction of rental income.

Recoveries are recognised over the period for which the services are rendered. The Group acts as a principal on its own account when recovering operating costs, such as utilities, from tenants.

### **1.5.2. Finance income**

Interest earned on cash invested with financial institutions is recognised as it accrues using the effective interest method.

### **1.5.3. Dividend income**

Dividends are recognised, in profit or loss, when the Group's right to receive payment has been established.

## **1.6. Borrowing costs**

Borrowing costs that are directly attributable to the acquisition and construction of a qualifying asset are capitalised as part of the cost of that asset. All other borrowing costs are expensed in the period during which these costs are incurred. A qualifying asset is an asset that takes a substantial period of time to prepare for its intended use. Any costs that are incurred on raising interest-bearing borrowings are offset against the debt balance and recognised as additional interest using the effective interest rate method over the term of the loan.

## **1.7. Taxation**

### **1.7.1. Current taxation**

Current and deferred taxes are recognised as income or an expense and included in profit or loss for the year. The charge for current taxation includes expected tax payable or receivable on the taxable income or loss for the year and any adjustment for taxation payable or receivable for previous years. Current taxation liabilities/ (assets) for the current and prior periods are measured at the amount expected to be paid to/(recovered from) the taxation authorities, using the taxation rates and taxation laws that have been enacted or substantively enacted by the reporting date.

**1.7.2. Deferred taxation**

Deferred taxation is recognised for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred taxation is not recognised for the following temporary differences:

- 1.7.2.1. The initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit.
- 1.7.2.2. Differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

1.7.3. A deferred tax asset on tax losses has not been recognised due to the fact that the Group distributes a qualifying distribution, which is estimated to offset any future taxable income.

**1.8. Key estimations and uncertainties**

Estimates and assumptions are an integral part of financial reporting and as such have an impact on the amounts reported for the Group's income, expenses, assets and liabilities. Judgements are opinions and decisions about substance, facts and circumstances relating to a transaction and event. Estimates in these areas are based on historical experience and reasonable expectations relating to future events. Information on the key estimations and uncertainties that have the most significant effect on amounts recognised are set out below.

**1.8.1. Estimation uncertainties****1.8.1.1. Investment property valuations**

The valuation of investment properties requires judgement in determination of the future cash flows and appropriate discount rates.

1.8.1.2. Impairment of trade and other receivables and loans due from related parties Management assesses impairments of trade and other receivables and loans due from related parties on an ongoing basis. Judgement in determination of the recoverability of the trade receivables and the current economic situation due to COVID-19 are required. Especially the following indicators are assessed:

1.8.1.2.1. Actual or expected significant adverse changes in business, financial or economic conditions due to COVID-19 restrictions that are expected to cause a significant change to the tenants' ability to meet its rental obligations.

**1.8.1.3. Fair value of derivative financial instruments**

The Group uses derivative financial instruments to hedge its exposure to interest rate risk arising from its financing activities. The Group held interest rate swap and cross-currency swap instruments. The fair value of interest rate swaps is the estimated amount that the entity would receive or pay to terminate the swap at the reporting date, considering current interest rate yield curve and the current credit worthiness of the swap counter parties. The fair value of cross-currency swaps are based on the projected present value of net future cash payments and receipts, which fluctuate based on changes in market interest rates and the dollar/rand exchange rate.

## Annexure 4: Special purpose Historical Financial Information (cont.)

### 2 Investment property and non-current assets held for sale

2.1 Investment property	Audited period ended 30 Sep 2023 R'000	Audited year ended 31 March 2023 R'000	Audited year ended 31 March 2022 R'000	Audited year ended 31 March 2021 R'000
Cost	-	388 163	388 163	388 163
Fair value adjustment	-	125 958	102 862	91 922
<b>Balance at the end of the period</b>	<b>-</b>	<b>514 121</b>	<b>491 025</b>	<b>480 085</b>
Movement for the year:				
<b>Balance at the beginning of the period</b>	<b>514 121</b>	<b>491 025</b>	<b>480 085</b>	<b>475 213</b>
Fair Value Adjustments	(75 338)	21 566	3 524	(37 010)
Capital expenditure	2 516	2 043	7 298	40 433
Leasing cost less amortisation	(207)	(513)	118	1 449
Tenant installation less amortisation	1 422	-	-	-
Transfer to Non-current assets held for sale	(442 511)	-	-	-
<b>Balance at the end of the period</b>	<b>-</b>	<b>514 121</b>	<b>491 025</b>	<b>480 085</b>
Fair value of investment property	-	514 121	491 025	480 085
Straight line rental income accrual	-	7 576	8 975	10 420
<b>Valuation at the end of the year</b>	<b>-</b>	<b>521 697</b>	<b>500 000</b>	<b>490 505</b>

2.2 Non-current assets held for sale	Audited period ended 30 Sep 2023 R'000	Audited year ended 31 March 2023 R'000	Audited year ended 31 March 2022 R'000	Audited year ended 31 March 2021 R'000
Cost	388 163	-	-	-
Fair value adjustment	122 738	-	-	-
<b>Balance at the end of the period</b>	<b>510 901</b>	<b>-</b>	<b>-</b>	<b>-</b>
Movement for the year	-	-	-	-
<b>Balance at the beginning of the year</b>	<b>510 901</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Transfer from Investment property</b>	<b>510 901</b>			
Cost	388 163	-	-	-
Fair Value Adjustments	68 390	-	-	-
Capital expenditure	52 287	-	-	-
Leasing cost less amortisation	639	-	-	-
Tenant installation less amortisation	1 422	-	-	-
<b>Balance at the end of the year</b>	<b>510 901</b>	<b>-</b>	<b>-</b>	<b>-</b>
Fair value of investment property	510 901	-	-	-
Straight line rental income accrual	9 099	-	-	-
<b>Valuation at the end of the year</b>	<b>520 000</b>	<b>-</b>	<b>-</b>	<b>-</b>

### **3.1 Fair value measurement of investment properties**

#### **3.1.1 Levels of fair value measurement**

The entire portfolio is valued by management at the end of each reporting period.

It is the policy of Accelerate to have every property valued by an external valuer on a three-year rotational basis as required by the JSE Listings Requirements. This means that each property Accelerate holds is externally valued at least every three years.

Each year the directors appoint an external valuer who is responsible for the external valuations of property for the annual financial statements. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. In addition, the directors are responsible for Accelerate's internal property valuations. Internal methods are aligned with those used by external valuers.

At each reporting date, the directors analyse the movements in each property's value. For this analysis, the directors review the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts (e.g. rent amounts in rental contracts), market reports (e.g. market rent and cap rates in property market reports) and other relevant documents. Each property is considered a separate asset class based on the unique nature, characteristics and risks of the property. The directors compare each property's change in fair value with relevant external sources (such as the investment property database or other relevant benchmarks) to determine whether the change is reasonable.

#### **3.1.2 Valuation techniques**

The fair values of investment properties are determined using either a discounted cash flow ("DCF") method or income capitalisation method (cap rate). These two valuation methods are used across the different property portfolios of Accelerate.

#### **3.1.3 DCF method**

Under the DCF method, a property's fair value is estimated using explicit assumptions regarding the benefits and costs of ownership over the asset's life including an exit or terminal value. The DCF method involves the projection of a series of cash flows on a real property interest. To this projected cash flow series, an appropriate, market-derived discount rate is applied to establish the present value of the cash inflows associated with the property. The duration of the cash flow and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related lease up periods, re-letting, redevelopment or refurbishment. The appropriate duration is typically driven by market behaviour that is a characteristic of the class of property. In the case of investment properties, periodic cash flow is typically estimated as gross income less vacancy, non-recoverable expenses, collection losses, lease incentives, maintenance cost, agent and commission costs and other operating and management expenses. The series of periodic net cash inflows, along with an estimate of the terminal value anticipated at the end of the projection period, is then discounted at the appropriate rate.

#### **3.1.4 Income capitalisation method**

Under the cap rate method, a property's fair value is estimated based on the normalised and market-related net operating income generated by the property, which is divided by the capitalisation rate. The difference between gross and net rental income includes the same expense categories as those for the DCF method with the exception that certain expenses are not measured over time but included on the basis of a time weighted average, such as the average lease costs. The external

## Annexure 4: Special purpose Historical Financial Information (cont.)

valuations were performed by Mills Fitchet and DJB Hoffman accredited independent valuers with a recognised and relevant professional qualification and with recent experience in the locations and categories of the investment property being valued. The internal valuations were performed by the directors. The valuation models applied are in accordance with those recommended by the International Valuation Standards Committee and are consistent with the principles in IFRS 13.

### 3.1.5 Changes in valuation techniques

There were no changes in valuation techniques during the year.

### 3.1.6 Highest and best use

For all investment property that is measured at fair value, the current use of the property is considered the highest and best use.

### 3.1.7 Valuation techniques and inputs derive level 3 fair values

The table below presents the following for each class of the investment property:

- The fair value measurements at the end of the reporting period.
- A description of the valuation techniques applied.
- The inputs used in the fair value measurement, including the ranges of rent charged to different units within the same building.
- Quantitative information about the significant unobservable inputs used in the fair value measurement.

All of the above were considered in the valuation of the Property.

Class of property	Fair value at 31 March 2021 R'000	Valuation technique	Key Unobservable inputs	Weighted average of key observable inputs	Weighted average equivalent yield
Office	2 769 971	Income capitalisation / DCF Method	ERV Rental growth pa Long-term vacancy rate	R180.90 5.1% 2.3%	8.50
Industrial	253 467	Income capitalisation / DCF Method	ERV Rental growth pa Long-term vacancy rate	R76.50 4.8% 4.0%	9.70
Retail	7 182 960	Income capitalisation / DCF Method	ERV Rental growth pa Long-term vacancy rate	R308.50 5.0% 2.1%	7.50
European	1 555 098	Income capitalisation / DCF Method	ERV Rental growth pa Long-term vacancy rate	R138.60 0% 0%	6.46
<b>Total</b>	<b>11 761 496</b>				



## Annexure 4: Special purpose Historical Financial Information (cont.)

Class of property	Fair value at 31 March 2022 R'000	Valuation technique	Key Unobservable inputs	Weighted average of key observable inputs	Weighted average equivalent yield
Office	2 797 386	Income capitalisation / DCF Method	ERV Rental growth pa Long-term vacancy rate	R182.50 5.2% 6.4%	8.40
Industrial	147 035	Income capitalisation / DCF Method	ERV Rental growth pa Long-term vacancy rate	R182.50 5.0% 5.0%	10.40
Retail	7 186 515	Income capitalisation / DCF Method	ERV Rental growth pa Long-term vacancy rate	R282.80 4.7% 3.5%	7.70
<b>Total</b>	<b>10 130 936</b>				

Class of property	Fair value at 31 March 2023 R'000	Valuation technique	Key Unobservable inputs	Weighted average of key observable inputs	Weighted average equivalent yield
Office	2 641 787	Income capitalisation / DCF Method	ERV Rental growth pa Long-term vacancy rate	R177.84 5.0% 2.2%	8.10
Industrial	24 504	Income capitalisation / DCF Method	ERV Rental growth pa Long-term vacancy rate	R85.50 5.0% 5.0%	10.00
Retail	6 535 520	Income capitalisation / DCF Method	ERV Rental growth pa Long-term vacancy rate	R230.13 5.0% 4.4%	7.60
<b>Total</b>	<b>9 201 811</b>				

### 3.1.8 Descriptions and definitions

The table on the previous page includes the following descriptions and definitions relating to valuation techniques and key unobservable inputs made in determining the fair values.

### 3.1.9 Estimated rental value ("ERV")

The gross rent per square meter per month at which space could be let in the market conditions prevailing at the date of valuation.

### 3.1.10 Rental growth

The estimated average increase in rent per annum based on both market estimations and contractual indexations.

### 3.1.11 Long-term vacancy rate

The ERV of the expected long-term average structural vacant space divided by ERV of the whole property. Long-term vacancy rate can also be determined based on the percentage of estimated vacant space divided by the total lettable area.

### 3.1.12 Equivalent yield

The equivalent yield is defined as the internal rate of return of the cash flow from the property, assuming a rise to ERV at the next review, but with no further rental growth. Sensitivity analysis to significant changes in unobservable inputs within level 3 of the hierarchy.

The significant unobservable inputs used in the fair value measurement categorised within level 3 of the fair value hierarchy of the entity's portfolios of investment property are:

- ERV
- Long-term vacancy rate
- Equivalent yield

### 3.1.13 ERV

An increase or decrease in ERV is directly correlated to an increase or decrease in the estimated fair value. A 5% increase or decrease in the ERV would result in a 5% increase or decrease in the estimated fair value.

### 3.1.14 Long-term vacancy rate

Increases/decreases in the long-term vacancy rate would result in decreases/increases in the estimated fair value. The South African portfolio is currently 16,4% vacant.

### 3.1.15 Rental growth

The rental growth rate assumption used to value investment property is a direct input into the discount rate used in a discounted cash flow valuation. Thus, if the growth rate increases the discount rate also increases.

### 3.1.16 Equivalent yield

South African portfolio	50 bps Increase %	50 bps Decrease %
Equivalent yield – Impact on fair value		
31 March 2021		
<b>Retail</b>	(6.3)	7.1
<b>Office</b>	(5.6)	6.3
<b>Industrial</b>	(4.9)	5.4

European retail	25 bps Increase %	25 bps Decrease %
Equivalent yield – Impact on fair value		
31 March 2021		
<b>European retails</b>	(3.6)	4.1

## Annexure 4: Special purpose Historical Financial Information (cont.)

South African portfolio	50 bps Increase %	50 bps Decrease %
Equivalent yield – Impact on fair value		
31 March 2022		
<b>Retail</b>	(6.1)	7.0
<b>Office</b>	(5.6)	6.3
<b>Industrial</b>	(4.6)	5.1

South African portfolio	50 bps Increase %	50 bps Decrease %
Equivalent yield – Impact on fair value		
31 March 2023		
<b>Retail</b>	(6.1)	7.1
<b>Office</b>	(5.8)	6.6
<b>Industrial</b>	(4.8)	5.3

### 4 BORROWINGS

	Audited period ended 30 Sep 2023 R'000	Audited year ended 31 March 2023 R'000	Audited year ended 31 March 2022 R'000	Audited year ended 31 March 2021 R'000
Portion of the borrowings allocated to the property				
Non-Current	205 971	224 617	265 350	265 350
Current	9 702	7 693	5 950	5 950
	<b>215 673</b>	<b>232 310</b>	<b>271 301</b>	<b>271 301</b>

The property forms part of a pool of funds. The portion of the borrowing allocated to the property is based on the Groups LTV.

### 5 TRADE AND OTHER PAYABLES

	Audited period ended 30 Sep 2023 R'000	Audited year ended 31 March 2023 R'000	Audited year ended 31 March 2022 R'000	Audited year ended 31 March 2021 R'000
Trade Payable	9 702	7 693	5 950	5 950
Accrued expenses	1 830	1 829	1 787	1 787
Tent Deposits	2 137	2 122	1 878	1 878
Value Added Tax	598	654	270	270
	<b>14 267</b>	<b>12 298</b>	<b>9 885</b>	<b>9 885</b>

**6 RISK MANAGEMENT**

The directors have overall responsibility for the establishment and oversight of the company's risk management framework. The company's exposure to credit, liquidity and market risk relating to the Eden Meander Property is included in the integrated annual reports for the respective years.

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**Annexure 5: INDEPENDENT REPORTING ACCOUNTANT’S REPORT ON THE AUDIT OF THE CARVE-OUT HISTORICAL FINANCIAL INFORMATION OF ACCELERATE PROPERTY FUND LIMITED FOR THE INTERIM PERIOD ENDED 30 SEPTEMBER 2023 AND THE FINANCIAL YEARS ENDED 31 MARCH 2021, 2022 AND 2023**

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Accelerate Property Fund Limited  
The Directors  
Cedar Square Shopping Centre  
First Floor  
Corner Willow Ave and Cedar Rd  
Fourways  
Johannesburg  
2055

Dear Sirs / Madam

**Independent reporting accountant’s report on the audit of the carve-out historical financial information of Accelerate Property Fund Limited (“Accelerate”) for the interim period ended 30 September 2023 and the financial years ended 31 March 2021, 2022 and 2023**

Accelerate Property Fund Limited (“Accelerate”) is issuing a Circular to its shareholders regarding the proposed disposal of the immovable property, referred to as the Eden Meander Shopping Centre which disposal constitutes a category 1 transaction in terms of the Listings Requirements of the JSE Limited and requires shareholder approval.

At your request and for the purposes of the Circular to be dated on or about 12 February 2024 (“the Circular”), we present our audit report on the carve-out historical financial information of Accelerate at the interim period ended 30 September 2023 and the financial years ended 31 March 2021, 2022 and 2023, presented in **Annexure 4** of the Circular for the purpose of this report, in compliance with the JSE Listings Requirements.

The carve-out historical financial information of Accelerate consists of the Statement of Financial Position, the Statement of Comprehensive Income, and notes thereto, including a summary of the significant accounting policies for the interim period ended 30 September 2023 and the financial years ended 31 March 2021, 2022 and 2023 (“**Carve-out Historical Financial Information of Accelerate**”) presented in **Annexure 4** of the Circular, and has been prepared in accordance with International Financial Reporting Standards (“**IFRS**”), for the purpose of providing financial information to satisfy the requirements of Section 8 of the JSE Limited Listings Requirements (“**Listing Requirements**”) and for no other purpose.

The directors of Accelerate are responsible for the preparation of the Carve-out Historical Financial Information of Accelerate. The directors are ultimately responsible for the compilation, contents and preparation of the Circular, including the Carve-out Historical Financial Information of Accelerate.

**Opinion**

We have audited the Carve-out Historical Financial Information of Accelerate at the interim period ended 30 September 2023 and the financial years ended 31 March 2021, 2022 and 2023, prepared in accordance with IFRS and the Listing Requirements.

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**Annexure 5: INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON THE AUDIT OF THE CARVE-OUT HISTORICAL FINANCIAL INFORMATION OF ACCELERATE PROPERTY FUND LIMITED FOR THE INTERIM PERIOD ENDED 30 SEPTEMBER 2023 AND THE FINANCIAL YEARS ENDED 31 MARCH 2021, 2022 AND 2023**

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In our opinion, the Carve-out Historical Financial Information of Accelerate for the interim period ended 30 September 2023 and the financial years ended 31 March 2021, 2022 and 2023 presents fairly, in all material respects, for the purposes of the Circular, the financial position, financial performance and cash flows of Accelerate for the interim period ended 30 September 2023 and the financial years ended 31 March 2021, 2022 and 2023 in accordance with IFRS and the JSE Listing requirements.

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Independent Reporting Accountant's Responsibilities for the Audit of the Carve-out historical financial information section of our report. We are independent of Accelerate in accordance with the sections 290 and 291 of the Independent Regulatory Board for Auditors Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Codes are consistent with corresponding sections the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (Parts A and B). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion in the Carve-out Historical Financial Information of Accelerate.

**Directors' responsibility for the Carve-out Historical Financial Information**

The directors are responsible for the preparation of the Carve-out Historical Financial Information of Accelerate in accordance with IFRS and the Listings Requirements as well as the International Financial Reporting Interpretations Committee ("IFRIC") interpretations issued and effective at the time of preparing these financial statements and the requirements of the Companies Act 71 of 2008, as amended, and for such internal control as the directors determine is necessary to enable the preparation of historical financial information that are free from material misstatement, whether due to fraud or error.

In preparing the Carve-out Historical Financial Information of Accelerate, the directors are responsible for assessing Accelerate's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate Accelerate or to cease operations, or have no realistic alternative but to do so.

**Independent Reporting Accountant's responsibility**

Our objectives are to obtain reasonable assurance about whether the Carve-out Historical Financial Information of Accelerate is free from material misstatement, whether due to fraud or error, and to issue an independent reporting accountant's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Historical Financial Information of Accelerate.

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**Annexure 5: INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON THE AUDIT OF THE CARVE-OUT HISTORICAL FINANCIAL INFORMATION OF ACCELERATE PROPERTY FUND LIMITED FOR THE INTERIM PERIOD ENDED 30 SEPTEMBER 2023 AND THE FINANCIAL YEARS ENDED 31 MARCH 2021, 2022 AND 2023**

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As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the Carve-out Historical Financial Information of Accelerate, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Accelerate's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors';
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Accelerate's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the Carve-out Historical Financial Information of Accelerate or, if such disclosures are inadequate, to modify my opinion. Our conclusions are based on the audit evidence obtained up to the date of our independent reporting accountant's report. However, future events or conditions may cause the company to cease to continue as a going concern;

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

**Consent**

We consent to the inclusion of this report and the reference to our opinion in the Circular in the form and context in which it appears.

Yours faithfully

**CBS Corporate Finance**

Building 1  
15 Forest Road  
Waverley Office Park  
Bramley  
2018

**Per H Schalekamp**

Partner  
Registered Auditor

Date: 15 January 2024

## Annexure 6: Material Loans

The material borrowings of the APF as at 30 September 2023 is as set out below. The table below sets out details of the type of facility, origination, loan amount, interest rate, maturity date,

Lender	Borrower/ issuer <sup>1</sup>	Type of Facility	Security	Origination	Capital amount outstanding	Interest rate	Maturity Date
DMTN programme	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	53 000 000	10.80%	06 Feb 2024
DMTN programme	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	54 000 000	10.80%	06 May 2024
DMTN programme	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	53 000 000	10.80%	06 Aug 2024
DMTN programme	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	54 000 000	10.05%	15 Sep 2024
DMTN programme	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	54 000 000	10.80%	06 Nov 2024
DMTN programme	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	54 000 000	10.55%	06 Feb 2025
DMTN programme	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	246 000 000	10.80%	15 Feb 2025
DMTN programme	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	225 000 000	7.80%	22 Mar 2025
DMTN programme	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	134 000 000	11.49%	07 Aug 2024
DMTN programme	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	450 000 000	11.49%	22 Aug 2025
DMTN programme	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	325 000 000	11.24%	02 Mar 2026
Investec	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	87 500 000	11.75%	28 Feb 2025
Investec	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	60 000 000	11.75%	28 Feb 2025
Investec	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	153 395 880	11.53%	11 Mar 2025
Investec	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	55 692 000	11.11%	28 Feb 2025
Ninety One	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	300 000 000	12.49%	08 Dec 2025
Rand Merchant Bank	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	71 529 000	11.61%	31 Oct 2023



## Annexure 6: Material Loans (cont.)

Lender	Borrower/ issuer <sup>1</sup>	Type of Facility	Security	Origination	Capital amount outstanding	Interest rate	Maturity Date
Rand Merchant Bank	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	74 070 373	11.75%	31 Oct 2023
Rand Merchant Bank	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	3 371 354	11.36%	31 Oct 2023
Rand Merchant Bank	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	115 806 358	11.36%	31 Oct 2023
Rand Merchant Bank	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	140 649 144	11.36%	30 Nov 2023
Ashburton	SPV 1	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	39 797 000	11.36%	31 Oct 2023
Investec Bank	Investec SPV	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	392 629 328	11.50%	31 Mar 2025
Investec Bank	Investec SPV	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	127 507 731	11.50%	31 Mar 2025
Rand Merchant Bank	RMB SPV	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	16 495 484	11.61%	31 Oct 2023
Rand Merchant Bank	RMB SPV	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	453 825 000	11.36%	30 Nov 2023
Rand Merchant Bank	RMB SPV	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	112 246 500	11.36%	30 Nov 2023
Rand Merchant Bank	RMB SPV	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	182 407 500	11.75%	29 May 2024
Rand Merchant Bank	RMB SPV	Term Facility	Secured by mortgage bonds over the investment properties	Funding property acquisitions	50 000 000	11.36%	31 May 2024
Rand Merchant Bank	RMB	Term Facility	Unsecured	Funding share repurchase	99 395 723	12.90%	01 Sep 2023

### Notes:

- Accelerate is the borrower, however bonds registered over the properties are registered in favour of Special Purpose Vehicles ("SPV") for the benefit of the Lenders. Each SPV contains the bonds of the properties that form the subject matter of the facilities provided by the Lenders. The SPV's are as follows:
  - Investec SPV: Properties to the value of R748 786 400 are held as security (through Bonds) in favour of Investec Bank Limited
  - RMB SPV: Properties to the value of R1 326 920 240 are held as security (through Bonds) in favour of Rand Merchant Bank Limited
  - SPV 1: Properties to the value of R5 725 018 867 are held as security (through Bonds) in favour of various lenders who participate in this security pool.
- The entire portfolio of investment property is pledged as security for borrowings.
- Interest rates on these loans are market related and at arm's length with third party lenders.
- Upon disposal of a property, the proceeds are used to settle the related debt of the asset.
- Interest payments are made as they fall due and capital repayments are only made as per the maturity. However, APF intends to roll all debt facilities upon expiry.
- All repayments within the next 12 months are to be financed with internal cash resources or refinanced if necessary.
- None of the loans have conversion or redemption features.



**ACCELERATE PROPERTY FUND LIMITED**  
**Approved as a REIT by the JSE**  
**(Incorporated in the Republic of South Africa)**  
**(Registration number 2005/015057/06)**  
**Share code: APF ISIN: ZAE000185815**  
**(“APF” or “the Company” or “the Group”)**

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## **NOTICE OF GENERAL MEETING OF APF SHAREHOLDERS**

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Where appropriate and applicable, the terms defined in this Circular to which this Notice is attached and forms part, bear the same meanings in this Notice, and in particular in the Resolutions set out below.

NOTICE IS HEREBY GIVEN that the General Meeting will be held in person on Friday 15 March 2024 at 11:00 at the Accelerate Property Fund main boardroom, Cedar Square Shopping Centre, Management Office, 2nd Floor, Cnr Willow Ave and Cedar Rd, Fourways, Johannesburg.

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## **IMPORTANT DATES AND TIMES**

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The definitions and interpretations commencing on page 6 of this Circular apply to this section.

Record Date for Shareholders to be recorded in the Register in order to receive this Circular	Friday, 02 February 2024
Circular containing the Notice convening the General Meeting posted to Shareholders on	Monday, 12 February 2024
Notice convening the General Meeting published on SENS on	Monday, 12 February 2024
Last Day to Trade in Shares in order to be recorded in the Register to vote at the General Meeting on	Tuesday, 05 March 2024
Record Date for Shareholders to be recorded in the Register in order to be eligible to vote at the General Meeting	Friday, 08 March 2024
Forms of proxy for the General Meeting, if lodged with the Transfer Secretaries, to be received by 11:00 on	Wednesday, 13 March 2024
General Meeting held at 11:00 on	Friday, 15 March 2024
Results of the General Meeting published on SENS on	Friday, 15 March 2024

In terms of section 62(3)(e) of the Companies Act:

- a Shareholder who is entitled to attend and vote at the General Meeting is entitled to appoint a proxy, or two or more proxies, to attend and participate in and vote at the General Meeting in the place of the Shareholder, by completing the form of proxy in accordance with the instructions set out therein;
- a proxy need not be a Shareholder; and
- all Shareholders are required to provide reasonably satisfactory identification before being entitled to participate and vote in the General Meeting. Forms of identification include valid identity documents, driver’s licences and passports.

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## NOTICE OF GENERAL MEETING OF APF SHAREHOLDERS (cont.)

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### ORDINARY RESOLUTION NUMBER 1 – APPROVAL OF THE DISPOSAL

“**RESOLVED**, that the terms of the Disposal Agreement as set out in the Circular to APF Shareholders dated 12 February 2024 of which this Notice of General Meeting forms part, be and is hereby approved by the APF Shareholders in accordance with the provisions of paragraph 9.20 of the JSE Listings Requirements.”

The percentage of voting rights that will be required for this Ordinary Resolution Number 1 to be adopted is more than 50% of the voting rights exercised on the resolution.

### ORDINARY RESOLUTION NUMBER 2 – AUTHORITY OF DIRECTORS AND/OR COMPANY SECRETARY

“**RESOLVED**, that any Director of the Company and/or the Company Secretary be and is hereby authorised to do all such things and sign all such documents required to give effect to Ordinary Resolution Number 1, hereby ratifying and confirming all such things already done and documentation already signed.”

### QUORUM

The General Meeting may not begin until sufficient persons are present (in person or represented by proxy) at the General Meeting to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the General Meeting. A matter to be decided at the General Meeting may not begin to be considered unless sufficient persons are present at the meeting (in person or represented by proxy) to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter at the time the matter is called on the agenda. In addition, a quorum shall consist of at least three Shareholders personally present or represented by proxy (and if the Shareholder is a body corporate, it must be represented) and entitled to vote at the General Meeting on matters to be decided by Shareholders.

### FORM OF PROXY

A form of proxy is attached for the convenience of Certificated Shareholders who cannot attend the General Meeting and who wish to be represented thereat. Forms of proxy may also be obtained on request from APF’s registered office. The completed forms of proxy must be deposited at or posted to the office of the Transfer Secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (Private Bag X9000, Saxonwold, 2132) or emailed to proxy@computershare.co.za, to be received by not later than 48 hours prior to the General Meeting, i.e. 13 March 2024 at 11:00 at the Accelerate Property Fund main boardroom, Cedar Square Shopping Centre, Management Office, 2nd Floor, Cnr Willow Ave and Cedar Rd, Fourways, Johannesburg. The form of proxy may also be handed to the chairman of the General Meeting or adjourned General Meeting before the General Meeting is due to commence or recommence. Any Shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the General Meeting should the Shareholder subsequently decide to do so. Attached to the form of proxy as an appendix, is an extract of section 58 of the Companies Act, to which Shareholders are referred.

Shareholders who have already Dematerialised their Shares through a broker or CSDP and who wish to attend the General Meeting must instruct their broker or CSDP to issue them with the necessary letter of representation to attend. Dematerialised Shareholders who have elected “own name” registration in the Register through a broker or CSDP and who are unable to attend but who wish to vote at the General Meeting must complete and return the attached relevant form of proxy and lodge it with the Transfer Secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (Private Bag X9000, Saxonwold, 2132) or emailed to proxy@computershare.co.za, to be received by no later than 11:00 on Wednesday, 13 March 2024

By order of the Board

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**NOTES**

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**ACCELERATE PROPERTY FUND LIMITED**  
**Approved as a REIT by the JSE**  
**(Incorporated in the Republic of South Africa)**  
**(Registration number 2005/015057/06)**  
**Share code: APF ISIN: ZAE000185815**  
**(“APF” or “the Company” or “the Group”)**

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## **FORM OF PROXY – GENERAL MEETING**

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Where appropriate and applicable the terms defined in this Circular to which this form of proxy is attached forms part of and shall bear the same meaning in this form of proxy.

For use by the holders of Certificated Shares and/or Dematerialised Shares held through a broker or CSDP who have selected “own name” registration, registered as such at the close of business on the Record Date, at the General Meeting Friday, 15 March 2024 at 11:00 at the Accelerate Property Fund main boardroom, Cedar Square Shopping Centre, Management Office, 2nd Floor, Cnr Willow Ave and Cedar Rd, Fourways, Johannesburg or any postponement or adjournment thereof. The form of proxy may also be handed to the chairman of the General Meeting or adjourned or postponed General Meeting before the General Meeting is due to commence or recommence.

Dematerialised Shareholders who have not selected “own name” registration must not complete this form.

They must inform their broker or CSDP timeously of their intention to attend and vote at the General Meeting or be represented by proxy thereat in order for the broker or CSDP to issue them with the necessary letter of representation to do so or provide the broker or CSDP timeously with their voting instructions should they not wish to attend the General Meeting in order for the broker or CSDP to vote in accordance with their instructions at the General Meeting

I/We (FULL NAMES IN BLOCK LETTERS PLEASE) \_\_\_\_\_

of (address) [BLOCK LETTERS PLEASE] \_\_\_\_\_

Telephone no: (WORK)(area code) \_\_\_\_\_

Telephone no: (HOME)(area code) \_\_\_\_\_

Cell phone no: \_\_\_\_\_

E-mail address: \_\_\_\_\_

being the holder/s of \_\_\_\_\_ Shares hereby appoint

1. \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_ or failing him/her

3. the chairman of the General Meeting as my/our proxy to act for me/us on my/our behalf at the General Meeting of in accordance with the following instructions (see note 2):

## FORM OF PROXY – GENERAL MEETING (cont.)

### NUMBER OF VOTES

	*For	*Against	*Abstain
<b>Ordinary Resolution Number 1</b> – Approval of the Disposal Agreement			
<b>Ordinary Resolution Number 2</b> – To allow a director and company secretary to do all such things and to sign all such documents as may be necessary to implement the resolution set out above			

\*One vote per Share held by Shareholders on the Record Date

Signed at \_\_\_\_\_ on 2024 \_\_\_\_\_

Full name \_\_\_\_\_

Capacity \_\_\_\_\_

Signature(s)

Assisted by (where applicable) \_\_\_\_\_

#### Notes:

1. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space(s) provided. The person whose name appears first on this form of proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A proxy appointed by a Shareholder in terms hereof may not delegate his authority to act on behalf of the Shareholder to any other person.
3. A Shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the General Meeting as he deems fit in respect of all the Shareholder's votes exercisable thereat.
4. Forms of proxy must be lodged at or posted to Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (Private Bag X9000, Saxonwold, 2132) or emailed to proxy@computershare.co.za, to be received by not later than 11:00 on Wednesday, 13 March 2024 or not less than 48 hours before the recommencement of any adjourned or postponed meeting, or 10 minutes before the General Meeting is due to commence or recommence.
5. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so. In addition to the foregoing, a Shareholder may revoke the proxy appointment by: (i) cancelling it in writing or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy, and APF. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Shareholder as at the later of the date stated in the revocation instrument, if any; or the date on which the revocation instrument was delivered in the required manner.
6. The chairman of the General Meeting may reject or accept any form of proxy which is completed and/or received, otherwise than in accordance with these notes, provided that, in respect of acceptances, the chairman is satisfied as to the manner in which the Shareholder (s) concerned wish(es) to vote.
7. Each Shareholder is entitled to appoint one or more proxies (none of whom need be a Shareholder) to attend, speak and vote in place of that Shareholder at the General Meeting.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by APF or the Transfer Secretaries or waived by the chairman of the General Meeting.
9. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).
10. Where there are joint holders of Shares:
  - 10.1. any one holder may sign this form of proxy; and
  - 10.2 the vote of the senior (for that purpose seniority will be determined by the order in which the names of Shareholders appear in the Register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of Shares.
11. The form of proxy may be used at any adjournment or postponement of the General Meeting, including any postponement due to a lack of quorum, unless withdrawn by the Shareholder.
12. An extract from the Companies Act reflecting the provisions of section 58 of the Companies Act is attached as an appendix to this form of proxy.

**APPENDIX – EXTRACT FROM SECTION 58 OF THE COMPANIES ACT**

**58. Shareholder right to be represented by proxy**

- (1) At any time, a shareholder of a company may appoint any individual, including an individual who is not a shareholder of that company, as a proxy to:
  - (a) participate in, and speak and vote at, a linked unit holders' meeting on behalf of the shareholder; or
  - (b) give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60.
  
- (2) A proxy appointment:
  - (a) must be in writing, dated and signed by the shareholder; and
  - (b) remains valid for:
    - (i) one year after the date on which it was signed; or
    - (ii) any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in subsection (4)(c) or expires earlier as contemplated in subsection (8)(d).
  
- (3) Except to the extent that the Memorandum of Incorporation of a company provides otherwise:
  - (a) a shareholder of that company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder;
  - (b) a proxy may delegate the proxy's authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
  - (c) a copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of the shareholder at a linked unit holders' meeting.
  
- (4) Irrespective of the form of instrument used to appoint a proxy:
  - (a) the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;
  - (b) the appointment is revocable unless the proxy appointment expressly states otherwise; and
  - (c) if the appointment is revocable, a shareholder may revoke the proxy appointment by:
    - (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and
    - (ii) delivering a copy of the revocation instrument to the proxy, and to the company.
  
- (5) The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of:
  - (a) the date stated in the revocation instrument, if any; or
  - (b) the date on which the revocation instrument was delivered as required in subsection (4)(c)(ii).
  
- (6) If the instrument appointing a proxy or proxies has been delivered to a company, as long as that appointment remains in effect, any notice that is required by this Act or the company's Memorandum of Incorporation to be delivered by the company to the shareholder must be delivered by the company to:
  - (a) the shareholder; or
  - (b) the proxy or proxies, if the shareholder has:
    - (i) directed the company to do so, in writing; and
    - (ii) paid any reasonable fee charged by the company for doing so.

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**FORM OF PROXY – GENERAL MEETING (cont.)**

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- (7) A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the Memorandum of Incorporation, or the instrument appointing the proxy, provides otherwise.
- (8) If a Company issues an invitation to linked unitholders to appoint one or more persons named by the company as a proxy, or supplies a form of instrument for appointing a proxy:
- (a) the invitation must be sent to every shareholder who is entitled to Transfer Secretaries of the meeting at which the proxy is intended to be exercised;
  - (b) the invitation, or form of instrument supplied by the company for the purpose of appointing a proxy, must:
    - (i) bear a reasonably prominent summary of the rights established by this section;
    - (ii) contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by the shareholder; and
    - (iii) provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution or resolutions to be put at the meeting, or is to abstain from voting;
  - (c) the company must not require that the proxy appointment be made irrevocable; and
  - (d) the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to subsection (5).
- (9) Subsections (8)(b) and (d) do not apply if the company merely supplies a generally available standard form of proxy appointment on request by a shareholder.”











**ACCELERATE PROPERTY FUND LIMITED**

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