

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION:

The definitions and interpretations commencing on page 4 of this Circular apply throughout this Circular, including this front cover.

Accelerate does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or Broker including, without limitation, any failure on the part of the CSDP or Broker of any beneficial owner of Accelerate to notify such beneficial owner of the details set out in 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
("Accelerate" or "the Company")

CIRCULAR TO SHAREHOLDERS

relating to:

- the Option to acquire further undivided shares from Fourways Precinct, a related party to Accelerate, in order to ensure equal ownership of the Combined Letting Enterprises;
- the related party nature of the Transaction; and
- the potential Specific Repurchase of the Repurchase Shares from Fourways Precinct

and including:

- a Notice of the General Meeting; and
- a Form of Proxy (*blue*) in respect of the General Meeting (for use by certificated and "own name" Dematerialised Shareholders only).

Date of issue: Friday, 18 December 2015

Independent Expert



Lead Independent Sponsor



**Lead Investment Bank and
Transaction Sponsor**



**Independent Reporting
Accountant**



Legal Advisor



Investment Bank



CORPORATE INFORMATION AND ADVISERS

Registered Office

Accelerate Property Fund Limited
2005/015057/06
Cedar Square Shopping Centre
Management Office, 1st Floor
Corner Willow Avenue and Cedar Road, Fourways
(Postnet Suite 703, Private Bag X033, Rivonia, 2128)

Legal Advisor

Glyn Marais Inc.
(Registration number 1990/000849/21)
2nd Floor, The Place, 1 Sandton Drive
Sandton, 2196
(PO Box 652361, Benmore, 2010)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
70 Marshall Street, Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

Independent Reporting Accountant

Ernst and Young Incorporated
(Registration number 2005/002308/21)
102 Rivonia Road, Sandton, 2196
(Private Bag X14, Sandton, 2146)

Merchant Bank and Transaction Sponsor

FirstRand Bank Limited, acting through
Rand Merchant Bank
(Registration number 1929/001225/06)
1 Merchant Place, Corner Fredman Drive and
Rivonia Road, Sandton, 2196
(PO Box 786273, Sandton, 2146)

Company Secretary

Joanne Matisonn
iThemba Governance and Statutory Solutions
Proprietary Limited
Monument Office Park, Block 5, 2nd Floor, Suite 201
79 Steenbok Avenue, Monument Park, Pretoria
(PO Box 25160, Monument Park, 0105)

Lead Independent Sponsor

The Standard Bank of South Africa Limited
(Registration number 1962/000738/06)
30 Baker Street, Rosebank, 2196
(PO Box 61344, Marshalltown, 2107)

Investment Bank

The Corporate Finance division of Investec Bank
Limited
(Registration number 1969/004763/06)
2nd Floor, 100 Grayston Drive, Sandton, 2196
(PO Box 785700, Sandton, 2146)

Independent Expert

Questco Corporate Advisory Proprietary Limited
(Registration number 2002/005616/07)
The Pivot, No 1 Montecasino Boulevard
2nd Floor, Entrance D, Fourways, 2055
(PO Box 98956, Sloane Park, 2152)

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FORM OF PROXY – GENERAL MEETING (<i>blue</i>)	Attached

ACTION REQUIRED BY SHAREHOLDERS

PLEASE TAKE CAREFUL NOTE OF THE FOLLOWING PROVISIONS REGARDING THE ACTION TO BE TAKEN BY SHAREHOLDERS:

- If you are in any doubt as to what action you should take arising from this Circular, please consult your CSDP, Broker, attorney, accountant or other professional adviser immediately.
- If you have disposed of all of your Accelerate Shares on or before Friday, 15 January 2015, please forward this Circular to the purchaser of such Shares or the CSDP, Broker, attorney or other agent through whom the disposal was effected.
- The General Meeting convened in terms of the notice to Shareholders incorporated in this Circular will be held at 10:00 on Thursday, 28 January 2016 at Cedar Square Shopping Centre, Management Office, 1st Floor, Corner Willow Avenue and Cedar Road, Fourways. A notice convening the General Meeting is attached to and forms part of this Circular.

Accelerate does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or broker including, without limitation, any failure on the part of the CSDP or Broker of any beneficial owner of Accelerate Shares to notify such beneficial owner of the details set out in this Circular.

1. IF YOU HAVE DEMATERIALIZED YOUR ACCELERATE SHARES AND HAVE ELECTED OWN-NAME REGISTRATION OR IF YOU HOLD CERTIFICATED ACCELERATE SHARES:

- 1.1 You are entitled to attend in person, or be represented by proxy, at the General Meeting.
- 1.2 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 (*blue*) in accordance with the instructions contained therein, to be received by the Transfer Secretaries, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001, PO Box 61051, Marshalltown, 2107) by no later than 10:00 on Wednesday, 27 January 2016.

2. IF YOU HAVE DEMATERIALIZED YOUR ACCELERATE SHARES AND HAVE ELECTED REGISTRATION OTHER THAN OWN-NAME REGISTRATION:

- 2.1 If you wish to attend or be represented at the General Meeting, you must advise your CSDP or Broker timeously that you wish to attend or be represented at the General Meeting, in the manner stipulated in the custody agreement governing the relationship between you and your CSDP or Broker. These instructions must be provided to your CSDP or Broker by the cut-off date and time advised by your CSDP or Broker for instructions of this nature. 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.
- 2.2 If you do not wish to attend or be represented at the General Meeting but wish to vote, and your CSDP or Broker has not contacted you, you are advised to contact your CSDP or Broker and provide them with your voting instructions, in the manner stipulated in the custody agreement governing the relationship between you and your CSDP or Broker. These instructions must be provided to your CSDP or Broker by the cut-off date and time advised by your CSDP or Broker for instructions of this nature. 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.
- 2.3 You must **not** complete the attached form of proxy (*blue*).

General:

Dematerialisation

If you wish to dematerialise your certificated Accelerate Shares, please contact your Broker.

Copies of this Circular, in English only, may be obtained from the Company's website, <http://www.acceleratepf.co.za>, or at the Company's registered office during normal business hours on Business Days from Friday, 18 December 2015 until Thursday, 28 January 2016, both days inclusive. The address of Accelerate is set out in the "Corporate Information" section of this Circular.

SALIENT DATES AND TIMES

Record date in order to be eligible to receive the Circular and notice of General Meeting	Friday, 11 December 2015
Circular and notice of General Meeting posted to Shareholders on	Friday, 18 December 2015
Last day to trade in order to be eligible to attend and vote at the General Meeting	Friday, 15 January 2016
Record date in order to be eligible to attend and vote at the General Meeting on	Friday, 22 January 2016
Forms of proxy for the General Meeting to be lodged with the Transfer Secretaries by no later than 10:00 on	Wednesday, 27 January 2016
General Meeting to be held at 10:00 at Accelerate's registered office, being Cedar Square Shopping Centre, Management Office, 1st Floor, Corner Willow Avenue and Cedar Road, Fourways on	Thursday, 28 January 2016
Results of the General Meeting to be released on SENS on	Thursday, 28 January 2016
Results of General Meeting published in the press on	Friday, 29 January 2016

Notes:

- a. All dates and times are subject to change. Any material change will be published on SENS and in the press.
- b. All times given in this Circular are local times in South Africa.
- c. 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, unless otherwise stated or the context otherwise indicates, reference to the singular shall include the plural, and vice versa, and words denoting one gender shall include the other(s). Expressions denoting natural persons shall include juristic persons and associations of persons and the words in the first column shall have the meanings stated opposite them in the second column, as follows:

“Accelerate” or “the Company”	Accelerate Property Fund Limited (registration number 2005/015057/06), a public company duly registered and incorporated in accordance with the laws of South Africa, the Shares of which are listed on the Main Board of the JSE in the real estate sector of the list;
“Accelerate Property Management Agreement”	agreement entered into between Accelerate and Accelerate Property Manco in terms of which Accelerate Property Manco is appointed to manage some of the Property Portfolio;
“Accelerate Property Manco”	Accelerate Property Management Company Proprietary Limited (registration number 2013/057079/07), a company duly incorporated and registered in accordance with the laws of South Africa and the property manager of Accelerate;
“Accelerate Shares” or “Shares”	ordinary shares having no par value in the issued and listed share capital of Accelerate;
“Acquisition”	related party acquisition by Accelerate of further undivided shares from Azrapart to equalise its undivided share in the Combined Letting Enterprises, effected at the Acquisition Capitalisation Rate as per the Option Exercise Agreement;
“Acquisition Capitalisation Rate”	capitalisation rate of 8% as per the Option Exercise Agreement (the initial acquisition capitalisation rate per the Sale of Letting Enterprise Agreement being 7%) used to calculate the Acquisition Consideration, calculated as R730 million in paragraph 10.6 as the best estimate with the information available as at the Last Practicable Date;
“Acquisition Consideration”	consideration to be paid by Accelerate to Azrapart on the Effective Date in terms of the Acquisition;
“Azrapart”	Azrapart Proprietary Limited (registration number 2011/002042/07), a private company duly registered and incorporated in accordance with the laws of South Africa, which company is wholly owned by Eriologix;
“Board” or “Directors”	board of directors of Accelerate, whose names are set out on page 9 of this Circular;
“Broker”	any person registered as a broking member (equities) in terms of the rules of the JSE made in accordance with the provisions of the Financial Markets Act;
“Business Day”	any day other than a Saturday, Sunday or official public holiday in South Africa;
“Certificated Shareholders”	all registered holders of Certificated Shares;
“Certificated Shares”	Accelerate Shares, which have not been surrendered for dematerialisation in terms of the requirements of Strate, and title to which is evidenced by a share certificate or other Document of Title;
“Circular”	this bound document, dated Friday, 18 December 2015, including the annexures hereto, the notice of General Meeting and, where applicable, the form of proxy (<i>blue</i>) in respect of the General Meeting;
“Co-ownership Agreement”	co-ownership agreement dated 20 November 2013 entered into between Fourways Precinct and Accelerate, which will be assigned to Azrapart pursuant to the Co-ownership Assignment Agreement;
“Co-ownership Assignment Agreement”	cession and delegation agreement to be entered into between Fourways Precinct and Azrapart in terms of which Fourways Precinct cedes and delegates certain rights and obligations under the Co-ownership Agreement to Azrapart;

“Companies Act”	Companies Act, No. 71 of 2008, as amended or varied from time to time;
“Combined Letting Enterprises”	combination of the Development Letting Enterprises and the Existing Letting Enterprises based on revenue contribution of each of Accelerate and Azrapart at such time;
“Conditions Precedent”	conditions precedent to the Transaction set out in paragraph 9 of this Circular and which are still outstanding as at the Last Practicable Date;
“Coronation”	Coronation Fund Managers Limited (Registration number 1995/010002/06), a public company duly registered and incorporated in accordance with the laws of South Africa;
“CSDP”	Central Securities Depository Participant, being a “participant” as defined in section 1 of the Financial Markets Act;
“Deed of Variation”	deed of variation in respect of the Praedial Servitude in terms of which certain terms of the Praedial Servitude are amended pursuant to the Option Exercise Agreement;
“Deeds Office”	office of the Registrar of Deeds at Pretoria;
“Dematerialised Shareholders”	registered holders of Dematerialised Shares;
“Dematerialised Shares”	Accelerate Shares that have been dematerialised through a CSDP or Broker and are recorded in an uncertificated securities register forming part of Accelerate’s securities register;
“Development”	development of extensions to the Fourways Mall and the upgrade and refurbishment of the existing Fourways Mall in terms of the Sale of Letting Enterprise Agreement, the Development Management Agreement and the Option Exercise Agreement;
“Development Letting Enterprises”	letting enterprises conducted by Azrapart in the buildings constructed on the Fourways Development Land pursuant to the Development from the date of completion of the Development until the date of constitution of the Combined Letting Enterprises;
“Development Management Agreement”	development management agreement dated 20 November 2013 entered into between Fourways Precinct and Accelerate in terms of which Fourways Precinct was appointed to, <i>inter alia</i> , provide services to bring the building works of the Development to a stage of practical completion;
“Development Management Assignment Agreement”	cession and delegation agreement to be entered into between Fourways Precinct and Azrapart in terms of which Fourways Precinct cedes and delegates rights and obligations under the Development Management Agreement to Azrapart;
“Development Rights”	rights in title to develop the Fourways Development Land;
“Document of Title”	securities certificates, certified transfer deeds, balance receipts or other documents of title to Accelerate Shares, acceptable to Accelerate;
“Dominant Land”	Portion 2 of Erf 869 Witkoppen Extension 6 Township, Gauteng;
“Effective Date”	date on which the Undivided Share Transfer is effected, subject to the fulfilment of the Conditions Precedent;
“Eriologix”	Eriologix Proprietary Limited (registration Number 2011/002041/07), a private company duly registered and incorporated in accordance with the laws of South Africa and wholly owned by the Michael Family Trust;
“Existing Letting Enterprises”	property letting enterprises known as Exact Mobile, Fourways Game, Fourways Mall, Fourways View and Sasol Delta, conducted as going concerns on the Fourways Development Land;
“Financial Markets Act”	Financial Markets Act, No. 19 of 2012, as amended from time to time;
“FirstRand”	FirstRand Bank Limited (Registration number 1929/001225/06), a public company duly registered and incorporated in accordance with the laws of South Africa;

“Fourways Development Land”	land and buildings on which the Existing Letting Enterprises are conducted;
“Fourways Mall”	buildings and other improvements on the Fourways Development Land known as “Fourways Mall” situated at the corner of Witkoppen Road and William Nicol Drive in which certain of the Existing Letting Enterprises are conducted;
“Fourways Precinct”	Fourways Precinct Proprietary Limited (registration number 2000/020803/07), a private company duly registered and incorporated in accordance with the laws of South Africa, wholly owned by the Michael Family Trust;
“Fourways Property Management Agreement”	agreement entered into between Accelerate and Fourways Precinct, dated 20 November 2013, in terms of which Fourways Precinct is appointed to manage the Existing Letting Enterprises;
“form of proxy”	form of proxy (<i>blue</i>) for use by Certificated Shareholders and “own-name” Dematerialised Shareholders, as attached to and forming part of this Circular where applicable;
“Framework Agreement”	framework agreement to be entered into between Accelerate, Fourways Precinct, Azrapart, Eriologix and the Michael Family Trust;
“Forward Net Income”	12-month forward net income payable to Accelerate by tenants;
“Funds”	R2 460 500 000 (two billion four hundred and sixty million, five hundred thousand Rand) development facility provided by the Funders to Azrapart to be applied to the Development together with a further R35 000 000 (thirty five million Rand) VAT facility to cover VAT payments in respect of the Development and R1 750 000 000 (one billion seven hundred and fifty million Rand) long term facility provided by the Funders to Azrapart which will be applied to repay the development facility;
“Funders”	FirstRand and Investec;
“Funding Agreements”	development facility and term loan agreement to be entered into between Azrapart and the Funders in respect of the Funds;
“General Meeting”	general meeting of Shareholders to be held at 10:00 on Thursday, 28 January 2016 at Cedar Square Shopping Centre, Management Office, 1st Floor, Corner Willow Avenue and Cedar Road, Fourways in order to consider and, if deemed fit, to pass the necessary special and ordinary resolutions to approve and to implement the Acquisition;
“GLA”	gross lettable area;
“Guaranteed Income”	sum of R163 500 000 (being the November 2013 base to which the annual 6% escalation has been applied) escalating at 6% per annum, guaranteed by Fourways Precinct, for the period commencing on the date upon which Fourways Precinct exercises its right of access to the Fourways Development Land to commence with the first phase of the Development;
“Income Guarantee”	income guarantee provided for in the Sale of Letting Enterprise Agreement to make good any loss of income as a result of the Development and which will ensure that Accelerate maintains a level of income in line with the Guaranteed Income;
“Income Tax Act”	Income Tax Act, No 58 of 1962 as amended from time to time;
“Independent Expert”	Questco Corporate Advisory Proprietary Limited (registration number 2002/005616/07), a private company duly registered and incorporated in accordance with the laws of South Africa and the independent professional expert for the purpose of the Transaction as required in terms of the Listings Requirements;
“Independent Registered Valuer”	Mills Fitchet and David Hoffman and Partners CC who performed the valuations on the Property Portfolio;
“Investec”	Investec Bank Limited (registration number 1969/004763/06), a public company duly incorporated and registered in accordance with the laws of South Africa;

“Issued Shares”	total number of issued and listed Accelerate Shares, being 773 768 983 as at the Last Practicable Date;
“JSE”	JSE Limited (Registration number 2005/022939/06), a public company duly incorporated and registered with limited liability in accordance with the laws of the Republic of South Africa and which is licensed to operate an exchange in terms of the Financial Markets Act;
“KPMG Properties”	property holding companies for six properties tenanted by KPMG Incorporated and KPMG Services Proprietary Limited across various centres in South Africa as set out in the announcement released on SENS on 16 February 2015;
“Land Sale Agreement”	the sale of land agreement to be entered into between Fourways Precinct and Azrapart whereby Fourways Precinct sells to Azrapart the Dominant Land together with the development enterprise being the Development and the Development Rights;
“Last Practicable Date”	30 November 2015 being the last practicable date prior to the finalisation of this Circular;
“Letters of Support”	letters of support for the Transaction, received from Coronation and Stanlib;
“Letting Enterprise Assignment Agreement”	cession and delegation agreement to be entered into between Fourways Precinct and Azrapart detailing the cession and delegation of certain rights and obligations under the Sale of Letting Enterprise Agreement to Azrapart;
“Listings Requirements”	Listings Requirements of the JSE, as amended from time to time;
“Material Shareholder”	any person who is, or within the 12 months preceding the date of the Transaction was, entitled to exercise or control the exercise of 10% or more of the votes able to be cast on all or substantially all matters at general meetings or annual general meetings of Accelerate, or any other company that is its subsidiary or holding company or is a fellow subsidiary of its holding company;
“Michael Family Trust” or “MFT”	Trustees for the time being of The Michael Family Trust (Master’s reference number TMP2502), a trust created in accordance with the Trust Property Control Act No. 57 of 1988;
“Michael Georgiou”	Michael Nicolas Georgiou, identity number 7001185062081, the chief executive officer of Accelerate who is a Material Shareholder of Accelerate (35.8% holding) through the Fourways Precinct and the Michael Family Trust;
“MOI”	Memorandum of Incorporation;
“Noor Transaction”	the acquisition of 6 properties for a consideration of R468m, details of which were set out in the Accelerate SENS announcement dated 20 November 2014;
“Option”	option granted in terms of the Sale of Letting Enterprise Agreement by Fourways Precinct to Accelerate to acquire from Fourways Precinct such additional undivided share in the Combined Letting Enterprises as would ensure that Accelerate has a 50% (fifty percent) interest in the Combined Letting Enterprises;
“Option Exercise Agreement”	agreement dated 26 June 2015 entered into between Accelerate, Azrapart and Fourways Precinct governing the exercise of the option (conditional upon completion of the development);
“Own-name Registration”	Dematerialised Shareholders who have instructed their CSDP to hold their Accelerate Shares in their own name on the uncertificated securities register of Accelerate;
“Portside”	the land and building situated on Erf 170319 Cape Town where the Company has acquired the letting enterprise on sectional title units numbered 1, 3 to 9 (both inclusive) and 13 to 22 (both inclusive) situated on the lower ground floor 3, upper ground floor 4 and floors 9 to 19 in the Portside Building having: <ul style="list-style-type: none"> • 27 158m² of rentable office space; • 742m² of rentable retail space; and • 686 parking bays;

“Portside Building”	land and building situated on Erf 170319, Cape Town;
“Praedial Servitude”	perpetual praedial servitude registered on 21 November 2013 in the Deeds Office against the title deeds of the Dominant Land;
“Property Managers”	Accelerate Property Manco and Fourways Precinct collectively;
“Property Portfolio”	57 property assets owned by Accelerate as at Last Practicable Date;
“R” or “Rand”	South African Rand, the official currency of South Africa;
“REIT”	company resident in South Africa, the shares of which are listed on the JSE and which has received REIT status from the JSE in terms of the Listings Requirements and which qualifies for a tax deduction in respect of distributions under the provisions of section 25BB of the Income Tax Act;
“Related Party Transaction”	any transaction (as defined in the Listings Requirements) or any variation or novation of an existing agreement between the Company and a related party (as defined in the Listings Requirements);
“Repurchase Price”	an amount equal to one rand for all the Repurchase Shares;
“Repurchase Shares”	sufficient amount of Accelerate Shares required to settle the difference between the Acquisition Consideration and R700 million (the value of Accelerate Shares to be repurchased at the 30-day trading VWAP of Accelerate Shares on the JSE);
“Sale of Letting Enterprise Agreement”	agreement between Fourways Precinct and Accelerate, dated 7 November 2013, governing the sale of the Existing Letting Enterprises by Fourways Precinct to Accelerate and the formation of the Combined Letting Enterprises;
“SENS”	the Stock Exchange News Service operated by the JSE;
“Shareholders” or “Accelerate Shareholders”	Certificated Shareholders and Dematerialised Shareholders of Accelerate;
“Share Sale Agreement”	shares sale agreement to be entered into between Michael Family Trust and Eriologix, whereby Eriologix acquires from Michael Family Trust the entire issued share capital of Fourways Precinct;
“Specific Repurchase”	repurchase of the Repurchase Shares at the Repurchase Price;
“South Africa”	the Republic of South Africa;
“Stanlib”	Stanlib Limited (Registration number 1997/014748/06), a public company duly registered and incorporated in accordance with the laws of South Africa;
“Strate”	Strate Proprietary Limited (registration number 1998/022242/07), a private company duly registered and incorporated in accordance with the laws of South Africa and a registered central securities depository responsible for the electronic settlement system used by the JSE;
“Transfer”	registration of transfer of the Dominant Land into the name of Azrapart in the Deeds Office;
“Transfer Secretaries”	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;
“Transaction”	combining of the Existing Letting Enterprises and the Development Letting Enterprise, the Acquisition and the Specific Repurchase;
“Transaction Agreements”	Co-ownership Assignment Agreement, Deed of Variation, Development Management Assignment Agreement, Framework Agreement, Land Sale Agreement, Letting Enterprise Assignment Agreement and Share Sale Agreement;
“Undivided Share Transfer”	registration of transfer in the Deeds Office of the undivided share into the name of Accelerate pursuant to the exercise of the Option;
“VAT”	value added tax in terms of the Value-Added Tax Act, No. 89 of 1991, as amended or varied from time to time; and
“VWAP”	volume weighted average price of Accelerate Shares traded on the JSE.



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
("Accelerate" or "the Company")

CIRCULAR TO SHAREHOLDERS

Directors of Accelerate

Executive Directors

Michael N Georgiou (*Chief Executive Officer*)
Andrew Costa (*Chief Operating Officer*)
Demetrios Kyriakides (*Chief Financial Officer*)
John RJ Paterson (*Executive Director*)

Independent Non-executive Directors

Tito T Mboweni (*Chairman*)
Dr Gert C Cruywagen
John RP Doidge
Timothy J Fearnhead
Kolosa Madikizela
Prof Francois M Viruly

1. INTRODUCTION AND PURPOSE OF CIRCULAR

Shareholders are referred to the announcement released on SENS on 29 June 2015 in which they were advised that Accelerate had entered into the Option Exercise Agreement with Fourways Precinct and Azrapart whereby Accelerate exercised the option conditional upon completion of the Development.

Fourways Precinct intends to exercise its Development Rights by developing the Fourways Development Land. The Development is intended to be a retail development which will be additive to the Existing Letting Enterprise and includes the upgrade and refurbishment of the Fourways Mall.

As Michael Georgiou is the CEO of Accelerate, an indirect 36.4% Shareholder in Accelerate (through Fourways Precinct and Michael Family Trust together with the voting pool arrangements with other Accelerate shareholders) and who has an indirect shareholding in Azrapart, the developer of the Development, the Acquisition constitutes a Related Party Transaction and, accordingly, a General Meeting of Shareholders is required to be convened and the special and ordinary resolutions relating to the Transaction are required to be approved by Shareholders at the General Meeting. Michael Georgiou and his associates will not be allowed to vote at the General Meeting. Furthermore, in terms of the Listings Requirements, a fairness opinion from an Independent Expert is required.

The purpose of this Circular is to provide information to Shareholders regarding the Transaction in order to enable them to make an informed decision as to whether or not they should vote in favour of the ordinary and special resolutions to be proposed at the General Meeting.

2. OVERVIEW OF ACCELERATE

Accelerate is a REIT, established for the purpose of investing in direct real estate, for purposes of income generation and capital growth. Accelerate listed in the "Real Estate" sector of the JSE Main Board on 12 December 2013.

The Property Portfolio comprises 57 properties as at the Last Practicable Date strategically located across South Africa, including two prominent Regional Shopping Centres, one of which is Fourways Mall. The Property Portfolio was valued at R7.65 billion at 30 September 2015 and comprises a total GLA of 488 040m², split as follows:

- 59.0% retail space;
- 26.0% office space;
- 12.0% industrial; and
- 3.0% specialised auto dealership.

In this context, Accelerate offers investors direct exposure to high-quality retail centres and other prime properties in South Africa. It is the intention of Accelerate to maintain a strong retail bias within the Property Portfolio.

3. **BACKGROUND TO THE OPTION**

On acquisition of 100% of the Existing Letting Enterprises, Accelerate became the sole owner of the Fourways Mall and a number of ancillary properties. Fourways Mall is the key asset in the Property Portfolio and retaining exposure to and control of this asset is key for Accelerate and Shareholders. Fourways Precinct, as the seller of the Existing Letting Enterprises, retained the Development Rights. It has always been the intention of Fourways Precinct to undertake the Development utilising the Development Rights. It was agreed that following the completion of the Development, (i) the Existing Letting Enterprises and the Development Letting Enterprises would be combined so as to constitute the Combined Letting Enterprises, (ii) the Company and Fourways Precinct would each own an undivided share in the Combined Letting Enterprises and (iii) either party would have an option to acquire further undivided shares in the Combined Letting Enterprises in order to ensure equal ownership in the redeveloped Fourways Mall. The expectation is that on constitution of the Combined Letting Enterprises, Accelerate will own less than 50% of the Combined Letting Enterprises.

As a result of the corporate restructure of Michael Georgiou's interests, the Development will be undertaken and completed by Azrapart and not Fourways Precinct, and all development risk will be retained within Azrapart. Accordingly, Azrapart and not Fourways Precinct will carry out and complete the Development, conduct the Development Letting Enterprise and be a co-owner of the Combined Letting Enterprises.

In order to ensure that Accelerate retains a 50% share in the Combined Letting Enterprises, Accelerate, Azrapart and Fourways Precinct have entered into the Option Exercise Agreement which provides that (i) on completion of the Development (or part thereof), the Existing Letting Enterprises and the Development Letting Enterprises will be combined based on the relative revenue contribution of each of Accelerate and Azrapart at such time; and (ii) Accelerate exercises the Option to acquire from Azrapart such additional undivided share, at the Acquisition Capitalisation Rate, so as to ensure that each of Azrapart and Accelerate hold a 50% undivided share in the Combined Letting Enterprises.

4. **THE ACQUISITION**

To summarise, Accelerate has effectively exercised the Option (conditional upon completion of the Development) by entering into a future agreement with Azrapart to acquire that percentage undivided share in the Combined Letting Enterprises from Azrapart that will result in Accelerate holding a 50% undivided share in the Combined Letting Enterprises post Development at the Acquisition Capitalisation Rate. The Acquisition will ensure that Accelerate retains a 50% undivided share in this pre-eminent Northern Johannesburg shopping centre and will facilitate the Development by giving the Funders security that the Funds, which will be utilised for purposes of carrying out and completing the Development, will be repaid.

Accelerate's risk in respect of the Development will be mitigated by:

- the Income Guarantee;
- the head lease; and
- 'step-in' rights in its favour

4.1 **Income Guarantee**

When the Development was contemplated at the time the Sale of Letting Enterprise Agreement was concluded, Accelerate management was concerned about the disruption of the income from the Existing Letting Enterprise as a result of consequential building operations. Accordingly, Fourways Precinct agreed to make good any loss of income as a result of the Development and this will ensure that Accelerate maintains a level of income in line with the Guaranteed Income.

4.2 **Head Lease**

Fourways Precinct, Azrapart and Accelerate shall, to the extent required, enter into a head lease relating to the Combined Letting Enterprises.

Under the head lease, Fourways Precinct shall, for a period of five years from the date of completion of the Development, lease the vacant premises in the Combined Letting Enterprises from Azrapart and Accelerate in their capacities as co-owners of the Combined Letting Enterprises, and make good, on an aggregated basis, any shortfall arising calculated with reference to an approved letting schedule. The head lease will only be in respect of the vacant premises and income shortfall which exists as at the date of completion of the Development and Fourways Precinct shall not be liable for any vacancies or income shortfall which arises thereafter.

Fourways Precinct has provided security for its obligations in terms of the head lease including the cession of Shares as well as the deposit of R18m into the trust account of Accelerate's attorneys.

4.3 Step in rights

In the event that Azrapart is unable to complete the Development, then Accelerate will be entitled to procure the completion of the Development, and Accelerate's undivided share in the Combined Letting Enterprises will be adjusted upwards in accordance with the contribution it makes towards the completion of the Development.

4.4 Calculation of the Undivided Share

In calculating Accelerate and Azrapart's respective undivided shares in the Combined Letting Enterprises, the parties shall apply an agreed formula which is dependent upon respective contributions of Accelerate and Azrapart to the combined forward revenue of the Combined Letting Enterprises at the date of completion of the Development.

5. RATIONALE FOR THE ACQUISITION

The Acquisition will have a significant benefit to Accelerate as a result of:

- 5.1 providing guaranteed exposure to a dominant super-regional mall in Northern Johannesburg and, as a consequence of the Development, converting Accelerate's sole ownership of the regional Fourways Mall into a 50% share in a super-regional mall;
- 5.2 allowing Azrapart, as developer, to begin the Development and to complete it within the agreed timeframe;
- 5.3 the agreed upon yield of 8%, being a significant improvement on the previously agreed 7% yield; and
- 5.4 Accelerate being in a position to take advantage of the significant growth potential of Fourways Mall and the surrounding Fourways node, at an early stage.

6. ACQUISITION CONSIDERATION

The amount to be paid by Accelerate to Azrapart for the additional undivided share acquired pursuant to the exercise of the Option upon completion of the development (which is payable against the Undivided Share Transfer) shall be determined as follows:

- 6.1 the Acquisition Capitalisation Rate will be 8% as opposed to 7% previously agreed and shall be applied to the differential of the Combined Letting Enterprises' 12-month forward income less Existing Letting Enterprises' 12-month forward income as required by Accelerate to equalize its undivided share in the Combined Letting Enterprises;
- 6.2 the consideration payable by Accelerate for the Acquisition will be an amount not less than R700 million;
- 6.3 if the calculated Acquisition Consideration is more than R700 million, Accelerate will pay the higher consideration;
- 6.4 if the calculated Acquisition Consideration is less than R700 million, Fourways Precinct will pay the difference to Accelerate within 15 business days of the date of the Undivided Share Transfer. Payment will be made, at the election of Fourways Precinct, either:
 - 6.4.1 in cash; or
 - 6.4.2 by way of the Specific Repurchase; or
 - 6.4.3 a combination of cash and the Specific Repurchase.

7. SPECIFIC REPURCHASE

Accelerate shall repurchase the Repurchase Shares from Fourways Precinct at the Repurchase Price, provided that the Specific Repurchase shall be subject to obtaining all necessary regulatory and Shareholder approvals, which are being obtained as part of this Circular. At the election of Fourways Precinct, the Repurchase Shares will be repurchased in order to settle the difference in the calculated Acquisition Consideration and R700 million if deemed appropriate.

The Specific Repurchase would be undertaken for a consideration of R1 and, accordingly, will have no impact on the Company's financial position. The Specific Repurchase will be executed with the available cash resources of Accelerate.

8. **WORKING CAPITAL ADEQUACY**

The Directors have considered the effect of the Specific Repurchase at the Last Practicable Date and are of the opinion that the requirements of the Listings Requirements have been complied with and that:

- Accelerate will be able to, in the ordinary course of business, to pay its debts for a period of 12 months after the date of approval of the Circular (for this purpose the assets and liabilities were recognised and measured in accordance with the accounting policies used in the latest audited annual results for the year ended 31 March 2015);
- the assets of Accelerate will be in excess of the liabilities of Accelerate for a period of 12 months after the date of the Circular;
- the ordinary share capital and reserves of Accelerate will be adequate for ordinary business purposes for a period of 12 months after the date of the Circular; and
- the working capital of Accelerate will be adequate for ordinary business purposes for a period of 12 months after the date of the Circular.

As required in terms of the Companies Act and the Listings Requirements, the Directors will be required to consider whether the solvency and liquidity test is satisfied at the date of the Specific Repurchase and further to consider that the working capital of the company is sufficient at that time.

9. **CONDITIONS PRECEDENT**

The Acquisition is subject to the fulfilment of the following Conditions Precedent:

- 9.1 Accelerate Shareholders, excluding related parties and their associates, approving the Transaction;
- 9.2 Funding Agreements being entered into and becoming unconditional as to their terms; and
- 9.3 Transaction Agreements being entered into and becoming unconditional as to their terms, in particular the Transfer taking place.

10. **FINANCIAL INFORMATION**

As a result of the construct of the Acquisition, and the requirement for Accelerate to only settle the Acquisition Consideration on completion of the Development, there will be no financial impact on the existing operations of Accelerate, given that the Acquisition will not become effective in the next two accounting periods.

In this regard, Shareholders are advised as follows:

- 10.1 the management of Accelerate has received the approved letting schedule for the Combined Letting Enterprises in order to assess the Development and the financial viability of the centre and Development;
- 10.2 the current financial statements of Accelerate do not have any IFRS disclosure of the existing Option as there was no certainty that the Option would be exercised and no value was ascribed thereto. Accordingly, should the Acquisition not be implemented, the status quo would remain and there would be no financial impact other than disclosure of the effects in the annual financial statements. It should be noted that Accelerate would be entitled to step into the shoes of the developer should this be required;
- 10.3 the annualised income of the Combined Letting Enterprises at an assumed Effective Date of 1 October 2017, based on the approved letting schedule, is anticipated to be approximately R525 million;
- 10.4 the value of the Combined Letting Enterprises at the Effective Date, at a yield of 8%, would be R6.5 billion;
- 10.5 on 1 October 2017, the Forward Net Income of the Existing Letting Enterprises would equate to R204 million (the Guaranteed Income at the time);
- 10.6 based on the aforementioned, Accelerate would own 38.9% of the Combined Letting Enterprises and would thus, in order to get a 50% interest, be required to acquire an additional 11.1% of the Combined Letting Enterprises which is valued at R6.5bn and, accordingly, the Acquisition Consideration would be R730 million;
- 10.7 the forecast information is the responsibility of the directors of Accelerate; and

10.8 the directors have considered the various scenarios that may occur as a result of the Acquisition. If The Transaction does not complete, it will be as a result of the contractor not completing the Development and there will be no impact and the financials of Accelerate would remain unchanged. Accelerate does have a step in right to complete the development, but the timing of the default is not known and thus has not been shown. If the Development is completed then the financial results will be as per the disclosure in paragraph 20 of this Circular and the reporting accountant's reports thereon in Annexure V and VI.

11. MANAGEMENT OF ACCELERATE

11.1 Asset management function

The asset management function is housed internally within Accelerate

11.2 Members of the Investment Committee

The full names, ages, capacities, qualifications, nationalities, business addresses and brief résumés of the members of the Investment Committee are included in Annexure VI. The full names are as follows:

Dr Gert C Cruywagen (Chairman);
 Mr Andrew Costa;
 Mr Michael N Georgiou;
 Mr Tito T Mboweni;
 Mr John RJ Paterson;
 Prof. Francois M Viruly; and
 Mr Ashley J du Toit (by invitation).

12. PROPERTY PORTFOLIO

12.1 Overview of the Property Portfolio as at 30 September 2015

Full details of the Property Portfolio are set out in Annexure V to this Circular.

12.2 Analysis of the Land and Letting Enterprises in the Property Portfolio

As at 30 September 2015 the Property Portfolio consisted of 57 properties with a total GLA of 488 040m² and average annualised property yield of 9.1%. The 10 largest properties by market value in the Property Portfolio are:

Property Name	Fair value (R'm)	GLA (m²)
Fourways Mall Shopping Centre	2 273.78	61 480
Cedar Square	883.39	46 025
KPMG Portfolio	887.50	30 226
Fourways View	318.97	12 962
The Buzz Shopping Centre	273.95	14 291
Fourways Game	156.74	8 763
BMW Fourways Building	181.14	13 098
Leaping Frog	157.20	11 139
Kyalami Downs S/C	139.90	14 096
Checkers Montague	149.38	26 135
Total for 10 largest Letting Enterprises	5 421.95	238 215
Total Property Portfolio	7 649.78	488 040

12.2.1 Retail properties

12.2.1.1 Fourways retail properties

The Fourways retail properties consist of 9 Letting Enterprises (as set out in Annexure IV to this Circular), most of which are major retail centres within Fourways that comprise approximately 56.7% of the value of the Property Portfolio. The flagship asset is the Fourways Mall which will be the subject of the Development as more fully described in paragraph 1 above. Other prominent Letting Enterprises within the Fourways retail Node include Fourways View, Cedar Square, The Buzz Shopping Centre, Fourways Game and Leaping Frog.

12.2.1.2 Other retail properties

The other retail properties consist of 21 Letting Enterprises (as set out in Annexure IV to this Circular) comprising typical neighbourhood or convenience-type shopping centres, usually anchored by large national and listed supermarket chains such as Shoprite Checkers or Pick 'n Pay. The centres are well located with regards to convenience catering for the middle to upper living standard measure ("LSM") groups.

12.2.2 Office properties

The office portfolio comprises 20 properties (as set out in Annexure IV to this Circular). Certain of the properties are situated in areas that are in line with Accelerate's vision to focus on strategic property nodes, and others are linked to retail centres.

The focus is on the following key areas:

- Cape Town Foreshore, chosen for its strategic position and the potential expansion of the Cape Town CBD and foreshore; and
- Charles Crescent, which is situated approximately 3km from the Sandton CBD with motorway access and exposure, is close to the Gautrain and the Rea Vaya Bus Rapid Transport System, and is undergoing improvements as an area.

12.2.3 Industrial properties

The industrial component comprises of 4 Letting Enterprises – namely 10 Charles Crescent, Edcon, Meshcape Edenvale, and Shoprite Checkers, Montague Gardens (as set out in Annexure IV to this Circular). In this asset class, it is the intention to identify and acquire multi-purpose, single-tenant properties in prime locations.

12.2.4 Specialised retail properties

The specialised retail properties consist of 3 letting enterprises, which are all purpose-built motor dealerships within close proximity of the Fourways Mall. These include:

- BMW Fourways as well as Ford and Mazda, which are ideally situated with good vehicle exposure and are let by single tenants. They comprise a workshop, showroom, parking, and offices, and
- Sasol Delta, which comprises a Sasol garage, workshop and showroom.

12.3 Sectoral profile

The sectoral spread of the Property Portfolio confirms Accelerate's exposure to the defensive retail sector in South Africa on both a GLA and revenue basis:

Sector	Based on revenue (%)	Based on GLA (%)
Retail	71.9	59.0
Office	22.8	26.0
Industrial	2.6	12.0
Specialised Retail	2.7	3.0
Total	100.0	100.0

12.4 Geographic profile

The majority of the Property Portfolio is situated in Gauteng. Going forward the Company will look to acquire more geographically diversified properties but this will depend on investment opportunities that become available to the Company

	Based on revenue (%)	Based on GLA (%)
Gauteng	84.5	76.8
Western Cape	10.5	18.1
KwaZulu Natal	1.4	2.4
Limpopo	3.4	2.3
Eastern Cape	0.1	0.2
Mpumalanga	0.1	0.2
Total	100.0	100.0

12.5 Tenant profile

	Based on revenue (%)	Based on GLA (%)
A	57.4	60.0
B	17.8	16.0
C	24.8	24.0
Total	100.0	100.0

For the table above the following key is applicable:

- A. Large national tenants, large listed tenants and major franchises. These include, *inter alia*, Shoprite, Woolworths, Capitec Bank, Nedbank, Pepkor, Pick n Pay, Standard Bank, Absa Bank, First National Bank, Pep Group, KPMG, Makro/Massmart, OK Furnishers, ADT, Medscheme, Jet Stores, Edgars, Foschini, etc. – comprising approximately 350 tenants.
- B. National tenants, listed tenants, franchises and medium to large professional firms. These include, *inter alia*, Steers, KFC, Nando's, Spur, Mugg & Bean, Wimpy, Fishmonger, etc. – approximately 200 tenants.
- C. Other (approximately 1 068 tenants).

12.6 Single vs. multi-tenanted buildings

28% of Accelerates portfolio by GLA is single tenanted and 72% multi-tenanted. The multi-tenanted bias is commensurate with the majority of the Property Portfolio consisting of retail properties.

Single tenanted	72%
Multi-tenanted	28%

12.7 Vacancy profile by sector by rentable area ("RA")

The total vacancy of the Property Portfolio as at 30 September 2015 amounts to 32 636m² or 6.69%. The vacancies by sector as at 30 September 2015 are set out in the table below:

	Total	Retail	Office	Industrial	Specialised
Number of properties	57	30	20	4	3
RA (m ²)	488 040	294 152	118 657	57 856	17 375
Vacancy in RA (m ²)	32 636	18 760	13 875	–	–
Vacancy including structural vacancies (%)	6.7	6.4	11.1	–	–
Vacancies net of structural vacancies (%)	5.5	4.4	11.1	–	–

12.8 Lease expiry profile by gross rental as at 30 September 2015:

By revenue	Sept 16	Sept 17	Sept 18	Sept 19	> Sept 19	Total
Industrial	1.3%	3.7%	0.5%	0.0%	0.0%	5.5%
Office	1.4%	4.2%	4.1%	2.7%	15.0%	27.3%
Retail	14.4%	14.8%	16.4%	6.8%	11.7%	64.1%
Specialised	0.0%	0.0%	1.0%	1.7%	0.4%	3.1%
Total	17.1%	22.7%	21.9%	11.2%	27.0%	100.0%

12.9 Lease expiry profile by GLA as at 30 September 2015:

By GLA	Sept 16	Sept 17	Sept 18	Sept 19	> Sept 19	Total
Industrial	3.7%	6.6%	0.9%	0.0%	0.0%	11.2%
Office	1.6%	4.7%	4.8%	5.5%	10.1%	26.7%
Retail	12.0%	13.1%	14.3%	4.6%	14.9%	58.9%
Specialised	0.0%	0.0%	0.6%	2.0%	0.6%	3.2%
Total	17.3%	24.4%	20.6%	12.0%	25.6%	100.0%

Lease expiry profiles are based on existing leases.

12.10 Rental escalations

The annualised weighted average rental escalation for Accelerate's property portfolio, based on existing leases, was 8.53% for the period ending 30 September 2015.

13. FAIRNESS OPINION

As the Acquisition is a Related Party Transaction in terms of the Listing Requirements, a fairness opinion from an Independent Expert is required.

The Independent Expert, has considered the terms and conditions of the Acquisition and is of the opinion that, as at the date of the issue of its opinion, the terms are fair insofar as Accelerate Shareholders are concerned. A copy of the Independent Expert's opinion is set out in Annexure I to this Circular.

14. MAJOR SHAREHOLDERS

As at the Last Practicable Date, insofar as is known to Accelerate, the following Shareholders, other than the Directors, are directly or indirectly beneficially interested in 5% or more of the Issued Shares:

Shareholder	Total number of Shares	Percentage of total shareholding (%)	Percentage of total shareholding (excluding Michael Georgiou) (%)
Fourways Precinct and MFT (associated entities to Michael Georgiou) including voting pool agreement with other shareholders ⁽²⁾	287 339 958	36.4	–
Coronation	139 304 338	18.4	28.4
Government Employees Pension Fund	61 435 985	8.1	12.5
Stanlib	59 241 822	7.8	12.0
Total	531 359 852	69.4	52.9

Notes:

1. The Acquisition will not affect the number of issued Shares in Accelerate at this time, but may impact the capital structure when the Development is completed.
2. Share capital of Accelerate.

Authorised ordinary share capital

5 000 000 000 Accelerate ordinary shares of no par value

Issued ordinary share capital

789 731 235 Shares

4 051 573 000

Total ordinary share capital

4 051 573 000

* Accelerate does not have treasury shares.

15. TRANSACTION COSTS

The following expenses and provisions are expected, or have been provided for, by Accelerate in connection with the Transaction. All the fees payable to the parties below are exclusive of value-added tax and do not include placement fees that would be payable if equity is used to settle / part settle the Consideration.

Service	Recipient	R'000
Merchant Bank and Transaction Sponsor	RMB	3 000
Independent reporting accountant	EY	70
Lead sponsor	Standard Bank	20
Independent Expert	Questco	175
Legal Advisor	Glyn Marais	2 500
JSE documentation, printing and publication costs	JSE	58
Transfer secretarial fees		3
Estimated total expenses and fees		5 826

16. LITIGATION

There are no legal or arbitration proceedings, including any such proceedings that are pending or threatened, which may have, or have had, a material effect on the Company's financial position during the 12 months preceding the date of this Circular, of which the Company is aware.

17. MATERIAL CHANGES

Other than the Portside acquisition in the announcement released on SENS on 24 August 2015 and the Noor Transaction, the Board is not aware of any material changes in the financial or trading position of the Company that have occurred since the end of the last financial period for the ended 30 September 2015.

18. MATERIAL CONTRACTS

Save for the Transaction Agreements relating as described in this Circular and the aforementioned acquisition of KPMG Properties, the Portside Building and the Noor Transaction (which also includes the entering into of a voting pool arrangement between the Noor vendors and Mr Michael Georgiou), Accelerate has not entered into, either verbally or in writing, any restrictive funding arrangements and/or material contract, other than in the ordinary course of business, within the two years prior to the Last Practicable Date, or at any time, and containing an obligation or settlement that is material to the Company at the Last Practicable Date.

19. CONSENTS

All advisors to the Transaction as detailed on the cover of this Circular have consented in writing to the inclusion of their names and reports, where applicable, in this Circular in the form and context in which they appear and have not withdrawn their consents prior to the publication of this Circular.

20. MATERIAL LOANS

There will be no direct change in the material loans of Accelerate as a result of the implementation of the Transaction, although there may be some additional debt taken on when the Development is completed.

21. PROSPECTS

The Company will continue to focus on the Development as one of its key projects. Accelerate will also strategically expand its asset base and upgrade and refurbish properties where necessary. The Company is confident that it is in a position to continue to deliver strong returns to stakeholders as a result of the Transaction. The Board believes that Accelerate is well positioned to create Shareholder value well into the future, achieving continued growth and offering competitive performance.

22. HISTORY OF CHANGE IN CONTROLLING SHAREHOLDERS

As a consequence of the capital raising completed on 30 July 2015, per the announcement released on SENS on 31 July 2015, Michael Georgiou's direct and indirect controlling interest in Accelerate was reduced from 36.7% to 33.8%. Michael Georgiou obtained Shareholder approval to participate in the capital raise and acquire 15 313 935 Shares which increased his shareholding, including voting pool agreements with other shareholders, to 36.4%.

23. FINANCIAL INFORMATION

This *pro forma* information has been prepared to illustrate what the effect of the Acquisition would have been on the statement of financial position of the company had it been concluded on 31 September 2017 and for illustration purposes what the effect of the Acquisition would have been on the financial position of the company at the end of the last reporting period had it been concluded on that date (30 September 2015). These *pro forma* effects are prepared for illustrative purposes only.

In the financial information provided below only one scenario is presented, that the Development and the Acquisition as contemplated in this Circular is completed. If the Development is not completed and therefore the undivided share in the Combined Letting Enterprises not acquired by Accelerate there will be no financial statement effect on Accelerate's *pro forma* statement of financial position or forecast income statement, therefore only one scenario is presented.

Please note that, other than transaction costs, the Transaction as contemplated in this circular will have no impact whatsoever on the statement of financial position, statement of comprehensive income or other financial information of Accelerate until the Development is completed.

As a result of the illustrative nature of this information, the impact of the Acquisition on the statement of financial position, statement of comprehensive income or other financial information of Accelerate may vary substantially from the information presented below and does not reflect the financial position or financial performance of Accelerate in any way.

23.1 Consolidated *pro forma* statement of financial position

Consolidated statement of financial position	Column A Balance per interim AFS as at 30 September 2015 (R'000)	Column B Share issuance to the market on 29 October 2015 (R'000)	Column C Acquisition of Noor buildings (R'000)	Column D, Total of Column A, B and C (R'000)	Column E <i>Pro Forma</i> Effect of Option to be exercised upon completion of the development (R'000)	Column F Statement of Financial Position as if Option was exercised at 30 September 2015 (R'000)
Non-current assets	7 847 118		199 000	8 046 118	738 475	8 784 593
Investment property	7 777 631		199 000	7 976 631	738 475	8 715 106
Derivative financial instruments	69 293			69 293		69 293
Equipment	194			194		194
Current assets		341 707	(91 893)	349 814	(8 475)	341 339
Trade and other receivables	235 971		(78 206)	157 765		157 765
Cash and cash equivalents	105 736	100 000	(13 687)	192 049	(8 475) ¹	183 574
Investment property held for sale	-		-	-		
Fair value of investment property assets	-		-	-		
Total assets	8 188 825	100 000	107 107	8 395 932	730 000	9 125 932
EQUITY AND LIABILITIES						
Shareholders' interest	5 086 400	100 000	107 107	5 293 507	730 000	6 023 507
Share capital	3 844 466	100 000	107 107	4 051 573	730 000 ⁴	4 781 573
Other reserves	17 558			17 558		17 558
Retained earnings	1 224 376			1 224 376		1 224 376
Total equity	5 086 400	100 000	107 107	5 293 507	730 000	6 023 507
Non-current liabilities	2 854 997			2 854 997		2 854 997
Long-term borrowings	2 808 761			2 808 761		2 808 761
Contingent liability on conditional purchase costs	46 236			46 236		46 236
Current liabilities	247 428			247 428		247 428
Trade and other payables	63 928			63 928		63 928
Short-term portion of long-term borrowings	183 500			183 500		183 500
Total equity and liabilities	8 188 825	100 000	107 107	8 395 932	730 000	9 125 932
Number of Shares in issue/issued⁽⁵⁾	758 455 048	15 313 935	15 962 251	789 731 234	106 569 343	896 300 578
NAV per Share (Rand)	6.71	6.53	6.71	6.70	6.85	6.72
TNAV per Share (Rand)	6.61	6.53	6.71	6.62	6.85	6.64

The consolidated *pro forma* financial information provided above and the assumptions thereto are the responsibility of the Directors of Accelerate. The information is provided on a going concern basis, a basis consistent with Accelerate's unaudited financial statements for the period ended 30 September 2015.

The consolidated *pro forma* financial information provided above is presented in four columns:

- **Column A:** The unaudited statement of financial position of Accelerate at 30 September 2015.
- **Column B:** This column reflects the share issuance by Accelerate of R100 million to Michael Georgiou on 29 October 2015.
- **Column C:** This column reflects the *pro forma* effect of the transfer to Accelerate of three of the buildings being acquired as part of the "Noor" transaction as per the SENS announcement issued on 20 November 2014. The three buildings MB Technologies, Edgars Polokwane and Pick n Pay Port Elizabeth transferred on 2 December 2015. As reflected above the purchase price of R 199 million was settled partly is cash and partly through the issue of Shares to the vendor. At 30 September 2015, R 78 million of the cash portion of the settlement amount was already paid to the transferring attorneys and was treated as a prepayment in the 30 September 2015 Statement of Financial position of Accelerate.
- **Column D:** the total of column A, B and C.
- **Column E:** This column reflects the *pro forma* financial effect of the Transaction as contemplated in this Circular.
- **Column F:** Shows the final statement of financial position after the financial effect of columns D and E have been taken into consideration.
- A reporting accountant's review was performed on the *pro forma* statement of financial position, please refer to Annexure VI for the report.

Assumptions:

1. Transaction costs estimated to be as follows:

Costs	Amount (R'000)
Competition commission filing fee	175
Advisory/ Equity/ bookbuilding fee*	7 300
Legal fees and other	1 000
Total	8 475

* The bookbuilding fee will only be determined at the time of the equity placement (if any). This will be done on market related terms at the time the Development is completed and has not been contracted for at this time.

2. These costs are capitalised as part of the acquisition cost of the Combined Letting Enterprises and will be treated as such.
3. The Acquisition Consideration was calculated assuming the net forward revenue of the Combined Letting Enterprises is estimated to be R525 million as per the approved letting schedule for the Development. The forward rental portion of the Existing Letting Enterprise is estimated to be R204 million on completion date this is based on current net rentals projected forward.
4. The R730 million Acquisition Consideration was calculated by applying the Acquisition Capitalisation Rate to R58 500 000 (which is the difference between 50% of the R525 million and R204 million).
5. The value of R730 000 000 is Accelerate's best estimate of the value at date of completion of the Development. The Acquisition Capitalisation Rate is fixed, however the net forward rental to be generated from the Combined Letting Enterprises is a variable number. A decrease in the net rentals will result in a decrease in the Acquisition Consideration and an increase in the net rentals will result in an increase in the purchase price.
6. In terms of the "Co-Ownership Agreement" signed on 20 November 2013, Accelerate would be purchasing an undivided portion of the Fourways Development Land ("title deed to be amended to reflect both owners") and an undivided portion of the Combined Letting Enterprises. Through the Option Exercise Agreement Accelerate has thus entered into an executory contract to purchase a non-financial asset, this places the Acquisition outside the scope of IAS 39. The commitment Accelerate has made does not result in a financial asset or liability at the date of signing of the Option Exercise Agreement.
7. Accelerate is purchasing an undivided portion of the Combined Letting Enterprises. Furthermore Accelerate will be applying current management functions already in place at Accelerate to manage the Combined Letting Enterprises being acquired and will not acquire any further management functions through the Acquisition, the management of Accelerate believes that

based on the above this Acquisition falls within the Scope of IAS 40 “Investment Property” and will be accounted for as such in line with the accounting treatment of the properties already owned by Accelerate.

8. The number of Shares used in the net asset value per Share calculation for column A is the number of Shares in issue at 30 September 2015. The number of shares used for column B is the shares issued to Michael Georgiou on 29 October 2015, The shares used in Column C is the shares issued for the vendor settlement portion of the three Noor properties. The number of shares used for column D is the sum of columns A, B and C. The number of Shares used for column E was determined by dividing the purchase price of R730 million by the 30-day VWAP of Accelerate at the time of the calculation which was R6.85. The number of Shares used in column F is the sum of column D and E.

23.2 Forecast statement of comprehensive income for the asset being acquired

Introduction

The forecast statement of comprehensive income presented below is presented specifically to only reflect the impact of Accelerate acquiring the incremental portion of the Combined Letting Enterprises after the completion of the Development as to ensure that both Accelerate and Azrapart have a 50/50 undivided share in the Combined Letting Enterprises. At this time it is estimated that Accelerate will be acquiring an additional 11.1% of the Combined Letting Enterprises to equalize the ownership to 50/50 with Azrapart. The revenue to be generated from the additional 11.1% acquired is reflected in the forecast below.

The incremental portion of the revenue was calculated as follows (further detail as to the source and rationale for the inputs are provided in the notes to the forecast):

	(R'000)
Total estimated net forward annual revenue of the Combined Letting Enterprises at date of completion	R525 000 000
50% of the total estimated net forward annual revenue of the Combined Letting Enterprises at date of completion	R262 500 000
Estimated contribution of the Existing Letting Enterprises to the net forward revenue of the Combined Letting Enterprises at date of completion	R204 000 000
Difference in revenue to be acquired to equalise ownership to 50/50 (as reflected in the forecast below)	R58 500 000

Forecast statement of comprehensive income:

	30 September 2018
Forecast statement of comprehensive income	(R'000)⁽⁷⁾
Revenue ^(3 & 4)	80 137
Property expenses ^(3 & 4)	(21 637)
Property income ^(3 & 4)	58 500
Other operating expenses	–
Profit before long term debt interest and taxation	58 500
Long term debt interest	–
Profit before taxation	58 500
Taxation	–
Profit after taxation attributable to equity holders	58 500
Number of Shares issued for the Acquisition ⁽⁹⁾	106 569 343

Earnings per Share

Basic earnings per Share (for this Transaction only) (cents)	0.54894
Diluted earnings per Share (for this Transaction only) (cents)	0.54894
Headline earnings per Share (for this Transaction only) (cents)	0.54894
Diluted Headline earnings per Share (for this Transaction only) (cents)	0.54894

Notes and assumptions:

- The forecast statement of comprehensive income provided above and the assumptions thereto are the responsibility of the Directors of Accelerate. The information is provided on a going concern basis, a basis consistent with Accelerate's unaudited financial statements for the period ended 30 September 2015.
- A reporting accountant's review was performed on the forecast statement of comprehensive income (refer to Annexure V for the report).

3. Property expenses were forecasted to be incurred at the same cost to income ratio (27% – Gross recoveries) as currently experienced on the operations of the Existing Letting Enterprises. The total revenue of R80.1 million was arrived at by applying the cost to income ratio of 27% to the property income figure of R58.5 million. The calculation of the R58.5 million is explained in further detail below. The property expense figure of R21.6 million includes a management fee of 1% on rentals collected, this is in line with the management fee currently charged on the Existing Letting Enterprises.
4. Property net income was calculated based on the following assumptions which are not under management control/only partially under management's control:
 - the net forward revenue of the Combined Letting Enterprises is estimated to be R525 million, this estimate is based on the approved letting schedule for the Development, this letting schedule is approved by the Funders and is used to assess whether the pre-requisite letting has been achieved for the funding to be released for the Development;
 - the forward rental portion of the Existing Letting Enterprises is estimated to be R204 million on completion date based on the current net rentals of the Existing Letting Enterprises projected forward to the estimated completion date of the Development; and
 - the R58.5 million net rentals to be generated from the portion of the Combined Letting Enterprises to be acquired is the difference between 50% of the net rentals of the Combined Letting Enterprises (R525 million/2:R262.5) and the portion generated by the Existing Letting Enterprises – R204 million
5. We have assumed that Accelerate acquires the remaining 11.1% of the Combined Letting Enterprises on 1 October 2017. The revenue to be generated by Accelerate from the additional 11.1% of the Combined Letting Enterprises acquired for the first 12 months after the Transaction is concluded is reflected in the forecast statement of financial performance above.

Assumptions under management's control:

6. Administration expenses and other overheads are already carried by the Existing Letting Enterprises and the Acquisition will not result in any additional administrative expenses being incurred by Accelerate
7. The Transaction will be fully equity settled, thus no additional interest cost was forecasted.
8. Accelerate is listed as a REIT so all profits will be distributed to Shareholders and no taxation will be payable.
9. Purely for illustration purposes the number of Shares assumed to be issued for the Acquisition was determined by dividing the Acquisition Consideration of R730 million by the 30-day trading VWAP at the end of July 2015 (R6.85).

24. DIRECTORS' RESPONSIBILITY STATEMENT AND RECOMMENDATION

The Directors, whose names are set out on page 9 of this Circular, accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no other facts that have been omitted which would make the contents of this Circular false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Circular contains all information required by the Listings Requirements.

Having regard to the background information and the Independent Expert's opinion, the Board (excluding Michael Georgiou who recused himself) is of the opinion that the Related Party Transaction is fair insofar as Accelerate Shareholders are concerned and that it would be of future benefit to Accelerate Shareholders. Accordingly, the Board recommends that Shareholders vote in favour of the ordinary and special resolutions necessary to implement the Transaction, including the Related Party Transaction. The Directors who hold Shares, other than Michael Georgiou, intend to vote in favour of the special and ordinary resolutions, as set out in the Notice of General Meeting.

25. WORKING CAPITAL STATEMENT

The Board is of the opinion that pursuant to the implementation of the Transaction the working capital available to Accelerate is sufficient for the Company's present requirements, that is for the 12 months from the date of issue of this Circular.

26. VOTING RIGHTS

At the General Meeting, every Shareholder, excluding related parties and associates, present or represented by proxy at the General Meeting shall have one vote on a show of hands, and on a poll shall have that number of votes determined in accordance with the voting rights associated with the Accelerate Shares held by that Shareholder.

27. GENERAL MEETING

A General Meeting of Shareholders will be held at 10:00 on Thursday, 28 January 2016 at Cedar Square Shopping Centre, Management Office, 1st Floor, Corner Willow Avenue and Cedar Road, Fourways in order to consider, and, if deemed fit, pass, with or without modification, the resolutions as set out in the notice of General Meeting attached and forming part of this Circular.

Shareholders are referred to the notice of General Meeting attached to this Circular 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 exercise their votes at the General Meeting.

28. VOTING POOL AGREEMENT

Shareholders are referred to the announcement dated 20 November 2014 in terms of which shareholders were advised that Accelerate had agreed terms with relevant vendors for property acquisitions and the announcement released on SENS on 9 December 2015 where shareholders were advised that Michael Georgiou and the vendors on the transaction entered into a voting pool agreement and will vote as a block.

29. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at the registered office of Accelerate at Cedar Square Shopping Centre, Management Office, 1st Floor, Corner Willow Avenue and Cedar Road, Fourways, from Friday, 18 December 2015 up to and including the date of the General Meeting:

- the MOI of Accelerate;
- the Transaction Agreements;
- Letters of Support from Coronation and Stanlib;
- the annual financial statements of Accelerate for the years ended March 2014 and 2015;
- a summary of Directors' service agreements;
- copies of the Fourways Property Management Agreement and Accelerate Property Management Agreement;
- copies of the consents referred to in 16 of this Circular;
- copies of the signed fairness opinion set out in Annexure I; and
- a signed copy of this Circular.

By order of the Board

Joanne Matisonn
Company secretary

Friday, 18 December 2015

Registered office:

Management Office, 1st Floor, Cnr Willow Avenue and Cedar Road
Cedar Square Shopping Centre
Fourways
Johannesburg, 2055
(Postnet Suite 3073, Private Bag X033, Rivonia, 2128)

INDEPENDENT FAIRNESS OPINION

The Independent Committee of the Board of Directors
 Accelerate Property Fund Limited
 Cedar Square Shopping Centre Management Office
 1st Floor, Cnr Willow Avenue and Cedar Road
 Fourways
 Johannesburg
 2055

10 December 2015

ATTENTION: The Independent Committee of the Board of Directors

Dear Sirs and Madam

INDEPENDENT FAIRNESS OPINION IN RESPECT OF THE PROPOSED EARLY EXERCISE OF AND AMENDMENT TO THE FOURWAYS DEVELOPMENT OPTION BY ACCELERATE PROPERTY FUND LIMITED (“ACCELERATE”)

INTRODUCTION AND SCOPE

In the announcement published by Accelerate on 29 June 2015, Accelerate Shareholders were advised that Accelerate has concluded an agreement with Fourways Precinct Proprietary Limited (“Fourways Precinct”) and Azrapart Proprietary Limited (“Azrapart”) to secure the development of approximately 90 000m² of additional retail space (“the Development”), adding to the existing Fourways Mall Shopping Centre (“Fourways Mall”), resulting in Fourways Mall being transformed from a regional shopping centre to a super-regional shopping centre.

Accelerate currently owns 100% of Fourways Mall and the development rights and bulk (“Development Rights”) attaching to the greater Fourways precinct area are owned by Fourways Precinct. Fourways Precinct will dispose of the Development Rights to Azrapart, and will cede certain rights and obligations in respect of the Development Rights, as well as its ownership in the Combined Letting Enterprises, as defined below, to Azrapart. Accordingly, the Development and Acquisition will be executed between Accelerate and Azrapart, which will undertake a redevelopment of Fourways Mall (“Redeveloped Asset”) and, when complete, the existing Fourways Mall and the Development will constitute a single letting enterprise (“Combined Letting Enterprises”) into which both Accelerate and Fourways Precinct will, through an exchange of interests, own an unequal undivided share.

In terms of the pre-existing agreement, in order to ensure that both Accelerate and Fourways Precinct hold equal shares in the Combined Letting Enterprises, each of Accelerate and Fourways Precinct had an option to acquire from the other such further undivided shares (“the Acquisition”) in the Combined Letting Enterprises, for a purchase price calculated at a capitalisation rate of 7% (“Acquisition Capitalisation Rate”).

In order for the Development to continue, Azrapart needs to ensure that Accelerate will exercise the option to increase its stake to 50% in the Combined Letting Enterprises. The amount to be paid by Accelerate to Azrapart, on completion of the Development (“the Acquisition Consideration”), shall be determined as follows:

- the Acquisition Capitalisation Rate will be 8% (“the Acquisition Cap Rate”) and shall be applied to the differential between the 12-month net forward income (“Forward Income”) for the Existing Letting Enterprise and the Combined Letting Enterprises which will enable Accelerate to equalise its undivided share in the Combined Letting Enterprises;
- the Acquisition Consideration shall be not less than R700 million;
- if the calculated Acquisition Consideration is less than R700 million, Fourways Precinct will pay the difference to Accelerate within 15 business days of registration of transfer to Accelerate of its equalising share in the Combined Letting Enterprises. Payment will be made at the election of Fourways Precinct, either:
 - in cash; or
 - by Accelerate repurchasing sufficient Accelerate Shares from Fourways Precinct (the value of the Accelerate Shares to be repurchased at the 30 trading day volume-weighted average price of the Accelerate Shares on the stock exchange operated by the JSE Limited (“JSE”)), for an aggregate nominal consideration of R1, provided that the repurchase shall be subject to obtaining all necessary regulatory and Shareholder approvals; or
- a combination of cash and the repurchase of Accelerate Shares.

Fourways Precinct and Azrapart are both wholly owned subsidiaries of Eriologix Proprietary Limited (“Eriologix”), which is owned by the Michael Family Trust, represented by Michael Georgiou, the chief executive officer and major shareholder of Accelerate, thus resulting in the Acquisition being classified as a related party transaction in terms of paragraph 10.1(b)(i) of the Listings Requirements of the JSE (“the Listings Requirements”). In accordance with the Listings Requirements, an Independent Committee (“the Independent Committee”) of the Board of Directors of Accelerate (“the Board”) is required to appoint an independent expert to opine on whether the terms of the Acquisition are fair.

Accordingly, Questco Proprietary Limited (“Questco”) has been appointed by the Independent Committee appointed to consider the Acquisition to advise on whether, in our opinion, the Acquisition Cap Rate is fair (our “Opinion”).

DEFINITION OF THE TERM “FAIR”

For the purposes of our Opinion, and given that the Forward Income in relation to the Development is currently unknown, fairness is primarily based on a quantitative assessment of the Acquisition Cap Rate. In terms of the Listings Requirements, the terms of the Acquisition would be considered to be fair if the Acquisition Cap Rate was equal to or greater than income capitalisation rates for similar assets, i.e. super-regional shopping centres.

RESPONSIBILITY

Compliance with the Listings Requirements of the JSE is the responsibility of the Independent Committee. Our responsibility is to report on whether the Acquisition Cap Rate is fair.

We confirm that our Opinion has been provided to the Independent Committee for the sole purpose of assisting the Independent Committee in forming and expressing an opinion for the benefit of Accelerate Shareholders.

We accept no responsibility to any party other than to the Independent Committee.

INFORMATION AND SOURCES OF INFORMATION

In the course of our analysis, we relied upon financial and other information, obtained from Accelerate executive management (“Accelerate Management”) together with industry-related and other information in the public domain. Our conclusion is dependent on such information being accurate in all material respects and accordingly we cannot express any opinion on the financial and other information used in arriving at our Opinion. The principal sources of information used in formulating our Opinion include:

- a draft of the circular to be sent to Accelerate Shareholders setting out, amongst other things, the terms of the Acquisition (“Circular”);
- copies of the following signed agreements:
 - Sale of Letting Enterprises Agreement;
 - Development Management Agreement;
 - Co-ownership Agreement; and
 - Option Exercise Agreement;
- the audited annual financial statements for Accelerate for the two consecutive financial years up to and including the financial year ended 31 March 2015;
- the forecast Forward Income for the 12 months commencing from 1 April 2015 as prepared by Accelerate Management (“the Forecast Period”);
- the independent valuation of Fourways Mall dated 1 October 2013, prepared in connection with the listing of Accelerate on the JSE in December 2013;
- the Directors’ Valuation of Fourways Mall dated 31 March 2015 and prepared in connection with the preparation of Accelerate’s annual financial statements for the financial year ended 31 March 2015;
- publicly available information relating to Accelerate that we deemed to be relevant, including company announcements, circulars and investor presentations;
- comparative financial and market information on similar assets owned by other issuers in the South African listed property sector;
- publicly available information relating to transactions which have taken place over the last two years in South Africa involving similar assets; and
- on-line and subscription databases covering relevant aspects of the South African commercial property sector, including reports published by the South African Property Owners’ Association (“SAPOA”).

Where practical and where possible, we have corroborated the reasonability of the information provided to us for the purpose of forming our Opinion, including publicly available information, whether in writing or obtained in discussions with Accelerate Management.

PROCEDURES PERFORMED

Key fairness considerations

In arriving at our Opinion, amongst other things, we have undertaken the following procedures in evaluating the fairness of the Acquisition Cap Rate:

- considered the terms and conditions of the Acquisition;
- analysed and reviewed the unaudited Forward Income for Fourways Mall and compared it to historical performance;
- calculated the implied income capitalisation rate of Fourways Mall with reference to its Forward Income and the most recent Directors' Valuation thereof, being the most comparable asset to the Redeveloped Asset and the Combined Letting Enterprises;
- compared the Acquisition Cap Rate to the implied income capitalisation rates of similar assets as disclosed in the annual financial statements and integrated reports of other issuers in the South African listed property sector where we estimated Forward Income using historical growth rates and growth indicators as published on subscription databases relevant to the South African commercial property sector;
- compared the Acquisition Cap Rate to income capitalisation rates for similar assets as published in relevant subscription databases;
- considered the prevailing economic and market conditions within the South African listed property sector; and
- considered other facts and information relevant to concluding this Opinion.

We have satisfied ourselves as to the appropriateness and reasonableness of the information and assumptions underlying the calculation of Forward Income for Fourways Mall and used it to formulate our Opinion by:

- considering the historical trends of such information and assumptions; and
- comparing and corroborating such information and assumptions with external sources of information if such information is available.

APPROACH

The fair values of the Development and the Combined Letting Enterprises cannot be determined at present as the Forward Income in relation to the Development is, as yet, unknown. Accordingly, we have sought to determine the fairness of the Acquisition Cap Rate, being the component of the "Capitalisation of Income" valuation methodology which is available and on which the consideration payable in respect of the Acquisition will be based at a future date when the Forward Income in relation to the Development and the Combined Letting Enterprises is known.

Forward Income for Fourways Mall is based on, *inter alia*, the terms of existing leases, lease renewal assumptions, vacancy assumptions and assumptions regarding the growth rate in annual property expenditure. Fourways Mall has approximately 167 tenants and Forward Income is not materially sensitive to these assumptions when considered at an individual lease level. Accordingly, sensitivity analyses have not been performed in relation to the individual assumptions listed above.

In terms of the definitions published by SAPOA, Fourways Mall is currently classified as a "Regional Shopping Centre", but the Combined Letting Enterprises will be classified as a "Super Regional Shopping Centre", which are typically considered more resilient and defensive assets and, accordingly, attract a lower income capitalisation rate. Based on the information reviewed and procedures performed, we are of the view that the Acquisition Cap Rate would be fair at any level above 6.5%.

The information above is provided solely in respect of this fairness opinion and should not be used for any other purpose.

OPINION

Based upon and subject to the conditions set out herein, Questco is of the opinion that the Acquisition Cap Rate is fair to Accelerate Shareholders.

Our Opinion is necessarily based upon the information available to us up to 10 December 2015. Accordingly, it should be understood that subsequent developments may affect this Opinion, which we are under no obligation to update, revise or re-affirm.

LIMITING CONDITIONS

This Opinion is provided to the Independent Committee in connection with and for the purpose of the Acquisition. This Opinion is prepared solely for the Independent Committee and therefore should not be regarded as suitable for use by any other party or give rise to third party rights. An individual Accelerate Shareholder's decision as to whether to vote in favour of the Acquisition may be influenced by his or her particular circumstances. This Opinion does not purport to cater for each individual Accelerate Shareholder's perspective or circumstances, but rather that of the general body of Accelerate Shareholders. Should an Accelerate Shareholder be in doubt as to what action to take, he or she should consult an independent adviser.

We confirm that although our Opinion has been provided to the Independent Committee for the purpose of assisting the Independent Committee in forming and expressing an opinion for the benefit of the Accelerate Shareholders, the ultimate assessment as to whether or not the Independent Committee decides to recommend the Acquisition is the responsibility of the Independent Committee.

We have relied upon and assumed the accuracy of the information used by us in deriving our Opinion. Where practical, we have corroborated the reasonability of the information provided to us for the purpose of our Opinion, whether in writing or obtained through discussion with Management, by reference to publicly available or independently obtained information. While our work has involved an analysis of the annual financial statements, short-term forecasts, and other information provided to us, our engagement does not constitute, nor does it include, an audit conducted in accordance with generally accepted auditing standards.

The forecast for Fourways Mall relates to future events and is based on assumptions that may or may not remain valid for the Forecast Period. Consequently, such information cannot be relied upon to the same extent as that derived from audited financial statements for completed accounting periods. We express no opinion as to how closely the actual net property income generated by Fourways Mall will correspond with the Forward Income. However, given the nature of its businesses, where a large percentage of revenue is contractual in nature for long periods, where practical, we compared the forecast financial information to past trends as well as discussing the assumptions with Management. On the basis of these enquiries and such other procedures we consider appropriate to the circumstances, we believe that the forecast for Fourways Mall has been prepared with due care and consideration.

We have also assumed that the Acquisition will have the legal, accounting and taxation consequences described in discussions with, and materials furnished to us, by representatives and advisors of Accelerate and we express no opinion on such consequences. We have assumed that all agreements that will be entered into in relation to the Acquisition will be legally enforceable.

INDEPENDENCE, COMPETENCE AND FEES

We confirm that we have no direct or indirect interest in Accelerate Shares or the Acquisition. We also confirm that we have the necessary competence to provide the Opinion on the Acquisition. Furthermore, we confirm that our professional fees are not contingent upon the success of the Acquisition. The fee payable to us for compiling this fairness opinion is R175 000.

CONSENT

We hereby consent to the inclusion of this Opinion, in whole or in part, and any references thereto, in the form and context in which they appear in any required regulatory announcement or document.

Yours faithfully

Mandy Ramsden

Director

Questco Proprietary Limited

The Pivot

No 1 Montecasino Boulevard

Fourways

2055

DETAILS OF THE VENDORS

Vendor:	Azrapart
Name of director:	Michael Georgiou
Vendor's address:	Cedar Square Shopping Centre, Management Office, 1st Floor, Corner Willow Avenue and Cedar Road, Fourways
Beneficial Shareholder:	Michael Georgiou

Property Name	Nature of Interest Acquired	Current Registered Owner and Vendor	Acquisition Price (Current Owner) (R'm)	Date of Acquisition by Accelerate	Purchase Price to Accelerate From Vendor (R'm)	Independent Valuation Amount (R'm)	Maximum Conditional Deferred Payment (R'm)
1 Fourways Mall Shopping Centre Development	Undivided Share	Azrapart	Equal to development costs	To be confirmed	730	N/A	0

Note:

- The transfer is expected to occur only in the 2018 financial year and the Acquisition Consideration can only be determined on completion of the Development.

DIRECTORS' DETAILS

1. DIRECTORS' INTERESTS

1.1 Directors' interests in Accelerate

Director's interests in Accelerate Shares at the Last Practicable Date were as follows:

Director	Shareholding	Percentage holding
Michael N Georgiou (indirectly through Fourways Precinct and Michael Family Trust) including voting pool agreements with other shareholders	287 339 959	36.4
Andrew Costa (indirect beneficial)	78 329 ¹	0.0
John RJ Paterson (direct beneficial)	65 275 ¹	0.0
Demetrios Kyriakides (direct beneficial)	47 161 ¹	0.0

Note 1: Shares issued on 17 September 2015 following the acquisition of additional shares as part of their annual bonus.

The directors' interests will not change as a result of the Transaction, save if the Specific Repurchase takes place in which case the interests of Michael Georgiou (through Fourways Precinct) will be reduced.

1.2 Directors interest in transactions

Other than Michael Georgiou through the sale of properties by Fourways Precinct to Accelerate at listing of Accelerate and as disclosed in the Pre listing statement dated 27 November 2013 and the Transaction, none of the Directors of Accelerate including a director who resigned during the last 18 months, has or had any material beneficial interest, whether direct or indirect, in transactions, that were effected by Accelerate during the current or immediately preceding financial year or during any earlier financial year and which remain in any respect outstanding or unperformed.

2. DIRECTORS' REMUNERATION

The remuneration of the Directors of Accelerate will not be varied as a result of the Transaction.

DETAILS OF THE PROPERTY PORTFOLIO

Buildings	Type	Region	Location	Fair value 30 September 2015 (R)	GLA (m ²)	Net Rental (R per m ²)
Retail portfolio						
Fourways Mall Shopping Centre	Retail	Gauteng	Cnr William Nicol Drive and Witkoppen Road Witkoppen, Sandton	2 273 779 706	61 480	211.22
Cedar Square Shopping Centre	Retail	Gauteng	Cnr Cedar Road Willow Avenue and Gousblom Crescent, Witkoppen Sandton	883 390 000	46 025	100.44
Fourways View	Retail	Gauteng	Cnr Witkoppen Road and Cedar Avenue, Fourways Sandton	318 970 000	12 962	146.41
The Buzz Shopping Centre	Retail	Gauteng	Cnr Witkoppen and Nerine Road, Witkoppen, Ext 116 Sandton	273 950 000	14 291	98.70
The Leaping Frog S&G Centre	Retail	Gauteng	Campbell Road Witkoppen Sandton	157 198 656	11 139	105.36
Fourways Game	Retail	Gauteng	Cnr Short Street and Fourways Boulevard Witkoppen, Ext 12, Sandton	156 737 754	8 763	96.88
Kyalami Downs	Retail	Gauteng	Cnr R55 and Kyalami Boulevard, Kyalami Johannesburg	139 995 805	14 096	78.62
Bela Bela	Retail	Limpopo	–	113 742 448	9 719	97.48
Cherry Lane	Retail	Gauteng	471 Fehrson Street Muckleneuk, Pretoria	110 714 885	11 672	75.10
Rock Cottage	Retail	Gauteng	Cnr Christiaan de Wet and John Voster Drive Weltevredenpark, Randburg	81 475 984	6 274	106.08
Wilrogate Centre	Retail	Gauteng	Cnr Ondekkers and C R Swart Road, Wilropark Roodepoort	78 035 998	10 255	65.54
The Pines (Heartland Properties)	Retail	Western Cape	Cnr Rees Road and Jigger Avenue Somerset West	77 174 783	7 621	79.59
Venter Centre	Retail	Gauteng	Cnr Northrand and Rietfontein Road Boksburg North	64 040 958	7 470	67.63
MR Price	Retail	Western Cape	Forsyth Road Somerset West	62 600 000	8 080	83.18
Eshowe mall	Retail	KwaZulu-Natal	111-123 Osborne (Cnr Kangela) Road, Eshowe	60 000 000	11 775	42.96
Tyger Manor	Retail	Western Cape	Cnr Durban Road Willie van Schoor and Bill Bezuidenhout Aves, Belville, Cape Town	55 791 619	3 747	111.73

Buildings	Type	Region	Location	Fair value 30 September 2015 (R)	GLA (m²)	Net Rental (R per m²)
Retail portfolio						
Centurion Highveld Park Investments	Retail	Gauteng	Cnr Bradford and Logan Streets, Highveld Centurion, Tshwane	49 290 000	4 777	81.63
East Lynn Shopping Centre	Retail	Gauteng	43 Baviaanspoort Road East Lynne, Pretoria	46 000 000	7 633	54.92
Eden Terrace Shopping Centre	Retail	Gauteng	Cnr Terrace and van Tonder Street	40 317 984	4 661	72.48
Waterford	Retail	Gauteng	Cnr Witkoppen and Douglas Roads, Witkoppen Johannesburg	38 673 065	6 597	50.73
9 & 11 Main Road Melville	Retail	Gauteng	9/11 Main Road, Melville Johannesburg	33 957 551	3 213	87.98
Corporate Park Corner Shopping Centre	Retail	Gauteng	Cnr Nyala Drive and Old Pretoria Main Road Randjespark, Midrand	32 020 475	5 200	48.79
Rietfontein Pavilion	Retail	Gauteng	734 Frates Road, Pretoria	30 392 316	3 781	66.25
Beacon Isle	Retail	Gauteng	Ondekkers Road, Florida Roodepoort	23 118 696	2 090	87.84
Valleyview Centre	Retail	Gauteng	Valleyview Centre Campbell Road, Witkoppen, Sandton	20 100 000	1 991	78.14
7 Main Rd Melville	Retail	Gauteng	7 Main Road, Melville Johannesburg	16 846 525	1 973	71.33
Cascades Shopping Centre	Retail	Gauteng	Cnr Cascades and Waterfall Street	16 433 842	3 441	43.30
Wilropark	Retail	Gauteng	Cnr Taaibos and Mimosa Street Wilropark	13 025 283	2 332	56.21
14 Main Rd Melville	Retail	Gauteng	14 Main Road, Melville Johannesburg	8 797 836	1 138	70.98
				5 276 572 168	294 152	

Buildings	Type	Region	Location	Fair value 30 September 2015 (R)	GLA (m²)	Net Rental (R per m²)
Office portfolio						
1 Charles Crescent	Office	Gauteng	1 Charles Crescent Eastgate, Ext 4	126 421 628	13 273	84.66
9 Charles Crescent	Office	Gauteng	Crescent, Eastgate, Ext 4, Sandton	37 230 595	4 298	82.49
99 – 101 Hertzog Boulevard	Office	Western Cape	99 – 101 Hertzog Boulevard, Cape Town	52 969 471	3 260	109.80
Absa Brakpan	Office	Gauteng	Cnr Minuach and Partridge Roads Edenvale	12 288 000	2 797	47.00
Exxact Mobile	Office	Gauteng	Cnr Fourways Boulevard and Cedar Avenue Fourways, Sandton	15 900 000	1 106	112.83
Flora Park	Office	Gauteng	Cnr Conrad Street and Ontdekkers Road, Florida Roodepoort	79 237 117	14 673	54.31

Buildings	Type	Region	Location	Fair value 30 September 2015 (R)	GLA (m²)	Net Rental (R per m²)
Office portfolio						
Glen Gables	Office	Gauteng	Cnr Lynnwood and General Louis Botha Street Lynnwood, Pretoria	65 700 000	6 646	83.82
Highway Gardens Office Park	Office	Gauteng	Cnr Minuach and Patridge Roads, Edenvale	31 477 764	5 787	51.21
Keerom Street Chambers	Office	Western Cape	56 Keerom Street Cape Town	76 400 000	4 507	142.86
Mustek (89 Hertzog Boulevard)	Office	Western Cape	89 Hertzog Boulevard Roggebaai, Cape Town	33 400 000	4 500	68.16
Oceana House (Zamari/ Erf 230)	Office	Western Cape	25 Jan Smuts Avenue Cape Town	131 100 000	7 227	118.94
Primovie Park	Office	Gauteng	185 Katherine Street Eastgate, Ext 4, Sandton	106 595 823	17 364	53.00
Thomas Patullo Building	Office	Western Cape	19 Jan Smuts Street Cape Town	78 983 605	4 965	112.68
Triangle House	Office	Western Cape	Cnr Urtel and Melck Crescents Somerset West, Cape Town	35 600 000	3 562	80.71
KPMG Portfolio	Office	Gauteng Limpopo Eastern Cape Mpumalanga	-	887 500 000	30 226	192.05
				1 770 894 000	118 657	
Industrial portfolio						
10 Charles Crescent	Industrial	Gauteng	10 Charles Crescent, Eastgate, Ext4, Sandton	16 818 773	3 445	56.80
Checkers Montague	Industrial	Western Cape	-	149 388 750	26 135	65.16
Edcon Warehouse	Industrial	Western Cape	Cnr Princessvlei and Tecoma Roads, Diep Rivier Cape Town	66 900 000	14 775	40.30
Meshcape Edenvale	Industrial	Gauteng	-	48 500 000	13 501	32.96
				281 607 523	57 856	
Specialised retail						
BMW Fourways (Cedar)	Specialised retail	Gauteng	Cnr Campbell Road and Willow Avenue, Witkoppen Ext 57 Sandton	181 140 000	13 098	63.71
Ford/Mazda (Buzz vacant land)	Specialised retail	Gauteng	Cnr Witkoppen and Nerine Roads, Witkoppen Ext 91, Sandton	54 800 000	2 557	174.05
Sasol Delta	Specialised retail	Gauteng	Cnr Fourways Boulevard and Roos Road, Witkoppen Ext 26, Sandton	60 350 466	1 875	196.31
				296 290 466	17 375	

Notes:

- Properties have been valued by the Independent Registered Valuer.
- The weighted average rental per m² is R96.86.

REPORTING ACCOUNTANT'S REPORT – FORECAST

The Shareholders
Accelerate Property Fund Limited
Cedar Square Shopping Centre
Management Office
1st Floor Cnr Willow Avenue and Cedar Road
Fourways
Johannesburg
2055

INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE FORECASTED INFORMATION OF ACCELERATE PROPERTY FUND LIMITED IN RELATION TO THE FORWARD AGREEMENT TO ACQUIRE FURTHER UNDIVIDED SHARES FROM FOURWAYS PRECINCT IN ORDER TO ENSURE EQUAL OWNERSHIP OF THE COMBINED LETTING ENTERPRISES.

We have examined the accompanying forecasted statement of comprehensive income of Accelerate Property Fund for the period 1 October 2017 to 31 September 2018 as set out in the circular to the shareholders of Accelerate Property Fund Limited.

Directors' responsibility for the forecasted information

The Directors of the Company are solely responsible for the forecast information, including the assumptions set out in Annexure 23.2, on which it is based, and for the financial information from which it has been prepared. This responsibility, arising from compliance with the Listing Requirements of the JSE Limited, includes:

- Determining whether the assumptions, barring unforeseen circumstances, provide a reasonable basis for the preparation of the forecasts;
- Whether the forecasts have been properly compiled on the basis for the preparation of the forecast; and
- Whether the forecast information is presented on a basis consistent with the accounting policies of the Company in question.

Reporting Accountants' responsibility

Our responsibility is to provide a limited assurance report on the forecast information prepared for the purpose of complying with the Listings Requirements of the JSE Limited and for inclusion in the circular to Accelerate Property Fund's shareholders. We conducted our limited assurance engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3400, applicable to the Examination of Prospective Financial Information. This standard requires us to obtain sufficient appropriate evidence as to whether or not:

- Management's best-estimate assumptions on which the forecasts are based are not unreasonable and are consistent with the purpose of the information;
- The forecast information is properly prepared on the basis of the assumptions;
- The forecast information is properly presented and all material assumptions are adequately disclosed; and
- The forecast information is prepared and presented on a basis consistent with the accounting policies of the Company in question for the period concerned.

In a limited assurance engagement, the evidence gathering procedures are more limited than for a reasonable assurance engagement and therefore less assurance is obtained than in a reasonable assurance engagement. We believe our evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

Summary of work performed

Sources of information used in arriving at our conclusion are as follows:

- Audited Annual Financial Statements for the year ended 31 March 2015;
- Unaudited Annual Report for the year ended 31 March 2015;
- Unaudited Fourways Letting Schedule with details of extension plans and expected net revenue;
- Discussion with management of the company regarding forecast presented;
- Lease testing performed during the audit for the year ended 31 March 2015 including respective lease agreements for properties tested;
- Discussion with management on the cost to income ratio used in the forecast; and
- Signed Sale of Letting Enterprises agreement.

We have performed the procedures as set out in the SAICA circular 09/2005, The Reporting Accountants Reporting Responsibilities in terms of section 13 of the Listings Requirements of the JSE Limited:

Revenue

The total revenue was calculated by applying a gross cost to income ratio of 27% to net the property income. Refer to property expenses for the procedures performed on the cost to income ratio.

Property Income

The net forward revenue of the completed development is estimated to be R525 million including R204 million for the Existing Letting Enterprises. This estimate is based on the approved letting plan for the development. We performed the following procedures to test the reasonability of the forecast and the assumptions used by management in determining net forward revenue:

- We used historical lease and net rental information for Fourways Mall. This information was audited as part of our year audit for 31 March 2015. We used the information to derive an expected net rental per square meter which we then escalated using a historical rate for two and a half years to bring the rental to the expected date of completion of the Development.
- The net rental per square meter was applied to the expected gross lettable area for the completed development (including the Existing Letting Enterprises) which was then compared to management's calculation and found to be reasonable.
- The net rental (incremental effect expected of the portion of the completed development to be acquired) was recalculated based on the formula set out in the Sale of Letting Enterprises Agreement and found to be reasonable.

Analytical procedures were performed to assess the reasonableness of management's assumptions over both the vacancy rates and the escalation rates applied.

Property expenses

Forecast property expenses were compared to audited prior period expenses for Accelerate Property Fund and were discussed with management. The forecasted cost to income ratio was also compared to management forecasts for the next three years to assess the reasonability thereof. The assumption relating to the administrative and other overheads is reasonable based on discussion with management and our assessment of the cost to income ratio of 27%.

Other Assumptions

The Acquisition is expected to be equity settled. Based on past experience with transactions with Fourways Precinct and discussions with management, the assumption is reasonable.

Accelerate Property Fund is a REIT. Based on past experience and discussion with management, Accelerate have declared all profits as dividends. Based on this the assumption is reasonable.

Application of accounting policies

We inspected whether the accounting policies as set out in the circular to be applied by the company in the future were applied consistently in arriving at forecast income and expenses.

Model review

We inspected the consistency and reviewed the mathematical accuracy of the forecast.

Conclusion

Based on our examination of the evidence obtained, nothing has come to our attention which causes us to believe that:

- The assumptions, barring unforeseen circumstances, do not provide a reasonable basis for the preparation of the forecast information;
- The forecast information has not been properly compiled on the basis stated;
- The forecast has not been properly presented and all material assumptions are not adequately disclosed; and
- The forecast information is not presented on a basis consistent with the accounting policies of the Company in question.

Actual results are likely to be different from the forecast since anticipated events frequently do not occur as expected and the variations may be material. Accordingly no assurance is expressed regarding the achievability of the forecast.

Ernst & Young Inc.

Director: **Rohan Baboolal**

Reporting Accountant Specialist

Registered Auditor

Chartered Accountant SA

10 December 2015

REPORTING ACCOUNTANT'S REPORT – PRO FORMA INFORMATION

The Shareholders
Accelerate Property Fund Limited
Cedar Square Shopping Centre
Management Office
1st Floor, Cnr Willow Avenue and Cedar Road
Fourways
Johannesburg
2055

INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE PRO FORMA STATEMENT OF FINANCIAL POSITION OF ACCELERATE PROPERTY FUND LIMITED IN RELATION TO THE FORWARD AGREEMENT TO ACQUIRE FURTHER UNDIVIDED SHARES FROM FOURWAYS PRECINCT IN ORDER TO ENSURE EQUAL OWNERSHIP OF THE COMBINED LETTING ENTERPRISES.

We have completed our assurance engagement to report on the compilation of the *pro forma* statement of financial position of Accelerate Property Fund by the Directors. The *pro forma* information consists of the *pro forma* statement of financial position and all related notes. The *pro forma* financial information has been compiled on the basis of the applicable criteria specified in the JSE Listing Requirements.

The *pro forma* financial information has been compiled by the Directors to illustrate the impact of the option to acquire further undivided shares from Fourways Precinct in order to ensure equal ownership of the Combined Letting Enterprises. As part of this process, information about the Company's financial position has been extracted by the Directors from the Company's interim financial statements for the period ended 30 September 2015, which are unaudited and not reviewed.

Directors' responsibility for the Pro Forma Financial Information

The Directors are responsible for compiling the *pro forma* financial Information on the basis of the applicable criteria specified in the Listings Requirements and described in the circular.

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 specified in the Listing Requirements. 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 comply with ethical requirements and 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 Listing Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical 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 historical financial information used in compiling the *pro forma* financial information.

As the purpose of *pro forma* financial information included in the circular is solely to illustrate the impact of a significant corporate action or event on unadjusted financial information of the entity as if the corporate action or event had occurred or had been undertaken at an earlier date selected for the purpose of the illustration, we do not provide any assurance that the actual outcome of the "event" at the Last Practicable Date would have been as presented.

A reasonable assurance engagement to report on whether the *pro forma* financial Information has been compiled, in all material respects, on the basis of the applicable criteria used in the compilation of the *pro forma* financial information provides a reasonable basis for presenting the significant effects directly attributable to the corporate action or event, and to obtain sufficient appropriate evidence about whether:

- the related *pro forma* adjustments give the appropriate effect to those criteria; and
- the *pro forma* financial information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgement, having regard to our understanding of the nature of the Company, the corporate action or event 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.

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 Listing Requirements and described in the circular.

Ernst & Young Inc.

Director: **Rohan Baboolal**

Reporting Accountant Specialist

Registered Auditor

Chartered Accountant SA

10 December 2015

DIRECTORS AND SENIOR MANAGEMENT OF ACCELERATE AND ITS MAJOR SUBSIDIARIES

Full name	Mr Tito T Mboweni
Age	56
Capacity	Independent non-executive Director
Qualifications	BA, MA
Nationality	South African
Business address	107 Seven Oaks, 21 Third Street, Killarney, 2193
Experience	<p>Mr Mboweni served as the Minister of Labour in the first post-apartheid government led by President Nelson Mandela from 1994 until 1998. At the time he was a member of the ANC's national executive committee (NEC) and convenor of the NEC's subcommittee on economic transformation (the economic transformation committee or ETC). The ETC was responsible for developing the ANC's economic policy positions. Mr Mboweni became a member of the ANC's NEC again in January 2013, and sits on several subcommittees including the ETC, social transformation, finance and fundraising, and the Free State Province subcommittees.</p> <p>Mr Mboweni was appointed as advisor to Mr Chris Stals, governor of the South African Reserve Bank, from 1998 to 1999. In August 1999, he was appointed as governor of the South African Reserve Bank and retired in November 2009.</p> <p>Mr Mboweni is an international advisor to Goldman Sachs International and was non-executive chairman of AngloGold Ashanti Limited from 1 June 2011 to 17 February 2014. He is the non-executive chairman of Nampak Ltd and SacOil Holdings Ltd and a non-executive director of Discovery Ltd. Mr Mboweni is a trustee of the Nelson Mandela Children's Hospital Trust and chairman of the trust's fundraising committee. He is also a trustee of the Thabo Mbeki Foundation and holds a number of honorary qualifications and academic positions.</p> <p>Mr Mboweni was appointed as non-executive chairman to the board on 1 June 2013</p>
Full name	Dr Gert C Cruywagen
Age	59
Capacity	Independent non-executive Director
Qualifications	MBsc, PMD, PhD, FIRM(SA)
Nationality	South African
Business address	Cedar Square Shopping Centre, 1st Floor, corner Willow Avenue and Cedar Road, Fourways
Experience	<p>Dr Cruywagen is a member of the King committee on corporate governance and the convenor of its risk work group. He is the director of risk for the Tsogo Sun Group and an independent non-executive director of Denel SOC Ltd. He is the chairman of Denel Aerostructures SOC Ltd and chairman of the City of Johannesburg's group risk governance committee.</p> <p>Dr Cruywagen holds fellowships, memberships and honorary memberships of a number of local and international risk management institutes and was voted South Africa's Risk Manager of the Year for 2002 and 2009.</p> <p>Dr Cruywagen was appointed to the board on 1 June 2013.</p>

Full name	Mr John RP Doidge
Age	66
Capacity	Independent non-executive director
Qualifications	BProc, attorney of the High Court of South Africa.
Nationality	South African
Business address	Cedar Square Shopping Centre, 1st Floor, corner Willow Avenue and Cedar Road, Fourways
Experience	<p>Mr Doidge is an admitted attorney who has specialised in the law and practice of trusts, and has 30 years' experience in this field. He is a former general manager of Syfrets Trust, where he spent 15 years. Mr Doidge was responsible for establishing Maitland Trust in South Africa in the late 1990s and he started what is now TMF Corporate Services (South Africa) (Pty) Ltd in 2003.</p> <p>Mr Doidge has been involved in securitisation in South Africa since 2001, and has extensive experience in a wide variety of structured finance matters. He is a former chairman of the Association of Trust Companies in South Africa and founding member of the South African Securitisation Forum.</p> <p>Over the last 12 years, Mr Doidge has served on a number of boards, many of which have listed notes or investment products. The listed notes pertain to securitisation and the listed investments to directorships of Satrix and DB X-Tracker Funds. He is the former chairman of Alexander Forbes Preference Share Investments Ltd, a company that was listed on the JSE.</p> <p>Mr Doidge was appointed to the board on 1 June 2013.</p>

Full name	Mr Timothy J Fearnhead
Age	66
Capacity	Independent non-executive director
Qualifications	CTA (Wits), CA(SA), Diploma in Advance Banking (UJ)
Nationality	South African
Business address	Cedar Square Shopping Centre, 1st Floor, corner Willow Avenue and Cedar Road, Fourways
Experience	<p>Mr Fearnhead is a chartered accountant and was a partner at Deloitte for 21 years. He joined Nedbank Ltd in 1997, where he held a number of senior financial management positions.</p> <p>Mr Fearnhead retired from Nedbank in 2006 and is currently an independent consultant and financial trainer. He holds a number of non-executive board and committee positions and in addition is a trustee on numerous trusts. He consults regularly with clients on investment and estate planning.</p> <p>Mr Fearnhead was appointed to the board on 1 June 2013</p>

Full name	Ms Kolosa Madikizela
Age	35
Capacity	Independent non-executive director
Qualifications	Master of Technology Degree in Construction Management
Nationality	South African
Business address	Cedar Square Shopping Centre, 1st Floor, corner Willow Avenue and Cedar Road, Fourways
Experience	<p>Ms Madikizela was the general manager for engineering, projects and proposals at Aveng Water, part of the Aveng Group. Ms Madikizela worked for blue-chip companies such as Shell South Africa and Life Healthcare Group in the facilities management, engineering and project management disciplines and was the chief executive officer of Nexus Facilities Management Company (Pty) Ltd, with Neotel as their major client. Ms Madikizela is currently the Cape regional manager for Pragma.</p> <p>Ms Madikizela was appointed to the board on 1 June 2013</p>

Full name	Prof Francois M Viruly
Age	54
Capacity	Independent non-executive director
Qualifications	MA in Development Economics, BA (Hons) in Economics, BA (Economics and Industrial Sociology)
Nationality	South African
Business address	Cedar Square Shopping Centre, 1st Floor, corner Willow Avenue and Cedar Road, Fourways
Experience	<p>Prof Viruly is a property economist with over 20 years' experience in the analysis of the South African property market. He lectures in urban economics, property development and portfolio management at the University of Cape Town's School of Construction Economics and Management.</p> <p>Prof Viruly held the position of chief economist at the Chamber of Mines and was head of research at JHI Professional Services and more recently Head of School of the School of Construction Economics and Management at Wits University. He is presently an associate professor at the University of Cape Town (UCT).</p> <p>He is a fellow of the Royal Institute of Chartered Surveyors (RICS) and chairs the University of Cape Town senate ethics in research committee. He also acts as an expert witness in property-related cases. Prof Viruly has undertaken extensive research into the South African property cycle, the drivers of the South African property market and the relationship between urban economics and property markets.</p> <p>Prof Viruly was appointed to the board on 1 April 2014.</p>

Full name	Mr Michael N Georgiou
Age	45
Capacity	Chief Executive Officer
Qualifications	-
Nationality	South African
Business address	Cedar Square Shopping Centre, 1st Floor, corner Willow Avenue and Cedar Road, Fourways
Experience	<p>Mr Michael Georgiou owns one of the largest private property portfolios in South Africa, managing, (together with a highly competent team), over 1 200 tenants and a total gross lettable area of approximately 440 520m². In a property career spanning over 20 years, Michael has successfully acquired and/or developed over a hundred properties including the following prominent properties:</p> <ul style="list-style-type: none"> • Fourways Mall Shopping Centre, Fourways; • Cedar Square, Fourways (Award Nominated); • Loch Logan Waterfront, Bloemfontein (Award Nominated); • Windmill Casino Hotel & Retail Complex; • Fort Drury Complex for the Department of Public Works; • Sediba Building for Department of Public Works; and • College Acre Development for Liberty Life Group and First National Bank. <p>Mr Georgiou has a wealth of property knowledge and is respected as a market leader by his peers within the property industry.</p>

Full name	Mr Andrew Costa
Age	44
Capacity	Chief Operating Officer
Qualifications	B.Com, LLB
Nationality	South African
Business address	Cedar Square Shopping Centre, 1st Floor, corner Willow Avenue and Cedar Road, Fourways
Experience	<p>Mr Andrew Costa obtained his Bachelor of Commerce Degree from the University of Port Elizabeth in 1992 and his LLB degree in 1994.</p> <p>Before his appointment to the Board, Mr Costa spent 9 years at the Corporate and Investment Banking division of Standard Bank Group Limited where he was a Director and Head of Debt Capital Markets. He was responsible for raising capital for corporates, municipalities, sovereigns, and supra sovereigns in the local and off-shore markets. Mr Costa has been involved in the issuing of vanilla bonds, high yield bonds, convertible bonds, bank and insurance capital, preference shares and hybrid capital transactions in excess of R100 billion.</p> <p>Prior to this, was a director in the corporate law department of attorneys Cliffe Dekker Inc. and specialised in mergers and acquisitions, corporate restructurings, and competition law.</p>

Full name	Mr Demetrios Kyriakides
Age	60
Capacity	Chief Financial Officer
Qualifications	CA(SA)
Nationality	South African
Business address	Cedar Square Shopping Centre, 1st Floor, corner Willow Avenue and Cedar Road, Fourways
Experience	<p>Mr Kyriakides qualified as a CA(SA) in 1981 after serving articles with Coopers & Lybrand, now known as PricewaterhouseCoopers.</p> <p>Mr Kyriakides then joined Pick n Pay Stores Ltd as chief regional accountant for the Pretoria hypermarkets. In 1986, he joined a firm of chartered accountants in Pretoria as an audit partner.</p> <p>In 1989, Mr Kyriakides moved to Johannesburg as an audit partner at Myers Tennier & Co, and in 1995, he purchased an interest in a manufacturing concern, which he managed, and eventually disposed of in 2006.</p> <p>In 2009, Mr Kyriakides joined the Georgiou Family to assist with the management and administration of their Johannesburg-based properties. During this time, he gained valuable experience and expertise in all facets of the commercial property industry, from property administration to maintenance, leasing, selling and buying of properties, and property development.</p> <p>Mr Kyriakides was appointed to the board on 1 January 2013.</p>

Full name	Mr John RJ Paterson
Age	41
Capacity	Executive Director
Qualifications	BA, LLB, LLM(Tax)
Nationality	South African
Business address	Cedar Square Shopping Centre, 1st Floor, corner Willow Avenue and Cedar Road, Fourways
Experience	<p>Mr Paterson is an admitted attorney having served his articles at Webber Wentzel Bowens. Prior to joining the banking sector, he was an associate director at Fitch Ratings and was responsible for rating over R25 billion of debt funding in the South African capital markets.</p> <p>Mr Paterson joined Investec Ltd (Investec) in 2005, where he was the head of debt capital markets and was a member of Investec's strategic asset liability committee. Mr Paterson was responsible for raising in excess of R10 billion of debt against Investec's various property portfolios and he oversaw a capital markets debt portfolio of approximately R20 billion. He was part of the team that was responsible for a number of securitisation, commercial paper and bond transactions for corporates, including listed property counters.</p> <p>Mr Paterson left Investec to establish an independent debt advisory business focusing on, among others, funding structures for the commercial property sector. He brings a wealth of legal, banking, rating advisory and capital markets experience to Accelerate.</p> <p>Mr Paterson was appointed to the board on 1 January 2013.</p>

Asset Management Services

The Asset Management Forum will render strategic management services to Accelerate including, *inter alia*, the following services:

- ensure that the Company's investment activities comply with the investment guidelines and with legislation;
- monitor the implementation of the Company's investment guidelines and procedures;
- consider all investment and divestment proposals, provided that where Investment Committee and/or Board approval is so required, will make recommendations to the Investment Committee (who in turn will make recommendations to the Board, where appropriate) in relation to each such proposal, to approve or reject the proposal; and
- generally render strategic services to Accelerate.

Property management function

The management of Fourways Letting Enterprises and the Existing Letting Enterprises is undertaken by Fourways Precinct in accordance with the terms of the Fourways Property Management Agreement. The management of all other letting enterprises owned by Accelerate is undertaken by Accelerate Property Manco in terms of the Accelerate Property Management Agreement.

Property management services

The property management services rendered by the Property Managers under the Fourways Property Management Agreement and the Accelerate Property Management Agreement are similar and include, but not limited to:

- marketing of vacant space in the Letting Enterprises to the general tenancy market and endeavouring to fill any vacancies in the Letting Enterprises with acceptable tenants;
- negotiating new leases with prospective tenants;
- preparation and signature of written lease agreements with tenants;
- investigating the creditworthiness of the prospective tenants, their trade history and obtaining such other information as may be relevant to the suitability of the prospective tenant;
- renewal of lease agreements in accordance with their terms;
- collecting of rentals under the lease agreements on behalf of Accelerate;
- collection of rental deposits, rental security and other contributions pursuant to any lease agreements;
- refund of rental deposits to tenants as and when they fall due;

- review of turnover statements in respect of tenants, where applicable;
- marketing for retail centres to achieve the optimum tenant composition and turnover by the centres;
- management of all amounts received from tenants in respect of the lease agreements and all activities related and incidental thereto;
- liaising with tenants and the attendance to tenants' requirements;
- taking all necessary action to enforce prompt and proper performance and discharge by tenants and other relevant parties of their respective obligations under the lease agreements and the exercise of all rights under the lease agreements and any related security provided in respect thereof in the event of default under the relevant lease agreement;
- appointment and management of maintenance contractors where required;
- timeous payment of all expenses, including municipal consumption and service fees, property taxes and other municipal taxes, duties and levies, in respect of the Property Portfolio and the rendering of the services;
- arranging security in and about the properties where required;
- liaising with local and other authorities in respect of the Property Portfolio;
- arranging and supervising the cleaning of properties and the surrounding areas where required;
- ensuring that Accelerate complies with all laws and regulations pertaining to the properties in the Property Portfolio and the use of the properties;
- implementation of all necessary management and control systems;
- liaising with attorneys and supervision of legal actions with regard to the recovery of amounts payable under the Lease Agreements and any other matters relating to the Property Portfolio and the management thereof;
- arranging maintenance and preventative maintenance (including but not limited to fire control measures) in respect of the properties where required;
- collection and payment of VAT amounts; and
- compliance with all of Accelerate's requirements in respect of the management, control, administration and letting of the properties and the performance of such further functions as are usually performed by managing agents.

Details of the directors of the Property Managers

- the sole director of Fourways Precinct is Mr Michael Georgiou; and
- the directors of Accelerate Property Manco are Mr Michael Georgiou, Mr Ashley du Toit, Mr Andrew Costa, Mr Chris Savva and Mr Rob Valance.

Registered addresses of the Property Managers

- the registered address of Fourways Precinct is 96 Raymond Mhlaba Street, Navalsig, Bloemfontein; and
- the registered address of Accelerate Property Manco is Cedar Square Shopping Centre, 1st Floor, corner Willow and Cedar Road, Fourways.

Shareholders of the Property Managers

- Fourways Precinct is 100% owned by the Michael Family Trust; and
- Accelerate Property Manco is held 100% by a nominee on behalf of Mr Michael Georgiou.



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
(“Accelerate” or “the Company”)

NOTICE OF GENERAL MEETING

The definitions and interpretations commencing on page 4 of the Circular to which this notice of General Meeting is attached also apply to this Notice of General Meeting.

Notice is hereby given that a General Meeting of Shareholders of Accelerate will be held at 10:00 on Thursday, 28 January 2016 at Cedar Square Shopping Centre, Management Office, 1st Floor, Corner Willow Avenue and Cedar Road, Fourways Johannesburg, South Africa to consider and, if deemed fit, pass (with or without modification) the special and ordinary resolutions set out below. The record date for determining which Accelerate Shareholders are entitled to: (i) receive the Circular incorporating the notice of the General Meeting is Friday, 11 December 2015, (ii) attend and vote at the General Meeting is Friday, 22 January 2016. Accordingly, the last day to trade in order to be entitled to attend and vote at the General Meeting is Friday, 15 January 2016. Forms of proxy for the General Meeting must be lodged with the Transfer Secretaries by no later than 10:00 on Wednesday, 27 January 2016.

ORDINARY RESOLUTION NUMBER 1 – approval of the Transaction

“Resolved that, as required in terms of the Listings Requirements, the early-exercise of the Option and the Acquisition pursuant thereto, the salient terms of which are summarised in the Circular to which the Notice of General Meeting proposing this Resolution is attached, be and is hereby approved.”

Percentage of voting rights required for the adoption of ordinary resolution number 1:

A majority of Shareholders, excluding related parties and their associates, (that is, more than 50%) of the total voting rights exercisable on ordinary resolution number 1 is required to be cast in favour of the adoption of ordinary resolution number 1.

ORDINARY RESOLUTION NUMBER 2 – authority for two Directors to implement the resolutions

“Resolved that any two directors of the Company, acting in their capacity as such, be and are hereby authorised and empowered to sign all documentation required and do and procure the doing of everything that may be necessary for the implementation of Ordinary Resolution Number 1 and Special Resolution Number 1 and 2.”

Percentage of voting rights required for the adoption of ordinary resolution number 2:

A majority of Shareholders, excluding related parties and their associates, (that is, more than 50%) of the total voting rights exercisable on ordinary resolution number 2 is required to be cast in favour of the adoption of ordinary resolution number 2.

SPECIAL RESOLUTION NUMBER 1 – authority for the Company to effect a special issue of Shares for cash at practical completion

“Resolved that in terms of paragraph 5.51 of the Listings Requirements (specific issues for cash) and subject to compliance with the Company’s Memorandum of Incorporation, the Companies Act and any other applicable provision of the Listings Requirements, the Company be and is hereby authorised to issue sufficient shares in the authorised but unissued share capital of the Company for an amount equal to or less than the purchase price payable by the Company to Azrapart under the Option Exercise Agreement, (which purchase price shall not be less than R700 000 000) as the Board at that time may resolve, where the price at which the Shares are to be issued is calculated with reference to the 30-day VWAP calculated with reference to the 30 trading days immediately preceding the date of issue of the Shares concerned at a maximum discount of 5%.”

A special majority of Shareholders, excluding related parties and their associates, (that is, more than 75%) of the total voting rights exercisable on special resolution number 1 is required to be cast in favour of the adoption of special resolution number 1.

SPECIAL RESOLUTION NUMBER 2 – authority for the Company to effect the Specific Repurchase

“Resolved that, by way of a specific approval, in terms of section 48 of the Companies Act, and subject to compliance with the Company’s Memorandum of Incorporation, the Companies Act, the Listings Requirements and the Company satisfying the solvency and liquidity test at the time of the repurchase, the Company be and is hereby authorised, if the actual purchase consideration payable by the Company to Azrapart for the additional undivided share in the Combined Letting Enterprises acquired pursuant to the exercise of the Option is less than R700 000 000, to repurchase from Fourways Precinct for a nominal consideration of R1 that number of Shares held by Fourways Precinct equal to the difference between the actual consideration payable by the Company to Azrapart and R700 000 000 or such lower amount as the Board at that time may resolve, where the value of the Shares being repurchased will be calculated with reference to the 30-day VWAP calculated with reference to the 30 trading days immediately preceding the date of repayment by Fourways Precinct referred to in the Option Exercise Agreement.”

A special majority of Shareholders, excluding related parties and their associates, (that is, more than 75%) of the total voting rights exercisable on special resolution number 2 is required to be cast in favour of the adoption of special resolution number 2.

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

Accelerate Shareholders holding certificated Shares and Accelerate Shareholders holding Accelerate Shares in dematerialised form in “own name”:

- may attend and vote at the General Meeting; alternatively
- may appoint an individual as a proxy (who need not also be a Shareholder of Accelerate) to attend, participate in and speak and vote in your place at the General Meeting by completing the attached form of proxy (*blue*) and returning it to the Transfer Secretaries, to be received by no later than 10:00 on Wednesday, 27 January 2016. Alternatively, the form of proxy (*blue*) may be handed to the chairman of the General Meeting at the General Meeting at any time prior to the commencement of the General Meeting. Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy. Please also note that the attached form of proxy must be delivered to the registered office of Accelerate or to the Transfer Secretaries or handed to the chairman of the General Meeting, before your proxy may exercise any of your rights as an Accelerate Shareholder at the General Meeting.

Please note that any Shareholder of Accelerate that is a company may authorise any person to act as its representative at the General Meeting. Please also note that section 63(1) of the Companies Act requires that persons wishing to participate in the General Meeting (including the aforementioned representative) must provide satisfactory identification (such as valid drivers’ licenses, passports and identity documents) before they may so participate.

Notice to owners of Dematerialised Shares:

Please note that if you are the owner of Dematerialised Shares held through a CSDP or Broker(or their nominee) and are not registered as an “own name” Dematerialised Shareholder, then you are not a registered Accelerate Shareholder, but your CSDP or Broker (or their nominee) would be.

Accordingly, in these circumstances, subject to the mandate between you and your CSDP or Broker as the case may be:

- if you wish to attend the General Meeting you must contact your CSDP or Broker, and obtain the relevant letter of representation from it; alternatively
- if you are unable to attend the General Meeting but wish to be represented at the General Meeting, you must contact your CSDP or Broker, and furnish them with your voting instructions in respect of the General Meeting and/or request it to appoint a proxy. You must not complete the attached form of proxy (*blue*). The instructions must be provided in accordance with the mandate between yourself and your CSDP or Broker, within the time period required by your CSDP or Broker.

CSDP’s, Brokers or their nominees, as the case may be, recorded in the Accelerate’s sub-register as holders of dematerialised Shares should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised Shares, vote by either appointing a duly authorised representative to attend and vote at the General Meeting or by completing the attached form of proxy (*blue*) in accordance with the instructions thereon and returning it to the registered office of Accelerate or to the transfer secretaries, to be received by no later than 10:00 on Wednesday, 27 January 2016. Alternatively, the form of proxy may be handed to the chairman of the General Meeting at the General Meeting at any time prior to the commencement of the General Meeting.

Voting at the General Meeting:

In order to more effectively record the votes and give effect to the intentions of Shareholders, voting on all resolutions will be conducted by way of a poll.

Related parties

Michael Georgiou and his associates.

Electronic participation in the General Meeting:

Accelerate intends to make provision for Accelerate Shareholders, or their proxies, to participate in the General Meeting by way of electronic communication. In this regard, Accelerate intends making a dial-in facility available that will be linked to the venue at which the General Meeting will take place, on the date of, and from the time of commencement of, the General Meeting. The dial-in facility will enable all persons to participate electronically in the General Meeting in this manner and to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the General Meeting.

Shareholders wishing to participate electronically in the General Meeting are required to deliver written notice to Accelerate at its registered office, Cedar Square Shopping Centre, Management Office, 1st Floor, Corner Willow Avenue and Cedar Road, Fourways Johannesburg, South Africa (Postnet suite, 703 Private Bag X033, Rivonia, 2028) (marked for the attention of Joanne Matisonn, Company Secretary) by no later than 10:00 on Monday, 25 January 2016 that they wish to participate via electronic communication at the General Meeting (the "Electronic Notice").

In order for the Electronic Notice to be valid it must contain: (a) if the Shareholder is an individual, a certified copy of his/her identity document and/or passport; (b) if the Shareholder is not an individual, a certified copy of a resolution or letter of representation by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution. The authority resolution must set out who from the relevant entity is authorised to represent the entity at the General Meeting via electronic communication; and (c) a valid e-mail address and/or facsimile number (the "Contact Address/Number").

By no later than 24 (twenty-four) hours before the General Meeting Accelerate shall use its reasonable endeavours to notify a Shareholder at its Contact Address/Number who has delivered a valid Electronic Notice of the relevant details through which the Shareholder can participate via electronic communication.

Should you wish to participate in the General Meeting by way of electronic communication as aforesaid, you will be required to dial-in on the date of the General Meeting. The dial-in facility will be linked to the venue at which the General Meeting will take place on the date of, and from the time of commencement of, the General Meeting. The dial-in facility will enable all persons to participate electronically in the General Meeting in this manner and to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the General Meeting.

Shareholders participating in this manner will still have to appoint a proxy to vote on their behalf in person at the General Meeting.

By order of the Board

Joanne Matisonn

Company secretary

10 December 2015

Registered office:

Management Office, 1st Floor, Cnr Willow Avenue and Cedar Road
Cedar Square Shopping Centre
Fourways
Johannesburg, 2055
(Postnet Suite, 703 Private Bag X033, Rivonia, 2128)

Transfer Secretaries

Postal address:
Computershare Investor Services Proprietary Limited
PO Box 61051, Marshalltown 2107
Gauteng, South Africa

Delivery address

Computershare Investor Services Proprietary Limited
Ground Floor, 70 Marshall Street
Johannesburg, 2001
Gauteng, South Africa



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
("Accelerate" or "the Company")

FORM OF PROXY – GENERAL MEETING

For use by Certificated Shareholders or Dematerialised Shareholders with Own-name Registration at the General Meeting to be held at 10:00 on Thursday, 28 January 2016 at Cedar Square Shopping Centre, Management Office, 1st Floor, Corner Willow Avenue and Cedar Road, Fourways Johannesburg, South Africa.

The definitions and interpretations commencing on page 4 of the Circular to which this form of proxy is attached also apply to this form of proxy.

If Shareholders have dematerialised their Shares with a CSDP or Broker, other than with Own-name Registration, they must arrange with the CSDP or Broker to provide them with the necessary letter of representation to attend the General Meeting or the Shareholder must instruct them as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the Shareholder and the CSDP or Broker, in the manner and cut-off time stipulated therein.

Please read the notes on the reverse hereof carefully, which, amongst other things, set out the rights of Shareholders in terms of section 58 of the Companies Act with regard to the appointment of proxies.

For the General Meeting

I/We (name/s in block letters)

of (address in block letters)

Telephone number

Mobile phone number

Email address

being a Shareholder of Accelerate and holding Shares in Accelerate, and entitled to vote, do hereby appoint (refer to note 1 at the end of this proxy form): _____ or, failing him/her, the chairman of the General Meeting as my/our proxy(ies) to vote on a poll on my/our behalf at the General Meeting to be held at 10:00 on Thursday, 28 January 2016 at Cedar Square Shopping Centre, Management Office, 1st Floor, Corner Willow Avenue and Cedar Road, Fourways Johannesburg, South Africa, and at any postponement or adjournment thereof.

Please indicate with an "X" in the spaces below how you wish your proxy to vote in respect of the resolution to be proposed, as contained in the notice of the abovementioned General Meeting.

*I/We desire my/our proxy to vote on the resolution to be proposed, as follows:

	For	Against	Abstain
ORDINARY RESOLUTION 1 – Approval of the Transaction			
ORDINARY RESOLUTION 2 – Authority for two Directors to implement the resolutions			
SPECIAL RESOLUTION 1 – Authority for the Company to effect a special issue of Shares for cash at practical completion			
SPECIAL RESOLUTION NUMBER 2 – authority for the Company to effect the Specific Repurchase			

Signed by me/us this _____ day of _____ 2016

Signature _____

Assisted by me (where applicable) (see note 12 on reverse of this proxy form) _____

Full name/s of signatory if signing in a representative capacity (see note 11 on reverse of this proxy form) _____

* If this form of proxy is returned without any indication of how the proxy should vote, the proxy will exercise his/her discretion both as to how he/she votes and as to whether or not he/she abstains from voting.

Notes:

1. A Shareholder entitled to attend and vote at the abovementioned meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote in his/her stead or abstain from voting. The proxy need not be a member of Accelerate.
2. 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.
3. 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. Accordingly, the appointment of a proxy in terms hereof may be 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.
4. A proxy is entitled to exercise, or abstain from exercising, any voting right of the Shareholder without direction, except to the extent that the voting instructions are set out in the relevant section of the proxy form.
5. The appointment of a proxy shall remain valid until the end of the meeting contemplated in this appointment (including in respect of any adjournment or postponement of the General Meeting), unless revoked in the manner contemplated in note 6 below.
6. 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 Accelerate. 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 (i) the date stated in the revocation instrument, if any, or (ii) the date on which the revocation instrument was delivered to Accelerate.
7. Please insert the number of Accelerate Shares, as the case may be, in the relevant spaces according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of Accelerate Shares, as the case may be, exercisable by you, insert the number of Accelerate Shares, as the case may be, held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise and compel the chairman, if the chairman is an authorised proxy, to vote in favour of the resolution, or to authorise any other proxy to vote for or against the resolution or abstain from voting as he/she deems fit, in respect of all the Shareholder's votes exercisable thereat. A Shareholder or its/his/her proxy is not obliged to use all the votes exercisable by the Shareholder or its/his/her proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the Shareholder or its/his/her proxy.
8. To be valid, this form of proxy must be completed and returned to Accelerate's Transfer Secretaries, Computershare Investor Services Proprietary Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to be received by not later than 10:00 on Wednesday, 27 January 2016
9. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).
10. In the case of a joint holding, the first-named only is required to sign.
11. The authority of a person signing a proxy in a representative capacity must be attached to the form of proxy unless that authority has already been recorded by Accelerate.
12. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian as applicable, unless the relevant documents establishing capacity are produced or have been registered with the Transfer Secretaries.
13. If the instrument appointing a proxy or proxies has been delivered to Accelerate, as long as that appointment remains in effect, any notice that is required by the Companies Act or Accelerate's MOI to be delivered by Accelerate to the Shareholder must be delivered by Accelerate to (i) the Shareholder or (ii) the proxy or proxies, if the Shareholder has directed Accelerate in writing to do so and paid any reasonable fee charged by Accelerate for doing so.

