

SANLAM AFRICA CORE REAL ESTATE INVESTMENTS LIMITED



Listing Particulars

LISTING PARTICULARS OF SANLAM AFRICA CORE REAL ESTATE INVESTMENTS LIMITED in relation to the issue and listing of:

24,285,715 new Class A Shares, by way of a rights issue in the proportion of 1.459793 new Class A Share for every Class A Share held on 27 May 2024 at an issue price of USD0.70 per share for an amount of up to approximately USD17.0million.

07 May 2024

These Listing Particulars bear filing number LEC/RI/01/2024

IF YOU ARE A SHAREHOLDER OF SANLAM AFRICA CORE REAL ESTATE INVESTMENTS LIMITED THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This document is issued by Sanlam Africa Core Real Estate Investments Limited (“SACREIL”, or the “Company”), a public company incorporated and domiciled in Mauritius on 06 April 2012, with company number C109045, and its registered address at Level 3, Alexander House, 35 Cybercity, Ebène 72201, Mauritius. SACREIL holds a Global Business License and an authorisation to operate as a closed-end fund (single fund) issued by the Financial Services Commission (the “FSC”). The Company is also regulated by the Securities Act 2005 and the Companies Act 2001 and is registered as a Reporting Issuer with the FSC.

This document serves as Listing Particulars (“LP”), as defined in the Listing Rules of the Stock Exchange of Mauritius (the “SEM”) and includes information given in compliance with the Listing Rules for the purpose of providing information to shareholders of the Company and to the public in general in relation to the issue and listing of 24,285,715 new Class A shares (“New Shares”) on the Official Market of the SEM.

A copy of this LP has been filed with the FSC for notification purposes. This LP is not an invitation to the public to subscribe for shares of the Company and is not intended to provide a basis for any credit or other evaluation.

On 01 April 2024, pursuant to section 23(1) of the Financial Services Act 2007, the FSC approved the issue of 24,285,715 New Shares, which hold voting rights, by way of a rights issue to the existing Class A shareholders of SACREIL.

The New Shares have been granted approval with regard to their admission to listing on the Official Market of the SEM. This document has been approved by the Listing Executive Committee (the “LEC”) of the SEM in conformity with the Listing Rules on 06 May 2024 and bears registration number LEC/RI/01/2024.

For a full appreciation of this document, it should be read in its entirety. If you are in any doubt about the action you should take, you should consult your financial advisor, your legal advisor, your investment dealer or any other independent advisor immediately.

Neither the FSC, nor the LEC, nor the SEM assumes any responsibility for the contents of this document. The FSC, the LEC and the SEM make no representation as to the accuracy or completeness of any of the statements made or opinions expressed in this document and expressly disclaim any liability whatsoever for any loss arising from or in reliance upon the whole or any part thereof.

The FSC, LEC and the SEM do not vouch for the financial soundness of the Company or for the correctness of any statements made or opinions expressed with regards to it.

Transaction Advisors

PricewaterhouseCoopers Limited

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1. DECLARATION BY AND STATEMENT OF DIRECTORS

1.1. Declaration by Directors

This LP includes particulars with regard to SACREIL to be given in compliance with the Companies Act 2001 and the Listing Rules governing the listing of securities on the Official Market of the SEM.

The directors of SACREIL (the “Directors”), whose names appear in Section 12, collectively and individually accept full responsibility for the accuracy and completeness of the information contained in this LP and confirm, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no facts, the omission of which, would make any statement herein misleading.

The Directors confirm that the historical financial information included in this document has been extracted from audited and unqualified annual reports for SACREIL for the financial years ended 31 December 2021, 31 December 2022 and 31 December 2023, which have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”) and in compliance with the Companies Act 2001 and the Financial Reporting Act 2004. The Directors accept responsibility for the financial information.

Furthermore, the Directors declare that, to the best of their knowledge and belief and after having made reasonable inquiries, in relation to the period from 31 December 2023 (the date to which the last audited financial statements have been prepared) to the date of this document:

- There has not been any material adverse change in the financial or trading position of SACREIL and its subsidiaries;
- The business of SACREIL and its subsidiaries has been satisfactorily maintained;
- There have been no circumstances adversely affecting the value of the assets of SACREIL and its subsidiaries; and
- Based on currently available information, the working capital available to SACREIL and its subsidiaries is not expected to be sufficient for the operations over the next twelve months from the date of the issue of this document. Any funding gap will be filled by funds raised through the Rights Issue.

On 06 March 2024, the Board approved the Rights Issue.

Sanlam Life Insurance Limited (“Sanlam”) has provided a commitment letter to the Company whereby it has committed to the Company that (i) it and its affiliates, which collectively hold 37.3% of the Class A shares of SACREIL, will follow their rights in the Rights Issue and subscribe for new shares in terms of the Rights Issue to the full extent of their entitlement and (ii) it will use its reasonable endeavours to procure that the Rights Issue is successful and fully subscribed.

Post completion of the Rights Issue, should the voting rights of Sanlam and its affiliates exceed 50%, Sanlam and/or its above affiliates will make an offer to acquire the Class A shares held by the remaining Class A shareholders in compliance with the governing laws of Mauritius.

Approved by the Board of SACREIL and signed on its behalf by:



Anil Currimjee
Chairman



Tchang Fa Wong Sun Thiong
Director

2. KEY TERMS AND DEFINITIONS

Additional Dividend	The Class B Shares confer the right to receive an Additional Dividend should certain hurdle target returns for the Company be exceeded
Advisory Agreement	The investment advisory agreement entered into between the Company and the Advisor in terms of which the Advisor agrees or has agreed to render Advisory Services to the Company and shall receive, as compensation for such services
Advisory Services	The services to be provided by the Advisor and any Replacement Advisor to the Company including to research, source, negotiate, structure, monitor, advise on the financing of Investments or potential Investments, and to pursue a broad range of strategies on behalf of the Company, and any ancillary investment advisory, administrative and clerical services to be rendered by the Advisor in terms of the Advisory Agreement
AML	Accra Mall Ltd
AMML	Accra Mall (Mauritius) Limited
APPL	Amani Place Properties Limited
ARMC	Audit and Risk Management Committee
Authorised Expense	An expense of the Company properly incurred by or on behalf of the Company in terms of article 23 of the Constitution
Available Cash	In relation to an Income Distribution Calculation Date, an amount equal to the Net Income Proceeds attributable to the Income Distribution Period ending on such Income Distribution Calculation Date
Board	The Board of Directors of SACREIL
Business Day	A day (other than a Saturday or Sunday or public holiday) on which commercial banks settle USD payments in Mauritius
CDS	The Central Depository & Settlement Co. Ltd
CEO	Chief Executive Officer
CIPC	The Companies and Intellectual Property Commission in South Africa
Class A Shares	Redeemable participating shares, listed on the SEM and held by various investors
Class B Shares	Redeemable participating shares and held by the Advisor or by the Company. In addition to the pro-rata Class A dividend, the Class B Shares confer the right to receive an Additional Dividend should certain hurdle target returns for the Company be exceeded
Class C Shares	Class C Shares are categorised as an equity instrument because of the contractual obligation contained in the Advisory Agreement between the Company and the Advisor, the holder of the Class C Shares
Commencement Date	The Date upon which the Advisor subscribed for the Class B Shares
Companies Act	The Companies Act 2001 of Mauritius, as amended from time to time
Company, or SACREIL	Sanlam Africa Core Real Estate Investments Limited
Constitution	The constitution of the Company dated 13 March 2014
CPL	Capital Properties Ltd
Directors	The directors of SACREIL
Distributable Amount	A minimum amount of 90% of the Available Cash attributable to the relevant Income Distribution Calculation Date
Entity	Any juristic person, association, business, close corporation, company, concern, enterprise, firm, partnership, limited partnership, joint venture, trust, undertaking, voluntary association, body corporate or any similar entity
EPS	Earnings per share
Excess New Shares	New Shares not subscribed as part of the Rights Issue
Exchange Control Regulations	The Exchange Control Regulations, 1961 made in terms of the Currency and Exchanges Act No. 9 of 1933, as amended and all directives and rulings issued thereunder or other applicable law for them to do so

2. KEY TERMS AND DEFINITIONS continued

FAIS Act	The South African Financial Advisory and Intermediary Services Act, No. 37 of 2002, as amended
First Income Distribution Calculation Date	The last day of the financial year of the Company in which the Commencement Date occurs
FSC	The Financial Services Commission of Mauritius
GAV	Gross Asset Value
Group	Sanlam Africa Core Real Estate Investments Limited and its subsidiaries, as defined by the IFRS Accounting Standards
IFRS Accounting Standards	IFRS Accounting Standards as issued by the International Accounting Standards Board
Income Costs	All Authorised Expenses properly incurred by the Company
Income Declaration Date	The date on which the Board declares and aggregate dividend equal to the Distributable Amount in respect of the Class A Shares and Class B Shares, which must be no later than 90 days after the relevant Income Distribution Calculation Date
Income Distribution Calculation Date	The First Income Distribution Calculation Date and each 30 June and 31 December occurring after such First Income Distribution Calculation Date
Income Distribution Period	The period between one Income Distribution Calculation Date and the immediately succeeding Income Distribution Calculation Date, provided that the first income distribution period will commence on the Commencement Date and end on the First Income Distribution Calculation Date
Income Proceeds	Any return on an investment, whether in the form of a distribution of profits, dividends, interests or otherwise, earned by the Company or its Portfolio Companies, excluding Realisation Proceeds and investment returns attributable to the revaluation of investments
Investment	Any asset or right of any description, the acquisition of which is authorized by the Constitution and the Investment Charter and which is for the time being owned by the Company, directly or indirectly, including but not limited to shares, options, debentures, convertible loan stock options, warrants, or other securities issued by, or loans (whether secured or unsecured) made to any Portfolio Company. Where any such Investment consists of the right to receive payment of a loan or deposit, references to purchasing or acquiring such Investment shall be taken to include the making of the loan or deposit or the taking of an assignment or otherwise acquiring the right to receive payment thereof
Investment Charter	The investment charter approved by the Company setting out the Company's general parameters according to which the Company shall make Investments
KPMG or the auditors	KPMG Mauritius
LEC	The Listing Executive Committee of the SEM
Listing Particulars or LP	This document prepared pursuant to the Listing Rules of the SEM for the purpose of listing the New Shares issued under the Rights Issue
Listing Rules	The rules constituted by the SEM governing the listing of securities on the Official Market
LPL	Lousol Properties Limited
LPM	Lousol Properties Mauritius
LTV	Loan-To-Value
m	million
Mauritius	The Republic of Mauritius
NAV	Net asset value
Net Income Proceeds	Income Proceeds attributable to the applicable Income Distribution Period minus the Income Costs attributable to such Income Distribution Period
New Shares	New Class A Shares to be issued under the Rights Issue, with no par value and ranking <i>pari passu</i> with the existing Class A Shares
Portfolio Company	An investment vehicle such as a fund, an investment company or other Entity in or through which an Investment is made

Qualifying South African Investor	In relation to persons located in South Africa: (i) institutional investors falling within the exemptions set out in section 96(1)(a) of the South African Companies Act; or (ii) persons who subscribe, as principal, for shares at a minimum aggregate subscription price of ZAR1,000,000, as envisaged in section 96(1)(b) of the South African Companies Act
Record Date	27 May 2024 at 16:00
Replacement Advisor	An Entity appointed in place of Sanlam Africa Fund Advisor Proprietary Limited or any successor to render the Advisory Services
Restricted Territory	means any other jurisdiction where the direct or indirect distribution of these LP or any accompanying document or material would be unlawful, or would be unlawful without formalities being complied with, including without limitation, the United States, Australia, Canada, Japan, the United Kingdom and the European Economic Area
RICS	The Royal Institution of Chartered Surveyors
Rights	The Right of Class A shareholders pertaining to the Rights Issue
Rights Issue	The proposed issue of 24,285,715 New Shares of SACREIL in the proportion of 1.459793 New Share for every Class A Share held on 27 May 2024, at an issue price of USD0.70 each for an amount up to approximately USD17.0million
Sanlam	Sanlam Life Insurance Limited, a company registered in accordance with the laws of South Africa under registration number: 1998/021121/06 and listed on the Johannesburg Stock Exchange Limited, the ultimate holding company of SACREIL
SAREA or the Advisor	Sanlam Africa Real Estate Advisor Proprietary Limited
SEM	The Stock Exchange of Mauritius Ltd
SEMDEX	Benchmark index of prices of all listed stocks on the Official Market where each stock is weighted according to its share in the total market capitalisation
Share Registry	Intercontinental Secretarial Services Limited
Solvency Test	As defined in Section 6 of the Companies Act
South Africa	The Republic of South Africa
South African Companies Act	The South African Companies Act, No. 71 of 2008, as amended
USD	United States Dollar
VWAP	Volume Weighted Average Price of the Class A Shares listed on the Official List of the SEM for a 3-month period ending 06 March 2024

3. SALIENT FEATURES OF THE RIGHTS ISSUE

	Rights issue of 24,285,715 New Shares at an issue price of USD0.70 each.
Terms of the Rights Issue	<p>Class A shareholders of SACREIL will be entitled to subscribe for 1.459793 New Share for every Class A Share registered in his/her/its name on the Record Date.</p> <p>SACREIL will not issue fractional shares. The number of New Shares will be rounded to the nearest integer when fractions occur.</p> <p>The New Shares will rank <i>pari passu</i> in all respect with the Class A Shares presently in issue.</p>
Amount to be raised under Rights Issue	Approximately USD17.0m
Rights Issue price	The Rights Issue price of USD0.70 is based on a revalued NAV approach and represents a 58.4% discount to the NAV per Class A Share as at 31 December 2023 and a 43.6% discount on the VWAP as at 06 March 2024.
Purpose of the Rights Issue	To repay part of the debt of the subsidiaries of SACREIL, to remedy the breach of bank covenants of the subsidiaries of SACREIL and to cater for their working capital and capex requirements, as elaborated in section 5.1 of this document.
Underwriter	The Rights Issue will not be underwritten.
Other conditions	The Rights Issue is conditional upon SACREIL obtaining acceptance equivalent to 94.1% of the offer, thereby raising a minimum amount of USD16.0m. SACREIL will refund shareholders that have subscribed to the Rights Issue in the event that the minimum amount of USD16.0m is not raised.
Intention to subscribe from existing shareholders	Sanlam has provided a commitment letter to the Company whereby it has committed to the Company that (i) it and its affiliates, which collectively hold 37.3% of the Class A Shares of SACREIL, will follow their rights in the Rights Issue and subscribe for new shares in terms of the Rights Issue to the full extent of their entitlement and (ii) it will use its reasonable endeavours to procure that the Rights Issue is successful and fully subscribed.
Excess New Shares	Shareholders who subscribe in full for the New Shares may also apply for Excess New Shares on the same terms and conditions.
New Shares not subscribed for	After the allocation of New Shares to meet applications for Excess New Shares, any New Shares not applied for shall remain under the control of the Board, which shall offer and allocate the said New Shares at its sole discretion to any person it deems fit at the subscription price of USD0.70 per share.
Rights subscription period	30 May 2024 - 20 June 2024
Trading of rights	Shareholders that do not to take up their Rights may freely trade same on the Official Market of the SEM.
Payment terms	Payable at latest on closure of the subscription period on 20 June 2024.
Allotment date	27 June 2024
Listing of the New Shares	Fully paid New Shares will be listed and traded on the Official Market of the SEM as from 03 July 2024.
Restrictions	This offering is not directed at persons resident in the United States, Australia, Japan, Canada, or any other jurisdiction where participation would require additional prospectuses, registration, or other measures, or where such offering would be unlawful. Consequently, these LP may not be distributed in or to the aforementioned countries or any other country or any other jurisdiction in which distribution or the offering according to these LP requires such measures or otherwise would be in conflict with regulations in that country or jurisdiction. Any subscription for New Shares and acquisition of securities in violation of the restrictions described above (or set out below) may be invalidated. Recipients of these LP are required to inform themselves about, and comply with, such restrictions. No person in any such jurisdiction may treat these LP as constituting an offer, invitation or inducement to them to enter into any investment agreement or purchase any investment referred to in such information and materials, unless in the relevant jurisdiction such an offer, invitation or inducement could lawfully be made to them. Certain of the restrictions applicable to investors in the United States, the United Kingdom, the European Economic Area and South Africa as set out below shall also apply.

A full calendar of events is set out in Section 8 of this document.

DISCLAIMERS

UNITED STATES

No Rights or New Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the securities legislation of any state or other jurisdiction in the United States, and may not, directly or indirectly, be offered, exercised, pledged, sold, resold, allotted, delivered or transferred within or to the United States, other than according to applicable exceptions from, or in a transaction not subject to, the registration requirements of the Securities Act. The securities are offered outside the United States pursuant to Regulation S under the Securities Act. No public offering of securities will be made in the United States.

UNITED KINGDOM

The LP have been prepared on the basis that any offer of New Shares in the United Kingdom (“UK”) will be made pursuant to an exemption in Regulation (EU) 2017/1129 (the “Prospectus Regulation”) as it forms part of UK domestic law under the European Union (Withdrawal) Act 2018 (the “UK Prospectus Regulation”) from the obligation to publish a prospectus for offers of securities. Accordingly, any person making or intending to make an offer in the UK in respect of the New Shares may only do so in such circumstances that no obligation arises for the Company to publish a prospectus in connection with such offer under Section 85 of the Financial Services and Markets Act 2000 (as amended, “FSMA”) or to supplement a prospectus under Article 23 of the UK Prospectus Regulation.

In the UK, the LP are only being distributed and directed to (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”); (ii) high net-worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (e) of the Order, or (iii) persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA, as amended), in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated; provided that they are “qualified investors” as defined in Article 2 of the UK Prospectus Regulation or that the offer is being made to fewer than 150 natural or legal persons (other than qualified investors) (all such persons together being referred to as “relevant persons”). The securities are available only to, and any invitation, offer or agreement to subscribe for, purchase or otherwise acquire such securities will be engaged in only with relevant persons. Persons who are not relevant persons should not act or rely on the information contained in the LP.

EUROPEAN ECONOMIC AREA

Within the European Economic Area (“EEA”), no public offering of New Shares is made. In any member states of the European Union (“EU”), such an offering may only be made in accordance with exemptions in the Prospectus Regulation, including to any legal entity which is a qualified investor as defined in the Prospectus Regulation or to fewer than 150 natural or legal persons (other than qualified investors).

SOUTH AFRICA

In South Africa, the Rights Issue is being made to existing South African shareholders of the Company as at the Record Date on the basis that it will not be renounceable as contemplated in section 96 (1)(c) of the South African Companies Act, other than to persons who are Qualifying South African Investors who have been approved in advance by the Company. Accordingly, these LP have been prepared on the basis that the Rights Issue will not constitute an “offer to the public”, as envisaged in Chapter 4 of the South African Companies Act: (i) these LP do not, nor does it intend to, constitute a “*registered prospectus*” or advertisement relating to an offer to the public in South Africa, as contemplated by the South African Companies Act; and (ii) no prospectus has been filed with CIPC in respect of the Rights Issue.

As a result, these LP do not comply with, *inter alia*, the substance and form requirements for a prospectus set out in the South African Companies Act and the South African Companies Regulations, 2011, and have not been filed with, approved by, and/or registered with, the CIPC, or any other South African authority.

South African shareholders of the Company as at the Record Date will be able to acquire Rights and subscribe for New Shares and Excess Shares but shall not be entitled to trade their Rights except to any person that is a Qualifying South African Investor. Should any person resident in South Africa who is not a Qualifying South African Investor receive these LP, they should not, and will not be entitled to, acquire any New Shares, New Excess Shares or letters of allotment or otherwise act thereon.

The information contained in these LP constitute factual information as contemplated in section 1(3)(a) of the FAIS Act and should not be construed as an express or implied recommendation, guide or proposal that any particular transaction in respect of the New Shares, New Excess Shares or letters of allotment or in relation to the business or future investments of SACREIL, is appropriate to the particular investment objectives, financial situations or needs of a prospective investor, and nothing in these LP should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa. SACREIL is not a financial services provider licensed as such under the FAIS Act.

South African persons who participate in the Rights Issue will be responsible for obtain any approvals they may be required in terms of the Exchange Control Regulations.

4. COMPANY DESCRIPTION

4.1. Company background and principal activities

SACREIL is a public company limited by shares, incorporated in Mauritius on 06 April 2012. SACREIL is a long-term investor in commercial real estate in sub-Saharan Africa and aims to give US Dollar-based returns to its shareholders. SACREIL only acquires completed commercial property assets and assumes limited development risk.

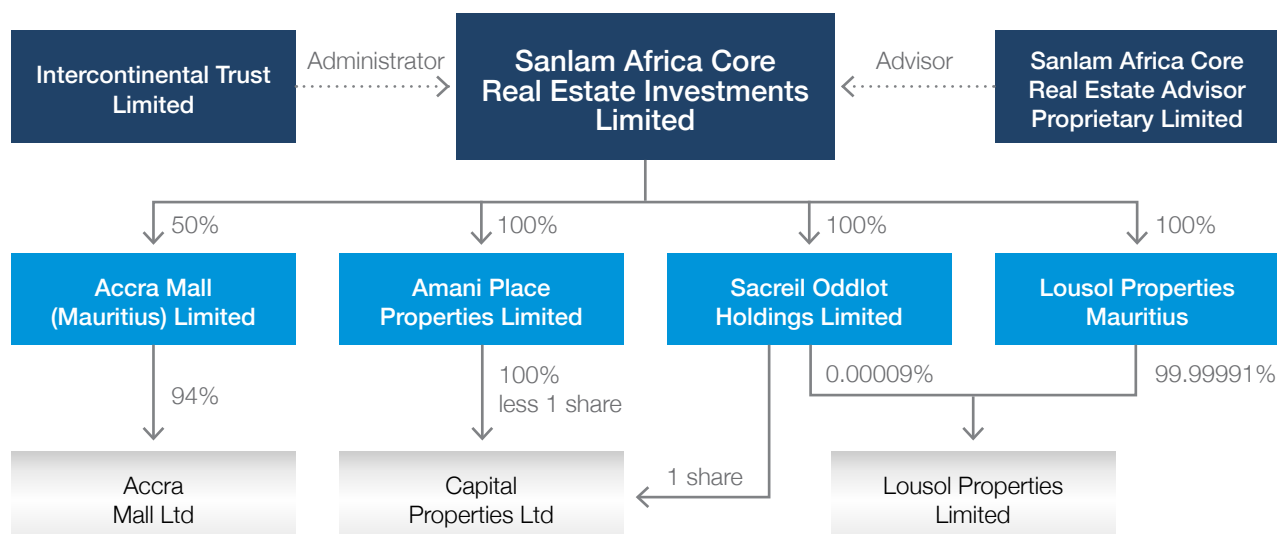
Its portfolio of assets includes Accra Mall and land adjacent to Accra Mall in Accra, Ghana, Capital Properties in Dar es Salaam, Tanzania and Atlantic House in Lagos, Nigeria. A summary of the properties is provided below:

Investment	Location	Size (square meters)	Tenure	Property value (USD)
CPL	Capital Place, Dar Es Salaam, Tanzania	21,029	Leasehold	32,970,000
AML	Accra Mall, Accra Ghana	20,941 (excl. surplus land of 24,362)	Leasehold	69,677,000 (excl. surplus land of USD14,860,000)
LPL	Atlantic House, Victoria Island, Lagos, Nigeria	4,271	Leasehold	15,826,000

SACREIL does not have any employees and its affairs are managed by its Board, with the assistance of third-party service providers. The day-to-day administration of the Company is outsourced to Intercontinental Trust Limited for administration services and to Sanlam Africa Real Estate Advisor Proprietary Limited under advisory agreements.

4.2. Group structure of SACREIL

The corporate structure of the Group as at 31 December 2023 is shown below:



A full description of the companies that are part of SACREIL is detailed below:

Entity Name	Country	Effective Holding	Principal Activities
Accra Mall (Mauritius) Limited	Mauritius	50%	Investment Holding
Amani Place Properties Limited	Mauritius	100%	Investment Holding
Sacreil Oddlot Holdings Limited	Mauritius	100%	Investment Holding
Lousol Properties Mauritius	Mauritius	100%	Investment Holding
Accra Mall Ltd	Ghana	47%	Shopping Centre
Capital Properties Ltd	Tanzania	100% less one share	Office quarters
Lousol Properties Limited	Nigeria	100%	Owner of Atlantic House

5. TRANSACTION

5.1. Background and purpose

Over the recent years, the Covid-19 pandemic coupled with elevated inflation and high interest rates impacted occupancy rates and SACREIL's ability to increase tenant rental rates, leading to depressed property values and weakened the financial position of the operating entities. SACREIL has had to support these entities for the last 3 years to meet their loan funding commitments. However, interest rates have continued to rise, and debt covenants remain in breach in Nigeria and in Ghana.

In this respect, SACREIL is seeking to reduce the debt burden and the debt service costs of its investments, to remedy the breach in covenants, to meet its working capital requirements over the next 12 months and to meet the urgent capex requirements of LPL and CPL.

The Rights Issue of SACREIL is critical for the continuity of its operations and the operations of its investments and to cater to the demands of its debt providers as listed below:

- AML: The senior debt provider requires a partial debt repayment to cure the breach of its interest cover and LTV covenant requiring a payment of USD7.7m by SACREIL. The covenant breaches date from 30 June 2023.
- LPL has breached its interest cover ratio and Management is looking to refinance the existing debt. USD2.0m is required to reduce the senior debt, while USD0.4m will be used for transaction fees and hedging costs. In addition, the property needs USD1.45m for critical capex. In total, SACREIL will have to inject USD3.85m;
- CPL requires funding of USD2.0m to reduce its outstanding debt to lower its LTV to 40.8% and for critical capex of USD1.0m totalling a disbursement of USD3.0m; and
- SACREIL requires an injection of USD2.45m to fund its payables and forecast working capital requirements over the next 12 months.

The Rights Issue will help reduce the Group LTV from 52% as at 31 December 2023 to 38.6% and reduce its debt service costs. The Directors are confident that the Rights Issue will strengthen its capital structure and improve its cash position. This is the first step towards resuming the distribution of dividends as per its dividend policy.

5.2. Approvals

The Rights Issue is not conditional upon shareholder approval.

An application has been made to the LEC of the SEM for the issue and listing of the New Shares. The LEC approved the application on 06 May 2024.

On 01 April 2024, pursuant to section 23(1) of the Financial Services Act 2007, the FSC approved the issue of 24,285,715 New Shares, which hold voting rights, by way of a rights issue to the existing Class A shareholders of SACREIL.

5.3. Estimated net proceeds

The estimated net proceeds from the Rights Issue are shown in the table below:

Estimated net proceeds	USD
Proceeds from the Rights Issue	17,000,001
Less: Estimated expenses of the Rights Issue	(229,674)
Estimated net proceeds of the Rights Issue	16,770,327

The estimated expenses associated with the Rights Issue are shown in the table below. These expenses will be borne by the Company.

Estimated expenses of the Rights Issue	USD
Professional fees	201,700
Postage, printing and other fees	23,863
SEM fees	4,111
Total estimated expenses	229,674

5.4. Intended use of proceeds

The net proceeds of the Rights Issue will be used by the Company as follows:

USD	Company	Subsidiaries
Repayment of existing debt	NIL	12,100,000
Funding capex	NIL	2,450,000
Short-term working capital requirements	2,220,327	NIL
Total estimated use of proceeds	2,220,327	14,550,000

6. PARTICULARS OF THE RIGHTS ISSUE

6.1. Terms of the Rights Issue

6.1.1. Nature and amount of the Rights Issue

The Rights Issue will consist of the issue of up to 24,285,715 New Shares (Security ID: SARE.N0101) of no-par value at an issue price of USD0.70 per New Share and fully payable on application.

The shareholders of SACREIL registered on the Record Date will have the right to subscribe to 1.459793 New Share for every Class A Share held at that date. SACREIL will not issue fractional shares. The number of New Shares will be rounded to the nearest integer when fractions occur.

The New Shares will rank in all respects *pari passu* with the Class A Shares of SACREIL presently in issue. The New Shares will be listed and traded on the Official Market of the SEM as from 03 July 2024.

All Class A Shares of SACREIL including the New Shares are redeemable should the GAV of SACREIL be less than USD750m. Please refer to section 14 of this document for further information on the rights attached to each Class A shares.

The Class A Shares of SACREIL including the New Shares do not carry any conversion rights.

Shareholders who do not to take up their rights may freely trade same on the SEM as from 06 June 2024 to 12 June 2024.

All the New Shares offered shall be in registered form and the register shall be kept by the Share Registry, Intercontinental Secretarial Services Limited, Level 3 Alexander House, 35 CyberCity, Ebene. The New Shares shall be in either certificated or dematerialised form.

6.1.2. Issue price

The Board has determined the issue price for the New Shares at USD0.70 per share, which is based on a revalued NAV approach on a majority marketable basis as detailed below:

$$\text{Issue price} = \frac{\text{Fair value of investments} + \text{Other net assets/liabilities} - \text{Capitalised costs}}{\text{Number of voting shares issued by SACREIL}}$$

Where,

- the fair value of investments is the sum of the fair values of AML, LPM and APPL which are based on an income approach as at 31 December 2023;
- the other net assets/liabilities are as per the financial statements of SACREIL ended 31 December 2023;
- the capitalised costs refer to the capitalisation of the recurring net expenses for the financial year ended 31 December 2023; and
- the number of voting shares currently issued by SACREIL is 18,636,409.

SACREIL is listed, however its shares on the SEM are thinly traded and hence deemed to be illiquid. The listed share price is therefore not deemed to be reflective of fair value.

The issue price represents a 58.4% discount to the NAV per Class A Share as at 31 December 2023 and a 43.6% discount to the VWAP as at 06 March 2024, being the last dealing date before the Rights Issue price was made public by the communiqué dated 07 March 2024.

The Directors confirm that they have made due enquiry and consultation and are satisfied that the issue price of USD0.70 per New Share is fair and reasonable to the Company and all its existing shareholders as required by Section 56(1) of the Companies Act.

6.2. Subscription procedures for the Rights Issue

6.2.1. Offer period

The offer will open at 10.00 on 30 May 2024 and will close at 16.00 on 20 June 2024. If the Rights have not been exercised during this period by one or more shareholders, it shall be deemed that the offer has lapsed in respect of those shareholders.

6.2.2. Acceptance of subscription

Acceptance is irrevocable and cannot be withdrawn.

Shareholders may accept, wholly or partly, to subscribe for New Shares by completing and signing Form A. The original application form must be returned with full payment for the New Shares subscribed to the Share Registry, Intercontinental Secretarial Services Limited, Level 3 Alexander House, 35 CyberCity, Ebène, not later than 16.00 on 20 June 2024.

A shareholder will be deemed to have declined the offer to subscribe for the New Shares under the Rights Issue if he/she/it fails to meet the above deadline.

Incomplete applications will be rejected and the New Shares those shareholders are entitled to, will be deemed not subscribed for.

6.2.3. Application for Excess New Shares

Shareholders who subscribe in full for the New Shares may also apply for Excess New Shares on the same terms and conditions, by completing Form A.

The original application form must be returned with full payment for the New Shares subscribed to the Share Registry, Intercontinental Secretarial Services Limited, Level 3 Alexander House, 35 CyberCity, Ebène, not later than 16.00 on 20 June 2024.

A separate cheque or bank transfer should be made for an application for Excess New Shares.

Further details about the application and allotment procedures for the Excess New Shares are summarised below:

- a. Any New Share not subscribed for will be issued and allotted by the Board to applicants for Excess New Shares on a pro rata basis, based on a shareholder's existing shareholding on the Record Date;
- b. SACREIL will not issue fractional shares and the number of New Shares will be rounded to the nearest integer when fractions occur. Any New Shares not allocated following the rounding will be pooled together with rights not taken up, to meet applications for Excess New Shares;
- c. No interest will be paid on monies received in respect of applications for Excess New Shares; and
- d. Refunds in respect of unsuccessful applications shall be made by cheque/bank transfer, as soon as practicable after the offer period.

6.2.4. Trading of rights to New Shares

Shareholders who do not wish to subscribe for any or part of the New Shares may sell wholly or partly their Rights by submitting their offer letter and duly filled Form B to one of the licensed investment dealers. Please refer to the following link: <https://www.stockexchangeofmauritius.com/about-us/find-a-broker> for the list of licensed investment dealers.

The Rights may then be negotiated through one of the licensed investment dealers and traded on the Official Market of the SEM from 06 June 2024 to 12 June 2024. No person who is resident in a Restricted Territory or, if resident in South Africa, is not a Qualifying South African Investor, may purchase Rights and/or subscribe for New Shares in terms of such Rights, other than subject to an applicable exemption (to the satisfaction of the Company).

6.2.5. Transfer of rights to a related party

The right of a shareholder to subscribe for New Shares may be transferred to a related party (as described below) (subject to the restrictions set out in Section 3 above (Salient features of the Rights Issue) by completing Form C in accordance with the instructions contained therein.

The transfer of right will only be accepted if made (1) by an individual between spouses, an ascendant to a descendant, or by way of a succession (2) by a société to its members, or by way of a succession and (3) by a company to its subsidiary or holding.

A certified true copy of the document evidencing such a relationship must be submitted together with the duly completed and signed Form C (for example, birth certificate, marriage certificate, affidavit or up to date share register as applicable).

The transferees who have accepted to subscribe in full for the New Shares to which the transferred Rights are entitled will also be entitled to apply for Excess New Shares, by completing Form C.

A duly completed and signed Form C, together with documentary evidence as to related party relationship, and full payment must reach the Share Registry, Intercontinental Secretarial Services Limited, Level 3 Alexander House, 35 CyberCity, Ebène not later than 16.00 on 20 June 2024.

6. PARTICULARS OF THE RIGHTS ISSUE continued

6.2.6. Purchase of rights to subscribe for New Shares

Form D for the purchase of the Rights to subscribe for New Shares on the Official Market of the SEM, will be made available to investment dealers.

All buyers of the Rights shall complete and remit Form D with full payment in respect of the purchase of Rights to the investment dealer. The investment dealer shall then remit the completed forms along with full payment to the Share Registry, Intercontinental Secretarial Services Limited, Level 3 Alexander House, CyberCity, Ebene not later 16.00 on 20 June 2024.

No person who is resident in a Restricted Territory or, if resident in South Africa, is not a Qualifying South African Investor, may purchase Rights and/or subscribe for New Shares in terms of such Rights, other than subject to an applicable exemption (to the satisfaction of the Company). Those persons who have purchased the Right to subscribe for New Shares will not be entitled to apply for Excess New Shares, unless they are existing Class A shareholders at the Record Date whereby they will be allocated the excess pro rata as to their existing shareholding at the Record Date.

6.2.7. Methods of payment

Payment for New Shares can be made by bank transfer to the account of the Company, detailed as follows:

Bank Account Name: Sanlam Africa Core Real Estate Investments Limited
Bank Name: Absa Bank (Mauritius) Limited
USD Account Number: 57048778
IBAN: MU30BARC0305000007048778000USD

The shareholder reference (as mentioned in the offer letter) must be quoted in the bank transfer transaction and bank transfer receipt. A copy of the bank transfer receipt must be enclosed with the application form.

Payment can also be made by crossed cheque or bank office cheque, drawn to the order of Sanlam Africa Core Real Estate Investments Limited, for the full amount payable and must reach the Share Registry, Intercontinental Secretarial Services Limited, Level 3 Alexander House, 35 CyberCity, Ebene not later than 16.00 on 20 June 2024, together with the appropriate form(s) duly completed and signed.

SACREIL will reject applications for New Shares where cheques received for payment in relation thereto have been dishonoured by the drawer's bank or where bank transfers have failed.

No cash, nor any other form of payment, will be accepted.

All payments received will be banked by SACREIL as and when received during the offer period.

6.3. Refunds

No interest will be paid on monies received in respect of applications for New Shares and / or Excess New Shares. All refunds in respect of rejected applications shall be made by cheque/bank transfer, as soon as practicable after the offer period.

6.4. New Shares not subscribed for

Any New Share in respect of which duly completed and signed application form(s) and/or relevant full payment has not been received at the closing of subscription will be issued and allotted by the Board to applicants for Excess New Shares on a pro rata basis, based on a shareholder's existing shareholding on the Record Date.

After allocation of New Shares to meet applications for Excess New Shares, any New Shares not applied for shall remain under the control of the Board which shall offer and allocate the said shares at its sole discretion to any person it deems fit at the subscription price of USD0.70 per share.

The Rights Issue will not be underwritten. The minimum amount to be raised is USD16.0m and in the event that the minimum amount to be raised is not obtained, SACREIL will refund those shareholders who have subscribed to the Rights Issue.

SACREIL is confident that the New Shares will be fully subscribed, and the Board intends to proceed with the Rights Issue even if the New Shares are not fully subscribed (subject to the minimum amount to be raised, that is USD16.0m being obtained).

6.5. Allotment of New Shares

The allotment of New Shares will be effected by 27 June 2024.

A letter of allotment will be sent by the Share Registry, Intercontinental Secretarial Services Limited, Level 3 Alexander House, 35 CyberCity, Ebène, to all subscribers confirming the number of New Shares allotted to them by 02 July 2024.

CDS account holders will have their respective accounts credited with the number of New Shares issued and allotted to them by 02 July 2024.

A share certificate will be sent by registered post to all subscribers that do not have a CDS account, by 02 July 2024.

6.6. Rights and liabilities attached to New Shares

The New Shares will rank *pari passu* with the existing Class A Shares and accordingly will have the rights set forth in the Constitution.

6.6.1. Voting

Each Class A Share shall confer upon its holder the right to one vote on a poll at a meeting of the Company on any resolution, except those matters solely affecting the rights of another class of shares.

6.6.2. Dividends

Each Class A Share shall confer upon its holder the right to an equal share in the distribution of surplus assets of the Company.

The Company's Constitution provides that a minimum dividend of 90% of Available Cash must be declared as dividends, but does not specify a maximum dividend, subject to the solvency and liquidity provisions of the Mauritius Companies Act.

6.6.3. Redemption

Each Class A Share shall confer upon its holder the right to elect to have their shareholding repurchased by the Company should the GAV of the Company be less than USD750m. Please refer to section 14 of this document for further information on the rights attached to each Class A shares.

The purchase price for the exit shares shall be the NAV per share on the business day prior to the date upon which the purchase price is paid.

6.6.4. Termination and winding up of the Company

Each Class A Share shall confer upon its holder the right to participate in the termination and winding up of the Company.

6.6.5. Liabilities

There are no liabilities attached to the New Shares.

6.7. Listing of the New Shares

The New Shares will be listed and traded on the Official Market as from 03 July 2024.

6.8. Theoretical ex-rights price

The theoretical ex-rights price is based on the share price of SACREIL at 06 May 2024, being the last practicable date prior to the publication of this document and valued at USD0.92 per share.

Last price quoted prior to the Rights Issue	USD	1.24
Number of Class A shares currently in issue	Units	16,636,409
Market capitalisation prior to the Rights Issue	USD	20,629,147
Number of Class A shares to be issued via the Rights Issue	Units	24,285,715
Rights Issue price	USD	0.70
Total value of Class A shares to be issued via the Rights Issue	USD	17,000,001
Capitalisation following the Rights Issue	USD	37,629,148
Total number of Class A shares post Rights Issue	Units	40,922,124
Theoretical ex-rights price of Class A share following the Rights Issue	USD	0.9195
Rounded to nearest tick size	USD	0.92

6. PARTICULARS OF THE RIGHTS ISSUE continued

6.9. History of share prices

The market value of the Class A shares of SACREIL and the SEMDEX indices on the first dealing day in each of the six months preceding the date of this LP are disclosed below:

Date	Class A Share Price (USD)	SEMDEX
30 November 2023	1.24	2,064.63
29 December 2023	1.24	2,038.10
31 January 2024	1.24	2,051.23
29 February 2024	1.24	2,065.79
29 March 2024	1.24	2,151.68
30 April 2024	1.24	2,149.12

The share price of a Class A share of SACREIL on 06 March 2024, being the last trading date before the announcement of the Rights Issue price on 07 March 2024, was USD1.24. The SEMDEX was at 2,062.29.

The share price of Class A share of SACREIL on 06 May 2024, being the last practicable date prior to the publication of this LP, was USD1.24. The SEMDEX was at 2,145.14.

7. SHAREHOLDING STRUCTURE

7.1. Stated capital

As at 31 December 2023, the stated capital of SACREIL included 16,636,409 Class A Shares, 2,000,000 Class B Shares and 100 Class C Shares for a total USD31,309,609. All issued shares are fully paid. The shares are in registered form.

Upon completion of the Rights Issue, SACREIL is expected to have a stated capital of USD48,079,936 made up of 40,922,124 Class A Shares, 2,000,000 Class B Shares and 100 Class C Shares.

- Class A Shares are redeemable participating shares, listed on the SEM and are held by various investors. The rights of each Class A Shareholder are detailed in section 6.6 of this document.
- Class B shares are redeemable participating shares and are held by SAREA.
 - Each Class B Share represents one vote on all matters except those matters solely affecting another class of shares;
 - Class B Shares have at all times voting rights not less than 10% of the aggregate voting rights of all the shares on all matters except those matters solely affecting the Class A Shares;
 - In addition to the pro-rata Class A dividend, the Class B Shares confer the right to receive an Additional Dividend should certain hurdle target returns for the Company be exceeded. At a high level, to the extent the Company's return exceeds 10% but is below 15%, the Additional Dividend is 15% of the excess, and to the extent the Company's return exceeds 15%, the Additional Dividend is 20% of the excess. In order for the Additional Dividend to be ultimately declared, the Company's NAV in the following year must be no less than 10% higher as compared to the previous year's NAV;
 - The Class B Shares shall be redeemable at the option of the Company in the circumstances which entitle the Company (acting on the instructions of Class A Shareholders) to terminate the Advisory Agreement and have the obligation to acquire those shares. Should the Advisor terminate the Advisory Agreement, the Company or replacement Advisor would be obliged to acquire the Class B Shares; and
 - Each Class B shareholder has the right to participate in the termination and winding up of the Company.
- Class C Shares are categorised as an equity instrument because of the contractual obligation contained in the Advisory Agreement between the Company and the Advisor, the holder of the Class C Shares.
 - Class C Shares do not participate in any distributions;
 - Class C Shares are non-voting;
 - Class C Shares are only redeemable if the Advisory Agreement is terminated and should be issued to the replacement Advisor; and
 - On winding up, the Class C shareholder will be only entitled to the subscription price thereof.

7.2. Changes in share capital

There was no alteration in the capital of SACREIL or any member of the Group within two years immediately preceding the issue of the LP.

No other member of the Group has capital which is under option or agreed conditionally or unconditionally to be put under option.

7.3. Current shareholding

The list of substantial shareholders holding more than 5% of the share capital of SACREIL as at 31 December 2023 is set out below:

Shareholders	Shareholding
Sanlam Africa Real Estate Advisor (Pty) Limited	10.73%
Sanlam Life Insurance Limited	19.82%
Sentinel Retirement Fund	19.82%
Agulhas Nominees (Pty) Ltd for Sanlam Private Investments (Pty) Ltd	15.21%
Botswana Insurance Fund Management Limited	9.91%
Old Mutual Investment Group (SA) Pty Limited	9.91%
BNYM SA/NV A/C Peregrine Nominees Proprietary Limited	5.93%

7. SHAREHOLDING STRUCTURE continued

7.4. Particulars of securities not representing share capital

As at 31 December 2023, the Company had not issued any securities which did not represent share capital.

7.5. Dilution impact

If none of the existing shareholders subscribe to the Rights Issue, the maximum dilution upon the completion of the Rights Issue will be as follows:

Shareholders	Number of shares held	Current shareholding	Shares taken up through Rights Issue	Number of shares post Rights Issue	Shareholding post Rights Issue	Dilution impact (%)
Existing shareholders	16,636,409	100.0%	–	16,636,409	40.7%	(59.3%)
New Shares	–	–	24,285,715	24,285,715	59.3%	59.3%
Total	16,636,409	100.0%	24,285,715	40,922,124	100.00%	

8. TIMETABLE

8.1. The Rights Issue

	Date
Cautionary announcement to inform the public of the Board's approval of the Rights Issue	07 March 2024
Communique to inform about the FSC's approval for the issue of New Shares and the SEM's approval for the issue and listing of the New Shares	07 May 2024
Publication of the Listing Particulars (including forms of instruction) on the SEM website post regulatory approvals	07 May 2024
First day for shares of SACREIL to trade 'cum rights'	08 May 2024
Last day to deposit share certificates at CDS for first day of trading of rights for the New Shares	15 May 2024
Last day for Class A shares of SACREIL to trade 'cum rights'	22 May 2024
Class A Shares trade Ex-Rights	23 May 2024
Record Date for shareholders entitled to participate in the Rights Issue	27 May 2024
Despatch of Listing Particulars, offer letter and application forms to shareholders	29 May 2024
Opening of subscription period for the Rights Issue	30 May 2024
First day to deposit allotment letters in CDS for trading of rights	30 May 2024
Last day to deposit allotment letters in CDS for trading of rights	05 June 2024
First Day for Trading of Rights	06 June 2024
Last Day for Trading of Rights	12 June 2024
Closure of subscription period for Rights Issue and last day of payment	20 June 2024
Settlement of New Shares taken up by existing shareholders (clearing of all cheques received)	25 June 2024
Communique to inform the public of the outcome of the Rights Issue	27 June 2024
Allotment of New Shares	27 June 2024
Sending letters of allotment and share certificates for New Shares to shareholders	02 July 2024
Direct crediting of New Shares in CDS accounts	02 July 2024
First day of trading of New Shares	03 July 2024

9. FINANCIAL SUMMARY AND ANALYSIS - SACREIL

9.1. Historical Performance

The table below summarises the performance of SACREIL over the last three financial years ended 31 December 2021, 2022, and 2023. Additional financial information is set out in Section 16 – Financial Information and Appendix 1.

Condensed Statements of Financial Position

	THE COMPANY		
	Year ended 31 December 2021 Restated USD	Year ended 31 December 2022 Audited USD	Year ended 31 December 2023 Audited USD
ASSETS			
Financial assets designated at fair value through profit or loss	39,068,772	36,708,552	30,350,875
Loan receivable	0	0	0
Other receivables and prepayment	1,078,242	1,623,573	1,706,721
Cash and cash equivalents	1,076,061	9,806	265,466
Total assets	41,223,075	38,341,931	32,323,062
EQUITY			
Share capital	100	100	100
Total equity	100	100	100
LIABILITIES			
Advisory fees payable	526,061	481,542	907,233
Other payables and accruals	118,368	106,048	106,220
Total liabilities	644,429	587,590	1,013,453
Net Assets	40,578,546	37,754,241	31,309,509
-Attributable to Class A	36,223,786	33,702,577	27,949,473
-Attributable to Class B	4,354,760	4,051,664	3,360,036
Total equity and liabilities	40,578,546	37,754,241	31,309,509

Condensed Statements of Profit and Loss

	THE COMPANY		
	Year ended 31 December 2021 Restated USD	Year ended 31 December 2022 Audited USD	Year ended 31 December 2023 Audited USD
Income			
Dividend income	1,490,000	895,000	1,535,000
Expenses			
Net loss on financial assets	(9,044,884)	(2,385,220)	(6,642,177)
Advisory fees	(1,043,545)	(923,795)	(907,233)
Directors' fees	(89,582)	(119,000)	(114,000)
Professional fees	(110,117)	(101,612)	(107,137)
Audit fees	(54,395)	(58,903)	(59,513)
Accounting fees	(56,280)	(56,450)	(48,365)
Other expenses	(65,640)	(74,325)	(101,308)
	(10,464,443)	(3,719,305)	(7,979,732)
Loss before finance costs and tax	(8,974,443)	(2,824,305)	(6,444,732)
Income tax credit/(charge)	-	-	-
Loss for the year	(8,974,443)	(2,824,305)	(6,444,732)

Condensed Statements of Cash Flows

	THE COMPANY		
	Year ended 31 December 2021 Restated USD	Year ended 31 December 2022 Audited USD	Year ended 31 December 2023 Audited USD
Net cash (used in)/from operating activities	10,599	(1,041,255)	540,160
Net cash from/(used in) investing activities	407,212	(25,000)	(284,500)
Movement in cash and cash equivalents	417,811	(1,066,255)	255,660
At 1 January	658,250	1,076,061	9,806
Movement	417,811	(1,066,255)	255,660
At 31 December	1,076,061	9,806	265,466

Copies of the Company's annual and quarterly reports can be obtained on the Company's website at <https://www.sacreil.com/investor-relations/>

Financial year ended 31 December 2023

All the operating companies generated positive net operating income for the year ended 31 December 2023. However, the income was insufficient to meet the rising interest expense as base lending rates continued to increase. Group performance was further affected by the exit of 3 tenants, Game in Accra Mall and FNB and Regus, both in Capital Properties. These negatively affected the gross valuations of the portfolio assets. In addition, the rapid rise in base lending rates from 3% beginning of 2023 to above 5% by year end, triggered covenant breaches. Capital Properties pre-empted the breach by repaying USD1m of the bank loan in July 2023. However, neither Lousol nor Accra Mall could do likewise.

9.2. Trading prospects for the year ending 31 December 2024

The trading prospects for the 2024 year are in line with the Company's budget. The focus remains on tenant retention and increasing occupancy.

The Company has operated for approximately 12 weeks since the previous financial year end.

In Nigeria, the Naira continues to devalue against the US dollar, having already lost 70% of its value while inflation and interest rates are on the rise. This does not bode well for new rental strategies. On 28 February 2024, the Central Bank in Nigeria increased the key interest rate by 400 basis points to 22.75%. We will use 2024 for critical maintenance capital expenditure and focus on lease retention strategies.

In Ghana, the government and IMF have reached an agreement on the foreign debt package. Inflation and interest rates are showing signs of recovery. The asset manager secured 2 tenants on 10-year leases to replace Game, albeit on a lower rental rate, which had a negative impact on the valuation of Accra Mall. The adjacent vacant land has been developed as an entertainment park to attract young people and families to the mall. This is expected to be fully operational later in 2024.

In Tanzania, demand has evolved from larger boxes to smaller office spaces. The property manager is actively marketing the spaces vacated by Regus and FNB and has subdivided some of the offices, as required.

The towers in Dar es Salaam need critical capital expenditure and part of the capital expenditure is reserved to obtain Green certification for the properties in Capital Properties to defend its premier position in the city.

9.3. Dividend policy

Subject to the Solvency Test, and any other relevant provisions of the Companies Act and the Constitution, the Company shall declare an aggregate dividend equal to the Distributable Amount to the Class A and Class B shareholders, ranking equally. The dividend declared shall be paid by the Company to the shareholders as soon as reasonably possible.

The Company did not declare any dividends for the year under review and during the previous three years.

9. FINANCIAL SUMMARY AND ANALYSIS - SACREIL continued

9.4. Key financial ratios

The financial ratios for financial years ended 31 December 2021, 2022 and 2023 are shown below. The data below excludes the impact of the Rights Issue:

	Year ended 31 December 2021 Restated USD	Year ended 31 December 2022 Audited USD	Year ended 31 December 2023 Audited USD
Dividend per share	NIL	NIL	NIL
Net asset value per share	2.18	2.03	1.68
EPS (Basic)	NIL	NIL	NIL

The 2023 net asset value per share adjusted for the Rights Issue is USD1.12.

9.5. Consolidated borrowings

At company level, SACREIL does not have any outstanding borrowings.

The analysis of borrowings of its subsidiaries as at 31 December 2023 is as follows:

USD	LPM	CPL	AMML ¹	AML ¹	Security
Bank loan	8,125,978	15,500,000	15,021,580	31,234,388	- Floating charge on their respective immovable properties
Interest on bank loan	136,223	-	345,678	-	- Corporate guarantee by SACREIL for LPM and CPL
Intercompany loan	1,657,609	-	-	-	
Total	9,919,810	15,500,000	15,367,258	31,234,388	

¹ As SACREIL holds AMML through a joint venture, its share of the debt owed by AMML and AML is only 50%, which effectively is USD23.3m.

At 31 December 2023:

- SACREIL had provided corporate guarantees of USD8.1m and USD15.5m in respect of bank facilities taken by LPM and CPL respectively; and
- The Group had contingent liabilities in respect of bank and other guarantees and other matters arising in the ordinary course of business from which it is anticipated that no material liabilities would arise.

The total mortgages of SACREIL amounted to USD70.4m. Other than those disclosed, there are no mortgages and charges of SACREIL.

9.6. Property Valuation

The Company has revalued its investment properties in conformity with IFRS Accounting Standards as detailed in the table below:

Investment	Location	Size (square meters)	Tenure	Property value (USD)
CPL	Capital Place, Dar Es Salaam	21,028.66	Leasehold	32,970,000
				69,677,000
AML	Accra Mall, Accra Ghana	20,941 (excluding surplus land 24,362.10)	Leasehold	(excluding surplus land of USD14,860,000)
LPL	Atlantic House, Victoria Island, Lagos, Nigeria	4,271	Leasehold	15,826,000

The above properties were valued by Knight Frank in December 2023 on the basis of RICS Valuation - Global Standards. The valuation is in conformity with IFRS Accounting Standards. The valuer with the responsibility of the valuation reports issued for the above properties is James Whitmee, an RICS registered valuer.

The executive summaries of each of the valuation reports are attached in Appendix 2.

The Property Valuer has given its written consent to include its report, in the form and context in which it appears, in this LP, and has not withdrawn their consent as at the date of this LP.

10. RISK FACTORS

10.1. Risk factors relating to the Company

RISK CATEGORY	RISK EXPLANATION	RISK MITIGATION
STRATEGIC RISKS		
Sovereign Risk	Restrictions on borrowers and investors by foreign governments which in turn affect the Company's ability to reach its financial goals.	<p>The Company established a list of approved countries (per the Investment Charter) in terms of governmental stability.</p> <p>The attorneys of the Company assess the repercussions of changes in policies and practices as and when they crop up.</p>
Economic Environment Risk	Major changes in an asset's environment.	<p>The Advisor duly makes use of market intelligence on a constant basis.</p> <p>The services of local property managers are sought to actively manage the Company's assets.</p>
OPERATIONAL RISKS		
Ownership Risk	An investment property not being or no longer being under the full title of the Company due to changes in law, land claims and failure to renew lease of land, etc.	<p>Thorough due diligence is carried out when acquiring an asset.</p> <p>The Company's attorneys continuously keep track of changes in legislations and their impact on the company.</p>
Structural Risk	When an investment property structure becomes unsuitable for leasing due to structural defects, terrorist attacks, fire, natural disasters, or changes in law.	A thorough structural due diligence is carried out upon acquirement of an asset which is then adequately insured and constantly monitored.
COMPLIANCE RISKS		
AML/CFT Risk	Exposure to money laundering or financial of terrorism during its operations.	A Manual, a Business Risk Assessment ("BRA") and a Client Risk Assessment ("CRA") have been adopted by the Board as part of its AML/CFT programme which is overseen by a MLRO, Deputy MLRO and a Compliance Officer.
Regulatory Risk	Non-compliance with regulatory requirements, changes in regulations and the introduction of new regulations which affect the viability of SACREIL's investments.	<p>Updates on the compliance status of the Company with the relevant laws and regulations in Mauritius are given by the administrator on a quarterly basis.</p> <p>Advice is sought from appropriate field experts regarding SACREIL's investments.</p>

RISK CATEGORY	RISK EXPLANATION	RISK MITIGATION
FINANCIAL RISKS		
Income Risk	Increased costs or vacancies negatively affecting the level of net income associated with the building and the adverse effects of market pressures on in-country tenants' ability to afford rentals.	Long-term leases are entered into as far as possible. Fees of property manager are set at a percentage of income collected while other costs are monitored and controlled against a pre-approved budget.
Taxation Risk	Changes in existing tax laws, the introduction of new tax laws and changes in interpretation of existing laws make up taxation risk.	Ongoing tax advice is obtained from appropriate tax experts regarding SACREIL's investments.
Currency Risk	Due to SACREIL's diversified investment portfolio with assets earning in various currencies (USD, Cedi, Naira, Tanzanian Shillings), part of the Company's investment is inevitably exposed to fluctuations vis-a-vis the USD (the calculation currency in which the Company's performance is measured) as well as illiquidity in the FOREX markets of certain countries.	In general, income is USD-indexed, and debt financing is USD-based. As such, cash at bank is periodically converted into USD to minimise the risk while the excess is used to finance its debt and pay dividends to shareholders.
Refinancing Risk	The possibility of not being able to obtain financing or that financing is more costly than anticipated. Underlying properties performance causing the breach of a loan covenant.	SACREIL has established relationships with various banks and financial institutions. Loan covenants are monitored quarterly. Hedge arrangements have been used to re-finance long-term facilities.
Execution Risk	Delayed due diligences which result in the inability to acquire assets.	Externally, the implementation of rigid timelines for advisors and, internally, an efficient internal approval process.

11. SUMMARY OF CORPORATE INFORMATION

11.1. Company information

Name of company	Sanlam Africa Core Real Estate Investments Limited
Date of incorporation	06 April 2012
Place of incorporation and registration	Mauritius
Business Registration Number	C109045
Registered office	Level 3, Alexander House, 35 CyberCity, Ebène 72201, Mauritius

11.2. Third party information

Company Secretary	Intercontinental Secretarial Services Limited Level 3, Alexander House, 35 CyberCity, Ebène 72201, Mauritius
Share Registry	Intercontinental Secretarial Services Limited Level 3, Alexander House, 35 CyberCity, Ebène 72201, Mauritius
Principal bankers	Absa Bank (Mauritius) Limited Sir William Newton Street, Port Louis, Mauritius
	Standard Chartered Bank (Mauritius) Limited 19, Bank Street, 6th Floor Standard Chartered Tower, Cybercity, Ebène
Auditors	KPMG KPMG Centre 35 CyberCity, Ebène 72201, Mauritius
Transaction Advisor	PricewaterhouseCoopers Ltd PwC Centre, Avenue de Telfair, Telfair 80829, Moka,
Legal Advisor for the Rights Issue as to Mauritian and South African law.	Bowmans (Mauritius), 3rd Floor, The Dot Avenue De Telfair Moka Mauritius
	Bowmans (South Africa) 11 Alice Lane Sandton 2146 South Africa
Independent Property Valuer	Knight Frank LLP, 55 Baker Street, London W1U 8AN, UK

12. DIRECTORS

12.1. Directors' names and profiles

This section sets out the names and profiles of the Directors in office and as at date of this document. The business address of the Directors is Level 3, Alexander House, 35 CyberCity, Ebène 72201, Mauritius.

Anil Carrim CURRIMJEE - Chairman

Resident and citizen of Mauritius

Appointed:

29/01/2013 (Board)

Chairman

Board Committee memberships: None

Skills and experience

Anil is the Managing Director of Currimjee Jeewanjee & Co Ltd, flagship Company of the Currimjee Group which has operations and investments in both Mauritius and India. Anil has occupied the post of President of The Mauritius Chamber of Commerce & Industry, Director of the Mauritius Commercial Bank Limited, Honorary Consul General of Japan in Mauritius from 2014 to 2016, Chairman of the Joint Business Council Mauritius-India from 2004 to 2021 and, since October 2021, Vice-President of Business Mauritius. Anil is the Chairman of the Currimjee Group of Companies and is also Director of numerous companies within the Currimjee Group.

Qualifications

- BA Liberal Arts, MBA - London Business School

External appointments in both listed and non-listed companies

- Currimjee Group
- Currimjee Jeewanjee & Co. Ltd
- Currimjee Limited
- Currimjee Jeewanjee Properties Limited
- Currimjee Industries Ltd
- Maurin Island Ltd
- Emvision Ltd
- MC Vision Ltd
- Emtel Limited
- Emtel Technopolis Ltd
- Currimjee Informatics Ltd
- Screenage Limited
- E-Skills Ltd
- Seejay Cellular
- IKO (Mauritius) Hotel Limited
- IKO (Mauritius) Resort Village Ltd
- IKO (Mauritius) Property Development Ltd
- Eight IKO Villas Ltd
- C H Management Ltd
- Plaisance Aeroville Hotel Limited
- Silver Wings Travels Limited
- SW Tours Ltd
- Compagnie Immobiliere Limitée
- Currimjee Real Estate Ltd
- Multi Channel Retail Limited
- Plaisance Aeroville Ltd
- L'Avenir Precinct I Ltd
- L'Avenir Precinct II Ltd
- Batimex Ltd
- Island Life Assurance Co. Ltd
- Island Investment Properties Ltd
- Lux Appliances Ltd
- Mauritius Properties Company Limited
- Contrive Limited
- Currimjee Secretaries Limited
- Fakhary Limited
- TotalEnergies Marketing Mauritius Ltd
- African Rainbow Capital Investments Limited
- Sanlam Africa Core Real Estate Investments Limited
- ICAIO
- O.G.A (Mauritius) Limited
- Member of National Council and President of Business Mauritius

12. DIRECTORS continued

Yan Chong NG CHENG HIN – Non-Executive Director

Citizen and resident of Mauritius

Appointed:

09/05/2012 (Board)

Board Committee memberships: ARMC

Skills & Experience

Yan is an Executive Director of Intercontinental Trust Limited. He specialises in the structuring and administration of investment funds and listed companies. He is a Board member of a number of funds and listed companies in Mauritius. He was previously with Baker Tilly Mauritius and Deloitte in Luxembourg and was trained as a Chartered Accountant in London. He was the treasurer of the International Fiscal Association (Mauritius branch), the Association of Trust and Management Companies and the Chinese Business Chamber in Mauritius.

Qualifications & Professional Development

- Fellow member of the Institute of Chartered Accountants of England and Wales
- Master's degree in Finance, Lancaster University
- Completed the Oxford Blockchain Strategy Programme, Saïd Business School, University of Oxford
- B.Sc. Honours in Management, University of Mauritius

External appointments in both listed and non-listed companies

- Accra One
- Africa Capitalworks Management
- Amani Place Properties Limited
- Ashburton India Fixed Income Opportunities Limited
- Asapada Investment Company
- CASS – Compliance Administration and Support Services Limited
- Circle Mall Mauritius Limited
- Clubhouse Mauritius Limited
- Conquest Management Inc.
- Discover Digital Internation Limited
- Gardens Development Mauritius Limited
- GEO CUSTODIAL LIMITED (In process of winding up)
- GIAP Ghana I Ltd
- GIAP Western Portfolio Limited
- GIAP Zambia I Ltd
- Greystone One Holdings Limited
- Greystone Two Holdings Limited
- Icon Properties Ltd
- Intercontinental Fund Services Limited
- Intercontinental Managers Limited
- Intercontinental Nominees Ltd
- INTERCONTINENTAL TRUST (SEYCHELLES) LIMITED
- Intercontinental Trust Limited
- Island Film Services (Mauritius) Ltd
- Island Film Services Holding Ltd
- ITL Administration Ltd
- ITL CONCILIUUM LTD
- ITL Escrow Services Ltd
- ITL NOMINEES LTD
- ITL TRUSTEES LTD
- Lango Management Services Limited
- Lango Real Estate Limited
- Lousol Properties Mauritius
- Luanda One
- Luanda Two
- MCB Leasing Limited
- MORGAN STANLEY INVESTMENTS (MAURITIUS) LIMITED
- Morgan Stanley Mauritius Company Limited
- Muxima Mauritius Limited
- ODYSSEY OUTSOURCING LTD
- Patriota Mauritius Limited
- Phatisa Fund Managers 2 Limited
- Platform Capital
- Sacreil Oddlot Holdings Limited
- Sanlam Africa Core Real Estate Investments Limited
- SB Wings Development Limited
- SONG Investment Company
- STANLIB Africa Direct Property Development Fund Limited
- Tema Retail Development Company Limited
- TWO L SERVICES LTD
- VEYRON LTD
- Wings Mauritius Limited
- Woolworths Holding (Mauritius) Limited

Lusanda Zimkitha Jakavula – Non-Executive Director

Citizen and resident of South Africa

Appointed:

28/08/2019 (Board)

Board Committee memberships: None

Skills & Experience

Lusanda is the Head and Executive Director of Sanlam Africa Real Estate Advisor, the Advisor to SACREIL. She has been with SAREA since October 2018. She was appointed as director in SACREIL on 28 August 2019 and serves as director on the Boards of various unlisted companies within the SACREIL group. From August 2012, she was the Group Finance Director at Zungu Investments Company until September 2018. In this role, she was responsible for the finance, operations, and corporate governance functions, as well as managing portfolio investments, including serving on the board of directors and board committees of various companies within the Zungu Investments group across various sectors including financial, gaming, engineering entities. From February 2004 until July 2012, she was employed within the Sanlam Group in various roles from Credit Analyst, Debt Structuring and then in Sanlam Private Equity as an Investment Associate for 6 years until she left in July 2012.

Qualifications

- Chartered Accountant (CA(SA))
- BCom – University of Cape Town
- Post-Graduate Diploma in Accounting – University of Cape Town
- Sanlam Investments Future Leaders Development Programme 2006/2007

External appointments in both listed and non-listed companies

- Sanlam Africa Real Estate Advisor (Pty) Ltd
- Lousol Properties Limited
- Lousol Properties Mauritius
- Capital Properties Limited
- Amani Place Properties Limited
- Accra Mall Properties
- Accra Mall Mauritius Properties
- Sanlam Core Real Estate Investments Limited
- Petrostar International and Trading Limited

12. DIRECTORS continued

Rajkamal TAPOSEEA – Independent Non-Executive Director

Citizen and resident of Mauritius

Appointed:

20/04/2021 (Board)

Board Committee memberships: ARMC

Skills & Experience

Kamal has over 30 years professional experience extending to diverse sectors, which include Law, Financial Services, Financial Regulations, Media and Airlines & Tourism. He currently holds non-executive directorships in financial services companies and global funds, as well as in various industry sectors.

Previously, Kamal has been a member of the Monetary Policy Committee of the Bank of Mauritius, nonexecutive Chairman of Air Mauritius, General Manager (Investment Banking Group) of Al Rajhi Bank in Saudi Arabia, Regional Managing Director at Standard Bank (Mauritius) Limited, Managing Director at Barclays Bank PLC Mauritius and Commercial Director of Cedel Bank. Kamal has started his banking career with JP Morgan in 1985.

Qualifications & Professional Development

- LLB
- Barrister-at-Law (Inner Temple)
- LLM

External appointments

- People's Turf PLC Ltd
- Essar Ports & Terminals Ltd
- Essar Ports Holdco Ltd
- PRIF BorderVest Ltd
- PRIF Africa Holdings Ltd
- Mauriplage Investment Co. Ltd
- EAIF (Emerging Africa Infrastructure Fund)
- FMB Capital Holdings PLC
- PRIF NLVEST Mauritius Ltd
- PRIF SAVEST Mauritius Ltd
- Essar Energy Holdings Ltd
- GuarantCo
- PRIF Mauritius Managers Ltd
- Mauriplage Beach Resort LTD

Johannes Hendrik PETRUS VAN DER MERWE – Non-Executive Director

Citizen and resident of South Africa

Appointed:

29/01/2013 (Board)

Board Committee memberships: None

Skills & Experience

After completing his BCom (Hons) degree in 1987, from University of Pretoria, Johannes started working at Deloitte & Touche and lecturing part-time in Accounting and Auditing. The following year he passed the qualifying Public Accountants & Auditors Board examination. Upon completion of his MCom (Tax) in 1990, he proceeded to attain his MPhil Finance at Cambridge in 1991.

In 1991 he moved to Gencor, where he was one of the core team members who finalised the Billiton transaction. He joined Investec Asset Management in 1997 as Sector Head of SA Resources, became head of Equities in 1999, was promoted to Global Sector Head of Resources in April 2000, and served as director and executive committee member. He joined Sanlam Investment Management in July 2002 as CEO. May 2003 saw his appointment as CEO of the Investment Cluster responsible for all the Investment businesses in the Sanlam group.

Qualifications & Professional Development

- BCom (Cum Laude) and BCom (Honours) – University of Pretoria
- MCom Tax and M.Phil Finance – University of Cambridge
- Chartered Accountant (CA(SA))

External appointments

- African Rainbow Capital Financial Services Holdings Proprietary Limited
- African Rainbow Capital Proprietary Limited
- African Rainbow Capital Services Proprietary Limited
- Afrimat Limited
- ARC Constellation Proprietary Limited
- ARC Impex Solutions Proprietary Limited
- ARC Real Estate GP Proprietary Limited
- ARCH Emerging Markets Limited
- Attacq Proprietary Limited
- Blue Spec Holdings Proprietary Limited
- Constellation Asset Management Proprietary Limited
- Constellation Capital Proprietary Limited
- Dream Big Foundation NPC
- Famethrupain Proprietary Limited
- Gemcap Investment Management Proprietary Limited
- Gemcap Proprietary Limited (previously Afrigem)
- Gemcap Two Proprietary Limited Grazisat
- Joreni Proprietary Limited
- K2015036001 (South Africa) Proprietary Limited
- K2017386337 (South Africa) Proprietary Limited
- Luxanio Trading 119 Proprietary Limited
- Luxanio Trading 185 Proprietary Limited
- Main Street 1513 Proprietary Limited
- OOBA
- SA Issuer SPV (RF)
- SIH Capital Holdings Proprietary Limited
- SU BEE Funding SPV (RF)
- SU BEE Investment SPV (RF)
- UBI General Partner Proprietary Limited
- UBI GP EMEA Proprietary Limited
- UBI Subscriber SPV (RF)
- Ubuntu-Botho Investments Proprietary Limited
- Yen Investments One Hundred and Eleven Proprietary Limited

12. DIRECTORS continued

Cyril WONG SUN THIONG – Non-Executive Director

Citizen and resident of Mauritius

Appointed:

09/09/2016 (Board)

Board Committee memberships: ARMC and Investment Committee

Skills & Experience

Cyril is a non-executive director of a number of listed and non-listed companies. Cyril was a senior executive at Absa Bank (Mauritius) Limited (previously known as Barclays Bank Mauritius Limited) between 2004 and 2014. Before joining Absa, Cyril was the Head of Finance in Esso Mauritius Limited and British American Tobacco (Mauritius).

Qualifications & Professional Development

- BSc (Hons) in Physics, University of Manchester
- Fellow member of the Institute of Chartered Accountants of England and Wales

External appointments in both listed and non-listed companies

- Avanz Growth Markets Ltd
- ABC Motors Co Ltd
- MDIT Ltd
- Bank One Ltd
- Emerging Africa Infrastructure Fund Ltd
- Guarantco Ltd
- Private Infrastructure Development Group Ltd
- Greenko Ventures Investment Ltd
- Greenko Ventures (Mauritius Ltd)

12.2. Nature of relationships between Directors of SACREIL

There are no existing relationships between the Directors of SACREIL.

12.3. Directors' interests

The Directors do not hold any interest in the share capital of the SACREIL as at 31 December 2023.

12.4. Directors' service contracts

As at the date of this document, there are no contracts of significance to which SACREIL, or any of its subsidiaries, is a party and in which a Director is materially interested, either directly or indirectly.

12.5. Directors' remunerations and benefits

The total remuneration payable by the Company are as follows:

	From the Company		From the subsidiaries	
	Year ended 31 Dec 2023 Actual (USD)	Year ending 31 Dec 2024 Budgeted (USD)	Year ended 31 Dec 2023 Actual (USD)	Year ending 31 Dec 2024 Budgeted (USD)
Anil Currimjee	20,000	25,000	–	–
Johan Van Der Merwe	16,000	20,000	–	–
Cyril Wong	34,000	44,000	–	–
Lusanda Jakavula	16,000	20,000	–	–
Rajkamal Taposeea	28,000	36,000	–	–
Total	114,000	145,000	–	–

As at the date of this LP, there are no arrangements under which a Director has waived or agreed to waive future emoluments.

12.6. Outstanding loans

At 31 December 2023, the Company has not provided any guarantees to the Directors. There are also no outstanding loans from the Directors.

13. ADDITIONAL DISCLOSURES

13.1. Legal and arbitration proceedings

SACREIL is not party to any legal or arbitration proceedings, outside the normal course of business, which have had or may have a significant effect on SACREIL's financial position.

13.2. Employee share option scheme

No employee share option plan is in place.

13.3. Material contracts entered into within the two years immediately preceding the publication of this LP

There are no material contracts, other than contracts entered into in the normal course of business, entered into by any member of the SACREIL Board within the two years immediately preceding the publication of this LP.

13.4. Remittance of profits and repatriation of capital

There are no restrictions affecting the remittance of profits or repatriation of capital from outside Mauritius into the country.

13.5. Statement of dependence

There is reliance on laws and regulations generally applicable to property management businesses, including dependency on renewals of applicable licences, permits, authorisations or approvals from other regulatory authorities.

13.6. Others

No members of SACREIL or its subsidiaries have received any commission, discount, brokerage or other special term within two years immediately preceding the publication of this LP in connection with the issue or sale of any capital.

14. EXTRACTS OF CONSTITUTION

The clauses below relate to the relevant sections of the SACREIL's Constitution in relation to the rights attached to the existing Class A, Class B and Class C Shares.

5. LIABILITY

- 5.1. The liability of each Investor to the Company is limited to any Undrawn Investment Commitment and to such obligations under an applicable Subscription Agreement or as may be attached to any Class A Shares held by it under this Constitution.
- 5.2. The liability of the Advisor to the Company is limited to the Advisor Drawn Capital, to such obligations as may be attached to the Class B Shares under this Constitution or such applicable Subscription Agreement and to its obligations under the Advisory Agreement.
- 5.3. The liability of a Shareholder to the Company shall be limited to those obligations attached to the Class of Shares it holds.

8. SHARE CAPITAL

- 8.1. The Shares shall comprise of (i) restricted voting Class A Shares, (ii) Class B Shares and (iii) non-voting Class C Shares.
- 8.2. The Board may not issue Shares other than Class A Shares, Class B Shares and non-voting Class C Shares.
- 8.3. Without derogating from anything else contained in this Constitution, the Board may refuse to accept any application for Shares or accept any application in whole or in part.
- 8.4. The Board shall have power (but shall not be under any duty) to impose such restrictions as they may think necessary for the purpose of ensuring that no Shares are acquired or held by a Non-Qualified Holder, and no person other than a Qualified Holder shall, to the knowledge of the Board, be or remain Registered as a holder of Shares.
- 8.5. No person shall be recognised by the Company as holding any Share upon trust and the Company shall not be bound by or recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share, or (except only as otherwise provided in terms of this Constitution or as by Law required) any other right in respect of any Share, except an absolute right thereto as the Registered holder.
- 8.6. The Company shall keep or cause the Register to be kept in the manner required by Law.
- 8.7. The Board may issue fractions of shares which shall have corresponding fractional liabilities, limitations, preferences, privileges, qualifications, restrictions, rights and other attributes as those which relate to the whole share of the same class of shares.

9. CLASS A SHARES

- 9.1. The Class A Shares shall confer upon the holders thereof the following rights:
 - 9.1.1. in a winding up, the rights set out in article 38;
 - 9.1.2. subject to article 14.2.5.2, the right to vote on all matters except those matters solely affecting the rights of another Class of Shares; and
 - 9.1.3. to dividends and distributions in accordance with the provisions of this Constitution and the Act.
- 9.2. Each Class A Share shall represent 1 (one) vote.
- 9.3. There shall be no maximum number of Class A Shares which may be issued.
- 9.4. An Investor shall have an obligation to pay in full to the Company the subscription price of each Class A Share subscribed for by that Investor.
- 9.5. Subject to the provisions of article 10, the Class A Shares shall be redeemable in accordance with article 22.

10. EXIT RIGHTS OF CLASS A SHAREHOLDERS

- 10.1. The Board shall, as soon as reasonably possible after the Reference Date, determine the Gross Asset Value as at the Reference Date ("the Reference Date GAV") and provide a copy thereof to each Class A Shareholder.
- 10.2. Should the Reference Date GAV be less than USD750 million (seven hundred and fifty million USD), each Class A Shareholder shall have the right to sell some or all of its Class A Shares ("the Exit Shares") to the Company upon the terms of this article 10.
- 10.3. Each Class A Shareholder ("the Seller") shall be entitled to exercise such right by written notice ("the Exit Notice") to the Company within a period of 40 (forty) Business Days after receipt by the Seller of a copy of the Reference Date GAV. The Exit Notice shall specify the number of Exit Shares being sold.
- 10.4. The Company shall be obliged to use its best endeavours to purchase the Exit Shares from the Seller specified in each Exit Notice as soon as reasonably possible but not later than the date 2 (two) years after the date of receipt by the Company of the Exit Notice.

- 10.5. The purchase price for each Exit Share shall be the NAV Per Share on the Business Day prior to the date upon which the purchase price is paid ("the Exit Price") or such other price as agreed between the Seller and the Company.
- 10.6. The Company shall be entitled to raise funds required to purchase Exit Shares by:
 - 10.6.1. issuing new Class A Shares; and/or
 - 10.6.2. the sale of Investments and, in this regard, the Company shall be entitled to sell any Investment (or any part thereof) for this purpose at a discount to the fair market value of such Investment at the time, provided that such discount shall not exceed an amount equal to 10% (ten percent) of such fair market value.
- 10.7. The Company shall purchase the Exit Shares in tranches from the Sellers as and when funds are raised in accordance with 10.6, provided that in respect of each tranche, Exit Shares shall be bought from each Seller in the proportion that the Exit Shares held by the Seller bears to the aggregate number of Exit Shares held by all the Sellers.
- 10.8. A Seller may, on a Business Day not earlier than 6 (six) months after its delivery, withdraw an Exit Notice or amend the number of Exit Shares specified in that Exit Notice by written notice to the Company, provided that the Company may in its sole discretion reject such a withdrawal or amendment.
- 10.9. Should the Company fail to purchase all the Exit Shares within the 2 (two) year period, the Company shall provide each Seller with a written notice ("an Extension Notice") of its inability to raise the required funds, in which event the period for payment of the Exit Prices shall be extended by a further period of 6 (six) months ("the Extension Period"). The Company shall continue to use its best endeavours to raise the required funds, failing which it shall be entitled to extend the Extension Period for further periods of 6 months by further Extension Notices.
- 10.10. For the avoidance of doubt, neither the Company nor the Advisor or any other person connected with the Company or the Advisor gives any guarantee as to the ability of the Company to purchase the Exit Shares.
- 10.11. The Company shall pay the Exit Prices against delivery of the Exit Shares in transferrable form.
- 10.12. Each Seller warrants that, upon the date of delivery of the Exit Shares to the Company as contemplated in article 10.11:
 - 10.12.1. it shall be the registered and beneficial owner of the Exit Shares; and
 - 10.12.2. the Exit Shares shall be delivered free of all Encumbrances and any restrictive contractual rights, and, upon such delivery, ownership, risk and benefit in respect of the Exit Shares shall pass to the Company.

11. CLASS B SHARES

- 11.1. The Class B Shares shall confer upon the Class B Shareholder the following rights:
 - 11.1.1. in a winding up the rights set out in article 38;
 - 11.1.2. the right to vote on all matters except those matters solely affecting another Class of Shares; and
 - 11.1.3. to dividends and distributions in accordance with the provisions of this Constitution and the Act.
- 11.2. The Class B Shares at all times have voting rights not less than 10% (ten percent) of the aggregate voting rights of all the Shares on all matters except those matters solely affecting the Class A Shares.
- 11.3. The Class B Shares shall be redeemable at the option of the Company in the circumstances which entitle the Company (acting on the instructions of the Class A Shareholders) to terminate the Advisory Agreement.
- 11.4. The Class B Shares shall at all times be held by the Advisor or the Company.

12. CLASS C SHARES

- 12.1. Only 100 (one hundred) Class C Shares shall be issued, which shares shall be issued to the Advisor.
- 12.2. The Class C Shares shall have no voting rights.
- 12.3. The Class C Shares shall not be redeemable and shall confer no right to dividends or distributions of any sort, save for the return of the subscription price on winding-up.
- 12.4. The Class C Shares shall at all times be held by the Advisor.

13. REPLACEMENT ADVISOR

- 13.1. In the event that the Advisory Agreement is terminated for whatsoever reason (including, for the avoidance of doubt, a Cause Event), or in the event that it has become illegal for the Advisor to hold the Class B Shares (in which case the Advisory Agreement shall be terminated by the Company and the Advisor shall be deemed to have been removed as Advisor), one of either a Replacement Advisor or the Company, shall purchase and take transfer from the Advisor of the Class B Shares and against such transfer the Advisor shall receive (in cash and without set off or deduction whatsoever) the full purchase price of all the Class B Shares:
 - 13.1.1. as agreed in writing between them within 30 (thirty) days of the removal of the Advisor; or

14. EXTRACTS OF CONSTITUTION continued

- 13.1.2. failing conclusion of an agreement referred to in article 13.1.1, or if the Advisor has been removed for a Cause Event, the Company shall redeem the Class B Shares (in cash and without set off or deduction whatsoever) at the fair market value as determined by the Auditors in consultation with the Independent Property Valuer, such Auditors and Independent Property Valuer acting as experts and not as arbitrators, whose determination in this regard shall be final and binding on all the Parties. The redemption price shall be paid to the Advisor by no later than ten Business Days after the fair market value has been determined by the Auditors.
- 13.2. If the Advisor is removed following a Cause Event where the Advisor is the Relevant Party and which consists of a Cause Event, then the fair market value determination in terms of article 13.1.2 shall exclude the value attributable to amounts allocated to the Advisor or to which the Advisor would otherwise be entitled in terms of article 21.1.8 as holder of the Class B Shares.
- 13.3. Against receipt of the purchase price for the Class B Shares and the Class C Shares, the Advisor shall be deemed to have sold and transferred its Class B Shares and Class C Shares to the Replacement Advisor or the Company (as applicable) and shall cease to be Advisor for all intents and purposes of the Constitution.

14. INVESTMENT COMMITMENTS AND CAPITAL SUBSCRIPTIONS

14.1. Class A Shares

- 14.1.1. Class A Shares shall be subscribed for by way of Subscription Capital paid to the Company by Investors pursuant to Investment Commitments.
- 14.1.2. Investment Commitments may be accepted in the sole and absolute discretion of the Board.
- 14.1.3. The minimum Investment Commitment that can be made by a prospective Investor shall be such amount determined by the Board from time to time.
- 14.1.4. Each Investment Commitment shall be entered into in respect of a particular Closing and shall be available for the Drawdown Period of that Closing. Upon the expiry of a Drawdown Period, all Undrawn Investment Commitments of an Investor in respect of that Drawdown Period shall be cancelled except to the extent that an Investment or a follow-on Investment in respect of an existing Investment has been committed to by the Company prior to the end of the Drawdown Period, in which case, the Drawdown Period shall be extended for the time and to the extent necessary to complete the acquisition of the Investment or follow-on Investment as the case may be.
- 14.1.5. Except as otherwise provided in this Constitution, no Investor may increase or decrease an Investment Commitment.
- 14.1.6. Subject to article 14.1.7 and article 14.2.6, each Investor shall, during the Drawdown Period applicable to the Investment Commitment in question, have the obligation to pay specified amounts of Subscription Capital from time to time from its Undrawn Investment Commitment within such period and in such amounts as may be notified to them by issuance of a Drawdown Notice, but which period shall be no less than 10 (ten) Business Days.
- 14.1.7. Whilst Drawdown Periods in respect of different Closings may overlap or coincide with one another, the Company shall not be entitled to drawdown Subscription Capital in respect of an Investment Commitment until all Investment Commitments in respect of all previous Closings have been fully drawdown by the Company. The Investment Commitments of a Defaulting Investor shall be deemed to have been fully drawdown when determining whether Investment Commitments in respect of previous Closings have been fully drawdown.
- 14.1.8. The subscription price per Class A Share shall:
 - 14.1.8.1. be 5 (five) USD, in respect of Class A Shares to be issued on the first Drawdown Date; and
 - 14.1.8.2. in all other instances, be equal to the NAV Per Share on the Business Day prior to the Drawdown Date.
- 14.1.9. Subject to articles 14.2.5 and 14.2.8, contributions of Subscription Capital shall be made by the Investors to the Company in the Interest Percentages.

14.2. Failure to Comply with Drawdown Notice

- 14.2.1. If any Investor fails to pay the amount of Subscription Capital specified in a Drawdown Notice given to the Investor, or to comply with a Drawdown Notice given in terms of article 14.1.6, by the due date for such payment, and fails to remedy such default within 10 (ten) Business Days of the Company or the Advisor giving such Investor written notice to remedy the default, the Investor shall, with effect from the expiry of the said 10 (ten) Business Day period (the "Default Date"), be a Defaulting Investor. The Company or the Advisor shall inform all Investors of the default within 14 (fourteen) Business Days of the Default Date.
- 14.2.2. For the avoidance of doubt it is recorded that an Investor shall be deemed not to have paid a required amount of Subscription Capital until such time as the full amount thereof reflects in the bank account of the Company specified in the relevant Drawdown Notice.

- 14.2.3. Any representative of the Defaulting Investor appointed to the Investment Committee shall immediately and automatically cease to be a member of the Investment Committee for the period during which the Defaulting Investor remains in default.
 - 14.2.4. The amount of Subscription Capital which remains unpaid by such Defaulting Investor shall bear interest at Prime plus 10% (ten percent per annum), such interest to be paid at the same time as the overdue Subscription Capital, which interest shall not form part of Contributed Capital.
 - 14.2.5. If an Investor fails to make payment of the amount specified in a Drawdown Notice given to it, and to remedy that default within 10 (ten) Business Days:
 - 14.2.5.1. the Advisor shall be entitled, but not obliged, to draw down from the other Investors who hold Investment Commitments in respect of the same Closing, in the ratio of their respective Investment Commitments in respect of that Closing as a percentage of the total Investment Commitments for the applicable Closing (less the relevant Investment Commitment of the defaulting Investor) and on no less than 10 (ten) Business Days' notice, the amount that should have been paid by the Defaulting Investor, provided that no Investor will be obliged to contribute in excess of 150% (one hundred and fifty percent) of the original amount of the Subscription Capital requested from it, and subject further to the applicable Undrawn Investment Commitment of each Investor not being exceeded;
 - 14.2.5.2. the Defaulting Investor will, for so long as it is in default, no longer be entitled to vote on any matter affecting the Company, and will, for voting purposes, for so long as it is in default, be deemed to have no Shares; and
 - 14.2.5.3. the Board shall, in accordance with article 25, have the right to refuse or delay the Registration of transfer of any Share held by the Defaulting Investor to any person until the default has been remedied.
 - 14.2.6. Notwithstanding anything to the contrary contained in this article 14 or elsewhere in this Constitution, no Investor shall be a Defaulting Investor if the Investor failed to pay an amount of Subscription Capital specified in a Drawdown Notice given to the Investor by the due date for such payment, if such failure was a result of the fact that any applicable law or regulation makes it illegal or unlawful for that Investor, acting reasonably in the circumstances, to pay such Subscription Capital, provided that the Investor shall provide proof satisfactory to the Advisor showing that:
 - 14.2.6.1. the relevant law or regulation applies to it; and
 - 14.2.6.2. in terms of the relevant law or regulation, the payment of that Subscription Capital by the Investor would be illegal.
 - 14.2.7. The proof referred to in article 14.2.6 shall be obtained at the cost of the Investor concerned and shall, at a minimum, take the form of a written legal opinion given by a lawyer of no less than ten years' standing practicing at a reputable law firm in the jurisdiction where the relevant law or regulation is in force. The Advisor shall be entitled to call for the production of further proof of the matters referred to in article 14.2.6.1 and 14.2.6.2, at the cost of the Investor.
 - 14.2.8. Where an Investor is excused from paying Subscription Capital in terms of article 14.2.6, the Advisor shall be entitled, but not obliged, to draw down from the other Investors, in the ratio of their respective Investment Commitments as a percentage of the total of the Investment Commitments (less the Investment Commitment of the defaulting Investor), the amount that should have been paid by the Investor who was unable to make payment of the requested Subscription Capital, provided that no Investor will be obliged to contribute in excess of 150% (one hundred and fifty percent) of the original amount of the Subscription Capital requested from it, and subject further to each Investor's Undrawn Investment Commitment not being exceeded.
- 14.3. **Class B Shares**
 - 14.3.1. The subscription price per Class B Share shall be USD 5 (five).
 - 14.3.2. The Advisor shall subscribe for the Class B Shares for an aggregate subscription price equal to the Advisor Commitment.
 - 14.4. **Class C Shares**

The subscription price for each Class C Share shall be the nominal value thereof.

14. EXTRACTS OF CONSTITUTION continued

15. MODIFICATIONS OF RIGHTS

- 15.1. Subject to the provisions of the Law, all or any of the special rights for the time being attached to any Class for the time being in issue may (unless otherwise provided by the terms of issue of the Class or this Constitution) from time to time be altered or abrogated with the sanction of a Special Resolution passed at a separate Shareholders' Meeting of the holders of that Class.
- 15.2. The rights attached to the Shares shall be deemed to be varied by the creation or issue of any Shares, ranking *pari passu* with or in priority to them with respect to participation in the profits or assets of the Company.

16. CERTIFICATES

- 16.1. Shares shall be issued in inscribed form unless the Company determines otherwise or a Shareholder makes a request in writing for a Share certificate. Entitlement shall be evidenced solely by an entry on the Register and holders will be allotted a personal account number which shall be quoted by the Shareholder upon any transfer, transmission or other instructions to the Company. Without derogating from anything contained in this Constitution, if the Shareholder neglects to quote his personal account number, the Company shall not be obliged to act on his instructions.
- 16.2. Share certificates may be issued in respect of the Shares and the provisions of this Constitution relating to share certificates and any further regulations promulgated by the Company shall apply to certificates so issued.
- 16.3. Every certificate shall specify the number and Class and distinguishing number (if any) of the Shares to which it relates, and shall be issued under the Seal or a facsimile thereof and shall bear the signature of 2 (two) Directors or of one Director and the Secretary or such other person or persons as the Company may from time to time appoint. The Company may from time to time determine that such signatures or any of them need not be manual but may be printed or produced in any other manner, notwithstanding any other provisions of this Constitution with respect to the affixing of the Seal.
- 16.4. The Company shall not be bound to Register more than four persons as the joint holders of any Share and in the case of a Share held jointly by several persons, the Company shall not be bound to issue more than 1 (one) certificate therefor (where applicable), and delivery of a certificate for a Share to 1 (one) of the joint holders shall be sufficient delivery to all.
- 16.5. If (where applicable) a Share certificate were to be defaced, lost or destroyed, it may be renewed on payment of a fee of USD 100 (one hundred USD) on such terms (if any) as to evidence and indemnity as the Company thinks fit. In case of loss or destruction, the Shareholder to whom such renewed certificate is given shall also bear and pay to the Company any exceptional expenses incidental to the investigation by the Company of the evidence of such loss or destruction and to such indemnity.

17. TRANSFER OF SHARES

- 17.1. Subject to the provisions of this Constitution, where Class A Shares are listed on the Stock Exchange of Mauritius or on another securities exchange, the Class A Shares shall be freely transferable and each Class A Shareholder may transfer, without payment of any fee or other charges and free from any lien, all or any of its Class A Shares which have been fully paid, by way of instrument of transfer in writing.
- 17.2. For so long as the Company shall be admitted for listing on the Stock Exchange of Mauritius, a Shareholder wishing to transfer its Shares, shall where physical Share Certificates have been issued to that Shareholder, cause its Shares to be dematerialised.
- 17.3. For so long as the Company shall be admitted for listing on the Stock Exchange of Mauritius, all Shares transferred must be in the dematerialised form and must be conducted through the ATS.
- 17.4. An off-market transfer may be authorised for a transfer or transmission effected by operation of law without consideration in the following exceptional circumstances:
 - (a) succession;
 - (b) donation;
 - (c) reorganisation/ restructuring of a corporation.
- 17.5. Subject to the Law and this Constitution, the transfer of Class B Shares and the Class C Shares shall only be made in accordance with the provisions of article 13.1.1 and may only be held by the Advisor.
- 17.6. The Company shall not take any action to sell the Shares of a Shareholder who is untraceable, unless:
 - (i) during a period of 12 (twelve) years at least 3 (three) dividends in respect of the Shares in question have become payable and no dividends during that period has been claimed; and
 - (ii) on expiry of the 12 (twelve) years, the Company gives notice of its intention to sell the Shares by way of an advertisement published in at least 2 (two) widely circulated daily newspapers and notifies the Stock Exchange of Mauritius of such intention.

18. TRANSFER OR REDEMPTION OF SHARES HELD BY A NON-QUALIFIED HOLDER

- 18.1. The Board may, by notice to an Investor, at any time request an Investor to furnish a declaration, in a form satisfactory to the Directors, as to his country of residence and whether or not he is a Qualified Holder.
- 18.2. Any Investor who becomes aware that he is a Non-Qualified Holder shall, forthwith after becoming so aware, notify the Company of this fact in writing.
- 18.3. The Company may redeem the Shares held by the Non-Qualified Holder or may require the Non-Qualified Holder to transfer all his Shares to a Qualified Holder.
- 18.4. Each Investor shall indemnify and hold harmless the Company and each officer, Director or Shareholder, from and against all direct loss, damage, liability or expense that they may incur arising out of the fact that that Investor is a Non-Qualified Holder.

20. DISTRIBUTIONS OF NET INCOME PROCEEDS TO CLASS A AND CLASS B SHAREHOLDERS

- 20.1 For purposes of this article 20.1:
 - 20.1.1 “**Available Cash**” means, in relation to an Income Distribution Calculation Date, an amount equal to the Net Income Proceeds attributable to the Income Distribution Period ending on such Income Distribution Calculation Date.
 - 20.1.2 “**Carry Provision**” means the amount as determined by the Directors to make provision for the distribution payable to the Class B Shareholder in accordance with the provisions of article 21, attributable to the relevant Distribution Period;
 - 20.1.3 “**Distributable Amount**” means, a minimum amount of 90% (ninety percent) of the Available Cash attributable to the relevant Income Distribution Calculation Date.
 - 20.1.4 “**First Income Distribution Calculation Date**” means the last day of the financial year of the Company in which the Commencement Date occurs;
 - 20.1.5 “**Income Declaration Date**” means each date on which the Board declares and aggregate dividend equal to the Distributable Amount in respect of the Class A Shares and the Class B Shares, which date must be no later than 90 (ninety) days after the relevant Income Distribution Calculation Date;
 - 20.1.6 “**Income Distribution Calculation Date**” means the First Income Distribution Calculation Date and each 30 June and 31 December occurring after such First Income Distribution Calculation Date;
 - 20.1.7 “**Income Distribution Period**” means the period between one Income Distribution Calculation Date and the immediately succeeding Income Distribution Calculation Date, provided that the first income distribution period will commence on the Commencement Date and end on the First Income Distribution Calculation Date;
 - 20.1.8 “**Net Income Proceeds**” means the Income Proceeds attributable to the applicable Income Distribution Period minus the Income Costs attributable to such Income Distribution Period.
- 20.2 The Company shall, on each Income Declaration Date, and in respect of each Income Distribution Period, declare an aggregate dividend equal to the Distributable Amount to the Class A Shareholders and the Class B Shareholders, ranking equally. The dividend so declared shall be paid by the Company to the Shareholders as soon as reasonably possible and in any event in accordance with the Law and any relevant regulations

21. ADDITIONAL DISTRIBUTIONS TO CLASS B SHAREHOLDERS

- 21.1 In this article 21:
 - 21.1.1 “**Adjusted NAV**” means, in relation to a particular Class B Calculation Date, the NAV as at that date plus the Distributed Income in relation to the Class B Calculation Period ending on such Class B Calculation Date;
 - 21.1.2 “**Class B Calculation Date**” means each date after the Commencement Date that is the last day of the financial year of the Company;
 - 21.1.3 “**Class B Calculation Period**” means:
 - 21.1.3.1 firstly, the period beginning on the Commencement Date and ending on the first Class B Calculation Date; and
 - 21.1.3.2 thereafter, the period beginning on the day immediately succeeding one Class B Calculation Date (including the first Class B Calculation Date) and ending on the next Class B Calculation Date;

14. EXTRACTS OF CONSTITUTION continued

- 21.1.4 “**Distributed Income**” means, in relation to a Class B Calculation Period, all amounts declared or paid by the Directors to Class A Shareholders and the Class B Shareholders in accordance with the provisions of article 20.2 within the relevant Class B Calculation Period;
- 21.1.5 “**Hurdle NAV Growth Amount**” means an amount that is calculated as follows:
C x 110% where C is the Reference NAV in respect of the Relevant Calculation Period;
- 21.1.6 “**NAV Growth Percentage**” means in relation to a Class B Calculation Date, the percentage determined in accordance with the following formula:
$$A = \frac{B - C}{C}$$
 where A is the NAV Growth Percentage to be determined;
B is the Adjusted NAV as at the Class B Calculation Date at the end of the Class Calculation Period; and
C is the Reference NAV in respect of the Class B Calculation Period;
- 21.1.7 “**Reference NAV**” means:
21.1.7.1 in respect of the first Class B Calculation Period, the NAV as at the Commencement Date;
21.1.7.2 thereafter, in respect of each other Class B Calculation Period, the Adjusted NAV as at the Class B Calculation Date immediately preceding the commencement of the Class B Distribution Period;
- 21.1.8 “**Relevant Calculation Period**” means the Class B Calculation Period ending on the Calculation Date referred to in article 21.1.2;
- 21.1.9 “**Subsequent Calculation Date**” means the Class B Calculation Date at the end of the Subsequent Calculation Period; and
- 21.1.10 “**Subsequent Calculation Period**” means the Class B Calculation Period immediately after the Relevant Calculation Period.
- 21.2 The Company shall as soon as reasonably possible after every Class B Calculation Date determine the NAV Growth Percentage in respect of the Relevant Calculation Period and where:
- 21.2.1 the NAV Growth Percentage in respect of the Relevant Calculation Period is less than 10% (ten percent), the Company shall make no provision for any amount to be declared as a dividend to the Class B Shareholder in relation to NAV growth in respect of the Company during the Relevant Calculation Period;
- 21.2.2 the NAV Growth Percentage in respect of the Relevant Calculation Period is equal to or more than 10% (ten percent) but less than 15% (fifteen percent), the Company shall notionally allocate an amount to be declared as a dividend subject to article 21.4 equal to 15% of the amount in excess of the Hurdle NAV Growth Amount; and
- 21.2.3 the NAV Growth Percentage in respect of the Relevant Calculation Period is equal to or greater than 15% (fifteen percent), the Company shall notionally allocate an amount to be declared as a dividend subject to article 21.4 equal to the aggregate of:
21.2.3.1 15% (fifteen percent) of the amount that is 5% (five percent) in excess of the Hurdle NAV Growth Amount; and
21.2.3.2 20% (twenty percent) of the remainder of the amount (over and above the 5% (five percent) excess referred to in article 21.2.3.1) that is in excess of the Hurdle NAV Growth Amount.
- 21.3 Subject to article 21.5, any amount notionally allocated to be declared as a dividend to the Class B Shareholder pursuant to articles 21.2.2 and 21.2.3 (“**Allocated Dividend**”) shall be declared as a dividend on a Business Day within a period of 90 (ninety) days after the Subsequent Calculation Date provided that the NAV Growth Percentage in respect of the Subsequent Calculation Period is equal to or more than 10% (ten percent).
- 21.4 In the event that NAV Growth Percentage in respect of the Subsequent Calculation Period is less than 10% (ten percent), the Allocated Dividend shall be written back (“clawed back”) by the Company and the Class B Shareholder shall forfeit any claim to any distribution in respect of the Relevant Calculation Period.
- 21.5 In the event that the Allocated Dividend in respect of the first Calculation Period (which, for the avoidance of doubt, shall be understood as the period referred to in article 21.1.3.1) is more than USD2,000,000 (two million USD) and provided that the NAV Growth Percentage in respect of the Subsequent Calculation Period is equal to or more than 10% (ten percent), USD2,000,000 (two million USD) of the aforementioned Allocated Dividend shall be declared as a dividend in accordance with 21.3 and the remainder shall be written back by the Company and the Class B Shareholder shall have no further claim to any distribution in respect of that portion of the Allocated Dividend.
- 21.6 Any dividend declared to the Class B Shareholders pursuant to article 21.3 above shall be paid as soon as reasonably possible and in any event in accordance with the Law and any relevant regulations.

22. REDEMPTION

- 22.1 Subject to the provisions of the Law and article 10, all redemptions of Shares shall be in accordance with the provisions of this Constitution.
- 22.2 Redemption of Shares shall be subject to any requisite regulatory controls or other official consents first having been obtained.
- 22.3 Payment of the redemption price shall be made in USD or such other currency as the Directors may from time to time determine, into the bank account nominated by the relevant Shareholder in writing.
- 22.4 In the case where the Shares being redeemed are certificated and such Shares are redeemed without production by the Shareholder of the certificate(s) relating thereto (if applicable) the Directors may (unless they decide to dispense with the production of the certificate(s)) deposit in a separate bank account the aggregate redemption price of the Shares so redeemed. Upon such deposit, the person whose Shares have been so redeemed shall have no interest in or claim against the Company or its assets except the right to receive the monies deposited (without interest) upon surrender of the certificate(s) relating to the Shares so redeemed with such other document(s) as may be required for the purposes of redemption (subject to any requisite official consents first having been obtained).
- 22.5 The redemption price for each Class A Share shall be the NAV Per Share on the Business Day prior to the date of redemption.
- 22.6 The redemption price for each Class B Share shall be the fair market value of such Share as determined by the Auditors in consultation with the Independent Property Valuer, such Auditors and Independent Property Valuer as experts and not as arbitrators, whose determination shall be final and binding on the Parties. The mode, manner and process of such redemption shall be as determined by the Directors in their sole and absolute discretion.
- 22.7 Upon redemption of the Shares being effected, the name of such Shareholder shall be removed from the Register as regards such Shares and the redeemed Shares shall be available for re-issue where not cancelled and, until re-issue, shall form part of the unissued capital of the Company.

24. VARIATION OF SHARE CAPITAL

- 24.1 All Shares issued by the Company shall be subject to the provisions of this Constitution with reference to payment of Subscription Capital, lien, transfer, transmission, forfeiture and otherwise and shall comply with all provisions relating thereto as prescribed by the Directors from time to time.
- 24.2 Subject to the provisions of the Law, the Shareholders may by Special Resolution from time to time reduce the Company's share capital in any way, and in particular, without prejudice to the generality of the foregoing power, may:
 - 24.2.1 with or without extinguishing or reducing liability on any of its Shares:
 - 24.2.1.1 cancel any paid-up capital which is in excess of the requirements of the Company, and may, if and so far as is necessary, alter this Constitution by reducing the amount of the Company's share capital and of its Shares accordingly;
 - 24.2.1.2 pay off any paid-up capital which is in excess of the requirements of the Company, and may, if and so far as is necessary, alter this Constitution by reducing the amount of the share capital and of its Shares accordingly.

25. DIRECTORS' RIGHT TO REFUSE REGISTRATION OF TRANSFERS

- 25.1 Subject to compliance with Sections 87 to 89 of the Act and without derogating from any other provisions of this Constitution in relation to the conditions for the Registration of Shareholders, the Board may refuse or delay the Registration of transfer of any Share to any person (the "transferee") whether or not such transferee is an existing Shareholder, where:
 - 25.1.1 the Share is held by a Defaulting Investor;
 - 25.1.2 so required by any applicable Law;
 - 25.1.3 the Company has a lien on such Share;
 - 25.1.4 the transfer is not accompanied by such proof as the Board reasonably requires of the right of the transferor to make the transfer;
 - 25.1.5 the Board acting in good faith decides in its sole discretion that Registration of the transfer would not be in the best interests of the Company; or
 - 25.1.6 the transferee is not a Qualified Holder.

14. EXTRACTS OF CONSTITUTION continued

- 25.2 Where the Board has refused to Register a transfer of a Share, the Board shall, within 28 (twenty-eight) days of the date on which the Board was in writing requested to Register the transfer, send to the prospective transferor and transferee notice of the refusal.

27. INVESTMENT COMMITTEE

27.1 Constitution of the Investment Committee

- 27.1.1 The four Investors with the largest holding of Class A Shares at the beginning of each Accounting Period, shall each be entitled to appoint and remove from time to time one member of the Investment Committee by written notice to the Company during that Accounting Period.

29. DIRECTORS

29.1 Appointment

- 29.1.1 The first Directors of the Company shall be the persons referred to in article 4.8.
- 29.1.2 All Directors of the Company shall subsequently be appointed by the Board either to fill any vacancy or as additional Directors or alternate Directors and shall hold office until the next following Annual Meeting and all or any of them shall then be eligible for re-election.
- 29.1.3 The minimum required period of notice to the Company of the intention to propose a person for election as a director, and the required minimum period of notice to the Company by such person of his willingness to be elected, will be at least 7 (seven) days and that the latest date for lodgement of such notices shall be not more than 7 (seven) days prior to the date of the meeting appointed for such election.
- 29.1.4 All Directors appointed shall retire at each Annual General Meeting and may make themselves available for re-election on such terms and conditions including remuneration and other benefits as the Shareholders by Ordinary Resolution may determine and notwithstanding anything to the contrary contained herein and subject to as may otherwise be provided by Law, any director, managing director or other executive director may, by Ordinary Resolution passed at a meeting called for purposes that include their removal or ceasing to hold office pursuant to section 139 of the Act, be removed from office before the expiry of their period of office subject however, to the right of any such director to claim damages under any contract.

29.2 Number

- 29.2.1 The number of Directors shall be no fewer than three and not more than ten and at least two of them in office at any time shall be residents of Mauritius.
- 29.2.2 The Board may, if authorised thereto by an Ordinary Resolution of the Class A Shareholders and Class B Shareholders, increase or reduce the minimum and maximum number of Directors stipulated in article 29.2.1.

29.3 Qualification

No Director shall be required to hold Shares to qualify him for an appointment.

29.4 Interests Register

The Directors shall maintain an interests register in accordance with Section 190 of the Act.

37. RESERVES

The Board will be entitled to withhold from amounts otherwise available for distribution, such amounts as it reasonably believes (having due regard for the best interests of the Class A Shareholders and Class B Shareholders) are needed to create appropriate reserves for meeting contingencies, including expenses and liabilities of the Company, as well as for any required Tax withholdings, or for any other purpose to which the profits of the Company may be properly applied, and, pending such application, the Board may, at its discretion, either employ such amounts in the business of the Company or invest same in such investments as the Advisor may from time to time think fit; provided that such amounts shall only be held as cash, or invested cash equivalents or other low-risk, high-security investments rated not less than Prime-one or A-1 or their equivalents by Moody's Investor Service, Inc. or Standard & Poor's Ratings Services or their successors.

38. WINDING UP

- 38.1 Subject to the Law and the provisions of article 38.4 below, the Board will apply for the winding-up of the Company on the first to occur of any of the following events:
- 38.1.1 by the decision of the Board at any time, provided that all Investments and other assets held, acquired or agreed to be acquired by the Company have been sold or otherwise Disposed of and the decision is approved by Special Resolution of the Shareholders;

- 38.1.2 a winding up order is issued by the Bankruptcy Division of the Supreme Court of Mauritius; or
- 38.1.3 any other event under the laws of Mauritius requiring the Winding up.
- 38.2 For the avoidance of doubt, the Company shall not be Wound-up on the occurrence of any one or more of the following events, including but not limited to:
 - 38.2.1 the bankruptcy, death, insanity, retirement, resignation, withdrawal, expulsion, termination, cessation or dissolution of a Shareholder;
 - 38.2.2 the transfer of any Share or other interest in the Company in contravention of this Constitution; or
 - 38.2.3 the redemption, repurchase or cancellation of all the Shares of a Shareholder.
- 38.3 Upon the happening of any of the events set out in articles 38.1.1 to 38.1.3, the assets may, subject to the Law, be applied in the order set out below and on such terms and conditions as the Board may decide;
 - 38.3.1 Third party debts shall be applied:
 - 38.3.1.1 to creditors in satisfaction of the debts and liabilities of the Company, to the extent permitted by Law, whether by payment thereof or the making of reasonable provision for payment thereof (other than any loans or advances that may have been made to the Company by any of the Shareholders in their capacity as Shareholders);
 - 38.3.1.2 to the expenses of liquidation, whether by payment thereof or the making of reasonable provision for payment thereof;
 - 38.3.1.3 to the establishment of any reasonable reserves (which may be funded by a liquidating trust) to be established by the liquidator in amounts determined by it to be necessary for the payment of the Company's expenses, liabilities (including contingent liabilities) and other obligations (whether fixed or contingent);
 - 38.3.2 Shareholder debts and distributions shall be applied:
 - 38.3.2.1 to the Shareholders, if any, who made loans or advances to the Company in their capacity as Shareholders, in satisfaction of such loans and advances, whether by payment thereof or the making of reasonable provision for payment thereof; and
 - 38.3.2.2 to the Shareholders in accordance with the distribution provisions contained in this Constitution.
- 38.4 Subject to the Law and any requisite regulatory approvals, in the event that liabilities and obligations as set out in article 38.3.1.3 remain outstanding at such time, the Shareholders may vote:
 - 38.4.1 to place appropriate reserves in trust to cover such obligations and liabilities and to proceed to wind up the Company; or
 - 38.4.2 to provide for such reserves within the Company and to wind the Company up only once all obligations and liabilities have been extinguished.
 - 38.4.3 In either case, the reserving shall be made out of distributions which would otherwise be made to Shareholders and on satisfaction or extinction of all such obligations or liabilities, any remaining reserves shall be distributed to the Shareholders.
- 38.5 In the event that liabilities and obligations remain outstanding on the happening of an event set out in article 38.1.3, the Shareholders shall place appropriate reserves in trust to cover such obligations and liabilities and to proceed to wind up the Company as set out in article 38.4.1.

43. MEETINGS OF SHAREHOLDERS

- 43.1 The Company shall in each year hold a Shareholders' Meeting as its Annual Meeting, in addition to any other Shareholders' Meeting of the Company during that year. Annual Meetings shall be held in Mauritius. A printed copy of the Annual Report (including the balance sheet and every document required by Law to be annexed thereto and profit and loss account or income and expenditure account) shall, at least 14 (fourteen) days before the date of the Annual Meeting, be delivered or sent by post to the registered address of every Shareholder.
- 43.2 At each Annual Meeting the Investors will be offered the opportunity to review and discuss the Company's investment activities and performance.
- 43.3 The Directors may call a Special Meeting of the Company whenever they think fit and Special Meetings shall be convened on such requisition, or in default may be convened by such requisitionists, and in such manner as provided by the Law.

14. EXTRACTS OF CONSTITUTION continued

43.4 Chairperson

- 43.4.1 Where the Directors have elected a chairperson of the Board, and the chairperson of the Board is present at a Shareholders' Meeting, he shall chair the meeting.
- 43.4.2 Where no chairperson of the Board has been elected or if, at any Shareholders' Meeting, the chairperson of the Board is not present within 15 (fifteen) minutes of the time appointed for the commencement of the meeting, the Directors present shall elect one of their number to be chairperson of the meeting.
- 43.4.3 Where no Director is willing to act as chairperson, or where no Director is present within 15 (fifteen) minutes of the time appointed for holding the meeting, the Shareholders present may choose one of their number to be chairperson of the meeting.

43.5 Notice of meetings

- 43.5.1 Written notice of the time and place of a Shareholders' Meeting shall be sent to every Shareholder entitled to receive notice of the meeting and to every Director, Secretary, Administrator and to the Advisor and auditor of the Company, at least 14 (fourteen) days before the date set for the Shareholders' Meeting.
 - 43.5.2 The notice shall state:
 - 43.5.2.1 the nature of the business to be transacted at the meeting in sufficient detail to enable a Shareholder to form a reasoned judgment in relation thereto; and
 - 43.5.2.2 the text of any Ordinary or Special Resolution to be submitted to the meeting.
 - 43.5.3 Any irregularity in a notice of a Shareholders' Meeting shall be waived where all the Shareholders entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or where all such Shareholders agree to the waiver.
 - 43.5.4 Any accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by a Shareholder, shall not invalidate the proceedings at that meeting, and any Shareholder present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where required, of the purposes for which such meeting was convened.
 - 43.5.5 The chairperson may, or where directed by the meeting, shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 43.6 When a Shareholders' Meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 43.7 Notwithstanding articles 43.5.1, 43.5.2 and 43.5.3, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

43.8 Methods of holding Shareholders' Meetings

A meeting of Shareholders may be held either:

- 43.8.1 by a number of Shareholders who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or
- 43.8.2 by means of audio, or audio and visual, communication by which all Shareholders participating and constituting a quorum, can simultaneously hear each other throughout the meeting.

43.9 Quorum

- 43.9.1 Where a quorum is not present, no business shall, subject to article 43.9.4, be transacted at a Shareholders' Meeting.
- 43.9.2 A quorum for a meeting of Shareholders shall be present where the Shareholders or their proxies are present or have cast postal votes, who are between them able to exercise a majority of the votes to be cast on the business to be transacted by the meeting.
- 43.9.3 The necessary quorum for separate Class meeting (other than an adjourned meeting) to consider a variation of the rights of that particular Class shall be the holders of at least one third (1/3) of the issued Shares of that Class.
- 43.9.4 Where a quorum is not present within 30 (thirty) minutes after the time appointed for the meeting:
 - 43.9.4.1 in the case of a meeting called under Section 118(1)(b) of the Act, the meeting shall be dissolved;
 - 43.9.4.2 in the case of any other meeting, the meeting shall be adjourned to the same day in the following week at the same time and place, or to such other date, time and place as the Directors may appoint; and
 - 43.9.4.3 where, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the Shareholders or their proxies present shall be a quorum.

43.10 Voting by voice or show of hands

43.10.1 Where a meeting of Shareholders is held under article 43.8.2, unless a poll is demanded in accordance with article 43.11, voting at the meeting shall be by whichever of the following methods is determined by the chairperson of the meeting:

43.10.1.1 voting by voice; or

43.10.1.2 voting by show of hands.

43.10.2 Where a meeting of Shareholders is held under article 43.8.2, unless a poll is demanded in accordance with article 43.11, voting at the meeting shall be by the shareholders signifying individually their assent or dissent by voice.

43.10.3 A declaration by the chairperson of the meeting that a resolution is carried by the requisite majority shall be conclusive evidence of that fact unless a poll is demanded in accordance with article 43.11.

43.11 Voting by poll

43.11.1 At a Shareholders' Meeting, a poll may be demanded, before the vote is taken on a resolution by voice or by show of hands, by:

43.11.1.1 not fewer than 5 (five) Shareholders having the right to vote at the meeting;

43.11.1.2 a Shareholder or Shareholders holding Shares that confer a right to vote at the meeting and on which the aggregate amount paid up is not less than 10% (ten percent) of the total amount paid up on all Shares that confer that right; or

43.11.1.3 the chairperson of the meeting, being a person nominated in accordance with article 43.4.

43.11.2 Where a poll is duly demanded, it shall, subject to article 43.12.1, be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

43.11.3 A poll demanded:

43.11.3.1 by the chairperson appointed in accordance with article 43.4 or on a question of adjournment, shall be taken immediately; or

43.11.3.2 by the Shareholders in accordance with article 43.11.1.1 or 43.11.1.2 on a question other than an adjournment, shall be taken at such time and place as the chairperson directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.

43.11.4 The instrument appointing a proxy to vote at a Shareholders' Meeting or meeting of a Class shall confer authority to demand or join in demanding a poll and a demand by a person as proxy for a Shareholder shall have the same effect as a demand by the Shareholder.

43.11.5 The demand for a poll may be withdrawn.

43.12 Votes of Shareholders

43.12.1 Subject to any rights or restrictions for the time being attached to any Class (including, for the avoidance of doubt, the voting rights held by the Class B Shareholder pursuant to article 11.2), every Shareholder present in person or by proxy and voting by voice or by show of hands and every Shareholder voting by postal vote (where this is permitted) or by poll, shall have one vote for every Share held by him.

43.12.2 In the case of joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the Shares.

43.12.3 Where a Shareholder has appointed special and general attorneys or an order has been made in respect of a Shareholder by any court having jurisdiction in lunacy, then his said special and general attorneys or his attorney, curator, committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by such court may vote, whether on a show of hands, on a poll or by proxy, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office not less than 24 (twenty-four) hours before the time for holding a meeting or adjourned meeting at which such person claims to be entitled to vote.

43.12.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

14. EXTRACTS OF CONSTITUTION continued

43.13 Proxies

- 43.13.1 A Shareholder may exercise the right to vote either by being present in person or by proxy.
- 43.13.2 A proxy for a Shareholder may attend and be heard at a Shareholders' Meeting as if the proxy were the Shareholder.
- 43.13.3 A proxy shall be appointed by notice in writing signed by the Shareholder and the notice shall state whether the appointment is for a particular meeting or a specified term.
- 43.13.4 Any power of attorney or other authority under which the proxy is signed or a notarially certified copy thereof shall also be produced.
- 43.13.5 A proxy form shall be sent with each notice calling a Shareholders' Meeting.
- 43.13.6 No proxy shall be effective in relation to a Shareholders' Meeting unless the instrument appointing the proxy is in writing under the hand of the appointer or of his agent duly authorised in writing or in the case of a corporation under the hand of an officer or of an agent duly authorised, and deposited at the Office at least 24 hours before the meeting.

43.14 The instrument appointing a proxy shall be in the following form:

SANLAM AFRICA CORE REAL ESTATE INVESTMENTS LIMITED

I/we of, being shareholders of the above named Company, hereby appoint, or failing him/her, of as my/our proxy to vote for me/us at the meeting of the Company to be held on and at any adjournment of the meeting.

Signed this day of

43.15 Minutes of Shareholders' Meetings

- 43.15.1 The Board shall ensure that minutes are kept of all proceedings at Shareholders' Meetings.
- 43.15.2 Minutes which have been signed as correct by the chairperson of the Shareholders' Meeting are prima facie evidence of the proceedings at such Shareholders' Meeting.

43.16 Shareholder proposals

- 43.16.1 A Shareholder may give written notice to the Board of a matter the Shareholder proposes to raise for discussion or resolution at the next Shareholders' Meeting at which that Shareholder is entitled to vote.
- 43.16.2 Where the notice is received by the Board not fewer than 28 (twenty-eight) days before the last day on which notice of the relevant Shareholders' Meeting is required to be given by the Board, the Board shall, at the expense of the Company, give notice of the Shareholder's proposal and the text of any proposed resolution to all Shareholders entitled to receive notice of the meeting.
- 43.16.3 Where the notice is received by the Board not fewer than 7 (seven) days and not more than 28 (twenty-eight) days before the last day on which notice of the relevant Shareholders' Meeting is required to be given by the Board, the Board shall, at the expense of the Shareholder, give notice of the Shareholder's proposal and the text of any proposed resolution to all Shareholders entitled to receive notice of the meeting.
- 43.16.4 Where the notice is received by the Board fewer than 7 (seven) days before the last day on which notice of the relevant Shareholders' Meeting is required to be given by the Board, the Board may, where practicable, and at the expense of the Shareholder, give notice of the Shareholder's proposal and the text of any proposed resolution to all Shareholders entitled to receive notice of the meeting.
- 43.16.5 Where the Directors intend that Shareholders may vote on the proposal by proxy or by postal vote, they shall give the Shareholder who made the proposal the right to include in or with the notice given by the Board a statement of not more than 1000 (one thousand) words prepared by that Shareholder in support of the proposal, together with the name and address of that Shareholder.
- 43.16.6 The Board shall not be required to include in or with the notice given by the Board a statement prepared by a Shareholder which the Directors consider to be defamatory, frivolous, or vexatious.
- 43.16.7 Where the costs of giving notice of the Shareholder's proposal and the text of any proposed resolution are required to be met by the proposing Shareholder, the Shareholder who made the proposal shall, on giving notice to the Board, deposit with the Company or tender to the Company a sum sufficient to meet those costs.

43.17 **Corporations may act by representative**

A body corporate which is a Shareholder may appoint a representative to attend a Shareholders' Meeting on its behalf in the same manner as that in which it could appoint a proxy.

43.18 **Other proceedings**

Unless otherwise expressly provided in this Constitution, a Shareholders' Meeting may regulate its own procedure.

43.19 **Class Meetings**

All the provisions of this Constitution as to Shareholders' Meetings of the Company shall mutatis mutandis apply to any Shareholders' Meetings of a Class.

43.20 **Resolutions in lieu of meetings**

Notwithstanding the above, a resolution of Shareholders may be competently passed by round robin, in accordance with the provisions of section 117 of the Act.

44. NOTICES TO SHAREHOLDERS

44.1 A notice may be given by the Company to any Shareholder, whether in or outside of Mauritius, either personally or by sending it by post or facsimile or telex to him at his registered address or by electronic mail or to the address supplied by him to the Company for the giving of notices to him.

44.2 Any notice given by advertisement shall be published in at least 2 (two) daily newspapers of wide circulation.

44.3 A notice may be given by the Company to the joint holders of a Share by giving notice to the joint holder named first in the Register in respect of the Share.

44.4 A notice may be given by the Company to the persons entitled to a Share in consequence of the death or bankruptcy of a Shareholder by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address supplied for the purpose by the persons claiming to be so entitled or (until such an address has been supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

45. FINANCING

45.1 None of the Shareholders shall be obliged to provide any loan capital to the Company, nor to give any guarantee or indemnity in respect of any of the Company's liabilities or obligations.

45.2 Where capital is required by the Company from time to time it shall be obtained on a negotiated and arms length basis by means of overdraft or other borrowings from third parties or, without detracting from the provisions of article 45.1, Shareholders.

45.3 Save as approved by the Board, at no time shall indebtedness recourse to the Company exceed the limitations (if any) provided in the Investment Charter.

45.4 The Company may guarantee loans from third parties or provide interim equity or debt financing (collectively, "**Bridge Financing**") to or in respect of a particular Investment in order to facilitate such Investment or in connection with the acquisition of an investment, subject to the limitations (if any) as provided in the Investment Charter.

46. EXPENSES

Any expense incurred by a Shareholder or Director which is not recoverable by such Shareholder or Director from the Company as an Authorised Expense (the "Unauthorised Expense") shall be borne by such Shareholder or Director and shall not be recoverable from the Company unless the Shareholders consent by Special Resolution to such Unauthorised Expense being borne by the Company.

15. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of SACREIL from 30 May 2024 to 20 June 2024 during normal working hours:

- This Listing Particulars, signed by 2 Directors, pursuant to the Listing Rules of the SEM;
- The Constitution;
- SACREIL's audited separate financial statements and annual report for the years ended 31 December 2021, 2022 and 2023; and
- Property Valuer's reports as at 31 December 2023.

KPMG has provided an auditors' report in respect of the summary separate financial statements for the years ended 31 December 2023 and 31 December 2022 and summary restated separate financial statements for the year ended 31 December 2021 set out Section 16.2. KPMG's auditor's report dated 07 May 2024, is set out in Section 16.1.

The auditors have given their written consent to include their auditors' report, in the form and context in which it appears, in the LP, and have not withdrawn their consent as at the date of this LP. The auditors' report has been filed with the FSC and the SEM.

16. APPENDIX 1 - FINANCIAL INFORMATION

16.1. Auditors' report



KPMG
KPMG Centre
31, Cybercity
Ebène
Mauritius
Telephone +230 406 9999
Telefax +230 406 9988
BRN No. F07000189
Website www.kpmg.mu

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF SANLAM AFRICA CORE REAL ESTATE INVESTMENTS LIMITED

Report on the Summary Separate Financial Statements and Summary Restated Separate Financial Statements

Opinion

The summary separate financial statements set out in Section 16.2 Summary Financial Statements of the Listing Particulars comprise of the following:

1. the summary separate statements of financial position as at 31 December 2023 and 31 December 2022, and the summary separate statements of profit or loss and other comprehensive income, changes in net assets attributable to holders of redeemable shares and cash flows for the years then ended, which are derived from the audited separate financial statements of Sanlam Africa Core Real Estate Investments Limited (the "Company") for the years ended 31 December 2023 and 31 December 2022 (collectively "Summary Separate Financial Statements"); and
2. the summary restated separate statements of financial position as at 31 December 2021 and the summary restated separate statements of profit or loss and other comprehensive income, changes in net assets attributable to holders of redeemable shares and cash flows for the year then ended, which are derived from the audited separate financial statements of the Company for the year ended 31 December 2021 and the audited restatements set out in note 24 and included in the audited separate financial statements of the Company for the year ended and as at 31 December 2022 ("Audited Restatements") (collectively "Summary Restated Separate Financial Statements").

In our opinion, the accompanying summary separate financial statements set out in Section 16.2 Summary Financial Statements of the Listing Particulars are consistent, in all material respects, with the audited separate financial statements, in accordance with the basis of preparation note. In addition, the Summary Restated Separate Financial Statements set out in Section 16.2 Summary Financial Statements of the Listing Particulars are consistent, in all material respects, with the comparative financial information set out in the audited separate financial statements for the year ended and as at 31 December 2022, in accordance with the basis of preparation note.

Summary Separate Financial Statements and the Summary Restated Separate Financial Statements

The Summary Separate Financial Statements and the Summary Restated Separate Financial Statements set out in Section 16.2 Summary Financial Statements of the Listing Particulars do not contain all the disclosures required by IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). Reading the Summary Separate Financial Statements and the Summary Restated Separate Financial Statements and our report thereon, therefore, is not a substitute for reading the audited separate financial statements and our reports thereon. The Summary Separate Financial Statements and the Summary Restated Separate Financial Statements set out in Section 16.2 Summary Financial Statements of the Listing Particulars and the audited separate financial statements and the audited restatements included in note 24 to the audited separate financial statements of the Company for the year ended and as at 31 December 2022, do not reflect the effects of events that occurred subsequent to that date of our reports on the audited separate financial statements and the Audited Restatements.

16. APPENDIX 1 - FINANCIAL INFORMATION continued



INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF SANLAM AFRICA CORE REAL ESTATE INVESTMENTS LIMITED

The Audited Separate Financial Statements and the Audited Restatements and Our Reports Thereon

We expressed unmodified audit opinions on the audited separate financial statements for the years ended 31 December 2023 and 31 December 2022 including the Audited Restatements for 31 December 2021 in our reports dated 30 March 2023 and 22 April 2024 respectively. Our opinion for the year ended 31 December 2021 was unmodified and was issued on 29 April 2022. Those reports all also include:

2023

The communications of key audit matters relate to the valuation of financial assets designated at fair value through profit or loss. Key audit matters are those matters that in, our professional judgement was of most significance in our audit of the separate financial statements of the current period.

2022

The communications of key audit matters relate to the valuation of financial assets designated at fair value through profit or loss. Key audit matters are those matters that in, our professional judgement was of most significance in our audit of the separate financial statements of the current period.

Management's Responsibility for the Summary Separate Financial Statements and Summary Restated Separate Financial Statements

Management is responsible for the preparation of the Summary Separate Financial Statements and the Summary Restated Separate Financial Statements set out in Section 16.2 Summary Financial Statements of the Listing Particulars in accordance with the basis described in the basis of preparation note.

Auditors' Responsibility

Our responsibility is to express an opinion on whether the Summary Separate Financial Statements and the Summary Restated Separate Financial Statements set out in Section 16.2 Summary Financial Statements of the Listing Particulars are consistent, in all material respects, with the audited separate financial statements and the Audited Restatements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), "Engagements to Report on Summary Financial Statements."

Basis of Accounting and Restriction on Distribution

We draw attention to section 16.2 Summary Financial Statements of the Listing Particulars, which describes the criteria applied in preparation of the Summary Separate Financial Statements and the Summary Restated Separate Financial Statements. As a result, the Summary Separate Financial Statements and the Summary Restated Separate Financial Statements may not be suitable for another purpose. Our report is intended solely for inclusion in the Listings Particulars and should not be distributed or read outside of this context. Our opinion is not modified in respect of this matter.

Emphasis of Matter - comparative information

We draw attention to note 24 to the audited separate financial statements of the Company for the year ended and as at 31 December 2022 which indicates that the comparative information presented as at and for the year ended 31 December 2021 has been restated. Our opinion is not modified in respect of this matter.



**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF SANLAM AFRICA CORE REAL ESTATE INVESTMENTS LIMITED**

Other Matter

Our audit reports on the audited separate financial statements for the years ended 31 December 2023 and 31 December 2022 including the Audited Restatements for 31 December 2021 have been prepared solely for the Company's shareholders in accordance with Section 205 of the Mauritius Companies Act 2001.

Our audit work has been undertaken so that we might state to the Company's shareholders those matters we are required to state to the Company's shareholders in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not assume responsibility to anyone other than the Company and the Company's shareholders for our audit work, for this report, or for the opinions we have formed.

Report on Other Legal and Regulatory Requirements

Listing Rules of The Stock Exchange of Mauritius Ltd

During the years ended 31 December 2023, 31 December 2022 and 31 December 2021, we have not been an associate, as defined in the Listing Rules, of any directors or shareholder holding more than 5% of the shares issued by Sanlam Africa Core Real Estate Investments Limited.

We were the auditors of Sanlam Africa Core Real Estate Investments Limited for the years ended 31 December 2023, 31 December 2022 and 31 December 2021.

KPMG
Ebène, Mauritius

Date: 07 May 2024

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Licensed by FRC

16. APPENDIX 1 - FINANCIAL INFORMATION continued

16.2. Summary Separate Financial Statements and Summary Restated Separate Financial Statements

Basis of preparation

The summary separate financial statements for the years ended 31 December 2023 and 31 December 2022 and summary restated separate financial statements for the year ended 31 December 2021 set out below are prepared in pursuance with the requirements of the Listing Rules of the Stock Exchange of Mauritius Ltd.

The Directors considered that the presentation of the separate and restated separate statements of financial position, separate and restated separate statements of profit or loss and other comprehensive income, separate and restated separate statements of changes in net assets attributable to holders of redeemable shares and separate and restated separate statements of cash flows are appropriate.

The summary separate financial statements and summary restated separate financial statements do not include all the information required by IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") for full separate financial statements and are not a substitute for the full separate financial statements from which they have been extracted. The accounting policies applied in the preparation of the SACREIL's audited separate financial statements, from which the summary separate financial statements were derived, are in terms of IFRS Accounting Standards. SACREIL's audited separate financial statements and annual reports as at and for the years ended 31 December 2021, 2022, and 2023 are available for inspection in terms of Section 15.

The summary separate financial statements and summary restated separate financial statements are themselves not audited but are extracted from SACREIL's audited separate financial statements as at and for the years ended 31 December 2022, including the comparatives as at and for the year ended 31 December 2021, and 2023. The directors take full responsibility for the preparation of summary separate financial statements and summary restated financial statements and the correct extraction of financial information from the SACREIL's audited separate financial statements as at and for the years ended 31 December 2022, including the comparatives as at and for the year ended 31 December 2021, and 2023.

The tables below have been extracted from the SACREIL audited separate financial statements for the financial years ended 31 December 2023 and 31 December 2022, and from the SACREIL audited separate financial statements for the financial year ended 31 December 2021 plus the audited restatements set out in note 24 to the audited separate financial statements of SACREIL for the year ended and as at 31 December 2022, collectively the comparative financial information presented in the SACREIL audited separate financial statements as at and for the year ended 31 December 2022.

16.2.1. Statements of Financial Position

	At 31 December 2023 USD	At 31 December 2022 USD	At 31 December 2021 Restated USD
ASSETS			
Financial assets designated at fair value through profit or loss	30,350,875	36,708,552	39,068,772
Other receivables and prepayments	1,706,721	1,623,573	1,078,242
Cash and cash equivalents	265,466	9,806	1,076,061
TOTAL ASSETS	32,323,062	38,341,931	41,223,075
EQUITY			
Share capital	100	100	100
TOTAL EQUITY	100	100	100
LIABILITIES (EXCLUDING NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE SHARES)			
Advisory fees payable	907,233	481,542	526,061
Other payables and accruals	106,220	106,048	118,368
TOTAL LIABILITIES (EXCLUDING NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE SHARES)	1,013,453	587,590	644,429
NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE SHARES	31,309,509	37,754,241	40,578,546
Net assets attributable to:			
- Class A	27,949,473	33,702,577	36,223,786
- Class B	3,360,036	4,051,664	4,354,760
NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE SHARES	31,309,509	37,754,241	40,578,546

16. APPENDIX 1 - FINANCIAL INFORMATION continued

16.2.2. Statements of Profit or Loss

	At 31 December 2023 USD	At 31 December 2022 USD	At 31 December 2021 Restated USD
INCOME			
Dividend income	1,535,000	895,000	1,490,000
	1,535,000	895,000	1,490,000
EXPENSES			
Accounting fees	(48,365)	(56,450)	(56,280)
Advisory fees	(907,233)	(923,795)	(1,043,545)
Audit fees	(59,512)	(58,903)	(54,395)
Bank charges	(6,532)	(6,460)	(5,189)
Directors' fees	(114,000)	(119,000)	(89,582)
Disbursements	(3,366)	(3,714)	(1,400)
Licence fees	(17,762)	(17,732)	(18,593)
Net loss on financial assets at fair value through profit or loss	(6,642,177)	(2,385,220)	(9,044,884)
Other expenses	(73,648)	(46,419)	(40,458)
Professional fees	(107,137)	(101,612)	(110,117)
	(7,979,732)	(3,719,305)	(10,464,443)
LOSS BEFORE FINANCE COSTS AND TAX	(6,444,732)	(2,824,305)	(8,974,443)
Finance costs			
Distribution to holders of redeemable shares	–	–	
DECREASE IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE SHARES BEFORE TAX	(6,444,732)	(2,824,305)	(8,974,443)
Income tax expense	–	–	–
DECREASE IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE SHARES FROM OPERATIONS	(6,444,732)	(2,824,305)	(8,974,443)

16.2.3. Statements of Changes in Net Assets Attributable to Holders of Redeemable shares.

Net assets attributable to

	Class A USD	Class B USD	Total USD
At 1 January 2021			
As previously reported	56,754,976	6,822,984	63,577,960
Effect of prior year adjustments	(12,519,856)	(1,505,115)	(14,024,971)
As restated	44,235,120	5,317,869	49,552,989
Decrease in net assets attributable to holders of redeemable shares			
As previously reported	(7,724,266)	(928,598)	(8,652,864)
Effect of prior year adjustments	(287,068)	(34,511)	(321,579)
As restated	(8,011,334)	(963,109)	(8,974,443)
As at 31 December 2021	36,223,786	4,354,760	40,578,546
Number of shares in issue	16,636,409	2,000,000	
Net Asset Value per share	USD 2.1774	USD 2.1774	
At 1 January 2022			
	36,223,786	4,354,760	40,578,546
Decrease in net assets attributable to holders of redeemable shares	(2,521,209)	(303,096)	(2,824,305)
At 31 December 2022	33,702,577	4,051,664	37,754,241
Number of shares in issue	16,636,409	2,000,000	
Net Asset Value per share	USD 2.0258	USD 2.0258	
At 1 January 2023			
	33,702,577	4,051,664	37,754,241
Decrease in net assets attributable to holders of redeemable shares	(5,753,104)	(691,628)	(6,444,732)
At 31 December 2023	27,949,473	3,360,036	31,309,509
Number of shares in issue	16,636,409	2,000,000	
Net Asset Value per share	USD 1.6800	USD 1.6800	

16. APPENDIX 1 - FINANCIAL INFORMATION continued

16.2.4. Statements of Cash Flows

	At 31 December 2023 USD	At 31 December 2022 USD	At 31 December 2021 Restated USD
Cash flows from operating activities			
Decrease in net assets attributable to holders of redeemable shares before tax	(6,444,732)	(2,824,305)	(8,974,443)
Adjusted for:			
Net loss on financial assets at fair value through profit or loss	6,642,177	2,385,220	9,044,884
Dividend income	(1,535,000)	(895,000)	(1,490,000)
Changes in operating assets and liabilities			
Increase in prepayments & other receivables	(83,148)	(545,331)	(312,987)
Increase/(decrease) in advisory fees payable	425,691	(44,519)	233,912
Increase/(decrease) in other payables and accruals	172	(12,320)	19,233
Cash used in operations	(994,840)	(1,936,255)	(1,479,401)
Dividend income	1,535,000	895,000	1,490,000
Net cash generated from/(used) in operating activities	540,160	(1,041,255)	10,599
Cash flows from investing activities			
Investment in equity shares	(284,500)	(25,000)	(22,200)
Proceeds from loan receivable from related parties	-	-	429,412
Net cash flows from investing activities	(284,500)	(25,000)	407,212
Net increase/(decrease) in cash and cash equivalents	255,660	(1,066,255)	417,811
Cash and cash equivalents at beginning of year	9,806	1,076,061	658,250
Cash and cash equivalents at end of year	265,466	9,806	1,076,061

17. APPENDIX 2 - EXECUTIVE SUMMARY OF VALUATION REPORTS SIGNED BY KNIGHT FRANK LLP

Atlantic House, Victoria Island, Lagos, Nigeria



Sanlam Africa Core Real Estate Investments Ltd
For the attention of Lusanda Jakavula - Chief Financial Officer

Sandton
Gauteng
South Africa

Our ref: 2023-11-17 Accra-Dar-Lagos-Val

Date of issue: 14 February 2024

Dear Lusanda,

Valuation Report - Atlantic House, Victoria Island, Lagos, Nigeria

Further to your instructions, we are pleased to provide our Valuation Report in respect of the above property.

If you have any queries regarding this report, please let us know as soon as possible.

Signed for and on behalf of Knight Frank LLP

A handwritten signature in black ink that reads "M Lowes".

Michael Lowes MRICS - Registered Valuer
Consultant
For and on behalf of Knight Frank LLP michael.lowes@knightfrank-emc.com
+44 77 66 900 410

This report has been vetted, but not undertaken, by:

A handwritten signature in black ink that reads "B Woodhams".

Ben Woodhams MRICS
Partner
For and on behalf of Knight Frank LLP

Peer reviewed by:

A handwritten signature in blue ink that reads "J Whitmee".

James Whitmee MRICS
Consultant
For and on behalf of Knight Frank

17. APPENDIX 2 - EXECUTIVE SUMMARY OF VALUATION REPORTS SIGNED BY KNIGHT FRANK LLP continued



Executive summary

This Executive summary is a brief overview of our Valuation Report and must not be relied upon in isolation. It is intended to be read in conjunction with the whole report and is subject to any assumptions, caveats and comments stated within the body of this report.

Address	Atlantic House, Plot 121, Louis Solomon Close, Victoria Island, Lagos, Nigeria.				
Location	Atlantic House is located in the western extent of Victoria Island Lagos, at the centre of Lagos' Central Business District. The property adjoins Apapa Port's northern edge and lies just off the major thoroughfare of Ahmadu Bello Way (which connects Victoria Island with Lagos Island). The major new city reclaimed district of Eko Atlantic lies in close proximity to the south-east.				
Description	The main building comprises six storeys of offices with a double-height reception area on the ground floor. We understand that the main office building was originally constructed by Maersk in 1999 over four floors, while two new levels to the building were added in 2005. It is a good quality but older building which would be considered as Class B in the Lagos office market.				
Areas	Building	Description	GLA (sq m)	Vacancy (sq m)	Vacancy (%)
	Atlantic House	Ground - 6th Floor	4,271	1,301	30%
Ownership	99-year Certificate of Occupancy from Lagos State from 7th March 1996.				
Planning	Assumed planning approval for current use as offices.				
Key assumptions	<ul style="list-style-type: none"> • Unencumbered long-leasehold interest at a nominal rent • Tenancy Schedule provided to us by the Client within Section 2.45 of this report is correct and accurate • Rents stated are inclusive of Withholding Tax (WHT) and exclusive of Value Added Tax (VAT) • Capex is based on the budget provided to us for 2024 with an appropriate allowance for the following years • Irrecoverable Landlord's costs are based on the 2023 figures and 2024 budget figures. 				
Special assumption	<p>Our valuation is based upon the Special Assumption that the cost of scheduled waterfront protection works and electrical and air conditioning improvement works are undertaken at the cost of the Property owner and are excluded from the valuation calculations.</p> <p>These works extend to approximately USD1,000,000 and we have been advised by the client that the Parent entity (SACREIL) is currently undergoing a rights issue process and aims to raise and pay for these via a capital injection from the parent entity in the first half of the 2024 year. They have therefore excluded this portion of the CAPEX when approving the 2024 CAPEX budget.</p>				
Valuation date	31 December 2023				
Market value	<p>We are of the opinion that the Market Value of the freehold interest in the Property, subject to the existing tenancies, and on the Special Assumption that the cost of the waterfront protection works and electrical and air conditioning improvement works are undertaken at the cost of the Property owner and are excluded from the valuation calculations, at the valuation date is:</p> <p>USD 15,826,000 (Fifteen Million Eight Hundred and Twenty-Six Thousand United States Dollars)</p>				

Atlantic House, Victoria Island, Lagos, Nigeria



Sanlam Africa Core Real Estate Investments Ltd

For the attention of Lusanda Jakavula - Chief Financial Officer

11 Alice Lane
Sandton
Gauteng
South Africa

Our ref: 2023-11-17 Accra-Dar-Lagos-Val

Date of issue: 15 February 2024

Dear Lusanda,

Valuation Report - Accra Mall, Accra, Ghana

Further to your instructions, we are pleased to provide our Valuation Report in respect of the above property.

If you have any queries regarding this report, please let us know as soon as possible.

Signed for and on behalf of Knight Frank LLP

A handwritten signature in blue ink, appearing to read "J Charnaud".

James Charnaud MRICS - Registered Valuer
Consultant

For and on behalf of Knight Frank LL james.charnaud@knightfrank-emc.com
+44 7800 803 681

This report has been vetted, but not undertaken, by:

A handwritten signature in black ink, appearing to read "B Woodhams".

Ben Woodhams MRICS
Partner

For and on behalf of Knight Frank LLP

Peer reviewed by:

A handwritten signature in black ink, appearing to read "M Lowes".

Michael Lowes MRICS - Registered Valuer
Consultant

For and on behalf of Knight Frank LLP
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+34 600527814

17. APPENDIX 2 - EXECUTIVE SUMMARY OF VALUATION REPORTS SIGNED BY KNIGHT FRANK LLP continued



Executive summary

This Executive summary is a brief overview of our Valuation Report and must not be relied upon in isolation. It is intended to be read in conjunction with the whole report and is subject to any assumptions, caveats and comments stated within the body of this report.

Address	Accra Mall and Surplus Land, Spintex Road, Tetteh Quarshie Circle, Accra, Republic of Ghana
Location	Accra Mall is located to the south east side of the Tetteh Quarshie interchange which carries a six-lane motorway that links the Liberation Road from 37 Military Hospital to the Pantang junction through Madina in Accra. It is situated to the north of the centre of Accra and to the west of the Kotoka International Airport..

Areas We provide the gross lettable area (GLA) in the table as follows:

Floor	GLA (sqm)
Office	1,781
Line Shops	18,409
Mezzanine	450
Kiosk	31
Storerooms	270
Total	20,941

Current vacancy amounts to 1.0% (208 sqm) of the total area in the table above.

The Surplus Land amounts to 24,362.10 sqm.

Valuation consideration	<ul style="list-style-type: none"> • Accra Mall is the premium mall in Ghana • Unencumbered long-ground leasehold interest at a nominal rent • Tenancy Schedule provided to us by the Client within Appendix 2 is correct and accurate (save for Unit 29A which is vacant and Unit 01b is occupied by Orca Décor) • The land area is correctly stated in the Title Documentation • Planning permission is correctly documented to allow for the development, occupation and operation of Accra Mall. • At the date of valuation one of the anchor units is occupied by Orca Décor. From 1st September 2024 their space will be reduced to 2,662 sqm. The balance going to Decathlon who have a pre-lease to take occupation of the remainder from 1st September 2024. • The LC Waikiki rental is inclusive of service charge. In addition, one office unit L04 is renegotiating terms and Units 72 & 73 are negotiating their rent renewals to be inclusive of service charges. • We have applied a 2.0% permanent void to account for ongoing vacancies. • There has been a significant increase in the cost of borrowing in Ghana in both Cedi and USD terms. In the last 12 months the letting situation has improved. Six months ago the vacancy was 25.8% and at the date of valuation it is down to 1.0%. However, the new rentals agreed on the anchor units 01a and 01b have reduced the estimated rental values of the anchor units. The combination of these factors has contributed to the yields adopted for this valuation being similar to 6 months ago. • The CAPEX outgoings forecast for 2024 has been modified recently to reflect the cost of reconfiguring Unit 01b to accommodate Decathlon. We have taken the estimated budget for 2024 (USD611,498) and then used an annual figure of USD 250,000 going forward. and added an additional USD 600,000 every 5 years for general upgrade works. • The cash flow has been calculated using the following assumptions: <ul style="list-style-type: none"> ○ 11.75% discount rate ○ 9.75% terminal yield ○ 3.50% growth rate ○ Anticipated 1st USD 6,435,666 (a reduction from USD 6,764,800) ○ Operating expenses covered by a service charge of USD7.50 /sqm /mth. A slight shortfall is predicted on Units L04, 72 and 73 this has been accounted for by adjusted the rentals to 'net rentals' on this units.
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Valuation date	31 December 2023
Accra Mall Market value	We are of the opinion that the Market Value of the long leasehold interest in the Accra Mall, with vacant possession, at the valuation date is: USD 69,677,000 (Sixty-nine Million Six Hundred and Seventy-seven Thousand US Dollars)
Surplus Land Market Value	We are of the opinion that the Market Value of the leasehold interest in the Surplus Land adjacent to Accra Mall, at the valuation date is: USD 14,860,000 (Fourteen million Eight Hundred and Sixty Thousand US Dollars)
Exchange Rate	Where applicable, we have adopted an exchange rate of USD 1.00 : GHS 12.01 as being the rate published by OANDA on 12 December 2023.

17. APPENDIX 2 - EXECUTIVE SUMMARY OF VALUATION REPORTS SIGNED BY KNIGHT FRANK LLP continued

Capital Place, Dar Es Salaam, Tanzania



Sanlam Africa Core Real Estate Investments Ltd
For the attention of Lusanda Jakavula - Chief Financial Officer

Sanlam Africa Core Real Estate Investments Ltd
35 Cybercity
Ebene
Mauritius 72201

Our ref: 2023-11-17-Various-Vals
Date of issue: 13 February 2024

Dear Lusanda,
Valuation Report - Capital Place, Dar Es Salaam, Tanzania

Further to your instructions, we are pleased to provide our Valuation Report in respect of the above property.
If you have any queries regarding this report, please let us know as soon as possible.

Signed for and on behalf of Knight Frank LLP
Valued by:

A handwritten signature in blue ink, appearing to read "J Whitmee".

James Whitmee MRICS
Consultant
For and on behalf of Knight Frank LLP
Email james.whitmee@knightfrank-emc.com
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A handwritten signature in black ink, appearing to read "M Lowes".

Michael Lowes MRICS
Consultant
For and on behalf of Knight Frank LLP
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Tel +34 600 527 814

This report has been vetted, but not undertaken, by:

A handwritten signature in black ink, appearing to read "B Woodhams".

Ben Woodhams MRICS
Partner
For and on behalf of Knight Frank LLP

Executive summary

This Executive summary is a brief overview of our Valuation Report and must not be relied upon in isolation. It is intended to be read in conjunction with the whole report and is subject to any assumptions, caveats and comments stated within the body of this report.

Address	Capital Place, Dar Es Salaam, Tanzania
Location	Capital Place is located in the Ilala Downtown area of Dar Es Salaam. This is principally a central commercial district with good quality, international businesses, which represents a draw to other users of that type.

Areas We provide the gross lettable area (GLA) in the table as follows:

Building	sq m	vacany sq m	vacancy %
Amani palace	11,614.17	2,392.90	20.60%
FNB House	3,072.85	1,260.37	41.03%
Absa House	6,136.54	508.00	8.28%
Parkade	206.10	-	0.00%
	21,028.66	4,161.27	19.79%

Current vacancy amounts to 1.0% (208 sqm) of the total area in the table above.

The Surplus Land amounts to 24,362.10 sqm.

Valuation consideration	<ul style="list-style-type: none"> • Location in CBD • Good quality buildings • Well managed • High grade tenants • Office market is showing some signs of improvement - • Rents payable in USD • Rents have reduced but are now stabilised with the potential to rise • Proactive management maintains a relatively high level of occupancy at the subject Property • The Property is multi-tenanted with leases expiring/renewing at different points in time - hence the cashflow approach we are taking
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Valuation date	31 December 2023
Market value	<p>We are of the opinion that the Market Value of the long leasehold interest in the Property, subject to the existing tenancies, at the Valuation date is:</p> <p>USD32,970,000 (Thirty-two million and nine hundred and seventy thousand US Dollars)</p>