

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

ACTION REQUIRED BY SHAREHOLDERS:

This entire Circular is important and should be read with particular attention to the section entitled “*Action required by Shareholders*”, which commences on page 4. If you are in any doubt as to what action to take, you should consult your banker, accountant, attorney or other professional advisor immediately. If you have disposed of all your Shares, please forward this Circular and the attached Form of Written Consent to the purchaser to whom, or the agent through whom, the disposal was effected.



ORION REAL ESTATE LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1997/021085/06)

("Orion" or "the Company")

CIRCULAR TO SHAREHOLDERS

Relating to the proposed adoption of a new Memorandum of Incorporation of the Company, incorporating:

- A notice of Shareholder Resolutions to be proposed to Shareholders in terms of section 60 of the Companies Act;
 - Form of Written Consent; and
 - An extract of the proposed new Memorandum of Incorporation (**Annexure A**).
-

Date of issue: Thursday, 23 January 2020

Copies of this Circular are available in English only and may, from Thursday, 23 January 2020 to Thursday, 20 February 2020 (both days inclusive), be obtained during normal business hours from the registered address of the Company at the address set out in the “*Corporate Information*” section of this Circular. A copy of this Circular will also be available on the Company's website (www.oriongroup.co.za) from Thursday, 23 January 2020.

CORPORATE INFORMATION

Directors

Executive directors

F Gmeiner (Chief Executive Officer)

AJ Ritzlmayr (Financial Director)

Non-executive directors

RS Wilkinson (Chairman)

AC Gmeiner

MD Mthembu*

TFJ Oosthuizen*

**Independent*

Company Secretary

Arbor Capital Company Secretarial

Proprietary Limited

(Registration number 1998/025284/07)

20 Stirrup Lane, Woodmead Office Park

Corner Woodmead Drive and Van

Reenens Avenue, Woodmead, 2157

(Suite X439, Private Bag X29, Gallo Manor,
2052)

Date of incorporation

4 December 1997

Place of incorporation

Pretoria, South Africa

Registered office

3rd Floor, 26 Wellington Road

Parktown

Johannesburg, 2193

(PO Box 31416, Braamfontein, 2017)

Transfer Secretary

Computershare Investor Services Proprietary

Limited

(Registration number 2004/003647/07)

Rosebank Towers, 15 Biermann Avenue

Rosebank, Johannesburg, 2196

(PO Box 61051, Marshalltown, 2107)

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ACTION REQUIRED BY SHAREHOLDERS

The definitions and interpretations commencing on page 6 of this Circular apply, *mutatis mutandis*, to this section headed "Action required by Shareholders".

1. ACTION

- 1.1 Shareholders may indicate, by the insertion of the relevant number of votes exercisable by that Shareholder in the appropriate box provided, on the Form of Written Consent attached to this Circular, how they wish to cast their votes in relation to the proposed Shareholder Resolutions.
- 1.2 Please consider the proposed Shareholder Resolutions and vote on it within 20 Business Days, being the notice period from Thursday, 23 January 2020 and by no later than 12h00 (**12 noon**) on Thursday, 20 February 2020. Return a copy of the completed and signed Form of Written Consent to the Company Secretary to be received by the Company Secretary by no later than 12h00 (**12 noon**) on Thursday, 20 February 2020, at any one of the following addresses:

By hand:

Arbor Capital Company Secretarial
20 Stirrup Lane, Woodmead Office Park
Corner Woodmead Drive and Van Reenens
Avenue
Woodmead, 2157

By email:

cidalina.r@arborcapital.co.za

2. IF YOU HAVE DISPOSED OF YOUR SHARES

If you have disposed of your Shares, please forward this Circular to the purchaser of such Shares or agent through whom the disposal was effected.

3. DEEMED RECEIPT

Where a Shareholder has received this Circular attaching the proposed Shareholder Resolutions by means of registered post, such Shareholder is deemed to have received these documents on the 7th (seventh) day following the day on which the document was posted as recorded by a post office, unless there is conclusive evidence that it was delivered on a different day. Where a Shareholder has received this Circular by means of electronic mail, such Shareholder is deemed to have received this Circular on the date and at the time recorded by the computer used by the sender, unless there is conclusive evidence that it was delivered on a different date or at a different time. Notwithstanding the aforementioned, the deadline-date for submitting the signed Form of Written Consent is 12h00 (**12 noon**) on Thursday, 20 February 2020.

4. RESULTS OF THE VOTING

The Company will deliver a statement to Shareholders describing the results of the vote in terms of section 60(4) of the Companies Act.

Note:

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

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 6 of this Circular apply, *mutatis mutandis*, to this section headed “*Salient dates and times*”.

2020

Record date to determine which Shareholders are eligible to receive the Circular	Friday, 10 January
Circular, incorporating Form of Written Consent, distributed to Shareholders	Thursday, 23 January
Deadline for the exercise of voting rights by Shareholders in respect of the Shareholder Resolutions by 12h00 on	Thursday, 20 February
Special Resolution Number 1 lodged with the CIPC for registration	Friday, 21 February
Expected date of CIPC registration of Special Resolution Number 1	Monday, 24 February

Notes:

1. The above dates and times are subject to change. Any material changes will be communicated to shareholders.
2. All times quoted in this Circular are local times in South Africa.
3. **Notwithstanding, Special Resolution Number 1 and Ordinary Resolution Number 1, as set out in the notice of Shareholder Resolutions which is enclosed with this Circular, will become adopted and effective as soon as the voting rights exercised in favour thereof equate to 75% (in respect of the former) and 50% plus one vote (in respect of the latter) of all voting rights that were entitled to be exercised on such resolutions, which may be sooner than the closing date of Thursday, 20 February 2020 as set out above. The Company will deliver a statement to Shareholders describing the results of the vote in terms of section 60(4) of the Companies Act.**

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless otherwise stated or the context otherwise indicates, a word or an expression which denotes any gender includes the other genders, a natural person includes a juristic person and vice versa, the singular includes the plural and vice versa and the following words and expressions bear the meanings assigned to them below:

"Board" or "Directors"	the Board of Directors of the Company, whose names are set out in the " <i>Corporate Information</i> " section of this Circular;
"Business Day"	any day other than a Saturday, Sunday or public holiday in South Africa;
"CIPC"	the Companies and Intellectual Property Commission, established in terms of section 185 of the Companies Act;
"Circular"	this Circular to Shareholders, dated Thursday, 23 January 2020, together with all the annexures hereto, including the Form of Written Consent, proposing the adoption of the new Memorandum of Incorporation;
"Companies Act"	the Companies Act, No. 71 of 2008, as amended from time to time, and where appropriate in the context, includes a reference to the Companies Act Regulations promulgated in terms thereof;
"Company"	Orion Real Estate Limited (registration number 1997/021085/06), a public company duly registered and incorporated under the laws of South Africa;
"Company Secretary"	the company secretary of the Company, as reflected in the " <i>Corporate Information</i> " section of this Circular;
"Documents of Title"	Share certificates, certified transfer deeds, balance receipts or any other Documents of Title acceptable to the Company;
"Financial Markets Act"	the Financial Markets Act, No. 19 of 2012, as amended or replaced from time to time;
"Form of Written Consent"	the written consent form attached to this Circular;
"Memorandum of Incorporation"	the proposed new Memorandum of Incorporation of the Company, as attached to this Circular as Annexure A , the adoption of which is the subject of Special Resolution Number 1 included in the Form of Written Consent;

"Register"	the Register of Shareholders maintained by the Transfer Secretary on behalf of the Company in terms of the Companies Act;
"REIT"	Real Estate Investment Trust;
"Shareholders"	registered holders of Shares;
"Shareholder Resolutions"	the shareholder resolutions set out in the notice which is enclosed with this Circular;
"Shares"	ordinary par value shares in the Company's share capital;
"Strate"	Strate Proprietary Limited (registration number 1998/022242/07), a limited liability public company duly registered and incorporated under the laws of South Africa, which is a registered central securities depository and which is responsible for the electronic settlement system;
"Transfer Secretary" or "Computershare Investor Services"	Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), a limited liability private company duly registered and incorporated under the laws of South Africa, and the particulars of which appear in the "Corporate Information" section of this Circular.



ORION REAL ESTATE LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1997/021085/06)
("Orion" or "the Company")

CIRCULAR TO SHAREHOLDERS

1. PURPOSE OF AND REASON FOR THE CIRCULAR

The purpose of this Circular is to furnish Shareholders with all the relevant information relating to the adoption of the new Memorandum of Incorporation in accordance with the Companies Act so as to enable Shareholders to make an informed decision in respect of the Shareholder Resolutions and for them to consider and, if deemed fit, approve, with or without amendment, the Shareholder Resolutions to effect the adoption of the new Memorandum of Incorporation.

2. ADOPTION OF NEW MEMORANDUM OF INCORPORATION

Following the termination of the listing of Orion's Shares on the Main Board of the JSE Limited with effect from 18 December 2019, and the intended listing of the Shares on another licensed stock exchange in pursuit of Orion reacquiring its REIT status, the Board proposed that the Company adopts a new Memorandum of Incorporation to replace the existing version which was approved by Shareholders on 20 February 2018. The changes are primarily as follows:

- Replacing the reference to the JSE Limited with reference to any licensed stock exchange;
- Revising the clauses dealing with shareholder round robin resolutions in terms of section 60 of the Companies Act to allow more flexibility in line with the relevant licensed stock exchange listings requirements from time to time; and
- Revising the clauses dealing with certificated shares and dematerialised shares to allow for flexibility between the Company being unlisted and complying with the relevant licensed stock exchange listings requirements from time to time.

3. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names are given in the "Corporate Information" section of this Circular, collectively and individually, accept full responsibility for the accuracy of the information given in this Circular relating to the Company and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made, and that this Circular contains all information required by law.

4. OPINION AND RECOMMENDATION

The Board is of the opinion that the adoption of a new Memorandum of Incorporation is in the best interests of the Shareholders and should be supported and unanimously recommends that the Shareholders vote in favour of the Shareholder Resolutions. Each of the Directors who holds Shares and is permitted to vote intends to vote his/her Shares in favour of the Shareholder Resolutions as set out in the notice which is enclosed with this Circular.

5. APPROVAL OF THE SHAREHOLDER RESOLUTIONS IN TERMS OF SECTION 60 OF THE COMPANIES ACT

5.1 Section 65(2) of the Companies Act provides that the Board of Directors of a company may propose any resolution to be considered by shareholders, and may determine whether that resolution will be considered at a meeting, or by vote or written consent in terms of section 60 of the Companies Act. The Board has resolved that the Shareholder Resolutions be considered by Shareholders by written consent in terms of section 60 of the Companies Act.

5.2 In this regard:

5.2.1 section 60(1) of the Companies Act provides that a resolution that could be voted on at a shareholders meeting may instead be submitted for consideration to the Shareholders entitled to exercise voting rights in relation to the resolution, and be voted on in writing by shareholders entitled to exercise voting rights in relation to the resolution, within 20 Business Days after the resolution was submitted to them; and

5.2.2 section 60(2) of the Companies Act further provides that such a resolution will have been adopted if it is supported by persons entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or special resolution, as the case may be, at a properly constituted Shareholders meeting, and if adopted, has the same effect as if it had been approved by voting at a meeting.

5.3 Shareholders are referred to the "*Action Required by Shareholders*" section of this Circular which contains information as to the action they need to take regarding the Shareholder Resolutions.

6. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection by Shareholders during normal business hours at the Company's registered office, the particulars of which appear in the "*Corporate Information*" section of this Circular, from the date of issue of this Circular, until Thursday, 20 February 2020 (both days inclusive):

6.1 the Memoranda of Incorporation; and

6.2 a copy of this Circular, including all annexures hereto.

SIGNED AT PARKTOWN ON 22 JANUARY 2020 ON BEHALF OF ALL THE DIRECTORS

F Gmeiner

Chief Executive Officer



ORION REAL ESTATE LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1997/021085/06)
("Orion" or "the Company")

NOTICE OF SHAREHOLDER RESOLUTIONS TO BE PROPOSED TO SHAREHOLDERS IN TERMS OF SECTION 60 OF THE COMPANIES ACT

The definitions and interpretations commencing on page 6 of the circular to which this notice is attached, apply, *mutatis mutandis*, to the resolutions set out below.

1. Notice is hereby given to Shareholders that the Board has resolved to propose that Shareholders consider and, if deemed fit, pass, with or without modification, the Shareholder Resolutions set out below by written consent in terms of section 60 of the Companies Act.
2. The Shareholder Resolutions shall be adopted as soon as the voting rights exercised thereon equal the percentage of voting rights required to pass such resolutions (as detailed in each resolution below), despite the abovementioned 20 Business Day period not having lapsed.

SPECIAL RESOLUTION NUMBER 1 – ADOPTION OF NEW MEMORANDUM OF INCORPORATION

RESOLVED AS A SPECIAL RESOLUTION, in terms of section 16 of the Companies Act and the Company's existing memorandum of incorporation, that the new Memorandum of Incorporation, as attached to this Circular as **Annexure A**, be and is hereby adopted in its entirety and replaces the existing version which was approved by Shareholders on 20 February 2018.

Reason and effect for Special Resolution Number 1

The reason for Special Resolution Number 1 is to adopt a new Memorandum of Incorporation and the effect of this resolution is to implement such adoption.

Voting requirements

In terms of the Companies Act, the percentage of voting rights required for the adoption of this resolution is at least 75% of the voting rights exercised on this resolution.

ORDINARY RESOLUTION NUMBER 1 – AUTHORITY

RESOLVED AS AN ORDINARY RESOLUTION, that the Chairman or any one of the Directors or the Company Secretary, be and is hereby authorised, on behalf of the Company, to do or cause to be done all such things and to sign all such documents, file all such documents with any applicable regulatory body (including the CIPC), and procure the doing of all such things necessary or desirable to give effect to Special Resolution Number 1, and the Board be authorised to delegate its powers (to the extent required) to give effect to the above resolution, and any acts duly done in this regard are hereby confirmed and ratified to the fullest extent permitted in law.

Reason and effect of Ordinary Resolution Number 1

The reason for Ordinary Resolution Number 1 is to authorise the Chairman or any Director of the Company or the Company Secretary to take all actions necessary or desirable and sign all documents required to give effect to Special Resolution Number 1 adopted above.

Voting requirements

The percentage of voting rights required for the adoption of this resolution is more than 50% of the voting rights exercised on this resolution.



ORION REAL ESTATE LIMITED
(Incorporated in the Republic of South Africa)
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FORM OF WRITTEN CONSENT IN TERMS OF SECTION 60 OF THE COMPANIES ACT

The definitions and interpretations commencing on page 6 of the circular to which this Form of Written Consent is attached apply, *mutatis mutandis*, to the Form of Written Consent contained herein.

I/We (print complete names) _____
of (address) _____
being the holder(s) of _____ Shares, hereby vote as follows:

	For*	Against*	Abstain*
Special Resolution Number 1: Adoption of new Memorandum of Incorporation			
Ordinary Resolution Number 1: Authority			

*One vote per Share held by Shareholders. Shareholders must insert the relevant number of votes they wish to vote in the appropriate box provided, or "X" should they wish to vote all Shares held by them.

Signed at _____ on _____ 2020

Signature/s _____

Name in BLOCK LETTERS (full name if signing in a representative capacity) _____

Assisted by (where applicable) _____

Telephone number _____

Cellphone number _____

Email address _____

Notes:

1. A person signing this Form of Written Consent in a representative capacity must attach the documentary evidence establishing such authority to this Form of Written Consent, unless previously recorded by the Transfer Secretary.
2. Where this Form of Written Consent is signed under power of attorney, such power of attorney must accompany this Form of Written Consent, unless it has been registered by the Transfer Secretary.
3. For this Form of Written Consent to be binding, it must be completed and signed in accordance with the instructions therein, and must be received by the Company Secretary by no later than 12h00 (**12 noon**) on Thursday, 20 February 2020:

By hand:

Arbor Capital Company Secretarial
20 Stirrup Lane, Woodmead Office Park
Corner Woodmead Drive and Van Reenens
Avenue
Woodmead, 2157

By email:

cidalina.r@arborcapital.co.za

4. A Shareholder's instructions on the Form of Written Consent must be indicated by the insertion of the relevant number of votes exercised by that Shareholder in the appropriate box provided. Such a Shareholder is not obliged to use all the votes exercisable by the Shareholder, but the total number of votes cast and in respect of which abstention is recorded may not exceed the total number of votes exercisable by such Shareholder.
5. Where Shares are held jointly, all joint Shareholders are required to sign this Form of Written Consent.
6. A Shareholder who is a minor must be assisted by his/her parent/guardian, unless the relevant documents establishing his/her legal capacity are produced or had previously been recorded by the Transfer Secretary.
7. Any alteration or correction made to this Form of Written Consent must be initialed by the signatory/ies.

EXTRACT OF PROPOSED NEW MEMORANDUM OF INCORPORATION

Part I - Interpretation and preliminary, incorporation and nature of the Company**1. Interpretation**

The headings of the articles in this MOI are for the purpose of convenience and reference only and shall not be used in the interpretation of nor modify nor amplify the terms of this MOI nor any article hereof. Unless a contrary intention clearly appears –

- 1.1 words importing -
 - 1.1.1 any one gender includes the other two genders;
 - 1.1.2 the singular includes the plural and vice versa; and
 - 1.1.3 natural persons include created entities (corporate or unincorporate) and the state and vice versa;

- 1.2 the following terms shall have the meanings assigned to them hereunder and cognate expressions shall have corresponding meanings, namely –
 - 1.2.1 "**Board**" means the board of directors of the Company, from time to time;
 - 1.2.2 "**Business Day**" means any day other than a Saturday, Sunday or official public holiday in the Republic;
 - 1.2.3 "**Companies Act**" means the Companies Act, No. 71 of 2008;
 - 1.2.4 "**Company Rules**" means rules which may be made by a board of directors of a company as regards governance matters not dealt with in the Companies Act or in the relevant company's memorandum of incorporation, as contemplated in section 15(3) to (5A) of the Companies Act;
 - 1.2.5 "**Director**" means a director of the Company;
 - 1.2.6 "**Equity Securities**" shall have the meaning ascribed thereto in the Listings Requirements;
 - 1.2.7 "**Financial Assistance**" shall have the meaning as defined in section 44 of the Companies Act;
 - 1.2.8 "**Financial Markets Act**" has the meaning Financial Markets Act (No. 19 of 2012, (formerly the Securities Services Act, No 36 of 2004), including any amendment, consolidation or re-enactment thereof;
 - 1.2.9 "**Gross Income**" shall have the meaning ascribed thereto in section 1 of the Income Tax Act;
 - 1.2.10 "**IFRS**" means International Financial Reporting Standards;

- 1.2.11 **"Income Tax Act"** means the Income Tax Act, No. 58 of 1962;
- 1.2.12 **"Listings Requirements"** means the listings requirements of the relevant Securities Exchange on which the Company's shares may be listed, as amended from time to time;
- 1.2.13 **"this MOI"** means this memorandum of incorporation of the Company, as amended from time to time;
- 1.2.14 **"Odd-Lot"** means any total holding by a Securities Holder of less than 100 (one hundred) Securities (or such other number as may be permitted by the relevant Securities Exchange on which the Company's shares may be listed), or any total holding by a Securities Holder of 100 (one hundred) Securities (or such other number as may be permitted by the relevant Securities Exchange on which the Company's shares may be listed) or more, provided that it can be illustrated to the relevant Securities Exchange on which the Company's shares may be listed that the cost associated with a Securities Holder disposing of such number of Securities is equal to or exceeds the total value of such number of Securities;
- 1.2.15 **"Odd-Lot Holdings"** means holdings by Securities Holders of Odd-Lots;
- 1.2.16 **"Odd-Lot Offer"** means an offer by the Company to the holders of Odd-Lots in terms of which the holders of the Odd-Lots may elect to retain their holdings or sell their Odd-Lot;
- 1.2.17 **"Options"** means options for the allotment or subscription of any Securities;
- 1.2.18 **"Prescribed Officer"** shall have the meaning as defined in the Companies Act, as read with the Regulations;
- 1.2.19 **"Proxy"** means a person appointed in accordance with the provisions of the MOI to represent a Securities Holder at any meeting or any adjournment thereof;
- 1.2.20 **"Proxy Form"** means a written instrument complying with the provisions of the Companies Act appointing a person to represent a Securities Holder at any specified meeting or any adjournment thereof;
- 1.2.21 **"Regulations"** means the regulations promulgated from time to time under the Companies Act;
- 1.2.22 **"Republic"** means the Republic of South Africa;
- 1.2.23 **"Securities"** shall have the meaning as defined in the Companies Act, from time to time and shall include Equity Securities;
- 1.2.24 **"Securities Exchange"** means any licensed exchange in South Africa registered under the Financial Markets Act;

- 1.2.25 **"Securities Register"** means the register of Securities established or maintained by the Company in terms of section 50(1) of the Companies Act;
- 1.2.26 **"Securities Holder"** means the registered holder of any Securities in the Company;
- 1.2.27 **"Shares"** means shares with a par value of R0,01 (one cent) each in the Company which have been designated as such;
- 1.2.28 **"Shareholder"** means the registered holder of a Share who is entered as such in the Securities Register, subject to the provisions of Section 57 of the Companies Act;
- 1.2.29 **"Transfer Office"** means the transfer office of the Company as contemplated in paragraph 3.51 of the Listings Requirements;
- 1.2.30 **"Uncertificated Securities"** means dematerialised shares as defined in the Financial Markets Act; and
- 1.2.31 **"Uncertificated Securities Register"** shall have the meaning as defined in the Companies Act, from time to time;
- 1.3 where any term is defined within the context of any particular article in this MOI, the term so defined, unless it is clear from the article in question that the term so defined has limited application to the relevant article, shall bear the meaning ascribed to it for all purposes in terms of this MOI, notwithstanding that that term has not been defined in this interpretation article;
- 1.4 when any number of days is prescribed in this MOI, same shall be reckoned exclusively of the first and inclusively of the last day unless the last day falls on a Saturday, Sunday or public holiday, in which case the last day shall be the next Business Day;
- 1.5 where figures are referred to in numerals and in words, if there is any conflict between the two, the words shall prevail;
- 1.6 the expiration or termination of this MOI shall not affect such of the provisions of this MOI as expressly provide that they will operate after any such expiration or termination or which of necessity must continue to have effect after such expiration or termination, notwithstanding that the articles themselves do not expressly provide for this;
- 1.7 any reference in this MOI to the Company or any one or more Securities Holders, as the case may be, shall if the Company or any one or more Securities Holders, as the case may be, is put under business rescue, liquidated or sequestrated, be applicable also to and binding upon the Company's or the relevant Securities Holders', as the case may be, business rescue practitioner, liquidator or trustee, as the case may be; and
- 1.8 any reference to a statute shall be a reference to such statute as at the date of the adoption of this MOI by the Company and as amended from time to time thereafter.

2. Incorporation and nature of the Company

2.1 Incorporation

2.1.1 The Company was incorporated in terms of the Companies Act, 1973 and therefore continues to exist as a company as if it had been incorporated and registered in terms of the Companies Act, with the same name and registration number previously assigned to it.

2.1.2 The Company is constituted in terms of section 19(1)(c) of the Companies Act in accordance with and governed by -

2.1.2.1 the unalterable provisions of the Companies Act (subject to any higher standards, greater restrictions, longer periods of time or more onerous requirements set out in this MOI in accordance with section 15(2)(a)(iii) of the Companies Act);

2.1.2.2 the alterable provisions of the Companies Act (subject to any negation, restriction, limitation, qualification, extension or other alteration set out in this MOI in accordance with section 1 read with 15(2)(a)(ii) of the Companies Act); and

2.1.2.3 the provisions of this MOI (subject to and in accordance with section 15(2) of the Companies Act).

2.1.2.4 The Listings Requirements.

2.2 Powers of the Company and Special Conditions

2.2.1 The Company shall conduct its business in such a manner as to ensure that it at all times complies with the provisions of section 25BB and any other applicable provisions of the Income Tax Act and the requirements set by the relevant Securities Exchange on which the Company's shares may be listed, for the Company to qualify as a REIT.

2.2.2 Save for the provisions of article 2.2.1 –

2.2.2.1 the Company has all of the legal powers and capacity contemplated in the Companies Act, and no provision contained in this Memorandum of Incorporation should be interpreted or construed as negating, limiting or restricting those powers in any way whatsoever; and

2.2.2.2 the Company is subject to such restrictions, limitations or qualifications, as contemplated in this MOI and in the Listings Requirements.

The Company is subject to such restrictions, limitations or qualifications, as contemplated in this MOI and in the Listings Requirements.

2.3 Amendment and alteration of this MOI

2.3.1 This MOI, including without limitation the rights, privileges and limitations applying to any Securities, whether issued or not, may not be altered or amended in any manner whatsoever, unless -

2.3.1.1 while Securities remain listed on a Securities Exchange, such Securities Exchange has approved the proposed amendment or alteration before submitting any amendment or alteration for approval by relevant Securities Holders in terms of the remainder of this article 2.3; and

2.3.1.2 if the amendment or alteration relates to the variation of any preferences, rights, limitation and/or any other terms of Securities attaching to any other class of Securities already in issue, a special resolution has been passed by the holders of the Securities in that class at a separate meeting of such Securities Holders, approving the amendment or alteration, prior to the special resolution for the amendment or alteration being proposed to or voted on by Ordinary

- Shareholders subject to the limitations as detailed in article 2.3.1.3 below and in accordance with the Listings Requirements;
- 2.3.1.3 in the circumstances in article 2.3.1.2, the holders of the relevant Securities shall in addition be allowed to vote at the general meeting or annual general meeting of the holders of the Ordinary Shares at which the amendment or alteration is proposed, provided that -
- 2.3.1.3.1 their votes shall not carry any special rights or privileges and they shall be entitled to one vote for each Share that they hold; and
- 2.3.1.3.2 their total voting right at such general meeting or annual general meeting may under no circumstances exceed 24,99% (twenty four comma nine nine per cent) of the aggregate voting rights of all Shareholders at such meeting; and
- 2.3.1.4 such alteration or amendment has been approved by a special resolution passed by Ordinary Shareholders,
- provided that, if the amendment or alteration is ordered by a court in terms of sections 16(1)(a) and 16(4) of the Companies Act, the approvals in articles 2.3.1.2, 2.3.1.3 and 2.3.1.4 shall not be required.
- 2.3.2 For purposes of this article 2.3, an amendment or alteration shall include, but not be limited to -
- 2.3.2.1 the creation of any class of Securities;
- 2.3.2.2 the alteration of the Company's Share capital;
- 2.3.2.3 the variation of any preferences, rights, limitation and other share terms attaching to any class of Securities;
- 2.3.2.4 the determination of the preferences, rights, limitations or other terms of a class of Shares contemplated in section 36(1)(d) of the Companies Act;
- 2.3.2.5 the conversion of one class of Securities into one or more other classes;
- 2.3.2.6 the increase or decrease of the number of Securities;
- 2.3.2.7 the consolidation of Securities;
- 2.3.2.8 the sub-division of Securities;
- 2.3.2.9 the change of the name of the Company;
- 2.3.2.10 conversion of Securities from par value to no par value;
- 2.3.2.11 the reclassification of any classified Securities which have been authorised but not issued;
- 2.3.2.12 the classification of any unclassified Shares that have been authorised as contemplated in section 36(1)(c) of the Companies Act but are not issued; and/or
- 2.3.2.13 a reduction of any Share premium account and any capital redemption reserve fund and, in particular, the cancellation of any paid-up Share capital which has been lost or which is not represented by available assets, in any manner, at any time and from time to time.

2.4 **Company Rules**

The Board shall not have the power to make, amend or repeal Company Rules.

Part II - Securities, Securities Register, certificates, restrictions on the powers of the Board as regards Securities, pre-emptive rights and transfers and corporate actions under the Listings Requirements

3. Securities

3.1 Classes and numbers of Securities

The Company is authorised to issue up to 2 000 000 000 (two billion) Ordinary Shares, subject to the preferences, rights, limitations and other terms associated with each such class, as set out in article 3.2.

3.2 Rights attaching to all classes of Securities

The following rights, privileges and limitations attach to the different classes of Securities –

3.2.1 Variation of preferences, rights, and limitations

The preferences, rights, limitations and other terms of any class of Shares of the Company must not be varied, and no resolution may be proposed to Shareholders for rights to include such variation, in response to any ascertainable "external fact or facts" as provided for in section 37(6) and (7) of the Companies Act.

3.2.2 Paripassu

3.2.2.1 All the listed Securities in each class rank *paripassu* in respect of all rights. The phrase "Securities in each class rank *paripassu*" shall have the meaning ascribed thereto in paragraph 3.29 of the Listings Requirements or any amendment paragraph in the Listings Requirements.

3.2.2.2 For as long as there are cumulative or non-cumulative preference Shares in issue by the Company and listed on a Securities Exchange, no further Securities ranking in priority to, or *paripassu* with, such preference Shares, of any class, shall be created without a special resolution passed at a separate general meeting of such preference Shareholders.

3.2.3 Rights attaching to the Ordinary Shares

The following rights are applicable to the Ordinary Shares in the Company -

3.2.3.1 the right to be entered in the Securities Register or the Uncertificated Securities Register, as the case may be;

3.2.3.2 every holder of an Ordinary Share shall have one vote in respect of each Ordinary Share held and shall be entitled to vote at every general meeting or annual general meeting of the Company, whether in person or by Proxy;

3.2.3.3 the right to receive any distribution by the Company, if and when declared on the Ordinary Shares, to be made in proportion to the number of Ordinary Shares held by each Ordinary Shareholder; and

3.2.3.4 any other rights attaching to the Ordinary Share in terms of the Companies Act or any other law.

- 3.2.4 **Debt instruments**
The granting of special privileges to holders of debt instruments, as defined in section 43(1) of the Companies Act, such as attending and voting at general meetings and the appointment of Directors, is prohibited.
- 3.2.5 **Fractionalisation**
Subject to the Listings Requirements, if as a result of the declaration of a dividend, or as the consequence of any corporate action approved in terms of the Listings Requirements, any Shareholders become entitled to fractions of any specific assets of the Company, the Directors shall treat such fractions in accordance with the Listings Requirements and a cash payment shall be made by Electronic Fund Transfer for the fraction. The determination of the cash value of the payment will be made in compliance with the Listings Requirements.
- 3.2.6 **Payment by Electronic Transfer**
All dividends, interest or other moneys payable to the registered holder of Shares shall be paid by Electronic Fund Transfer to the bank account of the registered holder. Payment by use of Electronic Fund Transfer to the registered holder's bank account shall be a good discharge to the Company in respect thereof. For the purpose of this article, no notice of change of instructions as to payment which is received by the Company on or before last day to trade for the dividend or return of capital and which would have the effect of changing the currency in which such payment would be made, shall become effective until after such date of payment. The Company shall not be responsible for the loss in transmission of any payment by Electronic Fund Transfer.
- 3.3 **Listings Requirements**
No alteration of Share capital, authorised Securities or rights attaching to any class/es of Shares may be made without complying with the Listings Requirements.
- 3.4 **Capitalisation Shares**
Subject to section 47(2) of the Companies Act, the Directors shall be entitled to grant to the Shareholders the right to receive scrip dividends *in lieu* of cash dividends or a cash dividend *in lieu* of capitalisation or bonus Shares, subject to the Listings Requirements.
4. **Provisions as regards issues of Securities, convertible Securities and Options**
- 4.1 **Listings Requirements**
No Securities, convertible Securities granted or issued for cash or Options may be issued by the Company unless such issues comply with the Listings Requirements.
- 4.2 **Restrictions on the power of the Board to issue Securities for special consideration**
The power of the Board -
- 4.2.1 in terms of section 40(5) of the Companies Act to issue Shares for consideration in the form of an instrument such that the value of the consideration cannot be realised by the Company until a date after the time the Shares are to be issued, or in the form of an agreement for future services, future benefits or future payment;

4.2.2 to determine the terms of a trust agreement as regards consideration contemplated in article 4.2.1,
shall be subject to the provisions of the Companies Act and the Listings Requirements, provided that Securities for which a listing is sought must be fully paid up and freely transferable, it being recorded that a Securities Exchange may not list Securities which are not fully paid for upon listing, notwithstanding the provisions of section 40(5) of the Companies Act.

4.3 **Shareholders' rights of pre-emption on issue of Equity Securities**

4.3.1 Notwithstanding anything to the contrary in this MOI, unissued Equity Securities shall be offered to existing holders of Equity Securities, *pro rata* to their holding of the Equity Securities, unless such Equity Securities are to be issued for an acquisition of assets. Notwithstanding the foregoing, the Ordinary Shareholders in a general meeting may authorise the Directors to issue unissued Securities and/or grant Options to subscribe for unissued Securities as the Directors in their discretion think fit, provided that such corporate action(s) has/have been approved by the relevant Securities Exchange on which the Company's shares may be listed and are subject to the Listings Requirements.

4.3.2 Subject to the provisions of the Listings Requirements, the offer contemplated in article 4.3.1 shall be made by notice specifying the number of Equity Securities offered, and limiting a time within which such offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom such offer is made that he or she declines to accept the Shares offered, the Directors may subject to this MOI and the Listings Requirements, dispose of such Equity Securities in such manner as they think beneficial to the Company.

5. **Transfer of Securities**

5.1 **Establishment of Transfer Offices**

Transfer Offices shall be maintained at such place or places, whether in the Republic or elsewhere, as the Directors may from time to time prescribe or in accordance with the Listings Requirements in the event that the Company is listed on a Securities Exchange.

5.2 **Location of instrument of transfer**

Every instrument of transfer of a Security shall be left at the Transfer Office at which it is presented for registration accompanied by the certificate of the Securities to be transferred and/or such other evidence as the Company may require to prove the title of the transferor or his or her right to transfer the Securities or in dematerialised format in accordance with the Listings Requirements in the event that the Company is listed on a Securities Exchange.

5.3 **Authorities to sign instruments of transfer**

All authorities to sign transfer deeds granted by holders of Securities for the purpose of transferring Securities that may be lodged, produced or exhibited with or to the Company at any of its Transfer Offices shall, as between the Company and the grantor of such authorities, be taken and deemed to continue and remain in full force and effect, and the Company may allow the same to be acted upon until such time as express notice in writing of the revocation of the same shall have been given and lodged at the Company's Transfer Offices at which the authority was lodged, produced or exhibited. Even after the giving and lodging of such notices, the Company shall be entitled to give effect to any instruments signed under the authority to sign, and certified by any officer of the Company as being in order before the giving and lodging of such notice.

5.4 **Renunciation of Securities**

Subject to the Companies Act and the Listings Requirements, nothing contained in this MOI shall preclude the Company from recognising a renunciation of the allotment of any Security by the allottee in favour of some other person.

6. **Financial assistance in relation to the subscription of any Option or Securities, or for the purchase of any Securities**

Unless such provision of Financial Assistance complies with the provisions of the Listings Requirements, the Board shall not have the power or authority to authorise the Company to provide Financial Assistance in relation to the subscription of any Option or Securities, or for the purchase of any Securities, of the Company or of a related company or inter-related company, as set out in section 44 of the Companies Act. For purposes of this article 6, the terms "related" and "inter-related" shall bear the meaning as contemplated in section 2 of the Companies Act.

7. **The acquisition by the Company of Securities in the Company or its holding company**

Unless such acquisition complies with the provisions of the Listings Requirements, the Board may not authorise the acquisition by the Company of its own Securities, as contemplated by section 48(2) read with section 46(1)(a)(ii) of the Companies Act.

8. **No liens**

Fully paid up Securities shall not be subject to any lien in favour of the Company, it being recorded that, for the purposes of this article, no pledge or cession in security (or any similar agreement) entered into between a Securities Holder and the Company in respect of any Securities held by that Securities Holder shall be regarded as a lien.

9. **Transmission of Securities**

9.1 The executor of the estate of a deceased sole holder of a Security or the liquidator of an insolvent estate or the business rescue practitioner in respect of a business plan ("appointed person") shall be the only person recognised by the Company as having any title to such Security. In the case of a Security registered in the names of 2 (two) or more holders, the survivor or survivors, or the appointed person, as determined by the Board, shall be the only person recognised by the Company as having any title to the Security. Any appointed person who submits proof of his appointment shall be entered in the Securities Register *nomine officii*, and shall thereafter, for all purposes, be deemed to be a Securities Holder.

9.2 the Directors shall have the same right to refuse or suspend registration as they would have had in the case of a proposed transfer of such Security by such Security Holder before his death.

10. **Commission**

10.1 Subject to the Companies Act and the Listings Requirements, the Company may not pay a commission exceeding 10% (ten per cent) of the total subscription price to be paid for any Securities, to any person in consideration for -

10.1.1 such person's subscription or agreeing to subscribe (whether absolutely or conditionally) for such Securities; or

10.1.2 procuring or agreeing to procure subscriptions (whether absolutely or conditionally) for Securities allotted or to be allotted by the Company.

10.2 The Company may pay such brokerage on any allotment of Shares as may be lawful and as determined by the Directors.

Part III - Proxies and record date

11. Proxies

11.1 Proxy Form

Shareholders shall use the form as provided in notices to Shareholders from time to time. As provided in section 58(2) of the Companies Act, a Proxy Form remains valid for 1 (one) year after the date on which it was signed or any longer or shorter period expressly set out in the appointment, unless it is revoked or expires earlier as contemplated in the Companies Act.

11.2 Right of Proxy

An instrument appointing a Proxy shall be deemed to include the right to demand or join in demanding a poll and to speak at the meeting.

11.3 Revocation of Proxy, death or incapacity

A vote by virtue of a power of attorney or an instrument appointing a Proxy shall be valid notwithstanding the previous legal incapacity of the principal or revocation of the power of attorney or instrument appointing a Proxy or the transfer of the Share in respect of which the vote is cast, unless notification in writing of such legal incapacity, revocation or transfer is received at the Transfer Office.

11.4 Position of Securities Holders as regards Proxies

The provisions of the Companies Act, as read with this MOI, as regards Proxies, shall apply *mutatis mutandis* to all Securities Holders.

11.5 Proxies to be Immediately Valid

Proxy forms shall be lodged with the Transfer Office 48 hours before the meeting or with the Chairman of the Company 30 minutes before the meeting and shall thereupon immediately become valid at any time before voting commences.

12. Record date for exercise of Shareholder rights

12.1 Notwithstanding anything to the contrary in section 59 of the Companies Act and/or this MOI, while the Shares of the Company remain listed on a Securities Exchange, the record date for purposes of determining Shareholder rights shall be determined in accordance with the Listings Requirements.

12.2 Should the Listings Requirements not provide a manner for determining the record date in a specific instance, or should the Shares of the Company no longer be listed on a Securities Exchange, the Board may in terms of section 59(1) of the Companies Act set a record date for the purpose of determining Shareholder rights.

12.3 The provisions of the Companies Act and the Listings Requirements, as read with this MOI, as regards the record date, shall apply *mutatis mutandis* as regards Securities Holders, meetings of Securities Holders and all matters referred to in section 59 of the Companies Act.

Part IV - Meetings and resolutions

13. Shareholders' meetings

13.1 Chairman of Shareholders' meetings

The chairman or, failing him or her, the deputy or vice chairman of the Directors (or if more than one of them is present and willing to act, the most senior of them) shall be the chairman of each general meeting. If the Company does not have a chairman, deputy or vice chairman of the Board at that time or neither the chairman nor the deputy or vice chairman of the Board is present within 10 (ten) minutes after the time appointed for the holding of that general meeting, or both the chairman and deputy or vice chairman are present but are unwilling to act, or either the chairman, deputy or vice chairman is present and is unwilling to act, then the Directors who are at that general meeting shall choose 1 (one) of their number to be its chairman or, if no Directors are present at that meeting or if all the Directors who are present at that meeting refuse to act as its chairman, then the Shareholders who are present shall choose 1 (one) of their number to be the chairman of that meeting.

13.2 Right to call meeting

13.2.1 The Board may call a Shareholders' meeting at any time.

13.2.2 The Company authorises any 2 (two) shareholders of the Company to call a Shareholders' meeting for the purposes of section 61(11) of the Companies Act.

13.2.3 The Company is not restricted from calling any meeting of Shareholders for purposes of adhering to the Listings Requirements.

13.3 Requirement to hold meetings

The Company is required to hold Shareholders' meetings, in addition to those specifically required by the Companies Act, for purposes of adhering to the Listing Requirements.

13.4 Round robin resolutions of Shareholders

13.4.1 A resolution requiring Shareholder approval may be proposed at a meeting of Shareholders or, unless the Companies Act or the Listings Requirements require otherwise, by way of a written resolution in terms of section 60 of the Companies Act.

13.4.2 Any Shareholders' resolution requiring relevant shareholder approval in terms of a corporate action may be held in person or may be effected by way of section 60 of the Companies Act, unless precluded in terms of the Listings Requirements from time to time.

13.4.3 In respect of any Shareholders' resolution that may be effected by way of section 60 of the Companies Act, a written resolution (which may consist of one or more documents in like form) signed by such Shareholders holding the requisite number of votes, inserted in the minute book and otherwise complying with section 60 of the Companies Act, shall be valid and effective in accordance with its terms as if passed at a general meeting of the relevant Shareholders.

13.4.4 Unless the contrary is stated therein, or unless the Listings Requirements require otherwise, any such resolution shall be deemed to have been passed on the latest date on which it was signed by the requisite majority of the Shareholders.

13.4.5 The provisions of this clause 13.4 shall not apply to any Shareholder meetings that are called for in terms of the Listings Requirements or for the passing of any resolution to appoint a Director(s) or for Directors to retire or to any annual general meeting of the Company.

13.5 **Quorum for Shareholders' meetings**

- 13.5.1 The quorum at a general meeting must be at least 3 (three) Shareholders and Shareholders holding at least 25% (twenty five per cent) of the voting rights which may be exercised at the relevant meeting in accordance with the Companies Act, or as amended in the Companies Act from time to time.
- 13.5.2 The time period of 1 (one) hour in section 64(4) of the Companies Act is amended such that, if within 10 (ten) minutes after the appointed time for a meeting to begin -
- 13.5.2.1 the requisite quorum for such meeting is not present, the meeting shall be postponed without motion, vote or further deliberation for 1 (one) week; or
- 13.5.2.2 the requisite quorum for consideration of a particular matter to begin is not present -
- 13.5.2.2.1 if there is other business on the agenda of the meeting, consideration of that matter may be postponed to a later time in the meeting without motion or vote; or
- 13.5.2.2.2 if there is no other business on the agenda of the meeting, the meeting is adjourned for 1 (one) week, without motion or vote.
- 13.5.3 Should any meeting of the Shareholders of the Company which has been constituted as quorate in terms of article 13.5.1 cease to be quorate at any time during such meeting due to the departure of any Shareholder/s, then such meeting shall be adjourned as soon as the meeting ceases to be quorate without any matters being further considered or voted upon.

13.6 **Notice of Shareholders' meetings**

- 13.6.1 The minimum number of days for the Company to deliver a notice of a Shareholders' meeting to the Shareholders who have elected to receive such notices is the minimum number of days as contemplated in the Companies Act for the passing of ordinary and special resolutions, namely 15 (fifteen) Business Days as at the date of the adoption of this MOI. The notice periods referred to in this article are not applicable where the Company adheres to section 62(2A) of the Companies Act.
- 13.6.2 Notices of general and annual general meetings must be delivered to each Shareholder entitled to vote at such meeting and who has elected to receive such documents.
- 13.6.3 For as long as the Shares of the Company remain listed on a Securities Exchange, notices of Shareholders' meetings must be -
- 13.6.3.1 sent to the relevant Securities Exchange at the same time as such notices are sent to the Shareholders; and
- 13.6.3.2 announced through the official news service of the relevant Securities Exchange.
- 13.6.4 For as long as the Shares of the Company remain listed on a Securities Exchange, any postponement of an Annual General Meeting or General Meeting must be announced through the relevant news service of such Securities Exchange.

13.7 **Shareholders' resolutions**

- 13.7.1 For an ordinary resolution to be adopted, it must be supported by more than 50% (fifty per cent) of the voting rights exercised on the resolution by all holders of Equity Securities entitled to vote at and present or represented by Proxy at the general meeting or annual general meeting convened to approve such ordinary resolution, as provided in section 65(7) of the Companies Act.

13.7.2 For a special resolution to be adopted, it must be supported by the holders of at least 75% (seventy five per cent) of the voting rights exercised on the resolution by all Equity Securities holders entitled to vote at and present or represented by Proxy at the general meeting or annual general meeting convened to approve such special resolution, as provided in section 65(9) of the Companies Act, subject to the Listings Requirements.

13.8 **Ratification of *ultra vires* acts**

The proposal of any resolution to Shareholders in terms of sections 20(2) and 20(6) of the Companies Act shall be prohibited in the event that such a resolution would lead to the ratification of an act that is contrary to the Listings Requirements or this MOI; unless otherwise agreed with the relevant Securities Exchange.

13.9 **Votes of Shareholders**

13.9.1 Subject to the provisions of the Companies Act, the Listings Requirements and this MOI, all questions, matters and resolutions arising or submitted to any general meeting shall be decided on a poll. In the case of an equality of votes, the chairman shall not have a casting vote in addition to the vote or votes he or she may be entitled to as a Shareholder.

13.10 In the event that the Company issues preference shares, the holders of preference shares shall have the right to vote at any general or annual general meeting of the Company:

13.10.1 during any special period during which any dividend, any part of any dividend on such preference shares or any redemption payment thereon remains in arrears and unpaid, the period commencing six months after the due date of the dividend or redemption payment in question or, six months after the end of the financial year of the company in respect of which such dividend accrued or such redemption payment became due; and/or.

13.10.2 in regard to any resolution proposed for the winding up of the Company or for the reduction of the Company's capital;

13.11 **The Company secretary may -**

13.11.1.1 appoint any firm or persons to act as scrutineers; and

13.11.1.2 act on a certificate given by any such scrutineers without requiring production at the general meeting of the Proxy Forms or himself or herself counting the votes.

13.12 **Application of provisions to all Securities Holders**

The provisions of the Companies Act, as read with this MOI and the Listings Requirements, as regards Shareholders' meetings and resolutions, shall apply *mutatis mutandis* to meetings of Securities Holders.

Part V - Directors and officers

14. Directors and officers

14.1 Composition of the Board

The Board shall comprise not less than the minimum number of Directors required in terms of the Companies Act, and not more than 30 (thirty) Directors, but always subject to the minimum number of Directors required in terms of the Listings Requirements, being 4 (four) Directors as at the date of the adoption of this MOI.

14.2 Appointment of Directors

14.2.1 Election by Shareholders

Subject to article 14.2.7, all of the Directors must be elected by Shareholders entitled to exercise voting rights at any general meeting or annual general meeting (provided that such meeting may not be conducted in terms of section 60 of the Companies Act), as contemplated in the Listings Requirements, and Shareholders shall have the right to nominate any person for election as aforesaid.

14.2.2 A Director may not be counted in the quorum for a general meeting at which a resolution is proposed for his or her own appointment as a Director to any other office or position of profit in the Company or any of its subsidiaries.

14.2.3 Alternate Directors

At least 50% (fifty per cent) of any alternate Directors must be elected by holders of the Company's Securities entitled to exercise voting rights, as contemplated in section 68 of the Companies Act read with section 66(4)(b) of the Companies Act.

14.2.4 Eligibility or qualification criteria for Directors

14.2.4.1 In addition to satisfying the qualification and eligibility requirements set out in section 69 of the Companies Act, without limiting the rights of Shareholders and Directors to remove a Director under certain circumstances under the Companies Act, a Director or Prescribed Officer shall not be entitled to remain serving as a Director or a Prescribed Officer of the Company if -

14.2.4.1.1 he or she is employed with the Company in terms of any contract of employment, and such employment contract is terminated;

14.2.4.1.2 he or she is, pursuant to the provisions of the Listings Requirements, prohibited from acting as a Director;

14.2.4.1.3 he or she resigns his or her office by notice in writing to the Company; and/or

14.2.4.1.4 he or she absents himself or herself from meetings of Directors for 6 (six) consecutive months without the leave of the other Directors, and they resolve that his or her office shall be vacated, provided that the Directors shall have the power to grant any Director who is not resident in the Republic leave of absence for a definite or indefinite period.

14.2.5 Unless otherwise provided by the Company in general meeting no person shall be ineligible for the appointment or election as a Director or obliged to vacate office as a Director on account of his or her having reached a specified age, nor shall any special notice or any other special formality be required in connection with the appointment or election of any Director over a specified age.

- 14.2.6 **Employment of Directors in other capacities**
A Director may be employed in any other capacity (except as an auditor of the Company) in the Company or as a director or employee of a company controlled by, or itself a subsidiary of the Company, in which event the appointment and remuneration of such Director in respect of such other office must be determined by a disinterested quorum of Directors.
- 14.2.7 **Board's authority to fill a casual vacancy**
14.2.7.1 The appointment of any person by the Board to fill a casual vacancy or as an addition to the Board must be confirmed by Shareholders at the next annual general meeting of the Company, failing which the appointed person must vacate his or her office.
- 14.2.8 **Appointment of additional Directors to constitute prescribed minimum**
Should the number of Directors fall below the minimum number provided for in article 14.1, the remaining Directors must as soon as possible and in any event not later than 3 (three) months from the date on which the number of Directors fall below the prescribed minimum, fill the vacancies or call a general meeting for the purpose of filling the vacancies. The failure by the Company to have the minimum number of Directors provided for in article 14.1 of this MOI during the 3 (three) month period does not limit or negate the authority of the Board or invalidate anything done by the Board or the Company during such period. After the expiry of the 3 (three) month period, the remaining Directors shall only be permitted to act for the purpose of filling vacancies or calling general meetings of the Company.
- 14.3 **No life Directorship and Directorships for indefinite periods**
Life Directorship and Directorships for an indefinite period shall not be allowed in the Company.
- 14.4 **Rotation of non-executive Directors**
14.4.1 At the annual general meeting (provided that such meeting is not conducted in terms of section 60 of the Companies Act) held in each year 1/3 (one-third) of the non-executive Directors, or if their number is not a multiple of 3 (three), then the number nearest to, but not less than 1/3 (one-third) of the non-executive Directors, shall retire from office.
- 14.4.2 The non-executive Directors to retire in terms of article 14.4.1 shall be those who have been longest in office since their last election provided that -
- 14.4.2.1 if more than one of them were elected non-executive Directors on the same day, those to retire shall be determined by lot unless those non-executive Directors agree otherwise between themselves;
- 14.4.2.2 the length of time a non-executive Director has been in office shall be reckoned from the date of his or her last appointment as a non-executive Director, or the date upon which he or she was deemed re-appointed;
- 14.4.2.3 if a non-executive Director is required to retire at any general meeting then he or she shall continue to be a non-executive Director until the election of Directors at that meeting is concluded; and
- 14.4.2.4 a retiring non-executive Director may be re-elected, provided that he or she is eligible for re-election, and the Board, through the nomination committee, should recommend eligibility, taking into account past performance and contribution made, provided that the re-election of any such non-executive Director may not be conducted in terms of section 60 of the Companies Act;

- 14.4.2.5 subject to article 14.4.2.4, the Company may at the general meeting at which a non-executive Director retires by rotation or otherwise, fill the vacated office by electing a person thereto and in default the retiring non-executive Director, if willing to continue to act, shall be deemed to have been re-elected until the dissolution of the annual general meeting in the next year, and so on from year to year until his or her place is filled, unless -
- 14.4.2.5.1 it is expressly resolved at such general meeting not to fill such vacated office; or
- 14.4.2.5.2 a resolution for the re-election of such non-executive Director shall have been put to the general meeting and rejected, provided that the election of any such non-executive Director may not be conducted in terms of section 60 of the Companies Act.
- 14.4.3 If the Company in general meeting increases or reduces the number of Directors referred to in article 14.1, it may also determine in what rotation such increased or reduced number of Directors are to retire, subject to the foregoing.
- 14.4.4 A person appointed in terms of articles 14.2.7 and 14.2.8 shall -
- 14.4.4.1 retire at the following annual general meeting;
- 14.4.4.2 not be considered in determining the Directors to retire by rotation; and
- 14.4.4.3 be eligible for re-election.
- 14.4.5 Subject to the Companies Act, in the event that such Director is not re-elected at the annual general meeting, any acts performed by such Director shall not be invalidated merely due to such non re-election.

14.5 **Appointment of the chairman of the Board**

The Directors may elect a chairman, deputy chairman and/or any vice chairman of the Board and determine the period for which each is to hold office, provided that, should the chairman be subject to rotation as contemplated in article 14.4 and he or she is not re-elected as provided for in such article, he or she shall immediately after the meeting contemplated in article 14.4.2.3 cease to be the chairman, and the Board shall elect a new chairman.

14.6 **Round robin resolutions of the Board**

A decision that could be voted on at a meeting of the Board of Directors of a Company may, instead be adopted by written consent of a majority of the Directors, given in person or by electronic communication, provided that each Director has received notice of the matter to be decided. Such resolution, inserted in the minute book, shall be as valid and effective as if it had been passed at a meeting of Directors. Any such resolution may consist of several documents and shall be deemed to have been passed on the date on which it was signed by the last Director who signed it (unless a statement to the contrary is made on that resolution).

14.7 **Directors' meetings**

- 14.7.1 The Directors may meet, adjourn, and otherwise regulate their meetings as they think fit and a Director may at any time require the secretary of the Company to convene a meeting of the Directors.
- 14.7.2 Subject to the Companies Act, notice of a meeting of the Directors shall be properly given to a Director if it is given to him or her personally, whether sent to him or her in writing, orally or by electronic medium by or on behalf of a Director or the secretary of the Company, or given in any other way determined by the Directors at the address, including an email address, or facsimile number provided by him or her to the Company for this purpose.

- 14.7.3 Unless otherwise unanimously agreed by all the Directors, 7 (seven) days' notice shall be given of a meeting of Directors, provided that if all material relating to the Directors' meeting is received prior to the commencement of the meeting, it shall not be necessary to send such material to the Directors along with the notice of the meeting. The notice shall state the business to be dealt with at the meeting.
- 14.7.4 **Quorum for Board meetings**
- 14.7.4.1 3 (three) Directors or their alternates shall be a quorum of a Board meeting or for any adjournment thereof.
- 14.7.4.2 A meeting of the Directors at which a quorum is present shall be entitled to exercise all or any of the powers, authorities and discretions conferred by or in terms of this MOI, the Companies Act and the Listings Requirements, which are vested in or are exercisable by the Directors generally.
- 14.8 **Tied votes**
Questions arising at any meeting of Directors shall be decided by a majority of votes, and in case of an equality of votes, the chairman shall not have a second or casting vote.
- 14.9 **Directors' expenses**
The Directors shall be paid all their travelling and other expenses properly and necessarily incurred by them in and about the Business of the Company and in attending meetings of the Board or committees thereof, and if any Director is required by the Company to perform any services in addition to his or her services as a Director, or to reside abroad, or shall be specifically occupied about the Company's Business, such Director shall be entitled to receive such remuneration as is determined by a disinterested quorum of Directors, which remuneration may be in addition to or in substitution for any other remuneration payable.
- 14.10 **Committees of the Board**
- 14.10.1 The authority of the Board to appoint committees of Directors, and to delegate to any such committee any of the authority of the Board, as set out in section 72(1) of the Companies Act, and to include in any such committee persons who are not Directors, as set out in section 72(2)(a) of the Companies Act is not amended by this MOI.
- 14.10.2 Any delegation by the Board of its authority to a committee may be wholly or partially withdrawn by the Directors at any time.
- 14.11 **Borrowing powers**
- 14.11.1 From time to time the Directors may borrow or raise for the purposes of the Company such sums as they deem fit.
- 14.11.2 The Directors may raise or secure the payment or repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, whether by the creation and issue of debentures, mortgage or charge upon all or any of the property or assets of the Company, subject to article 3.2.4.

Part VI - Financial matters

15. **Conduct of Business and Gross Income**

The Company must conduct its business in such a way that at least 75% of its Gross Income received or accrued to the Company in each year of assessment will consist of Rental Income.

16. **Distributions to Shareholders**

16.1 **Payment policy**

16.1.1 Dividends shall be declared by directors in accordance with the Companies Act.

16.1.2 Dividends are to be payable to Shareholders registered as at a date subsequent to the date of declaration or date of confirmation of the dividend, whichever is the later.

16.1.3 Subject to the Listings Requirements, if as a result of the declaration of a dividend any Shareholders become entitled to fractions of any specific assets of the Company, the Directors shall round such fractions up or down, as the case may be, to the nearest full number of Securities to determine their participation in such dividend.

16.1.4 All dividends, interest or other moneys payable to the registered holder of Shares may be paid electronically or and such payment shall be a good discharge to the Company in respect thereof. For the purpose of this article, no notice of change of registered address or instructions as to payment being made at any other address which is received by the Company on or before last day to trade for the dividend or return of capital and which would have the effect of changing the currency in which such payment would be made, shall become effective until after such date of payment.

16.1.5 The Company shall not be responsible for the loss in transmission of any cheque, warrant or other document sent through the post either to the registered address of any Shareholder or to any other address requested by him or her.

16.1.6 Any dividend or other money payable on or in respect of a Security -

16.1.6.1 which is unclaimed, may be retained by the Company and may be invested or used as the Directors may deem fit for the benefit of the Company until claimed by the Securities Holder concerned provided that any monies due to the Shareholders must be held in trust by the Company indefinitely, but subject to the laws of prescription, which, as at the date of the adoption of this MOI, provide for a period of 3 (three) years from the date on which such monies became due, further subject to the relevant provisions of the Prescription Act, 1969; and

16.1.6.2 all unclaimed monies, other than dividends, that are due to any Shareholder/s shall be held by the Company in trust for an indefinite period (but subject to the laws of prescription) until lawfully claimed by such Shareholder/s and shall not bear interest against the Company.

16.2 **Payments to holders of Securities**

Payments to the holders of Securities must be made in accordance with the provisions of the Listings Requirements and capital shall not be repaid on the basis that it may be called up again.

17. **Annual financial statements**

A copy of the annual financial statements must be distributed to the Shareholders by no less than 15 (fifteen) business days prior to the annual general meeting or in accordance with such other provisions under the Listings Requirements.

18. **Odd-lot offer**

If, upon the implementation of any Odd-Lot Offer made by the Company, or pursuant to or following any Odd-Lot Offer made by the Company which is unconditional, and provided that the specific Odd Lot Offer has been approved by Ordinary Shareholders in a general meeting in accordance with the Listings Requirements, there are Ordinary Shareholders with Odd-Lot Holdings, then, unless such Ordinary Shareholders have elected to retain their Odd-Lot Holdings the Directors shall, with the approval of an ordinary resolution of Ordinary Shareholders passed at a general meeting, be entitled to cause the Odd-lot Holdings to be sold on such basis as the Directors may determine and the company shall account to such Ordinary Shareholders for the proceeds attributable to them pursuant to the sale of such Odd-Lot Holdings.

19. **Indemnity**

19.1 The authority of the Company to advance expenses to a Director, or to indemnify a Director, and to purchase insurance to protect the Company, or a Director, shall be as contemplated in the Companies Act.

19.2 Article 19.1, read with section 78 of the Companies Act, shall apply *mutatis mutandis* to the Company secretary, Prescribed Officers, and employees of the Company as if such persons were Directors for the purposes of section 78, to the extent permitted in terms of the Companies Act and the Listings Requirements

Registered office and objects for which Company is established

1. The Registered Office of the Company shall be situated at:
3rd Floor, 26 Wellington Road
Parktown