



INTEGRATED REPORT 2024



castleview

AT A GLANCE

PORTFOLIO

Diversified, well-located and high quality portfolio of South African direct, and South African, Polish and US indirect assets across all property sectors, positioned as a mid-tier REIT with a net asset value of R8.55 billion and total assets of R21.8 billion at March 2024.

FINANCIAL HIGHLIGHTS

Shares in issue

984 411 189

Net asset value

R8.560 billion

Net asset value per share

870 cents

loan-to-value ratio

48.9%

Distribution per share for 12 months

52.82 cents

DIVERSIFIED REIT

Castlevision was registered and incorporated on 6 July 2017 as a private company and is listed as a REIT on the Alternative Exchange ("AltX") of the JSE on 20 December 2017.

Castlevision invests in direct property investments and indirect property investments – where property is owned via other real estate companies with separate management teams – with the goal of maximising total returns to its shareholders.

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ABOUT THIS REPORT

Castlevision Property Fund Limited (“Castlevision” or the “company” or the “group” or the “fund”) is pleased to present its sixth integrated report to shareholders and stakeholders for the year ended 31 March 2024.

KEY DATA

Castlevision Property Fund Limited
Registration number: 2017/290413/06
JSE share code: CVW

ISIN: ZAE000251633
(Approved as REIT by the JSE)

The group invests in direct property investments and indirect property investments – where property is owned via real estate companies with separate management teams – with the goal of maximising total returns to its shareholders.

This integrated report is primarily aimed at shareholders and providers of capital. The integrated report aims to present a balanced, understandable review of the business and provide an integrated assessment of the group’s ability to create value over time.

MATERIALITY

Materiality assessments have been applied in determining the content and disclosure in the report, ensuring that the report is both concise and relevant to Castlevision’s shareholders. Material issues are considered to be those that could affect the group’s ability to create value over time and are likely to have a significant impact on the current and projected revenue and profitability of the business.

The group has adopted the guidelines outlined in the International Integrated Reporting Council’s (“IIRC”) Framework. The IIRC Framework includes reporting in terms of the six capitals of value creation, being financial, intellectual, human, manufactured, social and relationship, and natural capital.

BASIS OF PREPARATION

This report, including the Consolidated Financial Statements, has been prepared taking account of the following:

- International Financial Reporting Standards (“IFRS”)
- Companies Act, No. 71 of 2008, of South Africa (“Companies Act”)
- JSE Listings Requirements
- King IV Report on Corporate Governance™ for South Africa, 2016 (“King IV™”)
- Consideration of certain principles contained in the IIRC’s Integrated Reporting Framework

ASSURANCE

The company’s external auditor, RSM South Africa Inc., has provided assurance on the financial statements and expressed an unqualified audit opinion. The financial statements have been audited by Mauricio De Faria CA(SA). The content of the integrated report has been reviewed by the board of directors of the company (“board”) and audit and risk committee but has not been externally assured.

CORPORATE INFORMATION

Castlevision’s executive directors are the Chief Executive Officer, James Templeton and the financial director, James Day, located at 13 Hudson Street, De Waterkant, Cape Town, or via the company’s website www.castlevision.co.za.

Castlevision welcomes feedback and any suggestions for the company’s future reports. Please forward any comments to James Templeton (james@castlevision.co.za).

FORWARD-LOOKING STATEMENTS

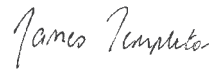
This integrated report includes forward-looking statements that take account of inherent risks and uncertainties and, if one or more of these risks materialise, or should the underlying assumptions prove incorrect, actual results may be different from those anticipated. Words such as believe, anticipate, intend, seek, will, plan, could, may, endeavour, project and similar expressions are intended to identify such forward-looking statements, but are not the exclusive means of identifying such statements. Forward-looking statements apply only as of the date on which they are made, and Castlevision does not undertake to update or revise any of them, whether as a result of new information, future events, or otherwise.

STATEMENT OF RESPONSIBILITY

The audit and risk committee and the board acknowledge their responsibility to ensure the integrity of this integrated report. The consolidated financial statements included in this integrated report have been audited by the external auditors.



David Green
Chairman



James Templeton
CEO



Gregg Bayly
Chairman Audit and Risk Committee

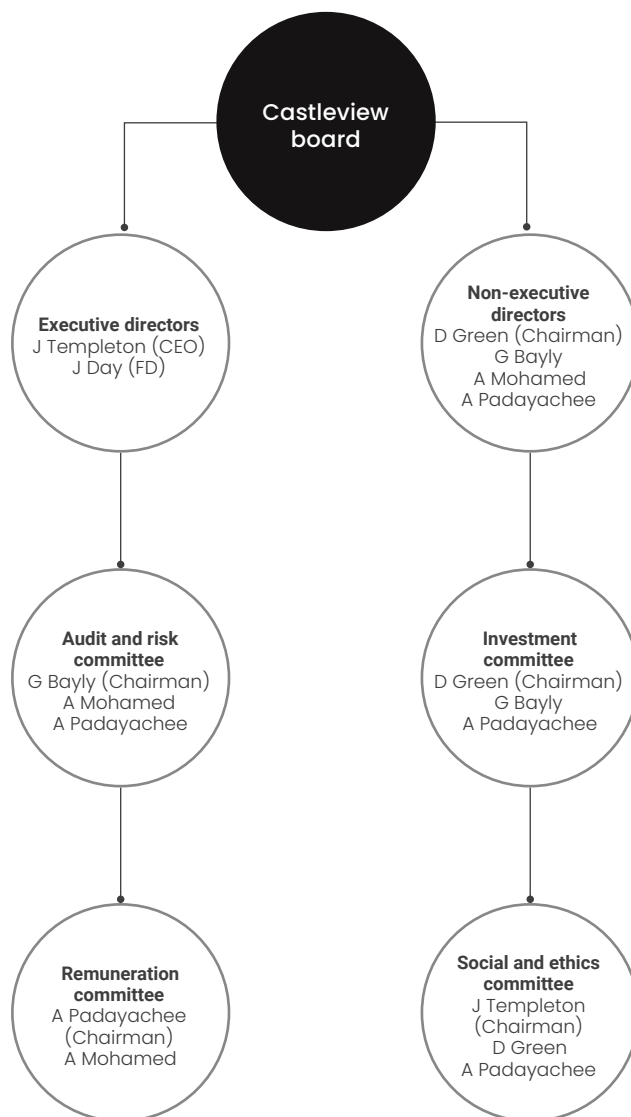
GROUP OVERVIEW

Castleview Property Fund is a property holding and investment company that was listed as a REIT on the AltX of the JSE on 20 December 2017. Castleview invests in direct property investments and indirect property investments – where property is owned via other real estate companies with separate management teams – with the goal of maximising total returns to its shareholders.

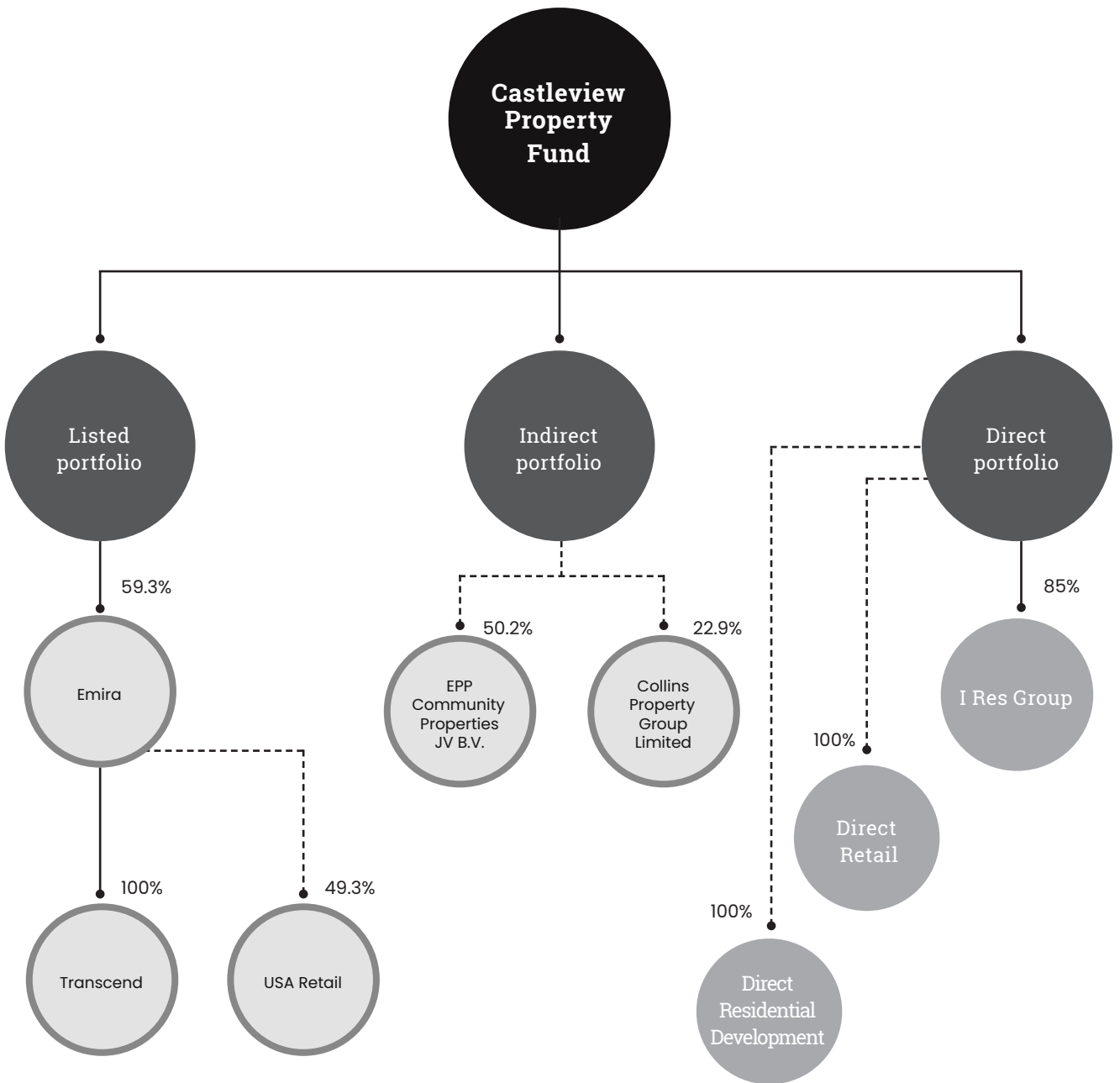
Castleview currently holds the following strategic investments either directly or indirectly through listed and unlisted property-related entities. This is the manner in which management and the Board view the company, notwithstanding the presentation of the consolidated financial statements attached, which comply with IFRS. These segments comprise:

- **REITS:** Approximately 62.8% of the economic interests in Emira Property Fund, a diversified REIT listed on the JSE.
- **INDUSTRIAL:** The group has significant exposure, with board representation, to a R12.6 billion industrial and logistics portfolio through its 22.9% shareholding in Collins Property Group, a JSE-listed REIT.
- **COMMUNITY RETAIL POLAND:** A community shopping centre joint-venture in Poland. The portfolio comprises 12 well located community shopping centres located in various cities around Poland, as well as 3 office buildings, with total assets of €709.8 million.
- **COMMUNITY RETAIL IN SOUTH AFRICA:** Castleview currently owns a direct retail property portfolio in South Africa of 6 community shopping centres valued at R978.7 million that provides sustainable and proven cash-flows, and where the anchor tenants are expected to achieve high and stable turnover figures over time. These properties are either wholly-owned or on an undivided share basis with partners.
- **RESIDENTIAL:** Castleview has invested in iRes Fund, a Western Cape based, income-producing, residential portfolio valued at R373.8 million that comprises rental units and units under development in Cape Town.
- **RESIDENTIAL DEVELOPMENT:** The group also has 6 residential sites in Cape Town, Western Cape, valued at R321 million which have been developed for disposal or will be developed once the appropriate rights have been secured.

GOVERNANCE STRUCTURE



GROUP'S OPERATIONAL STRUCTURE



KEY:

- JV's / Associated / Listed Investments
- Directly held by the group

DIRECTORATE EXECUTIVE AND NON-EXECUTIVE

EXECUTIVE DIRECTORS

James William Andrew Templeton (51)

BComm (Hons), CFA charterholder

CEO

Appointed: 6 July 2017

James was employed as an equities analyst at Barnard Jacobs Mellet, a prominent South African stockbroker from 1996 to 2003 where he covered various sectors including real estate. James was the chief executive officer of Emira Property Fund, a JSE-listed REIT, from 2004 to 2015. He was appointed CEO of Castleview in July 2017.

James Peter Anthony Day (38)

BComm (Hons), CA(SA)

FD

Appointed: 7 November 2022

James has extensive international experience in the listed property sector, having worked in various financial management and audit roles in Australia, the United States and South Africa. His career spans more than a decade of diverse experience in senior financial management and business leadership with key commercial expertise in executing on property acquisitions and developments. James is a Chartered Accountant and holds an honours degree in Finance from the University of Cape Town.

INDEPENDENT NON-EXECUTIVE DIRECTORS

David James Green (62)

BA LLB

Chairman, Independent non-executive director

Appointed: 25 October 2017

David is currently the CEO of ProAfrica Property Services. He has been involved in the listed property arena since 2001 as fund manager for Capital and Centre City property funds which now largely form part of Hyprop. David is an admitted Advocate.

Gregory Clifford Bayly (54)

BAcc, BComm (Hons), LLB ACMA, CGMA

Independent non-executive director

Appointed: 25 October 2017

Gregory is currently the chairman of Southchester Investment Managers having been in this position since 2011. He was previously a portfolio manager at Gryphon Asset Management from 1991 to 2007 where he managed and advised on a variety of properties and other asset classes. Gregory has also worked as an outsourced portfolio manager for various financial institutions' asset management companies from 2008 to 2011 including the Macquarie Group.

Ashraf Mohamed (54)

BComm, CFA

Independent non-executive director

Appointed: 1 October 2020

Ashraf worked in asset management from 1998 to 2009, managing equity, balanced funds, and third-party assets in excess of R20 billion. He served as CEO of Ascension Properties and successfully listed the business in June 2012. He served as acting-CIO at Pareto, an unlisted property company, and thereafter served as Chairman of Inospace, a property development and rental company. More recently, Ashraf has been managing a global investment platform for multiple family offices focused primarily on private equity and venture capital.

Avesh Padayachee (42)

BComm, LLB, MBA

Independent non-executive director

Appointed: 25 October 2017

Avesh was a corporate attorney at Webber Wentzel (Linklaters) in Johannesburg between 2005 and 2010. From 2010 to 2012 he completed his MBA at University of Pittsburgh, before founding Fibon Energy, a renewable energy company, in 2012, where he is currently chief executive officer and a director.

DIRECT PORTFOLIO OVERVIEW

SECTORAL PROFILE

Based on gross lettable area ("GLA") RETAIL: 77.3% OFFICE: 5.1% RESIDENTIAL: 17.5%	Based on gross rental RETAIL: 76.9% OFFICE: 5.3% RESIDENTIAL: 23.0%	Tenant profile based on GLA A: 63.0% B: 14.1% C: 23.8%	Vacancy profile based on GLA: 6.0% GROSS RENTAL: 6.6%
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Tenant profile table:

- A Large international and national tenants, large listed tenants and government or smaller tenants in respect of which rental guarantees are issued. These include, inter alia, Shoprite, FNB, Standard Bank, Nedbank, The Department of Mineral Resources, Pick n Pay, Clicks, Pepkor.
- B Smaller international and national tenants, smaller listed tenants, major franchisees and medium to large professional firms.
- C Other local tenants and sole proprietors. These include 169 retail and 367 residential tenants.

LEASE EXPIRY PROFILE

	Based on GLA %	Based on gross rentals %
Vacant	6.0	6.6
0 to 12 Months	31.4	38.4
Between 12 and 24 months	7.0	6.4
Between 24 and 36 Months	21.4	18.6
Greater than 36 Months	34.2	30.0
	100.0	100.0

SECTOR ANALYSIS

Sector	Weighted average rental per m ² (R/m ²)	GLA (m ²)	Vacancy (% of GLA)	Valuation as at 31 March 2024 (R'000)
Retail	109.15	102 732	6.0	924 245
Commercial	114.63	6 793	5.6	25 705
Residential	111.18	23 294	4.0	400 766
Total	109.79	132 819	6.0	1 350 717

The portfolio weighted average rental escalation (retail and offices) based on existing leases by GLA, is 6.31%.

The property valuations as at 31 March 2024 were performed partly by the Castleview Board of directors and the balance by an external valuer.

OTHER INFORMATION

The forward average annualised property yield for the direct portfolio was 7.3% at 31 March 2024.

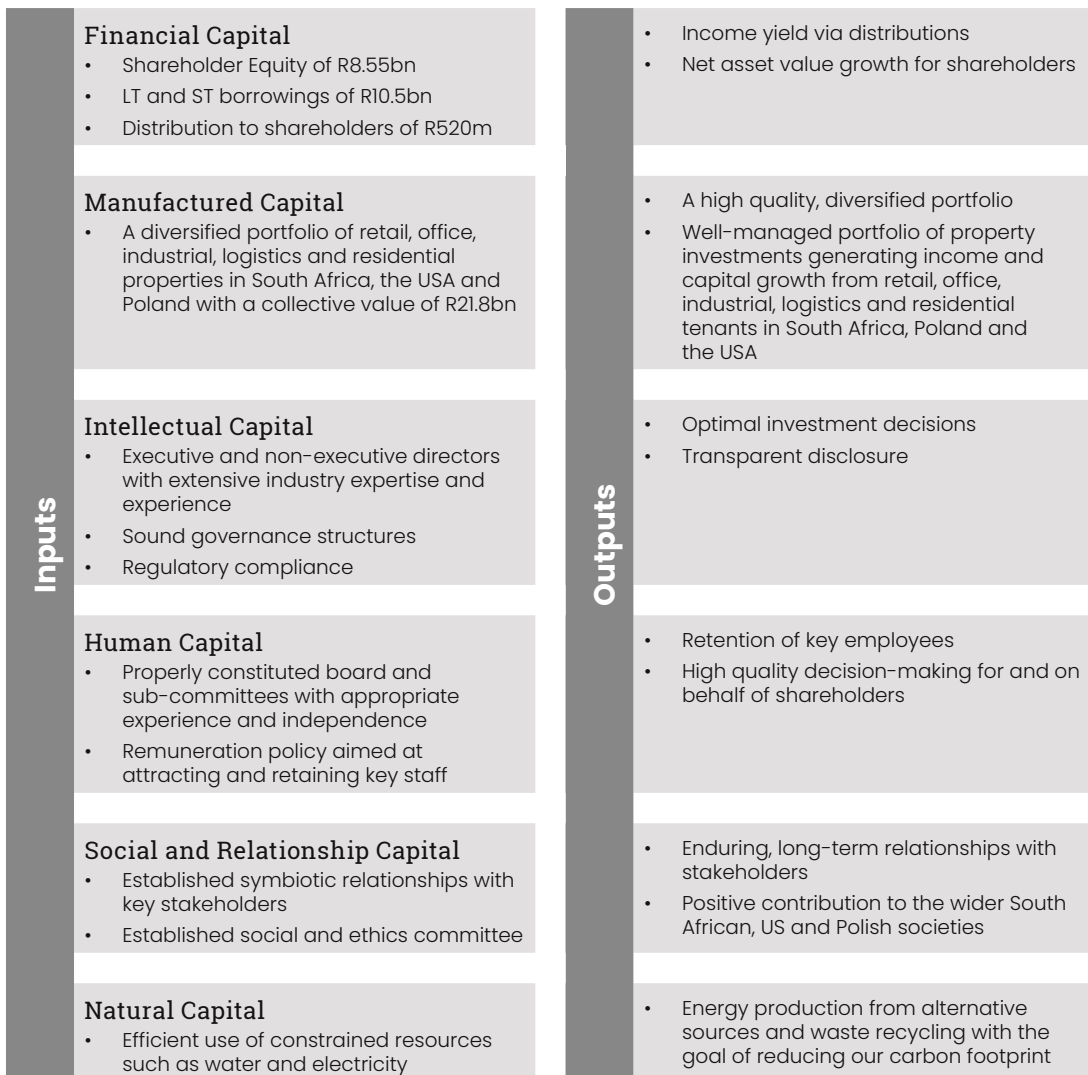
The portfolio statistics above exclude residential development inventory, the value of which at 31 March 2024 was R484.8 million.

STRATEGIC OVERVIEW

OUR BUSINESS MODEL

Castleview's strategy is to deliver net asset value and distribution growth to shareholders by investing in portfolio of high quality properties and indirect property investments, with attractive yields that offer consistent long-term value growth.

How Castleview creates value



Strategic Focus



STAKEHOLDER ENGAGEMENT

The board believes that establishing strong partnerships with the group's stakeholders is crucial to managing the risks and capitalising on the opportunities arising from its business activities. Key stakeholders are groups who have an impact on Castlevue's business strategy and are materially impacted by its business activities. Castlevue is committed to ensuring timeous, effective and transparent communication with shareholders and other stakeholders as set out below.

Key stakeholders	Key issues	How Castlevue engages	Responsibility
Shareholders	<ul style="list-style-type: none"> Total returns Consistent investment performance Strategy execution Portfolio growth Capital appreciation Risk management Accessibility of executives Timeous information Corporate governance and compliance 	<ul style="list-style-type: none"> Direct conversations and presentations Circulars, annual and interim results reporting SENS announcements Integrated report Annual general meeting Castlevue's website 	<ul style="list-style-type: none"> CEO FD
Financiers	<ul style="list-style-type: none"> Capital management Sustainability Investment performance Cash generation Corporate governance and compliance Risk management through loan-to-value ("LTV") ratio and debt service interest cover ratio ("DSCR") 	<ul style="list-style-type: none"> Agreed reporting Regular meetings Integrated report 	<ul style="list-style-type: none"> CEO FD
Business partners and suppliers	<ul style="list-style-type: none"> Professional working relationships An understanding of the group's performance standards and requirements Timely payment Fair business practices 	<ul style="list-style-type: none"> Fosters a culture of teamwork Regular meetings Service level agreements or terms of reference, which include performance expectations 	<ul style="list-style-type: none"> CEO FD Asset managers
Tenants	<ul style="list-style-type: none"> Property management Market related rentals and escalations Good upkeep and maintenance of buildings Communication during periods of uncertainty 	<ul style="list-style-type: none"> Asset and property management meet with the tenants on a regular basis and conduct regular site visits to Castlevue's properties Ad hoc communication regarding centre operations should it be necessary 	<ul style="list-style-type: none"> Asset and property managers
Independent valuers	<ul style="list-style-type: none"> Reliable and timeous information 	<ul style="list-style-type: none"> Regular information flow Formal and ad hoc meetings 	<ul style="list-style-type: none"> CEO, FD
Government and Regulators	<ul style="list-style-type: none"> Compliance Taxation Adherence to JSE Listings Requirements Company legislation Utility issues Rates clearances Zoning 	<ul style="list-style-type: none"> Engages with local authorities both directly and via its property managers and external consultants 	<ul style="list-style-type: none"> Executives External consultants
Industry Associations	<ul style="list-style-type: none"> Introduction of new legislation Global and local trends 	<ul style="list-style-type: none"> Membership of professional bodies 	<ul style="list-style-type: none"> Executives and Property managers
Communities	<ul style="list-style-type: none"> Socio-economic development Environmental impact Responsible corporate citizenship 	<ul style="list-style-type: none"> Regular evaluation of the group's impact on society and the environment 	<ul style="list-style-type: none"> Executives and Property managers

LEADERSHIP AND GOVERNANCE

CHAIRMAN AND CEO'S REPORT

At face value, the balance sheet of the group has not moved materially in the current financial year, however we believe that the 2024 financial year will prove to be a very important year for strategic reasons.

The sale of direct, South African assets by companies in the Group will realise meaningful cash proceeds subsequent to year-end, which will be able to be deployed in already identified opportunities that are in-line with the group's strategy and will realise benefits to shareholders in the coming years.

The Castleview Chairman and CEO, as well as the whole Board would like to thank all its stakeholders who have assisted in this performance and will continue to do so in the future – group companies, investment partners, tenants, staff, service providers, financiers and shareholders.

As was the case in our report for the 2023 financial year, inflation – and its indirect impact on interest rates via central banks – remains at the forefront of global market participants' thoughts. This is relevant for Castleview shareholders as the valuation of Group's assets, as well as distributions – either directly or indirectly held real estate – are meaningfully influenced by the movement of interest rates.

The reporting period saw a better than expected economic performance from the world's largest economy – the USA – with the result that global stock markets in general had very good performances. The counter to this strong economic growth in the USA was the deceleration in the expected decline in inflation, and, as a result, the past twelve months has seen a slowdown in the projected downward path in global interest rates. This largely shaped the performance of income producing assets, of which real estate is one, meaning that real estate assets did not experience the interest rate tail-winds that were expected.

By contrast, the performance of the South Africa economy has continued to be disappointing, driven by load-shedding, the poor financial state of South African parastatals – with the resultant negative impact on government finances – and a general lack of confidence from the business community regarding the outlook for investment returns in South Africa.

Notwithstanding this uncertainty, Castleview showed a solid performance in the financial year. Net asset value grew from 855 cents per share to 870 cents and the company declared a dividend of 52.823 cents per share compared to 16.089 cents in the same period last year. This illustrates Castleview's successful execution of its stated strategy of showing shareholders a combination of NAV growth and dividend income.

INVESTMENT STRATEGY

Castleview's investment strategy is to deliver healthy total returns to its shareholders via a diversified property portfolio by investing in South African and selected international real estate focused, firstly, on net asset value growth, and, secondly, on the maintenance of a sustainable cash flow yield.

Looking forward, both direct property investments – owning the properties ourselves – and indirect investments – via other real estate companies with separate management teams – will be considered, depending on what stage of the investment cycle we are in and the relative risk/return attractiveness of the opportunity.

MARKET CONDITIONS

South Africa

According to Rand Merchant Bank the Governor of the South African Reserve Bank (SARB) reported that the South African economy performed worse than expected in the fourth quarter of 2023, expanding just 0.1% quarter-on-quarter, which equated to 1.2% quarterly, year-on-year. Growth for 2023 as a whole was 0.6%. The main reason for this sub-par performance was supply-side problems. Electricity loadshedding was worse than in previous years. Port and rail problems also emerged as binding constraints on output.

The SARB forecasts a modest growth acceleration in 2024, as these supply-side constraints relax. In particular, it expects the loadshedding burden will ease somewhat. Growth is forecast at 1.2%, improving marginally to 1.6% by 2026. These projections are better than the 2023 outcome, but below longer-run averages, which are around 2%.

South African annual consumer price inflation increased marginally to 5.3% from December 2023 to March 2024, although still above the 4.5% midpoint of the SARB's monetary policy target range. This relatively stabilised CPI has warranted the SARB to keep interest rates unchanged since June 2023.

During the reporting period ten year South African government bond yields remained rangebound, moving between 9.7% and 11.2%, reflecting the stable South African prime interest rate, as well as the somewhat more stable international interest rate conditions.

Rand Merchant Bank's Asset Class Report for March 2024 illustrates the poor local market conditions described above. The All Share Index (+1.55%) and bond market (+4.09%) showed below average returns and were handily outperformed by cash (+8.32%). The SA Reit Index, thanks to a moderate recovery in investor sentiment to the sector, showed an improved return of 14.08% in the twelve month period off a low base.

CHAIRMAN AND CEO'S REPORT (continued)

By the contrast, the direct property market showed a stable, good performance. MSCI South Africa Annual Property Index statistics for the calendar year to December 2023 released in April 2024 showed that standing investments delivered an ungeared return of 8.7%, in comparison to the reported 9.3% for 2022 – continuing the recovery from the COVID-19 pandemic. This was very much in line with our expectations. As alluded to earlier, the performance of the sector in the coming year will largely be determined by the path of interest rates.

Rest of the World

The view of the International Monetary Fund is that the global economy has been surprisingly resilient, despite significant central bank interest rate hikes to restore price stability. The baseline forecast is for the world economy to continue growing at 3.2% during 2024 and 2025, at the same pace as in 2023. A slight acceleration for advanced economies—where growth is expected to rise from 1.6% in 2023 to 1.7% in 2024 and 1.8% in 2025—will be offset by a modest slowdown in emerging market and developing economies from 4.3% in 2023 to 4.2% in both 2024 and 2025.

The forecast for global growth five years from now—at 3.1%—is at its lowest in decades. Global inflation is forecast to decline steadily, from 6.8% in 2023 to 5.9% in 2024 and 4.5 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. Core inflation is generally projected to decline more gradually.

Interest rates in the US have been fluctuating since the last interest rate increase in August 2023, with the US 10-year bond yield increasing to 4.21% in the period from end December 2023 to end March 2024. It has subsequently increased marginally to 4.26% (with massive volatility in-between) at the time of writing.

OPERATIONAL PERFORMANCE

Listed Subsidiaries

(i) Emira Property Fund

Castlevision now owns 59.3% of the voting rights and 62.8% of the economic rights in issue of Emira Property Fund. At March 2024 Emira represented 50.3% of the group's NAV of R8.55bn.

Emira's underlying South African property performance (retail, residential, office and industrial) remains very solid as measured by vacancies, arrears, cash collection rates, although rental reversions and increasing operating costs pose headwinds.

Although Emira's dividend per share to March 2024 of 117.0 cents reflected a decline from the annualised 129.0 cents for the nine-months to March 2023, this can largely be attributed to the disposal of the high-yielding Enyuka portfolio, certain larger tenant failures in the US JV portfolio, which nonetheless continues to perform well, as well as the impact of higher interest rates.

Emira NAV per share at March 2024 of R17.33/share reflected growth of 2.2% from March 2023, primarily due to an increase in property valuations, the impact of the weaker ZAR/USD closing spot rate on the Fund's US investments net of cross-currency interest-rate swaps and a decrease in interest-rate derivative liabilities resulting from higher interest rates.

LTV for March 2024 was at 42.4% – down from 44.0% in March 2023 – which is likely to reduce further as a result of the meaningful portfolio sales transferred and those yet to be transferred later in 2024.

Vacancies remain relatively low by industry standards, with commercial vacancies at 4.1%, residential vacancies at 2.6%.

Emira took ownership of Transcend Residential Property Fund during the period, which was delisted in November 2023.

Indirect – Equity Accounted Investments

(i) EPP Community Properties (EPPCP)

EPPCP is a joint venture Castlevision Property Fund has with EPP/Redefine Property Fund, with specific investment in twelve community retail centres, as well as three office properties in Poland. The retail centres range from the smallest centre at 5 759m² to the largest 35 244m². The commercial centres range from 13 925m² to 35 272m². At March 2024 EPPCP represented 30.0% of Castlevision's NAV.

As a result of a redemption of €5m to EPP in 2023, which took place via a buyback of a portion of their EPPCP shares, as well as the payment of the dividends for August 2023 and February 2024 (capitalised via share issue to Castlevision), Castlevision now owns 50.2% – up from 46.9% in February 2023 – of EPPCP.

The retail portfolio in Poland was impacted negatively by the economic slowdown across Europe, as well as the war in Ukraine, which resulted in national retail sales across Poland declining for most of 2023. This has resulted in certain vacancies arising, which have generally been let at comparable rentals, but with the associated TI cost. The second half of the financial year saw year-on-year national retail sales growth pick up and this trend is expected to continue for the balance of 2024. Notwithstanding the national retail sales trend, turnover growth at the EPPCP retail portfolio grew by 13% year-on-year in March 2024.

At March 2024 retail vacancies were at 4%, with office vacancies of 4% also being well managed in a competitive market and vacancies are comparatively low as a result.

CHAIRMAN AND CEO'S REPORT (continued)

(ii) Collins Property Group (CPP)

CPP is predominantly a South African logistics and industrial focused portfolio with total assets of R12.4bn and a net asset value of R5.0bn. At March 2024 CPP represented 9.4% of Castleview's NAV of R8.55bn.

The swap up of Castleview's shareholding in Collins Property Projects to Collins Property Group Reit (ex-Tradehold) on a NAV for NAV basis took place during the period, with Castleview now holding a 22.9% stake in Collins Property Group.

For the financial year to February 2024, CPP's underlying portfolio metrics remain very positive, despite poor local economic growth and higher interest rates. Although vacancies have fluctuated somewhat over the past year – from 4.0% in August 2023 and down to 3.4% by November 2023, ending the financial year in February 2024 at 3.9% – they remain low relative to their peers, with an attractive portfolio WALE of 4.2 years. Rental reversions for the year were +3.6%.

LTV at February 2024 was 54.3%, but with several large property disposals currently under negotiation, this could reduce in the near term, before this cash is recycled to grow the company's offshore exposure.

CPP announced a final dividend of 50 cents per share, bringing the total dividend for the period to 90 cents, whilst net asset value per share rose from 1240 cents per share in February 2023 to 1592 cents by February 2024 thanks to the conversion to a Reit and the resultant reduction of deferred capital gains tax recognised on the balance sheet.

Direct – Retail

The direct retail property portfolio consists of 6 community retail centres. At March 2024, direct retail represented 4.0% of Castleview's NAV.

Trading from retailers was reported to be flat to slightly positive during the year, and we have seen the same trend in our centres with an average 2% growth in turnovers for a rolling 12-month period. Renewals have been concluded within budgeted assumptions and the number of tenants not renewing is declining.

The transfer of Makhaza Shopping Centre was effected in December 2023, with the transfer of Bougainville Shopping centre taking place subsequent to year end.

Direct – Residential Development

The development portfolio consists of 6 different development opportunities, which represented 3.1% of Castleview's NAV.

(i) Nettleton Road Clifton:

Following the successful town planning application we started marketing the four erven.

(ii) Hargrave Road, Llandudno:

3 of the 4 units were transferred to buyers in May 2024, with the remaining unit expected to be transferred in June 2024.

(iii) 115 Victoria Road Camps Bay:

Property sold to a consortium of developers which transferred in June 2024.

(iv) Quebec Road Camps Bay:

Development of this property has commenced, and since the launch of these units to the market in December 2023, we have had 4 successful sales. Marketing continues for the balance of 2 units to expected completion of the project in March 2025.

(v) Trek Road, Higgovale:

Subsequent to year-end an unconditional offer for the property was accepted, which is expected to be transferred by July 2024.

(vi) Higgs Road, Higgovale:

The change in title deed to 2 dwellings is ongoing, whereafter the property could be sold or developed.

Direct – Residential – iRes

Castleview has 85% of the equity in iRes Fund Pty Ltd. At March 2024 iRes represented 3.3% of Castleview's NAV.

Rental demand remained robust and the portfolio continued to deliver a solid performance. Occupancies at year-end increased to 96%, with rental recoverability remaining at 100% across the portfolio. A continued high interest rate environment and high levels of household debt continued the trend of potential homebuyers to rent rather than buy.

We continue to experience a resilient market for new development stock, whilst the market for second hand houses has remained somewhat depressed. Our business model to put older portfolio's up for sale remained unchanged, and we continue to believe that this is the best practice approach to balance rental yield with capital growth.

Demand for quality, affordable rental housing in the Western Cape expected to remain robust for 2024, before interest rates are expected to lower towards the end of 2024, which would lead into a gradual shift in demand towards buying a home instead.

Having a balanced approach between rentals, sales and development to market allows I Res Fund to fully capitalise on the market shifts between high and low interest rate cycles, providing a robust business model that is counter cyclical.

I Res Fund has concluded two new acquisitions during

CHAIRMAN AND CEO'S REPORT (continued)

the past year that will add 102 new units to the existing portfolio: 60 Apartments in the scheme known as Fynbos in Langeberg Heights, Durbanville, transferred in October 2023, and 52 Houses in the development known as Le Coste in Kraaifontein being developed by the Group.

FINANCIAL RESULTS

Group total assets reduced marginally from R22.1 billion to R21.8 billion as a result of the sale of certain properties, in line with our strategy, with a corresponding decrease in current and long-term borrowings from R10.6 billion to R10.5 billion.

Excluding non-controlling interests, the Group had a net asset value of R8.56 billion (870 cents per share), a marginal increase from R8.37 billion (855 cents per share) at March 2023. The loan-to-value ratio, net of cash, was 48.9%.

The revenue of the Group increased from R1.2 billion to R2.1 billion as a result of the inclusion of the I Group assets (concluded in September 2022) for the full twelve-month period. Property expenses increased from R537.7 million to R938.6 million also due to the I Group transaction.

Income derived from equity accounted investments decreased from R496.5 million to R390.6 million following the sale of the Enyuka portfolio out of Emira in July 2023.

Finance costs have increased meaningfully with the growth of the business, from R573.5 million to R940.0 million, due to the full twelve month impact of the I Group transaction, as well as the impact of higher interest rates on its borrowings.

The Castleview board has declared a distribution for the period of 52.823 (2023: 16.089) cents per share.

DEBT FUNDING

The Castleview group boasts a consolidated debt book of R10.5 billion split between direct and high-level funding of R4.1 billion, and debt consolidated through our listed investments of R6.4 billion. The Group has further indirect debt exposures through its equity accounted investments, significantly including Europe and the United States. The total all-in weight average cost of debt is 8.79% at the reporting period and the group has hedged or fixed 63.8% of its debt exposures.

Management is actively involved in managing the debt facilities of the Group by actively managing fund level debt finance while monitoring and providing oversight and guidance on investment level debt facilities. Debt is arranged, negotiated, or renegotiated by the management teams of the respective Group investments.

The total debt balance is diversified across various lenders, in facilities with varying terms and appropriate security, and managed for currency and interest rate risk. Debt expiries are actively monitored and managed to ensure that appropriate financing arrangements are in place to secure expiring facilities.

Covenants are monitored regularly and at the reporting date, there is no material breach in covenants.

GOVERNANCE AND SUSTAINABILITY

Castleview prides itself on its corporate governance and on the commitment of its leadership to both the business and maintenance of these high standards.

This philosophy, which it strongly adheres to, encompasses the financial performance and risk management of the group. Importantly it also extends to the social and environmental spheres and the impact that Castleview is able to have on society and the environment in general.

The daily interaction between Castleview and the occupants, users and stakeholders of its properties results in various interfaces in which the fund can positively impact on its stakeholders including impact on the environment, community events as well as fund raising for various charities.

PROSPECTS

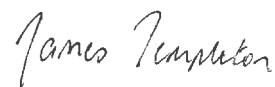
The path of global interest rates for the coming financial year remains uncertain. Should interest rates decline, as certain analysts suggest, this will have a beneficial impact on Castleview's core portfolio performance.

The group's strategy of selling South African properties above, at or close to book value and redeploying the proceeds into new opportunities at a discount is expected to continue to the benefit of shareholders.

This forecast is the responsibility of the directors of Castleview and has not been reviewed or reported on by the company's external auditors.



David Green
Chairman



James Templeton
CEO

CORPORATE GOVERNANCE REPORT

Castlevision is committed to upholding the highest standards of ethics, transparency and good governance while pursuing value creation in the short, medium and long term. The board is the focal point and custodian of good corporate governance within the group and accepts accountability to stakeholders for the provision of value-enabling governance appropriate for Castlevision.

ETHICAL LEADERSHIP

Castlevision is committed to maintaining the highest standards of ethics and business conduct. The board continues to lead the company with integrity and competence that results in the achievement of Castlevision's strategic objectives. The company continues to live out its implemented code of ethics ("the Code") that stipulates, among other things, that:

- all stakeholders must act in good faith with skill and care;
- bribery in any form is not tolerated;
- conflicts of interest must be declared; and
- compliance with all relevant and applicable legislation is extremely important.

The social and ethics committee is responsible for the oversight of the company's ethics although the board remains accountable for the way this is discharged.

The board confirms that it is not aware of any transgressions of the Code during the year and that no issues of non-compliance have arisen. No fines or prosecutions have been levied against the group during the period under review.

The board is satisfied that Castlevision is:

- In compliance with all applicable Acts and regulations.
- Operating in compliance with the laws of establishment and its Memorandum of Incorporation

THE BOARD

Members

Executive directors

James Templeton (CEO)

James Day (CFO)

Independent non-executive directors

David Green (Chairman)

Gregg Bayly

Ashraf Mohamed

Avesh Padayachee

Castlevision's board is constituted in terms of the company's MOI and in line with King IV™. The majority of the board are independent non-executive directors bringing diversity to board deliberations and constructively challenging management.

The responsibilities of the independent non-executive Chairman, the CEO, and the remaining directors are strictly separated to ensure that no single director has unfettered decision-making powers and that appropriate balances of power and authority exist on the board. The independent non-executive directors contribute a wide range of industry skills, knowledge and experience, to the board's decision-making processes. Ultimate control of the group rests with the board of directors while the executives are responsible for the proper execution of the group strategy. To achieve this, the board determines the objectives of the group and sets the philosophy for investments, performance and ethical standards. Quarterly board meetings are held with additional meetings convened where required.

Castlevision's executive directors do not have fixed-term contracts. There is no restraint of trade period in place in respect of executive directors. In terms of the company's MOI, one-third of the non-executive directors must be re-elected annually by shareholders at the annual general meeting.

CORPORATE GOVERNANCE REPORT (continued)

FUNCTIONS AND RESPONSIBILITIES OF THE BOARD

The board assumes collective responsibility for strategy, policy, oversight and accountability. With this in mind a formal board charter is in place that sets out the roles and responsibilities of the board and individual directors aligned with the provisions of relevant statutory and regulatory requirements.

The board confirms that it is responsible for ensuring the following functions as set out in the board charter:

- act as the focal point for, and custodian of, corporate governance by managing its relationship with management, the shareholders and other stakeholders of Castleview along sound and ethical corporate governance principles;
- steer and set direction with regards to both Castleview's strategy and the way in which specific governance areas are to be approached, addressed and conducted;
 - approve policy and planning that give effect to the company strategy;
 - oversee and monitor implementation and execution of the strategy by management; and
 - ensure accountability for organisational performance through reporting and disclosures.
 - oversee and monitor that Castleview is and is seen to be a responsible corporate citizen by having regard to not only the financial aspects of the business of the company but also the impact that business operations have on the environment and the society within which it operates;
 - consider Castleview's strategy against the six capitals;
 - exercise on-going oversight of the management of ethics within Castleview that promote ethical behaviour within the group;
 - approve Castleview's financial objectives including, capital expenditure, treasury, capital and funding proposals;
 - appreciate that strategy, risk, performance and sustainability are inseparable;
 - provide effective leadership on an ethical foundation;
 - ensure that Castleview has an effective and independent audit and risk committee;
 - be responsible for the governance of risk;
 - oversee and be responsible for the governance of information and technology within Castleview;
 - monitor Castleview's compliance with applicable laws and consider adherence to non-binding rules, codes and standards;
 - ensure that there are effective risk-based internal controls and audit processes;
- adopt a stakeholder-inclusive approach and consider stakeholders' perceptions of Castleview's reputation;
- review and oversee the integrity of the company's integrated annual report and the relevant disclosures in terms of King IV™ reporting;
- act in the best interests of Castleview by ensuring that individual directors adhere to legal standards of conduct; are permitted to take independent advice in connection with their duties and disclose real or perceived conflicts to the board and deal with them accordingly;
- Directors are expected to devote sufficient time and effort to prepare for meetings in order to participate fully and frankly in board discussions and bring the benefit of their particular knowledge, experience, skills and abilities to bear;
 - review the succession plan for its directors including the Chairperson and CEO; and
 - approve Castleview's Governance Framework that articulates and gives effect to its direction on relationships and the exercise of authority across Castleview.

The board's annual agenda plan is designed to ensure that sufficient time is allocated to address all necessary matters. Agendas are adjusted throughout the year to prioritise relevant issues and ensure focused consideration of strategic priorities.

INDEPENDENCE OF THE BOARD

In terms of their fiduciary duties, directors should act independently in exercising their judgement and fulfilling their duties and should not have their discretion fetter in any way. Accordingly, Castleview ensures the independence of the board through the following practices:

- appointment of an independent non-executive director as Chairman;
- clear separation of the roles of Chairman and CEO;
- appointment of a majority of independent non-executive directors;
- the audit and risk committee is comprised of only independent non-executive directors while the remuneration committee and social and ethics committee comprise a majority of independent non-executive directors;
- the audit and risk committee, investment committee, and remuneration committee are chaired by independent non-executive directors;
- no service contracts are in place in respect of non-executive directors; and
- all directors have access to the advice and services of the company secretary and with prior agreement from the Chairman, all directors are entitled to seek independent professional advice concerning the affairs of the group at the group's expense.

CORPORATE GOVERNANCE REPORT (continued)

ATTENDANCE AT MEETINGS

Meeting attendance is recorded in the table below.

CASTLEVIEW BOARD MEETING ATTENDANCES FOR THE YEAR ENDED 31 MARCH 2024

Name	Date 2 June 2023	Date 28 August 2023	Date 24 November 2023	Date 22 March 2024	Total
Executive directors					
1 JWA Templeton	✓	✓	✓	✓	4/4
2 J Day	✓	✓	✓	✓	4/4
Independent non-executive directors					
3 DJ Green (Chairman)	✓	✓	✓	✓	4/4
4 GC Bayly	✓	✓	✓	✓	4/4
5 MA Mohamed	✓	✓	✓	✓	4/4
6 A Padayachee	✓	✓	✓	✓	4/4

The independence of the independent non-executive directors was assessed, and all were deemed to meet the requirements of independence in terms of the recommendations of King IV™. The continued independence of these directors will be annually evaluated and confirmed.

NOMINATIONS

The board seeks to construct an effective, robust, diversified and complementary board, the capability of which is appropriate in nature, complexity and strategic demands of the business. The board actively considers the structure, size and composition of the board and its committees when contemplating new appointments and succession planning.

DIRECTORS' PERSONAL INTERESTS

A full list of directors' interests is maintained and directors, at the beginning of each board meeting, are required to confirm that the list is correct. Directors recuse themselves from any discussion and decision in which they have a material financial interest.

INVESTMENT COMMITTEE

Members: David Green (Chairman), Gregg Bayly, Avesh Padayachee

Invitees: CEO, CFO and the company secretary

The members of this committee have extensive business experience and technical expertise in the real estate, renewable energy and finance sectors.

The investment committee considers all acquisitions, disposals and capital expenditure for recommendation to the board.

The investment committee did not meet during the financial period under review.

REMUNERATION COMMITTEE

Members: Avesh Padayachee (Chairman), Ashraf Mohamed

Invitees: CEO, CFO and the company secretary

The committee met once during the year.

The remuneration committee is a committee of the board and is governed by terms of reference as approved by the board. These terms of reference are reviewed on an annual basis.

CORPORATE GOVERNANCE REPORT (continued)

REMUNERATION REPORT AND POLICY

The remuneration committee is responsible for the group's remuneration policy and practices. The remuneration committee ensures the remuneration policy is aligned with Castleview's strategic objectives and goal.

Castleview is managed by Castleview Asset Managers (Pty) Ltd ("CAM") and the executive directors and asset management staff are employed and remunerated by CAM. The asset management agreement requires CAM to perform in line with agreed performance criteria. The remuneration committee is satisfied that CAM has implemented a remuneration structure that creates a performance-based culture by adopting remuneration policies and practices with regard to executives and employees by aligning performance with the creation of sustainable returns to shareholders while meeting the needs of other stakeholders.

Seventeen internal property management and administrative staff are employed by Castleview. These individuals are managed by CAM and their employment contracts, salaries and incentives are also determined by CAM. The mixture of full-time and part-time employees will be monitored by the remuneration committee and will be adjusted appropriately as the business grows.

Castleview welcomes engagement with shareholders on remuneration issues to inform the voting process at the annual general meeting. In line with King IV™, Castleview is required to engage directly with shareholders should the remuneration policy, the implementation report, or both be voted against by 25% or more votes exercised. Through this engagement process management will endeavour to determine reasons for the dissenting votes and address legitimate objections and take reasonable measures to address shareholder concerns. At the 2023 annual general meeting, Castleview shareholders approved the remuneration policy and the remuneration implementation report, both by 100% of the voting rights exercised in respect of such resolutions.

As the business matures into a larger organisation it is envisaged that the remuneration policy will adapt and change accordingly. During the course of the 2025 financial period the committee will continue to monitor the appropriateness of the remuneration policy and how it is applied.

As a responsible corporate citizen Castleview strives to improve employment conditions across the business and implement initiatives that will over time realise the concept of fair and reasonable remuneration. This includes the promotion of employment equity and diversity in the workplace, skills development and remuneration benchmarking to ensure internal equity and equal pay for work of equal value.

Through CAM, Castleview's current remuneration structure consists of a mix of guaranteed remuneration and variable performance-related pay which is at risk. Guaranteed remuneration constitutes the employee's total cost to company package.

During the 2025 financial year, based on the growth of the company, Castleview will move towards a more integrated approach to its reward strategy in which all components are aligned to the strategic direction and value drivers of Castleview.

REMUNERATION IMPLEMENTATION REPORT

The remuneration committee confirms that the CAM's remuneration structure with its policies and procedures has been consistently applied in the year under review.

The property and administrative staff employed by Castleview receive annual increases effective in March of each calendar year.

There was no short-term incentive plan in place for the period under review.

There was also no long-term incentive plan in place for the period under review.

For emoluments paid to directors during the 2024 financial period, please refer to note 22 to the consolidated financial statements. The proposed emoluments of the non-executive directors for the 2025 financial period are set out in the table below.

The non-executive directors are remunerated by Castleview. Other than fees paid to CAM in respect of asset management services and the company secretary in respect of company secretarial services, the company has not entered into any contracts relating to directors and/or managerial remuneration, secretarial and technical fees and restraint payments.

CORPORATE GOVERNANCE REPORT (continued)

NON-EXECUTIVE DIRECTORS' EMOLUMENTS

			Escalated 7% Pro-rata to 31 Mar 2024 Rands	Escalated to 31 Mar 2025 Rands
Board	Chairman	David Green	393 071	420 586
	Member	Gregg Bayly	219 200	234 543
	Member	Avesh Padayachee	219 200	234 543
	Member	Ashraf Mohamed	219 200	234 543
ARC	Chairman	Gregg Bayly	95 054	101 708
	Member	Avesh Padayachee	60 212	64 427
	Member	Ashraf Mohamed	60 212	64 427
Remuneration	Chairman	Avesh Padayachee	55 138	58 998
	Member	Ashraf Mohamed	34 842	37 281
Investment	Chairman	David Green	70 022	74 924
	Member	Gregg Bayly	50 741	54 292
	Member	Avesh Padayachee	50 741	54 292
Social & Ethics	Chairman	James Templeton	–	–
	Member	David Green	27 062	28 956
	Member	Avesh Padayachee	27 062	28 956
Grand Total			1 581 754	1 692 477
Total		David Green	490 154	524 465
		Gregg Bayly	364 994	390 544
		Avesh Padayachee	412 352	441 217
		Ashraf Mohamed	314 254	336 251
			1 581 754	1 692 477

Attendance at meetings

During the 2024 financial year, the committee met once.

Meeting attendance is recorded in the table below.

Remuneration committee meeting attendances for the year ended 31 March 2024

Name	Date of meeting 22 March 2024	Total
1 A Padayachee (Chairman)	✓	1/1
2 MA Mohamed	✓	1/1



Avesh Padayachee

Remuneration committee Chairman

CORPORATE GOVERNANCE REPORT (continued)

SOCIAL AND ETHICS COMMITTEE

Members: James Templeton (Chairman), David Green and Avesh Padayachee

The social and ethics committee is a statutory committee focused on monitoring compliance with labour legislation as well as corporate social responsibilities, corporate citizenship, the impact of the company's activities on the environment, health and safety and customer relations. Despite being a statutory committee, it is constituted by the board and fulfils the required functions on behalf of the company. A charter governs the committee's responsibilities and duties.

SOCIAL AND ETHICS COMMITTEE REPORT

During the year, the committee focused on the following matters:

Transformation:

- Maintaining appropriate policies and ensuring that initiatives emanating from these policies are appropriately implemented within Castlevue.
- Monitoring compliance with the Broad Based Black Economic Empowerment Act.

Social and economic development

Monitoring the social and economic development of the company, including the company's standing in terms of the goals set out in the United Nations Global Compact Principles and the Organisation for Economic Co-operation and Development's recommendations regarding corruption.

Ethical conduct

Reviewing and approving the company's code of conduct and all policies and procedures relating thereto.

Good corporate citizenship

Considering sponsorship, donations and charitable giving to the community in which Castlevue operates in.

Since the financial year to February 2020, Castlevue has supported Excelsior Primary, a school located in Mount Croix, Gqeberha, which is in the immediate vicinity of Pier 14 Shopping Centre, with funding for various improvements, mainly to sporting facilities.

In the financial year to March 2024 we further engaged with Excelsior Primary School and with the cooperation of some of our service providers we were able to build a garage to safekeep the school's sponsored bus.

Sustainability

Monitoring employment relationships and the company's contribution to employees' self-development.

Monitoring workplace health and safety issues.

Consideration of the top sustainability issues as identified by management.

Stakeholder engagement

Monitoring Castlevue's activities regarding consumer relationships and compliance with consumer protection law.

Consideration of stakeholder engagement.

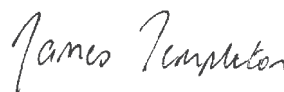
Attendance at meetings

During the 2024 financial year, the committee met on one occasion.

Meeting attendance is recorded in the table below.

Social and ethics committee meeting attendances for the year ended 31 March 2024

	Name	Date of meeting 20 March 2024	Total
1	J Templeton (Chairman)	✓	1/1
2	D Green	✓	1/1
3	A Padayachee	✓	1/1



James Templeton

Social and ethics committee Chairman

CORPORATE GOVERNANCE REPORT (continued)

COMPANY SECRETARY

The board has direct access to the company secretary, Statucor Proprietary Limited, who provides guidance and assistance in line with the requirements outlined in the Companies Act, King IV™ and the JSE Listings Requirements. The independence, competence, qualifications and experience of the company secretary is subject to annual evaluation by the board.

For the period under review, the board considered the competence, qualifications and experience of the company secretary and is satisfied that the company secretary is deemed fit to continue in the role as company secretary for Castlerview. The company secretary's relationship with the board has been assessed and is considered to be at arm's-length.

INFORMATION TECHNOLOGY GOVERNANCE

The board is ultimately responsible for IT governance. The financial director oversees the information technology function, attends the executive committee meetings and reports to the CEO. The risks and controls over information technology assets and data are considered by the audit and risk committee.

DEALING IN SECURITIES BY THE DIRECTORS

Dealing in the group's securities by directors and group officials is regulated and monitored as required by the JSE Listings Requirements and the group's policy. Castlerview maintains a closed period from the end of a financial reporting period to the date of publication of the financial results, and any other period when the company is under a cautionary announcement.

PROMOTION OF ACCESS TO INFORMATION ACT

There were no requests for information lodged with the group in terms of the Promotion of Access to Information Act, No. 2 of 2000, during the period under review.

DIVERSITY POLICY

The group is committed to actively managing diversity as a means of enhancing the company's performance by recognising and utilising the contribution of diverse skills and talent of its directors. Diversity may result from a range of factors including age, gender, ethnicity, cultural background, race or other personal factors.

The policy applies to the board. It does not apply to diversity in relation to employees of Castlerview, which is covered by the company's employment equity policy, according to South African labour legislation.

The social and ethics committee will review the policy annually, which will include an assessment of the effectiveness of the policy. The board has not set any voluntary targets in relation to the year ending 31 March 2025.

RISK MANAGEMENT

The board retains overall responsibility for risk management and for the definition of the company's overall risk strategy and tolerance, having considered the recommendations of the audit and risk committee.

Rank	Risk	Impact	Mitigation Strategies
1	Financing: Equity and Debt		
	Breach of debt covenants – LTV and DSCR	Being placed in breach of loan agreements (senior + mezzanine) with the associated consequences such as financiers taking over the position, thereby placing other loans in default, with substantial equity losses to Castleview shareholders; margin calls on share loan positions.	Monitoring of debt covenants; monitoring of share loan margin limits; early negotiations on expiring debt facilities; diversification of lenders; availability of cash/undrawn facilities ("war chest") to use immediately in the event of a pending breach.
	Interest rate risk	Increased cost of borrowings will reduce shareholder value	1. Maintain appropriate level of fixed interest rates and hedging, 2. Monitor swap rates for appropriate time to enter into swaps/caps
	Inability to roll over bank debt	Inability to secure roll over of existing facility, resulting in equity needing to be issued to repay loans	Early negotiations on renewals
	Failure to secure funds for acquisitions	Inability to grow the portfolio	Regular interaction with investors and bankers to ensure the availability of equity and/or debt for funding of acquisitions
	Further requirements from Castleview shareholders/lenders for return of cash	Requirement from Castleview to raise cash via sales, new debt, new equity	Ongoing discussions to increase debt facilities; placing properties up for sale; sourcing cash via subsidiaries in the form of dividends
	Mismatch of EPPCP debt funding in Euro's, which matches tenants' Euro obligations however their turnover is in Polish Zloty	Inability to sufficiently service Euro linked interest on loans	Enter into swaps or other derivative contracts to hedge out this risk.
2	Operations/Finance		
	Eskom partial/entire grid shutdown	Inability for tenants to trade, conduct their business, resulting in rentals becoming unaffordable, tenant default, reduced rental income and resultant default on debt repayment.	Installation of alternative power generation facilities at Castleview properties - including solar and wind
	Vacancies and rental default	Reduced profitability and returns to stakeholders Tenant defaults, higher vacancies, increased spend on portfolio to attract tenants. Declining property valuations, reduced net asset values and risk of breach of financial covenants	1. Strong focus on tenant relationships to ensure retention 2. Targeted leasing strategy 3. Early renewal negotiations 4. Effective credit control and legal procedures for defaulting tenants
	Looting and violence in city centres and townships across South Africa	Damage to shopping centres requiring payment for rebuilding and repairs; reduced footfall and spending for fear of the violence	Increased security when these events are anticipated, evacuation and lockdown of centres if appropriate, building insurance including SASRIA cover for such events
	Impact of war in Ukraine spreading to Poland	Risk that centres are damaged if war is extended into Poland; meaningful loss in value	Maintain insurance cover where possible

RISK MANAGEMENT (continued)

Rank	Risk	Impact	Mitigation Strategies
2	Operational performance (continued)		
	Municipal and Utility under performance, Eskom financial and operational crisis	Deterioration in services provided (water, rates, refuse, electricity) by local municipality would negatively impact on centre's ability to cater to tenants, Eskom severe operational; potential worst case for shutdown of entire national electricity grid	1. Private landlords are increasingly becoming less reliant on municipal infrastructure e.g. private waste removal 2. Installation of electricity generating infrastructure at landlord's expense 2. Installation of electricity generating infrastructure at landlord's expense
	Material misstatement of financials including AFS, Integrated Report and forecasts.	Financial reports needing to be corrected, resubmitted and published; reputation damage as a result of missing forecasts.	Increased, dedicated resources to Castleview financial team; appointment of qualified, independent auditors and consultants in the preparation and publication of financials.
	Overall property management of the portfolio risk: rental income, municipal expenses and dealing with counsel, lease management and contractual obligations.	General underperformance of the portfolio of not being optimally property and asset managed.	Appointment of high quality property managers, maintenance and financial staff. Intensive asset management.
	Recurrence of COVID-19	Significantly increased operational risk of vacancies and tenant default due to COVID-19 induced government shutdown of the economy	The threat of COVID-19 has reduced globally; mitigation measures that were in place between 2020 and 2022 have been tried and tested, would be reinstated
	Impact of informal settlements on investment properties in SA, particularly in Cape Town	Degradation of the immediate node in which property is located; lower tenant retention; loss in property value	Employment of cleaning and security companies; engagement with municipality/mayoral office
	Development risk	Poor performance of developments when compared to expected return	1. Experienced professional team; 2. on-site supervision by Centre and Ops Managers; 3. on-site OHS consultant; 4. project Insurance 5. monthly asset management meetings with professional team
3	Investment property portfolio		
	Valuation Risk for investment properties in all sectors	Risk of LTV default on loans; reduction in NAV for shareholders	1. Continued good performance by asset and property managers, including occupancies and costs control. 2. Good operating performance will reduce risk
	Acquisition Risk	Financial performance of properties purchased is not in line with expectations	1. Comprehensive due diligence performed by asset managers 2. Technical report carried out by external consultants
	Inability to source suitable investment opportunities	Inability to grow the portfolio	1. Regular interaction with key people in the industry 2. Visits to possible opportunities if in different countries
	Damage to investment property	Financial loss to the company and reduced asset value	1. Comprehensive insurance policy based on replacement value of investment property 2. Regular review of insurance policy and insured values

RISK MANAGEMENT (continued)

Rank	Risk	Impact	Mitigation Strategies
3	Investment property portfolio (continued)		
	Disposals Risk	Inability to repay debt, or return capital to shareholders	<p>1. Continued good performance by asset and property managers, including occupancies and costs control.</p> <p>2. Good operating performance will increase the likelihood of asset sales</p>
4	Governance & Compliance		
	Non-compliance with regulations e.g. JSE Listings Requirements	Suspension or termination of the company's listing	Active monitoring by corporate sponsors and company secretary
	Non-compliance with REIT regulations	Payment of corporate and capital gains tax	Advice from SA's best tax lawyers in order to continue to with compliance.
	Non-compliance with Occupational Health & Safety Act	Injuries or death of employees, customers at malls	Experienced staff on-site and well-established processes in place
	Non-compliance with Popia.	Fines or jail time for serious offences.	Experienced advisers and processes in place
	ESG Risk	Inability to attract new capital.	Adherence to JSE Listing Requirements disclosure; subsidiaries and associates all have suitable ESG plans in place
	Reputational risk	Loss of investor confidence and unit price volatility	<p>1. Regular communication with stakeholders</p> <p>2. Corporate sponsors (Java Capital) regular interaction and advice if necessary</p>
5	Skills and systems		
	Loss or operational inadequacy of key staff and advisers	Reduced operational capability and consequential impact on shareholder value	<p>1. Relationships with key advisers governed by appropriately termed contracts</p> <p>2. Ability to replace advisers in the event of failure</p> <p>3. Attractive remuneration and working environment in place to encourage retention of key staff</p> <p>4. Succession planning</p>
	Information technology ("IT") fraud and cyber security	<p>Loss of revenue as a result of loss of data</p> <p>Impact on the company's reputation in the event that the data is not recovered promptly</p>	<p>1. Support of appropriately skilled IT resources and contractors</p> <p>2. Subsidiaries and Associates have suitable, separate protection measure in place.</p>
6	Fraud		
	Fraud in Castlevue's business operations – consolidated and investments	Loss of cash, assets; negative impact on reputation, reduced inability to raise equity and debt.	Authority limits in place for Castlevue staff; separate loading and approval of payments out of Castlevue

KING IV™ COMPLIANCE

REGISTER OF APPLICATION OF THE KING IV™ PRINCIPLES

Castlevue Property Fund Limited (“Castlevue or the Company”) is a listed company on the Alternative Exchange (AltX) of the Johannesburg Stock Exchange operated by the JSE Limited (“JSE”).

The following table has been developed to provide a summary assessment of the application of the specific applicable recommendations of King IV™, which shows that Castlevue applied all the principles of King IV™ during the financial period ended 31 March 2024.

APPLICATION OF THE KING IV™ PRINCIPLES

Leadership

Principle 1

The board should lead ethically and effectively

The board of directors exercises effective leadership, adhering to the duties of a director. The board as a whole has the necessary competence and the directors act ethically in discharging their responsibility to provide strategic direction and control of the Company as provided for in the board charter.

The board charter outlines the policies and practices of the board on various matters such as conflicts of interest and independence. The directors adhere to Castlevue’s declarations of interest policy, which is based on the Companies Act and the JSE Listings Requirements.

The board is committed to driving the strategy and operations of Castlevue, based on an ethical foundation, to support a sustainable business, acting in the best interest of Castlevue, while considering the economy, society as a whole, environment and its stakeholders. This consists of considering risks in the business and the monitoring of how management has implemented Castlevue’s strategy thereby ensuring accountability for the Company’s performance.

Organisational ethics

Principle 2

The board should govern the ethics of the company in a way that supports the establishment of an ethical culture

The board determines and sets the tone of Castlevue’s values, including principles of ethical business practice, human rights considerations and the requirements of being a responsible corporate citizen and through the social and ethics committee approves the Company’s code of ethics.

Management has been delegated the responsibility for implementation and execution of the code of ethics and the board through the social and ethics committee exercises ongoing oversight of the management of ethics and ensuring it is integrated in the operations of the Company.

The ethics code guides interaction with all stakeholders of the Company and addresses the key ethical risks of the Company.

Responsible corporate citizenship

Principle 3

The board should ensure that the company is and is seen to be a responsible corporate citizen

In accordance with its role of overseeing Castlevue’s conduct as a good corporate citizen, the board approves the strategy of the business including matters relating to sustainability. Through stakeholder engagement the board is committed to understanding the expectations of all stakeholders.

Castlevue is a values driven organisation and the board is committed to ensuring that the Company fulfils its legal and moral obligations as a good corporate citizen.

KING IV™ COMPLIANCE (continued)

APPLICATION OF THE KING IV™ PRINCIPLES

Strategy and performance

Principle 4

The board should appreciate that the company's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process

In alignment with the purpose of Castlevue, the board approves the Company's strategy, value drivers and legitimate expectations of its stakeholders ensuring the business remains sustainable after considering all risk factors.

The board oversees and monitors the implementation and execution by management of the policies that drive strategy and ensures that the Company accounts for its performance through transparent reporting and disclosures.

Reporting

Principle 5

The board should ensure that reports issued by the company enable stakeholders to make informed assessments of the company's performance, and its short, medium and long-term prospects.

The integrated annual report provides a consolidated view of Castlevue's financial, social and environmental performance, prospects and strategy in the context of our operating environment to enable stakeholders to make an informed assessment of the group's value creation in the short, medium and long-term.

The board, through its audit and risk committee, ensures that the necessary controls are in place to verify and safeguard the integrity of reports and other disclosures. Castlevue complies with all required disclosures.

The audit and risk committee oversees the reporting process and reviews the interim and annual financial statements.

Primary role and responsibilities of the board

Principle 6

The board should serve as the focal point and custodian of corporate governance in the company

The board is committed to the highest standards of corporate governance. Its role and responsibilities and the way it executes its duties and decision-making are set out in the board charter and terms of reference of its committees.

Through the delegations of authority, the board has set the direction and parameters for the powers which are to be reserved for itself, and those that are to be delegated to management via the Chief Executive Officer.

Composition of the board

Principle 7

The board should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively

The board aims to ensure that its composition comprises a majority of independent non-executive directors. When considering appointments or re-election of directors the board gives consideration to the knowledge, skills and resources required for conducting the business as well as considering its size, diversity and demographics to ensure effectiveness.

The board has adopted a diversity policy which promotes gender, race, culture and age diversity at board level.

The board is satisfied that there is a balance of skills, experience, diversity and knowledge required to discharge its role and responsibilities.

KING IV™ COMPLIANCE (continued)

APPLICATION OF THE KING IV™ PRINCIPLES

Committees of the board

Principle 8

The board should ensure that its arrangements for delegation within its own structure promote independent judgement and assist with balance of power and the effective discharge of its duties

Committees have been established to assist the board in discharging its responsibilities. The committees of the board comprise of an audit and risk committee, a social and ethics committee, investment committee and a remuneration committee.

The committees are appropriately constituted and members are appointed by the board. External advisors, executive directors and members of management attend committee meetings by invitation. Formal terms of reference have been adopted by each committee and will be reviewed on an annual basis.

Evaluation of the performance of the board

Principle 9

The board should ensure that the evaluation of its own performance and that of its committees, its chairperson and its individual members, support continued improvement in its performance and effectiveness

The Chairperson of the board, assisted by the company secretary, conducts an internal evaluation process each year.

Appointment and delegation to management

Principle 10

The board should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities

The role and function of the CEO are specified in the board charter and the performance of the CEO is evaluated by the board against these criteria. It is the responsibility of the board to ensure that succession plans are in place for the position of the CEO.

Risk governance

Principle 11

The board should govern risk in a way that supports the company in setting and achieving its strategic objectives

The board has direct responsibility for the governance of risk and approves Castlevew's risk policy that gives effect to its set direction on risk. The board is responsible for the approval of the risk profile and financial risk appetite and tolerance levels, ensuring that risks are managed within these levels.

Management continuously identifies, assess, mitigate and manage risks within the existing operating environment. Mitigating controls are put in place to address these risks.

To support the board in ensuring risk management oversight, the audit and risk committee is responsible for ensuring effective monitoring of the relevant top risks.

Technology and information governance

Principle 12

The board should govern technology and information in a way that supports the company setting and achieving its strategic objectives

The board is ultimately accountable for the governance of information technology management and has delegated this responsibility to the audit and risk committee.

Assurance is sought to ensure that the information management controls in place are effective and that any risk identified are addressed.

The information management strategy is aligned to Castlevew's business needs and sustainability objectives. Measures to ensure that compliance to all relevant laws, information security and the protection of personal information are in place.

KING IV™ COMPLIANCE (continued)

APPLICATION OF THE KING IV™ PRINCIPLES

Compliance governance

Principle 13

The board should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the company being ethical and a good corporate citizen

Castlevue's policy requires that all associated companies and their directors and employees comply with all applicable laws.

Legal compliance systems and processes are continuously being put in place, to mitigate the risk of non-compliance with the laws in various jurisdictions in which Castlevue does business.

The board has delegated the responsibility for implementing compliance to management.

Remuneration governance

Principle 14

The board should ensure that the company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term

The board believes that Castlevue has an appropriate rewards strategy for the current size of the company. The adopted policy ensures competitive and appropriate rewards outcomes for the employees of the company.

The remuneration report, including the remuneration implementation report and the remuneration policy, is set out in the integrated annual report.

Given the size of the company and the functions performed by the asset manager, the remuneration committee currently only has 2 members, but that this could be addressed should the company make additional acquisitions in the future which require an increased staff component.

Assurance

Principle 15

The board should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the company's external reports

The audit and risk committee is responsible for the quality and integrity of Castlevue's reporting. As Castlevue grows and the complexity of the business increases, the audit and risk committee will ensure that appropriate systems are put in place to ensure the integrity of information.

Stakeholders

Principle 16

In the execution of its governance role and responsibilities, the board should adopt a stakeholder-inclusive approach that balance the needs, interests and expectations of stakeholders in the best interests of the company over time

Castlevue strives to ensure a systematic and integrated approach to stakeholder engagement ensuring that all stakeholder issues are identified, prioritised and appropriately addressed.



**GROUP
CONSOLIDATED
FINANCIAL
STATEMENTS
2024**



castleview

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Published

28 June 2024

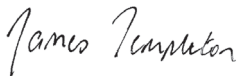
The consolidated financial statements for the year ended 31 March 2024 have been audited by RSM South Africa Inc., in compliance with the applicable requirements of the Companies Act of South Africa. The consolidated financial statements were prepared internally under the guidance of James Day CA (SA), the Financial Director.

RESPONSIBILITY STATEMENT OF THE CHIEF EXECUTIVE AND FINANCIAL DIRECTOR

FOR THE YEAR ENDED 31 MARCH 2024

Each of the directors, whose names are stated below, hereby confirm that

- (a) the consolidated financial statements set out on pages 39 to 88, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS Accounting Standards;
- (b) to the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the consolidated financial statements false or misleading;
- (c) internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the issuer;
- (d) the internal financial controls are adequate and effective and can be relied upon in compiling the consolidated financial statements, having fulfilled our role and function as executive directors with the primary responsibility for implementation and execution of controls;
- (e) where we are not satisfied, we have disclosed to the audit and risk committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls, and have remediated the deficiencies; and
- (f) we are not aware of any fraud involving directors.



J W A Templeton
Chief executive officer

Cape Town
28 June 2024



J P A Day
Financial director

DIRECTORS' RESPONSIBILITIES AND APPROVAL

The directors are required in terms of the Companies Act of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the consolidated financial statements and related financial information included in this report. It is their responsibility to ensure that the consolidated financial statements fairly present the state of affairs of the group as at the end of the financial year and the results of its operations and cash flows for the year then ended, in conformity with IFRS Accounting Standards and the Companies Act of South Africa. The external auditors are engaged to express an independent opinion on the consolidated financial statements.

The consolidated financial statements are prepared in accordance with IFRS Accounting Standards and the Companies Act of South Africa and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

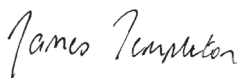
The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the group and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the board of directors set standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the group and all employees are required to maintain the highest ethical standards in ensuring the group's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the group is on identifying, assessing, managing and monitoring all known forms of risk across the group. While operating risk cannot be fully eliminated, the group endeavour to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the consolidated financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the group's cash flow forecast for the year to 31 March 2025 and, in light of this review and the current financial position, they are satisfied that the has or has access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for independently auditing and reporting on the consolidated financial statements. The consolidated financial statements have been examined by the external auditors and their report is presented on pages 31 to 34.

The consolidated financial statements set out on pages 39 to 88, together with the directors' report, which have been prepared on the going concern basis, were approved by the board of directors on 28 June 2024 and were signed on their behalf by:



J W A Templeton
Chief executive officer



J P A Day
Financial director

Cape Town
28 June 2024

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Castleview Property Fund Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the consolidated financial statements of Castleview Property Fund Limited and its subsidiaries (the group) set out on pages 39 to 88, which comprise the consolidated statement of financial position as at 31 March 2024, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Castleview Property Fund Limited and its subsidiaries as at 31 March 2024, and its consolidated financial performance and consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the group in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities, in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p>Valuation of investment property (Note 3, 20 & 23 – Investment Property, Measurement of Fair Value and Critical Accounting Estimates):</p> <p>Investment property measured at fair value pertains to Castleview's most significant asset including various judgemental areas due to the complexity and subjectivity involved in determining the property's fair values. Relevant accounting standards impacting this risk area have been assessed in accordance with IFRS 13, IFRS 5 and IAS 40.</p> <p>We considered the valuation of investment property a Key Audit Matter as the valuation of investment properties are subjective in nature given that the inputs into the valuation methods are inherently judgemental and highly sensitive.</p>	<p>Our audit procedures included, amongst others, the following:</p> <p>We obtained an understanding of the approach followed by management and the independent valuers in respect of the valuation of the group's investment property portfolio through discussion with both management and the independent external valuers. This includes the process around preparing budgets that drive the cash flows used in the valuations. We have inspected the cash flows produced by the company and assessed them for reasonability.</p>

INDEPENDENT AUDITOR'S REPORT (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Valuation of investment property (Note 3, 20 & 23 – Investment Property, Measurement of Fair Value and Critical Accounting Estimates):</p> <p>Property valuations are performed at each reporting period and the following unobservable inputs are used in the determination of the fair value of investment property such as: rental escalations, discount rates, capitalization rates, vacancy rates, weighted average yields, rental growth rates and projected net cash flows from each investment property. These assumptions introduce inherent uncertainties that may impact the accuracy of fair value estimates. These inputs are judgemental and determined by management based on unique property specific information and current market conditions. In the current period the inputs into the valuations remain more susceptible to change as a result of the current market conditions.</p> <p>The property valuations as at 31 March 2024 were performed partly by the Castleview Board of directors and the balance by external valuers.</p> <p>Property values have been assessed using the discounted cash flow (DCF) valuation method, the cost per square foot method and the capitalisation rate valuation method. The DCF method considers key assumptions aligned with the current economic conditions. By incorporating these assumptions, the valuers aim to provide a fair value estimate that reflects the market dynamics and inherent risks associated with the investment properties. The direct residential properties were valued internally by the directors on a price per square foot method, which compares the respective properties to similar properties that have recently sold in the area. The capitalisation method determines the net normalised annual income of the property, assuming the property is fully let at market related rentals, and market escalations, with an allowance made for vacancies (where applicable). The capitalisation rate is determined from the market (i.e. the rate at which similar assets have traded recently), and is influenced in general by: rates of return of similar properties, risk, obsolescence, inflation, market rental growth rates, rates of return on other investments, as well as mortgage rates.</p>	<p>We assessed the competence, capabilities, and objectivity of the external valuers engaged by management to ensure their expertise and reliability.</p> <p>We evaluated the design, implementation and effectiveness of the controls and conducted test of control around the review of the investment property valuations received from external valuers, within Emira. Inspection of valuation reports were held, including obtaining an understanding of the valuation process, the methods, data and assumptions used, and judgments applied. Areas of judgement included the capitalisation rates, discount rates and rental growth rates.</p> <p>Additionally, we made use of our valuation expertise in our assessment of the reasonability of the valuation methodologies and the assumptions applied based on our knowledge of the industry and the market in which the group operates (such as SAPOA rates and Rhode report).</p> <p>On a sample basis, we inspected the external valuation reports and assessed whether the valuation approach for each of these properties was in accordance with IFRS Accounting Standards and suitable for use in determining the fair value for the purpose of the consolidated financial statements.</p> <p>We evaluated the significant inputs such as: rental escalations, discount rates, capitalization rates, vacancy rates, weighted average yields, rental growth rates and projected net cash flows from each investment property against appropriate market information and historical information in order to assess whether they were within a reasonable range.</p> <p>We evaluated the disclosures relating to investment property to ensure compliance with the IFRS Accounting Standards and the Johannesburg Stock Exchange listing requirements.</p>

INDEPENDENT AUDITOR'S REPORT (continued)

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Castleview Property Fund Limited Group Consolidated Financial Statements 2024" which includes the Chief Executive and Financial Director responsibility and approval statement, Directors' report, the Audit and Risk committee's report, and the Company secretary's certificate as required by the Companies Act of South Africa, and other additional information included in the Integrated Report which we obtained prior to the date of this report. Other information does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and will not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the consolidated financial statements

The directors are responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITOR'S REPORT (continued)


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

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current 12 month period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that RSM South Africa Inc. has been the auditor of Castleview Property Fund Limited for two years.

DocuSigned by:

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RSM South Africa Inc.

Mauricio De Faria
Chartered Accountant (SA)
Registered Auditors
Director

15 Greenwich Grove
Station Road
Rondebosch 7700

Date: 28 June 2024

DIRECTORS' REPORT

The directors have pleasure in submitting their report on the consolidated financial statements of Castleview Property Fund Limited ("Castleview" or "the group") for the year ended 31 March 2024.

NATURE OF BUSINESS

Castleview Property Fund Limited is a property investment entity incorporated in South Africa with interests in the property holding industry. The company does not trade, and all of its activities are undertaken through its principal subsidiaries. The group operates in South Africa. The JSE granted Castleview a listing of all its issued ordinary shares in the "Retail REITs" sector on the AltX of the JSE under the abbreviated name "Castleview", JSE share code "CVW" and ISIN: ZAE000251633 with effect from 20 December 2017.

Castleview currently holds strategic investments across certain property-related entities indirectly and directly. There have been no material changes to the nature of the group's business from the prior year although the directors are pleased to report on the successful restructure of the Groups investment into Collins Property Group Limited. Refer to Note 4.

REVIEW OF FINANCIAL RESULTS AND ACTIVITIES

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa. The accounting policies have been applied consistently compared to the prior year.

Full details of the financial position, results of operations and cash flows of the group are set out in these consolidated financial statements.

Directors	Office	Designation	Nationality
G C Bayly	Director	Non-executive Independent	South African
J P A Day	Finance Director	Executive	South African
D J Green	Chairperson	Non-executive Independent	South African
M A Mohamed	Director	Non-executive Independent	South African
A Padayachee	Director	Non-executive Independent	South African
J W A Templeton	Chief Executive Officer	Executive	South African

DIVIDENDS

A final gross dividend of 42.14700 cents per share cents per share was approved by the board of directors on 21 June 2024 in respect of the 12 month period ended 31 March 2024.

In accordance with the group's status as a REIT, the dividend declared meets the requirements of a qualifying distribution for the purposes of section 25BB of the Income Tax Act No 58 of 1962 (as amended). Castleview uses distribution per share as the relevant measure of financial performance for the purposes of trading statements in terms of the JSE Listing Requirements.

SHARE CAPITAL OF THE COMPANY

Authorised			2024 Number of shares	2023 Number of shares
Ordinary shares of no par value			2 000 000 000	2 000 000 000
Issued	2024 R 000's	2023 R 000's	2024 Number of shares	2023 Number of shares
Ordinary shares of no par value	5 976 272	5 936 595	984 411 189	978 238 349

The Group issued 6 172 840 shares for cash on 18 July 2023.

DIRECTORS' REPORT (continued)

INVESTMENTS IN SUBSIDIARIES

Details of material interests in subsidiary companies are presented in the consolidated financial statements in note 21.

EVENTS AFTER REPORTING PERIOD

The directors have considered events occurring after the reporting period and their impact on the financial statements. The directors are not aware of any other material events which occurred after the reporting date and up to the date of this report other than those presented in the consolidated financial statements in note 25.

GOING CONCERN

The directors believe that the group have adequate financial resources to continue in operation for the next twelve months and accordingly the consolidated financial statements have been prepared on a going concern basis. The directors have satisfied themselves that the group and company is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the group. The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the group.

AUDITORS

At the upcoming annual general meeting, the shareholders will be requested to re-appoint RSM South Africa Inc. as the independent external auditors of the company and to confirm Mr Mauricio De Faria CA (SA), RA as the designated lead audit partner for the 2025 financial year.

SECRETARY

The company secretary is Statucor Proprietary Limited.

Postal address:	P.O. Box 3883 Cape Town 8000
Business address:	6th Floor 119-123 Hertzog Boulevard, Foreshore Cape Town 8001

SECRETARIAL CERTIFICATION

In accordance with section 88(2)(e) of the Companies Act, No71 of 2008, for the year ended 13 March 2024, it is hereby certified that the company and its subsidiaries have lodged with the Companies and Intellectual Property Commission all such returns that are required and that such returns are true, correct and up to date.



A J Rich

On behalf of Statucor Proprietary Limited
(Company secretary)

AUDIT AND RISK COMMITTEE REPORT

The audit and risk committee have pleasure in presenting their report to the board of directors.

AUDIT AND RISK COMMITTEE

Members: Gregg Bayly (Chairperson), Ashraf Mahomed and Avesh Padayachee

Invitees: The remaining board members, executive directors, company secretary and the external auditors

The committee, as recommended by the board and approved by the shareholders at the last AGM, comprised of three independent non-executive directors, all of whom satisfied the requirements of the Companies Act. Having regard to Castleview's increase in size and change in circumstances in the current reporting period, the board satisfied itself that the committee was adequately skilled, and all members possessed the appropriate financial and related qualifications, skills and financial expertise and experience required to discharge their responsibilities.

The audit committee is an independent statutory committee and has the cooperation of all directors, management and staff in order to perform its duties and has had access to all the required documentation in order to fulfil its tasks. The committee is satisfied that financial reporting met its required standards during the reporting period.

Role of the committee

The role of the committee is split into two main categories:

i) Audit

The role of the Committee is to provide independent oversight of the effectiveness of the internal financial controls and the system of internal controls to assist the Board in ensuring and monitoring the integrity of Castleview's Annual Financial Statements and related external reports. The Committee further oversees the effectiveness of Castleview's external and internal assurance functions and services that contribute to ensuring the integrity of Castleview's financial and integrated reporting.

Responsibilities include:

- The review and checking of all financial reports including the integrated report;
- The evaluation of internal financial controls;
- Following an evaluation and assessment of the external auditor and the designated audit partner, making recommendations to shareholders regarding the appointment or reappointment of the independent external auditor, as well as the suitability for such appointment and independence of the external auditor and audit partner;
- The monitoring and evaluation of all external and internal audit work in terms of the combined assurance model; and,

- Ensure that appropriate financial reporting procedures have been established and are operating;
- Ensure that the Group's financial performance is properly reported on and monitored, including reviewing the annual and interim accounts, results announcements, integrated annual reporting process, internal control systems and procedures and accounting policies;
- Ensure that the Committee fulfils its role in the corporate governance framework, including compliance with the company's MOI and King IV requirements.

ii) Risk

The role of the committee is to assist the Board to set the direction for the manner in which risk is managed and addressed while adopting a stakeholder-inclusive approach, a role that was particularly relevant during the reporting period due to the Covid-19 pandemic, as well as the riots that took place in certain provinces in June 2021. It also has to ensure that Castleview has implemented an effective policy and plan for risk management and compliance encompassing the opportunities and associated risks to be considered when developing strategy and the potential positive and negative effects of the same risks on the achievement of Castleview's strategic objectives.

Responsibilities include:

- review Castleview's risk framework and policy and assess and monitor the implementation of it;
- review specific risks such as insurance, litigation and health and safety;
- oversee a policy on the management of technology and information and monitor the responses to developments in technology;
- oversee that the executive team has identified and assessed all the risks and opportunities for Castleview in relation to all aspects of its business.

Activities during the reporting period

The committee has fulfilled its function and responsibilities, as mentioned above, and has executed its duties during the year under review, complying with its legal, regulatory and other responsibilities in accordance with its terms of reference. The Board did not assign any additional responsibilities to the committee.

AUDIT AND RISK COMMITTEE REPORT (continued)

The committee has satisfied itself of the appropriateness, expertise and experience of the financial director and the finance function, as well as the adequacy of resources and experience of senior members of management responsible for the financial function.

In accordance with paragraph 3.84(g)(ii) of the JSE Listings Requirements, the committee is required to review the independence of the external auditors, RSM South Africa Inc. In this regard, the committee is satisfied that the external auditor is independent.

Following the review by the committee of the annual financial statements of Castlevue Property Fund for the year ended 31 March 2024, the committee is of the view that in all material respects they comply with the relevant provisions of the company's MOI, the Companies Act and IFRS Accounting Standards and fairly present Castlevue's financial position at that date and the results of operations and cash flows for the 12 month period then ended.

The committee has also satisfied itself of the integrity of the remainder of the integrated report. Having achieved its objectives, the committee has recommended the integrated report for the year ended 31 March 2024 for approval to the Board. The Board has subsequently approved the integrated report, which will be open for discussion at the forthcoming annual general meeting.

The committee has reviewed a documented assessment, including key assumptions prepared by management, of the going concern status of Castlevue. The Board's statement on the going concern status of Castlevue, which is supported by the committee, appears later in this integrated annual report.



G C Bayly

ATTENDANCE AT MEETINGS

During the 12 months to 31 March 2024, the committee met on four occasions and meetings were scheduled in line with Castlevue's financial reporting cycle.

Meeting attendance is recorded in the table below.

AUDIT AND RISK COMMITTEE MEETING ATTENDANCES FOR THE YEAR ENDED 31 MARCH 2024

Name	Meeting 2 June 2023	Meeting 28 August 2023	Meeting 24 November 2023	Meeting 22 March 2024	Total
1 GC Bayly (Chairman)	✓	✓	✓	✓	4/4
2 MA Mohamed	✓	✓	✓	✓	4/4
3 A Padayachee	✓	✓	✓	✓	4/4

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2024

Figures in Rand thousand	Note(s)	31 March 2024	31 March 2023
Assets			
Non-current assets			
Investment property	3	10 695 773	13 040 082
Straight lining of rental income	3	242 990	231 637
Property, plant and equipment		2 999	4 322
Investments and loans in equity-accounted investments	4	6 866 095	6 398 352
Investments at fair value	5	-	20 221
Loans receivable	6	158 502	54 451
Derivative assets	7	59 989	76 243
Deferred taxation asset	8	202 541	190 869
		18 228 889	20 016 177
Current assets			
Trade and other receivables	9	160 642	169 509
Inventories	10	448 839	414 270
Loans receivable	6	77 461	294 669
Straight lining of rental income	3	1 915	6 922
Derivative assets	7	15 728	12 126
Cash and cash equivalents		256 189	201 003
		960 774	1 098 499
Assets held for sale	3,4	2 615 561	954 472
		3 576 335	2 052 971
Total assets		21 805 224	22 069 148
Equity and liabilities			
Equity attributable to the equity holder of the parent			
Share capital	11	5 976 272	5 936 595
Foreign currency translation reserve		880 564	542 106
Retained income		1 702 896	1 888 973
		8 559 732	8 367 674
Non-controlling interests	12	1 873 268	2 251 064
		10 433 000	10 618 738
Non-current liabilities			
Borrowings	13	8 067 653	7 906 968
Lease liabilities	14	73 026	73 239
Other financial liabilities	15	32 416	53 393
Derivative liabilities	7	128 981	191 783
		8 302 076	8 225 383
Current liabilities			
Borrowings	13	2 422 555	2 650 285
Lease liabilities	14	5 323	4 882
Trade and other payables	16	497 942	479 536
Other financial liabilities	15	2 264	2 264
Derivative liabilities	7	142 064	88 060
		3 070 148	3 225 027
Total liabilities		11 372 224	11 450 410
Total equity and liabilities		21 805 224	22 069 148

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2024

Figures in Rand thousand	Note(s)	12 Months ended 31 March 2024	13 months ended 31 March 2023
Revenue		2 085 479	1 245 639
Operating lease rental income from investment properties		1 526 499	926 069
Recoveries of operating costs from tenants		550 548	307 055
Other property income		8 432	12 515
Other income		14 059	3 237
Property expenses		(938 608)	(537 748)
Other operating expenses		(69 308)	(17 386)
Operating profit		1 091 622	693 742
Expected credit loss on loans receivable	6	(300 698)	(68 451)
Transaction and advisory fees		(6 043)	(11 318)
Administration expenses		(170 879)	(115 679)
Investment income		50 321	80 917
Income from equity-accounted investments	4	390 601	496 458
Impairment of equity-accounted investments	4	-	(22 239)
Loss on disposal of equity-accounted investments		(38 471)	-
Net fair value adjustments		236 010	49 128
Fair value revaluation of properties	3	338 434	75 609
Fair value surplus on interest-rate swaps		(102 424)	(26 481)
Gain on bargain purchase		16 691	1 714 053
Other losses		(36 301)	(53 011)
Profit before finance costs		1 232 853	2 763 600
Interest expense		(940 023)	(573 525)
Profit before tax		292 830	2 190 075
Taxation	17	11 668	27 794
Profit for the period		304 498	2 217 869
Other comprehensive income:			
Items that may be reclassified to profit or loss:			
Exchange differences on translating foreign operations		66 058	592 848
Share of comprehensive income of equity accounted investments		310 806	12 503
Total items that may be reclassified to profit or loss		376 864	605 351
Other comprehensive income for the year net of taxation		681 362	2 823 220
Profit attributable to:			
Owners of the parent		64 907	1 928 665
Non-controlling interests		239 591	289 204
		304 498	2 217 869
Total comprehensive income attributable to:			
Owners of the parent		403 365	2 544 820
Non-controlling interests		277 999	278 400
		681 362	2 823 220
Earnings per share			
Basic earnings per share (cents)		6.61	343.64
Diluted earnings per share (cents)		6.61	339.90

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2024

Figures in Rand thousand	Share capital	Foreign currency translation reserve	Retained income	Total attributable to equity holders of the group/ company	Non-controlling interests	Total equity
Balance at 1 March 2022	185 948	–	(13 511)	172 437	–	172 437
Profit for the year	–	–	1 928 665	1 928 665	289 204	2 217 869
Other comprehensive income	–	616 155	–	616 155	(10 804)	605 351
Issue of shares	5 750 647	–	–	5 750 647	11 979	5 762 626
Movements between equity holders	–	–	(9 443)	(9 443)	(194 589)	(204 032)
Acquisition of interests in subsidiaries in terms of a business combination	–	(74 049)	–	(74 049)	2 469 650	2 395 601
Dividends	–	–	(16 738)	(16 738)	(314 376)	(331 114)
Balance at 31 March 2023	5 936 595	542 106	1 888 973	8 367 674	2 251 064	10 618 738
Profit for the year	–	–	64 907	64 907	239 591	304 498
Other comprehensive income	–	338 458	–	338 458	38 408	376 866
Issue of shares	39 677	–	–	39 677	–	39 677
Movements between equity holders	–	–	11 446	11 446	(439 534)	(428 088)
Non controlling interest acquired	–	–	–	–	(24 744)	(24 744)
Dividends	–	–	(262 430)	(262 430)	(191 517)	(453 947)
Balance at 31 March 2024	5 976 272	880 564	1 702 896	8 559 732	1 873 268	10 433 000
Note(s)	11				12	

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2024

Figures in Rand thousand	Note(s)	12 Months ended 31 March 2024	13 months ended 31 March 2023
Cash flows from operating activities			
Cash generated from operations	18	950 545	430 441
Finance income		103 140	40 460
Dividends received		801	12 389
Interest paid		(974 744)	(526 570)
Taxation (paid)/refunded		28	(586)
Dividends paid to shareholders		(262 430)	–
Dividend paid to non-controlling interests		(191 517)	(314 376)
Cash flows from operating activities		(374 177)	(358 242)
Cash flows from investing activities			
Acquisition of, and additions to, investment properties and inventory excluding capitalised interest		(264 498)	(128 744)
Proceeds on disposal of investment properties		637 171	468 326
Acquisition of property, plant and equipment		(477)	(71)
Acquisition of a subsidiaries, net of cash acquired		–	(75 721)
Proceeds from equity-accounted investments		339 137	260 383
Proceeds from disposal equity-accounted investments		641 450	–
Loans receivable repaid		27 280	5 086
Loans receivable advanced		(171 200)	–
Investment in other financial assets		1 082	(3 818)
Cash flows from investing activities		1 209 945	525 441
Cash flows from financing activities			
Shares issued for cash		39 677	431 775
Buy back of Transcend ordinary shares		(24 492)	–
Non-controlling interest acquired (change in ownership)		(414 537)	(215 082)
Lease liability payment on capital portion		(5 114)	(3 741)
Other financial liabilities raised		(14 087)	5 131
Derivative financial instruments settled		(102 849)	15 861
Interest paid		–	(850)
Borrowings raised		5 906 007	2 880 773
Borrowings repaid		(6 165 187)	(3 085 828)
Cash flows from financing activities		(780 582)	28 039
Cash and cash equivalents at the beginning of the period		201 003	5 765
Total cash movement for the year		55 186	195 238
Cash and cash equivalents at the end of the period		256 189	201 003

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. SEGMENT ANALYSIS

Segment information

At 31 March 2024, the group is organised into three operating segments, being direct investments, indirect investments and listed subsidiaries. These segments are the only reportable segments whose information is considered by the Chief Executive Officer.

Figures in Rands thousand	For the 12 months ended 31 March 2024			
	Direct	Indirect	Listed	Total
Revenue	192 281	–	1 893 198	2 085 479
Other operating income	12 310	–	1 749	14 059
Property and operating expenses	(125 922)	(1 493)	(880 501)	(1 007 916)
Operating profit	78 669	(1 493)	1 014 446	1 091 622
Other costs	(38 177)	(14 818)	(123 927)	(176 922)
Expected credit loss on loans receivable	–	–	(300 698)	(300 698)
Investment income	2 815	825	46 681	50 321
Income from equity-accounted investments	–	141 490	249 111	390 601
Net fair value adjustments	4 986	–	231 024	236 010
Gain on bargain purchase	–	16 691	–	16 691
Loss on disposal of investment in associate	–	–	(38 471)	(38 471)
Other Losses	–	(16 923)	(19 378)	(36 301)
Profit before finance costs	48 293	125 772	1 058 788	1 232 853
Finance costs	(100 305)	(80 087)	(759 631)	(940 023)
Profit before tax	(52 012)	45 685	299 157	292 830
Taxation	9 761	144	1 763	11 668
Profit (loss) for the period	(42 251)	45 829	300 920	304 498

Assets	As at 31 March 2024			
	Direct	Indirect	Listed	Total
Assets				
Investment property	1 166 631	–	9 774 047	10 940 678
Assets held for sale	198 297	–	2 417 264	2 615 561
Investments in equity-accounted investments	13 382	4 069 393	2 783 320	6 866 095
South Africa	13 382	1 153 479	–	
Europe	–	2 915 914	–	
USA	–	–	2 783 320	
Inventories	448 839	–	–	448 839
Other assets	571 526	22 408	340 117	934 051
	2 398 675	4 091 801	15 314 748	21 805 224
Liabilities				
Borrowings	1 029 940	729 951	8 730 317	10 490 208
Other liabilities	40 238	–	841 778	882 016
	1 070 178	729 951	9 572 095	11 372 224

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

1. SEGMENT ANALYSIS (continued)

Figures in Rands thousand	For the 13 months ended 31 March 2023			
	Direct	Indirect	Listed	Total
Revenue	203 076	–	1 042 563	1 245 639
Other operating income	12	–	3 225	3 237
Property and operating expenses	(71 333)	7 834	(491 635)	(555 134)
Operating profit	131 755	7 834	554 153	693 742
Other costs	(34 757)	(13 356)	(78 884)	(126 997)
Expected credit loss on loans receivable	–	–	(68 451)	(68 451)
Investment income	(2 236)	12 560	70 593	80 917
Income from equity-accounted investments	–	236 780	259 678	496 458
Impairment of investment in associates	–	–	(22 239)	(22 239)
Net Fair value adjustments	11 840	–	37 288	49 128
Gains on acquisition of business combinations	–	44 326	1 669 727	1 714 053
Other Losses	–	(39 967)	(13 044)	(53 011)
Profit before finance costs	106 602	248 177	2 408 821	2 763 600
Finance costs	(44 314)	(52 322)	(476 889)	(573 525)
Profit before tax	168 890	444 032	4 340 753	2 190 075
Taxation	1 495	(849)	27 148	27 794
Profit for the period	170 385	443 183	4 367 901	2 217 869

Assets	As at 31 March 2023			
	Direct	Indirect	Listed	Total
Assets				
Investment property	1 270 521	–	12 008 120	13 278 641
Assets held for sale	133 000	–	821 472	954 472
Investments in associates and joint ventures	431	3 682 260	2 715 661	6 398 352
South Africa	431	1 000 906	–	
Europe	–	2 681 354	–	
USA	–	–	2 715 661	
Inventories	414 270	–	–	414 270
Other assets	119 636	45 307	858 470	1 023 413
	1 937 858	3 727 567	16 403 723	22 069 148
Liabilities				
Borrowings	965 495	704 002	8 943 413	10 612 910
Other liabilities	40 560	191	796 749	837 500
	1 006 055	704 193	9 740 162	11 450 410

All revenue is from external customers.

The amounts provided to management with respect to total assets and liabilities are measured in a manner consistent with that in the statement of financial position. These assets and liabilities are allocated on the operations of the segment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

2. PER SHARE INFORMATION

Figures in Rand thousand	31 March 2024	31 March 2023
Profit attributable to the shareholders	64 907	1 928 665
Gain on fair value adjustment of investment properties	(338 434)	(75 609)
Gain from business combinations	(16 691)	(1 737 869)
Loss on disposal of investment in associates	38 471	–
Impairment of investment in associates	–	22 239
Gain on fair value adjustment of investment properties of equity-accounted investments	(40 272)	(161 018)
Deferred tax reversal of future capital gains in associate	(14 491)	–
Translation of the net investment in a foreign operation	361 223	–
Total non-controlling interest effects of adjustments	123 088	138 174
Headline earnings	177 801	114 582
Number of shares in issue	984 411 189	978 238 349
Weighted average number of ordinary shares in issue	982 353 576	561 247 514
Diluted weighted average number of shares in issue	982 353 576	567 420 354
Earnings per share (cents)	6.61	343.64
Diluted earnings per share (cents)	6.61	339.90
Headline earnings per share (cents)	18.10	20.42
Diluted headline earnings per share (cents)	18.10	20.19
Net asset value per share (cents)*	869.53	855.38
Distribution per share (cents)	52.82300	16.08900
Interim dividend per share (cents)	10.67600	–
Final dividend per share (cents)	42.14700	16.08900
Reconciliation of weighted average and diluted weighted average number of shares in issue		
Weighted average number of ordinary shares in issue	982 353 576	561 247 514
Dilutionary instruments:		
Contingently issuable shares. For further details refer to note 24	–	6 172 840
Diluted weighted average number of shares in issue	982 353 576	567 420 354

* Net asset value per share is calculated by dividing the net assets by the total number of shares in issue at year end. Net assets comprise total assets less total liabilities, less equity attributable to non-controlling interest.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

3. INVESTMENT PROPERTY

Figures in Rand thousand	31 March 2024	31 March 2023
Properties at fair value	13 234 767	13 279 372
Held for sale	(2 615 561)	(315 857)
Right-of-use lease asset	76 567	76 567
Total Investment Property	10 695 773	13 040 082
Reconciliation of investment property		
Opening balance	13 040 082	348 386
Acquired through business combinations	–	13 290 474
Acquisitions and additions	242 116	124 323
Disposals	(664 880)	(468 326)
Fair value adjustments	338 434	75 609
Transfers to held for sale	(2 284 565)	(315 857)
Other	24 586	(14 527)
Investment property at fair value	10 695 773	13 040 082
Non-current portion of straight lining of rental income	242 990	231 637
Current portion of straight lining of rental income	1 915	6 922
Closing balance	10 940 678	13 278 641
By sector		
Office	2 190 900	2 888 722
Retail	4 885 713	5 774 167
Industrial	1 319 049	1 727 991
Residential	2 300 111	2 649 202
	10 695 773	13 040 082

Disposals

The disposal of the Group during the period were as follows:

Property	Region	Sales Price R'm	Effective Date
1 Monte Carlo	Durban	37.0	17 Jul 23
Trellidor	Cape town	72.5	08 Nov 23
Makhaza Shopping Centre	Cape Town	137.4	12 Dec 23

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

3. INVESTMENT PROPERTY (continued)

Held for sale

Investment property classified as held for sale have been reclassified from investment properties to non-current assets held-for-sale as the requirements of IFRS 5 have been satisfied and there is a large degree of certainty that they will be sold and transferred to buyers within 12 months of reporting date. The properties that are held for sale are listed below. These properties/units are all in the process of being disposed and where contractually agreed, have been revalued to their selling price.

A portfolio of 13 office and industrial properties located in the Western Cape.

Retail properties Bougainville Shopping Centre in Gauteng, Makro Selby in Gauteng, Market Square in Western Cape, Park Boulevard and Springfield Retail Centre in KwaZulu-Natal.

A portfolio of four industrial properties located in Gauteng.

Two individual buildings within Albury Office Park, an office property located in Johannesburg.

On the residential portfolio consists of 475 units across 10 properties.

Valuation

In terms of its accounting policy and JSE regulations at least one third of the property portfolio is externally valued annually by independent valuers at each reporting period. At 31 March 2024, 96.3% of the Group's investment properties were valued by independent external valuers. The remaining 3.3% of properties were valued by the Directors. The measurement of fair value is disclosed in note 20.

The valuers used by the group are registered valuers in terms of section 19 of the Property Valuers Profession Act (Act No. 47 of 2000).

Future minimum lease payments

Figures in Rands Thousands	31 March 2024	31 March 2023
The Group has rental income receivable in terms of operating lease contracts:		
Due within 1 year	986 972	1 068 227
Due within 2 - 5 years	1 792 416	1 869 296
Due beyond 5 years	738 132	934 839
Total	3 517 520	3 872 362

Pledged as security

The mortgage bonds have been registered over the entire direct investment property portfolio as security for the loans taken out.

Investment properties under the direct property portfolio of the Group to the value of R1 308.0m (2023: R1 270.5m) have been used to provide security for loans taken out.

Investment properties under the Emira commercial property portfolio to the value of R9 608.1m (2023: R9 314.4m) have been used to provide security for loans taken out.

Investment properties under the Emira residential portfolio to the value of R1 295.0m (2023 R2 045.3m) have been used to provide security for loans taken out.

For further details, see note 13.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. INVESTMENTS AND LOANS IN EQUITY-ACCOUNTED INVESTMENTS

31 March 2024

Figures in Rands thousands	EPP JV	Enyuka	Resi Dev (Pty) Ltd	US Associates	Collins Property Projects	Collins Property Group	TOTAL
	Joint Venture	Joint Venture	Joint Venture	Associates United States of America	Associate	Associate	
Primary Place of business	Poland	South Africa	South Africa	United States of America	South Africa	South Africa	
Proportion of ownership Interest	50.2%	0.0%	50.0%	49.3%	0.0%	22.9%	
Carrying Value							
Reconciliation of equity-accounted investments							
Opening Balance	2 681 354	638 615	13 382	2 702 710	1 000 906	–	7 036 967
Acquired and additional investment	47 196	–	–	11 324	–	1 051 350	1 109 870
Change in ownership	115 272	–	–	–	–	–	115 272
Dividend received	(58 548)	–	–	(278 155)	(27 126)	(30 169)	(393 998)
Other Comprehensive Income	(50 972)	–	–	–	3 785	599	(46 588)
Share in post acquisition earnings, including interest	(141 698)	71 698	–	177 630	52 691	115 008	275 329
Foreign Currency Translation Reserve	323 310	–	–	169 811	–	–	493 121
Gain on bargain purchase	–	–	–	–	–	16 691	16 691
Proceeds on disposal	–	(66 450)	–	–	(1 030 356)	–	(1 096 706)
Loss on disposal	–	(38 420)	–	–	–	–	(38 420)
Loans and interest repaid	–	(605 443)	–	–	–	–	(605 443)
Investment in equity-accounted investments	2 915 914	–	431	2 783 320	–	1 153 479	6 853 144
Loans to equity-accounted investments	–	–	12 951	–	–	–	12 951
Total equity-accounted investments	2 915 914	–	13 382	2 783 320	–	1 153 479	6 866 095

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. INVESTMENTS AND LOANS IN EQUITY-ACCOUNTED INVESTMENTS (continued)

Figures in Rands thousands	31 March 2023						TOTAL
	EPP JV	Enyuka	Resi Dev (Pty) Ltd	US Associates	Collins Property	Transcend	
	Joint Venture	Joint Venture	Joint Venture	Associates United States of America	Associate	Associate	
Primary Place of business	Poland	South Africa	South Africa		South Africa	South Africa	
Proportion of ownership Interest	46.9%	50.0%	50.0%	49.3%	25.7%	45.1%	
Carrying Value							
Reconciliation of equity-accounted investments							
Opening Balance	-	-	-	-	-	-	-
Acquired through business combinations and additional investment	2 167 945	64 480	431	2 697 861	1 061 484	624 043	6 616 244
Acquisitions of loans in associate	-	575 178	12 951	-	-	-	588 129
Dividend Received	-	-	-	(99 827)	(162 404)	(18 298)	(280 529)
Other Comprehensive Income	4 640	-	-	-	7 863	-	12 503
Share in post acquisition earnings, including interest	142 817	71 545	-	174 879	93 963	13 254	496 458
Loans and interest repaid	-	(50 349)	-	-	-	-	(50 349)
Foreign Currency Translation Reserve	365 952	-	-	(70 203)	-	-	295 749
Impairment	-	(22 239)	-	-	-	-	(22 239)
Gain on bargain purchase	-	-	-	-	-	23 816	23 816
Consolidation of Transcend	-	-	-	-	-	(642 815)	(642 815)
Investment in equity-accounted investments	2 681 354	63 566	431	2 702 710	1 000 906	-	6 448 967
Loans to equity-accounted investments	-	575 049	12 951	-	-	-	588 000
Less: Asset held for sale	-	(638 615)	-	-	-	-	(638 615)
Total equity-accounted investments	2 681 354	-	13 382	2 702 710	1 000 906	-	6 398 352

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. INVESTMENTS AND LOANS IN EQUITY-ACCOUNTED INVESTMENTS (continued)

EPP Community Properties JV B.V. ("EPP JV")

EPP Community Properties JV B.V. is a joint venture between Castleview and EPP, part of the Redefine Properties Limited Group, consisting of 15 retail and office properties in Poland.

During the period, the group increased its holding in the joint venture to 50.2% (2023: 48.9%).

Collins Property Projects Proprietary Limited ("Collins Property")

Collins Property Projects Proprietary Limited is a portfolio of properties that form part of the Collins Property Group Limited. The portfolio consists of primarily industrial buildings, among which are a number of major state-of-the-art distribution centres and industrial complexes let on long-term triple-net leases to leading corporate clients. The Group has board representation and is able to influence strategic decisions therefore the investment is equity-accounted.

During the period the investment is disposed of in exchange for shares in the listed Collins Property Group Limited.

Collins Property Group Limited ("Collins Group")

The Collins Group is a JSE listed REIT which comprises of local and internationally based property holding companies focussing primarily on distribution centres, industrial warehouses and retail property sectors. It has over 120 properties with operations in South Africa, Namibia, Mozambique, Netherlands and Austria.

During the period, the Group, through its wholly-owned subsidiary U Reit Collins Proprietary Limited entered into a series of inter-conditional agreements with Collins Property Group Limited, in terms of which it acquired an aggregate of 72 751 197 ordinary shares in JSE listed Collins Property Group Limited in exchange for the 25.7% of the issued shares of Collin Property Projects (Pty) Ltd previously held by U Reit. These shares in addition to the 2 670 117 shares already held by the Group result in the Group holding a 22.9% of the ordinary issued share capital of Collins Property Group Limited. The details of the transaction were set out in a SENS announcement on 21 August 2023.

All of the Collins Group shares held by the Group are pledged to provide security for loans taken out.

USA Associates

The Group, through its subsidiary Emira has co-invested together with its USA-based partner, The Rainier Companies, in a minority share in 12 grocery-anchored dominant value-oriented power centres in the USA on a deal-by-deal basis. The Group does not have board representation, there has not been any exchange of managerial personnel nor does the group provide any guarantees or extend any credit thereto. However, the Group has a unanimous voting arrangement on all major decisions and does exercise significant influence over the acquisitions and disposals of the investments made by CIL2 REIT LLC, therefore each investment is equity-accounted. The US associates consist of 12 entities being Belden Park Delaware LLC, Rainier Moore Plaza LLC, 32 East Center Delaware LLC, Rainier Stony Creek LLC, Rainier Woodlands Square LLC, Rainier Truman's Marketplace LLC, Rainier SA Crossing LLC, Rainier Wheatland Investors LLC, Rainier UTC LLC, Rainier Dawsons Market Place LLC, Rainier Newport Pavilion LLC, Rainier Summit Woods LLC. Ownership ranges between 46.67% and 49.64%.

Enyuka Prop Holdings Proprietary Limited ("Enyuka")

Enyuka was a rural and lower-LSM retail venture between the Group's subsidiary, Emira and One Property Holdings. The Fund's disposal of Enyuka closed on 20 July 2023 for an aggregate consideration of R646.3m. The disposal realised cash proceeds of R516.3m after taking into account the vendor loan of R120m provided by Emira to the purchaser, Oneeighty Holdings Two Proprietary Limited and an accounting loss on disposal of R38.4m. Up to the date of disposal, the Group's interest in Enyuka was equity accounted and the R71.5m recognised includes the Group's share of Enyuka's net profit of R41.1m and R30.4m of interest received on the shareholder loan provided to Enyuka.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. INVESTMENTS AND LOANS IN EQUITY-ACCOUNTED INVESTMENTS (continued)

Figures in Thousands	31 March 2024			
	EPP JV	Resi Dev (Pty) Ltd	US Associates	Collins Property Group
Statement of financial position*				
Functional currency	EUR	ZAR	USD	ZAR
Sector	Retail and Office	Residential Development	Retail	Industrial and Retail
Effective interest %	50.2%	50.0%	49.3%	22.9%
Assets				
Non-current assets	676 604	63 849	696 511	11 882 097
Investment property	670 176	–	696 511	11 622 730
Inventories	–	63 167	–	–
Property, plant and equipment	–	–	–	35 534
Other non-current assets	6 428	682	–	223 833
Current assets	21 340	1 067	36 214	450 109
Trade and other receivables	12 024	634	8 862	280 984
Cash and cash equivalents	9 316	433	27 352	169 125
Assets held for sale	–	–	–	74 090
Total assets	697 944	64 916	732 725	12 332 206
Equity and liabilities				
Equity	282 480	(7 136)	292 220	5 226 557
Share capital and reserves	283 479	2	150 521	2 346 632
Retained income	(1 000)	(7 138)	141 699	2 648 610
Non-controlling interest	–	–	–	231 315
Non-current liabilities	358 081	27 001	429 563	6 633 601
Loans from shareholders	–	14 050	–	–
Interest-bearing debt	307 691	–	429 563	6 162 973
Other long-term liabilities	50 390	12 951	–	449 282
Derivative financial instruments	–	–	–	21 346
Current liabilities	57 383	45 051	10 942	472 048
Accounts payable	12 468	1 012	10 942	133 963
Interest-bearing debt	44 915	44 039	–	338 085
Total equity and liabilities	697 944	64 916	732 725	12 332 206

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. INVESTMENTS AND LOANS IN EQUITY-ACCOUNTED INVESTMENTS (continued)

Figures in Thousands	31 March 2024			Collins Property Group
	EPP JV	Resi Dev (Pty) Ltd	US Associates	
Statement of comprehensive income*				
Revenue	43 761	–	52 130	1 176 560
Other income	29	42	170	92 106
Expenditure				
Operating expenses	(19 513)	(5 333)	(17 454)	(339 936)
Operating profit	24 277	(5 291)	34 847	928 730
Fair value adjustments	(2 062)	–	1 247	269 476
Finance income	41	(4)	59	27 527
Finance costs	(28 388)	–	(14 108)	(662 002)
Profit before income tax charge	(6 133)	(5 295)	22 046	563 731
Taxation	(144)	–	(64)	643 905
Profit for the year	(6 276)	(5 295)	21 982	1 207 636

* The information in EPP JV was extracted from the joint ventures management accounts for the half year ended 28 Feb 2024. The independent external auditors of EPP JV are Ernst & Young Accountants LLP, Netherlands. The information for Resi Dev was extracted from the management accounts for the 12 month period ending 31 March 2023. The information in relation to the USA investments was extracted from the audited trial balances for the 12 month period ended 31 March 2024. The independent auditors of the USA associates are Whitley Penn LLP. The information for Collins Property Group was extracted from the audited results for the 12 months ended 28 February 2024. The auditors of Collins Property Group are PricewaterhouseCoopers Incorporated, South Africa.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. INVESTMENTS AND LOANS IN EQUITY-ACCOUNTED INVESTMENTS (continued)

Figures in Thousands	31 March 2023					
	EPP JV	Enyuka [^]	Resi Dev (Pty) Ltd	US Associates	Collins Property	Transcend [#]
Statement of financial position*						
Functional currency	EUR	ZAR	ZAR	USD	ZAR	ZAR
Sector	Retail and Office	Rural Retail	Residential Development	Retail	Industrial and Retail	Residential
Effective interest %	46.9%	50.0%	50.0%	49.3%	25.7%	45.1%
Assets						
Non-current assets	675 603	1 770 474	45 535	698 610	10 021 873	2 300 424
Investment property	664 673	1 767 570	–	698 610	9 801 394	2 296 927
Inventories	–	–	44 853	–	–	–
Property, plant and equipment	–	–	–	–	37 388	495
Derivative financial instruments	8 007	2 904	–	–	–	3 002
Other non-current assets	2 923	–	682	–	183 091	–
Current assets	34 179	30 921	618	43 020	447 750	77 943
Trade and other receivables	17 068	950	517	7 364	209 213	22 018
Cash and cash equivalents	17 111	29 972	100	35 960	153 627	55 925
Assets held for sale	–	–	–	–	84 911	–
Total assets	709 782	1 801 395	46 153	741 934	10 469 623	2 378 368
Equity and liabilities						
Equity	284 750	127 948	(1 841)	294 539	3 578 734	1 424 434
Share capital and reserves	219 085	13 089	2	177 052	2 593 992	1 173 215
Retained income	65 665	114 859	(1 843)	117 487	984 742	251 219
Non-current liabilities	275 420	1 622 799	27 001	431 814	6 166 348	915 084
Loans from shareholders	–	575 049	14 050	–	–	–
Interest-bearing debt	225 989	1 013 522	–	431 814	5 115 342	915 084
Other long-term liabilities	49 431	34 227	12 951	–	1 051 005	–
Derivative financial instruments	–	–	–	–	–	–
Current liabilities	149 613	50 648	20 993	15 277	724 542	38 850
Accounts payable	13 923	50 648	2 184	14 972	141 350	38 850
Interest-bearing debt	135 690	–	18 810	–	583 192	–
Total equity and liabilities	709 783	1 801 395	46 153	741 934	10 469 623	2 378 368

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. INVESTMENTS AND LOANS IN EQUITY-ACCOUNTED INVESTMENTS (continued)

Figures in Thousands	31 March 2023					
	EPP JV	Enyuka [^]	Resi Dev (Pty) Ltd	US Associates	Collins Property	Transcend [#]
Statement of comprehensive income*						
Revenue	42 409	223 175	–	52 130	1 018 998	91 663
Other income	162	3 594	5	170	39 930	847
Expenditure						
Operating expenses	(22 353)	(96 035)	(1 241)	(17 454)	(179 964)	(44 991)
Operating profit	20 218	130 735	(1 236)	34 847	878 965	47 519
Fair value adjustments	1 966	30 568	–	1 247	364 800	6 308
Finance income	4 793	3 154	–	58	75 117	1 117
Finance costs	(7 881)	(133 766)	(847)	(14 108)	(476 312)	(23 829)
Profit before income tax charge	19 095	30 691	(2 083)	22 046	842 570	31 115
Taxation	(4 046)	(5 981)	682	(64)	(204 364)	–
Profit for the year	15 049	24 710	(1 402)	21 982	638 206	31 115

* The information in EPP JV was extracted from the joint ventures management accounts for the half year ended 28 Feb 2023. The independent external auditors of EPP JV are Ernst & Young Accountants LLP, Netherlands. The Enyuka Prop Holdings was extracted from Enyuka's management accounts for the nine months ended 31 March 2023. The independent external auditors of Enyuka are BDO South Africa Inc. The information for Resi Dev was extracted from the management accounts for the 13 month period ending 31 March 2023. The information in relation to the USA investments was extracted from the audited trial balances for the nine months ended 31 March 2023. The independent auditors of the USA associates are Whitley Penn LLP. The information for Collins Property was extracted from the audited results for the 12 months ended 28 February 2023. The auditors of Collins Property are PricewaterhouseCoopers Incorporated, South Africa.

The information for Transcend includes the results for the period 1 July 2022 to 7 October 2022, being the date the Group obtained control of Transcend and it became a subsidiary.

[^] The Group's share of profit of Enyuka represents its participation rights in respect of its investment into the ordinary share capital and A class preference share capital of Enyuka.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

5. INVESTMENTS AT FAIR VALUE

Investments at fair value consist of an investment in Inani Prop Holdings Proprietary Limited and IHS Asset Management Proprietary Limited. The Group's existing investment in Collins Property Group Limited was reclassified to Equity Accounting Investments. Refer note 4.

6. LOANS RECEIVABLE

Figures in Rands Thousands	31 March 2024	31 March 2023
Loans provided on the disposal of investment property		
Inani Prop Holdings Proprietary Limited – Mezzanine loan	432 794	432 794
The loan was subject to interest at 3-month JIBAR plus a margin of 5.5% up until 31 March 2023 and is capitalised to the outstanding loan balance. With effect from 1 April 2023, the Lender shall not be entitled to charge, any and all interest on all outstanding until the Final Repayment Period. The full capital balance including accrued interest on the loan is repayable on 27 June 2024 and Emira has a 2nd ranking debt guarantee.		
Inani Prop Holdings Proprietary Limited – Inani cession loan	56 569	–
Emira acquired R51.3m of Inani's senior lender's mezzanine debt on 17 August 2023, via a cession from Inani's senior lender ("Inani cession loan"). The loan is on the same terms and conditions as the senior lender's mezzanine loan and ranks pari passu with it. The loan bears interest at 3 month JIBAR plus a margin of 8.5%. The full capital balance including accrued interest on the loan was repayable on 10 January 2024, which has been extended by the senior lender until such time as Inani remedies its financial position.		
RAB Property Investments Proprietary Limited	35 357	40 348
The loan bears interest at 3-month JIBAR plus a margin of 4.0% until the final repayment date on a monthly basis. Interest on the loan is payable monthly and capital repayments are due from 28 March 2023 until final repayment date of 28 February 2027. The loan is secured by a guarantee from its parent company, Ozmik Property Investments (Pty) Ltd. The loan relates to finance provided on the disposal of the properties known as Brooklyn Gardens, Waterkloof House and Brooklyn Forum.		
Instratin Properties Proprietary Limited	29 891	26 622
A loan of R22.7m was entered into on 31 August 2020 for a period of 36 months and bears interest at the prime interest rate plus a margin of 0.5%. A final settlement agreement was entered into by the parties during November 2023, which requires R26.0m to be paid by 30 June 2024 in full and final settlement. The loan relates to finance provided on the disposal of the Transcend property known as Acacia Place and is secured by Erf 3 Grand Central Extension 9, City of Johannesburg, Gauteng.		
Enyuka Prop Holdings (Pty) Ltd	14 000	–
The loan advanced to Enyuka is unsecured and bears interest at the prime interest rate plus a margin of 3%. Interest is repayable monthly, with R10m of the capital amount repayable on 20 July 2024 and the remaining capital balance due on 20 January 2025. Refer to note 4 for further information on the disposal of Emira's in Enyuka.		
Oneeighty Holdings Two (Pty) Ltd ("OE2")	120 000	–
A loan of R120.0m was advanced to OE2 on 20 July 2023 for a period of 60 months and bears interest at the prime interest rate plus a margin of 3.0% for the first 36 months of the loan term and thereafter increasing by 1% annually. The interest on the loan is repayable monthly, with the capital amount repayable on 20 July 2028. The loan is secured through a cession and pledge agreement, where Emira has the cessionary right to OE2's shares & claims, shareholder loans and interest reserve balance, together with the net proceeds from two properties held by OE2, known as Central Park and Hatfield.		
Kyostax Proprietary Limited	4 000	4 000
A loan of R4m was advanced on 7 February 2022 for a period of 36 months and bears interest at the prime interest rate. The interest on the loan is repayable quarterly, with the capital amount repayable on 30 June 2025. The loan relates to finance provided on the disposal of the property known as Epsom Downs Shopping Centre and is unsecured.		
Supplier development loans	18 235	19 327
Various loans advanced in terms of the solar project undertaken in line with B-BBEE policy of supplier development in the Group's subsidiary, EMIRA.		
	710 846	523 091

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

6. LOANS RECEIVABLE (continued)

Figures in Rands Thousands	31 March 2024	31 March 2023
Current portion of loan receivable	551 683	468 610
Current portion of loan expected credit loss	(474 222)	(173 942)
Net current portion of loan receivable	77 461	294 668
Non-current portion of loan receivable	159 163	54 481
Non-current portion of loan expected credit loss	(661)	(30)
Net non-current portion of loan receivable	158 502	54 451
Net loans receivable	235 963	349 119

The fair value of loan receivables approximates their carrying amounts. Information about the Group's exposure to credit risk and impairment losses for loan receivables is included in note 19.

7. DERIVATIVE ASSETS AND LIABILITIES

Figures in Rands Thousands	31 March 2024	31 March 2023
Net fair value of the derivative assets at the statement of financial position date was:		
Interest Rate swaps at fair value	42 200	52 161
Cross-currency interest-rate swap contracts	4 342	
Foreign exchange option contracts	29 175	36 208
Closing balance	75 717	88 369
Current portion of derivative asset	15 728	12 126
Non-current portion of derivative asset	59 989	76 243
Net fair value of the derivative liabilities at the statement of financial position date was:		
Interest Rate swaps at fair value	(173)	(58)
Cross-currency interest-rate swap contracts	(230 586)	(234 006)
Foreign exchange option contracts	(40 286)	(45 780)
Closing balance	(271 045)	(279 844)
Current portion of derivative liability	142 064	88 060
Non-current portion of derivative liability	128 981	191 783

Interest Rate swaps at fair value as at 31 March 2024

	Nominal value R'000	Maturity date	Weight Average Fixed rate %
Castleview Direct Portfolio			
ABSA	376 750	Apr 24 – Jan 27	6.84
Emira Property Fund Limited			
ABSA	625 000	Apr 24 – Nov 26	7.60
Investec	500 000	Jul 23 – Aug 26	7.79
Nedbank	787 500	Jun 25 – Dec 26	6.50
Rand Merchant Bank	1 300 000	Nov 24 – Aug 26	7.40
Standard Bank	300 000	Nov 26 Dec 26	7.79

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

7. DERIVATIVE ASSETS AND LIABILITIES (continued)

Cross-currency interest-rate swaps as at 31 March 2024

	Nominal value R'000	Maturity date	Weight Average Fixed rate %
Emira Property Fund Limited			
ABSA	34 730	May 24 – Jan 27	3.60
Rand Merchant Bank	39 068	Aug 24 – May 26	2.64

Foreign exchange option contracts as at 31 March 2024

The Group uses forward exchange contracts to hedge the anticipated income flows from its investments in the USA, through Emira.

	Nominal value \$'000	Maturity date	Fixed USD/R rate
	8 024	1 year	18.26
	17 459	2 – 5 years	21.35

For further information in relation to the measurement of fair value, please refer to note 20.

8. DEFERRED TAXATION ASSET

Figures in Rands Thousands	31 March 2024	31 March 2023
Tax losses available for set off against future taxable income	202 541	190 868
Total deferred tax asset	202 541	190 868
Reconciliation of deferred tax asset		
Opening balance	190 867	–
Acquired through business combinations	–	158 355
Increases in tax loss available, gross of valuation allowance	–	38 168
Increase/(decrease) in tax loss available due change in rate	11 674	(5 656)
Closing balance	202 541	190 867

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

9. TRADE AND OTHER RECEIVABLES

Figures in Rands Thousands	31 March 2024	31 March 2023
Financial instruments:		
Trade receivables	70 044	58 301
Loss allowance	(49 523)	(41 491)
Trade receivables at amortised cost	20 520	16 810
Accrued income	64 505	58 770
Deposits	22 010	21 190
Other receivables	17 026	35 095
Non-financial instruments:		
Prepayments	27 985	34 461
Value-added taxation	8 595	3 183
Total trade and other receivables	160 642	169 509
Financial instruments	124 062	131 865
Non-financial instruments	36 580	37 644

The fair value of trade and other receivables approximates their carrying amounts due to the short-term nature of these receivables. Information about the Group's exposure to credit risk and impairment losses for trade receivables is included in note 19.

10. INVENTORIES

Figures in Rands Thousands	31 March 2024	31 March 2023
Development properties acquired	–	55 686
Acquired through business combinations	–	311 040
Property held for development	395 099	18 025
Borrowing costs capitalised	34 571	23 737
Other costs capitalised	19 169	5 782
Total inventories	448 839	414 270

Inventories consists of the following development properties

erf 2592 Oranjezicht and erf 3368 Oranjezicht, which are unsecured

erf 860 Camps Bay, sections 1, 2, 3, 4 and 5 situated at 115 Victoria Road, Camps Bay, erfs 10058 and 10059 Hout Bay, erfs 266 and 274 Clifton, and erf 31720 Kraaifontein, all situated in the City of Cape Town, South Africa, which have been given as security in the form of first covering mortgage bonds in favour of Investec Bank Limited.

Post the reporting period, erfs 10058 and 10059 were sectional titled into 4 sections and 3 sections were sold.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

11. SHARE CAPITAL

Number of shares	31 March 2024	31 March 2023
Authorised		
2 000 000 000 Ordinary shares of no par value	2 000 000 000	2 000 000 000
Issued		
Ordinary shares of no par value	5 976 272	5 936 595
	31 March 2024	31 March 2023
Figures in Rands Thousands		
Reconciliation of number of shares issued:		
Opening balance	978 238 349	37 411 169
Issued in terms of dividend re-investment	-	3 631 378
Issued in terms of asset for share agreements	-	843 620 260
Issued for under specific issues	6 172 840	93 575 542
	984 411 189	978 238 349

12. NON-CONTROLLING INTERESTS ("NCI")

The group has acquired controlling interests in various entities that have given rise to non-controlling interests during the period.

During the period, the Group acquired

- an additional 18 732 867 shares in Emira for a total consideration of R99.9m, increasing its ownership to 59.26% (2023: 55.68%).
- an additional 48 327 862 shares in Transcend for a total consideration of R304.5m, increasing its ownership to 97.63% (2023: 68.15%).

Transcend acquired the remaining 2.37% of non-controlling shares at R6.30 per share through a share buy-back, which concluded on 20 January 2024 for a total consideration of R24.5m.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

13. BORROWINGS

Castleview has the following borrowings outstanding at the end of the period:

Figures in Rands Thousands	Interest Rates	Latest repayment dates	31 March 2024	31 March 2023
Type of borrowings				
Variable rate Secured ZAR denominated	Jibar +1.43% to Jibar +3.0% Prime -2.0% to Prime	Mar 2029	6 413 995	6 409 115
Variable rate Unsecured ZAR denominated	Jibar +1.15% to Jibar +2.1% Prime -0.5% to Prime +4.5%	Nov 2027	2 110 989	2 330 088
Variable rate Unsecured USD denominated	US Prime + 1.35%	Nov 2026	391 949	360 672
Fixed rate Unsecured USD denominated	6% fixed	Sep 2031	1 573 275	1 457 379
			10 490 208	10 557 253

The weighted average all in cost of all drawn long term borrowings was 8.83% at the reporting date.

Borrowings are typically refinanced on maturity.

No covenants were breached during the reporting period.

Opening balance	10 557 253	191 693
Acquired through investments and business combinations	-	10 873 957
Proceeds from borrowings raised and drawn	5 569 281	2 041 443
Interest accrued	986 726	(36 097)
Repayment of debt	(5 801 896)	(2 621 111)
Interest paid	(912 073)	97 099
Exchange difference	97 066	-
Other	(6 149)	10 269
Closing balance	10 490 208	10 557 253
Current portion of long term borrowings	2 422 555	2 650 285
Non-current portion of long term borrowings	8 067 653	7 906 968

Security

Secured debt represents facilities secured by registered mortgage bonds on immovable property.

Mortgage bonds have been registered over South African investment property including investment property classified as held for sale with a fair value of R12 268.0m (2023: R13 220.1m) as security for long-term interest-bearing borrowings and facilities at a nominal value of R6 414.0m (2023: R6 409.1m).

The Group has provided a continuing guarantee of R100m in favour of Firststrand Bank Limited in support of its investment in the EPP JV.

Unsecured Debt includes facilities of R1 237.8m (2023: R1 124.2m) are secured against the listed and unlisted shares of subsidiaries within the group which eliminate on consolidation.

Available facilities

At the reporting period, the Group has total undrawn facilities of R1 520.1m (2023: R787.6m)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

14. LEASE LIABILITIES

The lease liabilities relate to the right-of-use assets disclosed under note 3. The Group applied IFRS 16 – Leases and so lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 July 2019. Each lease payment is allocated between the liability and finance cost. Finance costs are charged to the Statement of Comprehensive Income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The Group had total cash outflows for leases of R5.1m for the current reporting period (2023: R3.6m). There were no non-cash additions to right-of-use assets and lease liabilities during the reporting period (2023: RNil). As at 31 March 2024, the lease liabilities related to the right-of-use assets classified as investment property of R76.6m (2023: R76.6m).

Figures in Rands Thousands	31 March 2024	31 March 2023
Current portion lease liabilities	5 323	4 882
Non-current portion lease liabilities	73 026	73 239
Total lease liabilities	78 349	78 121
Maturity analysis of future lease liability payments		
Due within one year	5 574	5 112
Due within two to five years	27 882	25 540
Due beyond five years	101 412	109 250
Total	134 868	139 902

15. OTHER FINANCIAL LIABILITIES

Other financial liabilities consists primarily of loans from minority shareholders, shareholder's equity contributions in to the Emira BEE scheme and finance lease funding arrangements for solar installations in the Group's direct portfolio. The loans are unsecured with varying interest rates between 0% and prime+2%.

16. TRADE AND OTHER PAYABLES

Figures in Rands Thousands	31 March 2024	31 March 2023
Financial Instruments:		
Trade payables	16 999	28 476
Tenant deposits	109 769	105 629
Accrued expenses	272 215	250 182
Other payables	30 674	23 967
Total financial instruments	429 657	408 254
Non-financial Instruments:		
Value added tax	3 853	3 830
Amounts received in advance	64 432	67 452
Total non-financial instruments	68 285	71 282
Total trade and other payables	497 942	479 536

Fair value of trade and other payables

The fair value of trade and other payables approximates their carrying amounts due to the short-term nature of these payables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

17. TAXATION

Figures in Rands Thousands	31 March 2024	31 March 2023
Taxation		
Normal tax - current	-	(677)
Normal tax - deferred	(11 668)	(27 128)
Foreign tax - current	-	11
Total taxation	(11 668)	(27 794)
Reconciliation of the tax charge		
Profit for the period before income tax credit at 27% (2023: 28%)	79 064	613 221
s25BB qualifying distribution (REIT)	(192 110)	(44 069)
Fair value adjustments	(62 378)	(9 472)
Change in tax rate	-	5 656
Non-taxable income	(119 068)	(171 002)
Gain on bargain purchase	-	(479 935)
Non-deductible expenditure	136 430	35 878
Unrecognised deferred tax	207 602	44 751
Other (deductible) items not included in profit for the year	(33 977)	(22 822)
	(11 668)	(27 794)

18. CASH GENERATED FROM OPERATIONS

Figures in Rands Thousands	31 March 2024	31 March 2023
Profit before taxation	292 830	2 190 075
Adjustments for:		
Gain on disposal of non-current assets	(12 559)	(55 507)
Loss on foreign exchange differences	39 049	92 836
Income from equity-accounted investments	(390 601)	(496 458)
Gain on bargain purchase	(16 691)	(1 714 053)
Loss on disposal of equity-accounted investments	38 471	-
Dividends received	(801)	(12 389)
Interest income	(49 520)	(103 127)
Finance costs	940 023	549 233
Net Fair value gains	(236 010)	(49 128)
Movements in operating lease assets	(7 904)	(34 353)
Credit losses on loans receivable	300 698	68 451
Impairments	-	22 239
Other	60 856	(14 578)
Changes in working capital:		
Trade and other receivables	8 867	(90 745)
Trade and other payables	18 406	149 936
Inventories	(34 569)	(71 992)
Total cash generated from operations	950 545	430 440

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

19. RISK

Capital risk

The group's objectives when managing capital are to safeguard the group's ability to continue as a going concern in order to provide returns for the shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the group consists of debt, which includes the borrowings disclosed in notes 13, cash and cash equivalents disclosed in the cash flow statement and note 18, and equity as disclosed in the consolidated statements of financial position and changes in equity. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. REIT legislation requires that a minimum of 75% of taxable income be distributed to shareholders annually.

Consistent with others in the industry, the group monitors capital on the basis of the loan-to-value ratio. The loan-to-value ratio is calculated by dividing interest bearing borrowings, net of cash on hand, by the total of investment properties.

The group's strategy is to maintain a loan-to-value ratio of between 45% to 55%. REIT legislation requires that the loan-to-value ratio of the Group and each of its listed investments be below 60%.

The loan-to-value ratio of the Group and its listed subsidiaries are as follows:

Castleview (JSE: CVW)	48.9%
Emira (JSE: EMI)	42.4%
Collins Group (JSE: CPP)	54.3%

Credit Risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Financial assets exposed to credit risk at year end were as follows:

Figures in Rands Thousands	31 March 2024		
	Gross Carrying Amount	Credit Loss Allowance	Carrying Amount
Loans to equity-accounted investments	12 951	-	12 951
Loans receivable [^]	710 846	(474 883)	235 963
Derivative assets	75 717	-	75 717
Trade and other receivables	70 044	(49 523)	20 520
Cash and cash equivalents	256 189	-	256 189
	1 269 043	(525 128)	743 915

Figures in Rands Thousands	31 March 2023		
	Gross Carrying Amount	Credit Loss Allowance	Carrying Amount
Loans to equity-accounted investments	588 001	(213)	587 788
Loans receivable	496 469	(173 972)	322 497
Derivative assets	88 369	-	88 369
Trade and other receivables	58 301	(41 491)	16 810
Cash and cash equivalents	201 003	-	201 003
	1 432 143	(215 676)	1 216 467

[^] The underperforming loans receivable classified as stage 2 relate to the loans granted to RAB Properties (Pty) Ltd - Brooklyn Gardens and the Transcend loan provided to Instratin. For further details, please refer to note 6.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

19. RISK (continued)

Credit Risk (continued)

Cash and cash equivalents

The company only deposits cash with major banks with high quality credit standing. Material bank balances are with ABSA Bank Limited (S&P: zaAA), FirstRand Bank Limited (S&P: zaAA), Investec Bank Limited (S&P: zaAA), The Standard Bank of South Africa Limited (S&P: zaAAA) and East West Bank BBB+.

Derivatives

The Group mitigates its credit risk to counterparties under derivative contracts by using reputable banks or institutions with a high credit rating for over-the-counter derivatives. Material derivative assets are with FirstRand Bank Limited (S&P: zaAA), Absa Bank Limited (S&P: zaAA) and Nedbank Limited (S&P: zaAA).

Loans receivables

The Group has exposure to credit risk in respect of loans receivable that comprise of funding for vendor loans stemming from property disposals, mezzanine funding provided as part of Emira's investments, and the share ownership facilitation schemes for directors, employees and the BEE equity investment scheme. In assessing the credit risk, the financial position of the counterparties is considered prior to a loan being granted and is also evaluated on an ongoing basis together with any collateral provided by the counterparty.

The Group assesses on a forward-looking basis the expected credit losses associated with its loans receivable carried at amortised cost except for Company loans advanced to subsidiaries which are assessed on the underlying net asset value. Over the term of the loans, the Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers the payment history for each category of counterparty, and adjusts for forward-looking macroeconomic data. The Group uses three main parameters to measure ECL on loans receivable carried at amortised cost. These are the probability of default (PD), loss given default (LGD), and exposure at default (EAD) (i.e. $PD \times LGD \times EAD = ECL$).

Measures of PD and LGD are converted from Through The Cycle to Point In Time measures using Moody's Analytics' ImpairmentCalc tool.

These are incorporated into their GCorr macroeconomic forecast set. Based on research conducted by Moody's Analytics they recommend the use of their Baseline, Stronger Near-Term Rebound (S1) ("Bullish"), and Moderate Recession (S3) ("Bearish") forecast sets weighted 40%, 30%, 30% respectively for a forward looking adjustment. They consider both public and private South African company defaults in this research. Moody's Analytics does not disclose the specific macroeconomic variables that they have found to be best predictive of changes in credit risk in South Africa but do provide indicators of the impact of certain of their measures. The forecast GDP growth for the year to Q2 2024 ranges from (2.43%) to 2.30% with the baseline at 0.59%. GDP is not the only factor that determines the extent of the adjustment but is described here to illustrate the extent of impact on the general economy that is being taken into account. The methodology does consider the industry of the asset and includes in the calculations likely volatility of that industry to the average impact of the South African economy.

Where the counterparty is a property investment company or there is collateral of a bond over fixed property, the LGD is calculated taking into account the value of the property and the application of a haircut to take into account the recovery rates typically achieved by the South African banking industry for the relevant property class, by applying a 90% and 85% break-up value to retail and office properties respectively.

Exposures are mainly segmented by counterparty type to allow for risk differentiation. The probability of a customer defaulting, as well as the realised loss with defaulted accounts, has been determined using historical data or by reference to models built on relevant external data where applicable.

Inani loan

The credit risk assessment of the loan to Inani, moved to stage 3 from stage 2 as at 31 March 2024, due there being objective evidence of impairment as a result of Inani defaulting on its interest covenants with its primary external lender in July 2023. Inani has been under cash flow constraints due to a reduction in its operating net income, rising interest rates and limited property sales taking place given the significant challenges in the SA economy combined with the lack of demand for office space. Management have applied judgement and fully impaired the original Inani Mezzanine debt with a 100% PD and a LGD of 100%.

During the year, in August 2023, the Group through its subsidiary Emira subscribed for a portion of the senior mezzanine debt provided to Inani, amounting to R51.3m, which carries the same terms and conditions as that of the senior lenders. Management has assessed the PD at 100% and based on the forecast cash flow projections of Inani, has applied a LGD of 66.3%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

19. RISK (continued)

Credit Risk (continued)

Trade receivables

Credit risk arising on trade receivables are managed by making use of credit approvals, limits and monitoring. The Group only deals with reputable counterparties with consistent payment histories. Sufficient collateral or guarantees are also obtained when necessary. Each counterparty is assessed individually for creditworthiness before terms and conditions are offered, which involves making use of information submitted by the counterparties as well as external bureau data (where available). The exposure to credit risk and the creditworthiness of counterparties is continuously monitored.

Figures in Rands Thousands	31 March 2024				
	Weighted average loss rate - %	Gross carrying amount	Loss allowance	Net amount	Credit impaired
Rental debtors					
Current – 60 days past due	62%	24 112	(14 896)	9 216	No
More than 60 days past due	75%	45 932	(34 627)	11 305	Yes
Total gross carrying amount	71%	70 044	(49 523)	20 520	

Figures in Rands Thousands	31 March 2023				
	Weighted average loss rate - %	Gross carrying amount	Loss allowance	Net amount	Credit impaired
Rental debtors					
Current – 60 days past due	38%	21 741	(8 245)	13 496	No
More than 60 days past due	91%	36 560	(33 246)	3 314	Yes
Total gross carrying amount	71%	58 301	(41 491)	16 810	

Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities. Due to the dynamic nature of the underlying businesses, group treasury maintains flexibility in funding by maintaining availability under committed credit lines.

The group's risk to liquidity is a result of the funds available to cover future commitments. The group manages liquidity risk through an ongoing review of future commitments and credit facilities.

The group mitigates its liquidity risk by effectively managing its working capital, capital expenditure and cash flows. Committed borrowing facilities are available for meeting liquidity requirements and the group manages the liquidity risk through an ongoing review of commitments and credit facilities.

The fair value of the derivative financial instruments fluctuates in line with interest rate movements. This value will reduce to nil on expiry date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

19. RISK (continued)

Liquidity Risk (continued)

The table below analyses the group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Figures in Rands Thousands	31 March 2024				Total
	WA rate %	1 year or less	1 - 5 years	More than 5 years	
Financial liabilities					
Borrowings	8.8%	3 167 297	8 924 486	1 981 817	14 073 600
Other financial liabilities		22 618	11 861	–	34 479
Lease liability	8.7%	5 574	27 882	101 412	134 868
Trade and other payables		488 823	–	–	488 823
Derivative financial instruments					–
Interest rate swap contracts		(22 757)	1 946	–	(20 811)
Foreign exchange option contracts		1 991	41 559	–	43 550
Cross-currency interest-rate swap contracts		(40 445)	(31 368)	–	(71 813)
Total financial liabilities		3 623 101	8 976 366	2 083 229	14 682 696

Figures in Rands Thousands	31 March 2023				Total
	WA rate %	1 year or less	1 - 5 years	More than 5 years	
Financial liabilities					
Borrowings	8.3%	3 351 538	7 782 338	2 294 594	13 443 705
Other financial liabilities		30 728	24 928	–	55 656
Lease liability	6.7%	5 112	25 540	109 250	139 902
Trade and other payables		408 254	–	–	408 254
Derivative financial instruments					–
Interest rate swap contracts		(19 533)	(17 459)	–	(36 992)
Foreign exchange option contracts		(1 187)	19 851	–	18 664
Cross-currency interest-rate swap contracts		(62 349)	(74 397)	–	(136 746)
Total financial liabilities		3 727 799	7 760 801	2 403 844	13 892 444

Market Risk

Interest rate risk management

The Group's exposure to interest rates on financial instruments and borrowings at the reporting date is set out in note 7 and note 13.

Interest rates are constantly monitored and appropriate steps are taken to ensure that the Group's exposure to interest rate fluctuations is limited. Interest rates have been fixed for extended periods ranging from 2024 to 2031. At 31 March 2024, 36.2% (Mar 2023: 40.2%) of the Group's total available debt was subject to a variable or floating interest rate and was not fixed nor covered by an interest-rate swap agreement.

The group is exposed to interest rate risk on financial liabilities at amortised cost. Interest rates on all financial liabilities compare favourably with those rates available in the market. When necessary, interest rate swaps are entered into. Risk exposure as a result of interest rates is moderate and is mitigated by a surplus of cash across the group.

There has been a significant change in the interest rate risk management policies and processes since the prior reporting period due to the changes of the group. The combined debt of the Group is managed at an investment level and monitored at a Group level. Fund level debt facilities are managed with reference to the underlying risk of the relative segment and the Group's overall risk policies.

At the reporting date, if interest rates on borrowings had been 1% higher/lower with all other variables held constant, post-tax profit for the year of the Group would have been R38.0m higher/lower.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

19. RISK (continued)

Market Risk (continued)

Foreign currency risk management

The Group's exposure to exchange rate fluctuations arose through its investment equity-accounted investments into companies which hold European and USA domiciled properties. The investments are denominated in foreign currency and translated to the spot rate at each reporting date. Forward exchange contract derivatives are acquired over the Group's USA investments held by Emira to limit exposure to currency fluctuations with respect to future dividends and interest receivable from these investments. Exchange rate fluctuations on US assets are considered to be insignificant due to the Group being fully hedged on its USD exposure.

The Group has entered into cross-currency interest-rate swaps ("CCIRS"), in respect of the debt funding of its equity investments into the USA. Under the terms of the CCIRS, the Group pays USD fixed interest and receives ZAR floating interest. These cross-currency interest-rate swaps are effectively USD loans with a ZAR deposit. The Fund aims to synthetically convert at least 50% of the ZAR debt funding relating to its US investments into USD debt funding using CCIRS. By effectively matching a portion of the currency of the funding with that of the investment, a proportion of the capital related USD/ZAR currency risk movements, are eliminated.

At 31 March 2024, the Fund had cross-currency interest-rate swaps of USD73.0m (Mar 2023: USD73.0m) in place against assets of USD147.1m (Mar 2023: USD151.9m). The cross-currency interest rate swaps have a weighted average duration to expiry of 1.4 years and mature between September 2024 and September 2028.

The Group's sensitivity to the fluctuations of the Rand against the Euro and US Dollar is set out below. 5% represents managements reasonable assessment of possible change in foreign exchange rates.

Figures in Rands Thousands	Change in rate	EUR	USD
Impact on other comprehensive income (foreign-currency translation reserve)	5% strengthening in ZAR exchange rate	(145 796)	(40 905)
	5% weakening in ZAR exchange rate	145 796	40 905
Impact on profit and loss	5% strengthening in ZAR exchange rate	7 648	(297)
	5% weakening in ZAR exchange rate	(7 648)	297

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

19. RISK (continued)

Categories of financial instruments

Figures in Rands Thousands	31 March 2024		
	Fair value	Amortised Cost	Total
Financial assets			
Derivative financial instruments	75 717	–	75 717
Trade and other receivables	–	160 642	160 642
Loans receivable	–	235 963	235 963
Cash and cash equivalents	–	256 189	256 189
Total financial assets	75 717	652 794	728 511
Financial liabilities			
Borrowings	–	10 490 208	10 490 208
Other financial liabilities	–	34 680	34 680
Lease liability	–	78 349	78 349
Derivative financial instruments	271 045	–	271 045
Trade and other payables	–	497 942	497 942
Total financial liabilities	271 045	11 101 179	11 372 224

Figures in Rands Thousands	31 March 2023		
	Fair value	Amortised Cost	Total
Financial assets			
Investments at fair value	20 221	–	20 221
Derivative financial instruments	88 369	–	88 369
Trade and other receivables	–	131 865	131 865
Loans receivable	–	349 119	349 119
Cash and cash equivalents	–	201 003	201 003
Total financial assets	108 590	681 987	790 577
Financial liabilities			
Borrowings	–	10 557 253	10 557 253
Other financial liabilities	–	55 657	55 657
Lease liability	–	78 121	78 121
Derivative financial instruments	279 844	–	279 844
Trade and other payables	–	408 254	408 254
Total financial liabilities	279 844	11 099 285	11 379 129

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

20. MEASUREMENTS OF FAIR VALUE

Financial instruments

The financial assets and liabilities measured at fair value in the statement of financial position are grouped into the fair value hierarchy as follows:

	Note	31 March 2024				31 March 2023			
		Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Other financial assets	5	-	-	-	-	18 691	-	1 530	20 221
Derivative assets	7	-	75 717	-	75 717	-	88 369	-	88 369
Total		-	75 717	-	75 717	18 691	88 369	1 530	108 590
Financial liabilities measured at fair value									
Derivative liabilities	7	-	271 045	-	271 045	-	279 843	-	279 843
Total		-	271 045	-	271 045	-	279 843	-	279 843
Net fair value		-	(195 328)	-	(195 328)	18 691	(191 474)	1 530	(171 253)

The different levels are defined as follows:

Level 1: Quoted unadjusted prices in active markets for identical assets or liabilities that the company can access at measurement date.

Level 2: Inputs other than quoted prices included in level 1 that are observable for the asset or liability either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

Derivative financial instruments

The fair values of the interest-rate swap contracts are determined using discounted cash flow projections based on estimates of future cash flows and the terms of the relevant swap agreements. Cash flows are projected using a zero coupon ZAR swap curve, and are discounted on an uncollateralised basis.

The fair values of the cross-currency interest-rate swap contracts are valued by discounting the future cash flows using the basis swap curve of the respective currencies at the dates when the cash flows will take place.

The USD forward exchange contracts are valued by discounting the forward rates applied at the period end to the open hedged positions.

Other financial assets

The fair value of other financial assets is measured in terms of Inani's and IHS Asset Management (Pty) Ltd's net asset value at reporting date.

Non-financial assets

The non-financial assets measured at fair value in the statement of financial position are grouped into the fair value hierarchy as follows:

Figures in rands thousands	31 March 2024	31 March 2023
Assets	Level 3	Level 3
Investment property	10 940 678	13 278 641
Investment properties held for sale	2 615 561	315 857
Assets held for sale	-	638 615

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

20. MEASUREMENTS OF FAIR VALUE (continued)

Fair value measurement of investment property

Valuer	Company	Qualifications
J Stow	Spectrum Valuations and Asset Solutions (Pty) Ltd	NDip Real Estate(Prop Val), professional Associated Valuer
J Hattingh	Spectrum Valuations and Asset Solutions (Pty) Ltd	NDip Real Estate (Prop Val), professional valuer
D Zeeman	Spectrum Valuations and Asset Solutions (Pty) Ltd	NDip Real Estate (Prop Val), professional valuer
TLJ Behrens	Real Insight (Pty) Ltd	NDip (Prop Val), MIV (SA) professional associate valuer
JC Nagiah	Real Insight (Pty) Ltd	NDip Real Estate(Prop Val), candidate valuer
T Behrens	Real Insight (Pty) Ltd	NDip Real Estate(Prop Val), candidate valuer
R Scott Collins	Yield Enhancement Solutions	NDip Real Estate(Prop Val), professional valuer

The assumptions applied by the registered valuers are materially consistent with prior periods.

Direct Property Portfolio

The fair value of commercial property in the direct segment portfolio is estimated using the net income capitalisation method of valuation. This method determines the net normalised annual income of the property, assuming the property is fully let at market related rentals, and market escalations, with an allowance made for vacancies (where applicable). The capitalisation rate is determined from the market (i.e. the rate at which similar assets have traded recently), and is influenced in general by: rates of return of similar properties, risk, obsolescence, inflation, market rental growth rates, rates of return on other investments, as well as mortgage rates.

The most significant inputs, all of which are unobservable, are the estimated rental value, assumptions regarding vacancy levels and the capitalisation rate. The estimated fair value increases if the estimated rentals increase, vacancy levels decline or if capitalisation rates decline. The overall valuations are sensitive to all three assumptions. The inputs used in the valuations as at 31 March 2024 were the following:

	CPT	Other
DIRECT RETAIL		
Capitalisation rates (%)	8.00-9.25%	8.75-9.25%
Vacancy allowance	2.00-4.00%	2.00-5.00%

Listed commercial property portfolio, held through Emira:

The fair value of commercial property in the listed segment portfolio is estimated using a five-year discounted cashflow approach, which discounts the estimated rental income stream, net of projected operating costs, as well as an exit value, using a discount rate derived from market yields. The estimated rental stream takes into account current occupancy levels, estimates of future vacancy levels, the terms of in-place leases and expectations of rentals from future leases over the remaining economic life of the buildings.

The most significant inputs, all of which are unobservable, are the estimated rental value, assumptions regarding vacancy levels, the discount rate and the reversionary capitalisation rate. The estimated fair value increases if the estimated rentals increase, vacancy levels decline or if discount rates (market yields) and reversionary capitalisation rates decline. The overall valuations are sensitive to all four assumptions. Management considers the range of reasonable possible alternative assumptions to be greatest for reversionary capitalisation rates, rental values, and vacancy levels and that there is also an interrelationship between these inputs. The inputs used in the valuations as at 31 March 2024 were the following:

- The range of the reversionary capitalisation rates applied to the portfolio are between 7.75% and 12.00% with the weighted average, by value, being 9.17% (2023: 9.23%).
- The range of discount rates applied were between 12.25% and 14.5% with the weighted average, by value, being 13.32% (2023: 13.65%).
- The market rentals applied play a significant role and these are assessed on a property-by-property basis, taking cognisance of location, quality, size and type as well as all the relevant and prevailing market conditions, which are then benchmarked against research and asset manager projections.
- The range of market rental escalations applied to the portfolio are between 6.0% and 7.0% with the weighted average, by value, being 6.3% (2023 6.6%).
- The range of void periods applied to the portfolio are between 0 months and 6 months with the weighted average, by value, being 1.3 months (2023: 1.8 months).
- The range of perpetual vacancy applied to the portfolio are between 1.5% and 10.0% with the weighted average, by value, being 3.85% (2023: 3.98%).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

20. MEASUREMENTS OF FAIR VALUE (continued)

Fair value measurement of investment property (continued)

Changes in discount rates and reversionary capitalisation rates attributable to changes in market conditions can have a significant impact on commercial property valuations. The effect of this change in valuation would affect the change in fair value of investment properties recognised in the statement of comprehensive income.

The discount rates used by the valuers are a function of the long bond rate adjusted for property specific and sector risk premiums. The discount rate is then tested for reasonableness by benchmarking the rate against recent comparable sales and published research reports from SAPOA as well as surveys and opinions from other industry bodies.

The valuation inputs vary, not only according to sector, but also in terms of grade and geographic location. Accordingly, the weighted average inputs of the Group, which are also representative of the Company, have been disaggregated as follows:

	JHB	PTA	CPT	KZN	Other	Total 31 March 2024	Total 31 March 2023
EXIT CAPITALISATION RATES (%)							
Offices	10.1	9.2	9.8	9.6	-	9.6	9.8
Retail	9.6	8.2	10.5	9.5	9.6	8.7	8.8
Industrial	9.6	10.0	-	10.5	-	10.1	10.1
Total						9.2	9.2
DISCOUNT RATES (%)							
Offices	14.2	13.5	14.5	14.0	-	13.9	13.9
Retail	13.7	12.6	14.5	13.0	13.3	12.9	13.3
Industrial	13.2	13.5	-	14.0	-	13.8	14.2
Total						13.3	13.7
MARKET RENTAL ESCALATION RATES (%)							
Offices	6.0	6.3	7.0	6.2	-	6.2	6.7
Retail	6.2	6.4	6.0	6.5	6.3	6.4	6.4
Industrial	6.2	6.5	-	6.5	-	6.5	6.9
Total						6.3	6.6
VOID PERIOD (MONTHS)							
Offices	1.2	1.5	6.0	1.2	-	1.7	2.9
Retail	1.7	1.0	1.0	2.0	2.0	1.2	1.1
Industrial	0.8	1.5	-	2.0	-	1.0	1.8
Total						1.3	1.8
PERPETUAL VACANCY (%)							
Offices	5.3	7.0	5.0	4.4	-	6.0	5.3
Retail	3.6	2.3	5.0	5.0	4.0	2.8	3.1
Industrial	3.3	2.9	-	5.0	-	3.6	4.2
Total						3.9	4.0

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

20. MEASUREMENTS OF FAIR VALUE (continued)

Fair value measurement of investment property (continued)

Residential portfolio

At 31 March 2024 the direct residential portfolio includes 10 properties, with the The Bolton held by Emira and 20 properties held by Transcend.

The fair value of the Group's residential buildings is estimated using either the income capitalisation method or the comparable sales method.

Under the income capitalisation method the net contractual income to be derived from the properties for a period of one year in advance is capitalised by an applicable capitalisation rate. The expected net operating income represents net rental income per unit after the deduction of property related operating expenses, as well as vacancy and credit loss allowances. The rental growth rates used are based on current experience with actual growth achieved, but also take into account inflation over the long term and expectations thereof on rental rates.

The vacancy and credit loss factors applied to the estimates of gross income take into account current market conditions. Both are a direct function of tenant behaviour and have a similar effect on revenue and tenant behaviour.

The inputs used in the residential valuations as at 31 March 2024 were the following:

- The range of the capitalisation rates are between 8.5% and 9.25% with the weighted average, by value, being 9.03% (2023 9.18%).
- The range of the monthly rental income is between R4 073 and R6 863 with the weighted average, by value, being R6 257 (March 2023: R6 200).
- The rental growth rate applied was 2.5% (March 2023: 2.3%).
- A weighted average vacancy factor of 2.24% (March 2023: 3.84%) and bad debt factor of 1.81% (March 2023: 1.38%) of the gross income was deducted as a provision for rental that may not be collected as a consequence of vacancy, tenant failure or tenant refitting during the course of the coming 12 months.

Changes in capitalisation rates attributable to changes in market conditions can have a significant impact on residential property valuations.

A 25 basis points decrease in the capitalisation rate will increase the value of investment property by R36.9m (2.85%) and a 25 basis points increase will decrease the value of investment property by R34.9m (2.70%). The effect of this change in valuation would affect the change in fair value of investment properties recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

21. RELATED PARTIES

Relationships

Companies under common directorship

Castleview Asset Managers (Pty) Ltd

Subsidiaries

Emira Property Fund Limited and its subsidiaries: Adamass Investments (Pty) Ltd, Aquarella Investments 272 (Pty) Ltd, Backbone Investments (Pty) Ltd, Bet All Investments (Pty) Ltd, Cape Poinsett Property Investments (Pty) Ltd, CIL2 REIT LLC, CIL2 REIT TRS LLC, CIL2 LLC, ESA Trust, Freestone Property Holdings (Pty) Ltd, Freestone Property Investments (Pty) Ltd, Libra Investments 5 (Pty) Ltd, Lowmer Investments (Pty) Ltd, Luxanio Investments 157 (Pty) Ltd, Menlyn Corporate Park (Pty) Ltd, Monagon Properties (Pty) Ltd, No 9 Sturdee Share Block (Pty) Ltd, Omnicron Investments 005 (Pty) Ltd, Rapidough Properties 509 (Pty) Ltd, Ranier CIL2 Stony Creek LLC, Ranier 32 East LLC, Ranier Belden Park LLC, Strategic Real Estate Managers (Pty) Ltd, Tamela Property Investment (RF) (Pty) Ltd, Transcend Residential Property Fund Ltd, Waterside Place Body Corporate, Windrifter Share Block (Pty) Ltd.

Castleview Property Fund Limited and its subsidiaries: Compass 555 (Pty) Ltd, FEC Prop (Pty) Ltd, Interurban Willowbridge (RF) (Pty) Ltd, IG Emi Holdings (Pty) Ltd, I Res Fund (Pty) Ltd, Castleview Devco (Pty) Ltd, Maitlantic Investments (Pty) Ltd, Sonstraal Investments (Pty) Ltd, Tensai Property Services Ltd, U Reit Collins (Pty) Ltd, U Reit Holdings (Pty) Ltd.

The directors disclosed in note 22 are considered the key management of the group. Remuneration paid to directors is set out in note 22.

There are no Directors' interest in the ordinary shares of the Group as disclosed in the Directors Report.

Figures in Rands Thousands	31 March 2024	31 March 2023
Related Party Balances		
Other receivables owing by companies under common directorship	6 019	15 381
Borrowings advanced by shareholder K2018365895 (South Africa) (Pty) Ltd	350 221	–
Related Party Transactions		
Asset management fees to companies under common directorship	52 063	25 812
Compensation to directors and other key management	3 531	1 556

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

22. DIRECTORS' EMOLUMENTS

Figures in Rands Thousands	March 2024	March 2023
Services as director or prescribed officer:		
JPA Day**	1 950	150
G C Bayly*	365	278
D J Green*	490	301
A Mohamed*	314	262
A Padayachee*	412	287
<p>* Non-executive director ** Executive director</p>		
Services as director or prescribed officer of a subsidiary:		
JWA Templeton	663	278
JPA Day	171	–

JWA Templeton and JPA Day serve as a non-executive directors on the board of the Group's subsidiary, Emira Property Fund Limited.

Other information

No remuneration was paid to JWA Templeton by the group or Castlevue Asset Managers Proprietary Limited during the year.

JWA Templeton is however a beneficiary through his indirect 33.33% shareholding in Castlevue Asset Managers Proprietary Limited.

R17 647 772 (2023: R8 764 910) of the asset management fees paid by the group to Castlevue Asset Managers Proprietary Limited during the year accrued to JWA Templeton through his indirect shareholding in Castlevue Asset Managers Proprietary Limited.

23. CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures in the financial statements of the Group.

In the process of applying the Group's accounting policies, the directors have made the following estimates and judgements that have the most significant effects on the amounts recognised and disclosed in the financial statements:

Investment properties

The valuation of investment properties was determined principally using discounted cash flow projections, based on estimates of future cash flows, supported by the terms of any existing lease contracts and by external evidence such as current market rentals for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows. In light of the continued pressured and negative macro-economic conditions, as well as poor outlook, the Fund has maintained its discount rates and exit capitalisation and has also adjusted the majority of its valuation inputs (void periods, market rentals, rental growth rates and perpetual vacancy rates).

The portfolio's discount and exit capitalisation rates are within the most recent ranges published by SAPOA. Note 20, Measurements of Fair Value, provides a detailed analysis on the Fund's valuation inputs and metrics.

The future rental rates were estimated depending on the actual location, type and quality of the properties and taking into account market data and projections at the valuation date, as well as the length of vacant periods following the expiry of existing lease agreements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

23. CRITICAL ACCOUNTING ESTIMATES (continued)

Derivative financial instruments

The fair values of the interest-rate swap and cap contracts are determined using discounted cash flow projections based on estimates of future cash flows and the terms of the relevant swap agreements. Cash flows are projected using a zero coupon ZAR swap curve, and are discounted on an uncollateralised basis.

The valuation of cross-currency interest-rate swaps was determined by discounting the future cash flows using the basis swap curve of the respective currencies at the dates when the cash flows will take place. Future floating cash flows are determined using forward rates derived from the basis swap curve of the respective currencies as at 31 March 2024. The net cash flows were discounted using the basis swap curve of the respective currencies as at 31 March 2024.

The valuation of the USD forward exchange contracts was determined by discounting the forward rates applied at 31 March 2024 to the open hedged positions.

Current and deferred tax

In accordance with the Group's status as a REIT, the distributions made in line with the Group's distribution policy meet the requirements of a "qualifying distribution" for the purposes of section 25BB of the Income Tax Act, No. 58 of 1962 ("Income Tax Act"). In determining the tax obligation of the Group, the "qualifying distribution" is deducted from taxable profits. In addition, the Group is not liable for capital gains tax on the disposal of directly held properties. No deferred tax liabilities were raised as these will form part of the Group's "qualifying distribution" in the future and are not expected to attract any tax. Deferred tax assets relating to assessed losses were raised as management would be able to utilise these in future periods by limiting the qualifying distribution declared.

Determining the expected credit loss allowance on financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. For details of the key assumptions and inputs used, refer to the individual notes addressing financial assets.

24. COMMITMENTS AND CONTINGENCIES

Figures in Rands Thousands	31 March 2024	31 March 2023
Committed capital expenditure and development costs	161 474	276 494
Contracted capital expenditure and development costs	140 766	140 097
Pending Property Transfers	-	58 050

The Group has no material contingent liabilities as at 31 March 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

25. EVENTS AFTER THE REPORTING PERIOD

There have been no other significant events subsequent to the reporting date, other than those disclosed below.

Dividend declared and paid

A final gross dividend of R42.14700 (2023: R16.08900) cents per share was approved by the board of directors on 21 June 2024 in respect of the 12 month period ended 31 March 2024. The dividend will be paid on 17 July 2024.

In line with IAS 10 Events after the Reporting Period, the declaration of the final dividend will occur after the end of the reporting period, resulting in a non-adjusting event that is not recognised in the financial statements. The dividends meet the requirements of a REIT's "qualifying distribution" for purposes of section 25BB of the Income Tax Act, No. 58 of 1962, as amended.

Spear transaction

As announced on SENS announcement on 2 April 2024, Emira and its wholly owned subsidiaries (Lowmer Investments Proprietary Limited, Freestone Property Investments Proprietary Limited, Monagon Properties Proprietary Limited and Rapidough Prop 509 Proprietary Limited) agreed to dispose of 13 predominantly industrial and office properties situated in the Western Cape (the "Properties") to Spear REIT Limited ("Spear") for an aggregate consideration of R1 146 000 000 as a going concern (the "Transaction"). The Transaction forms part of Emira's strategy to recycle capital. The net proceeds of the Transaction will initially be used to reduce Emira's debt and subsequently to fund new acquisitions in accordance with Emira's investment policy.

The Transaction remains subject to the fulfilment, or waiver (as the case may be) of the following conditions precedent:

- PRASA, as the owner of Freeway Business Park, consents to the transfer of the notarial lease in respect of the Freeway Business Park from Emira to Spear;
- Spear has complied with all JSE Listings Requirements in respect of the Transaction and obtains shareholder approval for the Transaction, as required by the JSE Listings Requirements; and
- Approval by the Competition Authorities.

Commercial portfolio disposals

On 10 April 2024, the Group concluded the transfer of Park Boulevard, an urban retail property in KwaZulu-Natal, for R61.0m and on 12 May 2024, the transfer of Bougainville Shopping Centre, in Tswane, for R133m. In addition, a sale agreement was concluded in May 2024 for the sale of Springfield Retail Centre, an urban retail property in KwaZulu-Natal for a total consideration of R225.5m. The sale is only subject to the approval of the Competition Authorities and consent from PRASA to transfer the notarial lease into the name of the purchaser.

26. GOING CONCERN

The directors believe that the group and company have adequate financial resources to continue in operation for the next twelve months and accordingly the consolidated and separate annual financial statements have been prepared on a going concern basis. The directors have satisfied themselves that the group is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the group. The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the group.

MATERIAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below.

1. BASIS OF PREPARATION

The Group financial statements have been prepared in accordance with and comply with IFRS Accounting Standards, its interpretations issued by the International Accounting Standards Board (IASB), International Financial Reporting Interpretations Committee (IFRIC), the JSE Listings Requirements, the requirements of the Companies Act, the South African Institute of Chartered Accountants (SAICA) Financial Reporting Guides as issued by the Accounting Practices Committee, and Financial Pronouncements as issued by the Financial Reporting Standards Council.

These accounting policies are consistent with those applied in the preparation of the previous year's consolidated financial statements.

Standards and interpretations effective and adopted by the fund in the current period

The Group and have adopted the following new standards, or amendments to standards which were effective for the first reporting period which commenced on 1 April 2023:

	Effective date
Disclosure of accounting policies: Amendments to IAS 1 and IFRS Practice Statement 2	1 January 2023
Definition of accounting estimates: Amendments to IAS 8	1 January 2023
Deferred tax related to assets and liabilities arising from a single transaction - Amendments to IAS 12	1 January 2023

The impact of the adoption of these standards and amendments have been considered and had no impact of the group, except for material rather than significant accounting policies presented.

Standards and interpretations applicable to the Fund but not yet effective

At the date of approval of these consolidated financial statements, certain new accounting standards, amendments and interpretations to existing standards have been published but are not yet effective and have not been early adopted by the Group. None of the below standards, amendments and interpretations are expected to have a material impact on the Group and will be adopted in the financial period applicable as per the table below:

	Effective date
Non-current liabilities with covenants - amendments to IAS 1	1 January 2024
Amendments to IFRS16 – Lease liability in a Sale and Leaseback	1 January 2024
Amendments to IAS 7 and IFRS 7 – Disclosures: Supplier Finance Arrangements	1 January 2024
Amendments to IAS 21 – The effects of changes in exchange rates	1 January 2025
IFRS 18 Presentation and Disclosure	1 January 2027

1.1. Consolidation

Basis of consolidation

The consolidated financial statements incorporate the separate financial statements of the company and all subsidiaries. Subsidiaries are entities which are controlled by the group.

The group has control of an entity when it is exposed to or has rights to variable returns from involvement with the entity and it has the ability to affect those returns through its power over the entity.

The results of subsidiaries are included in the consolidated financial statements from the effective date of acquisition to the effective date of disposal.

All inter-company transactions, balances, and unrealised gains on transactions between group companies are eliminated in full on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

MATERIAL ACCOUNTING POLICIES (continued)

1. BASIS OF PREPARATION (continued)

1.2. Business combinations

Accounting for business combinations under IFRS 3 only applies if it is considered that a business has been acquired. Under IFRS 3 Business Combinations, a business is defined as an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return to investors or lower costs or other economic benefits directly and proportionately to shareholders or participants. A business generally consists of inputs, processes applied to those inputs, and resulting outputs that are, or will be, used to generate revenues. In the absence of such criteria, a group of assets is deemed to have been acquired. If goodwill is present in a transferred set of activities and assets, the transferred set is presumed to be a business.

For acquisitions meeting the definition of a business, the acquisition method of accounting is used. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest at the non-controlling interests proportionate share of the acquiree's identifiable net assets. The excess of the consideration over the fair value of the identifiable net assets acquired is recorded as goodwill. If the consideration is less than the fair value of the net assets acquired, the difference is recognised directly in the profit or loss for the year as a bargain purchase gain.

Acquisition-related costs in relation to business combinations are expensed as incurred.

For acquisitions not meeting the definition of a business, the Group allocates the cost between the individual identifiable assets and liabilities in the Group based on their relative fair values at the date of acquisition. Such transactions or events do not give rise to goodwill.

Consolidated financial statements are prepared using uniform accounting policies for like transactions. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the identifiable net assets.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated.

1.3. Investment in associates and joint ventures

The Group's interests in equity-accounted investees comprise interests in associates and joint ventures. Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over these policies. Interests in associates are accounted for using the equity method for both Group and Company.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have benefits derived from the net assets of the joint arrangement.

The profits and losses, asset and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting for Group, except when the investment is classified as held-for-sale, in which case it is accounted for in accordance with IFRS5.

Under the equity method the investment is initially recorded at cost and thereafter the carrying value is adjusted to recognise the Groups share of the post-acquisition profits or losses of the investee after the date of acquisition, distributions received and any impairment adjustments that are required. The share of profit or losses are recognised in the statement of comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investments.

MATERIAL ACCOUNTING POLICIES (continued)

2. OPERATING SEGMENTS

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is the person or Group that allocates resources to and assesses the performance of the operating segments of an entity. The Group has determined that its chief operating decision maker is the Chief Executive Officer (“CEO”) of the Company.

3. FOREIGN CURRENCY TRANSLATION

3.1 Functional and presentation currency

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The consolidated financial statements are presented in South African rand, the Company’s functional currency and the Group’s presentation currency.

3.2 Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss for the year.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented net in the statements of comprehensive income within finance income or finance costs. All other foreign exchange gains and losses are presented net in the statements of comprehensive income within other losses or gains.

3.3 Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to the Group’s presentation currency (rand) at exchange rates at the reporting date. The income and expenses of foreign operations are translated to rand at exchange rates at the dates of the transactions (an average rate per month is used). Foreign currency differences related to foreign operations are recognised in Other Comprehensive Income and accumulated in the Foreign Currency Translation Reserve.

When the Group disposes only part of its interest in a subsidiary that includes foreign operations while retaining control, the relevant proportion of the cumulative amount is re-attributed to non-controlling interest. If control is not retained, the cumulative amount is reclassified from Other Comprehensive Income to profit or loss as a reclassification adjustment.

4. INVESTMENT PROPERTY

Property, comprising both freehold and leasehold land and buildings, that is held for long-term rental yields or for capital appreciation or both, is classified as investment property. Investment property is recognised initially at cost, including transaction costs.

Borrowing costs incurred for the purpose of acquiring, developing or producing qualifying investment property are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or development is actively underway and cease once the asset is substantially complete, or suspended if the development of the asset is suspended.

After initial recognition, investment property is carried at fair value which is adjusted for the carrying values of allowance for future rental escalations, tenant installations and unamortised upfront lease costs which are recognised as separate assets, so that these separately recognised assets are not double counted. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods, such as recent prices on less active markets or discounted cash flow projections. Valuations are performed as at the financial position date by professional valuers who hold recognised and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. These valuations form the basis for the carrying amounts in the financial statements. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value.

MATERIAL ACCOUNTING POLICIES (continued)

4. INVESTMENT PROPERTY (continued)

Tenant installations and lease commissions are carried at cost less accumulated amortisation on a straight-line basis over the term of the lease.

Fair value measurement on property under development is only applied if the fair value is considered to be reliably measurable.

It may sometimes be difficult to reliably determine the fair value of the investment property under development. In order to evaluate whether the fair value of an investment property under development can be determined reliably, management considers the following factors, among others:

- The provisions of the development contract
- The stage of completion
- Whether the project/property is standard (typical for the market) or non-standard
- The level of reliability of cash inflows after completion
- The development risk specific to the property
- Past experience with similar developments

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in light of current market conditions. The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

The fair value of investment property does not reflect future capital expenditure that will improve or enhance the property and does not reflect the related future benefits from this future expenditure other than those a rational market participant would take into account when determining the value of the property.

Changes in fair values are recognised in the statement of comprehensive income. Gains or losses arising from changes in fair value, are included in net profit or loss for the period in which they arise. These gains or losses are transferred to non-distributable reserves in the statement of changes in equity.

Investment properties are derecognised either when they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal.

Where the Group disposes of a property at fair value in an arm's length transaction, the carrying value immediately prior to the sale is adjusted to the transaction price, and the adjustment is recorded in the statement of comprehensive income within net fair value gain on investment property.

5. INVENTORY

Inventories are stated at the lower of cost and net realisable value. Cost includes all expenses directly attributable to the development process as well as suitable capitalisable costs, including borrowing costs. Borrowing costs are capitalised while development is actively underway and cease once the asset is substantially complete. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

Transfers from investment properties to inventories occur when there is a change in intention regarding the use of the property from an intention to hold for rental income or capital appreciation purposes to an intention to develop and sell. The transfer price is recorded as the fair value of the property as at the date of transfer. Development activities will commence immediately after they transfer.

MATERIAL ACCOUNTING POLICIES (continued)

6. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at cost less accumulated depreciation/amortisation and any impairment losses.

Depreciation of an asset commences when the asset is available for use as intended by management. Depreciation is charged to write off the asset's carrying amount over its estimated useful life to its estimated residual value, using a method that best reflects the pattern in which the asset's economic benefits are consumed by the company.

Asset	Useful life	Accounting Policy
Computer equipment	3 years	Depreciation is charged so as to write off the cost less residual value of furniture and fittings and computer equipment over their estimated useful lives, using the straight-line method.
Furniture and fittings	6 years	
Solar system	5 years	
Computer software	5 years	Finite useful life and is subsequently amortised on a straight-line method over its estimated useful life.

7. FAIR VALUE MEASUREMENTS

The Group measures financial instruments such as derivatives and investment property at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group at the measurement date.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities, for which fair value is measured or disclosed in the financial statements, are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

MATERIAL ACCOUNTING POLICIES (continued)

8. FINANCIAL INSTRUMENTS

Classification

8.1. Initial recognition and measurement

The Group classifies its financial assets as financial assets at fair value through profit or loss and at amortised cost. Liabilities within the scope of IFRS 9 are classified as financial liabilities at fair value through profit or loss or financial liabilities at amortised cost, as appropriate. The Group determines the classification of its financial assets and liabilities at initial recognition. The classification of financial assets is based on the business model with which the Fund holds the respective assets, as well as application of the cashflow characteristics test.

8.2. Financial assets at amortised cost

Financial assets are held at amortised cost if the cashflows are solely payments of principal and interest, and interest is a consideration for the time value of money and credit risk only. Financial instruments with cash flows that are not solely payments of principle and interest are mandatorily classified at fair value through profit or loss. All equity instruments of the Group, within the scope of IFRS 9, are measured at fair value through profit or loss. The Group's financial instruments at amortised cost comprise of "accounts receivable", "loans receivable" and "cash and cash equivalents" in the statements of financial position. Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

8.3. Financial assets and liabilities at fair value through profit and loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or if the cash flows of the financial instruments are not solely payments of principal and interest (SPPI) and do not meet the requirements to be classified at amortised cost. Derivatives financial assets and liabilities are classified as financial assets and liabilities at fair value through profit and loss and comprise mainly interest-rate swaps, interest-rate caps, share options and forward foreign exchange contracts. The Group uses derivative financial instruments to hedge its exposure to interest-rate and foreign exchange rate risk arising from financing and investing activities (economic hedge). The Fund's policy requires the CEO and the Board of Directors to evaluate the information about these financial assets and liabilities on a fair value basis together with other related financial information. Financial assets at fair value through profit or loss are carried in the Statement of Financial Position at fair value with net changes in fair value recognised in the statement of profit or loss.

8.4 Loans receivable

Loans receivable are carried at amortised cost, less provisions made for irrecoverable amounts.

8.4. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. These are initially recorded at fair value and subsequently measured at amortised cost, using the effective interest method.

8.5. Trade and other receivables

Trade and other receivables are recognised at originated cost less an allowance for credit notes. The carrying amount of trade and other receivables is reduced by the impairment allowance using a lifetime expected credit loss (ECL) based on reasonable and supportable information that is available at the reporting date about past events, current conditions and a forecast of future economic conditions, taking into account an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes and the time value of money.

Changes in the carrying amount of the allowance account are written off against the allowance account, and the recovery of amounts, subsequent to being written off, are recognised in profit or loss.

MATERIAL ACCOUNTING POLICIES (continued)

8. FINANCIAL INSTRUMENTS (continued)

Classification (continued)

8.6. Financial liabilities

Financial liabilities are recognised when there is a contractual obligation to deliver cash or another financial asset, or to exchange financial instruments with another entity on potentially unfavourable terms. Financial liabilities consist of loans payable, and trade and other payables. Financial liabilities are initially recognised at cost, and subsequently measured at amortised cost using the effective interest method.

The Group obtains deposits from tenants as a guarantee for returning the property at the end of the lease term in a specified good condition or for the lease payments for a period ranging from one to 12 months. Such deposits are treated as financial liabilities at amortised cost and are included in accounts payable.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

8.7. Financial guarantees

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value. The fair value of a financial guarantee contract is the present value of the difference between the net contractual cash flows required under a debt instrument, and the net contractual cash flows that would have been required without the guarantee. The present value is calculated using a risk free rate of interest.

At the end of each subsequent reporting period financial guarantees are measured at the higher of:

- The amount of the loss allowance; and
- The amount initially recognised less cumulative amortisation, where appropriate.

The amount of the loss allowance at each subsequent reporting period initially is equal to 12-month expected credit losses. However, where there has been a significant increase in the risk that the specified debtor will default on the contract, the calculation is for lifetime expected credit losses.

Expected credit losses for a financial guarantee contract are the cash shortfalls adjusted by the risks that are specific to the cash flows.

Cash shortfalls are the difference between:

- The expected payments to reimburse the holder for a credit loss that it incurs; and
- Any amount that an entity expects to receive from the holder, the debtor or any other party.

MATERIAL ACCOUNTING POLICIES (continued)

8. FINANCIAL INSTRUMENTS (continued)

Classification (continued)

8.8. Impairment of Financial Assets

Lifetime expected credit losses are recognised for all financial assets at every reporting period for which there have been significant increases in credit risk since initial recognition, whether assessed on an individual or collective basis.

For certain categories of financial assets, such as loans receivable and trade and other receivables, assets are assessed for impairment on a collective basis, even if they were assessed not to be impaired individually, from initial recognition of the receivables on a collective basis.

Defaulting trade receivables are “non-performing” for more than 60 days.

The group’s write-off policy determines that a trade receivable and loan receivable be derecognised only if all avenues of recovery have been exhausted.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset’s carrying amount and the present value of estimated future cash flows, discounted at the financial asset’s original effective interest rate.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment, at the date the impairment is reversed, does not exceed what the amortised cost would have been had the impairment not been recognised.

8.9. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Statements of Financial Position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

9. PROVISIONS

Provisions for legal claims are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as finance cost.

Where the Group, as lessee, is contractually required to restore a leased property to an agreed condition prior to release by a lessor, provision is made for such costs as they are identified.

10. SHARE CAPITAL AND EQUITY

Shares are classified as equity when there is no obligation to transfer cash or other assets. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

MATERIAL ACCOUNTING POLICIES (continued)

11. CURRENT AND DEFERRED INCOME TAX

11.1. Current Income Tax

Income tax expense comprises current and deferred taxation. Income tax expense is recognised in profit or loss.

Current tax is the expected tax payable on taxable income, after deducting the qualifying distribution for the period of assessment, using tax rates that have been enacted or substantively enacted by the reporting date and includes adjustments for tax payable in respect of previous years. In accordance with the REIT status, dividends declared are treated as a qualifying distribution in terms of section 25BB of the Income Tax Act, No 58 of 1962 (as amended).

The distribution received is presented gross of withholding tax in the financial statements.

11.2. Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

11.3. Deferred taxation

Deferred income tax is provided for all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises:

- From the initial recognition of goodwill in a business combination;
- From the initial recognition of other assets and liabilities in a transaction which is not a business combination and affects neither accounting profit nor taxable income; or
- Differences related to investments in subsidiaries, joint ventures and associates, to the extent that it is probable that they will not reverse in the foreseeable future and the group is able to control the reversal.

No deferred tax was recognised on the fair value adjustments to investment property and investments in REITs. These assets are realised through sale and as such do not attract capital gains tax in terms of section 25BB of the Income Tax Act. Deferred tax is not recognised for temporary differences that will form part of future qualifying distributions.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability settled.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities and they relate to income tax levied by the same authority on the same taxable entity, or on different tax entities, but they intend to settle current tax assets and liabilities on a net basis or their tax assets and liabilities will be realised simultaneously.

MATERIAL ACCOUNTING POLICIES (continued)

12. REVENUE RECOGNITION

Revenue includes rental income from the listed property investment and operating cost recoveries from tenants, but excludes value added tax. Rental income from operating leases is recognised on a straight-line basis over the lease term. When the Group provides incentives to its tenants, the cost of incentives is recognised over the lease term, on a straight-line basis. The amount not yet recognised is capitalised as allowance for future rental escalations, which forms part of the value of investment property.

Castlevue acts as a principal on its own account when recovering operating costs from tenants.

Distribution income and dividend revenue received from listed property investments and subsidiaries is recognised when the unit holder's right to receive payment has been established.

13. DISTRIBUTIONS PAYABLE TO SHAREHOLDERS

The Group has an obligation to distribute the net amount available for distribution, to its shareholders.

Distributions payable are recognised as a liability once the amount for distribution has been determined and declared by the Board. Distributions exclude items arising as a result of:

- The unrealised fair value adjustments to investment properties
- The unrealised gains and losses in respect of the fair valuing of financial assets through profit and loss
- The income arising out of the straight-lining of lease income.

14. LEASES

Lessor accounting

The Group acts as a lessor over all its leases over its Investment Property. These leases are classified as operating leases at lease inception. The Group recognises lease payments received under an operating lease as income on a straight-line basis over the lease term as part of Gross Property Revenue.

The Group makes payments to agents for services in connection with negotiating lease contracts with the Group's lessees. The letting fees are capitalised to unamortised upfront lease costs and amortised over the lease term.

The Group did not need to make any adjustment to the accounting for assets held under operating leases as a result of the adoption of IFRS 16.

Lessee accounting

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is measured at the initial amount of the lease liability adjusted for any lease payments made in advance, plus any initial direct costs incurred less any lease incentives received. A right-of-use asset in relation to leased land is recognised as Investment Property and a right-of-use asset in relation to leased office space is recognised as Property, Plant and Equipment.

The right-of-use asset recognised as Property, Plant and Equipment is subsequently depreciated using the straight-line method from the commencement date of the lease to the earlier of the end of the useful life of the asset or the end of the lease term. Right-of-use asset recognised as Investment Property is subsequently measured at fair value.

The lease liability is initially measured at the present value of the future lease payments discounted using the interest rate implicit in the lease and if unavailable, the Group's incremental borrowing rate. Lease payments included in the measurement of the finance lease liability comprise:

- Fixed payments; and
- Variable lease payments dependent on an index or a rate, initially measured using the index or rate as at the lease commencement date.

The lease liability is subsequently measured at amortised cost using the effective interest rate method.

A remeasurement occurs when there is a change in the future lease cash flows arising from a change in the Group's assessment of whether it will exercise an extension or termination option or where variable payments become fixed. Where the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the underlying right-of-use asset.

MATERIAL ACCOUNTING POLICIES (continued)

15. INTEREST INCOME AND EXPENSE

Interest income and expense are recognised within “finance income” and “finance costs” in profit or loss using the effective interest rate method, except for borrowing costs relating to qualifying assets, which are capitalised as part of the cost of that asset. Interest income received from loans granted to equity-accounted entities is presented as part of income from equity-accounted investments.

The effective interest-rate method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts throughout the expected life of the financial instrument, or a shorter period where appropriate, to the net carrying amount of the financial asset or financial liability.

The calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

16. INVESTMENT PROPERTIES HELD-FOR-SALE

Investment properties are classified as held-for-sale when their carrying amount is to be recovered through a sale transaction and a sale is considered highly probable. Investment properties held-for-sale are measured at fair value.

Investment property classified as held-for-sale is measured in accordance with IAS 40 Investment property at fair value, with gains or losses on subsequent measurement being recognised in profit or loss.

17. EMPLOYEE BENEFITS

Short-term employee benefits

Salaries, paid annual leave and sick leave, bonuses and non-monetary benefits are recognised as employee benefit expense and accrued when the associated services are rendered by the employees of the Group.

Defined contribution plans

The defined contribution plan is a post-employment benefit plan under which the Group pays contributions to a separate entity and has no legal or constructive obligation to pay further amounts if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The contributions are recognised as an employee benefit expense when the related services have been rendered.

Short-term incentive

The Group recognises a liability and an expense for bonuses where contractually obliged or where there is a past practice that has created a constructive obligation.

The bonuses are based on the achievement of pre-set KPIs that takes into consideration the profit attributable to the Group's shareholders after certain adjustments.

18. BORROWING COSTS

Borrowing costs are recognised as an expense in the period in which they are incurred and are calculated using the effective interest method, except for borrowing costs relating to qualifying assets, which are capitalised as part of the cost of that asset.

MATERIAL ACCOUNTING POLICIES (continued)

19. EARNINGS, DISTRIBUTABLE EARNINGS AND DISTRIBUTION PER SHARE

Earnings per share

The group presents basic earnings per share and headline earnings per share for its shares.

Basic earnings per share is calculated by dividing the profit attributable to equity holders by the weighted average number of shares in issue during the year.

Headline earnings per share is calculated by dividing the headline earnings attributable to equity holders by the weighted average number of shares in issue during the period, in compliance with circular 1/2023 by The South African Institute of Chartered Accountants.

Distribution per share

Distribution per share is calculated by dividing the dividend declared by the board, by the total number of shares in issue at year end. Dividend distributions to the company's shareholders are recognised as a liability in the company financial statements in the year in which the dividends are approved by the company's directors.

20. NET ASSET VALUE PER SHARE

Net asset value per share is calculated by dividing the net assets by the total number of shares in issue at year end. Net assets comprise total assets less total liabilities, less equity attributable to non-controlling interests.

ANNEXURES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PROPERTY STATS

Sectoral Profile	Office	Retail	Industrial	Residential	Total
GLA	161 013	363 971	295 785	219 177	1 039 946
Vacancy sqm	17 533	16 708	1 973	9 917	46 131
Vacancy (%)	10.9%	4.6%	0.7%	4.5%	4.4%
Revenue (R'000s)	470 302	909 154	325 358	363 436	2 068 250
Avr Rental per sq	180.73	166.60	66.70	122.61	
Weighted Avr Esc (%)	6.6%	6.3%	6.6%	–	
Weighted Avr Annualised Property Yield (%)	6.4%	11.1%	11.3%	15.1%	

Lease Expiry Profile (% of Revenue)

Year 1	22.4%	42.8%	46.1%	100.0%	53.7%
Year 2	17.6%	17.8%	10.4%	–	11.9%
Year 3	18.3%	22.9%	19.0%	–	15.4%
Year 4 +	41.7%	16.5%	24.4%	–	19.0%
	100.0%	100.0%	100.0%	100.0%	100.0%

Lease Expiry Profile (% of GLA)

Year 1	32.3%	30.4%	45.9%	100.0%	49.2%
Year 2	15.3%	12.5%	9.4%	–	9.5%
Year 3	18.1%	19.1%	20.0%	–	15.3%
Year 4 +	34.4%	38.1%	24.7%	–	26.1%
	100.0%	100.0%	100.0%	100.0%	100.0%

Geographical Profile	GLA (sqm)	Revenue (R'000's)	GLA %	Revenue %
Gauteng and Mpumalanga	744 708	1 441 266	71.6%	69.7%
Western Cape	181 923	366 682	17.5%	17.7%
KwaZulu-Natal	52 629	139 363	5.1%	6.7%
Free State	21 159	43 971	2.0%	2.1%
Eastern Cape	29 690	58 482	2.9%	2.8%
North West	9 837	18 484	0.9%	0.9%
	1 039 946	2 068 250	100.0%	100.0%

Tenant Profile	Grade A	Grade B	Grade C	Total
% of GLA	60.3%	14.3%	25.5%	100.0%
% of revenue	63.1%	15.3%	21.6%	100.0%

- A Large international and national tenants, large listed tenants and government and major franchises.
 B Smaller international and national tenants, smaller listed tenants, smaller franchisees and medium to large professional firms.
 C Other local tenants and sole proprietors.

PROPERTY LISTING AS AT 31 MARCH 2024

(ALL PROPERTIES HAVE BEEN INDEPENDENTLY VALUED AS AT 31 MARCH 2024)

OFFICE

Property	Location	Province	Major tenants (GLA >500m ²)	GLA (m ²)	Weighted average gross rental R/m ²
100 on Armstrong	100 Armstrong Avenue, Forest Park, La Lucia Ridge, Durban	KwaZulu-Natal	CEG Accounting	2 871	168.98
2 Frosterley Park*	2 Frosterley Crescent, La Lucia Ridge, Umhlanga Rocks, Durban	KwaZulu-Natal	Outworx Contact Centre	2 312	180.73
80 Strand Street (50%)	80 Strand Street, Cape Town	Western Cape	We Work, Traffic	6 410	162.25
9 Long [^]	21 Riebeek Street, Cape Town	Western Cape	Department Of Public Works, National Debt Advisors	9 528	140.51
Albury Park [^]	Magalieszicht Avenue, Dunkeld West, Sandton	Gauteng	Network Space, Villioti Fashion Institute	8 212	106.29
Boundary Terraces [^]	1 Mariendahl Lane, Newlands, Cape Town	Western Cape	Professional Provident Society Investments, World Wide Fund For Nature (WWF), Savings and Investment Association	8 020	230.18
Chiappini House [^]	26 Chiappini Street, Cape Town	Western Cape	Sani, Anatomy Design Studio, Mckenzie Rudolphe Film Service, Tensai Property Services, Lagree South Africa	1 024	187.72
East Coast Radio House	314/7 Umhlanga Rocks Drive, Umhlanga Rocks, Durban	KwaZulu-Natal	Outworx Contact Centre, Kagiso Media	5 351	182.30
Epsom Downs Office Park	13 Sloane Street, Bryanston, Sandton	Gauteng	Red Brick Consulting, LNP Management, Special Olympics South Africa	9 491	116.68
Gateview	3 Sugar Close, Umhlanga, Durban	KwaZulu-Natal	Real Promotions, Avbob Mutual Assurance Society	2 801	161.91
Hamilton House [^]	30 Chiappini Street, Cape Town	Western Cape	Kids Living, Arealytics SA, Insight Actuaries and Consultants	3 247	170.41
Hyde Park Lane	Cnr Jan Smuts Avenue and William Nicol Drive, Hyde Park, Sandton	Gauteng	MECS Growth, Truffle Asset Management, The Financial Junction Investments	15 070	120.48
Knightsbridge Office Park	33 Sloane Street, Bryanston Ext 4	Gauteng	KFC, Southern Mapping, MAST Services, Verifone Africa, Landsdowne Property Management, Emira Property Fund, Gold One Management Services, Shop2shop, KID Group, Kathea Communications, Catering Edge	16 488	210.93

PROPERTY LISTING AS AT 31 MARCH 2024 (continued)

(ALL PROPERTIES HAVE BEEN INDEPENDENTLY VALUED AS AT 31 MARCH 2024)

OFFICE (continued)

Property	Location	Province	Major tenants (GLA >500m ²)	GLA (m ²)	Weighted average gross rental R/m ^{2†}
Lone Creek	21 Mac Mac Road and Howick Close, Waterfall Park, Midrand	Gauteng	Cement and Concrete SA	5 386	127.42
Menlyn Corporate Park	Cnr Corobay Avenue and Garsfontein Road, Menlyn, Pretoria	Gauteng	King Price Insurance Company, South African Local Government Association, BVI Consulting Engineers, Feenstra Group	26 905	232.22
Newlands Terraces [^]	8 Boundary Road, Newlands, Cape Town	Western Cape	CCI South Africa	4 531	140.74
Podium at Menlyn	43 Ingersol Road, Lynnwood Glen, Pretoria	Gauteng	Old Mutual Life Assurance, Numolux Group	9 179	169.19
Summit Place – Buildings A, C, D, E (50%)	Cnr of Garsfontein Road and N1 Freeway, Menlyn Pretoria	Gauteng	Assupol Life, SNG Grant Thornton, Planet Fitness, BDO South Africa, Tsihlas Management, Aselsan Elektronik, Advtech Resourcing	12 900	238.50
The View – Tygervalley [^]	43 Old Oak Road, Bellville, Cape Town	Western Cape	Intercare, Tiervlei Trial Centre, Clicks	6 448	203.93
Waterside Place [^]	Waterside Place, South Gate Tyger Waterfront, Carl Cronje Drive, Bellville, Cape Town	Western Cape	AECOM, Tribugenix, Moov Fuel	4 840	152.19
Subtotal Office				161 013	180.73

[†] Excluding vacancies, parking, storerooms, kiosks, ATMs.

^{*} Single tenant, therefore the weighted average gross rental across Emira's office sector has been used – R180.73/m².

[^] Held-for-sale. Note only Albury Park buildings 5 and 8 are held for sale.

PROPERTY LISTING AS AT 31 MARCH 2024 (continued)

(ALL PROPERTIES HAVE BEEN INDEPENDENTLY VALUED AS AT 31 MARCH 2024)

URBAN RETAIL

Property	Location	Province	Major tenants (GLA >500m ²)	GLA (m ²)	Weighted average gross rental R/m ²
Ben Fleur Shopping Centre	Da Vinci Street, Emalahleni	Mpumalanga	Checkers, Woolworths, Spur, Pick n Pay Clothing	10 385	193.00
Boskruin Shopping Centre	Cnr of President Fouché and Hawken Avenue, Bromhof, Johannesburg	Gauteng	Woolworths, Dis-Chem	7 168	193.50
Gateway Centre	1319 Pretoria Street, Hatfield, Pretoria	Gauteng	Hatfield Liquor	1 792	190.48
Granada Square	16 Chartwell Drive, Umhlanga Rocks, Durban	KwaZulu-Natal	Create Ceramics, Capsicum Culinary Studio	7 215	210.22
Kramerville Corner	16 Desmond Street, Eastgate, Kramerville, Sandton	Gauteng	U & G Fabrics, @Home living space, Bravo Brands, House and Haven, Luxen home, Casa Italia Interiors, Design Plus Interiors, Daskasas, Womag, Rawlins Wales, Incanda leather furniture, AJ5D Projects.	18 348	131.39
Makro* [^]	15 Hanover Street, Selby, Johannesburg	Gauteng	Makro	18 956	164.89
Market Square [^]	Beacon Way, Plettenberg Bay	Western Cape	Pick n Pay, Woolworths, Clicks, Pick n Pay Clothing, Jack's Paint, Mr Price, Ackermans	14 848	157.36
Mitchells Plain	Town Centre Mitchells Plain	Western Cape	Shoprite, Western Cape Community Education and Training College, Victory Outreach International Church of Cape Town	19 572	127.27
Park Boulevard [^]	11 Brownsdrift Road, Riverside, Durban North	KwaZulu-Natal	Spar, KTM	5 357	142.67
Parklands Health Centre [^]	11 Village Walk, Cnr Link and Park Road, Table View, Cape Town	Western Cape	Intercare	2 487	205.65
Quagga Centre	Cnr Court and Quagga Streets, Pretoria West	Gauteng	Shoprite Checkers, Pick n Pay, Woolworths, Absa Bank, Mr Price, Clicks, Bradlows and Sleep Masters, Ackermans, Jet, Pep, Jam Clothing, Mattress and Couch Concept, Pick n Pay Clothing	29 393	151.41
Randridge Mall	Cnr John Vorster Drive and Kayburne Road, Randpark Ridge	Gauteng	Pick n Pay, Woolworths, Dis-Chem, Health-Worx Medical Centre, FirstRand Bank, Mr Price Apparel, Pick n Pay Clothing, Ackermans	22 289	165.64
Southern Sentrum	Benade Drive, Fichardt Park, Bloemfontein	Free State	Pick n Pay, Shell, Clicks	21 159	130.35
Springfield Retail Centre [^]	2 Ilala Avenue, Springfield Park, Durban	KwaZulu-Natal	Food Lovers Market, West Pack, HiFi Corp, Coricraft, Baby City, Outdoor Warehouse, Ted's Home Store, Voples, Toyzone, Su Casa, The Bed Shop	17 325	174.38
Summit Place – Building G1 (50%)	Cnr Garsfontein Road and N1 Freeway, Menlyn Pretoria	Gauteng	Jaguar Land Rover	2 484	209.09

PROPERTY LISTING AS AT 31 MARCH 2024 (continued)

(ALL PROPERTIES HAVE BEEN INDEPENDENTLY VALUED AS AT 31 MARCH 2024)

URBAN RETAIL (continued)

Property	Location	Province	Major tenants (GLA >500m ²)	GLA (m ²)	Weighted average gross rental R/m ^{2†}
The Tramshed	288 Van der Walt Street, Pretoria	Gauteng	Pick n Pay, Virgin Active, Department of Justice and Constitutional, Intercare, Fashion Fusion	12 859	125.98
Wonderpark	Cnr Old Brits Road and Heinrich Avenue, Karenpark, Pretoria	Gauteng	Pick n Pay Hypermarket, Game Stores, Checkers, Woolworths, Edgars, Virgin Active, Astron Energy, Builders Express, Ster Kinekor, Truworths, Mr Price Apparel, West Pack Lifestyle, Dis-Chem, Ackermans, HiFi Corporation, OBC Meat & Chicken, Standard Bank, Jet, Foschini, Clicks, Mr Price Home, Toys R Us, The Hub, Adidas, Tiger Wheel & Tyre, Parrots, Rochester, Mr Price Sport, Pep, Identity, ABSA Bank, Gelmar	91 038	186.25
Willowbridge Shopping Centre (25%)	39 Carl Cronje Drive, Tyger Valley	Western Cape	Pick n Pay, Woolworths, Regus, Foschini, Die Bron Church, Dis-Chem, Zone Fitness, Tiger Wheel and Tyre, De Jagers, Footgear, Harley Davidson, Pick n Pay Clothing	7 020	186.68
Klerksdorp Pick n Pay (50%)	Cnr Tom Avenue, Buffelsdoorn Rd, Klerksdorp, 2571	North West	Pick n Pay Hypermarket, Crazy Plastics, Standard Bank, FNB, Ackermans	9 837	107.48
Bougainville Shopping Centre [^]	638 Redelinghuys Street, Daspoort, Pretoria	Gauteng	Shoprite, Bougainville Hospital	11 412	109.76
Pier 14 Shopping Centre	Goven Mbeki Road, Port Elizabeth	Eastern Cape	Shoprite, Excess Storage, Department of Mineral Resources, E-Max Home, PSIRA, OK Furniture, Cash Crusaders, Mr Price, Ackermans, Clicks, Foschini, Pep	29 690	124.87
Cravenby Shopping Centre	Connaught Road, Cravenby, Cape Town	Western Cape	Shoprite	3 067	128.43
Subtotal Retail				363 971	

[†] Excluding vacancies, parking, storerooms, kiosks, ATMs.

^{*} Single tenant, therefore the weighted average gross rental across Emira's urban retail sector has been used - R164.89/m².

[^] Held-for-sale.

PROPERTY LISTING AS AT 31 MARCH 2024 (continued)

(ALL PROPERTIES HAVE BEEN INDEPENDENTLY VALUED AS AT 31 MARCH 2024)

INDUSTRIAL

Property	Location	Province	Major tenants (GLA >500m ²)	GLA (m ²)	Weighted average gross rental R/m ²
1 Medical Road*	1 Medical Road, Randjiespark Ext 41, Midrand	Gauteng	iMvula Healthcare Logistics	3 489	63.92
14-16 Boston Circle**^	14-16 Boston Circle, Airport Industria, Cape Town	Western Cape	Bidvest Data	7 899	63.92
20 Anvil Road*	20 Anvil Road, Isando, Kempton Park	Gauteng	Little Green Beverages	12 250	63.92
Admiral House	151 Lechwe Street, Corporate Park South, Randjiespark Ext 7, Midrand	Gauteng	NUR Manufacturers, Zone Offroad Products, SA Van Conversions	4 460	65.50
Aeroport (12/14 Winnipeg Avenue)^	12-14 Winnipeg Avenue, Aeroport, Kempton Park	Gauteng	AMT Composites, Milian Inks, All Parts, Garacor, Netfreight	1 640	61.44
Aeroport (34/36 Director Road)^	34-36 Director Road, Aeroport, Spartan, Kempton Park	Gauteng	Renttech South Africa, Bearing Man	1 715	64.80
Aeroport (96 Loper Road)*	96 Loper Avenue, Spartan Ext 2, Kempton Park	Gauteng	Takraf South Africa	3 966	63.92
Aeroport (98 Loper Road)**^	98 Loper Avenue, Spartan Ext 2, Kempton Park	Gauteng	DN Freight	1 672	63.92
Cambridge Park	22 Witkoppen Road, Paulshof	Gauteng	I-Tech, Puma, Zulzi OnDemand, Takealot	11 985	79.68
CEVA Midrand*	Cnr 16th and Douglas Roads, Randjiespark, Midrand	Gauteng	Ceva Animal Health	2 781	63.92
Corporate Park (82 Lechwe)	82 Lechwe Street, Sage Corporate Park, Randjiespark Ext 70, Midrand	Gauteng	Maxxis Tyres South Africa, Creative Sweets Distributors, IQ Import and Export, RJR Amazon Trading	6 523	63.04
Denver Warehouse*	Cnr Mimetes Rd and Kruger St, Denver, Johannesburg	Gauteng	Foodserv Solutions	9 752	63.92
Evapco*	Cnr Quality and Barlow Streets, Isando, Johannesburg	Gauteng	Evapco SA	5 715	63.92
Freeway Park^	Cnr Berkley and Upper Camp Roads, Ndabeni, Maitland, Cape Town	Western Cape	Torga Optical, AMT Composites	7 753	102.56
Greenfields	1451 Chris Hani Road, Redhill, Durban	KwaZulu-Natal	Unlimited Building Supplies SA, The Creativity Lab, Wholesale Motor Glass, Greenwest Investments, Nyakatho Plumbing and Hardware Supplies, AST Safetyware, KNA Logistics	9 398	97.71
HBP Commercial unit**^	36 Park Avenue North, Rooihuiskraal, Centurion, Pretoria	Gauteng	Sperosens	2 429	63.92

PROPERTY LISTING AS AT 31 MARCH 2024 (continued)

(ALL PROPERTIES HAVE BEEN INDEPENDENTLY VALUED AS AT 31 MARCH 2024)

INDUSTRIAL (continued)

Property	Location	Province	Major tenants (GLA >500m ²)	GLA (m ²)	Weighted average gross rental R/m ²
HBP Industrial units	95 Park Avenue North, Rooihuiskraal, Centurion, Pretoria	Gauteng	Play Town, Productive Systems, Ceramic World, Stiles	7 292	70.98
Industrial Village Jet Park	Cnr Kelly and Estee Ackerman Roads, Jet Park	Gauteng	BT Industries, Seals Galore, Manuel Adelino De Atouguia, Wits Health Consortium, GIF Products, Bundu Power, Golf Car Battery Supplies, Union-Swiss	11 613	58.51
Industrial Village Kya Sands	Cnr Elsecar and Barnie Streets, Kya Sands Ext 2	Gauteng	Redline Logistics Project Management, Rain events and Production, Label-IT Packaging, RAD Business Solutions, Orange Arrow Trading, Satiana Trading, Complex Brands, Maxicool Refrigeration, Cosmic Industrial Supplies, T&R Design, Glalco, Ecozyme Eco Friendly Cleaning Chemicals, Voyager Computers, African Bank, DEMCO Technologies, Impression Management.	16 659	49.06
Industrial Village Rustivia	6 Rover Street, Elandsfontein, Germiston	Gauteng	Turbofluid, Motif Furniture Creations, Stanley Basson Stanley Logistics, Ekasie Couriers	9 851	48.34
Kyalami Business Park (RS Components)	20 Indianapolis Crescent, Kyalami Park, Midrand	Gauteng	RS Components SA, Driverite	3 856	68.08
Midline Business Park	Cnr Richards Drive and Le Roux Road, Midrand	Gauteng	Coated Fabric, Igus, Slo-jo Trading	11 870	66.82
Midrand (918 Morkels Close)	918 Morkels Close, Halfway House, Midrand	Gauteng	TCS John Huxley Africa, The Mattress Warehouse	2 449	77.94
Mitek South Africa*	754 16th Road, Randjiespark, Midrand	Gauteng	Mitek Industries	6 604	63.92
Northpoint Industrial Park [^]	Capricorn Way, Brackenfell South	Western Cape	Auto and Truck Tyres, ABB South Africa, IFCO Systems, Emmay Commodities, Rapple Logistics and Engineering, Pepkor Speciality, Van Schaik Book Store, Storage King, Incomati Warehousing and Distribution	16 415	81.44
One Highveld	5 Bellingham Street, Centurion, Pretoria	Gauteng	Llyod Pearce Media Agency, AtPhoto Professional Imaging, Sipevents	6 301	83.61
RTT Acsa Park & RTT Continental*	Cnr Springbok and Jones Streets, Bardene, Jet Park	Gauteng	RTT Group	59 594	63.92
Steelpark Industrial Park [^]	Symphony Park, Modderdam road, Bellville-South, Cape Town	Western Cape	Easylife Kitchens, Screamer Electronic Services, Nautilus Pharma, Yokohama TWS South Africa, Zamans Import and Export Services, Smart Cape Cash and Carry, Moonlight Fashion	9 362	54.34

PROPERTY LISTING AS AT 31 MARCH 2024 (continued)

(ALL PROPERTIES HAVE BEEN INDEPENDENTLY VALUED AS AT 31 MARCH 2024)

INDUSTRIAL (continued)

Property	Location	Province	Major tenants (GLA >500m ²)	GLA (m ²)	Weighted average gross rental R/m ^{2†}
Technohub	Roan Crescent, Corporate Park North, Midrand	Gauteng	Kawari Wholesalers, Firmenich Production, Vodacom	15 273	75.12
The Studios Atlas Gardens [^]	Atlas Gardens, Potsmandam Road, Durbanville, Cape Town	Western Cape	Hardware Initiative, Zaprint, JT Online, Livance Cape, Kilowatt Audio Visual, Eaton Electric, AEON Trading and Sourcing, Coretec Composites.	9 301	72.16
V-Tech*	Cnr Douglas Road and Old Pretoria Road, Randjiespark, Midrand	Gauteng	V-Tech	2 533	63.92
Wadeville Industrial Village	6 Crocker Road, Wadeville, Germiston	Gauteng	Entech Consulting, GZ Industries, Demaco Engineering, Request a Render, Klinger, Commercial Repairs and Components, Lazwi Engineering, A and H Installations, Corner Star, Plastix Engineering	13 384	46.55
Subtotal Industrial				295 784	66.70

[†] Excluding vacancies, parking, store rooms, kiosks, ATMs.

* Single tenant, weighted average for the industrial sector – R63.92/m².

[^] Held-for-sale.

VACANT LAND

Property	Location	Province	GLA (m ²)
1 West Land	West Street, Centurion	Gauteng	
Quagga Land	Cnr Court and Quagga Streets, Pretoria West	Gauteng	
Randjespark Land	Corner Douglas Road & Old Pretoria Road, Randjiespark, Midrand	Gauteng	
Total Direct Local Investment properties			808 374

PROPERTY LISTING AS AT 31 MARCH 2024 (continued)

(ALL PROPERTIES HAVE BEEN INDEPENDENTLY VALUED AS AT 31 MARCH 2024)

RESIDENTIAL

Property Name	Physical address and province	Total GLA	Total number of units
67 on 7th [^]	67 Seventh Avenue, Edenvale, Gauteng	7 596	149
Alpine Mews	72 Forest Road, Eersterivier, Western Cape	4 005	90
Birchwood Village [^]	Corner of Cedar Road and 3rd Street, Chartwell, Gauteng	8 046	104
Ekhaya Fleurhof	40 Salinga Crescent, Fleurhof Ext 3, Gauteng	6 642	162
Ekhaya Jabulani	2342 Dikgathlehong Street, Jabulani, Gauteng	10 004	244
Jackalberry Close [^]	23 Sydney Road, Jansen Park, Gauteng	9 454	185
Kensington Place	26 Dover Street, Ferndale, Gauteng	2 374	56
Molware	Corner Rietspruit Road & Morithi Street, Kosmosdal, Gauteng	12 248	252
Parklands [^]	Along Southwark & Dartford Street, Parklands, Western Cape	9 018	167
Protea Glen	Kganwe Street, Protea Glen, Ext 11, Soweto	8 480	176
Silverleaf Estate [^]	649 Krige Street, Silverton, Gauteng	2 089	31
Southgate Ridge	5 Duin Place, Naturena, Gauteng	21 972	412
Terenure Estate	Corner Oranjerivier & Bergrivier drive, Terenure Ext 70, Gauteng	21 225	350
Theresa Park Estates	60 Burning Bush Street, Theresa Park Ext 45, Gauteng	12 432	242
Tradewinds	255 Kent Avenue, Ferndale, Gauteng	3 730	85
Urban Ridge West	At 81 Fifth Road, Midrand, Gauteng	14 907	260
Urban Ridge East	At 77 Fifth Road, Midrand, Gauteng	10 140	198
Urban Ridge South	At the corner of Smuts Drive and 3rd Road, Midrand, Gauteng	12 472	232
Stoneleigh	Cnr Winterhoek drive and, Drakensberg Ave, Brakpan, Gauteng	12 457	189

PROPERTY LISTING AS AT 31 MARCH 2024 (continued)

(ALL PROPERTIES HAVE BEEN INDEPENDENTLY VALUED AS AT 31 MARCH 2024)

RESIDENTIAL (continued)

Property Name	Physical address and province	Total GLA	Total number of units
The Block [^]	Bester Rd, Unclear, Cape Town, Western Cape	5 903	132
The Bolton [^]	Cnr Baker Street and Sturdee Avenue, Rosebank	3 028	59
Essenhout Plein, Langeberg Heights	Langeberg Glen, Kraaifontein, 7570	3 950	188
Nightingdale, Kuilsriver	Robin Road, Kraaifontein, 7570	1 534	176
Aurora Sands, Muizenburg	C/o and, St Georges St & St Davids St, Muizenberg, Cape Town, 7495	1 144	76
Sunrise Villas, Muizenburg	11 St Davis Street, Muizenberg, Cape Town, 7495	2 268	412
Cherrywood Estate, Durbanville	Marimba Street, Sonstraal Heights, Durbanville, 7550	3 770	13
Tuscan Park Villas, Tyger Valley	2 O'kenedy Street, Belville, Cape Town, 7530	1 519	350
Glen Valley, Strand	Newton Drive, Strand, 7140	2 140	242
Heritage Villas, Somerset West	Hazelden Drive, Heritage Park, Somerset West, 7130	1 030	85
Fynbos 2	Basuto st, Kraaifontein, 7570	3 600	60
Total		219 177	6 979

[^] Held-for-sale.

ADOPTION OF BEST PRACTICE RECOMMENDATIONS

The principles encompassed in the calculations below are aligned with the best practice recommendations (“BPR”) by the SA REIT Association published in 2019 and do not comply with IFRS. The BPR is effective for financials year-ends commencing on or after 1 January 2020.

RECONCILIATION BETWEEN EARNINGS AND DISTRIBUTABLE EARNINGS

The group has established strict guidelines regarding its distribution policy to ensure that the distributable earnings is a fair reflection of sustainable earnings. This comprises property-related income net of property-related expenditure, interest expense and administrative costs.

The specific adjustments are detailed in the statement of funds from operations below. All of these adjustments are derived from the face of the statement of comprehensive income presented and the accompanying notes to the financial statements.

Figures in Rands Thousands	12 months to 31 March 2024	6 months to 30 September 2023
SA REIT Funds from Operations (SA REIT FFO) per share		
Profit or (loss) per IFRS Statement of Comprehensive Income attributable to the parent	64 907	(141 683)
Adjusted for:		
Accounting/specific adjustments		
Fair value adjustments to:	(381 475)	(91 737)
- Investment property	(378 706)	(91 601)
- Debt and equity instruments held at fair value through profit or loss	(2 769)	(136)
Net loss on disposal of equity-accounted investment	21 780	38 419
Expected credit loss allowance on loans receivable	300 698	267 902
Depreciation and amortisation	11 343	4 398
Deferred tax movement recognised in profit or loss	(11 668)	335
Straight-lining operating lease adjustment	(9 748)	(3 821)
Transaction costs expensed in accounting for a business combination	6 043	5 784
Adjustments to dividends received from equity interest held	(19 143)	(7 806)
Foreign exchange and hedging items:	131 591	98 585
Fair value adjustments on derivative financial instruments employed solely for hedging purposes	102 424	71 206
Foreign exchange gains or losses relating to capital items – realised and unrealised	29 167	27 379
Other adjustments	224 799	16 106
Adjustments made for equity-accounted entities	226 712	85 976
Non-controlling interest in respect of the above adjustments	(1 913)	(69 870)
SA REIT FFO	339 128	186 482
Number of shares outstanding at end of period (net of treasury shares)	984 411 189	984 411 189
SA REIT FFO per share (cents)	34.450	18.944
Dividend per share (cents)	52.823	10.676

ADOPTION OF BEST PRACTICE RECOMMENDATIONS (continued)

Figures in Rands Thousands		31 March 2024	31 March 2023
SA REIT Net Asset Value (SA REIT NAV)			
Reported NAV attributable to the parent		8 559 732	8 367 674
Adjustments:			
Dividend to be declared		(520 000)	(157 389)
Fair value of certain derivative financial instruments		(30 916)	(27 580)
Deferred tax		(202 541)	(190 869)
SA REIT NAV	A	7 806 279	7 991 836
Shares outstanding			
Number of shares in issue at period end (net of treasury shares)		984 411 189	978 238 349
Effect of dilutive instruments (options, convertibles and equity interests)		-	6 172 840
Dilutive number of shares in issue	B	984 411 189	984 411 189
SA REIT NAV per share	(A/B)	7.93	8.12
SA REIT cost-to-income ratio			
<i>Expenses</i>			
Operating expenses per IFRS income statement (includes municipal expenses)		938 608	537 748
Administrative expenses per IFRS income statement		170 879	115 679
Exclude:			
Depreciation expense in relation to fixed assets of an administrative nature		(1 368)	843
Operating costs	A	1 108 119	654 270
<i>Rental income</i>			
Contractual rental income per IFRS income statement (excluding straight-lining)		1 516 751	888 700
Utility and operating recoveries per IFRS income statement		550 548	307 055
Gross rental income	B	2 067 299	1 195 755
SA REIT cost -to-income ratio	(A/B)	53.4%	54.7%
SA REIT administrative cost-to-income ratio			
<i>Expenses</i>			
Administrative expenses as per IFRS income statement	A	170 879	115 679
<i>Rental Income</i>			
Contractual rental income per IFRS income statement (excluding straight-lining)		1 516 751	888 700
Utility and operating recoveries per IFRS income statement		550 548	307 055
Gross rental income	B	2 067 299	1 195 755
SA REIT administrative cost-to-income ratio	A/B	8.3%	9.7%

ADOPTION OF BEST PRACTICE RECOMMENDATIONS (continued)

Figures in Rands Thousands		31 March 2024	31 March 2023
SA REIT GLA vacancy rate			
Gross lettable area of vacant space (sqm)	A	46 131	47 780
Gross lettable area of total property portfolio (sqm)	B	1 039 946	1 084 842
SA REIT GLA vacancy rate	(A/B)	4.4%	4.4%
SA REIT loan-to-value			
Gross Debt		10 490 208	10 557 253
<i>Less:</i>			
Cash and cash equivalents		(256 189)	(201 003)
<i>Add:</i>			
Derivative financial instruments		195 328	191 475
Net Debt	A	10 429 347	10 547 725
Total assets - per Statement of Financial Position		21 805 224	22 069 148
<i>Less:</i>			
Cash and cash equivalents		(256 189)	(201 003)
Trade and other receivables		(160 642)	(169 509)
Derivative financial assets		(75 717)	(88 369)
Carrying amount of property - related assets	B	21 312 676	21 610 267
SA REIT loan- to-value ("SA REIT LTV")	A/B	48.9%	48.8%
SA REIT COST OF DEBT			
Floating reference rate plus weighted average margin		10.37%	11.48%
Weighted average fixed rate		6.00%	6.00%
Pre-adjusted weighted average cost of debt		9.71%	10.72%
<i>Adjustments:</i>			
Impact of interest rate derivatives		(0.40%)	(0.74%)
Impact of cross currency interest rate swaps		(0.58%)	(1.47%)
Amortised transaction costs imputed in the effective interest rate		0.06%	0.10%
SA REIT all-in weighted average cost of debt		8.79%	8.62%

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Castleview Property Fund Limited

(Incorporated in the Republic of South Africa)

(Registration number 2017/290413/06)

JSE share code: CVW ISIN: ZAE000251633

(Approved as a REIT by the JSE)

("Castleview" or "the company" or "the group")

Notice is hereby given that the annual general meeting of shareholders of Castleview will take place at the offices of the Company, 13 Hudson Street, De Waterkant, Cape Town, 8001 on Wednesday, 28 August 2024 at 12:00 ("the annual general meeting") for the purposes of:

- presenting of the audited consolidated financial statements of the company and the group, including the reports of the directors, the social and ethics committee and the audit and risk committee, for the period ended 31 March 2024;
- transacting any other business as may be transacted at an annual general meeting of shareholders of a company, including the reappointment of the auditors and the re-election of retiring directors; and
- considering and, if deemed fit, adopting, with or without modification, the special and ordinary resolutions set out below:

Important dates

2024

Record date for purposes of receiving this notice:	Friday, 21 June
Last day to trade in order to be eligible to participate in and vote at the annual general meeting:	Tuesday, 13 August
Record date for purposes of voting at the meeting ("voting record date"):	Friday, 16 August
Annual general meeting held at 12:00 on:	Wednesday, 28 August
Results of annual general meeting released on SENS on:	Wednesday, 28 August

Kindly note that in terms of section 62(3)(e) of the Companies Act, No. 71 of 2008 ("the Companies Act"):

- a shareholder entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend, participate in and vote at the meeting in the place of the shareholder;
- a proxy need not also be a shareholder of the company;
- meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in the annual general meeting; and
- the chairperson must be reasonably satisfied that the right of any person to participate in and vote (whether as a shareholder or as a proxy for a shareholder) has been reasonably verified.

Forms of identification include valid identity documents, drivers' licences and passports.

1. ORDINARY RESOLUTION NUMBER 1: RE-ELECTION OF ASHRAF MOHAMED AS A DIRECTOR

Mr Ashraf Mohamed retires by rotation and, being eligible, offers himself for re-election as a non-executive director of the company.

"Resolved that the re-election of Mr Ashraf Mohamed as non-executive director to the company be confirmed."

An abridged curriculum vitae is included on page 5 of the integrated annual report of which this notice forms part.

The board of directors has considered the past performance and contribution to the company of Mr Ashraf Mohamed and recommends that he be re-elected as a director of the company.

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

2. ORDINARY RESOLUTION NUMBER 2: RE-ELECTION OF AVESH PADAYACHEE AS A DIRECTOR

Mr Avesh Padayachee retires by rotation and, being eligible, offers himself for re-election as a non-executive director of the company.

"Resolved that the re-election of Mr Avesh Padayachee as non-executive director to the company be confirmed."

An abridged curriculum vitae is included on page 5 of the integrated annual report of which this notice forms part.

The board of directors has considered the past performance and contribution to the company of Mr Avesh Padayachee and recommends that he be re-elected as a director of the company.

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS (continued)

3. ORDINARY RESOLUTION NUMBERS 3.1 TO 3.3: RE-APPOINTMENT OF MEMBERS OF THE AUDIT AND RISK COMMITTEE

3.1 Ordinary resolution number 3.1

Re-appointment of Mr Gregory Bayly as a member of the audit and risk committee

“Resolved that in terms of section 94(2) of the Companies Act to appoint Mr Gregg Bayly as a member of the audit and risk committee.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

3.2 Ordinary resolution number 3.2

Re-appointment of Mr Ashraf Mohamed as a member of the audit and risk committee

“Resolved that in terms of section 94(2) of the Companies Act, but subject to passing of resolution number 1, to appoint Mr Ashraf Mohamed as a member of the audit and risk committee.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

3.3 Ordinary resolution number 3.3

Re-appointment of Mr Avesh Padayachee as a member of the audit and risk committee

“Resolved that in terms of section 94(2) of the Companies Act, but subject to passing of resolution number 2, to appoint Mr Avesh Padayachee as a member of the audit and risk committee.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

4. ORDINARY RESOLUTION NUMBER 4: APPOINTMENT OF AUDITORS

“Resolved that RSM South Africa Inc., together with Mr Mauricio De Faria, being the designated audit partner, be appointed as the auditors of the company.”

The audit and risk committee has nominated for appointment as auditors of the company under section 90 of the Companies Act, RSM South Africa Inc. In accordance with paragraph 3.84(g)(ii) of the JSE Listings Requirements, the audit and risk committee further confirms that it has assessed the suitability of the appointment of RSM South Africa Inc. and Mr Mauricio De Faria.

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS (continued)

5. ORDINARY RESOLUTION NUMBER 5: GENERAL AUTHORITY TO ISSUE SHARES FOR CASH

"Resolved that the directors of the company be and are hereby authorised by way of a general authority to issue shares in the capital of the company for cash, as and when they in their discretion deem fit, subject to the Companies Act, the Memorandum of Incorporation of the company, the JSE Listings Requirements, and the following limitations, namely that:

- a. the shares which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such options, securities or rights that are convertible into a class already in issue;
- b. any such issue will be made to "public shareholders" and not "related parties", as defined in the JSE Listings Requirements provided that if the company undertakes an equity raise via a bookbuild process, shares may be allotted and issued to "related parties" on the basis that such "related parties" may only participate in the equity raise at the maximum bid price at which they are prepared to take-up shares or at the book close price in accordance with the provisions contained in paragraph 5.52(f) of the JSE Listings Requirements;
- c. the total aggregate number of shares which may be issued for cash in terms of this authority may not exceed 98 441 118 shares, being 10% (ten percent) of the company's issued shares as at the date of notice of this annual general meeting. Accordingly, any shares issued under this authority prior to this authority lapsing shall be deducted from the 98 441 118 shares the company is authorised to issue in terms of this authority for the purpose of determining the remaining number of shares that may be issued in terms of this authority;
- d. in the event of a sub-division or consolidation of shares prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;
- e. this authority shall be valid until the company's next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date that this authority is given;
- f. an announcement containing full details of the issue, including the number of shares issued, the average discount to the weighted average traded price of the shares over the 30 (thirty) days prior to the date that the issue is agreed in writing and an explanation, including supporting documentation (if any), of the intended use of the funds will be published at the time of any issue representing, on a cumulative basis within 1 (one) financial year, 5% (five percent) of the number of shares in issue prior to the issue; and
- g. in determining the price at which an issue of shares may be made in terms of this authority, the maximum discount permitted will be 10% (ten percent) of the weighted average traded price on the JSE of those shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed to by the directors of the company."

For the avoidance of doubt, all issues of shares for cash and all issues of options and convertible securities granted or issued for cash must, in addition to foregoing provisions, be in accordance with the JSE Listings Requirements.

In order for ordinary resolution number 6 to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution in accordance with the JSE Listings Requirements.

6. ORDINARY RESOLUTION NUMBER 6: SPECIFIC AUTHORITY TO ISSUE SHARES PURSUANT TO A REINVESTMENT OPTION

"Resolved that, in addition to the authority set out in ordinary resolution number 5 (and irrespective of whether ordinary resolution number 5 is passed or not) and subject to the provisions of the Companies Act, the company's Memorandum of Incorporation and JSE Listings Requirements, the directors be and are hereby authorised by way of a specific standing authority to allot and issue shares, as and when they deem appropriate, for the exclusive purpose of affording shareholders opportunities from time to time to elect to reinvest their distributions in new shares of the company pursuant to a reinvestment option."

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS (continued)

7. NON-BINDING ADVISORY RESOLUTION NUMBER 1: ENDORSEMENT OF REMUNERATION POLICY

“Resolved by way of a non-binding advisory vote, that the remuneration policy of the company as set out in the 2024 Integrated Report be approved.”

In terms of King IV Report on Corporate Governance™ (“King IV™”) and the JSE Listings Requirements, an advisory vote should be obtained from shareholders on the company’s remuneration policy. The vote allows shareholders to express their views on the remuneration policy adopted, but will not be binding on the company. The remuneration policy is included in the Remuneration Report on page 16 of the integrated annual report of which this notice forms part.

8. NON-BINDING ADVISORY RESOLUTION NUMBER 2: ENDORSEMENT OF REMUNERATION IMPLEMENTATION REPORT

“Resolved by way of a non-binding advisory vote, that the remuneration implementation report in respect of the remuneration policy as set out in the 2024 Integrated Report be approved.”

In terms of King IV™ and the JSE Listings Requirements, an advisory vote should be obtained from shareholders on the implementation report of the company’s remuneration policy. The vote allows shareholders to express their views on the extent of implementation of the company’s remuneration policy, but will not be binding on the company. The implementation report is included in the Remuneration Report on page 16 of the integrated annual report of which this notice forms part.

In the event of 25% or more of shareholders voting against non-binding resolutions number 1 and 2, the board of directors is committed to engaging actively with shareholders in this regard in order to ascertain the reasons therefore and to address all legitimate and reasonable objections or concerns.

9. SPECIAL RESOLUTION NUMBER 1: FINANCIAL ASSISTANCE FOR THE SUBSCRIPTION AND/OR PURCHASE OF SECURITIES IN THE COMPANY OR IN RELATED OR INTER-RELATED COMPANIES

“Resolved that, to the extent required by section 44(3)(a)(ii) of the Companies Act, the board of directors may, subject to compliance with the requirements of the company’s Memorandum of Incorporation, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, authorise the company to provide direct or indirect financial assistance in terms of section 45 of the Companies Act by way of loans, guarantees, the provision of security or otherwise, to any related or inter-related company of the company (“related” and “inter-related” will herein have the meanings attributed to them in section 2 of the Companies Act) and/or to any financier of the company or any of its related or inter-related companies for the purpose, or in connection with, the subscription of any option or any securities, issued or to be issued by the company or a related or inter-related company of the company, or for the purchase of any securities of the company or a related or interrelated company of the company, on the terms and conditions and for the amounts that the board may determine, such authority to endure for two years from the adoption of this special resolution.”

Reason for and effect of special resolution number 1

The reason and effect for the special resolution number 1 is to authorise and grant the company to provide financial assistance to its related and inter-related companies and/or the financiers of the group for the purposes of the subscription of options and/or securities issued or to be issued by the company or its related or inter-related companies, or for the purchase of any securities of the company or its related or inter-related companies, to fund the activities of the group.

This resolution will require the support of at least 75% of the voting rights exercised on it in order for it to be adopted.

10. SPECIAL RESOLUTION NUMBER 2: FINANCIAL ASSISTANCE TO RELATED OR INTER-RELATED COMPANIES

“Resolved as a special resolution that, to the extent required by section 45 of the Companies Act, the board of directors of the company may, subject to compliance with the requirements of the company’s Memorandum of Incorporation, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, authorise the company to provide direct or indirect financial assistance in terms of section 45 of the Companies Act by way of loans, guarantees, the provision of security or otherwise, to any of its present or future subsidiaries and/or any other company or corporation that is or becomes related or inter-related (as defined in the Companies Act) to the company for any purpose or in connection with any matter, such authority to endure until the next annual general meeting of the company.”

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS (continued)

Reason for and effect of special resolution number 2

The reason and effect of special resolution number 2 is to grant the Board of directors the authority to authorise the company to provide financial assistance as contemplated in section 45 of the Companies Act to a related or inter-related company or corporation.

The resolution is intended mainly to enable the company to provide inter-company loans and guarantees within the group but will also permit the board of directors to authorise financial assistance to related parties.

This resolution will require the support of at least 75% of the voting rights exercised on it in order for it to be adopted.

11. SPECIAL RESOLUTION NUMBER 3: SHARE REPURCHASES

"Resolved as a special resolution that the company or any of its subsidiaries be and are hereby authorised by way of a general authority to acquire shares issued by the company, in terms of sections 46 and 48 of the Companies Act and in terms of the JSE Listings Requirements being that:

- a. any acquisition of shares shall be implemented through the order book of the JSE and without prior arrangement between the company and the counterparty;
- b. this general authority shall be valid until the company's next annual general meeting, provided that it shall not extend beyond 15 months from the date of passing this special resolution;
- c. the company (or any subsidiary) is duly authorised by its Memorandum of Incorporation to do so;
- d. acquisitions of shares in the aggregate in any one financial year may not exceed 10% of the company's issued ordinary share capital as at the date of passing this special resolution;
- e. in determining the price at which shares issued by the company are acquired by it or any of its subsidiaries in terms of this general authority, the maximum premium at which such shares may be acquired will be 10% of the weighted average of the market value on the JSE over the five business days immediately preceding the repurchase of such shares;
- f. at any point in time the company (or any subsidiary) may appoint only one agent to effect repurchases on its behalf;
- g. repurchases may not take place during a prohibited period (as defined in paragraph 3.67 of the JSE Listings Requirements) unless a repurchase programme is in place (where the dates and quantities of shares to be repurchased during the prohibited period are fixed) and has been submitted in writing to the JSE prior to the commencement of the prohibited period;
- h. an announcement will be published as soon as the company or any of its subsidiaries have acquired shares constituting on a cumulative basis, 3% of the number of shares in issue prior to the acquisition pursuant to which the aforesaid threshold is reached and for each 3% in aggregate acquired thereafter, containing full details of such acquisitions; and
- i. the board of directors of the company must resolve that the repurchase is authorised, the company and its subsidiaries have passed the solvency and liquidity test, as set out in section 4 of the Companies Act, and since that test was performed, there have been no material changes to the financial position of the group."

In accordance with the JSE Listings Requirements the directors record that although there is no immediate intention to effect a repurchase of the shares of the company, the directors will utilise this general authority to repurchase shares as and when suitable opportunities present themselves, which may require expeditious and immediate action. The directors undertake that, after considering the maximum number of shares that may be repurchased and the price at which the repurchases may take place pursuant to the share repurchase general authority, for a period of 12 months after the date of notice of this annual general meeting:

- the company and the group will, in the ordinary course of business, be able to pay its debts;
- the consolidated assets of the company and the group fairly valued in accordance with International Financial Reporting Standards, will exceed the consolidated liabilities of the company and the group fairly valued in accordance with International Financial Reporting Standards; and
- the company's and the group's share capital, reserves and working capital will be adequate for ordinary business purposes.

The following additional information, some of which may appear elsewhere in the integrated annual report of which this notice forms part, is provided in terms of paragraph 11.26 of the JSE Listings Requirements for purposes of this general authority:

Major beneficial shareholders – page 155.

Capital structure of the company – page 63 (note 19).

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS (continued)

Directors' responsibility statement

The directors whose names appear on page 5 of the integrated annual report of which this notice forms part, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution 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 the special resolution contains all information required by the Companies Act and the JSE Listings Requirements.

Material changes

Other than the facts and developments reported on in the integrated annual report of which this notice forms part, there have been no material changes in the affairs or financial position of the company and its subsidiaries since the date of signature of the audit report for the financial period ended 31 March 2024 and up to the date of this notice.

Reason for and effect of special resolution 3

The reason for and effect of special resolution 3 is to afford the directors of the company (or a subsidiary of the company) general authority to effect a repurchase of the company's shares on the JSE.

This resolution will require the support of at least 75% of the voting rights exercised on it in order for it to be adopted.

12. SPECIAL RESOLUTION NUMBER 4: APPROVAL OF NON-EXECUTIVE DIRECTORS' FEES

"Resolved, as a special resolution, that the fees payable by the company to non-executive directors for their services as directors (in terms of section 66 of the Companies Act be and are hereby approved with effect from 1 April 2023 for a period of two years from the passing of this resolution or until its renewal, whichever is the earliest, as follows:

4.1	Chairman of the board	R420 586 per annum
4.2	Member of the board	R234 543 per annum
4.3	Chairman of ARC	R101 708 per annum
4.4	Member of the ARC	R64 427 per annum
4.5	Chairman of Remcom	R58 998 per annum
4.6	Member of the Remcom	R37 281 per annum
4.7	Chairman of Investcom	R74 924 per annum
4.8	Member of the Investcom	R54 292 per annum
4.9	Member of the SEC	R28 956 per annum

Above amounts exclude VAT payable where applicable.

This resolution will require the support of at least 75% of the voting rights exercised on it in order for it to be adopted.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS (continued)

13. ORDINARY RESOLUTION NUMBER 7: SIGNATURE OF DOCUMENTATION

“Resolved that any director of the company or the company secretary be and is hereby authorised to sign all such documentation and do all such things as may be necessary for or incidental to the implementation of ordinary resolutions number 1 to 6, non-binding resolutions number 1 and 2, and special resolutions number 1 to 4 which are passed by the shareholders.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

Voting and proxies

Any person attending or participating in the annual general meeting must present reasonably satisfactory identification and the person presiding at the annual general meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as a shareholder/as a proxy for a shareholder) has been reasonably verified.

A shareholder of the company entitled to attend, speak and vote at the annual general meeting is entitled to appoint a proxy or proxies to attend, speak and to vote in his stead. The proxy need not be a shareholder of the company.

On a show of hands, every shareholder of the company present in person or represented by proxy shall have one vote only.

On a poll, every shareholder of the company present in person or represented by proxy shall have one vote for every share in the company held by such shareholder.

A form of proxy is enclosed for the convenience of certificated and own name dematerialised shareholders holding shares in the company who cannot attend the annual general meeting but wish to be represented thereat.

Such shareholders are requested to complete and return the attached form of proxy and lodge it with the Transfer Secretaries of the company, JSE Investor Services Proprietary Limited, 5th Floor, One Exchange Square, 2 Gwen Lane, Sandown, 2196 (PO Box 4844, Johannesburg, 2000) or by email to meetfax@jseinvestorservices.co.za, at least 48 hours prior to the date of the annual general meeting in order to allow for processing of the proxy forms. Alternatively, the form of proxy may be handed to the chairperson of the annual general meeting or the transfer secretaries present at the annual general meeting, prior to voting on any resolution proposed at the annual general meeting. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the annual general meeting should the shareholder subsequently decide to do so.

Dematerialised shareholders who have not elected own name registration in the sub-register of the company through a Central Securities Depository Participant (“CSDP”) and who wish to attend the annual general meeting, must instruct the CSDP or broker to provide them with the necessary authority to attend.

Dematerialised shareholders who have not elected “own name” registration in the sub-register of the company through a CSDP and who are unable to attend, but wish to vote at the annual general meeting, must timeously provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between that shareholder and the CSDP or broker. Such shareholders are advised that they must provide their CSDP or broker with separate voting instructions in respect of their shares.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS (continued)

Electronic participation

The company has made provision for shareholders or their proxies to participate electronically in the annual general meeting by way of telephone conferencing. Should you wish to participate in the annual general meeting by telephone conference call as aforesaid, you, or your proxy, will be required to advise the company thereof by no later than 10:00 on Monday, 26 August 2024 by submitting via email to the Company Secretary at alun@statucor.co.za or faxed to +27 21 460 6336, for the attention of Alun Rich, with the relevant contact details, including:

- an email address;
- cellphone number and landline; and
- full details of the shareholder's title to securities issued by the company and proof of identity;
 - for certificated ordinary shares – copies of identity documents and share certificates; and
 - for dematerialised ordinary shares – written confirmation from the shareholder's CSDP confirming the shareholder's title to the dematerialised ordinary shares.

Upon receipt of the required information the shareholder concerned will be provided with a secure code and instructions to access the electronic communication during the annual general meeting. Shareholders must note that access to the electronic communication will be at the expense of the shareholders who wish to utilise the facility. Shareholders and their appointed proxies attending by conference call will not be able to cast their votes at the annual general meeting through this medium.

Forms of proxy may also be obtained on request from the company's registered office.

By order of the board of directors

Company Secretary

Statucor Proprietary Limited, 8th Floor, 119 Hertzog Boulevard Foreshore, Cape Town, 8001, PO Box 3883, Cape Town, 8000

Registered office and business address

13 Hudson Street, De Waterkant, Cape Town, 8001

Transfer Secretaries

JSE Investor Services Proprietary Limited, 5th Floor, One Exchange Square, 2 Gwen Lane, Sandown, 2196, or PO Box 4844, Johannesburg, 2000

FORM OF PROXY

Castleview Property Fund Limited

(Incorporated in the Republic of South Africa)

(Registration number 2017/290413/06)

JSE share code: CVW ISIN: ZAE000251633

(Approved as a REIT by the JSE)

("Castleview" or "the company" or "the group")

Where appropriate and applicable the terms defined in the notice of annual general meeting to which this form of proxy is attached and forms part of, bear the same meanings in this form of proxy.

For use by shareholders of the company holding certificated shares and/or dematerialised shareholders who have elected "own name" registration, nominee companies of Central Securities Depository participant's (CSDP) and brokers' nominee companies, registered as such at the close of business on Friday, 16 August 2024 (the voting record date), at the annual general meeting will take place at the offices of the Company 13 Hudson Street, De Waterkant, Cape Town on Wednesday, 28 August 2024 at 12:00 (the annual general meeting) or any postponement or adjournment thereof.

If you are a dematerialised shareholder, other than with "own name" registration, do not use this form. Dematerialised shareholders, other than with "own name" registration, should provide instructions to their appointed CSDP or broker in the form as stipulated in the agreement entered into between the shareholder and the CSDP or broker.

I/We _____ (full names in block letters please)

of _____ (address)

being the holder/s of _____ shares

hereby appoint: 1. _____ or failing him/her,

2. _____ or failing him/her,

3. the chairman of the annual general meeting, as my/our proxy to attend and speak and to vote for me/us and on my/our behalf at the annual general meeting and at any adjournment or postponement thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the annual general meeting, and to vote on the resolutions in respect of the ordinary shares registered in my/our name(s), in the following manner:

	Number of votes		
	*For	*Against	*Abstain
Ordinary resolution number 1: Re-election of Ashraf Mohamed as director			
Ordinary resolution number 2: Re-election of Avesh Padayachee as director			
Ordinary resolution number 3: Re-appointment of the members of the audit and risk committee:			
3.1 Gregg Bayly (chairperson)			
3.2 Ashraf Mohamed			
3.3 Avesh Padayachee			
Ordinary resolution number 4: Appointment of auditors			
Ordinary resolution number 5: General authority to issue shares for cash			
Ordinary resolution number 6: Specific authority to issue shares pursuant to a reinvestment option			
Non-binding advisory resolution number 1: Endorsement of remuneration policy			
Non-binding advisory resolution number 2: Endorsement of remuneration implementation report			
Special resolution number 1: Financial assistance for the subscription and/or purchase of securities in the company or in related or inter-related companies			
Special resolution number 2: Financial assistance to related or inter-related companies			
Special resolution number 3: Share repurchases			
Special resolution number 4: Approval of non-executive directors' fees			
4.1 Chairman of the board			
4.2 Member of the board			
4.3 Chairman of the Audit and Risk Committee			
4.4 Member of the Audit and Risk Committee			
4.5 Chairman of the Remuneration Committee			
4.6 Member of the Remuneration Committee			
4.7 Chairman of the Investment Committee			
4.8 Member of the Investment Committee			
4.9 Chairman of the Social and Ethics Committee			
Ordinary resolution number 7: Signature of documentation			

FORM OF PROXY

One vote per share held by shareholders recorded in the register on the voting record date. Mark "for", "against" or "abstain" as required. If no options are marked the proxy will be entitled to vote as he/she thinks fit. Unless otherwise instructed, my/our proxy may vote or abstain from voting as he/she thinks fit.

Signed this _____ day of _____ 2024

Signature _____

Assisted by me (where applicable) _____ (State capacity and full name)

A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. A proxy need not be a member of the company. Each shareholder is entitled to appoint one or more proxies to attend, speak and, on a poll, vote in place of that shareholder at the annual general meeting.

Forms of proxy should be deposited at JSE Investor Services Proprietary Limited, 5th Floor, One Exchange Square, 2 Gwen Lane, Sandown, 2196, or posted to P O Box 4844, Johannesburg, 2000 or by email to meetfax@jseinvrstorservices.co.za. Shareholders are requested to furnish such forms to the transfer secretaries at least 48 hours prior to the meeting in order to allow for processing of the proxy forms. Alternatively, the form of proxy may be handed to the transfer secretaries or the chairman of the annual general meeting at any time prior to voting on any resolution proposed at the annual general meeting.

NOTES TO THE FORM OF PROXY

Please read the notes below

1. This form of proxy is only to be completed by those ordinary shareholders who are:
 - a. Holding ordinary shares in certificated form; or
 - b. Recorded in the sub-register in electronic form in their "own name";on the voting record date in order to vote at the annual general meeting and who wish to appoint another person to represent them at the annual general meeting.
2. Certificated shareholders wishing to attend the annual general meeting have to ensure beforehand, with the transfer secretaries of the company (being JSE Investor Services Proprietary Limited), that their shares are registered in their name.
3. Beneficial shareholders whose shares are not registered in their "own name", but in the name of another, for example, a nominee, may not complete a form of proxy, unless a form of proxy is issued to them by a registered shareholder, and they should contact the registered shareholder for assistance in issuing instructions on voting their shares, or obtaining a proxy to attend, speak, and, on a poll, vote at the annual general meeting.
4. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space, with or without deleting "the chairman of the annual general meeting". The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
5. A shareholder's instructions to the proxy must be indicated by means of a tick or a cross in the appropriate box provided. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the company, insert the number of shares in respect of which you desire to vote. If (i) a shareholder fails to comply with the above; or (ii) gives contrary instructions in relation to any matter; or any additional resolution(s) which are properly put before the meeting; or (iii) the resolution listed in the form of proxy is modified or amended, the shareholder will be deemed to authorise the chairman of the annual general meeting, if the chairman is the authorised proxy, to vote in favour of the resolutions at the annual general meeting, or any other proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit, in respect of all the shareholders' votes exercisable thereat. If, however, the shareholder has provided further written instructions which accompany this form of proxy and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in (i) to (iii) above, then the proxy shall comply with those instructions.
6. The forms of proxy should be lodged at JSE Investor Services Proprietary Limited, 5th Floor, One Exchange Square, 2 Gwen Lane, Sandown, 2196, or posted to P O Box 4844, Johannesburg, 2000 or emailed to meetfax@ljseinvestorservices.co.za. Shareholders are requested to furnish such forms to the transfer secretaries at least 48 hours prior to the date of the annual general meeting in order to allow for processing of the forms of proxy. Alternatively, the form of proxy may be handed to the transfer secretaries or the chairman of the annual general meeting at any time prior to voting on any proposed resolution at the annual general meeting.
7. The completion and lodgement of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so. In addition to the foregoing, a shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy, and to the company.
8. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as at the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered in the required manner.
9. The chairman of the annual general meeting may reject or accept any form of proxy which is completed and/or received, other than in compliance with these notes provided that, in respect of acceptances, he is satisfied as to the manner in which the shareholder(s) concerned wish(es) to vote.
10. Any alteration to this form of proxy, other than a deletion of alternatives, must be initialled by the signatory/ies.
11. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company or JSE Investor Services Proprietary Limited or waived by the chairman of the annual general meeting.

NOTES TO THE FORM OF PROXY (continued)

12. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by JSE Investor Services Proprietary Limited.
13. Where there are joint holders of shares:
 - 13.1 any one holder may sign the form of proxy; and
 - 13.2 the vote of the senior (for that purpose seniority will be determined by the order in which the names of shareholders appear in the register of members) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of shares.
14. If duly authorised, companies and other corporate bodies who are shareholders of the company having shares registered in their own name may, instead of completing this form of proxy, appoint a representative to represent them and exercise all of their rights at the meeting by giving written notice of the appointment of that representative. This notice will not be effective at the annual general meeting unless it is accompanied by a duly certified copy of the resolution or other authority in terms of which that representative is appointed and is received JSE Investor Services Proprietary Limited, at 5th Floor, One Exchange Square, 2 Gwen Lane, Sandown, 2196, to reach the company by no later than 12:00 on Monday, 28 August 2023, or prior to the annual general meeting.
15. This form of proxy may be used at any adjournment or postponement of the annual general meeting, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
16. The foregoing notes contain a summary of the relevant provisions of section 58 of the Companies Act, as required in terms of that section. In addition, an extract from the Companies Act reflecting the provisions of section 58 of the Companies Act, is set out below, or prior to the annual general meeting.

EXTRACT FROM THE COMPANIES ACT

“58. Shareholder right to be represented by proxy

- (1) At any time, a shareholder of a company may appoint any individual, including an individual who is not a shareholder of that company, as a proxy to –
 - (a) participate in, and speak and vote at, a shareholders’ meeting on behalf of the shareholder; or
 - (b) give or withhold written consent on behalf of the shareholder to a decision contemplated in section 60.
- (2) A proxy appointment –
 - (a) must be in writing, dated and signed by the shareholder; and
 - (b) remains valid for –
 - (i) one year after the date on which it was signed; or
 - (ii) any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in subsection (4)(c), or expires earlier as contemplated in subsection (8)(d).
- (3) Except to the extent that the Memorandum of Incorporation of a company provides otherwise –
 - (a) a shareholder of that company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder;
 - (b) a proxy may delegate the proxy’s authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
 - (c) a copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders’ meeting.

NOTES TO THE FORM OF PROXY (continued)

- (4) Irrespective of the form of instrument used to appoint a proxy –
- (a) the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder;
 - (b) the appointment is revocable unless the proxy appointment expressly states otherwise; and
 - (c) if the appointment is revocable, a shareholder may revoke the proxy appointment by –
 - (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and
 - (ii) delivering a copy of the revocation instrument to the proxy, and to the company.
- (5) The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of –
- (a) the date stated in the revocation instrument, if any; or
 - (b) the date on which the revocation instrument was delivered as required in subsection (4)(c)(ii).
- (6) If the instrument appointing a proxy or proxies has been delivered to a company, as long as that appointment remains in effect, any notice that is required by this Act or the company's Memorandum of Incorporation to be delivered by the company to the shareholder must be delivered by the company to –
- (a) the shareholder; or
 - (b) the proxy or proxies, if the shareholder has –
 - (i) directed the company to do so, in writing; and
 - (ii) paid any reasonable fee charged by the company for doing so.
- (7) A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the Memorandum of Incorporation, or the instrument appointing the proxy, provides otherwise.
- (8) If a company issues an invitation to shareholders to appoint one or more persons named by the company as a proxy, or supplies a form of instrument for appointing a proxy –
- (a) the invitation must be sent to every shareholder who is entitled to notice of the meeting at which the proxy is intended to be exercised;
 - (b) the invitation, or form of instrument supplied by the company for the purpose of appointing a proxy, must –
 - (i) bear a reasonably prominent summary of the rights established by this section;
 - (ii) contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by the shareholder; and
 - (iii) provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution or resolutions to be put at the meeting, or is to abstain from voting;
 - (c) the company must not require that the proxy appointment be made irrevocable; and
 - (d) the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to subsection (5).
- (9) Subsection (8)(b) and (d) do not apply if the company merely supplies a generally available standard form of proxy appointment on request by a shareholder."

SHAREHOLDER INFORMATION

Shareholders with more than 5%	% shareholding
K2018365895 (South Africa) (Pty) Ltd	39.3%
K2018365955 (South Africa) (Pty) Ltd	39.3%
K2019451018 (South Africa) (Pty) Ltd	7.1%

Shareholder spread	Number of Shares	% shareholding
1 000 001 – 100 000 000 shares	211 006 492	21.4%
100 000 001 shares and over	773 404 697	78.6%

Public and non-public shareholders	Number of Shareholders	% shareholding
Public	3	10.6%
Non-public	6	89.4%

Analysis of non-public shareholders:	Number of Shareholders	% shareholding
Directors and associates	–	–
Directors of major subsidiaries	–	–

As at 31 March 2024, and up to the date of approval of the annual financial statements, none of the directors of Castlevue held a direct or indirect beneficial interest in Castlevue shares. There has been no change in directors' shareholdings since the previous financial year.

Share issuances during the period

On 18 July 2023, the Company issued 6 172 840 shares at a price of R6.48 per share under a specific issue for cash approved in the previous reporting period.

Shareholder	Shares issued
K2018365955 (South Africa) (Pty) Ltd	6 172 840

CORPORATE INFORMATION

Registered office

Castleview Property Fund Limited
(Registration number 2017/290413/06)
13 Hudson Street, De Waterkant, Cape Town 8001
(PO Box 1745, Milnerton, Cape Town, 7435)

Company secretary

Statucor Proprietary Limited
(Registration number 1989/005394/07)
6th Floor, 129 Hertzog Boulevard Foreshore
Cape Town, 8001
(PO Box 3883, Cape Town, 8000)

Corporate advisor

Java Capital Proprietary Limited
(Registration number 2002/031862/07)
6th Floor, 1 Park Lane, Wierda Valley, Sandton, 2196
(PO Box 522606, Saxonwold, 2132)

Designated advisor

Java Capital Trustees and Sponsors Proprietary Limited
(Registration number 2006/005780/07)
6th Floor, 1 Park Lane, Wierda Valley, Sandton, 2196
(PO Box 522606, Saxonwold, 2132)

Legal advisor

White & Case LLP
Katherine Towers, 1st Floor
1 Park Lane, Wierda Valley
2196 Sandton, Johannesburg

Independent Reporting Accountants

RSM South Africa
Executive City, Corner of Cross St & Charmaine Ave
President Ridge, Randburg, 2194

Transfer secretaries

JSE Investor Services Proprietary Limited
(Registration number 2000/007239/07)
13th Floor
19 Ameshoff Street
Braamfontein, Johannesburg, 2001
(PO Box 4844, Johannesburg, 2000)

Bankers

Absa Bank Limited
(Registration number 1986/004794/06)
7th Floor, Absa Towers West, 15 Troye Street,
Johannesburg, 2001
(PO Box 7335, Johannesburg, 2000)

Place and date of Incorporation

Incorporated in South Africa on 6 July 2017

Independent Auditors

RSM South Africa
Executive City, Corner of Cross St & Charmaine Ave
President Ridge, Randburg, 2194

GENERAL INFORMATION

COUNTRY OF INCORPORATION AND DOMICILE	South Africa
COMPANY REGISTRATION NUMBER	2017/290413/06
JSE SHARE CODE (APPROVED AS A REIT BY THE JSE)	CVW ISIN: ZAE000251633
DIRECTORS	G.C. Bayly J. Day D.J. Green A. Mohamed A. Padayachee J.W.A. Templeton
REGISTERED OFFICE	13 Hudson Street De Waterkant Cape Town, 8001 P.O. Box 1745, Milnerton, 7435
WEBSITE	www.castleview.co.za
SECRETARY	Statucor
TRANSFER SECRETARY	JSE Investor Services
DESIGNATED EQUITY SPONSOR	Java Capital Trustees and Sponsors (Pty) Ltd
LEGAL ADVISORS	White & Case LLP
AUDITORS	RSM South Africa Inc. Mauricio de Faria



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