

REBOSIS PROPERTY FUND LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 2010/003468/06)
JSE share codes:
REA ISIN: ZAE000240552
REB ISIN: ZAE000201687
Alpha code: REBI
(Approved as a REIT by the JSE)
("Rebosis" or the "Company")

VOLUNTARY ANNOUNCEMENT REGARDING THE DISPOSAL OF REBOSIS' ENTIRE SHAREHOLDING IN NEW FRONTIER PROPERTIES

1. Introduction

Rebosis shareholders are advised that the Company has entered into 7 separate sale agreements (the "**Agreements**") to dispose of its entire 49.35% interest in New Frontier Properties Limited ("**New Frontier**"), via the disposal of its 7 wholly-owned subsidiaries, which each have a shareholding in New Frontier ("**Subsidiary(ies)**") (the "**Transaction**").

The board of directors of Rebosis is of the opinion that the shareholding in New Frontier has been one of the reasons for a depressed Rebosis share price, due to the challenges New Frontier is facing being declining shopping mall valuations in the United Kingdom as a result of, amongst other matters, Brexit. As previously announced, Rebosis suggested New Frontier pursue a delisting and also made known its intent to find a buyer for its shares in New Frontier. In this regard, numerous parties have approached Rebosis to acquire its New Frontier shares, which has culminated in Rebosis concluding the Agreements.

This voluntary announcement contains the salient details of the Transaction as contained in the Agreements.

2. Salient terms of the Agreements

The Agreements allow for the disposal by Rebosis of the entire issued share capital in, and the claims of each Subsidiary, being any amount owing by the Subsidiary to the Company in respect of claims receivable by the Subsidiary from New Frontier ("**Sale Equity**"). The closing date of the Transaction will be on the first business day after the date on which the Conditions Precedent (as defined below) are fulfilled or waived ("**Closing Date**").

In terms of the Agreements, Rebosis has agreed to dispose of the Sale Equity in respect of the following Subsidiaries:

- i. Delfiwiz Proprietary Limited, Lesassign Proprietary Limited and Delfitime Proprietary Limited, which will on the Closing Date collectively hold 20.35% of the issued share capital of New Frontier, to Mr Edwin Henry Dednam, for a nominal amount of R100 in respect of each Subsidiary; and
- ii. Clyroplex Proprietary Limited, Delficraft Proprietary Limited, Delfiflo Proprietary Limited and Delfisat Proprietary Limited, which will on the Closing Date collectively hold 29% of the issued share capital of New Frontier, to Orion Hotels & Resorts (Africa) Proprietary Limited, for a nominal amount of R100 in respect of each Subsidiary.

The Transaction is subject to conditions precedent which are standard for transactions of this nature and include obtaining the relevant consents from the financiers, to the extent required by no later than 19 July 2019 (“**Conditions Precedent**”).

3. Financial effects of the Transaction

Prior to the Transaction, Rebosis’ carrying value of its investment in New Frontier comprised:

- Direct investment value of R109 million;
- Loan to New Frontier of R180 million; and
- Vendor loan of R65 million.

Rebosis will fully impair these amounts in its results for the year ending 31 August 2019. In addition, Rebosis will also cancel the remaining cross currency swap.

Johannesburg
12 July 2019

Sponsor
Nedbank Corporate and Investment Banking, a division of Nedbank Limited

Legal advisor
Cliffe Dekker Hofmeyr Inc