



**CAPITAL &
REGIONAL**

**GROWTHPOINT
PROPERTIES**



CAPITAL & REGIONAL PLC

(Incorporated in the United Kingdom)
(UK company number 01399411)
LSE share code: CAL JSE share code: CRP
LEI: 21380097W74N9OYF5Z25
ISIN: GB0001741544
("Capital & Regional")

GROWTHPOINT PROPERTIES LIMITED

Approved as a REIT by the JSE
(Incorporated in the Republic of South Africa)
(Registration number 1987/004988/06)
Share code: GRT ISIN ZAE000179420
("Growthpoint")

ANNOUNCEMENT REGARDING RECOMMENDED PARTIAL OFFER AND SUBSCRIPTION FOR SHARES IN CAPITAL & REGIONAL PLC ("CAPITAL & REGIONAL") BY GROWTHPOINT PROPERTIES LIMITED ("GROWTHPOINT")

ADMISSION OF SUBSCRIPTION SHARES, PARTIAL OFFER WHOLLY UNCONDITIONAL AND BOARD CHANGES

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

FOR IMMEDIATE RELEASE

9 December 2019

1. Background

Following Growthpoint's announcement on 17 October 2019 of its firm intention to make a partial cash offer for 219,786,924 shares in Capital & Regional and subscription for 311,451,258 new ordinary shares in Capital & Regional, and following the publication of the offer document setting out the full terms and conditions of the Partial Offer on 7 November 2019 (the "Offer Document"), Growthpoint announced on 6 December 2019 that all of the conditions to the Partial Offer (save for UK Admission) had been satisfied or waived and the Partial Offer was wholly unconditional save as to UK admission.

2. Admission of Subscription Shares and Partial Offer Wholly Unconditional

Capital & Regional today confirms completion of Growthpoint's subscription and announces that it has raised gross proceeds of approximately £77.9 million through the issue of 311,451,258 new ordinary shares in the Company (the "Subscription Shares") at a price of 25 pence per Subscription Share (the "Subscription").

Admission of the Subscription Shares to the premium listing segment of the Official List maintained by the FCA, and to trading on the London Stock Exchange's main market for listed securities occurred at 8.00am (London time) on 9 December 2019. Admission of the Subscription Shares to trading on the main board of the JSE occurred at 9.00am (South African time) on 9 December 2019 (together, "Admission").

As a result of Admission, the total number of ordinary shares in issue in Capital & Regional is now 1,038,840,375. Capital & Regional currently holds no shares in treasury, and, therefore, the total number of voting shares in issue is 1,038,840,375. This figure may be used by shareholders as the denominator for the calculations by which they determine if they are required to notify their interest in, or a change to their interest in, Capital & Regional under the FCA's Disclosure Guidance and Transparency Rules.

As a result of UK Admission, the Partial Offer has become wholly unconditional.

3. Level of Acceptances

As at 3.00 p.m. (London time) on 6 December 2019, Growthpoint had received valid acceptances in respect of a total of 444,227,180 Capital & Regional Shares, representing approximately 61.1 per cent. of the issued ordinary share capital of Capital & Regional (excluding the Subscription Shares).

4. The Partial Offer Remains Open For Acceptances

As announced by Growthpoint on 28 November 2019, in accordance with Rule 31.4 of the City Code, the Partial Offer, which remains subject to the terms and applicable condition set out in the Offer Document, remains open for acceptances until the second closing date, which is 1.00 p.m. London time for shareholders on the UK Register, 1.00 p.m. South African time for shareholders on the South African Register on 13 December 2019.

Qualifying Capital & Regional Shareholders who wish to accept the Partial Offer should do so as soon as possible and in advance of the second closing date. Details of the procedures for accepting and approving the Partial Offer are set out in the Offer Document published on 7 November 2019. The Offer Document is also available on Growthpoint's website at www.growthpoint.co.za and on Capital & Regional's website at www.capreg.com.

As a result of the scaling down that may be applied to all acceptances of the Partial Offer (as further explained in paragraph 17 of Part 1 of the Offer Document), any Capital & Regional Shares tendered by Qualifying Capital & Regional Shareholders in excess of their Relevant Percentage (which will be calculated excluding the Subscription Shares) may, depending on the number of Capital & Regional Shares tendered by other Qualifying Capital & Regional Shareholders, not form part of the Capital & Regional Shares acquired by Growthpoint as part of the Partial Offer and be returned to Qualifying Capital & Regional Shareholders in accordance with the procedures set out in the Offer Document. In the event that scaling down is required, Growthpoint will make an announcement stating the basis of such scaling down by no later than 9.00 a.m. (London time) on the second Business Day following the closing of the Partial Offer.

Defined terms used but not defined in this announcement have the meanings set out in the Offer Document.

4. Board changes

As a result of completion of the Subscription, Capital & Regional announces the appointment of Norbert Sasse and George Muchanya as Non-Executive Directors, both being representatives of Growthpoint, effective from Admission. In addition, Wessel Hamman stepped down from the Board as a Non-Executive Director with effect from Admission.

Other than stated in the appendix to this announcement, no further information is required to be disclosed under Listing Rule 9.6.13R.

5. Important Dates and Times

Last day to trade on the JSE for the Partial Offer (LDT)	Tuesday 10 December 2019
Closing Date of the Partial Offer	1.00 p.m. (London time) on Friday 13 December 2019
Record Date for the Partial Offer (RD)	Close on business on Friday 13 December 2019
Notification of acceptances to the Partial Offer on a Regulatory Information Service	Monday 16 December 2019
Notification of acceptances to the Partial Offer on SENS due to the public holiday in South Africa on 16 December 2019	Tuesday 17 December 2019
Announcement of Applicable Exchange Rate	By no later than 12.00 noon (South Africa time) Tuesday 17 December 2019
Settlement of consideration under the Partial Offer	Friday 20 December 2019

Commenting on the Transaction, Hugh Scott-Barrett, Chairman of Capital & Regional, said:

“The successful completion of this transaction is transformational for the long term growth of Capital & Regional. It provides us with the resources and support to continue the roll out of our community centre asset management strategy, while at the same time allowing us to further reduce the Company’s leverage. The team at Growthpoint share our conviction that retail centres which focus on daily ‘needs’, rather than the ‘wants’, of the local communities they serve and which have a central role in their local economies, will continue to play an important part in the evolving retail landscape.

I would also like to welcome Norbert and George to the board, we look forward to working with them to grow the business under our strong management team and to taking advantage of the opportunities that we believe the current market will afford. In addition to thanking our shareholders for their ongoing support, I would like to acknowledge Wessel Hamman, who steps down from the Board today, and to thank him for his invaluable contribution and support over the last four years.”

Commenting on the Transaction, Francois Marais, Chairman of Growthpoint, said:

“Growthpoint welcomes the completion of the transaction. Growthpoint is fully supportive of Capital & Regional's ‘needs based’ retail strategy and of the management of Capital & Regional.

Growthpoint fully intends to support the growth of Capital & Regional's portfolio both as to quality and profitability.

Growthpoint looks forward to a productive and profitable ongoing engagement with the management of Capital & Regional to assist Capital & Regional in achieving its strategic objectives.”

Enquiries:

Growthpoint +27 (0) 11 944 6346
Lauren Turner, Investor Relations

Goldman Sachs (Financial adviser to Growthpoint) +44 (0) 20 7774 1000
Nick Harper
Olivier Frendo
Dimitri Vlachos
Benjamin Holt

Capital & Regional + 44 (0) 20 7932 8000
Lawrence Hutchings, Chief Executive Officer
Stuart Wetherly, Group Finance Director

Numis (Sponsor, Rule 3 and joint financial adviser to Capital & Regional) + 44 (0) 20 7260 1000
Heraclis Economides
Ben Stoop
Oliver Hardy
George Fry

J.P. Morgan Cazenove (Joint financial adviser to Capital & Regional) +44 (0) 20 7742 4000
Paul Hewlett
Leon Li
Henry Capper
Paul Pulze

FTI Consulting (PR adviser to Capital & Regional) + 44 (0) 20 3727 1000
Richard Sunderland
Claire Turvey
Methuselah Tanyanyywa

Java Capital Trustees and Sponsors (JSE sponsor to Capital & Regional) + 27 (0) 11 722 3050
Investec Bank Limited (JSE sponsor to Growthpoint) + 27 (0) 11 286 7000

Important Notices

Goldman Sachs International (“Goldman Sachs”), which is authorised by the Prudential Regulation Authority (“PRA”) and regulated by the Financial Conduct Authority (“FCA”) and the PRA in the United Kingdom, is acting as financial adviser to Growthpoint and no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Growthpoint for providing the protections afforded to clients of Goldman Sachs, or for giving advice in connection with the matters described in this Announcement or any matter referred to herein. Neither Goldman Sachs nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Goldman Sachs in connection with this Announcement or any matter referred to herein.

J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove (“J.P. Morgan Cazenove”), is authorised by the PRA and regulated by the PRA and the FCA in the United Kingdom. J.P. Morgan Cazenove is acting exclusively as financial adviser to Capital & Regional and no-one else in connection with the matters set out in this Announcement and will not regard any other person as its client in relation to the matters set out in this Announcement and will not be responsible to anyone other than Capital & Regional for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, or for providing advice in relation to the contents of this Announcement or any other matter referred to in this Announcement.

Numis Securities Limited (“Numis”), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Capital & Regional and no-one else in connection with the Partial Offer and any other matters referred to in this Announcement, and will not regard any other person as its client in relation to such matters and will not be responsible to anyone other than Capital & Regional for providing the protections afforded to clients of Numis or for providing advice in relation to the Partial Offer, the contents of this Announcement or any other matter referred to in this Announcement.

This announcement is for information purposes only and does not constitute an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to the Partial Offer or otherwise. The Partial Offer is being made solely pursuant to the terms of the Offer Document which contains the full terms and conditions of the Partial Offer, and in the case of Capital & Regional shares held in certificated form on the UK Register, the Form of Acceptance. Any decision or acceptance in relation to the Partial Offer should be made only on the basis of the information contained in the Offer Document and

Form of Acceptance (if applicable). Capital & Regional Shareholders are advised to read carefully the Offer Document and Form of Acceptance (if applicable), once they have been received.

This announcement has been prepared for the purpose of complying with English law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

Overseas Shareholders

The information contained herein is not for release, distribution or publication, directly or indirectly, in or into Australia, Canada, Japan, New Zealand, the United States, or any other jurisdiction where the relevant action would constitute a violation of the relevant laws and regulations of such jurisdiction or would result in a requirement to comply with any governmental or other consent or any registration, filing or other formality which Growthpoint regards as unduly onerous (each a "Restricted Jurisdiction"). The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe any applicable requirements.

Unless otherwise determined by Growthpoint or required by the City Code, and permitted by applicable law and regulation, the Partial Offer is not being made, directly or indirectly, in, into or from, by use of the mails of, or by any other means or instrumentality (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of foreign or interstate commerce of, or any facilities of a national, state or other securities exchange of, any Restricted Jurisdiction, and shall not be capable of acceptance by any such use, means, instrumentality or facility or from or within any Restricted Jurisdiction. Accordingly, copies of the Offer Document, the Form of Acceptance and any related documents are not being (unless determined otherwise by Growthpoint in its sole discretion or required by the City Code, and permitted by applicable law and regulation), and must not be, directly or indirectly mailed, transmitted or otherwise forwarded, distributed, sent or otherwise made available (including, without limitation, by agents, custodians, nominees or trustees) in, into or from a Restricted Jurisdiction, and persons receiving the Offer Document and/or Form of Acceptance and/or any related documents (including, without limitation, agents, custodians, nominees and trustees) should observe these restrictions and must not mail or otherwise forward, distribute, send or otherwise make them available in, into or from such jurisdiction.

Publication on Website

In accordance with Rule 26.1 of the City Code, a copy of this announcement will be published (subject to certain restrictions relating to persons resident in restricted jurisdictions) at www.growthpoint.co.za and www.capreg.com by no later than 12 noon (London time) on the business day following this announcement. The content of the website referred to above is not incorporated into and does not form part of this announcement.

Appendix – Directors information

Norbert Sasse

Current directorships

Acucap Properties Limited
Globalworth Real Estate Investments
Globalworth Poland Real Estate N.V.

Growthpoint ABQ (Pty) Ltd
Growthpoint Healthcare Property Holdings (RF) Limited
Growthpoint Healthcare Property Management Company (Pty) Ltd
Growthpoint Management Services (Pty) Ltd
Growthpoint Note Issuer Company (Pty) Ltd
Growthpoint Properties Australia Limited
Growthpoint Investec African Property Management Limited
Growthpoint Properties Limited
Growthpoint Properties International (Pty) Ltd
Growthpoint Security SPV Series 2 (Pty) Ltd
Growthpoint Telecommunication Infrastructure (Pty) Ltd
Growthpoint TPG (Pty) Ltd
Metboard Properties Limited
Paramount Property Fund Limited
The Two Oceans Aquarium Trust
V and A Waterfront Developments (Pty) Ltd
V and A Waterfront Holdings Limited
V and A Waterfront Marina (Pty) Ltd
Victoria and Alfred Waterfront (Pty) Ltd
Acucap Properties Limited

Former directorships

323 Festival Street (Pty) Ltd
Abseq Properties (Pty) Ltd
Africa Real Estate Management Company Limited
Aquarella Investments 136 (Pty) Ltd
Canyon Springs Investments 23 (Pty) Ltd
Growthpoint Security SPV Number 1 (Pty) Ltd
Growthpoint Security SPV Number 2 (Pty) Ltd
Growthpoint Security SPV Number 3 (Pty) Ltd
Growthpoint Security SPV Series 1 (Pty) Ltd
Tiber Property Group (Pty) Ltd
V & A Waterfront Properties (Pty) Ltd

George Muchanya

Current directorships

GIAP Manco Empowerment Limited
Globalworth Real Estate Investments Limited
Globalworth Poland Real Estate N.V.
Growthpoint Healthcare Property Holdings (RF) Limited
Growthpoint Healthcare Property Management Company (Pty) Ltd
Growthpoint Investec African Property Management Limited
Humbaco (Pty) Ltd

Former directorships

N/A