

REDEFINE PROPERTIES LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1999/018591/06)

JSE share code: RDF ISIN: ZAE000190252

Debt company code: BIRDF

(Approved as a REIT by the JSE)

("Redefine" or the "company")



RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that at the annual general meeting of shareholders held on Thursday, 20 February 2020 (in terms of the notice dispatched on Friday, 27 December 2019) all the resolutions tabled thereat were passed by the requisite majority of Redefine shareholders other than ordinary resolution 8, in respect of a general authority to issue shares for cash, which was withdrawn at the commencement of the annual general meeting. Ordinary resolution 11, in respect of the non-binding advisory vote on the implementation of the remuneration policy of the company was voted against by more than 25% of votes exercised at the annual general meeting.

Details of the results of voting at the annual general meeting are as follows:

- total number of Redefine shares in issue as at the date of the annual general meeting: 5 793 183 207 (including 5 876 766 treasury shares);
- total number of Redefine shares that could have been voted at the annual general meeting: 5 787 306 441 (excluding 5 876 766 treasury shares); and
- total number of Redefine shares that were present/represented at the annual general meeting: 4 446 789 324, being 76.84% of the total number of Redefine shares that could have been voted at the annual general meeting.

ORDINARY RESOLUTIONS

Ordinary resolution 1: Election of Mr SM Pityana as an independent non-executive director

Shares voted*	For	Against	Abstentions^
4 424 874 922, being 76.38%	4 178 522 475, being 94.43%	246 352 447, being 5.57%	21 914 402, being 0.38%

Ordinary resolution 2: Election of Ms D Naidoo as an independent non-executive director

Shares voted*	For	Against	Abstentions^
4 424 881 150, being 76.38%	3 871 096 988, being 87.48%	553 784 162, being 12.52%	21 908 174, being 0.38%

Ordinary resolution 3: Re-election of Mr L Kok as an executive director

Shares voted*	For	Against	Abstentions^
4 424 881 150, being 76.38%	4 421 364 067, being 99.92%	3 517 083, being 0.08%	21 908 174, being 0.38%

Ordinary resolution 4: Re-election of Ms B Mathews as an independent non-executive director

Shares voted*	For	Against	Abstentions^
4 424 881 150, being 76.38%	3 874 775 604, being 87.57%	550 105 546, being 12.43%	21 908 174, being 0.38%

Ordinary resolution 5.1: Election of Ms D Naidoo as the chairperson and a member of the audit committee

Shares voted*	For	Against	Abstentions^
4 424 881 150, being 76.38%	3 909 964 443, being 88.36%	514 916 707, being 11.64%	21 908 174, being 0.38%

Ordinary resolution 5.2: Election of Ms B Mathews as a member of the audit committee

Shares voted*	For	Against	Abstentions^
4 424 881 150, being 76.38%	4 413 653 980, being 99.75%	11 227 170, being 0.25%	21 908 174, being 0.38%

Ordinary resolution 5.3: Election of Ms L Sennelo as a member of the audit committee

Shares voted*	For	Against	Abstentions^
4 424 881 150, being 76.38%	4 208 000 152, being 95.10%	216 880 998, being 4.90%	21 908 174, being 0.38%

Ordinary resolution 6: Re-appointment of PricewaterhouseCoopers Inc. as independent external auditors

Shares voted*	For	Against	Abstentions^
4 424 881 150, being 76.38%	4 423 266 306, being 99.96%	1 614 844, being 0.04%	21 908 174, being 0.38%

Ordinary resolution 7: Placing the unissued ordinary shares under the control of the directors

Shares voted*	For	Against	Abstentions^
4 424 880 900, being 76.38%	3 339 580 922, being 75.47%	1 085 299 978, being 24.53%	21 908 424, being 0.38%

Ordinary resolution 8: General authority to issue shares for cash

WITHDRAWN

Ordinary resolution 9: Specific authority to issue shares pursuant to a reinvestment option

Shares voted*	For	Against	Abstentions^
4 425 447 942, being 76.39%	3 815 066 474, being 86.21%	610 381 468, being 13.79%	21 341 382, being 0.37%

Ordinary resolution 10: Non-binding advisory vote on the remuneration policy of the company

Shares voted*	For	Against	Abstentions^
4 424 623 844, being 76.38%	4 083 180 773, being 92.28%	341 443 071, being 7.72%	22 165 480, being 0.38%

Ordinary resolution 11: Non-binding advisory vote on the implementation of the remuneration policy of the company

Shares voted*	For	Against	Abstentions^
4 424 339 921, being 76.37%	3 126 869 812, being 70.67%	1 297 470 109, being 29.33%	22 449 403, being 0.39%

Ordinary resolution 12: Authorisation of directors and/or the company secretary

Shares voted*	For	Against	Abstentions^
4 424 881 150, being 76.38%	4 424 877 374, being 100%	3 776, being 0.00%	21 908 174, being 0.38%

SPECIAL RESOLUTIONS

Special resolution 1: Amendment of the MOI

Shares voted*	For	Against	Abstentions^
4 425 447 074, being 76.39%	4 424 568 417, being 99.98%	878 657, being 0.02%	21 342 250, being 0.37%

Special resolution 2.1: Remuneration of independent non-executive chairperson

Shares voted*	For	Against	Abstentions^
4 425 399 525, being 76.39%	4 414 378 773, being 99.75%	11 020 752, being 0.25%	21 389 799, being 0.37%

Special resolution 2.2: Remuneration of lead independent director

Shares voted*	For	Against	Abstentions^
4 425 399 525, being 76.39%	4 404 773 901, being 99.53%	20 625 624, being 0.47%	21 389 799, being 0.37%

Special resolution 2.3: Remuneration of non-executive director

Shares voted*	For	Against	Abstentions^
4 425 399 525, being 76.39%	4 404 773 901, being 99.53%	20 625 624, being 0.47%	21 389 799, being 0.37%

Special resolution 2.4: Remuneration of audit committee chairperson

Shares voted*	For	Against	Abstentions^
4 425 399 525, being 76.39%	4 414 080 189, being 99.74%	11 319 336, being 0.26%	21 389 799, being 0.37%

Special resolution 2.5: Remuneration of audit committee member

Shares voted*	For	Against	Abstentions^
4 425 399 525, being 76.39%	4 414 080 189, being 99.74%	11 319 336, being 0.26%	21 389 799, being 0.37%

Special resolution 2.6: Remuneration of risk, compliance and technology committee chairperson

Shares voted*	For	Against	Abstentions^
4 425 399 525, being 76.39%	4 414 373 046, being 99.75%	11 026 479, being 0.25%	21 389 799, being 0.37%

Special resolution 2.7: Remuneration of risk, compliance and technology committee member

Shares voted*	For	Against	Abstentions^
4 425 399 525, being 76.39%	4 414 384 046, being 99.75%	11 015 479, being 0.25%	21 389 799, being 0.37%

Special resolution 2.8: Remuneration of remuneration committee chairperson

Shares voted*	For	Against	Abstentions^
4 425 442 787, being 76.39%	4 414 411 035, being 99.75%	11 031 752, being 0.25%	21 346 537, being 0.37%

Special resolution 2.9: Remuneration of remuneration committee member

Shares voted*	For	Against	Abstentions^
4 425 399 525, being 76.39%	4 414 367 773, being 99.75%	11 031 752, being 0.25%	21 389 799, being 0.37%

Special resolution 2.10: Remuneration of nomination and governance committee chairperson

Shares voted*	For	Against	Abstentions^
4 425 399 525, being 76.39%	4 414 367 773, being 99.75%	11 031 752, being 0.25%	21 389 799, being 0.37%

Special resolution 2.11: Remuneration of nomination and governance committee member

Shares voted*	For	Against	Abstentions^
4 425 399 525, being 76.39%	4 414 378 203, being 99.75%	11 021 322, being 0.25%	21 389 799, being 0.37%

Special resolution 2.12: Remuneration of social, ethics and transformation committee chairperson

Shares voted*	For	Against	Abstentions^
4 425 399 275, being 76.39%	4 414 313 550, being 99.75%	11 085 725, being 0.25%	21 390 049, being 0.37%

Special resolution 2.13: Remuneration of social, ethics and transformation committee member

Shares voted*	For	Against	Abstentions^
4 425 399 275, being 76.39%	4 414 313 550, being 99.75%	11 085 725, being 0.25%	21 390 049, being 0.37%

Special resolution 2.14: Remuneration of investment committee chairperson

Shares voted*	For	Against	Abstentions^
4 425 399 525, being 76.39%	4 414 313 800, being 99.75%	11 085 725, being 0.25%	21 389 799, being 0.37%

Special resolution 2.15: Remuneration of investment committee member

Shares voted*	For	Against	Abstentions^
4 425 399 525, being 76.39%	4 414 313 800, being 99.75%	11 085 725, being 0.25%	21 389 799, being 0.37%

Special resolution 3: Financial assistance to related and inter-related parties in terms of Section 44 of the Companies Act

Shares voted*	For	Against	Abstentions^
4 425 460 574, being 76.39%	4 219 887 649, being 95.35%	205 572 925, being 4.65%	21 328 750, being 0.37%

Special resolution 4: Financial assistance to related and inter-related parties in terms of Section 45 of the Companies Act

Shares voted*	For	Against	Abstentions^
4 425 460 574, being 76.39%	4 230 600 913, being 95.60%	194 859 661, being 4.40%	21 328 750, being 0.37%

Special resolution 5: General authority for a repurchase of shares issued by the company

Shares voted*	For	Against	Abstentions^
4 425 159 490, being 76.39%	3 775 398 338, being 85.32%	649 761 152, being 14.68%	21 629 834, being 0.37%

* shares voted (excluding abstentions) in relation to total shares in issue

^ in relation to total shares in issue (excluding treasury shares)

As a result of 29.33% of shareholders voting against ordinary resolution 11 at our annual general meeting, Redefine extends an invitation to all dissenting shareholders, as well as shareholders who have not yet engaged with the company, in order to address their concerns on the remuneration implementation report. Shareholders are requested to provide their reasons for voting against ordinary resolution 11, as well as their concerns with the implementation report and/or the remuneration policy, in writing to the chairperson of the remuneration committee, Ms B Mathews by emailing Bronwyn Baker at bronwynb@redefine.co.za by no later than close of business on Tuesday, 31 March 2020. Redefine will consider all concerns and, where appropriate, take steps to address any legitimate and reasonable concerns raised by the shareholders.

20 February 2020

Sponsor

The logo for JAVACAPITAL, featuring the word "JAVACAPITAL" in a bold, sans-serif font. A blue horizontal line is drawn across the middle of the letters "A", "V", and "C".