

RESILIENT REIT LIMITED

Incorporated in the Republic of South Africa

Registration number: 2002/016851/06

JSE share code: RES

ISIN: ZAE000209557

Bond company code: BIRPIF

LEI: 378900F37FF47D486C58

(Approved as a REIT by the JSE)

("Resilient" or "the Company")



POSTING OF OFFER DOCUMENT AND SALIENT DATES AND TIMES OF MANDATORY OFFER TO LIGHTHOUSE SHAREHOLDERS

1. INTRODUCTION

Shareholders of Lighthouse Capital Limited ("**Lighthouse**") are referred to the announcement released by Resilient on 14 May 2021, relating to the mandatory offer to be made by Resilient under Rule 33 of the Securities (Takeover) Rules of Mauritius 2010 (the "**Securities Takeover Rules**") ("**the offer**") for all the voting shares in Lighthouse not already owned by it (the "**offer shares**").

An offer document (the "**offer document**") has been issued to Lighthouse shareholders. Copies of the offer document may be obtained from the registered office of Resilient (4th Floor, Rivonia Village, Rivonia Boulevard, Rivonia, 2191, South Africa), the office of Resilient's sponsor, Java Capital (6th Floor, 1 Park Lane, Wierda Valley, Sandton, 2196, South Africa), Lighthouse's South African transfer secretaries, JSE Investor Services Proprietary Limited (13th Floor, 19 Ameshoff Street, Braamfontein, 2001, South Africa) and the office of Lighthouse's Mauritian transfer secretaries, Intercontinental Trust Limited (Level 3, Alexander House, 35 Cybercity, Ebène, 72201, Mauritius) during normal business hours from 28 May 2021 to 23 July 2021. The offer document is also available on Resilient's website (www.resilient.co.za).

2. TERMS OF THE OFFER

Resilient has extended an unconditional offer to acquire from Lighthouse shareholders all (or part) of the Lighthouse shares in respect of which it receives valid acceptances, prior to 12:00 (SA time) or 14:00 (Mauritian time) on Friday, 23 July 2021 (the "**closing date**").

Lighthouse shareholders who accept the offer will receive a cash consideration of ZAR7,13 per Lighthouse share disposed of in terms of the offer. Settlement of the offer consideration will be implemented in full in accordance with the terms of the offer, without regard to any lien, right of set-off, counterclaim or other analogous right to which any person may be entitled.

Lighthouse shareholders who elect not to accept the offer will remain shareholders in Lighthouse.

The offer is made in compliance with the requirements of the Securities Takeover Rules and is governed by and subject to the provisions of the laws of Mauritius and will be subject to the exclusive jurisdiction of a Mauritian court.

Each offer participant will be deemed by his acceptance to have consented and submitted to the jurisdiction of the courts of Mauritius in relation to all matters arising out of or in connection with the offer and acceptance thereof.

The legality of the offer to persons resident in jurisdictions outside of Mauritius may be affected by the laws of the relevant jurisdiction and any such persons should acquaint themselves with any applicable legal requirements which they are obligated to observe. It is the responsibility of any offeree wishing to accept the offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith. If received in any jurisdiction where it is illegal for the offer to be made or accepted, the offer document should be treated as being received for information only.

The tax treatment of offerees is dependent on the individual circumstances and the jurisdiction applicable to such offerees. It is recommended that, if offerees are uncertain about the tax treatment of the receipt of the offer consideration, they seek appropriate advice in this regard.

3. SALIENT DATES AND TIMES

	2021
Record date in order to receive the offer document	Friday, 21 May
Resilient offer document posted to Lighthouse shareholders and announced on SENS and the SEM	Friday, 28 May
Offer opens (09:00 SA time)	Friday, 28 May
Anticipated date Lighthouse offeree response document posted to Lighthouse shareholders announced on SENS and the SEM	Friday, 18 June
Last day to trade in Lighthouse shares in order to participate in the offer	Tuesday, 20 July
Lighthouse shares trade “ <i>ex</i> ” the mandatory offer	Wednesday, 21 July
Record date to determine which Lighthouse shareholders may accept the mandatory offer	Friday, 23 July
Offer closes at 12:00 (SA time) or 14:00 (Mauritian time) on	Friday, 23 July
Results of mandatory offer announced on SENS and the SEM	Monday, 26 July
Offer consideration credited to dematerialised SA shareholders’ accounts at their CSDP or broker as per note 7 below with last payment on	Monday, 26 July
Offer consideration posted to certificated SA shareholders (subject to receipt by Lighthouse’s SA transfer secretaries of documents of title on or prior to 12:00 (SA time) or 14:00 (Mauritian time) on the closing date and a duly completed form of acceptance, surrender and transfer) as per note 7 below with last payment on	Monday, 26 July
Results of mandatory offer published in the press	Tuesday, 27 July
Offer consideration credited to Mauritian shareholders’ CDS accounts as per note 8 below with last payment on	Thursday, 29 July

Notes:

1. Certificated Lighthouse shareholders who hold their shares on the SA sub-register are required to complete and return the form of acceptance, surrender and transfer (*blue*) attached to the offer document in accordance with the instructions contained therein to be received by Lighthouse’s SA transfer secretaries by no later than 12:00 (SA time) on the closing date.
2. Lighthouse shareholders who hold their shares on the Mauritian sub-register are required to complete and return the form of acceptance, surrender and transfer (*green*) attached to the offer document in accordance with the instructions contained therein to be received by Lighthouse’s Mauritian Company Administrator by no later than 12:00 (SA time) or 14:00 (Mauritian time) on the closing date.
3. Transfers of shares between sub-registers in South Africa and Mauritius may not take place between Wednesday, 21 July 2021 and Friday, 23 July 2021, both days inclusive.
4. Any change to the above dates and times will be agreed upon by Resilient and advised to Lighthouse shareholders by release on SENS and the SEM and publication in the Mauritian press.
5. No dematerialisation or rematerialisation of Lighthouse shares will take place between the first day after the last day to trade and the record date, both days inclusive.
6. The Lighthouse shares that will be acquired from offer participants will be acquired *cum* any distribution on the Lighthouse shares in respect of which the record date for participation in such distribution occurs on or after the opening date, which includes the distribution to Lighthouse shareholders for the period 1 January 2021 to 30 June 2021.
7. For shareholders who hold their Lighthouse shares on the SA sub-register the offer consideration will be settled in cash within six business days of acceptance of the mandatory offer, with the last payment being made on Monday, 26 July 2021.
8. For shareholders who hold their Lighthouse shares on the Mauritian sub-register the offer consideration will be settled in cash within nine business days of acceptance of the mandatory offer, with the last payment being made on Thursday, 29 July 2021.
9. The offer consideration is in ZAR. As Lighthouse shares are traded in EUR in Mauritius, the offer consideration will be paid to Mauritian shareholders in EUR converted at the prevailing exchange rate on the closing date, as determined by the Mauritian Company Administrator.

28 May 2021

Corporate advisor and sponsor

JAVACAPITAL

Mauritian legal advisor

大成 DENTONS