

FORTRESS REIT LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2009/016487/06)

JSE share codes: FFA ISIN: ZAE000248498

FFB ISIN: ZAE000248506

Bond Company code: FORI

LEI: 378900FE98E30F24D975

(Approved as a REIT by the JSE)

(“Fortress” or “the Company”)



RESULTS OF COMBINED GENERAL MEETING OF A AND B SHAREHOLDERS AND RESULTS OF GENERAL MEETING OF A SHAREHOLDERS

Unless otherwise defined, words defined in the circular bear the same meaning in this announcement.

Shareholders are referred to the circular posted to shareholders on 6 July 2021 containing a notice of a combined general meeting of A and B shareholders (“**combined general meeting**”) and a notice of an A shareholders general meeting pertaining to the proposed amendment to the Company’s Memorandum of Incorporation in order to enable Fortress to declare a distribution to A shareholders that is less than currently provided for in the Memorandum of Incorporation for the Second Income Period of the financial year ending 30 June 2021, should it be necessary to do so.

Shareholders are advised that at the combined general meeting and at the A shareholders general meeting held on Wednesday, 4 August 2021, all the resolutions tabled at each of the combined general meeting and A shareholders general meeting were passed by the requisite majority of Fortress shareholders.

Combined general meeting

Details of the results of voting at the combined general meeting were as follows:

- total number of Fortress A shares and Fortress B shares in issue as at the date of the combined general meeting: 2 284 808 200;
- total number of Fortress A shares that could have been voted at the combined general meeting (excluding treasury shares and Fortress A shares awarded and unvested in terms of the Fortress REIT Long Term Incentive Plan (the “**LTIP**”)): 1 171 364 497;
- total number of Fortress B shares that could have been voted at the combined general (excluding treasury shares and Fortress B shares awarded and unvested in terms of the LTIP): 1 015 462 988;
- total number of Fortress A shares and Fortress B shares that were present/represented at the combined general meeting: 1 756 399 543, being 80.32% of the total number of Fortress A shares and Fortress B shares that could have been voted at the combined general meeting.

Special resolution number 1: Amendment to the Memorandum of Incorporation

A shares voted*	For	Against	Abstentions[^]
940 018 089, being 80.25%	931 230 747, being 99.07%	8 787 342, being 0.93%	20 313, being 0.00%
B shares voted*	For	Against	Abstentions[^]
813 236 579, being 80.09%	545 507 471, being 67.08%	267 729 108, being 32.92%	3 124 562, being 0.31%
Total shares voted*	For	Against	Abstentions[^]
1 753 254 668, being 80.17%	1 476 738 218, being 84.23%	276 516 450, being 15.77%	3 144 875, being 0.14%

Ordinary resolution number 1: General authority

A shares voted*	For	Against	Abstentions[^]
940 018 089, being 80.25%	931 230 822, being 99.07%	8 787 267, being 0.93%	20 313, being 0.00%
B shares voted*	For	Against	Abstentions[^]
813 236 515, being 80.09%	546 746 108, being 67.23%	266 490 407, being 32.77%	3 124 626, being 0.31%
Total shares voted*	For	Against	Abstentions[^]
1 753 254 604, being 80.17%	1 477 976 930, being 84.30%	275 277 674, being 15.70%	3 144 939, being 0.14%

* Fortress A shares and Fortress B shares voted (excluding abstentions) in relation to the total shares in issue (excluding treasury shares, Fortress A ordinary shares awarded and unvested in terms of the LTIP, and Fortress B ordinary shares awarded and unvested in terms of the LTIP).

[^] in relation to total Fortress A shares and Fortress B shares in issue (excluding treasury shares, Fortress A ordinary shares awarded and unvested in terms of the LTIP, and Fortress B ordinary shares awarded and unvested in terms of the LTIP).

A shareholders general meeting

Details of the results of voting at the A shareholders general meeting were as follows:

- total number of Fortress A shares in issue as at the date of the A shareholders general meeting: 1 191 595 172;
- total number of Fortress A shares that could have been voted at the A shareholders general meeting (excluding treasury shares and Fortress A shares awarded and unvested in terms of the LTIP): 1 171 364 497;
- total number of Fortress A shares that were present/represented at the A shareholders general meeting: 1 027 278 959, being 87.70% of the total number of Fortress A shares that could have been voted at the A shareholders general meeting.

Special resolution number 1: Amendment to the Memorandum of Incorporation

A shares voted#	For	Against	Abstentions~
1 027 025 958, being 87.68%	1 018 587 746, being 99.18%	8 438 212, being 0.82%	253 001, being 0.02%

Ordinary resolution number 1: General authority

A shares voted#	For	Against	Abstentions~
1 027 025 958, being 87.68%	1 018 587 821, being 99.18%	8 438 137, being 0.82%	253 001, being 0.02%

shares voted (excluding abstentions) in relation to the total A shares in issue (excluding treasury shares and Fortress A ordinary shares awarded and unvested in terms of the LTIP).

~ in relation to total Fortress A shares in issue (excluding treasury shares and Fortress A ordinary shares awarded and unvested in terms of the LTIP).

Shareholders are advised that the special resolutions relating to the amendment to the Memorandum of Incorporation will be lodged with the Companies Intellectual Property Commission (“CIPC”) for registration.

5 August 2021

Lead sponsor



Joint sponsor

