



# ARROWHEAD PROPERTIES

Focused on sustainable value

## ARROWHEAD PROPERTIES LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2007/032604/06)

JSE share code: AHA ISIN: ZAE000275491

JSE share code: AHB ISIN: ZAE000275509

(Approved as a REIT by the JSE)

**(Arrowhead or the Company)**

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## DISTRIBUTION OF CIRCULAR AND REVISED LISTING PARTICULARS TO ARROWHEAD SHAREHOLDERS AND NOTICE OF GENERAL MEETING

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### 1. Distribution of Circular and Revised Listing Particulars

Shareholders are referred to the joint firm intention announcement released by Arrowhead and Fairvest Property Holdings Limited (**Fairvest**) on SENS on 27 September 2021 regarding the proposed acquisition by Arrowhead of the entire issued share capital of Fairvest to be implemented via a scheme of arrangement in terms of section 114 of the Companies Act, No. 71 of 2008 (**Proposed Transaction**).

The Proposed Transaction constitutes a category 1 transaction and a reverse takeover of Arrowhead in terms of section 9 of the JSE Listings Requirements, which requires, *inter alia*, the distribution of a category 1 circular (**Circular**) and accompanying revised listing particulars (**Revised Listing Particulars**) to holders of A ordinary and B ordinary shares in Arrowhead (**Arrowhead shareholders**).

Arrowhead Shareholders are hereby advised that the Company will be distributing the Circular and Revised Listing Particulars today, 10 December 2021, pertaining to the Proposed Transaction.

Copies of the Circular and Revised Listing Particulars may be obtained at the Company's registered office, 3rd Floor Upper Building, 1 Sturdee Avenue, Rosebank, Johannesburg, 2196 (**Registered Office**) between 09:00 and 17:00 or from the company secretary by emailing Vicki Turner at vicki@arrowprop.co.za between today, Friday, 10 December 2021 to Friday, 14 January 2022, both days inclusive. The Circular and Revised Listing Particulars will also be available on Arrowhead's website (<https://www.arrowheadproperties.co.za/prospectus-and-circular.php>) from today, 10 December 2021.

### 2. Notice of general meeting

The Circular incorporates a notice of general meeting of Arrowhead Shareholders to be held at 11:00 on Friday, 14 January 2022 at the Company's Registered Office, and through electronic participation by way of telephone conferencing or by way of MS Teams, for the purpose of considering and, if deemed fit, passing with or without modification, the resolutions required to be approved by Arrowhead Shareholders in order to, *inter alia*, authorise and implement the Proposed Transaction.

### 3. Salient dates and times

Set out below are the salient dates and times pertaining to the implementation of the Proposed Transaction. The definitions and interpretations contained in the Circular apply *mutatis mutandis* to the below salient dates and times (unless the context requires otherwise).

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**2021**

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Notice record date, being the date on which an Arrowhead Shareholder must be recorded in the register to be eligible to receive the Circular and Notice of General Meeting and Revised Listing Particulars	Friday, 3 December
Circular and the Notice of General Meeting and Revised Listing Particulars distributed to Arrowhead Shareholders and announced on SENS on	Friday, 10 December
Announcement of distribution of Circular and Notice of General Meeting and Revised Listing Particulars published in the press on	Monday, 13 December

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**2022**

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Last day to trade Arrowhead Shares to be recorded in the register to vote at the General Meeting ( <b>Voting LDT</b> ) (see note 3 below) on	Tuesday, 4 January
Voting Record Date, being the date on which an Arrowhead Shareholder must be recorded in the register to be eligible to attend or electronically participate in the General Meeting and to vote thereat, by close of trade on	Friday, 7 January
For administrative reasons, forms of proxy in respect of the General Meeting to be lodged at or received by no later than 11:00 on (see note 7)	Wednesday, 12 January
General Meeting to be held at 11:00 on	Friday, 14 January
Results of the General Meeting published on SENS	Friday, 14 January
Results of the General Meeting published in the press on	Monday, 17 January
Finalisation Date expected to be on	Tuesday, 18 January
Finalisation Date announcement expected to be released on SENS on	Tuesday, 18 January
Finalisation Date announcement expected to be published in the press on	Wednesday, 19 January
Expected last day to trade prior to the change of name being effected	Tuesday, 25 January
Expected termination of trading in the name "Arrowhead Properties Limited" on the JSE, termination of the "A" ordinary shares trading under the share code "AHA", short name "AWAPropA" and ISIN ZAE000275491 and termination of the "B" ordinary shares trading under the share code "AHB", short name "AWAPropB" and ISIN ZAE000275509, from the commencement of trade	Wednesday, 26 January
Expected trading under the new name of "Fairvest Limited" on the JSE, with the AHA Shares trading under the share code "FTA", short name "FTAPropA" and ISIN ZAE000304788 and the AHB Shares trading under the share code "FTB" short name "FTBPropB" and ISIN ZAE000304796 from the commencement of trade on	Wednesday, 26 January
Record date in respect of the change of name	Friday, 28 January
Issue of AHB Shares in order to satisfy the Scheme Consideration on the JSE expected from the commencement of trade on	Monday, 31 January

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Expected date Dematerialised Arrowhead Shareholders will have their accounts updated with shares trading under the new name "Fairvest Limited" at their CSDP or Broker

Monday, 31 January

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**Notes:**

1. All dates and times indicated above are South African Standard Time.
2. The above dates and times are subject to amendment at the discretion of the Company. Any such amendment will be released on SENS.
3. If the General Meeting is adjourned or postponed, Forms of Proxy submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting, unless the contrary is stated on such Form of Proxy.
4. Arrowhead Shareholders are reminded that Arrowhead Shares can only be traded in dematerialised form. It is therefore suggested that holders of Certificated Arrowhead Shares on the register dematerialise their Arrowhead Shares prior to the Voting LDT. No orders to dematerialise or rematerialise Arrowhead Shares will be processed from the Business Day following the Voting LDT up to and including the Voting Record Date, but such orders will again be processed from the first Business Day after the Voting Record Date.
5. The register for Certificated Arrowhead Shares will be closed between the Voting LDT and the Voting Record Date.
6. Arrowhead Shareholders are requested to deposit forms of proxy with the Transfer Secretaries, JSE Investor Services, at 13th Floor, 19 Ameshoff Street, Braamfontein, 2001 or by fax on 086 674 2450 or by email to meetfax@jseinvestorservices.co.za to be received by 11:00 on Wednesday, 12 January 2022. Any forms of proxy not lodged by this time may still be sent to these email addresses prior to the commencement of the General Meeting.
7. Forms of proxy not submitted to the Transfer Secretaries by such date may be handed to the Chairman of the General Meeting or to the Transfer Secretaries at the General Meeting at any time prior to the commencement of the General Meeting or prior to voting on any resolution proposed at the General Meeting.

#### **4. Responsibility statement**

The board of directors of Arrowhead (**Arrowhead Board**) accepts responsibility for the information contained in this announcement insofar as it relates to Arrowhead. To the best of the Arrowhead Board's knowledge and belief, the information contained in this announcement is true and the announcement does not omit anything likely to affect the importance of the information.

10 December 2021

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**Lead corporate advisor**

Ferryman Capital Partners Proprietary Limited

**Joint corporate advisor and transaction sponsor**

Nedbank Corporate and Investment Banking, a division of Nedbank Limited

**Attorney and competition law advisor**

Cliffe Dekker Hofmeyr Incorporated