

VUKILE PROPERTY FUND LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2002/027194/06)
JSE share code: VKE NSX share code: VKN
ISIN: ZAE000180865
(Granted REIT status with the JSE)
(“Vukile” or “the company”)



NOTIFICATION IN TERMS OF SECTION 45(5) OF THE COMPANIES ACT 71 OF 2008

Notice is hereby given that, in terms of the provisions of section 45(5)(a) of the Companies Act 71 of 2008 (the “**Companies Act**”), and pursuant to the special resolution passed at the annual general meeting of Vukile held on 1 September 2022, authorising the board of directors of the company (the “**board**”) to provide direct or indirect financial assistance to any related or inter-related company, the board has adopted a resolution on 10 November 2022, in terms of section 45(3)(b) of the Companies Act, which resolution authorises Vukile to provide financial assistance to Castellana Properties SOCIMI (“**Castellana**”), a subsidiary of Vukile, through the extension of shareholder loan funding to the value of €18 million.

The shareholder loan funding has been made available to Castellana in order to facilitate part of its acquisition of the 25,7% stake in Lar España Real Estate SOCIMI, and is structured as follows:

- €5 million with a repayment date of 28 November 2028, which in due course will be converted to equity, bearing interest at a rate of 3.5%; and
- €13 million with a repayment date of 14 November 2023, bearing interest at a rate of 3.5%.

The existing shareholder loan amounting to €10 million, with a repayment date of 21 January 2023 (bearing interest at 1.75%), will be amended to mature earlier on 28 November 2022, also with the intention to convert this loan into Castellana equity.

The shareholder loans to Castellana as described above constitutes financial assistance in terms of section 45(1) of the Companies Act, the total value of which exceeds one tenth of one per cent of Vukile’s net worth at the time of the adoption of the board resolution.

In accordance with section 45 of the Companies Act, the board is satisfied and acknowledges that:

- (i) immediately after providing such financial assistance, Vukile would have satisfied the solvency and liquidity test as provided for in section 4 of the Companies Act; and
- (ii) the terms under which such financial assistance has been given are fair and reasonable to Vukile.

18 November 2022

JSE sponsor



NSX sponsor

