

REDEFINE PROPERTIES LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1999/018591/06)

JSE share code: RDF ISIN: ZAE000190252

LEI: 37890061EC026A7DA532

Debt company code: BIRDF

(Approved as a REIT by the JSE)

("Redefine" or "the company")



RESULTS OF ANNUAL GENERAL MEETING

Shareholders are referred to the notice of annual general meeting ("AGM") distributed to shareholders on 15 December 2022 which contained, *inter alia*, information in respect of the proposed restructure of the Redefine Empowerment Trust and the proposed amendments to the Redefine Executive Incentive Scheme and are advised that at the AGM held on Thursday, 23 February 2023, all the resolutions tabled thereat were passed by the requisite majority of Redefine shareholders.

Details of the results of voting at the AGM are as follows:

- total number of Redefine shares in issue as at the date of the AGM: 7 052 419 865;
- total number of Redefine shares that were present/represented at the AGM: 5 663 722 215, being 80.31% of the total number of Redefine shares in issue;
- total number of Redefine shares that were present/represent at the AGM in respect of ordinary resolution numbers 14 and 15 (excluding the shares exercisable by participants of the share purchase scheme): 5 656 918 878, being 80.21% of the total number of Redefine shares in issue.

ORDINARY RESOLUTIONS

Ordinary resolution 1: Election of Mr S Fifield as an independent non-executive director

Shares voted*	For	Against	Abstentions^
5 657 343 799, being 80.22%	5 642 986 522, being 99.75%	14 357 277, being 0.25%	6 378 390, being 0.09%

Ordinary resolution 2: Election of Ms C Fernandez as an independent non-executive director

Shares voted*	For	Against	Abstentions^
5 657 343 799, being 80.22%	5 647 719 561, being 99.83%	9 624 238, being 0.17%	6 378 390, being 0.09%

Ordinary resolution 3: Re-election of Mr SM Pityana as an independent non-executive director

Shares voted*	For	Against	Abstentions^
5 657 347 599, being 80.22%	5 629 004 542, being 99.50%	28 343 057, being 0.50%	6 374 590, being 0.09%

Ordinary resolution 4: Re-election of Mr L Kok as executive director

Shares voted*	For	Against	Abstentions^
5 657 343 799, being 80.22%	5 645 468 036, being 99.79%	11 875 763, being 0.21%	6 378 390, being 0.09%

Ordinary resolution 5.1: Election of Ms D Radley as a member of the audit committee

Shares voted*	For	Against	Abstentions^
5 657 308 799, being 80.22%	5 132 386 128, being 90.72%	524 922 671, being 9.28%	6 413 390, being 0.09%

Ordinary resolution 5.2: Election of Ms L Sennelo as a member of the audit committee

Shares voted*	For	Against	Abstentions^
5 655 842 955, being 80.20%	5 581 014 938, being 98.68%	74 828 017, being 1.32%	7 879 234, being 0.11%

Ordinary resolution 5.3: Election of Mr S Fifield as a member of the audit committee

Shares voted*	For	Against	Abstentions^
5 657 308 099, being 80.22%	5 643 947 542, being 99.76%	13 360 557, being 0.24%	6 414 090, being 0.09%

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

Shares voted*	For	Against	Abstentions^
5 657 355 133, being 80.22%	5 654 084 366, being 99.94%	3 270 767, being 0.06%	6 367 056, being 0.09%

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

Shares voted*	For	Against	Abstentions^
5 657 348 766, being 80.22%	5 072 518 636, being 89.66%	584 830 130, being 10.34%	6 373 423, being 0.09%

Ordinary resolution 8: General authority to issue shares for cash

Shares voted*	For	Against	Abstentions^
5 657 590 766, being 80.22%	5 040 689 996, being 89.10%	616 900 770, being 10.90%	6 131 423, being 0.09%

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

Shares voted*	For	Against	Abstentions^
5 657 301 684, being 80.22%	5 629 019 009, being 99.50%	28 282 675, being 0.50%	6 420 505, being 0.09%

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

Shares voted*	For	Against	Abstentions^
5 657 243 587, being 80.22%	5 565 316 669, being 98.38%	91 926 918, being 1.62%	6 478 602, being 0.09%

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

Shares voted*	For	Against	Abstentions^
5 657 243 587, being 80.22%	5 565 428 369, being 98.38%	91 815 218, being 1.62%	6 478 602, being 0.09%

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

Shares voted*	For	Against	Abstentions^
5 657 297 799, being 80.22%	5 655 872 669, being 99.97%	1 425 130, being 0.03%	6 424 390, being 0.09%

SPECIAL RESOLUTIONS

Special resolution 1: Non-executive director fees

Shares voted*	For	Against	Abstentions^
5 657 331 657, being 80.22%	5 628 829 948, being 99.50%	28 501 709, being 0.50%	6 390 532, being 0.09%

Special resolution 2: Approval for the granting of financial assistance to directors, prescribed officers and other identified employees as employee share scheme beneficiaries

Shares voted*	For	Against	Abstentions^
5 657 519 036, being 80.22%	5 640 231 810, being 99.69%	17 287 226, being 0.31%	6 203 153, being 0.09%

Special resolution 3: Approval for the granting of financial assistance in terms of Section 44 of the Companies Act

Shares voted*	For	Against	Abstentions^
5 657 519 736, being 80.22%	5 625 088 138, being 99.43%	32 431 598, being 0.57%	6 202 453, being 0.09%

Special resolution 4: Approval for the granting of financial assistance in terms of Section 45 of the Companies Act

Shares voted*	For	Against	Abstentions^
5 657 519 736, being 80.22%	5 653 548 708, being 99.93%	3 971 028, being 0.07%	6 202 453, being 0.09%

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

Shares voted*	For	Against	Abstentions^
5 657 517 546, being 80.22%	5 625 873 583, being 99.44%	31 643 963, being 0.56%	6 204 643, being 0.09%

RESTRUCTURE OF THE REDEFINE EMPOWERMENT TRUST AND AMENDMENTS TO THE REDEFINE EXECUTIVE INCENTIVE SCHEME

Ordinary resolution 13: Restructure of the Redefine Empowerment Trust

Shares voted*	For	Against	Abstentions^
5 657 313 066, being 80.22%	5 641 557 598, being 99.72%	15 755 468, being 0.28%	6 409 123, being 0.09%

Ordinary resolution 14: Amendments to the Redefine Executive Incentive Scheme

Shares voted#	For	Against	Abstentions^^
5 621 253 477, being 79.71%	4 999 345 105, being 88.94%	621 908 372, being 11.06%	42 468 712, being 0.60%

Ordinary resolution 15: Further amendment to the Redefine Executive Incentive Scheme

Shares voted#	For	Against	Abstentions^^
5 639 698 167, being 79.97%	5 607 908 046, being 99.44%	31 790 121, being 0.56%	24 024 022, being 0.34%

Special resolution 6: Approval for the granting of financial assistance in terms of section 44 of the Companies Act in respect of the restructure of the Redefine Empowerment Trust

Shares voted*	For	Against	Abstentions^
5 657 519 046, being 80.22%	5 652 527 680, being 99.91%	4 991 366, being 0.09%	6 203 143, being 0.09%

Special resolution 7: Financial assistance in terms of section 45 of the Companies Act in respect of the waiver of the outstanding capital balance of the scheme debt owing on the share purchase scheme shares as set out in the Redefine Executive Incentive Scheme

Shares voted*	For	Against	Abstentions^
5 638 914 198, being 79.96%	5 038 304 047, being 89.35%	600 610 151, being 10.65%	24 807 991, being 0.35%

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

^ in relation to total shares in issue

excluding the shares exercisable by participants of the share purchase scheme

^^ in relation to total shares in issue (including the shares exercisable by participants of the share purchase scheme)

As ordinary resolutions 13, 14 and 15 and special resolutions 6 and 7 have been passed by the requisite majority of shareholders, the restructure of the Redefine Empowerment Trust and the amendments to the Redefine Executive Incentive Scheme to unwind and cancel the share purchase scheme and waive any outstanding scheme debt will be implemented in accordance with the terms as set out in annexure 1 to the notice of AGM.

23 February 2023

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