

Fairvest Limited

(Incorporated in the Republic of South Africa)
(Registration number 2007/032604/06)
JSE share code: FTA ISIN: ZAE000304788
JSE share code: FTB ISIN: ZAE000304796
LEI: 378900E93AFC4D1CAD45
(Granted REIT status with the JSE)
("Fairvest" 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 (as amended) ("**the Companies Act**") and pursuant to the special resolution passed at the annual general meeting of the company held on 28 February 2023, authorising the board of directors ("**the Board**") to provide direct and indirect financial assistance to related or inter-related companies, the Board has adopted a resolution authorising the Company to enter into a refinancing transaction in respect of the Fairvest Group to the value of up to R3.1 billion ("**Facilities**"). The Company (as borrower) and some of its material subsidiaries (as obligors) will enter into, among others, a common terms agreement with Nedbank Limited, Absa Bank Limited, and The Standard Bank of South Africa ("**Common Terms Agreement**"). The Common Terms Agreement contemplates the granting of financial assistance by the Company to related or inter-related companies (to the extent required).

To the extent that financial assistance is provided by the Company pursuant to the Common Terms Agreement, such financial assistance will exceed one-tenth of 1% of the Company's net worth as at the date of the Board approval and the Company hereby provides notice of the passing of the Board resolution to shareholders.

Prior to authorising the aforementioned financial assistance, the Board considered and satisfied itself, in terms of section 45 of the Companies Act, that (i) immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test as contemplated in section 4 of the Companies Act, (ii) there has been due compliance with the Company's memorandum of incorporation, and (iii) the terms of the financial assistance are fair and reasonable to the Company.

28 August 2023

Sponsor

The logo for Java Capital features the word "JAVACAPITAL" in a grey, sans-serif font. A blue horizontal line is drawn across the letters "A" and "V".