

FORTRESS REAL ESTATE INVESTMENTS LIMITED

(Formerly 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

(“Fortress” or the “Company”)



POSTING OF CIRCULAR AND SALIENT DATES AND TIMES IN RESPECT OF THE SCHEME AND FFA CONVERSION

Shareholders are referred to the firm intention announcement published on SENS on 5 October 2023 detailing the terms of the proposed scheme of arrangement in terms of section 114 of the Companies Act, No. 71 of 2008 (the “**Companies Act**”) between Fortress and Fortress B shareholders, which, if implemented, will result in Fortress repurchasing all of the Fortress B shares held by scheme participants, in consideration for 0.060207 NEPI Rockcastle N.V. (“**NRP**”) shares for every Fortress B share in issue (the “**scheme**”), together with the conversion of all of the Fortress A shares into Fortress B shares following the implementation of the scheme and certain consequential amendments to the memorandum of incorporation of Fortress (the “**FFA conversion**”).

Fortress has, on Thursday, 30 November 2023, distributed a circular to its shareholders relating to the scheme and the FFA conversion (the “**circular**”). Defined terms in this announcement bear the same meaning as in the circular.

The circular incorporates the respective notices of the combined general meeting, the FFA general meeting and the FFB general meeting (together the “**Fortress shareholder meetings**”) for the purpose of approving the resolutions required to implement the scheme and the FFA conversion. Copies of the circular are available on the Company’s website at: <https://fortressfund.co.za/financials/view-pdf?id=Circular%20to%20shareholders%20relating%20to%20scheme%20of%20arrangement%20to%20repurchase%20all%20FFB%20shares%20and%20FFA%20shares%20conversion> and may be requested from the company secretary, at tamlyn@fortressfund.co.za or the sponsor, Java Capital, at sponsor@javacapital.co.za.

The Fortress shareholder meetings will be held on Friday, 19 January 2024 at the registered office of Fortress (Block C, Cullinan Place, Cullinan Close, Morningside, 2196), as well as virtually via a remote interactive electronic platform, Microsoft Teams, as follows:

- The combined general meeting will be held at 10:00 for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions required to authorise and implement the scheme and the FFA conversion;
- The FFA general meeting will be held at 10:30 or 5 minutes after the completion of the combined general meeting, whichever is the later, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions required to authorise and implement the FFA conversion; and
- The FFB general meeting will be held at 11:00 or 5 minutes after the completion of the FFA general meeting, whichever is the later, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions required to authorise and implement the scheme.

OPINION AND RECOMMENDATION OF THE INDEPENDENT BOARD

The independent board of Fortress, comprising Caswell Rampheri, Edwin Oblowitz and Robin Lockhart-Ross appointed EY to provide the independent board with its opinion as to whether the terms of the scheme are fair and reasonable to FFB shareholders, in accordance with the requirements of the Companies Act and the Takeover Regulations. The independent expert has also considered whether the transaction is fair and reasonable to the FFA shareholders.

The independent expert is of the opinion that the terms and conditions of the scheme are fair and reasonable to FFB shareholders, and that the transaction is fair and reasonable to FFA shareholders. EY's fair and reasonable opinion is set out in Annexure 1 of the circular.

The independent board has concluded that the terms of the scheme are fair and reasonable to FFB shareholders, and that the transaction is fair and reasonable to FFA shareholders. The independent board recommends that Fortress shareholders vote in favour of the resolutions to be proposed at the Fortress shareholder meetings.

RECOMMENDATION OF THE BOARD

The board has considered the transaction as a whole and believes that the transaction is in the best interests of Fortress shareholders. Accordingly, the board recommends that Fortress shareholders vote in favour of the resolutions to be proposed at the Fortress shareholder meetings.

SALIENT DATES AND TIMES

Set out below are the salient dates and times assuming the successful implementation of the scheme and the FFA Conversion:

2023

Record date to determine which Fortress shareholders are entitled to receive the circular	Friday, 24 November
Circular together with the accompanying notices convening the Fortress shareholder meetings, forms of proxy (<i>pink, green and yellow</i>) and forms of surrender and transfer (<i>blue and grey</i>) posted to Fortress shareholders on	Thursday, 30 November
Announcement relating to the issue of the circular (together with the notices of the Fortress shareholder meetings) released on SENS on	Thursday, 30 November
Announcement relating to the issue of the circular (together with the notices of the Fortress shareholder meetings) published in the press on	Friday, 1 December

2024

Last date to trade in Fortress shares on the JSE in order to be recorded on the register to vote at the appropriate Fortress shareholder meeting(s) on	Tuesday, 9 January
Record date to be eligible to vote at the appropriate Fortress shareholder meeting(s), being the voting record date, at the close of trade on	Friday, 12 January
Last date and time to lodge forms of proxy (<i>pink, green and yellow</i>) in respect of the Fortress shareholder meetings with the transfer secretaries by 10:00 on (alternatively, the form of proxy may be handed to the chairperson of the Fortress shareholder meetings at any time prior to the commencement of the applicable Fortress shareholder meeting or prior to voting on any resolution to be proposed at the applicable Fortress shareholder meeting)	Wednesday, 17 January
Last date and time for Fortress shareholders to give notice of their objections to the special resolution approving the scheme in terms of section 164(3) of the Companies Act by no later than 10:00 on	Friday, 19 January
Combined general meeting held at 10:00 on	Friday, 19 January
FFA general meeting held at 10:30 or 5 minutes after the completion of the combined general meeting, whichever is the later, on	Friday, 19 January

FFB general meeting held at 11:00 or 5 minutes after the completion of the FFA general meeting, whichever is the later, on	Friday, 19 January
Results of the Fortress shareholder meetings released on SENS on	Friday, 19 January
Amendments to the MOI filed with the Companies and Intellectual Property Commission on	Friday, 19 January
Results of the Fortress shareholder meetings published in the press on	Monday, 22 January
<i>If the scheme and the FFA conversion are approved at the Fortress shareholder meetings:</i>	
Amendments to the MOI accepted by the Companies and Intellectual Property Commission	Friday, 26 January
Last date for FFB shareholders who voted against the scheme to require Fortress to seek court approval for the scheme in terms of section 115(3)(a) of the Companies Act, if at least 15% of the total votes of shareholders at the FFB general meeting were exercised against the scheme	Friday, 26 January
Last date for Fortress shareholders who voted against the repurchase to require Fortress to seek court approval for the repurchase in terms of section 115(3)(a) of the Companies Act, if at least 15% of the total votes of shareholders at the combined general meeting were exercised against the repurchase	Friday, 26 January
Last date on which FFB shareholders can make application to the court in terms of section 115(3)(b) of the Companies Act, to the extent they voted against the scheme at the FFB general meeting, on	Friday, 2 February
Last date on which Fortress shareholders can make application to the court in terms of section 115(3)(b) of the Companies Act, to the extent they voted against the repurchase at the combined general meeting, on	Friday, 2 February
Last date for Fortress to give notice of adoption of the special resolution approving the scheme to FFB shareholders who objected to such special resolution in terms of section 164(3) of the Companies Act on	Friday, 2 February
Last date for Fortress to give notice of adoption of the special resolution approving the repurchase to Fortress shareholders who objected to such special resolution in terms of section 164(3) of the Companies Act on	Friday, 2 February
<i>If no Fortress shareholders exercise their rights in terms of section 115(3)(a) or section 115(3)(b) of the Companies Act:</i>	
Finalisation date expected to be on	Tuesday, 6 February
Finalisation announcement in respect of the scheme and FFA conversion expected to be released on SENS by 11:00 on	Tuesday, 6 February
Finalisation announcement in respect of the scheme and FFA conversion expected to be published in the press on	Wednesday, 7 February
Expected last day to trade in FFB shares on the JSE in order to be recorded on the register on the scheme record date to receive the scheme consideration on	Tuesday, 13 February

Expected date of the suspension of listing of FFB shares on the JSE at the commencement of trade on	Wednesday, 14 February
Announcement of the value of cash payments arising from fractional entitlements to NRP shares expected to be released on SENS by 11:00 on	Thursday, 15 February
Announcement of the value of cash payments arising from fractional entitlements to NRP shares expected to be released in the press on	Friday, 16 February
Expected scheme record date on which FFB shareholders must be recorded in the register to receive the scheme consideration by close of trade on	Friday, 16 February
Expected date on which the scheme consideration will be transferred to scheme participants who are certificated FFB shareholders (provided that their forms of surrender and transfer (<i>grey</i>) and documents of title are received on or before 12:00 on the scheme record date)	Monday, 19 February
Expected date on which dematerialised FFB shareholders who are scheme participants will receive the scheme consideration	Monday, 19 February
Expected date on which FFB shareholders who are scheme participants will receive cash payments arising from fractional entitlements	Monday, 19 February
Expected date on which the FFB shares repurchased pursuant to the scheme will be delisted from the Main Board of the JSE	Monday, 19 February
Expected last day to trade in FFA shares on the JSE in order to be recorded in the register following which date the FFA shares will be converted into FFB shares	Tuesday, 20 February
Expected date of the suspension of listing of FFA shares on the JSE at the commencement of trade on	Wednesday, 21 February
Expected date that the suspension of FFB shares will be lifted and the converted FFB shares (previously FFA shares) will be listed on the JSE (under the existing FFB share code and ISIN)	Wednesday, 21 February
Expected FFA conversion record date on which FFA shareholders must be recorded in the register in order for their FFA shares to be converted into FFB shares and for their accounts held at their CSDP or broker to be updated to reflect the conversion of their FFA shares into FFB shares on	Friday, 23 February
Expected FFA conversion operative date on	Monday, 26 February
Expected date on which issued FFA shares will convert into FFB shares under the existing FFB share code and ISIN ZAE000248506 and dematerialised FFA shareholders' custody accounts will be updated to reflect the FFA conversion	Monday, 26 February
Expected date by which converted FFB shares will be credited to the broker or CSDP accounts of certificated FFA shareholders under the existing FFB share code and ISIN ZAE000248506 (provided that their form of surrender and transfer (<i>blue</i>) and documents of title to their FFA shares are received on or before 12:00 on the FFA conversion record date)	Monday, 26 February

Notes:

1. All times are local times in South Africa and may be changed by Fortress (subject to the approval of the JSE and/or the Takeover Regulation Panel, if required). The dates have been determined based on certain assumptions regarding the date by which certain shareholder and regulatory approvals will be obtained and that no court approval or review of the applicable scheme resolution and/or the repurchase resolution will be required. Any change in the dates and times will be released on SENS and published in the press.
2. A form of proxy not lodged with the transfer secretaries may be handed to the chairperson of the Fortress shareholder meetings at any time prior to the commencement of any of the Fortress shareholder meetings or prior to voting on any resolution to be proposed at any of the Fortress shareholder meetings.
3. If any of the Fortress shareholder meetings is adjourned or postponed, a form of proxy submitted for the initial meeting will remain valid in respect of any adjournment or postponement of the meeting, unless it is withdrawn.
4. If any of the Fortress shareholder meetings is adjourned or postponed, then forms of proxy that have not yet been submitted should be lodged with the transfer secretaries by no later than two business days before the adjourned or postponed meeting but may nonetheless be handed to the chairperson of the adjourned or postponed meeting at any time prior to the commencement of the adjourned or postponed meeting or prior to voting on any resolution to be proposed at the adjourned or postponed meeting.
5. Fortress shareholders should note that as transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trades. Therefore, Fortress shareholders who acquire Fortress shares after close of trade on Tuesday, 9 January 2024 will not be eligible to vote at the Fortress shareholder meetings.
6. No dematerialisation or rematerialisation of FFB shares may take place after Tuesday, 13 February 2024, being the last date to trade in FFB shares on the JSE in order to be recorded in the register on the scheme record date.
7. No dematerialisation or rematerialisation of FFA shares may take place after Tuesday, 20 February 2024, being the last date to trade in FFA shares on the JSE in order to be recorded in the register in order to qualify for the FFA conversion.
8. If the scheme resolution is voted against by such number of FFB shareholders at the FFB general meeting and if the repurchase resolution is voted against by such number of Fortress shareholders at the combined general meeting so that a Fortress shareholder may require Fortress to obtain court approval of the scheme resolution and/or the repurchase resolution, as contemplated in section 115(3)(a) of the Companies Act, and if a Fortress shareholder in fact delivers such a request, the dates and times set out above will require amendment. Fortress shareholders will be notified separately of the applicable dates and times under this process.
9. If any Fortress shareholder who votes against the scheme resolution or the repurchase resolution exercises its rights in terms of section 115(3)(b) of the Companies Act and applies to court for a review of the scheme resolution and/or the repurchase resolution, the dates and times set out above will require amendment. Fortress shareholders will be notified separately of the applicable dates and times under this process.

RESPONSIBILITY STATEMENT

The independent board and board accept responsibility for the information contained in this announcement and certify that, to the best of their knowledge and belief, the information contained in this announcement relating to Fortress is true and this announcement does not omit anything that is likely to affect the import of such information.

30 November 2023

Financial advisor to the independent board



Legal advisor



Sponsor

