

FORTRESS REAL ESTATE INVESTMENTS 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")



CASH PAYMENT APPLICABLE TO FRACTIONAL ENTITLEMENTS AND OPENING PRICE OF CONVERTED FFB SHARES

Unless otherwise defined, terms defined in the circular bear the same meaning in this announcement.

Shareholders are referred to:

- the circular published on 30 November 2023 regarding a scheme of arrangement between Fortress and FFB shareholders, in terms of which Fortress will repurchase all of the FFB shares in issue in consideration for 0.060207 NRP shares for every FFB share in issue, the conversion of all of the FFA shares in issue into FFB shares following the implementation of the scheme and certain consequential amendments to the MOI of Fortress; and
- the finalisation announcement, published on 6 February 2024, confirming that the scheme and FFA conversion have become wholly unconditional.

Cash payment applicable to fractional entitlements in relation to the scheme

As set out in the circular, the consideration payable to the scheme participants is 0.060207 NRP shares for every FFB share held by each scheme participant as at the scheme record date. Where the scheme consideration results in a scheme participant becoming entitled to a fraction of an NRP share, such fractional entitlement will be rounded down to the nearest whole number, resulting in the allocation of whole shares and a cash payment for the fraction.

Scheme participants are advised that, in accordance with the JSE Listings Requirements, the value of an NRP share to be utilised in determining the fractional cash payment due to scheme participants is 11 403.10134 cents, being the volume weighted average traded price of an NRP share on the JSE on Wednesday, 14 February 2024, discounted by 10%.

By way of example:

Assuming that a scheme participant holds 100 scheme shares at the close of business on the scheme record date, being Friday, 16 February 2024, such scheme participant will be entitled to 6.02070 NRP shares in terms of the scheme. However, applying the rounding principle detailed above, the shareholder will, following the implementation of the scheme, receive 6 NRP shares and a cash payment in respect of the fractional entitlement of 236.04420 cents, being 11 403.10134 cents x 0.02070.

The tax treatment of the fractional cash payment is dependent on an individual shareholder's circumstances and the jurisdiction applicable to each scheme participant. It is recommended that scheme participants who are uncertain about the tax treatment of the receipt of the fractional cash payment should seek appropriate advice in this regard.

Implementation process and opening price of converted FFB shares

As outlined in the salient dates and times in the circular, the suspension of the listing of all of the FFB shares on the JSE was effected at commencement of trade on Wednesday, 14 February 2024 and scheme participants will receive the scheme consideration at commencement of trade on Monday, 19 February 2024.

The suspension of the listing of all of the FFA shares on the JSE will be effected at commencement of trade on Wednesday, 21 February 2024 and the suspension of FFB shares will be lifted and the converted FFB shares will be listed on the JSE (under the existing FFB share code and ISIN ZAE000248506) simultaneously, when trading in the

converted FFB shares will commence. Settlement of trades executed on Wednesday, 21 February 2024 will take place on Monday, 26 February 2024 when the conversion of the FFA shares into FFB shares will take effect. The listing of all of the FFA shares on the JSE will terminate from commencement of trade on Tuesday, 27 February 2024. Following the implementation of the scheme and FFA conversion, only the converted FFB shares will remain in issue and listed on the Main Board of the JSE.

The opening price of the converted FFB shares on the JSE on Wednesday, 21 February 2024 will be equal to the closing price of the FFA shares on the JSE at close of trade on Tuesday, 20 February 2024, i.e. the closing price of an FFA share immediately prior to the suspension of the listing of all FFA shares on the JSE.

Any shareholder who is in doubt as to its position, including, without limitation, the tax consequences for the shareholder arising from the scheme or the FFA conversion, should consult an appropriate independent professional advisor in the relevant jurisdiction without delay.

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.

15 February 2024

Financial advisor to the independent board



Legal advisor



Sponsor

