
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 27 May 2024, 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 a shareholder loan amounting to €60 million.

The shareholder loan will assist Castellana with the partial repayment of existing debt with Aareal Bank AG, and comprise the following salient terms:

- €60 million bearing interest at a rate of 5.75% per annum. The shareholder loan is expected to be converted to equity by no later than 31 July 2024.

As previously communicated to shareholders, the terms regarding the refinancing of Castellana's Aareal loan have been finalised, and the debt refinance is expected to be implemented by Q3 2024 (more than 12 months prior to maturity). Since the shareholder loan will be used to repay existing debt, it will not impact group LTV and is rather an approach to best optimise funding and overall group bank exposure.

The shareholder loan 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:

- 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
- the terms under which such financial assistance has been given are fair and reasonable to Vukile.

7 June 2024

JSE sponsor



NSX sponsor

