

VUKILE PROPERTY FUND LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2002/027194/06)

JSE Share code: VKEI NSX share code: VKN

Bond company code: VKEI

(Granted REIT status with the JSE)

(“Vukile” or the “Company”)



NOTIFICATION IN TERMS OF SECTION 45(5) OF THE COMPANIES ACT 71 OF 2008

As previously communicated to shareholders Castellana Properties SOCIMI (“**Castellana**”), a 99.5% subsidiary of Vukile, concluded a share purchase agreement to acquire a high-quality, blue-chip tenanted shopping centre portfolio, comprising three assets located in Portugal (the “**Transaction**”). Castellana has confirmed that all the conditions precedent to the Transaction have now been met. The Transaction has been concluded through a newly incorporated Portuguese subsidiary (“**Newco**”), with an effective date 1 October 2024. The Transaction is fully funded, with Vukile providing Castellana with the necessary cash resources from its existing available cash and debt facilities.

Further to the above, 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 2 September 2024, 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 20 September 2024, in terms of section 45(3)(b) of the Companies Act, which resolution authorises Vukile to provide financial assistance to Castellana through a shareholder loans amounting to €108,412,500.

The shareholder loans have been used to fund the Transaction and comprise two parts:

- a €86,730,000 loan (80% of the equity portion) with a repayment date in November 2024, with an intention to be converted to equity, bearing an interest rate of 5.50%; and
- a €21,682,500 loan (20% of the equity portion) with a repayment date in January 2025, with an intention to be repaid, bearing an interest rate of 7.75%.

The intention is that from January 2025, twenty per cent (20%) of the shares in Newco will be held by RMB Investments and Advisory Proprietary Limited (“**RMBIA**”). RMBIA is a company incorporated in the Republic of South Africa within the FirstRand Limited Group.

The advance of the shareholder loans 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.

1 October 2024

JSE sponsor



NSX sponsor

