
ACQUISITION OF BERCEO SHOPPING CENTRE

1. Introduction

Shareholders are advised that Vukile’s 99.7% held subsidiary, Castellana Properties SOCIMI, S.A. (“Castellana”), has concluded a share purchase agreement (the “SPA”) with Barings Core Spain Socimi S.A.U. (the “Seller”), a publicly traded property fund listed on the Euronext Paris stock exchange, pursuant to which Castellana will acquire Berceo Shopping Centre located in Logrono, Spain (“Berceo” or the “Property”) (the “Acquisition”).

In terms of the SPA, Castellana will purchase the entire issued share capital (the “Acquisition Shares”) of the Property-owning company, Barings Core Logrono S.L.U (the “Acquisition Company”).

2. Profile of the Property

Berceo is a dominant and well-established regional shopping centre located in the city of Logrono, La Rioja, Spain. The centre opened in 2003 and has delivered strong performance, with anchors including YelmoCinemas, Zara, Primark and Media Markt. The Property measures 49 416m², of which Castellana will own a total gross lettable area (“GLA”) of 34 416m², comprising 90 stores. The remaining GLA is owned by OLIMPO Real Estate SOCIMI, a well-known institutional investor in Spain, and occupied by Carrefour hypermarket.

La Rioja has just over 324 000 inhabitants. The population has grown by c.3% since 2018. With a GDP per capita of EUR 32 828, the region ranks seventh in the national ranking and exceeds the Spanish average. The unemployment rate stood at 8.8% in Q1 2025, well below the national average of 11.4%. Recent forecasts indicate expected GDP growth of 2.4%, which is in line with the national average.

The Property’s primary catchment is Logrono, comprising c.151 000 inhabitants. In addition to being a popular wine-growing and adjacent tourism destination, Logrono is the largest city and the strongest commercial hub in the region, which provides strong purchasing power well above national averages. Outside Logrono, the catchment is complemented by the municipalities in the province of La Rioja and to a lesser extent Navarra, Alava and Burgos. Berceo’s effective catchment covers up to c.365 000 inhabitants, for whom Berceo is the closest large shopping centre and is positioned as the only major retail destination within a c.100km radius.

3. Rationale

The Acquisition offers Castellana the opportunity to diversify its Spanish portfolio geographically by acquiring a high-performing shopping centre in the north of Spain, where Castellana currently does not have a strong presence, and applying its deep knowledge and significant experience in owning and managing shopping centres.

Footfall at Berceo, which has experienced a strong recovery since the Covid pandemic, reached 6.3 million visitors in the 2025 calendar year. Total sales of EUR 101 million were achieved, with a sales density of EUR 3 100 per m². Average rentals stand at a comfortable level of c. EUR 20 per m² per month, accompanied by the strong sales performance, suggesting strong potential for positive rent reversions.

The Property's performance will benefit significantly from being added to Castellana's retail-specialist asset-management platform. The Property offers strong value-add potential through various asset management initiatives, including tenant mix optimization and leisure/F&B enhancement. Excluding these opportunities, the Acquisition offers an attractive net operating income ("NOI") entry yield of 7%.

4. Terms of the Acquisition and Closing

The effective date of the Acquisition is 30 January 2026 (the "**Closing Date**"). The Acquisition Shares (and indirectly, the Property) will be sold and transferred to Castellana on the Closing Date. The purchase consideration payable for the Acquisition Shares is EUR108 000 000 (the "**Purchase Consideration**"), payable in cash on the Closing Date. The Purchase Consideration may ultimately be adjusted based on the financial statements of the Acquisition Company as at the Closing Date. However, it is not expected that there will be a material adjustment to the Purchase Consideration.

The Property is being acquired at an initial NOI of c.7%. When applying the anticipated interest cost on the proposed senior debt, the Property is expected to deliver a cash-on-cash yield of c.8.6%, before withholding tax and including transaction costs.

The SPA includes market-standard warranties, indemnities and undertakings for a transaction of this nature. Completion of the Acquisition is not subject to any conditions precedent.

5. Funding

The Acquisition will be funded by a combination of existing cash resources and in-country debt of EUR 50 000 000, representing a loan-to-value ratio of c.46%. The entire issued share capital of the Property-owning company will be acquired by Castellana.

6. Property specific information

Details of the Property are set out in the table below:

Property name	Geographical location	Sector	GLA (m ²)	Weighted average rental per m ² (EUR/m ² /month)	Purchase Consideration (EUR)	Value attributed to the Property as at 31 December 2025 (EUR)
Berceo Shopping Centre	Logrono, La Rioja, Spain	Retail	49 416	20.00	108 000 000	110 240 000

The Property was valued in accordance with Royal Institution of Chartered Surveyors standards by Colliers International, an independent external property valuer.

7. Financial information

Set out below are the forecast rental and recovery income, net property income, net profit after tax and profit available for distribution relating to the Property (the "**Forecast**") for the 2 months ending 31 March 2026 and the 12 months ending 31 March 2027 (the "**Forecast Period**").

The Forecast has been prepared on the basis that it includes forecast results for the duration of the Forecast Period.

The Forecast, including the assumptions on which it is based and the financial information from which it has been prepared, is the responsibility of the directors of the Company. The Forecast has not been reviewed or reported on by the Company's auditors.

The Forecast presented in the table below has been prepared in accordance with Vukile's accounting policies, which are in compliance with International Financial Reporting Standards.

EUR	Forecast for the 2 months ending 31 March 2026	Forecast for the 12 months ending 31 March 2027
Rental and recovery income	1 731 395	10 652 497
Net property income	1 220 551	7 561 126
Net after tax profit	756 996	4 777 216
Profit available for distribution	756 996	4 777 216

The Forecast incorporates the following material assumptions in respect of revenue and expenses:

1. The Forecast is based on information derived from lease contracts, budgets and additional information provided by the Seller.
2. The Forecast has been prepared for the Acquisition only. It is assumed that the Property will not be sold during the Forecast Period.
3. Rental revenue has been forecast on a lease-by-lease basis.
4. 93.7% of rental and recovery income for the Forecast Period (in respect of the 12 months ending 31 March 2027) is contracted. The remaining 6.3% of rental and recovery income is near-contracted and represents renewals which have been forecast at current market rates.
5. Contracted revenue comprises rental and recovery income based on existing lease agreements, including stipulated increases, all of which are valid and enforceable.
6. Near-contracted revenue comprises rental and recovery income from leases expiring during the Forecast Period which are assumed to renew at current market rates, unless the lessee has indicated its intention to terminate the lease. Such revenue is classified as near-contracted rental revenue from the date of expiry of the lease.
7. No fair value adjustment is recognised.
8. There will be no unforeseen economic factors that will affect the lessees' ability to meet their commitments in terms of existing lease agreements.

8. Categorisation

The Acquisition is classified as a category 2 acquisition in terms of the JSE Listings Requirements and accordingly does not require Vukile shareholder approval.

2 February 2026

JSE sponsor



NSX sponsor

