



CIRCULAR TO EQUITES SHAREHOLDERS  
EQUITES PRIVATE PLACEMENT  
OCTOBER 2016



## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

The definitions and interpretations commencing on page 7 of this circular have, where appropriate, been used on this cover page.

If you are in any doubt as to the action you should take, please consult your broker, CSDP, banker, legal advisor, accountant or other professional advisor immediately.

### **Action required**

If you have disposed of all your Equites shares, then this circular, together with the attached form of proxy, should be handed to the purchaser of such Equites shares or to the broker, CSDP, banker or other agent through whom the disposal was effected.

Beneficial shareholders who hold dematerialised Equites shares through a CSDP or broker and who wish to attend the general meeting must request their CSDP or broker to provide them with the necessary letter of representation to attend the general meeting or must instruct their CSDP or broker to vote on their behalf in terms of their respective agreements with their CSDP or broker.

Equites shareholders are referred to page 6 of this circular, which sets out the detailed action required of them in respect of the transaction set out in this circular.

**Equites does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of dematerialised Equites shareholders to notify such shareholders of the general meeting or any business to be conducted thereat.**



**EQUITES PROPERTY FUND LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number 2013/080877/06)  
JSE share code: EQU ISIN: ZAE000188843  
(Approved as a REIT by the JSE)  
("Equites" or "the company")

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### **CIRCULAR TO EQUITES SHAREHOLDERS**

relating to:

- **a specific authority to issue up to 100 million shares for cash,**

and enclosing:

- **a notice of general meeting; and**
- **a form of proxy (for use by certificated Equites shareholders or dematerialised Equites shareholders who have elected "own name" registration only).**

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Corporate advisor and sponsor

The logo for JavaCapital, featuring the word "JAVACAPITAL" in a stylized, uppercase, sans-serif font. The letter "J" is significantly larger and more prominent than the other letters.

Date of issue: 24 October 2016

*This circular is available in English only. Copies of this circular may be obtained from the registered offices of Equites and from the transfer secretaries during normal office hours from Monday, 24 October 2016 to Tuesday, 22 November 2016. The circular will also be available on the website of the company ([www.equites.co.za](http://www.equites.co.za)) as from Monday, 24 October 2016.*

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## CORPORATE INFORMATION

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**Registered address of the company**

Equites Property Fund Limited  
(Registration number 2013/080877/06)  
14<sup>th</sup> Floor  
Portside Tower  
4 Bree Street  
Cape Town, 8000  
(PO Box 7391, Roggebaai, 8012)

**Corporate advisor**

Java Capital Proprietary Limited  
(Registration number 2012/089864/07)  
6A Sandown Valley Crescent  
Sandton, 2196  
(PO Box 2087, Parklands, 2121)

**Transfer secretaries**

Trifecta Capital Services Proprietary Limited  
(Registration number 2009/018890/07)  
Trifecta Capital House  
31 Beacon Road  
Florida North, 1790  
(PO Box 61272, Marshalltown, 2107)

**Company secretary**

Riaan Gous  
c/o Equites Property Fund Limited  
14<sup>th</sup> Floor  
Portside Tower  
4 Bree Street  
Cape Town, 8000  
(PO Box 7391, Roggebaai, 8012)

**Sponsor**

Java Capital Trustees and Sponsors Proprietary Limited  
(Registration number 2006/005780/07)  
6A Sandown Valley Crescent  
Sandton, 2196  
(PO Box 2087, Parklands, 2121)

**Place and date of incorporation**

Incorporated in South Africa on 20 May 2013

## TABLE OF CONTENTS

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	<i>Page</i>
<b>Corporate information</b>	3
<b>Important dates and times for the transaction</b>	5
<b>Action required by Equites shareholders</b>	6
<b>Definitions and interpretations</b>	7
<b>Circular to Equites shareholders</b>	
1. Background and introduction	10
2. Growth strategy	12
3. Prospects	13
4. Rationale and use of proceeds	13
5. The placements	13
6. Equites shares	14
7. General meeting	14
8. Directors	14
9. Litigation statement	16
10. Consents	16
11. Conflicts of interest	16
12. Preliminary expenses and issue expenses	16
13. Directors' responsibility statement	16
14. Documents available for inspection	17
<b>Annexure 1 Equites share capital</b>	18
<b>Annexure 2 Trading history of Equites shares</b>	19
<b>Notice of general meeting of Equites shareholders</b>	<b>20</b>
<b>Form of proxy – general meeting of Equites shareholders</b>	<b>Attached</b>

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## IMPORTANT DATES AND TIMES FOR THE TRANSACTION

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2016

Record date to be entitled to receive this circular	Friday, 14 October
Circular posted to Equites shareholders on	Monday, 24 October
Announcement of posting of circular and notice of general meeting on SENS on	Monday, 24 October
Announcement of posting of circular and notice of general meeting in the press on	Tuesday, 25 October
Last day to trade in order to attend and vote at the general meeting	Tuesday, 8 November
Record date in order to be eligible to attend and vote at the general meeting	Friday, 11 November
Receipt of forms of proxy in respect of the general meeting of Equites shareholders by 10:00 on	Friday, 18 November
The general meeting to be held at 10:00 on	Tuesday, 22 November
Results of the general meeting and finalisation announcement released on SENS on	Tuesday, 22 November

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**Notes:**

1. All dates and times in this circular are local dates and times in South Africa. The above dates and times are subject to change. Any changes will be released on SENS and, if required, published in the press.
  2. Equites shareholders are referred to page 6 of this circular for information on the action required to be taken by them.
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## ACTION REQUIRED BY EQUITES SHAREHOLDERS

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The definitions and interpretations commencing on page 7 of this circular have, where appropriate, been used in this section regarding the action required by shareholders.

**Please take careful note of the following provisions regarding the action required by Equites shareholders. If you are in any doubt as to the action you should take, please consult your CSDP, broker, attorney, banker or professional advisor immediately.**

### 1. IF YOU HAVE DEMATERIALIZED YOUR EQUITES SHARES AND DO NOT HAVE "OWN NAME" REGISTRATION

#### 1.1. Voting at the general meeting

If your dematerialised Equites shares are not recorded in your own name in the electronic sub-register of Equites, you should notify your duly appointed CSDP or broker, as the case may be, in the manner and subject to the cut-off time stipulated in the custody agreement governing your relationship with your CSDP or broker, of your instructions as regards voting your Equites shares at the general meeting.

If you have not been contacted, it would be advisable for you to contact your CSDP or broker immediately and furnish your CSDP or broker with your instructions.

If your CSDP or broker does not obtain instructions from you, your CSDP or broker will be obliged to act in accordance with the instructions contained in the custody agreement concluded between you and your CSDP or broker.

You must not complete the attached form of proxy.

#### 1.2. Attendance and representation at the general meeting

In accordance with the mandate between you and your CSDP or broker, you must advise your CSDP or broker if you wish to:

- attend, speak and vote at the general meeting; or
- send a proxy to represent you at the general meeting.

Your CSDP or broker will then issue the necessary letter of representation to you to attend the general meeting. You will not be permitted to attend, speak or vote at the general meeting, nor send a proxy to represent you at the general meeting without the necessary letter of representation being issued to you and your CSDP or broker may then vote on your behalf at the general meeting in accordance with the mandate between you and your CSDP or broker.

### 2. IF YOU HAVE NOT DEMATERIALIZED YOUR EQUITES SHARES OR IF YOU HAVE DEMATERIALIZED EQUITES SHARES WITH "OWN NAME" REGISTRATION

#### 2.1. Voting, attendance and representation at the general meeting

You may attend, speak and vote at the general meeting in person.

Alternatively, you may appoint a proxy to represent you at the general meeting by completing the attached form of proxy in accordance with the instructions contained therein and return it to the registered office of Equites or the transfer secretaries, Trifecta Capital Services Proprietary Limited, Trifecta Capital House, 31 Beacon Road, Florida North, 1790 (PO Box 61272, Marshalltown, 2107), to be received by no later than 10:00 on Friday, 18 November 2016. The relevant form of proxy may also be handed to the chairman of the general meeting before the general meeting is due to commence.



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## DEFINITIONS AND INTERPRETATIONS

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Throughout this circular and the annexures hereto, unless otherwise stated, the words in the first column have the meanings assigned to them in the second column, words in the singular include the plural and vice versa, words importing natural persons include corporations and associations of persons and any reference to a gender includes the other gender and the neuter.

<b>“Act” or “Companies Act”</b>	the Companies Act, 71 of 2008, as amended;
<b>“Amazon acquisition”</b>	the acquisition by Equites of a 20 410 m <sup>2</sup> distribution centre let to Amazon UK Services Limited for a purchase consideration of £17 million, as announced on SENS on 26 September 2016;
<b>“Attacq joint venture”</b>	the joint venture established between Equites and Attacq Limited in respect of a portfolio of industrial properties at Waterfall, Midrand which came into effect on 1 July 2016, as announced on SENS on 20 May 2016;
<b>“board” or “directors”</b>	board of directors of Equites;
<b>“business day”</b>	any day, other than a Saturday, Sunday or gazetted public holiday in South Africa;
<b>“certificated Equites shareholders”</b>	holders of certificated Equites shares;
<b>“certificated Equites shares”</b>	Equites shares which have not been dematerialised, title to which is represented by a share certificate or other document of title;
<b>“circular”</b>	this circular dated 24 October 2016, including the annexures, notice of general meeting and form of proxy, as applicable;
<b>“CSDP”</b>	Central Securities Depository Participant appointed by a shareholder for purposes of, and in regard to, dematerialisation and to hold and administer securities or interest in securities on behalf of a shareholder;
<b>“dematerialisation” or “dematerialised”</b>	process by which securities held in certificated form are converted to or held in electronic form as uncertificated securities and recorded in a sub-register of securities holders maintained by a CSDP after the documents of title have been validated and cancelled by the transfer secretaries and captured onto the Strate system by the selected CSDP or broker and the holding of securities is recorded electronically;
<b>“dematerialised Equites shares”</b>	Equites shares which have been through the dematerialisation process;
<b>“dematerialised Equites shareholders”</b>	holders of dematerialised Equites shares;
<b>“Digistics property”</b>	Stand 3946 Jukskei View extension 80 Township Registration Division IR Province of Gauteng, previously owned by Portimix Proprietary Limited, consisting of 2,7 hectares which include all improvements which have been erected on the stand, which property is being let to Digistics Proprietary Limited;
<b>“documents of title”</b>	share certificates, certified transfer deeds, balance receipts, or any other documents of title to Equites shares;
<b>“Equites”</b>	Equites Property Fund Limited (Registration number 2013/080877/06), a public company registered and incorporated in terms of the laws of South Africa and listed on the JSE;
<b>“Equites group”</b>	collectively, Equites, its subsidiaries, associates and joint ventures;

<b>“Equites International”</b>	Equites International Limited (Registration number 013446V), a company registered and incorporated in terms of the laws of the Isle of Man and a wholly-owned subsidiary of Equites;
<b>“Equites shares”</b>	issued shares in the share capital of Equites, which are listed on the JSE;
<b>“Equites shareholders” or “shareholders”</b>	registered holders of Equites shares;
<b>“Financial Markets Act”</b>	Financial Markets Act, 2012 (Act No. 19 of 2012), as amended or replaced from time to time;
<b>“general meeting”</b>	the general meeting of Equites shareholders to be held at 10:00 on Tuesday, 22 November 2016, at the offices of Cliffe Dekker Hofmeyr Inc (5th Floor, 11 Buitengracht Street, Cape Town, 8000) for the purpose of considering and if deemed fit, passing the resolutions necessary to implement the specific issue and placements;
<b>“GLA”</b>	gross lettable area;
<b>“Java Capital”</b>	collectively, Java Capital Proprietary Limited (Registration number 2012/089864/07), the corporate advisor and Java Capital Trustees and Sponsors Proprietary Limited (Registration number 2008/005780/07), the sponsor, full details of which are set out in the “Corporate Information” section of this circular;
<b>“JSE”</b>	Johannesburg Stock Exchange, being the exchange operated by JSE Limited (Registration number 2005/022939/06), licensed as an exchange under the Financial Markets Act, and a public company registered and incorporated in terms of the laws of South Africa;
<b>“last practical date”</b>	last practical date prior to finalisation of this circular, being Wednesday, 12 October 2016;
<b>“Listings Requirements”</b>	Listings Requirements of the JSE in force as at the last practical date;
<b>“new Epping development”</b>	the construction of an 8 000 m <sup>2</sup> speculative distribution warehouse development at 160 Gunners Circle, Epping, Cape Town, which was completed in August 2016;
<b>“placement/s”</b>	the placement of up to 100 million Equites shares, at the placement price, by way of private placement process pursuant to one or more private placements;
<b>“placement shares”</b>	the new Equites shares to be issued pursuant to the placements;
<b>“placement price”</b>	in respect of the placements, the subscription price payable in respect of each placement share, to be determined by way of a private placement process;
<b>“press”</b>	Business Day newspaper;
<b>“register”</b>	register of certificated shareholders maintained by Equites and the sub-register of dematerialised shareholders maintained by the relevant CSDPs;
<b>“Rohlig-Grindrod development”</b>	the joint venture between Equites and Grindrod Property Holdings Limited for the construction of a new 25 000 m <sup>2</sup> distribution warehouse and offices for Rohlig-Grindrod Proprietary Limited, as announced on SENS on 4 November 2015;
<b>“South Africa”</b>	Republic of South Africa;
<b>“specific issue”</b>	the specific authority to issue shares for cash, pursuant to which Equites intends to undertake the placements, as detailed in paragraph 5 of this circular;

<b>“Strate”</b>	Strate Proprietary Limited (Registration number 1998/022242/07), a private company registered and incorporated in terms of the laws of South Africa, which is licensed to operate, in terms of the Financial Markets Act, as amended, and which is responsible for the electronic settlement system of the JSE;
<b>“Tesco acquisition”</b>	the acquisition by Equites (through Equites International) of a 27 725 m <sup>2</sup> distribution centre let to Tesco Distribution Limited for a purchase consideration of £28 million, as announced on SENS on 27 May 2016; and
<b>“transfer secretaries” or “Trifecta”</b>	Trifecta Capital Services Proprietary Limited, (Registration number 2009/018890/07), a private company duly incorporated in accordance with the laws of South Africa, further details of which are set out in the “Corporate Information” section of this circular.



**EQUITES PROPERTY FUND LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number 2013/080877/06)

JSE share code: EQU ISIN: ZAE000188843

(Approved as a REIT by the JSE)

("Equites" or "the company")

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**Directors of the company**

Leon Campher (*Chairman, Independent non-executive director*)

Giancarlo Lanfranchi (*Deputy chairman, non-independent non-executive director*)

Andrea Taverna-Turisan (*Chief executive officer*)

Bram Goossens (*Executive financial director*)

Riaan Gous (*Chief operating officer*)

Nazeem Khan (*Independent non-executive director*)

Ruth Benjamin-Swales (*Independent non-executive director*)

Kevin Dreyer (*Non-independent non-executive director*)

Andre Gouws (*Non-independent non-executive director*)

Mustaq Brey (*Non-independent non-executive director*)

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## **CIRCULAR TO EQUITES SHAREHOLDERS**

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### **1. BACKGROUND AND INTRODUCTION**

- 1.1. Equites was established through the merger of the portfolios of three independent Western Cape-based industrial property developers. The company listed on the JSE on 18 June 2014.
- 1.2. Equites is a South African property fund manager and developer focused predominantly on quality industrial assets at the top end of the industrial sector and, to a lesser degree, office property. Equites is structured as a Real Estate Investment Trust and all asset management and the majority of property management functions have been internalised.
- 1.3. Equites controls approximately 43.5 hectares of vacant industrial land in Cape Town and Gauteng on which it has a substantial contracted pipeline including distribution centres for Puma South Africa and Rohlig-Grindrod. Approximately 38.3 hectares of land remain available for development. Equites intends to develop distribution centres on this vacant land over the next three to five years with a capital value of approximately R1.8 billion.
- 1.4. In line with Equites' stated strategy of diversifying its business into the UK, Equites has recently concluded the Tesco acquisition and the Amazon acquisition.

1.5. Equites has concluded the following transactions since October 2015.

1.5.1. **The Rohlig–Grindrod development**

As announced on SENS on 4 November 2015, Equites has concluded a joint venture agreement with Grindrod Property Holdings Limited in terms of which Equites will be developing a 25 000 m<sup>2</sup> warehouse and offices for Rohlig-Grindrod Proprietary Limited. The completed development will be owned in equal shares by Equites and Grindrod Property Holdings Limited. The development will be situated on 5.3 hectares of vacant land already owned by Equites in Meadowview Business Estate in Gauteng. This development is currently well under way and on track to be completed by the middle of 2017.

1.5.2. **The Attacq joint venture**

As announced on SENS on 20 May 2016, Equites and Attacq Limited (through its wholly owned subsidiary Attacq Waterfall Investment Company Proprietary Limited) have concluded a joint venture in respect of a portfolio of industrial properties at Waterfall, Midrand, which came into effect on 1 July 2016. Equites subscribed for an 80% shareholding in an SPV that owns the portfolio for a subscription consideration of R292 million. The SPV owns a portfolio of 8 recently completed, high profile industrial properties valued at R728 million. The portfolio is predominantly tenanted by multinational/listed companies and on the effective date the weighted average lease expiry date was 8.4 years. The Attacq joint venture has initially been constituted in respect of the portfolio, but with a view to growing an industrial portfolio of properties from the development pipeline of Attacq Limited and Equites. This transaction was fully implemented and the properties transferred on 31 August 2016.

1.5.3. **The Tesco acquisition**

As announced on SENS on 27 May 2016, Equites, through its Isle of Man based wholly-owned subsidiary, Equites International Limited, has acquired a Tesco distribution centre in Hinckley, England let to Tesco Distribution Limited for a purchase consideration of £28 million, payable in cash. The transfer of this property was completed on 9 June 2016 and income has accrued to Equites from that date.

1.5.4. **The new Epping development**

Towards the end of 2015, Equites commenced a speculative development at 160 Gunners Circle, Epping, Cape Town. This modern 8 000 m<sup>2</sup> cross-docking distribution centre was completed in August 2016 and was let to an international tenant prior to completion with the first rental due in October 2016.

1.5.5. **The Amazon acquisition**

As announced on SENS on 26 September 2016, Equites, through its Isle of Man based wholly-owned subsidiary, Equites International, has concluded an agreement with Perevil Securities Limited to acquire a 20 410 m<sup>2</sup> distribution centre let to Amazon UK Services Limited situated at Stanley Matthews Way, Trentham Lakes, Stoke on Trent for a purchase consideration of £17 million, which is expected to be fully implemented in November 2016.

1.5.6. **Other acquisitions and developments**

Equites took transfer of the Tunney Ridge Business Park for R137 million in cash on 3 February 2016, as announced on SENS on 19 August 2015, and the Digistics Property for R110 million in cash on 30 June 2016.

In April 2016 Equites also commenced the construction of a speculative 3 300 m<sup>2</sup> industrial development on land it already owns at Meadowview Business Estate.

1.5.7. **Disposal of office properties**

In line with the company's strategy of focusing solely on the logistics sector, it has commenced a process of disposing its 5 commercial office properties. The company intends reinvesting the proceeds of these disposals into higher growth logistics assets.

On 8 June 2016 the company concluded agreements of sale in terms of which its Belvedere and Execujet office buildings in Cape Town were sold at approximately their book values. These transactions are expected to be fully implemented by the end of the calendar year.

- 1.6. The execution of Equites' pipeline of developments and recent acquisitions, as set out above, will require additional equity. It is Equites' intention at this time to undertake an equity capital raising by the allotment and issue of up to 100 million new Equites shares to initially reduce the company's gearing and subsequently finance Equites' pipeline of developments and acquisitions, as set out above.
- 1.7. The board has accordingly approved an equity capital raising process that will result in the issue of up to 100 million new Equites shares through the allotment and issue of Equites shares in terms of the placements and pursuant to a specific authority to issue shares for cash in terms of the Listings Requirements.
- 1.8. The purpose of this circular is to provide Equites shareholders with information regarding the specific issues and placements and to convene a general meeting of Equites shareholders in order to consider and, if deemed appropriate, pass with or without modification, all of the resolutions necessary to implement the specific issue and placements.

2. **GROWTH STRATEGY**

- 2.1. Equites has a clear focus on providing investors with significant investment returns, with growing income streams as well as increasing capital values.
- 2.2. It is the intention that Equites will continue to specialise in the industrial sector of the property market and, more specifically, distribution centres and logistics facilities. The board considers logistics focussed properties to be highly desirable and believes that opportunities for above-market returns continue to exist in the top-end of this segment.
- 2.3. In addition to a clear focus on the industrial sector, in South Africa the board intends to continue focussing exclusively on the three major metropolitan areas, being the greater Cape Town, Gauteng and the greater Durban. This should not only enhance Equites' value proposition in that the total portfolio will not have properties in secondary destinations but also further differentiate Equites from competitors.
- 2.4. Equites also has a stated strategy of diversification into the UK in order to mitigate the risks of its emerging market focus and access the advanced know-how and technology in respect of logistics in the UK. Equites' focus in the UK is on premium 'big-box' distribution centres, let to investment grade tenants on long dated triple-net leases, in proven logistics nodes and built to institutional standards.
- 2.5. The board is cognisant of the difficulty a new, relatively small fund will encounter if its growth strategy is entirely dependent on buying assets on the open market where competition is rife. A key part of its strategy will therefore be to use its development expertise to unlock value.
- 2.6. Equites has significant development expertise and a healthy pipeline of industrial developments, as set out above. This will enable Equites to develop internally and also to make acquisitions of quality completed existing industrial properties and distribution centres where there are redevelopment and value enhancing opportunities.
- 2.7. The board of Equites is confident that given the quality of assets, the development expertise and the project and transaction pipeline, the group is well placed to meet its growth targets while simultaneously continuing to show positive income and capital growth.

### 3. PROSPECTS

- 3.1. Equites continues to build a logistics focussed fund in the major centres in South Africa, with a selective diversification into the UK. Equites will continue to build on its exceptional property fundamentals by focussing on large, modern logistics facilities let on long leases to investment grade tenants.
- 3.2. Equites' growth strategy consists of three drivers: (i) acquisitions of logistics focussed portfolios from developers or other funds in South Africa; (ii) development of new, build-to-suit facilities for A-grade tenants in one of the company's four industrial parks; (iii) acquisition of high-quality logistics facilities in the UK.
- 3.3. Developments in South Africa will benefit from the Attacq joint venture concluded in 2016 and the development agreement concluded with Intaprop Investments Proprietary Limited during 2015.
- 3.4. The diversification into the UK will be implemented with a measured low-risk approach and assets in the UK will be limited to approximately 25% of the total portfolio. The UK properties will exclusively consist of modern logistics facilities built to institutional standards, let to blue chip tenants, in desirable logistics locations with predictable rental growth patterns.
- 3.5. Equites has consistently outperformed its forecasts in the 28 months since listings and shown strong net asset value and market capitalisation growth in this period. The Equites property portfolio's weighted average lease expiry profile is 5.69 years, from mainly A-grade tenants (86.1% of occupied GLA is let to A-Grade tenants). The Equites property portfolio is spread between Gauteng, the Western Cape and the UK. The majority of the portfolio is located in Gauteng which comprises 51.6% of GLA with 40.9% of GLA situated in the Western Cape and the remaining 7.5% situated in the UK. Equites remains focused on the industrial and logistics sector with industrial/logistics buildings comprising 95.1% of GLA. Vacancies are exceptionally low at 0.4% of GLA.

### 4. RATIONALE AND USE OF PROCEEDS

- 4.1. Equites has a significant pipeline of completed acquisitions and future developments. These include the Attacq joint venture, the Tesco acquisition, the Amazon acquisition, the new Epping development, the Puma development, the Rohlig-Grindrod development and other potential future developments on the 38.3 hectares of vacant land held by Equites.
- 4.2. The proceeds of the placements will be used, initially to reduce the company's gearing, and subsequently to finance Equites' pipeline of completed acquisitions and future developments as set out above. The only effect on Equites' statement of financial position would be a reduction in financial liabilities and an increase in stated capital. There will be no effect on the net asset value or tangible net asset value per Equites share.

### 5. THE PLACEMENTS

- 5.1. It is the intention of the board to issue up to 100 million placement shares pursuant to one or more private placements.
- 5.2. Existing Equites shareholders as well as institutional investors who have expressed an interest in acquiring additional Equites shares will, subject to meeting the minimum subscription, be invited to participate in the placements. Participants in the placements and their allocations will be determined through the placement process.
- 5.3. Participants in the relevant placement will submit their price and volume orders into a book of demand and a single clearing price, being the relevant placement price, will be established. Up to 100 million placement shares will be issued pursuant to the relevant placement. The maximum discount at which the placement shares will be issued is a 5% discount to the lower of:

- 5.3.1. the volume weighted average traded price per Equites share for the 30 business days prior to the date on which the placement price is set or agreed to by Equites, adjusted for a dividend where the 'ex' date in respect of the dividend occurs during the 30 day period; or
- 5.3.2. the market value of Equites shares on the day prior to the date on which the placement price is set or agreed to by Equites.
- 5.4. Applications in terms of the placements will be for a minimum subscription of R1 000 000 per investor acting as principal.
- 5.5. The placement shares will be allocated at the discretion of the bookrunner, Java Capital, in consultation with the company. All participants in the placements will pay the placement price for the placement shares allocated to them. No allocations will be guaranteed and orders placed by any and/or all participants in the placements, will be scaled back in the event that the relevant placement is oversubscribed.
- 5.6. Placement shares will not be issued to any non-public shareholders, as defined in paragraphs 4.25 to 4.27 of the Listings Requirements.
- 5.7. The specific issue and placements are conditional upon the shareholders of Equites providing all such necessary authorisations, and approvals as may be required by them to give effect to the specific issue and placements, as set out in the notice of general meeting.

## 6. EQUITES SHARES

- 6.1. Details of Equites' share capital are set out in **Annexure 1** hereto.
- 6.2. The share price history of Equites' shares is set out in **Annexure 2** hereto.

## 7. GENERAL MEETING

- 7.1. A general meeting of Equites shareholders will be held at the offices of Cliffe Dekker Hofmeyr Inc (5th Floor, 11 Buitengracht Street, Cape Town, 8000) at 10:00 on Tuesday, 22 November 2016 to consider and, if deemed fit, pass, with or without modification, the resolutions necessary to implement the specific issue and placements.
- 7.2. Details of the action required by Equites shareholders are set out on page 6 of this circular and in the notice of general meeting attached.

## 8. DIRECTORS

### 8.1. Directors and management

Save for the appointment of Mustaq Brey as a non-executive director of the company with effect from 26 September 2016, there have been no changes to the directors of Equites since the publication of the company's annual report for the year ended 29 February 2016. Information pertaining to Mustaq Brey is set out below.

<b>Name and age</b>	Mustaq Ahmed Brey (62)
<b>Business address</b>	1st Floor, Slade House, Boundary Terraces, 1 Mariendahl Lane, Newlands, 7700
<b>Qualification</b>	B.Compt (Hons) CA(SA)
<b>Position</b>	Non-independent non-executive director
<b>Experience</b>	Mustaq Brey is a co-founder and Chief Executive Officer of Brimstone Investment Corporation Limited and currently serves as non-executive chairman of Oceana Group Limited and Life Healthcare Group Holdings Limited. He also serves on the boards of Aon Re Africa (Proprietary) Limited, Lion of Africa Insurance Company Limited, House of Monatic (Proprietary) Limited and International Frontier Technologies SOC Limited.



## 8.2. Directors' emoluments

The emoluments of the directors remain unchanged as a result of the specific issue and placements.

## 8.3. Directors' interests in Equites shares

Set out below are the interests of directors, including proposed directors, in the company as at the last practical date. This includes the interest of persons who are no longer directors, but resigned during the last 18 months. Direct and indirect beneficial interests are disclosed. In addition interests of associates of directors, where the director has no beneficial interest are separately disclosed (this relates principally to the holdings of spouses and minor children):

Directors	Directly	Beneficially held		Total	%
		Indirectly*	Associates		
Leon Campher	—	—	—	—	—
Giancarlo Lanfranchi	—	21 781 981	—	21 781 981	7.78
Andrea Taverna-Turisan	—	14 800 000	—	14 800 000	5.28
Riaan Gous	516 280	1 866 000	—	2 382 280	0.85
Bram Goossens	—	1 504 000	—	1 504 000	0.54
Nazeem Khan	100 000	—	—	100 000	0.04
Ruth Benjamin-Swales	10 000	—	33 500	43 500	0.02
Kevin Dreyer	—	5 532 496	—	5 532 496	1.97
Johnny Cullum <sup>#</sup>	—	6 444 597	—	6 444 597	2.30
André Gouws	2 000	6 778 067	—	6 780 067	2.42
Mustaq Brey <sup>^</sup>	—	910 628	10 000	920 628	0.33
<b>Total</b>	<b>628 280</b>	<b>59 617 770</b>	<b>43 500</b>	<b>60 289 550</b>	<b>21.52</b>

\* Reflects shares held by a director via a trust or company.

<sup>#</sup> Resigned with effect from 21 July 2015. Johnny Cullum did not stand for re-election at the annual general meeting held on 21 July 2015.

<sup>^</sup> Appointed with effect from 26 September 2016.

There have been no changes to the directors' interests in Equites shares between the end of the preceding financial year being, 29 February 2016, and the date of this circular, save for:

- 8.3.1. the transfer of 5 000 000 Equites shares from Chiluan Holdings Limited to Zambia Flowers Export Limited at a price of R12.14 per share, being the 30 day VWAP on 11 April 2016 (for a total value of R60 700 000.00), on 23 May 2016. Both Chiluan Holdings Limited and Zambia Flowers Export Limited are associates of Andrea Taverna-Turisan;
- 8.3.2. the acquisition by André Gouws of 2 000 Equites shares on 5 August 2016 at R13.60 per Equites shares, for an aggregate consideration of R27 200.00 in terms of an on-market purchase;
- 8.3.3. the disposal by The Junktin Trust of 232 000 Equites shares on 5 August 2016 at R14.00 per share, for an aggregate consideration of R3 248 000.00 in terms of an on-market disposal. Giancarlo Lanfranchi is a trustee and beneficiary of the Junktin Trust;
- 8.3.4. the transfer of 200 000 Equites shares by Andrea Taverna-Turisan to Chiluan Holdings Limited at a price of R13.76 per share, being the 30 day VWAP on 22 July 2016 (for a total value of R2 752 000.00) on 15 August 2016. Andrea Taverna-Turisan is a director of and holds an indirect beneficial interest in Chiluan Holdings Limited; and
- 8.3.5. the transfer of 4 200 000 Equites shares from Chiluan Holdings Limited to Zambia Flowers Export Limited at a price of R13.76 per share, being the 30 day VWAP on 22 July 2016 (for a total value of R57 792 000.00) on 29 August 2016. Both Chiluan Holdings Limited and Zambia Flowers Export Limited are associates of Andrea Taverna-Turisan.

#### 8.4. Directors' interests in transactions

Save for the directors' interests in transactions, as set out in Equites' pre-listing statement dated 6 June 2014, the Intraprop circular dated 29 July 2015 and the directors' interests in Equites shares as set out in paragraph 8.3 above, none of the directors of the company, including a director of the company who resigned during the last 18 months, has or had any material beneficial interest, direct or indirect, in transactions, that were effected by the group during the current or immediately preceding financial year or during any earlier financial year and which remain in any respect outstanding or unperformed.

#### 9. LITIGATION STATEMENT

The board of directors of Equites are not aware of any legal or arbitration proceedings, including any proceedings that are pending or threatened, that may have or have had in the recent past (being the previous 12 months) a material effect on the Equites group's financial position.

#### 10. CONSENTS

Each of the corporate advisor and sponsor and transfer secretaries have consented in writing to act in the capacities stated and to their names appearing in this circular and have not withdrawn their consent prior to the publication of this circular.

#### 11. CONFLICTS OF INTEREST

Java Capital is acting in the capacities of corporate advisor, bookrunner and sponsor in respect of the specific issue and placement. Java Capital has confirmed their view that this does not affect their independence. However, as required in terms of the JSE Listings Requirements, it is confirmed that in order to manage any potential or perceived conflicts of interest that might arise as a result of Java Capital acting in these roles, Java Capital has in place appropriate checks and balances to manage any potential or perceived conflicts of interests, including procedures to assess the independence of Java Capital in respect of a transaction (and, should it be determined that Java Capital is not independent, the appointment of an independent transaction sponsor) and the division of responsibility between directors of Java Capital involved in fulfilling the various functions undertaken by Java Capital in respect of a transaction.

#### 12. PRELIMINARY EXPENSES AND ISSUE EXPENSES

The expenses (excluding VAT) relating to the specific issue and placements which have been incurred or that are expected to be incurred are presented in the table below.

<b>Expense</b>	<b>Recipient</b>	<b>R</b>
Corporate advisor and sponsor documentation fees	Java Capital	250 000
Capital raising fee*	Java Capital	11 250 000
JSE documentation inspection fees	JSE	18 421
JSE listing fees	JSE	391 833
Press announcements, printing and marketing	Various	150 000
Contingency costs		89 746
<b>Total</b>		<b>12 150 000</b>

\* Assuming R1.5 billion is raised

#### 13. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of Equites, collectively and individually accept full responsibility for the accuracy of the information given, certify that to the best of their knowledge and belief there are no facts the omission of which would make any statement false or misleading, certify that they have made all reasonable enquiries to ascertain such facts; and certify that this circular contains all information required by law and the Listings Requirements.

14. **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at any time during normal business hours on business days from the date of issue of this circular to the date of the general meeting at the registered office of Equites and the offices of Java Capital:

- 14.1. the MOI of Equites and its subsidiaries;
- 14.2. a signed copy of this circular;
- 14.3. the letters of consent referred to in paragraph 10 above; and
- 14.4. unaudited consolidated interim results for the six-months ended 31 August 2016, the audited financial statements of the Equites group for the years ended 29 February 2016 and 28 February 2015, and the audited financial statements of the Equites group for the period ended 28 February 2014.

Signed in Cape Town by Andrea Taverna-Turisan on his behalf and on behalf of all the directors of the company on 17 October 2016 in terms of powers of attorney granted by them.

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**Andrea Taverna-Turisan**

24 October 2016

## EQUITES SHARE CAPITAL

1. The authorised and issued share capital of Equites as at the last practicable date is as follows:

	R'000
<i>Authorised</i>	
2 000 000 000 ordinary share of no par value each	—
<i>Issued</i>	
280 152 669 ordinary shares of no par value each	—
Stated capital	3 184 368
<b>Total issued</b>	<b>3 184 368</b>

No shares are held in treasury.

2. The authorised and issued share capital of Equites after the implementation of the specific issue and placements, assuming 100 million Equites shares are issued at R15.00 per share, is as follows:

	R'000
<i>Authorised</i>	
2 000 000 000 ordinary shares of no par value each	—
<i>Issued</i>	
380 152 669 ordinary shares of no par value each	—
Stated capital	4 684 368
<b>Total issued</b>	<b>4 684 368</b>

No shares will be held in treasury pursuant to the implementation of the specific issue and placements.

3. Rights attaching to shares:
- 3.1. All the authorised and issued shares are of the same class and rank *pari passu* in every respect and accordingly, no shares have any special right to dividends, capital or profits or any other right, including redemption rights and rights on liquidation or distribution of capital assets.
  - 3.2. Any variation in rights attaching to shares will require the consent of shareholders in a general meeting in accordance with the company's memorandum of incorporation.
  - 3.3. Only such members that are registered in the company's register on the day when a distribution is declared or on such other day as may be determined by the board as the record date for the distribution, will be entitled to receive the distribution so declared.

**TRADING HISTORY OF EQUITES SHARES**

<b>Period</b>	<b>High (cents)</b>	<b>Low (cents)</b>	<b>Close (cents)</b>	<b>Volume</b>	<b>Value (R)</b>
<b>Monthly</b>					
<b>2015</b>					
August	1 230	1 180	1 230	1 390 180	16 484 875
September	1 240	1 171	1 171	237 591	2 867 575
October	1 300	1 251	1 295	184 876	2 367 197
November	1 425	1 295	1 425	1 983 602	27 507 490
December	1 450	1 200	1 275	2 911 541	38 600 237
<b>2016</b>					
January	1 275	1 170	1 244	627 182	7 792 032
February	1 245	599	1 202	2 268 301	27 928 584
March	1 270	1 190	1 250	963 849	11 677 038
April	1 310	1 200	1 300	1 760 515	22 732 738
May	1 400	1 300	1 370	5 489 357	73 950 514
June	1 425	1 330	1 425	4 795 496	64 833 239
July	1 470	1 375	1 460	1 121 995	16 137 628
August	1 521	1 360	1 451	1 815 610	25 819 053
<b>Daily</b>					
<b>2016</b>					
1 September	1 476	1 425	1 475	192 482	2 790 605
2 September	1 450	1 450	1 450	40 053	580 768
5 September	1 450	1 450	1 450	34 323	497 683
6 September	1 500	1 490	1 490	136	2 033
7 September	1 490	1 490	1 490	44 851	668 279
8 September	1 490	1 490	1 490	—	—
9 September	1 500	1 480	1 490	8 829	131 956
12 September	1 500	1 490	1 490	84	1 257
13 September	1 500	1 455	1 500	38 357	571 870
14 September	1 491	1 489	1 490	95 031	1 415 958
15 September	1 500	1 460	1 460	25 513	376 727
16 September	1 500	1 459	1 460	5 659	82 624
19 September	1 500	1 400	1 500	199	2 899
20 September	1 500	1 400	1 500	5 146	77 145
21 September	1 500	1 500	1 500	—	—
22 September	1 500	1 500	1 500	29 381	440 715
23 September	1 425	1 425	1 425	15	213
26 September	1 430	1 425	1 430	125	1 787
27 September	1 450	1 430	1 450	4 555	65 842
28 September	1 450	1 450	1 450	1 001	14 514
29 September	1 450	1 450	1 450	15 221	220 704
30 September	1 475	1 450	1 455	22 825	333 046
3 October	1 460	1 460	1 460	155	2 263
4 October	1 500	1 460	1 470	5 312	78 461
5 October	1 500	1 470	1 470	382	5705
6 October	1 470	1 470	1 470	556 883	8 186 180
7 October	1 470	1 460	1 460	2 319	34 088
10 October	1 465	1 465	1 465	1 388	20 334
11 October	1 500	1 470	1 474	117 576	1 733 202
12 October	1 475	1 465	1 475	22 855	337 110
13 October	1 480	1 475	1 475	485 875	7 166 756



**EQUITES PROPERTY FUND LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number 2013/080877/06)  
JSE share code: EQU ISIN: ZAE000188843  
(Approved as a REIT by the JSE)  
("Equites" or "the company")

## NOTICE OF GENERAL MEETING OF EQUITES SHAREHOLDERS

Notice is hereby given that a general meeting of Equites shareholders will be held at the offices of Cliffe Dekker Hofmeyr Inc (5th Floor, 11 Buitengracht Street, Cape Town, 8000) at 10:00 on Tuesday, 22 November 2016 (the "**general meeting**") for the purposes of considering and, if deemed fit, passing, with or without modification, the resolutions set out in this notice.

The terms defined in the circular with which this notice of meeting is enclosed ("**circular**") shall bear the same meanings in this notice of meeting and in particular in the resolutions referred to below.

All meeting participants, including proxies, will be required to provide identification reasonably satisfactory to the chairman of the general meeting (which may take the form of valid identity documents, driver's licenses or passports, for example).

	<b>2016</b>
Record date to be entitled to receive the notice of the general meeting	Friday, 14 October
Last day to trade to be entitled to participate in and vote at the general meeting	Tuesday, 8 November
Record date to be entitled to participate in and vote at the general meeting (" <b>voting record date</b> ")	Friday, 11 November
Receipt of forms of proxy in respect of the general meeting of Equites shareholders by 10:00 on	Friday, 18 November
General meeting held at 10:00 on	Tuesday, 22 November
Results of the general meeting released on SENS on	Tuesday, 22 November

In terms of section 62(3)(e) of the Companies Act -

- a shareholder who is entitled to attend and vote at the general meeting in respect of the resolutions proposed thereat is entitled to appoint a proxy or two or more proxies to attend, participate in and vote at the general meeting in the place of the shareholder; and
- a proxy need not be a shareholder of the company.

Kindly note that meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in a meeting. In this regard, all Equites shareholders recorded in the register of the company on the voting record date will be required to provide identification satisfactory to the chairman of the general meeting. Forms of identification include valid identity documents, drivers' licenses and passports.

### **ORDINARY RESOLUTION 1 – SPECIFIC AUTHORITY TO ISSUE SHARES FOR CASH**

“Resolved that, subject to special resolution 1 being passed by the requisite majority of shareholders, as required by and subject to the company’s Memorandum of Incorporation, the Companies Act and the Listings Requirements, each as presently constituted and as amended from time to time, the directors are authorised to allot and issue up to 100 million new Equites shares in the authorised but unissued share capital of the company in terms of the placements, as detailed in paragraph 5 of the circular to which this notice of general meeting is attached, provided that the maximum discount at which the placement shares will be issued is a 5% discount to the lower of (i) the volume weighted average traded price per Equites share for the 30 business days prior to the date on which the relevant placement price is set or agreed to by Equites, adjusted for a dividend where the ‘ex’ date in respect of the dividend occurs during the 30 day period; or (ii) the market value of Equites shares on the day prior to the date on which the relevant placement price is set or agreed to by Equites.”

In terms of the Listings Requirements, in order for ordinary resolution 1 to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy is required to pass this resolution.

### **SPECIAL RESOLUTION 1 – AUTHORITY TO ISSUE SHARES IN TERMS OF SECTION 41(3) OF THE COMPANIES ACT**

“Resolved that, in terms of section 41(3) of the Companies Act, and pursuant to the specific issue and placements, as detailed in paragraph 5 of the circular to which this notice of general meeting is attached, the board of directors of the company be and is hereby authorised to allot and issue such number of Equites shares in the authorised but unissued share capital of the company as may be required for the purposes of the specific issue and placements, even if such number of Equites shares have voting powers equal to or in excess of 30% of the voting powers of all Equites shares in issue immediately prior to such issue.”

In terms of the Companies Act, in order for special resolution 1 to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

#### **Reason and effect**

The reason for and effect of special resolution 1 is to authorise the issue of Equites shares pursuant to the specific issue and placements which will have voting powers equal to or in excess of 30% of the voting power of all Equites shares in issue immediately before the issue of such shares in terms of the specific issue and placements.

### **ORDINARY RESOLUTION 2 – GENERAL AUTHORITY**

“Resolved that any of the directors of the company or the company secretary be and are hereby authorised to sign all such documents and do all such things as may be necessary for or incidental to the implementation of the above ordinary and special resolutions.

In order for ordinary resolution 2 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

#### **Quorum**

A quorum for the purposes of considering the above resolutions shall consist of three shareholders of the company present in person or represented by proxy and if the shareholder is a body corporate, it must be represented, and entitled to vote at the general meeting. In addition, a quorum shall comprise 25% of all the voting rights that are entitled to be exercised by Equites shareholders in respect of each matter to be decided at the general meeting.

The date on which Equites shareholders must be recorded as such in the register maintained by the transfer secretaries, Trifecta Capital Services Proprietary Limited, for the purposes of being entitled to attend and participate in the general meeting is Friday, 11 November 2016.

### **Form of proxy**

A form of proxy is attached for the convenience of any Equites shareholder holding certificated shares who cannot attend the general meeting of shareholders or who wishes to be represented thereat. Forms of proxy may also be obtained on request from Equites' registered office. The completed forms of proxy must be deposited at or posted to the office of the transfer secretaries, Trifecta Capital Services Proprietary Limited, Trifecta Capital House, 31 Beacon Road, Florida North, 1790 (PO Box 61272, Marshalltown, 2107) to be received by not later than 10:00 on Friday, 18 November 2016. Any Equites shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the general meeting should the shareholder subsequently decide to do so.

Dematerialised shareholders who have elected "own-name" registration in the sub-register through a CSDP and who are unable to attend but who wish to vote at the general meeting must complete and return the attached form of proxy in accordance with the instructions contained therein and lodge it with the transfer secretaries, Trifecta Capital Services Proprietary Limited, Trifecta Capital House, 31 Beacon Road, Florida North, 1790 (PO Box 61272, Marshalltown, 2107) by no later than 10:00 on Friday, 18 November 2016.

Dematerialised shareholders, who have not elected "own-name" registration in the sub-register through a CSDP and who wish to attend the general meeting must instruct their CSDP or broker to issue them with a letter of representation.

Dematerialised shareholders who have not elected "own-name" registration in the sub-register through a CSDP and who are unable to attend but who wish to vote at the general meeting should ensure that the person or entity (such as a nominee) whose name has been entered into the sub-register maintained by a CSDP or broker completes and returns the attached forms of proxy in terms of which they appoint a proxy to vote at the general meeting.

A company that is an Equites shareholder, wishing to attend and participate at the general meeting should ensure that a resolution authorising a representative to so attend and participate at the general meeting on its behalf is passed by its directors. Resolutions authorising representatives in terms of section 57(5) of the Companies Act must be lodged with the company's transfer secretaries prior to the general meeting, by no later than 10:00 on Friday, 18 November 2016.

### **Electronic participation**

The company has made provision for Equites shareholders or their proxies to participate electronically in the general meeting by way of telephone conferencing. Should you wish to participate in the general meeting by telephone conference call as aforesaid, you, or your proxy, will be required to advise the company thereof by no later than 10:00 on Friday, 18 November 2016, by submitting by e-mail to the company secretary at [riaan@equites.co.za](mailto:riaan@equites.co.za) or by fax to +27(0)21 418 1754, for the attention of Riaan Gous, relevant contact details, including an e-mail address, cellular number and landline as well as full details of the Equites shareholder's title to securities issued by the company and proof of identity, in the form of copies of identity documents and share certificates (in the case of certificated Equites shares) and (in the case of dematerialised Equites shares) written confirmation from the Equites shareholder's CSDP confirming the Equites shareholder's title to the dematerialised shares. Upon receipt of the required information, the Equites shareholder concerned will be provided with a secure code and instructions to access the electronic communication during the general meeting. Equites shareholders must note that access to the electronic communication will be at the expense of the Equites shareholders who wish to utilise the facility.

Equites shareholders and their appointed proxies attending by conference call will not be able to cast their votes at the general meeting through this medium.

By order of the board

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### **Andrea Taverna-Turisan**

Director

Equites Property Fund Limited

### **Registered address**

14<sup>th</sup> Floor

Portside Tower

4 Bree Street

Cape Town, 8000

(PO Box 7391, Roggebaai, 8012)



**EQUITES PROPERTY FUND LIMITED**  
 (Incorporated in the Republic of South Africa)  
 (Registration number 2013/080877/06)  
 JSE share code: EQU ISIN: ZAE000188843  
 (Approved as a REIT by the JSE)  
 ("Equites" or "the company")



## FORM OF PROXY – GENERAL MEETING OF EQUITES SHAREHOLDERS

For use by shareholders, who were registered as shareholders on Friday, 11 November 2016, holding certificated Equites shares, dematerialised shareholders who have elected "own-name" registration, nominee companies of CSDP's and brokers nominee companies ("**shareholders**"), at the general meeting of shareholders to be held at 10:00 on Tuesday, 22 November 2016 at the offices of Cliffe Dekker Hofmeyr Inc (5th Floor, 11 Buitengracht Street, Cape Town, 8000).

Not for use by dematerialised shareholders who have not elected "own-name" registration. Such shareholders must contact their CSDP or broker timeously if they wish to attend and vote at the general meeting and request that they be issued with the necessary letter of representation to do so, or provide the CSDP or broker timeously with their voting instruction should they not wish to attend the general meeting in order for the CSDP or broker to vote in accordance with their instructions at the general meeting.

I/We (FULL NAMES IN BLOCK LETTERS PLEASE)

of (Address)

Telephone number: ( )

Cell phone number : ( )

Email address:

being the holder(s) of  shares in Equites, hereby appoint:

1. \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_ of failing him/her

3. \_\_\_\_\_ the chairperson of the general meeting of Equites shareholders

as my/our proxy to attend and speak and to vote for me/us on my/our behalf at the general meeting and at any adjournment thereof in the following manner:

	Number of votes		
	*For	*Against	*Abstain
<b>Ordinary resolution 1</b> – Specific authority to issue shares for cash			
<b>Special resolution 1</b> – Authority to issue shares in terms of section 41(3) of the Companies Act			
<b>Ordinary resolution 2</b> – General authority			

\*Mark "For", "Against" or "Abstain" as required. If no options are marked the proxy will be entitled to vote as he/she thinks fit.

Unless otherwise instructed my proxy may vote or abstain from voting as he/she thinks fit.

Signed this

day of

2016

Signature

Assisted by me (where applicable)

(State capacity and full name)

An Equites shareholder entitled to attend and vote at the abovementioned general meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. A proxy need not be a shareholder of Equites.

Forms of proxy must be deposited at Trifecta Capital Services Proprietary Limited, Trifecta Capital House, 31 Beacon Road, Florida North, 1790 (PO Box 61272, Marshalltown, 2107) so as to arrive by no later than 10:00 on Friday, 18 November 2016.

**Please read the notes below.**

**NOTES:**

1. Only shareholders who are registered in the register of the company under their own name on the date on which shareholders must be recorded as such in the register maintained by the transfer secretaries, Trifecta Capital Services Proprietary Limited, being Friday, 11 November 2016 (the "voting record date"), may complete a form of proxy or attend the general meeting. This includes shareholders who have not dematerialised their shares or who have dematerialised their shares with "own name" registration. A proxy need not be a shareholder of the company.
2. Certificated shareholders wishing to attend the general meeting have to ensure beforehand with the transfer secretaries of the company (being Trifecta Capital Services Proprietary Limited) that their securities are registered in their own name.
3. Beneficial shareholders whose shares are not registered in their "own name", but in the name of another, for example, a nominee, may not complete a proxy form, unless a form of proxy is issued to them by a registered shareholder and they should contact the registered shareholder for assistance in issuing instructions on voting their shares, or obtaining a proxy to attend, speak and vote at the general meeting.
4. Dematerialised shareholders who have not elected "own name" registration in the register of the company through a Central Securities Depository Participant ("CSDP") and who wish to attend general meeting, must instruct the CSDP or broker to provide them with the necessary authority to attend.
5. Dematerialised shareholders who have not elected "own name" registration in the register of the company through a CSDP and who are unable to attend, but wish to vote at the general meeting, must timeously provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between that shareholder and the CSDP or broker.
6. A shareholder may insert the name of a proxy or the names of two or more alternative proxies of the shareholder's choice in the space, with or without deleting "the chairman of the general meeting". The person whose name stands first on the form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
7. The completion and lodging of this form will not preclude the relevant shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed, should such shareholder wish to do so. In addition to the foregoing, a shareholder may revoke the proxy appointment by (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy, and to the company.
8. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the relevant shareholder as of the later of the date:
  - 8.1. stated in the revocation instrument, if any; or
  - 8.2. upon which the revocation instrument is delivered to the proxy and the relevant company as required in section 58(4)(c)(ii) of the Companies Act, 71 of 2008, as amended (the "Companies Act").
9. Should the instrument appointing a proxy or proxies have been delivered to the company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the company's Memorandum of Incorporation to be delivered by the company to the shareholder must be delivered by the company to:
  - 9.1. the shareholder; or
  - 9.2. the proxy or proxies if the shareholder has in writing directed the relevant company to do so and has paid any reasonable fee charged by the company for doing so.
10. A proxy is entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction, except to the extent that the Memorandum of Incorporation of the company or the instrument appointing the proxy provide otherwise.
11. If the company issues an invitation to shareholders to appoint one or more persons named by the company as a proxy, or supplies a form of instrument appointing a proxy:
  - 11.1. such invitation must be sent to every shareholder who is entitled to receive notice of the meeting at which the proxy is intended to be exercised;
  - 11.2. the company must not require that the proxy appointment be made irrevocable; and
  - 11.3. the proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Companies Act.
12. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies. A deletion of any printed matter and the completion of any blank space(s) need not be signed or initialled.
13. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the transfer secretaries of the company or waived by the chairman of the general meeting.
14. A minor must be assisted by his/her parent/guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
15. A company holding shares in Equites that wishes to attend and participate at the general meeting should ensure that a resolution authorising a representative to act is passed by its directors. Resolutions authorising representatives in terms of section 57(5) of the Companies Act must be lodged with the company's transfer secretaries prior to the general meeting.
16. Where there are joint holders of shares any one of such persons may vote at any meeting in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders wishes to be present or represented at the meeting, that one of the said persons whose name appears first in the register of shareholders, or his proxy, as the case may be, shall alone be entitled to vote in respect thereof.
17. On a show of hands, every shareholder of the company present in person or represented by proxy shall have one vote only. On a poll, every shareholder present in person or represented by proxy shall have one vote for every share held by such shareholder.
18. The chairman of the general meeting may reject or accept any proxy which is completed and/or received other than in accordance with the instructions, provided that he shall not accept a proxy unless he is satisfied as to the matter in which a shareholder wishes to vote.
19. A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person.
20. A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of shares to be voted on behalf of that shareholder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the chairperson of the general meeting, if the chairperson is the authorised proxy, to vote in favour of the resolutions at the general meeting or other proxy to vote or to abstain from voting at the general meeting as he/she deems fit, in respect of the shares concerned. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or the proxy, but the total of votes cast in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.
21. It is requested that this form of proxy be lodged or posted or emailed to the transfer secretaries, Trifecta Capital Services Proprietary Limited, Trifecta Capital House, 31 Beacon Road, Florida North, 1790 (PO Box 61272, Marshalltown, 2107) or to be emailed to equites@trifectacapital.com to be received by no later than 10:00 on Friday, 18 November 2016.
22. A quorum for the purposes of considering the special and ordinary resolutions shall comprise 25% of all the voting rights that are entitled to be exercised by shareholders in respect of each matter to be decided at the general meeting. In addition, a quorum shall consist of three shareholders of the company personally present or represented by proxy (and if the shareholder is a body corporate, it must be represented) and entitled to vote at the general meeting.
23. This form of proxy may be used at any adjournment or postponement of the general meeting, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.
24. The foregoing notes contain a summary of the relevant provisions of section 58 of the Companies Act, as required in terms of that section.



