

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Action required

- No action is required if you wish to receive the cash dividend as you will be deemed to have elected the cash dividend if you do not elect the share alternative.**
- If you wish to elect to receive Growthpoint Properties Limited ("Growthpoint") shares of no par value trading on the JSE ("shares"), and you:
 - are holding certificated shares, you must complete the attached **form of election** in respect of all or part of your shareholding in accordance with the instructions contained in the form of election and lodge it with, or post, e-mail or fax it to, the transfer secretaries, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61763, Marshalltown, 2107) to be received by them by no later than 12:00 on Friday, 27 March 2015. Forms of election received after this date and time will not be accepted; or
 - have dematerialised your shares ("dematerialised shareholder") with a Central Securities Depository Participant ("CSDP") or broker, you must instruct your CSDP or broker accordingly in terms of the custody agreement entered into between you and your CSDP or broker.
- If you have disposed of your shares on or before Friday, 20 March 2015 but these shares are included in the number shown in Block (2) on the attached form of election, you should forward this circular; together with the enclosed form of election, to the purchaser to whom, or the broker, CSDP or agent through whom, you disposed of your shares.
- The distribution of this circular and/or accompanying documents and the right to elect shares in jurisdictions other than the Republic of South Africa may be restricted by law, and failure to comply with any of these restrictions may constitute a violation of the securities laws of any such jurisdictions. Shareholders' rights to elect shares are not being offered, directly or indirectly, in the United States of America, the United Kingdom, Canada, Australia or Japan unless certain exemptions from the requirements of those jurisdictions are applicable.
- If you are in any doubt as to what action to take, please consult your broker, CSDP, banker, legal advisor, accountant or other professional advisor.

EXCHANGE CONTROL
REGULATIONS
ENDORSEMENT

(see page 2 paragraph 8)

GROWTHPOINT

PROPERTIES

Growthpoint Properties Limited

Approved as a REIT by the JSE

(Incorporated in the Republic of South Africa)

(Registration number: 1987/004988/06)

Share code: GRT ISIN: ZAE000179420

Board of directors: J F Marais (*Chairman*)* H S P Mashaba (*Deputy Chairman*)* L N Sasse (*Chief Executive Officer*) E K de Klerk (*Executive Director*)
G Völkel (*Financial Director*) M G Diliza# P H Fechter* L A Finlay* J C Hayward* H S Herman* S P Mngconkola# R Moonsamy* N B P Nkabinde*
F J Visser*

Non-executive * Independent non-executive

CIRCULAR TO GROWTHPOINT SHAREHOLDERS

regarding

The declaration of a cash dividend with the election to re-invest the cash dividend in return for Growthpoint shares

Salient dates and times

2015

Circular and form of election posted to shareholders	Friday, 6 March
Announcement of share alternative issue price and finalisation information	Friday, 13 March
Last day to trade ("LDT") cum dividend	Friday, 20 March
Shares to trade ex dividend	Monday, 23 March
Listing of maximum possible number of share alternative shares commences on the JSE	Wednesday, 25 March
Last day to elect to receive the share alternative (no late forms of election will be accepted) at 12:00 (South African time)	Friday, 27 March
Record date	Friday, 27 March
Announcement of results of cash dividend and share alternative on SENS	Monday, 30 March
Cheques posted to certificated shareholders and accounts credited by CSDP or broker to dematerialised shareholders electing the cash alternative on or about	Monday, 30 March
Announcement of results of cash dividend and share alternative in the press	Tuesday, 31 March
Share certificates posted to certificated shareholders and accounts credited by CSDP or broker to dematerialised shareholders electing the share alternative on or about	Wednesday, 1 April
Adjustment to shares listed on or about	Wednesday, 1 April

Notes:

- Shareholders electing the share alternative are alerted to the fact that the new shares will be listed on LDT + 3 and that these new shares can only be traded on LDT + 3, due to the fact that settlement of the shares will be three days after record date, which differs from the conventional one day after record date settlement process.**
- Shares may not be dematerialised or rematerialised between commencement of trade on Monday, 23 March 2015 and close of trade on Friday, 27 March 2015.
- The above dates and times are subject to change. Any changes will be released on SENS and published in the press.

Investment bank and Sponsor

Out of the Ordinary®

 **Investec**
Specialist Bank

Date of issue: 6 March 2015

Copies of this circular are only available in English and may be obtained at Growthpoint's registered office, The Place, 1 Sandton Drive, Sandown, Sandton, 2196 during normal business hours 08:00 until 16:00 or on the company's website www.growthpoint.co.za, from Friday, 6 March 2015 to Friday, 27 March 2015.

CIRCULAR TO GROWTHPOINT SHAREHOLDERS

1. INTRODUCTION

Growthpoint results for the interim financial period ended 31 December 2014 were released on SENS on 4 March 2015. Growthpoint shareholders ("shareholders") were advised in these results that the directors of Growthpoint have declared a cash dividend of 84.4 cents per share for the six months ended 31 December 2014 which, following the delinking of Growthpoint's linked units and the redemption of Growthpoint's debentures in August 2013, is comprised entirely of a dividend. Shareholders have been provided with the election to re-invest the cash dividend in return for Growthpoint shares. By electing to receive shares, shareholders will be able to increase their shareholding in Growthpoint without incurring dealing costs and uncertificated securities tax. In turn, Growthpoint will benefit from an increase in the amount of shareholders' funds available to support continued growth.

Shareholders will be entitled, in respect of all or part of their shareholding, to elect to participate in the share alternative failing which they will receive the cash dividend of 84.4 cents per share, which will be paid to those shareholders **not** electing to participate in the share alternative. The dividend accrued over the six-month period ended 31 December 2014. The number of shares to which shareholders are entitled will be determined with reference to the ratio that 84.4 cents per share bears to the ratio price (i.e. the five-day volume weighted average traded price (ex-dividend) or spot price (ex-dividend) of Growthpoint shares on the JSE prior to the finalisation date). The price will be announced on the finalisation date, which will be no later than Friday, 13 March 2015 (by 11:00).

2. PURPOSE OF THIS CIRCULAR

The purpose of this circular is to provide shareholders with information regarding the cash dividend and the share alternative.

3. THE CASH DIVIDEND AND THE SHARE ALTERNATIVE

3.1 Terms of the cash dividend

Subject to the terms contained in this circular and the attached form of election pertaining to certificated shareholders, shareholders recorded in the register of Growthpoint at the close of business on the record date who have **not** elected to participate in the share alternative, will be paid the cash dividend.

3.2 Procedure for shareholders to receive the cash dividend

Shareholders who wish to receive the cash dividend do not need to take any further action. If no election is made to participate in the share alternative, shareholders will receive the cash dividend in respect of all of their shares held on the record date.

3.3 Procedure for shareholders who elect to receive the share alternative

Shareholders who hold certificated shares and wish to elect to receive shares must complete the attached form of election in accordance with the instructions contained therein and lodge it with the transfer secretaries, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg 2001 or post it to their postal address, PO Box 61763, Marshalltown 2107, fax it to 011 688 5210 or e-mail it to corporate.events@computershare.co.za to be received by no later than 12:00 on the record date.

Shareholders who have dematerialised their shares through a CSDP or broker must **not** complete the attached form of election, but should instruct their CSDP or broker with regard to their election in terms of the custody agreement entered into between them and their CSDP or broker.

Shareholders may make the election in respect of all or part of their shares held on the record date. If an election is made in respect of part of a shareholding, shareholders will receive the cash dividend in respect of the shares for which the election is not made.

3.4 Posting of share certificates and crediting of CSDP or broker accounts

Shareholding certificates in respect of the shares relating to the share alternative will be dispatched to the certificated shareholders at the risk of such shareholders on or about Wednesday, 1 April 2015, to their registered addresses or in accordance with instructions given to the transfer secretaries via registered post. Dematerialised shareholders' CSDP or broker accounts will be credited on Wednesday, 1 April 2015 in respect of the share alternative.

3.5 Shareholders wishing to receive the cash dividend

Shareholders that wish to receive the cash dividend must not complete the form of election. The cash dividend of 84.4 cents per share will be paid via electronic transfer into the personal bank accounts of certificated shareholders who have not elected the share alternative award only in the event that the transfer secretaries are already in possession of their banking details. Where the transfer secretaries do not have the banking details of the aforesaid certificated shareholders, dividend cheques will be dispatched at the risk of such shareholders on or about Monday, 30 March 2015, to their registered addresses, or in accordance with the instructions given to the transfer secretaries, or in the case of dematerialised shareholders the cash will be credited to their accounts held at their CSDP or broker.

4. FRACTIONS

Trading in the Strate environment does not permit fractions and fractional entitlements. Accordingly, where a shareholder's entitlement to the shares in relation to the share alternative as calculated in accordance with the formula mentioned in paragraph 1 above gives rise to a fraction of a new share, such fraction will be rounded up to the nearest whole number where the fraction is greater than or equal to 0,5 and rounded down to the nearest whole number where the fraction is less than 0,5.

5. TAX IMPLICATIONS

In accordance with Growthpoint's status as a Real Estate Investment Trust ("REIT") with effect from 1 July 2013, shareholders are advised that the dividend meets the requirements of a "qualifying distribution" for the purposes of section 25BB of the Income Tax Act, No. 58 of 1962 ("Income Tax Act"). The dividends on the shares will be deemed to be dividends for South African tax purposes in terms of section 25BB of the Income Tax Act.

Tax implications for South African resident shareholders

Dividends received by or accrued to South African tax residents must be included in the gross income of such shareholders and will not be exempt from income tax in terms of the exclusion to the general dividend exemption contained in section 10(1)(k)(i)(aa) of the Income Tax Act because they are dividends distributed by a REIT. These dividends are however exempt from dividend withholding tax ("Dividend Tax") in the hands of South African resident shareholders provided that the South African resident shareholders have provided to the CSDP or broker, as the case may be, in respect of uncertificated shares, or the company, in respect of certificated shares, a DTD(EX) (Dividend Tax: Declaration and undertaking to be made by the beneficial owner of a dividend) form to prove their status as South African residents.

If resident shareholders have not submitted the abovementioned documentation to confirm their status as South African residents, they are advised to contact their CSDP, or broker, as the case may be, to arrange for the documents to be submitted prior to the payment of the dividend.

Tax implications for non-resident shareholders

Dividends received by non-resident shareholders from a REIT will not be taxable as income and instead will be treated as ordinary dividends which are exempt from income tax in terms of the general dividend exemption in section 10(1)(k)(i) of the Income Tax Act. It should be noted that up to 31 December 2013 dividends received by non-residents from a REIT were not subject to Dividend Tax. With effect from 1 January 2014, any dividend received by a non-resident from a REIT was subject to Dividend Tax at 15%, unless the rate is reduced in terms of any applicable agreement for the avoidance of double taxation ("DTA") between South Africa and the country of residence of the non-resident shareholder. Assuming Dividend Tax will be withheld at a rate of 15%, the net dividend amount due to non-resident shareholders is 71.74000 cents per share. A reduced dividend withholding rate in terms of the applicable DTA may only be relied on if the non-resident shareholder has provided the following forms to their CSDP or broker, as the case may be, in respect of uncertificated shares, or the company, in respect of certificated shares:

- a declaration that the dividend is subject to a reduced rate as a result of the application of a DTA; and
- a written undertaking to inform the CSDP, broker or the company, as the case may be, should the circumstances affecting the reduced rate change or the beneficial owner ceases to be the beneficial owner;

both in the form prescribed by the Commissioner for the South African Revenue Service.

If applicable, non-resident shareholders are advised to contact the CSDP, broker or the company, as the case may be, to arrange for the abovementioned documents to be submitted prior to payment of the dividend if such documents have not already been submitted.

A worked example illustrating the impact for resident and non-resident shareholders will be announced as part of the finalisation information on SENS on Friday, 13 March 2015.

Other information:

- The ordinary issued share capital of Growthpoint is 2 330 921 688 ordinary shares of no par value before any election to re-invest the cash dividend.
- Income tax reference number of Growthpoint: 9375/077/17.
- There are no secondary tax on company ("STC") credits available to be utilised against the Dividend Tax.

Shareholders are encouraged to consult their professional advisors should they be in any doubt as to the appropriate action to take.

6. LISTING OF NEW GROWTHPOINT SHARES

The maximum amount to be capitalised from reserves of Growthpoint in order to be able to issue the shares as fully paid up will be approximately R1,967 million. Application will be made to the JSE for the maximum possible number of shares to be issued in terms of the share alternative to be listed with effect from the commencement of business on Wednesday, 25 March 2015. A further application will be made to the JSE to adjust the maximum number of new shares listed to take into account the actual number of shares issued to shareholders on or about Wednesday, 1 April 2015.

7. FOREIGN SHAREHOLDERS

The distribution of this circular and/or accompanying documents and the right to elect share alternative shares in jurisdictions other than the Republic of South Africa may be restricted by law and a failure to comply with any of these restrictions may constitute a violation of the securities laws of any such jurisdictions. The shares have not been and will not be registered for the purposes of the election under the securities laws of the United Kingdom, European Economic Area or EEA, Canada, United States of America, Japan or Australia and accordingly are not being offered, sold, taken up, re-sold or delivered, directly or indirectly, to recipients with registered addresses in such jurisdictions.

8. EXCHANGE CONTROL

In terms of the Exchange Control Regulations of South Africa:

8.1 In the case of certificated shareholders:

- any share certificate that might be issued to non-resident shareholders will be endorsed "non-resident";
- any new share certificates and cash dividend payments based on emigrants' shares controlled in terms of the Exchange Control Regulations will be forwarded to the authorised dealer in foreign exchange controlling their blocked assets. The election by emigrants for the above purpose must be made through the authorised dealer in foreign exchange controlling their blocked assets. Such new share certificates will be endorsed "non-resident"; and
- cash dividend payments due to non-residents are freely transferable from South Africa. In respect of all non-residents of the common monetary area (collectively, the Republic of South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland), the cash dividend payments due will be sent to the registered address of the shareholder concerned or in accordance with instructions given to the transfer secretaries.

8.2 In the case of dematerialised shareholders:

- any shares issued to emigrants from the common monetary area and all other non-residents of the common monetary area, will be credited to their CSDP or broker's account and a "non-resident" annotation will appear in the CSDP or broker's register;
- any cash dividend paid to emigrants from the common monetary area, will be credited to their CSDP or broker's accounts which will arrange for the same to be credited directly to the shareholder's blocked Rand account held by that shareholder's authorised dealer and held to the order of that authorised dealer; and
- any cash dividend paid to non-resident shareholders who are not emigrants from the common monetary area, will be credited directly to the bank account nominated for the relevant shareholders, by their duly appointed CSDP or broker.

Non-resident and emigrant dematerialised shareholders will have all aspects relating to exchange control managed by their CSDP or broker.

For and on behalf of

GROWTHPOINT PROPERTIES LIMITED
R A Krabbenhöft
Company Secretary

GROWTHPOINT PROPERTIES

Growthpoint Properties Limited

Approved as a REIT by the JSE
(Incorporated in the Republic of South Africa)
(Registration number 1987/004988/06)
Share code: GRT ISIN: ZAE000179420

FORM OF ELECTION

For use only by shareholders who hold shares in certificated form ("certificated shareholders") and who elect to receive the shares, for all or part of their shareholding ("the election") in Growthpoint.

Dematerialised shareholders must instruct their Central Securities Depository Participant ("CSDP") or broker accordingly in terms of the custody agreement entered into between them and their CSDP or broker. These shareholders must not use this form of election.

Shareholders electing the share alternative are alerted to the fact that the new shares will be listed on LDT + 3 and that these new shares can only be traded on LDT + 3, due to the fact that settlement of the shares will be three days after record date, which differs from the conventional one day after record date settlement process.

Shareholders will be entitled, in respect of all or part of their shareholding, to elect to participate in the share alternative failing which they will receive the cash dividend of 84.40000 cents per share which will be paid to those shareholders not electing to participate in the share alternative.

Accordingly, shareholders who wish to receive the cash dividend of 84.40000 cents per share must not complete this form of election and no further action is required.

I/We

(name/s in BLOCK letters)

regarding the election:

- hereby irrevocably elect to receive the share alternative shares, the number of which will be determined with reference to the ratio that **84.40000** cents per share bears to the five-day volume weighted average price (ex-dividend) or spot price (ex-dividend) prior to the finalisation date, to be announced no later than Friday, 13 March 2015 in respect of the number of shares in the capital of Growthpoint reflected in Block (4) overleaf and on terms and conditions contained in this form of election and in the accompanying circular;
- acknowledge that this form of election is applicable only in respect of shares of which I/we was/were the registered holder(s) on the close of business on the record date, being Friday, 27 March 2015; and
- acknowledge that I/we am/are not entitled to a cash dividend of **84.40000** cents per share in respect of shares for which the share alternative is elected.

Signed at _____ on _____ 2015

Signature _____

Assisted by (where applicable) _____

PLEASE READ THE NOTES OVERLEAF

Forms of election must be lodged with or posted, e-mailed or faxed to the transfer secretaries, Computershare Investor Services Proprietary Limited:

Hand deliveries to:

Computershare Investor Services Proprietary Limited
Ground Floor
70 Marshall Street
Johannesburg, 2001

Faxes to:

011 688-5210

To be received by no later than 12:00 on Friday, 27 March 2015.

Postal deliveries to:

Computershare Investor Services Proprietary Limited
PO Box 61763
Marshalltown, 2107

E-mails to:

corporate.events@computershare.co.za

Name and address of registered shareholder		Serial number
(1)		Enquiries in connection with this form of election should be addressed to the transfer secretaries, quoting this serial number
Account number	Number of Growthpoint Properties Limited shares held or deemed to be held on the record date, being Friday, 27 March 2015, based on your shareholding at close of business on Monday, 2 March 2015	Maximum cash dividend to which you will become entitled, based on your shareholding at close of business on Friday, 27 March 2015, should you not elect to participate in the share alternative
	(2)	(3)
Number of Growthpoint shares for which the share alternative is elected. The maximum number of shares for which the share alternative can be made is reflected in block 2 above, or, if shares have been transacted in the period from Monday, 23 March 2015, then the number of shares registered in the Growthpoint Properties' register on the record date		
(4)		
Date of signature	Signature	

Notes:

1. The election may be made in respect of all or part of the Growthpoint shares registered or deemed to be registered in the name of the shareholder at the close of business on the record date.
2. The signature on the form of election of any person who is under legal disability shall be accompanied by the signature of such person's parent or guardian or legal representative, as the case may be.
3. In order to be valid, this form of election must be properly completed and lodged with, or posted, e-mailed or faxed to the transfer secretaries of Growthpoint at the address indicated on the preceding page, to be received by them by no later than 12:00 on Friday, 27 March 2015.
Late forms of election will not be accepted.
4. Growthpoint reserves the right in its discretion to:
 - 4.1 treat as invalid (in which case the cash dividend will be paid) any form of election not complying with the terms of the election or any instruction contained herein; and/or
 - 4.2 require proof of the authority of the person signing this form of election where such proof has not yet been lodged with or recorded by the transfer secretaries, Computershare Investor Services Proprietary Limited.

Any and every alteration or correction made to this form of election must be initialled by the signatory(ies).

FOR INFORMATION ONLY