

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This document should be read in its entirety, with particular attention to the section entitled “Action Required by Shareholders” in the Notice of General Meeting forming part of this Circular.

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

If you have disposed of all your Growthpoint Shares on or before Wednesday, 21 June 2023 this Circular should be delivered to the purchaser of such Growthpoint Shares or to the CSDP, broker, banker or other agent through whom the disposal was effected.

Growthpoint does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or broker including, without limitation, any failure on the part of the CSDP or broker of any beneficial owner of Growthpoint Shares to notify such beneficial owner of the details set out in this Circular.

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

CIRCULAR TO GROWTHPOINT SHAREHOLDERS

Regarding:

- approval of financial assistance by Growthpoint in terms of section 44 of the Companies Act;

and enclosing

- a Notice to Growthpoint Shareholders which contains the proposed Shareholder Resolutions; and
- a Form of Proxy (pink)

JSE Equity Sponsor



Legal Adviser



Date of issue: Wednesday, 21 June 2023

This Circular is only available in English. Copies may be obtained from Growthpoint's website <https://growthpoint.co.za/investor-relations/circulars/> or at the registered offices of Growthpoint and the Transfer Secretaries, whose addresses are set out in the “Corporate Information and Advisers” section of this Circular.

CORPORATE INFORMATION

Directors

R Gasant (Chairman)^
FM Berkeley^
NO Chauke (Human Resources Director)*
EK de Klerk (Chief Executive Officer South Africa)*
M Hamman^
KP Lebina^
CD Raphiri^
AH Sangqu (Lead Independent Director)^
LN Sasse (Group Chief Executive Officer)*
JA van Wyk^#
G Völkel (Group Financial Director)*
EA Wilton^

^ *Independent.*

* *Executive Directors.*

British.

JSE Equity Sponsor

Investec Bank Limited
(Registration number 1969/004763/06)
100 Grayston Drive
Sandton
Johannesburg, 2196
(PO Box 785700, Sandton, 2196, South Africa)

Transfer Secretaries

JSE Investor Services (Pty) Limited
JSE Limited, One Exchange Square
2 Gwen Lane, Sandown
Sandton, 2196
(PO Box 4844, Johannesburg, 2000)

Registered office of Growthpoint

The Place
1 Sandton Drive
Sandown
Sandton, 2196
(PO Box 78949, Sandton, 2146)

Date of incorporation: 12 October 1987

Place of incorporation: South Africa
(Registration number: 1987/004988/06)

Company Secretary

WJH de Koker

Legal adviser

Glyn Marais
1st Floor, West Wing
Boundary Place
18 Rivonia Rd (Cnr Boundary Rd)
Illovo, South Africa
(PO Box 785700, Sandton, 2196, South Africa)

IMPORTANT DATES AND TIMES

	2023
Record date to determine which Growthpoint Shareholders are entitled to receive this Circular	Thursday, 15 June
Circular posted to Shareholders, published on Growthpoint's website and notified on SENS	Wednesday, 21 June
Last day to trade to be eligible to vote at the General Meeting	Tuesday, 11 July
Record date to be eligible to vote at the General Meeting	Friday, 14 July
Forms of proxy to be received by 09:00 on	Monday, 17 July
General Meeting to be held at 09:00 on	Wednesday, 19 July
Results of the General Meeting released on SENS on	Thursday, 20 July

Notes:

1. All times shown above are South African local times.
2. The above dates and times are subject to amendment at the discretion of Growthpoint, subject to the approval of the JSE. Any such amendment will be announced on SENS.
3. Growthpoint Shareholders are requested to deliver the Forms of Proxy to the Transfer Secretaries at JSE Investor Services (Pty) Limited, JSE Limited, One Exchange Square, 2 Gwen Lane, Sandown Sandton, 2196 (PO Box 4844, Johannesburg, 2000) (at their own risk), or via email to proxy@tmsmeetings.co.za by no later than 09:00 on Monday, 17 July 2023, for administrative purposes.

CIRCULAR TO GROWTHPOINT SHAREHOLDERS

1. INTRODUCTION AND PURPOSE OF THE CIRCULAR

The Growthpoint board (the “Board”) are in the process of establishing a new broad-based ownership scheme (“B-BOS”) which will enhance Growthpoint’s Broad-Based Black Economic Empowerment credentials and assist Growthpoint in achieving its equity ownership targets as set out in the Property Sector Code. The B-BOS will be broadly implemented as follows:

- A discretionary trust will be established, complying with the B-BOS requirements in the Codes of Good Practice (issued in terms of the Broad-Based Black Economic Empowerment Act, 53 of 2003) and the requirements for a public benefit organisation in terms of the Income Tax Act, 1962 (the “Trust”). The B-BOS will be registered with the Broad-Based Economic Empowerment Commission as required in terms of the Broad-Based Economic Empowerment Act, 2002.
- R250 million worth of Growthpoint ordinary shares (the “Shares”) (representing less than 0,6% of the Growthpoint ordinary shares in issue), held by Growthpoint’s wholly owned subsidiary, Growthpoint Management Services (Pty) Ltd, as treasury shares, will be sold to the Trust on the basis that the Shares have been valued at R12,50 per share for the purposes of the sale. The sale of the Shares is a “fresh issue” of shares as provided for in paragraph 5.75 of the Johannesburg Stock Exchange Listings Requirements. Accordingly, the sale is implemented under the “general but restricted authority to issue shares for cash” obtained by Growthpoint at its annual general meeting held on 29 November 2022 (“2022 Annual General Meeting”). The Shares, on transfer to the Trust, will have full voting rights and will be entitled to dividends on the same basis as all the other ordinary shares in the share capital of Growthpoint which are not treasury shares.
- The acquisition by the Trust of the Shares will be financed by way of a loan in the amount of R250 million by Growthpoint (or another group company) to the Trust (the “Loan”) on the terms of the loan agreement to be entered into between Growthpoint (or another group company) and the Trust (the “Loan Agreement”).

Growthpoint can only give effect to the Loan Agreement once it has obtained the financial assistance authority as contemplated in section 44 of the Companies Act.

Shareholders adopted a special resolution to authorise, as a general authority, the provision by Growthpoint of financial assistance in terms of section 45 of the Companies Act at the 2022 Annual General Meeting. The Board proposes that Growthpoint be granted an authority to provide financial assistance as contemplated in section 44 of the Companies Act (“Resolutions”), for purposes of implementing the B-BOS including the Loan Agreement (“Financial Assistance”).

The purpose of this Circular is to provide Growthpoint Shareholders (“Shareholders”) with the relevant information relating to the authority sought and to give notice convening the General Meeting to be held at The Place, 1 Sandton Drive, Sandown, Sandton, 2196, on Wednesday, 19 July 2023 at 09:00 (“General Meeting”) in order for Shareholders to consider, and if deemed fit, to pass with or without modification the Resolutions included in the notice of General Meeting attached to this circular dated Wednesday, 21 June 2023 (“the Circular”).

2. THE LOAN AGREEMENT

The salient terms of the Loan will *inter alia* be:

- it will have a term of 10 (ten) years and bear interest at 3% (three percent) per annum;
- interest and capital repayments by the Trust will be funded out of the dividends on the Shares, which will be allocated as follows:
 - for the first 5 (five) years of the loan, 90% (ninety percent) of the dividend will be allocated towards payment of the interest and capital; and
 - for the next 5 (five) years, 50% (fifty percent) of the dividend will be allocated towards repayment of the interest and capital;
 - the balance of the dividend (10% (ten percent) for the first 5 (five) years and 50% (fifty percent) for the next 5 (five) years) will be a “trickle-down” dividend to be used by the Trust to the benefit of the beneficiaries under the trust deed after allowing for administration costs.
- at the end of the first 5 (five) years the Trust is entitled to sell a portion of the Shares to settle the capital (or a portion thereof) subject to the Trust maintaining a loan to value ratio of not less than 55% on the date of disposal; and
- after 10 (ten) years if the loan has not been fully settled the Trust will sell so many Shares as may be necessary to settle the loan.

3. THE FINANCIAL ASSISTANCE

As detailed above, the Financial Assistance in respect of which authorisation of Shareholders is sought in terms of this Circular is governed by the provisions of section 44 of the Companies Act, as read with section 4 of the Companies Act.

Section 44 of the Companies Act is applicable in respect of the provision of financial assistance by a company (Growthpoint) by way of a loan, a guarantee, the provision of security or otherwise to any person for the purpose of, or in connection with, the purchase of any securities of Growthpoint.

In addition, and in terms of the Companies Act, before providing the financial assistance the Board must be satisfied that:

- immediately after providing the financial assistance, Growthpoint would satisfy the solvency and liquidity test; and
- the terms under which the financial assistance is proposed are fair and reasonable to Growthpoint.

The Board wishes to obtain the approval of the Shareholders for an authority for Growthpoint to provide financial assistance in terms of section 44 of the Companies Act.

4. CONSENTS

The JSE Equity Sponsor and Legal Adviser, whose names are included in the “Corporate Information and Advisers” section of this Circular, have consented in writing to act in the capacities stated and to their names being included in this Circular and have not withdrawn their consents prior to the publication of this Circular.

5. RESPONSIBILITY STATEMENT

The Board, whose names are given on page 2 of this Circular, collectively and individually, accept full responsibility for the accuracy of the information given in this Circular and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Circular contains all information required by the JSE Listings Requirements.

6. BOARD OPINION AND RECOMMENDATION

The Board is of the opinion that the adoption of the Resolutions will be beneficial to Growthpoint and its Shareholders and accordingly recommend that Shareholders vote in favour of the Resolutions. The Growthpoint directors with interests in Growthpoint intend to vote in favour of the Resolutions.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at the registered office of Growthpoint, and can also be accessed via Growthpoint’s website at <https://growthpoint.co.za/investor-relations/circulars/> from the date of issue of this Circular up to and including the date of the General Meeting:

- the Loan Agreement Term Sheet;
- the Growthpoint Memorandum of Incorporation;
- a signed copy of this Circular; and
- the consent letters referred to in paragraph 4 above.

For and on behalf of the Growthpoint Board



GROWTHPOINT PROPERTIES LIMITED

WJH de Koker

Company Secretary

Wednesday, 21 June 2023

NOTICE OF GENERAL MEETING OF GROWTHPOINT SHAREHOLDERS

All terms defined in the Circular shall bear the same meanings in this notice of General Meeting of Shareholders.

Notice is hereby given that a General Meeting of Growthpoint Shareholders will be held at The Place, 1 Sandton Drive, Sandown, Sandton, 2196, on Wednesday, 19 July 2023 at 09:00 for the purpose of considering and, if deemed fit, passing with or without modification, the special resolution set out below.

	2023
Record date to determine which Growthpoint Shareholders are entitled to receive this Circular	Thursday, 15 June
Circular posted to Shareholders, published on Growthpoint's website and notified on SENS	Wednesday, 21 June
Last day to trade to be eligible to vote at the General Meeting	Tuesday, 11 July
Record date to be eligible to vote at the General Meeting	Friday, 14 July
Forms of proxy to be received by 09:00 on	Monday, 17 July
General Meeting to be held at 09:00 on	Wednesday, 19 July
Results of the General Meeting released on SENS on	Thursday, 20 July

Action required by Shareholders

If any Shareholder (or representative or proxy for a Shareholder) wishes to participate in the General Meeting electronically, that Shareholder should apply in writing (including details on how the Shareholder or representative (including proxy) can be contacted) to the Transfer Secretaries, via email at proxy@tmsmeetings.co.za, to be received by the Transfer Secretaries at least seven business days prior to the General Meeting for the Transfer Secretaries to arrange for the Shareholder (or representative or proxy) to provide reasonable satisfactory identification to the Transfer Secretaries for the purposes of section 63(1) of the Companies Act and for the Transfer Secretaries to provide the Shareholder (or representative or proxy) with details on how to access the General Meeting by means of electronic participation.

The written notification should contain the following:

1. A certified copy of the Shareholder's identification document or passport if the Shareholder is an individual;
2. A certified copy of a resolution or letter of representation given by the holder if the Shareholder is a company or juristic person, and certified copies of the identity documents or passports of the persons who passed the resolution;
3. A valid email address and/or a telephone number;
4. An indication that you or your proxy not only wish to attend the meeting by means of electronic communication, but also to participate and vote by means of electronic communication.

Such participant, who has complied with the notice requirements above, will be contacted by no later than 24 hours before the General Meeting, and informed of the relevant connection details as well as the passcode through which they or their proxy/ies can participate via electronic communication and of the process for participation via a unique link to the email/cellphone number provided in the notification.

Should you wish to participate by way of electronic communication, you will be required to connect with the details as provided by Growthpoint by no later than 15 minutes prior to the commencement of the General Meeting during which time registration will take place.

If you choose to participate online you will be able to view a live webcast of the meeting, pose questions online in written format and submit your vote in real time. Although the electronic platform provides for voting during the meeting, Shareholders are strongly encouraged to lodge any votes by proxy prior to the meeting.

Certificated Shareholders, and Dematerialised Shareholders who have elected "own-name" registration in the sub-register maintained by a CSDP, who are unable to attend the General Meeting but who wish to be represented thereat, are requested to complete and return the attached form of proxy in accordance with the instructions contained therein. Growthpoint requests that duly completed forms of proxy be received by the Transfer Secretaries by no later than 09:00 on Monday, 17 July 2023.

Dematerialised Shareholders who have not elected “own-name” registration in the sub-register maintained by a CSDP, must provide their CSDP or broker with their instruction for attendance or voting at the General Meeting in the manner stipulated in the custody agreement governing the relationship between such Shareholders and their CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature. Should they wish to attend the General Meeting, they must request a letter of representation from their CSDP or broker.

If you hold your Growthpoint Shares (whether certificated or dematerialised) through a nominee, you should timeously make the necessary arrangements with your nominee or, if applicable, your CSDP or broker who will provide them with the necessary letter of representation to vote in terms of the agreement entered into between the Shareholder and the CSDP or broker, in the manner and time periods stipulated therein.

Growthpoint does not accept responsibility and will not be held liable for any failure on the part of the CSDP of a Dematerialised Shareholder to notify such Shareholder of the General Meeting or any business to be conducted thereat.

SPECIAL RESOLUTION NUMBER 1: FINANCIAL ASSISTANCE IN TERMS OF SECTION 44 OF THE COMPANIES ACT

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

- a Shareholder who is entitled to attend and vote at the General Meeting is entitled to appoint a proxy or two or more proxies to attend and participate in and vote at the General Meeting in the place of the Shareholder, by completing the proxy in accordance with the instructions set out therein; a proxy need not be a Shareholder of Growthpoint; and
- Growthpoint Shareholders recorded in the Register of Growthpoint on the Voting Record Date (including Shareholders and their proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in the General Meeting: in this regard, all Shareholders recorded in the Register of Growthpoint 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, driver’s licences and passports.

Shareholders of Growthpoint registered as such on the Voting Record Date are asked to consider and, if deemed fit, to pass, with or without modification, the Special Resolution referred to herein.

“RESOLVED AS A SPECIAL RESOLUTION THAT, in terms of and subject to the JSE Listings Requirements, the provisions of section 44 of the Companies Act, including but not limited to section 44(3)(a)(ii), and provided the provisions of the Growthpoint MOI are complied with, the Shareholders of Growthpoint hereby approve and authorise, as a specific approval, that the Board, as it in its discretion deems fit, may at any time and during the period of 2 (two) years commencing on the date of this special resolution, grant authority to Growthpoint to grant financial assistance to the Trust on terms as set out in the Loan Agreement, or to such other person, including a trust or broad-based ownership scheme (as defined in the Codes of Good Practice) for the purposes of implementing a broad-based ownership scheme and for acquiring 20 million shares in the issued share capital of Growthpoint at R12,50 per share currently held by Growthpoint Management Services (Pty) Ltd, a wholly owned subsidiary of Growthpoint.

The Board may not authorise Growthpoint provide any financial assistance pursuant to this special resolution unless the Board, before making any such financial assistance available, has satisfied itself that immediately after providing the financial assistance, Growthpoint will satisfy the solvency and liquidity test as contemplated in the Companies Act and that the terms under which the financial assistance is proposed to be given are fair and reasonable to Growthpoint and meets all those requirements of section 44 of the Companies Act which it is required to meet in order to authorise Growthpoint to provide such financial assistance.

Voting requirement

For Special Resolution Number 1 to be adopted, it must be supported by at least 75% of the voting rights exercised by Shareholders on the resolution. No voting rights attached to treasury shares (if any) may be exercised on Special Resolution Number 1, but voting rights attached to all other Growthpoint shares may be exercised.

Special Resolution Number 1 will become adopted and effective as soon as the voting rights exercised in favour thereof equate to at least 75% of all voting rights exercised on Special Resolution Number 1.

Purpose of Special Resolution Number 1

The adoption of Special Resolution Number 1 will afford the Board a specific authority from the date of adoption of Special Resolution Number 1, to enable Growthpoint to provide financial assistance to the discretionary Trust established for purposes of the new Growthpoint broad-based ownership scheme and in terms of the Loan Agreement.

VOTING

Voting shall be by way written consent and every Shareholder shall have 1 vote for every Growthpoint Ordinary Share held.

For and on behalf of the Growthpoint Board



GROWTHPOINT PROPERTIES LIMITED
WJH de Koker
Company Secretary
Wednesday, 21 June 2023



FORM OF PROXY

Where appropriate and applicable the terms defined in the Circular to which this form of proxy is attached and forms part of shall bear the same meaning in this form of proxy.

For use by the holders of certificated shares and/or dematerialised shares held through a CSDP or broker who have selected own name registration, registered as such at the close of business on the Voting Record Date, at a meeting of Shareholders to be held at The Place, 1 Sandton Drive, Sandown, Sandton, 2196, on Wednesday, 19 July 2023 at 09:00 (“General Meeting”) or any postponement or adjournment thereof.

Holders of Growthpoint dematerialised shares who have not selected own name registration must inform their CSDP or broker timeously of their intention to attend and vote at the General Meeting or be represented by proxy thereat in order for the CSDP or broker to issue them 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 (names in full)

(BLOCK LETTERS PLEASE)

of (address)

being holders of _____ shares in Growthpoint, hereby appoint (see note 1)

1. _____ or failing him/her

2. _____ or failing him/her

3. the Chairman of the General Meeting,

as my/our proxy to act for me/us on my/our behalf at the General Meeting in accordance with the following instructions (see note 2):

	Number of votes		
	*For	*Against	*Abstain
SPECIAL RESOLUTION NUMBER 1: FINANCIAL ASSISTANCE IN TERMS OF SECTION 44 OF THE COMPANIES ACT			

* One vote per Share held by Growthpoint Shareholders recorded in the Register on the Voting Record Date.

Signed at _____ on _____ 2023

Signature

Assisted by me (where applicable)

Notes:

1. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space(s) provided. The person whose name appears first on this 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.
2. A proxy appointed by a Shareholder in terms hereof may not delegate his authority to act on behalf of the Shareholder to any other person.
3. A Shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the General Meeting as he deems fit in respect of all the Shareholder's votes exercisable thereat.
4. Forms of proxy must be lodged at or posted to the Transfer Secretaries: JSE Investor Services (Pty) Limited, JSE Limited, One Exchange Square, 2 Gwen Lane, Sandown, Sandton 2196 (PO Box 4844, Johannesburg, 2000) or via email: proxy@tmsmeetings.co.za to be received by not later than 09:00 on Monday, 17 July 2023, or not less than 48 hours before the recommencement of any adjourned or postponed meeting.
5. The completion and lodging of this form of proxy 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 in terms hereof, 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 appointing an alternative proxy]; and (ii) delivering a copy of the revocation instrument to the proxy, and to Growthpoint. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Shareholder as at the later of the date stated in the revocation instrument, if any; or the date on which the revocation instrument was delivered in the required manner.
6. The Chairman of the General Meeting may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that, in respect of acceptances, he is satisfied as to the manner in which the Shareholder(s) concerned wish(es) to vote.
7. Each Shareholder is entitled to appoint one or more proxies (none of whom need be a member of Growthpoint) to attend, speak and vote in place of that Shareholder at the General Meeting.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by Growthpoint or JSE Investor Services (Pty) Ltd or waived by the Chairman of the General Meeting.
9. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).
10. Where there are joint holders of shares:
 - 10.1. any one holder may sign the form of proxy; and
 - 10.2. the vote of the senior (for that purpose seniority will be determined by the order in which the names of Shareholders appear in the Register of members) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of Growthpoint Shares.
11. This form or 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.
12. The foregoing notes contain a summary of the relevant provisions of section 58 of the Companies Act, as required in terms of that section.

