

## 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 reinvestment alternative.**
- If you wish to elect to receive Vukile Property Fund Limited (“**Vukile**”) ordinary shares with no par value in the share capital of Vukile (“**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 it to, the transfer secretaries, Link Market Services South Africa Proprietary Limited, 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000) to be received by them by no later than 12:00 on Friday, 18 December 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 all of your shares on or before Thursday, 10 December 2015 you should forward this circular, together with the attached 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 (“**SA**”) 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’ right to elect shares are not being offered, directly or indirectly, in the United Kingdom, European Economic Area or EEA, Canada, United States of America, Japan or Australia 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.
- The commentary regarding the tax implications of the cash dividend and reinvestment election option, as contained in paragraph 5 of this circular, should not be construed as tax advice. If you are in any doubt as to the tax implications for your unique circumstances, please consult your tax advisor.

# VUKILE PROPERTY FUND

REAL ESTATE. REAL GROWTH.

## Vukile Property Fund Limited

(Incorporated in the Republic of South Africa)

(Registration number: 2002/027194/06)

ISIN: ZAE000180865

JSE share code: VKE NSX share code: VKN

Granted REIT status with the JSE

(“**Vukile**” or “**the Company**”)

### Board of Directors

AD Botha (Chairman)\* LG Rapp (Chief Executive Officer) SF Booysen\* HC Lopion (Executive Director: Asset Management) RD Mokate\* GS Moseneke (Executive Director) PS Moyanga\* H Ntene\* NG Payne\* MJ Potts (Financial Director) SEN de Bruyn Sebotsa\* HM Serebro\*

\* Independent non-executive

## CIRCULAR TO VUKILE SHAREHOLDERS

regarding

### THE DECLARATION OF A CASH DIVIDEND WITH THE ELECTION TO REINVEST THE CASH DIVIDEND IN RETURN FOR VUKILE SHARES

#### Salient dates and times

2015

Circular and form of election posted to shareholders	Wednesday, 25 November
Finalisation information including the share ratio and price per share published on SENS	Thursday, 3 December
Last day to trade in order to participate in the election to receive the share reinvestment alternative or to receive a cash dividend (“ <b>LDT</b> ”)	Thursday, 10 December
Shares trade ‘ <i>ex</i> ’ dividend	Friday, 11 December
Listing of maximum possible number of shares under the share reinvestment alternative	Tuesday, 15 December
Last day to elect to receive the share reinvestment alternative or to receive a cash dividend (no late forms of election will be accepted) at 12:00 (SA time)	Friday, 18 December
Record date for the election to receive the share reinvestment alternative or to receive a cash dividend (“ <b>record date</b> ”)	Friday, 18 December
Results of cash dividend and share reinvestment alternative published on SENS	Monday, 21 December
Cash dividend cheques posted to certificated shareholders on or about	Monday, 21 December
Accounts credited by CSDP or broker to dematerialised shareholders with the cash dividend payment	Monday, 21 December
Share certificates posted to certificated shareholders on or about	Wednesday, 23 December
Accounts updated with the new shares (if applicable) by CSDP or broker to dematerialised shareholders	Wednesday, 23 December
Adjustment to shares listed on or about	Thursday, 24 December

#### Notes:

- Shareholders electing the share reinvestment 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 the record date, which differs from the conventional one day after record date settlement process.**
- Shares may not be dematerialised or rematerialised between Thursday, 10 December 2015 and Friday, 18 December 2015, both days inclusive.
- The above dates and times are subject to change. Any changes will be released on SENS.

Corporate advisor and sponsor

JAVACAPITAL

Date of issue: Wednesday, 25 November 2015

Copies of this circular are only available in English and may be obtained at Vukile’s registered office, One-on-Ninth, Corner Glenbove Road and Ninth Street, Melrose Estate, 2196 during normal business hours 08:00 until 16:00 from Wednesday, 25 November 2015 to Friday, 18 December 2015.

# CIRCULAR TO VUKILE SHAREHOLDERS

## 1. INTRODUCTION

On Wednesday, 25 November 2015 it was announced on SENS that the directors of Vukile have declared a cash dividend of 63.22200 cents per share ("cash dividend") for the six months ended 30 September 2015. Shareholders have been provided with the election to re-invest the cash dividend in return for Vukile shares ("share reinvestment alternative"). By electing the share reinvestment alternative, shareholders will be able to increase their shareholding in Vukile without incurring dealing costs. In turn, Vukile 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 reinvestment alternative, failing which, they will receive the cash dividend of 63.22200 cents per share that will be paid to those shareholders not electing to participate in the share reinvestment alternative. The number of shares to which shareholders are entitled will be determined with reference to the ratio that 63.22200 cents per share bears to the ratio price (i.e. either spot or the five-day volume weighted average traded price (both ex dividends) of Vukile shares on the JSE prior to the finalisation date). The ratio price will be announced on the finalisation date, which will be no later than Thursday, 3 December 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 reinvestment alternative.

## 3. THE CASH DIVIDEND AND THE SHARE REINVESTMENT 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 Vukile at the close of business on the record date who have **not** elected to participate in the share reinvestment 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 reinvestment alternative, shareholders will receive the cash dividend in respect of all the shares held on the record date.

### 3.3 Procedure for shareholders who elect to receive the share reinvestment 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, Link Market Services South Africa Proprietary Limited, 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000), to be received 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

Share certificates in respect of the shares relating to the share reinvestment alternative will be dispatched to the certificated shareholders at the risk of such shareholders on or about Wednesday, 23 December 2015, to the 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, 23 December 2015 in respect of the share reinvestment alternative.

### 3.5 Shareholders wishing to receive the cash dividend

The cash dividend of 63.22200 cents per share will be paid via electronic transfer into the personal bank accounts of certificated shareholders who have not elected the share reinvestment alternative 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, 21 December 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 reinvestment alternative 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

Vukile was granted REIT status by the JSE Limited with effect from 1 April 2013 in line with the REIT structure as provided for in the Income Tax Act, No. 58 of 1962, as amended (the "Income Tax Act") and section 13 of the JSE Listings Requirements.

The REIT structure is a tax regime that allows a REIT to deduct qualifying distributions paid to investors, in determining its taxable income.

The cash dividend of 63.22200 cents per share meets the requirements of a "qualifying distribution" for the purposes of section 25BB of the Income Tax Act (a "qualifying distribution") with the result that:

- qualifying distributions received by resident Vukile shareholders must be included in the gross income of such shareholders (as a non-exempt dividend in terms of section 10(1)(k)(i)(aa) of the Income Tax Act), with the effect that the qualifying distribution is taxable as income in the hands of the Vukile shareholder. These qualifying distributions are however exempt from dividends withholding tax, provided that the South African resident shareholders 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 exempt from dividends tax; and
- a written undertaking to inform the CSDP, broker or the Company, as the case may be, should the circumstances affecting the exemption change or the beneficial owner cease to be the beneficial owner,

both in the form prescribed by the Commissioner for the South African Revenue Service. Shareholders are advised to contact their 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.

- qualifying distributions received by non-resident Vukile shareholders will not be taxable as income and instead will be treated as ordinary dividends but which are exempt in terms of the usual dividend exemptions per section 10(1)(k) of the Income Tax Act. It should be noted that until 31 December 2013 qualifying distributions received by non-residents were not subject to dividends withholding tax. From 1 January 2014, any qualifying distribution is subject to dividends withholding 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 shareholder. Assuming dividends withholding tax will be withheld at a rate of 15%, the net dividend amount due to non-resident shareholders is 53.73870 cents per share. A reduced dividend withholding rate in terms of the applicable DTA, may only be relied upon 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 their CSDP, broker or the Company, as the case may be, should the circumstances affecting the reduced rate change or the beneficial owner cease to be the beneficial owner,

both in the form prescribed by the Commissioner for the South African Revenue Service. Non-resident shareholders are advised to contact their 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, if applicable.

Shareholders who are South African residents are advised that in electing to participate in the share reinvestment alternative, pre-taxation funds are utilised for the reinvestment purposes and that taxation will be due on the total cash dividend amount of 63.22200 cents per share.

Other information:

- The ordinary issued share capital of Vukile is 646 134 008 ordinary shares of no par value before any election to reinvest the cash dividend.
- Income Tax Reference Number of Vukile: 9331/617/114/3.

This cash dividend or share reinvestment alternative may have tax implications for resident as well as non-resident shareholders. Shareholders are therefore encouraged to consult their tax and/or professional advisors should they be in any doubt as to the appropriate action to take. If applicable, an announcement relating to the treatment of taxation will be published on SENS.

## 6. LISTING OF NEW VUKILE SHARES

Application will be made to the JSE for the maximum possible number of shares to be issued in terms of the share reinvestment alternative to be listed with effect from the commencement of trade on Tuesday, 15 December 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 Thursday, 24 December 2015.

## 7. FOREIGN SHAREHOLDERS

The distribution of this circular and/or accompanying documents and the right to elect shares under the share reinvestment alternative 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. It is the responsibility of each foreign shareholder to satisfy himself as to the full observation of the laws and regulatory requirements of the relevant foreign jurisdiction in connection with the share reinvestment alternative. 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 Vukile Property Fund Limited**

**Johann Neethling**  
Group Company Secretary

25 November 2015



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## Vukile Property Fund Limited

(Incorporated in the Republic of South Africa)

(Registration number: 2002/027194/06)

ISIN: ZAE000180865

JSE share code: VKE      NSX share code: VKN

Granted REIT status with the JSE

("Vukile" or "the Company")

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### FORM OF ELECTION

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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 "share reinvestment alternative") in Vukile.

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 shares 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 who wish to receive the cash dividend of 63.22200 cents per Vukile 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 that number of shares under the share reinvestment alternative (which number will be determined with reference to the ratio that 63.22200 cents per share bears to either the spot or the five-day volume weighted average traded price (both 'ex' dividends) of Vukile shares on the JSE prior to the finalisation date), which will be no later than Thursday, 3 December 2015 (by 11:00), in respect of the number of shares in the capital of Vukile as reflected overleaf 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, 18 December 2015; and
- acknowledge that I/we am/are not entitled to a cash dividend of 63.22200 cents per share in respect of shares for which the share reinvestment alternative is elected.

Signed at

on

2015

Signature

Telephone number: (      )

Cellphone number

Assisted by (where applicable)

**PLEASE READ THE NOTES OVERLEAF.**

**Forms of election must be lodged with or mailed to the transfer secretaries, Link Market Services South Africa Proprietary Limited:**

**Hand deliveries to:**

Link Market Services South Africa Proprietary Limited  
 13th Floor, Rennie House  
 19 Ameshoff Street  
 Braamfontein, 2001

**Postal deliveries to:**

Link Market Services South Africa Proprietary Limited  
 PO Box 4844  
 Johannesburg, 2000

To be received by no later than 12:00 on Friday, 18 December 2015.

<b>Name and address of registered shareholder</b>		<b>Account number</b>
		<i>Enquiries in connection with this form of instruction should be addressed to the transfer secretaries, quoting this account number</i>
Number of Vukile shares held or deemed to be held on the record date, being Friday, 18 December 2015	Maximum cash dividend to which you will become entitled based on the number of shares held or deemed to be held on the record date, being Friday, 18 December 2015, <b>should you not elect to participate in the share reinvestment alternative</b>	Number of Vukile shares for which the share reinvestment alternative is elected (The maximum number of shares for which the share reinvestment alternative can be made is the number of shares registered in your name in Vukile's register on the record date)
<b>Date of signature</b>		<b>Signature</b>
<b>Email address</b>		

**Notes:**

1. The election may be made in respect of all or any of the Vukile 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 to the transfer secretaries of Vukile at the address indicated above, to be received by them by no later than 12:00 on Friday, 18 December 2015. Late forms of election will not be accepted.
4. Vukile reserves the right in its discretion to:
  - 4.1 treat as invalid (in which case the dividend will be paid) any form of election not complying with the terms of the election or any instruction contained herein;
  - 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, Link Market Services South Africa Proprietary Limited.
5. Any and every alteration or correction made to this form of election must be initialled by the signatory(ies).

FOR INFORMATION ONLY